

Condensed consolidated financial statements of

QUEBECOR INC.

Three-month and nine-month periods ended September 30, 2022 and 2021

QUEBECOR INC.

CONSOLIDATED STATEMENTS OF INCOME

(in millions of Canadian dollars, except for earnings per share data)
(unaudited)

		Three months ended September 30		Nine months ended September 30	
	Note	2022	2021	2022	2021
Revenues	2	\$ 1,143.7	\$ 1,148.2	\$ 3,346.9	\$ 3,370.5
Employee costs	3	159.0	172.1	515.3	518.0
Purchase of goods and services	3	466.7	455.8	1,380.1	1,378.1
Depreciation and amortization		191.5	194.3	577.8	586.2
Financial expenses	4	84.1	83.8	243.6	253.9
(Gain) loss on valuation and translation of financial instruments	5	(6.7)	(6.0)	2.7	(7.2)
Restructuring of operations and other items	6	4.9	12.4	9.3	(3.7)
Loss on debt refinancing	9	-	-	-	80.9
Income before income taxes		244.2	235.8	618.1	564.3
Income taxes (recovery):					
Current		72.2	63.5	216.6	191.3
Deferred		(8.8)	(6.9)	(52.7)	(50.9)
		63.4	56.6	163.9	140.4
Net income		\$ 180.8	\$ 179.2	\$ 454.2	\$ 423.9
Net income (loss) attributable to					
Shareholders		\$ 178.4	\$ 173.1	\$ 457.2	\$ 417.9
Non-controlling interests		2.4	6.1	(3.0)	6.0
Earnings per share attributable to shareholders	11				
Basic		\$ 0.76	\$ 0.71	\$ 1.93	\$ 1.71
Diluted		0.72	0.68	1.91	1.66
Weighted average number of shares outstanding (in millions)		233.5	242.7	236.4	244.8
Weighted average number of diluted shares (in millions)		238.9	247.5	241.7	249.6

See accompanying notes to condensed consolidated financial statements.

QUEBECOR INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(in millions of Canadian dollars)
(unaudited)

		Three months ended September 30		Nine months ended September 30	
	Note	2022	2021	2022	2021
Net income		\$ 180.8	\$ 179.2	\$ 454.2	\$ 423.9
Other comprehensive (loss) income:	14				
Items that may be reclassified to income:					
Cash flow hedges:					
(Loss) gain on valuation of derivative financial instruments		(53.5)	15.7	(67.5)	11.5
Deferred income taxes		4.9	(3.8)	6.9	1.0
Loss on translation of investments in foreign associates		(1.7)	-	(6.7)	-
Items that will not be reclassified to income:					
Defined benefit plans:					
Re-measurement gain		5.3	27.5	222.5	202.0
Deferred income taxes		(1.4)	(7.3)	(59.2)	(53.7)
Equity investment:					
(Loss) gain on revaluation of an equity investment		(3.9)	2.1	(5.0)	2.1
Reclassification to income:	9				
Gain related to cash flow hedges		-	-	-	(1.0)
Deferred income taxes		-	-	-	0.6
		(50.3)	34.2	91.0	162.5
Comprehensive income		\$ 130.5	\$ 213.4	\$ 545.2	\$ 586.4
Comprehensive income attributable to					
Shareholders		\$ 127.8	\$ 205.4	\$ 541.2	\$ 570.1
Non-controlling interests		2.7	8.0	4.0	16.3

See accompanying notes to condensed consolidated financial statements.

QUEBECOR INC. SEGMENTED INFORMATION

(in millions of Canadian dollars)
(unaudited)

Three months ended September 30, 2022

	Telecommuni- cations	Media	Sports and Enter- tainment	Head office and Inter- segments	Total
Revenues	\$ 942.2	\$ 170.1	\$ 57.4	\$ (26.0)	\$ 1,143.7
Employee costs	92.5	53.2	9.8	3.5	159.0
Purchase of goods and services	360.2	98.9	35.4	(27.8)	466.7
Adjusted EBITDA ¹	489.5	18.0	12.2	(1.7)	518.0
Depreciation and amortization					191.5
Financial expenses					84.1
Gain on valuation and translation of financial instruments					(6.7)
Restructuring of operations and other items					4.9
Income before income taxes				\$	244.2
Cash flows used for					
Additions to property, plant and equipment ²	\$ 109.7	\$ 5.1	\$ 0.3	\$ 0.1	\$ 115.2
Additions to intangible assets	13.0	1.8	0.7	0.3	15.8

