MANAGEMENT'S DISCUSSION AND ANALYSIS

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CORPORATE PROFILE

TVA Group Inc. ("TVA Group," "TVA" or the "Corporation"), a subsidiary of Quebecor Media Inc. ("QMI" or the "parent corporation"), is a communications company with operations in four business segments: Broadcasting, Film Production & Audiovisual Services, Magazines, and Production & Distribution. In the Broadcasting segment, the Corporation creates, broadcasts and produces entertainment, sports, news and public affairs programming and is engaged in commercial production. It operates North America's largest private French-language television network as well as nine specialty services. The Film Production & Audiovisual Services segment provides soundstage, mobile and equipment rental services as well as postproduction and visual effects services. In the Magazines segment, TVA Group publishes over 50 titles, making it Quebec's largest magazine publisher. The Production & Distribution segment produces and distributes television programs for the world market. The Corporation's Class B shares are listed on the Toronto Stock Exchange under the ticker symbol TVA.B.

This Management's Discussion and Analysis covers the Corporation's main activities during the year ended December 31, 2020, and the major year-over-year changes. The Corporation's consolidated financial statements for the years ended December 31, 2020, 2019 and 2018 have been prepared in accordance with International Financial Reporting Standards ("IFRS").

This Management's Discussion and Analysis should be read in conjunction with the information in the consolidated financial statements for the financial year ended December 31, 2020. All amounts are stated in Canadian dollars.

The COVID-19 pandemic (the "pandemic") is having a significant impact on the economic environment in Canada and around the world. On March 13, 2020, the Quebec government imposed a series of restrictions and special preventive measures to limit the spread of the virus, including the suspension of business activities deemed non-essential across Quebec. The Quebec government subsequently implemented a gradual reopening plan, which was followed at the end of December 2020 by a new set of restrictions and another suspension of some business activities due to the second wave of the pandemic. The public health crisis curtailed the operations of many of TVA Group's business partners and led to a significant slowdown in some of the Corporation's segments in 2020. Among other things, the restrictions and preventive measures imposed by the Quebec government caused a significant decline in advertising revenues, a large reduction in the sporting events broadcast on the "TVA Sports" specialty channel, a reduction in the publication frequency of some periodicals and the temporary suspension of most of our content production activities. Despite the constraints created by the pandemic, the Corporation has continued and will continue to provide essential services in order to inform in addition to entertain the public during this public health crisis, while safeguarding the health and safety of the public and its employees. The Corporation is providing television viewers with continuous coverage of the public health crisis on TVA Network and the "LCN" specialty channel. Because of the slowdown in the economy, approximately 25% of TVA Group's workforce received benefits during the year under the Corporation's assistance program while on stand-by. During the health crisis, this program provides financial assistance in addition to the Canada Emergency Wage Subsidy ("CEWS") or Canada Emergency Response Benefit programs. Many of the business units in the Corporation's various segments qualified for the CEWS, and accrued subsidies receivable were recorded in 2020 as a reduction in employee costs.

As the uncertainty about the full extent and duration of the pandemic persists, the Corporation's Board of Directors and its executive management team are continuously monitoring the impact of the public health crisis on the Corporation's business segments, employees, customers and business partners, as well as on the population of Quebec, and are taking appropriate action, as needed, until the crisis abates.

The impact of the public health crisis created by the pandemic on the operating results of the Corporation's business segments for the fourth quarter and fiscal 2020 are discussed in greater detail in the "Segmented Analysis" section of this Management's Discussion and Analysis. At this stage, it is difficult to anticipate all of the consequences of the crisis until the situation returns to normal. The pandemic related public health crisis may have a material adverse effect on the short- and medium-term growth of the Corporation's operating results and cash flows. Therefore, the growth reported in previous quarters, particularly at the start of the health crisis, may not be indicative of future growth.

BUSINESS SEGMENTS

Management made changes to the Corporation's management structure at the beginning of the year. As a result of those changes, the custom publishing, commercial print production and premedia services previously provided by the Magazines segment were combined with the Broadcasting segment's existing commercial production activities under the brand COLAB STUDIO Marketing Collaboratif ("**COLAB**"). Financial information for comparative periods has been restated to reflect the new presentation.

At the beginning of the second quarter of 2019, the Corporation reorganized its business segments to better reflect changes in its operations and management structure following the acquisition of the Incendo group companies ("**Incendo**") on April 1, 2019. Accordingly, the new Production & Distribution segment was created.

As well, since February 13, 2019, following the acquisition of the companies in the Serdy Média inc. and Serdy Vidéo inc. groups, the activities of the "Évasion" and "Zeste" specialty services have been included in the Broadcasting segment's results, while postproduction activities have been included in the Film Production & Audiovisual Services segment's results.

The Corporation's operations now consist of the following segments:

- The **Broadcasting segment**, which includes the operations of TVA Network, specialty services, the marketing of digital products associated with the various televisual brands, and commercial production and custom publishing services;
- The **Film Production & Audiovisual Services segment** ("**MELS**"), which through its subsidiaries Mels Studios and Postproduction G.P. and Mels Dubbing Inc. provides soundstage, mobile and equipment rental services, as well as dubbing and described video, postproduction and visual effects;
- The **Magazines segment**, which through its subsidiaries, notably TVA Publications Inc. and Les Publications Charron & Cie inc., publishes magazines in various fields including the arts, entertainment, television, fashion and decorating, and markets digital products associated with the various magazine brands;
- The **Production & Distribution segment**, which through the companies in the Incendo group produces and distributes television shows, movies and television series for the world market.

HIGHLIGHTS SINCE END OF 2019

- On February 11, 2021, the Corporation renewed its $75,000,000 revolving credit facility, which matured on February 24, 2021, for one year, until February 24, 2022. At the time of the renewal on February 21, 2020, the Corporation had lowered the limit of the facility from $150,000,000 to $75,000,000.

- On January 20, 2021, France Lauzière, President and CEO of the Corporation, announced a new management structure and placed all programming for TVA, TVA+ and the Corporation's nine specialty channels under the responsibility of Martin Picard, Vice-President and Chief Operating Officer, Content. A member of the TVA team since 2002 and Chief Operating Officer, Content since 2017, Mr. Picard therefore adds the strategic management of TVA Nouvelles, "LCN" and "TVA Sports" to his duties, thus ensuring content development and reach across all of the group's platforms.

- On November 11, 2020, the Corporation announced a strategic repositioning that updates the TVA brand, including a new logo and a new digital destination, TVA+, a live and on-demand content ecosystem.

- On October 23, 2020, the Corporation announced a strategic shift for its "TVA Sports" specialty service, based on the fan profile and changing sports-consumption patterns. The channel is setting itself apart by focusing on live sports and transforming its "traditional" sports news bulletins into a 100% digital offering. This shift entailed some changes to the "TVA Sports" team, including resource reallocation, in order to meet the channel's objectives.

- On October 14, 2020, the Corporation announced that MELS was launching a new virtual stage service that provides an innovative alternative to conventional soundstages and also facilitates physical distancing by reducing the size and scope of shoots, sets and crowd scenes. The initiative is part of MELS' push to innovate and to pursue its technological shift.

- On August 7, 2020, the Canadian Radio-television and Telecommunications Commission ("CRTC") found that the new packaging structure proposed by Bell still fails to comply with the decision made in December 2019 on the undue preference complaint filed by TVA Group. On December 19, 2019, the CRTC had ruled that Bell was giving undue preference to its discretionary sports service "RDS" and subjecting the "TVA Sports" service to an undue disadvantage by packaging the two services in a different manner. The preference and disadvantage were considered undue since they caused a material adverse impact on the Corporation. Accordingly, the CRTC directed Bell to report back on a new packaging structure that would neither unduly disadvantage "TVA Sports" nor unduly prefer "RDS," two comparable channels that should be treated equitably. In mid-October 2020, Bell removed "RDS" from its most popular plan to comply with the decision.

- On June 26, 2020, the Corporation announced the acceleration of MELS' business plan and hence the appointment of Martin Carrier as President of MELS. Mr. Carrier had been Senior Vice-President, Business Development of MELS since April 21, 2020 and is tasked with developing and expanding this business segment.

- On March 12, 2020, the agreement in principle reached on January 8, 2020 to renew the collective agreement of unionized employees in Quebec City, which had expired on December 31, 2018 and covered approximately 8% of the Corporation's permanent unionized employees, was ratified. The collective agreement has been renewed for five years, extending the term to December 31, 2023.

NON-IFRS FINANCIAL MEASURES

To evaluate its financial performance, the Corporation uses certain measures that are not calculated in accordance with or recognized under IFRS. The Corporation's method of calculating non-IFRS financial measures may differ from the methods used by other companies and, as a result, the financial measures presented in this Management's Discussion and Analysis may not be comparable to other similarly titled measures reported by other companies.

Adjusted EBITDA

In its analysis of operating results, the Corporation defines adjusted EBITDA, as reconciled to net income (loss) under IFRS, as net income (loss) before depreciation and amortization, financial expenses, operational restructuring costs and other, income taxes and share of income of associates. Adjusted EBITDA as defined above is not a measure of results that is consistent with IFRS. It is not intended to be regarded as an alternative to other financial operating performance measures or to the statement of cash flows as a measure of liquidity. This measure should not be considered in isolation or as a substitute for other performance measures prepared in accordance with IFRS. This measure is used by management and the Board of Directors to evaluate the Corporation's consolidated results and the results of its segments. This measure eliminates the significant level of impairment, depreciation and amortization of tangible and intangible assets and is unaffected by the capital structure or investment activities of the Corporation and its segments. Adjusted EBITDA is also relevant because it is a significant component of the Corporation's annual incentive compensation programs. The Corporation's definition of EBITDA may not be the same as similarly titled measures reported by other companies.

Table 1 presents a reconciliation of adjusted EBITDA to net income disclosed in the Corporation's consolidated financial statements.

Table 1
Reconciliation of the adjusted EBITDA measure used in this report to the net income measure used in the consolidated financial statements
(in thousands of dollars)

	Years ended December 31		Three-months ended December 31	
	2020	2019	**2020**	2019
Adjusted EBITDA (negative adjusted EBITDA):				
Broadcasting	**$ 60,976**	$ 44,496	**$ 36,739**	$ 21,725
Film Production & Audiovisual Services	**14,079**	16,253	**7,453**	7,828
Magazines	**8,675**	8,639	**2,122**	1,603
Production & Distribution	**1,153**	2,838	**(369)**	2,198
Intersegment items	**423**	214	**125**	214
	85,306	72,440	**46,070**	33,568
Depreciation and amortization	**33,330**	40,311	**8,204**	10,369
Financial expenses	**2,535**	3,892	**566**	850
Operational restructuring costs and other	**6,197**	5,890	**1,359**	853
Income taxes	**11,845**	6,150	**9,095**	5,654
Share of income of associates	**(942)**	(485)	**(537)**	(193)
Net income	**$ 32,341**	$ 16,682	**$ 27,383**	$ 16,035

FISCAL 2020/2019 COMPARISON

Analysis of consolidated results of TVA Group

Operating revenues: $508,144,000, a $61,766,000 (-10.8%) decrease.

- $35,013,000 (-7.9%) decrease in the Broadcasting segment (Table 2) essentially due to a 12.5% decrease in TVA Network's revenues, reflecting in part a 13.7% decline in advertising revenues; and a 3.7% decrease in the specialty channels' revenues, including an 8.4% decrease in advertising revenues.

- $12,595,000 (-17.7%) decrease in the Film Production & Audiovisual Services segment (Table 2), due primarily to revenue decreases from all of the segment's operations except dubbing and described video, which increased 33.4%.

- $10,280,000 (-18.2%) decrease in the Magazines segment (Table 2) due mainly to the 28.5%, 17.0% and 21.7% decreases in advertising revenues, newsstand revenues and subscription revenues respectively, on a comparable basis, combined with the revenue impact of the discontinuation of the publication of *ELLE Canada* and *ELLE Québec* magazines, the last issues of which were released in May 2019. These unfavourable variances were partially offset by a 20.4% increase in financial assistance from the Canada Periodical Fund ("**CPF**") for the magazines on a comparable basis, including a 25% supplement for the 2020-2021 reference year in consideration of the current public health crisis.

- $1,939,000 (-14.5%) decrease in the Production & Distribution segment (Table 2) due primarily to the delayed delivery of films produced during the current year.

Table 2
Operating revenues
(in thousands of dollars)

	Years ended December 31		Three-months ended December 31	
	2020	2019	**2020**	2019
Broadcasting	**$ 408,741**	$ 443,754	**$ 116,513**	$ 124,775
Film Production & Audiovisual Services	**58,664**	71,259	**21,366**	23,590
Magazines	**46,318**	56,598	**13,419**	13,694
Production & Distribution	**11,432**	13,371	**1,926**	6,795
Intersegment items	**(17,011)**	(15,072)	**(5,606)**	(4,658)
	$ 508,144	$ 569,910	**$ 147,618**	$ 164,196

Adjusted EBITDA: $85,306,000, a $12,866,000 (17.8%) favourable variance.

- $16,480,000 favourable variance in the Broadcasting segment (Table 3) caused mainly by a 75.9% increase in the adjusted EBITDA of the specialty services, primarily that of "TVA Sports" channel, due to the postponement of the National Hockey League ("**NHL**") 2020-2021 season to 2021, and a 15.0% increase in TVA Network's adjusted EBITDA.

- $2,174,000 unfavourable variance in the Film Production & Audiovisual Services segment (Table 3), due primarily to a 26.4% decrease in adjusted EBITDA from soundstage, mobile and equipment rental, partially offset by a 107.5% increase in adjusted EBITDA from dubbing and described video.

- $36,000 favourable variance in the Magazines segment (Table 3) due mainly to the performance of all titles on a comparable basis, as cost savings, combined with additional government assistance received during the current public health crisis, outweighed the decrease in revenues. These favourable variances were partially offset by the discontinuation of the publication of *ELLE Canada* and *ELLE Québec* magazines.

- $1,685,000 unfavourable variance in the Production & Distribution segment (Table 3) caused primarily by the decrease in total gross margin generated by distribution of films produced by Incendo, which was delayed as a result of the public health crisis, and higher administrative expenses for the full year 2020 (nine months in 2019).

Table 3
Adjusted EBITDA (negative adjusted EBITDA)
(in thousands of dollars)

	Years ended December 31		Three-months ended December 31	
	2020	2019	**2020**	2019
Broadcasting	**$ 60,976**	$ 44,496	**$ 36,739**	$ 21,725
Film Production & Audiovisual Services	**14,079**	16,253	**7,453**	7,828
Magazines	**8,675**	8,639	**2,122**	1,603
Production & Distribution	**1,153**	2,838	**(369)**	2,198
Intersegment items	**423**	214	**125**	214
	$ 85,306	$ 72,440	**$ 46,070**	$ 33,568

Net income attributable to shareholders: $32,317,000 ($0.75 per basic and diluted share), compared with $16,452,000 ($0.38 per basic and diluted share) for the same period of 2019.

- The positive variance of $15,865,000 ($0.37 per basic and diluted share) was essentially due to:
  - $12,866,000 increase in adjusted EBITDA;
  - $6,981,000 favourable variance in the depreciation and amortization charge; and
  - $1,357,000 favourable variance in financial expenses;

  partially offset by:
  - $5,695,000 unfavourable variance in income taxes.
- The calculation of income per share was based on a weighted average of 43,205,535 outstanding diluted shares for the years ended December 31, 2020 and 2019.

