UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 20-F

☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g)
OF THE SECURITIES EXCHANGE ACT OF 1934; or

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended August 31, 2018; or

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____; or

☐ SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934
Date of event requiring this shell company report

Commission File No. **0-30895**

EXFO INC.

(Exact name of Registrant as specified in its charter)

Not Applicable
(Translation of Registrant's name into English)

Canada
(Jurisdiction of incorporation or organization)

400 Godin Avenue, Quebec, Quebec, G1M 2K2, Canada
(Address of principal executive offices)

Benoit Ringuette, (418) 683-0211, benoit.ringuette@exfo.com, (418) 683-9839, 400 Godin Avenue, Quebec, Quebec, G1M 2K2, Canada
(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Name of each exchange on which registered
Subordinate Voting Shares without par value	NASDAQ
Subordinate Voting Shares without par value	TSX

Securities registered or to be registered pursuant to Section 12(g) of the Act.

None
(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None
(Title of Class)

As of August 31, 2018, the registrant had 23,472,995 Subordinate Voting Shares outstanding and 31,643,000 Multiple Voting Shares outstanding.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☐ No ☒

If this report is an annual report or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934.

Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definition of "large accelerated filer", "accelerated filer" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐ Accelerated filer ☒ Non-accelerated filer ☐
Emerging growth company ☐

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP ☐ International Financial Reporting Standards as issued by the International Accounting Standards Board ☒ Other ☐

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 ☐ Item 18 ☐

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

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DISCLOSURE REGARDING FORWARD-LOOKING INFORMATION

This Annual Report contains forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995, and we intend that such forward-looking statements be subject to the safe harbors created thereby. Forward-looking statements are statements other than historical information or statements of current condition. Words such as may, expect, believe, plan, anticipate, intend, could, estimate, continue, or similar expressions or the negative of such expressions are intended to identify forward-looking statements. In addition, any statements that refer to expectations, projections or other characterizations of future events and circumstances are considered forward-looking statements. They are not guarantees of future performance and involve risks and uncertainties. Actual results may differ materially from those in forward-looking statements due to various factors including, but not limited to, macroeconomic uncertainty, including trade wars; our ability to successfully integrate businesses that we acquire; capital spending and network deployment levels in the telecommunications industry (including our ability to quickly adapt cost structures to anticipated levels of business and our ability to manage inventory levels with market demand); future economic, competitive, financial and market conditions; consolidation in the global telecommunications test, service assurance and analytics solutions markets and increased competition among vendors; capacity to adapt our future product offering to future technological changes; limited visibility with regard to the timing and nature of customer orders; delay in revenue recognition due to longer sales cycles for complex systems involving customers' acceptance; fluctuating exchange rates; concentration of sales; timely release and market acceptance of our new products and other upcoming products; our ability to successfully expand international operations and to conduct business internationally; and the retention of key technical and management personnel. Assumptions relating to the foregoing involve judgments and risks, all of which are difficult or impossible to predict and many of which are beyond our control. Other risk factors that may affect our future performance and operations are detailed in this Annual Report. We believe that the expectations reflected in the forward-looking statements are reasonable based on information currently available to us, but we cannot assure that the expectations will prove to have been correct. Accordingly, you should not place undue reliance on these forward-looking statements. These statements speak only as of the date of this document. Unless required by law or applicable regulations, we undertake no obligation to revise or update any of them to reflect events or circumstances that occur after the date of this document.

All dollar amounts in this Annual Report are expressed in US dollars, except as otherwise noted.

PART I.

Item 1. Identity of Directors, Senior Management and Advisers

Not Applicable.

Item 2. Offer Statistics and Expected Timetable

Not Applicable.

Item 3. Key Information

A. Selected Financial Data

The consolidated statements of earnings data for the years ended August 31, 2016, 2017 and 2018 and the consolidated balance sheets data as at August 31, 2017 and 2018 have been derived from our audited consolidated financial statements that are included elsewhere in this Annual Report on Form 20-F. Consolidated statement of earnings data for the years ended August 31, 2014 and 2015 and consolidated balance sheets data as at August 31, 2014, 2015 and 2016 have been derived from our audited consolidated financial statements not included in this Annual Report on Form 20-F.

Consolidated financial statements from which the selected financial data has been derived, have been prepared in accordance with *International Financial Reporting Standards* (IFRS), as issued by the *International Accounting Standards Board* (IASB).

The selected financial data should be read in conjunction with "Item 5. Operating and Financial Review and Prospects" and our audited consolidated financial statements and the related notes thereto, included in this Annual Report on Form 20-F.

	Years ended August 31,				
	2018	**2017**	**2016**	**2015**	**2014**
	(in thousands of US dollars, except share and per share data)				
Consolidated Statements of Earnings Data:					
Sales	$ 269,546	$ 243,301	$ 232,583	$ 222,089	$ 230,806
Cost of sales [1]	105,004	94,329	87,066	85,039	86,836
Selling and administrative [2]	98,794	86,256	82,169	82,200	86,429
Net research and development	57,154	47,168	42,687	44,003	44,846
Depreciation of property, plant and equipment	5,444	3,902	3,814	4,835	4,995
Amortization of intangible assets	10,327	3,289	1,172	2,883	4,398
Changes in fair value of cash contingent consideration	(670)	(383)	–	–	–
Interest and other (income) expense	1,378	303	(828)	(155)	(326)
Foreign exchange (gain) loss	(1,309)	978	(161)	(7,212)	(1,634)
Unusual charge [2]	–	–	–	603	720
Share in net loss of an associate	2,080	–	–	–	–
Gain on deemed disposal of the investment in an associate	(2,080)	–	–	–	–
Earnings (loss) before income taxes	(6,576)	7,459	16,664	9,893	4,542
Income taxes	5,678	6,608	7,764	5,036	4,286
Net earnings (loss) for the year	(12,254)	851	8,900	4,857	256
Net loss for the year attributable to non-controlling interest	(352)	–	–	–	–
Net earnings (loss) for the year attributable to parent interest	$ (11,902)	$ 851	$ 8,900	$ 4,857	$ 256
Basic net earnings (loss) attributable to parent interest per share	$ (0.22)	$ 0.02	$ 0.17	$ 0.09	$ 0.00
Diluted net earnings (loss) attributable to parent interest per share	$ (0.22)	$ 0.02	$ 0.16	$ 0.08	$ 0.00
Basic weighted average number of shares used in per share calculations (000's)	54,998	54,423	53,863	56,804	60,329
Diluted weighted average number of shares used in per share calculations (000's)	54,998	55,555	54,669	57,457	61,015
Other Consolidated Statements of Earnings Data:					
Gross research and development	$ 65,243	$ 53,124	$ 47,875	$ 50,148	$ 52,423
Net research and development	$ 57,154	$ 47,168	$ 42,687	$ 44,003	$ 44,846

	As at August 31,				
	2018	2017	2016	2015	2014
	(in thousands of US dollars)				
Consolidated Balance Sheets Data:					
Cash	$ 12,758	$ 38,435	$ 43,208	$ 25,864	$ 54,121
Short-term investments	2,282	775	4,087	1,487	5,726
Total assets	284,544	259,241	237,793	217,478	276,948
Long-term debt (excluding current portion)	5,907	–	–	–	–
Share capital	91,937	90,411	85,516	86,045	111,491
Shareholders' equity	$ 177,921	$ 196,790	$ 181,401	$ 169,227	$ 230,287

(1) The cost of sales is exclusive of depreciation and amortization, shown separately.
(2) Selling and administrative is exclusive of unusual charge, shown separately, which represents bad debt expenses.

B. Capitalization and Indebtedness

Not Applicable.

C. Reasons for the Offer and Use of Proceeds

Not Applicable.

D. Risk Factors

Our business may be adversely affected by unfavorable general economic and market conditions.

Our business is subject to general global and regional economic conditions, particularly those in the communications test, monitoring and analytics markets. In the past, our operating results were adversely affected by unfavorable economic conditions and reduced or delayed capital spending in the Americas, Europe, Middle East and Africa (EMEA) as well as Asia-Pacific regions.

Global and regional economic conditions continue to be volatile and uncertain. If global and/or regional economic and market conditions, or economic conditions in key markets, remain uncertain or deteriorate, we may experience material adverse effects on our business. Unfavorable and/or uncertain economic and market conditions may result in lower capital spending or delayed spending by our customers on network test, monitoring and analytics solutions and, therefore, demand for our products could decline and adversely impact our revenue. Adverse economic and/or market conditions could also result in, among other things:

- difficulty in forecasting, budgeting and planning due to the uncertain spending plans of current or prospective customers;
- increased competition for fewer network projects and sales opportunities;
- increased pricing pressure that may adversely affect revenue and gross margin;
- higher cost structure compared to revenue level;
- increased risk of charges related to excess and obsolete inventories, write-offs of deferred tax assets and tax credits, and impairment of intangible assets and goodwill;
- customers' financial difficulties and increased difficulty in collecting accounts receivable;
- additional restructuring costs; and
- increased protectionism or international trade barriers.

These effects, as well as other unforeseeable effects, are difficult to forecast and mitigate. As a result, we may experience material adverse effects on our business, operating results, financial condition, and stock price.

Fluctuations in the exchange rates between the Canadian dollar, US dollar, euro, British Pound and other currencies may adversely affect our revenues and operating results.

Our functional currency is the Canadian dollar, but we report our results in US dollars. As a result, any increase in the value of the US dollar versus the Canadian dollar, euro and British Pound could adversely affect our revenues because we generate a certain percentage of our sales in Canadian dollars, euros and British Pounds but we report them in US dollars in our financial statements.

We are also exposed to a currency risk in terms of operating results for any fluctuation in the exchange rate between the Canadian dollar, on one hand, and the US dollar, euro, British Pound and other currencies on the other. In fact, the majority of our revenues are denominated in US dollars, euros and British Pounds, but a significant portion of our cost of sales, operating expenses and capital expenditures are denominated in Canadian dollars, US dollars, euros and other currencies such as British Pounds, Rupees (India) and Renminbis (China). Even though we partially manage our exposure to currency risks with forward exchange contracts (by selling US dollars for Canadian dollars and US dollars for Indian Rupees) and even though some of our operating expenses are denominated in currencies other than the Canadian dollar, namely the US dollar, euro and British Pound, we remain exposed to fluctuations in the exchange rates between the Canadian dollar, on one hand, and the US dollar, euro and other currencies on the other. Any increase in the value of the Canadian dollar relative to the US dollar and other currencies, or any unfavorable variance between the value of the Canadian dollar and the contractual rates of our US-Canadian dollar forward exchange contracts, could result in increased expenses reported in US dollars or foreign exchange losses and have a material adverse effect on our operating results.

Foreign exchange rate fluctuations also flow through statement of earnings line items, since a significant portion of our cost of sales and operating expenses are denominated in Canadian dollars, euros, British Pounds and Indian rupees, and we report our results in US dollars. Any decrease in the value of the US dollar relative to the Canadian dollar and other currencies, could have a material adverse effect on our operating results and provide competitive advantages to our competitors.

We must continue to overcome significant competition in our targeted industries in order to keep or gain market share and achieve our growth strategy.

The market for our business activity – namely designing, manufacturing, marketing and selling test, monitoring and analytics solutions for communications service providers, data center, cloud and web-scale operators as well as network equipment manufacturers – is rapidly evolving and is marked by intense competition, consolidation and technical innovation. We anticipate the pace of change to remain high or even accelerate for our targeted markets in the future. We might see the emergence of new competitors or the consolidation of current competitors, as the markets for communications test, monitoring and analytics solutions evolve in response to technical innovations and economic conditions.

Main competitors in the test equipment environment include global suppliers like Anritsu Corporation, Fortive Corporation (Fluke Networks), and Viavi Solutions, as well as other players such as AFL Noyes, Deviser Instruments, Keysight (IXIA), Kingfisher International, Shineway Tech, Spirent Communications plc, VeEX Inc., and Yokogawa Electric Corporation. On the monitoring and analytics side, we mainly compete against Accedian Networks, Anritsu Corporation, Empirix, Keysight (IXIA), Netrounds, NetScout Systems, Inc., Polystar, Radcom, Spirent Communications plc, and Viavi Solutions.

Some competitors have greater financial, technical and/or marketing resources than us. Consequently, they may be able to devote greater resources to the development, marketing, manufacturing, selling and support of their products in order to capture market share.

Competitors also may be better positioned than us to capture market share or to acquire companies and new technologies that would potentially displace our products or render them obsolete. We cannot predict whether current or future competitors will develop or market products that offer higher performance, more features, or are more cost-effective than our current or future products. To remain competitive and achieve our growth strategy, we must develop products internally or purchase technologies through acquisitions that offer higher performance and more functionality, in current and new sectors, so that we can increase our market share. Our failure to do so may harm our business, results of operations and financial condition.

We may not be able to make the acquisitions or strategic alliances needed for the development of our business and, if we do make such acquisitions or strategic alliances, we may not be able to successfully integrate the acquired businesses, products, technologies and personnel or realize the expected benefits of strategic alliances.

We intend to carefully seek businesses through acquisitions and alliances, whose products and technologies are complementary to ours, or which will enable us to expand our markets and/or our market share. For example, we made two acquisitions in fiscal 2018, namely Yenista Optics and Astellia. However, we may not be able to make beneficial transactions or a sufficient number of them in the future to meet our strategic goals. Our competitors may be in a better position to acquire the same businesses, products and technologies that we want to acquire. Our fluctuating stock price, cash position, or ability to raise capital or issue debt on favorable terms at the time of an acquisition may also affect our ability to complete such an acquisition. Acquisitions or alliances could also distract management's attention from our day-to-day business and operations. In the event of any future acquisition or strategic alliance, we could, among other things:

- issue shares that would dilute individual shareholder percentage ownership;
- incur additional debt, be subject to additional debt covenants, and incur additional interest expense;
- assume liabilities and commitments;
- incur significant expenses related to acquisition costs;
- incur significant expenses related to amortization of additional intangible assets;
- incur significant impairment losses of goodwill and intangible assets related to such acquisitions; and
- incur losses from operations.

In the event we complete acquisitions or sign strategic alliances, we may be unable to successfully integrate acquired companies or realize the expected benefits of alliances. Integration risks include, among other things:

- problems integrating the acquired operations, technologies, products and personnel;
- risks associated with the transfer of acquired know-how and technology;
- unanticipated costs or liabilities;
- diversion of management's attention from our core business;
- adverse effects on existing business relationships with suppliers and customers;
- risks associated with entering markets in which we have no or limited prior experience; and
- potential loss of key employees, particularly those of acquired organizations.

Ultimately, the failure to make acquisitions or strategic alliances, or the inability to effectively integrate acquisitions and realize the expected benefits of alliances, could disrupt our overall business and harm our financial condition.

If we fail to adapt appropriately to the challenges associated with operating internationally, the expected growth of our business may be impeded, and our operating results may be affected.

For the fiscal year ended August 31, 2018, customers outside of Canada accounted for 93.2% of our sales. Our international sales will be limited if we cannot establish and maintain relationships with international distributors, set up additional foreign operations, expand international sales channel management, hire additional personnel, develop relationships with international communications service providers, web-scale operators and network equipment manufacturers, and operate adequate after-sales support internationally.

Even if we are able to successfully operate and expand our international operations, we may not be able to maintain or increase international market demand for our products. Our international operations are subject to a number of risks, including, among other things:

- challenges in staffing and managing foreign operations due to the limited number of qualified candidates, employment laws and business practices in foreign countries, any of which could increase the cost and reduce the efficiency of operating in foreign countries;
- fluctuations among currencies;
- our inability to comply with import/export, environmental and other trade compliance regulations of the countries in which we do business, together with unexpected changes in such regulations, including the recently signed United States, Mexico and Canada Agreement (formerly NAFTA) and bilateral trade agreements between countries;
- measures to ensure that we design, implement and maintain adequate and effective controls over our financial processes and reporting in the future;
- failure to adhere to laws, regulations and contractual obligations relating to customer contracts in various countries;
- difficulties in establishing and enforcing our intellectual property rights;
- inability to maintain a competitive list of distributors for indirect sales;
- tariffs and other trade barriers;
- economic instability in foreign markets, including Britain's decision to exit the European Union and the impact this choice may have on doing business in Europe;
- wars, acts of terrorism and political unrest;
- language and cultural barriers;
- lack of integration of foreign operations;
- potential foreign and domestic tax consequences;
- technology standards that differ from those on which our products are based, which could require expensive redesign and retention of personnel familiar with those standards;
- longer accounts receivable payment cycles and possible difficulties in collecting payments which may increase our operating costs and hurt our financial performance; and
- failure to meet certification requirements.

Any of these factors could harm our international operations and negatively affect our business, results of operations and financial condition. The recurrence of weakness in these economies or of weakness in other foreign economies could also have a significant negative effect on our future operating results.

Our reliance on software development resources in India and manufacturing personnel in China may expose us to unanticipated costs or liabilities.

In addition to research and development centers in Quebec City, Canada, Montreal, Canada, Oulu, Finland, Rennes, France, Lannion, France and Valencia, Spain, we maintain a software development center in Pune, India. We also manufacture products at our wholly-owned production facility in Shenzhen, China.

Over the years, we have significantly increased our software development and manufacturing activities in India and China, respectively. There is no assurance that our reliance on software development resources in India and manufacturing personnel in China will enable us to maintain our cost structure at current levels, achieve additional cost savings, or generate greater resource efficiency. Furthermore, our software development and manufacturing efforts abroad involve significant risks in addition to the ones disclosed in other risk factors:

- difficulty in hiring and retaining appropriate engineering and manufacturing resources due to intense competition for such resources and resulting wage inflation;
- exposure to misappropriation of intellectual property and proprietary information;
- heightened exposure to changes in the economic, regulatory, security, and political conditions of these countries;

- fluctuations in currency exchange rates;
- changes in tax laws and regulations in India and China, including transfer pricing policies;
- cash management and repatriation of profit; and
- high inflation rates which could increase our operating costs and render these operations too expensive.

If we are unable to adapt to current and future changes in technology or if we are unable to introduce new and enhanced products on a timely basis, our products may become obsolete, which could prevent us from achieving our growth strategy and adversely affect our operating results.

The markets that we serve are characterized by rapidly evolving technology and industry standards that result in frequent new product introductions. For example, we are gradually transforming ourselves from a supplier of dedicated test instruments into a supplier of software-intensive monitoring and analytics solutions to meet the emerging needs of communications service providers, who are seeking to virtualize their networks in preparation for the 5G mobility cycle. While we are devoting substantial resources to meet these needs, this trend may result in lower demand for our hardware test equipment. Additionally, barriers to entry are generally lower for such software-based solutions, which may lead to increased competition for our products and services. Any failure by us to anticipate or respond to new technological developments, customer requirements or evolving standards could cause us to incur significant impairment losses of goodwill and/or losses from operations. Consequently, this could have a material adverse effect on our business, results of operations and financial condition. The development of proprietary technology entails significant technical and business risks and requires substantial expenditures and lead times. The success of our new product introductions will depend on several factors, including, among other things, our ability to:

- properly identify and anticipate customer needs;
- innovate and develop new products on a timely basis;
- gain timely market acceptance for new products;
- manufacture and deliver our new products on time, in sufficient volume and with adequate quality;
- price our products competitively;
- continue investing in our research and development programs;
- anticipate competitors' announcements of new products; and
- successfully transform the company into an end-to-end monitoring and analytics supplier.

Failure to do the above could be exploited by our competitors. If we lose market share due to lapses in our product development, our business would suffer.

We have faced pricing pressure on our existing products and expect this pressure will continue. If we do not continue to lower our manufacturing costs or introduce new products with higher margins, our gross margin may decrease, and our operating results may be adversely affected.

Increased competition in the communications test, monitoring and analytics markets, along with consolidation among competitors and customers, will likely result in ongoing downward pressure on average selling prices. For example, some of our customers have been subject to consolidation and could obtain products from a vendor other than us or demand more favorable terms and conditions from us. This, in turn, may negatively affect our gross margin. In addition, some customers may merge with or acquire our competitors and discontinue their relationships with us. Pricing pressure can result from a number of factors such as, among other things:

- increased competition for business;
- reduced demand;
- limited number of potential customers;
- competition from companies with lower production costs, including companies operating in lower-cost environments;
- introduction of new products by competitors;

- greater economies of scale for higher-volume competitors;
- large customers, who buy in high volumes, can exert substantial negotiating leverage over us; and
- resale of used equipment.

As pricing pressure will likely continue to affect our existing products, we may have to increase the number of units sold to maintain our existing sales levels. If we are unable to increase our sales levels, lower our manufacturing costs, or introduce new products with higher margins, our gross margin may decline, and our operating results may suffer.

Our products may have unforeseen defects, offer substandard technical specifications or fail to deliver the key features that customers want, all of which could harm our reputation, impede market acceptance of our products and negatively impact our business, results of operations and financial condition.

Given their complexity, our products may contain undetected software or hardware defects, inaccurate calibration or compatibility problems, or regulatory compliance issues, particularly when they are first introduced or when new versions are released. Our new products could also be substandard in terms of technical specifications or fail to deliver the key features that customers want. There can be no assurance that, despite our testing and diligent efforts, defects will not be found in new products after they have been fully deployed and operated under peak stress conditions, or that customized products will meet customer sign-off acceptance requirements. If we are unable to fix defects or other problems or meet customized requirements, we could experience, among other things:

- costly repairs;
- additional development and support costs;
- product returns or recalls;
- sales cancellations;
- damage to our brand reputation;
- loss of customers, failure to attract new customers or achieve market acceptance;
- diversion of development and engineering resources;
- legal actions by our customers, including claims for consequential damages and loss of profits; and
- legal actions by governmental entities, including actions to impose product recalls and/or forfeitures.

The occurrence of any one or more of the foregoing could seriously harm our business, results of operations and financial condition.

Our intellectual property and proprietary technology are important to the continued success of our business. Our failure to protect this proprietary technology may significantly impair our competitive position.

Our success and ability to compete depend to a significant extent on our proprietary technology, with which we attempt to prevent others from using the innovations that are central to our existing and future products. As of August 31, 2018, our records indicate that we held the following portfolio of utility patents: 94 active granted US patents, 107 granted or validated patents in countries of the European Union and 48 patents in other jurisdictions. In addition, we have 27 utility patent applications (including provisional applications) pending in the US, 18 patent applications at the European Patent Office and 22 applications in other countries. The expiration dates of our active issued patents range from 2019 to 2036, with no significant active patent expiring in the near future.

Our records also indicate that, as of August 31, 2018, we held 31 active granted design patents, as well as 4 pending design patent applications, in the United States, Europe, China and other jurisdictions.

We also rely on a combination of copyright and trademark laws, trade secrets, confidentiality procedures, contractual provisions and license agreements to protect our proprietary technology.

We may have to engage in litigation, formal opposition proceedings, or the like to defend our patents and other intellectual property rights or to determine the validity or scope of the proprietary rights of others. Such litigation and opposition proceedings can be time-consuming and expensive, regardless of whether we win or lose.

The process of seeking patent protection can be long and expensive and we cannot be certain that any currently pending or future application will actually result in issued patents, or that, even if a patent is issued in a particular jurisdiction, it will not be subsequently invalidated at the patent office as a result of a third-party-initiated opposition procedure. Moreover, we cannot be certain that an issued patent will be of sufficient scope or strength to provide meaningful protection or commercial advantage to us.

We also rely on trade secret protection for our technology, in part through confidentiality agreements with our employees, consultants, distributors and third parties. However, these agreements may be breached or otherwise rendered ineffective and we may not have adequate remedies for any breach or shortfall of these agreements. In any case, others may come to know about our trade secrets through a variety of methods. In addition, the laws of some jurisdictions in which we sell our products may not protect our intellectual property rights to the same extent as do the laws of Canada and the United States.

Our intellectual property rights, particularly our existing or future patents, may be invalidated, circumvented, challenged or required to be licensed to others.

Our intellectual property rights are important assets for us. Various events outside of our control pose a threat to our intellectual property rights, as well as to our products, services and technologies. For example, effective intellectual property protection may not be available in every country in which our products and services are distributed. Also, the efforts we have undertaken to protect our proprietary rights may not be sufficient or effective.

Furthermore, others may develop technologies that are similar or superior to our technology, duplicate or reverse engineer our technology, or design around the patents owned or licensed by us. We cannot be sure that the steps that we take to protect our technology will prevent misappropriation or infringement. If we fail or are unable to protect our technology, thereby enabling others to copy or use it, we will be less able to differentiate our products and our sales may decline.

Others may claim that our products infringe upon their intellectual property rights, or they may infringe our intellectual property, and we may expend significant resources enforcing or defending our rights or suffer competitive injury.

Litigation regarding intellectual property rights is common in the technology industry and third-party infringement claims involving technologies may increase. If an infringement claim is filed against us, we may be prevented from using some of our technologies and may incur significant costs to resolve the claim. Conversely, we may be required to spend significant resources to monitor and enforce our intellectual property rights.

Non-practicing entities (NPEs – also informally known as “patent trolls”) are increasingly asserting patent claims against companies working in the Information and Communications Technology domain. Because their entire business model is predicated upon undertaking legal action to extract licensing and/or royalty fees from legitimate “practicing” entities, such as EXFO, they often initiate such litigation even if the purported relevance of their patent claims may be questionable. Consequently, we may be obliged to reach a negotiated monetary settlement or embark upon costly legal proceedings if an NPE asserts such claims against us.

More generally, we could incur substantial costs in defending ourselves and our customers against infringement claims asserted by any third party (including notably competitors), or in bringing infringement claims against others. Litigation could also adversely affect sales of the challenged product or technology and divert the efforts of our management and technical personnel. In the event of an infringement claim, we may be required to obtain one or more licenses from third parties. We cannot assure you that we, or our customers, could obtain necessary licenses from third parties at a reasonable cost or at all. If we fail to obtain a license where one is required, we could incur substantial liabilities and be forced to suspend the marketing of the challenged products.

Our use of open source software in our products could adversely affect our ability to sell our products and subject us to possible litigation.

Some of our products contain software licensed to us by third-party authors under "open source" licenses. If our proprietary commercial software were to incorporate open source software, we might, under the terms of certain open source licenses, be required to license that combined software as well as release the source code of the combined software to third parties. This could allow third parties to use our proprietary software at no charge, could enable our competitors to create similar products with lower development effort and time, and ultimately could result in a loss of product sales and lower revenues for us.

We also could be subject to suits by parties claiming infringement of intellectual property rights in what we believe to be licensed open source software. Moreover, we cannot assure you that our internal processes for controlling our use of open source software in our products will be effective. If we are held to have breached the terms of an open source software license, we could be required to seek licenses from third parties to continue offering our products, to re-engineer our products, to discontinue the sale of our products if re-engineering could not be accomplished in a timely manner, to allow third parties to use our products at no charge under the terms of that open source software license, or to make generally available, in source code form, our proprietary software, any of which could adversely affect our business, operating results, and financial condition.

Our quarterly revenues and operating results are subject to significant fluctuations and you should not rely on them as an indication of our future performance.

Our sales and operating results have fluctuated from quarter to quarter in the past and significant fluctuations may occur in the future. Given that orders for our monitoring and analytics solutions vary in size and complexity and in certain instances require customer acceptance before revenue recognition occurs, our sales may fluctuate significantly on a quarterly basis. This risk has been amplified with the closing of the Astellia acquisition in February 2018. As well, many of our deals involve lengthy sales cycles, contract negotiations, professional services, as well as extensive product testing, installation, laboratory or network certification, including network-specific or region-specific processes. In addition, our sales and operating results generally depend on the volume and timing of the orders we receive from customers as well as our ability to fulfill received orders.

On the other hand, our cost of sales and operating expenses, which include manufacturing overhead costs, selling and administrative, research and development, as well as depreciation and amortization expenses, are relatively fixed in the short term. If we sell fewer products than anticipated, if there is a delay in the launch of new products, or if prices for our products decline, we may not be able to quickly reduce our cost of sales and operating expenses in response to lower sales. Factors that could affect the amount and timing of our sales and cause quarterly fluctuations in our revenue and operating results include, among other things:

- length of the sales cycle for certain products, especially those that are higher priced and more complex;
- sales cycle prolonged by lengthy customer acceptance;
- timing of product launches and market acceptance of our new products as well as those of our competitors;
- our ability to sustain product volumes and high levels of quality across all product lines;
- timing of shipments for large orders;
- effect of seasonality on sales and bookings; and
- losing key accounts and not successfully developing new ones.

Our sales and operating results could also be volatile due to a number of factors, some of which we have little or no control over, including, without limitation:

- fluctuating demand for test, monitoring and analytics solutions;
- changes in the capital spending and operating budgets of our customers, which may cause seasonal or other fluctuations in product mix, volume, timing and number of orders we receive from our customers;
- order cancellations or rescheduled delivery dates;
- pricing changes by our competitors or suppliers;
- insufficient or excess inventory;
- variations in the mix between higher and lower-margin products and services;
- customer bankruptcies and difficulties in collecting accounts receivable;
- restructuring and impairment charges;
- foreign exchange rate fluctuations;
- general economic conditions, including a slowdown or recession;
- distorted effective tax rate due to non-taxable/deductible elements and unrecognized deferred tax assets; and
- effects of recent acquisitions of businesses.

We may in the future choose to reduce prices, increase spending, or modify our product portfolio in response to actions by competitors or in an effort to pursue new market opportunities. These actions may also adversely affect our business and operating results and may cause our quarterly results to be lower than the results of previous quarters. Due to these factors, you should not rely on quarter-to-quarter comparisons of our results of operations as an indication of our future performance.

We depend on short-term arrangements with a single supplier or a limited number of suppliers for some key components and materials in our products, which makes us susceptible to supply shortages or price fluctuations that could adversely affect our operating results.

We depend on a single supplier or a limited number of suppliers for several parts used to manufacture our products for which alternative sources may not be readily available. In addition, all of our orders are placed through individual purchase orders and, therefore, our suppliers may stop supplying parts to us at any time. Our reliance on a single source or limited number of suppliers could result in increased costs, delivery problems, reduced control over product pricing and quality and could require us to stockpile critical parts. Financial difficulties of suppliers could also affect our ability to obtain necessary parts in a timely manner. Any interruption or delay in the supply of any of these parts could significantly harm our ability to meet scheduled product deliveries to our customers and cause us to lose sales. Furthermore, the process of qualifying a new manufacturer for complex parts designed to our specifications, such as our optical, electronic and mechanical parts, is lengthy and would consume a substantial amount of time from our technical personnel and management. If we were required to change a supplier in a short period of time, our business would be disrupted. In addition, we may be unsuccessful in identifying a new supplier capable of meeting and willing to meet our needs on acceptable terms. Consolidation involving suppliers could further reduce the number of alternatives available to us and increase the cost of parts, which would make our products less competitive and result in lower margins.

Our failure to maintain an effective system of internal control over financial reporting means that we may not be able to accurately report our financial information or prevent fraud, which could harm our operating results and cause investors to lose confidence in our reported financial information.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with *International Financial Reporting Standards* (IFRS) as issued by the *International Accounting Standards Board (IASB).*

We devote significant resources and time to comply with the requirements of the Sarbanes-Oxley Act of 2002. Our efforts to comply with the annual internal control reporting requirement for each fiscal year depends on the effectiveness of our financial reporting as well as data systems and controls throughout our company and operating subsidiaries. We cannot be certain that these measures will ensure that we design, implement and maintain adequate controls over our financial processes and reporting in the future. Our failure to implement newly required or improved controls or adapt our controls, or difficulties encountered in their operation, or difficulties in the assimilation of acquired businesses into our control system, can harm our operating results, or prevent us from meeting our financial reporting obligations or result in a restatement of previously disclosed financial statements. Inferior internal controls could also cause investors to lose confidence in our reported financial information, which could have a negative effect on our share price and our access to capital.

We require employees and managers who are knowledgeable about the specialized nature of our business. If we are unable to attract and retain sufficient numbers of highly skilled technical, sales, marketing, senior management and other personnel, our operations and financial results will suffer.

Due to the specialized nature of our business, we are highly dependent on the continued service of and on our ability to attract qualified engineering, sales, marketing, senior management and other personnel. If we are unable to attract and retain such qualified personnel, it could have a material adverse effect on our business, results of operations and financial condition.

We must also provide significant training for our employees due to the highly specialized nature of the communications test, monitoring and analytics markets. The knowledge base of our current personnel may be inadequate, or we may fail to assimilate and train new employees. Highly skilled employees with the education and training that we require – especially employees with significant experience and expertise in international business development, product management, sales, engineering and operations – may be difficult to find. Once trained, our employees may leave the organization or be hired by our competitors and reveal highly sensitive information to them.

We may become involved in various lawsuits and legal proceedings that may substantially increase our costs and harm our business.

We may from time to time become involved in various lawsuits and legal proceedings. Litigation is subject to inherent uncertainties and an adverse result may arise from time to time that could have a material adverse effect on our business, results of operations or financial condition. Any litigation to which we are subject could require significant involvement of our senior management and may divert management attention from our business and operations.

In addition, the failure of our products to perform to customer expectations could give rise to product liability and warranty claims. We carry insurance for product liability and take accounting reserves for warranty claims that we consider adequate in view of industry practice, but this may not be sufficient to cover all potential liability.

We may also face other types of claims by third parties in relation to the conduct of our business. A successful claim against us for an amount exceeding our policy limits would force us to use our own resources to pay the claim, which could result in a reduction of our cash available for other uses, increase our expenses and have a negative effect on our business, results of operations and financial condition.

If we suffer loss to our factories or facilities, our operations could be seriously harmed.

Our factories and facilities may be subject to catastrophic losses due to fire, vandalism, terrorism or other natural or man-made disasters. We do not have redundant multiple-site capacity and if any of our facilities or factories were to experience a catastrophic loss, it would disrupt our operations, delay production, shipments and revenue and result in large expenses, thereby harming our results of operations.

Unexpected declines in our research and development and other tax credits and grants may have an adverse effect on our business.

Our operating results reflect substantial benefits from programs sponsored by governments for the support of research and development activities conducted in Canada, France, and Finland. In fiscal 2018, our R&D tax credits and grants, as a percentage of gross R&D expenses, increased year-over-year with the acquisitions of France-based Astellia (seven-month contribution) and Yenista Optics (11-month contribution). Altogether, research and development tax credits and grants represented 12.4% of our gross research and development expenses for the year ended August 31, 2018.

If changes in laws or government policies terminate or adversely modify the Canadian, French or Finnish government programs, under which we receive our research and development and other tax credits and grants, or if we unexpectedly become unable to participate in or take advantage of these programs, then our net research and development and other expenses will materially increase or we may decrease our research and development activities.

In addition, to the extent that we may increase our research and development activities in India, or potentially acquire new companies, our increased R&D activities may not be eligible for these programs. If we were required to decrease our research and development activities or were unable to benefit from other tax credits and grants, this could have a material adverse effect on our business, results of operations and financial condition.

Changes in our effective tax rate or adverse outcomes resulting from tax audits, including international inter-company transfer price audits, may have an adverse impact on our results.

As an international corporation, we are subject to taxation in the various jurisdictions in which we conduct business. Significant judgment is required in the determination of our worldwide provision for income taxes and this determination requires the interpretation and application of complex tax laws and regulations. Our global effective tax rate may be adversely impacted by the level of earnings, by changes in the mix of earnings/losses among companies and countries which may have different statutory tax rates, by the write-off of our deferred tax assets, by the intercompany transfer price used and by changes in tax rules and regulations. We are also subject to income tax and transfer pricing audits in the respective jurisdictions in which we conduct business. We regularly assess the likelihood of adverse outcomes resulting from these audits and review the adequacy of our provisions for income taxes. There can be no assurance that the outcomes of these tax audits will not result in liabilities in excess of our provisions, which could have an adverse impact on our results and financial condition.

Our current principal stockholder has effective control over our company.

As of November 1, 2018, Germain Lamonde, our Executive Chairman of the Board, held 94.11% of the voting rights in our stock. By virtue of his stock ownership, Mr. Lamonde has effective control over all matters submitted to our stockholders, including the election of our Directors, and exercises significant control over our policies and affairs. Such concentration of voting power could have the effect of delaying, deterring or preventing a change in control or other business combinations that might otherwise be beneficial to our stockholders and may harm the market price of our shares.

If we complete major acquisitions of complementary businesses, products or technologies, we may need additional capital, and may not be able to raise additional capital on favorable terms or at all, which could limit our ability to grow and could increase our costs.

Our future liquidity and capital requirements are difficult to predict because they depend on numerous factors, including the success of our existing and new product offerings as well as competing technology and market developments. As a result, we may not be able to generate sufficient cash flows from our operations to meet additional working capital requirements, support additional capital expenditures or take advantage of acquisition opportunities. As at August 31, 2018, we held $15.0 million in cash and short-term investments, while total debt and bank loan reached $19.5 million. We also had revolving credit facilities of $52.7 million available to us as at August 31, 2018.

We may need to raise additional capital in the future. Our ability to obtain additional financing will be subject to a number of factors, including market conditions, access to credit facilities, our operating performance, as well as current debt level. These factors may render the timing, amount, terms and conditions of additional financing unattractive for us. If we raise additional funds by selling equity securities, the relative ownership of our existing investors could be diluted, or new investors could obtain terms more favorable than previous investors. If we raise funds through debt financing, we could incur significant borrowing costs and be required to meet restrictive debt covenants. If we are unable to raise additional funds when needed or at terms satisfactory to us, our ability to operate and grow our business could be impeded.

We continue to realign our cost structure to current and anticipated future market conditions.

We implemented restructuring plans in fiscal 2018 and 2017 to realign our cost structure to current and anticipated future market conditions. Delays in the implementation of anticipated workforce reductions in highly regulated locations outside of Canada and the US could materially impair our ability to achieve expected cost reductions or may disrupt our business. We may also fail to meet operational targets due to the loss of key employees. In addition, the anticipated cost savings and other benefits that we hope to achieve from these actions are based on many estimates and assumptions. These estimates and assumptions are subject to significant economic, competitive and other uncertainties, some of which are beyond our control. If these estimates and assumptions are incorrect, if we experience delays, or if other unforeseen events occur, our business and results of operations could be adversely affected.

We have outstanding indebtedness and may incur additional indebtedness in the future, which could adversely affect our financial condition, liquidity and results of operations.

We currently have outstanding indebtedness as well as availability to incur additional indebtedness under revolving credit facilities. We may borrow additional amounts in the future and use the proceeds from any future borrowing for general corporate purposes, future acquisitions, capital expenditures, expansion of our business or repurchases of our outstanding subordinate voting shares. Our incurrence of this debt, and increases in our aggregate levels of debt, may adversely affect our operating results and financial condition by, among other things:

- requiring a portion of our cash flows from operations to make interest payments on this debt;
- increasing our vulnerability to general adverse economic and industry conditions;
- reducing cash flows available to fund capital expenditures and other corporate purposes and to grow our business; and
- limiting our flexibility in planning for, or reacting to, changes in our business and the industry.

Our current revolving credit facilities and bank loan imposes restrictions on us, including restrictions on our ability to create liens on our assets and the ability of our subsidiaries to incur indebtedness, and requires us to maintain compliance with specified financial ratios. Our ability to comply with these ratios may be affected by events beyond our control If we breach any of the covenants and do not obtain a waiver from the lenders, then, subject to applicable cure periods, our outstanding indebtedness could be declared immediately due and payable.

Our business and operations would suffer in the event of a failure of our information technology infrastructure.

We rely upon the capacity, efficiency and security of our information technology hardware and software infrastructures and those from third parties, as well as our ability to expand and update these infrastructures, in response to our evolving needs. Any failure to manage, expand, update or secure our information technology infrastructures or any failure in the operation of these infrastructures could harm our business.

Our information systems and third-party systems may be vulnerable to damages from computer viruses, natural disasters, unauthorized access, theft of information and other similar disruptions. Any system failure, accident or security breach could result in disruptions to our operations. To the extent that any disruption, security breach or cyber-attack results in a loss or damage to our data, or inappropriate disclosure of confidential information, it could harm our business. In addition, these events may force us to devote more money and resources in order to protect ourselves against damages caused by these disruptions or security breaches in the future.

The enactment of new privacy laws and regulations in the jurisdictions in which we do business could require significant company resources or limit the way our customers can use our products.

The enactment of new federal, provincial, or foreign data privacy laws and regulations could prevent customers from taking advantage of all the features or capabilities of our products which, in turn, could reduce demand for certain of our products. In addition, changes in international privacy laws have required an adjustment to some of our internal processes and significant resources in the past, and future changes could require similar efforts and resources with regard to compliance. The adoption of or changes to any such data privacy laws and regulations could affect demand for our products, increase the cost of selling our products and divert time and attention of our management, all of which could have a material and adverse effect on our financial condition and results of operations. For example, the European Union (EU) data protection law, the General Data Protection Regulation (GDPR), which became effective in May 2018, is wide-ranging in scope. To adapt to these new requirements, we have invested resources necessary to enhance our policies and controls across our business units and services, relating to how we collect and use personal data from customers and employees and how vendors handle personal data we provide to them. We will also evaluate the potential impact of the Canadian "Digital Privacy Act" and the "People's Republic of China Network Security Law" that were implemented on November 1, 2018, and June 1, 2017, respectively, as well as that of the "California Consumer Privacy Act" coming into effect on January 1, 2020. Going forward, we expect that the international transfer of personal data will present ongoing compliance challenges and complicate our business transactions as we negotiate and implement suitable arrangements with international customers as well as international and domestic vendors.

Compliance with SEC rules relating to "conflict minerals" may require us and our suppliers to incur substantial expense and may result in disclosure by us that certain minerals used in components and/or products we contract to manufacture may contain such "conflict minerals".

The SEC adopted disclosure requirements under Section 1502 of the Dodd-Frank Act, regarding the source of certain conflict minerals for issuers for which such conflict minerals are necessary to the functionality or production of a product manufactured, or contracted to be manufactured, by that issuer, which are mined from the Democratic Republic of Congo ("DRC") and adjoining countries. The metals covered by the rules include tin, tantalum, tungsten and gold, commonly referred to as "3TG." Because we use components which contain tin, tantalum, tungsten or gold, the SEC rules require us to conduct a reasonable country of origin inquiry to determine if we know or have reason to believe any of the minerals used in the production process may have originated from the DRC or an adjoining country (collectively referred to as "covered countries") and, depending on the results of such inquiry, to perform further supply chain due diligence on the source and chain of custody of those minerals to determine if they originated in one of the covered countries and, if so, whether they financed or benefited armed groups in the covered countries. Our material sourcing is broad based and multi-tiered, and we may not be able to easily verify the origins for all metals used in our products. As a result, the costs of the aforementioned diligence efforts by us and by our suppliers could be significant. In addition, disclosures by us mandated by the rules which are perceived by the market to be "negative" may cause customers to refuse to purchase our products. We are unable to assess the cost of continuing compliance with this rule, and there can be no assurance that the cost will not have an adverse effect on our business, financial condition or results of operations.

If we are held liable for the violation of the applicable anti-bribery laws, it could have a material adverse effect on our business.

We are subject to the applicable anti-bribery laws in countries we do business, which generally prohibit companies, their subsidiaries, their affiliates and their intermediaries from making improper payments to government officials for the purpose of obtaining or retaining business or otherwise obtaining favorable treatment. The anti-bribery laws generally apply to companies, individual directors, officers, employees and agents. Under the applicable anti-bribery laws, companies may be held liable for actions taken by agents, local partners or representatives. If we or our intermediaries fail to comply with the requirements of the applicable anti-corruption laws, governmental authorities in the U.S., in Canada or other countries could seek to impose civil and/or criminal penalties, which could have a material adverse effect on our business, results of operations, financial condition and cash flows.

Our stock price is volatile.

Our stock price has experienced substantial volatility in the past and may remain volatile in the future. Volatility in our stock price can arise from a number of factors discussed in this "Risk Factors" section. Our stock price will fluctuate based on our financial performance and growth expectations. It can also be affected by public announcements from our competitors and our customers in the communications industry. In addition, turmoil in credit markets and in the broader economy can contribute to share price and volume fluctuations in global stock markets. During fiscal 2018, our closing stock price on NASDAQ ranged from a high of $4.70 per share to a low of $3.20 per share. These aforementioned factors, including volatility often unrelated to the operating performance of our company, may materially affect our stock price in the future.

Item 4. Information on the Company

A. History and Development of the Company

Our legal name and commercial name is EXFO Inc. / EXFO inc. Our head office is located at 400 Godin Avenue, Quebec, Quebec, Canada, G1M 2K2 and our main telephone number is (418) 683-0211. Our e-mail address is info@EXFO.com and our website is www.EXFO.com. Information on our website is not incorporated by reference in this Annual Report. Our agent for service in the United States is CT Corporation System, 111 Eighth Avenue, 13th Floor, New York, New York 10011. Our Transfer Agent and Registrar is AST Trust Company (Canada) (AST), 2001 Robert-Bourassa Blvd., Suite 1600, Montreal, Quebec, Canada, H3A 2A6. This Annual Report contains trademarks and registered trademarks of us and other companies.

We were incorporated in Canada on September 18, 1985 pursuant to the *Canada Business Corporations Act.* Since that date, we have amended our articles on various occasions mainly to modify our legal and corporate names and our share capital.

Since we are using this Form 20-F as an annual report, we have provided herein the information required pursuant to Item 4A(4) for the period beginning as at September 1, 2017 until the date of this Annual Report. For information responsive to this Item 4A(4) for prior periods, please refer to our previously filed Annual Reports on Form 20-F. Information in our previously filed Annual Reports on Form 20-F is not incorporated by reference in this Annual Report.

On September 8, 2017, we acquired a 33.1% interest in Astellia, a publicly traded company on the NYSE Euronext Paris stock exchange. Astellia is a provider of network and subscriber intelligence-enabling mobile operators to drive service quality, maximize operational efficiency, reduce churn and increase revenue. Its vendor-independent, real-time monitoring and troubleshooting solution is used to optimize networks end-to-end from radio to core. The purchase price amounted to €10 per share for a total cash consideration of €8.6 million (US$10.3 million).

On October 10, 2017, we reached an agreement with Astellia to acquire Astellia's remaining shares, at a share price of €10, for a total consideration of €17.3 million (US$21.4 million) by way of a public tender offer. The public offering opened on December 15, 2017 and closed on January 26, 2018.

On December 21 and 22, 2017, we acquired additional interests of 6.0% and 1.2% respectively in Astellia at a purchase price of €10 per share for a total cash consideration of €1.9 million (US$2.2 million), which brought our investment in Astellia to 40.3%.

On January 26, 2018, upon the closing of the public tender offer, we acquired an additional interest of 48.1% in Astellia at a purchase price of €10 per share for a total cash consideration of €12.5 million (US$15.5 million), which brought our investment in Astellia to 88.4%, and provided us with control over Astellia.

We re-opened the public tender offer to acquire the remaining shares of Astellia from February 9, 2018 to February 22, 2018. During that period, we acquired an additional interest of 8.9% in Astellia at a purchase price of €10 per share for a total cash consideration of €2.3 million (US$2.8 million), which brought our investment in Astellia to 97.3%.

Finally, on February 28, 2018, we entered into a squeeze-out process to acquire the remaining 2.7% interest in Astellia at a share price of €10, for a total consideration of €0.7 million (US$0.8 million). The binding terms of the squeeze-out process gave us control over Astellia's remaining shares as at February 28, 2018 and consequently, as of that date we controlled 100% of Astellia's shares.

The fair value of the total consideration for all shares of Astellia amounted to €25.9 million (US$32.1 million) and consisted of €21.1 million (US$26.2 million), net of Astellia's cash of €4.8 million (US$5.9 million) at the date of acquisition of control.

On October 2, 2017, we acquired all issued and outstanding shares of Yenista Optics S.A.S., renamed EXFO Optics Inc. (EXFO Optics), a privately held company located in France and a supplier of advanced optical test equipment for the research and development and manufacturing markets. The acquisition-date fair value of the total consideration amounted to €9.4 million (US$11.1 million) and consisted of €8.1 million (US$9.5 million) in cash, net of EXFO Optics' cash of €1.3 million (US$1.5 million) at the acquisition date.

On October 25, 2017, we modified certain credit facilities whereby existing lines of credit that provided advances up to CA$4.8 million (US$3.7 million) and up to US$6.0 million for operating purposes were cancelled and replaced with a credit facility of CA$28.9 million (US$22.2 million) mainly for the acquisition of the remaining shares of Astellia under the public tender offer.

In addition, on December 21, 2017, we cancelled and replaced this renewed credit facility (that provided advances up to CA$28.9 million (US$22.2 million)), with new revolving credit facilities of up to CA$70.0 million (US$53.6 million) and US$9.0 million. These modified credit facilities were used to finance a portion of the acquisition of Astellia's remaining shares and are used to finance working capital and for other general corporate purposes. As at August 31, 2018, an amount of $11.8 million was drawn from these credit facilities for bank loan and credit facilities.

On August 21, 2018, we announced a restructuring plan to accelerate the integration of our newly acquired monitoring and analytics technologies from Astellia and simplify our cost structure and optimize resources as we converge toward fewer sites and reduce our workforce.

In September 2018, as part of our fiscal 2018 restructuring plan and the shutdown of our operations in Toronto, Canada, we entered into a binding agreement to sell one of our buildings for net proceeds of $3.3 million. The transfer of ownership is expected to occur in the second quarter of fiscal 2019 and will result in a pre-tax gain of $1.9 million that will be recorded in our consolidated statement of earnings for that quarter.

B. Business Overview

We provide communications service providers (CSPs) as well as data center, cloud and web-scale operators with test, monitoring and analytics solutions to ensure the smooth deployment, maintenance and management of next-generation networks. We have also forged strong relationships with network equipment manufacturers (NEMs) to develop deep expertise that migrates from the lab to the field and beyond. We believe that our key differentiation comes from combining intelligent, automated and cloud-based test and monitoring solutions with real-time analytics to deliver superior network performance, service reliability and subscriber insights. We are number one in optical testing in terms of global market share and are among the top five suppliers of monitoring and analytics solutions for the communications industry worldwide.

We believe that our unique blend of hardware equipment, software and services accelerates digital transformations related to fixed and mobile network deployments. More specifically, we target high-growth market opportunities that enable customers to increase bandwidth capacity and improve quality of experience on network infrastructures: 5G and Internet of Things (IoT), 4G/LTE (long-term evolution), wireless backhaul, small cells and distributed antenna systems (DAS), 400G and 100G network upgrades as well as fiber-to-the-home (FTTH)/fiber-to-the-curb (FTTC)/fiber-to-the-node (FTTN) deployments.

We were founded in 1985 in Quebec City, Canada. Our original products were focused on the needs of installers and operators of fiber-optic networks. Customers use these field-portable test solutions for the installation, maintenance and troubleshooting of optical networks. Over the past several years, we have enhanced our competitive position in the communications test, monitoring and analytics markets through acquisitions of transport and datacom, copper/xDSL and wireless test companies, an IP service assurance business, an analytics software company, radio frequency (RF) test technologies for fiber-based radio access networks (RANs), automated network topology discovery software, optical test equipment for lab and research applications, as well as performance analysis solutions for mobile networks and subscriber experience.

We launched seven major products in fiscal 2018. New product introductions included a compact 400G test solution for network equipment manufacturers, carrier labs and data centers. We also introduced SkyRAN, a remote access monitoring solution for fiber-based fronthaul networks. Developed in collaboration with tier-1 mobile network operators, SkyRAN provides real-time, on-demand testing and 24/7 monitoring of optical networks and the radio frequency spectrum. Other key product introductions included EX1, a multipurpose test solution for validating bandwidth speeds up to full line rate Gigabit Ethernet and for monitoring quality of experience at customer premises; an optical spectrum analyzer delivering in-service optical signal-to-noise ratio (OSNR) measurements for high-speed networks; and an automated network troubleshooting solution that links performance measurements to network topology to deliver service degradation diagnosis.

Industry Background

Favorable market conditions prevailed in fiscal 2018 as CSPs deployed fiber deeper in their networks and at higher speeds to address growing Internet usage, proliferation of smart phones and tablets, and explosion in videos services. As a result, the 100G optical investment cycle progressed throughout metropolitan networks and data centers, while 400G made its way into labs. With the advent of new technologies like 5G wireless and Internet of Things (IoT), CSPs also continued to upgrade their fronthaul and backhaul networks to support the ultra-high speeds and low-latency requirements of tomorrow's network infrastructures. On the other hand, spending on virtualized networks remained muted as CSPs grappled with the complex architectures required to manage hybrid networks, both physical and virtualized.

These market drivers within the communications industry in 2018 were affected by consolidation issues among large CSPs and protectionist government policies in the United States, slowing growth in the Asia-Pacific region, especially China, and a mixed economic environment in Europe, Middle East and Africa (EMEA).

Growth Strategy

Our long-term goal is to become the global leader in the communications test, monitoring and analytics markets. We believe that digital transformations are taking place throughout the communications industry to cope with surging bandwidth demand and the need to better monetize networks. Consequently, CSPs, webscale companies and NEMs are making considerable investments to modernize network infrastructures.

Our growth strategy focuses on internal investments and acquisitions in four key technology areas: fiber, the Cloud, network virtualization and 5G.

First, fiber is being deployed everywhere, supporting 1G data transmission rates in the home, 100G in Metro links and data centers, and 400G in lab environments. As the market leader in optical and high-speed transport testing, EXFO will continue to leverage the 100G investment cycle. We also believe we are well positioned for the next wave of customer spending with a commercially available 400G test solution and high-end optical instruments from the Yenista Optics acquisition.

Second, the Cloud. EXFO is helping webscale companies deliver reliable cloud services with a dedicated test offering for inside and outside their data centers. For interconnecting data centers, our 100G test solutions ensure smooth fiber deployments and quality of service. Inside data centers, solutions like our automated multifiber inspection probe are significantly improving efficiency and reducing operating expenses.

Third, network virtualization. As telecom networks are gradually becoming virtualized to increase service agility and reduce costs, EXFO has taken the lead to enable a virtualized world. We have designed virtual verifiers that are released on generic, white-label servers alongside virtual network functions. We also acquired real-time network topology discovery technology from Ontology Systems in 2017 to complement our active monitoring offering. Ontology Systems' software uses semantic searches to build real-time views of network services and their related elements. This mapping is essential for automated root cause analysis, especially because networks can change on the fly in a virtualized environment.

Finally, 5G represents the next technology milestone for mobile networks. CSPs are investing heavily in fiber, fronthaul, and backhaul network initiatives to get prepared for 5G mobility. In fiscal 2017, we acquired from Absolute Analysis optical RF technology for testing fiber-based mobile networks. These solutions are critical for analyzing RF interference issues in fiber to the antenna, distributed antenna systems, remote radio heads and baseband units that support 4G/LTE and upcoming 5G networks.

In 2018, we acquired Astellia, a leading provider of network and subscriber intelligence for mobile operators. We believe this strategic acquisition bolsters our product and services offering with passive wireless monitoring, rich subscriber analytics and professional services. Equally important, it provides us with a strong foothold with global mobile operators, who are investing in high-speed, low-latency 5G wireless infrastructures.

Customers

Customers on a global basis use our test, monitoring and analytics solutions to enable their networks to perform optimally during their complete life cycles: research, development, manufacturing, installation, maintenance and monitoring.

We initially developed test equipment for wireline CSPs and, to a lesser extent, component vendors and network equipment manufacturers, but over the years we have expanded our offering to wireless CSPs, cable television companies, data center, cloud and web-scale operators, public utilities, private network operators, third-party installers, equipment rental companies, large enterprises and laboratory researchers.

In fiscal 2018, our top customer accounted for 9.1% of our sales and our top three customers represented 15.9%. In comparison, our top customer accounted for 10.1% of sales and our top three customers represented 18.4% in 2017, while our top customer accounted for 7.1% of sales and our top three customers represented 15.6% in 2016.

Products

We offer an extensive range of wireline and wireless test, monitoring and analytics solutions for the global communications industry. We believe our success has been largely predicated on our core expertise in developing test equipment for optical networks. Over the years, we have completed acquisitions in adjacent markets including copper, wireless and optical RF testing, monitoring, real-time network topology discovery and analytics.

We believe the competitive advantages of our products include a high degree of innovation, modularity (especially wireline products) and ease of use. Ultimately, we believe our products enable NEMs, CSPs as well as data center, cloud and web-scale operators to design, deploy, troubleshoot and monitor wireline and wireless networks, and also help customers reduce their operating expenses.

Products for Communications Service Providers (CSPs)

Wireline Test Equipment

We provide an extensive range of portable test solutions that are mainly used by CSPs to install, turn up and maintain their optical and copper-based communications networks. These products are available as handheld test instruments, portable platforms with related modules, and as rack-mounted chassis with related modules. We also offer fiber monitoring solutions, which leverage OTDR (optical time domain reflectometry) technology, to enable customers to identify bends or breaks in their optical networks 24 hours per day, seven days per week.

Our handheld instruments are durable, compact and easy to use. They include dedicated testers like power meters or they can be multi-function units that carry out several different measurements.

Our field-test platforms, namely the FTB-1 Pro Platform, FTB-1 Platform, FTB-2 Pro Platform, FTB-4 Pro Platform and FTB-500 Platform, are at the core of our wireline product portfolio. Our FTB-1 Pro, designed for frontline technicians in the field, is a single-slot, modular platform dedicated to carry out optical, Ethernet and multiservice tests simply and efficiently. It differentiates itself through ultra-strong processing power and rich features like a multi-touch, high-resolution widescreen display. The FTB-1 Platform does not possess the same processing power or rich feature set of the FTB-1 Pro, but it is suitable for optical, copper, Ethernet and multiservice testing applications.

Our FTB-2 Pro offers the power and scalability of a multi-technology, high-performance unit, but in a smaller form factor. The FTB-2 Pro Platform can host two single-slot test modules, such as an OTDR (optical time domain reflectometer), automated optical loss test set (OLTS) with a variety of fiber inspection probes (FIPs), and Ethernet tester that can characterize transmission rates up to 100 Gbit/s.

The FTB-4 Pro, the latest addition to our platform family, supports as many as four modules for tests in high-speed networks, data centers and R&D labs. It provides field technicians with a combination of 400 Gbit/s commissioning, turn-up and troubleshooting tools on a single platform for both transport and advanced dispersion testing.

Our FTB-500 platform is available in two configurations for various high-end tasks with transmission rates up to 100 Gbit/s. The four-slot model of the FTB-500 is designed for datacom testing, OTDR analysis, optical loss, Ethernet and multiservice transport (SONET/SDH/OTN) testing. The eight-slot model is a high-performance, multiple-protocol unit that allows users to combine next-generation SONET/SDH functions with Ethernet, Fibre Channel and optical-layer testing capabilities. It can handle dispersion characterization (PMD and CD), as well as DWDM/ROADM testing with optical spectrum analysis, and a variety of FIPs.

All five portable platforms support USB, mobile, Wi-Fi, and Bluetooth connectivity capabilities to efficiently manage testing and reporting operations in the field. These PC-centric, open-ended platforms, combined with cloud-based software applications, can be transformed into a fully connected test environment that allows CSPs to automate complex, labor-intensive tasks like fiber-to-the-antenna (FTTA), distributed antenna system (DAS) and small cell deployments. Leveraging platform connectivity, customers can also keep track of their entire test fleet, manage software updates and schedule calibration procedures. All test data can be stored in a central database and used as a point of reference against future measurements within our cloud-based solution. Consequently, this enhanced test environment enables customers to increase productivity and reduce operating expenses.

Wireless Test Equipment

We provide 2G, 3G and 4G/LTE network simulators for CSP labs. EXFO's network simulators emulate real-world, large-scale network traffic and end-user behavior in a laboratory environment in order to predict network behavior, uncover faults and optimize networks before wireless networks and services are deployed. Typical tests include wireless node (EPC, IMS) functional and network load testing.

In addition, we provide optical radio frequency (RF) test equipment for analyzing RF interference issues in fiber to the antenna, distributed antenna systems, remote radio heads and baseband units that support 4G/LTE and upcoming 5G networks.

Monitoring and Analytics Systems

We provide a comprehensive portfolio of monitoring solutions, both active and passive, for wireline and wireless CSPs offering full visibility of the network, service and subscriber levels.

On the active monitoring side, the EXFO Worx System is a hardware and software solution that delivers real-time, end-to-end quality of service (QoS) and quality of experience (QoE) service monitoring for next-generation IP networks. Built around a distributed architecture, we believe the EXFO Worx System enables the successful launch and ongoing profitable operation of Ethernet/IP-based voice, video and data networks and services across wireline and wireless networks.

We have also transformed our active monitoring portfolio to address the growing need for virtualized solutions. The EXFO Worx solution offers a variety of software-based probes, enabling the interworking with virtualized network architectures and functions.

We believe a competitive advantage of EXFO's active monitoring solution is the ability to implement SLA (service level agreement) monitoring and assure any IP service, over any network, to any endpoint—all from the same open and extensible platform. Key capabilities include:

- Layer 2-7 service performance monitoring and analysis for business and residential services;
- mobile backhaul and metro Ethernet service activation and assurance;
- IP/MPLS core monitoring and analysis;
- IP video service assurance;
- advanced data correlation and analysis engine with comprehensive northbound APIs;
- advanced analytics and reports; and
- custom solutions and back-office integration services.

The EXFO Worx System offers a multi-play capability such that customers can leverage one, several or all of the aforementioned capabilities on a single platform, which we believe delivers significant savings in capital and operating expenditures.

Our active monitoring solution is complemented by Ontology Systems' network topology discovery software for automated root cause analysis and network inventory applications (physical, virtual and hybrid).

Following the acquisition of Astellia in February 2018, EXFO also offers a passive monitoring, analytics and troubleshooting solution for multi-technology mobile networks (2G, 3G, 4G). The EXFO-Astellia Nova solution provides mobile network operators with capabilities to detect, correlate, analyze, report, geolocate and troubleshoot issues related to network performance, handset behavior and service usage. It is fully virtualized and integrates rich information from call traces, probes, CRM, billing, etc., to make the most of big data.

The EXFO-Astellia Nova solution improves customer experience and mobile operators' business performance, optimizes end-to-end service quality, and provides the required insights to enhance subscriber experience. It meets the requirements of network operations, service operations, customer care and marketing teams. Key strengths of this solution include:

- Geolocation capabilities;
- Vendor independence;
- Data agnostic (call traces, probe data, third party);
- End-to-end, from radio to core;
- Big data based; and
- Fully virtualized.

To allow customers to get the most out of their monitoring and analytics investments, our experts work hands-on with them through value-added services that include quality assurance and performance audits as well as business consulting and customization. We also provide additional services such as training, project management and 24/7 customer support.

EXFO intends to combine EXFO, Ontology and Astellia's products into a unified solution to bring a unique value proposition to its customers.

Products for Network Equipment Manufacturers (NEMs)

Wireline Test Equipment

Our network equipment manufacturer (NEM) solutions, mainly built around our LTB-8 Rackmount Platform, are available as test modules or stand-alone benchtop instruments.

Our highly scalable LTB-8 platform, which can host as many as eight 100G test modules, was introduced in 2016 to address the numerous requirements that NEMs demand from their multiservice transport and datacom network equipment. Lab users can carry out tests for a variety of technologies including Ethernet, OTN, Fibre Channel and SONET/SDH. Optical tests can also be carried out via power meters, variable attenuators and switches. Remote control of one or several LTB-8 platforms is available via a proprietary web-based interface. In March 2017, we introduced a 400G test solution for the LTB-8 platform that is dedicated to the lab and manufacturing markets.

Following the acquisition of Yenista Optics in October 2017, we offer advanced optical test equipment for the R&D and manufacturing markets. This high-end product portfolio includes benchtop optical spectrum analyzers, tunable lasers, tunable filters and passive optical component test systems for network equipment manufacturers and optical component vendors.

Wireless Test Equipment

We provide 2G, 3G and 4G/LTE network simulators for the NEMs market. EXFO's network simulators emulate real-world, large-scale network traffic and end-user behavior in a laboratory environment in order to predict network behavior, uncover faults and optimize networks before wireless networks and services are deployed. Typical tests include regression and load testing.

We also offer intelligence tools for police, armed forces and other governmental organizations to help fight organized crime and terrorists.

Research and Development

Our global R&D operations fall under the management of a vice-president. We maintain R&D centers in Quebec City, Canada, Montreal, Canada, Oulu, Finland, Pune, India, Lannion, France, Rennes, France, Valencia, Spain, and London, UK. Gross research and development expenditures totaled $65.2 million in fiscal 2018 compared to $53.1 million in 2017 and $47.9 million in 2016.

In line with our strategic imperative to increase R&D synergies and efficiencies, we consolidated activities in Toronto, Canada and Chelmsford, US at primary R&D centers within the company. These two centers were closed down in October 2018.

We believe that our future success largely depends on our ability to introduce new solutions and product enhancements to our core technologies. Through market-oriented product portfolio review processes, we ensure that our investments in research and development are aligned with market opportunities and customers' needs. This process enables us to maximize our returns on R&D investments by focusing our resources on prioritized projects. Product portfolio review meetings, which occur two times per year, enable us to select the right mix of new products and allocate the necessary resources for their development. All our projects, including those already underway, are reviewed, given a priority rating and allocated budgets and resources. Existing projects can be stopped or substantially redefined if there have been significant changes in market conditions, or if the project development schedule or budget has significantly changed.

Product development projects, once they are underway, are managed through a structured process known as the stage-gate approach combined with an Agile methodology. The stage-gate approach is based on a systematic review of a project's progress at various stages of its lifecycle. The following are the key review stages of the stage-gate approach:

- market study and research feasibility;
- product definition;
- development feasibility;
- development;
- qualification; and
- transfer to production.

At each stage, we review our project risks, costs and estimated completion time. We compare our design to anticipated market needs and ensure that our new product development is synchronized with other internal departments and external industry events.

The Agile methodology allows for software development to be done in small increments with constant validation with lead customers. Efficient execution is done through collaborative teams called SCRUM team, ensuring that each increment is fully tested and validated.

Sales

We sell our wireline and wireless test, monitoring and analytics solutions through direct and indirect sales channels in the Americas (US, Canada, Central and South America), Europe, Middle East and Africa (EMEA) and Asia-Pacific regions.

In the Americas, we use a hybrid model, combining key account management with direct and indirect sales coverage. We typically use key account managers to serve large customers that generate high sales volumes or might potentially represent high sales volumes in the future. These key account managers are supplemented by regional sales managers, sales engineers, sales representatives and distributors in the US as well as Central and South American metropolitan areas, and regional sales managers and sales engineers in Canada.

We opt for a direct sales approach when selling higher-end, highly technical products to sophisticated buyers. Sales of low- to medium-level complexity products to less stringent technical buyers are usually done through a manufacturer representative organization or distributors supported by regional sales managers. Our main sales offices in the Americas are located in Richardson, Texas, Quebec City, Canada and Mexico D.F., Mexico. They are supplemented by a regional presence in cities across the US, Central and South America, as well as Canada.

On the international front, we have a direct sales force covering strategic accounts in EMEA and Asia-Pacific and distribution partners for smaller customers from lower revenue-generating regions.

Our sales network in EMEA is supported by a main office and service center in Chandler's Ford, Hampshire, UK, which serves as headquarters of our European sales operations and also provides repair, calibration and technical support services for our EMEA customers. We also have additional sales offices in multiple countries across EMEA to serve and support our various customers and distribution partners.

As for Asia-Pacific, our regional headquarters are based in Singapore, while our main sales offices for mainland China are located in Beijing, Shenzhen and Shanghai. In addition, we have other sales offices in strategic locations around the Asia-Pacific region to support our customers and distribution partners.

We rely on a network of distributors worldwide to work with us in supporting mostly our international sales and to participate in a large number of international events. We believe that the local presence and cultural attributes of our distributors allow us to better serve our global markets.

Our sales team is led by our chief executive officer (CEO), who is supported by a vice-president responsible for each major geographic region: Americas, EMEA and Asia-Pacific. These sales executives, in turn, are backed by regional sales directors that lead a widely distributed team acting as key account managers, regional sales managers, sales engineers and application engineers. Our sales people are located throughout major metropolitan areas around the world. This group of sales professionals has on average more than 15 years of experience in the fields of telecommunications, fiber optics, or test and monitoring. Within each major geographic region, we have sales staff dedicated to wireline and wireless test, monitoring and analytics customers.

We also have an in-house Customer Service Group to meet the needs of existing and new customers. This group is responsible for providing quotations to customers, supporting our sales force, managing demonstration units, order management, technical support and training as well as calibration and repair services.

Sales to customers in the Americas represented 50% of our sales in fiscal 2018, while sales to customers in EMEA and Asia-Pacific accounted for 32% and 18% of our sales, respectively. In comparison, the Americas, EMEA and Asia-Pacific accounted for 55%, 26% and 19% of our sales in 2017, respectively, and 55%, 25% and 20% in 2016, respectively.

Product Management

All product management duties fall under the leadership of our CEO, who is supported by two vice-presidents responsible for test and measurement as well as service assurance, systems and services. Each product management executive, in turn, is backed by directors and/or product managers who have various degrees in engineering, science and business administration. Directors and product managers are responsible for all aspects of our telecom marketing program including product strategy, new product introductions, definition of new features and functions, pricing, product launches and advertising campaigns. We follow up our marketing initiatives by attending industry trade shows. Furthermore, we have a customer relationship management (CRM) system to compile market and customer information including forecasts, opportunities, leads and competitive data. We use this information to make strategic business decisions.

Marketing/Communications

Likewise, all marketing and communications activities fall under the leadership of our CEO. Our marketing-communications team, which mainly consists of a director, group managers, project managers, marketing writers, translators and graphic artists, supports our product management team by producing marketing and corporate documentation in-house. Literature includes specification sheets, application notes, product catalogues, advertising copy and an electronic corporate newsletter. This Marketing-Communications team also provides the sales tools required by our worldwide sales force like webinars and for updating the marketing contents of our website. In addition, it is responsible for engaging with key industry analysts and media as well as for field marketing, campaign management and digital marketing activities.

Global Services

EXFO's Global Services operation provides customers with a broad array of support and services worldwide. This team has in-house staff in North America, Europe, and Asia. It also provides local support in specific countries through select partners. Such a strategy enables EXFO to have a global reach while maintaining strong local ties.

This team's objective is to ensure customer satisfaction through a flawless business experience and to achieve our long-term mission by providing internal and customer-facing services. Specifically, it fulfills its mission by offering:

- *Sales Support* – Leverage the effectiveness of our sales force by providing pre-sales and demo support, as well as guiding customers in purchasing the correct equipment for their respective applications, issuing quotations, and promoting our extended warranty service and support program;
- *Order Management* – Accurately process customer orders from entry through fulfillment and delivery, and manage order changes;

- *Customer Service* – Serve as a primary interface for inbound and outbound customer communication. Provide customers with one central point of contact and work with the customer from purchasing equipment to helping them arrange for service, if necessary;
- *Technical Support* – Provide post-sales technical support to Test & Measurement product end-users, by providing software fixes and upgrades, troubleshooting malfunction or wrong usage of equipment and suggesting ways to improve equipment productivity and performance;
- *Field Support* – Provide expert technical support and deliver product service worldwide. Support our Worldwide Service Centers and directly manage the Service Partner Program. Where applicable, furnish installation and on-site servicing for more complex equipment and applications;
- *Systems Services* – Provide pre-sale, delivery, post-sale technical support, and systems actualization of customer's network monitoring and converged service assurance systems;
- *Education Services* – Aggregate expertise, develop material, and deliver free and fee-based training;
- *Professional Services* – Provide value-added solution services for our test and system customers.

Manufacturing

Our manufacturing operations consist mainly of material planning, supply-chain management, sub-assembly, final assembly and test, software loading, calibration, quality control, shipping, billing and customs management. Most of our manufacturing activities, which occupy a total of 125,000 square feet, take place at our facility compound in Quebec City, Canada, Shenzhen, China, and Lannion, France, but we also have facilities in Rennes, France and Oulu, Finland, for product configuration, software loading, quality control and shipping of monitoring systems. All our manufacturing operations fall under the supervision of a vice-president.

Our Quebec City, Canada, operations mainly produce low-volume, high-complexity telecom products. It has maintained ISO 9001 certification since 1994 and first obtained TL 9000 certification in July 2012. Our manufacturing plant in Shenzhen, China, which started operations in September 2007, is responsible for the production of high-volume, low-complexity telecom products. Our Shenzhen plant, which follows the same corporate quality standards, was first certified ISO 9001 in January 2009 and also obtained TL 9000 certification in July 2012.

All of our products meet required industry standards, and some of our products address additional voluntary standards, such as those set by Telcordia, IEC, IETF, ETSI and other bodies that issue industry standards. During manufacturing, each product has a specific quality control plan, with rigorous checkpoints, to ensure product conformity. Various tasks in the quality assurance process include quality control, conformity testing, product documentation, product improvement, regulatory compliance, metrology and calibration.

Our manufacturing operations include the following responsibilities:

- ***Production.*** From production planning to product shipment, our production department is responsible for manufacturing high-quality products on time. Factories are organized in work cells; each cell consists of specialized technicians with equipment and has full responsibility over a product family. Technicians are cross-trained and versatile enough, so that they can carry out specific functions in more than one cell. This allows shorter lead times by alleviating bottlenecks.

- ***Manufacturing and Test Engineering.*** This department, which supports our production cells, acts like a gatekeeper to ensure the quality of our products and the effectiveness of our manufacturing processes. It is responsible for the transfer of products from research and development to manufacturing, product improvement, documentation, metrology, and the quality control and regulatory compliance process. Quality control represents a key element in our manufacturing operations. Quality is assured through product testing at numerous stages in the manufacturing process to ensure that our products meet both stringent industry and customer performance requirements.

- ***Supply-Chain Management.*** This department is responsible for sales forecasting, raw material procurement, material-cost reduction and vendor performance management. Our products consist of optical, electronic and mechanical parts, which are purchased from suppliers around the world. Approximately one-third of our parts are manufactured to our specifications. Materials represent the largest portion of our cost of goods. Our performance is tightly linked to vendor performance, requiring greater emphasis on this critical aspect of our business.

Our manufacturing operations are subject to environmental laws in various jurisdictions around the world. As the world undergoes climate changes, environmental and biodiversity issues have become critical to our society. We obtained ISO 14001 certification in October 2013 and, therefore, started continuous improvement in reducing our environmental footprint.

Sources and Availability of Raw Materials

We use various suppliers to provide parts for the manufacture and support of multiple product lines. Although our intent is to establish at least two sources of supply for materials whenever possible, we obtain several parts from single or limited source supply arrangements. We may not be able to procure these parts from alternative sources at acceptable prices within a reasonable time; therefore, the loss or interruption of such arrangements could have an impact on our ability to deliver certain products on a timely basis. See Item 3D of this Annual Report under "Risk Factors" – We depend on short-term arrangements with a single supplier or a limited number of suppliers for some key components and materials in our products, which makes us susceptible to supply shortages or price fluctuations that could adversely affect our operating results."

We will continue to mitigate the risk of production interruptions and shortages of parts by: (1) carrying safety stock of critical components, (2) monitoring the delivery performance of our suppliers, (3) selecting and qualifying alternative sources of supplies for key parts whenever possible, and (4) promptly assessing potential effects of worldwide natural disasters.