Three months ended September 30, 2021

	Telecommuni- cations	Media	Sports and Enter- tainment	Head office and Inter- segments	Total
Revenues	\$ 939.5	\$ 190.6	\$ 49.1	\$ (31.0)	\$ 1,148.2
Employee costs	103.8	53.7	8.4	6.2	172.1
Purchase of goods and services	358.9	100.3	29.7	(33.1)	455.8
Adjusted EBITDA ¹	476.8	36.6	11.0	(4.1)	520.3
Depreciation and amortization					194.3
Financial expenses					83.8
Gain on valuation and translation of financial instruments					(6.0)
Restructuring of operations and other items					12.4
Income before income taxes				\$	235.8
Cash flows used for					
Additions to property, plant and equipment ²	\$ 114.8	\$ 4.9	\$ 0.3	\$ 0.4	\$ 120.4
Additions to intangible assets	197.3	4.2	0.7	1.2	203.4

QUEBECOR INC.

SEGMENTED INFORMATION (continued)

(in millions of Canadian dollars)
(unaudited)

Nine months ended September 30, 2022

	Telecommuni- cations	Media	Sports and Enter- tainment	Head office and Inter- segments	Total
Revenues	\$ 2,758.2	\$ 540.0	\$ 136.5	\$ (87.8)	\$ 3,346.9
Employee costs	295.0	172.0	30.8	17.5	515.3
Purchase of goods and services	1,026.2	357.8	88.9	(92.8)	1,380.1
Adjusted EBITDA ¹	1,437.0	10.2	16.8	(12.5)	1,451.5
Depreciation and amortization					577.8
Financial expenses					243.6
Loss on valuation and translation of financial instruments					2.7
Restructuring of operations and other items					9.3
Income before income taxes					\$ 618.1
Cash flows used for					
Additions to property, plant and equipment ²	\$ 295.3	\$ 18.0	\$ 0.6	\$ 0.8	\$ 314.7
Additions to intangible assets	57.8	8.7	2.0	0.9	69.4

Nine months ended September 30, 2021

	Telecommuni- cations	Media	Sports and Enter- tainment	Head office and Inter- segments	Total
Revenues	\$ 2,781.9	\$ 563.6	\$ 113.8	\$ (88.8)	\$ 3,370.5
Employee costs	310.0	164.7	23.0	20.3	518.0
Purchase of goods and services	1,062.7	344.3	74.6	(103.5)	1,378.1
Adjusted EBITDA ¹	1,409.2	54.6	16.2	(5.6)	1,474.4
Depreciation and amortization					586.2
Financial expenses					253.9
Gain on valuation and translation of financial instruments					(7.2)
Restructuring of operations and other items					(3.7)
Loss on debt refinancing					80.9
Income before income taxes					\$ 564.3
Cash flows used for					
Additions to property, plant and equipment ²	\$ 323.7	\$ 12.0	\$ 0.4	\$ 1.6	\$ 337.7
Additions to intangible assets	290.7	17.4	2.2	2.3	312.6

¹ The Chief Executive Officer uses adjusted EBITDA as the measure of profit to assess the performance of each segment. Adjusted EBITDA is a non-IFRS measure and is defined as net income before depreciation and amortization, financial expenses, (gain) loss on valuation and translation of financial instruments, restructuring of operations and other items, loss on debt refinancing and income taxes.

² Subsidies of \$26.4 million and \$104.2 million in the respective three-month and nine-month periods ended September 30, 2022 (\$4.0 million and \$13.9 million in 2021) related to the roll-out of high-speed internet services in various regions of Quebec are presented as a reduction of the corresponding additions to property, plant and equipment in the Telecommunications segment (see note 7).

See accompanying notes to condensed consolidated financial statements.

QUEBECOR INC.
CONSOLIDATED STATEMENTS OF EQUITY

(in millions of Canadian dollars)
(unaudited)