Depreciation and amortization: $33,330,000, a $6,981,000 (-17.3%) decrease, mainly due to the expiry in December 2019 of the depreciation and amortization period for equipment for rental and intangible assets stemming from the acquisition of substantially all of the assets of Vision Globale A.R. ltée on December 30, 2014 and the decrease in the charge for depreciation and amortization of certain technical equipment. These favourable variances were partially offset by higher amortization expenses related to intangible assets resulting from business acquisitions made in 2019.

Financial expenses: $2,535,000, a $1,357,000 decrease due mainly to the favourable variance in interest on short-term debt as a result of lower average indebtedness in 2020 compared with 2019.

Operational restructuring costs and other: $6,197,000 for fiscal 2020, compared with $5,890,000 for 2019, a $307,000 increase.

- In 2020, the Corporation recorded the net amount of $5,088,000 arising primarily from the elimination of positions and cost-reduction measures, including $3,606,000 in the Broadcasting segment, $1,074,000 in the

Film Production & Audiovisual Services segment, and $408,000 in the Magazines segment ($3,794,000 for 2019, including $1,275,000 in the Broadcasting segment, $113,000 in the Film Production & Audiovisual Services segment and $2,406,000 in the Magazines segment).

- In 2020, the Corporation recorded a $1,755,000 charge for business acquisitions, primarily due to the upward adjustment to the contingent consideration related to the Acquisition of Incendo (as defined below) following a review of the assumptions and the range of probabilities for the achievement of financial conditions used in the initial recognition of the transaction. The remeasurement led to an additional $1,565,000 charge related to the conditional consideration. In 2019, the Corporation had recorded a $2,263,000 charge in connection with business acquisitions, primarily for investments in the Canadian broadcasting system to support French-language productions, as required by the CRTC as a condition of transferring the licences for the "Évasion" and "Zeste" channels to the Corporation.

- In 2020, the Corporation also recognized a $328,000 gain on write-off of lease liabilities and a $254,000 gain on disposal of assets for proceeds on disposal of $323,000.

Income taxes: $11,845,000 (effective tax rate of 27.4%) in 2020, compared with $6,150,000 (effective tax rate of 27.5%) for 2019, an unfavourable variance of $5,695,000, due mainly to the impact of an increase in taxable income for tax purposes. The effective tax rate was higher than the Corporation's statutory rate of 26.5% for fiscal 2020 mainly because of the permanent variance generated by the remeasurement of the contingent consideration payable in connection with the Acquisition of Incendo, as noted above. The higher effective tax rate than the Corporation's statutory tax rate of 26.6% for 2019 was mainly due to permanent differences related to non-deductible items. Calculation of the effective tax rates is based on only taxable and deductible items.

Share of income of associates: $942,000 in 2020, compared with $485,000 in 2019; the $457,000 increase was essentially due to the improved financial results of an associate in the television industry.

SEGMENTED ANALYSIS

Broadcasting

Operating revenues: $408,741,000, a $35,013,000 (-7.9%) decrease due primarily to:

- decreases due mainly to the current pandemic situation, such as:
  - 12.5% decrease in TVA Network's revenues essentially due to a 13.7% decrease in advertising revenues, although digital revenues increased 36.7%; and
  - 25.4% and 13.6% decreases in the advertising revenues of "TVA Sports" and "Prise 2" respectively;
- 2.7% and 3.7% decreases in the subscription revenues of "TVA Sports" and "LCN" respectively, due to continued cord-cutting, which was exacerbated by the significant decrease in sporting events broadcast and the unscrambling of "LCN" for part of the public health crisis; and
- unfavourable retroactive adjustment related to royalties for distant signal retransmission, which had an impact on TVA Network's revenues;

partially offset by:

- 3.6% increase in the entertainment specialty channels' subscription revenues, on a comparable basis, stemming from the renewal of most of our distribution agreements at rates reflecting the fair value of our channels;

- 4.7% increase in the advertising revenues of the specialty services other than “TVA Sports” and “Prise 2” on a comparable basis; and

- inclusion of revenues from the “Évasion” and “Zeste” specialty services for the full year, following their acquisition on February 13, 2019.

French-language audience share

Table 4
French-language audience share
(Market share in %)

Year 2020 vs 2019			
	2020	**2019**	**Difference**
French-language conventional broadcasters:			
TVA	**24.2**	23.7	0.5
SRC	**13.6**	12.6	1.0
Noovo	**5.7**	5.5	0.2
	43.5	41.8	1.7
French-language specialty and pay services:			
TVA	**16.2**	14.7	1.5
Bell Media	**11.5**	14.4	-2.9
Corus	**6.2**	7.1	-0.9
SRC	**6.2**	5.0	1.2
Other	**5.1**	4.5	0.6
	45.2	45.7	-0.5
Total English-language channels and other:	**11.3**	12.5	-1.2
TVA Group	**40.4**	38.4	2.0

Source: Numeris - French Quebec, January 1 to December 31, Mon-Sun, 2:00 – 2:00, All 2+.

TVA Group’s total market share for the period of January 1 to December 31, 2020 was 40.4%, compared with 38.4% in the same period of 2019, a 2.0-point increase.

TVA Group’s specialty services had a combined market share of 16.2% in 2020, compared with 14.7% in 2019, a 1.5-point increase. Mainly as a result of the current pandemic situation, the news and public affairs channel “LCN” recorded exceptional 3.0-point growth and an 8.0% share for fiscal 2020 to hold its position as Quebec’s most-watched specialty channel, even ahead of the over-the-air channel “Noovo.” The “TVA Sports” channel registered a 1.1-point decrease due primarily to reduced broadcast of sporting events by the channel in light of the public health crisis, particularly the postponement of the NHL’s 2020-2021 season to 2021.

TVA Network remained in the lead with a 24.2% market share, more than the combined market share of its two main over-the-air rivals. The television event *Une chance qu’on s’a*, which paid tribute to Quebecers’ efforts to fight COVID-19, drew an average audience of more than 2.0 million viewers, and programs such as *La Voix*, with nearly 1.9 million viewers, plus a number of original Quebec productions that surpassed the one-million-viewer mark, in particular *Fugueuse la suite* and *Épidémie*, played a major role in TVA Network’s success.

Operating expenses: $347,765,000, a $51,493,000 (-12.9%) decrease due primarily to:

- 16.4% decrease in TVA Network's operating expenses, essentially as a result of lower labour costs due to temporary layoffs and recognition of the CEWS for employees who continued working, savings in audiovisual content costs and commissions on advertising sales, as well as the CRTC's relief measures with respect to licence fees due to the current public health crisis. These savings were offset in part by an unfavourable variance arising from recognition of a favourable retroactive adjustment in the third quarter of 2019 related to reproduction rights for musical works; and

- 21.2% decrease in the operating expenses of "TVA Sports," mainly as a result of a reduction in the number of sporting events broadcast by the channel, lower labour costs, and recognition of the CEWS for employees who continued working; These savings were offset in part by an unfavourable variance also arising from recognition of a favourable retroactive adjustment in the third quarter of 2019 related to reproduction rights for musical works;

partially offset by:

- inclusion of the operating expenses of the "Évasion" and "Zeste" specialty channels for the full year, following their acquisition on February 13, 2019; and

- 8.7% increase in the operating expenses at "LCN" due mainly to coverage of the current health crisis, as well as a favourable retroactive adjustment recorded in the third quarter of 2019 related to reproduction rights for musical works.

Adjusted EBITDA: $60,976,000, a $16,480,000 favourable variance due primarily to:

- 75.9% increase in the EBITDA of the specialty services, primarily "TVA Sports" as explained above; and

- 15,0% increase in TVA Network's adjusted EBITDA due to savings that outweighed the decrease in operating revenues.

Analysis of cost/revenue ratio: Employee costs and the cost of purchasing goods and services for the Broadcasting segment's activities (expressed as a percentage of revenues) decreased from 90.0% in 2019 to 85.1% in 2020, essentially because the decrease in operating expenses was greater than the decrease in operating revenues, particularly with fewer major sporting events broadcast by "TVA Sports" during the year.

<u>Acquisition of the shares of the companies in the Serdy Média inc. group and the Serdy Vidéo inc. group ("Acquisition of Serdy")</u>

On February 13, 2019, the Corporation acquired all of the shares of the companies in the Serdy Média inc. group, which owns and operates the "Évasion" and "Zeste" specialty channels, and the companies in the Serdy Vidéo inc. group, which is engaged in television production, for a cash purchase price of $25,604,000, including a $1,604,000 adjustment upon a predetermined working capital target agreed to by the parties, less $519,000 in acquired cash. The results of operation of the "Évasion" and "Zeste" channels have been included in the Broadcasting segment's results, while the results of postproduction activities have been included in the Film Production & Audiovisual Services segment's results since the acquisition date. The acquisition is consistent with the Corporation's strategic objective of enhancing its array of television content for its viewers and advertisers.

Film Production & Audiovisual Services

Operating revenues: $58,664,000, a $12,595,000 (-17.7%) decrease due primarily to:

- 22.5% decrease in revenues from soundstage, mobile and equipment rental, which have been significantly affected since the second quarter by the current health crisis, whereas the volume of activities was high in the first quarter of 2020, when a major production was shot at our studios;

- 41.7% decrease in postproduction revenues due to lower volume of activities in a business that has been particularly affected by the current pandemic situation; and
- 15.8% decrease in visual effects revenues;

partially offset by:

- 33.4% increase in dubbing and described video revenues due to new CRTC licence conditions for described video since September 1, 2019 and increased demand for these services.

Operating expenses: $44,585,000, a $10,421,000 (-18.9%) decrease due primarily to the pandemic, which caused a significant slowdown in most of the segment's activities, resulting in savings in labour costs, including the recognition of the CEWS, as well as savings in variable costs due to the lower volume of activities. Note the following variances:

- 42.5% decrease in operating expenses related to postproduction;
- 20.2% decrease in operating expenses related to soundstage, mobile and equipment rental; and
- 16.0% decrease in operating expenses related to visual effects;

partially offset by:

- 22.9% increase in operating expenses for dubbing and described video due to higher volume of activities.

Adjusted EBITDA: $14,079,000, a $2,174,000 unfavourable variance due primarily to a 26.4% decrease in adjusted EBITDA from soundstage, mobile and equipment rental, partially offset by a 107.5% increase in adjusted EBITDA from dubbing and described video.

Analysis of cost/revenue ratio: Employee costs and the cost of purchases of goods and services for the Film Production & Audiovisual Services segment's activities (expressed as a percentage of revenues) decreased from 77.2% in 2019 to 76.0% in 2020, mainly because the decrease in the segment's operating expenses as a proportion of total expenses exceeded the decrease in operating revenues as a proportion of total revenues.

Magazines

Operating revenues: $46,318,000, a $10,280,000 (-18.2%) decrease due mainly to the impact of the discontinuation of the publication of *ELLE Canada* and *ELLE Québec* magazines, the last issues of which were released in May 2019, as well as the following decreases at the magazines, on a comparable basis, due to the pandemic and continued negative growth in the segment:

- 28.5% decrease in advertising revenues, essentially in the women's and decorating categories;
- 17.0% decrease in newsstand revenues, mainly in the entertainment category; and
- 21.7% decrease in subscription revenues, primarily in the women's and decorating categories;

partially offset by:

- 20.4% increase in financial assistance from the CPF for the magazines, on a comparable basis.

Canada Periodical Fund

The Government of Canada introduced the CPF on April 1, 2010. The CPF provides financial assistance to the Canadian magazine and non-daily newspaper industries to ensure that they can continue to produce and distribute Canadian content. All assistance under this program is fully recorded as operating revenues. It accounted for 26.9% of the segment's operating revenues for fiscal 2020 (19.1% for 2019). This increase is the result of additional government assistance provided to help businesses in the industry deal with the current health crisis, which increased the subsidy received for the 2020-2021 reference year by 25%.

Readership statistics

With more than 3.4 million cross-platform readers for its monthly French titles, TVA Group is the top publisher of French-language monthly magazines in Quebec and a leading player in the Canadian magazine market with nearly 7.9 million cross-platform readers.

Canada's lifestyle standard-setter *Canadian Living* reaches more than 3.7 million cross-platform readers. Its French-language counterpart, *Coup de pouce*, is the most widely read French-language lifestyle magazine with nearly 1.5 million cross-platform readers.

In Quebec, *Clin d'œil* is the most popular fashion and beauty magazine with 739,000 cross-platform readers. *Les Idées de ma Maison* is the benchmark in decorating, reaching 709,000 cross-platform readers.

In the English-language market, *Style at Home* is Canada's go-to decorating magazine, reaching nearly 2.2 million cross-platform readers.

Source: Vividata, Winter 2021, Total Canada, 14+, October 1, 2019 to September 30, 2020

Operating expenses: \$37,643,000, a \$10,316,000 (-21.5%) decrease due mainly to:

- cost savings at the magazines, on a comparable basis, due to fewer issues of some titles, including lower printing costs and content costs;
- impact of discontinuing the publication of *ELLE Canada* and *ELLE Québec*;
- savings in compensation as a result of fewer employees performing work assignments and the CEWS for those who were working;
- savings in subscription expenses, specifically in recruitment campaigns and distribution; and
- savings on selling costs.

Adjusted EBITDA: \$8,675,000, a favourable variance of \$36,000 (0.4%), due mainly to a decrease in operating expenses, which slightly exceeded the decrease in operating revenues.

Analysis of cost/revenue ratio: Employee costs and the cost of purchases of goods and services for the Magazines segment's activities (expressed as a percentage of revenues) decreased from 84.7% in 2019 to 81.3% in 2020, mainly because the decrease in the segment's operating expenses exceeded the decrease in operating revenues.

Production & Distribution

Operating revenues: \$11,432,000, a \$1,939,000 (-14.5%) decrease due primarily to delayed delivery of films produced by Incendo during the year, which was caused by the suspension of production activities last spring as a result of the lockdown.

Activities related to the distribution of films produced by Incendo accounted for 76.9% of the segment's operating revenues for 2020, compared with 78.3% for 2019. Incendo's productions to date are mainly thrillers, with approximately 83% of revenues stemming from international distribution for 2020 (approximately 89% for 2019). In 2020, Incendo shifted into the production of romantic comedies, which will diversify the market for films distributed in upcoming years.

Operating expenses: $10,279,000, a slight decrease of $254,000 (-2.4%), directly attributable to the decrease in revenues, which was partially offset by the addition of administrative expenses for the full year, compared with the previous year, when the Acquisition of Incendo (as defined below) took place.

Adjusted EBITDA: $1,153,000, a $1,685,000 unfavourable variance due mainly to the lower total gross margin in 2020 and the increase in administrative expenses, as explained above.

Analysis of cost/revenue ratio: Employee costs and the cost of purchases of goods and services for the Production & Distribution segment's activities (expressed as a percentage of revenues) increased from 78.8% in 2019 to 89.9% for 2020, mainly because the decrease in operating revenues was greater than the decrease in operating expenses.

Acquisition of the shares of the companies in the Incendo group ("Acquisition of Incendo")

On April 1, 2019, the Corporation closed an agreement reached on February 22, 2019 to acquire the shares of the companies in the Incendo group, which is engaged in the production and international distribution of high-quality television programming for the worldwide marketplace, for a cash consideration of $10,392,000 (net of $859,000 in acquired cash and a $644,000 reimbursement due to an adjustment based on a predetermined working capital target agreed to by the parties) and a balance payable at fair value of $6,818,000 on the acquisition date. The purchase price is also subject to adjustments related to the achievement of financial conditions in the three years following the acquisition date. The contingent consideration was set at $1,739,000 on that date, according to the discounted future cash flows of the future contingent adjustments. The discounted future value is determined according to significant inputs not based on observable market data, assumptions and a range of probabilities for the achievement of financial conditions. The contingent consideration was remeasured in fiscal 2020 (see "Operational restructuring costs and other" in the fiscal 2020/2019 comparison under "Analysis of consolidated results" above). During the fourth quarter of 2020, the Corporation made an initial payment of $3,519,000 in relation to the balance payable recorded on the acquisition date. The purchase price allocation essentially includes accounts receivable, audiovisual content, customer lists, goodwill and accounts payable and accrued liabilities. Since the acquisition date, the acquired operation's results have been presented under a new business segment, the Production & Distribution segment.