Seasonality

Historically, we have been subject to seasonality mainly in our second quarter (December, January and February) due to the Christmas holidays and delays in approval of CSP spending budgets for the new calendar year. These two factors can have negative effects on our bookings in our second quarter, but they are mitigated by the renewal of annual maintenance contracts and sometimes calendar year-end spending on the part of CSPs. We are increasingly subject to seasonality in the fourth quarter (June, July and August) because bookings activity tends to slow down during the summer months, especially in Europe. The acquisition of Astellia could also render us more vulnerable to seasonality in the summer, since its sales are largely concentrated in Europe, Middle East and Africa (EMEA). These seasonal effects do not apply consistently and do not always correlate to our financial results. Accordingly, they should not be considered as reliable indicators of future revenue or results of operations.

Competition

The communications test, monitoring and analytics markets are highly competitive and subject to rapid change because of technological developments and market conditions. We compete with many different companies, depending on product family and geographical market. We believe that the main competitive factors in the industry include the following:

- level of technical compliance and alignment to use-case;
- product performance and reliability;
- solution's contribution to productivity;
- price and quality of products;
- level of technological innovation;
- product lead times;

- breadth of product offerings;
- ease of use;
- brand-name recognition;
- customer service and technical support;
- strength of sales and distribution relationships; and
- financial stability of supplier.

Main competitors in the test equipment environment include global suppliers like Anritsu Corporation, Fortive Corporation (Fluke Networks), and Viavi Solutions, as well as other players such as AFL Noyes, Deviser Instruments, Keysight (IXIA), Kingfisher International, Shineway Tech, Spirent Communications plc, VeEX Inc., and Yokogawa Electric Corporation. On the monitoring and analytics side, we mainly compete against Accedian Networks, Anritsu Corporation, Empirix, Keysight (IXIA), Netrounds, NetScout Systems, Inc., Polystar, Radcom, Spirent Communications plc, and Viavi Solutions. See Item 3D of this Annual Report under "Risk Factors – We must continue to overcome significant competition in our targeted industries in order to keep or gain market share and achieve our growth strategy."

Employees

As at November 1, 2018, we had 1,803 full-time employees compared to 1,577 and 1,551 for the same periods in 2017 and 2016, respectively. Our workforce as of November 1, 2018 included 353 employees in manufacturing, 620 employees in research and development, and 830 employees in sales and marketing as well as general and administrative functions.

Our future performance depends, to a significant degree, on our continued ability to attract and retain highly skilled and qualified technical, sales and marketing, and senior management personnel. The majority of our employees are not represented by a labor union with the exception of our manufacturing personnel in Quebec City, Canada, R&D and Service employees in Valencia and Madrid, Spain, and R&D and Service employees in Rennes, France. We consider relations with our employees to be good. See Item 3D of this Annual Report under "Risk Factors – We require employees and managers who are knowledgeable about the specialized nature of our business. If we are unable to attract and retain sufficient numbers of highly skilled technical, sales, marketing, senior management and other personnel, our operations and financial results will suffer".

Regulatory Environment

In most countries where our products are sold, our products must comply with the regulations of one or more governmental entities. These regulations often are complex and vary from country to country. Depending upon the country and the relevant product, the applicable regulations may require product testing, approval, registration, marking and unique design restrictions. Accordingly, we have appointed a team of engineers who are responsible for ensuring that our products comply with all applicable regulations.

In the United States, our products must comply with the regulations of some agencies of the U.S. federal government, including the Federal Communications Commission (FCC), the Food and Drug Administration (FDA) and the Occupational Safety and Health Administration (OSHA). Under the FCC's regulations, our products must comply with certain electromagnetic interference (EMI) requirements to insure they do not generate electromagnetic noise which could possibly cause undesirable operation, as well as affect other surrounding devices. Additionally, some of our products must comply with the FDA's non-medical performance standards and related rules concerning light-emitting products, such as lasers. The FDA's regulations applicable to our products are intended to promote safety by limiting human exposure to harmful non-iodizing radiation. Similarly, our products must comply with safety standards adopted by OSHA.

Similar regulations apply in other countries. For example, in Canada our products must comply with the applicable standards adopted by the Standards Council of Canada (SCC). These include product safety standards developed in collaboration with the Canadian Standards Association as well as EMI requirements adopted by Innovation, Science and Economic Development Canada. Countries in the European Union require product compliance as dictated by the applicable directives, which are required to apply the CE marking on the product. This includes testing to ensure compliance with harmonized European Norm (EN) standards for product safety, EMC and Wireless products requirements and RoHS.

To address the issue of environmental compliance, the European Union has mandated the Restriction of the Use of Certain Hazardous Substances or "RoHS" Directive (2011/65/EU), which applies to all products included within the scope of WEEE directive. Mandatory product compliance includes the ban of certain substances within specified concentrations, unless formally exempted by the directive. To ensure compliance to this directive, a formal restricted substance control (RSC) program was implemented for our products included within the scope of WEEE. This program ensures the design, procurement and manufacturing of affected products prevents the inclusion of the banned substances as specified by the RoHS directive.

Other significant types of regulations not described in this Annual Report also may apply, depending upon the relevant product and country of destination.

Intellectual Property

Our success and ability to compete are dependent in part on our ability to develop and protect our proprietary technology. We file U.S. as well as other foreign (utility) patent applications to protect technology, inventions and improvements important to the development of our business. We also rely on a combination of design patents, copyright, trademark, trade secret rights, licensing and confidentiality agreements.

Our intellectual property and proprietary technology are important to the continued success of our business. Were we to inadequately protect our intellectual property and proprietary technology, our competitive position might be significantly impaired. There also remains a risk that our intellectual property rights, particularly our existing or future patents might be invalidated, circumvented, challenged or required to be licensed to others. Furthermore, others may claim that our products infringe upon their intellectual property rights, or they may infringe our intellectual property, and we may expend significant resources enforcing or defending our rights or suffer competitive injury.

Our success and ability to compete depend to a significant extent on our proprietary technology, with which we attempt to prevent others from using the innovations that are central to our existing and future products. As of August 31, 2018, our records indicate that we held the following portfolio of utility patents: 94 active granted US patents, 107 granted or validated patents in countries of the European Union and 48 patents in other jurisdictions. In addition, we have 27 utility patent applications (including provisional applications) pending in the US, 18 patent applications at the European Patent Office and 22 applications in other countries. The expiration dates of our active issued patents range from 2019 to 2036, with no significant active patent expiring in the near future.

Our records also indicate that, as of August 31, 2018, we held 31 active granted design patents, as well as 4 pending design patent applications, in the United States, Europe, China and other jurisdictions.

We consider six of our inventions to be material. These inventions are protected by granted patents and/or pending patent applications and can be described as follows:

- a method and apparatus for improved characterization of loss-inducing "events" along an optical fiber using an Optical Time Domain Reflectometer (OTDR). By a judicious combination of OTDR data corresponding to different optical-pulse durations, the location and loss characteristics of an event can be quantified with much better accuracy and/or more rapidly than via conventional approaches;

- a method for determining the optical signal-to-noise ratio on polarization-multiplexed signals used in high-bandwidth DWDM optical networks by employing an optical spectrum analyzer. It employs a reference trace acquired with one channel being turned off;

- a method and apparatus to determine the theoretical and practical data rates for a cable under test. This invention uses a single test device to predict the performance of a pair of ADSL (Asymmetric Digital Subscriber Line) modems, and in case of problems, analyze the cause of the modems' failure to synchronize;

- a scalable system for monitoring network elements, for which only a non-redundant subset of the identified network information is stored, thereby enabling monitoring of a much larger group of network elements than is possible with conventional memory-constrained monitoring systems. Furthermore, this system employs a multi-threaded architecture that dynamically spawns an array of multi-technology monitoring sub-systems. The user can leverage data from a multitude of sources and define a sequence of activities based on templates in order to accomplish a given task;

- a method for actively analyzing a data packet delivery path to provide diagnostics and root cause analysis of network delivery path issues;

- a communication methodology used to perform independent bi-directional protocol testing over a connection or connectionless network between two test instruments, wherein the transfer mechanism of status and intermediate test results during an active test and the transmission of the final results to one of the instruments enables the user to perform a bidirectional single-ended test.

Confidentiality and proprietary information agreements with our senior management, employees and others generally stipulate that all confidential information developed or made known to these individuals by us during the course of their relationship is to be kept confidential and not disclosed to third parties, except under specific circumstances. The agreements also generally provide that all intellectual property developed by the individual in the course of rendering services to us belongs exclusively to us. However, these efforts afford only limited protection.

Disclosure pursuant to Section 219 of the Iran Threat Reduction and Syria Human Rights Act of 2012

Under Section 219 of the Iran Threat Reduction and Syria Human Rights Act of 2012, which added section 13(r) of the Securities Exchange Act of 1934, as amended ("the Exchange Act"), public reporting issuers are required to disclose whether they or any of their affiliates knowingly engaged in certain activities, transactions, or dealings relating to Iran or certain designated individuals or entities.

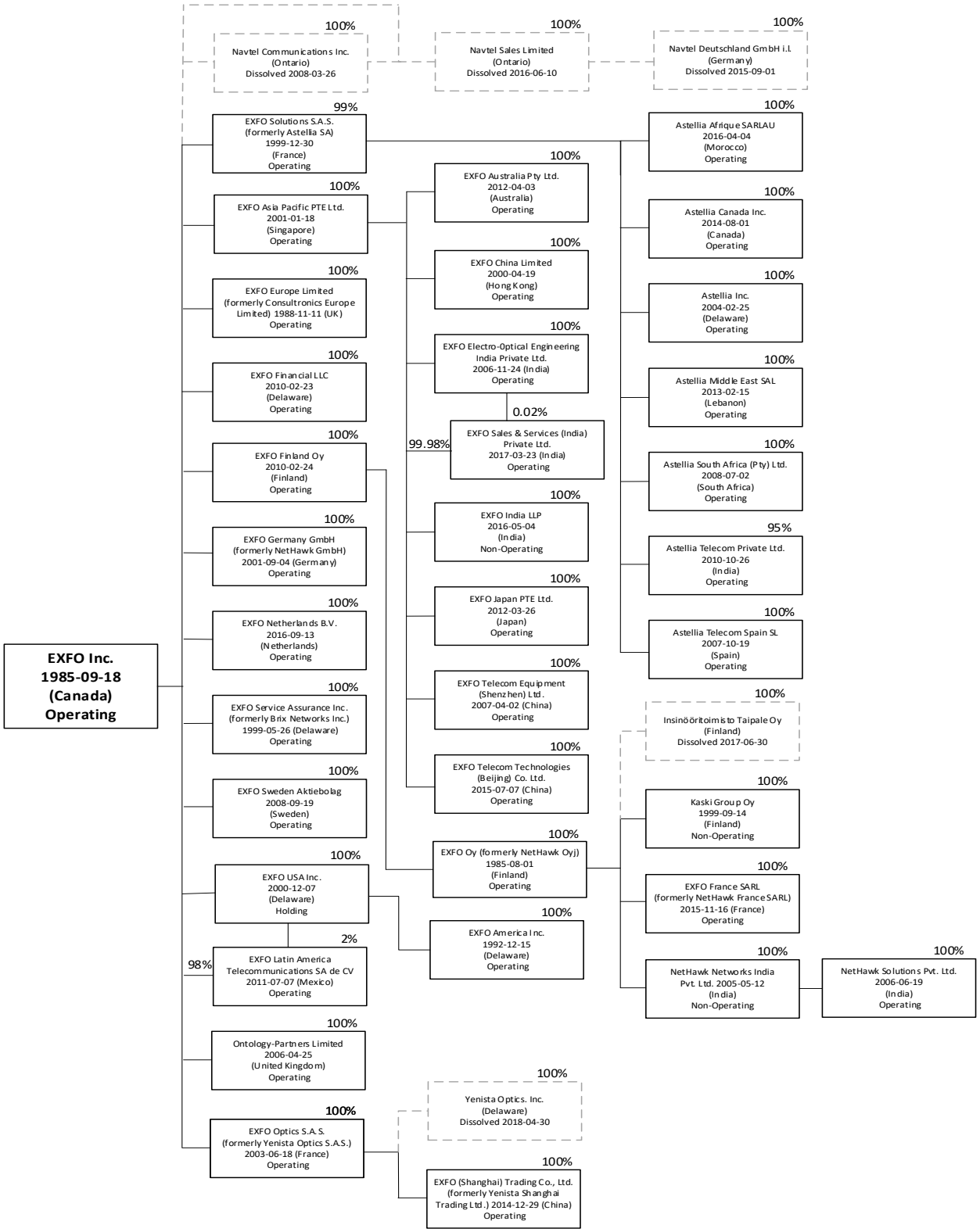
From February 2018, EXFO Solutions (formerly Astellia), a recently acquired subsidiary of EXFO organized and existing under the laws of France, engaged in transactions involving the sale of passive monitoring and troubleshooting solutions and associated services to end users in Iran. EXFO Solutions (formerly Astellia) sold the equipment for end use by Iranian mobile network operators, Mobile Communications Company of Iran ("MCCI") and MTN Irancell. Although it is difficult to evaluate with any reasonable degree of certainty, we have concluded that we cannot exclude the possibility that MCCI or MTN Irancell is owned or controlled, directly or indirectly, by the government of Iran.

Gross revenues reported by EXFO Solutions (formerly Astellia) in connection with these transactions were approximately US$2.24 million; estimated net result from these transactions was nominal.

Prior to its acquisition by EXFO, EXFO Solutions (formerly Astellia), through a subsidiary located in Lebanon, employed four (4) employees delivering services in Iran, a practice that was continued after the acquisition through the end of October 2018. These activities complied in all material respects with applicable sanction laws and regulations; however, they were inconsistent with EXFO's internal policies. EXFO discovered this activity during the pre-acquisition due diligence of EXFO Solutions (formerly Astellia) and has conducted a comprehensive internal investigation and review. As a result of this investigation and review, EXFO has implemented additional compliance procedures designed to prevent future violations of its internal policy and is currently in the process of withdrawing from any direct activities, transactions, or dealings relating to Iran or certain designated individuals or entities and will no longer have employees providing services in Iran. In addition, EXFO revised its internal policies to allow indirect support and maintenance of EXFO Solutions' systems deployed at MCCI and MTN Irancell through a non-related third-party based outside Iran to honor EXFO Solutions' (formerly Astellia) prior engagement with existing customers in compliance with applicable export controls, sanctions and other laws, rules and regulation. The withdrawal process was completed on November 4, 2018 and support services through a non-related third party was established at that date.

C. Organizational Structure

As of November 1, 2018, the following chart presents our corporate structure, the jurisdiction of incorporation of our subsidiaries and the percentage of shares (which is also the percentage of voting power) that we hold in those subsidiaries.



D. Property, Plant and Equipment

Our head offices are located in Quebec City, Province of Quebec, Canada where we occupy two buildings. These buildings house our executive and administrative offices, research and development facilities and production facilities. We also have offices in Montreal, Province of Quebec, Canada, in Valencia, Spain (Astellia Telecom Spain SL), in Richardson, Texas, United States (EXFO America Inc.), in Pune, India (EXFO Electro-Optical Engineering India Private Ltd.), in Chandler's Ford, Hampshire, United Kingdom (EXFO Europe Limited), in Lannion, France (EXFO Optics SAS), in Oulu, Finland (EXFO Oy), in Rennes, France (EXFO Solutions SAS), in Shenzhen, China (EXFO Telecom Equipment (Shenzhen) Co. Ltd.) and in London, United Kingdom (Ontology-Partners Limited).

In addition, we maintain sales offices and/or have regional sales managers located in Australia, China, Czech Republic, France, Germany, Great Britain, India, Japan, Lebanon, Mexico, Morocco, Singapore, Spain, Sweden, United Arab Emirates and the United States.

The following table sets forth information with respect to the main facilities that we occupy as at November 1, 2018.

Location	Use of Space	Square Footage	% of Utilization	Type of Interest
436 Nolin Street Quebec (Quebec) G1M 1E7	Occupied for manufacturing of products	44,000	95%	Owned
400 Godin Avenue Quebec (Quebec) G1M 2K2	Occupied for research and development, customer services, repair/calibration services, manufacturing, management and administration	129,000 (1)	95%	Owned
2500 Alfred-Nobel Montreal (Quebec) H4S 2C3	Occupied for research and development, management and administration	75,000	70%	Owned
2500 Alfred-Nobel Montreal (Quebec) H4S 2C3	Leased to third parties	23,736	100%	Owned
2500 Alfred-Nobel Montreal (Quebec) H4S 2C3	Available for rent	26,264	0%	Owned
160 Drumlin Circle Concord (Ontario) L4K 3E5	Unoccupied, for sale	23,500	0%	Owned
Ronda Narciso Monturiol 6 Oficina 110B, 111B, 112B and 113B, Parque Technologico Paterna, Valencia 46980 Spain	Occupied for research and development and customer services	10,398	100%	Leased
Offices No 602, 603, 604, 701 and 702, Tower S-4 Cybercity Magarpatta, Hadapsar Pune 411 013 India	Occupied for research and development	33,981	85%	Owned

Location	Use of Space	Square Footage	% of Utilization	Type of Interest
Offices No 102 Tower S-4 Cybercity Magarpatta, Hadapsar Pune 411 013 India	Leased to a third party	5,979	100%	Owned
Winchester House School Lane Chandlers Ford, Eastleigh Hampshire SO53 4DG United Kingdom	Occupied for European customer service, repair/calibration services, sales management and administration	13,000	85%	Leased
4 rue de Louis de Broglie Lannion 22300 France	Occupied for research and development, manufacturing, management and administration	24,800	50%	Leased
Elektroniikkatie 2 FI-90590 Oulu Finland	Occupied for research and development, manufacturing, management and administration	13,380	100%	Leased
250 Apollo Drive Chelmsford, MA 01824 United States	Unoccupied	25,400	0%	Leased
ZAC Airlande 2, rue Jacqueline Auriol CS 69123 Saint-Jacques-de-la-Lande 35091 Rennes Cedex 9 France	Occupied for research and development, customer services, manufacturing, management and administration	50,235	90%	Leased
F1 to F3, No. 71-3, Xintian Avenue, Xintian Community Fuhai Subdistrict, Bao'an District Shenzhen, Guangdong 518103 China	Occupied for manufacturing of products, repair/calibration services	64,000	90%	Leased
Phoenix Yard 65-69 Kings Cross Road London WC1X 9LW United Kingdom	Occupied for research and development, management and administration	2,423	100%	Leased

(1) Including the warehouse space. Premises without the warehouse are approximately 115,000 square feet.

Item 4A. Unresolved Staff Comments

Not applicable.

Item 5. Operating and Financial Review and Prospects

This discussion and analysis contains forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995, and we intend that such forward-looking statements be subject to the safe harbors created thereby. Forward-looking statements are statements other than historical information or statements of current condition. Words such as may, expect, believe, plan, anticipate, intend, could, estimate, continue, or similar expressions or the negative of such expressions are intended to identify forward-looking statements. In addition, any statements that refer to expectations, projections or other characterizations of future events and circumstances are considered forward-looking statements. They are not guarantees of future performance and involve risks and uncertainties. Actual results may differ materially from those in forward-looking statements due to various factors including, but not limited to, macroeconomic uncertainty, including trade wars; our ability to successfully integrate businesses that we acquire; capital spending and network deployment levels in the telecommunications industry (including our ability to quickly adapt cost structures to anticipated levels of business and our ability to manage inventory levels with market demand); future economic, competitive, financial and market conditions; consolidation in the global communications test, monitoring and analytics solutions markets and increased competition among vendors; capacity to adapt our future product offering to future technological changes; limited visibility with regard to the timing and nature of customer orders; delay in revenue recognition due to longer sales cycles for complex systems involving customers' acceptance; fluctuating exchange rates; concentration of sales; timely release and market acceptance of our new products and other upcoming products; our ability to successfully expand international operations and to conduct business internationally; and the retention of key technical and management personnel. Assumptions relating to the foregoing involve judgments and risks, all of which are difficult or impossible to predict and many of which are beyond our control. Other risk factors that may affect our future performance and operations are detailed in our Annual Report, on Form 20-F, and our other filings with the U.S. Securities and Exchange Commission and the Canadian securities commissions. We believe that the expectations reflected in the forward-looking statements are reasonable based on information currently available to us, but we cannot assure you that the expectations will prove to have been correct. Accordingly, you should not place undue reliance on these forward-looking statements. These statements speak only as of the date of this document. Unless required by law or applicable regulations, we undertake no obligation to revise or update any of them to reflect events or circumstances that occur after the date of this document. This discussion and analysis should be read in conjunction with the consolidated financial statements.

The following discussion and analysis of financial condition and results of operations is dated November 27, 2018.

All dollar amounts are expressed in US dollars, except as otherwise noted.

COMPANY OVERVIEW

We are a leading provider of test, monitoring and analytics solutions for fixed and mobile communications service providers (CSPs), web-scale operators and network equipment manufacturers (NEMs) in the global communications industry. Our broad portfolio of intelligent hardware and software solutions enable network transformations related to fiber, 5G and 4G/LTE, virtualization and big data analytics. Ultimately, customers rely on our solutions to increase network capacity and improve quality of experience for end-users, while driving operational efficiencies.

Our success has been largely predicated on our core expertise in developing test equipment for fixed networks. These solutions are available as handheld test instruments, portable platforms with related modules, and as rack-mounted chassis with related modules. Our PC-centric, open-ended platforms, combined with cloud-based software applications, can be transformed into a fully connected test environment that allows CSPs to automate complex, labor-intensive tasks like fiber-to-the-antenna (FTTA), distributed antenna system (DAS) and small cell deployments. Leveraging platform connectivity, CSPs can also keep track of their entire test fleet, manage software updates and schedule calibration procedures. All test data can be stored in a central database and used as a point of reference against future measurements. Consequently, this enhanced test environment enables customers to increase productivity and reduce operating expenses.

Over the years, we have expanded our product portfolio into fiber monitoring, IP (Internet protocol) service assurance as well as testing of 2G, 3G, 4G/LTE and soon 5G mobile networks. Our fiber monitoring solution leverages EXFO's expertise and market leadership in optical time domain reflectometry (OTDR) by using this technology as remote test units (RTUs) to monitor an optical plant 24 hours per day, seven days per week. As such, this fiber monitoring solution proactively detects any fiber degradation or locates any fiber cut to optimize quality of service along long-haul, metro and access networks. Our IP service assurance solution is a probe-based hardware and software offering that delivers quality-of-service visibility as well as real-time service monitoring and verification of next-generation IP networks. We have enriched our IP service assurance offering, which can also be virtualized, with infrastructure performance management tools, analytics software and network topology discovery solutions via technology acquisitions.

Following the acquisition of Astellia S.A. in January 2018, EXFO offers monitoring solutions for multi-technology mobile networks (2G, 3G, 4G). The EXFO-Astellia portfolio provides mobile CSPs with capabilities to detect, correlate, analyze, report, geolocate and troubleshoot issues related to network performance, handset behavior and service usage. These solutions can be fully virtualized and combined with information from call traces, third-party probes, CRM, billing, etc., to optimize a big data framework. EXFO intends to integrate fiber monitoring, IP service assurance, as well as mobile network monitoring and analytics solutions into a unified platform to bring a unique value proposition to customers.

Our mobile portfolio also consists of network simulators and optical radio frequency (RF) test solutions. Our network simulators simulate real-world, large-scale network traffic and end-user behavior in a laboratory environment to predict network behavior, uncover faults and optimize networks before mobile networks and services are deployed. Our optical RF test solutions are dedicated to turning up and troubleshooting fiber-based mobile networks. These solutions are critical for locating and analyzing RF interference issues in FTTA, DAS, remote radio heads and baseband units that support 4G/LTE and upcoming 5G networks.

The competitive advantages of our products include a high degree of innovation, modularity (especially wireline products) and ease of use. Our products enable NEMs, CSPs and web-scale operators to design, deploy, troubleshoot and monitor fixed and mobile networks and, in the process, help them reduce the cost of operating their networks.

We have a staff of approximately 1,900 people in 25 countries, supporting more than 2,000 customers around the world. We operate four main manufacturing sites, which are located in Quebec City, Canada, Shenzhen, China, Rennes, France, and Oulu, Finland. We also have five main research and development expertise centers in Montreal, Quebec City, Rennes, Oulu and London, supported by a software development center in India.

We launched seven major solutions in fiscal 2018. New product introductions included a compact 400G test solution for network equipment manufacturers, carrier labs and data centers. EXFO also introduced SkyRAN, a remote access monitoring solution for fiber-based fronthaul networks. Developed in collaboration with tier-1 mobile network operators, SkyRAN provides real-time, on-demand testing and 24/7 monitoring of optical networks and the radio frequency spectrum. Other key product introductions included EX1, a multipurpose test solution for validating bandwidth speeds up to full line rate Gigabit Ethernet and for monitoring quality of experience at customer premises; an optical spectrum analyzer delivering in-service optical signal-to-noise ratio (OSNR) measurements for high-speed networks; and an automated network troubleshooting solution that links performance measurements to network topology to deliver service degradation diagnosis.

Our sales, which include a seven-month contribution from newly acquired Astellia S.A. (Astellia), increased 10.8% to $269.5 million in fiscal 2018 compared to $243.3 million in 2017. Bookings (purchase orders received from customers), which include a seven-month contribution from Astellia, increased 6.3% to $267.7 million in fiscal 2018, for a book-to-bill ratio of 0.99, from $251.8 million in 2017. In fiscal 2018, Astellia sales and bookings amounted respectively to $16.4 million (including $2.1 million for the acquisition-related deferred revenue fair value adjustment) and $16.5 million.

Net loss attributable to the parent interest amounted to $11.9 million, or $0.22 per share, in fiscal 2018, compared to net earnings of $0.9 million, or $0.02 per diluted share in fiscal 2017. Net loss attributable to the parent interest in fiscal 2018 included net expenses totaling $17.1 million, comprising $9.4 million in after-tax amortization of intangible assets, $1.7 million in stock-based compensation costs, $3.4 million in after-tax restructuring charges, $2.1 million for the acquisition-related deferred revenue fair value adjustment, $0.7 million in positive change in the fair value of the cash contingent consideration, $2.5 million in after-tax acquisition-related costs, and a foreign exchange gain of $1.3 million. Net earnings attributable to the parent interest in fiscal 2017 included net expenses totaling $10.6 million, comprising $2.7 million in after-tax amortization of intangible assets, $1.4 million in stock-based compensation costs, $4.8 million in after-tax restructuring charges, $0.4 million in positive change in the fair value of the cash contingent consideration, $1.1 million in after-tax acquisition-related costs, and a foreign exchange loss of $1.0 million.

Net loss attributable to the parent interest in fiscal 2018 included $12.9 million for the net loss of newly acquired Astellia, which included $5.1 million in after-tax amortization of acquired intangible assets. Excluding Astellia's net loss, our net earnings attributable to the parent interest would have amounted to $1.0 million, or $0.02 per diluted in fiscal 2018.

Adjusted EBITDA (net loss attributable to the parent interest before interest, income taxes, depreciation and amortization, stock-based compensation costs, restructuring charges, acquisition-related deferred revenue fair value adjustment, change in fair value of cash contingent consideration, share in net loss of an associate, gain on the deemed disposal of the investment in an associate, and foreign exchange gain or loss) amounted to $17.2 million, or 6.4% of sales, in fiscal 2018, compared to $22.0 million, or 9.1% of sales in 2017. In fiscal 2018, Astellia negatively impacted adjusted EBITDA by $5.1 million. Adjusted EBITDA is a non-IFRS measure. See page 56 of this document for a complete reconciliation of adjusted EBITDA to IFRS net loss attributable to the parent interest.

On September 8, 2017, we acquired a 33.1% interest in Astellia, a publicly traded company on the NYSE Euronext Paris stock exchange. Astellia is a provider of network and subscriber intelligence enabling mobile operators to drive service quality, maximize operational efficiency, reduce churn and increase revenue. Its vendor-independent, real-time monitoring and troubleshooting solution is used to optimize networks end-to-end from radio to core. The purchase price amounted to €10 per share for a total cash consideration of €8.6 million (US$10.3 million).

On October 10, 2017, we reached an agreement with Astellia to acquire Astellia's remaining shares, at a share price of €10, for a total consideration of €17.3 million (US$21.4 million) by way of a public tender offer. The public offering opened on December 15, 2017 and closed on January 26, 2018.

On December 21 and 22, 2017, we acquired additional interests of 6.0% and 1.2% respectively in Astellia at a purchase price of €10 per share for a total cash consideration of €1.9 million (US$2.2 million), which brought our investment in Astellia to 40.3%.

On January 26, 2018, upon the closing of the public tender offer, we acquired an additional interest of 48.1% in Astellia at a purchase price of €10 per share for a total cash consideration of €12.5 million (US$15.5 million), which brought our investment in Astellia to 88.4%, and provided us with control over Astellia.

We re-opened the public tender offer to acquire the remaining shares of Astellia from February 9, 2018 to February 22, 2018. During that period, we acquired an additional interest of 8.9% in Astellia at a purchase price of €10 per share for a total cash consideration of €2.3 million (US$2.8 million), which brought our investment in Astellia to 97.3%.

Finally, on February 28, 2018, we entered into a squeeze-out process to acquire the remaining 2.7% interest in Astellia at a share price of €10, for a total consideration of €0.7 million (US$0.8 million). The binding terms of the squeeze-out process gave us control over Astellia's remaining shares as at February 28, 2018 and consequently, as of that date we controlled 100% of Astellia's shares.

The fair value of the total consideration for all shares of Astellia amounted to €25.9 million (US$32.1 million) and consisted of €21.1 million (US$26.2 million), net of Astellia's cash of €4.8 million (US$5.9 million) at the date of acquisition of control.

From September 8, 2017 to January 25, 2018, the investment in Astellia provided us with significant influence over Astellia, and it was therefore accounted for under the equity method as required by IAS 28, "*Investments in Associates and Joint Ventures*". Under this method, on initial recognition this investment was recognized at cost, and the carrying amount decreased to recognize our share of the net loss of Astellia after the acquisition date. Included in the consolidated statement of earnings for fiscal 2018 is an equity loss pick-up of $2.1 million.

Upon the acquisition of an additional 48.1% interest in Astellia on January 26, 2018 (the "acquisition date"), the acquisition has been considered a business combination, and the acquisition was accounted for by applying the acquisition method as required by IFRS 3, "*Business Combinations*", and the requirements of IFRS 10, "*Consolidated Financial Statements*". Consequently, the fair value of the total consideration transferred was allocated to the assets acquired and liabilities assumed based on management's estimate of their fair value as at the acquisition date. The results of operations of the acquired business have been included in the consolidated financial statements of the company since January 26, 2018. The company recognized the non-controlling interest in Astellia at fair value. At the acquisition date, the carrying value of the 40.3% interest in Astellia held prior to the business combination was re-measured at fair value, that is, €10 per share, and was deemed to have been disposed of on that date. This re-measurement resulted in a gain of $2.1 million that was accounted for in the consolidated statement of earnings for fiscal 2018. In addition, upon the successive acquisitions of the non-controlling interest in February 2018, we recorded a gain in the amount of $0.4 million in shareholders' equity, representing the excess of the carrying value of the non-controlling interest and the purchase price paid.

On October 2, 2017, we acquired all issued and outstanding shares of Yenista Optics S.A.S., renamed EXFO Optics Inc. (EXFO Optics), a privately held company located in France and a supplier of advanced optical test equipment for the research and development and manufacturing markets. The acquisition-date fair value of the total consideration amounted to €9.4 million (US$11.1 million) and consisted of €8.1 million (US$9.5 million) in cash, net of EXFO Optics' cash of €1.3 million (US$1.5 million) at the acquisition date. This acquisition was accounted for by applying the acquisition method as required by IFRS 3, "*Business Combinations*", and the requirements of IFRS 10, "*Consolidated Financial Statements*"; consequently, the fair value of the total consideration transferred was allocated to the assets acquired and liabilities assumed based on management's estimate of their fair value as at the acquisition date. The results of operations of the acquired business have been included in our consolidated financial statements since October 2, 2017, being the date of acquisition.

On October 25, 2017, we modified certain credit facilities whereby existing lines of credit that provided advances up to CA$4.8 million (US$3.7 million) and up to US$6.0 million for operating purposes were cancelled and replaced with a credit facility of CA$28.9 million (US$22.2 million) mainly for the acquisition of the remaining shares of Astellia under the public tender offer.

In addition, on December 21, 2017, we cancelled and replaced this renewed credit facility (that provided advances up to CA$28.9 million (US$22.2 million)), with new revolving credit facilities of up to CA$70.0 million (US$53.6 million) and US$9.0 million. These modified credit facilities were used to finance a portion of the acquisition of Astellia's remaining shares and are used to finance working capital and for other general corporate purposes. As at August 31, 2018, an amount of $11.8 million was drawn from these credit facilities for bank loan and credit facilities.

On August 21, 2018, we announced a restructuring plan to accelerate the integration of our newly acquired monitoring and analytics technologies from Astellia and simplify our cost structure and optimize resources as we converge toward fewer sites and reduce our workforce.

This plan will result in pre-tax expenses of approximately $8 million, mainly for severance expenses, costs for remaining non-cancellable operating leases, write-off of research and development income tax credits and impairment of long-lived assets, net of related income taxes. During the fourth quarter of fiscal 2018, we recorded severance expenses of $2.1 million, costs for remaining non-cancelable operating lease of $1.1 million, write-off of research and development income tax credits of $1.2 million and impairment of long-lived assets of $0.2 million, net of related income taxes of $1.2 million, for total after-tax restructuring charges of $3.4 million. The remainder of the restructuring charges, which mainly comprise severance expenses, will be recorded in the first half of fiscal 2019.

In September 2018, as part of our fiscal 2018 restructuring plan and the shutdown of our operations in Toronto, Canada, we entered into a binding agreement to sell one of our buildings for net proceeds of $3.3 million. The transfer of ownership is expected to occur in the second quarter of fiscal 2019 and will result in a pre-tax gain of $1.9 million that will be recorded in our consolidated statement of earnings for that quarter.

Sales

We sell our products to a diversified customer base in approximately 100 countries through our direct sales force and channel partners, such as sales representatives and distributors. Most of our sales are denominated in US dollars, euros and Canadian dollars.

In fiscal 2016 and 2018, no customer accounted for more than 10% of our sales, with our top customer representing 7.1% and 9.1% of our sales respectively. In fiscal 2017, our top customer represented 10.1% of our sales.

We believe that we have a vast array of products, a diversified customer base and a good spread across geographical areas, which provides us with reasonable protection against concentration of sales and credit risk.

Cost of Sales

The cost of sales includes raw materials, salaries and related expenses for direct and indirect manufacturing personnel and professional services, as well as overhead costs. Excess, obsolete and scrapped materials are also included in the cost of sales. However, the cost of sales is presented exclusive of depreciation and amortization, which are shown separately in the consolidated statements of earnings.

Operating Expenses

We classify our operating expenses into three main categories: selling and administrative expenses, research and development expenses, as well as depreciation and amortization expenses.

Selling and administrative expenses consist primarily of salaries and related expenses for personnel, sales commissions, travel expenses, marketing programs, professional services, information systems, human resources and other corporate expenses.

Gross research and development expenses consist primarily of salaries and related expenses for engineers and other technical personnel, material component costs as well as fees paid to third-party consultants. We are eligible to receive research and development tax credits on research and development activities carried out in Canada and France. All related research and development tax credits are recorded as a reduction of gross research and development expenses.

RESULTS OF OPERATIONS

(in thousands of US dollars, except per share data, and as a percentage of sales for the years indicated)

Consolidated statement of earnings data [1]:	**2018**	2017	2016	**2018**	2017	2016
Sales	**$ 269,546**	$ 243,301	$ 232,583	**100.0 %**	100.0 %	100.0 %
Cost of sales [2]	**105,004**	94,329	87,066	**39.0**	38.8	37.4
Selling and administrative	**98,794**	86,256	82,169	**36.7**	35.5	35.3
Net research and development	**57,154**	47,168	42,687	**21.2**	19.4	18.4
Depreciation of property, plant and equipment	**5,444**	3,902	3,814	**2.0**	1.6	1.6
Amortization of intangible assets	**10,327**	3,289	1,172	**3.8**	1.4	0.5
Change in fair value of cash contingent consideration	**(670)**	(383)	–	**(0.3)**	(0.2)	–
Interest and other (income) expense	**1,378**	303	(828)	**0.5**	0.1	(0.4)
Foreign exchange (gain) loss	**(1,309)**	978	(161)	**(0.5)**	0.4	–
Share in net loss of an associate	**2,080**	–	–	**0.8**	–	–
Gain on deemed disposal of the investment in an associate	**(2,080)**	–	–	**(0.8)**	–	–
Earnings (loss) before income taxes	**(6,576)**	7,459	16,664	**(2.4)**	3.0	7.2
Income taxes	**5,678**	6,608	7,764	**2.1**	2.7	3.4
Net earnings (loss) for the year	**(12,254)**	851	8,900	**(4.5)**	0.3	3.8
Net loss for the year attributable to non-controlling interest	**(352)**	–	–	**(0.1)**	–	–
Net earnings (loss) for the year attributable to the parent interest [3]	**$ (11,902)**	$ 851	$ 8,900	**(4.4)%**	0.3 %	3.8 %
Basic net earnings (loss) attributable to the parent interest per share	**$ (0.22)**	$ 0.02	$ 0.17			
Diluted net earnings (loss) attributable to the parent interest per share	**$ (0.22)**	$ 0.02	$ 0.16			
Other selected information:						
Gross margin before depreciation and amortization [4]	**$ 164,542**	$ 148,972	$ 145,517	**61.0 %**	61.2 %	62.6 %
Research and development data:						
Gross research and development	**$ 65,243**	$ 53,124	$ 47,875	**24.2 %**	21.8 %	20.6 %
Net research and development	**$ 57,154**	$ 47,168	$ 42,687	**21.2 %**	19.4 %	18.4 %
Restructuring charges included in:						
Cost of sales	**$ 517**	$ 1,697	$ –	**0.2 %**	0.7 %	– %
Selling and administrative expenses	**$ 673**	$ 1,150	$ –	**0.2 %**	0.5 %	– %
Net research and development expenses	**$ 3,219**	$ 2,232	$ –	**1.2 %**	0.9 %	– %
Adjusted EBITDA [4,5,6]	**$ 17,198**	$ 22,041	$ 22,039	**6.4 %**	9.1 %	9.5 %
Consolidated balance sheet data [1]:						
Total assets	**$ 282,623**	$ 259,241	$ 237,793			

(1) Consolidated statement of earnings and balance sheet data has been derived from our consolidated financial statements prepared according with IFRS, as issued by the IASB, except for non-IFRS measures [4].
(2) The cost of sales is exclusive of depreciation and amortization, shown separately.
(3) Includes net loss of Astellia of $12.9 million or 4.8% of sales in fiscal 2018 (nil in 2016 and 2017).
(4) Refer to page 56 for non-IFRS measures.
(5) Astellia negatively impacted the adjusted EBITDA by $5.1 million or 1.9% of sales in fiscal 2018 (nil in 2016 and 2017).
(6) Includes acquisition-related costs of $2.2 million or 0.8% of sales in fiscal 2018 and $1.1 million or 0.4% of sales in 2017 (nil in 2016).

RESULTS OF OPERATIONS

Sales and Bookings

The following tables summarize sales and bookings by product line, in thousands of US dollars:

Sales

	Years ended August 31,		
	2018	**2017**	**2016**
Physical-layer product line	**$ 172,912**	$ 161,864	$ 151,910
Protocol-layer product line	**95,759**	81,905	83,324
	268,671	243,769	235,234
Foreign exchange gains (losses) on forward exchange contracts	**875**	(468)	(2,651)
Total sales	**$ 269,546**	$ 243,301	$ 232,583

Bookings

	Years ended August 31,		
	2018	**2017**	**2016**
Physical-layer product line	**$ 172,094**	$ 165,886	$ 155,320
Protocol-layer product line	**94,724**	86,348	87,631
	266,818	252,234	242,951
Foreign exchange gains (losses) on forward exchange contracts	**875**	(468)	(2,651)
Total bookings	**$ 267,693**	$ 251,766	$ 240,300

Sales by geographic region

The following table summarizes sales by geographic region:

	Years ended August 31,		
	2018	**2017**	**2016**
Americas	**50 %**	55 %	55 %
Europe, Middle-East and Africa (EMEA)	**32**	26	25
Asia-Pacific (APAC)	**18**	19	20
	100 %	100 %	100 %

Fiscal 2018 vs. 2017

In fiscal 2018, our sales increased 10.8% to $269.5 million, compared to $243.3 million in 2017, while our bookings increased 6.3% year-over-year to $267.7 million in 2018 from $251.8 million in 2017, for a book-to-bill ratio of 0.99.

Sales

In fiscal 2018, the increase in total sales year-over-year comes from our physical-layer product line, the positive effect of our recent acquisitions of Astellia (seven-month contribution) and EXFO Optics (eleven-month contribution), as well as the positive currency impact. In fiscal 2018, total sales included $16.4 million from newly acquired Astellia. Otherwise, in fiscal 2018, excluding the positive effect of the recent acquisitions and the positive currency impact, our total sales would have been flat year-over-year, since the year-over-year increase in sales of our physical-layer product line was offset by the decrease of our protocol-layer product line.

In fiscal 2018, sales of our physical-layer product line (optical and copper testing) increased 6.8% year-over-year mainly due to the recent acquisition of EXFO Optics and the positive currency impact. In addition, we reported increased sales in the EMEA region, where we experienced higher sales for our copper-testing solutions and our network quality fiber-monitoring systems (NQMS) (a subgroup within our physical-layer product line) amongst other, as well as increased sales in the Americas for our optical product line, and increased in sales in the APAC region where we also experienced higher sales for our NQMS. Sales of copper-testing solutions and NQMS are characterized by large intermittent orders from customers.

Sales of our protocol-layer product line increased 16.9% year-over-year in fiscal 2018, due to the positive effect of the recent acquisition of Astellia, which contributed $16.4 million in sales, as well as the positive currency impact. Otherwise, sales of our protocol-layer product line decreased in all regions year-over-year mainly due to the streamlining of our passive monitoring product line in the second half of fiscal 2017, as well as the year-over-year decrease in sales of our legacy active monitoring product line.

Bookings

In fiscal 2018, the 6.3% increase in total bookings year-over-year comes from the positive effect of our recent acquisitions of Astellia (seven-month contribution), EXFO Optics (eleven-month contribution) and Ontology (full contribution in 2018 versus six-month contribution in 2017), a solid performance of our NQMS worldwide, as well as the positive currency impact, offset in part by lower bookings from our Transport and Datacom and passive monitoring product lines. In fiscal 2018, total bookings included $16.5 million from newly acquired Astellia.

In fiscal 2018, bookings of our physical-layer product line increased 3.7% year-over-year, due to higher bookings for our NQMS worldwide, the positive effect of the recent acquisition of EXFO Optics, as well as the positive currency impact year-over-year. Otherwise, bookings decreased year-over-year in APAC for both our optical (mainly in China due to delayed investments from NEMs as they prepare for 5G investments) and copper-access product lines, as well as in the Americas for our copper-access product line. Bookings of copper-testing solutions and NQMS are characterized by large intermittent orders from customers.

Bookings of our protocol-layer product line increased 9.7% year-over-year in fiscal 2018, due to the positive effect of the recent acquisitions of Astellia, which contributed $16.5 million in bookings, as well as the positive currency impact. Otherwise, bookings of our protocol-layer product line decreased year-over-year in the APAC region for our Transport and Datacom product line (a subgroup within our protocol-layer product line), which had delivered strong bookings in fiscal 2017 in this region. In addition, bookings of our protocol-layer product line decreased year-over-year in the EMEA region, mainly due to the streamlining of our passive-monitoring product line in the second half of fiscal 2017. Otherwise, despite streamlining of our passive-monitoring product line in 2017, bookings of our protocol-layer product line slightly increased year-over-year in the Americas, which offset in part the decrease in the EMEA and APAC regions.

As we gradually evolve from a supplier of dedicated test instruments to a supplier of end-to-end system-based solutions, our quarterly sales and bookings are becoming increasingly subject to quarterly fluctuations, as we are managing more complex, multimillion-dollar deals that have prolonged sales and revenue recognition cycles related to our protocol-layer products. This has been amplified with the recent acquisitions of Astellia and Ontology.

Fiscal 2017 vs. 2016

In fiscal 2017, our sales increased 4.6% to $243.3 million, compared to $232.6 million in 2016, while our bookings increased 4.8% year-over-year to $251.8 million in 2017 from $240.3 million in 2016, for a book-to-bill ratio of 1.03.

Sales

In fiscal 2017, we made progress in sales (6.6%) for our physical-layer product line, mainly in the Americas, compared to 2016, mostly due to our leadership position in portable optical testing, a 100G investment cycle among CSPs in this region, and growing business with web-scale operators for their data center interconnects. In addition, in fiscal 2017, we benefited to some extent from calendar year-end budget spending on the part of some CSPs in the Americas, versus a nominal amount in 2016. To a lesser extent, sales of our physical-layer product line increased in EMEA despite the negative currency impact year-over-year, which had to some extent a negative impact on our sales and bookings to this region in 2017 compared to 2016. In the APAC region, sales of our physical-layer product line decreased year-over-year in fiscal 2017, especially in China, mainly due to delayed investments from NEMs.

In fiscal 2017, sales of our protocol-layer product line decreased 1.7% year-over-year, mainly in the Americas, despite the positive impact of newly acquired Absolute. In fiscal 2016, we also had recognized a large order from a North American Tier-1 network operator for our EXFO Xtract solution, and we did not close any such large order in fiscal 2017. In addition, the streamlining of our passive monitoring product line in fiscal 2017 had a negative impact on our sales in 2017 compared to 2016. Furthermore, in fiscal 2016, our Transport and Datacom product line (a subgroup within our protocol-layer product line) benefited, to a greater extent, from the 100G investment cycle, especially in the United States, compared to 2017. Otherwise, sales of our protocol-layer product line increased in the EMEA year-over-year, mainly due to the positive impact of recently acquired Ontology, despite the negative currency impact year-over-year. Sales of our protocol-layer product line were flat overall in APAC year-over-year in fiscal 2017.

Finally, in fiscal 2017, we reported lower losses on our forward exchange contracts, which had a $2.2 million positive impact on our total sales year-over-year.

Bookings

In fiscal 2017, we reported a year-over-year increase in total bookings, which mainly comes from the Americas for our physical-layer product line and from the EMEA for our protocol-layer product line, despite negative currency impacts.

In fiscal 2017, our physical-layer product line reported a significant year-over-year increase in bookings in the Americas as we benefited from heightened penetration of mobile network operators for their fronthaul and backhaul networks, increased traction with fixed network operators for their 100G long-haul and metro links and growing business with web-scale operators for their data center interconnects. In addition, as mentioned earlier, in fiscal 2017, we benefited to some extent from calendar year-end budget spending on the part of some CSPs in the Americas, versus a nominal amount in 2016. Otherwise, bookings for our physical-layer product line were flat in the EMEA and APAC year-over-year. The EMEA was to some extent negatively impacted by the decrease in the average value of the British pound and the euro compared to the US dollar year-over-year. In APAC, bookings were negatively impacted by the decrease in bookings in China, mainly due to delayed investments from NEMs, offset by traction gained in the rest of APAC.

Our protocol-layer product lines reported a decrease in total bookings in fiscal 2017 compared to 2016 (-1.5%). Most of the decrease comes from the Americas, despite the positive impact our newly acquired Absolute and Ontology businesses, as our Transport and Datacom product line (a subgroup within our protocol-layer product line) did not reach the same level of orders from the 100G investment cycle, especially in the United States compared to 2016. In addition, in 2016, we received a large order from a North American Tier 1 network operator for our EXFO Xtract solution, and we did not close any such large order in 2017. Otherwise, we made progress in bookings in the EMEA thanks to the recent acquisition of Ontology. In addition, in fiscal 2017, bookings in APAC slightly increased year-over-year. Finally, the streamlining of our passive monitoring product line in fiscal 2017 negatively impacted the bookings of our protocol-layer product line compared to 2016.

GROSS MARGIN BEFORE DEPRECIATION AND AMORTIZATION
(non-IFRS measure – refer to page 56 of this document)

Gross margin before depreciation and amortization amounted to 61.0%, 61.2% and 62.6% of sales in fiscal 2018, 2017 and 2016 respectively.

Fiscal 2018 vs. 2017

In fiscal 2018, gross margin before depreciation and amortization included a negative impact of 0.3% of sales for the acquisition-related deferred revenue fair value adjustment from the acquisition of Astellia (nil in 2017).

In fiscal 2018, gross margin before depreciation and amortization included $0.5 million, or 0.2% of sales in restructuring charges for severance expenses, compared to $1.7 million or 0.7% of sales in 2017.

However, in fiscal 2018, we recorded in our sales foreign exchange gains on our forward exchange contracts, compared to foreign exchange losses in 2017, which contributed to an increase of 0.2% in gross margin before depreciation and amortization year-over-year.

Excluding these items, gross margin before depreciation and amortization would have amounted to 61.3% of sales in fiscal 2018, compared to 61.9% of sales in 2017, slightly lower (0.6%) year-over-year.

In fiscal 2018, newly acquired Astellia, a subgroup within our protocol-product line, delivered lower margins than our typical average margin, and we recorded slightly higher write-offs (excluding those in restructuring expenses) compared to 2017, which had a negative impact on our gross margin before depreciation and amortization year-over-year.

Fiscal 2017 vs. 2016

In fiscal 2017, gross margin before depreciation and amortization included $1.7 million or 0.7% of sales in restructuring charges for severance expenses and inventory writeoffs. Excluding those charges, gross margin before depreciation and amortization would have amounted to 61.9% of sales in fiscal 2017, slightly lower (0.7%) compared to 2016.

In fiscal 2017, our gross margin before depreciation and amortization (excluding the impact of our restructuring charges) was unfavorably affected by product mix within both product lines compared to 2016. In particular, in fiscal 2016, we recognized a large order with a Tier-1 network operator for our EXFO Xtract solution, which had a positive impact on our gross margin before depreciation and amortization during that year as this product delivers strong margins. We did not have any such high-margin deals this year. In addition, in fiscal 2017, our physical-layer product line represented a larger portion of our sales year-over-year, and this product line delivers lower margins than our protocol-layer product line (protocol-layer products have a richer software content), which had a negative impact on our gross margin before depreciation and amortization year-over-year.

However, in fiscal 2017, we recorded in our sales lower foreign exchange losses on our forward exchange contracts, compared to 2016, which contributed to increasing our gross margin before depreciation and amortization by 0.3% year-over-year.

In addition, in fiscal 2017, we recorded lower inventory writeoffs compared to 2016, which contributed to increase our gross margin before depreciation and amortization by an additional 0.2% year-over-year.

SELLING AND ADMINISTRATIVE EXPENSES

Selling and administrative expenses amounted to $98.8 million, $86.3 million and $82.2 million for fiscal 2018, 2017 and 2016 respectively. As a percentage of sales, selling and administrative expenses amounted to 36.7%, 35.5% and 35.3% for fiscal 2018, 2017 and 2016 respectively.

Fiscal 2018 vs. 2017

In fiscal 2018, our selling and administrative expenses increased $12.5 million year-over-year, mainly due to additional expenses following the acquisitions of Astellia (seven-month contribution), EXFO Optics (eleven-month contribution) and Ontology (full contribution in 2018 versus six-month contribution in 2017), inflation, salary increases, as well as increased acquisition-related costs of $1.1 million following the recent business acquisitions. In addition, in fiscal 2018, the decrease in the average value of the US dollar compared to other currencies had a negative impact on our selling and administrative expenses year-over-year.

However, in fiscal 2018, selling and administrative expenses included $0.7 million in restructuring charges compared to $1.2 million in 2017. In addition, the positive impact of our 2017 restructuring plan reduced our selling and administrative expenses year-over-year in fiscal 2018.

Excluding restructuring charges and acquisition-related costs for business combinations, our selling and administrative expenses would have represented 35.7% of sales, 1.1% higher compared to 34.6% of sales in 2017, due to the impact of the recent acquisitions and the negative currency impact.

Fiscal 2017 vs. 2016

In fiscal 2017, our selling and administrative expenses increased $4.1 million year-over-year due to restructuring charges of $1.2 million, additional expenses following the acquisitions of Absolute and Ontology and to support the growth of our business, inflation, salary increases, as well as acquisition-related costs of $1.1 million following the recent business acquisitions.

Excluding restructuring charges and acquisition-related costs for business combinations, which represent 0.9% of sales, our selling and administrative expenses would have represented 34.6% of sales, lower compared to 35.3% of sales in 2016.

RESEARCH AND DEVELOPMENT EXPENSES

Gross research and development expenses

Gross research and development expenses totaled $65.2 million, $53.1 million and $47.9 million for fiscal 2018, 2017 and 2016 respectively. As a percentage of sales, gross research and development expenses amounted to 24.2%, 21.8% and 20.6% for fiscal 2018, 2017 and 2016 respectively, while net research and development expenses accounted for 21.2%, 19.4% and 18.4% of sales for these respective years.

Fiscal 2018 vs. 2017

In fiscal 2018, our gross research and development expenses increased $12.1 million year-over-year, mainly due to additional expenses following the acquisitions of Astellia (seven-month contribution), EXFO Optics (eleven-month contribution) and Ontology (full contribution in 2018 versus six-month contribution in 2017), as well as inflation and salary increases.

In addition, in fiscal 2018, our gross research and development expenses included $3.2 million in restructuring charges compared to $2.2 million in 2017.

Finally, in fiscal 2018, the decrease in the average value of the US dollar compared to other currencies had a negative impact on our gross research and development expenses year-over-year.

However, our gross research and development expenses decreased year-over-year due to the positive impact of our 2017 recent restructuring plan.

Excluding restructuring charges, which represent 1.2% of sales in fiscal 2018 compared to 0.9% of sales in 2017, our gross research and development expenses would have represented 23.0% of sales in 2018, 2.1% higher compared to 20.9% of sales in 2017, due to the impact of the recent acquisitions and the negative currency impact.

Fiscal 2017 vs. 2016

In fiscal 2017, our gross research and development expenses increased $5.2 million year-over-year due to restructuring charges of $2.2 million, additional expenses following the acquisitions of Absolute and Ontology and to support the growth of our business, inflation, salary increases, as well as a shift in the mix and timing of research and development projects, compared to 2016.

Excluding restructuring charges, which represent 0.9% of sales, our gross research and development expenses would have represented 20.9% of sales, almost flat compared to 20.6% of sales in 2016.

Tax Credits and Grants

We are entitled to tax credits for eligible research and development activities conducted in Canada and France.

Tax credits and grants for research and development activities were $8.1 million, $6.0 million and $5.2 million for fiscal 2018, 2017 and 2016 respectively. As a percentage of gross research and development expenses, tax credits and grants reached 12.4%, 11.2% and 10.8% for fiscal 2018, 2017 and 2016 respectively.

Fiscal 2018 vs. 2017

The increase in our tax credits and grants in fiscal 2018, compared to 2017, mainly comes from newly acquired Astellia (seven-month contribution) and EXFO Optics (eleven-month contribution) that are entitled to tax credits and grants on research and development activities carried out in France. This also explains the increase in tax credits and grants as a percentage of gross research and development expenses year-over-year.

Fiscal 2017 vs. 2016

The increase in our tax credits and grants in fiscal 2017, compared to 2016, mainly results from the increase in our gross research and development expenses year-over-year.

In fiscal 2017, the increase in tax credits and grants as a percentage of gross research and development expenses, compared to 2016, mainly comes from the shift in the mix of eligible projects.

DEPRECIATION OF PROPERTY, PLANT AND EQUIPMENT

Depreciation of property, plant and equipment totaled $5.4 million, $3.9 million and $3.8 million for fiscal 2018, 2017 and 2016 respectively.

In fiscal 2018, the year-over-year increase in our depreciation expense, compared to 2017, is due to the acquisitions of Astellia (seven-month contribution), EXFO Optics (eleven-month contribution) and Ontology (full contribution in 2018 compared to six-month contribution in 2017) as well as the decrease in the average value of the US dollar compared to other currencies year-over-year.

AMORTIZATION OF INTANGIBLE ASSETS

In conjunction with the business combinations we completed, we recorded intangible assets primarily consisting of core technologies and customer relationships. In addition, intangible assets include software and brand names. These intangible assets resulted in amortization expenses of $10.3 million, $3.3 million and $1.2 million for fiscal 2018, 2017 and 2016 respectively.

Fiscal 2018 vs. 2017

The increase in our amortization expense in fiscal 2018, compared to 2017, is due to the acquisitions of Astellia (seven-month contribution), EXFO Optics (eleven-month contribution) and Ontology (full contribution in 2018 compared to six-month contribution in 2017), as well as the decrease in the average value of the US dollar compared to other currencies year-over-year.

Fiscal 2017 vs. 2016

The increase in our amortization expense in fiscal 2017, compared to 2016, was due to the acquisitions of Absolute (ten-month contribution in 2017) and Ontology (six-month contribution).

FOREIGN EXCHANGE GAIN (LOSS)

Foreign exchange gains and losses are mainly the result of the translation of operating activities denominated in currencies other than our functional currency, which is the Canadian dollar. A portion of our foreign exchange gains or losses results from the translation of cash balances and deferred income taxes denominated in US dollars. We manage our exposure to currency risk in part with forward exchange contracts. In addition, some of our entities' operating activities are denominated in US dollars, euros and British pounds, which further hedges this risk. However, we remain exposed to a currency risk; namely, any increase in the value of the Canadian dollar compared to the US dollar would have a negative impact on our operating results.

We reported a foreign exchange gain of $1.3 million in fiscal 2018 compared to a loss of $1.0 million in 2017 and a gain of $0.2 million in 2016.

Fiscal 2018

In fiscal 2018, the period-end value of the Canadian dollar decreased versus the US dollar, compared to the previous year-end, which resulted in a foreign exchange gain of $1.3 million during that year. The period-end value of the Canadian dollar decreased 4.0% versus the US dollar to CA$1.3055 = US$1.00 in fiscal 2018, compared to CA$1.2536 = US$1.00 at the end of the previous year. In fiscal 2018, the average value of the Canadian dollar versus the US dollar was CA$1.2768 = US$1.00.

Fiscal 2017

In fiscal 2017, the period-end value of the Canadian dollar increased versus the US dollar compared to the previous year-end, which resulted in a foreign exchange loss of $1.0 million during the year. The period-end value of the Canadian dollar increased 4.6% versus the US dollar to CA$1.2536 = US$1.00 in fiscal 2017 compared to CA$1.3116 = US$1.00 at the end of the previous year. In fiscal 2017, the average value of the Canadian dollar versus the US dollar was CA$1.3212 = US$1.00.

Fiscal 2016

In fiscal 2016, we witnessed some volatility in the value of the Canadian dollar as it fluctuated compared to the US dollar, which overall resulted in a foreign exchange gain of $0.2 million during that period. The period-end value of the Canadian dollar slightly increased 0.3% versus the US dollar to CA$1.3116 = US$1.00 in fiscal 2016 compared to CA$1.3157 = US$1.00 at the end of the previous year. In fiscal 2016, the average value of the Canadian dollar versus the US dollar was CA$1.3278 = US$1.00.

Foreign exchange rate fluctuations also flow through the P&L line items as portions of our sales are dominated in Canadian dollars and euros and significant portions of our cost of sales and operating items are denominated in Canadian dollars, euros, Indian rupees and British pounds, and we report our results in US dollars. In fiscal 2018, the decrease in the average value of the US dollar compared to the Canadian dollar, the euro and the British pound year-over-year, resulted in a negative impact on our financial results. The average value of the US dollar decreased 3.4%, 8.0% and 6.1% respectively year-over-year, compared to the Canadian dollar, the euro and the British pound.

INCOME TAXES

In fiscal 2018, we reported income tax expenses of $5.7 million on a loss before income taxes of $6.6 million, compared to income tax expenses of $6.6 million on earnings before income taxes of $7.5 million in 2017 and income tax expenses of $7.8 million on earnings before income taxes of $16.7 million in 2016.

On December 22, 2017, the US tax reform ("Tax Cuts and Jobs Act") was substantively enacted and reduced the maximum corporate income tax rate from 35% to 21%, effective January 1, 2018. Based on our estimate of deferred tax assets expected to be used in fiscal 2018 and beyond against taxable income in the United States, we recorded a deferred income tax expense of $1.5 million in the consolidated statement of earnings for fiscal 2018 to account for the effect of this new substantively enacted tax rate.

Excluding this one-time income tax expense in fiscal 2018, our distorted tax rates for all periods mainly resulted from the fact that we did not recognize deferred income tax assets for some of our subsidiaries at loss and acquisition-related costs for business combinations are non-deductible for tax purposes. In addition, we had some other non-deductible losses and expenses, such as stock-based compensation costs. However, a significant portion of our foreign exchange gain was a result of the translation of the financial statements of our foreign subsidiaries from their local currency to the functional currency and was therefore non-taxable. Otherwise, our effective tax rate would have been closer to the combined Canadian and provincial statutory tax rate of 27% for this year.

Please refer to note 20 to our consolidated financial statements for a full reconciliation of our income tax provision.

LIQUIDITY AND CAPITAL RESOURCES

Cash Requirements and Capital Resources

As at August 31, 2018, cash and short-term investments totaled $15.0 million, while our working capital was at $32.3 million. Our cash and short-term investments decreased $24.2 million in fiscal 2018, compared to 2017.

The following table summarizes the decrease of cash and short-term investments in fiscal 2018 in thousands of US dollars:

Cash flows provided by operating activities	$ 14,370
Bank loan	11,061
Acquisition of Astellia (including non-controlling interest)	(25,767)
Acquisition of EXFO Optics	(9,540)
Acquisition of Ontology (contingent consideration)	(480)
Purchases of capital assets	(10,452)
Repayment of long-term debt and other liabilities	(3,137)
Unrealized foreign exchange loss on cash and short-term investments	(225)
	$ (24,170)

The unrealized foreign exchange loss resulted from the translation, in US dollars, of our Canadian-dollar-denominated cash and short-term investments and was included in accumulated other comprehensive income in the consolidated balance sheet.

Our short-term investments consist of debt instruments issued by high-credit quality corporations; therefore, we consider the risk of non-performance of these financial instruments to be limited. These debt instruments are not expected to be affected by a significant liquidity risk. For the purpose of managing our cash position, we have established a cash management policy, which we follow and monitor on a regular basis.

We believe that our cash balances and short-term investments totaling $15.0 million, combined with our available revolving credit facilities of up to $52.7 million, will be sufficient to meet our liquidity and capital requirements for the foreseeable future, including any possible working capital requirements from our new acquisitions. In addition to these assets and credit facilities, we have unused available lines of credit of $25.1 million for foreign currency exposure related to forward exchange contracts. However, possible operating losses, additional restructuring costs and/or possible investments in or acquisitions of complementary businesses, products or technologies may require additional financing. There can be no assurance that additional debt or equity financing will be available when required or, if available, that it can be secured on satisfactory terms.

Sources and Uses of Cash

We finance our operations and meet our capital expenditure requirements through a combination of cash flows from operating activities, the use of our cash and short-term investments, borrowing under our existing credit facilities as well as the issuance of subordinate voting shares.

Operating activities

Cash flows provided by operating activities were $14.4 million in fiscal 2018, compared to $12.9 million in 2017 and $24.4 million in 2016.

Fiscal 2018 vs. 2017

Cash flows provided by operating activities in fiscal 2018 were attributable to net earnings after items not affecting cash of $8.4 million, and the positive net change in non-cash operating items of $6.0 million; this was mainly due to the positive effect on cash of the decrease of $7.3 million in our accounts receivable due to the timing of receipts and sales during the year, and the increase of $1.0 million in our accounts payable and accrued liabilities and provisions due to timing of purchases and payments during the year. These positive effects on cash were offset in part by the negative effect on cash of the $1.0 million increase in our inventories to meet future demand and the negative effect on cash of the $1.3 million increase in our other assets due to the timing of payments during the year.

Fiscal 2017 vs. 2016

Cash flows provided by operating activities in fiscal 2017 were attributable to net earnings after items not affecting cash of $13.0 million, slightly offset by the negative net change in non-cash operating items of $0.1 million; this was mainly due to the positive effect on cash of the decrease of $4.0 million in our accounts receivable due to the timing of receipts and sales during the year and by the positive effect on cash of the decrease of $0.9 million in our inventories due to improved inventory turns during the year; these positive effects on cash were more than offset by the negative effect on cash of the $2.4 million increase in our income tax and tax credits recoverable due to tax credits earned during the year not yet recovered, the negative effect on cash of the increase of $0.9 million in our prepaid expenses due to timing of payments during the year, and by the negative effect on cash of the decrease of $1.7 million in our accounts payable, accrued liabilities and provisions due to timing of purchases and payments during the year.

Investing activities

Cash flows used by investing activities amounted to $43.9 million in fiscal 2018, compared to $16.5 million in 2017 and $7.0 million in 2016.

Fiscal 2018

In fiscal 2018, we made cash payments of $10.5 million and $32.1 million respectively for the purchase of capital assets and the acquisitions of EXFO Optics and Astellia. In addition, we acquired (net of disposal) $1.3 million worth of short-term investments during the year.

Fiscal 2017

In fiscal 2017, we made cash payments of $12.8 million and $7.2 million respectively for the acquisitions of Absolute and Ontology and the purchase of capital assets. Otherwise, we disposed (net of acquisitions) of $3.5 million worth of short-term investments.

Fiscal 2016

In fiscal 2016, we paid $4.4 million for the purchase of capital assets, and we acquired (net of disposal) $2.6 million worth of short-term investments.

Financing activities

Cash flows provided by financing activities amounted to $4.3 million in fiscal 2018, compared to cash flows used of $1.5 million in 2017 and $1.6 million in 2016.

Fiscal 2018

In fiscal 2018, our bank loan increased by $11.1 million, but we repaid $3.1 million of our long-term debt and other liabilities and paid $3.7 million for the purchase of the non-controlling interest in Astellia.

Fiscal 2017

In fiscal 2017, we repaid the long-term debt of $1.5 million assumed as part of the acquisition of Ontology.

Fiscal 2016

In fiscal 2016, we redeemed share capital under our share repurchase program for a cash consideration of $1.6 million.

Contractual obligations

We are committed under the terms of contractual obligations which have various expiration dates, primarily for the rental of premises and equipment, licensing of intellectual property and long-term debt. The following table summarizes our contractual obligations, on an undiscounted basis, as at August 31, 2018 in thousands of US dollars:

	Long-term debt	Operating leases	Licensing agreements	Total
No later than one year	$ 2,921	$ 3,365	$ 1,492	$ 7,778
Later than one year and no later than five years	5,745	9,519	1,982	17,246
Later than five years	162	502	–	664
	$ 8,828	$ 13,386	$ 3,474	$ 25,688

In addition, on August 31, 2018, we had letters of guarantee amounting to $1.7 million for our own selling and purchasing requirements, which were reserved from our lines of credit; these letters of guarantee expire at various dates through fiscal 2022.

FORWARD EXCHANGE CONTRACTS

We are exposed to currency risk as a result of our export sales of products manufactured in Canada, China, France and Finland, the majority of which are denominated in US dollars and euros. In addition, we are exposed to currency risk as a result of our research and development activities in India (Indian rupees). These risks are partially hedged by forward exchange contracts. Forward exchange contracts, which are designated as cash flow hedging instruments, qualify for hedge accounting.

As at August 31, 2018, we held forward exchange contracts to sell US dollars for Canadian dollars and Indian rupees at various forward rates, which are summarized as follows:

US dollars – Canadian dollars

Expiry dates	Contractual amounts	Weighted average contractual forward rates
September 2018 to August 2019	$ 26,400,000	1.3029
September 2019 to August 2020	15,700,000	1.2756
September 2020 to May 2021	3,700,000	1.2703
Total	$ 45,800,000	1.2909

US dollars – Indian rupees

Expiry dates	Contractual amounts	Weighted average contractual forward rates
September 2018 to May 2019	$ 4,600,000	67.68

The carrying amount of forward exchange contracts is equal to fair value, which is based on the amount at which they could be settled based on estimated current market rates. The fair value of forward exchange contracts amounted to net gains of $2.3 million and net losses of $0.5 million as at August 31, 2017 and 2018 respectively. The US dollar – Canadian dollar year-end exchange rate was CA$1.3055 = US$1.00 as at August 31, 2018.

SHARE CAPITAL

As at November 12, 2018, EXFO had 31,643,000 multiple voting shares outstanding, entitling to 10 votes each and 23,590,515 subordinate voting shares outstanding. The multiple voting shares and the subordinate voting shares are unlimited as to number and without par value.

OFF-BALANCE SHEET ARRANGEMENTS

As at August 31, 2018, our off-balance sheet arrangements consisted of letters of guarantee amounting to $1.7 million for our own selling and purchasing requirements, which were reserved from our lines of credit; these letters of guarantee expire at various dates through fiscal 2022.

STRUCTURED ENTITIES

As at August 31, 2018, we did not have interests in any structured entities.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of financial statements in accordance with IFRS requires us to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses and the disclosures of contingent assets and liabilities at the date of the financial statements. On an ongoing basis, we evaluate these estimates and assumptions, including those related to the fair value of assets and liabilities acquired in business combinations, the fair value of financial instruments, the allowance for doubtful accounts receivable, the amount of tax credits recoverable, the provision for excess and obsolete inventories, the estimated useful lives of capital assets, the valuation of long-lived assets, the impairment of goodwill, the recoverable amount of deferred income tax assets, the amount of certain accrued liabilities, provisions and deferred revenue as well as stock-based compensation costs. We base our estimates and assumptions on historical experience and on other factors that we believe to be reasonable under the circumstances.

Critical Judgments in Applying Accounting Policies

(a) Determination of functional currency

We operate in multiple countries and generate revenue and incur expenses in several currencies, namely the Canadian dollar, the US dollar, the euro, the British pound, the Indian rupee and the CNY (Chinese currency). The determination of the functional currency of EXFO and its subsidiaries may require significant judgment. In determining the functional currency of EXFO and its subsidiaries, we take into account primary, secondary and tertiary indicators. When indicators are mixed, and the functional currency is not obvious, we use our judgment to determine the functional currency.

(b) Determination of cash generating units and allocation of goodwill

For the purpose of impairment testing, goodwill must be allocated to each cash-generating unit (CGU) or group of CGUs that are expected to benefit from the synergies of the business combination. Initial allocation and possible reallocation of goodwill to a CGU or a group of CGUs requires judgment.

Critical Estimates and Assumptions

(a) Inventories

We state our inventories at the lower of cost, determined on an average cost basis and net realizable value, and we provide reserves for excess and obsolete inventories. We determine our reserves for excess and obsolete inventories based on the quantities on hand at the reporting dates compared to foreseeable needs, taking into account changes in demand, technology or market. It is possible that additional inventory reserves may occur if future sales are less than our forecasts or if there is a significant shift in product mix compared to our forecasts, which could adversely affect our results.

(b) Income taxes

We are subject to income tax laws and regulations in several jurisdictions. Under these laws and regulations, uncertainties exist with respect to the interpretation of complex tax regulations and the amount and timing of future taxable income. We maintain provisions for uncertain tax positions that we believe appropriately reflect our risk based on our interpretation of laws and regulations. In addition, we make reasonable estimates and assumptions to determine the amount of deferred tax assets that can be recognized in our consolidated financial statements, based upon the likely timing and level of anticipated future taxable income together with tax planning strategies. The ultimate realization of our deferred income tax assets is dependent upon the generation of sufficient future taxable income during the periods in which those assets are expected to be realized.

(c) Tax credits recoverable

Tax credits are recorded provided that there is reasonable assurance that we have complied and will comply with all the conditions related to the tax credits and that the tax credits will be received. The ultimate recovery of our Canadian non-refundable tax credits is dependent upon the generation of sufficient future taxable income during the tax credits carry-forward periods. We have made reasonable estimates and assumptions to determine the amount of non-refundable tax credits that can be recognized in our consolidated financial statements, based upon the likely timing and level of anticipated future taxable income together with tax planning strategies.

As at August 31, 2018, our Canadian non-refundable research and development tax credits recognized in the consolidated balance sheet amounted to $40.0 million. To recover these non-refundable research and development tax credits, we need to generate approximately $267 million (CA$348 million) in pre-tax earnings at the Canadian federal level. To generate $267 million in pre-tax earnings at the Canadian federal level over the estimated recovery period of 15 years, we must generate a pre-tax earnings compound annual growth rate of 2%, which we believe is probable. Our non-refundable research and development tax credits can be carried forward over a twenty-year period.

(d) Impairment of non-financial assets

Impairment exists when the carrying value of an asset or group of assets (cash generating unit (CGU)) exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation for our CGUs is based on a market approach that relies on input from implicit valuation multiples and recent transactions for comparable assets or businesses, within the same industry. We apply judgment in making adjustments for factors such as size, risk profile or profitability and also consider EXFO's value derived from its market capitalization considering a control premium based on comparable situations. Depending on the market evidence available, we, from time to time, may further supplement this market approach with an income approach that considers discounted cash flows to determine fair value less costs of disposal, as well as the nature and magnitude of research and development activities carried out by the CGU.

In the fourth quarter of fiscal 2018, we performed our annual goodwill impairment test for all CGUs.

For the purposes of the impairment test, goodwill has been allocated to the lowest level within the company at which it is monitored by management to make business decisions, which are the following CGUs:

EXFO CGU	$	13,185,000
Brix CGU		13,327,000
Ontology CGU		7,471,000
Yenista CGU		3,562,000
Astellia CGU		2,347,000
Total	$	39,892,000

In performing the goodwill impairment review of our CGUs, we determined the recoverable amount of goodwill based on fair value less costs of disposal. In estimating the recoverable amount of our CGUs, we used a market approach, which is based on sales multiples, within the range of 1.7 to 3.4 times sales, for comparable businesses with similar operations within the same industry over the past year. We applied judgment in making certain adjustments for factors such as size, risk profile or profitability of the comparable businesses, when compared to our CGU. In addition, for the Brix CGU, we used a liquidation approach based on the level of research and development expenses incurred over the last three years.

As at August 31, 2018, the recoverable amount for all CGUs exceeded their carrying value.

(e) Purchase price allocation in business combinations

The fair value of the total consideration transferred in business combinations (purchase price) must be allocated based on the estimated fair value of acquired net assets at the date of acquisition. Allocating the purchase price requires management to make estimates and judgments to determine assets acquired and liabilities assumed, useful lives of certain long-lived assets and the respective fair value of assets acquired, and liabilities assumed; this may require the use of unobservable inputs, including management's expectations of future revenue growth, operating costs and profit margins as well as discount rates.

i) Growth rates

The assumptions used are based on acquired companies' historical growth, expectations of future revenue growth, expected synergies as well as industry and market trends.

ii) Discount rate

We use a discount rate to calculate the present value of estimated future cash flows, which represents our weighted average cost of capital (WACC).