	Equity attributable to shareholders				Equity attributable to non-controlling interests	Total equity
	Capital stock	Contributed surplus	Retained earnings	Accumulated other comprehensive (loss) income		
	(note 12)			(note 14)		
Balance as of December 31, 2020	\$ 1,017.8	\$ 17.4	\$ 211.3	\$ (133.9)	\$ 101.5	\$ 1,214.1
Net income	-	-	417.9	-	6.0	423.9
Other comprehensive income	-	-	-	152.2	10.3	162.5
Dividends	-	-	(201.8)	-	(0.1)	(201.9)
Repurchase of Class B Shares	(41.7)	-	(184.2)	-	-	(225.9)
Balance as of September 30, 2021	976.1	17.4	243.2	18.3	117.7	1,372.7
Net income	-	-	160.5	-	4.0	164.5
Other comprehensive (loss) income	-	-	-	(37.6)	1.5	(36.1)
Dividends	-	-	(65.8)	-	-	(65.8)
Repurchase of Class B Shares	(10.9)	-	(45.6)	-	-	(56.5)
Balance as of December 31, 2021	965.2	17.4	292.3	(19.3)	123.2	1,378.8
Net income (loss)	-	-	457.2	-	(3.0)	454.2
Other comprehensive income	-	-	-	84.0	7.0	91.0
Dividends	-	-	(212.7)	-	(1.3)	(214.0)
Repurchase of Class B Shares	(41.6)	-	(162.2)	-	-	(203.8)
Balance as of September 30, 2022	\$ 923.6	\$ 17.4	\$ 374.6	\$ 64.7	\$ 125.9	\$ 1,506.2

See accompanying notes to condensed consolidated financial statements.

QUEBECOR INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(in millions of Canadian dollars)
(unaudited)

		Three months ended September 30		Nine months ended September 30	
	Note	2022	2021	2022	2021
Cash flows related to operating activities					
Net income		\$ 180.8	\$ 179.2	\$ 454.2	\$ 423.9
Adjustments for:					
Depreciation of property, plant and equipment		136.7	142.9	414.3	434.9
Amortization of intangible assets		43.7	40.8	131.6	120.3
Amortization of right-of-use assets		11.1	10.6	31.9	31.0
(Gain) loss on valuation and translation of financial instruments	5	(6.7)	(6.0)	2.7	(7.2)
Loss (gain) on disposal of other assets	6	-	-	0.6	(19.0)
Impairment of assets	6	2.8	-	2.8	0.8
Loss on debt refinancing	9	-	-	-	80.9
Amortization of financing costs	4	1.9	1.8	5.4	6.2
Deferred income taxes		(8.8)	(6.9)	(52.7)	(50.9)
Other		2.1	0.4	(0.7)	(0.3)
		363.6	362.8	990.1	1,020.6
Net change in non-cash balances related to operating activities		104.2	5.4	(52.9)	(161.1)
Cash flows provided by operating activities		467.8	368.2	937.2	859.5
Cash flows related to investing activities					
Additions to property, plant and equipment	7	(115.2)	(120.4)	(314.7)	(337.7)
Deferred subsidies (used) received to finance additions to property, plant and equipment	1,7	(26.4)	(4.0)	(104.2)	202.3
		(141.6)	(124.4)	(418.9)	(135.4)
Additions to intangible assets	8	(15.8)	(203.4)	(69.4)	(312.6)
Business acquisitions		(18.3)	0.8	(22.1)	(21.0)
Proceeds from disposals of assets		1.0	3.1	6.5	6.2
Acquisitions of investments and other		(0.4)	-	(6.8)	(8.0)
Cash flows used in investing activities		(175.1)	(323.9)	(510.7)	(470.8)
Cash flows related to financing activities					
Net change in bank indebtedness		(7.2)	-	14.4	3.9
Net change under revolving facilities		(120.9)	(16.1)	(120.8)	6.7
Issuance of long-term debt, net of financing costs	9	-	-	-	1,986.8
Repayment of long-term debt		(0.4)	(1,564.4)	(1.1)	(1,565.0)
Repayment of lease liabilities		(10.4)	(10.4)	(31.8)	(31.4)
Settlement of hedging contracts		-	185.2	(0.8)	184.4
Repurchase of Class B Shares	12	(80.7)	(94.4)	(203.8)	(225.9)
Dividends		(70.0)	(66.8)	(212.7)	(201.8)
Dividends paid to non-controlling interests		(1.1)	-	(1.3)	(0.1)
Cash flows (used in) provided by financing activities		(290.7)	(1,566.9)	(557.9)	157.6
Net change in cash, cash equivalents and restricted cash		2.0	(1,522.6)	(131.4)	546.3
Cash, cash equivalents and restricted cash at beginning of period		93.7	2,205.6	227.1	136.7
Cash, cash equivalents and restricted cash at end of period		\$ 95.7	\$ 683.0	\$ 95.7	\$ 683.0
Cash, cash equivalents and restricted cash consist of					
Cash		\$ 37.4	\$ 479.6	\$ 37.4	\$ 479.6
Cash equivalents		0.1	1.1	0.1	1.1
Restricted cash	1	58.2	202.3	58.2	202.3
		\$ 95.7	\$ 683.0	\$ 95.7	\$ 683.0
Interest and taxes reflected as operating activities					
Cash interest payments		\$ 26.3	\$ 49.2	\$ 180.8	\$ 205.3
Cash income tax payments (net of refunds)		64.4	58.0	222.9	225.1

See accompanying notes to condensed consolidated financial statements.

