

# Annual Report | 2015

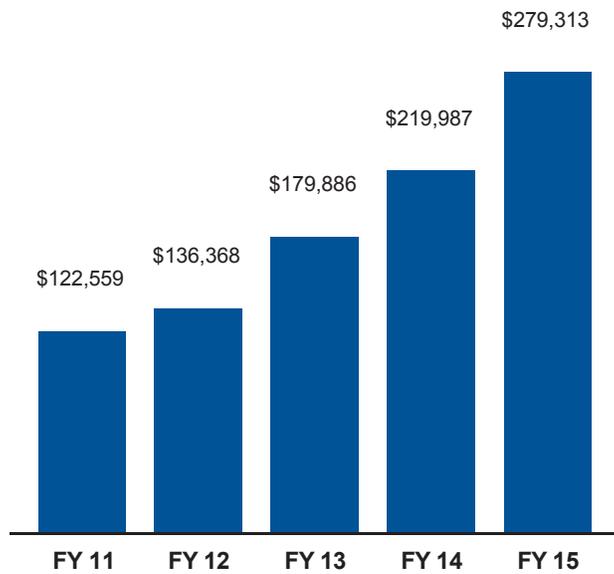


**Enghouse Systems**

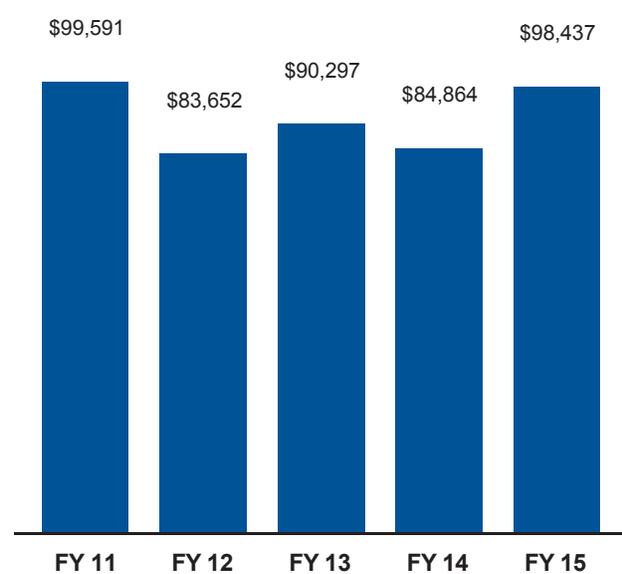
Software engineered for results

“Despite completing acquisitions at a cost of \$30.0 million and increasing its dividend payout for a seventh consecutive year in fiscal 2015, the Company’s cash and short-term investments closed the year at \$98.4 million.”

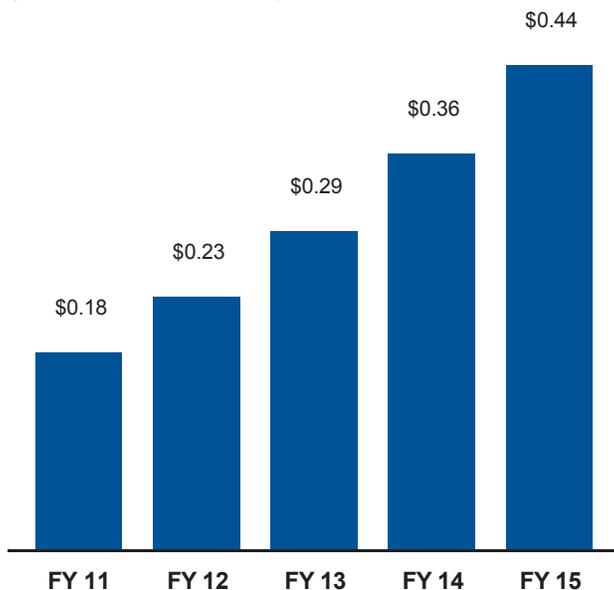
TOTAL REVENUE (in \$000)



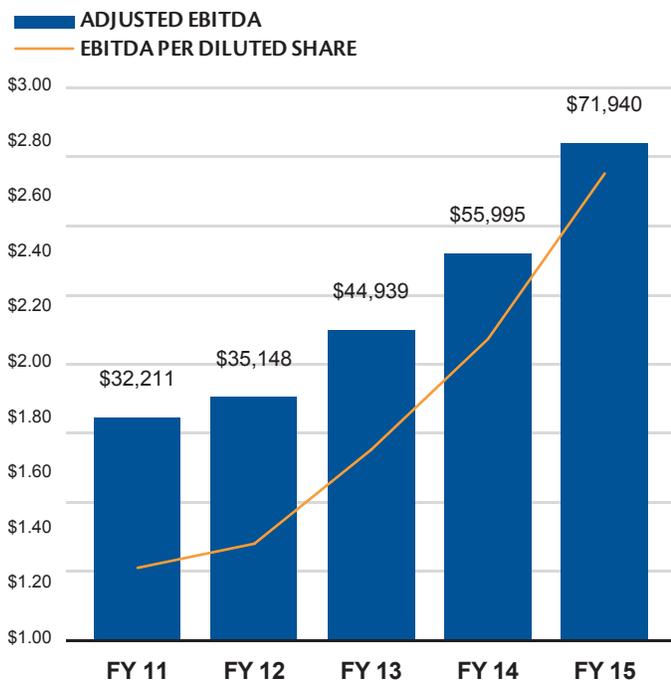
CASH & SHORT-TERM INVESTMENTS (in \$000)



DIVIDEND PER SHARE  
(Based on Date of Record)



ADJUSTED EBITDA (in \$000)



## Chairman's Message

Looking back on the fiscal year, the Canadian economy was very much impacted by global influences. The burgeoning U.S. economy and the decline in the global price of oil adversely affected Canada's largest industry, negatively impacting foreign exchange rates, and devaluing the Canadian Dollar to the lowest level seen in over ten years against the U.S. Dollar and Pound Sterling. Meanwhile the software industry continues to be transformed by a growing move to cloud computing which has disrupted purchasing cycles and changed operating economics. Despite these headwinds the Company continues to prosper as we strive to build a diverse global software company.

The Company is much more diversified and resilient than when we last saw such a weak Canadian dollar. Enhouse has offices in over 20 countries, generates revenue on a global basis and has reduced its reliance on U.S. dollar based revenue from over 70% in 2005 to 29% in 2015. The Company increased its customer base and expanded operations in Europe, the U.K. and Scandinavia and has development teams in Israel, Lebanon, Romania, Croatia and New Zealand as well as in its traditional operating markets. On the product side, the Company broadened its product suite from a customer market perspective, serving customers of all sizes from small businesses to global enterprises and expanded its offering within the telecom sector. Enhouse's response to the growing trend towards the cloud includes a cloud-based multi-tenant solution leveraging our partners' existing hosted infrastructures and subscription based product offerings.

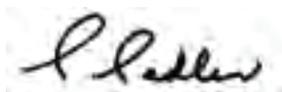
The Company grew its revenue 27% to \$279.3 million in the year compared to the prior fiscal year and increased its recurring revenue stream to \$135.7 million from \$115.0 million a year ago. Enhouse managed its operating expenses to scale at a lower velocity than its revenue growth, increasing operating expenses by 20% to \$123.3 million, including special charges related to restructuring activities. The Company remains consistently profitable and reported adjusted EBITDA of \$71.9 million or \$2.69 per diluted share in the year compared to the prior year's \$56.0 million or \$2.09 per diluted share.

Enhouse continues to generate positive cash flows, adding \$50.5 million from operating activities in the year compared to \$47.6 million in fiscal 2014. Despite completing acquisitions at a cost of \$30.0 million, settling a long standing litigation matter for \$11.8 million and increasing its dividend payout for a seventh consecutive year, the Company's cash and short-term investments closed the year at \$98.4 million compared to \$84.9 million at October 31, 2014.

During the year, the Company's Asset Management Group grew by 78% with the acquisitions of CDRator and Aktavara. Shortly after year end, the Company acquired CTI, which will add further scale. Enhouse expanded its contact centre presence in Italy with the acquisition of Reitek. These acquisitions position the Company to more efficiently manage future efforts in these regions and align its management teams on a regional basis to improve performance and leverage synergies.

The Company continues its mission to build a diverse global software company with scale, broaden its comprehensive product offering and strengthen its sales reach within and beyond existing markets.

We would like to take this opportunity thank our shareholders, customers, partners and employees for their continued support and loyalty.



Stephen J. Sadler  
Chairman of the Board and  
Chief Executive Officer

## MANAGEMENT'S DISCUSSION AND ANALYSIS

The following Management Discussion and Analysis ("MD&A") has been prepared as of December 16, 2015 and all information contained herein is current as of that date unless otherwise indicated. For a complete understanding of our business environment, risks, trends and uncertainties and the effect of critical accounting policies and estimates on our results, this MD&A should be read in conjunction with Enhouse Systems Limited's ("Enhouse Systems") and its subsidiaries (together "the Company" or "Enhouse") fiscal 2015 audited consolidated financial statements and the notes thereto. This MD&A covers the consolidated results of operations, financial condition and cash flows of Enhouse Systems and its subsidiaries, all wholly owned, for the year ended October 31, 2015. Unless otherwise noted, the results reported herein have been prepared in accordance with International Financial Reporting Standards ("IFRS") and are presented in Canadian dollars, stated in thousands, except per share amounts and as otherwise indicated.

This document is intended to assist the reader in better understanding operations and key financial results as of the date of this report. The consolidated financial statements and the MD&A have been reviewed by the Company's Audit Committee and approved by its Board of Directors.

### Non-GAAP Measures

The Company uses non-GAAP measures to assess its operating performance. Securities regulations require that companies caution readers that earnings and other measures adjusted to a basis other than GAAP do not have standardized meanings and are unlikely to be comparable to similar measures used by other companies. Accordingly, they should not be considered in isolation. The Company uses Adjusted EBITDA as a measure of operating performance. Therefore, Adjusted EBITDA may not be comparable to similar measures presented by other issuers. Adjusted EBITDA is calculated as results from operating activities adjusted for depreciation of property, plant and equipment, and special charges for acquisition related restructuring costs. Management uses Adjusted EBITDA to evaluate operating performance as it excludes amortization of software and intangibles (which is an accounting allocation of the cost of software and intangible assets arising on acquisition), any impact of finance and tax related activities, asset depreciation, other income and restructuring costs primarily related to acquisitions.

### Forward-looking Statements

Certain statements made or incorporated by reference in this MD&A are forward-looking and relate to, among other things, anticipated financial performance, business prospects, strategies, regulatory developments, new services, market forces, commitments and technological developments. By its nature, such forward-looking information is subject to various risks and uncertainties, including those discussed in this MD&A or in documents incorporated by reference in this MD&A, such as Enhouse Systems' Annual Information Form, which could cause the Company's actual results and experience to differ materially from the anticipated results or other expectations expressed herein. Readers are cautioned not to place undue reliance on this forward-looking information, and the Company shall have no obligation to update publicly or revise any



## MANAGEMENT'S DISCUSSION AND ANALYSIS

forward-looking information, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws. This report should be viewed in conjunction with the Company's other publicly available filings, copies of which are filed electronically on SEDAR at [www.sedar.com](http://www.sedar.com).

### Corporate Overview

Enghouse is a Canadian publicly traded company (TSX:ESL) that develops enterprise software solutions for a number of vertical markets. The Company is organized around two business segments: the Interactive Management Group and the Asset Management Group. The Interactive Management Group specializes in customer interaction software and services that are designed to enhance customer service, increase efficiency and manage customer communications across the enterprise. Core technologies include contact center, attendant console, interactive voice response, dialers, agent performance optimization and analytics that support any telephony environment, deployed on-premise or in the cloud. Its customers include insurance companies, banks and utilities as well as high technology, health care and hospitality companies. The Asset Management Group provides a portfolio of products to telecom service providers, utilities and the oil and gas industry. Its products include Operations Support Systems (OSS), Business Support Systems (BSS), Mobile Value Added Services (VAS) solutions as well as data conversion services. The Asset Management Group also provides fleet routing, dispatch, scheduling, communications and emergency control center solutions for the transportation, first responders, distribution and security sectors.

The Company's strategy remains focused on building a consistently profitable enterprise software company with a diversified product suite and global market presence. The Company emphasizes the importance of recurring revenue streams to increase shareholder value and the predictability of its operating results. This objective is achieved through a combination of organic growth and acquisitions. While the Company continues to develop and enhance its existing product portfolio, it is also important to augment and expedite this strategy with new and complementary technology, products and services obtained through acquisition. This dual-faceted approach will enable the Company to provide a broader spectrum of products and services to its customer base more quickly than through organic means alone.

Enghouse completed three acquisitions in fiscal 2015, and announced the tender offer for an acquisition that closed shortly after year end.

On March 3, 2015, the Company acquired 100% of the issued and outstanding common shares of CDRator A/S ("CDRator"). Headquartered in Denmark, CDRator provides market-leading solutions that automate billing and customer care functions for MVNO/E (mobile virtual network operators and enablers). CDRator offers an out-of-the-box self-care, post and pre-paid real time billing platform that can be rapidly deployed for enabling next generation mobile and converged virtual network operators.

On May 8, 2015, the Company acquired 100% of the issued and outstanding common shares of Reitek S.p.A ("Reitek"). Based in Milan, Italy, Reitek is a leading provider of omni-channel contact center solutions for enterprises of all sizes including multinational corporations, mostly serving the Italian market. Reitek's products are delivered both on premise and in the cloud and are distributed through a reseller channel.

On September 8, 2015 the Company acquired 100% of the issued and outstanding common shares of Aktavara AB ("Aktavara"). Headquartered in Stockholm, Sweden, Aktavara provides innovative software solutions for telecommunications service providers.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

On October 19, 2015 Enghouse entered into a definitive agreement with CTI Group (Holdings) Inc. ("CTI") (OTC: CTIG) whereby Enghouse would acquire CTI subject to shareholder approval. On November 4, 2015, Enghouse's indirect wholly-owned subsidiary, New Acquisitions Corporation, commenced its previously announced tender offer for all outstanding shares of common stock of CTI Group (Holdings) Inc. ("CTI") (OTC: CTIG). Enghouse completed the previously announced acquisition of CTI on December 7, 2015 with a tendering offer date of December 4, 2015 for an estimated purchase price of approximately U.S.\$22.5 million.

Headquartered in Indianapolis, Indiana with operations in the UK, CTI's telecommunications software products include carrier grade billing analytics, self-care, invoice presentment, multi-channel customer interaction recording and call accounting solutions. The products can be deployed as on-premise licensed, multi-tenant hosted, SaaS or managed services offerings.

### Quarterly Results of Operations

The following table sets forth certain unaudited information for each of the eight most recent quarters (the last of which ended October 31, 2015). Historically, the Company's operating results have fluctuated on a quarterly basis, which the Company expects will continue in the future. Fluctuations in results continue to relate to the timing of software license and hardware sales, which may result in large sales orders in any one quarter, movements in foreign currency exchange rates and to the timing of acquisitions, staffing and infrastructure changes. See "Risks and Uncertainties" for more details.

For the three months ending	Total revenue \$	Net income \$	Earnings per share – basic \$	Earnings per share – diluted \$	Cash and short-term investments \$	Total assets \$
January 31, 2015	63,019	2,539*	0.10*	0.09*	101,847	354,628
April 30, 2015	68,701	7,568	0.29	0.28	88,541	352,914
July 31, 2015	71,264	8,094	0.31	0.30	91,288	369,917
October 31, 2015	76,329	13,229 <sup>^</sup>	0.50	0.49	98,437	376,015
<b>Year ended Oct. 31, 2015</b>	<b>279,313</b>	<b>31,430</b>	<b>1.20</b>	<b>1.17</b>	<b>98,437</b>	<b>376,015</b>
January 31, 2014	47,492	6,172	0.24	0.23	100,081	303,677
April 30, 2014	54,951	6,558	0.25	0.24	101,014	312,124
July 31, 2014	55,488	7,215	0.28	0.27	104,958	313,069
October 31, 2014	62,056	9,739 <sup>^</sup>	0.37	0.36	84,864	327,771
<b>Year ended Oct. 31, 2014</b>	<b>219,987</b>	<b>29,684<sup>^</sup></b>	<b>1.14</b>	<b>1.11</b>	<b>84,864</b>	<b>327,771</b>
<b>Year ended Oct. 31, 2013</b>	<b>179,886</b>	<b>24,347<sup>^</sup></b>	<b>0.94</b>	<b>0.92</b>	<b>90,297</b>	<b>277,956</b>

<sup>^</sup>Includes credit adjustment to tax provision of \$2.5 million in fiscal 2015 and \$3.3 million in fiscal 2014 on the recognition of deferred tax assets related to non-capital losses

\*Net of adjustment to the provision related to the finalization of contract litigation matters in the amount of \$5.0 million after tax.

# MANAGEMENT'S DISCUSSION AND ANALYSIS

## Annual Results of Operations

(in thousands of Canadian dollars except per share amounts)

	2015	2014	Year over year change	
			\$	%
Interactive Management Group	\$188,236	\$168,893	19,343	11.5
Asset Management Group	91,077	51,094	39,983	78.3
<b>Total revenue</b>	<b>279,313</b>	<b>219,987</b>	<b>59,326</b>	<b>27.0</b>
Direct costs	88,704	65,304	23,400	35.8
Revenue, net of direct costs	190,609	154,683	35,926	23.2
	68.2%	70.3%		
Operating expenses	121,357	101,003	20,354	20.2
Special charges	1,989	1,616	373	23.1
<b>Results from operating activities</b>	<b>67,263</b>	<b>52,064</b>	<b>15,199</b>	<b>29.2</b>
	24.1%	23.7%		
Amortization of acquired software and customer relationships	(22,869)	(17,609)	(5,260)	(29.9)
Litigation settlements	(8,774)	-	(8,774)	(100.0)
Finance income	251	492	(241)	(49.0)
Finance expense	(480)	(410)	(70)	(17.1)
Other income	112	87	25	28.7
<b>Income before income taxes</b>	<b>35,503</b>	<b>34,624</b>	<b>879</b>	<b>2.5</b>
Provision for income taxes	4,073	4,940	(867)	(17.6)
<b>Net Income</b>	<b>\$ 31,430</b>	<b>\$ 29,684</b>	<b>1,746</b>	<b>5.9</b>
Earnings per share – basic	\$ 1.20	\$ 1.14	0.06	5.3
Earnings per share – diluted	\$ 1.17	\$ 1.11	0.06	5.4
Cash flow from operating activities	\$ 50,489	\$ 47,641	2,848	6.0
Cash flow from operating activities excluding changes in working capital	\$ 62,615	\$ 55,748	6,867	12.3

## General

Enghouse revenue for the year ended October 31, 2015 was \$279.3 million compared to \$220.0 million in the prior year ended October 31, 2014. Income from operating activities was \$67.3 million compared to \$52.1 million last year, an increase of 29.2%, while net income was \$31.4 million compared to net income of \$29.7 million in the prior year. The increase in revenue in the fiscal year is largely attributable to contributions from acquired operations and the positive impact of foreign exchange.