This acquisition is in keeping with the Corporation's strategy of diversifying its revenue streams and expanding its international footprint, especially in English-language markets. The goodwill associated with this acquisition arises primarily from the organization's expertise and expected future growth.

2020/2019 FOURTH QUARTER COMPARISON

Analysis of consolidated results of TVA Group

Operating revenues: $147,618,000, a $16,578,000 (-10.1%) decrease.

- $8,262,000 (-6.6%) decrease in the Broadcasting segment (Table 2) essentially due to an 11.5% decrease in revenues from the specialty channels, mainly "TVA Sports," a 22.1% decrease in the operating revenues of COLAB, and a 0.8% decrease in TVA Network's revenues.

- $2,224,000 (-9.4%) decrease in the Film Production & Audiovisual Services segment (Table 2) due primarily to a 39.1% decrease in postproduction revenues, a 4.7% decrease in soundstage, mobile and equipment rental revenues, and a 20.6% decrease in visual effects revenues, partially offset by a 13.9% increase in dubbing and described video revenues.

- $275,000 (-2.0%) decrease in the Magazines segment (Table 2), due primarily to decreases of 11.6%, 12.5% and 9.8% in newsstand, subscription and advertising revenues respectively, partially offset by a 33.4% increase in financial assistance from the CPF, as explained in the fiscal 2020/2019 comparison.

- $4,869,000 (-71.7%) decrease in the Production & Distribution segment (Table 2) due primarily to a decrease in revenues from the distribution of films produced by Incendo.

Adjusted EBITDA: $46,070,000, a $12,502,000 (37.2%) favourable variance.

- $15,014,000 favourable variance in the Broadcasting segment (Table 3) caused mainly by a 78.4% increase in the adjusted EBITDA of the specialty services, primarily that of "TVA Sports" channel, and a 62.0% increase in TVA Network's adjusted EBITDA.

- $375,000 unfavourable variance in the Film Production & Audiovisual Services segment (Table 3), due primarily to a decrease in adjusted EBITDA from soundstage, mobile and equipment rental and an increase in negative adjusted EBITDA from visual effects activities, partially offset by an increase in adjusted EBITDA from postproduction.

- $519,000 favourable variance in the Magazines segment (Table 3) resulting mainly from the additional government assistance received during the public health crisis, which offset the poorer performance of all titles.

- $2,567,000 unfavourable variance in the Production & Distribution segment (Table 3) as a direct result of the public health crisis, which caused a delay in the distribution of the films produced during the year.

Net income attributable to shareholders: $27,380,000 ($0.63 per basic and diluted share) for the fourth quarter of 2020, compared with $16,030,000 ($0.37 per basic and diluted share) for the same period of 2019.

- The $11,350,000 ($0.26 per basic and diluted share) favourable variance was essentially due to:

    - $12,502,000 increase in adjusted EBITDA; and

    - $2,165,000 favourable variance in the depreciation and amortization charge;

    partially offset by:

    - $3,441,000 unfavourable variance in income taxes.

- The calculation of earnings per share was based on a weighted average of 43,205,535 outstanding diluted shares for the quarters ended December 31, 2020 and 2019.

Depreciation and amortization: $8,204,000, a $2,165,000 decrease, mainly due to the expiry in December 2019 of the depreciation and amortization period for equipment for rental and intangible assets stemming from the acquisition of substantially all of the assets of Vision Globale A.R. ltée on December 30, 2014, and the decrease in the charge for depreciation and amortization of websites and software.

Financial expenses: $566,000, a $284,000 decrease due mainly to lower average indebtedness during the fourth quarter of 2020 than for the same period of 2019.

Operational restructuring costs and other: $1,359,000 for the three-month period ended December 31, 2020, compared with $853,000 for the same period of 2019, an unfavourable variance of $506,000.

- During the three-month period ended December 31, 2020, the Corporation recorded a $1,935,000 net charge stemming mainly from the elimination of positions and the implementation of cost-reduction measures, including $1,734,000 in the Broadcasting segment, $24,000 in the Film Production & Audiovisual Services segment and $177,000 in the Magazines segment ($712,000 for the same period of 2019, including $94,000 in the Broadcasting segment and $618,000 in the Magazines segment).

- During the quarter ended December 31, 2020, the Corporation reversed a $254,000 charge for business acquisitions, primarily to record a downward adjustment to the contingent consideration related to the Acquisition of Incendo, compared with a $202,000 charge recorded for business acquisitions for the same period of 2019.

Income taxes: $9,095,000 (effective tax rate of 25.3%) in the fourth quarter of 2020, compared with $5,654,000 (effective tax rate of 26.3%) over the same period of 2019, an unfavourable variance of $3,441,000, due mainly to the impact of an increase in taxable income for tax purposes. The effective tax rate was lower than the Corporation's statutory rate of 26.5% during the three-month period ended December 31, 2020 mainly because of a prior-year income tax adjustment and the recognition of foreign income taxes. Calculation of the effective tax rates is based on only taxable and deductible items.

Share of income of associates: $537,000 in the fourth quarter of 2020, compared with $193,000 over the same period of 2019, a favourable variance of $344,000 due mainly to the improved financial results of an associate in the television industry in 2020 compared with 2019.

SEGMENTED ANALYSIS

Broadcasting

Operating revenues: $116,513,000, an $8,262,000 (-6.6%) decrease due primarily to:

- 21.5% decrease in the revenues of "TVA Sports" mainly due to a 57.6% decrease in advertising revenues following the postponement of the NHL's 2020-2021 season to 2021 as a result of the pandemic and a 6.7% decrease in subscription revenues, whereas for the same quarter of 2019 the channel had benefited from a favourable retroactive adjustment related to an agreement with a cable operator;

- 9.7% decrease in the subscription revenues of the specialty channels other than "TVA Sports" whereas they had also benefited from a favourable retroactive adjustment related to an agreement with a cable operator for the same quarter of 2019;

- 2.3% decrease in TVA Network's advertising revenues, although digital revenues increased 37.5%; and

- 22.1% decrease in COLAB's revenues due to lower volume of activities;

partially offset by:

- 15.3% increase in the advertising revenues of the specialty services other than "TVA Sports."

French-language audience share

Table 5
French-language audience share
(Market share in %)

Fourth quarter 2020 vs Fourth quarter 2019			
	2020	**2019**	**Difference**
French-language conventional broadcasters:			
TVA	**24.1**	23.3	0.8
SRC	**15.5**	13.8	1.7
Noovo	**6.8**	6.3	0.5
	46.4	43.4	3.0
French-language specialty and pay services:			
TVA	**14.5**	13.5	1.0
Bell Media	**10.6**	14.5	-3.9
Corus	**5.7**	6.8	-1.1
SRC	**6.1**	5.0	1.1
Other	**5.3**	4.9	0.4
	42.2	44.7	-2.5
Total English-language channels and other:	**11.4**	11.9	-0.5
TVA Group	**38.6**	36.8	1.8

Source: Numeris - French Quebec, October 1st to December 31st, Mon-Sun, 2:00 – 2:00, All 2+.

TVA Group's total market share for the period of October 1 to December 31, 2020 was 38.6%, compared with 36.8% for the same period of 2019, a 1.8-point increase. The combined market share of the specialty services grew by 1.0 points from 13.5% to 14.5% while TVA Network's market share grew by 0.8 points.

The current public health crisis had a greater impact on the content broadcast by two of our specialty services. The news and public affairs channel "LCN" recorded significant growth of 2.6 points during the fourth quarter of 2020, fuelled by the quality and relevance of the ongoing coverage of the public health crisis and political events. For its part, "TVA Sports" registered a 1.6-point decrease as a result of the reduced number of sporting events, particularly NHL hockey. TVA Network remains in the lead with a 24.1% market share, more than its two main over-the-air rivals combined.

For the period from October 1 to December 31, 2020, TVA Network stood out again with *La Voix* and a number of original series and productions that surpassed the one-million-viewer mark, such as *L'Échappée* and *Le Tricheur*.

Operating expenses: $79,774,000, a $23,276,000 (-22.6%) decrease due primarily to:

- 70.3% decrease in the operating expenses of "TVA Sports" mainly due to the postponement of the NHL 2020-2021 season to 2021 given the new broadcast schedule resulting from the pandemic;

- 11.7% decrease in TVA Network's operating expenses, essentially as a result of lower labour costs, including recognition of the CEWS for employees who continued working, savings in audiovisual content costs and commissions on advertising sales, as well as the CRTC's relief measures regarding licence fees due to the current public health crisis; and

- 22.2% decrease in COLAB's operating expenses because of lower volume of activities;

partially offset by:

- 7.3% increase in the operating expenses of the entertainment specialty channels and "LCN" stemming mainly from content investment and promotion of it.

Adjusted EBITDA: $36,739,000, a $15,014,000 favourable variance due primarily to:

- 78.4% increase in adjusted EBITDA of the specialty services, mainly "TVA Sports" as explained above, while the adjusted EBITDA of the other specialty services decreased 24.5%; and

- 62.0% increase in TVA Network's adjusted EBITDA.

Analysis of cost/revenue ratio: Employee costs and the cost of purchases of goods and services for the Broadcasting segment's activities (expressed as a percentage of revenues) decreased from 82.6% in the fourth quarter of 2019 to 68.5% for the same period of 2020, essentially because the decrease in operating expenses was greater than the decrease in operating revenues, mainly due to reduced broadcast of major sporting events by "TVA Sports" during the quarter.

Film Production & Audiovisual Services

Operating revenues: $21,366,000, a $2,224,000 (-9.4%) decrease due primarily to the public health crisis, which reduced the volume of activities in most of the segment's lines of business, including:

- 39.1% decrease in postproduction revenues;

- 4.7% decrease in revenues from soundstage, mobile and equipment rental, which gradually resumed late in the third quarter; and

- 20.6% decrease in visual effects revenues;

partially offset by:

- 13.9% increase in dubbing and described video revenues due to the same factors as those noted above in the fiscal 2020/2019 comparison.

Operating expenses: $13,913,000, a decrease of $1,849,000 (-11.7%), also due primarily to the pandemic, which caused a significant slowdown in most of the segment's activities, resulting in savings in labour costs, including the recognition of the CEWS, as well as savings in variable costs due to the lower volume of activities. Note the following variances:

- 52.1% decrease in operating expenses related to postproduction; and

- 4.2% decrease in operating expenses related to soundstage, mobile and equipment rental;

partially offset by:

- 18.3% increase in operating expenses related to dubbing and described video due to higher volume of activities.

Adjusted EBITDA: $7,453,000, a $375,000 unfavourable variance mainly due to a decrease in adjusted EBITDA from soundstage, mobile and equipment rental and an increase in negative adjusted EBITDA from visual effects activities, partially offset by an increase in adjusted EBITDA generated by postproduction.

Analysis of cost/revenue ratio: Employee costs and the cost of purchases of goods and services for the Film Production & Audiovisual Services segment's activities (expressed as a percentage of revenues) decreased from 66.8% for the fourth quarter of 2019 to 65.1% for the fourth quarter of 2020, mainly because the decrease in the segment's operating expenses for the quarter as a proportion of total expenses exceeded the decrease in operating revenues as a proportion of total revenues.

Magazines

Operating revenues: $13,419,000, a $275,000 (-2.0%) decrease caused mainly by the following decreases due to the pandemic, among other things:

- 11.6% decrease in newsstand revenues, mainly in the entertainment category;
- 12.5% decrease in subscription revenues, primarily in the women's and decorating categories; and
- 9.8% decrease in advertising revenues, essentially in the women's category;

partially offset by:

- 33.4% increase in financial assistance from the CPF.

Operating expenses: $11,297,000, a decrease of $794,000 (-6.6%) due mainly to:

- savings in compensation as a result of fewer employees performing work assignments and the CEWS for those who were working;
- cost savings in printing, due to the reduction in print runs and content costs;
- savings in subscription expenses, specifically in recruitment campaigns and distribution; and
- savings in selling costs related to both advertising and newsstand revenues.

Adjusted EBITDA: $2,122,000, a $519,000 favourable variance due mainly to the decrease in operating expenses, which outweighed the decrease in operating revenues.

Analysis of cost/revenue ratio: Employee costs and the cost of purchases of goods and services for the Magazines segment's activities (expressed as a percentage of revenues) decreased from 88.3% for the fourth quarter of 2019 to 84.2% for the same period of 2020. The decrease was mainly due to the fact that the decrease in operating expenses exceeded the decrease in operating revenues.

Production & Distribution

Operating revenues: $1,926,000, a $4,869,000 (-71.7%) decrease due primarily to a decrease in revenues from films produced by Incendo, among other things, because of the delay caused by the suspension of production in the spring of 2020, as well as a decrease in revenues from the distribution of other films and televisual products.

Activities related to the distribution of films produced by Incendo accounted for 82.1% of the segment's operating revenues for the three-month period ended December 31, 2020, compared with 78.6% for the same period of 2019. Incendo's revenues for the three-month period ended December 31,2020, are derived primarily from films produced in prior years.

Operating expenses: $2,295,000, a $2,302,000 (-50.1%) decrease due mainly to lower variable costs related to the decrease in revenues.

Negative adjusted EBITDA: $369,000, a $2,567,000 unfavourable variance due primarily to that fact that administrative expenses exceeded the total gross margin generated in the fourth quarter of 2020.

Analysis of cost/revenue ratio: Employee costs and the cost of purchases of goods and services for the Production & Distribution segment's activities (expressed as a percentage of revenues) increased from 67.7% for the three-month period ended December 31, 2019 to 119.2% for the same period of 2020, mainly because the decrease in the segment's operating revenues exceeded the decrease in operating expenses.

FISCAL 2019/2018 COMPARISON

The table below shows the Corporation's operating results for the fiscal years ended December 31, 2019 and 2018:

Table 6
Comparative consolidated results for 2019 and 2018
(in thousands of dollars)

	Years ended December 31	
	2019	2018
Operating revenues:		
Broadcasting	$ 443,754	$ 425,047
Film Production & Audiovisual Services	71,259	68,447
Magazines	56,598	70,258
Production & Distribution	13,371	–
Intersegment items	(15,072)	(11,842)
	$ 569,910	$ 551,910
Adjusted EBITDA:		
Broadcasting	$ 44,496	$ 29,315
Film Production & Audiovisual Services	16,253	17,085
Magazines	8,639	8,117
Production & Distribution	2,838	–
Intersegment items	214	–
	$ 72,440	$ 54,517

SEGMENTED TREND ANALYSIS FOR YEARS ENDED DECEMBER 31, 2018, 2019 AND 2020

Broadcasting

Operating revenues

Over the past three years, the Broadcasting segment recorded a 3.8% decrease in operating revenues despite the Acquisition of Serdy in 2019. This decline is due primarily to TVA Network, which saw a 14.5% decrease in advertising revenues. The decrease was exacerbated by the current public health crisis but was partially offset by an 8.3% increase in combined operating revenues for the specialty services, including 11.3% from subscription revenues and 4.1% from advertising revenues. This growth is mainly associated with the Acquisition of Serdy. On a comparable basis, the specialty services except "TVA Sports" saw combined growth of 8.2% in subscription revenues and 8.6% in advertising revenues. The "TVA Sports" channel saw decreases of 21.6% in advertising revenues and 3.3% in subscription revenues compared with 2018, largely due to the current health crisis and the postponement of the start of the 2020-2021 NHL season to 2021. The specialty channels "addik^{TV}," "LCN" "MOI ET CIE" and "Prise 2" recorded increased revenues of 13.3%, 5.1%, 18.2% and 11.4% respectively, stemming among other things from the renewal of most of our distribution agreements at rates reflecting the fair value of our channels. Television audience fragmentation across all content delivery platforms, including digital and video on demand, is prompting the Broadcasting segment to adopt new strategies to diversify its revenue streams across its specialty services and digital platforms, particularly TVA+ and TVA Sports Direct. During the period, TVA Group was also able to increase its market share by 2.7 points to 40.4%. The combined market share of the specialty services increased 2.2%, due in part to the exceptional growth in market share of the "LCN" channel in the current pandemic situation, and the acquisition of the "Évasion" and "Zeste" channels in 2019, while TVA Network's market share increased 0.5 points.