NEW IFRS PRONOUNCEMENTS NOT YET ADOPTED

Financial Instruments

The final version of IFRS 9, "*Financial Instruments*", was issued in July 2014 and will replace IAS 39, "*Financial Instruments: Recognition and Measurement*". IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of its financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. Requirements relating to hedge accounting, representing a new hedge accounting model, have also been added to IFRS 9. The new standard is effective for annual periods beginning on or after January 1, 2018 and must be applied retrospectively. We will adopt this new standard on September 1, 2018, and its adoption will not have a significant impact on our consolidated financial statements.

Revenue from Contracts with Customers

IFRS 15, "*Revenue from Contracts with Customers*", was issued in May 2014. The objective of this new standard is to provide a single, comprehensive revenue recognition model for all contracts with customers to improve comparability. This new standard contains principles that an entity will apply to determine the measurement of revenue and timing of when it is recognized. The underlying principle is that an entity will recognize revenue to depict the transfer of goods or services to customers at an amount that the entity expects to be entitled to in exchange for those goods or services. This new standard is effective for annual periods beginning on or after January 1, 2018. We will adopt this new standard on September 1, 2018 using the modified retrospective method, with the cumulative effect of the initial application of the standard recognized as an adjustment to the opening balance of retained earnings as at the date of initial application. We will apply this standard retrospectively only to contracts that are not completed at the date of initial application.

We performed an assessment to identify significant areas of impact between our current accounting treatment under IAS 18, "*Revenue*" and the new requirements of IFRS 15. Based on the assessment, we concluded that the main areas of impact relate to the allocation of the transaction price to the various performance obligations under the contracts, the timing of revenue recognition for sales arrangement that contain customer acceptance clauses, and the sale of licenses that provide customers with the "right to use" our intellectual property.

We performed a quantitative analysis of the main areas of impact as of September 1, 2018, and we do not expect the new standard to materially impact our consolidated financial statements.

Leases

IFRS 16, "*Leases*", was issued in January 2016. IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract, that is the customer (lessee) and the supplier (lessor). IFRS 16 will supersede IAS 17, "*Leases*", and related Interpretations. This new standard is effective for annual periods beginning on or after January 1, 2019, with earlier adoption permitted if IFRS 15, "*Revenue from Contracts with Customers*", is also applied. We have not yet assessed the impact that the new standard will have on our consolidated financial statements.

Foreign Currency Transactions and Advance Consideration

IFRIC 22, "*Foreign Currency Transactions and Advance Consideration*", was issued in December 2016. IFRIC 22 addresses how to determine the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income (or part of it) and on the derecognition of a non-monetary asset or non-monetary liability arising from the payment or receipt of advance consideration in a foreign currency. IFRIC 22 is effective for annual periods beginning on or after January 1, 2018. Early adoption is permitted. We will adopt this interpretation on September 1, 2018 and its adoption will not have a material impact on our consolidated financial statements.

Uncertainty over Income Tax Treatments

IFRIC 23, "*Uncertainty over Income Tax Treatments*", was issued in June 2017. IFRIC 23 provides guidance on how to value uncertain income tax positions based on the probability of whether the relevant tax authorities will accept the company's tax treatments. A company is to assume that a taxation authority with the right to examine any amounts reported to it will examine those amounts and will have full knowledge of all relevant information when doing so. IFRIC 23 is effective for annual periods beginning on or after January 1, 2019. We will adopt this interpretation on September 1, 2019 and are currently assessing the impact that it will have on our consolidated financial statements.

INTERNAL CONTROL

The Chief Executive Officer and the Chief Financial Officer have limited the scope of their design of disclosure controls and procedures and internal control over financial reporting to exclude controls, policies and procedures of the EXFO Optics and Astellia business acquisitions, which were completed on October 2, 2017 and January 26, 2018 respectively.

Refer to note 3 to our consolidated financial statements for fiscal 2018, for summary financial information about these business acquisitions.

NON-IFRS MEASURES

We provide non-IFRS measures (gross margin before depreciation and amortization and adjusted EBITDA) as supplemental information regarding our operational performance. Gross margin before depreciation and amortization represents sales, less cost of sales, excluding depreciation and amortization. Adjusted EBITDA represent net earnings (loss) attributable to the parent interest before interest, income taxes, depreciation and amortization, stock-based compensation costs, restructuring charges, acquisition-related deferred revenue fair value adjustment, change in fair value of cash contingent consideration, share in net loss of an associate, gain on the deemed disposal of the investment in an associate, and foreign exchange gain or loss.

These non-IFRS measures eliminate the effect on our IFRS results of non-cash and/or non-operating statement of earnings elements, as well as elements subject to significant volatility such as foreign exchange gain or loss. We use these measures for evaluating our historical and prospective financial performance, as well as our performance relative to our competitors. These non-IFRS measures are also used by financial analysts that evaluate and compare our performance against that of our competitors and industry players in our sector.

Finally, these measures help us plan and forecast future periods as well as make operational and strategic decisions. We believe that providing this information to our investors, in addition to the IFRS measures, allows them to see the company's results through the eyes of management, and to better understand our historical and future financial performance. More importantly, it enables the comparison of our performance on a relatively similar basis against that of other public and private companies in our industry worldwide.

The presentation of this additional information is not prepared in accordance with IFRS. Therefore, the information may not necessarily be comparable to that of other companies and should be considered as a supplement to, not a substitute for, the corresponding measures calculated in accordance with IFRS.

The following table summarizes the reconciliation of adjusted EBITDA to IFRS net earnings (loss) attributable to the parent interest, in thousands of US dollars:

	Years ended August 31,		
	2018	**2017**	**2016**
IFRS net earnings (loss) attributable to the parent interest for the year	**$ (11,902)**	$ 851	$ 8,900
Add (deduct):			
Depreciation of property, plant and equipment	**5,444**	3,902	3,814
Amortization of intangible assets	**10,327**	3,289	1,172
Interest and other (income) expense	**1,378**	303	(828)
Income taxes	**5,678**	6,608	7,764
Stock-based compensation costs	**1,748**	1,414	1,378
Restructuring charges	**4,409**	5,079	–
Change in fair value of cash contingent consideration	**(670)**	(383)	–
Acquisition-related deferred revenue fair value adjustment	**2,095**	–	–
Share in net loss of an associate	**2,080**	–	–
Gain on deemed disposal of the investment in an associate	**(2,080)**	–	–
Foreign exchange (gain) loss	**(1,309)**	978	(161)
Adjusted EBITDA for the year [(1)(2)]	**$ 17,198**	$ 22,041	$ 22,039
Adjusted EBITDA in percentage of total sales	**6.4%**	9.1%	9.5%

(1) Astellia negatively impacted adjusted EBITDA by $5.1 million in fiscal 2018 (nil in 2017).
(2) Include acquisition-related costs of $1.1 million and $2.2 million in fiscal 2017 and 2018 respectively.

Item 6. Directors, Senior Management and Employees

A. Directors and Senior Management

The following table sets forth information about our executive officers, senior managers and Directors as of November 1, 2018.

Name and Municipality of Residence	Position with EXFO
ABDELKRIM BENAMAR Le Raincy, France	Vice-President, Service Assurance, Systems and Services
STEPHEN BULL Quebec City, Quebec	Vice- President, Research and Development
STÉPHANE CHABOT Quebec City, Quebec	Vice President, Test and Measurement
FRANÇOIS CÔTÉ Montreal, Quebec	Independent Director
LUC GAGNON St-Augustin-de-Desmaures, Quebec	Vice President, Manufacturing Operations and Customer Service
GERMAIN LAMONDE St-Augustin-de-Desmaures, Quebec	Executive Chairman of the Board
JULIE LAMONTAGNE Laval, Quebec	Vice-President, Human Resources
ANGELA LOGOTHETIS Bath, United Kingdom	Independent Director
CLAUDIO MAZZUCA LaSalle, Quebec	Vice President, Partnerships and Strategic Alliance
PHILIPPE MORIN Senneville, Quebec	Chief Executive Officer
PIERRE PLAMONDON Quebec City, Quebec	Chief Financial Officer and Vice President, Finance
BENOIT RINGUETTE Boischatel, Quebec	General Counsel and Corporate Secretary
MICHAEL SCHEPPKE Singapore, Singapore	Vice President, Sales — Asia-Pacific
CLAUDE SÉGUIN Westmount, Quebec	Independent Director
WILLEM JAN TE NIET Harfsen, Netherlands	Vice President, Sales — Europe Middle East and Africa
RANDY E. TORNES Frisco, Texas	Independent Director
DANA YEARIAN Lake Forest, Illinois	Vice President, Sales — Americas

The address of each of our executive officers, senior managers and Directors is c/o EXFO Inc., 400 Godin Avenue, Quebec, Quebec, Canada, G1M 2K2. The following is a brief biography of each of our executive officers, senior managers and Directors.

Abdelkrim Benamar was appointed EXFO's Vice President of Service Assurance, Systems and Services Division in May 2018, following the Astellia acquisition. In this role, Mr. Benamar is responsible for the overall product and services portfolio for monitoring and analytics. He brings over 25 years of experience in the telecom industry with proven leadership, business transformation and change management skills. Before joining EXFO, Mr. Benamar successively held the positions of COO (July 2015) and CEO (June 2016) of Astellia. He previously held several executive roles at Alcatel-Lucent including Vice President EMEA, CEO Alcatel-Lucent International, and Vice President Global Head of Financial Analysis and Risk Assessment. He has also worked for leading telecom companies such as Ericsson Group (2000–2007), Motorola (1996–2000) and Alcatel Mobile Phones, in areas such as R&D, Communications & Public Affairs, and Strategy and Sales. Mr. Benamar holds an engineering degree from Telecom SudParis (formerly known as Institut National des Télécommunications) and a PhD in electrical engineering from Université Paris-Sud.

Stephen Bull joined EXFO in 1995 as an Engineering Manager (project management) for the Advanced Optics group. From September 1997 to December 1999, he held the position of Assistant Director of Engineering responsible for all software development. Mr. Bull was then appointed EXFO's Vice President of Research and Development in December 1999. Today, he manages a department that includes more than 760 engineers and technicians spread across over three continents and nine locations. He is responsible for EXFO's product development initiatives and oversees the Project Management Office and related processes. Prior to joining EXFO, Mr. Bull was General Manager and Managing Director at Space Research Corporation, a military engineering company in Belgium, from June 1986 to March 1990, then at Taurus, an IT consulting firm, from 1990 to 1995. He is currently the President of the Institut de développement de produits (an institute dedicated to the advancement of product development practices) and a member of the Product Development Management Association (PDMA). He speaks regularly at conferences on product development. Mr. Bull holds a bachelor's degree in electrical engineering from Université Laval in Quebec City, and is a PDMA-certified New Product Development Professional.

Stéphane Chabot first joined EXFO as a Product Line Manager in 1998 and was promoted to Product Line Manager – Network Service Provider Market in 2001. As Vice President, Test and Measurement, Mr. Chabot is responsible for the Optical and Access and Platform product lines. Prior to this appointment, he was Director of EXFO's Optical Business Unit, a position he had held since 2006. In this role, Mr. Chabot led the main team developing EXFO's worldwide optical business and strategy, developing and maintaining the product family roadmap and vision, developing and controlling annual marketing, ensuring go-to-market plans, developing new markets, providing key market watch and competitive updates, analyzing product line performance and metrics, providing periodic benchmarking, and developing partnerships/OEMs/acquisitions within the product line family. Mr. Chabot was highly successful as Director of the Optical Business Unit, doubling its annual revenues to more than $120 million and increasing EXFO's global share of the portable optical solutions market to 38 percent. His leadership has been instrumental in many key applications with global reach, such as fiber-to-the-home. Prior to his employment at EXFO, Mr. Chabot was a telecommunications officer in the Canadian Armed Forces from 1992 to 1998. Mr. Chabot holds a bachelor's degree in space science from the Royal Military College of Canada, and a diploma in business administration from Université Laval in Quebec City.

François Côté was appointed a member of our Board of Directors in January 2015. Mr. Côté is a director as a full-time occupation, for corporations in the public, private and non-profit sectors, bringing his expertise in strategy, M&A, governance and passion for growth. Mr. Côté held a variety of executive positions at Bell Canada prior to becoming President and Chief Executive Officer of Emergis. Following the acquisition of Emergis by TELUS in January 2008, he was appointed President of TELUS Quebec, TELUS Health and TELUS Ventures. In this role, Mr. Côté was responsible for broadening TELUS Quebec's presence and driving the company's national health strategy through timely investments in information technology and innovative wireless solutions. Mr. Côté holds a bachelor's degree in Industrial Relations from Laval University. In 2007, he was named Entrepreneur of the Year by Ernst & Young, in the Corporate Restructuring category for the province of Quebec. Mr. Côté serves on the boards of Alithya, Aspire Food Group, the Fondation Martin Matte and Purkinje, a Montréal health IT growth company as lead Director. Mr. Côté serves on the Advisor Committee of Groupe Morneau and is also acting as an advisor to different companies' CEO's.

Luc Gagnon was appointed Vice President, Manufacturing Operations in May 2003 and, in May 2007, he also took on the role of Vice President of Global Services. He oversees the smooth operation of all manufacturing activities including purchasing, product engineering, quality assurance, planning, manufacturing engineering, product configuration, transportation and customs, and material resources. In addition, Mr. Gagnon must ensure that there is an ongoing and efficient relationship between the manufacturing process and the end customer. He also held the position of Production Director from 2000 to 2003. Before joining EXFO, Mr. Gagnon held similar roles in several other high-technology companies. He worked for Mendes from 1999 to 2000, for C-MAC from 1997 to 1999, for STERIS from 1993 to 1997 and for Mitel from 1985 to 1993. Mr. Gagnon holds a bachelor's degree in electrical engineering and master's degree in engineering, both from the Université de Sherbrooke.

Germain Lamonde, founder of EXFO, is Executive Chairman of the Board and served as the company's Chief Executive Officer (CEO) for over 30 years. During his tenure as CEO, Mr. Lamonde grew the company from the ground up, turning it into a global leader in the communications test, monitoring and analytics market and the world's #1 fiber/highspeed testing company, with customers in over one hundred countries. Today as Executive Chairman, Mr. Lamonde leads EXFO's acquisitions strategy and is actively involved in defining the company's growth and investment strategies, strategic direction and corporate governance policies. Mr. Lamonde has served on the board of directors of several public and private organizations, fulfilled numerous speaking engagements, and received several industry awards for his leadership, innovation and global development. Mr. Lamonde presently serves on the Board of QG100 and was recently appointed Chairman of the Quebec Digital Transformation Council and Chairman of ENCQOR the Canada–Quebec-Ontario partnership focused on research and innovation in the field of 5G/IoT innovation. Mr. Lamonde holds a bachelor's degree in engineering physics from Université de Montréal's school of engineering (Polytechnique Montréal) and a master's degree in optics from Université Laval in Québec City. He is a graduate of the Ivey Executive Program at Western University in London, Ontario, and a Fellow of the Canadian Academy of Engineering.

Julie Lamontagne was appointed Vice President, Human Resources (HR) in November 2017. She is responsible for overseeing EXFO's global HR activities, including talent management, talent acquisition, performance management, HR policies and governance, and executive compensation. Specifically, her role is to implement an HR vision and strategy to support EXFO's strategic plan. Before joining EXFO, Ms. Lamontagne held a similar position at Lumenpulse, which she joined in 2011. Previously, she was an Associate Director with Bell Canada for five years and HR Director for Brookfield LePage Johnson Controls for three years. Ms. Lamontagne has also held HR consultancy positions with Ceridian Canada and SIBN (a subsidiary of National Bank). Ms. Lamontagne holds a bachelor's degree in industrial relations from Université de Montréal as well as a Certified Human Resources Professional (CHRP) designation from Quebec's Ordre des conseillers en ressources humaines agréés.

Angela Logothetis has more than twenty-five (25) years of international experience in the telecommunications industry. She has been strategically engaged in the industry's major network transformations. Ms. Logothetis has an outstanding software pedigree having worked for market-leading software companies including Amdocs, Cramer, PricewaterhouseCoopers and Accenture as well as start-up software companies Clarity and Time Quantum Technology. She has held senior leadership positions in ANZ, APAC and EMEA and has held global responsibility for the past ten (10) years. Ms. Logothetis is the CTO for Amdocs Open Network. Amdocs is the market leader in customer experience software solutions and services for the world's largest communications, entertainment and media service providers. Ms. Logothetis has held several senior leadership positions at Amdocs including Head of OSS Product and Technology, Vice-President of OSS Product Management and Executive Site Lead for Amdocs Bath. She has chaired high-caliber software forums in Amdocs including the Divisional Leadership Team, the Technical Advisory Council, and has served as an executive on the Product Business Management Team and the Product Leadership Forum. Ms. Logothetis holds a Bachelor of Science degree, with first class honors, in Business Information Technology from the University of New South Wales, Australia. She completed dual majors in accountancy and information technology.

Claudio Mazzuca was appointed Vice President, Strategic Partners in May 2018. Prior to this appointment, he had served as Vice President, Systems and Analytics since 2012 and director of EXFO's Transport and Datacom Business Unit since 2006. In this role, he was responsible for the development and execution of business and product strategy for the unit, which now is a leading player in the Ethernet and next-generation packet transport test market segments. Mr. Mazzuca began his career as a systems engineer for Nortel Networks, where he worked on the launch of the highly successful 10G High-Speed Transport and DWDM product line, and later on Nortel's Preside Network Management solution. He then moved to technology startup Hyperchip Systems as Senior Product Manager, focusing on the development of large-scale metro and core IP routers and switches, and associated OEM components. In 2004, Mr. Mazzuca joined EXFO's Transport and Datacom Business Unit as Product Line Manager for the next-generation SONET/SDH products, and in 2005, was promoted to Group Manager for the entire Transport and Datacom product line. Mr. Mazzuca holds a bachelor's degree in electrical engineering from Montreal's Concordia University and a master's degree in business from McGill University, also in Montreal.

Philippe Morin was appointed Chief Executive Officer (CEO) of EXFO in April 2017 and is responsible for the company's strategy and financial directions, goals and results. He has more than thirty (30) years of experience in the telecommunications industry and joined EXFO in November 2015 as Chief Operating Officer (COO) leading the company's global sales leadership, market development, and product strategy. Before joining EXFO, Mr. Morin was Senior Vice-President of Worldwide Sales and Field Operations at Ciena. He previously held senior leadership roles at Nortel Networks, including President of Metro Ethernet Networks and Vice-President and General Manager of Optical Networks. Philippe Morin holds a bachelor's degree in electrical engineering from Université Laval in Quebec City, Canada, and a master's degree in business (MBA) from McGill University in Montreal, Canada.

Pierre Plamondon was appointed Chief Financial Officer and Vice President, Finance of EXFO in January 1996. He is responsible for accounting, legal and IT services, as well as financial reporting and investor relations. Prior to joining EXFO, Mr. Plamondon served as Senior Manager for Price Waterhouse, now PricewaterhouseCoopers LLP, from September 1981 to December 1995, in Canada and France. Mr. Plamondon is a member of the Order of Chartered Professional Accountants of Quebec. Over the years, he has served on the boards of several organizations, including Urbanimmersive, a public company listed on the TSX Venture Exchange, as well as non-profits, such as the Fondation de l'Université Laval and SOVAR Inc. (Société de valorisation des applications de la recherche de l'Université Laval). Mr. Plamondon holds a bachelor's degree in business administration and a license in accounting, both from Université Laval in Quebec City.

Benoit Ringuette has been our in-house General Counsel and Corporate Secretary since April 2004. Prior to joining EXFO, Mr. Ringuette practiced mainly in commercial, corporate and securities law from 1998 to 2003 as an associate in the law firms of O'Brien, Flynn Rivard in Quebec City and Desjardins Ducharme Stein Monast in Quebec City. Mr. Ringuette has been a member of the Quebec Bar since 1998. Mr. Ringuette holds a bachelor's degree in Civil Law and a master's degree in Business Administration (MBA) from Laval University in Quebec City, Canada.

Michael Scheppke was appointed EXFO's Vice President, Sales – APAC in October 2016. He is responsible for managing telecom sales, both direct and indirect, and executing sales strategies across the Asia-Pacific (APAC) region. Mr. Scheppke developed his expertise working in the industry in both the USA and Asia. Following several years at HP and Agilent, he spent a significant part of his career at Ixia, where he held various senior roles. He has developed and executed the go-to-market strategy for their network monitoring business in APAC by successfully leading diverse sales teams, and expanding sales coverage with channel partners. Mr. Scheppke holds a bachelor of science degree in electrical engineering from the University of Florida.

Claude Séguin was appointed a member of EXFO's Board of Directors in February 2013. He brings to EXFO nearly forty (40) years of corporate, financial, executive and provincial government experience gained through senior management positions in major corporations and government departments. Mr. Séguin was Special advisor to the Founder and Executive Chairman at CGI Group Inc., a global leader in information technology and business process services, until March 2018. He was, until November 2016, Senior Vice-President, Corporate Development and Strategic Investments. In this position, he was responsible for all merger and acquisition activities. Prior to joining CGI in 2003, he served as President of CDP Capital—Private Equity, and prior to this position, he served as Teleglobe Inc.'s Executive Vice-President, Finance and Chief Financial Officer, a position that he held from 1992 to 2000. Mr. Séguin also has extensive senior-level government experience, having served as Deputy Finance Minister of the Province of Quebec from 1987 to 1992, in addition to Assistant Deputy Finance Minister in prior years. Prior to that, he held senior positions at the Province of Quebec Treasury Board. Mr. Séguin is a member of the boards of HEC-Montréal, Centraide of Greater Montreal Foundation and was recently elected Chairman of the Fonds de solidarité FTQ, a $14B Labour Sponsored Investment Fund in Québec. Claude Séguin graduated from HEC-Montréal and earned a master's and a Ph.D. in public administration from Syracuse University in New York State. He also followed the Advanced Management Program at Harvard Business School.

Willem Jan te Niet was appointed Vice President, Sales – EMEA in August 2016. He is responsible for managing telecom sales, both direct and indirect, and executing sales strategies across Europe, the Middle East and Africa. Prior to joining EXFO, Mr. te Niet was on the senior management teams for global leaders such as Citrix Systems, Equinix, Ericsson-LG and Nortel. He brings considerable expertise in the areas of cloud, networking and big data mobile analytics. Mr. te Niet also has more than 20 years of experience in managing sales teams and implementing successful business development strategies with wireline and mobile operators. Mr. te Niet holds a master's degree in business administration from the University of Groningen.

Randy E. Tornes was appointed a member of EXFO's Board of Directors in February 2013. He brings to EXFO over thirty (30) years of telecommunications experience gained through senior management positions at leading network equipment manufacturers. Mr. Tornes is Vice-President, Client Partner for AT&T at Aricent, An Altran Company. Prior to joining Aricent, Mr. Tornes was Vice-President Strategic Alliances at Juniper Networks, a worldwide leader in high-performance networking and telecommunications equipment. Mr. Tornes has also worked as the Operating Area Leader for AT&T and responsible for all sales, service and support of Juniper products and services. Prior to joining Juniper Networks in May 2012, he spent two (2) years at Ericsson, where he was Vice-President Sales (AT&T account). Previous to that position, he worked for Nortel for twenty-six (26) years, holding various sales management positions, including Vice-President Sales, GSM Americas. Mr. Tornes also served as member of the Board of Governors at 3G Americas LLC. Randy E. Tornes holds a Bachelor of Science degree in business—organizational development and production and operations management, from the University of Colorado in Colorado Springs.

Dana Yearian was appointed EXFO's Vice President, Sales – Americas in March 2007. Prior to this appointment, Mr. Yearian held the position of Vice President, Telecom Sales, North America. He is responsible for managing telecom sales, both direct and indirect, and executing sales strategies across North, Central and South America. From 2005 to 2006, Mr. Yearian held senior executive sales positions in the service assurance division of Spirent Communications. In 2003, he founded The Katrixx Group, which provided consulting and contracting services to high tech companies. Before this, Mr. Yearian worked as Vice President of Sales at Acterna Corp. from 1991 to 2003, where he led both North American and international sales and support operations. Prior to working for Acterna, Mr. Yearian held various executive positions, namely at Toshiba America, Silicon Sensors (Advanced Photonix Inc.) and Impell Corporation (ABB Ltd.). Mr. Yearian holds a bachelor's degree in electrical engineering from the Illinois Institute of Technology in Chicago and has completed MBA course work at DePaul University, also in Chicago.

Term of Executive Officers

Executive officers are appointed annually by the Board of Directors and serve until their successors are appointed and qualified or until earlier resignation or removal. There are no family relations among directors and officers and no arrangements with third parties (customers, suppliers) pursuant to which they were appointed as officers or directors.

B. Compensation

COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

Compensation Discussion and Analysis

This Compensation Discussion and Analysis focuses primarily on: (i) significant elements of the Corporation's executive compensation program; (ii) principles on which the Corporation makes compensation decisions and determines the amount of each element of executive and director compensation; and (iii) an analysis of the material compensation decisions made by the Human Resources Committee for the financial year ended August 31, 2018.

The following is a discussion of the compensation arrangements with the Corporation's Executive Chairman, Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO") and each of the two most highly compensated executive officers of the Corporation and its subsidiaries whose total compensation was, individually, more than CA$150,000 (collectively with the Executive Chairman, CEO and CFO, the "Named Executive Officers" or "NEOs"). The NEOs for the financial year ended August 31, 2018 were Mr. Germain Lamonde (Executive Chairman), Mr. Philippe Morin (CEO), Mr. Pierre Plamondon (CFO and Vice-President, Finance), Mr. Willem Jan te Niet (Vice-President, Sales — Europe Middle East and Africa) and Mr. Dana Yearian (Vice-President, Sales — Americas). Mr. Lamonde stepped down as CEO as of April 1, 2017 and was nominated Executive Chairman of the Corporation. Mr. Morin was promoted from Chief Operating Officer of the Corporation to CEO of the Corporation as of April 1, 2017.

Members of the Human Resources Committee

During the financial year ended August 31, 2018, the Human Resources Committee was composed of:

- Mr. François Côté (Chairman)
- Mr. Pierre-Paul Allard (until January 9, 2018)
- Ms. Angela Logothetis
- Mr. Claude Séguin
- Mr. Randy E. Tornes

None of these members were officers or employees, or former officers or employees of the Corporation or its subsidiaries. All of the members of the Human Resources Committee are considered "independent", as defined in applicable securities legislation and regulations. They each have experience in executive compensation either as a chief executive officer or a senior executive officer of a publicly-traded corporation. Mr. François Côté held a variety of executive positions, including president and chief executive officer, for approximately twenty (20) years. Mr. Côté also holds a Bachelor's degree in Industrial Relations. Ms. Angela Logothetis holds a Bachelor of Science degree, with first class honors, in Business Information Technology. She completed dual majors in accountancy and information technology. She has more than twenty-five (25) years of international experience in the telecommunications industry. Mr. Claude Séguin has held various senior management and executive positions in major corporations in the last forty (40) years. Mr. Randy E. Tornes has approximately thirty (30) years of management experience through senior sales management positions. Over the course of their careers, all members have been exposed at various degrees to the complexity of balancing efficient executive compensation strategies with the evolution of business requirements, having to manage directly or indirectly impacts and consequences of executive compensation decisions. The Board of Directors believes that the Human Resources Committee collectively has the knowledge, experience and background required to fulfill its mandate.

Mandate of the Human Resources Committee

The Human Resources Committee of the Board of Directors is responsible for establishing the annual compensation and assessing the risks related thereto and overseeing the assessment of the performance of all the Corporation's executive officers, including the Executive Chairman and CEO. The Human Resources Committee also reviews and submits to the Board of Directors recommendations for the salary structure and the short-term and long-term incentive compensation programs for all employees of the Corporation. The Human Resources Committee also evaluates and makes recommendations to the Board of Directors regarding the compensation of directors, including the number of Deferred Share Units credited to the non-employee directors pursuant to the Deferred Share Unit Plan. The Human Resources Committee's goal is to develop and monitor executive compensation programs that are consistent with strategic business objectives and shareholders' interests. Though the Human Resources Committee is responsible for the review of employees' performance and approval of the identity of the employees that will receive Restricted Share Units or options to purchase shares of the Corporation, in accordance with policies established by the Board of Directors and the terms of the Long-Term Incentive Plan, these functions may be shared between the Board of Directors and the Human Resources Committee. During the period from September 1, 2017 to August 31, 2018, these functions have been shared by the Board of Directors and the Human Resources Committee but have mainly been performed by the Human Resources Committee.

The Human Resources Committee has reviewed and discussed with the Executive Chairman, the CEO and the Vice-President, Human Resources of the Corporation, the compensation disclosure in this document, and has recommended to the Board of Directors that the disclosure be included in this Annual Report.

From September 1, 2017 to November 1, 2018, the Human Resources Committee held five (5) meetings and at all of those meetings executive compensation was discussed. The Human Resources Committee meetings were attended by all the members of the Human Resources Committee. The following table outlines the main activities of the Human Resources Committee during the period from September 1, 2017 to November 1, 2018:

Meeting	Main Activities of the Human Resources Committee
October 11 & 12, 2017	● Review of the Business Performance Measures results for the financial year ended August 31, 2017; ● Review of the Business Performance Measures for the financial year started September 1, 2017; ● Review of the Short-Term Incentive Plan results for the financial year ended August 31, 2017; ● Update on the Short-Term Incentive Plan for the financial year started September 1, 2017; ● Review of the proposed salary scales and salary increases for the year started September 1, 2017; ● Review of the compensation plans of executive officers for the financial year started September 1, 2017 being the Base Salary, the Short-Term Incentive Plan and the stock-based compensation delivered through the Long-Term Incentive Plan; ● Review and approval of the executive compensation section of the Management proxy circular for the financial year ended August 31, 2017; ● Review and approval of the CEO and Executive Chairman objectives and compensation plan; ● Key staffing update; ● Annual Sales Force Achievement; ● Annual Review of the Human Resources Committee Charter; ● Review of the Risk Assessment of Executive Compensation; ● Review and approval of the stock-based compensation for executive officers delivered through the Long-Term Incentive Plan for the financial year started September 1, 2017.

Meeting	Main Activities of the Human Resources Committee
January 9, 2018	● Review of the Short-Term Incentive Plan results of some executive officers for the financial year ended August 31, 2017; ● Review and approval of the Short-Term Incentive Plan of some executive officers for the financial year started September 1, 2017, including the CEO and Executive Chairman; ● Review of the quarterly results under the Short-Term Incentive Plan for the financial year started September 1, 2017 and being part of the Short-Term Incentive Plan; ● Review and approval of the stock-based compensation for performing employees delivered through the Long-Term Incentive Plan for the financial year started September 1, 2017; ● Leadership program and Talent Management; ● Review of the Risk Assessment of Executive Compensation.
April 10, 2018	● Review of the quarterly results under the Short-Term Incentive Plan for the financial year started September 1, 2017 and being part of the Short-Term Incentive Plan; ● Succession Planning; ● Review of the Key Human Resources Initiatives; ● Compensation Review; ● Review of the Talent Management and Leadership program.
July 10, 2018	● Review of the quarterly results under the Short-Term Incentive Plan for the financial year started September 1, 2017 and being part of the Short-Term Incentive Plan; ● Global Compensation Review; ● Review of the Talent Management and Leadership program; ● Review of the Key Human Resources Initiatives.
October 11, 2018	● Review of the Business Performance Measures results for the financial year ended August 31, 2018; ● Review of the Business Performance Measures for the financial year started September 1, 2018; ● Review of the Short-Term Incentive Plan results for the financial year ended August 31, 2018; ● Review of the Short-Term Incentive Plan for the financial year started September 1, 2018; ● Review of the proposed salary scales and salary increases for the year started September 1, 2018; ● Review of the compensation plans of executive officers for the financial year started September 1, 2018 being the Base Salary, the Short-Term Incentive Plan and the stock-based compensation delivered through the Long-Term Incentive Plan; ● Review and approval of the executive compensation section of the Management proxy circular for the financial year ended August 31, 2018; ● Review and approval of the CEO and Executive Chairman objectives and compensation plan; ● Review and approval of the stock-based compensation for executive officers delivered through the Long-Term Incentive Plan for the financial year started September 1, 2018; ● Annual Sales Force Achievement; ● Annual Review of the Human Resources Committee Charter; ● Review of the Risk Assessment of Executive Compensation.

Compensation Plan Control – Compensation Consultant and Internal Review

As a general practice, the Corporation's relative position in terms of compensation levels is determined periodically through studies performed by independent consulting firms using a selected reference market of comparable companies. The benchmarking activities are further detailed below under the heading – "Benchmarking".

For the financial year ended on August 31, 2018, the Human Resources Committee retained the services of Willis Towers Watson to evaluate the establishment of a performance share plan and Lee Hecht Harrison Knightsbridge in connection with outplacement services for an executive.

For the financial year that ended on August 31, 2017, the Human Resources Committee retained the services of Willis Towers Watson to evaluate the market competitiveness of the compensation package that is currently offered to the external members of its Board of Directors. The compensation elements covered by the analysis were: annual board retainer, committee chair and member retainers, board and committee meeting fees and stock-based compensation. Willis Towers Watson's work included assistance in benchmarking, assessing potential gaps between the market and the external Board members' compensation levels and proposing potential changes to ensure alignment with the market and with the Corporation's compensation policy. With a few exceptions, Willis Towers Watson used the same compensation group to benchmark the external members of the Board of Directors as it used to benchmark executive compensation (as further described below).

For the financial year that ended on August 31, 2017, the Human Resources Committee also retained the services of Willis Towers Watson to evaluate the market competitiveness of the compensation package that is currently offered to its Chief Executive Officer and its Executive Chairman. The compensation elements covered by the analysis were: base salary; target bonus; long-term incentive; perquisites and pension (hereinafter in this Annual Report referred to as the "Target Total Compensation"). Willis Towers Watson's work included assistance in benchmarking, assessing potential gaps between the market and the executives' compensation levels and proposing potential changes to ensure alignment with the market and with the Corporation's compensation policy.

In addition, internal pay equity studies are a key factor used by the Corporation to complete the compensation review process and indicate where necessary adjustments may be required. During the financial year ended August 31, 2018, this practice continued, and certain compensation adjustments were made as have been made in previous years.

The Human Resources Committee has the authority to retain any independent consultants of its choice to advise its members on total executive compensation policy matters, and to determine the fees and the terms and conditions of the engagement of these consultants. The Human Resources Committee is ultimately responsible for its own decisions, which may take into consideration more than the information and recommendations provided by its compensation consultants or Management.

For the financial years that ended on August 31, 2017 and 2018, the Corporation also retained the services of Willis Towers Watson, Mercer, Eckler, Aon, Great Place to Work, Lee Hecht Harrison Knightsbridge, RecrutXL Inc., and Xactly Corporation for services which were not related to executive compensation. The services provided by Willis Towers Watson concerned the access to benefits and compensation data and surveys for employees in Canada, United States and United Kingdom and review of last year's Annual Report. The services provided by Eckler related to pension plan analysis, retirement policy, governance and communication to employees. The services provided by Aon related to the access to compensation data and surveys for sales employees in various countries. The Corporation retained the services of Great Place to Work for culture audit services. The services provided by Lee Hecht Harrison Knightsbridge related to outplacement services. The Corporation consulted Mercer for assistance with compensation data for expatriate employees and assistance with the compliance of the Pay Equity Act established by the Government of Quebec, Canada. The Corporation consulted RecrutXL Inc. for assistance with employees' training. The Corporation consulted Xactly Corporation for the software improvement with respect to commission calculation. Fees for the services performed that are not related to executive compensation are not required to be approved by the Human Resources Committee.

The aggregate fees paid to Willis Towers Watson, Eckler, Aon, Great Place to Work, Lee Hecht Harrison Knightsbridge, Mercer, RecrutXL Inc. and Xactly Corporation for consulting services provided to the Human Resources Committee related to determining compensation for any of the Corporation's directors and executive officers and to the Corporation for all other services provided during the financial years ended August 31, 2017 and 2018 were as follows:

Type of Fee	Financial 2017 Fees	Percentage of Financial 2017 Fees	Financial 2018 Fees	Percentage of Financial 2018 Fees
Executive Compensation – Related Fees	CA$25,107	10%	CA$5,736	7%
All Other Fees	CA$230,417	90%	CA$76,774	93%
Total	CA$255,524	100%	CA$82,510	100%

Benchmarking

For the purpose of assessing the competitiveness of the Target Total Compensation of senior executives, the Corporation considered compensation data from a comparator group including private and publicly-traded companies of comparable size and similar industry, operations in multiple countries and attracting similar profiles of employees, professionals and experts. The comparator group has been revised in 2016 with the guidance and advice from Willis Towers Watson.

- **Canada executives**: For the executives based in Canada, the Corporation used the following comparator group: 5N Plus Inc., ACCEO Solutions, AgJunction Inc, Atos IT Services and Solutions, Inc., Avigilon Corporation, Callian Technologies Ltd., Ciena, COM DEV International Ltd., Constellation Software inc., Evertz Technologies Ltd., GTECH, Open Text Corporation, Redline Communications Group Inc., Sandvine Corporation, Sierra Wireless Inc., Smart Technologies Inc., Vecima Networks Inc., Vidéotron Ltée and Wi-Lan Inc.

- **United States executives**: For the executives based in the United States, the Corporation used the following comparator group: AMETEK, Avangate, BMC Software, CDK Global, Communications Systems, Crown Castle, Intelsat, Itron, Keysight Technologies, Laird Technologies, MTS Systems, Plexus, SAS Institute, SunGard Data Systems, Teradata, TomTom, Total System Services, Truphone and Verint Systems.

- **United Kingdom executives**: For the executives based in the United Kingdom, the Corporation used the following comparator group: BAE Systems Applied Intelligence, COLT Telecom, Flextronics, Fujitsu, Irdeto, McCain Foods, PepsiCo, Premier Food Group, QinetiQ, Qualcomm, Rentokil Initial, Talk Talk Group and Viacom.

- **Asia executives**: For the executives based in Asia, the Corporation used a broader comparator group, based on general industry data: A.Menarini Asia-Pacific, Abbott Laboratories, AbbVie, Accenture, ACE Asia Pacific Services, ACE Insurance, ACE Life Insurance Company Ltd, ACR Capital Holdings, AIA Company, Aimia, Alcatel-Lucent, Amazon.com, ANZ Banking Group, ASML, AstraZeneca, Avanade, Aviva Ltd, AXA Insurance Singapore, AXA Life Insurance Singapore, Bank of New York Mellon, Baxter, Beckman Coulter, Becton Dickinson, BHP Billiton, Bio-Rad Laboratories, Biosensors, BT Global Services, Cerebos Pacific Limited, Chubb Pacific Underwriting, Cigna, CommScope, DHL, DHL Express, DHL GBS, DHL Global Forwarding, DHL Mail, DHL Supply Chain, Discovery Communications, Experian, Federal Insurance Company, Fujitsu, GE Energy, GE Healthcare, General Electric, Great Eastern Life Insurance, Hap Seng Consolidated, HSBC Holdings, IHS Global, IMI, Ingenico, Intel, Intercontinental Hotels Group, International Flavors & Fragrances, ITT Corporation, Johnson & Johnson, Lexmark, Liberty Insurance, M1 Limited, Manulife, MasterCard, Merck KgaA, Microsoft, Molex, MSD International GMBH (Singapore Branch), National Australia Bank, NBC Universal, NCR, Overseas Assurance Corporation, Pfizer, Pramerica Financial Asia HQ, Proximus, Prudential Assurance Company, Prudential Services, QBE Insurance, Qualcomm, Reinsurance Group of America, RELX Group, Rio Tinto, Roche Pharmaceuticals, Sabre Holdings, Sealed Air, Smiths Group, Spirax Sarco, Standard Chartered Bank, StarHub, Starwood Hotels & Resorts, Straits Developments, Swiss Reinsurance International, Teva Pharmaceutical Industries, Thermo Fisher Scientific, Trayport, TUI, UBS, Unilever, United Overseas Bank, Verizon, Zurich Insurance Company and Zurich Life Insurance.

To be considered in the comparator group, a company had to meet the following specific criteria:

a) Similar industry: Technology Hardware and Equipment, Telecommunications Equipment and Services or Software and Services; and

b) Comparable in size: revenues under CA$1 billion. Only one publicly traded company had revenues above the equivalent of CA$1 billion. The compensation market comparison is done using the regression analysis which is a method to predict the "size-adjusted" competitive level of compensation to reflect the size of the Corporation in relation to that of the other companies of the reference group. This method mitigates the impact that larger companies may have on the competitive compensation levels for the Corporation.

The Corporation also participates in two (2) major surveys on an annual basis and accordingly is permitted to purchase the results in order to continue the benchmarking of our compensation on a regular basis. The first one is Willis Towers Watson High Tech Middle Management, Professional and Support Compensation Survey, providing and receiving data for Canada, USA, UK, Finland and Lebanon. The other one is Radford (AON) Global Sales Survey, providing and receiving data for all the countries where the Corporation employs sales force.

Guiding Principles for Compensation of Executive Officers

The Corporation's executive compensation plans are designed to attract, retain and motivate key executives who directly impact the Corporation's long-term success and the creation of shareholder value. In determining executive compensation, the Human Resources Committee considers the following four (4) principles:

- **Performance-based**: Executive compensation levels reflect both the results of the Corporation and individual results based on specific quantitative and qualitative objectives established at the beginning of each financial year in keeping with the Corporation's long-term strategic objectives.

- **Aligned with shareholder interests**: An important portion of incentive compensation for executives is composed of equity awards to ensure that executives are aligned with the principles of sustained long-term shareholder value growth.

- **Market competitive**: Compensation of executives is designed to be externally competitive when compared against executives of comparable peer companies, and in consideration of the Corporation's results.

- **Individually equitable**: Compensation levels are also designed to reflect individual factors such as scope of responsibility, experience, and performance against individual measures.

Compensation Policies and Practices

In April 2007, the Corporation adopted a Best Practice Regarding the Granting Date of Stock Incentive Compensation. The purpose of this best practice is to ensure that the Corporation complies with securities regulation and avoids the back-dating of equity-based incentive compensation. The best practice states that the Corporation shall: (i) grant recurrent equity-based incentive compensation pursuant to its Long-Term Incentive Plan on the fifth business day following the public release of the Corporation's financial results; and (ii) grant recurrent stock-based incentive compensation pursuant to its Deferred Share Unit Plan on the last business day of each quarter. In October 2014, the Corporation amended the Human Resources Committee Charter in order to adapt it to the latest NASDAQ Rules on independency of directors, nomination and compensation committees and to better describe the nomination of directors' process and in October 2017 the Corporation amended the Human Resources Committee Charter in order to specifically add the compensation review of the Executive Chairman.

Risk-Assessment of Executive Compensation Program

The Human Resources Committee Charter provides that it is the responsibility of the Human Resources Committee to conduct an annual assessment of the risks associated with the Corporation's executive compensation policies and procedures. The Human Resources Committee considers the implications of the risks associated with the Corporation's compensation policies and practices when establishing recommendations for the compensation of executive officers. As such, for the financial year ended August 31, 2018, the Human Resources Committee conducted an internal risk assessment for executive compensation. The Human Resources Committee individually examined the compensation plans for each potential NEO against a list of elements that could trigger executives taking inappropriate or excessive risks. For the financial year ended August 31, 2018, the Human Resources Committee did not identify any risks associated with the Corporation's executive compensation policies and practices that are reasonably likely to have a material adverse effect on the Corporation.

Purchase of Hedging Financial Instruments by an Executive Officer or Director

While the Corporation has not adopted a policy prohibiting or restricting its executive officers and directors from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designated to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the executive officer or director, to Management's knowledge, no executive officer or director has purchased any such financial instruments as of November 1, 2018. In addition, according to the Security Trading Policy of the Corporation, executive officers and directors are required to pre-clear with the Corporation's legal counsel's office any transaction concerning the Corporation's securities, which includes the entering into any of the above-mentioned financial instruments.

Compensation Elements

The key elements of the Corporation's 2018 executive compensation program were (i) base salary, (ii) short-term incentive compensation (by way of the Short-Term Incentive Plan or the Sales Incentive Plan) and (iii) the stock-based incentive compensation delivered through the Long-Term Incentive Plan. In addition, the Corporation has also offered benefit plans and, if applicable, contributed to a Deferred Profit-Sharing Plan or a 401K Plan. To determine appropriate compensation levels for each compensation component, the Human Resources Committee considered all key elements of the executive compensation program. The Human Resources Committee did not assign specific weightings to any key element of the Corporation's 2018 executive compensation program.

Base Salaries

In establishing the base salaries of senior officers, including the Executive Chairman of the board of directors and the CEO, the Corporation takes into consideration responsibilities, job descriptions and salaries paid by other similar organizations for positions similar in magnitude, scope and complexity. The Human Resources Committee's objective is to align executive compensation levels with the target compensation positioning ("Target Compensation Positioning") offered within a reference market of comparable companies that are similar in size to the Corporation, with a particular focus on those within the high-technology/telecommunications and manufacturing-durable goods industries. The Human Resources Committee reviews the base salary of each executive officer on an annual basis at the beginning of each financial year and recommends that the Board of Directors approve appropriate adjustments, if required, within the salary range in order to maintain a competitive position within the market place.

Short-Term Incentive Compensation

The Short-Term Incentive Plan ("STIP"), or the Sales Incentive Plan ("SIP") for the executive officers that are included within the sales force, provides executive officers with the opportunity to earn annual bonuses based on the Corporation's financial performance and the achievement of strategic corporate and departmental objectives established on a yearly basis (the "Business Performance Measures") as well as the achievement of individual performance objectives ("Individual Performance Measures"). The Business Performance Measures under the STIP also apply to all other employees of the Corporation, except the sales force, for which the SIP applies. The Individual Performance Measures only apply to executive officers and directors' levels of the Corporation.

Annually the Human Resources Committee determines the annual incentive target for each executive officer, being a percentage of the executive's base salary ("Annual Incentive Target"). The Annual Incentive Targets for executive officers eligible for incentive bonuses in the financial year ended August 31, 2018 were established to be progressively in line with the objective of the Human Resources Committee of aligning compensation with the Target Compensation Positioning offered in the reference market. For the most recently ended financial year, the Annual Incentive Target for the NEOs was:

Name & Position	Annual Incentive Target as % of Base Salary
Germain Lamonde, Executive Chairman	65.0%
Philippe Morin, CEO	52.5%
Pierre Plamondon, CFO and Vice President, Finance	45.0%
Willem Jan te Niet, Vice President, Sales — EMEA	73.0%
Dana Yearian, Vice President, Sales — Americas	90.0%

Short-Term Incentive Plan

The STIP awards (for executive officers not in sales force) are calculated as follows:

Base Salary X Annual Incentive Target (%) X Business Performance Measures (%) X Individual Performance Measures (%)

At the beginning of each financial year, the Human Resources Committee recommends for approval by the Board of Directors the Business Performance Measures that will account for the annual incentive compensation. The following table provides the Business Performance Measures, their weight and result within the overall Business Performance Measures applicable to all executive officers and employees of the Corporation except those executives and employees that are within the sale force:

Business Performance Measures (1)	**Weight**	**Result in % of the Weight**	**Result of the Metrics**
Consolidated revenues (2)	30%	14.43%	US$253.2 million
Profitability (3)	45%	14.27%	US$23.9 million
Quality (4)	15%	15.15%	107.00%
Net Promoter Score (5)	5%	5.65%	72.00
On-time delivery (6)	5%	3.61%	93.83%
Total	**100%**	53.11%	

(1) The corporate Profitability result for the year must be positive (above 0) for the whole Business Performance Measure to trigger a payout. The corporate Profitability represents net earnings before interest, income taxes, depreciation and amortization, restructuring charges, change in fair value of cash contingent consideration, stock-based compensation costs, foreign exchange gain and certain one-time items. All metrics exclude the results of Astellia and its subsidiaries, acquired during the financial year.

(2) For consolidated revenues metric, results will range from 25% to 100% of the weight upon attainment of a minimum threshold of the revenues attained in the previous financial year (US$243.3 million) up to the target defined at the beginning of the financial year (US$275.3 million) and from 100% to 125% of the weight from such annual target to the maximum threshold (US$286.0 million).

(3) For Profitability metric, results will range from 25% to 100% of the weight upon attainment of a minimum threshold of the corporate Profitability attained in the previous financial year (US$23.0 million) up to the target defined at the beginning of the financial year (US$32.5 million) and from 100% to 125% of the weight from such annual target to the maximum threshold (US$35.7 million).

(4) For quality, results will range from 25% to 100% of the weight upon attainment of a minimum threshold of 50% up to the annual target defined at the beginning of the financial year (106.25%) and from 100% to 125% of the weight from such annual target to the maximum threshold of 125%.

(5) For Net Promoter Score metrics, results will range from 25% to 100% of the weight upon attainment of a minimum threshold of 50 up to the annual target defined at the beginning of the financial year (68.75) and from 100% to 125% of the weight from such annual target to the maximum threshold of 75.

(6) For on-time delivery, results will range from 25% to 100% of the weight upon attainment of a minimum threshold of 91%, up to the annual target defined at the beginning of the financial year (95.5%) and from 100% to 125% of the weight from such annual target to the maximum threshold of 97%.

The Individual Performance Measures are determined annually by the executive's supervisor or the Human Resources Committee and approved by the Board of Directors of the Corporation. They are based upon the position, role and responsibilities of each executive within the Corporation, departmental objectives and personal management objectives. At the conclusion of each year, the executive's supervisor or the Human Resources Committee evaluates the performance of the executive against the pre-determined objectives and the executive's performance is evaluated by progress, achievements and contributions. The following tables provide for each NEO subject to the STIP an overview of the elements included within the Individual Performance Measures, their weight and result for financial year 2018 within the overall Individual Performance Measures:

Germain Lamonde, Executive Chairman		
Elements of Individual Performance Measures [1]	**Weight (from 0% to 110%)** [2]	**Result (%)**
Financial objectives		
Corporate EBITDA	From 0% to 30%	19.17%
Corporate revenues	From 0% to 15%	10.33%
Corporate cash flow from operations	From 0% to 10%	7.11%
Strategic contribution		
Delivering the strategies and objectives set forth in the Corporation's strategic plan	From 0% to 25%	20.23%
Positioning and transforming the Corporation's systems offerings set forth in the Corporation's strategic plan	From 0% to 20%	16.33%
Maximizing the value of the Corporation's Mergers & Acquisitions activities	From 0% to 10%	6.00%
Total		**79.17%**
Total of Business Performance Measures (53.11%) X Individual Performance Measures (79.17%)		**42.05%**

(1) If the minimum level of the Corporate EBITDA, as determined at the beginning of the financial year, is not achieved, payment of any variable compensation to the Executive Chairman will be at the discretion of the Human Resources Committee.
(2) The weight of each individual objective is not capped but the total is capped at 150%.

Philippe Morin, CEO		
Elements of Individual Performance Measures [1]	**Weight (from 0% to 110%)** [2]	**Result (%)**
Financial objectives		
Corporate EBITDA	From 0% to 30%	19.17%
Corporate revenues	From 0% to 15%	10.33%
Corporate cash flow from operations	From 0% to 10%	7.11%
Strategic contribution		
Delivering the strategies and objectives set forth in the Corporation's strategic plan	From 0% to 25%	20.23%
Positioning and transforming the Corporation's systems offerings set forth in the Corporation's strategic plan	From 0% to 20%	16.33%
Maximizing the value of the Corporation's Mergers & Acquisitions activities	From 0% to 10%	6.00%
Total		**79.17%**
Total of Business Performance Measures (53.11%) X Individual Performance Measures (79.17%)		**42.05%**

(1) If the minimum level of the Corporate EBITDA, as determined at the beginning of the financial year, is not achieved, payment of any variable compensation to the CEO will be at the discretion of the Human Resources Committee.
(2) The weight of each individual objective is not capped but the total is capped at 150%.

Pierre Plamondon, CFO and Vice-President of Finance		
Elements of Individual Performance Measures [1]	**Weight (from 0% to 110%)** [2]	**Result (%)**
Financial objectives		
Corporate EBITDA	From 0% to 30%	20.02%
Corporate revenues	From 0% to 15%	10.63%
Corporate cash flow from operations	From 0% to 10%	7.10%
Strategic contribution		
Contribute to the Corporation's Mergers & Acquisitions activities and integration	From 0% to 35%	35.00%
Contribute to the Corporation's digital transformation set forth in the Corporation's strategic plan	From 0% to 10%	10.00%
Leadership performance	From 0% to 10%	8.00%
Total		**90.75%**
Total of Business Performance Measures (53.11%) X Individual Performance Measures (90.75%)		**48.20%**

(1) If the minimum level of the Corporate EBITDA, as determined at the beginning of the financial year, is not achieved, payment of any variable compensation to the CFO and Vice-President of Finance will be at the discretion of the Human Resources Committee.
(2) The weight of each individual objective is not capped but the total is capped at 137.5%.

Sales Incentive Plan

The SIP objectives for executive officers in the sales force are aimed to reward three (3) elements that are shareholder oriented (contribution margins, bookings and EBITDA). The objectives are determined by the executive's supervisor and are for the territory under the executive's supervision. The following tables outline the SIP objectives for each NEO who is within the sales force:

Willem Jan te Niet, Vice-President, Sales — EMEA		
Business Performance Measures	**Incentive Targets (US$)**	**Results (US$)**
Contribution Margin Bonus [1]	99,458	98,818
Bonus on Bookings Achievement [2]	33,153	31,963
Corporate EBITDA [3]	33,153	10,515
Total	**165,764**	**141,296**

(1) The amount of bonus for the attainment of the quarterly contribution margin targets for the territory of EMEA is based on the percentage of achievement up to 100% of the quarterly and annual contribution margin targets defined at the beginning of the financial year. An accelerated amount of bonus based on the percentage of attainment of the quarterly and annual contribution margin targets above 100% is also payable.
(2) The amount of bonus for the attainment of the bookings targets for the territory of EMEA is based on the percentage of achievement up to 100% of the quarterly and annual bookings targets defined at the beginning of the financial year. An additional amount of bonus based on the percentage of attainment above 100% of the quarterly bookings targets is also payable. An additional amount of bonus based on the percentage of attainment from above 100% of the annual bookings target is also payable.
(3) If the minimum level of the Corporate EBITDA, as determined at the beginning of the financial year, is not achieved, payment of any variable compensation to the NEO will be at the discretion of the Human Resources Committee.

Dana Yearian, Vice-President, Sales — Americas		
Business Performance Measures	**Incentive Targets (US$)**	**Results (US$)**
Contribution Margin Bonus [(1)]	131,094	102,005
Bonus on Bookings Achievement [(2)]	43,698	36,421
Corporate EBITDA [(3)]	43,698	13,859
Total	**218,490**	**152,285**

(1) The amount of bonus for the attainment of the quarterly contribution margin targets for the territory of the Americas is based on the percentage of achievement up to 100% of the quarterly and annual contribution margin targets defined at the beginning of the financial year. An accelerated amount of bonus based on the percentage of attainment of the quarterly and annual contribution margin targets above 100% is also payable.

(2) The amount of bonus for the attainment of the bookings' targets for the territory of the Americas is based on the percentage of achievement up to 100% of the quarterly and annual bookings targets defined at the beginning of the financial year. An additional amount of bonus based on the percentage of attainment from above 100% of the quarterly bookings targets is also payable. An additional amount of bonus based on the percentage of attainment from above 100% of the annual bookings target is also payable.

(3) If the minimum level of the Corporate EBITDA, as determined at the beginning of the financial year, is not achieved, payment of any variable compensation to the NEO will be at the discretion of the Human Resources Committee.

Long-Term Incentive Compensation

The long-term incentive compensation offered by the Corporation is made up of two (2) main initiatives: i) the Long-Term Incentive Plan (the "LTIP") for directors, officers, employees and other persons or companies providing ongoing management or consulting services ("Consultants") of the Corporation and its subsidiaries and ii) the Deferred Share Unit Plan (the "DSU Plan") for non-employee directors of the Corporation.

Long-Term Incentive Plan (LTIP)

The principal component of the long-term incentive compensation offered by the Corporation is the LTIP. Introduced in May 2000, the LTIP is designed to provide directors, officers, employees and Consultants of the Corporation and its subsidiaries with an incentive to create value and accordingly ensures that their interests are aligned with those of the Corporation's shareholders and to further attract, motivate and retain all of its employees, including the NEOs with the exception of the Executive Chairman who, as of August 31, 2012, is no longer participating. The LTIP is subject to review by the Human Resources Committee to ensure maintenance of its market competitiveness. The LTIP was amended in January 2005, in January 2016 and in January 2018. We propose to further amend the LTIP as set forth in this Annual Report.

The Board of Directors has full and complete authority to interpret the LTIP and to establish the rules and regulations applying to it and to make all other determinations it deems necessary or useful for the administration of the LTIP, provided that such interpretations, rules, regulations and determinations are consistent with the rules of all stock exchanges on which the securities of the Corporation are then traded and with all applicable securities legislation and regulations.

The LTIP provides for the issuance of options to purchase Subordinate Voting Shares and the issuance RSUs redeemable for Subordinate Voting Shares issued from treasury to participating directors, officers, employees and Consultants of the Corporation and its subsidiaries. For a summary of the proposed adoption of Performance Share Units, see Section "Amendments to the Long-Term Incentive Plan - Adoption of Performance Share Units". The Board of Directors, upon recommendation from the Human Resources Committee, designates the recipients of options or RSUs and determines the number of Subordinate Voting Shares covered by options or RSUs, the dates of vesting, the expiry date and any other conditions relating to these options or RSUs, in each case in accordance with the applicable legislation of the securities regulatory authorities.

During the financial year ended August 31, 2018, target awards for eligible officers under the LTIP were established to be in line with the objective of the Human Resources Committee to align compensation with the Target Compensation Positioning offered in the reference market. Each NEO, with the exception of the Executive Chairman since the end of the financial year ended August 31, 2012, is entitled to receive RSUs annually in accordance with the following policy:

Name & Position	Grant Levels [1] (% of Previous Year Base Salary)
Philippe Morin, CEO	50.0%
Pierre Plamondon, CFO and Vice President, Finance	45.0%
Willem Jan te Niet, Vice President, Sales – EMEA	35.0%
Dana Yearian, Vice President, Sales – Americas	42.5%

(1) Actual grant value may differ from the grant level guidelines as the stock price may vary between the time of the grant and its approval.

RSU awards are based on the expected impact of the role of the executive officer on the Corporation's performance and strategic development as well as market benchmarking. The Human Resources Committee undertakes an analysis from time to time to determine the possible payouts pursuant to the LTIP under various scenarios and at various levels of share price growth to ensure that the LTIP is aligned with the interests of the Corporation's shareholders.

RSUs are also used to attract and retain top executives, as well as in business acquisitions. For the year ended August 31, 2018, the Corporation determined the number of RSUs granted to each executive officer according to their individual contribution, specifically with respect to additional responsibilities as the case may be. As disclosed under the section "Summary Compensation Table" hereof, all of the NEOs, with the exception of the Executive Chairman as described earlier, were granted RSUs during the last financial year. The purpose of the grants was to focus the executives on developing and successfully implementing the continuing growth strategy of the Corporation and to align the executives with the principles of sustained long-term shareholder value growth. The grants were also considered to contribute to the Corporation's objective to align the compensation of the executives with the reference market. The Corporation did not take into account the amount and terms of outstanding options or RSUs or the restrictions on resale of such units when determining the grants mentioned above.

The exercise price of the options is determined by the Board of Directors at the time of granting the options, subject to compliance with the rules of all stock exchanges on which the Subordinate Voting Shares are listed and with all applicable securities legislation and regulation. In any event, the exercise price may not be lower than the highest of the closing prices of the Subordinate Voting Shares on the Toronto Stock Exchange and the NASDAQ Global Select Market on the last trading day preceding the grant date, using the daily exchange rate of the Bank of Canada on the last trading day preceding the grant date to convert either the NASDAQ Global Select Market closing price to Canadian dollars or the Toronto Stock Exchange closing price to United States dollars. Any option issued is non-transferable, except in the event of death, for legal representative. As at November 1, 2018, there were no options granted and none outstanding.

The fair value at the time of grant of a RSU is equal to the market value of Subordinate Voting Shares at the time the RSU is granted. The grant date market value is equal to the highest of the closing prices of the Subordinate Voting Shares on the Toronto Stock Exchange and the NASDAQ Global Select Market on the last trading day preceding the grant date, using the daily exchange rate of the Bank of Canada on the last trading day preceding the grant date to convert either the NASDAQ Global Select Market closing price to Canadian dollars or the Toronto Stock Exchange closing price to United States dollars. Any RSU issued is non-transferable, except in the event of death, for legal representative. If the proposed amendments are adopted, this paragraph will also apply to any PSU granted pursuant to the LTIP. As at August 31, 2018, there were a total of 1,615,152 RSUs granted and outstanding pursuant to the LTIP having a weighted average fair value at the time of grant of US$4.02 (CA$5.10) per RSU.

The maximum number of Subordinate Voting Shares that are issuable under the LTIP and DSU Plan shall not exceed 11,792,893 Subordinate Voting Shares, which represents 21.4% of the Corporation's issued and outstanding voting shares as of August 31, 2018. The adoption of PSUs, if approved, shall not increase the number of Subordinate Voting Shares subject to the LTIP and DSU Plan. From this total, 4,489,738 Subordinate Voting Shares have been issued and 1,796,841 Subordinate Voting Shares are issuable under actual awards held by participants, which represents 11% of the Corporation's issued and outstanding voting shares as of August 31, 2018, leaving 5,506,314 Subordinate Voting Shares available for grant under the LTIP and DSU Plan, representing 10% of the issued and outstanding voting shares as of August 31, 2018.

All of the Subordinate Voting Shares covered by options that expire or are cancelled become reserved Subordinate Voting Shares for the purposes of options or RSUs that may be subsequently granted under the terms of the LTIP. No participant shall hold in total options to purchase, RSUs and DSUs representing more than 5% of the number of Subordinate Voting Shares issued and outstanding from time to time. There are additional limitations for insiders of the Corporation. The number of Subordinate Voting Shares issuable at any time pursuant to options, RSUs and DSUs granted to insiders of the Corporation shall not exceed 10% of the total issued and outstanding Subordinate Voting Shares. The number of Subordinate Voting Shares issued to insiders, within a one (1) year period, pursuant to the exercise, settlement or redemption of options, RSUs and DSUs shall not exceed 10% of the number of issued and outstanding Subordinate Voting Shares, and the number of Subordinate Voting Shares issued to any one insider and such insider's associates, within a one-year period, pursuant to the exercise, settlement or redemption of options, RSUs and DSUs shall not exceed 5% of the total issued and outstanding Subordinate Voting Shares of the Corporation. If the proposed amendments are adopted, PSUs shall be calculated in the limitations described above together with options, RSUs and DSUs. Options vest at a rate as determined by the Board of Directors. Options may be exercised in whole or in part once vested. Options that are granted under the LTIP must be exercised within a maximum period of ten (10) years following the date of their grant (the "Option Period") or they will be forfeited provided however that the Option Period shall be automatically extended if the date on which it is scheduled to terminate falls during a blackout period or within ten (10) business days after the last day of a blackout period. In such cases, the Option Period shall terminate ten (10) business days after the last day of a blackout period.

The vesting dates of RSUs are subject to a minimum term of three (3) years and a maximum term of ten (10) years from the award date. The following table presents, for the last five (5) financial years, the RSUs granted and their respective vesting schedule.

Financial Year Ended	Grant Date	RSUs Granted (#)	Fair Value at the Time of Grant (US$/RSU)	Vesting Schedule
August 31, 2018	October 19, 2017	15,000	4.00	50% on each of the third and fourth anniversary dates of the grant.
	January 16, 2018	154,833	4.45	
	February 2, 2018	30,000	4.62	
	October 19, 2017	211 155	4.00	100% on the fifth anniversary date of the grant subject to early vesting of up to 1/3 on the third anniversary date of the grant and up to 50% of the remaining units on the fourth anniversary date of the grant if performance objectives namely related to long-term growth of revenue and profitability, as determined by the Board of Directors of the Corporation, are fully attained.
	November 13, 2017	9,633	4.30	
	Total	420,621		
August 31, 2017	October 19, 2016	38,300	4.01	50% on each of the third and fourth anniversary dates of the grant.
	January 18, 2017	153,700	5.10	
	April 5, 2017	123,110	4.89	
	October 19, 2016	207,269	4.01	100% on the fifth anniversary date of the grant subject to early vesting of up to 1/3 on the third anniversary date of the grant and up to 50% of the remaining units on the fourth anniversary date of the grant if performance objectives namely related to long-term growth of revenue and profitability, as determined by the Board of Directors of the Corporation, are fully attained.
	April 5, 2017	4,764	4.89	
	Total	527,143		

Financial Year Ended	Grant Date	RSUs Granted (#)	Fair Value at the Time of Grant (US$/RSU)	Vesting Schedule
August 31, 2016	October 15, 2015	36,900	3.23	50% on each of the third and fourth anniversary dates of the grant.
	November 9, 2015	109,890	3.43	
	January 13, 2016	151,400	3.00	
	July 7, 2016	2,500	3.30	
	August 15, 2016	10,000	3.33	
	October 15, 2015	206,373	3.23	100% on the fifth anniversary date of the grant subject to early vesting of up to 1/3 on the third anniversary date of the grant and up to 50% of the remaining units on the fourth anniversary date of the grant if performance objectives namely related to long-term growth of revenue and profitability, as determined by the Board of Directors of the Corporation, are fully attained.
	November 9, 2015	54,945	3.43	
	Total	572,008		
August 31, 2015	October 16, 2014	29,150	3.71	50% on each of the third and fourth anniversary dates of the grant.
	January 14, 2015	163,400	3.55	
	March 31, 2015	5,000	3.78	
	July 2, 2015	12,299	3.27	
	October 16, 2014	197,726	3.71	100% on the fifth anniversary date of the grant subject to early vesting of up to 1/3 on the third anniversary date of the grant and up to 50% of the remaining units on the fourth anniversary date of the grant if performance objectives namely related to long-term growth of revenue and profitability, as determined by the Board of Directors of the Corporation, are fully attained.
	July 2, 2015	1,946	3.27	
	Total	409,521		
August 31, 2014	October 16, 2013	36,950	5.28	50% on each of the third and fourth anniversary dates of the grant.
	January 15, 2014	132,000	4.36	
	July 3, 2014	29,502	4.77	
	October 16, 2013	138,233	5.28	100% on the fifth anniversary date of the grant subject to early vesting of up to 1/3 on the third anniversary date of the grant and up to 50% of the remaining units on the fourth anniversary date of the grant if performance objectives namely related to long-term growth of revenue and profitability, as determined by the Board of Directors of the Corporation, are fully attained.
	Total	336,685		

If any vesting dates fall into any blackout period or any other restrictive period during which the RSU holder is not entitled to trade the Corporation's Subordinate Voting Shares, the RSUs shall: (i) vest on the fifth trading day the RSU holder is entitled to trade after such blackout period or restrictive period; or (ii) if the RSU holder decides, prior to such vesting date, to pay his/her income tax without using any of the Subordinate Voting Shares' proceeds, then and only then, the vesting date shall remain the one determined on the granting date for such RSUs.

With the exceptions mentioned under the section entitled "Termination and Change of Control Benefits", unless otherwise determined by the Board of Directors, any option granted pursuant to the LTIP will lapse: (i) immediately upon the termination of the relationship with the Corporation or one of its subsidiaries for a good and sufficient cause for employees or officers or at the date on which an employee or an officer resigns or leaves his employment with the Corporation or one of its subsidiaries (or within thirty (30) days if the holder's employment is terminated for reasons not related to cause); and (ii) thirty (30) days after a director ceases to be a member of the Board of Directors of the Corporation or one of its subsidiaries for any reason other than death or permanent disability. The LTIP provides that, in the event of death or permanent disability, any option held by the optionee lapses six (6) months after the date of permanent disability and the option shall become exercisable no later than the date of termination by reason of death or permanent disability of the employee or the officer. In the event of retirement, any option held by an employee lapses thirty (30) days after the date of any such retirement. Nevertheless, in case of retirement or early retirement of an officer or employee, the Board of Directors or the Human Resources Committee may at its own discretion extend the period an option will lapse in accordance with the terms of the LTIP.

With the exceptions mentioned under the section entitled "Termination and Change of Control Benefits", unless otherwise determined by the Board of Directors, any RSU granted pursuant to the LTIP will lapse: (i) immediately, where vesting of a unit is subject to the attainment of performance objectives, if such performance objectives have not been attained (or postponed at a further vesting date as determined by the Board of Directors); and (ii) immediately, whether or not subject to attainment of performance objectives, upon the termination of the relationship with the Corporation or one of its subsidiaries for a good and sufficient cause for employees or officers or at the date on which an employee or an officer resigns or leaves his employment with the Corporation or one of its subsidiaries.

The LTIP provides that any RSU granted will vest immediately, to a certain proportion as determined by the LTIP, upon the termination of the relationship of an employee or officer with the Corporation or one of its subsidiaries for reasons not related to cause. The LTIP provides that any RSU granted pursuant to the LTIP will vest immediately upon the termination of the relationship of an employee or officer with the Corporation or one of its subsidiaries because of death or permanent disability. The LTIP also provides that upon participant attainment of the retirement conditions established by the Corporation and continued compliance with the confidentiality, non-solicitation and non-competition obligations of the RSU holder, the RSU holder shall be entitled to the regular vesting as established by the Board of Directors at the time of grant pursuant to the LTIP. Furthermore, in case of a RSU holder employment with the Corporation is terminated following a change of control, the Board of Directors or the Human Resources Committee may, at its own discretion, increase the number of Subordinate Voting Shares to which a RSU holder is entitled.

In the event of a change of control, the Board of Directors or the Human Resources Committee may, prior or following the change of control, accelerate the time at which an option or RSU may first be exercised or the time during which an option or RSU or any part thereof will become exercisable.

The LTIP currently provides for the issuance of options to purchase Subordinate Voting Shares and the issuance of Restricted Share Units ("RSUs") redeemable for actual Subordinate Voting Shares to participating directors, officers, employees and other persons or companies providing ongoing management or consulting services of the Corporation and its subsidiaries. We propose to adopt certain changes to the LTIP this year, primarily to allow for the issuance of an additional class of awards to be known as Performance Share Units ("PSUs"). The following is a summary of the new provisions for the issuance of PSUs proposed to be included in the LTIP, a copy of which plan is provided in Exhibit 4.59 to this Annual Report. The disclosure in this Annual Report is qualified by reference to such exhibit.

The purpose of the adoption of PSUs under the LTIP, in addition to options and RSUs, is to allow the Board to establish specific performance objectives which must be attained for any PSUs to be earned, and any applicable reduction or increase in the number of Subordinate Voting Shares underlying any PSU depending on the level of attainment of the relevant performance objectives. Unlike RSUs, the number of PSUs that will ultimately vest will adjust based on the performance objectives as measured against pre-determined targets by the Board of Directors. As the Corporation's performance improves, as measured against the pre-determined targets, the number of units that will ultimately vest increases, capping out at a predetermined maximum number of units. PSUs will be settled in Subordinate Voting Shares on the vesting date.

The Board of Directors, upon recommendation from the Human Resources Committee, will designate the recipients of PSUs and determine the number of Subordinate Voting Shares covered by such PSUs, the date(s) of vesting, the performance objective(s) which must be attained for any PSUs to be earned, any applicable reduction or increase in the number of Subordinate Voting Shares underlying any PSU depending on the level of attainment of the relevant performance objective(s), the expiry date and any other conditions relating to the PSUs, in each case in accordance with the applicable legislation of the securities regulatory authorities. The Board of Directors will also determines the level of attainment of the performance objective(s), the number of PSUs earned and eligible to vest and the number of Subordinate Voting Shares underlying such PSUs, no later than the fifth business day following the public release of the Corporation's financial results for the financial year in respect of which the performance objective(s) have been set (or the last financial year in respect of which the performance objective(s) have been set in the case of objective(s) covering more than one financial year).

The adoption of PSUs shall not increase the number of Subordinate Voting Shares subject to the LTIP. The fair value at the time of grant of a PSU is equal to the market value of Subordinate Voting Shares at the time the PSU is granted. The grant date market value is equal to the highest of the closing prices of the Subordinate Voting Shares on the Toronto Stock Exchange and the NASDAQ Global Select Market on the last trading day preceding the grant date, using the daily exchange rate of the Bank of Canada on the last trading day preceding the grant date to convert either the NASDAQ Global Select Market closing price to Canadian dollars or the Toronto Stock Exchange closing price to United States dollars. Any PSU issued is non-transferable, except in the event of death, for legal representative.

Unless otherwise determined by the Board of Directors, any PSU granted pursuant to the LTIP will expire: (i) on the vesting date where the performance objectives have not been attained as determined by the Board of Directors; (ii) immediately, upon the termination of the relationship with the Corporation or one of its subsidiaries for a good and sufficient cause for employees or officers; and (iii) at the date on which an employee or an officer resigns or leaves his employment with the Corporation or one of its subsidiaries.

The amended LTIP will provide that any PSU award will be eligible to the regular vesting as established by the Board of Directors at the time of grant, to a certain proportion as determined by the LTIP, upon the termination of the relationship of an employee or officer with the Corporation or one of its subsidiaries for reasons not related to cause. The amended LTIP will also provide that any PSU award will be eligible to the regular vesting as established by the Board of Directors at the time of grant, upon: (i) the termination of the relationship of an employee or officer with the Corporation or one of its subsidiaries because of permanent disability; and (ii) participant attainment of the retirement conditions established by the Corporation and continued compliance with the confidentiality, non-solicitation and non-competition obligations of the PSU holder. The amended LTIP will also provide that any PSU award will be eligible to accelerated vesting assuming 100% of the level of attainment of the performance objective(s), as established by the Board of Directors at the time of grant, upon the termination of the relationship of an employee or officer with the Corporation or one of its subsidiaries because of death. Furthermore, in case of a PSU holder employment with the Corporation is terminated following a change of control, the Board of Directors or the Human Resources Committee may, at its own discretion, increase the number of Subordinate Voting Shares to which a PSU holder is entitled.

Under the amending provisions adopted in January 2018, the Board of Directors may amend the LTIP and the DSU Plan or any options, Restricted Share Units ("RSUs") and Deferred Share Units ("DSUs") issuable thereunder at any time without the consent of the holders of such securities provided that such amendment shall (i) not adversely alter or impair any securities previously granted except as permitted by the terms of the plans, (ii) be subject to any required approval of any securities regulatory authority or stock exchange, and (iii) be subject to shareholder approval, where required, by law, stock exchange requirements or the plans themselves, provided however that actions which do not require shareholder approval include, without limitation, the following actions:

- amendments of a general housekeeping or clerical nature that, among others, clarify, correct or rectify any ambiguity, defective provision, error or omission in the LTIP or the DSU Plan;
- amendments necessary to comply with applicable laws or the requirements of any securities regulatory authority or stock exchange;
- changing the eligibility for, and limitations on, participation in the LTIP and the DSU Plan;
- modifying the terms and conditions of any options, RSUs and DSUs, including restrictions, not inconsistent with the terms of the LTIP and the DSU Plan, which terms and conditions may differ among individual grants and holders of such securities;
- modifying the periods referred to in the LTIP during which vested options may be exercised, provided that the option period is not extended beyond ten years after the date of the granting of the option;

- amendments with respect to the vesting period, with respect to circumstances that would accelerate the vesting of options or RSUs, or the redemption of DSUs;
- any amendment resulting from or due to the alteration of share capital as more fully set out in the LTIP and the DSU Plan;
- amendments to the provisions relating to the administration of the LTIP and the DSU Plan; and
- suspending or terminating the LTIP and the DSU Plan.