The Company continues to actively pursue acquisitions and completed three acquisitions during the fiscal year, significantly expanding the revenue of the Asset Management Group with the acquisitions of CDRator and Aktavara. The Company also increased its footprint in the Italian market with the acquisition of Reitek. Enghouse continues to execute its expansion strategy into new markets which reduces its traditional reliance on revenue from the North American market. The Company continues to expand its operations outside North America, and has a growing presence in the UK, Europe, Germany, Italy and the Scandinavian region.

# MANAGEMENT'S DISCUSSION AND ANALYSIS

## Revenue

Revenue for the year increased by 27.0% to \$279.3 million from \$220.0 million reported in the prior year and continues to be comprised of software licenses, hosted and maintenance services, professional services and hardware revenue.

On a consolidated basis, software license revenue increased to \$86.3 million for the year compared to \$71.9 million reported in the prior fiscal year as a result of contributions from acquisitions and increased subscription based license sales. This includes incremental contributions from CDRator and Reitek which each have a strong subscription revenue base.

Overall, \$185.9 million or 66.5% of all revenue was derived from services, compared to \$141.7 million (64.4%) in fiscal 2014. The services revenue includes revenue from consulting, training, maintenance and hosted services.

Maintenance revenue continues to be a key element of the Company's revenue and contributed \$114.7 million or 41.1% of total revenue in the fiscal year, compared to \$95.1 million or 43.2% in fiscal 2014. The increase in maintenance revenue over the prior year is attributable to a combination of incremental maintenance on new license sales, price increases, the positive impact of foreign exchange and contributions from acquired operations. Combined with the hosted services revenue stream this represents an important strategic source of revenue to the Company, given its generally recurring nature. During the fiscal year, the Company further expanded its hosted revenue capabilities with the acquisition of Reitek after adding IT Sonix last year and introduced new hosted offerings in its existing business. This resulted in an increase in the Company's hosted services revenue to \$21.1 million from \$19.9 million in fiscal 2014.

Hardware revenue was \$7.1 million in the year, compared to \$6.3 million in the prior year, with the increase being attributable to ongoing incremental hardware revenue sales as part of the Locus and Jinny business models as well as a significant order in the North American Direct business in the third quarter of fiscal 2015. Hardware is also provided to customers as an added service to complement the Company's software offering.

Revenue for the Interactive Management Group increased to \$188.2 million, an increase of 11.5% from \$168.9 million in the prior fiscal year. This includes hosted and maintenance service revenue, which increased 10.6% to \$98.3 million from \$88.9 million in fiscal 2014 as a result of contributions from acquisitions and organic growth. Software license revenue in the group was \$63.8 million compared to \$60.3 million in the prior fiscal year which also includes incremental contributions from licenses sold on a subscription basis and third party software revenue. Hardware revenue added \$2.2 million in the year, up 37.5% from \$1.6 million reported in fiscal 2014 primarily as a result of a large third party order recorded in the third quarter.

Asset Management Group revenue increased 78.3% to \$91.1 million from \$51.1 million in the prior year as a result of incremental revenue contributions from newly acquired Aktavara and CDRator as well as full year's contributions from Jinny and Basset. License revenue for the group was \$22.5 million, up from \$10.6 million in the prior fiscal year, while hosted and maintenance revenue for the group was \$37.5 million compared to \$26.1 million last year. The increase was as a result of incremental contributions from acquisitions, the positive impact of foreign exchange and maintenance on incremental license sales.

## Direct Costs

Direct costs were \$88.7 million or 31.8% of revenue compared to \$65.3 million or 29.7% of revenue in the prior fiscal year. Direct costs for the Interactive Management Group were \$49.4 million or 26.2% of revenue compared to \$40.5 million or 24.0% of revenue in the prior fiscal year. Direct costs for the Asset Management Group were \$39.3 million or 43.2% of revenue compared to \$24.8 million or 48.6% of

## MANAGEMENT'S DISCUSSION AND ANALYSIS

revenue in the prior fiscal year. The Asset Management Group earns a larger proportionate share of its revenue from services resulting in overall lower margins compared to the Interactive Management Group.

The decrease in margins in the Interactive Management Group is attributable to lower margins on incremental services revenue, as margins have declined from 60.8% to 58.6% consistent with increased costs associated with providing hosted services. Hardware margins were also down as compared to prior years at 29.7% (2014 - 32.4%) as a result of a large lower margin hardware order in the third quarter. Software license margins improved over last year as a result of better margins on increased proportionate contributions from third party software license sales which also contributed to the overall increase in margins in the Asset Management Group. Direct costs for services include costs for both hosted and maintenance services and professional services.

### Revenue, net of direct costs

Revenue net of direct costs increased by \$36.0 million to \$190.6 million or 68.2% of revenue compared to \$154.7 million or 70.3% in the prior fiscal year. The increase in revenue, net of direct costs, is primarily attributable to incremental software license sales and hosted and maintenance services from acquisitions completed after last year's third quarter.

### Operating Expenses

The Company's operating expenses were \$123.3 million in the fiscal year compared to \$102.6 million in the prior fiscal year, an increase of 20.2%. This includes special charges for acquisition related restructuring expenses of \$2.0 million in the year incurred on the CDRator, Reitek, Aktavara and Voxtron acquisitions, compared to \$1.6 million in the prior year. Excluding special charges, operating expenses were 43.4% of revenue in the fiscal year compared to 45.9% in fiscal 2014 as a result of headcount reductions undertaken during the fiscal year. Operating expenses reflect increased costs associated with companies acquired in the fiscal year, as well as the full year operating costs of acquisitions completed in fiscal 2014. Operating expenses also include \$41.0 million, or 14.7% of revenue in research and development related expenses compared to \$37.7 million (17.1%) in fiscal 2014. As expected, research and development expenses have declined as a percentage of revenue as the Company grows its revenue base. Research and development expenses are net of government grants and investment tax credits earned in the year in various jurisdictions of \$1.3 million compared to \$0.4 million recorded in fiscal 2014.

Operating expenses also include non-cash charges for compensation expenses related to stock options granted, which added \$1.2 million in the current year compared to \$0.9 million in the prior fiscal year (see Note 9 to the consolidated financial statements).

The Company on a consolidated basis had 1,381 employees as at October 31, 2015 compared to 1,241 at the prior year end which includes additional headcount from acquisitions, net of attrition and headcount reductions undertaken in the fiscal year.

### Foreign Exchange

The Company earns a significant portion of revenue from sales denominated in currencies other than the Canadian dollar. As a result of further acquisitions in the current fiscal year in the Scandinavian region and Europe, an ever larger proportion of revenue is derived from operations outside of the U.S. and is denominated in currencies other than the U.S. dollar. Consequently, the Company transacts a significant proportion of its business in pounds sterling, Swedish kronor and euros, as well as currencies in the Asia Pacific region. This impacts both operating segments as both segments now have significant operations in Europe and Scandinavia.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

During the past fiscal year, the Canadian dollar sharply weakened against major currencies including the U.S. dollar and the pound sterling. In comparison, the Canadian dollar strengthened against the euro and the Swedish krona. As the Company's reporting currency is the Canadian dollar, overall this has positively impacted revenue reported in Canadian dollars while negatively impacting operating costs, and partially acts as a natural hedge. Revenue was positively impacted by an estimated \$7.7 million, while costs increased by an estimated \$6.4 million, as calculated by applying the change in the average exchange rates from 2014 to 2015 to the Company's foreign currency denominated revenue and operating expenses in fiscal 2015.

The Company does not hedge foreign currency exposure but funds its U.S. dollar operational expenses with U.S. dollar revenue in order to mitigate exposure. A similar natural hedge exists for the Company's U.K. and Scandinavian operations. Going forward, fluctuations in exchange rates among the Canadian dollar, the U.S. dollar, the pound sterling, the Swedish krona, the euro and other currencies may have a material but mitigating effect on the Company's foreign currency denominated revenue and expenses stated in Canadian dollars. This will also impact the relative cost of foreign currency denominated acquisitions stated in Canadian dollars.

The Company recorded foreign exchange gains of \$2.5 million related to foreign currency denominated monetary assets and liabilities in the current year compared to gains of \$1.0 million in the prior year. The Company records these foreign exchange gains and losses in selling, general and administrative expenses in the consolidated statements of operations. Translation gains or losses incurred upon consolidation of the Company's foreign operation's balance sheets into Canadian dollars are included in the Company's accumulated other comprehensive income (loss) account on the balance sheet.

### Amortization of Software and Customer Relationships

The Company reported charges of \$22.9 million compared to \$17.6 million in the prior fiscal year related to the amortization of software and customer relationships recorded on acquisition. The increase in the fiscal year is related to incremental charges on the current year's acquisitions as well as the full year amortization on the fiscal 2014 acquisitions, which added \$6.2 million incrementally in the fiscal year. This was mitigated by the expiry of amortization expenses on prior acquisitions.

### Finance Income and Other Income

Finance income was \$0.3 million in the year, a decrease from \$0.5 million in the prior year as a result of lower yields on invested cash compared to fiscal 2014. Net other income reported was \$0.1 million, comparable to gains realized in the prior year on equity investments.

### Income Tax Expense

During the year, the Company recorded an income tax provision of \$4.1 million reflecting a 11.5% effective tax rate compared to \$4.9 million or 14.3%, in the prior fiscal year. The current year's tax provision includes a credit of \$2.5 million booked for the recognition of deferred non-capital losses for tax purposes, compared to a credit of \$3.3 million recorded in fiscal 2014 for the same reason.

### Net Income

Enghouse reported net income of \$31.4 million in fiscal 2015 compared to \$29.7 million reported in fiscal 2014. The increase in relative profitability reflects contributions from acquisitions and the impact of favourable exchange rates and is net of the \$8.8 million increase to the provision for the settlement of litigation matters booked in fiscal 2015. Earnings per share on a diluted basis were \$1.17 versus \$1.11 in fiscal 2014.

# MANAGEMENT'S DISCUSSION AND ANALYSIS

## Fourth Quarter Operating Results

(in thousands of Canadian dollars except per share amounts)

	Q4/2015	Q4/2014	Year over year change	
			\$	%
Interactive Management Group	\$ 51,534	\$ 42,599	8,935	21.0
Asset Management Group	24,795	19,457	5,338	27.4
<b>Total revenue</b>	<b>76,329</b>	<b>62,056</b>	<b>14,273</b>	<b>23.0</b>
Direct costs	23,102	19,179	3,923	20.5
Revenue, net of direct costs	53,227	42,877	10,350	24.1
	69.7%	69.1%		
Operating expenses	32,932	27,923	5,009	17.9
Special charges	328	360	(32)	(8.9)
<b>Results from operating activities</b>	<b>19,967</b>	<b>14,594</b>	<b>5,373</b>	<b>36.8</b>
	26.2%	23.5%		
Amortization of acquired software and customer receivables	(6,086)	(5,195)	(891)	(17.2)
Finance income	40	106	(66)	(62.3)
Finance expense	13	(178)	191	107.3
Other income	26	44	(18)	(40.9)
<b>Income before income taxes</b>	<b>13,960</b>	<b>9,371</b>	<b>4,589</b>	<b>49.0</b>
Provision for (recovery of) income taxes	731	(368)	1,099	298.6
<b>Net Income</b>	<b>\$ 13,229</b>	<b>\$ 9,739</b>	<b>\$ 3,490</b>	<b>35.8</b>
Earnings per share – basic	\$ 0.50	\$ 0.37	0.13	35.1
Earnings per share – diluted	\$ 0.49	\$ 0.36	0.13	36.1
Cash flow from operating activities	\$ 11,301	\$ 6,894	4,407	63.9
Cash flow from operating activities excluding working capital items	\$ 21,024	\$ 15,544	5,480	35.3

The table below reconciles Adjusted EBITDA to results from operating activities:

	Three Months ended		Year ended	
	October 31, 2015	October 31, 2014	October 31, 2015	October 31, 2014
<b>Total Revenue</b>	<b>\$ 76,329</b>	<b>\$ 62,056</b>	<b>\$ 279,313</b>	<b>\$ 219,987</b>
<b>Results from operating activities</b>	<b>\$ 19,967</b>	<b>\$ 14,594</b>	<b>\$ 67,263</b>	<b>\$ 52,064</b>
Depreciation of property, plant and equipment	767	643	2,688	2,315
Special charges	328	360	1,989	1,616
<b>Adjusted EBITDA</b>	<b>\$ 21,062</b>	<b>\$ 15,597</b>	<b>\$ 71,940</b>	<b>\$ 55,995</b>
<b>Adjusted EBITDA margin</b>	<b>27.6%</b>	<b>25.1%</b>	<b>25.8%</b>	<b>25.5%</b>
<b>Adjusted EBITDA per diluted share</b>	<b>\$ 0.78</b>	<b>\$ 0.58</b>	<b>\$ 2.69</b>	<b>\$ 2.09</b>

## MANAGEMENT'S DISCUSSION AND ANALYSIS



Total revenue for the quarter was \$76.3 million, an increase of 23.0% from \$62.1 million reported in the prior year's fourth quarter and includes license revenue of \$23.8 million in the quarter compared to \$19.1 million in the prior year's fourth quarter. The increase is attributable to contributions from acquisitions including CDRator, Reitek and Aktavara and the positive impact of foreign exchange on revenue. Hosted and maintenance services revenue was \$36.1 million in the quarter compared to \$32.2 million in the prior year and reflects incremental hosted services revenue contributions from Reitek.

The Interactive Management Group reported revenue of \$51.5 million compared to \$42.6 million in the fourth quarter of fiscal 2014, including license revenue of \$17.6 million in the quarter compared to \$14.5 million last year. The increase over last year's fourth quarter revenue is primarily attributable to incremental software license and maintenance revenue contributions from Reitek, which were not included in the prior year's fourth quarter results and the full quarter's revenue contribution from Voxtron acquired October 3, 2014. Hosted and maintenance revenue was \$26.2 million in the quarter compared to \$23.1 million last year.

The Asset Management Group contributed \$24.8 million in revenue in the fourth quarter, compared to \$19.5 million reported in the fourth quarter of fiscal 2014, an increase of 27.4%, on the strength of incremental revenue contributions in the quarter from CDRator and Aktavara.

Direct costs for the quarter were \$23.1 million or 30.3% of revenue compared to \$19.2 million or 30.9% of revenue in the prior year's fourth quarter. The increase in margins is attributable to incremental services revenue, as margins have improved to 69.7% from 69.1%. Software license margins improved over last year as a result of better margins on increased proportionate contributions from third party software license sales.

Operating expenses for the quarter were \$33.3 million, a 17.6% increase from the \$28.3 million reported in the fourth quarter of last year, as a result of incremental operating costs associated with acquired operations, which were not included in the prior year's fourth quarter results, and the negative impact of foreign exchange. Operating costs also include special charges for restructuring of \$0.3 million incurred in the fourth quarter related to the acquisitions of Reitek and Aktavara. The Company reported \$0.7 million in foreign exchange gains in the quarter, related to the translation of working capital balances,

## MANAGEMENT'S DISCUSSION AND ANALYSIS

compared to gains of \$0.4 million recorded in the prior year's fourth quarter. These have been offset against selling, general and administrative expenses. Government grants of \$0.3 million earned in Canada, Norway and New Zealand were recorded in the quarter and were offset against research and development costs. The Canadian dollar averaged \$1.32 versus the U.S. dollar in the current year's fourth quarter compared to \$1.10 in the prior years' fourth quarter and \$2.03 for the pound sterling compared to \$1.82 last year. The euro averaged \$1.47 in the fourth quarter, up from \$1.43 last year, while the Swedish krona averaged \$0.16 in the quarter, comparable to the prior year's fourth quarter rate. As a result, foreign exchange positively impacted revenue and negatively impacted operating costs denominated in currencies other than Canadian dollars.

The Company recorded non-cash amortization charges in the quarter of \$6.1 million compared to \$5.2 million in the prior year's fourth quarter related to the amortization of software and customer relationships. The increase relates to amortization recorded on the CDRator, Reitek and Aktavara acquisitions, net of expiring amortization on prior acquisitions.

During the fourth quarter, the Company recognized finance and other income of \$0.1 million, slightly below the fourth quarter of fiscal 2014 as a result of lower yields on invested cash. The Company reported nominal gains on the sale of equity positions in both the current year's and prior year's fourth quarters.

The Company booked a tax provision of \$0.7 million in the fourth quarter, compared to a recovery of (\$0.4) million in the prior year's fourth quarter. In both fourth quarters the Company booked adjustments to its tax provision to reflect the recognition of deferred tax assets related to non-capital losses. The Company made tax installment payments of \$1.1 million in the fourth quarter compared to \$1.3 million in the prior year's fourth quarter.

The Company reported net income of \$13.2 million or \$0.49 per diluted share compared to net income of \$9.7 million or \$0.36 per diluted share in the fourth quarter of fiscal 2014.

The Company generated cash flows from operating activities of \$11.3 million compared to \$6.9 million in the prior year's fourth quarter and closed the year with \$98.4 million in cash and short-term investments, as a result of stronger net income. Excluding non-cash working capital items, cash flows from operating activities were \$21.0 million compared to \$15.5 million in the fourth quarter last year.

### Liquidity and Capital Resources:

The Company closed the year with cash and short-term investments of \$98.4 million, compared to a balance of \$84.9 million at October 31, 2014. This includes cash and cash equivalents of \$7.1 million that are restricted as to use at October 31, 2015 related to acquisition holdbacks. This is after the payment of approximately \$30.0 million related to acquisitions and \$11.5 million related to dividends. The Company has no debt and has sufficient cash resources to fund both its current and future financial operating commitments as well as its dividend strategy. During the year, the Company generated cash flow from operating activities of \$50.5 million compared to \$47.6 million in 2014 as a result of stronger operating profits and the positive impact of changes in working capital items. Excluding changes in non-cash working capital items, cash flows from operating activities for the year were \$62.6 million compared to \$55.7 million in the prior year.