Adjusted EBITDA

The segment's adjusted EBITDA has increased by 108.0% since 2018. The increase is mainly due to the increase in adjusted EBITDA of the specialty services stemming primarily from the postponement of the start of the NHL 2020-2021 season to 2021 due to the current public health crisis, and the Acquisition of Serdy. The adjusted EBITDA of the other specialty services, on a comparable basis, except "TVA Sports," increased by 12.1%. TVA Network's adjusted EBITDA has also increased by 27.8% since 2018 because the decrease in its operating expenses in the current pandemic situation exceeded the decrease in its operating revenues.

Film Production & Audiovisual Services

Operating revenues

The acquisition of substantially all the assets of A.R. Global Vision Ltd. on December 30, 2014 enabled the Corporation to diversify its revenue streams. Over the past three years, the Film Production & Audiovisual Services segment has seen a 14.3% decrease in operating revenues. The decrease is directly attributable to the ongoing pandemic, which forced film shoots to shut down at the end of the first quarter of 2020, and a slowdown in most of the segment's other activities. The unusual situation caused a 32.5% decrease in soundstage, mobile and equipment rental revenues and a 24.4% decrease in revenues from postproduction, despite the Acquisition of Audio Zone in 2018 and the Acquisition of Serdy in 2019, which helped boost the volume of activities. Despite the public health crisis, dubbing and described video revenues increased 71.1% due to new CRTC licence conditions for described video since September 1, 2019 and increased demand for these services, and visual effects revenues grew 46.2%. Soundstage, mobile and equipment rental accounted for 47.5% of segment revenues in 2020, compared with 60.3% in 2018.

Adjusted EBITDA

The segment's profit margin was 25.0% in 2018, 22.8% in 2019 and 24.0% in 2020. The lower profit margin for 2019 was due to the lack of a major production in that fiscal year, while the lower profit margin for 2020 was due to the ongoing pandemic, which resulted in a decrease in revenues that exceeded the decrease in operating expenses.

Magazines

Operating revenues

The Magazines segment's operating revenues have decreased by 34.1% since 2018. The decrease was caused essentially by lower advertising, subscription and newsstand revenues, on a comparable basis, which were also affected by the pandemic, and the discontinuation and sale of some titles. These decreases were partially offset by an increase in government assistance from the CPF for the magazines on a comparable basis, including a 25% supplement for the 2020-2021 reference year in consideration of the current public health crisis.

Adjusted EBITDA

Despite a significant drop in operating revenues, the segment's adjusted EBITDA has increased by 6.9% since 2018 due to the implementation of staff and expense rationalization plans over the past few years, the increase in government assistance under both the CPF and the CEWS in the current situation, and the discontinuation of some unprofitable titles. TVA Group remains the largest magazine publisher in Quebec with over 50 titles.

Production & Distribution

Operating revenues

The Acquisition of Incendo also enabled the Corporation to diversify its revenue streams and expand its international presence, particularly in English-speaking markets. The new Production & Distribution segment generated revenues of $11,432,000 in 2020 and $13,371,000 in 2019.

Adjusted EBITDA

The segment's profit margin was 10.1% in 2020 and 21.2% in 2019. The lower profit margin for 2020 was due to lower volume of activities in light of the public health crisis, combined with higher administrative expenses because they were incurred for the full year in 2020, compared with three quarters in 2019.

CASH FLOWS AND FINANCIAL POSITION

Table 7 below shows a summary of cash flows related to operating, investing and financing activities:

Table 7
Summary of the Corporation's cash flows
(in thousands of dollars)

	Years ended December 31		Three-months ended December 31	
	2020	2019	**2020**	2019
Cash flows related to operating activities	**$ 37,918**	$ 51,472	**$ 15,122**	$ 5,788
Additions to property, plant and equipment and intangible assets	**(16,144)**	(18,796)	**(4,828)**	(5,804)
Business acquisitions	**(3,519)**	(35,477)	**(3,519)**	–
Disposal of property, plant and equipment	**323**	–	**13**	–
Other	**(3,093)**	(3,925)	**(848)**	(992)
Repayment (increase) of net debt	**$ 15,485**	$ (6,726)	**$ 5,940**	$ (1,008)

	December 31, 2020	December 31, 2019
At period end:		
Bank overdraft	**1,699**	–
Short-term debt	**$ 27,117**	$ 44,846
Less: cash	**(2,838)**	(3,383)
Net debt	**$ 25,978**	$ 41,463

Operating activities

Cash flows provided by operating activities: $13,554,000 decrease for fiscal 2020 due mainly to a $16,258,000 unfavourable net variance in operating items, and a $10,621,000 increase in the current income tax expense, partially offset by a $12,866,000 increase in adjusted EBITDA.

Working capital: $51,861,000 as at December 31, 2020, compared with $5,505,000 as at December 31, 2019, a favourable variance of $46,356,000, due primarily to an increase in audiovisual content, a decrease in content rights payable and short-term debt, partially offset by a decrease in accounts receivable and increases in income taxes and accounts payable, accrued liabilities and provisions.

Investing activities

Additions to property, plant and equipment and to intangible assets: $16,144,000 for 2020 compared with $18,796,000 for 2019. The $2,652,000 (-14.1%) decrease was essentially due to the suspension or slowdown of some projects because of the pandemic.

During fiscal 2020, the Corporation invested in equipment for rental and technical equipment to upgrade the broadcast systems of some studios, put in place technical and IT infrastructure to support telework, and made property investments required to ensure the compliance and safety of its facilities.

Disposal of property, plant and equipment: $323,000 for 2020 (nil for 2019). In 2020, the Corporation disposed of assets for proceeds on disposal of $323,000.

Business acquisitions: $3,519,000 for fiscal 2020 (See "Acquisition of Incendo" above) versus $35,477,000 in 2019 (See "Acquisition of Serdy" and "Acquisition of Incendo" above).

Financing activities

Short-term debt (excluding deferred financing costs): $27,126,000 as at December 31, 2020, compared with $44,863,000 at December 31, 2019. The $17,737,000 decrease is essentially due to reduced use of cash flows provided by operating activities for investing activities.

Financial position as at December 31, 2020

Net available liquid assets: $48,880,000, consisting of a $47,741,000 unused and available revolving credit facility and $2,838,000 in cash, less a $1,699,000 bank overdraft.

As at December 31, 2020, all $27,126,000 in principal on the debt was payable during the coming fiscal year.

The weighted average term of TVA Group's debt was approximately 0.1 years as at December 31, 2020 (0.1 years as at December 31, 2019) and is therefore presented in its entirety under current liabilities at year end. The debt consisted entirely of floating-rate debt as of December 31, 2020 and 2019.

The Corporation has a $75,000,000 revolving credit facility, which was renewed for one year on February 21, 2020 and matures on February 24, 2021. As at December 31, 2020, drawings on the revolving credit facility consisted of a $19,976,000 banker's acceptance bearing interest at an effective rate of 1.88%, a $7,150,000 advance bearing interest at an effective rate of 2.85% and an outstanding letter of credit in the amount of $133,000. As at December 31, 2019, drawings on the revolving credit facility consisted of $44,863,000 in bankers' acceptances bearing interest at an effective rate of 3.39% and an outstanding letter of credit in the amount of $155,000.

On February 11, 2021, the Corporation amended its $75,000,000 secured revolving credit facility to extend its term from February 24, 2021 to February 24, 2022 and amend certain other terms and conditions.

The Corporation's management believes that cash flows generated on an annual basis by continuing operating activities and by available sources of financing should be sufficient to fulfill its commitments with respect to investment in property, plant and equipment, working capital, interest payments, income tax payments, debt repayment, pension plan contributions, share redemptions and shareholder dividends, and to meet its commitments and guarantees.

Under its credit agreement, the Corporation is subject to certain covenants, including the maintenance of certain financial ratios. As at December 31, 2020, the Corporation was in compliance with all the terms of its credit agreement.

Analysis of consolidated balance sheet as at December 31, 2020

Table 8
Consolidated balance sheets of TVA Group
Analysis of main variances between December 31, 2020 and December 31, 2019
(in thousands of dollars)

	December 31 2020	December 31 2019	Difference	Main reasons for difference
Assets				
Short-term audiovisual content	**$ 112,982**	$ 88,422	$ 24,560	Impact of the postponement of the NHL 2020-2021 season to 2021.
Liabilities				
Content rights payable	**$ 62,252**	$ 83,244	$ (20,992)	Impact of the payment of certain sports content rights.
Short-term debt	**27,117**	44,846	(17,729)	Impact of decreased use of cash flows provided by operating activities for investing activities.
Other liabilities	**38,223**	18,076	20,147	Impact of recognition of a loss on remeasurement related to a variance in the discount rate for the defined-benefit plans.

ADDITIONAL INFORMATION

Contractual obligations

As of December 31, 2020, material contractual commitments of operating activities included capital repayment and interest on debt and lease liabilities, amounts payable and contingent consideration in connection with the Acquisition of Incendo, payments under audiovisual content acquisition contracts, and payments under other contractual commitments. These contractual obligations are summarized in Table 9.

Table 9
Material contractual obligations of TVA Group as of December 31, 2020
(in thousands of dollars)

	Less than 1 year	1-3 years	3-5 years	More than 5 years	Total
Short-term debt	$ 27,126	$ –	$ –	$ –	$ 27,126
Lease liabilities	3,001	3,847	2,242	3,059	12,149
Payment of interest(1)	720	720	415	359	2,214
Amounts payable and contingent consideration	717	6,427	–	–	7,144
Content rights	193,964	185,393	133,895	37,411	550,663
Other commitments	12,964	12,318	1,735	341	27,358
Total	**$ 238,492**	**$ 208,705**	**$ 138,287**	**$ 41,170**	**$ 626,654**

1 *Interest is calculated on a constant debt level equal to that at December 31, 2020 and includes standby fees on the revolving credit facility and interest on lease obligations.*

In 2013, QMI and TVA Group reached a 12-year agreement with Rogers Communications Inc. for Canadian French-language broadcast rights to NHL games. Operating expenses related to that contract are recognized in the Corporation's operating expenses and total commitments related to the contract have been included in the Corporation's commitments.

Pension plan contributions

The expected employer contributions to the Corporation's defined-benefit pension plans and post-retirement benefit plans for 2021 are $2,994,000, based on the most recently filed actuarial report (contributions of $1,591,000 were paid in 2020).

Related-party transactions

The Corporation entered into the following transactions with related parties in the normal course of business. These transactions were accounted for at the consideration agreed between parties.

The Corporation sold advertising space and content to, recognized subscription revenues from, and provided production, postproduction and other services to corporations under common control and associates in the aggregate amount of $105,622,000 ($105,802,000 for 2019).

The Corporation recorded telecommunications service costs, advertising space acquisition costs, professional service fees, commissions on sales and newsgathering costs arising from transactions with corporations under common control and associates totalling $48,681,000 ($56,980,000 for 2019).

In 2020, the Corporation also billed management fees to companies under common control in the amount of $5,070,000 ($6,143,000 for 2019). These fees are recorded as a reduction of operating expenses.

The Corporation also assumed management fees of the parent corporation in the amount of $3,420,000 for 2020 and 2019.

Off-balance sheet arrangements

Guarantees

The Corporation has guaranteed a portion of the residual values of certain assets under lease for the benefit of the lessor. If the fair value of the assets at the end of their respective lease terms is less than their guaranteed residual value, the Corporation is required to compensate the lessor for a portion of the shortfall, subject to certain conditions. As at December 31, 2020, the Corporation recognized no amount on the consolidated balance sheet in relation to these guarantees. In previous years, the Corporation has made no payments in respect of these guarantees.

In the normal course of business, the Corporation enters into indemnification agreements with third parties as part of certain transactions, including acquisition contracts for goods, service agreements and leases. These indemnification agreements require the Corporation to compensate the third parties for costs incurred as a result of specific circumstances. The terms of these indemnification agreements vary from transaction to transaction, based on the contract terms. The nature of these indemnification agreements prevents the Corporation from making a reasonable estimate of the maximum potential amount it could be required to pay to third parties for all of its commitments.

Capital stock

Table 10 below presents information on the Corporation's capital stock. In addition, 795,000 Class B stock options of the Corporation were outstanding as at February 4, 2021.

Table 10
Number of shares outstanding as at February 4, 2021
(in shares and dollars)

	Issued and outstanding	Carrying Amount
Class A common shares	4,320,000	$ 0.02
Class B shares	38,885,535	$ 5.33

Risks and uncertainties

The Corporation operates in the communications industry, which has a variety of risk factors and uncertainties. Due to the risks and uncertainties outlined below, the Corporation's operating environment and financial results may be materially affected. These risks are not the only ones that may affect the Corporation. Other risks and uncertainties, of which the Corporation is unaware, or deems negligible at this time, could also have a considerable negative impact on its financial position, operating results, cash flows or its activities.

<u>Competition risks</u>

Competition for advertising, customers, viewers, listeners, readers, and consumers is intense and comes from conventional television stations and networks, specialty services, subscription video on demand services, digital platforms, radio, local, regional and national newspapers, magazines, direct mail, and other traditional and non-traditional communications and advertising media that operate in the Corporation's markets. The Corporation expects competition to persist, intensify and increase in each of its business areas in the future. Added competition in the market could result in reduced advertising sales and subscribers or an increase in costs to acquire programming and, consequently, have a negative impact on revenues and operating results. Competitors include both private companies and government-owned players, some of which have longer operating histories, greater name recognition, larger installed customer bases and greater financial, technical, marketing and other resources than the Corporation. As a result, they may be able to respond more quickly to new or changing opportunities, technologies, standards or customer requirements. This is particularly the case for unregulated subscription video-on-demand services such as Netflix, which have access to international capital to finance their exclusive original content. On September 28, 2017, the Minister of Canadian Heritage and Netflix signed an agreement whereby Netflix committed to invest at least $500.0 million in original Canadian productions over the next five years, thus competing aggressively with the Corporation in local production and content. In addition, the Canadian government recently tabled Bill C-10 to amend the *Broadcasting Act* among other things to subject foreign subscription video-on-demand services to Canadian regulatory requirements. If the bill is adopted, it will force such services to promote Canadian content on their platforms and to invest significant amounts in original local productions, thus competing even more heavily with the Corporation. Moreover, publicly owned stations benefit from strong financial support from governments, while also maintaining access to the advertising market and funding available for Canadian programming. In addition, increasing consolidation in the Canadian media industry is creating competitors with interests in multiple industries and media. The resources of some competitors may also give them an advantage in acquiring other businesses or assets that the Corporation might also be interested in acquiring. For all of the foregoing reasons, there can be no assurance that the Corporation will be able to compete successfully against current or future competitors. Such competition could materially adversely affect the Corporation's business, operating results or financial condition.