QUEBECOR INC.

CONSOLIDATED BALANCE SHEETS

(in millions of Canadian dollars)
(unaudited)

		September 30	December 31
	Note	2022	2021
Assets			
Current assets			
Cash and cash equivalents		\$ 37.5	\$ 64.7
Restricted cash	7	58.2	162.4
Accounts receivable		801.8	745.1
Contract assets		59.0	129.4
Income taxes		10.9	7.3
Inventories		351.9	282.6
Derivative financial instruments		322.8	-
Other current assets		146.9	132.0
		1,789.0	1,523.5
Non-current assets			
Property, plant and equipment		2,933.4	3,058.7
Intangible assets	8	2,298.4	2,344.1
Right-of-use assets		154.0	152.3
Goodwill		2,726.0	2,718.5
Derivative financial instruments		253.2	405.6
Deferred income taxes		12.8	39.2
Other assets		678.5	521.1
		9,056.3	9,239.5
Total assets		\$ 10,845.3	\$ 10,763.0
Liabilities and equity			
Current liabilities			
Bank indebtedness		\$ 14.4	\$ -
Accounts payable, accrued charges and provisions		898.0	861.0
Deferred revenue		320.3	309.7
Deferred subsidies	7	58.2	162.4
Income taxes		39.5	47.4
Current portion of long-term debt	9	1,232.5	56.5
Current portion of lease liabilities		35.5	36.1
		2,598.4	1,473.1
Non-current liabilities			
Long-term debt	9	5,436.6	6,467.9
Derivative financial instruments		-	23.3
Convertible debentures	10	150.0	150.0
Lease liabilities		149.4	147.1
Deferred income taxes		806.1	829.6
Other liabilities		198.6	293.2
		6,740.7	7,911.1
Equity			
Capital stock	12	923.6	965.2
Contributed surplus		17.4	17.4
Retained earnings		374.6	292.3
Accumulated other comprehensive income (loss)	14	64.7	(19.3)
Equity attributable to shareholders		1,380.3	1,255.6
Non-controlling interests		125.9	123.2
		1,506.2	1,378.8
Commitments	16		
Total liabilities and equity		\$ 10,845.3	\$ 10,763.0

See accompanying notes to condensed consolidated financial statements.

QUEBECOR INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three-month and nine-month periods ended September 30, 2022 and 2021
(tabular amounts in millions of Canadian dollars, except for per share data and option data)
(unaudited)

Quebecor Inc. ("Quebecor" or the "Corporation") is incorporated under the laws of Québec. The Corporation's head office and registered office is located at 612 rue Saint-Jacques, Montréal, Québec, Canada. Quebecor is a holding corporation with a 100% interest in Quebecor Media Inc. ("Quebecor Media"). Unless the context otherwise requires, Quebecor or the Corporation refers to Quebecor Inc. and its subsidiaries and Quebecor Media refers to Quebecor Media Inc. and its subsidiaries.

The Corporation operates, through its subsidiaries, in the following industry segments: Telecommunications, Media, and Sports and Entertainment. The Telecommunications segment offers Internet access, television distribution, mobile and wireline telephony, business solutions and over-the-top video services in Canada. The operations of the Media segment in Québec include the operation of an over-the-air television network and specialty television services, the operation of soundstage and equipment rental and postproduction services for the film and television industries, the printing, publishing and distribution of daily newspapers, the operation of news and entertainment digital platforms and a music streaming service, the publishing and distribution of magazines, the production and distribution of audiovisual content, and the operation of an out-of-home advertising business. The activities of the Sports and Entertainment segment in Québec encompass the operation and management of the Videotron Centre in Québec City, show production, sporting and cultural event management, the publishing and distribution of books, the distribution and production of music, and the operation of two Quebec Major Junior Hockey League teams.