The Company had 26,587,262 Common Shares issued and outstanding as at December 16, 2015. During the year, 423,300 stock options were exercised contributing \$3.5 million in cash to the Company. Last year 121,000 options were exercised in the year, adding \$1.0 million in cash. The Company

## MANAGEMENT'S DISCUSSION AND ANALYSIS

granted 135,000 options in the fiscal year compared to 110,000 in the prior fiscal year. Enghouse did not repurchase any shares of its common stock in the current or prior fiscal years under its Normal Course Issuer Bid.

The Company had working capital of \$58.3 million at October 31, 2015 compared to \$50.4 million at the end of fiscal 2014. Based on the Company's current plans and projections, management is confident that the Company has the funds necessary to meet its existing and future financial operating commitments. Future acquisition growth may be funded through a combination of cash, debt and equity consideration, which could cause dilution to existing shareholders.

### Dividend Policy

The Company's policy is to pay quarterly dividends subject to Board approval, based on the Company's financial results and relevant circumstances at the time. The Company has paid regular quarterly dividends since May 31, 2007 and has increased its dividend in each of the past seven years from \$0.025 per common share in 2007 to \$0.12 per common share presently. The Company declared and made the following dividend payments in the three most recently completed fiscal years: (i) 2015 - \$0.10 per common share outstanding on February 27, 2015 and \$0.12 per common share on each of May 29, 2015, August 28, 2015 and November 30, 2015 for a total of \$12.1 million; (ii) 2014 - \$0.08 per common share outstanding on February 28, 2014, and \$0.10 per common share on each of May 30, 2014, August 29, 2014 and November 28, 2014 for a total of \$9.9 million; (iii) 2013 - \$0.065 per common share outstanding on February 28, 2013, and \$0.08 per common share on each of May 31, 2013, August 31, 2013 and November 29, 2013 for a total of \$7.9 million.

The decision on whether to declare a dividend is subject to the Board of Director's discretion. In determining whether to declare and the amount of the dividend, the Board of Directors takes into account, among other criteria, the Company's financial condition, results of operations, capital requirements and such other factors as the Board of Directors deems relevant at the time.

### Commitments and Contractual Obligations

The Company has no significant commercial commitments or obligations other than for the leases of the facilities it currently occupies, the latest of which expires in fiscal 2019, and operating leases for automobiles, office and computer equipment. The following table summarizes the contractual obligations of the Company for future years.

	Less than 1 year	Between 1 and 5 years	More than 5 years	Total
Lease obligations	\$ 6,930	\$ 9,467	\$ -	\$ 16,397

The Company does not have any obligations related to deferred compensation arrangements.

### Off-Balance Sheet Arrangements

The Company has not entered into off-balance sheet financing arrangements. Except for operating leases and other low probability and/or immeasurable contingencies (not accrued in accordance with IFRS), all commitments are reflected on the Company's balance sheet.

### Transactions with Related Parties

The Company enters into transactions with related parties which are in the normal course of operations and are measured at market based exchange amounts. Related party transactions between wholly owned subsidiaries and the Company are eliminated on consolidation.



### Basis of Preparation and Significant Accounting Policies

The consolidated financial statements of the Company and its subsidiaries have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

The Company’s significant accounting policies are described in note 3 of the consolidated financial statements as at October 31, 2015, which is available on SEDAR ([www.sedar.com](http://www.sedar.com)). The policies applied in these consolidated financial statements are based on IFRS issued and outstanding as of December 16, 2015, the date the Board of Directors approved the consolidated financial statements.

### Risks and Uncertainties

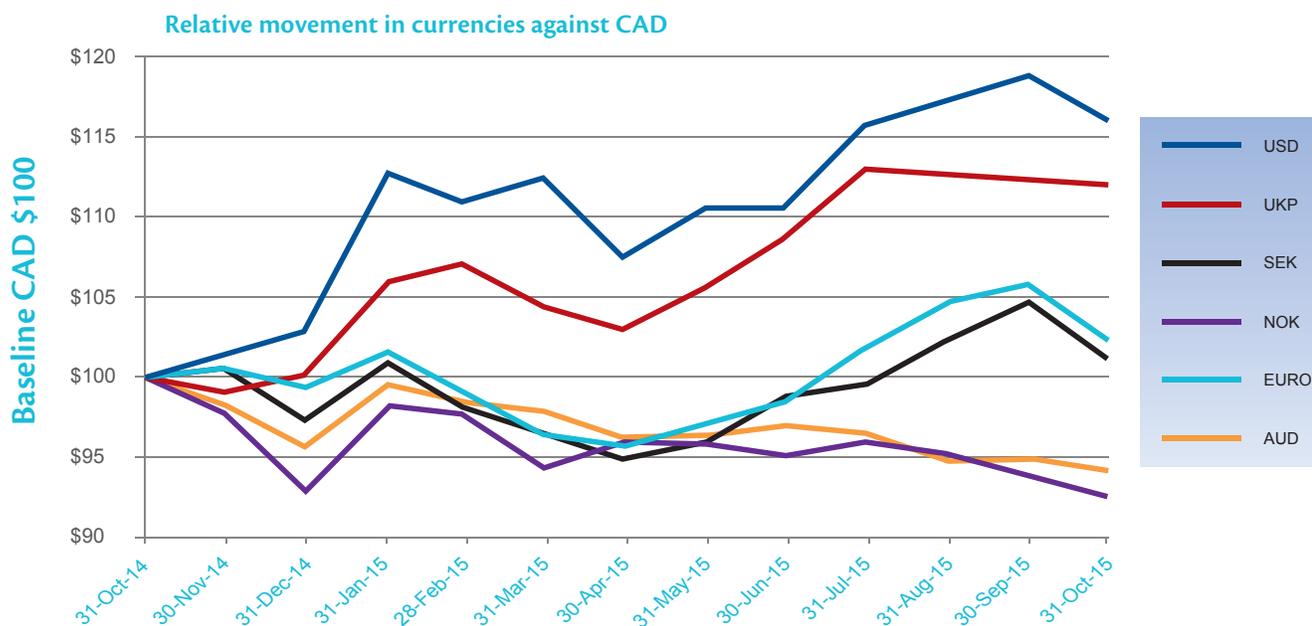
Enhouse continues to operate in an ever changing and competitive business and economic environment that exposes the Company to a number of risks and uncertainties. The following section describes some, but not all, of the risks and uncertainties that may adversely impact our business, financial condition or results of operations. Additional risks and uncertainties not described below or not presently known to the Company may also impact our business. For a full description of the Risk Factors affecting Enhouse, the reader should review the Company’s Annual Information Form dated December 16, 2015, filed and available on [www.sedar.com](http://www.sedar.com), which Risk Factors are incorporated by reference herein.

If any of these risks occur, the Company’s business, financial condition or results of operations could be seriously harmed and the trading price of the Company’s common shares could be materially affected. The reader should understand that the sole purpose of discussing these risks and uncertainties is to alert the reader to factors that could cause actual results to differ materially from past results or from those described in forward-looking statements and not to describe facts, trends and circumstances that could have a favorable impact on the Company’s results or financial position.

# MANAGEMENT'S DISCUSSION AND ANALYSIS

## Impact of Foreign Exchange Fluctuations

Enhouse actively pursues a strategy of growth by acquisition, which exposes the Company to revenue denominated in numerous foreign currencies. The Company's organizational structure has changed to include a larger presence in Scandinavia and Europe along with the Company's existing offices in Phoenix, Arizona, Reading, UK and the Company's corporate headquarters in Canada. The Company has offices in Belgium, Ireland, Sweden, Norway, Denmark, Germany, Hong Kong, Japan, New Zealand, Australia, Israel, Lebanon, Romania, Italy and Croatia. Accordingly, the Company's revenue and operating costs reflect exposure to a number of currencies including the U.S. dollar, pound sterling, Swedish krona, euro and Australian and New Zealand dollars.



In fiscal 2015, the Canadian dollar weakened against major currencies including the U.S. dollar and the pound sterling, but strengthened against the euro and Swedish krona. As the Company's reporting currency is the Canadian dollar, this has positively impacted revenue reported in Canadian dollars while negatively impacting operating costs, and acts as a natural hedge. The U.S. dollar was reported using an average foreign exchange rate of \$1.24 in fiscal 2015 versus \$1.09 in fiscal 2014, representing a 14% increase, while the pound sterling averaged \$1.91 in the current year compared to \$1.80 in the prior fiscal year, a 6% increase. The euro weakened over the year, averaging \$1.41 in fiscal 2015 versus \$1.47 last year as did the Swedish krona which averaged \$0.15 in fiscal 2015, down approximately 8% from the prior year.

Overall, 18% of the Company's revenue was generated by operations in the U.K. compared to 22% in the prior fiscal year, while revenue generated by European operations increased to 17% from 8% in the prior fiscal year as a result of recent acquisitions in Ireland and Italy. Revenue generated in by the Company's Scandinavian operations were at 26%. Revenue generated by the Company's U.S. based operations was 29% compared to 33% in the prior fiscal year, down as a result of acquisitions completed in the year outside of the U.S. Approximately 7% of the Company's revenue was generated by operations in the Asia-Pacific region compared to 7% in fiscal 2014, with the balance being generated by Canadian operations. Further changes in foreign exchange rates between Canada, the United States, the U.K., Sweden, Germany and other countries could have a material effect, either favorable or adverse, on both the revenue and expenses of the Company going forward, although these currencies

## MANAGEMENT'S DISCUSSION AND ANALYSIS

act as a natural hedge as the Company has both revenues and expenses denominated in these currencies. There can be no assurances that the Company will prove successful in its effort to manage this risk, which may adversely impact the Company's operating results.

### Acquisitions

The Company continues to pursue growth in both its organic operations and through acquisitions and completed the acquisitions of CDRator, Reitek and Aktavara and paid final holdbacks on prior acquisitions in the fiscal year for an aggregate cash purchase price of \$30.0 million, net of cash acquired. While Enghouse has both the experience and financial resources required to execute this strategy, the Company does not have control over the market conditions prevailing or likely to prevail in the future, which may impact the ability to execute this strategy. There can be no assurance that the Company will be able to identify suitable acquisition candidates available for sale at reasonable valuations, consummate any acquisition or successfully integrate any acquired business into its operations. The Company has and will likely continue to have competition for acquisition candidates from other parties including those that have greater resources or are willing to pay higher valuation multiples. Acquisitions may involve a number of other risks including: diversion of management's attention; disruption to the Company's ongoing business; failure to retain key acquired personnel; difficulties in integrating acquired operations, technologies, products or personnel; unanticipated expenses, events or circumstances; assumption of disclosed and undisclosed liabilities; and inappropriate valuation of the acquired in-process research and development, or the entire acquired business.

### Intellectual Property Claims

A number of competitors and other third parties have been issued patents and may have filed patent applications or may obtain additional patents and proprietary rights for technologies similar to those used by the Company in its products. Some of these patents may grant very broad protection to the owners of the patents. The Company cannot determine with certainty whether any existing third party patents or the issuance of any third party patents would require the Company to alter its technology, obtain licenses or cease certain activities. The Company may become subject to claims by third parties alleging its technology infringes their property rights due to the growth of software products in the Company's target markets, the overlap in functionality of these products and the prevalence of software products. The Company provides its customers with a qualified indemnity against the infringement of third party intellectual property rights. From time to time, various owners of patents and copyrighted works send the Company or its customers letters alleging that the Company's products do or might infringe upon the owner's intellectual property rights. Accordingly, where appropriate, the Company forwards any such allegation or licensing request to outside legal counsel for review. The Company generally attempts to resolve any such matter by informing the owner of the Company's position concerning non-infringement or invalidity. Even though the Company attempts to resolve these matters without litigation, it is always possible that the owner of a patent or copyrighted work will bring a suit against the Company. Litigation may be necessary to determine the scope, enforceability and validity of such third party proprietary rights or to establish the Company's proprietary rights. Some competitors have substantially greater resources and may be able to sustain the costs of complex intellectual property litigation to a greater degree and for a longer period of time than the Company could. Regardless of their merit, any such claims could: be time consuming; be expensive to defend; divert management's attention and focus away from the business; cause product shipment delays or stoppages; subject the Company to significant liabilities; and require the Company to enter into costly royalty or licensing agreements or to modify or stop using the infringing technology.

### Litigation

In addition to being subject to litigation in the ordinary course of business, the Company may become subject to class actions, securities litigation or other actions, including anti-trust and anti-competitive

## MANAGEMENT'S DISCUSSION AND ANALYSIS

actions. Any litigation may be time consuming, expensive and distracting from the conduct of the Company's day-to-day business. The adverse resolution of any specific lawsuit could have a material adverse effect on the Company's financial condition and liquidity. In addition, the resolution of those matters may require the Company to issue additional common shares, which could potentially result in dilution. Expenses incurred in connection with these matters (which include fees of lawyers and other professional advisors and potential obligations to indemnify officers and directors who may be parties to such actions) could adversely affect the Company's cash position.

### Competition

The Company experiences intense competition from other software companies. Competitors may announce new products, services or enhancements including cloud-based offerings that better meet the needs of customers or changing industry standards. Increased competition may cause price reductions, reduced gross margins and loss of market share, any of which could have a material adverse effect on the business, results of operations and financial condition of the Company. Many of the Company's competitors and potential competitors have significantly greater technical, marketing, service or financial resources. Other competitive factors include price, performance, product features, market timing, brand recognition, product quality, product availability, breadth of product line, design expertise, customer service and post contract support. A very important selection factor from a customer perspective is a large installed customer base that has widely and productively implemented the software product, which not only increases the potential for repeat business, but also provides reference accounts to promote the Company's products and solutions with new customers. While management believes that the Company has a significant installed customer base in its Asset Management and Interactive Management Groups, many of its competitors have a larger installed base of users, longer operating histories or greater name recognition. In addition, if one or more of the Company's competitors were to merge or partner with other competitors, the change in the competitive landscape could adversely affect the Company's ability to compete effectively.

### Development of New Products and Enhancement of Existing Products

To keep pace with technological developments, satisfy increasingly sophisticated customer requirements and achieve market acceptance, the Company must enhance and improve existing products and continue to introduce new products and services. If the Company is unable to successfully develop new products, integrate acquired products or enhance and improve existing products or if it fails to position and/or price its products to meet market demand, the Company's business and operating results will be adversely affected. Accelerated product introductions and short product life cycles require high levels of expenditures for research and development that could adversely affect the Company's results of operations. Further, the introduction of new products could require long development and testing periods and may not be introduced in a timely manner or may not achieve the broad market acceptance necessary to generate significant revenue.

No assurance can be provided that the Company's software products will remain compatible with evolving computer hardware and software platforms and operating environments. In addition, competitive or technological developments and new regulatory requirements may require the Company to make substantial, unanticipated investments in new products and technologies. If the Company is required to expend substantial resources to respond to specific technological or product changes, its operating results would be adversely affected. The continuing ability of the Company to address these risks will depend, to a large extent, on its ability to retain a technically competent research and development staff and to adapt to rapid technological advances in the industry.

### Loss of Rights to Use Software Licensed by Third Parties

The Company licenses certain technologies used in its products from third parties, generally on a non-exclusive basis. The termination of any of these licenses, or the failure of the licensors to adequately

## MANAGEMENT'S DISCUSSION AND ANALYSIS

maintain or update their products, could delay the Company's ability to ship its products while it seeks to implement alternative technology offered by other sources and may require significant unplanned investments. In addition, alternative technology may not be available on commercially reasonable terms. In the future, it may be necessary or desirable to obtain other third party technology licenses relating to one or more of the Company's products or relating to current or future technologies. There is a risk that the Company will not be able to obtain licensing rights to the needed technology on commercially reasonable terms, if at all.

### Product Liability

As a result of their complexity, software products may contain undetected errors or failures when entering the market. Despite conducting testing and quality assurance, defects and errors may be found in new software products after commencement of commercial shipments or the offering of a network service using these software products. In these circumstances, the Company may be unable to successfully correct the errors in a timely manner or at all. The occurrence of errors and failures in the Company's software products could result in negative publicity and a loss of, or delay in, market acceptance of those software products. Such publicity could reduce revenue from new licenses and lead to increased customer attrition. Alleviating these errors and failures could require significant expenditure of capital and other resources by the Company. The consequences of these errors and failures could have a material adverse effect on the Company's business, results of operations, and financial condition. Because many of the Company's customers use its software products for business-critical applications, any errors, defects, or other performance problems could result in financial or other damage to its customers. The Company's customers or other third parties could seek to recover damages from the Company in the event of actual or alleged failures of its software solutions.

Although the Company maintains product liability insurance in certain limited circumstances and the Company's license agreements with customers typically contain provisions designed to limit the Company's exposure to potential product liability claims, it is possible that this insurance and these limitation of liability provisions may not effectively protect against these claims and the liability and associated costs. While the Company has not experienced any product liability claims to date, the sale and support of its products may entail the risk of those claims, which are likely to be substantial in light of the use of its products in critical applications. Accordingly, any such claim could have a material adverse effect upon the Company's business, results of operations, and financial condition. In addition, defending this kind of claim, regardless of its merits, or otherwise satisfying affected customers, could entail substantial expense and require the devotion of significant time and attention by key management personnel.

### Reliance on Hosted and Maintenance Services Renewals

The Company continues to realize a significant amount (\$135.8 million in fiscal 2015 compared to \$115.0 million in fiscal 2014) of its revenue from hosted and maintenance services provided in connection with the products it licenses as part of its core business strategy. The continued expansion of this revenue stream as a result of incremental license and hosted sales and through the acquisition of companies with existing hosted and maintenance customer bases is a key tenet to the Company's revenue growth strategy. However, there can be no assurances that the rate of customer attrition, which would result in lower revenue, will be offset by a combination of new hosted and maintenance services revenue associated with incremental license and hosted sales, acquisitions and contract price increases.

### Tax Issues

The Company conducts its business operations in various foreign jurisdictions and through legal entities primarily in Canada, the United States, Sweden, Norway, Denmark, Germany, Australia, New Zealand,

## MANAGEMENT'S DISCUSSION AND ANALYSIS

Italy and the United Kingdom. Accordingly, the Company is subject to income taxes as well as non-income based taxes in Canada, as well as these and other foreign jurisdictions and our tax structure is subject to review by numerous taxation authorities. The tax laws of these jurisdictions have detailed and varied tax rules.