Furthermore, technology developments are making more targeted advertising campaigns possible, thus changing the competitive environment. The Corporation is reviewing its marketing and sales approach to better align with customer preferences. The Corporation is using data analysis and automated marketing platforms based on careful customer segmentation according to their preferences. In addition, given the current market, pricing transparency, promotional clarity and high-value service bundles are critical factors in customer acquisition and retention. An inability to reach target sales growth due to inappropriate marketing and sales strategies, imperfect implementation of such strategies or operational difficulties could have a material adverse effect on the Corporation's financial condition, results of operations and prospects.

Soundstage, mobile and equipment rental, postproduction and visual effects is a highly competitive, service-oriented business. The Corporation does not always have long-term or exclusive service agreements with its clients. Business is generally awarded based on customer satisfaction with reliability, availability, quality and price. There can be no assurance that the Corporation will be able to respond effectively to the various competitive factors affecting soundstage, mobile and equipment rental, postproduction and visual effects services.

The Corporation competes with a variety of soundstage, mobile and equipment rental, postproduction and visual effects firms, some of which have a national presence, and, to a lesser extent, the in-house operations of its major motion picture studio customers. Some of these firms and studios have greater financial marketing resources and have achieved a higher level of brand recognition than the Corporation has. In the future, the Corporation may not be able to compete effectively against these competitors merely on the basis of availability, quality and price or otherwise. The Corporation may also face competition from companies in related markets that could offer similar or superior services to those offered by the Corporation. An increasingly competitive environment and the possibility that customers may utilize in-house capabilities to a greater extent could lead to a loss of market share or price reductions, which could have a material adverse effect on the Corporation's financial condition, results of operations and prospects.

In the Production & Distribution segment, the Corporation competes with other content producers and distributors, particularly for financing for new projects and the broadcast of productions. Some of these firms have greater financial marketing resources and have achieved a higher level of brand recognition than the Corporation has. In the future, the Corporation may not be able to compete effectively against these competitors. An increasingly competitive environment could lead to a loss of market share or price reductions, which could have a material adverse effect on the Corporation's financial condition, results of operations and prospects.

<u>Risks related to seasonality and fluctuation of results of operations</u>

The Corporation's business is sensitive to general economic cycles and may be adversely affected by the cyclical nature of the markets the Corporation serves, as well as by local, regional, national and global economic conditions. Seasonal variations in retail business influence the Corporation's financial results. In addition, the Broadcasting segment has experienced and is expected to continue to experience significant seasonality due to, among other things, seasonal advertising patterns and seasonal influences on people's viewing habits.

Consequently, results of operations may fluctuate materially from period to period and the results of any one period are not necessarily indicative of results for future periods. Cash flow from operations may also fluctuate and are not necessarily closely correlated with revenue recognition. In particular, results of operations in any period depend to a large extent upon the production and delivery schedule of television programs and film projects.

The operating results of the Film Production & Audiovisual Services segment have varied in the past, and may vary in the future, depending on factors such as the timing of new service introductions, the timing of revenue recognition of longer term projects, increased competition, the ability of customers to finance projects, general economic factors and other factors. The Film Production & Audiovisual Services segment's operating results have historically been significantly influenced by the volume of business from the motion picture industry, which is an industry that is subject to seasonal and cyclical downturns, and, occasionally, work stoppages by actors, writers and others. A few customers represent a large part of the Film Production & Audiovisual Services segment's operating revenues, impacting the ability to forecast revenues in a particular quarter. The same applies to the Production & Distribution segment, whose operating results may be affected by the same factors and, more specifically, by demand from global broadcasters. In addition, because the Corporation's operations are labour intensive, its cost structure is highly fixed and improvements in the flexibility and competitiveness of its cost structure may be difficult to achieve. During periods of economic contraction, revenues may decrease while the cost structure remains stable, resulting in decreased income. Similarly, fixed costs, including costs associated with grid programming and television content, leases, labour, depreciation and amortization expenses, account for a significant portion of the Corporation's business expenses. As a result of increases in grid programming and television content costs, leasing costs, labour costs or capital expenditures, the financial results of the Corporation may be adversely affected.

<u>Risk related to the Corporation's ability to adapt to fast-paced technological change and to new delivery and storage methods</u>

The arrival of new technologies and proliferation of available distribution platforms in the markets in which the Corporation operates – including subscription video-on-demand services, various digital platforms, personal video recorders, smartphones, tablet computers, and Ultra HD television – also influences its operations. The entertainment industry in general continues to undergo significant developments as advances in technologies and new product delivery and storage platforms, or certain changes in consumer behavior driven by these developments, emerge. Consumers are spending a large and growing amount of time on the Internet and mobile devices, a trend that has intensified during the pandemic as a result of the widespread adoption of telework and online training by businesses, schools and institutions, and are viewing most content on a time-delayed or on-demand basis from the Internet, on their televisions and on portable devices. These technologies and business models are increasing audience fragmentation, reducing the Corporation's ratings and adversely affecting advertising revenues from local and national audiences. If the Corporation cannot successfully exploit these and other emerging technologies, it could have a material adverse effect on its business, financial condition, results of operations, liquidity and prospects.

The Film Production & Audiovisual Services segment is also heavily dependent on technological change. The systems and equipment utilized by the Corporation in providing certain services to customers are subject to rapid technological change, as well as evolving customer needs and industry standards. In addition, competitors may introduce services embodying new technology, which could render the Corporation's existing services less marketable or obsolete. To remain competitive, the Corporation must ensure that its offering integrates the latest technology developed in the industry, including animation tools and techniques.

To accomplish this, it can either develop these capabilities by upgrading its proprietary software, which can result in substantial research and development costs, or it can seek to purchase third-party licences, which can also result in significant expenditures. In the event the Corporation seeks to develop these capabilities internally, there is no guarantee that it will be successful in doing so. In the event the Corporation seeks to obtain third-party licences, it cannot guarantee that they will be available or, once obtained, will continue to be available on commercially reasonable terms, or at all.

There can be no assurance that the Corporation will be able to conceive, develop, or acquire technological innovations successfully or that the Corporation's competitors will not successfully implement features or products of their own that are equivalent or superior to those of the Corporation or that make its technologies obsolete. Moreover, the cost associated with developing or acquiring new technology can be significant. There can be no assurance that the

Corporation will have sufficient capital or be able to obtain sufficient financing to fund such capital expenditures, or that these costs will not have a material adverse effect on its financial condition and results of operations.

Risks related to public health emergencies, including COVID-19

The crisis surrounding the pandemic is evolving rapidly and could continue to materially affect the Corporation's operations and financial results. The magnitude of the consequences for the Corporation due to the pandemic will depend on future developments that are highly uncertain, including spread of the disease, length of the outbreak, recent developments regarding public vaccination, impact on consumer spending, potential supply chain disruptions and effectiveness of the steps taken by government authorities to contain the pandemic.

The scale and repercussions of the current healthcare crisis are not yet fully known. The current and potential negative effects of the pandemic include but are not limited to:

- suspension of all live broadcasts of sporting events held by professional leagues; whether or not these are postponed could have a considerable impact on our content costs, the value of the related audiovisual content, and revenues from these events, including the same potential impacts for events that are being held in substantially different formats and/or schedules;
- significant reduction in advertising revenues, which perforce is affecting the Broadcasting and Magazines segments;
- suspension of content production activities or their continuation with restrictive working conditions, which is impacting our Film Production & Audiovisual Services and Production & Distribution segments;
- content supply chain disruption due to widespread postponement of film shoots and uncertainty about the provision of a competitive offering of original programming;
- reduction in the publication frequency of some periodicals, which is affecting revenues in the Magazines segment;
- increase in bad debts as a result of the precarious situation of some advertisers;
- impact of legislation, regulations and other government action in response to the pandemic;
- negative impact on capital markets; and
- ability to access financial markets at a reasonable cost.

These risks and uncertainties could have a material adverse effect on the Corporation's business, prospects, results of operations and financial condition.

As a result of the pandemic, a number of financial assistance measures have been development by governments to support Quebec and Canadian businesses and organizations. Subsidies, incentives, emergency assistance programs and easing measures, deferrals and waivers, among other things, have been introduced to help certain areas of economic activity, industries and employers. There is no guarantee the current financial assistance measures will continue to be offered or will be kept at the same levels or that TVA Group's entities will meet or continue to meet the criteria to qualify for them. If the financial assistance measures are reduced or discontinued, the Corporation's results of operations and financial condition could be adversely affected.

Risk of loss of key customers in the Film Production & Audiovisual Services and Production & Distribution segments

The Film Production & Audiovisual Services segment's primary customers are major motion picture studios and independent filmmakers. Historically, a material percentage of the Film Production & Audiovisual Services segment's operating revenues in each year have been derived from a limited number of customers, several of whom are foreign customers, whose loyalty to Canada may be tested when presented with more favourable production environments outside Canada. The Corporation still expects that a high percentage of the Film Production & Audiovisual Services segment's revenues for the foreseeable future will continue to come from a relatively small number of customers.

The Corporation does not always have long-term or exclusive service agreements with its Film Production & Audiovisual Services segment's customers. Business is based primarily on customer satisfaction with reliability, availability, quality and price. The Corporation is unable to predict if, or when, its customers will purchase its services. There can be no assurance that the revenues generated from key customers, individually or in the aggregate, will reach or exceed historical levels in any future period, or that the Corporation will be able to develop relationships with new customers.

Historically, a material percentage of the operating revenues of the companies in the Production & Distribution segment in each year have been derived from a limited number of customers. The Corporation still expects that a high percentage of the Production & Distribution segment's revenues for the foreseeable future will continue to come from a relatively small number of customers.

Many of the major studios and other key customers of the Corporation have substantial capabilities to perform several or all of the services performed by the Film Production & Audiovisual Services segment. These customers periodically re-evaluate their decisions to outsource these services rather than perform them in-house. A decision by key customers to move services they currently purchase from the Corporation in-house could have a material adverse effect on the Corporation's results of operations and financial condition. The Corporation can give no assurance that it will continue to maintain favourable relationships with these customers or that they will not be adversely affected by economic conditions.

Risks related to the Corporation's ability to meet the demands of its customers

The Corporation's Film Production & Audiovisual Services segment is dependent on its ability to meet the current and future demands of its customers, which include reliability, availability, quality and price. Any failure to do so, whether or not caused by factors within its control, could result in the loss of clients. There is no assurance that claims would not be asserted and dissatisfied customers may refuse to place further orders in the event of a significant occurrence of loss as a result of a failure by the Corporation to meet its customers' expectations with respect to reliability, availability, quality and price, which could have a material adverse effect on the Corporation's financial condition, results of operations and prospects. The Corporation's ability to deliver services within the time periods requested by customers depends on a number of factors, some of which are outside of its control, including equipment failure, public health emergencies, work stoppages or interruption in services by third-party providers, including telephone, Internet or satellite service providers. In addition, because the Corporation is dependent upon a large number of software applications and hardware for postproduction and visual effects services, an error or defect in the software, a failure in the hardware, a failure of backup facilities or a delay in delivery of products and services could result in significantly increased costs for a project, and therefore losses to the Corporation's clients.

Risks related to the launch of tie-ins and new specialty services

The Corporation has invested in the launch of tie-ins and new specialty services in the Broadcasting segment. During the period immediately following the launch of a tie-in or a new specialty service, revenues are always relatively modest, while initial operating expenses may prove more substantial. Furthermore, although the Corporation believes in the potential associated with this strategy, there is a possibility that the anticipated profitability could take several years to materialize or may never materialize.

Risks related to changes in economic conditions

The revenues and operating results of the Corporation are and will continue to be influenced by the general economic environment and depend on the relative strength of the economy in its markets, as well as local, regional and national economic factors, since those affect the levels of television and magazine advertising revenues as well as the volume of work available from the film and television industries in Canada and the U.S. An economic slowdown or a recession in the Canadian or U.S. economy could adversely affect key national advertising accounts, as buyers of advertising have historically reduced their advertising budgets during economic slowdowns. In addition, the deterioration of economic conditions could adversely affect payment patterns, which could increase the bad debt expense.

The pandemic continues to have a major impact on the economic environment in Canada and around the world. These adverse economic conditions could persist or worsen as long as the measures to limit the spread of the virus remain in place. During an economic downturn, there can be no assurance that operating results and revenues, outlook, prospects and financial condition would not be adversely affected.

<u>Risks related to the possibility that the Corporation's content may not attract large audiences and to audience fragmentation, limiting the Corporation's ability to generate revenues</u>

Broadcasting operating revenues are derived in large part from advertising revenues. Advertising revenues and the Production and Distribution segment's operating revenues are largely dependent upon audience acceptance, which is in large part a function of the content and quality offered, and is influenced by factors such as reviews by critics, promotions, actors and other key talent, genre and specific subject matter, audience reaction, quality and acceptance of other competing content in the marketplace, availability of alternative forms of entertainment and leisure activities, general economic conditions, public tastes in general, and other intangible factors.

In addition, the markets in which the Corporation operates are experiencing a proliferation of available distribution platforms, including the Internet, wireless telephony, subscription video-on-demand, mobile television, OTT services and other technologies that may be marketed in the future. The proliferation of cable and satellite channels, advances in mobile and wireless technology, the migration of television audiences to the Internet, including social media, and the viewing public's increased control over the manner, content and timing of their media consumption through personal video recording devices have resulted in greater fragmentation of the television viewing audience and a more difficult advertising sales environment. In addition, the increase in narrowcast programming and specialty services in Canada has caused the conventional television audience to become increasingly fragmented.

Furthermore, most households have already subscribed to video-on-demand services as a complement to conventional broadcasting services. The trend toward take-up of on-demand streaming services is expected to intensify and could adversely affect the Corporation if a large number of viewers drop conventional broadcasting services; the Corporation might not be able to offset the loss of revenues associated with this change in consumer preferences.

These factors continue to evolve rapidly and many are beyond the Corporation's control. It cannot predict the future effects of these factors on its business, financial condition and results of operations. Lack of audience acceptance for the Corporation's content, or shrinking or fragmented audiences, could limit its ability to generate advertising revenues and reduce the Production & Distribution segment's operating revenues. If the Corporation's ability to generate advertising revenues is limited, it may need to develop new or alternative revenue streams in order to be able to continue providing attractive television programming for broad audiences. There can be no assurance that the Corporation would be able to develop new revenue streams, and any such limitation on its ability to generate operating revenues, together with an inability to generate new revenue streams, could have a material adverse effect on its business, financial condition and results of operations.

<u>Risks relating to the fact that programming content may become more expensive and more difficult to acquire and production costs may increase.</u>

The most significant costs in television broadcasting are programming and production costs. Increased competition in the television broadcasting industry, developments affecting producers and distributors of programming content, vertical integration of distributors and broadcasters, the creation of original, exclusive programming content by various subscription video-on-demand services, changes in viewer preferences and other developments are impacting both the availability and the cost of programming content and the cost of production. In addition, the Canadian government recently tabled Bill C-10 to amend the *Broadcasting Act* among other things to subject foreign subscription video-on-demand services to Canadian regulatory requirements. If the bill is adopted, it will force such services to promote Canadian content on their platforms and to invest significant amounts in original local productions, placing additional pressure on cost and availability of content. Future increases or volatility in programming and production costs could adversely affect operating results. Developments in cable, satellite or other forms of distribution could also affect both the availability and the cost of programming and production and increase competition for advertising expenditures. As well, the value of royalties payable pursuant to the *Copyright Act* are frequently decided by the Copyright Board of Canada during or even after the applicable period, which can cause retroactive increases in content costs.