The Media segment experiences significant seasonality due, among other factors, to seasonal advertising patterns and influences on people's viewing, reading and listening habits. Given that the Media segment depends on advertising sales for a significant portion of its revenue, operating results are also sensitive to prevailing economic conditions, as they may affect the advertising expenditures of corporations. Accordingly, the interim-period results of operations for the Media segment should not necessarily be considered indicative of its full-year results due to the seasonality of certain of its operations.

Since March 2020, the COVID-19 pandemic has had an impact on some of the Corporation's quarterly results, more particularly in the Media and the Sports and Entertainment segments. Given the uncertainty around the future evolution of the pandemic, including any major new waves, all future impacts of the health crisis on the results of operations cannot be determined with certainty.

1. BASIS OF PRESENTATION

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board (IASB), except that they do not include all disclosures required under IFRS for annual consolidated financial statements. In particular, these consolidated financial statements were prepared in accordance with IAS 34, *Interim Financial Reporting*, and, accordingly, they are condensed consolidated financial statements. These condensed consolidated financial statements should be read in conjunction with the Corporation's 2021 annual consolidated financial statements, which contain a description of the accounting policies used in the preparation of these condensed consolidated financial statements.

These condensed consolidated financial statements were approved for issue by the Board of Directors of Quebecor on November 2, 2022.

Comparative figures for previous periods have been restated to conform to the presentation adopted for the three-month and nine-month periods ended September 30, 2022.

In particular, since the second quarter of 2022, restricted cash is presented with cash and cash equivalents on the consolidated statements of cash flows, in line with the IFRS Interpretations Committee's agenda decision finalized in the second quarter of 2022 that clarifies the presentation of cash subject to contractual restrictions agreed with a third party (see note 7). Prior period information has been restated to reflect the new presentation. Accordingly, deferred subsidies used to finance additions to property, plant and equipment related to the roll-out of high-speed Internet services in various regions of Québec are now presented under investing activities, which has the effect of increasing cash used in investing activities by \$26.4 million and \$104.2 million for the three-month and nine-month periods ended September 30, 2022 respectively (\$4.0 million increase and \$202.3 million decrease for the three-month and nine-month periods ended September 30, 2021).

QUEBECOR INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the three-month and nine-month periods ended September 30, 2022 and 2021
(tabular amounts in millions of Canadian dollars, except for per share data and option data)
(unaudited)

2. REVENUES

	Three months ended September 30		Nine months ended September 30	
	2022	2021	2022	2021
Telecommunications:				
Internet	\$ 315.0	\$ 301.4	\$ 918.5	\$ 899.8
Television	200.9	207.8	598.6	632.3
Mobile telephony	201.3	181.8	580.4	527.1
Wireline telephony	72.3	79.4	221.2	240.8
Mobile equipment sales	83.2	72.0	220.0	195.5
Wireline equipment sales	21.6	51.3	74.4	148.2
Other	47.9	45.8	145.1	138.2
Media:				
Advertising	65.1	75.9	233.4	250.4
Subscription	48.4	51.8	146.0	152.0
Other	56.6	62.9	160.6	161.2
Sports and Entertainment	57.4	49.1	136.5	113.8
Inter-segments	(26.0)	(31.0)	(87.8)	(88.8)
	\$ 1,143.7	\$ 1,148.2	\$ 3,346.9	\$ 3,370.5

3. EMPLOYEE COSTS AND PURCHASE OF GOODS AND SERVICES

	Three months ended September 30		Nine months ended September 30	
	2022	2021	2022	2021
Employee costs	\$ 192.8	\$ 211.3	\$ 623.6	\$ 655.0
Less employee costs capitalized to property, plant and equipment and to intangible assets	(33.8)	(39.2)	(108.3)	(137.0)
	159.0	172.1	515.3	518.0
Purchase of goods and services:				
Royalties, rights and creation costs	177.7	171.1	562.2	548.9
Cost of products sold	124.5	130.0	343.4	362.2
Service contracts	35.1	46.8	108.5	151.1
Marketing, circulation and distribution expenses	19.1	20.4	58.4	60.9
Other	110.3	87.5	307.6	255.0
	466.7	455.8	1,380.1	1,378.1
	\$ 625.7	\$ 627.9	\$ 1,895.4	\$ 1,896.1

QUEBECOR INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the three-month and nine-month periods ended September 30, 2022 and 2021
(tabular amounts in millions of Canadian dollars, except for per share data and option data)
(unaudited)