Significant judgment is required in determining the Company's worldwide provision for income taxes and other tax liabilities. Although the Company strives to ensure that its tax estimates and filing positions are reasonable, no assurance can be provided that the final determination of any tax audits or litigation will not be different from what is reflected in the Company's historical income tax provisions and accruals, and any such differences may materially affect the Company's operating results for the affected period or periods. The Company also has exposure to additional non-income tax liabilities such as payroll, sales, use, value-added, non-resident withholding, net worth, property, harmonized and goods and services taxes in Canada, the United States, Sweden, Norway, Denmark, Germany, Australia, New Zealand, Italy, the United Kingdom and other foreign jurisdictions.

International taxation authorities, including the Canada Revenue Agency, the United States Internal Revenue Service, the Swedish, Norwegian, Danish, Italian and German Tax Authorities, New Zealand Inland Revenue, Australian Taxation Office and the United Kingdom's HM Revenue and Customs, could challenge the validity of the Company's tax filings. If any of these taxation authorities are successful in challenging the Company's tax filings, the Company's income tax expense may be adversely affected and it could also be subject to interest and penalty charges. Any such increase in the Company's income tax expense and related interest and penalties could have a significant impact on future net earnings and future cash flows.

### Outlook

The Company continues to follow its dual faceted growth strategy focusing on acquisitions while improving the profitability of its existing operations. In Fiscal 2015, the focus has been on growing the Company's Asset Management Group with the acquisitions of CDRator, Aktavara and shortly after year end on December 7, 2015, acquiring CTI. The Company also expanded its presence in Italy with the acquisition of Reitek and added scale in the European region through the acquisition of Voxtron late in fiscal 2014. This has enabled the Company to more efficiently manage future efforts in these regions and align its management teams on a regional basis going forward to improve results and leverage synergies.

As can be seen from the 2015 results, improving revenue levels have also reduced proportional R&D spend to 14.7% from 17.1% of revenue. The Company believes its products are robust, well positioned and incorporate the latest technologies allowing its sales teams to drive revenues heading into fiscal 2016.

Overall, the Company's revenue increased 27.0% to \$279.3 million for the year compared to prior fiscal year. The Company remains consistently profitable and reported adjusted EBITDA of \$71.9 million or \$2.69 per diluted share in the year compared to the prior year's adjusted EBITDA of \$56.0 million or \$2.09 per diluted share. The Company continues to generate positive cash flows, adding \$50.5 million from operating activities in the year compared to \$47.6 million in fiscal 2014. Despite completing acquisitions at a cost of \$30.0 million and increasing its dividend payout for a seventh consecutive year in fiscal 2015, the Company's cash and short-term investments closed the year at \$98.4 million compared to \$84.9 million at October 31, 2014.

As the Company continues its mission to build a diverse global software company with scale, it is important to ensure it does so while adhering to the fundamental principles it has followed thus far. Namely, consistent, profitable growth while conservatively managing its cashflows and operations.

## MANAGEMENT'S DISCUSSION AND ANALYSIS



### Controls and Procedures

In compliance with the Canadian Securities Administrators' National Instrument 52-109 ("NI 52-109"), the Company has filed with applicable Canadian securities regulatory authorities, certificates signed by its Chief Executive Officer ("CEO") and Vice President Finance that, among other things, report on the design and effectiveness of disclosure controls and procedures and the design of internal controls over financial reporting.

### Disclosure Controls and Procedures

Disclosure controls and procedures have been designed under the supervision of the CEO and Vice President Finance, with the participation of other management, to provide reasonable assurance that all relevant information required to be disclosed by the Company is recorded, processed, summarized and reported on a timely basis to senior management, as appropriate, to allow timely decisions regarding required public disclosure. Pursuant to NI 52-109, as of October 31, 2015, an evaluation of the effectiveness of the Company's disclosure controls and procedures was carried out under the supervision of the CEO and Vice President Finance. Based on this evaluation, the CEO and the Vice President Finance concluded that the design and operation of these disclosure controls and procedures were effective. This evaluation considered the Company's disclosure policy, a sub-certification process and the functioning of the Company's Disclosure Committee.

### Internal Controls over Financial Reporting

The Company's CEO and Vice President Finance are responsible for designing internal controls over financial reporting or causing them to be designed under their supervision to provide reasonable assurance regarding the reliability of the Company's financial reporting and the preparation of financial statements in accordance with IFRS.

As at October 31, 2015, an evaluation was carried out of the effectiveness of the design and operation of internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting. Based on that evaluation, the Company's CEO and Vice President Finance have concluded that, as at October 31, 2015, the design and operation of controls over financial reporting was effective. These evaluations were conducted in accordance with the standards established in "Internal Control – Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission", and the requirements of NI 52-109.

There were no changes to the Company's internal control over financial reporting during the year ended October 31, 2015 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

### Additional Information

Additional information relating to the Company including our most recently completed Annual Information Form ("AIF") is available on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Company's website at [www.engagehouse.com](http://www.engagehouse.com).

## Management's Responsibility for Financial Reporting

The consolidated financial statements and other financial information for this annual report were prepared by the management of Enghouse Systems Limited, reviewed by the Audit Committee of the Board of Directors and approved by the Board of Directors.

Management is responsible for the preparation of the consolidated financial statements and believes that they fairly represent the Company's financial position, the results of its operations and its cash flows in accordance with International Financial Reporting Standards. Management has included amounts in the Company's consolidated financial statements based on estimates, judgments and policies that it believes reasonable in the circumstances.

To discharge its responsibilities for financial reporting and for the safeguarding of assets, management believes that it has established appropriate systems of internal accounting control, which provide reasonable assurance, at appropriate costs, that the assets are maintained and accounted for in accordance with its policies, and that transactions are recorded accurately on the Company's books and records.

PricewaterhouseCoopers LLP were appointed the Company's auditors at the Annual General Meeting of Shareholders. Their report on the consolidated financial statements of the Company for the years ended October 31, 2015 and 2014 outlines the scope of their examination and their opinion thereon.



Stephen J. Sadler  
Chairman of the Board and  
Chief Executive Officer



Douglas C. Bryson  
Vice President Finance and  
Corporate Secretary

Markham, Ontario  
December 16, 2015

## Independent auditor's report

### To the Shareholders of Enghouse Systems Limited

We have audited the accompanying consolidated financial statements of Enghouse Systems Limited and its subsidiaries, which comprise the consolidated statements of financial position as at October 31, 2015 and October 31, 2014 and the consolidated statements of operations and comprehensive income, changes in equity, and cash flows for the years then ended, and the related notes, which comprise a summary of significant accounting policies and other explanatory information.

### Management's responsibility for the consolidated financial statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### Auditor's responsibility

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

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

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

### Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Enghouse Systems Limited and its subsidiaries as at October 31, 2015 and October 31, 2014 and their financial performance and cash flows for the years then ended in accordance with International Financial Reporting Standards.

*PricewaterhouseCoopers LLP*

Chartered Professional Accountants, Licensed Public Accountants

December 16, 2015  
Toronto, Ontario

# Consolidated Statements of Financial Position

(in thousands of Canadian dollars)

	As at October 31, 2015	As At October 31, 2014
<b>Assets</b>		
<b>Current assets:</b>		
Cash and cash equivalents (Note 5)	\$ 94,131	\$ 72,780
Short-term investments (Note 5)	4,306	12,084
Accounts receivable, net (Note 18)	60,765	54,341
Prepaid expenses and other assets	8,330	7,571
	<b>167,532</b>	<b>146,776</b>
<b>Non-current assets:</b>		
Property, plant and equipment (Note 6)	5,039	4,020
Intangible assets (Note 6)	68,976	68,014
Goodwill (Note 6)	123,868	98,534
Deferred income tax assets (Note 11)	10,600	10,427
<b>Total assets</b>	<b>\$ 376,015</b>	<b>\$ 327,771</b>
<b>Liabilities</b>		
<b>Current liabilities:</b>		
Accounts payable and accrued liabilities	\$ 51,284	\$ 41,297
Income taxes payable	2,680	2,644
Dividends payable (Note 8)	3,190	2,616
Provisions (Note 7)	3,335	3,407
Deferred revenue	48,694	46,434
	<b>109,183</b>	<b>96,398</b>
<b>Non-current liabilities:</b>		
Deferred income tax liabilities (Note 11)	20,022	19,930
Deferred revenue	3,458	3,188
<b>Total liabilities</b>	<b>132,663</b>	<b>119,516</b>
<b>Shareholders' Equity</b>		
Share capital	64,203	59,746
Contributed surplus	4,029	3,782
Retained earnings	154,866	135,554
Accumulated other comprehensive income	20,254	9,173
<b>Total equity</b>	<b>243,352</b>	<b>208,255</b>
<b>Total liabilities and equity</b>	<b>\$ 376,015</b>	<b>\$ 327,771</b>

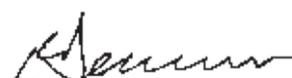
Commitments and contingencies (Notes 14, 16)

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

On Behalf of the Board of Directors:



Stephen J. Sadler  
Director



Eric Demirian  
Director

# Consolidated Statements of Operations and Comprehensive Income

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

	Year Ended	
	October 31, 2015	October 31, 2014
<b>Revenue</b>		
Software licenses	\$ 86,311	\$ 71,926
Hosted and maintenance services	135,768	115,004
Professional services	50,104	26,708
Hardware	7,130	6,349
	<b>279,313</b>	<b>219,987</b>
<b>Direct costs</b>		
Software licenses	6,984	5,480
Services	76,707	55,543
Hardware	5,013	4,281
	<b>88,704</b>	<b>65,304</b>
<b>Revenue, net of direct costs</b>	<b>190,609</b>	<b>154,683</b>
<b>Operating expenses</b>		
Selling, general and administrative (Note 20)	77,628	60,965
Research and development (Note 10)	41,041	37,723
Depreciation of property, plant and equipment	2,688	2,315
Special charges (Note 20)	1,989	1,616
	<b>123,346</b>	<b>102,619</b>
<b>Results from operating activities</b>	<b>67,263</b>	<b>52,064</b>
Amortization of acquired software and customer relationships	(22,869)	(17,609)
Litigation settlements	(8,774)	-
Finance income	251	492
Finance expenses	(480)	(410)
Other income	112	87
<b>Income before income taxes</b>	<b>35,503</b>	<b>34,624</b>
<b>Provision for income taxes (Note 11)</b>		
Current income tax expense	8,275	6,110
Deferred income tax recovery	(4,202)	(1,170)
	<b>4,073</b>	<b>4,940</b>
<b>Net income for the year</b>	<b>\$ 31,430</b>	<b>\$ 29,684</b>
Items that are or may be reclassified subsequently to profit or loss:		
Foreign currency translation gain from foreign operations	10,863	4,220
Transfer to net income of realized gains on available for sale investments	(74)	(74)
Unrealized gain (loss) on available for sale investments	325	(147)
Deferred income tax (expense)/recovery	(33)	35
<b>Other comprehensive income</b>	<b>11,081</b>	<b>4,034</b>
<b>Comprehensive income</b>	<b>\$ 42,511</b>	<b>\$ 33,718</b>
<b>Earnings per share (Note 12)</b>		
Basic	\$ 1.20	\$ 1.14
Diluted	\$ 1.17	\$ 1.11

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

# Consolidated Statements of Changes in Equity

(in thousands of Canadian dollars)

	Share Capital -number	Share capital \$	Contributed surplus \$	Accumulated other comprehensive income (loss) \$	Retained earnings \$	Total \$
<b>Balance – November 1, 2014</b>	<b>26,163,962</b>	<b>59,746</b>	<b>3,782</b>	<b>9,173</b>	<b>135,554</b>	<b>208,255</b>
Net income	-	-	-	-	31,430	31,430
Other Comprehensive Income (net of tax):						
Cumulative Translation Adjustment	-	-	-	10,863	-	10,863
Transfer to net income of realized gains on available-for-sale investments	-	-	-	(74)	-	(74)
Unrealized gain on available-for-sale investments	-	-	-	325	-	325
Deferred income tax expense	-	-	-	(33)	-	(33)
<b>Comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>11,081</b>	<b>31,430</b>	<b>42,511</b>
Employee share options:						
Value of services recognized	-	-	1,187	-	-	1,187
Proceeds on issuing shares	423,300	4,457	(940)	-	-	3,517
Dividends	-	-	-	-	(12,118)	(12,118)
<b>Balance – October 31, 2015</b>	<b>26,587,262</b>	<b>64,203</b>	<b>4,029</b>	<b>20,254</b>	<b>154,866</b>	<b>243,352</b>
<b>Balance – November 1, 2013</b>	<b>26,042,962</b>	<b>58,514</b>	<b>3,175</b>	<b>5,139</b>	<b>115,800</b>	<b>182,628</b>
Net income	-	-	-	-	29,684	29,684
Other Comprehensive Income (net of tax):						
Cumulative Translation Adjustment	-	-	-	4,220	-	4,220
Transfer to net income of realized gains on available-for-sale investments	-	-	-	(74)	-	(74)
Unrealized loss on available-for-sale investments	-	-	-	(147)	-	(147)
Deferred income tax recovery	-	-	-	35	-	35
<b>Comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4,034</b>	<b>29,684</b>	<b>33,718</b>
Employee share options:						
Value of services recognized	-	-	877	-	-	877
Proceeds on issuing shares	121,000	1,232	(270)	-	-	962
Dividends	-	-	-	-	(9,930)	(9,930)
<b>Balance – October 31, 2014</b>	<b>26,163,962</b>	<b>59,746</b>	<b>3,782</b>	<b>9,173</b>	<b>135,554</b>	<b>208,255</b>

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

# Consolidated Statements of Cash Flows

(in thousands of Canadian dollars)

	Year Ended	
	October 31, 2015	October 31, 2014
<b>Cash flows from operating activities</b>		
Net income for the year	\$ 31,430	\$ 29,684
<b>Adjustments for:</b>		
Depreciation of property, plant and equipment	2,688	2,315
Amortization of acquired software and customer relationships	22,869	17,609
Stock-based compensation expense (Note 9)	1,187	877
Income tax expense	4,073	4,940
Finance expenses	480	410
Other income	(112)	(87)
	<b>62,615</b>	<b>55,748</b>
Changes in non-cash operating working capital (Note 19)	(6,631)	(2,539)
Income taxes paid	(5,495)	(5,568)
<b>Net cash flows from operating activities</b>	<b>50,489</b>	<b>47,641</b>
<b>Cash flows from investing activities</b>		
Purchase of property, plant and equipment	(2,902)	(1,324)
Purchase of other software (Note 6)	(356)	-
Acquisitions, net of cash acquired \$5,475 (2014 - \$4,361) (Note 13)	(27,562)	(40,287)
Purchase consideration for prior period acquisitions (Note 13)	(2,403)	(4,725)
Net proceeds from sale of short-term investments	8,933	8,429
<b>Net cash flows used in investing activities</b>	<b>(24,290)</b>	<b>(37,907)</b>
<b>Cash flows from financing activities</b>		
Issuance of share capital	3,517	962
Payment of cash dividend	(11,545)	(9,397)
<b>Net cash flows used in financing activities</b>	<b>(8,028)</b>	<b>(8,435)</b>
Effect of currency translation adjustments on cash and cash equivalents	3,180	1,372
<b>Net increase in cash and cash equivalents during the year</b>	<b>21,351</b>	<b>2,671</b>
Cash and cash equivalents - beginning of year	72,780	70,109
<b>Cash and cash equivalents - end of year</b>	<b>\$ 94,131</b>	<b>\$ 72,780</b>

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

# Notes to Consolidated Financial Statements

October 31, 2015 and 2014 (in thousands of Canadian dollars, except as indicated)

## 1. Description of the business and reporting entity

Enghouse Systems Limited (“Enghouse Systems”) and its wholly owned subsidiaries (together the “Company” or “Enghouse”) develop enterprise software solutions for a number of vertical markets. The Company is organized around two business segments: the Interactive Management Group and the Asset Management Group. The Interactive Management Group specializes in customer interaction software and services that are designed to enhance customer service, increase efficiency and manage customer communications across the enterprise. The Asset Management Group provides products and services to telecom service providers as well as fleet management and public safety software solutions, first responders, distribution, security, utilities and oil and gas industries. Enghouse Systems is incorporated and domiciled in Canada. The address of its registered office is 80 Tiverton Court, Suite 800, Markham, Ontario, L3R 0G4. The Company has offices around the world including the United States, the United Kingdom, Sweden, Norway, Denmark, Belgium, Germany, Ireland, Australia, New Zealand, Israel, Lebanon, Romania, Italy and Croatia.

## 2. Basis of preparation and adoption of International Financial Reporting Standards

The consolidated financial statements of the Company and its subsidiaries have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

The significant accounting policies described below are consistently applied to all the periods presented.

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

The presentation of certain amounts of the previous year has been changed to conform to the statement of financial position presentation adopted for the current year.

These consolidated financial statements were approved by the Board of Directors for issue on December 16, 2015.

## 3. Summary of significant accounting policies, judgments and estimation uncertainties

### Summary of significant accounting policies

#### Basis of measurement

The consolidated financial statements are prepared on a going concern basis, under the historical cost convention except for certain financial assets which are presented at fair value in Canadian dollars, the Company’s reporting currency. All financial information is presented in Canadian dollars rounded to the nearest thousands, except as otherwise noted.

#### Basis of consolidation

These consolidated financial statements include the accounts of Enghouse Systems and the consolidated accounts of its wholly owned subsidiaries (“the Company”). All intercompany transactions, balances and unrealized gains and losses from intercompany transactions have been eliminated upon consolidation. The Company does not have any special purpose entities to be consolidated. Accounting

## Notes to Consolidated Financial Statements

October 31, 2015 and 2014 *(in thousands of Canadian dollars, except as indicated)*

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

Subsidiaries are all entities (including structured entities) over which the Enghouse Systems has control. The Company controls an entity when the Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between Enghouse companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Company.

### Business combinations

The Company applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair value of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Company. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

The Company expenses acquisition related expenses as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognized in profit or loss.

Any contingent consideration to be transferred by the group is recognized at fair value as at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognized in accordance with IAS 39 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity. A portion of the consideration on acquisitions is subject to holdback and adjustment in accordance with the terms of the purchase agreements. The Company accrues hold backs as part of the consideration payable on acquisition. Adjustments to the hold backs will be recorded through goodwill.

Goodwill is initially measured as the excess of the aggregate of the consideration transferred and the fair value of non-controlling interest over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognized in profit or loss.

Inter-company transactions, balances, income and expenses on transactions between group companies are eliminated. Profits and losses resulting from inter-company transactions that are recognized in assets are also eliminated.