Government regulation risks

The Corporation is subject to extensive government regulation, mainly through the *Broadcasting Act*, which is administered by the CRTC. Changes to, or more aggressive enforcement of, the regulations and policies governing broadcasting or the introduction of new regulations, policies or terms of licence could have a material effect on the Corporation's business, financial condition or results of operations. Moreover, changes resulting from the CRTC's interpretations of existing policies and regulations could also be materially adverse to the Corporation's business, financial condition or results of operations. Since legal requirements change frequently, are subject to interpretation and may be enforced to varying degrees in practice, the Corporation is unable to predict the ultimate cost of compliance with these requirements or their effect on operations. Furthermore, the CRTC is the government authority responsible for issuing and renewing broadcasting licences and for the regulations governing the Canadian broadcasting system. The Corporation is subject to the CRTC's decisions in these areas and any decision made by this organization that runs counter to the Corporation's positions and interests, including the failure to renew any of its licences on as favourable terms, may negatively affect its activities and operating results.

In addition, the levels of the royalties payable by the Corporation are subject to change upon application by the collecting societies and approval by the Copyright Board. The Government of Canada may, from time to time, make amendments to the *Copyright Act* to implement Canada's international treaty obligations and for other obligations and purposes. Any such amendments could result in the Corporation's broadcasting undertakings being required to pay additional royalties for these licences or be subject to additional administrative costs associated with the tariffs.

Government assistance risks

The Corporation takes advantage of several government programs designed to support production and distribution of televisual and cinematographic products and magazine publishing in Canada, including federal and provincial refundable tax credits. There can be no assurance that the local cultural incentive programs which the Corporation may access in Canada will continue to be available in the future or will not be reduced, amended or eliminated. Any future reductions or other changes in the policies or rules of application in Canada or in any of its provinces in connection with these government incentive programs, including any change in the Quebec or the federal programs providing for refundable tax credits, could increase the cost of acquiring and producing Canadian programs which are required to be broadcasted and may have a material adverse effect on the Corporation's business, financial condition and results of operations. Canadian content programming is also subject to certification by various agencies of the federal government. If programming fails to so qualify, the Corporation would not be able to use the programs to meet its Canadian content programming obligations and the Corporation might not qualify for certain Canadian tax credits and government incentives.

To ensure that the Corporation maintains minimum levels of Canadian ownership under the *Broadcasting Act* and other legislation under which it derives the benefit of tax credits and industry incentives, it has placed constraints on the issue and transfer of its shares. The Corporation's transfer agent may refuse to issue or register the transfer of shares if this would prevent the Corporation from holding its licences. These constraints and transfer restrictions may adversely affect the liquidity of the Corporation's Class B Non-Voting Shares and may have an impact on their trading price.

In addition, the Canadian and provincial governments currently provide grants and incentives to attract foreign producers and support domestic film and television production. Many of the major studios and other key customers of the Film Production & Audiovisual Services segment, content producers for the Broadcasting segment, and the Production & Distribution segment finance a portion of their production budgets through Canadian governmental incentive programs, including federal and provincial tax credits. There can be no assurance that the government grants and incentive programs presently being offered to participants in the film and television production industry will continue at their present levels or at all. If such grants or incentives are reduced or discontinued, the level of activity in the motion picture and television industries may be reduced, as a result of which the Corporation's results of operations and financial condition might be adversely affected.

Risks related to government incentives in locations outside of Quebec and other influences

The successful tax credit model of Quebec and other provinces in Canada has been copied by other jurisdictions around the world, including by many states in the United States of America. Some producers may select locations other than Quebec to take advantage of tax credit programs they may conclude to be more or as attractive as those Quebec offers. Other factors, such as the choice of director or talent, may also cause productions to be filmed elsewhere and may therefore have a material adverse effect on the Corporation's business, financial condition and results of operations.

Risks related to the Film Production & Audiovisual Services and Production & Distribution segments' dependence on revenues from customers outside Canada

Many of the Film Production & Audiovisual Services and Production & Distribution segments' customers have found Canada particularly attractive because of the exchange rate of the Canadian dollar to the U.S. dollar. The Canadian to U.S. dollar exchange rate has provided certain cost savings to U.S.-based film producers and broadcasters obtaining production services and content produced in Canada. There can be no assurance that favourable exchange rates will continue. Fluctuations in currency exchange rates could decrease the production activity in Canada of the customers of the Corporation and reduce demand for the content produced by the Production & Distribution segment, adversely affecting its results of operations and financial condition. The Corporation cannot predict the effect of exchange rate fluctuations upon its future operating results and financial position.

Risks related to intellectual property rights

The Corporation must protect its proprietary technology and operate without infringing upon the intellectual property rights of others. The Corporation relies on a combination of patent, copyright, trademark and trade-secret laws and other intellectual property protection methods to establish and protect its proprietary technology. These steps may not protect the Corporation's proprietary information nor give it any competitive advantage. Others may independently develop substantially equivalent intellectual property or otherwise gain access to the Corporation's trade secrets or intellectual property, or disclose such intellectual property or trade secrets. If the Corporation is unable to protect its intellectual property, the Corporation's business could be materially adversely affected.

In addition, there is no assurance that intellectual property rights licensed from third parties will not be challenged, invalidated or circumvented, or that such rights would provide the Corporation with any proprietary protection. The Corporation generally enters into confidentiality or licence agreements with its employees, consultants and vendors, and generally controls access to and distribution of its software, documentation and other proprietary information. Despite these precautions, it may be possible for a third party to copy or otherwise obtain and use its proprietary information, products or technology without authorization, or to develop similar or superior technology independently. Policing unauthorized use of products or technology is difficult and expensive. In addition, effective copyright, patent and trade secret protection may be unavailable or limited in certain foreign countries. The Corporation cannot provide any assurances that the steps it takes will prevent misappropriation of its technology or that its confidentiality or licence agreements will be enforceable. Finally, some or all of the underlying technologies of the Corporation's products and system components may not be covered by patents or patent applications.

In addition, to produce its projects, the Corporation also relies on third-party software, which is readily available to others. Failure of its patents, copyrights and trade-secret protection, non-disclosure agreements and other measures to provide protection of its technology and the availability of third-party software may make it easier for competitors to obtain technology equivalent or superior to the Corporation's technology or that makes its technology obsolete, which could weaken its competitive position.

Risks related to protecting and defending against intellectual property claims

Litigation may be necessary in the future to enforce the Corporation's intellectual property rights, protect its trade secrets, trademarks and other intellectual property rights, protect and enforce its patents, determine the validity and scope of the proprietary rights of others, or defend against claims of infringement or invalidity. The Corporation has received, and is likely to receive in the future, claims of infringement of other parties' proprietary rights. If any claims or actions are asserted against the Corporation, it may seek to obtain a licence under a third party's intellectual property rights. It cannot provide any assurances, however, that under such circumstances a licence would be available on reasonable terms or at all. Irrespective of the validity or the successful assertion of such claims, any such litigation could result in substantial costs and diversion of resources, could effectively prevent the Corporation from using important technology and could have a material adverse effect on its business, operating results or financial condition.

The Corporation reviews these matters to determine what, if any, actions may be required or should be taken, including legal action or negotiated settlement. There can be no assurance that the Corporation's actions to establish and protect trademarks, copyrights and other proprietary rights will be adequate to prevent imitation or unauthorized reproduction of the Corporation's products by others or prevent third parties from seeking to block sales, licensing or reproduction of these products as a violation of their trademarks, copyrights and proprietary rights. Moreover, there can be no assurance that others will not assert rights in, or ownership of, the Corporation's trademarks, copyrights and other proprietary rights, or that the Corporation will be able to successfully resolve these conflicts. In addition, the laws of certain foreign countries may not protect proprietary rights to the same extent as do the laws of the United States or Canada.

<u>Risks related to the availability of licences for third-party technology</u>

In addition to its proprietary technology, the Corporation also relies on certain technology that it licenses from third parties, including software that it uses with its proprietary software. There is no assurance that these third-party technology licences will continue to be available to the Corporation on commercially reasonable terms or at all or that the technology licences will not result in intellectual property infringement claims by third parties. The loss of or inability to maintain any of these technology licences could result in delays in projects until equivalent technology is identified, licensed and integrated to complete a given project. Any such delays or failures in projects could materially adversely affect the Corporation's business, financial condition or results of operations.

<u>Risks related to the Corporation's ability to successfully upgrade, maintain and secure information systems to support the organization's needs</u>

The Corporation relies heavily on information systems to manage operations. The reliability and capacity of information systems is critical. Despite preventative efforts, these systems are vulnerable from time to time to damage or interruption from, among other things, security breaches, computer viruses, power outages and other technical malfunctions. Any disruptions affecting information systems, or any delays or difficulties in transitioning to or in integrating new systems, could have a material adverse impact on the Corporation's businesses. In addition, the Corporation's ability to continue to operate its businesses without significant interruption in the event of a disaster or other disruption depends in part on the ability of its information systems to operate in accordance with its disaster recovery and business continuity plans. The operation of existing systems could be disrupted due to unexpected issues with hiring and retention of qualified employees, the supply chain, installation of equipment or software and related training, among other things.

<u>Cybersecurity risks</u>

The ordinary course of the Corporation's business involves the receipt, collection, storage and transmission of sensitive data, including its proprietary business information and that of its customers, as well as personally identifiable information on its customers and employees, whether in its systems, infrastructure, networks, or processes, or those of its suppliers. The secure processing, maintenance and transmission of this information is critical to TVA Group's operations and strategy.

Although TVA Group has implemented and regularly reviews and updates processes and procedures to protect against unauthorized access to, or use of sensitive data, including data on its customers, and although, to prevent data loss, ever-evolving cyberthreats require TVA Group to continually evaluate and adapt its systems, infrastructure, networks and processes, TVA Group cannot assure that its systems, infrastructure, networks and processes, as well as those of its suppliers, will be adequate to safeguard against all information security access by third parties or errors by employees or by third-party suppliers. If the Corporation is subject to a significant cyberattack or breach, unauthorized access, errors of third-party suppliers or other security breaches, it may incur significant costs, be subject to investigations, sanctions and litigation, including under laws that protect the privacy of personal information, and it may suffer damage to its business, competitive position and reputation.

In addition, the preventive actions the Corporation takes to reduce the risks associated with cyberattacks, including protection of its systems, infrastructure, networks and processes, as well as efforts to improve the overall governance of information security and the controls within its IT systems, may be insufficient to repel or mitigate the effects of a major cyberattack in the future.

The costs associated with a major cyberattack could include significant incentives to existing customers and business partners to retain their business, increased expenses for cybersecurity measures and the use of alternative systems, as well as loss of revenues and customers resulting from business interruption and litigation. As part of our risk mitigation strategy, contractual risk transfer in our agreements with customers and suppliers is worded to limit our liability. In addition, we carry cyber liability insurance to cover the residual liability, in accordance with standard business practices. However, our contractual transfers do not completely eliminate the risk and the potential costs associated with these attacks could exceed the scope and limits of our insurance coverage.

Risks related to protection of personal data

TVA Group stores and processes increasingly large amounts of personally identifiable information on its clients, employees, and/or business partners. The Corporation faces risks inherent in protecting the security of such personal data. In particular, TVA Group faces a number of challenges in protecting the data in, and hosted on its systems, or those belonging to its suppliers, including from advertent or inadvertent actions or inactions by its employees, as well as in relation to compliance with applicable laws, rules and regulations relating to the collection, use, disclosure or security of personal information, including any requests from regulatory and government authorities relating to such data. Although TVA Group has developed systems, processes and security controls that are designed to protect the personally identifiable information on its clients, employees and business partners, TVA Group may be unable to prevent the improper disclosure, loss, misappropriation of, unauthorized access to, or other security breach relating to such data that TVA Group stores or processes or that its suppliers store or process. As a result, TVA Group may incur significant costs, be subject to investigations, sanctions and litigation, including under laws that protect the privacy of personal information, and TVA Group may suffer damage to its business, competitive position and reputation.

In 2020, the provincial and federal governments tabled bills designed to provide greater protection for the personal information of Quebec and Canadian consumers and regulate its use by private companies. If these bills are adopted, they will impose new obligations on the Corporation and will give greater power to the authorities responsible for enforcing them. The Corporation could incur significant costs to upgrade its security systems, processes and controls to comply with the new regulatory framework.

Risks related to distributors and subscription revenues

The Corporation relies on broadcasting distribution undertakings (“BDUs”) (including cable and direct-to-home satellite broadcasting services, as well as multichannel multipoint distribution systems) for the distribution of its specialty services. Operating revenues could be negatively affected if affiliation agreements with BDUs are not renewed according to terms and conditions similar to those in effect at this time. Affiliation agreements with BDUs extend over several years and come to term at different times. Due to industry concentration among BDUs in recent years and with the population of Canada clustered into a small number of large urban centres, a significant percentage of the subscriber base is reached through a small number of BDUs.

The subscription revenues of the specialty services depend on the number of subscribers and the rate billed to the BDUs for carriage of the service. Growth in the Corporation’s subscriber base is uncertain and is dependent upon the ability and willingness of BDUs to deploy and expand their digital technologies, their marketing efforts and the packaging of their services’ offerings, as well as upon the willingness of subscribers to adopt and pay for the specialty services. In addition, the broadcast signals of the Corporation’s specialty services may sometimes be stolen, representing a risk of loss of subscription revenues.

Risks related to the impact on the Corporation's business of the loss of key management and other personnel, or inability to attract, retain and motivate management and other personnel

The Corporation depends on its management team and other key personnel to run its business. The loss of any of these individuals could adversely affect the Corporation's operations. Due to the specialized nature of its business, the Corporation believes that its future success will also depend, in a large part, upon its ability to continue to attract, retain and mobilize highly skilled management, programming, creative, technical and marketing personnel. Retaining key employees and managers is particularly important because it enables the Corporation to remain competitive and avoid losing knowledge critical to its continued growth. Competition for highly skilled individuals is intense, particularly when there is a shortage of skilled labour, and there can be no assurance that the Corporation will be successful in attracting, retaining and mobilizing such individuals in the future.

Known and unknown environmental risks

The Corporation is subject to various federal, provincial and local environmental requirements which govern certain of its activities, operations or properties and which may impose substantial costs of investigation, removal and remediation. A breach of these acts and regulations ("Environmental Laws") may result in the imposition of fines and penalties. In addition, these Environmental Laws typically include responsibility and liability in certain circumstances without regard to whether the owner or operator knew of or caused the presence of certain contaminants or other environmental violations. Environmental Laws may require the owner or operator to undertake or pay for remedial action or to pay damages regardless of fault. Environmental Laws may also impose liability with respect to sold, transferred or terminated operations, even if the operations were terminated, sold or transferred many years ago. Compliance with Environmental Laws may involve substantial costs and significant obligations for the Corporation. Future Environmental Laws may entail stricter standards, more aggressive enforcement, higher fines, and higher costs for compliance, corrective measures and remediation. All these factors may have a material adverse effect on the Corporation's financial condition and results of operations.

Evolving public expectations with respect to the environment and the adoption of increasingly stringent laws and regulations could entail additional compliance costs. Failure to comply could result in penalties or greater regulatory control and have a material effect on the Corporation's reputation and brands.