4. FINANCIAL EXPENSES

	Three months ended September 30		Nine months ended September 30	
	2022	2021	2022	2021
Interest on long-term debt and on debentures	\$ 76.7	\$ 75.2	\$ 226.4	\$ 237.9
Amortization of financing costs	1.9	1.8	5.4	6.2
Interest on lease liabilities	2.0	2.1	6.1	6.4
Interest on net defined benefit liability	1.2	2.2	3.7	6.6
Loss (gain) on foreign currency translation on short-term monetary items	1.2	2.7	1.9	(0.7)
Other	1.1	(0.2)	0.1	(2.5)
	\$ 84.1	\$ 83.8	\$ 243.6	\$ 253.9

5. (GAIN) LOSS ON VALUATION AND TRANSLATION OF FINANCIAL INSTRUMENTS

	Three months ended September 30		Nine months ended September 30	
	2022	2021	2022	2021
(Gain) loss on embedded derivatives related to convertible debentures	\$ (7.2)	\$ (5.8)	\$ 1.9	\$ (7.6)
Other	0.5	(0.2)	0.8	0.4
	\$ (6.7)	\$ (6.0)	\$ 2.7	\$ (7.2)

6. RESTRUCTURING OF OPERATIONS AND OTHER ITEMS

During the respective three-month and nine-month periods ended September 30, 2022, charges of \$1.8 million and \$3.7 million were recorded in connection with cost reduction initiatives in the Corporation's various segments (\$11.9 million and \$16.9 million in 2021), while a \$2.8 million impairment charge on assets was also recorded in the three-month and nine-month periods ended September 30, 2022 (\$0.8 million in the nine-month period ended September 30, 2021).

On April 1, 2021, Alithya Group Inc. ("Alithya"), a strategy and digital transformation leader, acquired the firm R3D Conseil inc., of which Quebecor was one of the main shareholders. As a result of this transaction, the Corporation now holds 10.6% of Alithya's share capital and 6.3% of voting rights related to the issued and outstanding shares of Alithya, and a corresponding \$19.6 million gain on disposal was recorded in the second quarter of 2021.

In addition, during the respective three-month and nine-month periods ended September 30, 2022, the Corporation also recorded \$0.3 million and \$2.8 million in charges related to other items (a charge of \$0.5 million and a gain of \$1.8 million in 2021).

QUEBECOR INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the three-month and nine-month periods ended September 30, 2022 and 2021
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7. RESTRICTED CASH AND DEFERRED SUBSIDIES

On March 22, 2021, Videotron Ltd. ("Videotron") and the Québec government, jointly with the Canadian government, signed agreements to support the achievement of the government's targets for the roll-out of high-speed Internet services in various regions of Québec. Under these agreements, the government has committed to provide financial assistance in the amount of approximately \$258.0 million, which will be fully invested in Videotron's high-speed Internet network extension. In accordance with the terms of the agreements, an amount of \$216.2 million received in advance from the government in March 2021 was recorded as deferred subsidies on the consolidated balance sheets (balance of \$58.2 million as of September 30, 2022). When the investments required under the program are realized, the corresponding subsidies are recognized as a reduction in additions to property, plant and equipment.

8. SPECTRUM LICENCES

Videotron made an initial deposit of \$166.0 million on August 13, 2021 and a final payment of \$664.0 million on December 17, 2021 for the acquisition of 294 blocks of spectrum in the 3500 MHz band across the country.

9. LONG-TERM DEBT

Components of long-term debt are as follows:

	September 30, 2022	December 31, 2021
Total long-term debt	\$ 6,709.5	\$ 6,554.0
Change in fair value related to hedged interest rate risk	(5.2)	8.3
Financing costs, net of amortization	(35.2)	(37.9)
	6,669.1	6,524.4
Less current portion	(1,232.5)	(56.5)
	\$ 5,436.6	\$ 6,467.9

As of September 30, 2022, the carrying value of long-term debt denominated in U.S. dollars, excluding financing costs, was \$3,617.2 million (\$3,245.9 million as of December 31, 2021) while the net fair value of related hedging derivative instruments was in an asset position of \$565.9 million (\$381.4 million as of December 31, 2021).

2022

On February 15, 2022, TVA Group Inc. ("TVA Group") amended its \$75.0 million secured revolving credit facility to extend its term to February 2023 and amended certain of its terms and conditions.

On May 20, 2022, Videotron amended its \$1,500.0 million secured revolving credit facility to extend its term to July 2026 and Quebecor Media amended its \$300.0 million secured revolving credit facility to extend its term to July 2025. Certain terms and conditions of these credit facilities were also amended.