# Notes to Consolidated Financial Statements

October 31, 2015 and 2014 (in thousands of Canadian dollars, except as indicated)

## Foreign currency translation

### (i) Functional and presentation currency

The Company's subsidiaries generally operate in their local currency environment. Accordingly, items included in the financial statements of each legal entity consolidated within the Enhouse group are measured using the currency of the primary economic environment in which the legal entity operates (the "functional currency"). The consolidated financial statements are presented in Canadian dollars, which is also Enhouse Systems' functional currency.

When an entity disposes of its entire interest in a foreign operation, or loses control over a foreign operation, the foreign currency gains or losses accumulated in other comprehensive income (loss) related to the foreign operation are recognized in profit or loss. If an entity disposes of part of an interest in a foreign operation that remains a subsidiary, a proportionate amount of foreign currency gains or losses accumulated in other comprehensive income (loss) related to the subsidiary are reallocated between controlling and non-controlling interests.

### (ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Generally, foreign exchange gains and losses resulting from the settlement of foreign currency transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in currencies other than an operation's functional currency are recognized in the consolidated statements of operations in selling, general and administrative expenses.

### (iii) Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated to Canadian dollars at exchange rates at the reporting date. The income and expenses of foreign operations are translated to Canadian dollars using average exchange rates for the month during which the transactions occurred. Foreign currency differences are recognized in other comprehensive income (loss) in the cumulative translation account.

## Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held with banks, and other short-term highly liquid investments with original maturities of three months or less. Cash and cash equivalents are not subject to risks of change in fair value.

## Short-term investments

Short-term investments are highly liquid financial instruments. Equity securities are considered to be available-for-sale and are carried at fair market value, and fixed-income securities with original maturities of one year or less are carried at cost plus accrued interest.

## Financial instruments

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. Financial assets and liabilities are offset and the net amount is reported in the consolidated statements of financial position when there is a legally enforceable right to

## Notes to Consolidated Financial Statements

October 31, 2015 and 2014 (in thousands of Canadian dollars, except as indicated)

offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

Financial assets and financial liabilities are initially recorded at fair value and are subsequently measured based on their classification as described below. The Company classifies its financial instruments into various categories based on the purpose for which the financial instruments were acquired and their characteristics. The Company determines the fair value of its financial instruments based on quoted market values or discounted cash flow analyses.

### ***Available-for-sale***

Available-for-sale financial assets are non-derivative financial assets that are designated as available-for-sale and that are not classified as loans and receivables. The Company considers its portfolio equity investments to be available-for-sale assets. The equities held by the Company are those of publicly traded companies whose fair values are determined by the closing quoted market values for each investment at the consolidated statement of financial position date. Available-for-sale investments are carried at fair market value, except where the instrument does not have a quoted market price in an active market, with foreign exchange and revaluation gains and losses included in other comprehensive income (loss) until the gains and losses are realized when equities are sold in the market or there is impairment in the value. When an available-for-sale investment is sold or impaired, the accumulated gains or losses are moved from accumulated other comprehensive income (loss) to the consolidated statements of operations and comprehensive income (loss) and included in other gains and losses. The fair value of the Company's equity portfolio is subject to fluctuations in equity markets and is denominated in U.S. dollars as at October 31, 2015.

Interest on available-for-sale investments, calculated using the effective interest method, is recognized in the consolidated statements of operations as part of finance income.

Dividends on available-for-sale equity instruments are recognized in the consolidated statements of operations as part of finance income when the Company's right to receive payment is established.

### ***Loans and Receivables***

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. The Company's loans and receivables comprise cash and cash equivalents, accounts receivable and short-term investments (including mutual funds but excluding equity securities). These are classified in current assets, except for the portion expected to be realized or paid beyond twelve months of the consolidated statement of financial position date, which is classified as non-current. They are initially recognized at the amount expected to be received less, when material, a discount to reduce the loans and receivables to fair value. Subsequent measurement is at amortized cost using the effective interest rate method, less a provision for impairment.

### ***Financial liabilities at amortized cost***

Accounts payable, accrued liabilities, provisions and dividends payable are classified as other financial liabilities at amortized cost. Trade and other payables are initially recognized at the amount required to be paid, less, when material, a discount to reduce trade payables to fair value. Subsequently, trade and other payables are measured at amortized cost using the effective interest rate method. Financial liabilities are classified as current liabilities if payment is due within twelve months. Otherwise, they are presented as non-current liabilities.

The Company is not party to any derivative financial instruments.

# Notes to Consolidated Financial Statements

October 31, 2015 and 2014 (in thousands of Canadian dollars, except as indicated)

## Impairment of financial assets

At each reporting date, the Company assesses whether there is objective evidence that a financial asset is impaired. Objective evidence that financial assets are impaired can include default or delinquency by a debtor, restructuring of an amount due to the Company on terms that the Company would not otherwise consider, or indications that a debtor or issuer will enter bankruptcy.

The Company considers evidence of impairment of receivables on both an individual and collective basis. All individually significant receivables are assessed for impairment, while all receivables that are not individually significant, along with those significant receivables found not to be impaired, are collectively assessed for impairment. If evidence of impairment exists, the Company recognizes an impairment loss, as follows:

*(i) Financial assets carried at amortized cost:* The loss is the difference between the amortized cost of the loan or receivable and the present value of the estimated future cash flows, discounted using the instrument's original effective interest rate. The carrying amount of the asset is reduced by this amount either directly or indirectly through the use of an allowance account.

*(ii) Available-for-sale financial assets:* The impairment loss is the difference between the original cost of the asset and its fair value at the measurement date, less any impairment losses previously recognized in the consolidated statements of operations. This amount represents the cumulative loss in accumulated other comprehensive income (loss) that is reclassified to net income.

Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods if the amount of the loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized. The reversal of the previously recognized impairment loss is recognized in the consolidated statements of operations. Impairment losses on available-for-sale equity instruments are not reversed.

## Property, plant and equipment

Property, plant and equipment are recorded at acquisition cost less accumulated depreciation and accumulated impairment losses. Cost includes expenditures that are directly attributable to the acquisition of an asset. Subsequent costs are included in the asset's carrying amount or are recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost can be measured reliably. Repairs and maintenance costs are charged to the consolidated statements of operations and comprehensive income (loss) during the period in which they are incurred.

The major categories of property, plant and equipment are depreciated as follows:

Buildings	39 years straight-line
Furniture and fixtures	5 years straight-line
Computer software and hardware	3 years straight-line
Leasehold improvements	Shorter of useful life or initial lease term

## Notes to Consolidated Financial Statements

October 31, 2015 and 2014 (in thousands of Canadian dollars, except as indicated)

The Company allocates the amount initially recognized in respect of an item of property, plant and equipment to its significant parts (if any) and separately depreciates each part. Residual values, method of depreciation and useful lives of the assets are reviewed annually and adjusted if appropriate. The cost and accumulated depreciation of replaced assets are derecognized when replaced. Gains and losses on disposal of property, plant and equipment are determined by comparing the proceeds with the carrying amount of the assets and are included as part of other income (expense) in the consolidated statements of operations.

### Acquired software and customer relationships

The Company uses the income approach to value its acquired software and customer relationship intangible assets. This approach is a valuation technique that calculates the fair value of an intangible asset based on the cash flows that an asset can be expected to generate over its remaining useful life. The Company's intangible assets include patented technology, customer relationships, and acquired software with finite useful lives. These assets are capitalized and are amortized to operations over their estimated useful lives from the date that they are acquired and available for use, since this most closely reflects the expected usage and consumption patterns related to the future economic benefits embodied in the assets. The Company considers the length of time over which it expects to earn or recover the cost of the assets. The estimated useful lives for the current and comparative periods are as follows:

Acquired software	4 to 6 years straight-line
Customer relationships	4 to 8 years straight-line
Patents	Remaining life

Amortization methods, estimates of useful lives and residual values are reviewed at least annually and are adjusted as appropriate.

### Goodwill

Goodwill represents the excess of the purchase price of business acquisitions over the fair values of identifiable net assets acquired in such acquisitions and is allocated as at the date of the business combination. Goodwill acquired through a business combination 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 entity at which the goodwill is monitored for internal management purposes, which is not higher than an operating segment. The Company has two CGUs, the Interactive Management Group and the Asset Management Group, which the goodwill has been allocated between. After initial recognition, goodwill is measured at cost less any accumulated impairment losses.

### Impairment of non-financial assets

The unamortized portions of property, plant and equipment, acquired software and customer relationships are reviewed when events or circumstances indicate that the carrying amounts may not be recoverable. Intangible assets with an indefinite useful life or intangible assets not yet available for use are subject to an annual impairment test. Goodwill is not subject to amortization but is assessed for impairment on at least an annual basis and, additionally, whenever events and changes in circumstances suggest that the carrying amount may not be recoverable. The recoverable amount is estimated annually on October 31 of each year.

# Notes to Consolidated Financial Statements

October 31, 2015 and 2014 (in thousands of Canadian dollars, except as indicated)

For the purpose of measuring recoverable amounts, assets are grouped at the lowest levels for which there are separately identifiable cash inflows. The recoverable amount is the higher of an asset's or CGU's fair value less costs to sell and value in use (being the present value of the expected future cash flows of the relevant asset or CGU). An impairment loss is measured as the amount by which the asset's or CGU's carrying amount exceeds its recoverable amount. Impairment losses are recognized in the consolidated statements of operations and comprehensive income (loss).

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

No such impairment losses have been recognized during the period.

## Employee benefits

### *(i) Post-employment benefit obligations*

Employees of companies included in these consolidated financial statements have entitlements under Company pension plans which are defined contribution pension plans. These plans take different forms depending on the legal, financial and tax regime of each country. The cost of defined contribution pension plans is charged to expense as the contributions become payable and cease when an employee leaves the Company.

### *(ii) Stock-based compensation plans*

The Company grants stock options to certain employees. Stock options are granted at a price equal to or above the market value of the shares at the date of the grant. When the stock options are exercised, the Company issues new common shares. The consideration received on the exercise of stock options is credited to share capital at the time of exercise. The Company's stock option compensation plan is described in Note 9.

Stock options generally vest over four years in a tiered manner and expire after seven years. Each tranche in an award is considered a separate award with its own vesting period and grant date fair value. Fair value of each tranche is measured at the date of grant using the Black-Scholes option pricing model. Compensation expense is recognized over the tranche's vesting period on a straight-line basis based on the number of awards expected to vest, with a corresponding credit to contributed surplus. The number of awards expected to vest is reviewed at least annually, with any impact being recognized immediately.

### *(iii) Termination benefits*

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

# Notes to Consolidated Financial Statements

October 31, 2015 and 2014 (in thousands of Canadian dollars, except as indicated)

## *(iv) Short-term employee benefits*

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognized for the amount expected to be paid under the Company's incentive compensation plan if the Company has a legal or constructive obligation to pay this amount at the time bonuses are paid as a result of past service provided by the employee, and the obligation can be reliably estimated.

## Provisions

Provisions, including those for onerous contracts, legal claims and restructuring, are recognized when the Company has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation, and the amount can be reliably estimated. Provisions are measured based on management's best estimate of the expenditure required to settle the obligation at the end of the reporting period, and are discounted to present value where the effect is material.

The Company performs evaluations to identify onerous contracts and legal claims and, where applicable, records provisions for such items. A provision for onerous contracts is recognized when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits expected to be received from the contract. A provision for restructuring is recognized when the Company has approved a detailed and formal restructuring plan, and the restructuring either has commenced or been publicly announced. Restructuring provisions include such items as lease termination penalties, employee termination payments and over-market and excess capacity lease obligations acquired in business combinations. Provisions are not recognized for future operating losses.

A contingent liability is disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

## Income taxes

Income tax expense comprises current income tax expense and deferred income tax expense. Current income tax and deferred income tax expense are recognized in the consolidated statements of operations, except to the extent that they relate to items recognized directly in other comprehensive income (loss) or equity, in which case the income tax is also recognized directly in other comprehensive income (loss) or equity.

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

In general, deferred income tax is the amount of income taxes expected to be paid or recoverable in future periods in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements, carry-forward of unused tax losses and carry-forwards of unused tax credits. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the balance sheet date and are expected to apply when the deferred income tax asset or liability is settled. Deferred income tax assets, including unutilized tax losses, are recognized to the extent that it is probable that the assets can be recovered.

# Notes to Consolidated Financial Statements

October 31, 2015 and 2014 (in thousands of Canadian dollars, except as indicated)

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, except where the timing of the reversal of the temporary difference is controlled by the Company and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred income tax assets are recognized to the extent it is probable that taxable profits will be available against which the deductible temporary differences and unused tax losses and tax credits can be utilized. The carrying value of deferred income tax assets is reviewed at each consolidated statement of financial position date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred income tax asset to be recovered.

Deferred income tax is recognized, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill; deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be recognized simultaneously. Deferred income tax assets and liabilities are presented as non-current.

## Dividends

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

## Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the less or are classified as operating leases. Payments made under operating leases (net of any incentives received from the less or) are charged to the consolidated statements of operations on a straight-line basis over the period of the lease.

Leases of property, plant and equipment, where the Company has substantially all the risks and rewards of ownership, are classified as finance leases. Finance leases are capitalized at the lease's commencement at the lower of the fair value of the leased property and the present value of the minimum lease payments.

Each lease payment is allocated between the liability and finance charges. The corresponding rental obligations, net of finance charges, are included in other long-term payables. The interest element of the finance cost is charged to the statements of operations over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases are depreciated over the shorter of the useful life of the asset and the lease term.

## Share capital

Common shares are classified as equity. Incremental costs attributable to the issuance of shares are recognized as a deduction from equity.

## Notes to Consolidated Financial Statements

October 31, 2015 and 2014 (in thousands of Canadian dollars, except as indicated)

### Revenue recognition

Revenue represents the fair value of consideration received or receivable from customers for goods and services provided by the Company, net of discounts and sales taxes. Revenue consists primarily of fees for licenses of the Company's software, hosted services, subscription and maintenance fees, professional services and third party hardware revenue.

Revenue is recognized when the Company has transferred the significant risks and rewards of ownership of the goods or services to the buyer, delivery has occurred, the collection of the related receivable is deemed probable from the outset of the arrangement and the amount of revenue and costs incurred or to be incurred can be measured reliably. Revenue from the sale of licenses, third party software and hardware is generally recognized on delivery to the customer as these criteria are generally met.

Typically, the Company's software license agreements are multiple-element arrangements that also include the provision of maintenance, hosted services, professional services and hardware. These multiple-element arrangements are assessed to determine whether they should be treated as more than one unit of accounting or element for the purposes of revenue recognition. Consideration from the arrangement is allocated in multiple-element arrangements to the separate units of accounting, or elements, on a relative fair value basis as determined by an internal analysis of prices, or based on the residual method, as applicable. Revenue is recognized for each element according to the revenue recognition policy stated above. Where an arrangement is accounted for as a single unit of accounting, revenue is deferred and recognized over the term of the arrangement.

Services revenue is comprised of hosted and maintenance services revenue and professional services revenue, which includes consulting and training revenue. The amount of the selling price associated with hosted and maintenance services revenue agreements is deferred and recognized as revenue over the period during which the services are performed. This deferred revenue is included on the consolidated statement of financial position as a current liability to the extent the services are to be delivered in the next twelve months. Set-up fees on hosted services revenue is deferred and recognized on a straight-line basis over the estimated life of the customer relationship period. The customer relationship period is assessed annually and has been estimated to be sixty months. Professional services revenue is recognized as delivered.

The timing of revenue recognition often differs from contract payment schedules and milestones, resulting in revenue that has been earned but not billed. These amounts are included as accounts receivable.

Amounts billed in accordance with customer contracts, but in advance of revenue being recognized, are classified as deferred revenue.

### Direct costs

Direct costs include third party costs related to the delivery of software, hardware and professional, hosted and maintenance services as well as commissions payable to sales staff.

# Notes to Consolidated Financial Statements

October 31, 2015 and 2014 (in thousands of Canadian dollars, except as indicated)

## Research and development costs

The Company qualifies for certain investment tax credits related to the research and development of its computer software. Expenditures related to research are expensed as incurred and are reduced by related investment tax credits, which are recognized when reasonable assurance of realization exists. Expenditures during the development phase are capitalized if certain criteria, including technical feasibility and intent and ability to develop and use or sell the technology, are met; otherwise they are expensed as incurred. No costs have been deferred on the consolidated statements of financial position as at October 31, 2015 or 2014.

## Special charges

Special charges include costs for certain acquisition related restructuring initiatives undertaken as well as acquisition related transaction costs and similar charges.

## Finance income and finance expenses

Finance income comprises interest income, gains on the disposal of available-for-sale financial assets and dividend income. Interest income is recognized as it is accrued through profit or loss, using the effective interest method.

Finance expenses comprise interest expense on borrowings, bank charges and impairment losses recognized on financial assets other than trade receivables.

## Earnings per share

Basic earnings per share are computed by dividing the net income (loss) for the period by the weighted average number of common shares outstanding during the period.

Diluted earnings per share are calculated by adjusting the weighted average number of common shares outstanding for stock options issued by the Company. The number of shares included with respect to stock options are computed using the Treasury Stock method. This method assumes that proceeds, which could be obtained upon the exercise of in-the-money stock options, would be used to purchase common shares at the average market price during the year.

## Segmented reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker ("CODM") is the person or persons who are responsible for allocating resources and assessing performance of the operating segments. The CODM has been identified as the Chief Executive Officer.

# Notes to Consolidated Financial Statements

October 31, 2015 and 2014 (in thousands of Canadian dollars, except as indicated)

## Critical accounting estimates and judgments

The preparation of the Company's consolidated financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the date of the financial statements. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on a regular basis. Significant areas requiring the Company to make estimates, assumptions and judgments include those related to revenue recognition, intangible assets, the carrying value of goodwill, and income taxes. The Company bases its estimates on historical experience as well as on various other assumptions that are believed to be reasonable under the circumstances at the time.

Under different assumptions or conditions, the actual results would differ, potentially materially, from those previously estimated. Many of the conditions impacting these assumptions and estimates are beyond the Company's control. Revisions to the accounting estimates are recognized in the period in which the estimates are revised and will be recorded with corresponding impact on net income.

## Revenue recognition

### *Separation of customer contract obligations and deliverables*

Management applies judgment when assessing whether certain deliverables in a customer arrangement should be included or excluded from a unit of account to which contract accounting is applied. The judgment is typically related to the sale and inclusion of third party hardware and licenses in a customer arrangement and involves an assessment that principally addresses whether the deliverable has stand-alone value to the customer that is not dependent upon other components of the arrangement.