The Corporation owns certain soundstages and vacant lots, some of which are located on a former landfill, with the presence of gas emitting waste. As a result, the operation and ownership of these soundstages and vacant lots carries an inherent risk of environmental and health and safety liabilities for personal injuries, property damage, release of hazardous materials, remediation and clean up costs, and other environmental damages (including potential civil actions, compliance or remediation orders, fines and other penalties), and may result in being involved from time to time in administrative and judicial proceedings relating to such matters, which could have a material adverse effect on its business, financial condition and results of operations. The Corporation may be liable for environmental damage caused by previous owners. As a result, substantial liabilities to third parties or governmental entities may be incurred, and the payment of such liabilities could have a material adverse effect on the Corporation's business, financial condition and results of operations.

Furthermore, there can be no assurance that various permits which the Corporation may require in the normal course of its current and anticipated future operations or in relation to certain development and construction projects, or in relation to gas emitting waste disposal, will be obtainable on reasonable terms or on a timely basis or that the applicable environmental and health and safety laws and regulations would not have a material adverse effect on operations or on development and construction projects which the Corporation might undertake. In addition, the release of harmful substances in the environment or other environmental damage caused by the Corporation's properties or activities may result in the suspension or revocation of operating and environmental permits.

Risks related to litigation and other claims

The Corporation is involved in various legal proceedings, including class actions, and other claims in the normal course of business. As a distributor of media content, it may also face potential liability for defamation, invasion of privacy, negligence, and other claims based on the nature and content of the materials distributed. These types of claims have been brought, sometimes successfully, against producers and distributors of media content. A negative outcome in respect of any such claim or litigation could have an adverse effect on the Corporation's results, liquidity or financial position. Moreover, irrespective of the validity or the successful assertion of such claims or lawsuits, the Corporation could incur significant costs and diversion of resources and of management's attention in defending against them, which could have a material adverse effect on its business, financial condition, operating results, liquidity and prospects.

Financing risks

The Corporation currently has adequate financing to pursue its current activities and has access to a credit facility. However, risk factors such as capital market upheavals, particularly in the context of public health emergencies, could reduce the amount of capital available or increase the cost of this capital in future years. There is no guarantee that additional funds will be made available to the Corporation or, if they are, that they will be provided within a time frame and under conditions that are acceptable to the Corporation. Not being able to obtain this additional financing at the required time and as necessary could have a significant negative effect on the Corporation. Finally, there is no guarantee that, when this facility is refinanced, market conditions will be favourable or that terms comparable to those the Corporation now enjoys will be available.

Risks related to labour relations and health of the Corporation's employees

As at December 31, 2020, approximately 47% of permanent employees were unionized. TVA's labour relations were governed by seven collective agreements.

On October 31, 2018, the Corporation and the union representing Montreal employees, which covered about 71% of the Corporation's permanent unionized employees at the time, signed a new five-year collective agreement expiring on December 31, 2021.

The Corporation has in the past experienced labour disputes which have disrupted its operations and impaired its growth and operating results. The Corporation cannot predict the outcome of current or future negotiations with respect to labour disputes, union representation, or the renewal of collective agreements. Nor can the Corporation assure that it will not experience work stoppages, strikes, property damage or other forms of labour protests pending the outcome of any current or future negotiations. If the Corporation's unionized workers engage in a strike or if there is any other form of work stoppage, the Corporation could experience a significant disruption in its operations, damage to its properties or service interruption, which could adversely affect its business, assets, financial position, and results of operations. Even if the Corporation does not experience strikes or other forms of labour protests, the outcome of labour negotiations could adversely affect its business, including if current or future labour negotiations or contracts were to further restrict the Corporation's ability to maximize the efficiency of its operations. In addition, the Corporation's ability to make short-term adjustments to control compensation and benefit costs is limited by the terms of its collective bargaining agreements.

In addition, many individuals associated with the film and television industry are members of guilds or unions that bargain collectively with producers on an industry-wide basis from time to time. A strike or other form of labour protest affecting those guilds or unions could affect the level of production activity in the Corporation and the industry, and restrict the ability of the Corporation to service its customers, which in turn would adversely affect the Corporation's results of operations and financial condition.

Furthermore, epidemics, pandemics and other risks to employee health, including COVID-19, could have an adverse effect on the Corporation's results of operations, financial condition and reputation.

The pandemic also led the Corporation to adopt a telework policy establishing guidelines for employees who work away from their usual workplaces. Telework by employees and some of the Corporation's suppliers and partners could create new operational risks, including but not limited to risks related to information security. This could also lead to an increase in lawsuits and claims related to the Corporation's continued performance of activities away from the usual working environments.

Risks related to pension plan obligations

Economic cycles, labour force demographics and regulatory changes could also have a negative impact on the funding of the Corporation's defined-benefit pension plans and the related expenditures. There is no guarantee that the expenditures and contributions required to fund these pension plans will not increase in the future and therefore negatively impact the Corporation's operating results and financial position. Risks related to the funding of defined-benefit plans may materialize if total obligations with respect to a pension plan exceed the total value of its trust fund's assets. Shortfalls may arise due to lower-than-expected returns on investments, changes in the assumptions used to assess pension plan obligations, and actuarial losses.

Reputation risks

Generally speaking, the Corporation has always enjoyed a strong reputation in the general public. Its ability to maintain good relations with its current customers and attract new customers depends to a large extent on its reputation. Although it has developed certain mechanisms to mitigate the risk of damage to its reputation, including strong governance practices and a code of ethics, there is no guarantee that it will continue to effectively prevent actual or perceived breaches of the law or ethical business practices. A loss of or damage to its reputation could have a material adverse effect on the Corporation's business, prospects, financial condition and operating results.

Risks related to an increase in paper, printing and postage costs

A significant proportion of the Magazines segment's operating expenses is comprised of paper, printing and postage costs. The segment is dependent on external suppliers for its entire paper supply and has no control over paper prices, which may vary considerably. The Magazines segment uses third parties for all of its printing services, and printing costs accounted for approximately 28% of operating expenses for the fiscal year ended December 31, 2020. Further, distribution of its publications to subscribers is handled in part by Canada Post Corporation. Any interruption in distribution services could negatively affect the Magazines segment's operating results and its financial position, and a significant increase in paper or postage costs could be detrimental to the segment's activities and operating results.

Risks related to non-amortizable intangible assets and goodwill

As noted under "Critical Accounting Policies and Estimates - Asset Impairment" below, the Corporation's non-amortizable intangible assets and goodwill are not amortized but tested for impairment annually, or more frequently if events or changes in conditions indicate that it is more likely than not that the asset has been impaired. The fair value of the non-amortizable intangible assets and of goodwill is and will continue to be influenced by assumptions based on the general economic situation, which are used to support the calculation of future discounted cash flows performed by the Corporation in order to determine the fair value of its non-amortizable intangible assets and of goodwill. There is no guarantee that the value of the non-amortizable intangible assets and of goodwill will not be negatively affected by changes to these assumptions in the event of an economic slowdown. The Corporation is constantly monitoring the value of its non-amortizable intangible assets and goodwill, and any change in their fair value would be recognized as a non-cash impairment charge (or reversal of the charge) in the consolidated statements of income.

Risks related to QMI's ability to exert a significant degree of control over the Corporation as the holder of a majority of the Class A Shares

QMI, which owned 99.97% of all the issued and outstanding Class A Shares as of the date of this Management's Discussion and Analysis, can exercise its voting power to elect all of the members of the Board of Directors. QMI can also exercise its majority voting power to unilaterally pass any resolution submitted to a vote of the Corporation's shareholders, including in respect of the approval of certain significant corporate transactions, except for resolutions for which holders of Class B Non-Voting Shares are entitled to vote as provided by or in respect of which QMI is an interested party and for which disinterested shareholder approval is required. Such concentration of ownership may have the effect of delaying, deterring or preventing a change in control of the Corporation that might otherwise be beneficial to its shareholders, discouraging bids for the Class B Non-Voting Shares or limit the amount certain investors may be willing to pay for the Class B Non-Voting Shares.

Risks related to acquisitions, sale of assets, business combinations, or joint ventures

From time to time, the Corporation engages in discussions and activities with respect to possible acquisitions, sales of assets, business combinations, or joint ventures intended to complement or expand its business, some of which may be significant transactions and involve significant risks and uncertainties. The Corporation may not realize the anticipated benefit from any of the transactions it pursues, and may have difficulty incorporating or integrating any acquired business. Regardless of whether it consummates any such transaction, the negotiation of a potential transaction (including associated litigation), as well as the integration of any acquired business, could entail significant costs and cause diversion of management's time and resources and disrupt business operations. Moreover, some acquisitions entail post-closing price adjustments that could result in higher-than-anticipated payments. The Corporation could face several challenges in the consolidation and integration of information technology, accounting systems, personnel and operations.

If the Corporation determines to sell individual properties or other assets or businesses, it will benefit from the net proceeds realized from such sales. However, revenues may be affected in the long term due to the disposition of a revenue-generating asset, the timing of such dispositions may be poor, causing the Corporation to fail to realize the full value of the disposed asset, or the terms and conditions of dispositions could be overly restrictive or entail unfavourable post-closing price adjustments if certain conditions are not met, all of which may diminish its ability to repay its indebtedness at maturity.

Each of these factors could have a material adverse effect on the Corporation's business, financial condition, results of operations, liquidity and prospects.

Financial instruments and financial risks

The Corporation's risk management policies have been established in order to identify and analyze the risks faced by the Corporation, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies are reviewed regularly to reflect changes in market conditions and in the Corporation's activities.

As the Corporation and its subsidiaries use financial instruments, they are exposed to credit risk, liquidity risk and market risk related to foreign exchange and interest rate fluctuations.

Fair value of financial instruments

In accordance with IFRS 13, Fair Value Measurement, the Corporation has considered the following fair value hierarchy. This hierarchy reflects the significance of the inputs used in measuring the financial instruments accounted for at fair value on the consolidated balance sheet:

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

The fair value of short-term debt is estimated based on a valuation model using Level 2 inputs. The fair value is based on discounted cash flows using year-end market yields or the market value of similar instruments with the same maturity.

The fair value of short-term debt corresponds to its carrying amount as at December 31, 2020 and 2019.

Credit risk management

Credit risk is the risk of the Corporation incurring a financial loss on bad debts should a client or another party to the contract fail to meet its contractual obligations.

In the normal course of business, the Corporation regularly evaluates the financial position of its clients and reviews the credit history of each new client. As at December 31, 2020 and 2019, no clients had balances representing a significant portion of the Corporation's consolidated trade receivables. The Corporation uses the expected credit losses method to estimate the allowance. It is based on the specific credit risk of its customers, the expected life of the financial assets, historical trends and economic conditions. The Corporation has trade accounts receivable from numerous clients, primarily advertising agencies. As a result, the Corporation does not believe that it is exposed to an unusual or significant level of credit risk. As at December 31, 2020, 7.8% of trade receivables had been outstanding for more than 120 days after the billing date (8.3% as at December 31, 2019), of which 43.0% were covered by an allowance for doubtful accounts (30.9% as at December 31, 2019).

The table below shows the variance in the allowance for expected credit losses for the years ended December 31, 2020 and 2019:

Table 11
Changes in allowance for expected credit losses
(in thousands of dollars)

	December 31, 2020	December 31, 2019
Balance as at beginning of year	**$ 1,766**	$ 2,555
Changes in expected credit losses	**342**	104
Write-off	**(131)**	(893)
Balance as at end of year	**$ 1,977**	$ 1,766

Liquidity risk management

Liquidity risk is the risk that the Corporation and its subsidiaries will be unable to meet financial obligations as they fall due or will be required to meet them at excessive cost. The Corporation and its subsidiaries ensure that they have sufficient cash flows from continuing operations and available sources of financing to meet future cash requirements for long-term investments, working capital, interest payments, income tax payments and debt servicing, pension plan contributions, dividends, share redemptions, commitments and guarantees.

Market risk

Market risk is the risk that changes in market prices due to fluctuations in foreign exchange rates and interest rates could affect the Corporation's revenues or the value of its financial instruments. The objective of market risk management is to mitigate and control exposures within acceptable parameters while optimizing the return on risk.

Foreign exchange risk

The Corporation is exposed to limited foreign exchange risk on revenues and expenses due to the low volume of transactions made in currencies other than the Canadian dollar. The most frequently used foreign currency is the U.S. dollar, which is primarily used to make capital expenditures and collect income from certain clients. In light of the insubstantial volume of foreign currency transactions, the Corporation has determined foreign exchange hedging to be unwarranted. Accordingly, the Corporation has limited sensitivity to changes in foreign exchange rates.

Interest rate risk

The Corporation is exposed to interest rate risk associated with its secured revolving credit facility. As at December 31, 2020, the Corporation's short-term debt consisted entirely of floating-rate debt.

The Corporation regularly reviews its position to ensure that its exposure to these risks has not changed.

Capital management

The Corporation's primary objectives in managing capital are to:

- Safeguard the entity's ability to continue as a going concern, so that it can continue to provide returns for shareholders;
- Maintain an optimal capital base in order to meet the capital requirements of its various operating segments, including growth opportunities and maintaining investor and creditor confidence.

The Corporation manages its capital structure in accordance with the characteristics of the risks associated with its segments' underlying assets and applicable requirements, if any. The Corporation manages its capital structure by issuing new debt or repaying existing debt with cash flows provided by operating activities, distributing amounts to shareholders through dividends or share redemptions or issuing capital stock in the marketplace and making adjustments to its capital expenditure program. The Corporation's strategy remains unchanged from last year.

The Corporation's capital structure consists of shareholders' equity, short-term debt, lease liabilities and a bank overdraft, less cash.

The capital structure as at December 31, 2020 and 2019 was as follows:

Table 12
TVA Group capital structure
(in thousands of dollars)

	December 31, 2020	December 31, 2019
Short-term debt	**$ 27,126**	$ 44,863
Lease liabilities	**12,149**	11,216
Bank overdraft	**1,699**	–
Less: cash	**(2,838)**	(3,383)
Net liabilities	**38,136**	52,696
Equity	**$ 312,619**	$ 290,189

Excluding maintenance of certain financial ratios under its credit agreement, the Corporation is not subject to any other externally imposed capital requirements. As at December 31, 2020, the Corporation was in compliance with the terms of its credit agreement.

Contingencies and legal disputes

In the normal course of business, the Corporation is involved in various lawsuits and claims. The Corporation believes that the outcome of such lawsuits and claims (which are, in some cases, covered by insurance policies, subject to applicable deductibles) should not have a material adverse effect on its business, financial condition or results of operations.

Lawsuits were brought by and against the Corporation, and against Quebecor and some of its subsidiaries, in connection with business disputes with a cable operator. At this stage in the proceedings, the management of the Corporation does not expect their outcome to have a material adverse effect on the Corporation's results or on its financial position.

Critical Accounting Policies and Estimates

Revenue recognition

The Corporation recognizes operating revenues from a contract with a customer only when all of the following criteria are met:

- The parties to the contract have approved the contract - in writing, orally or in accordance with other customary business practices - and are committed to performing their respective obligations;
- The Corporation can identify each party's rights regarding the goods or services to be transferred;
- The Corporation can identify the payment terms for the goods or services to be transferred;
- The contract has commercial substance (i.e. the risk, timing or amount of the Corporation's future cash flows is expected to change as a result of the contract); and
- It is highly probable that the Corporation will collect the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer.

Advertising revenues

Revenues from the sale of advertising airtime and space on the Corporation's websites and mobile apps are recognized when the advertisement airs or is displayed online. Revenues from the sale of advertising space in magazines are recognized when the advertisement is published, i.e. at the magazine release date.

Subscription revenues

Revenues from specialty television channel subscriptions are recognized on a monthly basis when the service is rendered.

Amounts received for magazine subscriptions are accounted for as deferred revenues and are amortized over the subscription term at publication.