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9. LONG-TERM DEBT (continued)

2021

On January 22, 2021, Videotron issued \$650.0 million aggregate principal amount of Senior Notes bearing interest at 3.125% and maturing on January 15, 2031, for net proceeds of \$644.0 million, net of financing costs of \$6.0 million.

On June 3, 2021, Quebecor Media issued a redemption notice for its Senior Notes in aggregate principal amount of \$500.0 million, bearing interest at 6.625% and due January 15, 2023, at a redemption price of 107.934% of their principal amount. Videotron also issued a redemption notice for its Senior Notes in aggregate principal amount of US\$800.0 million, bearing interest at 5.000% and due July 15, 2022, at a redemption price of 104.002% of their principal amount. As a result, a net loss of \$80.9 million was recorded in the consolidated statement of income in the second quarter of 2021, including a gain of \$1.0 million previously recorded in other comprehensive income. In July 2021, the Senior Notes were redeemed and the related hedging contracts were unwound, for a total cash consideration of \$1,377.9 million.

On June 17, 2021, Videotron issued \$750.0 million aggregate principal amount of Senior Notes bearing interest at 3.625% and maturing on June 15, 2028, for net proceeds of \$743.2 million, net of financing costs of \$6.8 million. Videotron also issued US\$500.0 million aggregate principal amount of Senior Notes bearing interest at 3.625% and maturing on June 15, 2029, for net proceeds of \$599.6 million, net of financing costs of \$5.8 million. Videotron has fully hedged the foreign currency risk associated with the new Senior Notes denominated in U.S. dollars by using cross-currency swaps.

10. CONVERTIBLE DEBENTURES

In accordance with the terms of the trust indenture governing the convertible debentures, the quarterly dividend declared on May 11, 2022, on Quebecor Class B Subordinate Voting Shares ("Class B Shares") triggered an adjustment to the floor price and ceiling price then in effect. Effective on May 26, 2022, the conversion features of the convertible debentures are subject to an adjusted floor price of approximately \$25.07 per share (that is, a maximum number of approximately 5,984,010 Class B Shares corresponding to a ratio of \$150.0 million to the adjusted floor price) and an adjusted ceiling price of approximately \$31.33 per share (that is, a minimum number of approximately 4,787,208 Class B Shares corresponding to a ratio of \$150.0 million to the adjusted ceiling price).

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11. EARNINGS PER SHARE ATTRIBUTABLE TO SHAREHOLDERS

Basic earnings per share are calculated by dividing net income attributable to shareholders by the weighted average number of shares outstanding during the period. Diluted earnings per share are calculated by taking into account the potentially dilutive effect of stock options of the Corporation on the number of shares outstanding, the potentially dilutive effect of stock options of the Corporation's subsidiaries on net income attributable to shareholders, and the potentially dilutive effect of conversion of convertible debentures issued by the Corporation on net income attributable to shareholders and on the number of shares outstanding.

The following table sets forth the computation of basic and diluted earnings per share attributable to shareholders:

	Three months ended September 30		Nine months ended September 30	
	2022	2021	2022	2021
Net income attributable to shareholders	\$ 178.4	\$ 173.1	\$ 457.2	\$ 417.9
Impact of assumed conversion of convertible debentures of the Corporation and of stock options of subsidiaries	(6.2)	(4.7)	5.2	(4.3)
Net income attributable to shareholders, adjusted for dilution effect	\$ 172.2	\$ 168.4	\$ 462.4	\$ 413.6
Weighted average number of shares outstanding (in millions)	233.5	242.7	236.4	244.8
Potentially dilutive effect of convertible debentures and of stock options of the Corporation (in millions)	5.4	4.8	5.3	4.8
Weighted average number of diluted shares outstanding (in millions)	238.9	247.5	241.7	249.6

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12. CAPITAL STOCK

(a) Authorized capital stock

An unlimited number of Class A Multiple Voting Shares ("Class A Shares") with voting rights of 10 votes per share convertible at any time into Class B Shares on a one-for-one basis.

An unlimited number of Class B Shares convertible into Class A Shares on a one-for-one basis, only if a takeover bid for Class A Shares is made to holders of Class A Shares without being made concurrently and under the same terms to holders of Class B Shares, for the sole purpose of allowing the holders of Class B Shares to accept the offer and subject to certain other stated conditions provided in the articles, including the acceptance of the offer by the majority holder.