### *Professional services revenue*

Management exercises judgment in determining whether a contract's outcome can be reliably estimated. Management also makes estimates and assumptions in the calculation of future contract costs and related profitability which are used to determine the value of the amounts recoverable on contracts and the timing of revenue recognition. Management updates these estimates throughout the life of the contract. Judgment is also required to assess the probability of collection of the related receivables.

## Allowance for doubtful accounts

The Company maintains an allowance for doubtful accounts for the estimated losses resulting from the inability of its customers to make required payments. The Company reviews this provision regularly and performs ongoing credit evaluations of its customers' financial condition. Adverse changes in the financial condition of the Company's customers resulting in an impairment of their ability to make payments would likely require the provision of additional allowances. Actual collections could materially differ from management's estimates.

## Acquired assets and liabilities including intangible assets and goodwill

The Company accounts for business combinations using the purchase method, under which it allocates the excess of the purchase price of business acquisitions over the fair value of identifiable net assets acquired to goodwill. One of the most significant estimates relates to the determination of the fair value of the assets and liabilities acquired. For any intangible asset identified, depending on the type of intangible asset and the complexity of determining its fair value, purchase price allocations are derived

# Notes to Consolidated Financial Statements

October 31, 2015 and 2014 *(in thousands of Canadian dollars, except as indicated)*

from a formal valuation. Fair values are determined using appropriate valuation techniques, which are generally based on a forecast of the total expected future net cash flows and are closely linked to the assumptions made by management regarding the future performance of the assets concerned and the discount rate applied.

Any goodwill or intangible assets with indefinite useful lives acquired in business combinations are not amortized to income over their useful lives but are assessed annually for any potential impairment in value.

All other intangible assets are amortized to operations over their estimated useful lives. The Company's intangible assets relate to acquired technology, patents and customer relationships. Enghouse also reviews the carrying value of amortizable intangible assets for impairment whenever events and circumstances indicate that the carrying value of an asset may not be recoverable from the estimated future cash flows expected from its use and eventual disposition. In assessing the recoverability of these intangible assets, the Company must make assumptions regarding estimated future cash flows, market conditions and other factors to determine the fair value of the assets. If these estimates or related assumptions change in the future, the Company may be required to record impairment charges for these assets.

## Goodwill impairment

The goodwill recorded in the consolidated financial statements relates to two CGUs: the Asset Management Group and the Interactive Management Group. The Company's assumptions used in testing goodwill for impairment are affected by current market conditions, which may affect expected revenue and costs. The Company also has significant competition in markets in which it operates, which may impact its revenues and operating costs. The recoverable amount of the CGUs was based on an assessment of fair value less costs to sell using a discounted cash flow approach. The approach uses cash flow projections based on financial budgets approved by management covering a one year period. Cash flows for the years thereafter are extrapolated using estimated annual growth rates. The Company uses an after-tax discount rate which has been estimated on the basis of the industry's weighted average cost of capital. The risk premiums expected by market participants related to uncertainties about the industry and assumptions relating to future cash flows may differ or change quickly, depending on economic conditions and other events. Future changes in assumptions could negatively impact future assessments of the recoverable amount for the CGUs and the Company would be required to recognize an impairment loss.

As at October 31, 2015 and 2014, the Company's estimate of the recoverable amounts for each of the Asset Management CGU and Interactive Management CGU exceeded their respective carrying values by a significant margin, and as such the Company determined that the CGUs with goodwill had not been impaired. Based on its sensitivity analysis, management believes that any reasonable possible change in key assumptions used to calculate the recoverable amounts would have no impact on the results of the impairment test.

# Notes to Consolidated Financial Statements

October 31, 2015 and 2014 (in thousands of Canadian dollars, except as indicated)

## Income taxes

Management uses significant judgment to determine the provision for income taxes, current and deferred income tax assets and liabilities and the recoverability of income tax assets recorded. The Company operates in multiple tax jurisdictions and to the extent that there are profits in these jurisdictions, the profits are subject to tax at varying tax rates and regulations under the legislation of these jurisdictions. Enhouse's effective tax rate may be affected by changes to or application of tax laws in any particular jurisdiction, changes in the geographical mix of revenue and expense, level of relative profitability in each jurisdiction, utilization of non-capital losses and tax carry-forwards and management's assessment of its ability to realize deferred income tax assets. Accordingly, management must estimate the tax provision of the Company on a quarterly basis, which involves determining taxable income, temporary differences between tax and accounting carrying values and income tax loss carry-forwards. Favorable or unfavorable adjustments to tax provisions may result when tax positions are resolved or settled at amounts that differ from those estimates.

The Company has deferred income tax assets that are subject to periodic recoverability assessments. Realization of the Company's deferred income tax assets is largely dependent upon its achievement of projected future taxable income and the continued applicability of ongoing tax planning strategies. The Company's judgments regarding future profitability may change due to future market conditions, changes in tax legislation and other factors that could adversely affect the ongoing value of the deferred income tax assets. These changes, if any, may require the material adjustment of these deferred income tax asset balances through an adjustment to the carrying value thereon in the future. This adjustment would reduce the deferred income tax asset to the amount that is considered to be more likely than not to be realized and would be recorded in the period such a determination was to be made.

## 4. New Standards and interpretations

### New Standards and interpretations issued but not yet applied

**IFRS 15 – Revenue from Contracts with Customers (“IFRS 15”)** – IFRS 15 is a new standard effective for fiscal years beginning on or after January 1, 2018 and may be early adopted. The standard contains a single model for revenue recognition that applies to contracts with customers. The Company intends to adopt IFRS 15 in its consolidated financial statements for the annual period beginning on November 1, 2018. The extent of the impact of adoption of the standard has not yet been determined.

**IFRS 9, “Financial Instruments” (“IFRS 9”)** – IFRS 9 addresses the classification, measurement and recognition of financial assets and financial liabilities. IFRS 9 was issued in November 2009, updated and further amended in October 2010, November 2013, July 2014 and December 2014. It replaces the parts of IAS 39 that relate to the classification and measurement of financial instruments. IFRS 9 requires financial assets to be classified into two measurement categories:

- Financial assets measured as at fair value; or
- Financial assets measured at amortized cost.

The determination is made at initial recognition. The classification depends on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument. For financial liabilities, the standard retains most of the IAS 39 requirements.

## Notes to Consolidated Financial Statements

October 31, 2015 and 2014 (in thousands of Canadian dollars, except as indicated)

Gains and losses on remeasurement of financial assets measured at fair value will be recognized in profit or loss, except that for an investment in an equity instrument which is not held-for-trading, IFRS 9 provides, on initial recognition, an irrevocable election to present all fair value changes from the investment in other comprehensive income ("OCI"). The election is available on an individual share-by-share basis. Amounts presented in OCI will not be reclassified to profit or loss at a later date. IFRS 9 also includes a new general hedge accounting standard which will align hedge accounting more closely with risk management.

In December 2014, the IASB made further changes to the classification and measurement rules and also introduced a new impairment model. With these amendments, IFRS 9 is now complete. The changes introduce:

- a third measurement category (FVOCI) for certain financial assets that are debt instruments
- a new expected credit loss (ECL) model which involves a three-stage approach whereby financial assets move through the three stages as their credit quality changes. The stage dictates how an entity measures impairment losses and applies the effective interest rate method. A simplified approach is permitted for financial assets that do not have a significant financing component (i.e. trade receivables). On initial recognition, entities will record a day-1 loss equal to the 12 month ECL (or lifetime ECL for trade receivables), unless the assets are considered credit impaired.

The Company has yet to assess IFRS 9's full impact and intends to adopt IFRS 9 in the accounting period beginning on or after November 1, 2018.

### 5. Cash and cash equivalents and Short-term investments

	October 31, 2015		October 31, 2014	
	Carrying Value	Market Value	Carrying Value	Market Value
<b>Cash and cash equivalents</b>	<b>\$ 94,131</b>	<b>\$ 94,131</b>	<b>\$ 72,280</b>	<b>\$ 72,280</b>
<b>Short-term investments:</b>				
Mutual funds	\$ 971	\$ 971	\$ 2,453	\$ 2,453
Banker's acceptances	2,351	2,351	9,116	9,116
Government bonds	-	-	257	257
Equities	984	984	258	258
<b>Total</b>	<b>\$ 4,306</b>	<b>\$ 4,306</b>	<b>\$ 12,084</b>	<b>\$ 12,084</b>

Included within cash in the prior year and restricted as to use was a cash deposit of \$11.4 million underlying a standby letter of credit which was released during 2015.

The Company has paid funds into escrow on a number of acquisitions to be released to the vendors subject to hold back and adjustment. As at October 31, 2015 \$7.1 million (2014 - \$7.7 million) related to acquisition holdbacks is held in escrow and is restricted as to use. This has been included in cash and cash equivalents on the Company's consolidated statement of financial position as at October 31, 2015.

# Notes to Consolidated Financial Statements

October 31, 2015 and 2014 (in thousands of Canadian dollars, except as indicated)

## 6. Property, plant and equipment and intangible assets

### (i) Property, plant and equipment

	Plant <sup>(1)</sup>	Furniture and Fixtures	Computer Hardware and Software	Leasehold Improvements	Total
	\$	\$	\$	\$	\$
<b>At November 1, 2013</b>					
Cost	782	2,377	14,410	1,836	19,405
Accumulated depreciation	(22)	(2,097)	(12,257)	(1,430)	(15,806)
<b>Net book value</b>	<b>760</b>	<b>280</b>	<b>2,153</b>	<b>406</b>	<b>3,599</b>
<b>Year ended October 31, 2014</b>					
Opening net book value	760	280	2,153	406	3,599
Additions	-	145	2,161	274	2,580
Depreciation	(15)	(93)	(2,056)	(151)	(2,315)
Exchange difference	61	(6)	91	10	156
<b>Closing net book value</b>	<b>806</b>	<b>326</b>	<b>2,349</b>	<b>539</b>	<b>4,020</b>
<b>At October 31, 2014</b>					
Cost	846	2,124	21,833	2,333	27,136
Accumulated depreciation	(40)	(1,798)	(19,484)	(1,794)	(23,116)
<b>Net book value</b>	<b>806</b>	<b>326</b>	<b>2,349</b>	<b>539</b>	<b>4,020</b>
<b>Year ended October 31, 2015</b>					
Opening net book value	806	326	2,349	539	4,020
Additions	-	112	3,298	20	3,430
Depreciation	(17)	(189)	(2,293)	(189)	(2,688)
Exchange difference	140	30	87	20	277
<b>Closing net book value</b>	<b>929</b>	<b>279</b>	<b>3,441</b>	<b>390</b>	<b>5,039</b>
<b>At October 31, 2015</b>					
Cost	1,019	2,432	28,329	2,556	34,336
Accumulated depreciation	(90)	(2,153)	(24,888)	(2,166)	(29,297)
<b>Net book value</b>	<b>929</b>	<b>279</b>	<b>3,441</b>	<b>390</b>	<b>5,039</b>

(1) Plant includes \$718 allocated to building and \$301 allocated to land.

## Notes to Consolidated Financial Statements

October 31, 2015 and 2014 (in thousands of Canadian dollars, except as indicated)

### (ii) Intangible assets and Goodwill

	Acquired Software \$	Other Software \$	Customer Relationships \$	Goodwill \$	Total \$
<b>At November 1, 2013</b>					
Cost	85,101	-	45,287	81,248	211,636
Accumulated depreciation	(57,697)	-	(21,581)	-	(79,278)
<b>Net book value</b>	<b>27,404</b>	<b>-</b>	<b>23,706</b>	<b>81,248</b>	<b>132,358</b>
<b>Year ended October 31, 2014</b>					
Opening net book value	27,404	-	23,706	81,248	132,358
Acquisition (Note 13)	22,576	-	11,871	15,359	49,806
Purchase Price Adjustments	-	-	-	(947)	(947)
Amortization	(10,995)	-	(6,614)	-	(17,609)
Exchange difference	(191)	-	257	2,874	2,940
<b>Closing net book value</b>	<b>38,794</b>	<b>-</b>	<b>29,220</b>	<b>98,534</b>	<b>166,548</b>
<b>At October 31, 2014</b>					
Cost	107,677	-	57,158	98,534	263,369
Accumulated amortization	(68,883)	-	(27,938)	-	(96,821)
<b>Net book value</b>	<b>38,794</b>	<b>-</b>	<b>29,220</b>	<b>98,534</b>	<b>166,548</b>
<b>Year ended October 31, 2015</b>					
Opening net book value	38,794	-	29,220	98,534	166,548
Acquisition (Note 13)	8,828	-	11,427	17,454	37,709
Purchase Price Adjustments	-	-	-	(560)	(560)
Additions	-	356	-	-	356
Amortization	(14,120)	-	(8,749)	-	(22,869)
Exchange difference	1,431	(4)	1,793	8,440	11,660
<b>Closing net book value</b>	<b>34,933</b>	<b>352</b>	<b>33,691</b>	<b>123,868</b>	<b>192,844</b>
<b>At October 31, 2015</b>					
Cost	116,506	352	68,585	123,868	309,311
Accumulated amortization	(81,573)	-	(34,894)	-	(116,467)
<b>Net book value</b>	<b>34,933</b>	<b>352</b>	<b>33,691</b>	<b>123,868</b>	<b>192,844</b>

# Notes to Consolidated Financial Statements

October 31, 2015 and 2014 (in thousands of Canadian dollars, except as indicated)

## 7. Provisions

Provisions include provisions for onerous contracts, legal claims, restructuring and special charges, and are measured based on management's best estimate of the expenditure required to settle the obligation at the end of the reporting period.

	<b>Total</b>
<b>At November 1, 2013</b>	<b>\$ 3,427</b>
Additional provisions	2,110
Unused amounts reversed	(531)
Utilized during the period	(1,751)
Effect of movements in foreign exchange	152
<b>At October 31, 2014</b>	<b>\$ 3,407</b>
<b>At November 1, 2014</b>	<b>\$ 3,407</b>
Additional provisions	12,654
Unused amounts reversed	(366)
Utilized during the period	(13,385)
Effect of movements in foreign exchange	1,025
<b>At October 31, 2015</b>	<b>\$ 3,335</b>

## 8. Share capital and other components of shareholder's equity

### Capital Stock

The authorized share capital of the Company consists of an unlimited number of common shares with no par value, an unlimited amount of Class A, redeemable, retractable, non-voting, non-cumulative, preference shares and an unlimited number of Class B, redeemable, retractable, non-voting, preference shares. There were 26,587,262 common shares outstanding as at October 31, 2015. There were no Class A and no Class B preference shares issued and outstanding as at either October 31, 2015 or October 31, 2014.

### Dividends per share

During the year ended October 31, 2015 the Company declared dividends of \$12,118 (\$0.46 per common share), of which \$3,190 was payable on November 30, 2015 and reflected as a liability in the statement of financial position at October 31, 2015. In the year ended October 31, 2014 dividends declared were \$9,930 (\$0.38 per common share).

### Common share repurchase plan

On April 22, 2015, the Company renewed its common share repurchase plan, whereby it may repurchase up to a maximum of 1,797,594 common shares of the Company, expiring on April 21, 2016. The Company did not repurchase any common shares in either fiscal 2015 or fiscal 2014.

# Notes to Consolidated Financial Statements

October 31, 2015 and 2014 (in thousands of Canadian dollars, except as indicated)

## Accumulated other comprehensive income (loss)

Accumulated other comprehensive income (loss) is comprised of the following separate components of equity:

### *Cumulative translation account*

The cumulative translation account comprises all foreign currency differences arising from the translation of the financial statements of foreign operations net of income tax recovery of \$676 (2014-\$167).

### *Unrealized gains/losses on available-for-sale financial assets*

Available-for-sale differences comprise the cumulative net change in the fair value of available-for-sale financial assets until the investments are derecognized or impaired net of income tax expense of \$33 (2014 - recovery of \$35).

## 9. Stock-based Compensation

The Company has granted options to purchase common shares to certain directors, officers and employees of the Company, pursuant to the terms of the Company's stock option plan (the "Plan"). The Plan provides that a total of 1,794,400 (October 31, 2014 – 2,217,700) common shares are reserved for options and that the shares reserved for options, which could become exercisable in any one year, will not exceed more than 10% of the issued and outstanding common shares of the Company at the time such options may be exercisable. These options vest at various times over four years and expire seven years after the grant date. The exercise price of each option equals the market price of the Company's stock on the date the options are granted.

A summary of the status of the Company's Plan as at October 31, 2015 and October 31, 2014, and changes during the years ended on those dates is presented as follows:

	2015		2014	
	Number of Options	Weighted Average Exercise Price in \$	Number of Options	Weighted Average Exercise Price in \$
Outstanding at beginning of period	1,288,500	14.56	1,419,000	12.42
Granted	135,000	48.47	110,000	34.45
Exercised	(423,300)	8.31	(121,000)	7.94
Forfeited	(29,000)	17.15	(119,500)	14.17
<b>Outstanding at end of period</b>	<b>971,200</b>	<b>21.92</b>	<b>1,288,500</b>	<b>14.56</b>
<b>Options exercisable at end of period</b>	<b>498,700</b>	<b>15.78</b>	<b>710,500</b>	<b>9.97</b>

## Notes to Consolidated Financial Statements

October 31, 2015 and 2014 (in thousands of Canadian dollars, except as indicated)

A summary of stock options outstanding as at October 31, 2015 is set out below:

Exercise Price	Outstanding Stock Options			Exercisable Stock Options	
	Number Outstanding as at October 31, 2015	Weighted Average Remaining Contractual Life in Years	Weighted Average Exercise Price in \$	Number Exercisable as at October 31, 2015	Weighted Average Exercise Price in \$
\$5.00 to \$7.75	40,500	0.38	5.00	40,500	5.00
\$7.76 to \$10.00	99,500	1.94	8.76	99,500	8.76
\$10.01 to \$14.50	255,700	3.34	13.45	167,700	13.30
\$14.51 to \$23.74	330,500	4.37	19.51	135,000	19.53
\$23.75 to \$34.45	110,000	5.35	34.45	56,000	34.45
\$34.46 to \$48.47	135,000	6.36	48.47	-	-
	<b>971,200</b>	<b>4.07</b>	<b>21.92</b>	<b>498,700</b>	<b>15.78</b>

The Company uses the fair value method for recording compensation expense related to equity instruments awarded to employees, officers and directors in accordance with IFRS 2. For the purposes of expensing stock options, each tranche in an award is considered a separate award with its own vesting period and grant date fair value. Compensation expense is recognized over the tranche's vesting period by increasing contributed surplus based on the number of awards expected to vest. During fiscal 2015, the Company recorded a non-cash charge of \$1,187 (2014 - \$877).