Revenues from soundstage, mobile and equipment rental

Revenues from soundstage, mobile and equipment rental are recognized on a linear basis over the term of the lease.

Revenues from postproduction and visual effects

Revenues from postproduction and visual effects are recognized when the service is rendered.

Revenues from newsstand magazine sales

Revenues from newsstand magazine sales are recognized when the magazines are delivered to newsstands and are calculated using an amount of revenue less an allowance for future returns.

Revenues from production and distribution

Revenues from production and distribution are recognized when the production is completed, delivered and accepted by the customer in accordance with the terms of the license or the distribution agreement, and when the customer can begin to exploit and broadcast the content. Revenues from production services are recognized when the service is rendered.

Audiovisual content

For the purposes of accounting for broadcast rights, management uses assumptions to estimate future revenues in order to determine the net realizable value, as well as the manner in which future economic benefits from the rights will be generated. These assumptions take into account, among other things, viewer and subscriber statistics, the advertising market, broadcast strategy and content type. These estimates could materially affect the audiovisual content costs recognized in the statement of income and the carrying amount of audiovisual content on the balance sheet.

Impairment of assets

For the purposes of assessing impairment, assets are grouped in CGUs, which are the smallest groups of assets that generate separately identifiable cash inflows. The Corporation reviews at each balance sheet date whether events or circumstances have occurred to indicate that the carrying amounts of long-lived assets with finite useful lives may be less than their recoverable amounts. Goodwill, intangible assets with indefinite useful lives, and intangible assets not yet available for use are tested for impairment each fiscal year, as well as whenever there is an indication that the carrying amount of the asset, or the CGU to which an asset has been allocated, exceeds its recoverable amount. The recoverable amount is the higher of the fair value less costs of disposal and the value in use of the asset or the CGU. Fair value less costs of disposal is the amount obtainable by an entity at the valuation date from the sale of an asset in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal. Value in use is the present value of the future cash flows expected to be derived from an asset or CGU.

The Corporation uses the discounted cash flow method to estimate value in use, consisting of future cash flows derived primarily from the most recent budget and the three-year strategic plan approved by the Corporation's management and presented to the Board of Directors. These forecasts consider each CGU's past operating performance and market share as well as economic trends, along with specific market and industry trends and corporate strategies. A perpetual growth rate is used for cash flows beyond this three-year period. The discount rate used by the Corporation is a pre-tax rate derived from the weighted average cost of capital pertaining to each CGU, which reflects the current market assessment of (i) the time value of money and (ii) the risk specific to the assets for which the future cash flow estimates have not been risk-adjusted. The perpetual growth rate was determined with regard to the specific markets of each CGU.

An impairment loss is recognized in the amount by which the carrying amount of an asset or a CGU exceeds its recoverable amount. When the recoverable amount of a CGU to which goodwill has been allocated is lower than the CGU's carrying amount, the related goodwill is impaired first. Any excess amount of impairment is recognized and allocated to the assets in the CGU, prorated to the carrying amount of each asset in the CGU.

An impairment loss recognized in prior periods for long-lived assets with finite useful lives and intangible assets with indefinite useful lives, other than goodwill, can be reversed through the consolidated statement of income (loss) when the carrying amount does not exceed the carrying amount that would have been determined had no impairment charge been recognized in previous periods.

When determining the value less costs of disposal, the appraisal of the information available at the valuation date is based on management's judgment, and may involve estimates and assumptions. As well, the discounted expected future cash flows method involves the use of estimates, such as the amount and timing of a series of expected future cash flows, expected variations in the amount or timing of the cash flows, the time value of money as represented by the risk-free interest rate and the risk premium associated with the asset or CGU.

Therefore, the judgment used in determining the recoverable amount of an asset or a CGU may affect the amount of the impairment loss of the asset or CGU to be recorded, as well as the potential reversal of the impairment charge in the future.

Based on the data and assumptions used in its most recent impairment tests, the Corporation believes that there are no long-lived assets with finite useful lives, or goodwill and intangible assets with indefinite useful lives, on its books at this time that could suffer significant impairment.

Pension plans and post-retirement benefits

The Corporation offers employees defined-contribution pension plans and defined-benefit pension plans.

Defined-benefit pension plan costs and obligations are estimated on the basis of a number of assumptions, including the discount rate, future salary levels, the retirement age of employees, health care costs, and other actuarial factors. Some of these assumptions could materially affect the employee costs and financial expenses recognized in the consolidated statement of income (loss), the gain or loss on remeasurement of defined-benefit plans recognized in the consolidated statement of comprehensive income (loss) and the carrying amount of other liabilities recognized on the consolidated balance sheet. Pension plan assets, based on fair value, consist of equities as well as corporate and government fixed-income securities.

Remeasurements of the net defined-benefit liability or asset are recognized immediately in other comprehensive income (loss) and recorded in accumulated other comprehensive income. Remeasurements include the following items:

i) Actuarial gains and losses arising from changes in the financial and demographic actuarial assumptions used to determine defined-benefit obligations or resulting from experience adjustments on liabilities;

ii) The difference between the actual rate of return on plan assets and the expected interest revenues on plan assets considered in the calculation of interest on net defined-benefit assets or liabilities;

iii) Changes in the net defined-benefit asset limit or the minimum funding liability.

Recognition of a net benefit asset is limited under certain circumstances to the amount recoverable, which is primarily based on the extent to which the Corporation can unilaterally reduce future contributions to the plan. In addition, an adjustment to the net defined-benefit asset or liability can be recorded to reflect a minimum funding liability in some of the Corporation's pension plans.

The Corporation considers the assumptions used to be reasonable in view of the information available at this time. However, variances from these assumptions could have a material impact on the costs and obligations of pension plans and post-retirement benefits in future periods.

Stock-based compensation

Stock-based awards to officers or directors that call for settlement in cash, such as Deferred Stock Units and Performance Stock Units, or that call for settlement in cash or other assets at the holder's option, such as stock option awards, are accounted for at fair value and classified as a liability. The compensation cost is recognized in expenses over the vesting period. Changes in the fair value of stock-based awards between the grant date and the measurement date result in a change in the liability and compensation expense.

The fair value of the Deferred Stock Units and Performance Stock Units is based on the underlying share price as of the measurement date. Estimates of the fair value of stock options are determined by applying an option-pricing model, taking into account the terms and conditions of the grant and assumptions such as the risk-free rate, distribution yield, expected volatility and the expected remaining life of the option.

Provisions

Provisions are recognized when (a) the Corporation has a present legal or constructive obligation as a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation, and when (b) the amount of the obligation can be reliably estimated. Restructuring costs, including among other things termination benefits, are recognized when a detailed plan for the restructuring exists and a valid expectation has been raised in those affected that the plan will be carried out.

Provisions are reviewed at each balance sheet date and changes in estimates are reflected in the consolidated statement of income in the reporting periods in which the remeasurements occurred.

The amount recognized as a provision is the best estimate of the expenditure required to settle the obligation at the balance sheet date or to transfer it to third parties at that time, and it is adjusted for the effect of time value when material. The amount recognized for an onerous contract is the lower of the cost of fulfilling the obligation, less the financial benefits receivable under the contract, and any compensation or penalties arising from non-performance.

No amounts are recognized for obligations that are possible but not probable, or those for which an amount cannot be reasonably estimated.

Business acquisitions

Business acquisitions are accounted for by the acquisition method. The cost of an acquisition is measured at the acquisition-date fair value of the consideration given in exchange for control of the acquiree. This consideration may comprise cash payments, asset transfers, financial instrument issues or future contingent payments. The identifiable assets acquired and liabilities assumed from the acquiree are recognized at acquisition-date fair value. Goodwill is measured and recognized as the excess of the fair value of the consideration paid over the fair value of the recognized identifiable assets acquired and liabilities assumed.

Determining the fair value of certain acquired assets, assumed liabilities and future contingent payments requires judgment and involves complete and absolute reliance on estimates and assumptions. The Corporation primarily uses the discounted future cash flows method to estimate the value of acquired intangible assets.

The estimates and assumptions used in the allocation of the purchase price at the date of acquisition may also have an impact on the amount of an impairment charge to be recognized, if any, after the date of acquisition, as discussed above under "Impairment of assets."

Income taxes

Deferred taxes are accounted for using the liability method. Under this method, deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the carrying amounts of existing assets and liabilities in the consolidated financial statements and their respective tax bases. Deferred tax assets and liabilities are valued at the enacted or substantively enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. The effect of a change in enacted or substantively enacted tax rates on deferred tax assets and liabilities is recognized in income in the period during which the substantive enactment date falls. A deferred tax asset is recognized initially when it is probable that future taxable income will be sufficient to use the related tax benefits and may be subsequently reduced, if necessary, to the amount that is more probable than not to be realized.

The assessment of deferred income taxes is judgmental in nature and is dependent on assumptions and estimates as to the availability and character of future taxable income. The ultimate amount of deferred income tax assets realized could be slightly different from that recorded, since it is influenced by the Corporation's future operating results.

The Corporation is at all times under audit by various tax authorities in each of the jurisdictions in which it operates. A number of years may elapse before a particular matter for which management has established a reserve is audited and resolved. The number of years between each tax audit varies depending on the tax jurisdiction. Management believes that its estimates are reasonable and reflect the probable outcome of known tax contingencies, although the final outcome is difficult to predict.

Disclosure controls and procedures

In accordance with Multilateral Instrument 52-109, *Certification of Disclosure in Issuers' Annual and Interim Filings*, an evaluation was conducted of the effectiveness of the Corporation's disclosure controls and procedures (DC&P) and its internal control over financial reporting (ICFR).

Based on this evaluation, the President and Chief Executive Officer and the Vice-President, Finance have concluded that DC&P and ICFR were effective as at year-end December 31, 2020, and that the DC&P design provides reasonable assurance that material information relating to the Corporation, including its consolidated subsidiaries, is made known to them by others within those entities, particularly during the period in which the annual filings are being prepared, and the information that the Corporation must present in its annual documents, its interim documents or in other documents it files or submits under securities regulations is recorded, processed, condensed and presented within the time frames prescribed by this legislation. Further, the ICFR design provides reasonable assurance that the Corporation's financial information is reliable and that its financial statements have been prepared, for the purpose of publishing financial information, in accordance with IFRS.

Lastly, no changes to the ICFR that have had or are likely to have a significant effect on this control mechanism were identified by management during the accounting period beginning October 1, 2020 and ending December 31, 2020.

Additional information

The Corporation is a reporting issuer under the securities acts of all the provinces of Canada. It is therefore required to file financial statements, an information circular and an annual information form with the various securities regulatory authorities. Copies of those documents are available free of charge from the Corporation on request, and on the Web at www.sedar.com and www.groupetva.ca.

Forward-looking information disclaimer

The statements in this Management's Discussion and Analysis that are not historical facts may be forward-looking statements and are subject to important known and unknown risks, uncertainties and assumptions which could cause the Corporation's actual results for future periods to differ materially from those set forth in the forward-looking statements. Forward-looking statements generally can be identified by the use of the conditional, the use of forward-looking terminology such as "propose," "will," "expect," "may," "anticipate," "intend," "estimate," "plan," "foresee," "believe" or the negative of these terms or variations of them or similar terminology. Certain factors that may cause actual results to differ from current expectations include seasonality, operational risks (including pricing actions by competitors and the risk of loss of key customers in the Film Production & Audiovisual Services and Production & Distribution segments), programming, content and production cost risks, credit risk, government regulation risks, government assistance risks, changes in economic conditions, fragmentation of the media landscape, risk related to the Corporation's ability to adapt to fast-paced technological change and to new delivery and storage methods, labour relation risks, and the risks related to public health emergencies, including COVID-19, as well as any urgent steps taken by government.

The forward-looking statements in this document are made to give investors and the public a better understanding of the Corporation's circumstances and are based on assumptions it believes to be reasonable as of the day on which they were made. Investors and others are cautioned that the foregoing list of factors that may affect future results is not exhaustive and that undue reliance should not be placed on any forward-looking statements.

For more information on the risks, uncertainties and assumptions that could cause the Corporation's actual results to differ from current expectations, please refer to the "Risks and Uncertainties" section of this Management's Discussion and Analysis and other public filings available at www.sedar.com and www.groupetva.ca.

The forward-looking statements in this Management's Discussion and Analysis reflect the Corporation's expectations as of February 18, 2021, and are subject to change after that date. The Corporation expressly disclaims any obligation or intention to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, unless required to do so by the applicable securities laws.

Montreal, Quebec

February 18, 2021

Table 13
SELECTED FINANCIAL DATA
Years ended December 31, 2020, 2019 and 2018
(in thousands of dollars, except for per-share data)

	2020	2019	2018
Operations			
Operating revenues	**$ 508,144**	$ 569,910	$ 551,910
Adjusted EBITDA	**$ 85,306**	$ 72,440	$ 54,517
Net income attributable to shareholders	**$ 32,317**	$ 16,452	$ 9,057
Basic and diluted per-share data			
Basic and diluted earnings per share	**$ 0.75**	$ 0.38	$ 0.21
Weighted average number of outstanding shares (in thousands)	**43,206**	43,206	43,206
Total assets	**$ 589,191**	$ 575,146	$ 543,906
Non-current liabilities	**$ 53,945**	$ 32,492	$ 21,455

Table 14
SELECTED QUARTERLY FINANCIAL DATA
(in thousands of dollars, except for per-share data)

				2020
	December 31	**September 30**	**June 30**	**March 31**
Operations				
Operating revenues	**$ 147,618**	**$ 119,537**	**$ 103,855**	**$ 137,134**
Adjusted EBITDA	**$ 46,070**	**$ 23,363**	**$ 7,366**	**$ 8,507**
Net income (loss) attributable to shareholders	**$ 27,380**	**$ 8,404**	**$ (2,744)**	**$ (723)**
Basic and diluted per-share data				
Basic and diluted earnings (loss) per share	**$ 0.63**	**$ 0.19**	**$ (0.06)**	**$ (0.02)**
Weighted average number of outstanding shares (in thousands)	**43,206**	**43,206**	**43,206**	**43,206**

				2019
	December 31	September 30	June 30	March 31
Operations				
Operating revenues	$ 164,196	$ 125,618	$ 145,955	$ 134,141
Adjusted EBITDA	$ 33,568	$ 31,141	$ 3,764	$ 3,967
Net income (loss) attributable to shareholders	$ 16,030	$ 13,361	$ (6,224)	$ (6,715)
Basic and diluted per-share data				
Basic and diluted earnings (loss) per share	$ 0.37	$ 0.31	$ (0.14)	$ (0.16)
Weighted average number of outstanding shares (in thousands)	43,206	43,206	43,206	43,206

- The Corporation's businesses experience significant seasonality due to, among other factors, seasonal advertising patterns, consumers' viewing, reading and listening habits, demand for production services from international and local producers, demand for content from global broadcasters, and the related delivery schedules. Because the Corporation depends on the sale of advertising for a significant portion of its revenues, operating results are also sensitive to prevailing economic conditions, including changes in local, regional and national economic conditions, particularly as they may affect advertising spending.

- In the Broadcasting segment, operating expenses vary mainly as a result of programming costs, which are directly related to programming strategies and to live sports broadcasts. In the Film Production & Audiovisual Services segment, operating costs fluctuate according to demand for production services from international and local producers. In the Magazines segment, operating expenses fluctuate according to publication schedules, which may vary from quarter to quarter. In the Production & Distribution segment, operating expenses fluctuate according to delivery schedules and estimated future revenues.

Accordingly, adjusted EBITDA for interim periods may vary from one quarter to the next.