For greater certainty, the Board of Directors shall be required to obtain shareholder approval to make the following amendments:

- a reduction in the exercise price of options held by an insider;
- an extension of the exercise period of options held by an insider;
- any amendment to remove or to exceed the limits on insider participation;
- an increase to the maximum number of Subordinate Voting Shares issuable under the LTIP and the DSU Plan; and
- any amendment to the amendment provisions of the LTIP and the DSU Plan.

For the first three bullet points above, the votes attached to shares held directly or indirectly by insiders benefiting directly or indirectly from the amendment must be excluded. In addition, with respect to the last bullet point above, where the amendment will disproportionately benefit one or more insiders over other holders of options, RSUs or DSUs, the votes of shares held directly or indirectly by those insiders receiving the disproportionate benefit must be excluded. If the proposed amendments are adopted, the amending provisions will also apply to PSUs, in the same manner as for the RSUs, in accordance with the LTIP. The amending provisions of the LTIP will refer to "Units" instead of RSUs, making the amending provisions applicable, without other changes, to such Units. A Unit is defined as a PSU or a RSU granted under the LTIP. The full text of the proposed amendments to the LTIP is provided in Exhibit 4.59 to this Annual Report.

With the adoption of PSUs, the amending provisions of the LTIP will refer to "Units" instead of RSUs, making the amending provisions applicable, without other changes, to such Units. A Unit is defined as a PSU or a RSU granted under the LTIP.

The full text of the proposed LTIP is included in our 2018 Annual Information Form on Form 20-F under Exhibit 4.59, which was filed on November 27, 2018 on SEDAR at www.sedar.com in Canada or on EDGAR at www.sec.gov/edgar.shtml in the U.S.

Restricted Share Unit Grants in Last Financial Year

The aggregate number of RSUs granted from September 1, 2017 to August 31, 2018, was 420,621 having a weighted average fair value at the time of grant of US$4.22 (CA$5.25) per RSU. The fair value at the time of grant of a RSU is equal to the market value of Subordinate Voting Shares at the time RSUs are granted. At August 31, 2018, there were a total of 1,615,152 RSUs granted and outstanding pursuant to the LTIP having a weighted average fair value at the time of grant of US$4.02 (CA$5.10) per RSU.

The RSUs are redeemed for Subordinate Voting Shares issued from treasury on the vesting dates established by the Board of Directors of the Corporation at the time of grant in its sole discretion.

Therefore, the value at vesting of a RSU, when converted to Subordinate Voting Shares, is equivalent to the market value of a Subordinate Voting Share at the time the conversion takes place and is taxable as employment income. The table above shows information regarding RSU grants made under the LTIP during the financial year ended August 31, 2018.

During the financial year ended August 31, 2018, the following RSUs were granted to the following NEOs:

Name	RSUs Granted (#)	Percentage of Total RSUs Granted to Employees in Financial Year (%) [1]	Fair Value at the Time of Grant (US$/RSU) [2]	Grant Date	Vesting Schedule [3]
Philippe Morin	51,353	12.21%	4.00	October 19, 2017	100% on the fifth anniversary date of the grant subject to early vesting up to 1/3 on the third anniversary date of the grant and up to 50% of the remaining units on the fourth anniversary date of the grant if performance objectives namely related to long-term growth of revenue and profitability, as determined by the Board of Directors of the Corporation are fully attained. [4]
Pierre Plamondon	27,266	6.48%	4.00	October 19, 2017	100% on the fifth anniversary date of the grant subject to early vesting up to 1/3 on the third anniversary date of the grant and up to 50% of the remaining units on the fourth anniversary date of the grant if performance objectives namely related to long-term growth of revenue and profitability, as determined by the Board of Directors of the Corporation are fully attained. [4]
Willem Jan te Niet	20,153	4.79%	4.00	October 19, 2017	100% on the fifth anniversary date of the grant subject to early vesting up to 1/3 on the third anniversary date of the grant and up to 50% of the remaining units on the fourth anniversary date of the grant if performance objectives namely related to long-term growth of revenue and profitability, as determined by the Board of Directors of the Corporation are fully attained. [4]
Dana Yearian	25,302	6.02%	4.00	October 19, 2017	100% on the fifth anniversary date of the grant subject to early vesting up to 1/3 on the third anniversary date of the grant and up to 50% of the remaining units on the fourth anniversary date of the grant if performance objectives namely related to long-term growth of revenue and profitability, as determined by the Board of Directors of the Corporation are fully attained. [4]

(1) Such percentage does not include any cancelled RSUs.

(2) The fair value at the time of grant of a RSU is equal to the market value of Subordinate Voting Shares at the time RSUs are granted. The grant date market value is equal to the highest of the closing prices of the Subordinate Voting Shares on the Toronto Stock Exchange and the NASDAQ Global Select Market on the last trading day preceding the grant date, using the daily exchange rate of the Bank of Canada on the last trading day preceding the grant date to convert either the NASDAQ Global Select Market closing price to Canadian dollars or the Toronto Stock Exchange closing price to United States dollars as required.

(3) All RSUs first vesting cannot be earlier than the third anniversary date of their grant.

(4) Those RSUs granted in the financial year ended August 31, 2018 vest on the fifth anniversary date of the grant but are subject to early vesting on the third and fourth anniversary date of the grant on the attainment of performance objectives, as determined by the Board of Directors of the Corporation. Accordingly, subject to the attainment of performance objectives, the first early vesting is up to 1/3 of the units on the third anniversary date of the grant and the second early vesting is up to 50% of the remaining units on the fourth anniversary date of the grant. The early vesting shall be subject to the attainment of performance objectives. Such performance objectives are based on the attainment of a sales growth metric combined with profitability metric. The sales growth metric is determined by the Compound Annual Growth Rate of sales of the Corporation for the period described below (SALES CAGR). The profitability metric is determined as the Cumulative Corporation's IFRS net earnings before interest, income taxes, depreciation of property, plant and equipment, amortization of intangible assets, foreign exchange gain or loss, change in fair value of cash contingent consideration, and extraordinary gain or loss over the Cumulative Sales for the same period (LTIP EBITDA). Accordingly, the first early vesting performance objectives will be attained, calculated on a pro-rated basis as follows: i) 100% for a SALES CAGR of 15% or more and 0% for a SALES CAGR of 5% or less for the three-year period ending on August 31, 2020; cumulated with ii) 100% for a LTIP EBITDA of 15% and 0% for a LTIP EBITDA of 7.5% or less for the three-year period ending on August 31, 2020. The second early vesting performance objectives will be attained on the same premises as described above but for the four-year period ending on August 31, 2021.

The following table summarizes information about RSUs granted to the members of the Board of Directors and to Management and Corporate Officers of the Corporation and its subsidiaries as at August 31, 2018:

	Number of RSUs (#)	% of Issued and Outstanding RSUs	Weighted Average Fair Value at the Time of Grant ($US/RSU)
Executive Chairman (one (1) individual)	–	–	–
CEO (one (1) individual)	306,951	18.98%	3.82
Board of Directors (four (4) individuals)	–	–	–
Management and Corporate Officers (ten (10) individuals)	666,204	41.25%	3.64

Option Grants in Last Financial Year

There were no options to purchase the Corporation's Subordinate Voting Shares granted during the financial year ended August 31, 2018 and thereafter until November 1, 2018. As at November 1, 2018, there were no options granted and none outstanding.

Deferred Share Unit Plan (DSU Plan)

Introduced in October 2004 and effective as of January 2005, the Corporation's DSU Plan (the Deferred Share Unit Plan) is designed to align more closely the interests of the Corporation's non-employee directors with those of its shareholders.

Under the DSU Plan, non-employee directors may elect to receive up to 100% of their retainer fees in the form of DSUs, each of which has an estimated value determined based on the highest of the closing prices of the Subordinate Voting Shares on the Toronto Stock Exchange and the NASDAQ Global Select Market on the last trading day preceding the grant date, using the daily exchange rate of the Bank of Canada on the last trading day preceding the grant date to convert either the NASDAQ Global Select Market closing price to Canadian dollars or the Toronto Stock Exchange closing price to United States dollars, as required. DSUs entitle the holder thereof to dividends in the form of additional DSUs at the same rate as dividends on Subordinate Voting Shares. Any DSU issued is non-transferable, except by will or other testamentary document or according to the laws respecting the devolution and allotment of estates.

When a participant ceases to act as a director, the participant (or in the case of death, the beneficiary of the DSUs) may cause the Corporation to redeem the DSUs by filing a notice of redemption with the Corporation's Secretary specifying the redemption date. If the participant or his/her beneficiary or legal representative, as the case may be, fails to file such a notice, the redemption date shall be December 15 of the first calendar year commencing after the year the participant ceased to act as a director. Within ten business days after the redemption date, the participant shall receive, at the discretion of the Corporation, in satisfaction of the number of DSUs credited to his or her account on such date, any of the following: (a) a number of Subordinate Voting Shares purchased on the open market having a value, net of any applicable withholdings, equal to the market value of a Subordinate Voting Share on the redemption date multiplied by the number of DSUs credited to his or her notional account on the payment date, (b) a number of Subordinate Voting Shares issued by the Corporation equal to the number of DSUs credited to his or her notional account on the payment date, or (c) any combination of clauses (a) and (b). If a participant dies after ceasing to act as a director, but before filing a redemption notice, these provisions shall apply with such modifications as the circumstances require.

Subordinate Voting Shares issued by the Corporation will be issued from the same pool of Subordinate Voting Shares reserved for issuance pursuant to the LTIP. There are additional limitations for insiders of the Corporation. The number of Subordinate Voting Shares issuable at any time pursuant to options, RSUs and DSUs granted to insiders of the Corporation shall not exceed 10% of the total issued and outstanding Subordinate Voting Shares. The number of Subordinate Voting Shares issued to insiders, within a one (1) year period, pursuant to the exercise, settlement or redemption of options, RSUs and DSUs shall not exceed 10% of the number of issued and outstanding Subordinate Voting Shares, and the number of Subordinate Voting Shares issued to any one insider and such insider's associates, within a one-year period, pursuant to the exercise, settlement or redemption of options, RSUs and DSUs shall not exceed 5% of the total issued and outstanding Subordinate Voting Shares of the Corporation.

Deferred Share Unit Grants in Last Financial Year

The aggregate number of DSUs credited to non-employee directors during the financial year ended August 31, 2018 was 65,745. The estimated value at the time of grant of a DSU is determined based on the highest of the closing prices of the Subordinate Voting Shares on the Toronto Stock Exchange and the NASDAQ Global Select Market on the last trading day preceding the grant date, using the daily exchange rate of the Bank of Canada on the last trading day preceding the grant date to convert either the NASDAQ Global Select Market closing price to Canadian dollars or the Toronto Stock Exchange closing price to United States dollars, as required. The value at vesting of a DSU is equivalent to the market value of the Subordinate Voting Shares when a DSU is converted to such Subordinate Voting Shares. As at August 31, 2018, there were a total of 181,689 DSUs credited and outstanding pursuant to the DSU Plan having a weighted average fair value at the time of grant of US$4.01 (CA$5.05).

During the financial year ended August 31, 2018, the following DSUs were granted to the non-employee members of the Board of Directors:

DSUs Granted (#)	Weighted Average Fair Value at the Time of Grant (US$/DSU)	Total of the Fair Value at the Time of Grant (US$)	Vesting
65,745	4.10	269,555	At the time director ceases to be a member of the Board of Directors of the Corporation

The following table summarizes information about DSUs granted to the non-employee members of the Board of Directors as at November 1, 2018:

	Number of DSUs (#)	% of Issued and Outstanding DSUs	Total of the Fair Value at the Time of Grant (US$)	Weighted Average Fair Value at the Time of Grant (US$/DSU)
Board of Directors (four (4) individuals)	181,689	100%	728,573	4.01

Number of Subordinate Voting Shares Reserved for Future Issuance

During the financial year ended August 31, 2018, 65,745 DSUs and 420,621 RSUs were granted to directors, officers and employees. Such awards were issued from the pool of Subordinate Voting Shares reserved for issuance pursuant to the LTIP and the DSU Plan of which the maximum number of Subordinate Voting Shares issuable shall not exceed 11,792,893, which represents 21.4% of the Corporation's issued and outstanding voting shares as at August 31, 2018. If the proposed amendments are adopted, the awards of PSUs will be issued from the same pool of Subordinate Voting Shares and the adoption of PSUs will not increase the number of Subordinate Voting Shares subject to the LTIP. As at August 31, 2018, the number of Subordinate Voting Shares reserved for future issuance is 5,506,314 representing 10% of the Corporation's issued and outstanding voting shares as at August 31, 2018.

Stock Appreciation Rights Plan

On August 4, 2001, the Corporation established a Stock Appreciation Rights Plan (the "SAR Plan"), as amended on January 12, 2010, for the benefit of certain employees residing in countries where the granting of stock-based compensation under the LTIP is not feasible in the opinion of the Corporation. The Board of Directors has full and complete authority to interpret the SAR Plan and to establish the rules and regulations applying to it and to make all other determinations it deems necessary or useful for the administration of the SAR Plan.

Under the SAR Plan, eligible employees are entitled to receive a cash amount equivalent to the difference between the market price of the Subordinate Voting Shares on the date of exercise or the date of vesting and the exercise price determined on the date of grant. No Subordinate Voting Shares are issuable under the SAR Plan.

The Board of Directors has delegated to Management the task of designating the recipients of stock appreciation rights, the date of exercise or vesting, the expiry date and other conditions. Under the terms of the SAR Plan, the exercise price determined on the date of grant of the stock appreciation right is equal to zero (0) if the stock appreciation right is to reflect a RSU under the LTIP or, if the stock appreciation right is to reflect an option under the LTIP, the exercise price determined on the date of grant may not be lower than the highest of the closing prices of the Subordinate Voting Shares on the Toronto Stock Exchange and on the NASDAQ Global Select Market on the last trading day preceding the grant date, using the daily exchange rate of the Bank of Canada on the last trading day preceding the grant date to convert either the NASDAQ Global Select Market closing price to Canadian dollars or the Toronto Stock Exchange closing price to United States dollars. Stock appreciation rights are non-transferable.

The stock appreciation rights, reflecting a RSU under the LTIP, vest at a rate of 50% annually commencing on the third anniversary date of the date of grants made in October 2014, January 2015, October 2015, January 2016, October 2016, January 2017 and January 2018.

The stock appreciation rights, reflecting a RSU under the LTIP, will: i) lapse immediately upon the termination of the relationship with the Corporation or one (1) of its subsidiaries for a good and sufficient cause or at the date on which an employee resigns or leaves his employment with the Corporation or one (1) of its subsidiaries; and ii) vest immediately, to a certain proportion as determined by the SAR Plan, upon the termination without cause of the relationship of an employee with the Corporation or one (1) of its subsidiaries.

The stock appreciation rights, reflecting an option under the LTIP, vest over a four-year period, with 25% vesting annually commencing on the first anniversary date of the date of grant. However, since October 2007, some stock appreciation rights, representing an option under the LTIP, vest at a rate of 50% annually commencing on the third anniversary date of the grants made in October 2009.

For stock appreciation rights, reflecting an option under the LTIP, once vested, such right may be exercised between the second and the fifteenth business day following each release of the Corporation's quarterly financial results and will lapse immediately upon the termination of the relationship with the Corporation or one (1) of its subsidiaries for a good and sufficient cause or at the date on which an employee resigns or leaves his employment with the Corporation or one (1) of its subsidiaries (or within thirty (30) days if the holder is dismissed without cause). In the event of retirement or disability, any stock appreciation right held by an employee lapses thirty (30) days after the date of any such disability or retirement. In the event of death, any stock appreciation right lapses six (6) months after the date of death.

All of the stock appreciation rights that are granted under the SAR Plan may be exercised within a maximum period of ten (10) years following the date of their grant.

From September 1, 2017 until November 1, 2018, 5,550 Stock Appreciation Rights ("SARs") were exercised.

During the financial year ended August 31, 2018, 3,800 SARs were granted to employees. As at August 31, 2018, there were 25,046 SARs outstanding.

Benefits and Perquisites

Certain employees of the Corporation, including the NEOs, are eligible to participate in the Corporation's benefits programs, which may include life insurance, extended health and dental coverage, short and long-term disability coverage, accidental death and dismemberment (AD&D) compensation and emergency travel assistance. Although the majority of costs of the benefits are paid by the Corporation, employees (including the NEOs) may also be required to contribute to obtain such benefits.

With the exception of car allowances that are provided to the Corporation's Executive Chairman and Vice Presidents of Sales, executive officers, including other NEOs, do not receive any perquisites. The value of the perquisites for each of the NEOs, if applicable, is less than CA$50,000 or 10% of total annual salary and bonus for the financial year and, as such, is not included in the table provided under the heading "Summary Compensation Table" and in the table provided under the heading "Termination and Change of Control Benefits".

Deferred Profit-Sharing Plan

The Corporation maintains a deferred profit-sharing plan (the "DPSP") for certain eligible Canadian resident employees, including NEOs but excluding the Corporation's Executive Chairman, under which the Corporation may elect to match the employees' contributions up to a maximum of 4% of an employee's gross salary, provided that the employee has contributed to a tax-deferred registered retirement savings plan. Cash contributions, for eligible employees to the DPSP, and expenses for the years ended August 31, 2016, 2017 and 2018 amounted to US$1,374,000, US$1,571,000 and US$1,610,000, respectively. The amounts contributed to the DPSP are invested at the employee's will in the investment vehicles offered by Manufacturers Life Insurance Company (Manulife), the Corporation's fund administrator. Withdrawals of funds from the DPSP account are not permitted. In the event of termination of the employment, if the employee has been a member of the DPSP for more than two (2) years, the employee is entitled to receive the funds accumulated in his DPSP account.

401K Plan

The Corporation maintains a 401K plan for eligible United States resident employees of its subsidiaries. Employees become eligible to participate in the 401K plan on the date they are hired. Under this plan, the Corporation must contribute an amount equal to 3% of an employee's current compensation. In addition, employees may elect to defer their current compensation up to the lesser of 1% of eligible compensation or the statutorily prescribed annual limit and have the deferral contributed to the 401K plan. The 401K plan permits, but does not require, the Corporation to make additional matching contributions to the 401K plan on behalf of the eligible participants, subject to a maximum of 50% of the first 6% of the participant's current compensation subject to certain legislated maximum contribution limits. The Corporation contributes up to 3% of the participant's current compensation, subject to certain legislated maximum contribution limits. In the years ended August 31, 2016, 2017 and 2018, the Corporation made aggregate contributions of US$622,000, US$630,000 and US$591,000 respectively, to the 401K plan. Contributions by participants or by the Corporation to the 401K plan and income earned on plan contributions are generally not taxable to the participant until withdrawn and contributions by the Corporation are generally deductible by the Corporation when made. At the direction of each participant, the trustees of the 401K plan invest the assets of the 401K plan in selected investment options.

2018 Performance and Compensation

Compensation for the NEOs is awarded through the Corporation's executive compensation plan, which aligns compensation with key strategic objectives and individual performance. The Corporation has established Business Performance Measures outlining key performance indicators which are applicable to all employees. You will find more information on such indicators under the heading "Short-Term Incentive Compensation". These performance indicators focus efforts, communicate priorities and enable performance to be benchmarked.

The following table highlights the NEOs early vesting achievement in accordance with the Corporation's LTIP:

Long-Term Incentive Plan (LTIP) - RSUs		
Date of Grant	**Vesting Date**	**% of Early Vesting Achievement [1]**
October 16, 2014	October 16, 2018	7%
October 15, 2015	October 15, 2018	17%

(1) The vesting schedules are provided in the table under the heading "Long-Term Incentive Plan".

Conclusion

By way of application of the Corporation's executive compensation policy, an important part of executive compensation is linked to corporate performance and long-term value creation. The Human Resources Committee continuously reviews executive compensation programs to ensure that they maintain their competitiveness and continue to focus on the Corporation's objectives, values and business strategies.

For the financial year ending August 31, 2012, we made a significant change to the Executive Chairman compensation structure. Following the evaluation of the share ownership of the Executive Chairman, it was decided by the Human Resources Committee that the Executive Chairman should no longer receive equity-based compensation within his compensation as the share ownership of the Executive Chairman has been determined to be sufficient and that equity-based compensation was no longer reasonably considered as an incentive to performance.

Depending on specific circumstances, the Human Resources Committee may also recommend employment terms and conditions that deviate from the policies and the execution by the Corporation or its subsidiaries of employment contracts on a case-by-case basis.

Executive Chairman Performance Compensation during Last Three (3) Financial Years

The following table compares the compensation awarded to Mr. Germain Lamonde in respect of his performance as CEO until April 1, 2017 and then as Executive Chairman to the Total Market Capitalization Growth for the last three (3) financial years. The compensation includes base salary, short-term incentive payments, as well as long-term incentive payments at grant date pursuant to the LTIP.

Compensation Elements	2018	2017[1]	2016	Three-Year Total
Cash				
Base Salary	CA$588,350	CA$717,500	CA$700,000	CA$2,005,850
Short-Term Incentive	CA$160,800	CA$262,962	CA$331,115	CA$754,877
Equity				
Long-Term Incentive	–	–	–	–
Total Direct Compensation	CA$749,150	CA$980,462	CA$1,031,115	CA$2,760,727
Contribution to DPSP	–	–	–	–
All Other Compensation	–	–	–	–
Total Compensation	CA$749,150	CA$980,462	CA$1,031,115	CA$2,760,727
Annual Average	–	–	–	CA$920,242
Total Market Capitalization (CA$ millions) as at August 31	318.0	322.3	231.9	290.7
Total Cost as a % of Market Capitalization	0.24%	0.30%	0.44%	0.32%

(1) On April 1, 2017, Mr. Germain Lamonde stepped down as CEO and became Executive Chairman of the Corporation.

CEO Performance Compensation during Last Three (3) Financial Years

The following table compares the compensation awarded to Mr. Philippe Morin in respect of his performance as COO until April 1, 2017 and then as CEO to the Total Market Capitalization Growth for the last three (3) financial years. The compensation includes base salary, short-term incentive payments, as well as long-term incentive payments at grant date pursuant to the LTIP.

Compensation Elements	2018	2017[1]	2016[2]	Three-Year Total
Cash				
Base Salary	CA$522,750	CA$512,500	CA$394,231	CA$1,429,481
Short-Term Incentive	CA$115,396	CA$118,531	CA$142,590	CA$376,517
Equity				
Long-Term Incentive	CA$256,251	CA$531,256	CA$749,999	CA$1,537,506
Total Direct Compensation	CA$894,397	CA$1,162,287	CA$1,286,820	CA$3,343,504
Contribution to DPSP	CA$986	CA$14,346	CA$9,135	CA$24,467
All Other Compensation	–	–	–	–
Total Compensation	CA$895,383	CA$1,176,633	CA$1,295,955	CA$3,367,971
Annual Average	–	–	–	CA$1,122,657
Total Market Capitalization (CA$ millions) as at August 31	318.0	322.3	231.9	290.7
Total Cost as a % of Market Capitalization	0.28%	0.37%	0.56%	0.39%

(1) Mr. Philippe Morin was nominated CEO on April 1, 2017.
(2) Mr. Philippe Morin was nominated COO on November 9, 2015.

Summary Compensation Table of Named Executive Officers

The table below shows compensation information during the three (3) most recently completed financial years for the NEOs. This information includes, as applicable, the Canadian and US dollar and Euro value of base salaries, share-based and option-based awards, non-equity incentive plan compensations, pension value and all other compensation, if any, whether paid or deferred.

Name and Principal Position	Financial Year	Salary [1] [2] ($)	Share-Based Awards [2] [3] ($)	Option-Based Awards ($)	Non-Equity Incentive Plan Compensation ($)		Pension Value ($)	All Other Compensation ($) [2] [5]	Total Compensation ($)
					Annual Incentive Plans [2] [4]	Long-Term Incentive Plan			
Germain Lamonde, Executive Chairman [6]	2018	460,800 (US) 588,350 (CA)	– (US) – (CA)	–	125,940 (US) 160,800 (CA)	–	–	–	586,740 (US) 749,150 (CA)
	2017	543,067 (US) 717,500 (CA)	– (US) – (CA)	–	199,032 (US) 262,962 (CA)	–	–	–	742,099 (US) 980,462 (CA)
	2016	527,188 (US) 700,000 (CA)	– (US) – (CA)	–	249,371 (US) 331,115 (CA)	–	–	–	776,559 (US) 1,031,115 (CA)
Philippe Morin, CEO [7]	2018	409,422 (US) 522,750 (CA)	200,698 (US) 256,251 (CA)	–	90,379 (US) 115,396 (CA)	–	–	772 (US) 986 (CA)	701,271 (US) 895,383 (CA)
	2017	387,905 (US) 512,500 (CA)	402,101 (US) 531,256 (CA)	–	89,715 (US) 118,531 (CA)	–	–	10,858 (US) 14,346 (CA)	890,579 (US) 1,176,633 (CA)
	2016	296,905 (US) [8] 394,231 (CA)	564,844 (US) 749,999 (CA)	–	107,388 (US) 142,589 (CA)	–	–	6,879 (US) 9,135 (CA)	976,016 (US) 1,295,954 (CA)

Name and Principal Position	Financial Year	Salary [1] [2] ($)	Share-Based Awards [2] [3] ($)	Option-Based Awards ($)	Non-Equity Incentive Plan Compensation ($)		Pension Value ($)	All Other Compensation ($) [2] [5]	Total Compensation ($)
					Annual Incentive Plans [2] [4]	Long-Term Incentive Plan			
Pierre Plamondon, CFO and Vice President, Finance	2018	241,535 (US) 308,392 (CA)	106,561 (US) 136,057 (CA)	–	60,189 (US) 76,850 (CA) (9)	–	–	7,833 (US) 10,002 (CA)	416,118 (US) 531,301 (CA)
	2017	228,841 (US) 302,345 (CA)	100,176 (US) 132,352 (CA)	–	46,116 (US) 60,928 (CA)	–	–	11,006 (US) 14,541 (CA)	386,139 (US) 510,166 (CA)
	2016	221,502 (US) 294,110 (CA)	91,220 (US) 121,122 (CA)	–	82,291 (US) 109,266 (CA)	–	–	9,064 (US) 12,035 (CA)	404,077 (US) 536,533 (CA)
Willem Jan te Niet, Vice President, Sales — EMEA [10]	2018	243,191 (US) 310,506 (CA) 203,940 (€)	80,612 (US) 102,925 (CA) 67,601 (€)	–	141,296 (US) 180,406 (CA) 118,491 (€)	–	–	19,455 (US) 24,841 (CA) 16,315 (€)	484,554 (US) 618,678 (CA) 406,347 (€)
	2017	226,587 (US) 299,367 (CA) 206,625 (€)	66,891 (US) 88,376 (CA) 60,998 (€)	–	104,094 (US) 137,529 (CA) 94,923 (€)	–	–	7,912 (US) 10,454 (CA) 7,215 (€)	405,484 (US) 535,726 (CA) 369,761 (€)
	2016	9,160 (US) (11) 12,162 (CA) 8,250 (€)	32,384 (US) 43,000 (CA) 29,168 (€)	–	–	–	–	–	41,544 (US) 55,162 (CA) 37,418 (€)
Dana Yearian, Vice President, Sales — Americas	2018	242,897 (US) 310,131 (CA)	101,208 (US) 129,222 (CA)	–	152,285 (US) 194,438 (CA)	–	–	7,667 (US) 9,789 (CA)	504,057 (US) 643,580 (CA)
	2017	238,134 (US) 314,623 (CA)	99,223 (US) 131,094 (CA)	–	156,675 (US) 206,999 (CA)	–	–	7,049 (US) 9,314 (CA)	501,081 (US) 662,030 (CA)
	2016	233,465 (US) 309,995 (CA)	97,087 (US) 128,913 (CA)	–	181,465 (US) 240,949 (CA)	–	–	7,049 (US) 9,360 (CA)	519,066 (US) 689,217 (CA)

(1) Base salary earned in the financial year, regardless when paid.

(2) The compensation information for Canadian residents has been converted from Canadian dollars to US dollars based upon an average foreign exchange rate of CA$1.2768 = US$1.00 for the financial year ended August 31, 2018, CA$1.3212= US$1.00 for the financial year ended August 31, 2017 and CA$1.3278= US$1.00 for the financial year ended August 31, 2016. The compensation information for the Netherlands resident has been converted from Euros to US dollars based upon an average foreign exchange rate of €0.8386 = US$1.00 for the financial year ended August 31, 2018, €0.9119 = US$1.00 for the financial year ended August 31, 2017 and €0.9007 = US$1.00 for the financial year ended August 31, 2016 and the conversion from US dollars to Canadian dollars is made as described above.

(3) Indicates the dollar amount based on the grant date fair value of the RSUs awarded under the LTIP for the financial year. The fair value at the time of grant of a RSU is equal to the market value of Subordinate Voting Shares at the time RSUs are granted. The grant date market value is equal to the highest of the closing prices of the Subordinate Voting Shares on the Toronto Stock Exchange and the NASDAQ Global Select Market on the last trading day preceding the grant date, using the daily exchange rate of the Bank of Canada on the last trading day preceding the grant date to convert either the NASDAQ Global Select Market closing price to Canadian dollars or the Toronto Stock Exchange closing price to United States dollars as required. Grants of RSUs to NEOs are detailed under section "Compensation Discussion and Analysis – Long-Term Incentive Plan".

(4) Indicates the total bonus earned during the financial year whether paid during the financial year or payable on a later date:

Name	Paid during the Financial Year Ended August 31, 2018 [i] ($)	Paid in the First Quarter of the Financial Year Ending on August 31, 2019 [i] ($)	Total Bonus Earned during the Financial Year Ended August 31, 2018 [i] ($)
Germain Lamonde	– (US) – (CA)	125,940 (US) 160,800 (CA)	125,940 (US) 160,800 (CA)
Philippe Morin	– (US) – (CA)	90,379 (US) 115,396 (CA)	90,379 (US) 115,396 (CA)
Pierre Plamondon	– (US) – (CA)	60,189 (US) 76,850 (CA)	60,189 (US) 76,850 (CA)

Name	Paid during the Financial Year Ended August 31, 2018 [i] ($)	Paid in the First Quarter of the Financial Year Ending on August 31, 2019 [i] ($)	Total Bonus Earned during the Financial Year Ended August 31, 2018 [i] ($)
Willem Jan te Niet	98,431 [US] 125,676 [CA] 82,544 [€]	42,865 [US] 54,730 [CA] 35,947 [€]	141,296 [US] 180,406 [CA] 118,491 [€]
Dana Yearian	101,781 [US] 129,954 [CA]	50,504 [US] 64,484 [CA]	152,285 [US] 194,438 [CA]

(i) Refer to note 2 above.

(5) Indicates the amount contributed by the Corporation during the financial year to the DPSP as detailed under section "Compensation Discussion and Analysis – Deferred Profit-Sharing Plan", the 401K plan as detailed under section "Compensation Discussion and Analysis – 401K plan", as applicable, for the benefit of the NEOs. Mr. Lamonde is not eligible to participate in the DPSP.

(6) Mr. Lamonde stepped down as CEO as of April 1, 2017 and was nominated Executive Chairman of the Corporation.

(7) Mr. Morin was promoted from Chief Operating Officer of the Corporation to CEO of the Corporation as of April 1, 2017. He joined the Corporation as COO on November 9, 2015.

(8) This amount represents the salary paid to Mr. Philippe Morin from November 9, 2015 to August 31, 2016 which is based on an annual salary of US$376,563 (CA$500,000) for the financial year ended August 31, 2016.

(9) Including a discretionary bonus of CA$10,000 (US$12,768).

(10) Mr. Willem Jan te Niet joined the Corporation as Vice President, Sales — EMEA on August 15, 2016.

(11) This amount represents the salary paid to Mr. te Niet from August 15, 2016 to August 31, 2016 which is based on an annual salary of €198,000 (US$219,829, CA$291,889) for the financial year ended August 31, 2016.

Incentive Plan Awards

The significant terms of all plan-based awards and non-equity incentive plan awards, issued or vested, or under which options have been exercised, during the financial year, or outstanding at the end of the financial year are described herein under the section entitled "Compensation Discussion and Analysis – Long-Term Incentive Plan" and "Compensation Discussion and Analysis – Short Term Incentive Compensation".

Outstanding Share-Based Awards and Option-Based Awards

The following sets out for each NEO all option and RSU awards outstanding as at August 31, 2018, if any, including those granted before August 31, 2018.

Name	Outstanding Option-Based Awards (Options)				Outstanding Share-Based Awards (RSUs)		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price	Option Expiration Date	Value of Unexercised "in-the-money" Options	Number of Shares or Units of Shares that Have Not Vested (#)	Market or Payout Value of Share-Based Awards that Have Not Vested (US$) [1]	Market or Payout Value of Vested Share-Based Awards Not Paid Out or Distributed (US$)
Germain Lamonde	–	–	–	–	–	–	–
Philippe Morin	–	–	–	–	306,591	1,355,132	–
Pierre Plamondon	–	–	–	–	128,189	566,595	–
Willem Jan te Niet	–	–	–	–	46,834	207,006	–
Dana Yearian	–	–	–	–	122,707	542,365	–

(1) The value of unvested RSUs at the financial year-end is the market value of the Subordinate Voting Shares on August 31, 2018, which was US$4.42 (CA$5.77). The market value of the Subordinate Voting Shares was calculated by using the highest of the closing prices of the Subordinate Voting Shares on the Toronto Stock Exchange and on the NASDAQ Global Select Market on August 31, 2018 using the daily exchange rate of the Bank of Canada to convert either the NASDAQ Global Select Market closing price to Canadian dollars or the Toronto Stock Exchange closing price to United States dollars as required. The actual gains on vesting will depend on the value of the Subordinate Voting Shares on the date of vesting. There can be no assurance that these values will be realized.

Exercised Option-Based Awards

No option-based awards of the Corporation were held during the financial year ended August 31, 2018 by the NEOs.

Incentive Plan Awards – Value Vested or Earned during the Year

The following table summarizes, for each of the NEOs, the value of share-based awards vested during the financial year ended August 31, 2018, if any, and the value of non-equity incentive plan compensation earned during the financial year ended August 31, 2018, if any.

Name	Share-Based Awards – Value Vested during the Year (US$) (1)	Non-Equity Incentive Plan Compensation – Value Earned during the Year (US$) (2)
Germain Lamonde	–	125,940
Philippe Morin	–	90,379
Pierre Plamondon	82,610	60,189
Willem Jan te Niet	–	141,296
Dana Yearian	76,134	152,285

(1) The aggregate dollar value realized is equivalent to the market value of the Subordinate Voting Shares underlying the RSUs at vesting. This value, as the case may be, has been converted from Canadian dollars to US dollars based upon the daily exchange rate of the Bank of Canada on the day of vesting.

(2) Includes total non-equity incentive plan compensation earned by each NEO in respect to the financial year ended on August 31, 2018 (as indicated under the "Summary Compensation Table").

Pension Plan Benefits

The Corporation does not have a defined benefit pension plan. The significant terms of the DPSP and the 401K plan of the Corporation are described herein under the sections entitled "Compensation Discussion and Analysis – Deferred Profit-Sharing Plan" and "Compensation Discussion and Analysis – 401K plan". The amounts paid by the Corporation to the NEOs under such plans are detailed in the column entitled "All other compensation" in the "Summary Compensation Table".

Termination and Change of Control Benefits

The Corporation has an employment agreement with Mr. Germain Lamonde, the Corporation's Executive Chairman. The agreement is for an indeterminate period and compensation is reviewed annually. In the event of the termination of Mr. Lamonde's employment without cause, Mr. Lamonde will be entitled to a severance payment equal to twenty-four (24) months of his current rate of remuneration (base salary, STIP compensation and benefits) and the immediate vesting of all stock options and RSUs. In addition, in the event that Mr. Lamonde's employment is terminated following a merger or an acquisition by a third party of substantially all of the Corporation's assets or of the majority of its share capital, he will be entitled to a severance payment equal to twenty-four (24) months of his current rate of remuneration (base salary, STIP compensation and benefits) and to the immediate vesting of all stock options and RSUs. If Mr. Lamonde voluntarily resigns, he will be entitled to immediate vesting of all stock options and RSUs.

The Corporation has an employment agreement with Mr. Philippe Morin, the Corporation's Chief Executive Officer. The agreement is for an indeterminate period and compensation is reviewed annually. In the event of termination of Mr. Morin's employment without cause, Mr. Morin will be entitled to a severance payment equal to twelve (12) months of his current base salary. In addition, in the event Mr. Morin's employment is terminated following a merger or an acquisition by a third party of substantially all of the Corporation's assets or of the majority of its share capital, he will be entitled to a severance payment equal to twelve (12) months of his current base salary and to the immediate vesting of all stock options and RSUs.

The Corporation has an employment agreement with Mr. Pierre Plamondon, the Corporation's CFO and Vice-President, Finance. The agreement is for an indeterminate period and compensation is reviewed annually. In the event of termination of Mr. Plamondon's employment without cause, Mr. Plamondon will be entitled to a severance payment equal to twelve (12) months of his current base salary. In addition, in the event Mr. Plamondon's employment is terminated following a merger or an acquisition by a third party of substantially all of the Corporation's assets or of the majority of its share capital, he will be entitled to a severance payment equal to eighteen (18) months of his current rate of remuneration (base salary, STIP compensation and benefits) and to the immediate vesting of all stock options and RSUs.

The Corporation has an employment agreement with Mr. Willem Jan te Niet, the Corporation's Vice-President, Sales — EMEA. The agreement is for an indeterminate period and compensation is reviewed annually. In the event of termination of Mr. te Niet's employment without cause, Mr. te Niet will be entitled to severance payments equal to one (1) month per year of service as a Vice-President of the Corporation with a minimum of six (6) months but in no case exceeding twelve (12) months of his current base salary. In addition, in the event Mr. te Niet's employment is terminated following a merger or an acquisition by a third party of substantially all of the Corporation's assets or of the majority of its share capital, he will be entitled to severance payments equal to one (1) month per year of service as a Vice-President of the Corporation with a minimum of six (6) months but in no case exceeding twelve (12) months of his current rate of remuneration (base salary, SIP compensation and benefits) and to the immediate vesting of all RSUs.

The Corporation has an employment agreement with Mr. Dana Yearian, the Corporation's Vice President, Sales — Americas. The agreement is for an indeterminate period and compensation is reviewed annually. In the event of termination of Mr. Yearian's employment without cause, Mr. Yearian will be entitled to a severance payment equal to twelve (12) months of his current base salary. In addition, in the event Mr. Yearian's employment is terminated following a merger or an acquisition by a third party of substantially all of the Corporation's assets or of the majority of its share capital, he will be entitled to a severance payment equal to eighteen (18) months of his current rate of remuneration (base salary, SIP compensation and benefits) and to the immediate vesting of all stock options and RSUs.

The following table outlines the estimated incremental payments NEOs would be entitled to receive if a termination payment event occurred on August 31, 2018, which includes all payments, payables and benefits that would be given by the Corporation to a NEO upon such termination payment event.

Named Executive Officer	Termination Payment Event		
	Without Cause ($) (1) (2)	Change of Control ($) (2) (3) (4)	Voluntary ($)
Germain Lamonde	1,299,404 (US) (5) 1,702,624 (CA)	1,299,404 (US) 1,702,624 (CA)	0 (6)
Philippe Morin	1,127,657 (US) 1,472,105 (CA)	1,755,553 (US) 2,291,780 (CA)	–
Pierre Plamondon	549,824 (US) 717,774 (CA)	990,107 (US) 1,293,631 (CA)	–
Willem Jan te Niet	227,726 (US) 297,291 (CA) 195,456 (€)	365,413 (US) 477,032 (CA) 313,632 (€)	–
Dana Yearian	540,907 (US) 706,133 (CA)	1,141,723 (US) 1,494,171 (CA)	–

(1) The aggregate amount disclosed includes an evaluation of the amount that the NEO would have been entitled to should a termination of employment without cause have occurred on August 31, 2018 and includes, as the case may be for each NEO, the base salary that would have been received and total value of RSUs and options that would have vested (with the exception of Mr. Lamonde's evaluation which is described in note 6 below and includes: the base salary, STIP compensation, and total value of RSUs and options that would have vested). The amount for base salary compensation is calculated according to those amounts provided under the section entitled "Summary Compensation Table" included in this Annual Report. The amount for the total value attached to the vesting of RSUs and options determined pursuant to the LTIP as described in the section entitled "Long-Term Incentive Compensation – Long-Term Incentive Plan" for termination without cause.

(2) The aggregate amount for Canadian residents has been converted from Canadian dollars to US dollars based upon a foreign exchange rate of CA$1.2768 = US$1.00 as of August 31, 2018. The aggregate amount for Netherlands resident has been converted from Euros to US dollars based upon a foreign exchange rate of €0.8386 = US$1.00 as of August 31, 2018.
(3) "Change of Control" is defined as a merger or an acquisition by a third party of substantially all of the Corporation's assets or of the majority of its share capital.
(4) The aggregate amount disclosed includes, as the case may be for each NEO, an evaluation of the amount that the NEO would have been entitled to should a termination of employment for Change of Control have occurred on August 31, 2018 and includes, as the case may be, namely, the base salary, STIP or SIP compensation and total value of RSUs and options that would have vested. The amount for base salary and STIP or SIP compensation are calculated according to those amounts provided under the section entitled "Summary Compensation Table" included in this Annual Report, the total value attached to the vesting of RSUs and options is calculated according to those amounts provided in the columns named "Value of unexercised "in-the-money" options" and "Market or payout value of share-based awards that have not vested" of the table included under the heading entitled "Outstanding share-based awards and option-based awards".
(5) The aggregate amount disclosed includes an evaluation of the amount that Mr. Lamonde would have been entitled to should a termination of employment without cause have occurred on August 31, 2018 and includes: the base salary, STIP compensation, and total value of RSUs and options that would have vested. The amount for base salary and STIP compensation are calculated according to those amounts provided under the section entitled "Summary Compensation Table" included in this Annual Report; the total value attached to the vesting of RSUs and options are calculated according to those amounts provided in the columns named "Value of unexercised "in-the-money" options" and "Market or payout value of share-based awards that have not vested" of the table included under the heading entitled – "Outstanding share-based awards and option-based awards".
(6) Mr. Lamonde did not hold any RSUs or options on August 31, 2018.

Compensation of Directors

Director Compensation Table

In the financial year ended August 31, 2014, the decision was made to increase the Annual Retainer and eliminate the attendance fees and each Director who was not an employee of the Corporation or any of its subsidiaries received an Annual Retainer as set forth in the following table, payable in a combination of cash and DSUs as chosen by the director pursuant to the DSU Plan. Since June 2017 pursuant to our internal policy, our Directors have the obligation to elect to receive at least seventy-five (75%) of their Annual Retainer in form of DSUs until their cumulative Annual Retainers equal or exceed three (3) times the sum of: i) the Annual Retainer for Directors; ii) the Annual Retainer for Audit Committee Members; and iii) the Annual Retainer for Human Resources Committee Members. The significant terms of the DSU Plan are described herein under the section entitled "Long-Term Incentive Compensation – Deferred Share Unit Plan".

	From September 1, 2017 to August 31, 2018	
Annual Retainer for Directors (1)	CA$70,000 (2)	US$54,825 (3)
Annual Retainer for Lead Director	CA$10,000	US$7,832 (3)
Annual Retainer for Audit Committee Chairman	CA$12,000	US$9,398 (3)
Annual Retainer for Audit Committee Members	CA$4,500 (4)	US$3,524 (3)
Annual Retainer for Human Resources Committee Chairman	CA$7,000	US$5,482 (3)
Annual Retainer for Human Resources Committee Members	CA$4,500 (4)	US$3,524 (3)

(1) All the Directors elected to receive 100% of their Annual Retainer for Directors in form of DSUs except Mr. Pierre-Paul Allard who elected to receive 50% of his Annual Retainer in form of DSUs and Mr. François Côté, who elected to receive 75% of his Annual Retainer in form of DSUs.
(2) The Annual Retainer for Mr. François Côté and Mr. Claude Séguin is CA$70,000 (US$54,825). The Annual Retainer for Mr. Pierre-Paul Allard, Ms. Angela Logothetis and Mr. Randy E. Tornes is US$70,000 (CA$89,376).
(3) The compensation information has been converted from Canadian dollars to US dollars based upon an average foreign exchange rate of CA$1.2768 = US$1.00 for the financial year ended August 31, 2018.
(4) The Annual Retainer for Audit Committee Members and Human Resources Committee Members is CA$4,500 (US$3,524) for Mr. François Côté and Mr. Claude Séguin and US$4,500 (CA$5,746) for Mr. Pierre-Paul Allard, Ms. Angela Logothetis and Mr. Randy Tornes.

In the financial year ended August 31, 2018, the Directors who were not employees of the Corporation earned the following compensation:

Name	Fees Earned [1] ($)	Share-Based Awards ($)	Option-Based Awards ($)	Non-Equity Incentive Plan Compensation ($)	Pension Value ($)	All Other Compensation ($)	Total ($)
Pierre-Paul Allard	28,528 (US) 36,424 (CA)	–	–	–	–	–	28,528 (US) 36,424 (CA)
François Côté	71,663 (US) 91,500 (CA)	–	–	–	–	–	71,663 (US) 91,500 (CA)
Angela Logothetis	79,000 (US) 100,867 (CA)	–	–	–	–	–	79,000 (US) 100,867 (CA)
Claude Séguin	67,747 (US) 86,500 (CA)	–	–	–	–	–	67,747 (US) 86,500 (CA)
Randy E. Tornes	79,000 (US) 100,867 (CA)	–	–	–	–	–	79,000 (US) 100,867 (CA)

(1) The compensation information has been converted from Canadian dollars to US dollars based upon an average foreign exchange rate of CA$1.2768 = US$1.00 for the financial year ended August 31, 2018 except for compensation amounts paid to Mr. Pierre-Paul Allard, Ms. Angela Logothetis and Mr. Randy E. Tornes which were paid in US dollars. Subject to our internal policy, the fees are always payable in cash, but executives are provided the opportunity to elect to exchange all or a portion of their Annual Retainer for Directors into DSUs. The following table identifies the portion of the fees earned by the directors that were paid in DSUs and the portion that were paid in cash.

Name	Fees Earned		
	DSUs ($) [i]	Cash ($)	Total ($)
Pierre-Paul Allard	12,639 (US) 16,137 (CA)	15,889 (US) 20,287 (CA)	28,528 (US) 36,424 (CA)
François Côté	41,118 (US) 52,500 (CA)	30,545 (US) 39,000 (CA)	71,663 (US) 91,500 (CA)
Angela Logothetis	79,000 (US) 100,867 (CA)	– (US) – (CA)	79,000 (US) 100,867 (CA)
Claude Séguin	67,747 (US) 86,500 (CA)	– (US) – (CA)	67,747 (US) 86,500 (CA)
Randy E. Tornes	70,000 (US) 89,376 (CA)	9,000 (US) 11,491 (CA)	79,000 (US) 100,867 (CA)

(i) The estimated value at the time of grant of a DSU is determined based on the highest of the closing prices of the Subordinate Voting Shares on the Toronto Stock Exchange and the NASDAQ Global Select Market on the last trading day preceding the grant date, using the daily exchange rate of the Bank of Canada on the last trading day preceding the grant date to convert either the NASDAQ Global Select Market closing price to Canadian dollars or the Toronto Stock Exchange closing price to United States dollars, as required. The value at vesting of a DSU is equivalent to the market value of a Subordinate Voting Share when a DSU is converted to such Subordinate Voting Share.

Director Incentive Plan Awards

The significant terms of all plan-based awards and non-equity-incentive plan awards, issued or vested, or under which options have been exercised, during the year, or outstanding at the end of the financial year are described herein under section entitled “Compensation Discussion and Analysis – Long-Term Incentive Plan”.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets out for each Director of the Corporation all awards outstanding as at August 31, 2018, if any, including awards granted before August 31, 2018.

Name	Outstanding Share-Based Awards (DSUs)		
	Number of Shares or Units of Shares that Have Not Vested (#)	Market or Payout Value of Share-Based Awards that Have Not Vested (US$) (1)	Market or Payout Value of Vested Share-Based Awards Not Paid Out or Distributed (US$)
François Côté	27,710	122,478	–
Angela Logothetis	27,958	123,574	–
Claude Séguin	46,299	204,642	–
Randy E. Tornes	79,722	352,371	–

(1) The value of unvested DSUs at the financial year-end is the market value of the Subordinate Voting Shares on August 31, 2018, which was US$4.42 (CA$5.77). The market value of the Subordinate Voting Shares was calculated by using the highest of the closing prices of the Subordinate Voting Shares on the Toronto Stock Exchange and on the NASDAQ Global Select Market on August 31, 2018 using the daily exchange rate of the Bank of Canada to convert either the NASDAQ Global Select Market closing price to Canadian dollars or the Toronto Stock Exchange closing price to United States dollars as required. The actual gains on vesting will depend on the value of the Subordinate Voting Shares on the date of vesting. There can be no assurance that these values will be realized.

Exercised Share-Based Awards

In the financial year that ended August 31, 2018, none of the DSUs of Directors vested with the exception of Mr. Pierre-Paul Allard, a former Director, as detailed below and the Directors did not receive any non-equity incentive compensation from the Corporation.

The following table summarizes information about DSUs converted and paid in Subordinate Voting Shares when a Director ceased to be a member of the Board for the financial year that ended August 31, 2018:

Name	Number of DSUs Converted	Aggregate Value Realized (US$) (1)
Pierre-Paul Allard (2)	58,335	250,291

(1) The aggregate value realized is equivalent to the market value of the securities underlying the DSUs at conversion.
(2) Mr. Allard ceased to be a member of the Board of Directors as of January 9, 2018.

Securities Authorized for Issuance under Equity Compensation Plans

The following table sets forth the number of Subordinate Voting Shares of the Corporation issued and outstanding as at August 31, 2018, or that may be issued, under the Corporation's LTIP and DSU Plan, both of which were approved by the Corporation's shareholders.

Plan Category	Number of Securities to Be Issued upon Exercise of Outstanding Options, RSUs and DSUs (#) (a)	Weighted-Average Exercise Price of Outstanding Options, RSUs and DSUs (US$) (b)	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (#) (c)
LTIP – RSUs	1,615,152	n/a (1)	5,506,314
LTIP – Options	–	–	
DSU Plan – DSUs	181,689	n/a (1)	

(1) The value of RSUs and DSUs will be equal to the market value of the Subordinate Voting Shares of the Corporation on the date of vesting.

Annual Burn Rate

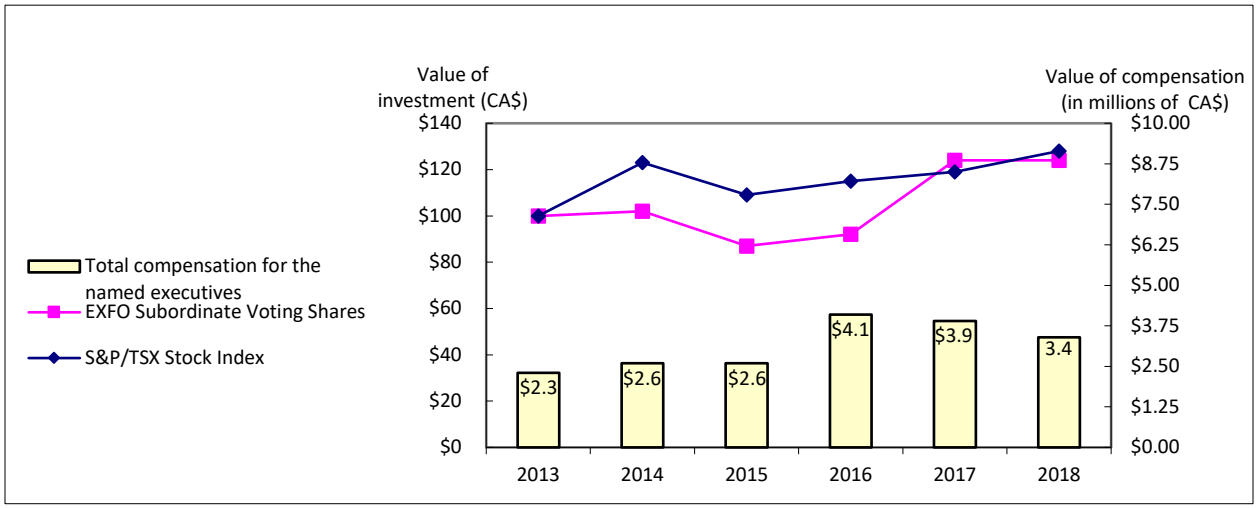
In accordance with the requirements of section 613 of the TSX Company Manual the following table sets out the burn rate of the awards granted under the Corporation's security-based compensation arrangements as of the end of the financial years ended August 31, 2018, August 31, 2017 and August 31, 2016. As at November 1, 2018 the only security-based compensation arrangements are the LTIP and the DSU Plan. The table below sets out the burn rate for such security-based compensation arrangements. The burn rate is calculated by dividing the number of options or RSUs, as applicable, granted under the respective plans during the relevant fiscal year by the weighted average number of securities outstanding for the applicable fiscal year:

	Year ended August 31, 2018	Year ended August 31, 2017	Year ended August 31, 2016
Number of RSUs granted	420,621	527,143	572,008
Number of Options granted	–	–	–
Number of DSUs granted	65,745	45,058	44,970
Weighted average number of securities outstanding for the applicable year	54,998,000	54,423,000	53,863,000
Annual burn rate of RSUs	0.8%	1.0%	1.1%
Annual burn rate of Options	–	–	–
Annual burn rate of the DSUs	0.1%	0.1%	0.1%

PERFORMANCE GRAPH

The below line graph compares the cumulative total shareholder return of the Corporation's Subordinate Voting Shares with the cumulative shareholder return of the S&P/TSX Composite Index for the last five (5) financial years ended August 31, 2018. It assumes that the initial value of the investment in the Corporation's Subordinate Voting Shares and in the S&P/TSX Composite Index was CA$100 on September 1, 2013. The bar chart below illustrates the trend in total compensation paid to the NEOs in office during such periods; the Executive Chairman, CEO and CFO are included in each period but the other named executive officers changed from one period to another. For further information about the identity and compensation of the NEOs, please refer to our previous five (5) Annual Reports and this Annual Report under the section "Summary Compensation Table".

The Corporation's Stock Performance
(September 1, 2013 to August 31, 2018)



	August 31,					
	2013	**2014**	**2015**	**2016**	**2017**	**2018**
EXFO Subordinate Voting Shares (CA$)	$100	$102	$87	$92	$124	$124
S&P/TSX Composite Index (CA$)	$100	$123	$109	$115	$119	$128
NEOs' total compensation (in millions of CA$)	$2.3	$2.6	$2.6	$4.1	$3.9	$3.4

The line graph reflects that EXFO underperformed the S&P/TSX Composite Index in fiscal years 2014, 2015, 2016 and in 2018 and performed better in 2017. At the end of the five-year measurement period, the performance gap between EXFO and the S&P/TSX Composite Index was relatively small. Total shareholder return for the Corporation increased slightly in 2014, dropped in 2015, recovered in 2016 and especially in 2017, then stabilized in 2018. Total shareholder return for the Index increased in 2014, 2016, 2017 and 2018, while it declined in 2015.

The Corporation was negatively impacted by uneven macro-economic conditions and irregular telecom spending during this five-year period. Its sales were also affected by global exchange rates, notably the increase of the US dollar versus a basket of currencies like the Canadian dollar, British pound and Euro. The Index, meanwhile, suffered from lower prices for natural resources in 2015, but it was less perturbed by unsteady macro-economic conditions. Due to the relatively small size of the Corporation and its market capitalization, its Subordinate Voting Shares tend to be more volatile and more severely impacted, either positively or negatively, than the Index.

The bar chart on the previous page illustrates that over the same five-year period, the total level of compensation received by the NEOs, as expressed in Canadian dollars, followed the Corporation's share price performance in 2016, but not in 2014 and 2015 as well as in 2017 and 2018. The following information should be considered when analyzing the chart:

- The Corporation's share price remained relatively flat as at August 31, 2014 compared to the previous financial year, but total NEO compensation increased for that year. This rise in NEO compensation can be explained mainly by the progressive adjustment of the CEO's base salary, as he no longer received equity-based compensation, as well as adjustments to align executive compensation with the Target Compensation Positioning offered within a reference market of comparable companies similar in size to the Corporation. This was deemed necessary to maintain a competitive position within the marketplace and retain key executives.

- The Corporation's share price decreased as at August 31, 2015 compared to the previous financial year, while total NEO compensation as expressed in Canadian dollars remained flat for the same period. It should be noted, however, three out of five NEOs were remunerated in currencies other than the Canadian dollar. On a constant currency basis, total NEO compensation would have decreased by about CA$100,000 year-over-year. As a result, total compensation received by the NEOs for this period was aligned with share price performance.

- The Corporation's share performance increased from September 1, 2015 to August 31, 2016. Total compensation received by the NEOs during this period also increased but at a higher rate than the Corporation's share price. It should be noted that the Corporation hired an executive to the newly created position of Chief Operating Officer in the early part of the financial year, which contributed to the increase in total compensation received by the NEOs during this period.

- The Corporation's share performance increased from September 1, 2016 to August 31, 2017. Total compensation received by the NEOs decreased during this period as certain financial targets were not met, which consequently was aligned with shareholders' interests.

- The Corporation's share price remained relatively flat as at August 31, 2018 compared to the previous financial year, while total compensation received by the NEOs decreased during that period as certain financial targets were not met. In addition, fewer Restricted Share Units (RSUs) were attributed to the CEO in 2018 than in the previous year, while the Executive Chairman accepted a reduced compensation plan after transitioning from his former role as CEO.

Total compensation to NEOs of the Corporation is defined as the aggregate of base salary, short-term compensation and long-term compensation. Base salary is established at the beginning of each financial year, according to recommendations made by the Board of Directors' Human Resources Committee. Short-term compensation, which varies from one year to the next, is contingent upon the achievement of pre-established objectives measured against corporate and individual targets for a given financial year. For more information about short-term compensation, refer to the heading entitled "Short Term Incentive Compensation." Long-term compensation, which is provided in the form of RSUs, vests over a three- to five-year period, depending on the achievement of pre-established corporate goals. For more information about long-term compensation, refer to the heading entitled "Long-Term Incentive Plan".

Consequently, base salary and short-term compensation do not necessarily track the market value of our share price. Long-term compensation, however, is directly aligned with share-price performance, since the market value of RSUs is equal to the market value of our shares on any vesting day. Accordingly, the market value of the Corporation's share price will affect the planned value of NEOs' total compensation, thereby partially aligning their experience with that of shareholders.

DIRECTORS AND OFFICERS' LIABILITY INSURANCE

The Corporation maintains insurance protection against liability incurred by its officers and directors as well as those of its subsidiaries in the performance of their duties. The entire premium, amounting to US$157,350 from September 30, 2018 to September 30, 2019, is paid by the Corporation. The aggregate limit of liability in respect of any and all claims is US$20 million per year, subject to a deductible of US$250,000. A separate excess director and officer liability policy with aggregate limit of US$5 million provides broad form side A coverage, featuring difference-in-conditions (DIC) drop-down coverage that fills in potential coverage gaps that may exist under restrictive or unresponsive underlying insurance. This specific policy provides coverage for personal directors and officers liability if the organization fails or refuses to indemnify, or is financially unable to do so, or is prevented by law from indemnifying and will also respond if the primary D&O policy limit is consumed.

C. Board Practices

Board of Directors

Our Directors are elected at the annual meeting of shareholders for one-year terms and serve until their successors are elected or appointed, unless they resign or are removed earlier. We plan to hold our next annual meeting of shareholders on January 9, 2019. Our articles of incorporation provide for a Board of Directors of a minimum of three (3) and a maximum of twelve (12) Directors. Our Board of Directors presently consists of six Directors. Under the *Canada Business Corporations Act,* twenty-five percent of the Directors and of the members of any committee of the Board of Directors must be resident Canadians. We have no arrangements with any of our Directors providing for the payment of benefits upon their termination of service as Director except for the vesting of their respective Deferred Share Units as detailed above.

The following charts and notes set out the name of each of the individuals proposed to be nominated at the Meeting for election as a director of the Corporation. Included in these charts is information relating to the proposed directors' committee memberships, meeting attendance, period of service as a director, principal directorships with other organizations and equity ownership (or securities over which each of them exercises control or direction) in the Corporation.

GERMAIN LAMONDE

St-Augustin-de-Desmaures, Quebec, Canada

Director since September 1985

Not Independent (Management)

Principal Occupation: Executive Chairman of the Board of Directors

Germain Lamonde, Germain Lamonde, founder of EXFO, is Executive Chairman of the Board and served as the company's Chief Executive Officer (CEO) for over 30 years. During his tenure as CEO, Mr. Lamonde grew the company from the ground up, turning it into a global leader in the communications test, monitoring and analytics market and the world's #1 fiber/highspeed testing company, with customers in over one hundred countries. Today as Executive Chairman, Mr. Lamonde leads EXFO's acquisitions strategy and is actively involved in defining the company's growth and investment strategies, strategic direction and corporate governance policies. Mr. Lamonde has served on the board of directors of several public and private organizations, fulfilled numerous speaking engagements, and received several industry awards for his leadership, innovation and global development. Mr. Lamonde presently serves on the Board of QG100 and was recently appointed Chairman of the Quebec Digital Transformation Council and Chairman of ENCQOR the Canada–Quebec-Ontario partnership focused on research and innovation in the field of 5G/IoT innovation. Mr. Lamonde holds a bachelor's degree in engineering physics from Université de Montréal's school of engineering (Polytechnique Montréal) and a master's degree in optics from Université Laval in Québec City. He is a graduate of the Ivey Executive Program at Western University in London, Ontario, and a Fellow of the Canadian Academy of Engineering.

Board/Committee Membership	Attendance [1]		Board Memberships of Another Reporting Issuer
Chairman of the Board of Directors	7/7	100%	–

Securities Held

As at	*Subordinate Voting Shares (#)*	*Multiple Voting Shares (#)*	*RSUs (#)*	*Total Shares [2] and RSUs (#)*	*Total Market Value [3] of Shares [2] and RSUs (US$)*
August 31, 2018	3,561,174 [4]	31,643,000 [5]	–	35,204,174	155,602,449

(1) From September 1, 2017 until November 1, 2018, Mr. Lamonde attended five (5) board meetings in person and two (2) board meetings by telephone.

(2) Includes both Subordinate Voting Shares and Multiple Voting Shares.

(3) The value of unvested RSUs at the financial year-end is the market value of the Subordinate Voting Shares on August 31, 2018, which was US$4.42 (CA$5.77). The market value of the Subordinate Voting Shares and Multiple Voting Shares was calculated by using the highest of the closing prices of the Subordinate Voting Shares on the Toronto Stock Exchange and on the NASDAQ Global Select Market on August 31, 2018 using the daily exchange rate of the Bank of Canada to convert either the NASDAQ Global Select Market closing price to Canadian dollars or the Toronto Stock Exchange closing price to United States dollars as required. The actual gains on vesting of RSUs will depend on the value of the Subordinate Voting Shares on the date of vesting. There can be no assurance that these values will be realized.

(4) Mr. Lamonde exercises control over 2,791,666 Subordinate Voting Shares through 9356-9036 Québec Inc., a company controlled by Mr. Lamonde. Mr. Lamonde exercises control over 400,000 Subordinate Voting Shares through 9356-9010 Québec Inc., a company controlled by Mr. Lamonde. Mr. Lamonde exercises control over 316,247 Subordinate Voting Shares through 9356-8988 Québec Inc., a company controlled by Mr. Lamonde. Mr. Lamonde exercises direct control over 53,261 Subordinate Voting Shares.

(5) Mr. Lamonde exercises control over 24,743,000 Multiple Voting Shares through G. Lamonde Investissements Financiers Inc., a company controlled by Mr. Lamonde. Mr. Lamonde exercises control over 5,000,000 Multiple Voting Shares through 9356-9036 Québec Inc., a company controlled by Mr. Lamonde. Mr. Lamonde exercises control over 1,900,000 Multiple Voting Shares through 9356-8988 Québec Inc., a company controlled by Mr. Lamonde.

FRANÇOIS CÔTÉ

Montreal, Quebec, Canada

Director since January 2015

Lead Director

Independent

Principal Occupation: Director

François Côté was appointed a member of our Board of Directors in January 2015. Mr. Côté is a director as a full-time occupation, for corporations in the public, private and non-profit sectors, bringing his expertise in strategy, M&A, governance and passion for growth. Mr. Côté held a variety of executive positions at Bell Canada prior to becoming President and Chief Executive Officer of Emergis. Following the acquisition of Emergis by TELUS in January 2008, he was appointed President of TELUS Quebec, TELUS Health and TELUS Ventures. In this role, Mr. Côté was responsible for broadening TELUS Quebec's presence and driving the company's national health strategy through timely investments in information technology and innovative wireless solutions. Mr. Côté holds a bachelor's degree in Industrial Relations from Laval University. In 2007, he was named Entrepreneur of the Year by Ernst & Young, in the Corporate Restructuring category for the province of Quebec. Mr. Côté serves on the boards of Alithya, Aspire Food Group, the Fondation Martin Matte and Purkinje, a Montreal health IT growth company as lead Director. Mr. Côté serves on the Advisor Committee of Groupe Morneau and is also acting as an advisor to different companies' CEOs.

Board/Committee Membership	Attendance (1)		Board Memberships of Another Reporting Issuer
Board of Directors	7/7	90%	–
Audit Committee	5/5	100%	
Human Resources Committee	5/5	100%	
Independent Board of Directors	5/5	100%	

Securities Held

As at	*Subordinate Voting Shares (#)*	*DSUs (#)*	*Total Shares and DSUs (#)*	*Total Market Value (2) of Shares (3) and DSUs (US$)*
August 31, 2018	6,500	27,710	34,210	151,208

(1) From September 1, 2017 until November 1, 2018, Mr. Côté attended five (5) board meetings in person and two (2) board meetings by telephone.

(2) The value of unvested DSUs at the financial year-end is the market value of the Subordinate Voting Shares on August 31, 2018, which was US$4.42 (CA$5.77). The market value of the Subordinate Voting Shares was calculated by using the highest of the closing prices of the Subordinate Voting Shares on the Toronto Stock Exchange and on the NASDAQ Global Select Market on August 31, 2018 using the daily exchange rate of the Bank of Canada to convert either the NASDAQ Global Select Market closing price to Canadian dollars or the Toronto Stock Exchange closing price to United States dollars as required. The actual gains on vesting of DSUs will depend on the value of the Subordinate Voting Shares on the date of vesting. There can be no assurance that these values will be realized.

(3) Refers to Subordinate Voting Shares.

ANGELA LOGOTHETIS

Bath
United Kingdom

Director since
January 2017

Independent

Principal Occupation:
Vice-President and CTO,
Amdocs Open Network [1]

Angela Logothetis has more than twenty-five (25) years of international experience in the telecommunications industry. She has been strategically engaged in the industry's major network transformations. Ms. Logothetis has an outstanding software pedigree having worked for market-leading software companies including Amdocs, Cramer, PricewaterhouseCoopers and Accenture as well as start-up software companies Clarity and Time Quantum Technology. She has held senior leadership positions in ANZ, APAC and EMEA and has held global responsibility for the past ten (10) years. Ms. Logothetis is the CTO for Amdocs Open Network. Amdocs is the market leader in customer experience software solutions and services for the world's largest communications, entertainment and media service providers. Ms. Logothetis has held several senior leadership positions at Amdocs including Head of OSS Product and Technology, Vice-President of OSS Product Management and Executive Site Lead for Amdocs Bath. She has chaired high-caliber software forums in Amdocs including the Divisional Leadership Team, the Technical Advisory Council, and has served as an executive on the Product Business Management Team and the Product Leadership Forum. Ms. Logothetis holds a Bachelor of Science degree, with first class honors, in Business Information Technology from the University of New South Wales, Australia. She completed dual majors in accountancy and information technology.

Board/Committee Membership	Attendance [2]		Board Memberships of Another Reporting Issuer
Board of Directors	7/7	80%	–
Audit Committee	5/5	100%	
Human Resources Committee	5/5	100%	
Independent Board of Directors	5/5	100%	

Securities Held

As at	*Subordinate Voting Shares (#)*	*DSUs (#)*	*Total Shares and DSUs (#)*	*Total Market Value [3] of Shares [4] and DSUs (US$)*
August 31, 2018	–	27,958	27,958	123,574

(1) Amdocs is a market leader in software solutions and services for communications, media and entertainment service providers.
(2) From September 1, 2017 until November 1, 2018, Ms. Logothetis attended five (5) board meetings in person and two (2) board meetings by telephone.
(3) The value of unvested DSUs at the financial year-end is the market value of the Subordinate Voting Shares on August 31, 2018, which was US$4.42 (CA$5.77). The market value of the Subordinate Voting Shares was calculated by using the highest of the closing prices of the Subordinate Voting Shares on the Toronto Stock Exchange and on the NASDAQ Global Select Market on August 31, 2018 using the daily exchange rate of the Bank of Canada to convert either the NASDAQ Global Select Market closing price to Canadian dollars or the Toronto Stock Exchange closing price to United States dollars as required. The actual gains on vesting of DSUs will depend on the value of the Subordinate Voting Shares on the date of vesting. There can be no assurance that these values will be realized.
(4) Refers to Subordinate Voting Shares.

PHILIPPE MORIN

Montreal, Quebec
Canada

Director since
January 2018

Not Independent
(Management)

Principal Occupation:
CEO of the Corporation

Philippe Morin was appointed Chief Executive Officer (CEO) of EXFO in April 2017 and is responsible for the Corporation's strategy and financial directions, goals and results. He has more than thirty (30) years of experience in the telecommunications industry and joined EXFO in November 2015 as Chief Operating Officer (COO) leading the company's global sales leadership, market development, and product strategy. Before joining EXFO, Mr. Morin was Senior Vice-President of Worldwide Sales and Field Operations at Ciena. He previously held senior leadership roles at Nortel Networks, including President of Metro Ethernet Networks and Vice-President and General Manager of Optical Networks. Philippe Morin holds a bachelor's degree in electrical engineering from Université Laval in Quebec City, Canada, and a master's degree in business administration (MBA) from McGill University in Montreal, Canada.

Board/Committee Membership	Attendance [1]		Board Memberships of Another Reporting Issuer
Board of Directors	4/4	100%	–

Securities Held

As at	*Subordinate Voting Shares (#)*	*RSUs (#)*	*Total Shares and RSUs (#)*	*Total Market Value [2] of Shares [3] and RSUs (US$)*
August 31, 2018	600,000	306,591	906,591	4,007,132

(1) Mr. Morin joined our Board of Directors in January 2018. From January 10, 2018 until November 1, 2018, Mr. Morin attended three (3) board meetings in person and one (1) board meeting by telephone.

(2) The value of unvested RSUs at the financial year-end is the market value of the Subordinate Voting Shares on August 31, 2018, which was US$4.42 (CA$5.77). The market value of the Subordinate Voting Shares and Multiple Voting Shares was calculated by using the highest of the closing prices of the Subordinate Voting Shares on the Toronto Stock Exchange and on the NASDAQ Global Select Market on August 31, 2018 using the daily exchange rate of the Bank of Canada to convert either the NASDAQ Global Select Market closing price to Canadian dollars or the Toronto Stock Exchange closing price to United States dollars as required. The actual gains on vesting of RSUs will depend on the value of the Subordinate Voting Shares on the date of vesting. There can be no assurance that these values will be realized.

(3) Refers to Subordinate Voting Shares.

CLAUDE SÉGUIN

Westmount, Quebec, Canada

Director since February 2013

Independent

Principal Occupation: Director

Claude Séguin was appointed a member of EXFO's Board of Directors in February 2013. He brings to EXFO nearly forty (40) years of corporate, financial, executive and provincial government experience gained through senior management positions in major corporations and government departments. Mr. Séguin was Special advisor to the Founder and Executive Chairman at CGI Group Inc., a global leader in information technology and business process services, until March 2018. He was, until November 2016, Senior Vice-President, Corporate Development and Strategic Investments. In this position, he was responsible for all merger and acquisition activities. Prior to joining CGI in 2003, he served as President of CDP Capital—Private Equity, and prior to this position, he served as Teleglobe Inc.'s Executive Vice-President, Finance and Chief Financial Officer, a position that he held from 1992 to 2000. Mr. Séguin also has extensive senior-level government experience, having served as Deputy Finance Minister of the Province of Quebec from 1987 to 1992, in addition to Assistant Deputy Finance Minister in prior years. Prior to that, he held senior positions at the Province of Quebec Treasury Board. Mr. Séguin is a member of the boards of HEC-Montréal, Centraide of Greater Montreal Foundation and was recently elected Chairman of the Fonds de solidarité FTQ, a $14B Labour Sponsored Investment Fund in Québec. Claude Séguin graduated from HEC-Montréal and earned a master's and a Ph.D. in public administration from Syracuse University in New York State. He also followed the Advanced Management Program at Harvard Business School.

Board/Committee Membership	Attendance [2]		Board Memberships of Another Reporting Issuer
Board of Directors	7/7	100%	–
Audit Committee	5/5	100%	
Human Resources Committee	5/5	100%	
Independent Board of Directors	5/5	100%	

Securities Held

As at	*Subordinate Voting Shares (#)*	*DSUs (#)*	*Total Shares and DSUs (#)*	*Total Market Value [3] of Shares [4] and DSUs (US$)*
August 31, 2018	–	46,299	46,299	204,642

(1) From September 1, 2017 until November 1, 2018, Mr. Séguin attended five (5) board meetings in person and two (2) board meetings by telephone.

(2) The value of unvested DSUs at the financial year-end is the market value of the Subordinate Voting Shares on August 31, 2018, which was US$4.42 (CA$5.77). The market value of the Subordinate Voting Shares was calculated by using the highest of the closing prices of the Subordinate Voting Shares on the Toronto Stock Exchange and on the NASDAQ Global Select Market on August 31, 2018 using the daily exchange rate of the Bank of Canada to convert either the NASDAQ Global Select Market closing price to Canadian dollars or the Toronto Stock Exchange closing price to United States dollars as required. The actual gains on vesting of DSUs will depend on the value of the Subordinate Voting Shares on the date of vesting. There can be no assurance that these values will be realized.

(3) Refers to Subordinate Voting Shares.