For options granted in the period, the fair value of each stock option on the date of the grant was estimated using the Black-Scholes option pricing model as set out below. Estimated volatility is calculated on a daily basis using historical closing prices, as adjusted for certain events that management deemed to be non-recurring and non-indicative of future events over a period, noted below, which reflects the expected life of the options.

	Options Granted FY 2015	Options Granted FY 2014
Risk-free interest rate (%)	0.68% - 1.34%	1.34% - 1.93%
Estimated volatility (%)	20%-28%	20%-28%
Dividend yield	\$0.48	\$0.40
Expected life (in years)	3.5 - 6.3	3.5 - 6.3
Weighted average fair value (in dollars)	\$6.74 - \$11.63	\$5.01 - \$9.34
Weighted average share price at grant date	\$48.47	\$34.45

# Notes to Consolidated Financial Statements

October 31, 2015 and 2014 (in thousands of Canadian dollars, except as indicated)

## 10. Research and development expense

	2015	2014
Research and development costs incurred	\$ 42,357	\$ 38,147
Investment tax credits recognized	(1,316)	(424)
<b>Net research and development expense</b>	<b>\$ 41,041</b>	<b>\$ 37,723</b>

## 11. Income taxes

The provision for income taxes consists of the following:

	2015	2014
<b>(A) Current income taxes:</b>		
Current tax on profits for the year	\$ 8,984	\$ 5,940
Foreign withholding taxes	308	-
Adjustments for prior periods	(1,017)	170
	\$ 8,275	\$ 6,110
<b>Deferred income taxes:</b>		
Origination and reversal of timing differences	\$ (292)	\$ 2,475
Changes in tax rate	(30)	205
Recognition of previously unrecognized tax losses	(3,880)	(3,850)
	(4,202)	(1,170)
<b>Total income tax provision</b>	<b>\$ 4,073</b>	<b>\$ 4,940</b>

(B) The Company operates in several tax jurisdictions. The provision for income taxes differs from the expense that would be obtained by applying the combined federal and provincial statutory rate in Canada as a result of the following:

	2015		2014	
	\$	%	\$	%
Profit before tax at a statutory rate of 26.5% (2014 – 26.5%)	9,408	26.5	9,175	26.5
Foreign earnings subject to different income tax rates	(1,567)	(4.4)	529	1.5
Change in tax rates	(30)	(0.1)	205	0.6
Non-deductible expenses	716	2.0	435	1.3
Tax exempt income	(998)	(2.8)	(864)	(2.5)
Foreign withholding taxes	308	0.9	-	-
Resolution of tax positions	116	0.3	(690)	(2.0)
Changes in recognized assets	(3,880)	(10.9)	(3,850)	(11.1)
<b>Effective income tax amount and rate</b>	<b>4,073</b>	<b>11.5</b>	<b>4,940</b>	<b>14.3</b>

## Notes to Consolidated Financial Statements

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During the year tax rates changes have been substantively enacted as follows:

Jurisdiction	New Rate (%)	Prior Rate (%)	Effective Date
Japan	33.06%	35.64%	April 2015
Denmark	23.50%	24.50%	January 2015

(C) The Company has recognized deferred income tax assets and liabilities as at October 31, 2015 and 2014 of the following:

	2015 \$	2014 \$
<b>Deferred income tax assets:</b>		
Provisions and reserves	2,782	2,803
Income tax loss carry-forwards	5,917	5,413
SRED expenditures	233	206
Property, plant and equipment	1,668	2,005
	<u>10,600</u>	<u>10,427</u>
<b>Deferred income tax liabilities:</b>		
Adjustment to available-for-sale investments	47	14
Deferred revenue reserves	2,835	2,863
Acquired software	10,015	10,451
Other intangibles	7,125	6,602
	<u>20,022</u>	<u>19,930</u>
<b>Deferred income tax liabilities, net</b>	<b><u>(9,422)</u></b>	<b><u>(9,503)</u></b>

## Notes to Consolidated Financial Statements

October 31, 2015 and 2014 (in thousands of Canadian dollars, except as indicated)

(D) The movement in deferred income tax assets and liabilities during the year is as follows:

	Balance November 1, 2013	Recognized in profit or loss	Recognized in other comprehensive income	Acquired in business combinations	Other	Balance October 31, 2014
Provisions and reserves	2,782	(33)	-	54	-	2,803
Income tax loss carry- forwards	4,276	(847)	167	1,817	-	5,413
SRED expenditures	189	17	-	-	-	206
Property, plant and equipment	2,172	(233)	-	66	-	2,005
Other	-	(245)	-	-	245	-
<b>Assets</b>	<b>9,419</b>	<b>(1,341)</b>	<b>167</b>	<b>1,937</b>	<b>245</b>	<b>10,427</b>

	Balance November 1, 2013	Recognized in profit or loss	Recognized in other comprehensive income	Acquired in business combinations	Other	Balance October 31, 2014
Acquired software	7,753	(2,104)	-	4,802	-	10,451
Intangible assets Available for sale	6,024	(1,709)	-	2,287	-	6,602
investments	42	-	(35)	-	7	14
Deferred revenue reserves	663	1,302	-	898	-	2,863
<b>Liabilities</b>	<b>14,482</b>	<b>(2,511)</b>	<b>(35)</b>	<b>7,987</b>	<b>7</b>	<b>19,930</b>

	Balance November 1, 2014	Recognized in profit or loss	Recognized in other comprehensive income	Acquired in business combinations	Other	Balance October 31, 2014
Provisions and reserves	2,803	(155)	-	134	-	2,782
Income tax loss carry- forwards	5,413	(198)	676	26	-	5,917
SRED expenditures	206	27	-	-	-	233
Property, plant and equipment	2,005	(347)	-	10	-	1,668
Other	-	(149)	-	-	149	-
<b>Assets</b>	<b>10,427</b>	<b>(822)</b>	<b>676</b>	<b>170</b>	<b>149</b>	<b>10,600</b>

	Balance November 1, 2014	Recognized in profit or loss	Recognized in other comprehensive income	Acquired in business combinations	Other	Balance October 31, 2014
Acquired software	10,451	(3,094)	-	2,658	-	10,015
Intangible assets Available for sale	6,602	(1,850)	-	2,373	-	7,125
Investments	14	-	33	-	-	47
Deferred revenue reserves	2,863	(80)	-	52	-	2,835
<b>Liabilities</b>	<b>19,930</b>	<b>(5,024)</b>	<b>33</b>	<b>5,083</b>	<b>-</b>	<b>20,022</b>

## Notes to Consolidated Financial Statements

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- (E) The Company and its subsidiaries have non-capital losses available for carry-forward for income tax purposes which may be subject to restriction on their availability to shelter income as follows:

Jurisdiction	Non-capital Losses available 2015	Non-capital Losses available 2014	Expiry terms
United States	\$ 64,000	\$ 57,000	Expire in periods commencing in 2018 - 2029
United Kingdom	2,000	9,000	No expiry
Belgium	9,000	9,000	No expiry
Sweden	1,000	6,000	No expiry
Norway	2,000	4,000	No expiry
Denmark	3,000	4,000	No expiry
Canada	1,000	2,000	Expire in periods commencing in 2027 - 2031
Other	4,000	7,000	No expiry
<b>Total</b>	<b>\$ 86,000</b>	<b>\$ 98,000</b>	

The Company has not recognized a deferred income tax asset in respect of approximately \$70 million of non-capital losses. Of this amount, \$52 million in losses were incurred by companies resident in the U.S. which are subject to IRC 382 limitations. These limit the use of losses that are available and provide that these losses can only be applied on a straight-line basis over twenty years. Based on the attributes and the Company's profitability in the U.S. it is uncertain whether there will be sufficient future taxable income with which to offset these losses during this period. The remaining \$18 million in losses are related to losses incurred by foreign subsidiaries that have been acquired during the year or in previous years. Due to a lack of financial history and historical losses in these entities, management believes that it is not appropriate to fully recognize tax assets for losses acquired with these business which could potentially reverse. The Company has not recognized approximately \$4 million of deductible temporary differences as it is uncertain whether future taxable income will be available from which to realize the benefits.

## 12. Earnings per share:

**Basic:** Basic earnings per share are calculated by dividing the net income attributable to owners of the parent by the weighted average number of common shares issued during the period.

	2015	2014
Net income attributable to owners of the parent	\$ 31,430	\$ 29,684
Weighted average number of common shares issued	26,259,305	26,108,501
<b>Basic earnings per share</b>	<b>\$ 1.20</b>	<b>\$ 1.14</b>

**Diluted:** Diluted earnings per share is calculated by adjusting the weighted average number of common shares outstanding to assumed conversions of all potential dilutive common shares. The Company has only has stock options as potential dilutive common shares. For stock options, a calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average market share price of the Company's outstanding shares for the period) based on the monetary value of the subscription rights attached to the stock options. The number of shares calculated above is compared to the number of shares that would have been issued assuming the exercise of the stock options.

# Notes to Consolidated Financial Statements

October 31, 2015 and 2014 (in thousands of Canadian dollars, except as indicated)

	2015	2014
Net income attributable to owners of the parent	\$ 31,430	\$ 29,684
Weighted average number of common shares issued	26,259,305	26,108,501
Adjustments for:		
Stock options	532,290	730,010
Weighted average number of common shares for diluted earnings per share	26,791,595	26,838,511
<b>Diluted earnings per share</b>	<b>\$ 1.17</b>	<b>\$ 1.11</b>

No options to purchase common shares were excluded in the computation of diluted earnings per share because all options' exercise prices were less than the average market price of common shares during the fiscal year. In the prior fiscal year 110,000 options were excluded in the computation of diluted earnings.

## 13. Acquisitions

Acquisitions have been recorded under the purchase method of accounting and results have been included in the consolidated statements of operations from their respective acquisition dates. Accordingly, the allocation of the purchase price to assets and liabilities is based on the fair value, with the excess of the purchase price over the fair value of the assets acquired being allocated to goodwill.

### 2015 Acquisitions:

#### *Interactive Management*

The Company acquired 100% of the issued and outstanding common shares of Reitek S.p.A ("Reitek") on May 8, 2015 for an aggregate cash purchase price of approximately \$6.1 million. Of this amount, approximately \$0.8 million remains subject to hold back and adjustment. Results are included in the Interactive Management Group from the date of acquisition.

Based in Milan, Italy, Reitek is a leading provider of omni-channel contact center solutions for enterprises of all sizes including multinational corporations, mostly serving the Italian market. Reitek's products are delivered both on premise and in the cloud and are distributed through a reseller channel.

#### *Asset Management Group*

The Company acquired 100% of the issued and outstanding common shares of CDRator A/S ("CDRator") and Aktavara AB ("Aktavara") on March 3, 2015 and September 8, 2015, respectively, for an aggregate cash purchase price of approximately \$30.6 million. Of this amount, approximately \$3.5 million remains subject to hold back and adjustment. Results are included in the Asset Management Group from the acquisition date.

Headquartered in Denmark, CDRator provides market-leading solutions that automate billing and customer care functions for MVNO/E (mobile virtual network operators and enablers). CDRator offers an out-of-the-box self-care, post and pre-paid real time billing platform that can be rapidly deployed for enabling next generation mobile and converged virtual network operators.

Headquartered in Stockholm, Sweden, Aktavara's 19-employee team provides innovative software solutions for telecommunications service providers. The company's product line includes a configurable

## Notes to Consolidated Financial Statements

October 31, 2015 and 2014 (in thousands of Canadian dollars, except as indicated)

off-the-shelf software product that creates and manages configuration parameters for all modern multi-vendor network technologies, and a comprehensive suite for automated network resource planning and inventory management. Aktavara's customers include wireless and fixed line convergent network operators in Europe, Africa and the Middle East.

The goodwill recognized in connection with these acquisitions is primarily attributable to the anticipated improvement in the operations of the companies acquired and synergies with existing operations as a result of implementation of Enghouse's business strategies and methodologies. Goodwill also includes other intangibles such as assembled workforce that do not qualify for separate recognition under IFRS. None of the goodwill of \$17.6 million recorded arising from these acquisitions is deductible for tax purposes.

The gross contractual amounts of acquired receivables was \$10.5 million; however acquired receivables are generally represented as collectible by the sellers and therefore are expected to be fully collectible from customers or the sellers. Since the dates of acquisition, revenue of \$18.0 million and a net profit of \$1.1 million has been included in the consolidated statements of operations and comprehensive income.

### 2014 Acquisitions:

#### *Interactive Management*

The Company acquired 100% of the issued and outstanding common shares of Information Access Technology, Inc. ("IAT"), IT Sonix AG ("IT Sonix") and Voxtron NV ("Voxtron") on November 4, 2013, March 4, 2014 and October 3, 2014 respectively for an aggregate cash purchase price of approximately \$22.3 million. Of this amount, approximately \$0.6 million remains subject to hold back and adjustment. Results are included in the Interactive Management Group from their respective dates of acquisition.

Headquartered in West Jordan (Salt Lake City), Utah, IAT specializes in innovative communication technology which enables companies to design, execute and measure customer communication campaigns. IAT solutions include premise and hosted products and services for both outbound dialing and broadcast messaging. Based in Leipzig, Germany, IT Sonix is a software provider specializing in outbound contact center solutions with a particular focus on tele-marketing. ELSBETH, IT Sonix's flagship solution, is a fully featured, general purpose, outbound suite combining a powerful predictive dialer, campaign management, call scripting, real-time speech analytics and agent coaching capabilities. Headquartered in Temse (Brussels), Belgium, Voxtron is a provider of multi-channel contact center and dispatch solutions for small, medium and large enterprises as well as the railroad and utilities sectors.

#### *Asset Management Group*

The Company acquired 100% of the issued and outstanding common shares of Basset AB ("Basset") and Jinny Software Limited ("Jinny") on July 4, 2014 and August 5, 2014, respectively for an aggregate cash purchase price of approximately \$20.4 million. Of this amount, approximately \$2.3 million remains subject to hold back and adjustment. During the year, approximately \$1.1 million of the hold back was reduced with the proceeds previously classified as restricted cash now accruing to the Company due to settlement of one of the Basset hold backs. Results are included in the Asset Management Group from their respective dates of acquisition.

Headquartered in Stockholm, Sweden, Basset provides revenue management solutions to telecommunications operators and next generation electric utilities in Europe, Africa and the Middle East. Jinny, based in Dublin, Ireland, is an end-to-end provider of mobile value added services, rich

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communications, and diameter signaling management solutions for wireless carriers globally. Jinny's solutions enable customers to run different cellular network technologies simultaneously, and are integrated with leading network equipment providers.

The Company's purchase price allocations are as follows:

	Interactive Management Group Preliminary 2015	Asset Management Group Preliminary 2015	Interactive Management Group Final 2014	Asset Management Group Final 2014
Cash and cash equivalents	\$ 849	\$ 4,626	\$ 2,825	\$ 1,536
Accounts receivable, net	5,514	4,962	7,182	13,090
Prepaid expenses and other assets	520	523	805	2,196
Property, plant and equipment	227	301	901	355
Deferred income tax assets	134	36	-	1,123
Acquired software	2,140	6,688	9,126	13,450
Customer relationships	3,750	7,677	5,600	6,271
Goodwill	4,940	12,639	7,169	7,630
<b>Total assets acquired</b>	<b>\$ 18,074</b>	<b>\$ 37,452</b>	<b>\$ 33,608</b>	<b>\$ 45,651</b>
Less: Current liabilities assumed	\$ 10,171	\$ 3,617	\$ 7,256	\$ 22,038
Less: Deferred income tax liabilities	1,849	3,234	4,030	3,204
<b>Total liabilities assumed</b>	<b>\$ 12,020</b>	<b>\$ 6,851</b>	<b>\$ 11,286</b>	<b>\$ 25,242</b>
<b>Net assets acquired for cash consideration</b>	<b>\$ 6,054</b>	<b>\$ 30,601</b>	<b>\$ 22,322</b>	<b>\$ 20,409</b>

### 14. Commitments and Operating Leases

The Company leases premises and certain equipment and automobiles under operating leases. The operating rental expense for the year ended October 31, 2015 was \$7,040 (2014 - \$7,958). The annual minimum future lease commitments are as follows:

	October 31, 2015	October 31, 2014
Less than 1 year	\$ 6,930	\$ 5,672
Between 1 and 5 years	9,467	5,684
More than 5 years	-	-
<b>Total</b>	<b>\$ 16,397</b>	<b>\$ 11,356</b>

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## 15. Segmented information

The Company has two operating segments, the Interactive Management Group and the Asset Management Group, based on the nature of the operations and markets that each of these segments serves. The accounting policies followed by these segments are the same as those described in the summary of significant accounting policies.

The Company's operating segments each develop and market software products and provide services for their respective markets and are inclusive of the current year acquisitions. The Interactive Management Group specializes in customer interaction software and services that are designed to enhance customer service, increase efficiency and manage customer communications across the enterprise. The Asset Management Group provides a portfolio of products to telecom service providers as well as fleet management and public safety software solutions for the transportation sector, first responders, distribution, security, utilities and oil and gas industries.

The Company evaluates segment performance based on revenue and profit or loss before income taxes.