RANDY E. TORNES

Frisco, Texas, USA

Director since February 2013

Independent

Principal Occupation: Vice-President, Client Partner for AT&T at Aricent [1]

Randy E. Tornes was appointed a member of EXFO's Board of Directors in February 2013. He brings to EXFO over thirty (30) years of telecommunications experience gained through senior management positions at leading network equipment manufacturers. Mr. Tornes is Vice-President, Client Partner for AT&T at Aricent, An Altran Company. Prior to joining Aricent, Mr. Tornes was Vice-President Strategic Alliances at Juniper Networks, a worldwide leader in high-performance networking and telecommunications equipment. Mr. Tornes has also worked as the Operating Area Leader for AT&T and responsible for all sales, service and support of Juniper products and services. Prior to joining Juniper Networks in May 2012, he spent two (2) years at Ericsson, where he was Vice-President Sales (AT&T account). Previous to that position, he worked for Nortel for twenty-six (26) years, holding various sales management positions, including Vice-President Sales, GSM Americas. Mr. Tornes also served as member of the Board of Governors at 3G Americas LLC. Randy E. Tornes holds a Bachelor of Science degree in business—organizational development and production and operations management, from the University of Colorado in Colorado Springs.

Board/Committee Membership	Attendance [2]		Board Memberships of Another Reporting Issuer
Board of Directors	7/7	100%	–
Audit Committee	5/5	100%	
Human Resources Committee	5/5	100%	
Independent Board of Directors	5/5	100%	

Securities Held

As at	*Subordinate Voting Shares (#)*	*DSUs (#)*	*Total Shares and DSUs (#)*	*Total Market Value [3] of Shares [4] and DSUs (US$)*
August 31, 2018	–	79,722	79,722	352,371

(1) Aricent is a global design and engineering company.
(2) From September 1, 2017 until November 1, 2018, Mr. Tornes attended five (5) board meetings in person and two (2) board meetings by telephone.
(3) The value of unvested DSUs at the financial year-end is the market value of the Subordinate Voting Shares on August 31, 2018, which was US$4.42 (CA$5.77). The market value of the Subordinate Voting Shares was calculated by using the highest of the closing prices of the Subordinate Voting Shares on the Toronto Stock Exchange and on the NASDAQ Global Select Market on August 31, 2018 using the daily exchange rate of the Bank of Canada to convert either the NASDAQ Global Select Market closing price to Canadian dollars or the Toronto Stock Exchange closing price to United States dollars as required. The actual gains on vesting of DSUs will depend on the value of the Subordinate Voting Shares on the date of vesting. There can be no assurance that these values will be realized.
(4) Refers to Subordinate Voting Shares.

The information as to Subordinate Voting Shares and Multiple Voting Shares beneficially owned or over which the above-named individuals exercise control or direction is not within the direct knowledge of the Corporation and has been furnished by the respective individuals. The information as to the Principal Board Memberships is also not within the direct knowledge of the Corporation and has been furnished by the respective individuals.

With the exception of Mr. Philippe Morin (as disclosed below), none of the individuals who are proposed to be nominated at the Meeting for election as a director of the Corporation:

a) is, as at the date hereof, or has been, within ten (10) years before the date hereof, a director, chief executive officer or chief financial officer of any company that (i) was subject to an order that was issued while such individual was acting in the capacity as director, chief executive officer or chief financial officer, or (ii) was subject to an order that was issued after such individual ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer;

b) is, as at the date hereof, or has been within ten (10) years before the date hereof, a director or executive officer of any company that, while such individual was acting in that capacity, or within a year of that individual ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;

c) has, within the ten (10) years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold his assets; or

d) has been subject to (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for such individual.

Mr. Philippe Morin acted as an executive officer of Nortel Networks Corporation ("Nortel") and its affiliates from 2006 to 2010 as President Metro Ethernet Networks. Nortel and certain of its affiliates filed for bankruptcy protection in a number of jurisdictions in January 2009.

From September 1, 2017 through November 1, 2018, the Board met a total of seven (7) times. Each member attended all meetings.

Committees of the Board of Directors

Our Board of Directors has established an audit committee, a human resources committee and a disclosure committee.

Our audit committee will recommend a firm to be appointed as independent auditors to audit financial statements and to perform services related to the audit, review the scope and results of the audit with the independent auditors, review with management and the independent auditors our annual operating results and consider the adequacy of the internal accounting procedures and the effect of the procedures relating to the auditors' independence. Further to changes to NASDAQ corporate governance rules and Securities and Exchange Act rules flowing from the adoption of the *Sarbanes-Oxley Act*, we review our audit committee charter annually to ensure that we comply with all new requirements. Accordingly, in October 2018, the Audit Committee reviewed the Audit Committee Charter, a copy of which is filed as Exhibit 11.5 to this Annual Report and is also readily available from EXFO's website at www.EXFO.com. Information on our Web site is not incorporated by reference in this Annual Report. As at November 1, 2018, the audit committee is composed of four independent Directors: François Côté, Angela Logothetis, Claude Séguin and Randy E. Tornes. The chairperson of the audit committee is Claude Séguin.

From September 1, 2017 through November 1, 2018, the Audit Committee met a total of five (5) times. Each member attended all meetings except for Mr. Allard who was absent at one (1) meeting.

Our human resources committee will evaluate, review and supervise our procedures with regards to human resources and will assess the performance of our executive officers and the chief executive officer. This committee will also review annually the remuneration of the Directors and will recommend to the Board of Directors general remuneration policies regarding salaries, bonuses and other forms of remuneration for our Directors, executive officers and employees as a whole. Finally, the human resources committee will review our organizational structure annually and the development and maintenance of a succession plan. In October 2014 and in October 2017, the Human Resources Committee reviewed and amended the Human Resources Committee Charter which integrates the Compensation Committee Charter and the Nominating and Governance Committee Charter, copy of which is filed as Exhibit 11.6 to our 2014 Annual Report and as Exhibit 11.15 to our 2017 Annual Report, the Human Resources Committee reviewed and amended the Human Resources Committee Charter in order to specifically add the compensation review of the Executive Chairman which is also readily available from EXFO's website at www.EXFO.com. Information on our Web site is not incorporated by reference in this Annual Report. As at November 1, 2018, the Human Resources Committee is composed of four (4) independent Directors: François Côté, Angela Logothetis, Claude Séguin and Randy E. Tornes. The chairperson of the Human Resources Committee is François Côté.

From September 1, 2017 through November 1, 2018, the Human Resources committee met a total of five (5) times and all members attended all meetings.

The disclosure committee is responsible for overseeing our disclosure practices. This committee consists of the executive chairman, the chief executive officer, the chief financial officer, the director of investor relations, the director of financial reporting and accounting as well as our general counsel and corporate secretary.

Furthermore, our independent Directors hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. The independent Directors hold as many meetings, as needed, annually and any Director may request such meeting at any time. From September 1, 2017 through November 1, 2018, four (4) meetings of independent Directors without management occurred and all members attended all meetings. In June 2011, an Independent Members Committee Charter was adopted. A copy of this Independent Members Committee Charter has been filed as Exhibit 11.9 to our 2011 Annual Report.

REPORT ON CORPORATE GOVERNANCE PRACTICES

Corporate Governance Developments in Canada

In January 2004, the Canadian Securities Administrators (the "CSA") adopted Multilateral Instrument 52-110—Audit Committees, which was last amended in November 2015 ("MI 52-110"). MI 52-110 sets forth certain requirements regarding Audit Committee composition and responsibilities, as well as reporting obligations with respect to audit-related matters. The disclosure of the MI 52-110 requirements is included in our 2018 Annual Information Form on Form 20-F under Exhibit 11.5 (Audit Committee Charter), Items 6.A (Directors and Senior Management) and 16.C (Principal Accountant Fees and Services) available as described below. For the composition of the Audit Committee, refer to the table provided under heading "Nominees for Election as Directors and their Beneficial Ownership of Voting Securities".

Effective June 30, 2005, the CSA also adopted National Instrument 58-101—Disclosure of Corporate Governance Practices ("NI 58-101") and National Policy 58-201—Effective Corporate Governance ("NP 58-201" and, together with MI 52-110, the "CSA Corporate Governance Standards"). NP 58-201 provides guidance to Canadian issuers with respect to corporate governance practices, while NI 58-101 requires issuers to make certain disclosures regarding their governance practices. The CSA Corporate Governance Standards, particularly NI 58-101 and NP 58-201, have replaced the former guidelines of the Toronto Stock Exchange that had, prior to the coming into force of the CSA Corporate Governance Standards, served as the primary source of codified recommendations in respect of corporate governance practices in Canada.

EXFO's Corporate Governance Practices

In accordance with NI 58-101, we are required to disclose information with respect to our system of corporate governance. Over the past few years, we have undertaken a comprehensive review of our corporate governance practices in order to best comply with and, whenever practicable, exceed the CSA Standards.

We adopted in March 2005, and are updating on a regular basis, a number of charters and policies, including an Audit Committee Charter, a Board of Directors Corporate Governance Guidelines, a Code of Ethics for our Principal Executive Officer and Senior Financial Officers, a Disclosure Guidelines, an Ethics and Business Conduct Policy, a Human Resources Committee Charter, a Securities Trading Policy and a Statement on Reporting Ethical Violations (Whistleblower Policy). We adopted in October 2006 a policy regarding Hiring Employees and Former Employees of Independent Auditor. We adopted in June 2011 an Independent Members Committee Charter. We also adopted in October 2011 a majority voting policy for the election of our Directors and amended it in order to comply with the TSX Rules in March 2016. We amended in October 2012 the Human Resources Committee Charter in order to expressly reflect the responsibility of the Human Resources Committee to conduct an annual assessment of the risks associated with the Corporation's executive compensation policies and procedures.

In July 2018, we amended our Ethics and Business Conduct Policy and our Agent Code of Conduct to remove the exception for facilitation payments. In March 2017, we amended our Disclosure Guidelines to add the Executive Chairman as a member of the Disclosure Committee. In June 2017, we also amended our Director Share Ownership Policy and our Board of Directors Corporate Governance Guidelines in order to introduce mandatory obligations for our Directors to elect to receive at least seventy-five (75%) of their Annual Retainer in form of DSUs until their cumulative Annual Retainers equal or exceed three (3) times the sum of: i) the Annual Retainer for Directors; ii) the Annual Retainer for Audit Committee Members; and iii) the Annual Retainer for Human Resources Committee Members.

We amended in January 2013, in October 2014 and in October 2017 the Human Resources Committee Charter in order to respectively receive and discuss suggestions from shareholders for potential Directors' nominees, to adapt it to the latest NASDAQ Rules on compensation committee along with an update on the nomination of Directors process and in order to specifically add the compensation review of the Executive Chairman. We adopted in January 2013 a Policy Regarding Conflict Minerals. We amended our Ethics and Business Conduct Policy and our Statement on Reporting Ethical Violations (Whistleblower Policy) in June 2013 and adopted in September 2013 the Agent Code of Conduct to formalize our anti-corruption compliance program. We adopted also in September 2013 a Director Share Ownership Policy. We also amended in October 2014 the Audit Committee Charter in order to harmonize its terminology with MI 52-110. We are also implementing best practices such as Best Practice regarding the Granting Date of Stock Incentive Compensation and the establishment of guidelines regarding the filing and disclosure of material contracts. We refer to our Board of Directors and Committee Charters as our "Corporate Governance Rules".

We are of the view that adopting and implementing good corporate governance practices is a cornerstone of our corporate and management practices and policies and that our existing corporate governance practices already meet the prevailing corporate governance standards. We further believe that the measures we have adopted with respect to corporate governance comply substantially with the CSA Standards.

We encourage our shareholders to consult our Corporate Governance Rules and Ethics and Business Conduct Policy available on our website (www.EXFO.com) and also available in print to any shareholder who requests copies by contacting our Corporate Secretary.

Our 2018 Annual Information Form on Form 20-F (also filed with the Securities and Exchange Commission ("SEC")), which will be available on or before November 29, 2018 and which may be obtained free of charge upon request to the Corporate Secretary or at www.sedar.com in Canada or www.sec.gov/edgar.shtml in the U.S., will also contain certain information with respect to our corporate governance practices.

We are dedicated to updating our corporate governance practices on an ongoing basis in order to respond to the evolution of best practices. We and our Board of Directors are of the view that our corporate governance practices, as summarized in the Exhibit 11.7 attached to this Annual Report, are in substantial compliance with the CSA Corporate Governance Standards. Copies of our Corporate Governance Rules and all related policies (including those mentioned above) are available on our website (www.EXFO.com) as mentioned in Exhibit 11.7.

D. Employees

We have fostered a corporate culture where growth and change are strongly encouraged. In fact, employees are constantly evolving with the rapid pace of technology to meet new challenges and realities. We believe that we possess a good cross-section of experience and youth to handle these inevitable changes in the industry.

As of November 1, 2018, we had a total of 1,803 employees, up from a total of 1,577 on November 1, 2017. We have 718 employees in Canada, primarily based in the province of Quebec, and 1,085 employees based outside of Canada. 620 are involved in research and development, 353 in manufacturing, 212 in sales and marketing, 478 in general administrative positions and 140 in communications and customer support. We have agreements with the majority of our employees covering confidentiality and non-competition. Our 91 manufacturing employees based in Quebec City plant are represented by a collective agreement through "Syndicat des employé(e)s d'EXFO". Our 60 employees in Spain are represented by a collective agreement through an independent union and 200 employees in Rennes, France, are represented by collective agreements through CFDT and CGT. We have never experienced a work stoppage. We believe that relations with our employees and bargaining unit are good.

E. Share Ownership

The following table presents information regarding the ownership of Subordinate Voting Shares, Exercisable "in-the-money" and "out-of-the-money" options and the beneficial ownership of our share capital as at November 1, 2018 by our Executive Chairman, our Chief Executive Officer, our Chief Financial Officer, our Directors, our two other most highly compensated executive officers, our other executive officers as a group, all of our Directors and executive officers as a group.

Each multiple voting share is convertible at the option of the holder into one subordinate voting share. Holders of our subordinate voting shares are entitled to one (1) vote per share and holders of our multiple voting shares are entitled to ten (10) votes per share.

	Subordinate Voting Shares Owned		Currently Exercisable Options Owned as at November 1, 2018				Total Subordinate Voting Shares Beneficially Owned [1]		Multiple Voting Shares Beneficially Owned [1]		Total Percentage of Voting Power
			"In-the-money"		"Out-of-the-money"						
Name	**Number**	**Percent**	**Number**	**Percent**	**Number**	**Percent**	**Number**	**Percent**	**Number**	**Percent**	**Percent**
Germain Lamonde	3,561,174 [2]	15.10	–	*	–	*	3,561,174	15.10	31,643,000 [3]	100	94.11
Philippe Morin	600,000	2.54	–	*	–	*	600,000	2.54	–	–	*
Pierre Plamondon	148,079 [4]	*	–	*	–	*	148,079	*	–	–	*
François Côté	6,500	*	–	*	–	*	6,500	*	–	–	*
Angela Logothetis	–	*	–	*	–	*	–	*	–	–	*
Claude Séguin	–	*	–	*	–	*	–	*	–	–	*
Randy E. Tornes	–	*	–	*	–	*	–	*	–	–	*
Willem Jan te Niet	–	*	–	*	–	*	–	*	–	–	*
Dana Yearian	34,181	*	–	*	–	*	34,181	*	–	–	*
Other executive officers as a group	81,139	*	–	*	–	*	81,139	*	–	–	*
All of our Directors and executive officers as a group	4,431,073	18.78	–	*	–	*	4,431,073	18.78	31,643,000	100	94.37

* Less than 1%.

(1) Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Options that are currently exercisable or exercisable within sixty (60) days as at November 1, 2018 (including options that have an exercise price above the market price) are deemed to be outstanding and to be beneficially owned by the person holding such options for the purpose of computing the percentage ownership of such person, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person. Accordingly, DSUs and RSUs are not included.

(2) The number of shares held by Germain Lamonde includes 3,191,666 subordinate voting shares held of record G. Lamonde Investissements Financiers Inc., 316,247 subordinate voting shares held of record by 9356-8988 Québec Inc. and 53,261 subordinate voting shares held by Germain Lamonde.

(3) The number of shares held by Germain Lamonde includes 29,743,000 multiple voting shares held of record by G. Lamonde Investissements Financiers Inc. and 1,900,000 multiple voting shares held of record by 9356-8988 Québec Inc.

(4) The number of shares held by Pierre Plamondon includes 6,874 subordinate voting shares held of record by Fiducie Pierre Plamondon.

There are no options outstanding as at November 1, 2018.

The following table presents information regarding Deferred Share Units and Restricted Share Units held by our Executive Chairman, our Chief Executive Officer, our Chief Financial Officer, our Directors, our two other most highly compensated executive officers, our other executive officers as a group, all of our Directors and executive officers as a group, as at November 1, 2018.

Name	DSUs			RSUs		
	Number	Percentage	Estimated Average Value at the time of grant US$/DSU (1)	Number	Percentage	Fair Value at the time of grant US$/RSU (2)
Germain Lamonde	–	–	–	–	–	–
Philippe Morin	–	–	–	109,890 (3)	5.95 %	3.43
	–	–	–	54,945 (4)	2.98 %	3.43
	–	–	–	47,529 (5)	2.57 %	4.01
	–	–	–	38,110 (6)	2.06 %	4.89
	–	–	–	4,764 (7)	0.26 %	4.89
	–	–	–	51,353 (8)	2.78 %	4.00
	–	–	–	34,892 (9)	1.89 %	3.17
	–	–	–	43,615 (10)	2.36 %	3.17
Pierre Plamondon	–	–	–	26,223 (11)	1.42 %	3.71
	–	–	–	27,400 (12)	1.48 %	3.23
	–	–	–	25,162 (5)	1.36 %	4.01
	–	–	–	27,266 (8)	1.48 %	4.00
	–	–	–	16,842 (9)	0.91 %	3.17
	–	–	–	21,052 (10)	1.14 %	3.17
François Côté	27,710 (13)	15.25 %	3.90	–	–	–
Angela Logothetis	27,958 (13)	15.39 %	4.21	–	–	–
Claude Séguin	46,299 (13)	25.48 %	4.04	–	–	–
Randy E. Tornes	79,722 (13)	43.88 %	3.96	–	–	–
Willem Jan te Niet	–	–	–	10,000 (14)	0.54 %	3.33
	–	–	–	16,681 (5)	0.90 %	4.01
	–	–	–	20,153 (8)	1.09 %	4.00
	–	–	–	13,117 (9)	0.71 %	3.17
	–	–	–	16,397 (10)	0.89 %	3.17
Dana Yearian	–	–	–	24,310 (11)	1.32 %	3.71
	–	–	–	28,355 (12)	1.54 %	3.23
	–	–	–	24,744 (5)	1.34 %	4.01
	–	–	–	25,302 (8)	1.37 %	4.00
	–	–	–	16,282 (9)	0.88 %	3.17
	–	–	–	20,353 (10)	1.10 %	3.17

Name	DSUs			RSUs		
	Number	Percentage	Estimated Average Value at the time of grant US$/DSU [1]	Number	Percentage	Fair Value at the time of grant US$/RSU [2]
Other executive officers as a group	–	–	–	77,521 [5]	4.20 %	4.01
	–	–	–	87,081 [8]	4.72 %	4.00
	–	–	–	77,028 [9]	4.17 %	3.17
	–	–	–	96,282 [10]	5.21 %	3.17
	–	–	–	55,498 [11]	3.01 %	3.71
	–	–	–	70,039 [12]	3.79 %	3.23
	–	–	–	2,500 [15]	0.14 %	3.55
	–	–	–	1,907 [16]	0.10 %	3.27
	–	–	–	2,500 [17]	0.14 %	3.00
	–	–	–	4,000 [18]	0.22 %	4.01
	–	–	–	2,500 [19]	0.14 %	5.10
	–	–	–	9,633 [20]	0.52 %	4.30
	–	–	–	7,233 [21]	0.39 %	4.45
Total	181,689	100 %	4.01	1,238,459	67.08 %	3.61
All of the directors and executive officers as a group	–	–	–	109,890 [3]	5.95 %	3.43
	–	–	–	54,945 [4]	2.98 %	3.43
	–	–	–	191,637 [5]	10.38 %	4.01
	–	–	–	38,110 [6]	2.06 %	4.89
	–	–	–	4,764 [7]	0.26 %	4.89
	–	–	–	211,155 [8]	11.44 %	4.00
	–	–	–	158,161 [9]	8.57 %	3.17
	–	–	–	197,699 [10]	10.71 %	3.17
	–	–	–	106,031 [11]	5.74 %	3.71
	–	–	–	125,794 [12]	6.81 %	3.23
	–	–	–	10,000 [14]	0.54 %	3.33
	–	–	–	2,500 [15]	0.14 %	3.55
	–	–	–	1,907 [16]	0.10 %	3.27
	–	–	–	2,500 [17]	0.14 %	3.00
	–	–	–	4,000 [18]	0.22 %	4.01
	–	–	–	2,500 [19]	0.14 %	5.10
	–	–	–	9,633 [20]	0.52 %	4.30
	–	–	–	7,233 [21]	0.39 %	4.45
Total	181,689	100 %	4.01	1,238,459	67.08 %	3.61

(1) The estimated average value at the time of grant of a DSU is the average of the estimated value at the time of grant of a DSU which is determined based on the highest of the closing prices of the Subordinate Voting Shares on the Toronto Stock Exchange and the NASDAQ Global Select Market on the last trading day preceding the grant date, using the daily exchange rate of the Bank of Canada on the last trading day preceding the grant date to convert either the NASDAQ Global Select Market closing price to Canadian dollars or the Toronto Stock Exchange closing price to United States dollars, as required. The value at vesting of a DSU is equivalent to the market value of a Subordinate Voting Share when a DSU is converted to such Subordinate Voting Share.

(2) The fair value at the time of grant of a RSU is equal to the market value of Subordinate Voting Shares at the time RSUs are granted.

(3) Those RSUs will vest at a rate of 1/2 annually commencing on the third anniversary date of the grant in November 2015.

(4) Those RSUs will vest on the fifth anniversary date of the grant in November 2015 but are subject to early vesting on the third and fourth anniversary date of the grant on the attainment of performance objectives as determined by the Board of Directors. Accordingly, subject to the attainment of performance objectives, the first early vesting is up to 1/3 of the units on the third anniversary date of the grant and the second early vesting is up to 50% of the remaining units on the fourth anniversary date of the grant.

(5) Those RSUs will vest on the fifth anniversary date of the grant in October 2016 but are subject to early vesting on the third and fourth anniversary date of the grant on the attainment of performance objectives as determined by the Board of Directors. Accordingly, subject to the attainment of performance objectives, the first early vesting is up to 1/3 of the units on the third anniversary date of the grant and the second early vesting is up to 50% of the remaining units on the fourth anniversary date of the grant.

(6) Those RSUs will vest at a rate of 1/2 annually commencing on the third anniversary date of the grant in April 2017.

(7) Those RSUs will vest on the fifth anniversary date of the grant in April 2017 but are subject to early vesting on the third and fourth anniversary date of the grant on the attainment of performance objectives as determined by the Board of Directors. Accordingly, subject to the attainment of performance objectives, the first early vesting is up to 1/3 of the units on the third anniversary date of the grant and the second early vesting is up to 50% of the remaining units on the fourth anniversary date of the grant.

(8) Those RSUs will vest on the fifth anniversary date of the grant in October 2017 but are subject to early vesting on the third and fourth anniversary date of the grant on the attainment of performance objectives as determined by the Board of Directors. Accordingly, subject to the attainment of performance objectives, the first early vesting is up to 1/3 of the units on the third anniversary date of the grant and the second early vesting is up to 50% of the remaining units on the fourth anniversary date of the grant.

(9) Those RSUs will vest on the third anniversary date of the grant in October 2018.

(10) Those RSUs will vest on the third anniversary date of the grant in October 2018 on the attainment of performance objectives as determined by the Board of Directors.
(11) Those RSUs will vest on the fifth anniversary date of the grant in October 2014 but are subject to early vesting on the third and fourth anniversary date of the grant on the attainment of performance objectives as determined by the Board of Directors. Accordingly, subject to the attainment of performance objectives, the first early vesting is up to 1/3 of the units on the third anniversary date of the grant and the second early vesting is up to 50% of the remaining units on the fourth anniversary date of the grant.
(12) Those RSUs will vest on the fifth anniversary date of the grant in October 2015 but are subject to early vesting on the third and fourth anniversary date of the grant on the attainment of performance objectives as determined by the Board of Directors. Accordingly, subject to the attainment of performance objectives, the first early vesting is up to 1/3 of the units on the third anniversary date of the grant and the second early vesting is up to 50% of the remaining units on the fourth anniversary date of the grant.
(13) Those DSUs will vest at the time Director ceases to be a member of the Board of the Corporation.
(14) Those RSUs will vest at a rate of 1/2 annually commencing on the third anniversary date of the grant in August 2016.
(15) Those RSUs will vest at a rate of 1/2 annually commencing on the third anniversary date of the grant in January 2015.
(16) Those RSUs will vest on the fifth anniversary date of the grant in July 2015 but are subject to early vesting on the third and fourth anniversary date of the grant on the attainment of performance objectives as determined by the Board of Directors. Accordingly, subject to the attainment of performance objectives, the first early vesting is up to 1/3 of the units on the third anniversary date of the grant and the second early vesting is up to 50% of the remaining units on the fourth anniversary date of the grant.
(17) Those RSUs will vest at a rate of 1/2 annually commencing on the third anniversary date of the grant in January 2016.
(18) Those RSUs will vest at a rate of 1/2 annually commencing on the third anniversary date of the grant in October 2016.
(19) Those RSUs will vest at a rate of 1/2 annually commencing on the third anniversary date of the grant in January 2017.
(20) Those RSUs will vest on the fifth anniversary date of the grant in November 2017 but are subject to early vesting on the third and fourth anniversary date of the grant on the attainment of performance objectives as determined by the Board of Directors. Accordingly, subject to the attainment of performance objectives, the first early vesting is up to 1/3 of the units on the third anniversary date of the grant and the second early vesting is up to 50% of the remaining units on the fourth anniversary date of the grant.
(21) Those RSUs will vest at a rate of 1/2 annually commencing on the third anniversary date of the grant in January 2018.

Escrowed Securities

To our knowledge as at November 1, 2018, 264,356 subordinate voting shares of the Company were held in escrow.

Item 7. Major Shareholders and Related Party Transactions

A. Major Shareholders

The following table presents information regarding the beneficial ownership of our share capital as at November 1, 2018 by persons or groups of affiliated persons known by us to own more than 5% of our voting shares.

	Multiple Voting Shares Beneficially Owned [1]		Subordinate Voting Shares Beneficially Owned [1]		Total Percentage of Voting Power
Name	**Number**	**Percent**	**Number**	**Percent**	**Percent**
Germain Lamonde [2]	31,643,000	100.00%	3,561,174	15.10%	94.11%
9356-8988 Quebec Inc. [3]	1,900,000	6.00%	316,247	1.34%	5.68%
9356-9036 Quebec Inc. [3]	–	–	3,191,666	13.53%	0.94%
G. Lamonde Investissements Financiers Inc. [3]	29,743,000	94.00%	–	–	87.47%
Renaissance Technologies	–	–	1,390,372	5.89%	*
Graham Partners LP	–	–	1,181,999	5.01%	*

* Less than 1%

(1) Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Options that are currently exercisable within 60 days of November 1, 2018 (including options that have an exercise price above the market price) are deemed to be outstanding and to be beneficially owned by the person holding such options for the purpose of computing the percentage ownership of such person, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person.

(2) The number of shares held by Germain Lamonde includes 1,900,000 multiple voting shares held of record by 9356-8988 Quebec Inc. and 29,743,000 multiple voting shares held of record by G. Lamonde Investissements Financiers Inc.

(3) 9356-8988 Quebec Inc., 9356-9036 Quebec Inc. and G. Lamonde Investissements Financiers Inc. are companies controlled by Mr. Lamonde.

Each multiple voting share is convertible at the option of the holder into one subordinate voting share. Holders of our subordinate voting shares are entitled to one vote per share and holders of our multiple voting shares are entitled to ten votes per share.

Ever since EXFO became a publicly traded company in June 2000, including the most recent three-year period, Mr. Lamonde and his related companies has maintained majority ownership. According to publicly available information, Renaissance Technologies is EXFO's second-largest shareholder with 1.4 million subordinate voting shares or 5.9% of the public float, while Graham Partners LP owns 5.0% (1.2 million shares) of the public float.

As at November 12, 2018, 23,590,515 subordinate voting shares were outstanding. Approximately 94.21% (22,223,960) of our subordinate voting shares were held in bearer form and the remainder (1,366,555 subordinate voting shares) was held by 225 record holders. As at November 12, 2018, we believe approximately 58.24% of our outstanding subordinate voting shares were held in the United States.

B. Related Party Transactions

Indebtedness of Directors, Executive Officers and Employees

From September 1, 2017 through the date of this Annual Report, none of our directors, executive officers, associates or affiliates had any material interest in any transaction with us or in any proposed transaction which has materially affected or could materially affect us.

C. Interests of Experts and Counsel

Not applicable.

Item 8. Financial Information

A. Consolidated Statements and Other Financial Information

See Item 18, "Financial Statements" for certain other information required by this item.

Export Sales

Export and domestic sales in thousands of US dollars and as a percentage of sales are as follows:

	Years ended August 31,								
	2018			2017			2016		
Export Sales	$	251,121	93%	$	220,715	91%	$	214,566	92%
Domestic Sales		18,425	7		22,586	9		18,027	8
	$	269,546	100%	$	243,301	100%	$	232,583	100%

Legal Proceedings

There are no legal or arbitration proceedings pending or threatened of which we are aware which may have or have had a significant effect on our financial position.

Dividend Policy

We do not currently anticipate paying dividends for at least the next three years. Our current intention is to reinvest any earnings in our business long-term growth. Any future determination by us to pay dividends will be at the discretion of our Board of Directors and in accordance with the terms and conditions of any outstanding indebtedness and will depend on our financial condition, results of operations, capital requirements and such other functions as our Board of Directors considers relevant.

B. Significant Changes

On September 8, 2017, we acquired a 33.1% interest in Astellia, a publicly traded company on the NYSE Euronext Paris stock exchange. Astellia is a provider of network and subscriber intelligence-enabling mobile operators to drive service quality, maximize operational efficiency, reduce churn and increase revenue. Its vendor-independent, real-time monitoring and troubleshooting solution is used to optimize networks end-to-end from radio to core. The purchase price amounted to €10 per share for a total cash consideration of €8.6 million (US$10.3 million).

On October 10, 2017, we reached an agreement with Astellia to acquire Astellia's remaining shares, at a share price of €10, for a total consideration of €17.3 million (US$21.4 million) by way of a public tender offer. The public offering opened on December 15, 2017 and closed on January 26, 2018.

On December 21 and 22, 2017, we acquired additional interests of 6.0% and 1.2% respectively in Astellia at a purchase price of €10 per share for a total cash consideration of €1.9 million (US$2.2 million), which brought our investment in Astellia to 40.3%.

On January 26, 2018, upon the closing of the public tender offer, we acquired an additional interest of 48.1% in Astellia at a purchase price of €10 per share for a total cash consideration of €12.5 million (US$15.5 million), which brought our investment in Astellia to 88.4%, and provided us with control over Astellia.

We re-opened the public tender offer to acquire the remaining shares of Astellia from February 9, 2018 to February 22, 2018. During that period, we acquired an additional interest of 8.9% in Astellia at a purchase price of €10 per share for a total cash consideration of €2.3 million (US$2.8 million), which brought our investment in Astellia to 97.3%.

Finally, on February 28, 2018, we entered into a squeeze-out process to acquire the remaining 2.7% interest in Astellia at a share price of €10, for a total consideration of €0.7 million (US$0.8 million). The binding terms of the squeeze-out process gave us control over Astellia's remaining shares as at February 28, 2018 and consequently, as of that date we controlled 100% of Astellia's shares.

On October 2, 2017, we acquired all issued and outstanding shares of Yenista Optics S.A.S., renamed EXFO Optics Inc. (EXFO Optics), a privately held company located in France and a supplier of advanced optical test equipment for the research and development and manufacturing markets. The acquisition-date fair value of the total consideration amounted to €9.4 million (US$11.1 million) and consisted of €8.1 million (US$9.5 million) in cash, net of EXFO Optics' cash of €1.3 million (US$1.5 million) at the acquisition date.

On October 25, 2017, we modified certain credit facilities whereby existing lines of credit that provided advances up to CA$4.8 million (US$3.7 million) and up to US$6.0 million for operating purposes were cancelled and replaced with a credit facility of CA$28.9 million (US$22.2 million) mainly for the acquisition of the remaining shares of Astellia under the public tender offer.

In addition, on December 21, 2017, we cancelled and replaced this renewed credit facility (that provided advances up to CA$28.9 million (US$22.2 million)), with new revolving credit facilities of up to CA$70.0 million (US$53.6 million) and US$9.0 million. These modified credit facilities were used to finance a portion of the acquisition of Astellia's remaining shares and are used to finance working capital and for other general corporate purposes. As at August 31, 2018, an amount of $11.8 million was drawn from these credit facilities for bank loan and credit facilities.

On August 21, 2018, we announced a restructuring plan to accelerate the integration of our newly acquired monitoring and analytics technologies from Astellia and simplify our cost structure and optimize resources as we converge toward fewer sites and reduce our workforce.

This plan will result in pre-tax expenses of approximately $8 million, mainly for severance expenses, costs for remaining non-cancellable operating leases, write-off of research and development income tax credits and impairment of long-lived assets, net of related income taxes. During the fourth quarter of fiscal 2018, we recorded severance expenses of $2.1 million, costs for remaining non-cancelable operating lease of $1.1 million, write-off of research and development income tax credits of $1.2 million and impairment of long-lived assets of $0.2 million, net of related income taxes of $1.2 million, for total after-tax restructuring charges of $3.4 million. The remainder of the restructuring charges, which mainly comprise of severance expenses, will be recorded in the first half of fiscal 2019.

In September 2018, as part of our fiscal 2018 restructuring plan and the shutdown of our operations in Toronto, Canada, we entered into a binding agreement to sell one of our buildings for net proceeds of $3.3 million. The transfer of ownership is expected to occur in the second quarter of fiscal 2019 and will result in a pre-tax gain of $1.9 million that will be recorded in our consolidated statement of earnings for that quarter.

Item 9. The Offer and Listing

Not Applicable, except for Item 9A (4) and Item 9C.

A. Offer and Listing Details

	NASDAQ (US$)		TSX (CA$)	
	High	**Low**	**High**	**Low**
September 1, 2013 to August 31, 2014	5.70	4.13	5.88	4.51
September 1, 2014 to August 31, 2015	4.40	2.45	4.92	3.32
September 1, 2015 to August 31, 2016	4.32	2.57	5.44	3.61
September 1, 2016 to August 31, 2017	6.05	3.42	7.99	4.41
September 1, 2017 to August 31, 2018	4.70	3.20	5.81	4.29
September 1, 2016 to November 30, 2016 (2017 1st Quarter)	4.45	3.42	6.00	4.41
December 1, 2016 to February 28, 2017 (2017 2nd Quarter)	5.90	4.10	7.66	5.51
March 1, 2017 to May 31, 2017 (2017 3rd Quarter)	6.05	4.55	7.99	6.08
June 1, 2017 to August 31, 2017 (2017 4th Quarter)	5.30	3.83	7.15	4.84
September 1, 2017 to November 30, 2017 (2018 1st Quarter)	4.45	3.75	5.61	4.79
December 1, 2017 to February 28, 2018 (2018 2nd Quarter)	4.70	4.06	5.81	5.25
March 1, 2018 to May 31, 2018 (2018 3rd Quarter)	4.40	3.35	5.63	4.35
June 1, 2018 to August 31, 2018 (2018 4th Quarter)	4.41	3.20	5.77	4.29
May 2018	3.75	3.35	4.84	4.35
June 2018	3.50	3.20	4.61	4.30
July 2018	3.95	3.35	5.13	4.29
August 2018	4.41	3.73	5.77	4.91
September 2018	4.30	3.65	5.75	4.87
October 2018	3.86	2.75	4.93	3.60
November 2018 (until November 12)	3.35	2.78	4.40	3.64

C. Markets

Our subordinate voting shares have been quoted on the NASDAQ Global Select Market under the symbol EXFO and listed on The Toronto Stock Exchange under the symbol EXF since our initial public offering on June 29, 2000. Prior to that time, there was no public market for our subordinate voting shares. The table above sets forth, for the periods indicated, the high and low closing sales prices per subordinate voting share as reported on the NASDAQ Global Select Market and the Toronto Stock Exchange.

On November 12, 2018, the last reported sale price for our subordinate voting shares on the NASDAQ Global Select Market was US$3.35 per share and the last reported sale price for our subordinate voting shares on the Toronto Stock Exchange was CA$4.40 per share.

Item 10. Additional Information

A. Share Capital

Not Applicable

B. Memorandum and Articles of Association

Our Amended Articles of Incorporation and By-laws are incorporated by reference to our registration statement on Form F-1 dated June 9, 2000 (File No. 333-38956) and amendments to our Articles by reference to Exhibit 1.4 to our fiscal year 2009 Annual Report on Form 20-F and Exhibit 1.5 to our fiscal year 2010 Annual Report on Form 20-F.

C. Material Contracts

Except as otherwise disclosed in this Annual Report and our consolidated financial statements and notes included elsewhere in this Annual Report, we have no other material contracts.

D. Exchange Controls

Subject to the following paragraph, there is no law or governmental decree or regulation in Canada that restricts the export or import of capital, or affects the remittance of dividends, interest or other payments to non-resident holders of our subordinate voting shares, other than withholding tax requirements.

There is no limitation imposed by Canadian law or by our articles of incorporation or our other charter documents on the right of a non-resident to hold or vote subordinate voting shares, other than as provided by the *Investment Canada Act,* the *North American Free Trade Agreement Implementation Act* (Canada) and the *World Trade Organization Agreement Implementation Act*. The *Investment Canada Act* requires notification and, in certain cases, advance review and approval by the Government of Canada of an investment to establish a new Canadian business by a non-Canadian or of the acquisition by a "non-Canadian" of "control" of a "Canadian business", all as defined in the *Investment Canada Act*. Generally, the threshold for review will be higher in monetary terms for a member of the World Trade Organization or North American Free Trade Agreement.

E. Taxation

United States Taxation

The information set forth below under the caption "United States Taxation" is a summary of the material U.S. federal income tax consequences of the ownership and disposition of subordinate voting shares by a U.S. Holder, as defined below. These discussions are not a complete analysis or listing of all of the possible tax consequences of such transactions and do not address all tax considerations that may be relevant to particular holders in light of their personal circumstances or to persons that are subject to special tax rules. In particular, the information set forth under the caption "United States Taxation" deals only with U.S. Holders that hold subordinate voting shares as capital assets within the meaning of Section 1221 of the Internal Revenue Code of 1986, as amended (the "Code"), and who do not at any time own, nor are treated as owning, 10% or more of the total combined voting power of all classes of our stock entitled to vote or 10% or more of the total value of shares of all classes of our stock.

In addition, this description of U.S. tax consequences does not address the tax treatment of special classes of U.S. Holders, such as financial institutions, regulated investment companies, traders in securities who elect to mark-to-market their securities, tax-exempt entities, insurance companies, partnerships, persons holding subordinate voting shares as part of a hedging, integrated or conversion transaction or as part of a "straddle," U.S. expatriates, persons subject to the alternative minimum tax, persons who acquired their subordinate voting shares through the exercise or cancellation of employee stock options or otherwise as compensation for services, dealers or traders in securities or currencies and holders whose "functional currency" is not the U.S. dollar. This summary does not address U.S. estate and gift tax consequences or tax consequences under any state and local tax laws or non-U.S. tax laws.

As used in this section, the term "U.S. Holder" means a beneficial owner of subordinate voting shares that is for U.S. federal income tax purposes:

(a) an individual citizen or resident of the United States;

(b) a corporation created or organized under the laws of the United States or any state thereof and the District of Columbia;

(c) an estate the income of which is subject to United States federal income taxation regardless of its source;

(d) a trust if (1) a court within the United States is able to exercise primary supervision over its administration and one or more U.S. persons as described in Section 7701 (a) (30) of the Code have authority to control all substantial decisions of the trust or (2) the trust has a valid election in effect under applicable U.S. Treasury regulations to be treated as a U.S. person; or

(e) any other person whose worldwide income or gain is otherwise subject to U.S. federal income taxation on a net income basis.

If a partnership or other flow-through entity holds subordinate voting shares, the U.S. federal income tax treatment of a partner or other owner will generally depend upon the status of the partner or other owner and upon the activities of the partnership or other flow-through entity. If you are a partner or other owner of a partnership or other flow-through entity holding subordinate voting shares, you should consult your tax advisor.

Holders of subordinate voting shares who are not U.S. Holders, sometimes referred to as "Non-U.S. Holders", should also consult their own tax advisors, particularly as to the applicability of any tax treaty.

The following discussion is based upon:

- the Code;
- U.S. judicial decisions;
- administrative pronouncements;
- existing and proposed Treasury regulations; and
- the Canada – U.S. Income Tax Treaty.

Any of the above is subject to change, possibly with retroactive effect, so as to result in U.S. federal income tax consequences different from those discussed below. We have not requested, and will not request, a ruling from the U.S. Internal Revenue Service (the "IRS") with respect to any of the U.S. federal income tax consequences described below, and as a result, there can be no assurance that the IRS will not disagree with or challenge any of the conclusions we have reached and described here.

The following discussion is for general information only and is not intended to be, nor should it be construed to be, legal or tax advice to any holder of subordinate voting shares and no opinion or representation with respect to the U.S. federal income tax consequences to any holder is made. Holders of subordinate voting shares are urged to consult their tax advisors as to the particular consequences to them under U.S. federal, state, local and applicable non-U.S. tax laws of the acquisition, ownership and disposition of subordinate voting shares.

Dividends

Subject to the discussion of passive foreign investment companies below, the gross amount of any distribution paid by us to a U.S. Holder will generally be subject to U.S. federal income tax as foreign source dividend income to the extent paid out of our current or accumulated earnings and profits, as determined under U.S. federal income tax principles. Such income will be includable in the gross income of a U.S. Holder on the day received by the U.S. Holder. The amount of any distribution of property other than cash will be the fair market value of such property on the date of the distribution. In the case of a taxable corporate U.S. Holder, such dividends will be taxable as ordinary income and will not be eligible for the corporate dividends received deduction, which is generally allowed to U.S. corporate shareholders on dividends received from a domestic corporation. In the case of a non-corporate U.S. Holder, including individuals, such dividends should generally be eligible for a maximum tax rate of 23.8% provided, as we believe to be the case, that we are not a "passive foreign investment company". To the extent that an amount received by a U.S. Holder exceeds such holder's allocable share of our current and accumulated earnings and profits, such excess will be applied first to reduce such U.S. Holder's tax basis in his subordinate voting shares, thereby increasing the amount of gain or decreasing the amount of loss recognized on a subsequent disposition of the subordinate voting shares. Then, to the extent such distribution exceeds such U.S. Holder's tax basis, it will be treated as capital gain. We do not currently maintain, nor do we plan on maintaining, calculations of our earnings and profits for U.S. federal income tax purposes.

The gross amount of distributions paid in Canadian dollars, or any successor or other foreign currency, will be included in the income of such U.S. Holder in a U.S. dollar amount calculated by reference to the spot exchange rate in effect on the day the distributions are paid regardless of whether the payment is in fact converted into U.S. dollars. If the Canadian dollars, or any successor or other foreign currency, are converted into U.S. dollars on the date of the payment, the U.S. Holder should not be required to recognize any foreign currency gain or loss with respect to the receipt of Canadian dollars as distributions. The U.S. Holder will have a basis in any Canadian dollars or other foreign currency distributed equal to their U.S. dollar value on the payment date. If, instead, the Canadian dollars are converted at a later date, any currency gains or losses resulting from the conversion of the Canadian dollars will be treated as U.S. source ordinary income or loss. U.S. Holders are urged to consult their own tax advisors concerning the U.S. tax consequences of acquiring, holding and disposing of Canadian dollars.

A U.S. Holder may be entitled to deduct, or claim a foreign tax credit for, Canadian taxes that are withheld on dividends received by the U.S. Holder, subject to applicable limitations in the Code. The limitation on foreign taxes eligible for credit is calculated separately with respect to specific classes of income. For this purpose, such dividends should generally constitute foreign source "passive category income" or, in the case of certain U.S. Holders, "general category income". The rules governing the foreign tax credit are complex. U.S. Holders are urged to consult their tax advisors regarding the availability of the foreign tax credit under their particular circumstances.

A Non-U.S. Holder of subordinate voting shares generally will not be subject to U.S. federal income or withholding tax on dividends received on subordinate voting shares unless such income is effectively connected with the conduct by such Non-U.S. Holder of a trade or business in the United States.

Sale or Exchange

A U.S. Holder's initial tax basis in the subordinate voting shares will generally be cost to the holder. A U.S. Holder's adjusted tax basis in the subordinate voting shares will generally be the same as cost, but may differ for various reasons including the receipt by such holder of a distribution that was not made up wholly of earnings and profits as described above under the heading "Dividends." Subject to the discussion of passive foreign investment companies below, gain or loss realized by a U.S. Holder on the sale or other disposition of subordinate voting shares will be subject to U.S. federal income taxation as capital gain or loss in an amount equal to the difference (if any) between the U.S. Holder's adjusted tax basis (determined in U.S. dollars) in the subordinate voting shares and the U.S. dollar value of the amount realized on the disposition of such subordinate voting shares. Capital gains of non-corporate U.S. Holders, including individuals, derived with respect to a sale, exchange or other disposition of subordinate voting shares held for more than one year are subject to a maximum federal income tax rate of 23.8%. The deductibility of capital losses is subject to limitations. In the case of a non-corporate U.S. Holder, the federal tax rate applicable to capital gains will depend upon:

- the holder's holding period for the subordinate voting shares, with a preferential rate available for subordinate voting shares held for more than one year; and
- the holder's marginal tax rate for ordinary income.

Any gain realized will generally be treated as U.S. source gain, and loss realized by a U.S. Holder generally also will be treated as from sources within the United States.

If a U.S. Holder receives any foreign currency on the sale of subordinate voting shares, such U.S. Holder may recognize ordinary income or loss as a result of currency fluctuations between the date of the sale of subordinate voting shares and the date the sale proceeds are converted into U.S. dollars.

A Non-U.S. Holder of subordinate voting shares generally will not be subject to U.S. federal income or withholding tax on any gain realized on the sale or exchange of such subordinate voting shares unless:

- such gain is effectively connected with the conduct by such Non-U.S. Holder of a trade or business in the United States; or
- in the case of any gain realized by an individual Non-U.S. Holder, such Non-U.S. Holder is present in the United States for 183 days or more in the taxable year of such sale and certain other conditions are met.

Passive Foreign Investment Company

We believe that our subordinate voting shares should not currently be treated as stock of a passive foreign investment company for United States federal income tax purposes, but this conclusion is a factual determination made annually and thus may be subject to change based on future operations as well as the composition and valuation of our assets. In particular, a significant portion of our gross assets is comprised of cash and short-term investments, which the PFIC rules treat as passive without regard to the purpose for which we hold those assets. If the proportion of these passive assets were to increase relative to the fair market value of our other assets, we may be treated as a passive foreign investment company. In general, we will be a passive foreign investment company with respect to a U.S. Holder if, for any taxable year in which the U.S. Holder holds our subordinate voting shares, either:

- at least 75% of our gross income for the taxable year is passive income; or
- at least 50% of the average value of our assets is attributable to assets that produce or are held for the production of passive income.

For this purpose, passive income includes, among other things, income such as:

- dividends;
- interest;
- rents or royalties, other than certain rents or royalties derived from the active conduct of trade or business;
- annuities; and
- gains from assets that produce passive income.

If a non-U.S. corporation owns at least 25% by value of the stock of another corporation, the non-U.S. corporation is treated for purposes of the passive foreign investment company tests as owning its proportionate share of the assets of the other corporation and as receiving directly its proportionate share of the other corporation's income.

If we are treated as a passive foreign investment company, a U.S. Holder that did not make a qualified electing fund election, if available, or a mark-to-market election, as described below, would be subject to special rules with respect to:

- any gain realized on the sale or other disposition of subordinate voting shares; and
- any "excess distribution" by us to the U.S. Holder.

Generally, "excess distributions" are the parts of any distributions to the U.S. Holder in respect of the subordinate voting shares during a single taxable year that are greater than 125% of the average annual distributions received by the U.S. Holder in respect of the subordinate voting shares during the three preceding taxable years or, if shorter, the U.S. Holder's holding period for the subordinate voting shares.

Under the passive foreign investment company rules,

- the gain or excess distribution would be allocated ratably over the U.S. Holder's holding period for the subordinate voting shares;
- the amount allocated to the taxable year in which the gain or excess distribution was realized and to taxable years prior to the first year in which we were classified as a PFIC would be taxable as ordinary income; and
- the amount allocated to each other prior year would be subject to tax as ordinary income at the highest tax rate in effect for that tax year, and the interest charge generally applicable to underpayments of tax would be imposed in respect of the tax attributable to each such year.

A U.S. Holder owning actually or constructively "marketable stock" of a passive foreign investment company may be able to avoid the imposition of the passive foreign investment company tax rules described above by making a mark-to-market election. Generally, pursuant to this election, a U.S. Holder would include in ordinary income or, subject to the following sentence, loss, for each taxable year during which such stock is held, an amount equal to the difference as of the close of the taxable year between the fair market value of its stock and its adjusted tax basis in such stock. Any mark-to-market loss is treated as an ordinary deduction, but only to the extent of the ordinary income that the U.S. Holder has included pursuant to the election in prior taxable years. The electing U.S. Holder's basis in its stock would be adjusted to reflect any of these income or loss amounts. Holders desiring to make the mark-to-market election should consult their tax advisors with respect to the application and effect of making such election.

In the case of a U.S. Holder who does not make a mark-to-market election, the special passive foreign investment company tax rules described above will not apply to such U.S. Holder if the U.S. Holder makes an election to have us treated as a qualified electing fund and we provide certain required information to holders. For a U.S. Holder to make a qualified electing fund election, we would have to satisfy certain reporting requirements. We have not determined whether we will undertake the necessary measures to be able to satisfy such requirements in the event that we were treated as a passive foreign investment company.

A U.S. Holder that makes a qualified electing fund election will be currently taxable on its pro rata share of our ordinary earnings and net capital gain, at ordinary income and capital gains rates, respectively, for each of our taxable years, regardless of whether or not distributions were received. The U.S. Holder's basis in the subordinate voting shares will be increased to reflect taxed but undistributed income. Distributions of income that had previously been taxed will result in a corresponding reduction of basis in the subordinate voting shares and will not be taxed again as a distribution to the U.S. Holder. U.S. Holders desiring to make a qualified electing fund election should consult their tax advisors with respect to the advisability of making such election.

United States Backup Withholding and Information Reporting

A U.S. Holder will generally be subject to information reporting with respect to dividends paid on, or proceeds of the sale or other disposition of, our subordinate voting shares that are paid within the United States or through some U.S. related financial intermediaries to U.S. Holders, unless the U.S. Holder is a corporation or comes within certain other categories of exempt recipients. A U.S. Holder that is not an exempt recipient will generally be subject to backup withholding with respect to the proceeds from the sale or the disposition of, or with respect to dividends on, subordinate voting shares unless the U.S. Holder timely provides a taxpayer identification number and complies with the other applicable requirements of the backup withholding rules. A U.S. Holder who fails to provide a correct taxpayer identification number may be subject to penalties imposed by the United States Internal Revenue Service.

Non-U.S. Holders will generally be subject to information reporting and possible backup withholding with respect to the proceeds of the sale or other disposition of subordinate voting shares effected within the United States, unless the holder certifies to its foreign status or otherwise establishes an exemption and the broker does not have actual knowledge or reason to know that the holder is a U.S. Holder. Payments of dividends on or proceeds from the sale of subordinate voting shares within the United States by a payor within the United States to a non-exempt U.S. or Non-U.S. Holder will be subject to backup withholding if such holder fails to provide appropriate certification. In the case of such payments by a payor within the United States to a foreign partnership other than a foreign partnership that qualifies as a "withholding foreign partnership" within the meaning of such Treasury regulations, the partners of such partnership will be required to provide the certification discussed above in order to establish an exemption from backup withholding tax and information reporting requirements.

Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules will be allowed as a refund or credit against a holder's U.S. federal income tax liability, provided that the required information is furnished to the IRS.

Canadian Federal Income Tax Considerations

The following is a summary of the material Canadian federal income tax considerations generally applicable to a U.S. person who holds subordinate voting shares and who, for the purposes of the *Income Tax Act* (Canada) (the "ITA"), and the *Canada-United States Income Tax Convention* (1980) (the "Convention"), as applicable and at all relevant times:

- is resident in the United States and not resident in Canada;
- holds the subordinate voting shares as capital property;
- does not have a "permanent establishment" or "fixed base" in Canada, as defined in the Convention; and
- deals at arm's length with us. Special rules, which are not discussed below, may apply to "financial institutions", as defined in the ITA, and to non-resident insurers carrying on an insurance business in Canada and elsewhere.

This discussion is based on the current provisions of the ITA and the Convention and on the regulations promulgated under the ITA, all specific proposals to amend the ITA or the regulations promulgated under the ITA announced by or on behalf of the Canadian Minister of Finance prior to the date of this Annual Report and the current published administrative practices of the Canada Revenue Agency. It does not otherwise take into account or anticipate any changes in law or administrative practice nor any income tax laws or considerations of any province or territory of Canada or any jurisdiction other than Canada, which may differ from the Canadian federal income tax consequences described in this document.

Under the ITA and the Convention, dividends paid or credited, or deemed to be paid or credited, on the subordinate voting shares to a U.S. person who owns less than 10% of the voting shares will be subject to Canadian withholding tax at the rate of 15% of the gross amount of those dividends or deemed dividends. If a U.S. person is a corporation and owns 10% or more of the voting shares, the rate is reduced from 15% to 5%. Subject to specified limitations, a U.S. person may be entitled to credit against U.S. federal income tax liability for the amount of tax withheld by Canada.

Under the Convention, dividends paid to specified religious, scientific, charitable and similar tax exempt organizations and specified organizations that are resident and exempt from tax in the United States and that have complied with specified administrative procedures are exempt from this Canadian withholding tax.

A capital gain realized by a U.S. person on a disposition or deemed disposition of the subordinate voting shares will not be subject to tax under the ITA unless the subordinate voting shares constitute taxable Canadian property within the meaning of the ITA at the time of the disposition or deemed disposition. In general, the subordinate voting shares will not be "taxable Canadian property" to a U.S. person if they are listed on a prescribed stock exchange, which includes The Toronto Stock Exchange, unless, at any time within the five-year period immediately preceding the disposition, the U.S. person, persons with whom the U.S. person did not deal at arm's length, or the U.S. person together with those persons, owned or had an interest in or a right to acquire more than 25% of any class or series of our shares.

If the subordinate voting shares are taxable Canadian property to a U.S. person, any capital gain realized on a disposition or deemed disposition of those subordinate voting shares will generally be exempt from tax by virtue of the Convention if the value of the subordinate voting shares at the time of the disposition or deemed disposition is not derived principally from real property, as defined by the Convention, situated in Canada. The determination as to whether Canadian tax would be applicable on a disposition or deemed disposition of the subordinate voting shares must be made at the time of the disposition or deemed disposition.

Holders of subordinate voting shares are urged to consult their own tax advisors to determine the particular tax consequences to them, including the application and effect of any state, local or foreign income and other tax laws, of the acquisition, ownership and disposition of subordinate voting shares.

F. Dividends and Paying Agents

Not Applicable.

G. Statement by Experts

Not Applicable.

H. Documents on Display

Any statement in this Annual Report about any of our contracts or other documents is not necessarily complete. If the contract or document is filed as an exhibit to the registration statement, the contract or document is deemed to modify the description contained in this Annual Report. You must review the exhibits themselves for a complete description of the contract or document.

You may review a copy of our filings with the SEC, including exhibits and schedules filed with it, at the SEC's public reference facilities at 100 F Street, N.E., Washington, D.C. 20549 and at the regional offices of the SEC located at 233 Broadway, New York, New York 10279 and at the Northwestern Atrium Center, 500 West Madison Street, Suite 1400, Chicago, Illinois 60661. You may also obtain copies of such materials from the Public Reference Section of the SEC, 100 F Street, N.E., Washington, D.C. 20549, at prescribed rates. You may call the SEC at 1-800-SEC-0330 for further information on the public reference rooms. The SEC maintains a Web site *(http://www.sec.gov)* that contains reports, proxy and information statements and other information regarding registrants that file electronically with the SEC.

You may read and copy any reports, statements or other information that we file with the SEC at the addresses indicated above and you may also access them electronically at the Web site set forth above. These SEC filings are also available to the public from commercial document retrieval services.

We are required to file reports and other information with the SEC under the Securities Exchange Act of 1934. Reports and other information filed by us with the SEC may be inspected and copied at the SEC's public reference facilities described above. As a foreign private issuer, we are exempt from the rules under the Exchange Act prescribing the furnishing and content of proxy statements and our officers, directors and principal shareholders are exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the Exchange Act. Under the Exchange Act, as a foreign private issuer, we are not required to publish financial statements as frequently or as promptly as United States companies.

I. Subsidiary Information

See Item 4.C. of this Annual Report.

Item 11. Qualitative and Quantitative Disclosures about Market Risk

Market Risk

Currency Risk

Our functional currency is the Canadian dollar. We have adopted the US dollar as our reporting currency as it is the most commonly used reporting currency in our industry. We are exposed to a currency risk as a result of our export sales of products manufactured in Canada, China, France and Finland, the majority of which are denominated in US dollars and euros. This risk is partially hedged by forward exchange contracts and certain cost of sales and operating expenses (US dollars and euros). In addition, we are exposed to a currency risk as a result of our research and development activities in India (Indian rupees). This risk is partially hedged by forward exchange contracts. We do not enter into forward exchange contracts for trading or speculative purposes. Forward exchange contracts, which are designated as cash flow hedging instruments, qualify for hedge accounting.

The following tables summarize the forward exchange contracts in effect as at August 31, 2018, classified by expected transaction dates, none of which exceed three fiscal years, as well as the notional amounts of such contracts (in thousands of US dollars) along with the weighted average contractual forward rates under such contracts. The notional amounts of such contracts are used to calculate the contractual payments to be made under these contracts.

US dollars – Canadian dollars forward exchange contracts

	Years ending August 31,		
	2019	**2020**	**2021**
Forward exchange contracts to sell US dollars in exchange for Canadian dollars			
Contractual amounts	$ 26,400	$ 15,700	$ 3,700
Weighted average contractual forward rates	1.3029	1.2756	1.2703

US dollars – Indian rupees forward exchange contracts

	Year ending August 31, 2019
Forward exchange contracts to sell US dollars in exchange for Indian rupees	
Contractual amount	$ 4,600
Weighted average contractual forward rate	67.68

Fair Value

The following table summarizes significant derivative and non-derivative financial assets and liabilities that are subject to currency risk as at August 31, 2018 and for which such risk is charged to earnings:

	Carrying/nominal amount (in thousands of US dollars)	Carrying/nominal amount (in thousands of euros)
Financial assets		
Cash	$ 2,790	€ 3,352
Accounts receivable	30,306	3,767
	33,096	7,139
Financial liabilities		
Accounts payable and accrued liabilities	20,214	5,107
Forward exchange contracts (nominal amount)	5,000	–
	25,214	5,107
Net exposure	$ 7,882	€ 2,032

In addition to these assets and liabilities, we have derivatives financial liabilities for our outstanding forward exchange contracts in the amount (nominal value) of $45.8 million as at August 31, 2018, for which the currency risk is charged to other comprehensive income.

The value of the Canadian dollar compared to the US dollar was CA$1.3055 = US$1.00 as at August 31, 2018.

The value of the Canadian dollar compared to the euro was CA$1.5210 = €1.00 as at August 31, 2018.

The following sensitivity analysis summarizes the effect that a change in the value of the Canadian dollar (compared to the US dollar and euro) on derivatives and non-derivatives financial assets and liabilities denominated in US dollars and euros, would have on net earnings, net earnings per diluted share and comprehensive income, based on the foreign exchange rates as at August 31, 2018:

- An increase (decrease) of 10% in the period-end value of the Canadian dollar compared to the US dollar would decrease (increase) net earnings by $0.8 million, or $0.02 per diluted share, as at August 31, 2018.
- An increase (decrease) of 10% in the period-end value of the Canadian dollar compared to the euro would decrease (increase) net earnings by $0.3 million or $0.01 per diluted share, as at August 31, 2018.
- An increase (decrease) of 10% in the period-end value of the Canadian dollar compared to the US dollar would increase (decrease) other comprehensive income by $3.0 million as at August 31, 2018.

The impact of the change in the value of the Canadian dollar compared to the US dollar and the euro on these derivative and non-derivative financial assets and liabilities is recorded in the foreign exchange gain or loss line item in the consolidated statements of earnings, except for outstanding forward contracts, and except for those of foreign operations, whose impact is recorded in other comprehensive income. The change in the value of the Canadian dollar compared to the US dollar and the euro also impacts our balances of income tax recoverable or payable, as well as deferred income tax assets and liabilities denominated in US dollars and euros; this may result in additional and significant foreign exchange gains or losses. However, these tax-related assets and liabilities are not considered financial instruments and are excluded from the sensitivity analysis above. The foreign exchange rate fluctuations also flow through the statements of earnings line items, as a significant portion of our cost of sales and operating expenses is denominated in Canadian dollars, euros, British pounds and Indian rupees, and we report our results in US dollars; that effect is not reflected in the sensitivity analysis above.

Interest rate risk

We have limited exposure to interest risk. We are mainly exposed to interest rate risks through our cash, short-term investments, bank loan and long-term debt.

We analyse our interest risk exposure on an ongoing basis. A change in interest rate of 1% would have an insignificant impact on net earnings and other comprehensive income.

Short-term investments

As at August 31, 2018, our short-term investments, in the amount of $2.3 million, mainly consist of a term deposits denominated in Indian rupees, bearing interest at annual rates of 5.0% to 6.8%, maturing on different dates between October 2018 and August 2019.

Due to their short-term maturity, our short-term investments are not subject to significant fair value interest rate risk. Accordingly, changes in fair value have been nominal to the degree that amortized cost approximates the fair value. Any change in the fair value of our short-term investments, all of which are classified as available for sale, is recorded in other comprehensive income.

Other financial instruments

Short-term other liabilities bear interest at Euribor prime rate, plus a margin. Accounts receivable, other assets and accounts payable and accrued liabilities are non-interest-bearing financial assets and liabilities.

Credit risk

Financial instruments that potentially subject us to credit risk consist of cash, short-term investments, accounts receivable, other assets and forward exchange contracts (with a positive fair value). As at August 31, 2018, our short-term investments consist of debt instruments issued by high-credit quality corporations. These debt instruments are not expected to be affected by a significant credit risk. Our cash and forward exchange contracts are held with or issued by high-credit quality financial institutions; therefore, we consider the risk of non-performance on these instruments to be limited.

Generally, we do not require collateral or other security from our customers for trade accounts receivable; however, credit is extended to customers following an evaluation of creditworthiness. In addition, we perform ongoing credit reviews of all our customers and establish an allowance for doubtful accounts receivable when accounts are determined to be uncollectible. Allowance for doubtful accounts amounted to $0.8 million as at August 31, 2018.

For the year ended August 31, 2018, no customer represented more than 10% of our sales.

The following table summarizes the age of trade accounts receivable as at August 31, 2018 (in thousands of US dollars):

Current	$	34,344
Past due, 0 to 30 days		6,011
Past due, 31 to 60 days		2,556
Past due, more than 60 days, less allowance for doubtful accounts of $772		4,362
Total trade accounts receivable	$	47,273

Changes in the allowance for doubtful accounts are as follows as at August 31, 2018 (in thousands of US dollars):

Balance – Beginning of year	$ 2,960
Addition charged to earnings	834
Writeoff of uncollectible accounts	(3,022)
Balance – End of year	$ 772

Liquidity risk

Liquidity risk is defined as the potential that we cannot meet our obligations as they become due.

The following table summarizes the contractual maturity of our derivative and non-derivative financial liabilities as at August 31, 2018 (in thousands of US dollars):

	No later than one year	Later than 1 year and no later than 5 years	Later than 5 years
Bank loan	$ 10,692	$ –	$ –
Accounts payable and accrued liabilities	47,308	–	–
Forward exchange contracts			
Outflow	31,000	19,400	–
Inflow	(30,738)	(18,940)	–
Long-term debt	2,921	5,745	162
Other liabilities	3,197	–	–
Total	$ 64,380	$ 6,205	$ 162

As at August 31, 2018, we had $15.0 million in cash and short-term investments and $51.4 million in accounts receivable. In addition to these financial assets, we have unused available lines of credit totaling $52.7 million for working capital and other general corporate purposes, including potential acquisitions as well as unused lines of credit of $25.0 million for foreign currency exposure related to our forward exchange contracts.

Item 12. Description of Securities Other than Equity Securities

Not Applicable.

PART II.

Item 13. Defaults, Dividend Arrearages and Delinquencies

Not Applicable.

Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds

Not Applicable.

Item 15 Controls and Procedures

(a) Disclosure Controls and Procedures

Disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed by EXFO under applicable securities legislation is gathered and reported to senior management, including our Chief Executive Officer and Chief Financial Officer on a timely basis so that appropriate decisions can be made regarding public disclosure.

As of the end of the Company's fiscal year ended August 31, 2018, an evaluation of the effectiveness of the Company's disclosure controls and procedures was carried out by management with the participation of our Chief Executive Officer and Chief Financial Officer. Based on that evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that these disclosure controls and procedures were effective as at August 31, 2018.

Our management, including the Chief Executive Officer and Chief Financial Officer, believe that any disclosure controls and procedures or internal control over financial reporting, no matter how well conceived and operated, can provide only a reasonable and not absolute assurance that the objectives of the control system are met. Further, the design of a control system reflects the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. Controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any systems of controls is also based in part on certain assumptions about the likelihood of certain events, and there can be no assurance that any design can achieve its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

(b) Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with *International Financial Reporting Standards* (IFRS) as issued by the *International Accounting Standards Board (IASB)*.

EXFO's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of EXFO; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of EXFO; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of EXFO's assets that could have a material effect on the financial statements.

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

Our management conducted an evaluation of the effectiveness of EXFO's internal control over financial reporting based on the criteria established in *Internal Control – Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Management has elected to exclude Astellia S.A. and Yenista Optics S.A.S., included in our consolidated financial statements for the year ended August 31, 2018, from its assessment of internal control over financial reporting as of August 31, 2018, because the businesses were acquired by the company in fiscal 2018. Astellia S.A. and Yenista Optics S.A.S are wholly-owned subsidiaries excluded from management's assessment and our audit of internal control over financial reporting whose total assets and revenues represent approximately 12% and 2% of total assets, respectively and approximately 6% and 2% of total revenues, respectively, of the related consolidated financial statement amounts as of and for the year ended August 31, 2018. Based on this evaluation, management concluded that EXFO's internal control over financial reporting was effective as of August 31, 2018.

(c) Attestation Report of the Independent Auditor

The effectiveness of our internal control over financial reporting as of August 31, 2018 has been audited by PricewaterhouseCoopers LLP, an independent auditor, as stated in its report which appears herein.

(d) Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the period covered by this Annual Report on Form 20-F, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 16. [Reserved]

Item 16A. Audit Committee Financial Expert

Our Board of Directors has determined that Mr. Claude Séguin, chairman of our Audit Committee, is an Audit Committee financial expert. Mr. Séguin is independent of management, in accordance with the CSA Standards as described in Item 6C – Board Practices of this Annual Report. For a description of Mr. Séguin's education and experience, please refer to Item 6A. The other members of the Audit Committee are Mr. Pierre-Paul Allard (until January 2018), Mr. François Côté, Ms. Angela Logothetis and Mr. Randy E. Tornes, all of whom are independent. For a description of their respective education and experience, please also refer to Item 6A.

Item 16B. Code of Ethics

In 2003, we adopted a code of ethics that applies to our chief executive officer, our chief financial officer and our manager of financial reporting and accounting. A copy of this code of ethics has been filed as exhibit 11.1 to our 2010 Annual Report. In March 2005, the Board adopted and, in 2010, 2013, 2017 and 2018, updated the following policies:

- Code of Ethics for our Principal Executive Officer and Senior Financial Officers;
- Board of Directors Corporate Governance Guidelines;
- Ethics and Business Conduct Policy;
- Statement of Reporting Ethical Violations (Whistleblower).

A copy of those policies has been filed respectively as exhibit 11.1 to our 2010 Annual Report, as exhibit 11.13 to our 2017 Annual Report, as exhibit 11.16 to our 2018 Annual Report and as exhibit 11.4 to our 2013 Annual Report. All these policies are also readily available on our website at www.EXFO.com. Accordingly, we believe that our corporate governance practices are in alignment to current regulatory requirements. We will provide without charge to each person, on the written or oral request of such person, a copy of our code of ethics. Requests for such copies should be directed to us at the following address: 400 Godin Avenue, Quebec, Quebec, G1M 2K2, Canada, Attention: Corporate Secretary, telephone number (418) 683-0211.

Item 16C. Principal Accountant Fees and Services

Audit Fees

During the financial years ended August 31, 2017 and 2018, our principal accountant, PricewaterhouseCoopers LLP, billed us aggregate amounts of CA$481,000 and CA$608,000 respectively for the audit of our annual consolidated financial statements and services in connection with statutory and regulatory filings.

Audit-Related Fees

During the financial years ended August 31, 2017 and 2018, our principal accountant, PricewaterhouseCoopers LLP, billed us aggregate amounts of CA$299,000 and CA$30,000 respectively for audit-related fees namely for the quarterly review of interim consolidated financial statements.

Tax Fees

During the financial years ended August 31, 2017 and 2018, our principal accountant, PricewaterhouseCoopers LLP, billed us aggregate amounts of CA$173,000 and CA$114,000 respectively for services related to tax compliance, tax advice and tax planning.

All Other Fees

No other fees were billed in fiscal 2017 and 2018.

Audit Committee Pre-Approval Policies and Procedures

Our Audit Committee Charter requires that the Audit Committee give prior approval of the annual audit plan (refer to Item 6C for further details on the Audit Committee Charter). In the event any adjustments to the audit plan may be required during the course of a financial year, such adjustments shall be approved by the chairman of the Audit Committee, acting alone, and shall be reported to the full Audit Committee at its next meeting.

In the case of non-audit services (excluding tax matters), the policy provides that proposals shall be submitted to the chairman of the Audit Committee and our chief financial officer at the same time and the chairman of the Audit Committee will be responsible for approval of such proposal, subject to any modifications that he may require. The chairman will make a report to the full Audit Committee at its next meeting.

As concerns tax services to be provided by our principal accountant, our policy provides that the principal accountant will present to the Audit Committee for pre-approval, on or before the beginning of each financial year, an engagement for tax matters that are foreseeable for the upcoming year and the Audit Committee shall be responsible for pre-approval thereof, subject to any modifications it may make to such proposals. In the event tax services are required that were not pre-approved by the Audit Committee, the procedure set forth in the previous paragraph will apply.

During the financial year ended on August 31, 2018, 100% of tax fees were approved by the Audit Committee pursuant to this policy.

Item 16D. Exemptions from the Listing Standards for Audit Committees

Not Applicable.

Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers

Issuer Purchases of Equity Securities

From September 1, 2016 through November 13, 2017, no repurchase occurred. From September 1, 2017 through November 12, 2018, no repurchase occurred.

Item 16F. Change in Registrant's Certifying Accountant

Not Applicable.

Item 16G. Corporate Governance

The Corporation's corporate governance practices do not differ significantly from the practices followed by United States domestic companies listed on the NASDAQ Global Select Market. A copy of the Corporation's Corporate Governance Policies is included as Exhibits 11.1 and 11.2 to our 2010 Annual Report on Form 20-F; as Exhibit 11.9 to our 2011 Annual Report on Form 20-F, as Exhibit 11.3, 11.4, 11.10, 11.11 and 11.12, to our 2013 Annual Report on Form 20-F, as Exhibit 11.6 to our 2014 Annual Report on Form 20-F, as Exhibits 11.5, 11.7 and 11.8 to our 2016 Annual Report on Form 20-F, as Exhibits 11.5, 11.7, 11.13, 11.14 and 11.15 to our 2017 Annual Report on Form 20-F and as Exhibits 11.5, 11.7, 11.16 and 11.17 to this Annual Report on Form 20-F.

Item 16H. Mine Safety Disclosure

Not Applicable.

PART III.

Item 17. Financial Statements

Not Applicable.

Item 18. Financial Statements

Not Applicable.

Item 19. Exhibits

Number	Exhibit
1.1	Amended Articles of Incorporation of EXFO (incorporated by reference to Exhibit 3.1 of EXFO's Registration Statement on Form F-1 filed on June 9, 2000, File No. 333-38956).
1.2	Amended By-laws of EXFO (incorporated by reference to Exhibit 1.2 of EXFO's Annual Report on Form 20F dated January 16, 2003, File No. 000-30895).
1.3	Amended and Restated Articles of Incorporation of EXFO (incorporated by reference to Exhibit 1.3 of EXFO's Annual Report on Form 20-F dated January 18, 2001, File No. 000-30895).
1.4	Certificate of Amendment, Canada Business Corporations Act (incorporated by reference to Exhibit 10.1 of EXFO's Annual Report on Form 20-F dated November 25, 2009, File No. 000-30895).
1.5	Certificate of Amendment (Change of Name), Canada Business Corporations Act (incorporated by reference to Exhibit 1.5 of EXFO's Annual Report on Form 20-F dated November 24, 2010, File No. 000-30895).
2.1	Form of Subordinate Voting Share Certificate (incorporated by reference to Exhibit 4.1 of EXFO's Registration Statement on Form F-1 filed on June 9, 2000, File No. 333-38956).
2.2	Form of Registration Rights Agreement between EXFO and Germain Lamonde dated July 6, 2000) (incorporated by reference to Exhibit 10.13 of EXFO's Registration Statement on Form F-1 filed on June 9, 2000, File No. 333-38956).
3.1	Form of Trust Agreement among EXFO, Germain Lamonde, GEXFO Investissements Technologiques Inc., Fiducie Germain Lamonde and G. Lamonde Investissements Financiers Inc. (incorporated by reference to Exhibit 4.2 of EXFO's Registration Statement on Form F-1 filed on June 9, 2000, File No. 333-38956).
4.1	Agreement of Merger and Plan of Reorganization, dated as of November 4, 2000, by and among EXFO, EXFO Sub, Inc., EXFO Burleigh Instruments, Inc., Robert G. Klimasewski, William G. May, Jr., David J. Farrell and William S. Gornall (incorporated by reference to Exhibit 4.1 of EXFO's Annual Report on Form 20-F dated January 18, 2001, File No. 000-30895).
4.2	Amendment No. 1 to Agreement of Merger and Plan of Agreement, dated as of December 20, 2000, by and among EXFO, EXFO Sub, Inc., EXFO Burleigh Instruments, Inc., Robert G. Klimasewski, William G. May, Jr., David J. Farrell and William S. Gornall (incorporated by reference to Exhibit 4.2 of EXFO's Annual Report on Form 20-F dated January 18, 2001, File No. 000-30895).
4.3	Agreement of Merger, dated as of August 20, 2001, by and among EXFO, Buyer Sub, and Avantas Networks Corporation and Shareholders of Avantas Networks corporation (incorporated by reference to Exhibit 4.3 of EXFO's Annual Report on Form 20-F dated January 18, 2002, File No. 000-30895).
4.4	Amendment No. 1 dated as of November 1, 2002 to Agreement of Merger, dated as of August 20, 2001, by and among EXFO, 3905268 Canada Inc., Avantas Networks Corporation and Shareholders of Avantas Networks (incorporated by reference to Exhibit 4.4 of EXFO's Annual Report on Form 20-F dated January 18, 2002, File No. 000-30895).
4.5	Offer to purchase shares of Nortech Fibronic Inc., dated February 6, 2000 among EXFO, Claude Adrien Noel, 9086-9314 Québec Inc., Michel Bédard, Christine Bergeron and Société en Commandite Capidem Québec Enr. and Certificate of Closing, dated February 7, 2000 among the same parties (including summary in English) (incorporated by reference to Exhibit 10.2 of EXFO's Registration Statement on Form F-1 filed on June 9, 2000, File No. 333-38956).
4.6	Share Purchase Agreement, dated as of March 5, 2001, among EXFO Electro-Optical Engineering, Inc., John Kennedy, Glenn Harvey and EFOS Corporation (incorporated by reference to Exhibit 4.1 of EXFO's Registration Statement on Form F-3 filed on July 13, 2001, File No. 333-65122).

Number	Exhibit
4.7	Amendment Number One, dated as of March 15, 2001, to Share Purchase Agreement, dated as of March 5, 2001, among EXFO Electro-Optical Engineering, Inc., John Kennedy, Glenn Harvey and EFOS Corporation. (incorporated by reference to Exhibit 4.2 of EXFO's Registration Statement on Form F-3 filed on July 13, 2001, File No. 333-65122).
4.8	Share Purchase Agreement, dated as of November 2, 2001 between JDS Uniphase Inc. and 3905268 Canada Inc. (incorporated by reference to Exhibit 4.8 of EXFO's Annual Report on Form 20-F dated January 18, 2002, File No. 000-30895).
4.9	Intellectual Property Assignment and Sale Agreement between EFOS Inc., EXFO Electro-Optical Engineering, Inc., John Kennedy, Glenn Harvey and EFOS Corporation. (incorporated by reference to Exhibit 4.3 of EXFO's Registration Statement on Form F-3 filed on July 13, 2001, File No. 333-65122).
4.10	Offer to acquire a building, dated February 23, 2000, between EXFO and Groupe Mirabau Inc. and as accepted by Groupe Mirabau Inc. on February 24, 2000 (including summary in English) (incorporated by reference to Exhibit 10.3 of EXFO's Registration Statement on Form F-1 filed on June 9, 2000, File No. 333-38956).
4.11	Lease Agreement, dated December 1, 1996, between EXFO and GEXFO Investissements Technologiques Inc., as assigned to 9080-9823 Québec Inc. on September 1, 1999 (including summary in English) (incorporated by reference to Exhibit 10.4 of EXFO's Registration Statement on Form F-1 filed on June 9, 2000, File No. 333-38956).
4.12	Lease Agreement, dated March 1, 1996, between EXFO and GEXFO Investissements Technologiques Inc., as assigned to 9080-9823 Québec Inc. on September 1, 1999 (including summary in English) (incorporated by reference to Exhibit 10.5 of EXFO's Registration Statement on Form F-1 filed on June 9, 2000, File No. 333-38956).
4.13	Lease renewal of the existing leases between 9080-9823 Québec Inc. and EXFO, dated November 30, 2001(incorporated by reference to Exhibit 4.13 of EXFO's Annual Report on Form 20-F dated January 18, 2002, File No. 000-30895).
4.14	Loan Agreement between EXFO and GEXFO Investissements Technologiques Inc., dated May 11, 1993, as assigned to 9080-9823 Québec Inc. on September 1, 1999 (including summary in English) (incorporated by reference to Exhibit 10.9 of EXFO's Registration Statement on Form F-1 filed on June 9, 2000, File No. 333-38956).
4.15	Resolution of the Board of Directors of EXFO, dated September 1, 1999, authorizing EXFO to acquire GEXFO Distribution Internationale Inc. from GEXFO Investissements Technologiques Inc. (including summary in English) (incorporated by reference to Exhibit 10.10 of EXFO's Registration Statement on Form F-1 filed on June 9, 2000, File No. 333-38956).
4.16	Form of Promissory Note of EXFO issued to GEXFO Investissements Technologiques Inc. dated June 27, 2000) (incorporated by reference to Exhibit 10.12 of EXFO's Registration Statement on Form F-1 filed on June 9, 2000, File No. 333-38956).
4.17	Term Loan Offer, dated March 28, 2000, among EXFO and National Bank of Canada as accepted by EXFO on April 3, 2000 (including summary in English) (incorporated by reference to Exhibit 10.11 of EXFO's Registration Statement on Form F-1 filed on June 9, 2000, File No. 333-38956).
4.18	Employment Agreement of Germain Lamonde dated May 29, 2000 (incorporated by reference to Exhibit 10.15 of EXFO's Registration Statement on Form F-1 filed on June 9, 2000, File No. 333-38956).
4.19	Employment Agreement of Bruce Bonini dated as of September 1, 2000 (incorporated by reference to Exhibit 4.24 of EXFO's Annual Report on Form 20-F dated January 18, 2002, File No. 000-30895).
4.20	Employment Agreement of Juan-Felipe Gonzalez dated as of September 1, 2000 (incorporated by reference to Exhibit 4.25 of EXFO's Annual Report on Form 20-F dated January 18, 2002, File No. 000-30895).

Number	Exhibit
4.21	Employment Agreement of David J. Farrell dated as of December 20, 2000 (incorporated by reference to Exhibit 4.26 of EXFO's Annual Report on Form 20-F dated January 18, 2002, File No. 000-30895).
4.22	Deferred Profit Sharing Plan, dated September 1, 1998 (incorporated by reference to Exhibit 10.6 of EXFO's Registration Statement on Form F-1 filed on June 9, 2000, File No. 333-38956).
4.23	Stock Option Plan, dated May 25, 2000 (incorporated by Reference to Exhibit 10.7 of EXFO's Registration Statement on Form F-1 filed on June 9, 2000, File No. 333-38956).
4.24	Share Plan, dated April 3, 2000 (incorporated by reference to Exhibit 10.8 of EXFO's Registration Statement on Form F-1 filed on June 9, 2000, File No. 333-38956).
4.25	Directors' Compensation Plan (incorporated by reference to Exhibit 10.17 of EXFO's Registration Statement on Form F-1 filed on June 9, 2000, File No. 333-38956).
4.26	Restricted Stock Award Plan, dated December 20, 2000 (incorporated by reference to Exhibit 4.21 of EXFO's Annual Report on Form 20-F dated January 18, 2001, File No. 000-30895).
4.27	Asset Purchase Agreement by and Among EXFO Electro-Optical Engineering Inc., EXFO Gnubi Products Group Inc., gnubi communications, L.P., gnubi communications General Partner, LLC, gnubi communications Limited Partner, LLC, gnubi communications, Inc., Voting Trust created by The Irrevocable Voting Trust Agreement Among Carol Abraham Bolton, Paul Abraham and James Ray Stevens, James Ray Stevens and Daniel J. Ernst dated September 5, 2002 (incorporated by reference to Exhibit 4.30 of EXFO's Annual Report on Form 20-F dated January 16, 2003, File No. 000-30895).
4.28	EXFO Protocol Inc. Executive Employment Agreement with Sami Yazdi signed November 2, 2001 (incorporated by reference to Exhibit 4.31 of EXFO's Annual Report on Form 20-F dated January 16, 2003, File No. 000-30895).
4.29	Second Amending Agreement to the Employment Agreement of Bruce Bonini dated as of September 1, 2002, (incorporated by reference to Exhibit 4.29 of EXFO's Annual Report on Form 20-F dated January 15, 2004, File No. 000-30895).
4.30	Severance and General Release Agreement with Bruce Bonini dated August 8, 2003, (incorporated by reference to Exhibit 4.30 of EXFO's Annual Report on Form 20-F dated January 15, 2004, File No. 000-30895).
4.31	Separation Agreement and General Release with Sami Yazdi dated April 1, 2003, (incorporated by reference to Exhibit 4.31 of EXFO's Annual Report on Form 20-F dated January 15, 2004, File No. 000-30895).
4.32	Executive Employment Agreement of James Stevens dated as of October 4, 2003, (incorporated by reference to Exhibit 4.32 of EXFO's Annual Report on Form 20-F dated January 15, 2004, File No. 000-30895).
4.33	Termination Terms for John Holloran Jr. dated May 28, 2003, (incorporated by reference to Exhibit 4.33 of EXFO's Annual Report on Form 20-F dated January 15, 2004, File No. 000-30895).
4.34	Employment Agreement of Pierre Plamondon dated as of September 1, 2002, (incorporated by reference to Exhibit 4.34 of EXFO's Annual Report on Form 20-F dated January 15, 2004, File No. 000-30895).
4.35	Long-Term Incentive Plan, dated May 25, 2000, amended in October 2004 and effective January 12, 2005 (incorporated by reference to Exhibit 4.35 of EXFO's Annual Report on Form 20-F dated November 29, 2005, File No. 000-30895).
4.36	Deferred Share Unit Plan, effective January 12, 2005 (incorporated by reference to Exhibit 4.36 of EXFO's Annual Report on Form 20-F dated November 29, 2005, File No. 000-30895).

Number	Exhibit
4.37	Asset Purchase Agreement by and Among EXFO Electro-Optical Engineering Inc., Consultronics Limited., Andre Rekai, Consultronics Europe Limited, Consultronics Development Kft. and Consultronics Inc. dated January 5, 2006 (incorporated by reference to Exhibit 4.37 of EXFO's Annual Report on Form 20-F dated November 29, 2006, File No. 000-30895).
4.38	Share Repurchase Program by Way of Normal Course Issuer Bid dated November 6, 2007 (incorporated by reference to EXFO's report on Form 6-K dated November 6, 2007, file No. 000-30895).
4.39	Share Purchase Agreement by and Among EXFO Electro-Optical Engineering Inc., Navtel Communications Inc. and Vengrowth Investment Fund, BDC Capital Inc. and others, dated March 26, 2008 (incorporated by reference to Exhibit 4.38 of EXFO's Annual Report on Form 20-F dated November 26, 2008, File No. 000-30895).
4.40	Agreement and Plan of Merger by and among Gexfo Distribution Internationale Inc., EXFO Service Assurance Inc. and Brix Networks, Inc. and Charles River Ventures, LLC dated April 2, 2008 (incorporated by reference to EXFO's Material Change Report on Form 6-K dated May 2, 2008, File No. 000-30895).
4.41	Issuer Tender Offer, Letter of Transmittal and Notice of Guaranteed Delivery dated November 10, 2008 (incorporated by reference as Exhibits (a) (1) (i), (a) (1) (ii) and (a) (1) (iii) to EXFO's Schedule TO dated November 10, 2008, File No. 000-30895).
4.42	Renewal of EXFO's Share Repurchase Program by Way of Normal Course Issuer Bid dated November 6, 2008 (incorporated by reference to EXFO's report on Form 6-K dated November 6, 2008, file No. 000-30895).
4.43	Final results of Issuer Bid Tender Offer, dated December 18, 2009 (incorporated by reference to EXFO's Material Change Report on Form 6-K dated December 19, 2008, file No. 000-30895).
4.44	Share Transfer Agreement by and among GEXFO Distribution Internationale Inc. and AWS Holding AB (PicoSolve AB) and Patent Transfer Agreement by and among EXFO Electro-Optical Engineering Inc. and Starta Eget Boxen 11629 AB dated February 5, 2009 (incorporated by reference to Exhibit 4.44 of EXFO's Annual Report on Form 20-F dated November 25, 2009, File No. 000-30895).
4.45	Renewal of EXFO's Share Repurchase Program by Way of Normal Course Issuer Bid dated November 10, 2009 (incorporated by reference to EXFO's report on Form 6-K dated November 6, 2009, file No. 000-30895).
4.46	Share Purchase Agreement by and among EXFO Finland Oy and NetHawk Oyj's majority shareholders dated March 12, 2010 (incorporated by reference to EXFO's Material Change Report on Form 6-K dated March 19, 2010, File No. 000-30895).
4.47	Share Purchase Agreement by and among EXFO Inc. and Photonic Acquisition Inc. dated October 1, 2010 (incorporated by reference to EXFO's Material Change Report on Form 6-K dated October 8, 2010, File No. 000-30895).
4.48	Renewal of EXFO's Share Repurchase Program by Way of Normal Course Issuer Bid dated November 5, 2010 (incorporated by reference to EXFO's report on Form 6-K dated November 5, 2010, file No. 000-30895).
4.49	Renewal of EXFO's Share Repurchase Program by Way of Normal Course Issuer Bid dated November 7, 2011 (incorporated by reference to EXFO's report on Form 6-K dated November 7, 2011, file No. 000-30895).
4.50	Renewal of EXFO's Share Repurchase Program by Way of Normal Course Issuer Bid dated November 7, 2012 (incorporated by reference to EXFO's report on Form 6-K dated November 7, 2012, file No. 000-30895).
4.51	Renewal of EXFO's Share Repurchase Program by Way of Normal Course Issuer Bid dated January 8, 2014 (incorporated by reference to EXFO's report on Form 6-K dated January 9, 2014, file No. 000-30895).

Number	Exhibit
4.52	Final results of Issuer Bid Tender Offer, dated February 20, 2015 (incorporated by reference to EXFO's Material Change Report on Form 6-K dated February 24, 2015, file No. 000-30895).
4.53	Renewal of EXFO's Share Repurchase Program by Way of Normal Course Issuer Bid dated March 25, 2015 (incorporated by reference to EXFO's report on Form 6-K dated March 25, 2015, file No. 000-30895).
4.54	Nomination of Mr. Philippe Morin as Chief Operation Officer, dated August 26, 2015 (incorporated by reference to EXFO's Material Change Report on Form 6-K dated August 28, 2015, file No. 000-30895).
4.55	Long-Term Incentive Plan, dated May 25, 2000, amended in October 2004 and effective January 12, 2005 (incorporated by reference to Exhibit 4.55 of EXFO's Annual Report on Form 20-F dated November 28, 2016, File No. 000-30895).
4.56	Renewal of EXFO's Share Repurchase Program by Way of Normal Course Issuer Bid dated April 1, 2016 (incorporated by reference to EXFO's report on Form 6-K dated March 30, 2016, file No. 000-30895).
4.57	Long-Term Incentive Plan, dated May 25, 2000, amended in October 2004 and on January 12, 2005 and effective January 10, 2018 (incorporated by reference to Exhibit 4.57 of EXFO's Annual Report on Form 20-F dated November 24, 2017, File No. 000-30895).
4.58	Deferred Share Unit Plan, effective January 12, 2005, amended in January 2018 and effective January 10, 2018 (incorporated by reference to Exhibit 4.58 of EXFO's Annual Report on Form 20-F dated November 24, 2017, File No. 000-30895).
4.59	Long-Term Incentive Plan, dated May 25, 2000, amended in October 2004, in January 12, 2005 and on January 10, 2018 and effective January 9, 2019 (incorporated by reference to Exhibit 4.59 of EXFO's Annual Report on Form 20-F dated November 27, 2018, File No. 000-30895).
8.1	Subsidiaries of EXFO (list included in Item 4C of this Annual Report).
11.1	Code of Ethics for our Principal Executive Officer and Senior Financial Officers (incorporated by reference to Exhibit 11.1 of EXFO's Annual Report on Form 20-F dated November 24, 2010, File No. 000-30895).
11.2	Board of Directors Corporate Governance Guidelines (incorporated by reference to Exhibit 11.2 of EXFO's Annual Report on Form 20-F dated November 24, 2010, File No. 000-30895).
11.3	Ethics and Business Conduct Policy (incorporated by reference to Exhibit 11.3 of EXFO's Annual Report on Form 20-F dated November 25, 2013, File No. 000-30895).
11.4	Statement of Reporting Ethical Violations (Whistleblower) (incorporated by reference to Exhibit 11.4 of EXFO's Annual Report on Form 20-F dated November 25, 2013, File No. 000-30895).
11.5	Audit Committee Charter (incorporated by reference to Exhibit 11.5 of EXFO's Annual Report on Form 20-F dated November 27, 2018, File No. 000-30895).
11.6	Human Resources Committee Charter (incorporated by reference to Exhibit 11.6 of EXFO's Annual Report on Form 20-F dated November 24, 2014, File No. 000-30895).
11.7	Corporate Governance Practices (incorporated by reference to Exhibit 11.7 of EXFO's Annual Report on Form 20-F dated November 27, 2018, File No. 000-30895).
11.8	Majority Voting Policy (incorporated by reference to Exhibit 11.8 of EXFO's Annual Report on Form 20-F dated November 28, 2016, File No. 000-30895).
11.9	Independent Members Committee Charter (incorporated by reference to Exhibit 11.9 of EXFO's Annual Report on Form 20-F dated November 23, 2011, File No. 000-30895).
11.10	Agent Code of Conduct (incorporated by reference to Exhibit 11.10 of EXFO's Annual Report on Form 20-F dated November 25, 2013, File No. 000-30895).
11.11	Policy Regarding Conflict Minerals (incorporated by reference to Exhibit 11.11 of EXFO's Annual Report on Form 20-F dated November 25, 2013, File No. 000-30895).

Number	Exhibit
11.12	Director Share Ownership Policy (incorporated by reference to Exhibit 11.12 of EXFO's Annual Report on Form 20-F dated November 25, 2013, File No. 000-30895).
11.13	Board of Directors Corporate Governance Guidelines dated February 28, 2010 and amended on June 29, 2017 (incorporated by reference to Exhibit 11.13 of EXFO's Annual Report on Form 20-F dated November 24, 2017, File No. 000-30895).
11.14	Director Share Ownership Policy dated September 25, 2013 and amended on June 29, 2017 (incorporated by reference to Exhibit 11.14 of EXFO's Annual Report on Form 20-F dated November 24, 2017, File No. 000-30895).
11.15	Human Resources Committee Charter dated February 28, 2010 and amended on October 9, 2012, on October 8, 2014 and on October 12, 2017 (incorporated by reference to Exhibit 11.15 of EXFO's Annual Report on Form 20-F dated November 24, 2017, File No. 000-30895).
11.16	Ethics and Business Conduct Policy dated November 25, 2013 and amended on July 10, 2018 (incorporated by reference to Exhibit 11.16 of EXFO's Annual Report on Form 20-F dated November 27, 2018, File No. 000-30895).
11.17	Agent Code of Conduct dated November 25, 2013 and amended on July 10, 2018 (incorporated by reference to Exhibit 11.17 of EXFO's Annual Report on Form 20-F dated November 27, 2018, File No. 000-30895).
12.1	Certification of the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
12.2	Certification of the Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
13.1	Certification of the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
13.2	Certification of the Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Annual Report on its behalf.

EXFO INC.

By: *<u>/s/ Philippe Morin</u>*
Name: Philippe Morin
Title: Chief Executive Officer

Date: November 27, 2018

EXHIBIT 4.59

LONG TERM INCENTIVE PLAN

1. PURPOSE OF THE PLAN

The purpose of the long-term incentive plan (the "**Plan**") for Directors, executive officers, employees and other persons or companies providing ongoing management or consulting services (the "**Consultants**") to EXFO Inc. (the "**Corporation**") or to any of the Subsidiaries of the Corporation is to secure for the Corporation and its shareholders the benefit of an incentive to partake in share ownership by Directors, executive officers and employees of the Corporation and its Subsidiaries, as the case may be, and by certain Consultants who provide services on a continuous basis. For the purposes of the Plan, "**Subsidiaries**" shall mean (i) any legal entity of which the Corporation is the holder or the beneficiary, at the time of the granting of the Option or Units, directly or indirectly, otherwise than by way of security only, of securities to which are attached over 50% of the votes enabling it to elect the majority of the Directors of such entity as well as any subsidiary of such legal entity and (ii) any legal entity in which the Corporation or a subsidiary of the Corporation holds at least 50% of the voting rights or in which it has a majority interest and of which the Corporation or a subsidiary of the Corporation manages the operations.

2. DEFINITIONS

For the purposes of this Plan, the following terms shall have the following meanings:

"Award" means the PSUs or RSUs granted to an Eligible Participant under the Plan on an Award Date, evidenced by an Award Agreement and subject to the terms and conditions of the Plan and the Award Agreement;

"Award Agreement" means an agreement, substantially in the form of the agreement set out in Schedule 2 to this Plan, entered into by an Eligible Participant and the Corporation pursuant to which an Award is granted to the Eligible Participant in accordance with the Plan, and containing such additional terms and conditions not inconsistent with the Plan as the Board shall deem desirable;

"Award Date" means the date on which an Award is granted, which date may be on or, if determined by the Board at the time of grant, after the date that the Board resolves to grant the Award;

"Blackout Period" means any period during which a policy of the Corporation prevents an Optionee from exercising an Option;

"Board" means the board of Directors of the Corporation;

"Broker" shall have the meaning as set forth in Section 10;

"Change of Control" shall have the meaning as set forth in Section 11.1;

"Committee" means the Human Resources Committee composed solely of non-employee members or any other committee composed solely of non-employee members constituted from time to time at the Board's discretion to administrate the Plan;

"Continuing Directors" shall have the meaning as set forth in Section 11.2;

"Consultants" means persons or companies providing ongoing management or consulting services to the Corporation;

"Corporation" means EXFO Inc.;

"Director" means any person elected to the Board at any annual meeting of shareholders;

"DSU" means Deferred Share Units that may be granted from time to time to non-employee Directors of the Corporation pursuant to the provisions of a Deferred Share Unit Plan for the Directors;

"Early Expiry Date" shall have the meaning as set forth in Section 5.3.2;

"Early Vesting Date" shall have the meaning as set forth in Section 6.4;

"Eligible Participant" means any officer, employee, non-employee Director of the Corporation or Consultants designated by the Board as eligible to participate in the Plan;

"Grant Date" means the date on which an Option is granted, which date may be on or, if determined by the Board at the time of grant, after the date that the Board resolves to grant the Option;

"Option" means an option to subscribe Shares granted to an Eligible Participant pursuant to the terms of the Plan;

"Optionee" means the Directors, officers or employees of the Corporation or any of its Subsidiaries, as the case may be, or the Consultants to whom Options are granted;

"Option Period" shall have the meaning as set forth in Section 5.3.1;

"Performance Share Unit" or "PSU" means the right of an Eligible Participant to whom a grant of such unit is made to receive a Share on the Vesting Date upon the attainment of specified performance objectives as determined by the Board in accordance with Section 7, unless such unit expires prior to its Vesting Date;

"Permanent Disability" means an injury which impairs the physical and/or mental ability of an Eligible Participant to perform his/her normal work for the Corporation supposedly for the remainder of his/her life;

"Plan" means the Long-Term Incentive Plan of the Corporation, as amended;

"PSU Holder" shall have the meaning as set forth in Section 7.2;

"PSU Shares" means the Shares that a PSU Holder may receive pursuant to a particular Award Agreement;

"Restricted Share Unit" or **"RSU"** means the right of an Eligible Participant to whom a grant of such unit is made to receive a Share on the Vesting Date (or Early Vesting Date, as the case may be) upon the attainment of specified performance objectives, if any, as determined by the Board in accordance with Section 6, unless such unit expires prior to its Vesting Date.;

"RSU Holder" shall have the meaning as set forth in Section 6.2;

"RSU Shares" means the Shares that a RSU Holder may receive pursuant to a particular Award Agreement;

"Shares" means the subordinate voting shares of the Corporation;

"Subscription Form" shall have the meaning as set forth in Section 5.4;

"Subscription Price" shall have the meaning as set forth in Section 5.2;

"Subsidiaries" shall have the meaning as set forth in Section 1;

"Unit" means a PSU or RSU granted under the Plan;

"Value of a PSU Share" or **"Value of the PSU Shares"** means, at any particular date, the market value of the Shares at that date, calculated as the greater of the closing prices of the Shares on The Toronto Stock Exchange and the NASDAQ Global Select Market on the last trading day preceding such date or, if the Shares did not trade on such last trading day, the greater of the average, rounded off to the nearest cent, of the bid and ask prices for the Shares on The Toronto Stock Exchange and the NASDAQ Global Select Market at the close of trading on such last trading day preceding such date. The closing price of the Shares or, as the case may be, the average of the bid and ask prices of the Shares at the close of trading on the NASDAQ Global Select Market shall be converted into Canadian dollars at the daily exchange rate of the Bank of Canada on the last trading day preceding the Vesting Date (or the Early Vesting Date, as the case may be).

"Vesting Date" shall have the meaning as set forth in Section 6.3 and Section 7.3, as applicable.

3. ADMINISTRATION

The Plan shall be administered by the Corporation's Board of non-employee Directors (the "**Board**") or at the Board's decision by the Human Resources Committee composed solely of non-employee members or any other committee composed solely of non-employee members constituted from time to time (the "**Committee**"). The Board or the Committee shall have full and complete latitude to interpret the Plan and to establish the rules and regulations applying to it and to make all other determinations it deems necessary or useful for the administration of the Plan, including without limiting the scope of the foregoing and subject to subsection 5.3.3, to change an Early Expiry Date (as defined hereinafter) provided that such interpretations, rules, regulations and determinations shall be consistent with the relevant policy statements of the competent securities authorities and the rules of the stock exchanges on which the securities of the Corporation are listed.

4. SHARES SUBJECT TO THE PLAN

The shares subject to the Plan are the subordinate voting shares (the "**Shares**") of the Corporation. The total number of Shares that may be issued under the Plan and under the Deferred Share Unit Plan for the Directors shall not exceed 11,792,893 Shares of the Corporation, subject to the adjustment under Section 12, and no Eligible Participant shall hold in total Options, PSUs, RSUs and DSUs representing more than 5% of the number of Shares issued and outstanding from time to time. All of the Shares covered by Options or Units that will have expired or have been cancelled shall become reserved Shares for the purposes of Options or Units that may be subsequently granted under the terms of the Plan.

For greater clarity, the issuance of Shares under the Plan shall be subject to the following:

(a) the number of Shares issuable at any time pursuant to Options, PSUs, RSUs and DSUs granted to insiders of the Corporation shall not exceed 10% of the total issued and outstanding Shares;

(b) the number of Shares issued to insiders, within a one-year period, pursuant to the exercise, settlement or redemption of Options, PSUs, RSUs and DSUs shall not exceed 10% of the total issued and outstanding Shares; and

(c) the number of Shares issued to any one insider and such insider's associates, within a one-year period, pursuant to the exercise, settlement or redemption Options, PSUs, RSUs and DSUs shall not exceed 5% of the total issued and outstanding Shares.

5. OPTIONS

5.1 Grant of Options

The Board or the Committee shall from time to time designate the Directors, officers or employees of the Corporation or any of its Subsidiaries, as the case may be, or the Consultants to whom Options shall be granted (an "**Optionee**") and the number of Shares covered by each of such Option. Any Optionee may hold more than one Option. The granting of each Option shall be evidenced by a letter from the Corporation addressed to the Optionee setting forth the number of Shares covered by such option, the Subscription Price, the terms and conditions of exercise of the Option and the Option Period.

5.2 Subscription Price

The Subscription Price of the Shares subject to an Option shall be established by the Board of Directors or its designated Committee at the time of the grant, but such price shall not be less than the market price of the Shares at the date of the granting of the Option (the "**Grant Date**"), calculated as the greater of the closing prices of the Shares on the Toronto Stock Exchange and the NASDAQ Global Select Market on the last trading day preceding the Grant Date or, if the Shares did not trade on such last trading day, the greater of the average, rounded off to the nearest cent, of the bid and ask prices for the Shares on the Toronto Stock Exchange and the NASDAQ Global Select Market at the close of trading on such last trading day preceding the Grant Date (the "**Subscription Price**").

The closing price of the Shares or, as the case may be, the average of the bid and ask prices of the Shares at the close of trading on the NASDAQ Global Select Market shall be converted into Canadian dollars at the daily exchange rate of the Bank of Canada on the Grant Date when such conversion is required.

5.3 Option Period

5.3.1 Subject to the provisions of subsections 5.3.2 and 5.3.3, each Option shall be exercisable during a period established by the Board or the Committee (the "**Option Period**"); such period shall commence no earlier than the Grant Date and shall terminate no later than ten years after such date.

5.3.2 Notwithstanding the provisions of subsection 5.3.1, an Option shall not be exercisable by an Optionee from and after each and every one of the following dates (an "**Early Expiry Date**"), unless the Board or the Committee decides otherwise:

(a) in the case where the Optionee is an officer or an employee, the date on which the Optionee resigns and voluntary leaves his employment with the Corporation or one of its Subsidiaries, as the case may be, or the date on which the employment of the Optionee with the Corporation or one of its Subsidiaries is terminated for a good and sufficient cause, as the case may be;

(b) in the case where the Optionee is a Director of the Corporation or one of its Subsidiaries, as the case may be, but is not employed by either the Corporation or one of its subsidiaries, 30 days following the date on which such Optionee ceases to be a member of the Board of Directors for any reason other than death or Permanent Disability;

(c) (i) in the case where the Optionee is an officer or employee, 6 months following the date on which the Optionee's employment with the Corporation or any of its Subsidiaries, as the case may be, is terminated by reason of death or Permanent Disability or (ii) in the case where the Optionee is a Director of the Corporation or any of its Subsidiaries, as the case may be, but is not employed by either the Corporation or any of its Subsidiaries, 6 months following the date on which such Optionee ceases to be a member of the Board of Directors by reason of death or Permanent Disability. Notwithstanding the foregoing, in case of death or Permanent Disability of the Optionee, the Option Period established by the Board or the Committee shall commence no later than the date of termination by reason of death or Permanent Disability of the Optionee and all Options held by such Optionee shall become exercisable upon such date;

(d) in the case where the Optionee is an officer or employee, 30 days following the date on which the Optionee's employment with the Corporation or any of its Subsidiaries, as the case may be, is terminated for any cause or reason other than those mentioned in Sections 5.3.2(a) and 5.3.2(c), including, without limiting the scope of the foregoing, disability, illness, retirement or early retirement. Notwithstanding the foregoing, in case of retirement or early retirement of an officer or employee, the Board or the Committee may at its own discretion but subject to Section 5.3.3, extend the Early Expiry Date mentioned in this Section 5.3.2(d);

(e) in the case where the Optionee is a Consultant, 30 days following the date on which his contract as a Consultant is terminated or, as the case may be, 30 days following the receipt by the Consultant of a notice from the Corporation indicating that the Options must be exercised within 30 days from the date of receipt of the notice.

5.3.3 The rules set forth in Section 5.3.2 shall not be interpreted in such a manner as to extend the Option Period beyond 10 years.

5.3.4 The Option Period shall automatically be extended if the date on which it is scheduled to terminate shall fall during a Blackout Period or within 10 business days after the last day of a Blackout Period. In such cases, the Option Period shall terminate 10 business days after the last day of a Blackout Period.

5.3.5 All rights conferred by an Option not exercised at the termination of the Option Period or from and after any Early Expiry Date shall be forfeited.

5.4 Exercise of Options

(a) Subject to the provisions of Section 5.3, an Option may be exercised in whole, at any time, or in part, from time to time, during the Option Period, but in all cases in accordance with the exercise frequency established by the Board or the Committee and applicable at the time of the grant.

(b) An Option may be exercised by forwarding a duly executed Subscription Form as attached hereto as Schedule 1 (the "Subscription Form") to the Secretary of the Corporation. Such Subscription Form shall set forth the number of Shares so subscribed and the address to which the share certificate is to be delivered. The Subscription Form shall also be accompanied by a certified cheque made payable to the Corporation in the amount of the Subscription Price. The Corporation shall cause a certificate for the number of Shares specified in the Subscription Form to be issued in the name of the Optionee and delivered to the address specified in the Subscription Form no later than 10 business days following the receipt of such Subscription Form and cheque.

5.5 No Assignment

No Option or interest therein shall be assignable for purpose of transfer of guarantee or otherwise by the Optionee other than by will or the operation of applicable legal dispositions regarding succession.

5.6 Not a Shareholder

An Optionee shall have no rights as a shareholder of the Corporation with respect to any Shares covered by his/her Option until he/she shall have become the holder of record of such Shares.

6. RESTRICTED SHARE UNITS

6.1 Grant of RSU Awards

The Board shall from time to time designate the Eligible Participants to whom a grant of RSUs shall be made and shall determine the number of RSUs granted under the Award. The Board shall further have discretion to establish at the time of grant, within the restrictions set forth in the Plan, the Award Date, the Vesting Date, the performance objectives which must be attained for the Award to vest, if any, and other particulars applicable to an Award granted hereunder.

6.2 RSU Award Agreement

Upon the grant of an Award, the Corporation will deliver to the Eligible Participant selected to receive same an Award Agreement dated as of the Award Date, containing the terms of the Award and executed by the Corporation, and upon delivery to the Corporation of the Award Agreement executed by the Eligible Participant in question, the Eligible Participant in question will be a RSU Holder under the Plan and, subject to vesting, have the right to receive the RSU Shares on the terms set out in the Award Agreement and in the Plan.

6.3 RSU Vesting Date

The Vesting Date of an Award will be determined by the Board at the time of grant, subject however to a minimum term of three years and a maximum term of ten years from the Award Date and will be subject to the provisions of Section 6.4 relating to early vesting or expiry.

6.4 RSU Early Vesting

(a) Unless otherwise determined by the Board at or after the time of grant, and subject to the minimum and maximum term referred to at Section 6.3 hereof, except for events described in Section 6.4(b) and (c) where minimum term is not applicable:

(i) Where vesting of an Award is subject to the attainment of performance objectives, such Award, or part thereof, shall expire on the Vesting Date if such performance objectives have not been attained or shall be postpone at a further Vesting Date as determined by the Board from time to time, the whole in accordance with the terms and conditions of the applicable Award Agreement.

(ii) Any Award, whether or not subject to the attainment of performance objectives, shall expire immediately upon the RSU Holder thereof ceasing to be an Eligible Participant as a result of being dismissed from his office or employment for cause.

(iii) Any Award, whether or not subject to the attainment of performance objectives, shall vest before its Vesting Date or expire, as the case may be, in the following events and manner:

(1) if a RSU Holder resigns and voluntary leaves his office or employment, the Award held by such RSU Holder shall expire immediately on the date he resigns and leaves his office or employment;

(2) if a RSU Holder is dismissed without cause, the Award held by such RSU Holder shall vest immediately on the date of dismissal in accordance with Section 6.4(b);

(3) if a RSU Holder dies or his employment with the Corporation is terminated due to Permanent Disability, the Award held by such RSU Holder shall vest immediately on the date of the death of the RSU Holder or on the date of termination, as the case may be and notwithstanding anything to the contrary herein provided, the RSU Holder (or, if deceased, his legal representative) of such early vesting Award shall be entitled to receive, on the date of the death of the RSU Holder or the date of termination due to Permanent Disability (each for the purpose of this Section 6.4(a)(iii)(3) an "Early Vesting Date"), all of the Shares of the Award Agreement on the terms set out in the Award Agreement and in accordance with the vesting as set forth in Section 10 below; and

(4) if a RSU Holder attains the retirement conditions established by the Corporation from time to time, the Award held by such RSU Holder shall vest immediately on the date of retirement in accordance with Section 6.4(c).

(b) In the case of the occurrence of an event contemplated in Section 6.4(a)(iii)(2), and notwithstanding anything to the contrary herein provided, the RSU Holder of such early vesting Award shall be entitled to receive, on the date of dismissal without cause or the date of the Change of Control, as the case may be (each for the purpose of this Section 6.4(b) an "Early Vesting Date"), the number of Shares equal to:

$$\text{The number of RSU Shares underlying the Award} \times \left(\frac{\text{Number of days elapsed between the Award Date and the Early Vesting Date}}{\text{Number of days in the Vesting Period of such Award}} \right)$$

unless otherwise determined by the Board at or after the time of the grant. Notwithstanding the foregoing, in case of a RSU Holder employment with the Corporation is terminated following a Change of Control, the Board or the Committee may at its own discretion increase the number of Shares a RSU Holder is entitled to pursuant to this Section 6.4(b).

(c) In the case of the occurrence of an event contemplated in Section 6.4(a)(iii)(4), and notwithstanding anything to the contrary herein provided, the RSU Holder shall be entitled to the regular vesting as established by the Award Agreement upon the following conditions: (i) attainment of the retirement conditions established by the Corporation and (ii) continued compliance with the confidentiality, non-solicitation and non-competition obligations of the RSU Holder, on the terms set out in the Award Agreement and in accordance with the vesting as set forth in Section 10 below.

7. PERFORMANCE SHARE UNITS

7.1 Grant of PSU Awards

The Board shall from time to time designate the Eligible Participants to whom a grant of PSUs shall be made and shall determine the number of PSUs granted under the Award. The Board shall further have discretion to establish at the time of grant, within the restrictions set forth in the Plan, the Award Date, the Vesting Date, the performance objective(s) which must be attained for any PSUs to be earned, any applicable reduction or increase in the number of Shares underlying any PSU depending on the level of attainment of the relevant performance objective(s), and other particulars applicable to an Award granted hereunder.

7.2 PSU Award Agreement

Upon the grant of an Award, the Corporation will deliver to the Eligible Participant selected to receive same an Award Agreement dated as of the Award Date, containing the terms of the Award and executed by the Corporation, and upon delivery to the Corporation of the Award Agreement executed by the Eligible Participant in question, the Eligible Participant in question will be a PSU Holder under the Plan and, subject to vesting and attainment of the performance objective(s), have the right to receive, on the terms set out in the Award Agreement and in the Plan, the PSU Shares.

7.3 PSU Vesting Date

The Vesting Date of an Award will be determined by the Board at the time of grant, subject however to a minimum term of three years and a maximum term of ten years from the Award Date and will be subject to the provisions of Section 7.4 relating to expiry, prorated, regular and accelerated vesting. The level of attainment of the performance objective(s), the number of PSUs earned and eligible to vest on the Vesting Date and the number of Shares underlying such PSUs shall be determined by the Board no later than the fifth business day following the public release of the Corporation's financial results for the financial year in respect of which the performance objective(s) have been set (or the last financial year in respect of which the performance objective(s) have been set in the case of objective(s) covering more than one financial year). Upon such determination by the Board, the Corporation shall deliver to the Eligible Participant a letter confirming the number of PSUs earned by the Eligible Participant and the number of Shares underlying such PSUs. Any PSUs not earned in accordance with this Section 7.3 shall expire on the Vesting Date and the Eligible Participant shall not have any rights or entitlements whatsoever in respect of any such PSUs.

7.4 PSU Expiry, Prorated, Regular and Accelerated Vesting

(a) Unless otherwise determined by the Board at or after the time of grant, and subject to the minimum and maximum term referred to at Section 7.3 hereof, any PSU Award shall expire:

  (i) immediately upon the PSU Holder thereof ceasing to be an Eligible Participant as a result of being dismissed from his office or employment for cause;

  (ii) if a PSU Holder resigns and voluntary leaves his office or employment, immediately on the date he resigns and leaves his office or employment.

(b) Unless otherwise determined by the Board at or after the time of grant, and subject to the minimum and maximum term referred to at Section 7.3 hereof, any PSU Award shall be applied prorated vesting in the following events and manner:

(i) If a PSU Holder is dismissed without cause, or a PSU Holder employment with the Corporation is terminated following a Change of Control, the Award held by such PSU Holder shall be applied prorated vesting (i.e., vesting of a portion of the Award equal to the number of PSUs in such Award multiplied by a fraction, the numerator of which is the number of days elapsed since the Award Date and the denominator of which is the number of days between the Award Date and the final Vesting Date, minus any vested PSUs in such Award, and forfeiture of remaining unvested PSUs), conditional upon subsequently being earned and eligible to vest in accordance with Section 7.3. Notwithstanding the foregoing, in case of a PSU Holder employment with the Corporation is terminated following a Change of Control, the Board or the Committee may at its own discretion increase the number of Shares a PSU Holder is entitled to pursuant to this Section 7.4(b)(i).

(c) Unless otherwise determined by the Board at or after the time of grant, and subject to the minimum and maximum term referred to at Section 7.3 hereof, any PSU Award shall be applied regular vesting in the following events and manner:

(i) If a PSU Holder's employment with the Corporation is terminated due to Permanent Disability, the Award held by such PSU Holder shall be applied regular vesting as established by the Award Agreement, conditional upon subsequently being earned and eligible to vest in accordance with Section 7.3, unless the cessation of employment ceases to qualify as a Permanent Disability prior to the date of the Board's determination in accordance with Section 7.3 (in which case Section 7.4 (a)(ii), 7.4(b)(i) or 7.4(d)(i), as applicable, shall apply).

(ii) If a PSU Holder attains the retirement conditions established by the Corporation from time to time, the Award held by such PSU Holder shall be applied regular vesting as established by the Award Agreement, conditional upon (i) subsequently being earned and eligible to vest in accordance with Section 7.3, and (ii) continued compliance with the confidentiality, non-solicitation and non-competition obligations of the PSU Holder, on the terms set out in the Award Agreement and in accordance with the vesting as set forth in Section 10 below, unless the cessation of employment ceases to qualify as a retirement prior to the date of the Board's determination in accordance with Section 7.3 (in which case Section 7.4 (a)(ii), 7.4(b)(i) or 7.4(d)(i), as applicable, shall apply).

(d) Unless otherwise determined by the Board at or after the time of grant, and subject to the minimum and maximum term referred to at Section 7.3 hereof, any PSU Award shall be applied accelerated vesting in the following events and manner:

(i) If a PSU Holder ceases to be an Eligible Participant by reason of death, the Award held by such PSU Holder (or his legal representative) shall be applied accelerated vesting in full, conditional upon subsequently being earned and eligible to vest in accordance with Section 7.3.

8. NON-ASSIGNABLE

An Award will not be assignable. Notwithstanding the foregoing, in the case where a RSU Holder or PSU Holder dies and the vesting of his Award is accelerated or calculated, respectively in the manner set forth in Section 6.4(a)(iii)(3) and 7.4(d)(i), his legal representative shall have the rights of such RSU Holder or PSU Holder under the Plan and the Award Agreement.

9. NO IMPLIED RIGHTS

A RSU Holder or PSU Holder will only have rights as a shareholder of the Corporation with respect to those of the RSUs or PSUs Shares, if any, that the RSU Holder or PSU Holder has received upon the vesting of an Award in accordance with its terms.

Nothing in this Plan or in any Award Agreement will confer or be construed as conferring on a RSU Holder or PSU Holder any right to remain as an officer, key employee or non-employee Director of the Corporation, or an Eligible Participant the right to be granted Options or Awards hereunder.

10. VESTING OF THE AWARD

(a) Unless an Award has expired in accordance with Sections 6.4(a)(i), (ii), (iii)(1) and 7.4(a), the Corporation shall not later than five (5) business days after the Vesting Date (or after the Early Vesting Date, as the case may be for RSU), issue from treasury the number of RSU or PSU Shares represented by such vested Award (or the number of Shares determined in accordance with Section 6.4(b) or 7.4(b), as the case may be) and direct its transfer agent to issue a certificate in the name of the RSU or PSU Holder of such vested Award, as applicable, (or, if deceased, his legal representative) which will be issued as fully paid and non-assessable Shares, as applicable.

(b) Alternatively, instead of issuing PSU Shares from the treasury, in the case of a PSU, the Corporation may elect to either (i) grant a number of PSU Shares purchased on the open market by the Broker having a Value of the PSU Shares, net of any applicable withholdings, equal to the Value of a PSU Share on the Vesting Date (or the Early Vesting Date, as the case may be) multiplied by the number of PSUs granted under the Award; or (b) pay an amount in cash, net of any applicable withholdings, equal to the Value of the PSU Shares on the Vesting Date (or the Early Vesting Date, as the case may be) of the PSU Shares. In which case, as applicable:

(i) the purchase of Shares shall be made on the open market by a broker independent from the Corporation and who is a member of The Toronto Stock Exchange or NASDAQ Global Select Market or if the Shares are no longer listed or traded on The Toronto Stock Exchange or NASDAQ Global Select Market or both, then of such other stock exchange or quotation service as the Board may determine constitutes the principal market for the Shares (the "**Broker**"). Any such designation may be changed from time to time. Upon designation of a broker or at any time thereafter, the Corporation may elect to provide the Broker with a letter of agreement to be executed by the Broker and entered into with the PSU Holder and to which the Corporation would also be a party, setting forth, inter alia, (i) the Broker's concurrence to being so designated, to acting for the PSU Holder's account in accordance with customary usage of the trade with a view to obtaining the best share price for the PSU Holder and to delivering to the PSU Holder or his or her representative the share certificate for the Shares purchased upon payment by the Corporation of the purchase price and the related reasonable brokerage commissions, and (ii) the Corporation's agreement to notify the Broker of the number of Shares to be purchased and to pay the purchase price and the related reasonable brokerage commissions, provided however that no terms of such letter agreement shall have the effect of making the Broker or deeming the broker to be an affiliate of (or not independent from) the Corporation for purposes of any applicable corporate, securities or stock exchange requirement.

(ii) the Corporation will pay all brokerage commissions arising in connection with the purchase of Shares by the Broker on the open market.

(iii) Prior to 11:00 a.m. (Montreal time) on the Payment Date, the Corporation shall notify the Broker as to the number of Shares to be purchased by the Broker on behalf of the PSU Holder on the open market. As soon as practicable thereafter, the Broker shall purchase on the open market the number of Shares which the Corporation has requested the Broker to purchase and shall notify the PSU Holder and the Corporation of (a) the aggregate purchase price ("Aggregate Purchase Price") of the Shares, (b) the purchase price per Share or, if the Shares were purchased at different prices, the average purchase price (computed on a weighted average basis) per Share, (c) the amount of any related reasonable brokerage commissions and (d) the settlement date for the purchase of the Shares. On the settlement date, upon payment of the Aggregate Purchase Price and related reasonable commissions by the Corporation, the Broker shall deliver to the PSU Holder or to his or her representative the certificate representing the Shares. No settlement date shall be after the last business day in December of the first calendar year commencing after the Termination Date.

11. CHANGE OF CONTROL

11.1 For the purposes of this Section 11, "Change of Control" shall mean:

11.1.1 the acquisition by any person or entity, or any persons or entities acting jointly or in concert, whether directly or indirectly, of voting securities of the Corporation which together with all other voting securities of the Corporation held by such persons or entities, constitute, in the aggregate, either (a) fifty percent (50%) or more of the votes attached to all outstanding voting securities of the Corporation, or (b) forty percent (40%) or more of the votes attached to all outstanding voting securities of the Corporation and is followed within twenty-four (24) months by changes of the members of the Board resulting in a change of the majority of the Board;

11.1.2 an amalgamation, arrangement or other form of business combination of the Corporation with another entity which results in the holders of voting securities of that other entity holding, in the aggregate, either (a) fifty percent (50%) or more of the votes attached to all outstanding voting securities of the entity resulting from the business combination, or (b) forty percent (40%) or more of the votes attached to all outstanding voting securities of the entity resulting from the business combination and is followed within twenty-four (24) months by changes of the members of the Board resulting in a change of the majority of the Board;

11.1.3 any event or series of events (which event or series of events may include, without limitation, a proxy fight or proxy solicitation with respect to the election of Directors of the Corporation made in opposition to the nominees recommended by the Continuing Directors during any period of twenty-four (24) consecutive months) as a result of which a majority of the members of the Board consists of individuals other than Continuing Directors; or

11.1.4 the sale, lease or exchange of all or substantially all of the property of the Corporation to another person or entity, other than in the ordinary course of business of the Corporation or any of its Subsidiaries.

11.2 For the purposes of this Section 11, "**Continuing Directors**" shall mean with respect to any period of twenty-four (24) consecutive months, (a) any members of the Board on the first (1st) day of such period, (b) any members of the Board elected after the first (1st) day of such period at any annual meeting of shareholders who were nominated by the Board or a committee thereof, if a majority of the members of the Board or such committee were Continuing Directors at the time of such nomination, and (c) any members of the Board elected to succeed Continuing Directors by the Board or a committee thereof, if a majority of the members of the Board or such committee were Continuing Directors at the time of such election.

11.3 Notwithstanding any provisions to the contrary contained in this Plan, the Board or the Committee shall have the power to accelerate the time at which an Option or Unit may first be exercised or the time during which an Option or Unit or any part thereof will become exercisable including, without limitation, prior to or in connection with a Change of Control.

12. EFFECTS OF ALTERATION OF SHARE CAPITAL

In the event of any change in the number of outstanding Shares of the Corporation by reason of any stock dividend, stock split, recapitalization, merger, consolidation, combination or exchange of Shares or other similar change, subject to the prior approval of the competent regulatory authorities, an equitable adjustment shall be made by the Board or the Committee in the maximum number or kind of Shares issuable under the Plan or subject to outstanding Units or Options and in the Subscription Price of such Shares for purposes of the Options. Such adjustment will be definitive and mandatory for the purposes of the Plan.

13. AMENDMENT AND TERMINATION

13.1 The Board bears full responsibility with regard to the Plan, which includes, but is not limited to, the power and authority to amend, suspend or terminate the Plan, in whole or in part, or amend the terms and conditions of outstanding Options or Units, provided that such amendment, suspension or termination shall:

13.1.1 be subject to obtaining approval of the shareholders of the Corporation, unless not required pursuant to Section 13.2 or applicable securities law or stock exchange requirements;

13.1.2 be subject to obtaining any required approval of any securities regulatory authority or stock exchange; and

13.1.3 not adversely alter or impair any Option or Unit previously granted (provided that the Board may at its discretion accelerate the vesting of any Option or Unit regardless of any adverse or potentially adverse tax consequences resulting from such acceleration).

13.2 Subject to Section 13.3, actions which do not require shareholder approval include, without limitation, the following actions, provided that they are made in accordance with applicable securities law and stock exchange requirements:

13.2.1 amendments of a general housekeeping or clerical nature that, among others, clarify, correct or rectify any ambiguity, defective provision, error or omission in the Plan;

13.2.2 amendments necessary to comply with applicable laws or the requirements of any securities regulatory authority or stock exchange;

13.2.3 changing the eligibility for, and limitations on, participation in the Plan;

13.2.4 modifying the terms and conditions, including restrictions, not inconsistent with the terms of the Plan, of any Option or Unit, which terms and conditions may differ among individual Option or Unit grants and Optionees and Unit Holders;

13.2.5 modifying the periods referred to in Section 5.3 of the Plan during which vested Options may be exercised, provided that the Option Period is not extended beyond 10 years after the date of the granting of the Option;

13.2.6 amendments with respect to the vesting period or with respect to circumstances that would accelerate the vesting of Options or Units;

13.2.7 any amendment resulting from or due to the alteration of share capital as more fully set out in Section 12 hereof;

13.2.8 amendments to the provisions relating to the administration of the Plan; and

13.2.9 suspending or terminating the Plan.

13.3 Notwithstanding Section 13.2, shareholder approval is required for:

13.3.1 a reduction in the Subscription Price of Options held by an insider;

13.3.2 an extension of the Option Period of Options held by an insider;

13.3.3 any amendment to remove or to exceed the limit in Sections 4(a) or 4(b);

13.3.4 an increase to the maximum number of Shares issuable under the Plan; and

13.3.5 any amendment to the provisions of this Section 13.

13.4 With regard to shareholder approval as required pursuant to Sections 13.3.1, 13.3.2 and 13.3.3, the votes attached to Shares held directly or indirectly by insiders benefiting directly or indirectly from the amendment must be excluded.

13.5 With regard to shareholder approval as required pursuant to Section 13.3.5, where the amendment will disproportionately benefit one or more insiders over other Optionees or Unit Holders, the votes attached to Shares held directly or indirectly by those insiders receiving the disproportionate benefit must be excluded.

14. FINAL PROVISIONS

14.1 The Corporation's obligation to issue Options granted or Shares under the terms of the Plan is subject to all of the applicable laws, regulations or rules of any governmental regulatory agency or other competent authority in respect of the issuance or distribution of securities and to the rules of any stock exchange on which the Shares of the Corporation are listed. Each Optionee shall agree to comply with such laws, regulations and rules and to provide to the Corporation any information or undertaking required to comply with such laws, regulations and rules.

14.2 The participation in the Plan of a Director, an executive officer or an employee of the Corporation or any of its Subsidiaries, as well as any Consultant, shall be entirely optional and shall not be interpreted as conferring upon a Director, an executive officer or an employee of the Corporation or any of its Subsidiaries, as well as any Consultant, any right or privilege whatsoever, except for the rights and privileges set out expressly in the Plan. Neither the Plan nor any act that is done under the terms of the Plan shall be interpreted as restricting the right of the Corporation or any of its Subsidiaries to terminate the employment of an executive officer or employee at any time, as well as any contractual relationship with any Consultant. Any notice of dismissal given to an executive officer or employee, as well as to any Consultant, at the time his/her employment is terminated, or any payment in the place and stead of such notice, or any combination of the two, shall not have the effect of extending the duration of the employment or the contractual relationship for purposes of the Plan.

14.3 No Director, executive officer or employee of the Corporation or any of its Subsidiaries, as well as any Consultant, shall acquire the automatic right to be granted one or more Options or Units under the terms of the Plan by reason of any previous grant of Options or Units under the terms of the Plan.

14.4 The Plan does not provide for any guarantee in respect of any loss or profit that may result from fluctuations in the price of the Shares.

14.5 The Corporation and its Subsidiaries shall assume no responsibility as regards the tax consequences that participation in the Plan will have for a Director, an executive officer or an employee of the Corporation or any of its Subsidiaries, as well as any Consultant, and such persons are urged to consult their own tax advisors in such regard.

(a) A plan participant may be required to pay to the Corporation or any subsidiary and the Corporation or any Subsidiary shall have the right and is hereby authorized to withhold from any Shares or other property deliverable under any Option or Unit or from any compensation or other amounts owing to a plan participant the amount (in cash or Shares) of any required tax withholding and payroll taxes in respect of an Option, its exercise, or any payment or transfer under an Option or in respect of a Unit and to take such other action as may be necessary in the opinion of the Corporation to satisfy all obligations for the payment of such taxes.

(b) Without limiting the generality of clause (a) above a Plan participant may satisfy, in whole or in part, the foregoing withholding liability (but no more than the minimum required withholding liability) by delivery of Shares owned by the Plan participant with a fair market value equal to such withholding liability (provided that such Shares are not subject to any pledge or other security interest and have either been held by the Plan participant for 6 months, previously acquired by the Plan participant on the open market or meet such other requirements as the Committee may determine necessary in order to avoid an accounting earnings charge), or by having the Corporation withhold from the number of Shares otherwise issuable pursuant to the exercise or settlement of the Option or Unit award a number of Shares with a fair market value equal to such withholding liability.

14.6 The Plan and any Option or Unit granted under the terms of the Plan shall be governed and interpreted according to the laws of the province of Quebec and the laws of Canada applicable thereto.

14.7 The Plan is dated as of May 25, 2000 and amended as of January 9, 2004, as of January 12, 2005, as of January 6, 2016, as of January 10, 2018 and as of January 9, 2019.

SCHEDULE 1

EXFO INC.

STOCK OPTION PLAN

SUBSCRIPTION FORM

_____
(DATE)

EXFO INC.
400 Avenue Godin
Quebec, Quebec
G1M 2K2

Attention of the Secretary

I, the undersigned, _____, hereby subscribe for _____ out of the Subordinate Voting Shares of EXFO Inc. (the "Corporation") to which I am entitled to subscribe pursuant to an option granted on _____ in accordance with the terms and conditions mentioned in Section 5.4(b) of the Corporation's Long Term Incentive Plan. I enclose herewith my certified cheque (or money order) made payable to the order of EXFO Inc., in the amount of $_____ in payment of the said subscription.

(x)_____
(SIGNATURE)

_____
(NUMBER)(STREET)

_____
(CITY) (PROVINCE) (POSTAL CODE)
( )_____
(TELEPHONE)

SCHEDULE 2

EXFO INC.

LONG TERM INCENTIVE PLAN

FORM OF AWARD AGREEMENT

This Award Agreement is entered into between EXFO Inc. (the "Corporation") and the Unit Holder named below pursuant to the Long-Term Incentive Plan of the Corporation (the "Plan"), a copy of which is available on demand, and confirms that:

1. on_____(the "Award Date");
2. _____(the "Unit Holder");
3. was granted _____ non-assignable:

   ☐ Restricted Share Unit (RSU); or

   ☐ Performance Share Unit (PSU)

   hereinafter: the "Award";

4. vesting of the Award shall:

   ☐ not be subject to the attainment of performance objectives; or

   ☐ be subject to the attainment of the following performance objectives:

   _____

   _____;

5. the Award shall vest at 5:00 P.M., Eastern Time on the following date(s):
   - _____ or, if such date falls into any black out period or any other restrictive period during which the Unit Holder is not entitled to trade EXFO's Subordinate Voting Shares, the Units shall vest on the fifth trading day the Unit Holder is entitled to trade after such black out period or restrictive period (the "Vesting Date");

6. The Corporation will issue from treasury, its Subordinate Voting Shares, the number of Units represented by such vested Award mentioned above or, in the case of a PSU, can also elect to (i) pay an amount in cash or (ii) grant a number of Subordinate Voting Shares purchased on the open market.
7. All on the terms and subject to the conditions set out in the Plan. By signing this agreement, the Unit Holder acknowledges that he or she has read and understands the Plan, and agrees to be bound thereby.
8. This Agreement and all related documents have been drawn up in the English language at the specific request of the parties hereto. La présente entente, ainsi que tout autre document y afférent, ont été rédigés en langue anglaise à la demande expresse des parties.

In order to accept this Award, we invite you to sign in duplicate this Award Agreement and return one copy as soon as possible to the attention of Legal Department, 400 Godin Avenue, Quebec City, Quebec, G1M 2K2.

IN WITNESS WHEREOF the Corporation and the Unit Holder have executed this Award Agreement, in duplicate, as of _____

Unit Holder	**EXFO Inc.**
_____	
Name of Unit Holder	
	By: _____
_____	
Signature of Unit Holder	[Name], [Title]

EXHIBIT 11.5

EXFO INC.
(the "Corporation")

AUDIT COMMITTEE CHARTER ("CHARTER")

I. Purpose

The primary objective of the Audit Committee is to assist the Board in fulfilling its oversight responsibilities with respect to (a) the financial statements and other financial information provided by the Corporation to its stockholders, the public and others, (b) the Corporation's compliance with legal and regulatory requirements, (c) the external auditors' qualifications, independence and performance, and (d) the performance of the Corporation's internal audit functions if any.

Although the Audit Committee has the powers and responsibilities set forth in this Charter, the role of the Audit Committee is oversight. It oversees the accounting and financial reporting process of the Corporation by external auditors. Members of the Audit Committee are not full-time employees of the Corporation and may or may not be accountants or auditors by profession or experts in the fields of accounting or auditing and, in any event, do not serve in such capacity. Consequently, it is not the duty of the Audit Committee to conduct audits or to determine that the Corporation's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the external auditors.

II. Composition

The Audit Committee shall consist of three or more directors, each of whom shall satisfy the independence, financial literacy and experience requirements of Section 10A of the Securities Exchange Act, NASDAQ and any other regulatory requirements.

The members of the Audit Committee shall be appointed by the Board on the recommendation of the Human Resource Committee, in the best interests of the Corporation and its shareholders.

The Audit Committee may form and delegate authority to subcommittees when appropriate.

III. Meetings

The Audit Committee shall meet at least four times per year on a quarterly basis, or more frequently as circumstances require. As part of its job to foster open communication, the Audit Committee shall meet at least quarterly with the external auditors and the Legal Counsel in separate private sessions to discuss any matters that the Audit Committee of each of these groups believe should be discussed privately.

The members of the Audit Committee shall select a chair who will preside at each meeting of the Audit Committee and, in consultation with the other members of the Audit Committee, shall set the frequency and length of each meeting and the agenda of items to be addressed at each upcoming meeting.

The chair shall ensure that the agenda for each upcoming meeting of the Audit Committee is circulated to each member of the Audit Committee as well as each other director in advance of the meeting.

IV. Authority and Responsibilities

In recognition of the fact that the external auditors are ultimately accountable to the Audit Committee, the Audit Committee shall have the sole authority and responsibility to nominate, evaluate and, where appropriate, replace the external auditors (or to nominate the external auditors for stockholder approval), and shall approve all audit compensation fees and terms and all non-audit engagements with the external auditors. The Audit Committee shall consult with management but shall not delegate these responsibilities. To fulfill its responsibilities, the Audit Committee shall:

With respect to the external auditors:

1. Be directly responsible for recommending the nomination, compensation, retention and oversight of the external auditors (including resolution of disagreements between management and the external auditors regarding financial reporting) for the purpose of preparing its audit report or related work.

2. Have the sole authority to review in advance, and grant any appropriate pre-approvals, of (a) all auditing services to be provided by the external auditors and (b) all non-audit services to be provided by the external auditors as permitted by Section 10A of the Securities Exchange Act and any other regulatory requirements, and in connection therewith to approve all fees and other terms of engagement. The Audit Committee shall also review and approve disclosures required by applicable regulatory requirements.

3. Review on an annual basis the performance of the external auditors including the lead audit partner.

4. Review the Corporation's financial statements, MD&A and annual and earnings (profit or loss) press releases before the Corporation publicly discloses this information.

5. Ensure that the external auditors submit directly to the Audit Committee, on an annual basis, a formal written statement consistent with Independence Standards Board Standard No. 1.

6. Actively discuss with the external auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the external auditors and satisfy itself as to the external auditors' independence.

7. Take, or recommend that the full board take, appropriate action to oversee the independence of the external auditor.

8. Confirm that the lead audit partner and the audit partner responsible for reviewing the audit, has not performed audit services for the Corporation for each of the five previous fiscal years, taking into account years prior to adoption of S/O Act.

9. Review all reports required to be submitted by the external auditors to the Audit Committee under Section 10A of the Securities Exchange Act and any other regulatory requirements.

10. Review, based upon the recommendation of the external auditors and management, the scope and plan of the work to be done by the external auditors.

With respect to the annual financial statements:

11. Review and discuss with management and the external auditors the Corporation's annual audited financial statements, including disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the external auditors' audit of the annual financial statements prior to submission to stockholders, any government body, any stock exchange or the public.

12. Discuss with the external auditors the matters required to be discussed by Statement on Auditing Standards No. 61, as amended, relating to the conduct of the audit.

13. Recommend to the Board, if appropriate, that the Corporation's annual audited financial statements be included in the Corporation's annual report on Form 20-F or 40-F for filing with the Securities and Exchange Commission and with any other regulatory authorities.

With respect to quarterly financial statements:

14. Review and discuss with management the Corporation's quarterly financial statements, including disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the external auditors' review of the quarterly financial statements, prior to submission to stockholders, any government body, any stock exchange or the public.

With respect to annual reviews:

15. Obtain and review an annual report from management relating to the accounting principles used in the preparation of the Corporation's financial statements, including those policies for which management is required to exercise discretion or judgments regarding the implementation thereof. If requested, discuss with management and the external auditors any issues regarding accounting principles used by the Corporation.

With respect to periodic reviews:

16. Periodically review separately with each of management and the external auditors (a) any significant disagreement between management and the external auditors in connection with the preparation of the financial statements, (b) any difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information and (c) management's response to each.

17. Periodically discuss with the external auditors, without management being present, (a) their judgments about the quality and appropriateness of the Corporation's accounting principles and financial disclosure practices as applied in its financial reporting and (b) the completeness and accuracy of the Corporation's financial statements.

18. Consider and approve, if appropriate, significant changes to the Corporation's accounting principles and financial disclosure practices as suggested by the external auditors or management. Review with the external auditors and management, at appropriate intervals, the extent to which any changes in accounting principles or financial disclosure practices, as approved by the Audit Committee, have been implemented.

19. Review and discuss with management, the external auditors and the Corporation's in-house and independent counsel, as appropriate, any legal, regulatory or compliance matters that could have a significant impact on the Corporation's financial statements, including applicable changes in accounting standards or rules.

With respect to discussions with management:

20. Review and discuss with management the Corporation's earnings press releases, including the use of "Pro forma" or "Adjusted" non-GAAP information as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussions maybe done generally (i.e., discussion of the types of information to be disclosed and the types of presentation to be made).

21. Review and discuss with management all material off-balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of the Corporation with unconsolidated entities or other persons, that may have a material current or future effect on financial condition, changes in financial condition, results of operations, liquidity, capital resources, capital reserves or significant components of revenues or expenses.

22. Review and discuss with management the Company's major risk exposures and the steps management has taken to monitor, control and manage such exposures.

With respect to internal controls and disclosure controls and procedures:

23. In consultation with the external auditors, review the adequacy to the Corporation's internal controls and disclosure controls and procedures designed to insure compliance with laws and regulations, and discuss the responsibilities, budget and staffing needs for support of internal controls and disclosure controls and procedures.

24. Establish procedures for (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters and (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding the questionable accounting or auditing matters.

25. Review, when required by regulation, (i) the internal control report prepared by management, including management's assessment of the effectiveness of the Corporation's internal controls for financial reporting and (ii) the external auditor's attestation, and report, on the assessment made by management.

Other:

26. Review and approve all related-party transactions.

27. Review and approve (a) any change or waiver in the Corporation's "Code of Ethics for our Principal Executive Officer and Senior Financial Officers" and (b) any disclosure regarding such change or waiver.

28. Establish a policy addressing the Corporation's hiring of employees or former employees of the external auditors who were engaged on the Corporation's account that provides as a minimum that the positions of CEO, CFO, Chief Accounting Officer, Controller or any person serving in an equivalent position cannot be filled by a person employed by the external auditor and that participated in the audit of the Corporation during the preceding twelve month period.

29. Review and reassess the adequacy of this Charter annually and recommend to the Board any changes deemed appropriate by the Audit Committee.

30. Report regularly to the Board. Review with the full Board any issues that have arisen with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's external auditors.

31. Perform any other activities consistent with this Charter, the Corporation's by-laws and governing law, as the Audit Committee or the Board deems necessary or appropriate.

V. Resources

The Audit Committee shall have the authority to retain independent legal, accounting and other consultants to advise the Audit Committee. The Audit Committee may request any officer or employee of the Corporation or the Corporation's outside counsel or external auditors to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee.

The Audit Committee shall determine the extent of funding necessary for payment of compensation to the external auditors for the purpose of rendering or issuing the annual audit report and to any independent legal, accounting and other consultants retained to advise the Audit Committee.

EXHIBIT 11.7

CORPORATE GOVERNANCE PRACTICES

CSA Guidelines	EXFO's Corporate Governance Practices
1. Board of Directors	
(a) Disclose the identity of directors who are independent.	The following directors are independent: Mr. François Côté Ms. Angela Logothetis Mr. Claude Séguin Mr. Randy E. Tornes
(b) Disclose the identity of directors who are not independent and describe the basis for that determination.	Mr. Germain Lamonde – non-independent – is Executive Chairman of the Corporation and the majority shareholder of the Corporation as he has the ability to exercise a majority of the votes for the election of the Board of Directors. Mr. Philippe Morin – non-independent – is CEO of the Corporation since April 1, 2017.
(c) Disclose whether or not a majority of directors are independent. If a majority of directors are not independent, describe what the board of directors does to facilitate its exercise of independent judgment in carrying out its responsibilities.	The majority of directors are independent: From September 1, 2017 to November 1, 2018, 4 out of 6.
(d) If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.	No.
(e) Disclose whether or not the independent directors hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. If the independent directors hold such meetings, disclose the number of meetings held since the beginning of the issuer's most recently completed financial year. If the independent directors do not hold such meetings, describe what the board does to facilitate open and candid discussion among its independent directors.	The independent Directors hold as many meetings as needed annually and any Director may request a meeting at any time. From September 1, 2017 and to November 1, 2018 five (5) meetings of independent Directors without Management occurred. In June 2011, an Independent Members Committee Charter was adopted.

(f) Disclose whether or not the chair of the board is an independent director. If the board has a chair or lead director who is an independent director, disclose the identity of the independent chair or lead director, and describe his or her role and responsibilities. If the board has neither a chair that is independent nor a lead director that is independent, describe what the board does to provide leadership for its independent directors.

The Chair of the Board of Directors (being the majority shareholder) is not an independent Director. Since 2002, the Corporation has named an independent director to act as "Lead Director". Mr. François Côté has been acting as the independent "Lead Director" of the Corporation since January 2016.

The Lead Director is an outside and unrelated Director appointed by the Board of Directors to ensure that the Board of Directors can perform its duties in an effective and efficient manner independent of Management. The appointment of a Lead Director is part of the Corporation's ongoing commitment to good corporate governance. The Lead Director will namely:

- provide independent leadership to the Board of Directors;
- select topics to be included in the Board of Directors meetings;
- facilitate the functioning of the Board of Directors independently of the Corporation's Management;
- maintain and enhance the quality of the Corporation's corporate governance practices;
- in the absence of the Executive Chair, act as chair of meetings of the Board of Directors;
- recommend, where necessary, the holding of special meetings of the Board of Directors;
- serve as Board of Directors ombudsman, so as to ensure that questions or comments of individual directors are heard and addressed;
- manage and investigate any report received through the Corporation website pursuant to the Corporation's Statement on reporting Ethical Violations, Ethics and Business Conduct Policy and Agent Code of Conduct; and
- work with the Board of Directors to facilitate the process for developing, monitoring and evaluating specific annual objectives for the Board of Directors each year.

(g) Disclose the attendance record of each director for all board meetings held since the beginning of the issuer's most recently completed financial year.

The table below indicates the Directors' record of attendance at meetings of the Board of Directors and its committees during the financial year ended August 31, 2018:

Director	Board Meetings Attended	Audit Committee Meetings Attended	Human Resources Committee Meetings Attended	Independent Directors Meetings Attended	Total Board and Committee Meetings Attendance Rate
Lamonde, Germain	6 of 6	n/a	n/a	n/a	100%
Allard, Pierre-Paul	3 of 3	1 of 2	2 of 2	2 of 2	89%
Côté, François	6 of 6	4 of 4	4 of 4	4 of 4	100%
Logothetis, Angela	6 of 6	4 of 4	4 of 4	4 of 4	100%
Morin, Philippe	3 of 3	n/a	n/a	n/a	100%
Séguin, Claude	6 of 6	4 of 4	4 of 4	4 of 4	100%
Tornes, Randy E.	6 of 6	4 of 4	4 of 4	4 of 4	100%
Attendance Rate:	100%	94%	100%	100%	99%

2. Board Mandate – Disclose the text of the board's written mandate. If the board does not have a written mandate, describe how the board delineates its role and responsibilities.	
(a) Assuring the integrity of the executive officers and creating a culture of integrity throughout the organization.	The Board of Directors is committed to maintaining the highest standards of integrity throughout the organization. Accordingly, the Board of Directors adopted an Ethics and Business Conduct Policy and a Statement on Reporting Ethical Violations (Whistleblower Policy) which are available on the Corporation's website (www.EXFO.com) to all employees and initially distributed to every new employee of the Corporation.
(b) Adoption of a strategic planning process.	The Board of Directors provides guidance for the development of the strategic planning process and approves the process and the plan developed by Management annually. In addition, the Board of Directors carefully reviews the strategic plan and deals with strategic planning matters that arise during the year.
(c) Identification of principal risks and implementing of risk management systems.	The Board of Directors works with Management to identify the Corporation's principal risks and manages these risks through regular appraisal of Management's practices on an ongoing basis.
(d) Succession planning including appointing, training and monitoring senior management.	The Human Resources Committee is responsible for the elaboration and implementation of a succession planning process and its updates as required. The Human Resources Committee is responsible to monitor and review the performance of the Executive Chairman and of the Chief Executive Officer and that of all other senior officers.
(e) Communications policy.	The Chief Financial Officer of the Corporation is responsible for communications between Management and the Corporation's current and potential shareholders and financial analysts. The Board of Directors adopted and implemented Disclosure Guidelines to ensure consistency in the manner that communications with shareholders and the public are managed. The Audit Committee reviews press releases containing the quarterly results of the Corporation prior to release. In addition, all material press releases of the Corporation are reviewed by the Executive Chairman, Chief Executive Officer, Chief Financial Officer, Investor Relations Manager, Director of Financial Reporting and Accounting and General Counsel. The Disclosure Guidelines have been established in accordance with the relevant disclosure requirements under applicable Canadian and United States securities laws.
(f) Integrity of internal control and management information systems.	The Audit Committee has the responsibility to review the Corporation's systems of internal controls regarding finance, accounting, legal compliance and ethical behavior. The Audit Committee meets with the Corporation's external auditors on a quarterly basis. Accordingly, the Corporation fully complies with Sarbanes-Oxley Act requirements within the required period of time.

(g) Approach to corporate governance including developing a set of corporate governance principles and guidelines that are specifically applicable to the issuer.

The Board of Directors assumes direct responsibility for the monitoring of the Board of Director's corporate governance practices, the functioning of the Board of Directors and the powers, mandates and performance of the committees. These responsibilities were previously assumed by the Human Resources Committee. Accordingly, the Board of Directors adopted the following policies to fully comply with these responsibilities, which are updated on a regular basis as required:

Policy	Adopted	Amendments
Audit Committee Charter*	March 2005	November 2011 (French version only) October 2014
Board of Directors Corporate Governance Guidelines*	March 2005	June 2017
Code of Ethics for our Principal Executive Officer and Senior Financial Officers*	March 2005	
Disclosure Guidelines	March 2005	May 2005 August 2008 March 2017
Ethics and Business Conduct Policy*	March 2005	June 2013 July 2018
Human Resources Committee Charter*		September 2006 October 2012 January 2013 October 2014 October 2017
Securities and Trading Policy	March 2005	
Statement on Reporting Ethical Violations (Whistleblower Policy)*	March 2005	June 2013
Policy Regarding Hiring Employees and Former Employees of Independent Auditors*	October 2006	
Best Practice Regarding the Granting Date of Stock Incentive Compensation	April 2007	
Guidelines Regarding the Filing and Disclosure of Material Contracts	October 2008	
Independent Members Committee Charter*	June 2011	
Majority Voting Policy*	October 2011	March 2016
Policy Regarding Conflict Minerals*	January 2013	
Agent Code of Conduct*	September 2013	July 2018
Director Share Ownership Policy*	September 2013	June 2017

* Available on the Corporation's website (www.EXFO.com).