	Interactive Management Group	Asset Management Group	Total
<b>Year ended October 31, 2015</b>			
Revenue	\$ 188,236	\$ 91,077	\$ 279,313
Operating expenses excluding non-cash charges	(132,673)	(67,408)	(200,081)
Special charges	(1,629)	(360)	(1,989)
Depreciation of property, plant and equipment	(2,172)	(516)	(2,688)
<b>Segment profit</b>	<b>\$ 51,762</b>	<b>\$ 22,793</b>	<b>\$ 74,555</b>
Corporate expenses			(7,292)
<b>Results from operating activities</b>			<b>\$ 67,263</b>
Amortization of acquired software and customer relationships			(22,869)
Litigation settlements			(8,774)
Finance income			251
Finance expenses			(480)
Other income			112
<b>Income before income taxes</b>			<b>\$ 35,503</b>
Goodwill	\$ 85,897	\$ 37,971	123,868
Other assets	138,860	108,981	247,841
Short-term investments			4,306
<b>Total assets</b>			<b>\$ 376,015</b>
Capital Expenditures	\$ 2,407	\$ 495	\$ 2,902

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	Interactive Management Group	Asset Management Group	Total
<b>Year ended October 31, 2014</b>			
Revenue	\$ 168,893	\$ 51,094	\$ 219,987
Operating expenses excluding non-cash charges	(119,645)	(38,698)	(158,343)
Special charges	(1,077)	(539)	(1,616)
Depreciation of property, plant and equipment	(1,885)	(430)	(2,315)
<b>Segment profit</b>	<b>\$ 46,286</b>	<b>\$ 11,427</b>	<b>\$ 57,713</b>
Corporate expenses			(5,649)
<b>Results from operating activities</b>			<b>\$ 52,064</b>
Amortization of acquired software and customer relationships			(17,609)
Finance income			492
Finance expenses			(410)
Other income			87
<b>Income before income taxes</b>			<b>\$ 34,624</b>
Goodwill	\$ 74,381	\$ 24,153	98,534
Other assets	115,252	101,901	217,153
Short-term investments			12,084
<b>Total assets</b>			<b>\$ 327,771</b>
Capital Expenditures	\$ 1,117	\$ 207	\$ 1,324

Revenue from customers is attributable to individual countries based on the reporting entity that records the transaction and is distributed geographically as follows:

Jurisdiction	2015 %	2014 %
United States	29	33
United Kingdom	18	22
Europe	17	8
Scandinavia	26	26
Asia Pacific	7	7
Canada	3	4
<b>Total</b>	<b>100</b>	<b>100</b>

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Non-current assets by geographic region is attributable to individual countries based on reporting entity and is distributed geographically as follows:

Jurisdiction	2015 \$	2014 \$
United States	62,910	61,287
United Kingdom	20,910	23,523
Europe	51,236	50,967
Scandinavia	50,887	21,069
Canada	9,684	11,291
Other	2,256	2,431
<b>Subtotal</b>	<b>197,883</b>	<b>170,568</b>
Deferred tax assets	10,600	10,427
<b>Total Non-current Assets</b>	<b>208,483</b>	<b>180,995</b>

### 16. Litigation and contingencies

Southern California Gas Company v. Syntellect, Inc.: Southern California Gas Company (“SoCal”) filed a lawsuit against a wholly owned subsidiary of the Company relating to the indemnification provisions in a contract between the parties. The United States District Court, Southern District of California, issued a judgment in favor of SoCal which, together with certain additional SoCal costs and interest, amounted to U.S. \$9.45 million (the “Award”). The Company appealed the judgment to the United States Ninth Circuit Court of Appeals, which was ultimately denied on February 23, 2015. Approximately \$11.8 million, representing the Award plus estimated additional SoCal costs and interest, was paid in June 2015 to SoCal to finalize this matter. The Company recorded a litigation settlement provision of \$9.4 million in the first quarter of 2015 regarding this matter. The Company also previously settled an unrelated matter in its favor during the fiscal year, recording a recovery of \$0.6 million.

#### General

The Company provides its customers with a qualified indemnity against the infringement of third party intellectual property rights. From time to time, various owners of patents and copyrighted works send the Company or its customers letters alleging that the Company’s products do or might infringe upon the owner’s intellectual property rights, and/or suggesting that the Company or its customers should negotiate a license agreement with the owner. The Company’s policy is to never knowingly infringe upon any third party’s intellectual property rights. Accordingly, where appropriate, the Company forwards any such allegation or licensing request to its outside legal counsel for review. The Company generally attempts to resolve any such matter by informing the owner of the Company’s position concerning non-infringement or invalidity. Even though the Company attempts to resolve these matters without litigation, it is always possible that the owner of a patent or copyrighted work will sue the Company.

In response to correspondence from and, in a few instances, litigation instigated by, third party patent holders, a few of the Company’s customers have attempted to tender to the Company the defense of its products under contractual indemnity provisions. With respect to this litigation, and any other litigation the Company becomes involved with, under a contractual indemnity or any other legal theory, the Company has and will continue to consider all its options for resolution and vigorously assert all appropriate defenses.

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## 17. Capital disclosures

The Company's objectives in managing capital are to ensure sufficient liquidity to pursue its strategy of organic growth combined with strategic acquisitions and to deploy capital to provide an appropriate return on investment to its shareholders. The capital structure of the Company consists of shareholder's equity comprised of retained earnings, share capital and accumulated other comprehensive income or loss amounts relating to available-for-sale securities and cumulative translation adjustments. The Company does not have any long-term debt. The Company manages its capital structure and makes adjustments to it in light of economic conditions and the risk characteristics of the underlying assets. The Company's primary uses of capital are to finance non-cash working capital requirements, capital expenditures and acquisitions, which are currently funded from its internally-generated cash flows.

The Company is not subject to any externally imposed capital requirements and does not presently utilize any quantitative measures to monitor its capital. There has been no change with respect to the overall capital risk management strategy during the year ended October 31, 2015.

## 18. Financial instruments

### Fair value of financial instruments

The Company has determined that the fair value of its cash, cash equivalents, short-term investments, accounts receivable and financial liabilities approximate their respective carrying amounts as at the financial position dates due to their short-term nature.

### Fair Value Hierarchy

The table below analyzes financial instruments carried at fair value, by valuation method. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are inputs other than quoted prices included in Level 1 that are observable for the asset or liability either directly (i.e. prices) or indirectly (i.e. derived from prices). Level 3 inputs are inputs for the asset or liability that are not based on observable market data (i.e. unobservable inputs).

In the table below, the Company has segregated all financial assets and liabilities that are measured at fair value into the most appropriate level within the fair value hierarchy based on the inputs used to determine the fair value at the measurement date. The Company has no financial assets or liabilities that are measured using Level 3 inputs.

Financial assets that are measured at fair value as at October 31, 2015 and October 31, 2014 in the financial statements are summarized below. The Company has no financial liabilities measured at fair value initially other than those recognized in connection with business combinations. There were no transfers of fair value measurements between Level 1 and Level 2 of the fair value hierarchy in fiscal 2015 and 2014.

	October 31, 2015			October 31, 2014		
	Level 1	Level 2	Total	Level 1	Level 2	Total
Assets:						
Equities	\$ 984	\$ -	\$ 984	\$ 258	\$ -	\$ 258
Mutual Funds	-	971	971	-	2,453	2,453
Total	<u>\$ 984</u>	<u>\$ 971</u>	<u>\$ 1,955</u>	<u>\$ 258</u>	<u>\$ 2,453</u>	<u>\$ 2,711</u>

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### Risk management

The Company, through its financial assets and liabilities, is exposed to risks of varying degrees of significance that could impact its ability to achieve its strategic growth objectives. The main objective of the Company's risk management process is to ensure that risks are properly identified and addressed. The Company has exposure to credit risk, market risk and liquidity risk.

The Company manages its short-term investment portfolio to maximize returns, maintain liquidity and diversify its credit risk exposure to safeguard its principal. To achieve this objective, the Company has established an investment committee consisting of the Company's Chief Executive Officer, Vice President Finance and Chairman of the Audit Committee. The Company has also adopted a formal investment policy to govern the management of the Company's investment portfolio, which specifies eligible investments, investment limits, minimum allowable credit ratings of investments and the permissible concentration of credit risk. The Company does not enter into any hedge transactions in its investment portfolio and is not party to any derivative financial instruments.

### Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's accounts receivable. The amounts reported in the consolidated statement of financial position are net of allowances for bad debts, estimated by the Company's management based on prior experience and their assessment of the current economic environment. The Company reviews its trade receivable accounts regularly and reduces amounts to their expected realizable values by adjusting the allowance for doubtful accounts as soon as the account is determined not to be fully collectible. The Company believes that its credit risk with respect to accounts receivable is limited for a number of reasons including dealing primarily with large companies and governmental agencies, diversifying its customer base across varying industries and geographic locations, regular management review, negotiating progress payments as contracts are executed and past experience with bad debt expense. The Company historically has not experienced any significant losses related to individual customers or groups of customers in any particular industry or geographic area. No individual customer's trade receivable poses a significant credit risk to the Company.

The Company's trade receivables had a carrying value of \$60.8 million as at October 31, 2015 (2014 - \$54.3 million), representing the maximum exposure to credit risk of those financial assets, net of the allowance for doubtful accounts of \$6.6 million. The Company's allowance for doubtful accounts increased from \$5.2 million at October 31, 2014 as a result of acquisitions and foreign exchange. The definition of items that are past due is determined by reference to payment terms agreed to with individual customers, which are normally within 30 to 60 days. Approximately 12.6% or \$8.5 million of trade receivables at October 31, 2015 were outstanding more than 90 days, compared to 10.2% past due as at October 31, 2014. The past due balances are offset by a combination of deferred revenue and acquisition reserves of \$0.8 million related to these receivables and the Company's allowance for doubtful accounts. Subsequent to year end to the date of this report, \$2.2 million of these past due balances were collected.

With respect to its investment portfolio, the Company limits its exposure to credit risks from counter-parties to financial instruments by dealing only with major financial institutions and large multi-national corporations with high credit-ratings, investing only in high grade investment products and limiting exposure to any one financial institution, commercial issuer or investment type and limits the term of maturity. Management does not expect any counter-parties to fail to meet their obligations. The carrying amount of financial assets represents the maximum credit exposure to the Company.

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## **Market risk**

Market risk is the risk that changes in market prices, such as foreign exchange rates, and interest rates will affect the Company's income or the value of its financial instruments.

## **Foreign exchange risk**

Foreign currency risk is related to the portion of the Company's business transactions denominated in currencies other than Canadian dollars, a large portion of which relates to fluctuations in the value of the Canadian dollar relative to that of the U.S. dollar. However, a significant proportion of revenue is increasingly generated by the Company's U.K. and European operations.

Approximately 18% of the Company's revenues are derived from sales by its U.K. operations, which may be denominated in pounds sterling, euros or U.S. dollars, while 17% of its revenue is generated from sales by the Company's European offices in Ireland, Germany, Italy and 26% of its revenues generated by Scandinavian operations primarily in Sweden, Denmark and Norway. Approximately 7% of revenues are derived from sales to customers in Australia and New Zealand and are denominated in Australian and New Zealand dollars. Approximately 29% of the Company's revenues are derived from sales to customers in the United States, which are naturally hedged by the Company's U.S. based operating costs associated primarily with the Company's Interactive Management Group U.S. operations. This is a decrease from the prior year when 33% of revenue was generated by the U.S. operations as a result of acquisitions outside of the U.S. In contrast, the Company's head office expenses are incurred in Canadian dollars which is not hedged by Canadian dollar denominated revenue. The Company attempts, wherever possible, to match cash outlays with cash inflows in the same currency. If all the currencies in which the Company transacts were to fluctuate by 1% from existing rates, results from operating activities would be increased or decreased by approximately \$0.7 million in the consolidated statement of operations.

For the Company's foreign currency transactions, fluctuations in the respective exchange rates relative to the Canadian dollar will create volatility in the Company's cash flows and the reported amounts for revenue and selling, general and administrative expenses on a period-to-period basis.

Additional earnings volatility arises from the translation of monetary assets and liabilities denominated in currencies other than the functional currency of the subsidiary in which they are recorded. Changes in the rates of exchange at each financial position date of these monetary assets and liabilities are reported as a foreign exchange gain or loss. For the year ended October 31, 2015 the Company reported foreign exchange gains of \$2.5 million compared to gains of \$1.0 million in fiscal 2014.

Translation gains or losses incurred upon consolidation of the Company's foreign operation's financial positions into Canadian dollars are included in the Company's accumulated other comprehensive income (loss) account on the statement of financial position. During fiscal 2015, the exchange rate for U.S. dollars to Canadian dollars averaged \$1.24 (2014 - \$1.09), while the pound sterling averaged \$1.91 (2014 - \$1.80), the Euro averaged \$1.41 (2014 - \$1.47) and the Swedish krona averaged \$0.15 (2014 - \$0.16). If all exchange rates were to fluctuate by 1%, the exchange gain or loss on our net assets could be valued at plus or minus \$2.4 million due to the fluctuation and would be recorded in other comprehensive income.

# Notes to Consolidated Financial Statements

October 31, 2015 and 2014 (in thousands of Canadian dollars, except as indicated)

## Interest rate risk

Interest rate risk arises because of the fluctuation in interest rates. The Company is subject to interest rate risk on its cash and short-term investments. If interest rates were to fluctuate proportionally by 10% of existing rates, interest income would be increased or decreased by approximately \$0.02 million per year. The Company is not exposed to interest rate risk on debt as the Company has no long-term debt.

## Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach is to ensure that it has sufficient liquidity to meet its obligations, mainly accounts payable, accrued liabilities, accrued provisions and deferred revenue, when due. The Company does not have any short-term borrowing or debt facilities and settles its financial obligations out of cash. The ability to do so relies on the Company's ability to generate cash from operations and collect accounts receivable in a timely manner and by maintaining sufficient cash on hand. As at October 31, 2015 the Company's current liabilities, all of which fall due for payment within twelve months of the consolidated statement of financial position date, were \$109,183 (2014 - \$96,398). At October 31, 2015 the Company had a working capital surplus of \$58,349 (2014 - \$50,378).

## 19. Changes in non-cash operating working capital

	2015 \$	2014 \$
Decrease in accounts receivable, net	7,065	6,109
Decrease in prepaid expenses and other assets	944	1,572
Decrease in accounts payable, accrued liabilities & provisions	(9,147)	(10,793)
Decrease in income taxes payable	(3,535)	(293)
(Decrease)/increase in deferred revenue	(1,958)	866
	<b>(6,631)</b>	<b>(2,539)</b>

## 20. Additional IFRS Information

### Expense by nature:

Expenses incurred by nature are as follows:

	2015 \$	2014 \$
Third party license, maintenance and services	15,581	14,628
Hardware	5,013	4,281
Staff costs	151,397	116,705
Supplies	3,116	3,040
Other administrative expenses	7,556	5,183
Travel and marketing	11,524	8,906
Communications	3,686	3,032
Occupancy	7,746	6,348
Professional services	4,288	2,895
Restructuring	1,989	1,616
Foreign exchange gain	(2,534)	(1,026)
Depreciation of property, plant and equipment	2,688	2,315
	<b>212,050</b>	<b>167,923</b>

# Notes to Consolidated Financial Statements

October 31, 2015 and 2014 (in thousands of Canadian dollars, except as indicated)

## Staff costs:

Expenditures for staff costs are as follows:

	2015 \$	2014 \$
Salaries and wages	107,680	86,030
Employee benefits	23,394	17,912
Stock-based compensation	1,187	877
Termination benefits	924	180
Bonuses	4,500	2,725
Commissions	4,498	3,531
Contractors	9,214	5,450
	<b>151,397</b>	<b>116,705</b>

Included in employee benefits are the Company's share of costs related to defined contribution pension plans of \$3.8 million (2014 - \$3.3 million).

## 21. Related parties

### Related party transactions

The company has not entered into any related party transactions.

### Key management personnel compensation

The key management personnel of the Company are the members of the Company's executive management team and Board of Directors, and control approximately 31.5% (2014 - 31.0%) of the outstanding shares of Enghouse.

	2015 \$	2014 \$
Salaries, bonus and employee benefits	3,896	3,441
Stock options	794	662
<b>Total</b>	<b>4,690</b>	<b>4,103</b>

## 22. Subsequent event

On October 19, 2015 Enghouse entered into a definitive agreement with CTI Group (Holdings) Inc. ("CTI") (OTC: CTIG) whereby Enghouse would acquire CTI subject to shareholder approval. On November 4, 2015, Enghouse's indirect wholly-owned subsidiary, New Acquisitions Corporation, commenced its previously announced tender offer for all outstanding shares of common stock of CTI. Enghouse completed the acquisition of CTI on December 7, 2015 for a purchase price of approximately U.S.\$22.5 million. The purchase price allocation has not been established subject to receipt of additional information.

Headquartered in Indianapolis, Indiana with operations in the UK, CTI's telecommunications software products include carrier grade billing analytics, self-care, invoice presentment, multi-channel customer interaction recording and call accounting solutions. The products are deployed as on-premise licensed, multi-tenant hosted, SaaS or managed services offerings. Results will be included in operations from the date of acquisition.

## Corporate Directory

### Board of Directors

#### Stephen J. Sadler

Chief Executive Officer and  
Chairman of the Board  
Enghouse Systems Limited

#### Eric Demirian <sup>(1)</sup>

President  
Parklea Capital Inc.

#### Reid Drury <sup>(1),(3)</sup>

Partner  
Polar Capital Corporation

#### John Gibson <sup>(1)(2)(3)</sup>

President and Chief Executive Officer  
E.E.S. Financial Services Limited

#### Paul Stoyan <sup>(3)</sup>

Chairman  
Gardiner Roberts LLP

#### Pierre Lassonde <sup>(2)</sup>

Chairman  
Franco-Nevada Corporation

- (1) Member of Audit Committee  
(2) Member of Compensation Committee  
(3) Member of Corporate Governance Committee

### Executive Officers

#### Stephen J. Sadler

Chief Executive Officer and  
Chairman of the Board

#### Craig Wallace

Chief Operating Officer

#### Douglas C. Bryson

Vice President Finance and  
Corporate Secretary

#### Todd May

Vice President Legal and  
General Counsel

#### Sam Anidjar

Vice President  
Corporate Development

#### Geoff Bartle

Vice President  
Corporate Information Systems

## Corporate Information

### Independent Auditors

#### PricewaterhouseCoopers LLP

Chartered Accountants  
18 York Street, Suite 2600  
Toronto, Ontario, M5J 0B2  
Canada

### Transfer Agent

#### Equity Transfer Services Inc.

200 University Avenue, Suite 400  
Toronto, Ontario, M5H 4H1  
Canada

### Stock Information

Shares of Enghouse Systems Limited  
are traded on the Toronto Stock  
Exchange under the symbol **ESL**

### Investor Inquiries

Inquiries should be directed to:  
Investor Relations  
**Enghouse Systems Limited**  
80 Tiverton Court, Suite 800  
Markham, Ontario, L3R 0G4, Canada  
email: [investor@enghouse.com](mailto:investor@enghouse.com)

### Annual Meeting of Shareholders

The Annual Meeting of Shareholders will be held on  
**Wednesday March 9, 2016 at 4:30 p.m.** at the  
TMX Broadcast Centre  
The Exchange Tower  
130 King Street West  
Toronto, Ontario, M5X 1J2, Canada

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## Principal Offices

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**Enghouse Systems**

Software engineered for results