	The Board of Directors adopted in October 2011 a Majority Voting Policy for the election of Directors and updated it in accordance with the TSX Rules in March 2016. In October 2012 in order to expressly reflect the responsibility of the Human Resources Committee to conduct an annual assessment of the risks associated with the Corporation's executive compensation policies and procedures, the Board of Directors amended the Human Resources Committee Charter. The Board of Directors amended in January 2013 the Human Resources Committee Charter to include within the Human Resources Committee's mandate the responsibility to receive and discuss suggestions from shareholders for potential director's nominees. Also, in January 2013, the Board of Directors adopted a Policy Regarding Conflict Minerals. In the course of formalizing its anti-corruption compliance program, the Board of Directors amended the Ethics and Business Conduct Policy and the Statement on Reporting Ethical Violations (Whistleblower Policy) in June 2013 and also adopted in September 2013 the Agent Code of Conduct. In September 2013, the Board of Directors integrated a governance best practice by adopting a Director Share Ownership Policy. The Board of Directors amended in October 2014 the Human Resources Committee Charter in order to adapt it to the latest NASDAQ Rules on compensation committees along with an update on the nomination of Directors process and the Audit Committee Charter in order to harmonize its terminology with MI 52-110. The Board of Directors amended in March 2017 the Disclosure Guidelines to add the Executive Chairman as a member of the Disclosure Committee. The Board of Directors amended in June 2017 the Director Share Ownership Policy and the Board of Directors Corporate Governance Guidelines in order to introduce mandatory obligations for the Directors to elect to receive at least seventy-five (75%) of their Annual Retainer in form of DSUs until their cumulative Annual Retainers equal or exceed three (3) times the sum of: i) the Annual Retainer for Directors; ii) the Annual Retainer for Audit Committee Members; and iii) the Annual Retainer for Human Resources Committee Members. The Board of Directors amended in October 2017 the Human Resources Committee Charter in order to specifically add the compensation review of the Executive Chairman. The Board of Directors amended in July 2018 the Ethics and Business Conduct Policy and the Agent Code of Conduct to remove the exception for facilitation payments.
(h) Expectations and responsibilities of Directors, including basic duties and responsibilities with respect to attendance at board meetings and advance review of meeting materials.	The Board of Directors is also responsible for the establishment and functioning of all of the Board of Directors' committees, their compensation and their good standing. At regularly scheduled meetings of the Board of Directors, the Directors receive, consider and discuss committee reports. The Directors also receive in advance of any meeting, all documentation required for the upcoming meetings and they are expected to review and consult this documentation.

3. Position Descriptions	
(a) Disclose whether or not the board has developed written position descriptions for the chair of the board and the chair of each board committee. If the board has not developed written position descriptions for the chair and/or the chair of each board committee, briefly describe how the board delineates the role and responsibilities of each such position.	There is no specific mandate for the Board of Directors, however the Board of Directors is, by law, responsible for managing the business and affairs of the Corporation. Any responsibility which is not delegated to senior Management or to a committee of the Board of Directors remains the responsibility of the Board of Directors. Accordingly, the chairs of the Board of Directors, of the Audit Committee and of the Human Resources Committee will namely: • provide leadership to the Board of Directors or Committee; • ensure that the Board of Directors or Committee can perform its duties in an effective and efficient manner; • facilitate the functionary of the Board of Directors or Committee; and • promote best practices and high standards of corporate governance.
(b) Disclose whether or not the board and CEO have developed a written position description for the CEO. If the board and CEO have not developed such a position description, briefly describe how the board delineates the role and responsibilities of the CEO.	No written position description has been developed for the Executive Chairman nor for the CEO. The Executive Chairman and the Chief Executive Officer, along with the rest of Management placed under their supervision, are responsible for meeting the corporate objectives as determined by the strategic objectives and budget as they are adopted each year by the Board of Directors.
4. Orientation and Continuing Education	
(a) Briefly describe what measures the board takes to orient new directors regarding	
i. the role of the board, its committees and its directors; and	The Human Resources Committee Charter foresees that the Human Resources Committee maintains an orientation program for new Directors.
ii. the nature and operation of the issuer's business.	Presentations and reports relating to the Corporation's business and affairs are provided to new Directors. In addition, new Board of Directors members meet with senior Management of the Corporation to review the business and affairs of the Corporation.

(b) Briefly describe what measures, if any, the board takes to provide continuing education for its directors. If the board does not provide continuing education, describe how the board ensures that its directors maintain the skill and knowledge necessary to meet their obligations as directors.	The Human Resources Committee Charter foresees that the Human Resources Committee maintains a continuing education program for Directors. In March 2013, the independent Directors of the Corporation attended a presentation on the Corruption of Foreign Public Officials Act given by PricewaterhouseCoopers LLP. In March 2014, the independent Directors of the Corporation attended a presentation on directors' fiduciary duty by Fasken Martineau DuMoulin LLP. In March 2015, the Directors of the Corporation attended a presentation on directors' fiduciary duty in a controlled environment and on Corporate Governance by Norton Rose Fulbright LLP. In October 2015 the Directors of the Corporation attended a presentation on the Corporation's Service Assurance products by the Vice-President Transport and Service Assurance Division of the Corporation. In 2016, the Directors of the Corporation attended an online training on the Corporation's business and orientation. In 2017, the Directors of the Corporation attended a training on the Corporation's products and solutions and also attended a presentation on Fraud Risk given by PricewaterhouseCoopers LLP. In 2018, the Directors of the Corporation attended trainings on the Corporation's products and solutions and attended a presentation on stock valuation by Canaccord Genuity and by Cowen.
5. Ethical Business Conduct	
(a) Disclose whether or not the board has adopted a written code for the directors, officers and employees. If the board has adopted a written code:	The Corporation is committed to maintaining the highest standard of business conduct and ethics. Accordingly, the Board of Directors updated and established (i) a Board of Directors Corporate Governance Guidelines, (ii) a Code of Ethics for our Principal Executive Officer and senior Financial Officers, (iii) an Ethics and Business Conduct Policy and (iv) a Statement on Reporting Ethical Violations (Whistleblower Policy) which are available on the Corporation's website (www.EXFO.com).
i. disclose how a person or company may obtain a copy of the code;	
ii. describe how the board monitors compliance with its code, or if the board does not monitor compliance, explain whether and how the board satisfies itself regarding compliance with its code; and	The Board of Directors will determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of a violation of the Code of Ethics for our Principal Executive Officer and senior Financial Officers. Someone who does not comply with this Code of Ethics will be subject to disciplinary measures, up to and including discharge from the Corporation. Furthermore, a compliance affirmation must be filled in a written form agreeing to abide by the policies of the Code of Ethics.
iii. provide a cross-reference to any material change report filed since the beginning of the issuer's most recently completed financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the code.	No material change report has been required or filed during our financial year ended August 31, 2018 with respect to any conduct constituting a departure from our Code of Ethics.

(b) Describe any steps the board takes to ensure directors exercise independent judgement in considering transactions and agreements in respect of which a director or executive officer has a material interest.	Activities that could give rise to conflicts of interest are prohibited. Members of the Board of Directors should contact the Lead Director or in-house legal counsel regarding any issues relating to possible conflict of interest. If such event occurs, the implicated Board of Directors member will not participate in the meeting and discussion with respect to such possible conflict of interest and will not be entitled to vote on such matter. Senior executives should also contact the in-house legal counsel regarding any issues relating to possible conflict of interest.
(c) Describe any other steps the board takes to encourage and promote a culture of ethical business conduct.	The Corporation has instituted and follows a "Whistleblower Policy" where each member of the Board of Directors as well as any senior officer, every employee of the Corporation and any person is invited and encouraged to report anything appearing or suspected of being non-ethical to our Lead Director, in confidence. The Lead Director has the power to hire professional assistance to conduct an internal investigation should he so feel it is required. The Corporation also provides training to its employees as part of its anti-corruption compliance program.
6. Nomination of Directors	
(a) Describe the process by which the board identifies new candidates for board nomination.	The Board of Directors adopted and implemented a Human Resources Committee Charter which integrates the Compensation Committee Charter and the Nominating and Governance Committee Charter. The Human Resources Committee is responsible for nomination, assessment and compensation of Directors and Officers. More specifically, the Human Resources committee, which is comprised entirely of independent Directors, is responsible for the recruitment and recommendation of new candidates for appointment or election to the Board. When considering a potential candidate, the Human Resources Committee considers the qualities and skills that the Board, as a whole, should have and assesses the competencies and skills of the current members of the Board. Based on the talent already represented on the Board, the Human Resources Committee then identifies the specific skills, personal qualities or experiences that a candidate should possess in light of the opportunities and risks facing the Corporation. Potential candidates are screened to ensure that they possess the requisite qualities, including integrity, business judgment and experience, business or professional expertise, independence from Management, international experience, financial literacy, excellent communications skills and the ability to work well with the Board and the Corporation. The Human Resources Committee considers the existing commitments of a potential candidate to ensure that such candidate will be able to fulfill his or her obligations as a Board member.

	The Human Resources Committee maintains a list of potential director candidates for its future consideration and may engage outside advisors to assist in identifying potential candidates. The Human Resources Committee also considers recommendations for director nominees submitted by the Corporation's shareholders, Officers, Directors and senior Management.
(b) Disclose whether or not the board has a nominating committee composed entirely of independent directors. If the board does not have a nominating committee composed entirely of independent directors, describe what steps the board takes to encourage an objective nomination process.	The Human Resources Committee consists of four (4) members all of whom are independent Directors. The Chairman of the Human Resources Committee is Mr. François Côté. The Human Resources Committee Charter foresees: • recommending a process for assessing the performance of the Board of Directors as a whole, the Chair of the Board of Directors and the Committee chairs and the contribution of individual Directors, and seeing to its implementation;
(c) If the board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.	• recommending the competencies, skills and personal qualities required on the Board of Directors in order to create added value, taking into account the opportunities and risks faced by the Corporation and subsequently identifying and recommending to the Board of Directors.
7. Compensation	
(a) Describe the process by which the board determines the compensation for the issuer's directors and officers.	The Human Resources Committee reviews periodically compensation policies in light of market conditions, industry practice and level of responsibilities. Only independent Directors are compensated for acting as Directors of the Corporation.
(b) Disclose whether or not the board has a compensation committee composed entirely of independent directors. If the board does not have a compensation committee composed entirely of independent directors, describe what steps the board takes to ensure an objective process for determining such compensation.	The Human Resources Committee consists of four (4) members all of whom are independent Directors. The Chairman of the Human Resources Committee is Mr. François Côté.
(c) If the board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.	The Human Resources Committee Charter foresees that such committee shall: • review and approve on an annual basis the annual compensation of all senior officers which namely includes the assessment of risks associated with the compensation of such senior officers;

	• review and approve, on behalf of the Board of Directors or in collaboration with the Board of Directors as applicable, on the basis of the attribution authorized by the Board of Directors, to whom options to purchase shares of the Corporation, RSUs or DSUs shall be offered as the case may be and if so, the terms of such options, RSUs or DSUs in accordance with the terms of the Corporation's LTIP or DSU Plan provided that no options, RSUs or DSUs shall be granted to members of this committee without the approval of the Board of Directors; • recommend to the Board of Directors from time to time the remuneration to be paid by the Corporation to Directors; • make recommendations to the Board of Directors with respect to the Corporation's incentive compensation plans and equity-based plans.
8. Other Board Committees – If the board has standing committees other than the audit, compensation and nominating committees identify the committees and describe their function.	The Board of Directors has no other standing committee.
9. Assessments – Disclose whether or not the board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments. If assessments are not regularly conducted, describe how the board satisfies itself that the board, its committees, and its individual directors are performing effectively.	The Board of Directors assumes direct responsibility for the monitoring of the Board of Directors' corporate governance practices, the functioning of the Board of Directors and the powers, mandates and performance of the Human Resources Committee. The Human Resources Committee, composed solely of independent Directors, initiates a self-evaluation of the Board of Directors' performance on an annual basis. Questionnaires are distributed to each independent director for the purpose of evaluation of the Board of Directors' responsibilities and functions and the performance of the Board of Directors' Committees. The results of the questionnaires are compiled on a confidential basis to encourage full and frank commentary and are discussed at the next regular meeting of the Human Resources Committee or independent Board of Directors members meeting.
10. Director Term Limits and Other Mechanisms of Board Renewal – Disclose whether or not the issuer has adopted term limits for the directors on its board or other mechanisms of board renewal and, if so, include a description of those director term limits or other mechanisms of board renewal. If the issuer has not adopted director term limits or other mechanisms of board renewal, disclose why it has not done so.	The Corporation does not have a policy that limits the term of the directors on its board. The Board has determined that the term limit of the director's mandate or the mandatory retirement age is not essential in part, because Board renewal has not been a challenge for the Corporation in recent years. Specifically, the average tenure of the current independent directors is low, at approximately four (4) years and a third (fifty-two (52) months). Historically, including the current independent directors, the average tenure of the independent directors that served on the Board of Directors since 2000 is approximately seven (7) years and 4 months. In addition, the Corporation seeks to avoid losing the services of a qualified director with experience and in-depth knowledge of the Corporation through the imposition of an arbitrary term limit but is of the opinion however that a balance between long-term directors and new directors who bring a different experience and new ideas is essential.

	The Human Resources Committee initiates a self-evaluation of the Board of Directors' performance on an annual basis. This evaluation is an alternative mechanism for renewing the terms of the Directors serving on its Board of Directors. The annual review process of the overall efficiency of the Board of Directors and Committees as a whole and of Committee members and Directors on an individual basis, remains the best way of ensuring that the skills required are well represented within the Board of Directors.
11. Policies Regarding the Representation of Women on the Board	
(a) Disclose whether the issuer has adopted a written policy relating to the identification and nomination of women directors. If the issuer has not adopted such a policy, disclose why it has not done so.	The Corporation does not have any written policy regarding the identification and nomination of women directors as it did not deem it necessary and its focus is on the recruitment of candidates with the specific skills, personal qualities and experiences to add the highest value to the Board, rather than on the gender or other personal characteristics of particular candidates.
(b) If an issuer has adopted a policy referred to in (a), disclose the following in respect of the policy: i. a short summary of its objectives and key provisions, ii. the measures taken to ensure that the policy has been effectively implemented, iii. annual and cumulative progress by the issuer in achieving the objectives of the policy, and iv. whether and, if so, how the board or its nominating committee measures the effectiveness of the policy.	The Corporation does not have a written policy.
12. Consideration of the Representation of Women in the Director Identification and Selection Process – Disclose whether and, if so, how the board or nominating committee considers the level of representation of women on the board in identifying and nominating candidates for election or re-election to the board. If the issuer does not consider the level of representation of women on the board in identifying and nominating candidates for election or re-election to the board, disclose the issuer's reasons for not doing so.	The Human Resources Committee does not specifically consider the level of representation of women on the Board in identifying and nominating candidates for election or re-election to the Board. In the context of such process, it considers the then current Board composition and anticipated competencies required so as to add the highest value to the Board. See Heading 6 "Nomination of Directors" on page 168 of this Annual Report for a description of the process adhered to by the Corporation to select director candidates.

13. Consideration Given to the Representation of Women in Executive Officer Appointments – Disclose whether and, if so, how the issuer considers the level of representation of women in executive officer positions when making executive officer appointments. If the issuer does not consider the level of representation of women in executive officer positions when making executive officer appointments, disclose the issuer's reasons for not doing so.	The Corporation is focused on finding executive talent to grow and expand its business. As such, it focuses on recruiting and retaining executive talent needed to develop and implement the Corporation's strategy, objectives and goals without regard for the gender or other personal characteristics of particular candidates for executive officer positions.
14. Issuer's Targets Regarding the Representation of Women on the Board and in Executive Officer Positions	
(a) For purposes of this Item, a "target" means a number or percentage, or a range of numbers or percentages, adopted by the issuer of women on the issuer's board or in executive officer positions of the issuer by a specific date.	
(b) Disclose whether the issuer has adopted a target regarding women on the issuer's board. If the issuer has not adopted a target, disclose why it has not done so.	The Corporation does not have a target of women on the Board of Directors because it does not believe that any candidate for membership to the Board of Directors should be chosen nor excluded solely or largely because of gender or other personal characteristics. In selecting director nominees, the Corporation considers the skills, expertise and background that would complement the existing Board.
(c) Disclose whether the issuer has adopted a target regarding women in executive officer positions of the issuer. If the issuer has not adopted a target, disclose why it has not done so.	The Corporation has not adopted a target regarding women in executive officer positions of the Corporation. The Corporation considers candidates based on their qualifications, personal qualities, business background and experience, and does not feel that targets necessarily result in the identification or selection of the best candidates.
(d) If the issuer has adopted a target referred to in either (b) or (c), disclose: i. the target, and ii. the annual and cumulative progress of the issuer in achieving the target.	

15.	**Number of Women on the Board and in Executive Officer Positions**	
	(a) Disclose the number and proportion (in percentage terms) of directors on the issuer's board who are women.	Currently, one of the Corporation's Board members is a woman (17%).
	(b) Disclose the number and proportion (in percentage terms) of executive officers of the issuer, including all major subsidiaries of the issuer, who are women.	Currently, one of the Corporation's executive officers is a woman (10%).

EXHIBIT 11.16

EXFO INC. (« EXFO », « Company »)

ETHICS AND BUSINESS CONDUCT POLICY

Overview

As a leading innovator in the T&M industry, EXFO requires the highest standards of professional and ethical conduct and integrity from our employees and directors. Our reputation is based on honest and fair practices at all levels of the organization, and we expect everyone employed by the Company to conduct business with the utmost integrity. No employee will be permitted to achieve results through violations of laws or regulations, or through unscrupulous dealings.

We intend that the Company's business practices will be compatible with the economic and social priorities of each location in which we operate. Although customs vary from country to country and standards of ethics may vary in different business environments, honesty and integrity must always characterize our business activity.

This *Ethics and Business Conduct Policy* reflects our commitment to a culture of honesty, integrity and accountability and outlines the basic principles and policies with which all employees are expected to comply. This reflects our dedication to customers, partners, shareholders and employees by demonstrating that integrity and fairness are an important part of our corporate values and that all our actions are governed by an exacting sense of duty and by the professional ethics set forth herein. Please read this Policy carefully.

In addition to following this Policy in all aspects of our business activities, you are expected to seek guidance in any case where there is a question about compliance with both the letter and spirit of our policies and applicable laws. This Policy sets forth general principles and does not supersede the specific policies and procedures that are covered in separate specific policies statements, such as the Securities Trading Policy. References in this Policy to the Company mean the Company or any of its subsidiaries.

Your cooperation is necessary to the continued success of our business and the cultivation and maintenance of our reputation as a good corporate citizen.

Our Responsibility

As employees, officers, and members of the board of directors of EXFO, we are all expected to conduct ourselves ethically in all aspects of the Company's business. This includes fully complying with all applicable laws, regulations, and Company policies.

In order to do so, each individual is responsible for acquainting himself/herself with the various rules and guidelines that apply to his/her assigned duties. When in doubt, it is important to seek clarification from one's supervisor, from the Vice-President of Human Resources or the Company's Legal Counsel.

On a daily basis, appropriate and ethical business conduct means following the guidelines set forth in this document. Although this policy cannot take all situations into account, the topics below cover the main areas that are susceptible to ambiguity:

1. Conflicts of Interest
    - 1.1 General Policy
    - 1.2 Outside employment and other activities
    - 1.3 Investment Activity
2. Confidentiality, Disclosure of Information and Insider Trading

3. Protection and Proper use of Company assets

4. Honesty, Openness

5. Corporate Opportunities

6. Fair and Lawful Dealings with Partners, Vendors and Suppliers

   6.1 Legitimate Payments to Suppliers and Third Parties
   6.2 Payments to Agents and Consultants
   6.3 Foreign Practices and Their Limitations
   6.4 Antitrust/Competition
   6.5 Compliance with Environmental Laws

7. Political Activities and Contributions

8. Gifts and Entertainment

9. Discrimination and Harassment

10. Safety and Health

11. Accurate Books and Records

12. Reporting Wrongful Conduct and Ensuring Compliance

13. Compliance with Laws, Rules and Regulations

14. Use of E-Mail and Internet Services

15. Waivers of the Code of Business Conduct and Ethics

16. Compliance Procedures

EXFO takes integrity to heart and believes that ethics concern everyone as these elements serve the Company's overall best interests. Therefore, if situations arise in which any of these principles are violated, the Company must ensure that appropriate action is taken.

1. Conflicts of Interest

1.1 General Policy

A conflict of interest occurs when an individual's private interest interferes, or appears to interfere, in any way with the interests of the Company. A conflict situation can arise when an employee takes actions or has interests that may make it difficult to perform his or her work effectively. Conflicts of interest also arise when an employee, officer or director, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company. Loans to, or guarantees of obligations of, such persons are likely to pose conflicts of interest, as are transactions of any kind between the Company and any other organization in which you or any member of your family have an interest.

Activities that could give rise to conflicts of interest are prohibited unless specifically approved in advance by the Vice President, Human Resources.

Senior executives and board members should contact the Company's Legal Counsel regarding any issues relating to possible conflict of interest.

Employees should conduct themselves in a manner that avoids even the possible appearance of conflict between their personal interests and those of EXFO. Apparent conflicts of interest can easily arise. Any employee who feels that he/she may have a conflict, actual or potential, should report all pertinent details to the Vice-President of Human Resources or Company's Legal Counsel, who is responsible for determining whether a conflict of interest exists.

1.2 Outside employment and other activities

Aside from their full-time employment, people sometimes wish to run a business or take on additional part-time work. This practice in itself does not present a conflict of interest as long as the outside activities do not involve competitors, suppliers, or customers of EXFO. In addition, these activities must not interfere with EXFO activities or interests.

As an overall principle, EXFO employees are expected to avoid any outside interests or activities that are advanced at the expense of EXFO's interests, as such involvement may divide loyalty between EXFO and the outside activities, thus creating a potential conflict of interest. Therefore, EXFO employees may not operate (directly or indirectly) side businesses that compete with, sell to, or buy from EXFO.

To determine whether you are in a situation of potential conflict of interest, use these questions as guidelines:

- Do my outside activities interfere with my duties at EXFO?
- Am I finding it hard to find time to do my work at EXFO?
- Do my outside activities involve a lot of the same people as my activities at EXFO?
- In my outside activities, do I use skills or tools paid for by EXFO?

It is not always easy to determine whether a conflict of interest exists, so any potential conflicts of interests must be reported immediately to Vice-President, Human Resources or Company's Legal Counsel.

1.3 Investment Activity

Any direct or indirect investment in a competitor creates a potential conflict of interest, as does any investment in a current or would-be supplier of goods or services to EXFO. Employees should therefore avoid any financial investments in competitors, suppliers, partners, distributors or customers that would affect an employee's objectivity in promoting EXFO's interest. However, passive investment in a competitor, supplier, partners, distributors or customer of not more than one percent of total outstanding shares of publicly listed companies on a national or international securities exchange, or quote daily by Nasdaq or any other exchange, do not pose a conflicts of interest, provided, however, the investment is so large financially either in absolute dollars or percentage of the individual's total investments portfolio or savings that it creates the appearance of a conflict of interest. In addition, any such investment must not involve the use of confidential inside information on such companies obtained or learned through their position at EXFO.

2. Confidentiality, Disclosure of Information and Insider Trading

Confidential information includes all non-public information that may be of use to competitors, or harmful to EXFO or its customers, if disclosed. It also includes information that suppliers and customers have entrusted to us or any information obtained after executing non-disclosure agreement with third parties.

There are two main types of confidential information: technical information and business information. Examples of confidential technical information include engineering designs, software code, pending patent applications, product plans, future product direction, development process information, etc. Examples of confidential business information include non-public financial information, employee information, sales forecasts, customer lists, strategic and operating plans, audit reports, etc. The disclosure of any of our confidential information to third parties or the untimely release of other data can significantly damage EXFO and in some cases violate the law. It is therefore essential that we all respect the confidentiality of Company information in order to protect them. Employees must maintain the confidentiality of information entrusted to them by EXFO or that otherwise comes into their possession in the course of their employment, except when disclosure is authorized or legally mandated. The obligation to preserve proprietary information continues even after you leave the Company.

Each EXFO employee is bound by confidentiality and other obligations, when applicable, set forth in the agreement signed when employment with EXFO commenced. The said agreement contains clauses stating obligations related to exclusivity, confidentiality, assignment of work product, non-competition and non-solicitation—all of which form an integral part of this *Ethics and Business Conduct Policy*.

In addition, all employees must also abide by the terms and obligations set forth in EXFO's *Securities Trading Policy and Its Disclosure Guidelines*, which also form an integral part of this *Ethics and Business Conduct Policy*; namely, the section on insider trading. Insider trading is unethical and is illegal. Employees are not allowed to trade in securities of a Company while in possession of material non-public information regarding that Company. It is also illegal to "tip" or pass on inside information to any other person who might make an investment decision based on that information or pass the information on further.

3. Protection and Proper Use of Company Assets

All employees should endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. Any suspected incidents of fraud or theft should be immediately reported for investigation to one's supervisor, the Vice-President of Human Resources or the Company's Legal Counsel. Company assets, such as funds, products or computers, may only be used for legitimate business purposes or other purposes approved by management. Company assets may never be used for illegal purposes.

Examples of Company resources include any material, equipment and proprietary information developed or purchased by EXFO as well as employee time and Company funds.

With this in mind, employees are expected to engage only in Company-related activities during normal business hours and should not use such time for conducting personal business. Similarly, Company property (such as laboratories, manufacturing equipment, tools, materials, supplies, assets and facilities) are to be used solely for business purposes and not for personal benefit.

Our computer resources are also intended for EXFO business purposes. Although limited and reasonable personal use of e-mail and the Internet is not forbidden, it is important that such use does not interfere with our work and that it does not in any way violate EXFO policies and procedures.

Examples of improper use include the following:

- Using the network and systems to conduct private business;
- Allowing friends or family members to use Company resources;
- Downloading or transmitting any type of offensive material, chain letters, pornography, copyrighted material (e.g., songs, games, movie clips, text, and images), etc.

The obligation to protect Company assets includes proprietary information. Proprietary information includes any information that is not generally known to the public or would be helpful to our competitors. Examples of proprietary information are intellectual property, business and marketing plans and employee information. The obligation to preserve proprietary information continues even after you leave the Company.

4. Honesty and Openness

As a fundamental standard, EXFO expects each of its employees to deal with others honestly and openly. We are all required to accept responsibility for our actions and to communicate information quickly and accurately to fellow employees and superiors. Supervisors have a responsibility to set examples of honesty and fairness in their relationships with the Company's customers, suppliers, competitors, subordinates, shareholders and employees.

5. Corporate Opportunities

Employees, officers and directors are prohibited from taking for themselves personally opportunities that arise through the use of corporate property, information or position and from using corporate property, information or position for personal gain. Employees, officers and directors are also prohibited from competing with the Company.

6. Fair and Lawful Dealings with Partners, Vendors and Suppliers

Each employee should endeavor to deal fairly with the Company's customers, suppliers, competitors and employees. No employee should take unfair advantage of anyone through illegal conduct, manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

At EXFO, we ensure that all relationships with third parties comply with Company policy and applicable regulations. As such, we do not use any third party to perform any act prohibited by law or our Ethics and Business Conduct Policy. More particularly, we are committed to abiding by anti-corruption statutes such as the Canadian Corruption of Foreign Public Official Act ("CFPOA"), the US Foreign Corrupt Practices Act ("FCPA") and the UK Bribery Act and applicable competition laws, as follows:

6.1 Legitimate Payments to Suppliers and Third Parties

Payments to suppliers and third parties (including consultants, agents, and representatives) are made only for services or products provided to the Company and for payments that are duly supported by an invoice or written agreement. Invoices received for such services or products should always be sufficiently detailed and accurate to permit the Corporation to properly account for such expenses. EXFO **employees are not authorized to make or arrange any type of direct or indirect payment** that may constitute a bribe or kickback to secure or maintain business (or for any other purpose) to the personnel of any government agency, customer, supplier or competitor.

In order to avoid even the appearance of improper payments, EXFO does not make any cash payments (other than approved cash payrolls and documented petty cash disbursements). In addition, no corporate checks are issued to the order of "cash", "bearer" or third-party designees of the person entitled to payment. EXFO does not authorize/make cash payments to employees of competitors, suppliers, customers or government agencies as such payments create the potential for favoritism based on other-than-competitive factors.

6.2 Payments to Agents and Consultants

Commission rates or fees paid to dealers, distributors, agents, finders, representatives or consultants must be reasonable in relation to the value of the product or work that is actually being performed. EXFO's policy is not pay commissions or fees where such payments are for the purpose of constituting bribes or kickbacks.

6.3 Foreign Practices and Facilitation Payments

Facilitation payments, sometimes known as "grease payments" are those made to expedite or secure the performance by a foreign public official of any act of a routine nature that is part of the foreign public official's duties or functions. Even if facilitation payments are sometimes common practice in some foreign countries, EXFO's policy for all employees, consultants, agents or other representatives is not to make facilitation payments.

6.4 Antitrust/Competition

EXFO's policy is to comply fully with all antitrust, competition and trade regulation laws and use only ethical and proper methods to market the Company's products. All EXFO customers must be treated fairly and evenhandedly, and no preferential trade terms or other treatment are extended to any customer in violation of any law.

In addition, to avoid even the appearance of improper actions, EXFO absolutely prohibits consultations with competitors regarding prices, customers or territories. Commissions and other payments must be adequately documented and reported to government authorities as required. All employees, consultants, agents or other representatives must strictly avoid seeking or receiving any competitor's information from any source in violation of any law or other restriction.

At EXFO, integrity also means not making disparaging comments relating to our competitors and we are all expected to deal only in facts. These limitations apply to all phases of EXFO's actual or potential competition with third parties, including bid and proposal activity, marketing, research and development, and engineering work.

6.5 Compliance with Environmental Laws

The Company is sensitive to the environmental, health and safety consequences of its operations. Accordingly, the Company is in compliance with all applicable environmental laws and regulations. If any employee has any doubt as to the applicability or meaning of a particular environmental, health or safety regulation, he or she should discuss the matter with a member of the Company's legal department.

7. Political Activities and Contributions

We respect and support the right of our employees to participate in political activities. However, these activities should not be conducted on Company time or involve the use of any Company resources such as telephones, computers or supplies. Employees will not be reimbursed for personal political contributions.

We may occasionally express our views on local and national issues that affect our operations. In such cases, Company funds and resources may be used, but only when permitted by law and by our strict Company guidelines. The Company may also make limited contributions to political parties or candidates in jurisdictions where it is legal and customary to do so. No employee may make or commit to political contributions on behalf of the Company without the approval of the legal department.

8. Gifts and Entertainment

Gifts, entertainment, or charitable contributions are common ways of building good relations between people. In business, however, it is important that such gifts do not exceed nominal value, so as not to create favoritism. If they are excessive, they risk making the recipient feel obliged to offer special consideration to the Company offering the gifts, making this an unethical business practice and as such be considered as a bribe or kickback.

EXFO's policy is to avoid even the appearance of favoritism based on business courtesies. Therefore, EXFO's employees may not request, solicit, offer, promise, authorize, give or accept any gift if the value of the gift might indicate intent to improperly influence the normal business relationship between EXFO and any of its suppliers, customers, or competitors.

Furthermore, EXFO employees who are directly involved in the purchase of goods and services should not accept **any** gifts, with the exception of promotional items of nominal value.

Business courtesies, such as an occasional lunch or dinner of reasonable value or refreshments during a business meeting, are permissible, provided they are in furtherance of the business relationship and cannot be interpreted as an attempt to gain unfair business advantage or otherwise reflect unfavorably on either business entity.

EXFO expects employees to exercise good judgment and moderation when offering business courtesies to customers; these should be offered within reasonable limits and practices of the marketplace. Special laws and regulations apply when dealing with government representatives and foreign officials and any employee involved in the government or international business markets is required to become fully acquainted with the relevant restrictions. Because of the sensitive nature of these relationships, talk with your supervisor and the legal department before offering or making any gifts or hospitality to governmental employees. All gifts, entertainment and charitable contributions, regardless of their nature or value, must be properly recorded on expense report forms or other appropriate accounting documents.

If you are having difficulty determining whether a specific gift or entertainment item lies within the bounds of acceptable business practice, ask yourself these guiding questions:

- It is legal?
- Is it clearly business related?
- Is it moderate, reasonable, and in good taste?
- Would public disclosure embarrass the Company?
- Is there any pressure to reciprocate or grant special favors?

If you are unsure whether you can accept any proposed gratuity, business meal or entertainment, you should disclose the situation to your respective supervisor, to the Vice-President, Human Resources or the Company's Legal Counsel who will determine its acceptability.

Strict rules apply when we do business with governmental departments or agencies, public international organizations and their officials, whether in the U.S. or in other countries. Any employee involved in the government or international business markets is required to become fully acquainted with the relevant restrictions. Because of the sensitive nature of these relationships, talk with your supervisor and the legal department before offering or making any gifts or hospitality to governmental employees notwithstanding their value.

9. Discrimination and Harassment

We value the diversity of our employees and are committed to providing equal opportunity in all aspects of employment. Abusive, harassing or offensive conduct is unacceptable, whether verbal, physical or visual. Examples include derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances. Employees are encouraged to speak out when a coworker's conduct makes them uncomfortable, and to report harassment when it occurs to the Company's Legal Counsel.

10. Safety and Health

We are all responsible for maintaining a safe workplace by following safety and health rules and practices. The Company is committed to keeping its workplaces free from hazards. Please report any accidents, injuries, unsafe equipment, practices or conditions immediately to a supervisor or other designated person. Threats or acts of violence or physical intimidation are prohibited.

In order to protect the safety of all employees, employees must report to work free from the influence of any substance that could prevent them from conducting work activities safely and effectively.

11. Accurate Books and Records

EXFO's business integrity is reflected in a tangible way in its books and records. All employees are strictly responsible for ensuring the accuracy and reliability of the Company's accounts. Fictitious, improper, deceptive, undisclosed or unrecorded funds, assets, or liabilities are serious ethical violations. With this in mind, EXFO has established accounting control standards and procedures.

EXFO's policy is that all books and records conform to all applicable laws and regulations and to generally accepted accounting principles. All transactions must be accurately documented and accounted for in the books and records of the Company. All entries must contain appropriate descriptions of the underlying transactions sufficient to withstand appropriate audit and none of these entries must be false, inaccurate or deceptive. All employee transaction(s) should therefore be properly described in supporting documentation, and we expect employees not to participate in any false transaction or documentation (e.g., obtaining or creating false invoices or other misleading documentation; inventing or using fictitious entities, sales, purchases, services, loans or other financial arrangements for any purpose). EXFO does not maintain or use any anonymous ("numbered") bank account or other account that does not identify ownership by EXFO.

Additionally, EXFO specifically prohibits the concealing or disguising the illicit origin, source, location, disposition, movement or ownership of property knowing that the property is the proceeds of crime.

12. Reporting Wrongful Conduct and Ensuring Compliance

Employees are expected to question any practice or conduct which conflicts with, or appears to conflict with, EXFO's *Ethics and Business Conduct Policy* until such questions are satisfactorily resolved.

All officers, directors, and employees are required to report information concerning wire fraud, mail fraud, bank fraud, securities fraud, violations regarding accounting, internal accounting controls or audit matters and violations of SEC rules or any regulation authorities following the Hotline procedures contained on EXFO's WEB site (www.EXFO.com) or Intranet. Please refer to the Statement on Reporting Ethical Violations for more details how to report such conduct.

Should you be a witness to such violations, it is important to report the incident (namely, to someone who has no involvement in the situation and who can evaluate the case objectively) or through the EXFO's Hotline procedures.

Possessing knowledge of these types of issues and failing to report the information is, in itself, a violation of this *Ethics and Business Code Policy*, and is subject to disciplinary action. If necessary, seek clarification or interpretation of these standards from the Vice-President of Human Resources or the Company's Legal Counsel.

Employees who make reports of suspected violations of those standards, or regarding accounting, internal accounting controls or audit matters as described above, will be protected from retaliation, such as discipline or involuntary termination of employment as a result of their report. Every reported allegation of illegal or unethical behavior will be thoroughly investigated by the Lead Independent Director of the Board of Directors of the Company and the Company's Legal Counsel with the cooperation of the appropriate management and the employee unless the submission was made anonymously. Information collected during the investigation will be shared with others who have a business-related "need to know". Unless the submission is made anonymously, the result of any investigation will be communicated to the reporting employee.

EXFO prohibits retaliatory action against any employee who, in good faith, reports a possible violation. It is unacceptable to file a report knowing it to be false.

13. Compliance with Laws, Rules and Regulations

Compliance with both the letter and spirit of all laws, rules and regulations applicable to our business is critical to our reputation and continued success. All employees must respect and obey the laws of the cities, provinces, states and countries in which we operate and avoid even the appearance of impropriety. Employees who fail to comply with this Policy and applicable laws will be subject to disciplinary measures, up to and including discharge from the Company.

14. Use of E-Mail and Internet Services

E-Mail systems and Internet services are provided to help us do work. Incidental and occasional personal use is permitted, but never for personal gain or any improper purpose. You may not access, send or download any information that could be insulting or offensive to another person, such as sexually explicit messages, cartoons, jokes, unwelcome propositions, ethnic or racial slurs, or any other message that could be viewed as harassment. Also remember that "flooding" our systems with junk mail and trivia hampers the ability of our systems to handle legitimate Company business and is prohibited.

Your messages (including voice mail) and computer information are considered Company property and you should not have any expectation of privacy. Unless prohibited by law, the Company reserves the right to access and disclose this information as necessary for business purposes. Use good judgment, and do not access, send messages or store any information that you would not want to be seen or heard by other individuals.

Violation of these policies may result in disciplinary actions up to and including discharge from the Company.

15. Waivers of the Code of Business Conduct and Ethics

Any waiver of this Policy for executive officers or directors will be made only by the Audit Committee and will be promptly disclosed as required by law or stock exchange regulation.

16. Compliance Procedures

This Policy cannot, and is not intended to, address all of the situations you may encounter. There will be occasions where you are confronted by circumstances not covered by this policy or procedure and where you must make a judgment as to the appropriate course of action. In those circumstances we encourage you to use your common sense, and to contact your supervisor, manager or a member of human resources for guidance.

If you do not feel comfortable discussing the matter with your supervisor, manager or human resources, please call the Company's Legal Counsel or refer to the Statement on Reporting Ethical Violations for more details how to contact the Company's Lead Director of the Board or the Company's Legal Counsel. We strive to ensure that all questions or concerns are handled fairly, discreetly and thoroughly. You need not identify yourself.

EXHIBIT 11.17

EXFO INC. ("EXFO")

AGENT CODE OF CONDUCT

Overview

Listed on the NASDAQ and TSX stock exchanges, EXFO is among the leading providers of next-generation communications test and monitoring solutions for network operators and equipment manufacturers in the global communications industry and – as such – requires the highest standards of professional and ethical conduct and integrity from its suppliers, service providers, consultants, distributors, representatives and any other sales partners (hereinafter individually or collectively as the case may be, an "**Agent**") including but not limited to their respective employees, directors, consultants, agents or other representatives under the Agent's control or direction. Our reputation and brand is based on honest and fair practices at all levels of the organization, and we expect every Agent to conduct business with the utmost integrity. EXFO will not tolerate that an Agent achieves results for the benefit of EXFO through violations of laws or regulations, this Agent Code of Conduct ("**Code**"), or through unscrupulous dealings.

This Code reflects our commitment to a culture of honesty, integrity and accountability and this is the responsibility of every member of the EXFO community including EXFO's board of directors, executives, employees and Agents. Conducting our business with integrity means acting ethically, and complying with applicable laws and regulations of the countries in which EXFO does business or business is being conducted on behalf of EXFO. Agents are often the primary face of EXFO towards customers or third parties and EXFO expects that all Agents act in a manner that complies both with the letter and spirit of the Code. This reflects our dedication to customers, partners, shareholders and employees by demonstrating that integrity and fairness are an important part of our corporate values and that all our actions are governed by an exacting sense of duty and by the professional ethics set forth herein. Please read this Code carefully.

Reference in this Code to EXFO means EXFO Inc. and / or any of its subsidiaries.

1. Agent's Responsibility

On a daily basis, appropriate and ethical business conduct means following the guidelines set forth in this Code. Although this Code cannot take all situations into account, the topics below cover the main areas that are susceptible to affect ethical business conduct. The Agent shall assure that its directors, employees and representatives involved in the Agent's business relationship with EXFO have received a copy of this Code and understand its terms. The Agent shall be liable for the violations of this Code by its directors, employees and representatives.

The Agent shall establish internal procedures that are sufficient for the purpose of complying with this Code and any applicable laws.

By entering into any business relationship with EXFO, each Agent certifies their compliance with this Code. Nevertheless, EXFO may, at its sole discretion, require an Agent to periodically confirm compliance with this Code as per the compliance statement provided in Schedule A to this Code. The terms of this Code are therefore integrated directly or indirectly by reference to any and all agreement including but not limited to any business relationship between EXFO and the Agent.

IF AN AGENT REFUSES TO BE BOUND BY THIS CODE THEN SUCH AGENT SHALL IMMEDIATELY NOTIFY EXFO IN ORDER FOR EXFO TO TAKE APPROPRIATE ACTION TO TERMINATE ITS BUSINESS RELATIONSHIP WITH SUCH AGENT.

2. Consequence of Code Violation by the Agent

It is mandatory for the Agent to comply with the Code. In the event EXFO has sufficient grounds to determine that the Agent is or was in violation of the Code, EXFO shall have the right at its sole discretion to immediately terminate any business relationship or formal agreement it has with the Agent without any liability whatsoever. The Agent shall be liable to indemnify EXFO from any and all damages resulting from Agent's or its employee's and representative's violations of this Code.

3. Compliance with Laws

In addition with complying with this Code, the Agent is expected to comply with all laws applicable to its business activities.

4. Conflict of Interests

A conflict of interest can arise any time an Agent's financial or other commercial or personal relationship may inappropriately influence the Agent's ability to fairly, accurately and ethically promote EXFO products or represent EXFO. Although it is not possible to list every conceivable conflict of interest that may arise in an Agent's course of conducting business with or on behalf of EXFO, the following items are an overview of the more common conflict of interest Agents may encounter, and is a set of guidelines for all Agents to follow.

Activities that could give rise to conflicts of interest, or any appearance of the same, are prohibited unless appropriate measures and processes are established in advance and specifically prior approved by an authorized officer of EXFO.

a. Gifts

Providing gifts, both tangible or intangible namely in the form of entertainment or meals can create conflicts of interest and may be prohibited by applicable law.

EXFO employees must comply with EXFO's Ethics and Business Conduct Policy, which strictly controls when and under what circumstances EXFO employees may accept personal gifts or entertainment of nominal value from existing or prospective competitors, customers, suppliers, service providers or business partners, including Agents. In general, EXFO employees may not request, solicit, offer, promise, authorize, give or accept any gift if the value of the gift might indicate intent to improperly influence the normal business relationship between EXFO and any of its suppliers, customers, or competitors. Furthermore, EXFO employees who are directly involved in the purchase of goods and services should not accept any gifts, with the exception of promotional items of nominal value. EXFO requires that the Agent respect EXFO's policy and not lead an employee towards not complying with its obligations.

Agents must exercise caution when considering whether to provide gifts to customers or other third parties as they may also have policies regulating when and under what circumstances their employees may accept gifts from potential or actual suppliers in order to prevent conflicts of interest. EXFO requires that the Agent respect the customer's or other third party's policy and not lead anyone towards not complying with its obligations. In addition to the foregoing, no gifts or anything of value may be given for the purpose of obtaining or retaining business or as an inducement or reward for favorable action or forbearance from action or the exercise of influence.

Additionally, most countries have laws and regulations restricting gifts that may be given to government employees, including employees of government-owned or partially government-owned companies. For example, Canada's Corruption of Foreign Public Officials Act ("CPFOA") and the United States Foreign Corrupt Practice Act ("FCPA") provide severe penalties for companies and individuals who engage in direct or indirect bribery of government officials. Many countries also have similar laws and extend anti-bribery restrictions to the private sector. EXFO expects the Agent to strictly comply with all such laws and regulations, including the CPFOA and the FCPA.

b. Bribes, Kickbacks and Facilitation Payments

Bribes and other illegal means of obtaining undue or improper advantage shall not be offered or accepted by Agent. This includes, namely, bribes or other inducements given for the purpose of: (i) influencing a decision; (ii) obtaining an improper advantage over a competitor for a contract or order; (iii) changing the specifications of a third party's request for proposal to benefit EXFO or position EXFO products; (iv) obtaining confidential or other restricted information; and (v) obtaining discounts or other financial benefits for EXFO. In all cases, the use of bribes, secret compensation or kickbacks is improper and will not be tolerated by EXFO.

Facilitation payments, sometimes known as "grease payments" are those made to expedite or secure the performance by a foreign public official of any act of a routine nature that is part of the foreign public official's duties or functions. Even if facilitation payments are sometimes common practice in some foreign countries, EXFO's policy for all employees, consultants, agents or other representatives is not to make facilitation payments.

c. Relationships

If an Agent, or someone with whom the Agent has a close relationship (example: an immediate family member or close companion of an employee of an Agent), has a financial, employment or other relationship with EXFO or an existing or potential EXFO competitor, customer, supplier, service provider or other business partner of EXFO, that relationship may create a conflict of interest. The Agent should disclose all such relationships to EXFO so that EXFO may ensure actual conflicts of interest are avoided. Additionally, EXFO employees are prohibited from holding any investment in a competitor or a supplier of goods and services to EXFO with the exception of indirect nominal value.

5. Fair and Lawful Dealings

a. Anti-Trust and Fair Competition

EXFO's policy is to comply fully with all antitrust, competition and trade regulation laws and use only ethical and proper methods to market EXFO's products. All EXFO customers must be treated fairly and evenhandedly, and no preferential trade terms or other treatment are extended to any customer in violation of any law.

In addition, to avoid even the appearance of improper actions, EXFO absolutely prohibits consultations with competitors regarding prices, customers or territories. Commissions and other payments must be adequately documented and reported to government authorities when required.

These limitations apply to all phases of EXFO's actual or potential competition with third parties, including bid and proposal activity, marketing, research and development, and engineering work.

b. EXFO's Reputation and Image

EXFO's products are sold based on the company's reputation for high quality products and services. All claims made about EXFO products and competitor's products should always be accurate and supportable. At EXFO, integrity also means not making disparaging comments relating to our competitors and their products and we are all expected to deal only in verifiable facts. EXFO does not permit advertising or promotion for its products and services to be false or misleading. Similarly, Agents should be alert to any situation where a competitor may be attempting to mislead customers, or potential customers, about EXFO products or services. The Agent should contact EXFO's legal department immediately if they become aware of any such dishonest or questionable business practices engaged in by EXFO competitors.

EXFO maintains an image of solid integrity and respect for others. The company understands the importance of building good business relationships, and that part of creating trust and confidence with customers, suppliers and business constituents involves some level of socialization. EXFO asks that when engaging in social interactions as a representative of EXFO, or engaging in social activities with EXFO employees, Agents do so in a tasteful and respectable manner.

c. Insider Trading

Insider trading is prohibited and punishable by laws and EXFO policy. Insider trading occurs when an individual with material, non-public information trades securities or communicates such information to others who trade. The person who trades or "tips" information violates the laws if he or she has a duty or relationship of trust and confidence not to use the information. Trading or helping others trade while aware of inside information has serious legal consequences, even if the insider does not receive any personal financial benefit. Insider trading is strictly prohibited by EXFO and EXFO expects any Agent to strictly observe all applicable insider trading laws and regulations.

d. Anti-Boycott Laws

Applicable laws of many countries, such as the United States, prohibit persons from taking or entering into agreements that have the effect of furthering any unsanctioned boycott of a country. EXFO Agents are required to comply with all anti-boycott laws applicable in their jurisdiction.

e. Embargoes and Sanctions

EXFO complies with international economic sanctions and embargoes restricting persons, corporations and foreign subsidiaries from doing business with certain countries, groups and individuals. Economic sanctions prohibit or restrict doing business with targeted governments and organizations, as well as individuals and entities that act on their behalf. Sanctions prohibitions also may restrict investment in a targeted country, as well as trading in certain goods, technology and services with a targeted country. Agents are required to comply with all economic sanctions and embargoes applicable in their jurisdiction.

6. Compliance with Labor Laws, Rules and Regulations

Agents are expected to comply with all applicable labor laws, rules and regulations. EXFO's commitment to integrity is supported by diverse, productive work environments that are free from unlawful discrimination or harassment. Agents must not support or use any forms of forced, compulsory or child labor, and must be committed to a workplace free of harassment and unlawful discrimination.

7. Safety and Health

Agents are responsible for maintaining a safe workplace by following safety and health rules and practices. The Agents must provide with safe workplaces that meet or exceed applicable country and regional laws and regulations and protect their employees' health and wellbeing.

8. Compliance with Environmental Laws

Protecting the environment is important to EXFO. By integrating sound environmental practices into our business, we can offer innovative products and services while conserving and enhancing resources for future generations. The Agent is expected to adopt the same principles as valued by EXFO and comply with all applicable environmental laws and regulations including air, and land use and disposal regulations.

9. Confidential Information and Intellectual Property Rights

Confidential information includes all non-public information that may be of use to competitors, or harmful to EXFO or its customers, if disclosed. It also includes information that suppliers and customers have entrusted to EXFO or any information obtained after executing non-disclosure agreement with third parties.

There are two main types of confidential information: technical information and business information. Examples of confidential technical information include engineering designs, software code, pending patent applications, product plans, future product direction, development process information, etc. Examples of confidential business information include non-public financial information, employee information, sales forecasts, customer lists, strategic and operating plans, audit reports, etc. The disclosure of any of EXFO's confidential information to third parties or the untimely release of other data can significantly damage EXFO and in some cases violate the law. The Agent must maintain the confidentiality of information entrusted to them by EXFO or that otherwise comes into their possession in the course of their business relationship with EXFO, except when disclosure is authorized or legally mandated. The obligation to preserve proprietary information continues even after the Agent's business relationship with EXFO is terminated.

The Agent is required to respect EXFO and third-party intellectual property rights at all times.

10. Bookkeeping

In relation to the Agent's business relationship with EXFO, the Agent must make and keep books, records and accounts that in reasonable detail, accurately and fairly reflect the Agent's transactions and disposition of its assets. The Agent's books, records and accounts must follow generally accepted accounting principles applicable in their jurisdiction and identify fairly, adequately and properly all transactions related to EXFO and must not mischaracterize transactions in its books, accounts and records. The Agent shall prevent side agreements and off the books records and accounts. The Agent's business records must be retained in accordance with record retention policies and all applicable laws and regulations.

11. Right of Audit

EXFO may require at any time upon five (5) days written notice an audit of the Agent's books, accounts and records by an independent auditor selected by EXFO to verify compliance of the Agent with this Code.

12. Reporting Violations

The Agent is required to report information concerning violation of this Code following the Hotline procedures contained on EXFO's WEB site (www.EXFO.com). Please refer to EXFO's Statement on Reporting Ethical Violations found at: http://investors.exfo.com/governance.cfm for more details how to report such conduct.

Should the Agent be a witness to violations of the Code, it is important to report the incident (namely, to someone who has no involvement in the situation and who can evaluate the case objectively or through the EXFO's Hotline procedures).

Possessing knowledge of these types of issues and failing to report the information is, in itself, a violation of this Code and is subject to remedial action by EXFO.

Every reported allegation of illegal or unethical behavior will be thoroughly investigated by the Lead Independent Director of the Board of Directors of the Company and the Company's Legal Counsel with the cooperation of the appropriate management and the person alleging the violation unless the submission was made anonymously. Information collected during the investigation will be shared with others who have a business-related "need to know". Unless the submission is made anonymously, the result of any investigation will be communicated to the person alleging the violation.

The Agent shall assure that no individual will suffer retaliation or discriminatory action for reporting in good faith violations or suspected violations of the Code or for refusing to engage in Corruption.

13. Conclusion

It is and will always be EXFO's intent to operate within the highest standards of ethics and integrity. This Code was developed to articulate and reinforce these values and to ensure that they are clear to all EXFO Agents. EXFO appreciates each Agent's commitment to apply these ethical standards and behaviors in all its dealings with and on behalf of EXFO, and trusts that all Agents will consistently reinforce EXFO's reputation for uncompromising integrity.

(to be printed on Agent's letterhead)

Schedule A – Agent Compliance Statement

I (name), (title) of the company (name of cie) ("Agent"), hereby certify on behalf of the Agent, the following:

- The Agent hereby certifies that it complies and will continue to comply with the Agent Code of Conduct dated July 10, 2018 ("Code") copy of which can be found at http://investors.exfo.com/governance.cfm.
- As of the date of this certification, the Agent has not nor does it have any reason to believe that the Agent or any of its directors, employees and representatives involved in the Agent's business relationship with EXFO have committed any breach to the Code.
- The Agent agrees that it if it becomes aware of any breach of the Code by the Agent, its directors, employees or representatives, it shall duly report such breach to EXFO.

Signed in _____ on this ____ day of _____, 20____ by Agent's duly authorized representative.

_____
Name: _____
Title: _____
Company Stamp/Chop:

Exhibit 12.1
Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Philippe Morin, certify that:

1. I have reviewed this Annual Report on Form 20-F of EXFO Inc. ("EXFO");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of EXFO as of, and for, the periods presented in this report;

4. EXFO's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for EXFO and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to EXFO, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of EXFO's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in EXFO's internal control over financial reporting that occurred during the period covered by the Annual Report that has materially affected, or is reasonably likely to materially affect, EXFO's internal control over financial reporting; and

5. EXFO's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to EXFO's auditors and the audit committee of EXFO's board of directors:

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect EXFO's ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in EXFO’s internal control over financial reporting.

Date: November 27, 2018

/s/ Philippe Morin
Philippe Morin
Chief Executive Officer
(Principal Executive Officer)

Exhibit 12.2
Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), the undersigned officer of EXFO Inc., hereby certifies, that:

1. The Annual Report on Form 20-F for the year ended August 31, 2018 of EXFO fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in this Annual Report fairly presents, in all material respects, the financial condition and results of operations of EXFO.

Date: November 27, 2018

/s/ Philippe Morin
Philippe Morin
Chief Executive Officer
(Principal Executive Officer)

The foregoing certification is being furnished solely pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code) and is not being filed as part of the Report or as separate disclosure document.

Exhibit 13.1
Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Pierre Plamondon, certify that:

1. I have reviewed this Annual Report on Form 20-F of EXFO Inc. ("EXFO");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of EXFO as of, and for, the periods presented in this report;

4. EXFO's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for EXFO and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to EXFO, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of EXFO's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in EXFO's internal control over financial reporting that occurred during the period covered by the Annual Report that has materially affected, or is reasonably likely to materially affect, EXFO's internal control over financial reporting; and

5. EXFO's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to EXFO's auditors and the audit committee of EXFO's board of directors:

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect EXFO's ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in EXFO’s internal control over financial reporting.

Date: November 27, 2018

/s/ Pierre Plamondon
Pierre Plamondon, CPA, CA
Chief Financial Officer
and Vice-President, Finance
(Principal Financial Officer)

Exhibit 13.2
Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), the undersigned officer of EXFO Inc., hereby certifies, that:

1. The Annual Report on Form 20-F for the year ended August 31, 2018 of EXFO fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in this Annual Report fairly presents, in all material respects, the financial condition and results of operations of EXFO.

Date: November 27, 2018

/s/ Pierre Plamondon
Pierre Plamondon, CPA, CA
Chief Financial Officer
and Vice-President, Finance
(Principal Financial Officer)

The foregoing certification is being furnished solely pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code) and is not being filed as part of the Report or as separate disclosure document.

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of EXFO Inc.

Opinions on the Financial Statements and Internal Control over Financial Reporting
We have audited the accompanying consolidated balance sheets of EXFO Inc. and its subsidiaries, (together, the "Company") as of August 31, 2018 and August 31, 2017 and the related consolidated statements of earnings, comprehensive income (loss), changes in shareholder's equity and cash flows for each of the three years in the period ended August 31, 2018, including the related notes (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of August 31, 2018, based on criteria established in *Internal Control - Integrated Framework* (2013), issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of August 31, 2018 and August 31, 2017, and their financial performance and their cash flows for each of the three years in the period ended August 31, 2018 in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS). Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of August 31, 2018, based on criteria established in Internal Control – Integrated Framework (2013) issued by the COSO.

Basis for Opinions
The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in “Management's Annual Report on Internal Control over Financial Reporting” included in Item 15b) of the Annual Report on Form 20 for the fiscal year ended August 31, 2018. Our responsibility is to express opinions on the Company’s consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also

included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

As described in the Management's Annual Report on Internal Control over Financial Reporting, management has excluded Astellia S.A. and Yenista Optics S.A.S. from its assessment of internal control over financial reporting as of Augusts 31, 2018, because they were acquired by the company in a purchase business combination during 2018. We have also excluded Astellia S.A. and Yenista Optics S.A.S from our audit of internal control over financial reporting. Astellia S.A. and Yenista Optics S.A.S are wholly-owned subsidiaries whose total assets and total revenues excluded from management's assessment and our audit of internal control over financial reporting represent approximately 12% and 2% of total assets, respectively and approximately 6% and 2% of total revenues, respectively, of the related consolidated financial statement amounts as of and for the year ended August 31, 2018.

Definition and Limitations of Internal Control over Financial Reporting

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

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

PricewaterhouseCoopers LLP

Montreal, Canada
November 27, 2018

We have served as the Company's auditor since 1994.

EXFO Inc.
Consolidated Balance Sheets

(in thousands of US dollars)

	As at August 31, 2018	As at August 31, 2017
Assets		
Current assets		
Cash	$ 12,758	$ 38,435
Short-term investments (note 6)	2,282	775
Accounts receivable (note 6)		
Trade	47,273	41,130
Other	4,137	3,907
Income taxes and tax credits recoverable (note 20)	4,790	4,955
Inventories (note 7)	38,589	33,832
Prepaid expenses	5,291	4,202
Other assets	2,279	–
	117,399	127,236
Tax credits recoverable (note 20)	47,677	38,111
Property, plant and equipment (notes 8 and 22)	44,310	40,132
Intangible assets (notes 9 and 22)	29,866	11,183
Goodwill (notes 9 and 22)	39,892	35,077
Deferred income tax assets (note 20)	4,714	6,555
Other assets	686	947
	$ 284,544	$ 259,241
Liabilities		
Current liabilities		
Bank loan (note 10)	$ 10,692	$ –
Accounts payable and accrued liabilities (note 11)	47,898	36,776
Provisions (note 11)	2,954	3,889
Income taxes payable	873	663
Deferred revenue	16,556	11,554
Other liabilities	3,197	–
Current portion of long-term debt (note 12)	2,921	–
	85,091	52,882
Provisions (note 11)	2,347	–
Deferred revenue	6,947	6,257
Long-term debt (note 12)	5,907	–
Deferred income tax liabilities (note 20)	5,910	3,116
Other liabilities	421	196
	106,623	62,451
Commitments (note 13)		
Shareholders' equity		
Share capital (note 14)	91,937	90,411
Contributed surplus	18,428	18,184
Retained earnings	114,906	127,160
Accumulated other comprehensive loss (note 15)	(47,350)	(38,965)
	177,921	196,790
	$ 284,544	$ 259,241

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

On behalf of the Board

/s/ Philippe Morin
PHILIPPE MORIN, Chief Executive Officer

/s/ Claude Séguin
CLAUDE SÉGUIN, Chairman, Audit Committee

EXFO Inc.
Consolidated Statements of Earnings

(in thousands of US dollars, except share and per share data)

	Years ended August 31,		
	2018	**2017**	**2016**
Sales (note 22)	$ 269,546	$ 243,301	$ 232,583
Cost of sales [1]	105,004	94,329	87,066
Selling and administrative	98,794	86,256	82,169
Net research and development	57,154	47,168	42,687
Depreciation of property, plant and equipment	5,444	3,902	3,814
Amortization of intangible assets	10,327	3,289	1,172
Change in fair value of cash contingent consideration	(670)	(383)	–
Interest and other (income) expense	1,378	303	(828)
Foreign exchange (gain) loss	(1,309)	978	(161)
Share in net loss of an associate (note 3)	2,080	–	–
Gain on deemed disposal of the investment in an associate (note 3)	(2,080)	–	–
Earnings (loss) before income taxes	(6,576)	7,459	16,664
Income taxes (note 20)	5,678	6,608	7,764
Net earnings (loss) for the year	(12,254)	851	8,900
Net loss for the year attributable to non-controlling interest	(352)	–	–
Net earnings (loss) for the year attributable to parent interest	$ (11,902)	$ 851	$ 8,900
Basic net earnings (loss) attributable to parent interest per share	$ (0.22)	$ 0.02	$ 0.17
Diluted net earnings (loss) attributable to parent interest per share	$ (0.22)	$ 0.02	$ 0.16
Basic weighted average number of shares outstanding (000's)	54,998	54,423	53,863
Diluted weighted average number of shares outstanding (000's) (note 21)	54,998	55,555	54,669

(1) The cost of sales is exclusive of depreciation and amortization, shown separately.

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

EXFO Inc.

Consolidated Statements of Comprehensive Income (Loss)

(in thousands of US dollars)

	Years ended August 31,		
	2018	**2017**	**2016**
Net earnings (loss) for the year	$ (12,254)	$ 851	$ 8,900
Other comprehensive income (loss), net of income taxes			
Items that may be reclassified subsequently to net earnings			
Foreign currency translation adjustment	(6,491)	8,262	707
Unrealized gains/losses on forward exchange contracts	(1,476)	1,403	862
Reclassification of realized gains/losses on forward exchange contracts in net earnings	(972)	423	2,797
Deferred income tax effect of gains/losses on forward exchange contracts	554	(479)	(935)
Other comprehensive income (loss)	(8,385)	9,609	3,431
Comprehensive income (loss) for the year	(20,639)	10,460	12,331
Comprehensive loss for the year attributable to non-controlling interest	(352)	–	–
Comprehensive earnings (loss) for the year attributable to parent interest	$ (20,287)	$ 10,460	$ 12,331

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

EXFO Inc.

Consolidated Statements of Comprehensive Income (Loss)

(in thousands of US dollars)

	Year ended August 31, 2016				
	Share capital	Contributed surplus	Retained earnings	Accumulated other comprehensive loss	Total shareholders' equity
Balance as at September 1, 2015	$ 86,045	$ 17,778	$ 117,409	$ (52,005)	$ 169,227
Redemption of share capital (note 14)	(1,768)	217	–	–	(1,551)
Reclassification of stock-based compensation costs (note 14)	1,239	(1,239)	–	–	–
Stock-based compensation costs	–	1,394	–	–	1,394
Net earnings for the year	–	–	8,900	–	8,900
Other comprehensive income					
Foreign currency translation adjustment	–	–	–	707	707
Changes in unrealized gains/losses on forward exchange contracts, net of deferred income taxes of $935	–	–	–	2,724	2,724
Total comprehensive income for the year					12,331
Balance as at August 31, 2016	$ 85,516	$ 18,150	$ 126,309	$ (48,574)	$ 181,401

	Year ended August 31, 2017				
	Share capital	Contributed surplus	Retained earnings	Accumulated other comprehensive loss	Total shareholders' equity
Balance as at September 1, 2016	$ 85,516	$ 18,150	$ 126,309	$ (48,574)	$ 181,401
Issuance of share capital (note 14)	3,490	–	–	–	3,490
Reclassification of stock-based compensation costs (note 14)	1,405	(1,405)	–	–	–
Stock-based compensation costs	–	1,439	–	–	1,439
Net earnings for the year	–	–	851	–	851
Other comprehensive income					
Foreign currency translation adjustment	–	–	–	8,262	8,262
Changes in unrealized gains/losses on forward exchange contracts, net of deferred income taxes of $479	–	–	–	1,347	1,347
Total comprehensive income for the year					10,460
Balance as at August 31, 2017	$ 90,411	$ 18,184	$ 127,160	$ (38,965)	$ 196,790

	Year ended August 31, 2018					
	Share capital	Contributed surplus	Retained earnings	Accumulated other comprehensive loss	Non-controlling interest	Total shareholders' equity
Balance as at September 1, 2017	$ 90,411	$ 18,184	$ 127,160	$ (38,965)	$ –	$ 196,790
Reclassification of stock-based compensation costs (note 14)	1,526	(1,526)	–	–	–	–
Stock-based compensation costs	–	1,770	–	–	–	1,770
Business combination (note 3)	–	–	–	–	(3,662)	(3,662)
Acquisition of non-controlling interest on acquisition of subsidiary (note 3)	–	–	(352)	–	4,014	3,662
Net loss for the year	–	–	(11,902)	–	(352)	(12,254)
Other comprehensive loss						
Foreign currency translation adjustment	–	–	–	(6,491)	–	(6,491)
Changes in unrealized gains/losses on forward exchange contracts, net of deferred income taxes of $554	–	–	–	(1,894)	–	(1,894)
Total comprehensive loss for the year						(20,639)
Balance as at August 31, 2018	$ 91,937	$ 18,428	$ 114,906	$ (47,350)	$ –	$ 177,921

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

EXFO Inc.

Consolidated Statements of Cash Flows

(in thousands of US dollars)

	Years ended August 31,		
	2018	**2017**	**2016**
Cash flows from operating activities			
Net earnings (loss) for the year	$ (12,254)	$ 851	$ 8,900
Add (deduct) items not affecting cash			
Stock-based compensation costs	1,748	1,477	1,378
Depreciation and amortization	15,771	7,191	4,986
Write-off of capital assets	592	–	–
Change in fair value of cash contingent consideration	(670)	(383)	–
Deferred revenue	1,998	1,723	4,238
Deferred income taxes	1,368	1,054	1,578
Share in net loss of an associate	2,080	–	–
Gain on deemed disposal of the investment in an associate	(2,080)	–	–
Changes in foreign exchange gain/loss	(181)	1,096	(332)
	8,372	13,009	20,748
Changes in non-cash operating items			
Accounts receivable	7,275	3,955	2,682
Income taxes and tax credits	86	(2,386)	939
Inventories	(1,020)	911	(4,713)
Prepaid expenses	57	(918)	(280)
Other assets	(1,311)	(121)	170
Accounts payable and accrued liabilities and provisions	1,033	(1,745)	4,882
Other liabilities	(122)	165	(65)
	14,370	12,870	24,363
Cash flows from investing activities			
Additions to short-term investments	(1,550)	(2,910)	(3,546)
Proceeds from disposal and maturity of short-term investments	234	6,374	873
Purchases of capital assets (notes 8 and 9)	(10,452)	(7,175)	(4,356)
Investment in an associate (note 3)	(12,530)	–	–
Business combinations, net of cash acquired (note 3)	(19,600)	(12,792)	–
	(43,898)	(16,503)	(7,029)
Cash flows from financing activities			
Bank loan	11,061	–	–
Repayment of long-term debt	(1,688)	(1,480)	–
Redemption of share capital (note 14)	–	–	(1,551)
Other liabilities	(1,449)	–	–
Acquisition of non-controlling interest (note 3)	(3,657)	–	–
	4,267	(1,480)	(1,551)
Effect of foreign exchange rate changes on cash	(416)	340	1,561
Change in cash	(25,677)	(4,773)	17,344
Cash – Beginning of year	38,435	43,208	25,864
Cash – End of year	$ 12,758	$ 38,435	$ 43,208
Supplementary information			
Income taxes paid	$ 2,376	$ 2,866	$ 2,015

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

1 Nature of Activities and Incorporation

EXFO Inc. and its subsidiaries (together "EXFO" or the "company") develops, manufactures and markets smarter network test, monitoring and analytics solutions for fixed and mobile communications service providers (CSPs), web-scale operators, as well as network equipment manufacturers in the global telecommunications industry.

EXFO is a company incorporated under the Canada Business Corporations Act and is domiciled in Canada. The address of its headquarters is 400 Godin Avenue, Quebec City, Quebec, Canada, G1M 2K2.

These consolidated financial statements were authorized for issue by the Board of Directors on November 27, 2018.

2 Basis of Presentation

These consolidated financial statements have been prepared in accordance with the *International Financial Reporting Standards* (IFRS), as issued by the *International Accounting Standards Board* (IASB). The company has consistently applied the same accounting policies through all periods presented.

These IFRS consolidated financial statements have been prepared based on the following accounting policies:

Basis of measurement

These consolidated financial statements have been prepared under the historical cost convention, except for the revaluation of derivative financial instruments, available-for-sale investments and the contingent liability.

Consolidation

These consolidated financial statements include the accounts of the company and its domestic and foreign subsidiaries. Intercompany accounts and transactions have been eliminated.

Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sales of goods and services in the ordinary course of business.

Sales of goods

Revenue from sales of goods, which represent the majority of the sales of the company, is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer, usually upon delivery of the goods. Revenue is recorded based on the price specified in the sales arrangements.

Maintenance contracts

Maintenance contracts are usually offered to customers for periods of 12 to 36 months. They generally include the right to unspecified software upgrades and enhancements on a when-and-if-available basis as well as customer service. Revenue from these contracts is recognized ratably over the terms of the maintenance contracts on a straight-line basis.

Extended warranties

Extended warranties are usually offered to customers for periods of 6 to 48 months. Revenue from these extended warranties is recognized ratably over the warranty period on a straight-line basis.

Multiple-component arrangements

When a sales arrangement includes multiple separately identifiable components such as goods, professional services, extended warranties, maintenance contracts, installation and training, the revenue recognition criteria are applied to each separately identifiable component. A component is considered separately identifiable if the delivered item has value to the customer on a stand-alone basis and the fair value associated with the component can be measured reliably. The company allocates the selling price of a multiple-component arrangement to each component based on the fair value of each component in relation to the fair value of the arrangement as a whole.

Sales arrangements may include acceptance clauses. When a sales arrangement does include an acceptance provision, acceptance occurs upon the earliest of receipt of a written customer acceptance or expiration of the acceptance period. For these sales arrangements, the sale is recognized when acceptance occurs.

Presentation currency

The functional currency of the company is the Canadian dollar. The company has adopted the US dollar as its presentation currency as it is the most commonly used reporting currency in its industry. The consolidated financial statements are translated into the presentation currency as follows: assets and liabilities are translated at the exchange rate in effect on the date of the balance sheet; revenues and expenses are translated at the monthly average exchange rate. The foreign currency translation adjustment arising from such translation is included in accumulated other comprehensive income in shareholders' equity.

Foreign currency translation

(a) Foreign currency transactions

Transactions denominated in currencies other than the functional currency are translated into the relevant functional currency as follows: Monetary assets and liabilities are translated at the exchange rate in effect on the date of the balance sheet, and revenues and expenses are translated at the exchange rate in effect on the date of the transaction. Non-monetary assets and liabilities measured at historical cost and denominated in a foreign currency are translated using the exchange rate at the date of the transaction, whereas non-monetary items that are measured at fair value and denominated in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Foreign exchange gains and losses arising from such translation are included in the consolidated statements of earnings.

(b) Foreign operations

Each foreign operation determines its own functional currency and items included in the financial statements of each foreign operation are measured using that functional currency. The financial statements of each foreign operation that has a functional currency different from the company are translated into Canadian dollars as follows: assets and liabilities are translated at the exchange rate in effect on the date of the balance sheet; revenues and expenses are translated at the monthly average exchange rate. The foreign currency translation adjustment arising from such translation is included in accumulated other comprehensive income in shareholders' equity.

Financial instruments

The classification of financial instruments depends on the intended purpose when the financial instruments were acquired or issued, as well as on their characteristics and designation by the company.

Classification

Financial assets

Cash	Loans and receivables
Short-term investments	Available for sale
Accounts receivable	Loans and receivables
Other assets	Loans and receivables
Forward exchange contracts	Derivatives used for hedging

Financial liabilities

Bank loan	Other financial liabilities
Accounts payable and accrued liabilities	Other financial liabilities
Other liabilities	Other financial liabilities
Long-term debt	Other financial liabilities
Contingent liability	Financial liabilities at fair value through profit or loss
Forward exchange contracts	Derivatives used for hedging

Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are designated as available for sale or are not classified in any of the other categories. They are initially recognized at fair value plus transaction costs and are subsequently measured at fair value. After their initial recognition, any changes in their fair value are reflected in other comprehensive income.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After their initial measurement at fair value plus transaction costs, they are carried at amortized cost, using the effective interest rate method, which generally corresponds to the nominal amount due to their short-term maturity.

Other financial liabilities

Other financial liabilities are non-derivative financial liabilities initially measured at fair value plus transaction costs, and they are subsequently carried at amortized cost, using the effective interest rate method, which generally corresponds to the nominal amount due to their short-term maturity.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss are non-derivative financial liabilities initially measured at fair value and are subsequently measured at fair value. After their initial recognition, any changes in their fair value are reflected in the consolidated statements of earnings.

Derivative financial instruments and hedging activities

Forward exchange contracts are utilized by the company to manage its foreign currency exposure. Forward exchange contracts are entered into by the company to hedge anticipated US-dollar-denominated sales and the related accounts receivable as well as Indian-rupee-denominated operating expenses and the related accounts payable. The company's policy is not to utilize those derivative financial instruments for trading or speculative purposes.

The company's forward exchange contracts, which are designated as cash flow hedging instruments, qualify for hedge accounting.

They are initially recorded at fair value and subsequently measured at fair value. The fair value of forward exchange contracts is determined using quoted prices and forward exchange rates at the balance sheet date, with the resulting value discounted back to present value. After initial recognition, the effective portion of changes in their fair value is reflected in other comprehensive income. Any ineffective portion is recognized immediately in the consolidated statements of earnings. Upon recognition of related hedged sales and operating expenses, accumulated changes in fair value of forward exchange contracts are respectively reclassified in sales and net research and development expenses in the consolidated statements of earnings.

At the inception of a hedge relationship, the company formally designates and documents the hedge relationship to which the company wishes to apply hedge accounting, the risk management objectives, the hedging instrument, the hedged item and the method used to test effectiveness. The company assesses effectiveness of the hedge relationship at inception and on an ongoing basis using the dollar-offset method.

Fair value hierarchy

The company classifies its derivative and non-derivative financial assets and liabilities measured at fair value using the fair value hierarchy as follows:

Level 1: Quoted prices (unadjusted) in active market for identical assets or liabilities;

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset and liability, either directly or indirectly;

Level 3: Unobservable inputs for the asset or liability.

The company's short-term investments, forward exchange contracts and contingent liability are measured at fair value at each balance sheet date. The company's short-term investments are classified within Level 1 of the fair value hierarchy because they are valued using quoted market prices in active markets. The company's forward exchange contracts are classified within Level 2 of the fair value hierarchy because they are valued using quoted prices and forward foreign exchange rates at the balance sheet dates. The company's contingent liability is classified within level 3 of the fair value hierarchy because it is valued using unobservable inputs such as expected future sales of Ontology.

Short-term investments

All investments with original terms to maturity of three months or less and that are not required for the purposes of meeting short-term cash requirements are classified as short-term investments. Short-term investments are classified as available-for-sale financial assets; therefore, they are carried at fair value in the consolidated balance sheet, and any changes in their fair value are reflected in other comprehensive income. Upon the disposal or maturity of these assets, accumulated changes in their fair value are reclassified in the consolidated statements of earnings.

Inventories

Inventories are valued on an average cost basis, at the lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

The cost of work in progress and finished goods includes material, labor and an allocation of manufacturing overhead.

Property, plant and equipment and depreciation

Property, plant and equipment are recorded at cost, net of accumulated depreciation and accumulated impairment losses. Such cost is reduced by related research and development tax credits.

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

	Term
Land improvements	15 years
Buildings	20 to 60 years
Equipment	3 to 15 years
Leasehold improvements	The lesser of useful life and remaining lease term

The assets' residual values and useful lives are reviewed at each financial year-end, and adjusted prospectively, if appropriate.

Intangible assets, goodwill and amortization

Intangible assets

Intangible assets with finite useful lives primarily include the cost of core technology, customer relationships and software. The cost of intangible assets acquired in a business combination is the fair value of the assets at the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses. Amortization is provided on a straight-line basis over the estimated useful lives of two to eight years for core technologies, three months to five years for customer relationships, one year for brand name, and two and eight years for software. None of the company's intangible assets were developed internally.

The amortization method and the useful lives of intangible assets are reviewed at each financial year-end, and adjusted prospectively, if appropriate.

Goodwill

Goodwill represents the excess of the purchase price of acquired businesses over the estimated fair value of net identifiable assets acquired, and is allocated to each cash-generating unit (CGU) or group of CGUs that are expected to benefit from the related business combination. A group of CGUs represents the lowest level within the company at which the goodwill is monitored for internal management purposes, which is not higher than an operating segment. Goodwill is not amortized but must be tested for impairment on an annual basis or more frequently if events or circumstances indicate that it might be impaired.

Research and development

All costs related to research are expensed as incurred, net of related tax credits and grants. Development costs are expensed as incurred, net of related tax credits and grants, unless they meet the recognition criteria of IAS 38, "*Intangible Assets*'', in which case they are capitalized, net of related tax credits and grants and amortized on a straight-line basis over the estimated benefit period. Research and development expenses mainly comprise salaries and related expenses, material costs as well as fees paid to third-party consultants. As at August 31, 2017 and 2018, the company had not capitalized any development costs.

The company elected to account for non-refundable research and development tax credits under IAS 20, "*Accounting for Governmental Grants and Disclosures of Governmental Assistance*'', and as such, these tax credits are presented against gross research and development expenses in the consolidated statements of earnings. Non-refundable research and development tax credits are included in earnings or deducted from the related assets, provided there is reasonable assurance that the company has complied and will comply with the conditions related to the tax credits and that the tax credits will be received.

Impairment of non-financial assets

The company assesses at each reporting date whether there is an indication that the carrying value of property, plant and equipment and finite-life intangible assets may not be recoverable. Non-financial assets that are not amortized (such as goodwill) are subject to an annual impairment test. If any indication exists, or when annual impairment testing is required, the company estimates the asset or asset group's recoverable amount. For the purpose of measuring recoverable amounts, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs). The recoverable amount is the higher of an asset or CGU's fair value less costs of disposal and its value in use. Where the carrying value of an asset or CGU exceeds its recoverable amount, the asset or the CGU is considered impaired and is written down to its recoverable amount. The company performs its annual goodwill impairment test in the fourth quarter of each fiscal year.

For property, plant and equipment and finite-life intangible assets, the reversal of impairment is limited so that the carrying value of the asset does not exceed its recoverable amount, nor exceed the carrying value that would have been determined, net of depreciation or amortization, had no impairment loss been recognized for the asset in prior periods. Impairment losses on goodwill are not reversed.

Leases

Operating leases are leases for which the company does not assume substantially all the risks and rewards of ownership of the asset. Operating lease rentals are charged to the consolidated statements of earnings on a straight-line basis over the lease term.

As at August 31, 2017 and 2018, all significant leases of the company were classified as operating leases.

Government grants

Grants related to operating expenses are included in earnings when the related expenses are incurred. Grants related to capital expenditures are deducted from the related assets. Grants are included in the consolidated statements of earnings or deducted from the related assets, provided there is reasonable assurance that the company has complied and will comply with all the conditions related to the grants and that the grants will be received.

Warranty

The company offers its customers basic warranties of one to three years, depending on the specific products and terms of the purchase agreement. The company's typical warranties require it to repair or replace defective products during the warranty period at no cost to the customer. Costs related to basic warranties are accrued at the time of shipment, based upon estimates of expected rework and warranty costs to be incurred. Costs associated with separately priced extended warranties are expensed as incurred.

Income taxes

Income taxes comprise current and deferred income taxes.

Current income taxes

Current income tax assets and liabilities for the current and prior years are measured at the amount expected to be recovered or paid to the taxation authorities. Income tax rates used to calculate the amount are those that are enacted or substantively enacted at the balance sheet dates in the tax jurisdictions where the company generates taxable income/loss.

Deferred income taxes

The company provides for deferred income taxes using the liability method. Under this method, deferred income tax assets and liabilities are determined based on deductible or taxable temporary differences between financial statement values and tax values of assets and liabilities as well as the carry-forward of unused tax losses and deductions, using enacted or substantively enacted income tax rates at the balance sheet dates, that are expected to be in effect for the years in which the assets are expected to be recovered or the liabilities to be settled.

Deferred income tax assets are recognized only to the extent that it is probable that future taxable income will be available against which the deductible temporary differences as well as unused tax losses and deductions can be utilized.

Deferred tax liabilities are recognized for all taxable temporary differences and for taxable temporary differences arising on investments in subsidiaries, except where the reversal of these temporary differences can be controlled, and it is probable that the differences will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are presented as non-current in the consolidated balance sheets.

Uncertain tax positions

The company is subject to income tax laws and regulations in several jurisdictions. There are many transactions and calculations during the course of business for which the ultimate tax determination is uncertain. The company maintains provisions for uncertain tax positions that it believes appropriately reflect its risk. These provisions are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The company reviews the adequacy of these provisions at the end of the reporting periods and any changes in the provisions are recognized in the consolidated statements of earnings when they occur. However, it is possible that at some future dates, liabilities in excess of the company's provisions could result from audits by, or litigation with, the relevant taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will be recognized in the consolidated statement of earnings in the period in which such determination is made.

Earnings per share

Basic earnings per share are calculated by dividing net earnings attributable to common equity holders of the company by the weighted average number of common shares outstanding during the year.

Diluted earnings per share are calculated by dividing net earnings attributable to common equity holders of the company by the weighted average number of common shares outstanding during the year, plus the effect of dilutive potential common shares outstanding during the year. This method requires that diluted earnings per share be calculated (using the treasury stock method) as if all dilutive potential common shares had been exercised at the latest at the beginning of the year or on the date of issuance, as the case may be, and that the funds obtained thereby (plus an amount equivalent to the unamortized portion of related stock-based compensation costs) be used to purchase common shares of the company at the average market price of the common shares during the year.

Stock-based compensation

Equity-settled awards

The company's stock options, restricted share units and deferred share units are equity-settled awards. The company accounts for stock-based compensation costs on equity-settled awards using the Black-Scholes option valuation model. The fair value of equity-settled awards is measured at the date of grant. Stock-based compensation costs are amortized to expense over the vesting periods together with a corresponding change in contributed surplus in shareholders' equity. For equity-settled awards with graded vesting, each tranche is considered a separate grant with a different vesting date and fair value, and each tranche is accounted for separately.

Cash-settled awards

The company's stock appreciation rights are cash-settled awards. The company accounts for stock-based compensation costs on cash-settled awards using the Black-Scholes option valuation model. The fair value of the cash-settled awards is remeasured at the end of each reporting period, with any changes in the fair value recognized in the consolidated statements of earnings.

Operating segments

Operating segments are defined as components of an entity engaged in business activities from which it may earn revenues and incur expenses, and whose operating results are regularly reviewed by the chief operating decision maker (CODM) to make decisions about resources to be allocated to segments and assess their performance and for which discrete information is available. The function of the CODM is performed by the Chief Executive Officer who reviews consolidated results for the purposes of allocating resources and evaluating performance. Accordingly, the company determines that it has one operating segment as of, and for the years ended August 31, 2016, 2017 and 2018. Entity-wide disclosures are presented in note 22.

Critical accounting judgments in applying accounting policies and estimates

The preparation of financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses as well as the disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those judgments, estimates and assumptions.

Critical judgments, estimates and assumptions are the following:

Critical judgments in applying accounting policies

(a) Determination of functional currency

The company operates in multiple countries and generates revenue and incurs expenses in several currencies, namely the Canadian dollar, the US dollar, the euro, the British pound, the Indian rupee and the CNY (Chinese currency). The determination of the functional currency of the company and its subsidiaries may require significant judgment. In determining the functional currency of the company and its subsidiaries, management takes into account primary, secondary and tertiary indicators. When indicators are mixed, and the functional currency is not obvious, management uses its judgment to determine the functional currency.

(b) Determination of cash generating units and allocation of goodwill

For the purpose of impairment testing, goodwill must be allocated to each CGU or group of CGUs that are expected to benefit from the synergies of the business combination. Initial allocation and possible reallocation of goodwill to a CGU or a group of CGUs requires judgment.

Critical estimates and assumptions

(a) Inventories

The company states its inventories at the lower of cost, determined on an average cost basis, and net realizable value, and provides reserves for excess and obsolete inventories. The company determines its reserves for excess and obsolete inventories based on the quantities on hand at the reporting dates compared to foreseeable needs, taking into account changes in demand, technology or market.

(b) Income taxes

The company is subject to income tax laws and regulations in several jurisdictions. Under these laws and regulations, uncertainties exist with respect to the interpretation of complex tax laws and regulations and the amount and timing of future taxable income. The company maintains provisions for uncertain tax positions that it believes appropriately reflect its risk based on its interpretation of laws and regulations. In addition, management has made reasonable estimates and assumptions to determine the amount of deferred tax assets that can be recognized in the consolidated financial statements, based upon the likely timing and level of anticipated future taxable income together with tax planning strategies. The ultimate realization of the company's deferred income tax assets is dependent upon the generation of sufficient future taxable income during the periods in which those assets are expected to be realized.

(c) Tax credits recoverable

Tax credits are recorded provided that there is reasonable assurance that the company has complied and will comply with all the conditions related to the tax credits and that the tax credits will be received. The ultimate recovery of the company's non-refundable tax credits is dependent upon the generation of sufficient future taxable income during the tax credits carry-forward periods. Management has made reasonable estimates and assumptions to determine the amount of non-refundable tax credits that can be recognized in the consolidated financial statements, based upon the likely timing and level of anticipated future taxable income together with tax planning strategies (note 20).

(d) Impairment of non-financial assets

Impairment exists when the carrying value of an asset or group of assets (CGU) exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation for the company's CGUs is based on a market approach that relies on unobservable inputs based on valuation multiples and recent transactions for comparable assets or businesses, within the same industry. The company applies judgment in making adjustments to the unobservable inputs for factors such as size, risk profile or profitability. The company also considers the company's value derived from its market capitalization, adjusting for a control premium considered appropriate based on other comparable companies with significant controlling interests. Depending on the market evidence available, the company, from time to time, may further supplement this market approach with an income approach that considers discounted cash flows to determine fair value less costs of disposal, as well as the nature and magnitude of research and development activities carried out by the CGU. The discounted cash flow model involves significant judgment with respect to estimating cash flows (based on market participant assumptions) and the appropriate discount rate.

(e) Purchase price allocation in business combinations

The fair value of the total consideration transferred in business combinations (purchase price) must be allocated based on estimated fair value of acquired net assets at the date of acquisition. Allocating the purchase price requires management to make estimates and judgments to determine assets acquired and liabilities assumed, useful lives of certain long-lived assets and the respective fair value of assets acquired, and liabilities assumed; this may require the use of unobservable inputs, including management's expectations of future revenue growth, operating costs and profit margins as well as discount rates.

New IFRS pronouncements not yet adopted

Financial instruments

The final version of IFRS 9, "*Financial Instruments*", was issued in July 2014 and will replace IAS 39, "*Financial Instruments: Recognition and Measurement*". IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of its financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. Requirements relating to hedge accounting, representing a new hedge accounting model, have also been added to IFRS 9. The new standard is effective for annual periods beginning on or after January 1, 2018 and must be applied retrospectively. The company will adopt this new standard on September 1, 2018, and its adoption will not have a significant impact on its consolidated financial statements.

Revenue from contracts with customers

IFRS 15, "*Revenue from Contracts with Customers*", was issued in May 2014. The objective of this new standard is to provide a single, comprehensive revenue recognition model for all contracts with customers to improve comparability. This new standard contains principles that an entity will apply to determine the measurement of revenue and timing of when it is recognized. The underlying principle is that an entity will recognize revenue to depict the transfer of goods or services to customers at an amount that the entity expects to be entitled to in exchange for those goods or services. This new standard is effective for annual periods beginning on or after January 1, 2018. The company will adopt this new standard on September 1, 2018 using the modified retrospective method, with the cumulative effect of the initial application of the standard recognized as an adjustment to the opening balance of retained earnings as at the date of initial application. The company will apply this standard retrospectively only to contracts that are not completed at the date of initial application.

The company has performed an assessment to identify significant areas of impact between the company's current accounting treatment under IAS 18, "*Revenue*" and the new requirements of IFRS 15. Based on the assessment, the company concluded that the main areas of impact relate to the allocation of the transaction price to the various performance obligations under the contracts, the timing of revenue recognition for sales arrangement that contain customer acceptance clauses, and the sale of licenses that provide customers with the "right to use" the company's intellectual property.

The company performed a quantitative analysis of the main areas of impact as of September 1, 2018, and it does not expect the new standard to materially impact its consolidated financial statements.

Leases

IFRS 16, "*Leases*", was issued in January 2016. IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract, i.e., the customer (lessee) and the supplier (lessor). IFRS 16 will supersede IAS 17, "*Leases*", and related interpretations. This new standard is effective for annual periods beginning on or after January 1, 2019, with earlier adoption permitted if IFRS 15, "*Revenue from Contracts with Customers*", is also applied. The company has not yet assessed the impact that the new standard will have on its consolidated financial statements.

Foreign Currency Transactions and Advance Consideration

IFRIC 22, "*Foreign Currency Transactions and Advance Consideration*", was issued in December 2016. IFRIC 22 addresses how to determine the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income (or part of it) and on the derecognition of a non-monetary asset or non-monetary liability arising from the payment or receipt of advance consideration in a foreign currency. IFRIC 22 is effective for annual periods beginning on or after January 1, 2018. Early adoption is permitted. The company will adopt this interpretation on September 1, 2018 and its adoption will not have a material impact on the company's consolidated financial statements.

Uncertainty over Income Tax Treatments

IFRIC 23, "*Uncertainty over Income Tax Treatments*", was issued in June 2017. IFRIC 23 provides guidance on how to value uncertain income tax positions based on the probability of whether the relevant tax authorities will accept the company's tax treatments. A company is to assume that a taxation authority with the right to examine any amounts reported to it will examine those amounts and will have full knowledge of all relevant information when doing so. IFRIC 23 is effective for annual periods beginning on or after January 1, 2019. The company will adopt this interpretation on September 1, 2019 and is currently assessing the impact that it will have on its consolidated financial statements.

3 Business Combinations

Fiscal 2018

Astellia S.A. (business combination achieved in stages)

On September 8, 2017, the company acquired a 33.1% interest in Astellia S.A. (Astellia), a publicly traded company on the NYSE Euronext Paris stock exchange. Astellia is a provider of network and subscriber intelligence-enabling mobile operators to drive service quality, maximize operational efficiency, reduce churn and increase revenue. Its vendor-independent, real-time monitoring and troubleshooting solution is used to optimize networks end-to-end from radio to core. The purchase price amounted to €10 per share for a total cash consideration of €8,567,500 (US$10,311,100).

On October 10, 2017, the company reached an agreement with Astellia to acquire Astellia's remaining shares, at a share price of €10, for a total consideration of €17,321,380 (US$21,357,500) by way of a public tender offer. The public offering opened on December 15, 2017 and closed on January 26, 2018.

On December 21 and 22, 2017, the company acquired additional interests of 6.0% and 1.2% respectively in Astellia at a purchase price of €10 per share for a total cash consideration of €1,878,610 (US$2,218,600), which brought the company's investment in Astellia to 40.3%.

On January 26, 2018, upon the closing of the public tender offer, the company acquired additional interest of 48.1% in Astellia at a purchase price of €10 per share for a total cash consideration of €12,452,090 (US$15,476,900), which brought the company's investment in Astellia to 88.4% and provided the company with control over Astellia.

The company re-opened the public tender offer to acquire the remaining shares of Astellia from February 9, 2018 to February 22, 2018. During that period, the company acquired an additional interest of 8.9% in Astellia at a purchase price of €10 per share for a total cash consideration of €2,318,530 (US$2,841,400), which brought the company's investment in Astellia to 97.3%.

Finally, on February 28, 2018, the company entered into a squeeze-out process to acquire the remaining 2.7% interest in Astellia at a share price of €10, for a total cash consideration of €672,150 (US$820,600). The binding terms of the squeeze-out process gave the company control over Astellia's remaining shares as at February 28, 2018 and consequently, as of that date the company controlled 100% of Astellia's shares.

The fair value of the total consideration paid for all shares of Astellia amounted to €25,888,880 (US$32,137,800) and consisted of €21,102,880 (US$26,241,000) in cash, net of Astellia's cash of €4,786,000 (US$5,896,800) at the date of acquisition of control.

From September 8, 2017 to January 25, 2018, the investment in Astellia provided the company with significant influence over Astellia, and it was therefore accounted for under the equity method as required by IAS 28, "*Investments in Associates and Joint Ventures*". Under this method, on initial recognition this investment was recognized at cost, and the carrying amount decreased to recognize the company's share of the net loss of Astellia after the acquisition date. Included in the consolidated statement of earnings for the year ended August 31, 2018 is an equity loss pick-up of $2,079,800.

Upon the acquisition of an additional 48.1% interest in Astellia on January 26, 2018 (the "acquisition date"), the acquisition has been considered a business combination, and the acquisition was accounted for by applying the acquisition method as required by IFRS 3, "*Business Combinations*", and the requirements of IFRS 10, "*Consolidated Financial Statements*". Consequently, the fair value of the total consideration was allocated to the assets acquired and liabilities assumed based on management's estimate of their fair value as at the acquisition date. The results of operations of the acquired business have been included in the consolidated financial statements of the company since January 26, 2018. The company recognized the non-controlling interest in Astellia at fair value. At the acquisition date, the carrying value of the 40.3% interest in Astellia held prior to the business combination was re-measured at fair value, that is, €10 per share, and was deemed to have been disposed of on that date. This acquisition-date re-measurement and deemed disposal resulted in a gain of $2,079,800 that was accounted for in the consolidated statement of earnings for the year ended August 31, 2018.

In addition, upon the successive acquisitions of the non-controlling interest in February 2018, the company recorded a gain in the amount of $352,000 in shareholders' equity, representing the excess of the carrying value of the non-controlling interest and the purchase price paid.

The following table summarizes Astellia's contributed sales and net loss attributable to the parent interest for the period from January 26, 2018 to August 31, 2018:

Sales [1]	$	16,377
Net loss attributable to the parent interest [1, 2]	$	12,850

If the acquisition had occurred on September 1, 2017, consolidated pro forma sales and net loss attributable to the parent interest of the combined entities for the year ended August 31, 2018 would have been $292,134,000 and $18,768,000 respectively.

(1) Includes acquisition-related deferred revenue fair value adjustment of $2,095,000.
(2) Includes amortization of acquired intangible assets of $5,077,000.

The fair value of the total consideration was allocated based on an estimate of fair value of acquired net assets at the date of acquisition as follows:

Assets acquired		
Accounts receivable	$	16,374
Income taxes and tax credits recoverable		11,259
Inventories		3,045
Prepaid expenses		1,229
Property, plant and equipment		1,944
Core technologies		12,869
Customer relationships		8,381
Brand name		846
Other intangible assets		498
Other assets		1,402
		57,847
Liabilities assumed		
Accounts payable and accrued liabilities		11,068
Deferred revenue		4,748
Long-term debt (note 12)		8,888
Deferred income tax liabilities		2,692
Other liabilities		6,715
Net identifiable assets acquired		23,736
Goodwill		2,505
Fair value of the total consideration, net of cash acquired	$	26,241

The fair value of the total consideration, net of cash acquired, consisted of the following at the acquisition date:

Cash paid net of cash acquired	$	9,580
Fair value of shares held		12,967
Non-controlling interest (purchased in February 2018)		3,694
	$	26,241

The estimated fair value of acquired accounts receivable amounted to $16,374,000 as at January 26, 2018. The gross contractual amount of accounts receivable amounted to $18,758,000 as at January 26, 2018. The estimate at the acquisition date of the gross contractual cash flows not expected to be collected amounted to $2,384,000.

Acquired intangible assets are amortized on a straight-line basis over their estimated useful lives of four and eight years for core technologies, two to five years for customer relationships, and one year for brand name.

Acquired goodwill mainly represents synergies with the company's products as well as Astellia's acquired workforce. Acquired goodwill is not deductible for tax purposes. Goodwill is allocated to the Astellia cash-generating unit.

During the fourth quarter of fiscal 2018, the company completed the detailed valuation and finalized the allocation of the purchase price; this resulted in an increase of $497,000 in accounts receivable, an increase of $3,444,000 in intangible assets, an increase of $497,000 in accounts payable and accrued liabilities, an increase of $2,692,000 in deferred income tax liabilities and a corresponding decrease of $752,000 in goodwill.

The functional currency of Astellia is the euro and as such it is considered a foreign operation. The financial operations of Astellia are translated into Canadian dollars as follows: assets and liabilities are translated at the exchange rate in effect on the date of the balance sheet; revenue and expenses are translated at the monthly average exchange rate. The foreign currency translation adjustment arising from such translation is included in accumulated other comprehensive loss in shareholders' equity.

Yenista Optics S.A.S. (renamed EXFO Optics Inc.)

On October 2, 2017, the company acquired all issued and outstanding shares of Yenista Optics S.A.S. (EXFO Optics), a privately held company located in France and a supplier of advanced optical test equipment for the research and development and manufacturing markets. The acquisition-date fair value of the total consideration amounted to €9,400,000 (US$11,052,000) and consisted of €8,114,000 (US$9,540,000) in cash, net of EXFO Optics' cash of €1,286,000 (US$1,512,000) at the acquisition date.

This acquisition was accounted for by applying the acquisition method as required by IFRS 3, "*Business Combinations*", and the requirements of IFRS 10, "*Consolidated Financial Statements*"; consequently, the fair value of the total consideration was allocated to the assets acquired and liabilities assumed based on management's estimate of their fair value as at the acquisition date. The results of operations of the acquired business have been included in the consolidated financial statements of the company since October 2, 2017, being the acquisition date.

The fair value of the total consideration was allocated based on the fair value of acquired net assets at the date of acquisition as follows:

Assets acquired		
Accounts receivable	$	1,889
Inventories		2,384
Property, plant and equipment		1,424
Core technologies		3,686
Customer relationships		811
In-process research and development		305
Other intangible assets		132
Prepaid expenses		171
		10,802
Liabilities assumed		
Accounts payable and accrued liabilities		1,035
Long-term debt (note 12)		2,143
Deferred income taxes		1,510
Net identifiable assets acquired		6,114
Goodwill		3,426
Fair value of the total consideration, net of cash acquired	$	9,540

Acquired intangible assets are amortized on a straight-line basis over their estimated useful life of two to five years for core technologies and three months for customer relationships. In-process research and development is an indefinite-lived intangible asset until the underlying research and development project is completed. It will be amortized on a straight-line basis over its estimated useful life when the project will be completed.

Acquired goodwill mainly represents synergies with the company's products as well as EXFO Optics' acquired workforce. Acquired goodwill is not deductible for tax purposes. Goodwill is allocated to the EXFO Optics cash-generating unit.

The functional currency of EXFO Optics is the euro, and, as such, it is considered a foreign operation. The financial operations of EXFO Optics are translated into Canadian dollars as follows: assets and liabilities were translated at the exchange rate in effect on the date of the balance sheet; revenue and expenses are translated at the monthly average exchange rate. The foreign currency translation adjustment arising from such translation is included in accumulated other comprehensive loss in shareholders' equity.

Fiscal 2017

Absolute Analysis Inc.

On October 31, 2016, the company acquired substantially all the assets of Absolute Analysis Inc. (Absolute), a privately held company located in the United States, supplying solutions for radio frequency testing of fiber-based radio access networks. The acquisition-date fair value of the total consideration transferred amounted to $8,490,000 and consisted of $5,000,000 in cash and the issuance of 793,070 subordinate voting shares valued at $3,490,000.

This acquisition was accounted for by applying the acquisition method as required by IFRS 3, "*Business Combinations*", and the requirements of IFRS 10, "*Consolidated Financial Statements*"; consequently, the fair value of the total consideration transferred was allocated to the assets acquired and liability assumed based on management's estimate of their fair value as at the acquisition date. The results of operations of the acquired business have been included in the consolidated financial statements of the company since October 31, 2016, being the date of acquisition.

The fair value of the total consideration transferred was allocated based on a final estimate of fair value of acquired net assets at the date of acquisition as follows:

Assets acquired	
Core technology	$ 4,130
Other assets	236
	4,366
Liability assumed	
Deferred income taxes	279
Net identifiable assets acquired	4,087
Goodwill	4,403
Fair value of the total consideration transferred	$ 8,490

Intangible assets are amortized on a straight-line basis over their estimated useful lives of one to five years.

Acquired goodwill mainly represents synergies with the company's products as well as the Absolute acquired workforce. Acquired goodwill is deductible for tax purposes. Goodwill is allocated to the EXFO cash generating unit.

Ontology Partners Limited

On March 2, 2017, the company acquired all of the issued and outstanding shares of Ontology Partners Limited (Ontology), a privately held company located in the United Kingdom, a supplier of real-time network topology discovery and service-chain mapping. The acquisition-date fair value of the total consideration transferred amounted to $9,180,000 and consisted of $7,780,000 in cash, net of Ontology's cash of $2,156,000 at the acquisition date, plus a cash contingent consideration based on certain sales volumes of Ontology products over the 12-month period following the acquisition, with an estimated fair value of $1,400,000 at the acquisition date.

This acquisition was accounted for by applying the acquisition method as required by IFRS 3, "*Business Combinations*", and the requirements of IFRS 10, "*Consolidated Financial Statements*"; consequently, the fair value of the total consideration transferred was allocated to the assets acquired and liabilities assumed based on management's estimate of their fair value as at the acquisition date. The results of operations of the acquired business have been included in the consolidated financial statements of the company since March 2, 2017, being the date of acquisition.

The fair value of the total consideration transferred was allocated based on a final estimate of fair value of acquired net assets at the date of acquisition as follows:

Assets acquired	
Accounts receivable	$ 1,701
Core technology	3,802
Customer relationships	1,607
Other assets	37
	7,147
Liabilities assumed	
Accounts payable and accrued liabilities	3,343
Deferred revenue	211
Long-term debt	1,480
Net identifiable assets acquired	2,113
Goodwill	7,067
Fair value of the total consideration transferred, net of cash acquired	$ 9,180

Acquired intangible assets are amortized on a straight-line basis over their estimated useful life of five years.

Acquired goodwill mainly represents synergies with the company's products as well as Ontology acquired workforce. Acquired goodwill is not deductible for tax purposes. Goodwill is allocated to the Ontology cash generating unit.

In connection with business combinations completed in fiscal 2017 and 2018, the company incurred acquisition-related costs of $1,054,000 and $2,484,000 respectively, which are presented as follows:

	Years ended August 31,		
	2018	**2017**	**2016**
Selling and administrative expenses	$ 2,236	$ 1,054	$ –
Interest and other expenses	248	–	–
	$ 2,484	$ 1,054	$ –

4 Restructuring Charges

Fiscal 2018

In August 2018, the company implemented a restructuring plan to accelerate the integration of its newly acquired monitoring and analytics technologies from Astellia and simplify its cost structure and optimize resources as the company converges toward fewer sites and reduces its workforce.

This plan will result in expenses mainly comprising severance expenses, costs for remaining non-cancellable operating leases, write-off of research and development income tax credits and impairment of long-lived assets, net of related income taxes. During the fourth quarter of fiscal 2018, the company recorded severance expenses of $2,072,000, costs for remaining non-cancelable operating lease of $1,137,000, write-off of research and development income tax credits of $1,200,000 and impairment of long-lived assets of $150,000, net of related income taxes of $1,150,000, for total after-tax restructuring charges of $3,409,000. The remainder of the restructuring charges, which mainly comprise severance expenses, will be recorded in the first half of fiscal 2019.

Fiscal 2017

In May 2017, the company implemented a restructuring plan to streamline its passive monitoring solutions portfolio. This plan resulted in severance expenses of $4,049,000 and inventory write-offs of $1,030,000, for total restructuring charges of $5,079,000 during the year.

The following tables summarize changes in restructuring charges payable during the years ended August 31, 2017 and 2018.

Fiscal 2018 plan

	Year ended August 31, 2018
Balance – Beginning of year	$ –
Addition	3,209
Payments	(42)
Balance – End of year (note 11)	$ 3,167

Fiscal 2017 plan

	Years ended August 31,	
	2018	2017
Balance – Beginning of year	$ 2,477	$ –
Addition	–	4,049
Payments	(2,010)	(1,572)
Reversal	(467)	–
Balance – End of year (note 11)	$ –	$ 2,477

5 Capital Disclosures

The company is not subject to any external restrictions on its capital.

The company's objectives when managing capital are:

- To maintain a flexible capital structure that optimizes the cost of capital at acceptable risk;
- To sustain future development of the company, including research and development activities, market development and potential acquisitions of complementary businesses or products; and
- To provide the company's shareholders with an appropriate return on their investment.

No changes were made to the objectives and policies during the years ended August 31, 2017 and 2018.

The company defines its capital as shareholders' equity, excluding accumulated other comprehensive loss. The capital of the company amounted to $235,755,000 and $225,271,000 as at August 31, 2017 and 2018 respectively.

6 Financial Instruments

The following tables summarize financial instruments by category:

	As at August 31, 2018				
	Loans and receivables	Available for sale	Other financial liabilities	Derivatives used for hedging	Total
Financial assets					
Cash	$ 12,758	$ –	$ –	$ –	$ 12,758
Short-term investments	$ –	$ 2,282	$ –	$ –	$ 2,282
Accounts receivable	$ 46,955	$ –	$ –	$ –	$ 46,955
Other assets	$ 352	$ –	$ –	$ –	$ 352
Forward exchange contracts	$ –	$ –	$ –	$ 318	$ 318
Financial liabilities					
Bank loan	$ –	$ –	$ 10,692	$ –	$ 10,692
Accounts payable and accrued liabilities	$ –	$ –	$ 47,308	$ –	$ 47,308
Other liabilities	$ –	$ –	$ 3,197	$ –	$ 3,197
Long-term debt	$ –	$ –	$ 8,828	$ –	$ 8,828
Forward exchange contracts	$ –	$ –	$ –	$ 807	$ 807

	As at August 31, 2017					
	Loans and receivables	Available for sale	Other financial liabilities	Financial liabilities at fair value through profit or loss	Derivatives used for hedging	Total
Financial assets						
Cash	$ 38,435	$ –	$ –	$ –	$ –	$ 38,435
Short-term investments	$ –	$ 775	$ –	$ –	$ –	$ 775
Accounts receivable	$ 43,340	$ –	$ –	$ –	$ –	$ 43,340
Other assets	$ 36	$ –	$ –	$ –	$ –	$ 36
Forward exchange contracts	$ –	$ –	$ –	$ –	$ 2,258	$ 2,258
Financial liabilities						
Accounts payable and accrued liabilities	$ –	$ –	$ 36,776	$ –	$ –	$ 36,776
Contingent liability	$ –	$ –	$ –	$ 1,092	$ –	$ 1,092

Fair value

Cash, short-term investments, accounts receivable, other assets, bank loan, accounts payable and accrued liabilities and other liabilities are financial instruments whose carrying values approximate their fair values due to their short-term maturities. The fair value of the long-term debt amounted to $8,879,000 as at August 31, 2018.

The fair value of derivative and non-derivative financial assets and liabilities measured at fair value by level of hierarchy is as follows:

	As at August 31, 2018			As at August 31, 2017		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial assets						
Short-term investments	$ 2,282	$ –	$ –	$ 775	$ –	$ –
Forward exchange contracts	$ –	$ 318	$ –	$ –	$ 2,258	$ –
Financial liabilities						
Forward exchange contracts	$ –	$ 807	$ –	$ –	$ –	$ –
Contingent liability	$ –	$ –	$ –	$ –	$ –	$ 1,092

Valuation techniques used to value financial instruments are as follows:

The fair value of the long-term debt is estimated by discounting expected cash flows at rates currently offered to the company for debts of the same remaining maturities and conditions.

The fair value of forward exchange contracts is based on the amount at which they could be settled based on estimated current market rates.

Market risk

Currency risk

The functional currency of the company is the Canadian dollar. The company is exposed to currency risk as a result of its export sales of products manufactured in Canada, China, France and Finland, the majority of which are denominated in US dollars and euros. This risk is partially hedged by forward exchange contracts and certain cost of sales and operating expenses (US dollars and euros). In addition, the company is exposed to currency risk as a result of its research and development activities in India (Indian rupees). This risk is partially hedged by forward exchange contracts. Forward exchange contracts, which are designated as cash flow hedging instruments, qualify for hedge accounting.

As at August 31, 2017 and 2018, the company held contracts to sell US dollars for Canadian dollars and Indian rupees at various forward rates, which are summarized as follows:

US dollars – Canadian dollars

Expiry dates	Contractual amounts	Weighted average contractual forward rates
As at August 31, 2017		
September 2017 to August 2018	$ 18,300	1.3407
September 2018 to August 2019	10,900	1.3426
Total	$ 29,200	1.3414
As at August 31, 2018		
September 2018 to August 2019	$ 26,400	1.3029
September 2019 to August 2020	15,700	1.2756
September 2020 to May 2021	3,700	1.2703
Total	$ 45,800	1.2909

US dollars – Indian rupees

Expiry dates	Contractual amounts	Weighted average contractual forward rates
As at August 31, 2017		
September 2017 to August 2018	$ 3,400	69.49
September 2018 to February 2019	1,600	67.26
Total	$ 5,000	68.78
As at August 31, 2018		
September 2018 to May 2019	$ 4,600	67.68

The carrying amount of forward exchange contracts is equal to fair value, which is based on the amount at which they could be settled based on estimated current market rates.

As at August 31, 2018, forward exchange contracts in the amount of $318,000 are presented as current assets in other accounts receivable, forward exchange contracts in the amount of $590,000 are presented as current liabilities in accounts payable and accrued liabilities, and forward exchange contracts in the amount of $217,000 are presented as long-term liabilities in other long-term liabilities in the consolidated balance sheet. Forward exchange contracts of $64,000, included in other accounts receivable, for which related hedged sales are recognized, are recorded in the consolidated statement of earnings. Otherwise, other forward exchange contracts are not yet recorded in the consolidated statement of earnings and are recorded in other comprehensive income.

As at August 31, 2017, forward exchange contracts in the amount of $1,697,000 are presented as current assets in other accounts receivable and forward exchange contracts in the amount of $561,000 are presented as long-term assets in other long-term assets in the consolidated balance sheet. Forward exchange contracts of $261,000, included in other accounts receivable, for which related hedged sales are recognized, are recorded in the consolidated statement of earnings. Otherwise, other forward exchange contracts are not yet recorded in the consolidated statement of earnings and are recorded in other comprehensive income.

Based on the portfolio of forward exchange contracts as at August 31, 2018, the company estimates that the portion of net unrealized losses on these contracts as of that date, which will be realized and reclassified from accumulated other comprehensive income to net earnings over the next 12 months, amounts to $336,000.

For the years ended August 31, 2016, 2017 and 2018, the company recorded within its sales the following foreign exchange gains (losses) on forward exchange contracts:

	Years ended August 31,		
	2018	**2017**	**2016**
Gains (losses) on forward exchange contracts	$ 876	$ (468)	$ (2,651)

The following table summarizes significant derivative and non-derivative financial assets and liabilities that are subject to currency risk as at August 31, 2017 and 2018 and for which such risk is charged to earnings:

	As at August 31,			
	2018		**2017**	
	Carrying/nominal amount (in thousands of US dollars)	**Carrying/nominal amount (in thousands of euros)**	**Carrying/nominal amount (in thousands of US dollars)**	**Carrying/nominal amount (in thousands of euros)**
Financial assets				
Cash	$ 2,790	€ 3,352	$ 20,120	€ 6,235
Accounts receivable	30,306	3,787	28,420	6,164
	33,096	7,139	48,540	12,399
Financial liabilities				
Accounts payable and accrued liabilities	20,214	5,107	12,447	2,725
Forward exchange contracts (nominal value)	5,000	–	3,600	–
	25,214	5,107	16,047	2,725
Net exposure	$ 7,882	€ 2,032	$ 32,493	€ 9,674

In addition to these assets and liabilities, the company has derivative financial liabilities for its outstanding forward exchange contracts in the amount (nominal value) of $29,200,000 and $45,800,000 as at August 31, 2017 and 2018 respectively for which the currency risk is charged to other comprehensive income.

The value of the Canadian dollar compared to the US dollar was CA$1.2536 = US$1.00 and CA$1.3055 = US$1.00 as at August 31, 2017 and 2018 respectively.

The value of the Canadian dollar compared to the euro was CA$1.4825 = €1.00 and CA$1.5210 = €1.00 as at August 31, 2017 and 2018 respectively.

The following sensitivity analysis summarizes the effect that a change in the value of the Canadian dollar (compared to the US dollar and euro) on derivative and non-derivative financial assets and liabilities denominated in US dollars and euros would have on net earnings, net earnings per diluted share and comprehensive income, based on the foreign exchange rates as at August 31, 2017 and 2018:

- An increase (decrease) of 10% in the period-end value of the Canadian dollar compared to the US dollar would decrease (increase) net earnings by $2,726,000, or $0.05 per diluted share, and $844,000, or $0.02 per diluted share, as at August 31, 2017 and 2018 respectively.

- An increase (decrease) of 10% in the period-end value of the Canadian dollar compared to the euro would decrease (increase) net earnings by $1,025,000, or $0.02 per diluted share, and $335,000 or $0.01 per diluted share, as at August 31, 2017 and 2018 respectively.

- An increase (decrease) of 10% in the period-end value of the Canadian dollar compared to the US dollar would increase (decrease) other comprehensive income by $2,744,000 and $2,956,000 as at August 31, 2017 and 2018 respectively.

The impact of the change in the value of the Canadian dollar compared to the US dollar and the euro on these derivative and non-derivative financial assets and liabilities is recorded in the foreign exchange gain or loss line item in the consolidated statements of earnings, except for outstanding forward contracts, and except for those of foreign operations, whose impact is recorded in other comprehensive income. The change in the value of the Canadian dollar compared to the US dollar and the euro also affects the company's balances of income tax recoverable or payable, as well as deferred income tax assets and liabilities denominated in US dollars and euros; this may result in additional and significant foreign exchange gains or losses. However, these tax-related assets and liabilities are not considered financial instruments and are therefore excluded from the sensitivity analysis above. The foreign exchange rate fluctuations also flow through the consolidated statements of earnings line items, as a significant portion of the company's cost of sales and operating expenses are denominated in Canadian dollars, euros, British pounds and Indian rupees, and the company reports its results in US dollars; that effect is not reflected in the sensitivity analysis above.

Interest rate risk

The company has limited exposure to interest rate risk. The company is mainly exposed to interest rate risks through its cash, short-term investments, bank loan and long-term debt.

The company analyses its interest risk exposure on an ongoing basis. A change in interest rate of 1% would have an insignificant impact on net earnings and comprehensive income.

Short-term investments

Short-term investments consist of the following:

	As at August 31,	
	2018	**2017**
Term deposits denominated in Indian rupees, bearing interest at annual rates of 5.0% to 6.8% in 2018 and 4.3% to 6.9% in 2017, maturing on different dates between October 2018 and August 2019 in 2018 and October 2017 and October 2018 in 2017	$ 1,909	$ 775
Other	373	–
	$ 2,282	$ 775

Due to their short-term maturity, the company's short-term investments are not subject to a significant fair value interest rate risk. Accordingly, changes in fair value have been nominal to the degree that amortized cost approximates the fair value. Any change in the fair value of the company's short-term investments, all of which are classified as available for sale, is recorded in other comprehensive income.

Other financial instruments

Short-term other liabilities bear interest at EURIBOR prime rate, plus a margin. Accounts receivable, other assets, accounts payable and accrued liabilities and the contingent liability are non-interest-bearing financial assets and liabilities.

Credit risk

Financial instruments that potentially subject the company to credit risk consist of cash, short-term investments, accounts receivable, other assets and forward exchange contracts (with a positive fair value). As at August 31, 2018, the company's short-term investments consist of debt instruments issued by high-credit quality corporations. These debt instruments are not expected to be affected by a significant credit risk. The company's cash and forward exchange contracts are held with or issued by high-credit quality financial institutions; therefore, the company considers the risk of non-performance on these instruments to be limited.

Generally, the company does not require collateral or other security from customers for trade accounts receivable; however, credit is extended to customers following an evaluation of creditworthiness. In addition, the company performs ongoing credit reviews of all its customers and establishes an allowance for doubtful accounts receivable when accounts are determined to be uncollectible. Allowance for doubtful accounts amounted to $2,960,000 and $772,000 as at August 31, 2017 and 2018 respectively.

For the years ended August 31, 2016 and 2018, no customer represented more than 10% of sales. For the year ended August 31, 2017, the company's top customer represented 10.1% of sales.

The following table summarizes the age of trade accounts receivable:

	As at August 31,	
	2018	2017
Current	$ 34,344	$ 35,100
Past due, 0 to 30 days	6,011	3,049
Past due, 31 to 60 days	2,556	1,289
Past due, more than 60 days, net of allowance for doubtful accounts of $2,960 and $772 as at August 31, 2017 and 2018, respectively	4,362	1,692
	$ 47,273	$ 41,130

Changes in the allowance for doubtful accounts are as follows:

	Years ended August 31,	
	2018	2017
Balance – Beginning of year	$ 2,960	$ 3,752
Addition charged to earnings	834	654
Writeoff of uncollectible accounts	(3,022)	(1,446)
Balance – End of year	$ 772	$ 2,960

Liquidity risk

Liquidity risk is defined as the potential that the company cannot meet its obligations as they become due.

The following tables summarize the contractual maturity of the company's derivative and non-derivative financial liabilities:

	As at August 31, 2018		
	No later than one year	Later than 1 year and no later than 5 years	Later than 5 years
Bank loan	$ 10,692	$ –	$ –
Accounts payable and accrued liabilities	47,308	–	–
Forward exchange contracts			
Outflow	31,000	19,400	–
Inflow	(30,738)	(18,940)	–
Long-term debt	2,921	5,745	162
Other liabilities	3,197	–	–
Total	$ 64,380	$ 6,205	$ 162

	As at August 31, 2017	
	No later than one year	Later than 1 year and no later than 5 years
Accounts payable and accrued liabilities	$ 36,776	$ –
Contingent liability	1,092	–
Forward exchange contracts		
Outflow	21,700	12,500
Inflow	(23,265)	(13,357)
Total	$ 36,303	$ (857)

As at August 31, 2018, the company had $15,040,000 in cash and short-term investments and $51,410,000 in accounts receivable. In addition to these financial assets, the company has unused available lines of credit totaling $52,695,000 for working capital and other general corporate purposes, including potential acquisitions as well as unused lines of credit totaling $25,053,000 for foreign currency exposure related to its forward exchange contracts (note 10).

7 Inventories

	As at August 31,	
	2018	2017
Raw materials	$ 24,561	$ 18,899
Work in progress	869	886
Finished goods	13,159	14,047
	$ 38,589	$ 33,832

The cost of sales comprised almost exclusively the amount of inventory recognized as an expense during the reporting years, and amounts to $89,058,000, $98,503,000 and $116,293,000 for the years ended August 31, 2016, 2017 and 2018 respectively, including related depreciation and amortization, which are shown separately in operating expenses (note 18).

Inventory writedown amounted to $3,678,000, $3,259,000 and $2,541,000 for the years ended August 31, 2016, 2017 and 2018 respectively.

8 Property, Plant and Equipment

	Land and land improvements	Buildings	Equipment	Leasehold improvements	Total
Cost as at September 1, 2016	$ 4,322	$ 29,755	$ 30,717	$ 2,918	$ 67,712
Additions	–	794	5,562	319	6,675
Business combinations (note 3)	–	–	130	–	130
Disposals	–	–	(2,568)	(339)	(2,907)
Foreign currency translation adjustment	200	1,402	1,733	150	3,485
Cost as at August 31, 2017	4,522	31,951	35,574	3,048	75,095
Additions	17	3,048	5,677	46	8,788
Business combinations (note 3)	–	–	3,105	263	3,368
Disposals	–	(1,413)	(3,651)	(175)	(5,239)
Foreign currency translation adjustment	(180)	(1,240)	(1,617)	(134)	(3,171)
Cost as at August 31, 2018	$ 4,359	$ 32,346	$ 39,088	$ 3,048	$ 78,841
Accumulated depreciation as at September 1, 2016	$ 1,192	$ 6,602	$ 22,902	$ 1,038	$ 31,734
Depreciation for the year	45	403	3,162	292	3,902
Disposals	–	–	(2,210)	(339)	(2,549)
Foreign currency translation adjustment	58	328	1,353	137	1,876
Accumulated depreciation as at August 31, 2017	1,295	7,333	25,207	1,128	34,963
Depreciation for the year	48	604	4,420	372	5,444
Disposals	–	(994)	(3,440)	(30)	(4,464)
Foreign currency translation adjustment	(53)	(282)	(1,024)	(53)	(1,412)
Accumulated depreciation as at August 31, 2018	$ 1,290	$ 6,661	$ 25,163	$ 1,417	$ 34,531
Net carrying value as at:					
August 31, 2017	$ 3,227	$ 24,618	$ 10,367	$ 1,920	$ 40,132
August 31, 2018	$ 3,069	$ 25,685	$ 13,925	$ 1,631	$ 44,310

As at August 31, 2017 and 2018, unpaid additions to property, plant and equipment amounted to $522,000 and $1,788,000 respectively.

9 Intangible Assets and Goodwill

Intangible assets

	Core technology	Customer relationships	In-process research and development	Brand name	Software	Total
Cost as at September 1, 2016	$ 4,302	$ –	$ –	$ –	$ 10,843	$ 15,145
Additions	–	–	–	–	912	912
Business combinations (note 3)	7,932	1,607	–	–	–	9,539
Disposals	(76)	–	–	–	(407)	(483)
Foreign currency translation adjustment	735	82	–	–	553	1,370
Cost as at August 31, 2017	12,893	1,689	–	–	11,901	26,483
Additions	89	–	–	–	3,049	3,138
Business combinations (note 3)	16,555	9,192	305	846	630	27,528
Disposal	(60)	–	–	–	(2,474)	(2,534)
Foreign currency translation adjustment	(1,419)	(590)	(13)	(50)	(446)	(2,518)
Cost as at August 31, 2018	$ 28,058	$ 10,291	$ 292	$ 796	$ 12,660	$ 52,097
Accumulated amortization as at September 1, 2016	$ 2,307	$ –	$ –	$ –	$ 9,447	$ 11,754
Amortization for the year	2,617	167	–	–	505	3,289
Disposals	(54)	–	–	–	(398)	(452)
Foreign currency translation adjustment	260	2	–	–	447	709
Accumulated amortization as at August 31, 2017	5,130	169	–	–	10,001	15,300
Amortization for the year	4,878	3,949	–	519	981	10,327
Disposal	(45)	–	–	–	(2,462)	(2,507)
Foreign currency translation adjustment	(353)	(185)	–	(7)	(344)	(889)
Accumulated amortization as at August 31, 2018	$ 9,610	$ 3,933	$ –	$ 512	$ 8,176	$ 22,231
Net carrying value as at:						
August 31, 2017	$ 7,763	$ 1,520	$ –	$ –	$ 1,900	$ 11,183
August 31, 2018	$ 18,448	$ 6,358	$ 292	$ 284	$ 4,484	$ 29,866
Remaining amortization period as at August 31, 2018	5 years	2 years	–	–	3 years	

Goodwill

	Years ended August 31, 2018	Years ended August 31, 2017
Balance – Beginning of year	$ 35,077	$ 21,928
Business combinations (note 3)	5,931	11,470
Foreign currency translation adjustment	(1,116)	1,679
Balance – End of year	$ 39,892	$ 35,077

In the fourth quarter of fiscal 2017 and 2018, the company performed its annual goodwill impairment test for all CGUs.

Goodwill has been allocated to the lowest level within the company at which it is monitored by management to make business decisions, which are the following CGUs:

	As at August 31,	
	2018	2017
EXFO CGU	$ 13,185	$ 13,772
Brix CGU	13,327	13,878
Ontology CGU (note 3)	7,471	7,427
Yenista CGU (note 3)	3,562	–
Astellia CGU (note 3)	2,347	–
Total	$ 39,892	$ 35,077

In performing the goodwill impairment review of its CGUs, the company determined the recoverable amount of goodwill based on fair value less costs of disposal. In estimating the recoverable amount of its CGUs, the company used a market approach, which is based on sales multiples within the range of 1.7 to 3.4 times sales, for comparable businesses with similar operations within the same industry over the past year. The company applied judgment in making certain adjustments for factors such as size, risk profile or profitability of the comparable businesses, when compared to the company's CGU. In addition, for the Brix CGU, the company also used a liquidation approach based on the level of research and development expenses incurred over the last three years.

As at August 31, 2018, the recoverable amount for all CGUs exceeded their carrying value.

10 Credit Facilities

On October 25, 2017, the company modified certain credit facilities whereby existing lines of credit that provided advances up to CA$4,800,000 (US$3,677,000) and up to US$6,000,000 for operating purposes were cancelled and replaced with a credit facility of CA$28,929,000 (US$22,159,000) mainly for the acquisition of the remaining shares of Astellia under the public tender offer (note 3).

In addition, on December 21, 2017, the company cancelled and replaced this renewed credit facility (that provided advances up to CA$28,929,000 (US$22,159,000)), with new revolving credit facilities of up to CA$70,000,000 (US$53,620,000) and US$9,000,000. These modified credit facilities were used to finance a portion of the acquisition of Astellia's remaining shares and are used to finance working capital and for other general corporate purposes. The Canadian dollar revolving credit facility bears interest at the Canadian prime rate or LIBOR, plus a margin, and the US dollar revolving credit facility bears interest at the US prime rate or LIBOR plus a margin. These revolving credit facilities are secured by a movable mortgage over the universality of the company's Canadian movable assets, present and future, as well as over the universality of movable assets, present and future, of certain US and UK subsidiaries. The company is subject to covenants under this credit facility that were met as at August 31, 2018. As at August 31, 2018, an amount of $11,750,000 was drawn from these credit facilities for the bank loan of $10,692,000 and letters of guarantee of $1,058,000.

The company also has credit facilities of up to €2,150,000 (US$2,505,000) for which an amount of €583,000 (US$680,000) was drawn from these lines of credit for letters of guarantee. These credit facilities are unsecured and bear interest at the EURIBOR prime rate, plus a margin.

In addition, the company has lines of credit totaling $26,782,000 for the foreign currency risk exposure related to its US dollar – Canadian dollar forward exchange contracts (note 6). As at August 31, 2018, an amount of $3,150,000 was reserved from these lines of credit.

Finally, the company has a line of credit of INR 127,660,000 (US$1,800,000) for the foreign currency risk exposure related to its US dollar – Indian rupee forward exchange contracts (note 6). As at August 31, 2018, an amount of INR 26,879,000 (US$379,000) was reserved from this line of credit.

11 Accounts Payable and Accrued Liabilities and Provisions

Accounts payable and accrued liabilities

	As at August 31,	
	2018	**2017**
Trade	$ 26,052	$ 19,002
Salaries and social benefits	18,101	15,176
Forward exchange contracts (note 6)	590	–
Other	3,155	2,598
	$ 47,898	$ 36,776

Provisions

	As at August 31,	
	2018	**2017**
Warranty	$ 417	$ 320
Contingent liability (note 3)	–	1,092
Restructuring charges (note 4)	3,167	2,477
Other	1,717	–
	$ 5,301	$ 3,889

12 Long-Term Debt

As part of the acquisitions of EXFO Optics and Astellia, the company assumed long-term debt (note 3).

	As at August 31,	
	2018	**2017**
Unsecured, non-interest-bearing loans, denominated in euros, repayable in quarterly instalments, maturing in March 2024 and March 2025	$ 883	$ –
Unsecured loans, denominated in euros, repayable in monthly, quarterly or bi-annual instalments, bearing interest at annual rates of nil to 5.0%, maturing at different dates between December 2018 and September 2023	4,853	–
Loans, secured by the universality of the assets of a subsidiary, denominated in euros, repayable in monthly instalments, bearing interest at annual rates of 0.7% to 2.0%, maturing at different dates between December 2018 and August 2022	828	–
Loans, secured by the universality of the assets of a subsidiary, denominated in euros, repayable in monthly or quarterly instalments, bearing interest at annual rates of 1.1% to 2.9%, maturing at different dates between March 2020 and July 2022	2,264	–
	8,828	–
Current portion of long-term debt	2,921	–
	$ 5,907	$ –

The company is subject to certain covenants under its long-term debt that were met as at August 31, 2018.

Principal repayments of long-term debt over the forthcoming years are as follows as at August 31, 2018:

No later than one year	$ 2,921
Later than one year and no later than five years	5,745
Later than five years	162
	$ 8,828

13 Commitments

The company entered into operating leases for certain of its premises and equipment, which expire at various dates through 2024. Minimum rentals payable under operating leases are as follows:

	As at August 31,	
	2018	**2017**
No later than 1 year	$ 3,365	$ 2,176
Later than 1 year and no later than 5 years	9,519	6,238
Later than 5 years	502	1,681
	$ 13,386	$ 10,095

For the years ended August 31, 2016, 2017 and 2018, rental expenses under operating leases amounted to $2,728,000, $2,945,000 and $3,884,000 respectively.

The company also entered into license agreements for certain intellectual property which expire at various dates through 2022:

	As at August 31,	
	2018	**2017**
No later than 1 year	$ 1,492	$ 1,264
Later than 1 year and no later than 5 years	1,982	1,450
	$ 3,474	$ 2,714

14 Share Capital

Authorized – unlimited as to number, without par value

- Subordinate voting and participating, bearing a non-cumulative dividend to be determined by the Board of Directors, ranking *pari passu* with multiple voting shares
- Multiple voting and participating, entitling to 10 votes each, bearing a non-cumulative dividend to be determined by the Board of Directors, convertible at the holder's option into subordinate voting shares on a one-for-one basis, ranking *pari passu* with subordinate voting shares

The following table summarizes the share capital activity:

	Multiple Voting Shares		Subordinate Voting Shares		
	Number	Amount	Number	Amount	Total amount
Balance as at September 1, 2015	31,643,000	$ 1	22,092,034	$ 86,044	$ 86,045
Redemption of restricted share units (note 16)	–	–	277,805	–	–
Redemption of deferred share units (note 16)	–	–	653	–	–
Redemption of share capital	–	–	(452,550)	(1,768)	(1,768)
Reclassification of stock-based compensation costs to share capital upon exercise of stock awards	–	–	–	1,239	1,239
Balance as at August 31, 2016	31,643,000	1	21,917,942	85,515	85,516
Issuance of share capital (note 3)	–	–	793,070	3,490	3,490
Redemption of restricted share units (note 16)	–	–	327,859	–	–
Redemption of deferred share units (note 16)	–	–	29,906	–	–
Reclassification of stock-based compensation costs to share capital upon exercise of stock awards	–	–	–	1,405	1,405
Balance as at August 31, 2017	31,643,000	1	23,068,777	90,410	90,411
Redemption of restricted share units (note 16)	–	–	345,883	–	–
Redemption of deferred share units (note 16)	–	–	58,335	–	–
Reclassification of stock-based compensation costs to share capital upon exercise of stock awards	–	–	–	1,526	1,526
Balance as at August 31, 2018	31,643,000	$ 1	23,472,995	$ 91,936	$ 91,937

a) On March 29, 2016, the company announced that its Board of Directors had approved the renewal of its share repurchase program, by way of a normal course issuer bid on the open market of up to 6.6% of the issued and outstanding subordinate voting shares, representing 900,000 subordinate voting shares at the prevailing market price. The normal course issuer bid started on April 1, 2016 and ended on March 31, 2017. All share repurchased under that bid were cancelled.

15 Accumulated Other Comprehensive Loss

Changes in accumulated other comprehensive loss are as follows:

	Foreign currency translation adjustment	Cash-flow hedge	Accumulated other comprehensive loss
Balance as at September 1, 2015	$ (49,843)	$ (2,162)	$ (52,005)
Foreign currency translation adjustment	707	–	707
Changes in unrealized gains/losses on forward exchange contracts, net of deferred income taxes	–	2,724	2,724
Balance as at August 31, 2016	(49,136)	562	(48,574)
Foreign currency translation adjustment	8,262	–	8,262
Changes in unrealized gains/losses on forward exchange contracts, net of deferred income taxes	–	1,347	1,347
Balance as at August 31, 2017	(40,874)	1,909	(38,965)
Foreign currency translation adjustment	(6,491)	–	(6,491)
Changes in unrealized gains/losses on forward exchange contracts, net of deferred income taxes	–	(1,894)	(1,894)
Balance as at August 31, 2018	$ (47,365)	$ 15	$ (47,350)

16 Stock-Based Compensation Plans

The following table summarizes the stock-based compensation costs recognized for employee services received during the years ended August 31, 2016, 2017 and 2018:

	Years ended August 31,		
	2018	2017	2016
Stock-based compensation costs arising from equity-settled awards	$ 1,770	$ 1,439	$ 1,394
Stock-based compensation costs arising from cash-settled awards	(22)	38	(16)
	$ 1,748	$ 1,477	$ 1,378

The maximum number of additional subordinate voting shares issuable under the Long-Term Incentive Plan and the Deferred Share Unit Plan cannot exceed 11,792,893 shares. The maximum number of subordinate voting shares that may be granted to any individual on an annual basis cannot exceed 5% of the number of outstanding subordinate voting shares. The company settles equity-settled awards through the issuance of common shares from treasury.

Long-Term Incentive Plan

The company established the Long-Term Incentive Plan for its directors, executive officers and employees and those of its subsidiaries, as determined by the Board of Directors. The plan, which includes stock options and restricted share units, was approved by the shareholders of the company.

Stock Options

The exercise price of stock options granted under the Long-Term Incentive Plan is the market price of the common shares on the date of grant. Stock options granted under the plan expire 10 years from the date of grant and generally vest over a four-year period, being the required period of service from employees, generally with 25% vesting on an annual basis commencing on the first anniversary of the date of grant. As at August 31, 2017 and 2018, the company had no outstanding or exercisable stock options.

Restricted Share Units (RSUs)

RSUs are stock awards that rise and fall in value based on the market price of the company's subordinate voting shares and are redeemable for actual subordinate voting shares. Vesting dates are also established by the Board of Directors on the date of grant. The vesting dates are subject to a minimum term of three years and a maximum term of 10 years from the award date, being the required period of service from employees. Fair value of RSUs equals the market price of the common shares on the date of grant.

The following table summarizes RSU activity for the years ended August 31, 2016, 2017 and 2018:

	Years ended August 31,		
	2018	**2017**	**2016**
Outstanding – Beginning of year	1,611,330	1,551,555	1,299,958
Granted	420,621	527,143	572,008
Redeemed	(345,883)	(327,859)	(277,805)
Forfeited	(70,916)	(139,509)	(42,606)
Outstanding – End of year	1,615,152	1,611,330	1,551,555

None of the RSUs outstanding as at August 31, 2017 and 2018 were redeemable. The weighted average grant-date fair value of RSUs granted during the years ended August 31, 2016, 2017 and 2018 amounted to $3.23, $4.54 and $4.22 respectively.

The weighted-average market price of the shares at the date of redemption of RSUs redeemed during the years ended August 31, 2016, 2017 and 2018, was $3.03, $4.55 and $4.19 respectively.

Deferred Share Unit Plan

The company established a Deferred Share Unit (DSU) Plan for the members of the Board of Directors as part of their annual retainer fees. Each DSU entitles the Board members to receive one subordinate voting share. DSUs are acquired on the date of grant and are redeemed in subordinate voting shares when the Board member ceases to be a Director of the company. This plan was approved by the shareholders of the company.

The following table summarizes DSU activity for the years ended August 31, 2016, 2017 and 2018:

	Years ended August 31,		
	2018	2017	2016
Outstanding – Beginning of year	174,279	159,127	114,810
Granted	65,745	45,058	44,970
Redeemed	(58,335)	(29,906)	(653)
Outstanding – End of year	181,689	174,279	159,127

As at August 31, 2016, 2017 and 2018, none of the DSUs outstanding were redeemable. The weighted average grant-date fair value of DSUs granted during the years ended August 31, 2016, 2017 and 2018, amounted to $3.33, $4.53 and $4.10 respectively.

The weighted-average market price of the shares at the date of redemption of DSUs redeemed during the years ended August 31, 2016, 2017 and 2018, was $3.04, $5.02 and $4.29 respectively.

Stock Appreciation Rights Plan

The company established the Stock Appreciation Rights Plan for certain employees. Under that plan, eligible employees are entitled to receive a cash amount equivalent to the difference between the market price of the common shares on the date of exercise and the exercise price determined on the date of grant. Stock appreciation rights granted under the plan expire 10 years from the date of grant and generally vest over a four-year period, being the required period of service from employees. This plan was approved by the shareholders of the company.

The liability arising from stock appreciation rights as at August 31, 2017 and 2018 amounted to $115,000 and $93,000 respectively and is recorded in accounts payable and accrued liabilities in the consolidated balance sheets. Stock appreciation rights are immaterial to the company's consolidated financial statements.

17 Related-Party Disclosures

Ultimate controlling shareholder

Mr. Germain Lamonde, the company's Executive Chairman, is the company's ultimate controlling shareholder.

Compensation of key management personnel

	Years ended August 31,		
	2018	2017	2016
Salaries and short-term employee benefits	$ 3,985	$ 3,715	$ 3,701
Stock-based compensation costs	1,047	775	826
	$ 5,032	$ 4,490	$ 4,527

Key management personnel includes senior management and directors.

18 Statements of Earnings

Net research and development

Net research and development expenses comprise the following:

	Years ended August 31,		
	2018	2017	2016
Gross research and development expenses	$ 65,243	$ 53,124	$ 47,875
Research and development tax credits and grants	(8,089)	(5,956)	(5,188)
Net research and development expenses for the year	$ 57,154	$ 47,168	$ 42,687

Depreciation and amortization

Depreciation and amortization expenses by functional area are as follows:

	Years ended August 31,		
	2018	2017	2016
Cost of sales			
Depreciation of property, plant and equipment	$ 2,077	$ 1,522	$ 1,290
Amortization of intangible assets	9,212	2,652	702
	11,289	4,174	1,992
Selling and administrative expenses			
Depreciation of property, plant and equipment	902	530	501
Amortization of intangible assets	592	251	75
	1,494	781	576
Net research and development expenses			
Depreciation of property, plant and equipment	2,465	1,850	2,023
Amortization of intangible assets	523	386	395
	2,988	2,236	2,418
	$ 15,771	$ 7,191	$ 4,986
Depreciation of property, plant and equipment	$ 5,444	$ 3,902	$ 3,814
Amortization of intangible assets	10,327	3,289	1,172
Total depreciation and amortization expenses for the year	$ 15,771	$ 7,191	$ 4,986

Employee compensation

Employee compensation comprises the following:

	Years ended August 31,		
	2018	2017	2016
Salaries and benefits	$ 134,453	$ 115,832	$ 112,569
Restructuring charges	2,072	3,509	–
Stock-based compensation costs	1,748	1,414	1,378
Total employee compensation for the year	$ 138,273	$ 120,755	$ 113,947

Restructuring charges by functional area are as follows:

	Years ended August 31,		
	2018	2017	2016
Cost of sales	$ 517	$ 1,697	$ –
Selling and administrative expenses	673	1,150	–
Net research and development costs	3,219	2,232	–
Interest and other expense	150	–	–
Income taxes	(1,150)	–	–
Total restructuring charges for the year	$ 3,409	$ 5,079	$ –

Stock-based compensation costs by functional area are as follows:

	Years ended August 31,		
	2018	2017	2016
Cost of sales	$ 143	$ 121	$ 107
Selling and administrative expenses	1,217	1,052	972
Net research and development expenses	388	304	299
Total stock-based compensation costs for the year	$ 1,748	$ 1,477	$ 1,378

19 Other Disclosures

Defined contribution pension plans

The company maintains separate defined contribution pension plans for certain eligible employees. These plans, which are accounted for on an accrual basis, are summarized as follows:

- Canadian defined contribution pension plan

  The company maintains a plan for certain eligible employees residing in Canada, under which the company may elect to match the employees' contributions up to a maximum of 4% of an employee's gross salary. Cash contributions to this plan and expenses for the years ended August 31, 2016, 2017 and 2018, amounted to $1,374,000, $1,571,000 and $1,610,000 respectively.

- US defined contribution pension plan (401K plan)

  The company maintains a 401K plan for eligible employees residing in the U.S. Under this plan, the company must contribute an amount equal to 3% of an employee's current compensation. In addition, eligible employees may contribute up to the lesser of 1% of eligible compensation or the statutorily prescribed annual limit to the 401K plan. The 401K plan permits but does not require the company to make additional matching contributions to the 401K plan on behalf of the eligible participants, subject to a maximum of 50% of the first 6% of the participant's current compensation subject to certain legislated maximum contribution limits. During the years ended August 31, 2016, 2017 and 2018, the company recorded cash contributions and expenses totaling $622,000, $630,000 and $591,000 respectively.

20 Income Taxes

The reconciliation of the income tax provision (recovery) calculated using the combined Canadian federal and provincial statutory income tax rate with the income tax provision in the financial statements is as follows:

	Years ended August 31,		
	2018	2017	2016
Income tax provision (recovery) at combined Canadian federal and provincial statutory tax rate (27%)	$ (1,775)	$ 2,014	$ 4,499
Increase (decrease) due to:			
Foreign income/loss taxed at different rates	452	(900)	(1,025)
Non-deductible loss (non-taxable income)	(69)	(245)	5
Non-deductible expenses	1,285	981	411
Change in tax rates	167	(10)	–
Effect of the US tax reform	1,528	–	–
Foreign exchange effect of translation of foreign subsidiaries in the functional currency	(16)	176	566
Recognition of previously unrecognized deferred income tax assets	(560)	–	–
Utilization of previously unrecognized deferred income tax assets	(627)	(46)	–
Unrecognized deferred income tax assets on temporary deductible differences and unused tax losses	6,100	4,659	3,702
Other	(807)	(21)	(394)
Income tax provision for the year	$ 5,678	$ 6,608	$ 7,764

	Years ended August 31,		
	2018	2017	2016
The income tax provision consists of the following:			
Current			
Current income taxes	$ 4,310	$ 5,554	$ 6,186
Deferred			
Deferred income taxes relating to the origination and reversal of temporary differences	(3,545)	(3,559)	(2,124)
Benefit arising from previously unrecognized tax losses and deductible temporary differences	(560)	–	–
Utilization of previously unrecognized deferred income tax assets	(627)	(46)	–
	(4,732)	(3,605)	(2,124)
Unrecognized deferred income tax assets on temporary deductible differences and unused tax losses	6,100	4,659	3,702
	1,368	1,054	1,578
Income tax provision for the year	$ 5,678	$ 6,608	$ 7,764

On December 22, 2017, the US tax reform ("Tax Cuts and Jobs Act") was substantively enacted and reduces the maximum corporate income tax rate from 35% to 21%, effective January 1, 2018. Based on management's estimate of deferred tax assets expected to be used in fiscal 2018 and beyond against taxable income in the United States, the company recorded a deferred income tax expense of $1,528,000 in the consolidated statement of earnings for the twelve months ended August 31, 2018 to account for the effect of this new substantively enacted tax rate.

The changes in deferred income tax assets and liabilities for the year ended August 31, 2017 are as follows:

	Balance as at September 1, 2016	Credited (charged) to the statement of earnings	Credited (charged) to shareholders' equity	Business combinations	Foreign currency translation adjustment	Balance as at August 31, 2017
Deferred income tax assets						
Long-lived assets	$ 2,255	$ (240)	$ –	$ (279)	$ 66	$ 1,802
Provisions and accruals	4,246	(89)	(479)	–	94	3,772
Deferred revenue	2,330	486	–	–	74	2,890
Research and development expenses	2,361	248	–	–	122	2,731
Losses carried forward	4,598	(1,470)	–	1,059	54	4,241
Deferred income tax liabilities						
Long-lived assets	–	111	–	(1,059)	(54)	(1,002)
Research and development tax credits	(10,407)	(100)	–	–	(488)	(10,995)
Total	$ 5,383	$ (1,054)	$ (479)	$ (279)	$ (132)	$ 3,439
Classified as follows:						
Deferred income tax assets	$ 8,240					$ 6,555
Deferred income tax liabilities	(2,857)					(3,116)
	$ 5,383					$ 3,439

The changes in deferred income tax assets and liabilities for the year ended August 31, 2018 are as follows:

	Balance as at September 1, 2017	Credited (charged) to the statement of earnings	Credited (charged) to shareholders' equity	Business combinations	Foreign currency translation adjustment	Balance as at August 31, 2018
Deferred income tax assets						
Long-lived assets	$ 1,802	$ 200	$ –	$ –	$ (77)	$ 1,925
Provisions and accruals	3,772	(250)	554	–	(113)	3,963
Deferred revenue	2,890	(101)	–	–	(73)	2,716
Research and development expenses	2,731	(101)	–	–	(106)	2,524
Losses carried forward	4,241	(2,633)	–	3,687	(222)	5,073
Deferred income tax liabilities						
Long-lived assets	(1,002)	1,903	–	(7,889)	527	(6,461)
Research and development tax credits	(10,995)	(386)	–	–	445	(10,936)
Total	$ 3,439	$ (1,368)	$ 554	$ (4,202)	$ 381	$ (1,196)
Classified as follows:						
Deferred income tax assets	$ 6,555					$ 4,714
Deferred income tax liabilities	(3,116)					(5,910)
	$ 3,439					$ (1,196)

Unrecognized deferred income tax assets on temporary deductible differences and unused tax losses are as follows:

	As at August 31,	
	2018	2017
Temporary deductible differences	$ 1,435	$ 2,271
Losses carried forward	42,361	43,670
	$ 43,796	$ 45,941

As at August 31, 2018, the year of expiry of operating losses for which no deferred income tax assets were recognized in the consolidated balance sheet are as follows, presented by tax jurisdiction:

Year of expiry	Finland	France	Spain	United States	United Kingdom
2019	$ –	$ –	$ –	$ 3,470	$ –
2020	5,115	–	–	7,991	–
2021	6,699	–	–	2,211	–
2022	11,614	–	–	7,435	–
2023	7,524	–	–	1,972	–
2024	5,808	–	–	1,351	–
2025	7,241	–	–	1,351	–
2026	248	–	–	1,351	–
2027	1,504	–	–	1,351	–
2028	–	–	–	2,447	–
2030	–	–	–	2,713	–
2031	–	–	–	109	–
2033	–	–	–	4,681	–
2034	–	–	–	4,851	–
2035	–	–	–	2,616	–
2036	–	–	–	8,501	–
2037	–	–	–	9,660	–
2038	–	–	–	7,022	–
Indefinite	–	17,678	6,042	–	7,167
	$ 45,753	$ 17,678	$ 6,042	$ 71,083	$ 7,167

Furthermore, as at August 31, 2018, the company had available capital losses in Canada amounting to $48,852,000 (CA$66,788,000) at the federal level and $54,320,000 (CA$70,915,000) at the provincial level for which no deferred income tax assets were recognized. These losses can be carried forward indefinitely against capital gains.

As at August 31, 2018, non-refundable research and development tax credits recognized in the consolidated balance sheet amounted to $40,004,000. In order to recover these non-refundable research and development tax credits, the company needs to generate approximately $267,000,000 (CA$348,000,000) in pre-tax earnings at the Canadian federal level. In order to generate $267,000,000 in pre-tax earnings at the Canadian Federal level over the estimated recovery period of 15 years, the company must generate a pre-tax earnings compound annual growth rate (CAGR) of 2%, which the company believes is probable. The company's non-refundable research and development tax credits can be carried forward over a twenty-year period.

As at August 31, 2018, no income taxes were recognized on taxable temporary differences of $21,063,000; such taxes would be payable on the unremitted earnings of certain of the company's subsidiaries, as the company has determined that:

(1) Undistributed profits of its foreign subsidiaries will not be distributed in the foreseeable future; and
(2) Undistributed profits of its domestic subsidiaries will not be taxable when distributed.

21 Earnings per Share

The following table summarizes the reconciliation of the basic weighted average number of shares outstanding and the diluted weighted average number of shares outstanding:

	Years ended August 31,		
	2018	**2017**	**2016**
Basic weighted average number of shares outstanding (000's)	54,998	54,423	53,863
Plus dilutive effect of (000's):			
Restricted share units	–	979	675
Deferred share units	–	153	131
Diluted weighted average number of shares outstanding (000's)	54,998	55,555	54,669
Stock awards excluded from the calculation of the diluted weighted average number of shares outstanding because their exercise price was greater than the average market price of the common shares, or their inclusion would be antidilutive (000's)	1,799	–	75

For the year ended August 31, 2018, the diluted amount per share was the same amount as the basic amount per share since the dilutive effect of restricted share units and deferred share units was not included in the calculation; otherwise, the effect would have been antidilutive. Accordingly, the diluted amount per share for this period was calculated using the basic weighted average number of shares outstanding.

22 Segment Information

Sales for products and services are detailed as follows:

	Years ended August 31,		
	2018	**2017**	**2016**
Products	$ 227,316	$ 213,653	$ 205,371
Services	42,230	29,648	27,212
	$ 269,546	$ 243,301	$ 232,583

Sales to external customers by geographic region are detailed as follows:

	Years ended August 31,		
	2018	2017	2016
United States	$ 100,225	$ 97,186	$ 95,388
Canada	18,425	22,586	18,027
Other	16,743	14,951	14,129
Americas	135,393	134,723	127,544
United Kingdom	17,508	11,799	11,032
Other	67,169	50,302	46,140
Europe, Middle-East and Africa	84,677	62,101	57,172
China	20,724	22,312	25,281
Other	28,752	24,165	22,586
Asia-Pacific	49,476	46,477	47,867
	$ 269,546	$ 243,301	$ 232,583

Sales were allocated to geographic regions based on the country of residence of the related customers.

Long-lived assets by geographic region are detailed as follows:

	As at August 31, 2018			As at August 31, 2017		
	Property, plant and equipment	Intangible assets	Goodwill	Property, plant and equipment	Intangible assets	Goodwill
Canada	$ 32,107	$ 5,668	$ 4,481	$ 29,417	$ 4,643	$ 3,890
United States	1,677	435	13,327	2,031	1,072	14,696
Finland	473	380	8,704	441	316	9,064
France	2,401	19,330	5,909	12	–	–
United Kingdom	755	4,005	7,471	915	5,093	7,427
India	4,021	28	–	4,000	27	–
China	2,822	20	–	3,227	32	–
Other	54	–	–	89	–	–
	$ 44,310	$ 29,866	$ 39,892	$ 40,132	$ 11,183	$ 35,077

23 Subsequent Event

On September 9, 2018, as part of its fiscal 2018 restructuring plan and the shutdown of its facilities in Toronto, Canada, the company entered into a binding agreement to sell one of its buildings for net proceeds of $3,329,000. The transfer of ownership is expected to occur in the second quarter of fiscal 2019, as the company will continue to use the facility to finalize projects until then. The transaction will result in a pre-tax gain of $1,857,000 that will be recorded in the consolidated statement of earnings for that quarter.