Holders of Class B Shares are entitled to elect 25% of the Board of Directors of Quebecor. Holders of Class A Shares may elect the other members of the Board of Directors.

(b) Issued and outstanding capital stock

	Class A Shares		Class B Shares	
	Number	Amount	Number	Amount
Balance as of December 31, 2021	76,984,034	\$ 8.6	162,273,507	\$ 956.6
Shares purchased and cancelled	—	—	(7,061,651)	(41.6)
Balance as of September 30, 2022	76,984,034	\$ 8.6	155,211,856	\$ 915.0

Repurchase of shares

On August 3, 2022, the Corporation filed a normal course issuer bid for a maximum of 1,000,000 Class A Shares representing approximately 1.3% of issued and outstanding Class A Shares, and for a maximum of 6,000,000 Class B Shares representing approximately 3.8% of issued and outstanding Class B Shares as of July 29, 2022. The purchases can be made from August 15, 2022 to August 14, 2023, at prevailing market prices on the open market through the facilities of the Toronto Stock Exchange or other alternative trading systems. All shares purchased under the bid will be cancelled.

During the nine-month period ended September 30, 2022, the Corporation purchased and cancelled 7,061,651 Class B Shares for a total cash consideration of \$203.8 million (7,064,650 Class B Shares for a total cash consideration of \$225.9 million in 2021). The excess of \$162.2 million of the purchase price over the carrying value of Class B Shares repurchased was recorded as a reduction of retained earnings (\$184.2 million in 2021).

Dividends

On November 2, 2022, the Board of Directors of the Corporation declared a dividend of \$0.30 per share on Class A Shares and Class B Shares, or approximately \$69.7 million, payable on December 13, 2022, to shareholders of record at the close of business on November 18, 2022.

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13. STOCK-BASED COMPENSATION PLANS

Stock option plans

The following table provides details of changes to outstanding options in the principal stock-based compensation plans in which management of the Corporation and its subsidiaries participate, for the nine-month period ended September 30, 2022:

	Outstanding options	
	Number	Weighted average exercise price
Quebecor		
As of December 31, 2021	2,379,600	\$ 30.74
Granted	1,610,000	27.85
Exercised	(33,332)	26.52
Cancelled	(262,535)	30.48
As of September 30, 2022	3,693,733	\$ 29.54
Vested options as of September 30, 2022	402,860	\$ 29.47
TVA Group		
As of December 31, 2021	369,503	\$ 2.09
Granted	150,000	2.76
As of September 30, 2022	519,503	\$ 2.29
Vested options as of September 30, 2022	82,664	\$ 3.53

During the three-month period ended September 30, 2021, 32,650 stock options of Quebecor Media were exercised for a cash consideration of \$2.2 million. During the nine-month period ended September 30, 2021, 47,950 stock options of Quebecor Media were exercised for a cash consideration of \$3.2 million.

Deferred share unit plan

The deferred share unit ("DSU") is based either on Quebecor Class B Shares or on TVA Group Class B Non-Voting Shares ("TVA Group Class B Shares"). The DSUs vest over six years and will be redeemed for cash only upon the participant's retirement or termination of employment, as the case may be. DSUs entitle the holders to receive additional units when dividends are paid on Quebecor Class B Shares or TVA Group Class B Shares. As of September 30, 2022, 92,612 DSUs based on Quebecor Class B Shares and 126,857 DSUs based on TVA Group Class B Shares were outstanding under these plans (96,909 and 128,064 respectively as of December 31, 2021).

Stock-based compensation expense

For the three-month period ended September 30, 2022, a \$3.6 million reversal of the charge was recorded related to all stock-based compensation plans (a \$1.2 million reversal of the charge in 2021). For the nine-month period ended September 30, 2022, a \$1.5 million reversal of the charge was recorded related to all stock-based compensation plans (a \$0.5 million charge in 2021).

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14. ACCUMULATED OTHER COMPREHENSIVE (LOSS) INCOME ATTRIBUTABLE TO SHAREHOLDERS

	Cash flow hedges ¹	Translation of investments in foreign associates	Defined benefit plans ²	Equity investment	Total
Balance as of December 31, 2020	\$ 29.6	\$ –	\$ (163.5)	\$ –	\$ (133.9)
Other comprehensive income	12.1	–	138.0	2.1	152.2
Balance as of September 30, 2021	41.7	–	(25.5)	2.1	18.3
Other comprehensive loss	(9.0)	(17.6)	(10.5)	(0.5)	(37.6)
Balance as of December 31, 2021	32.7	(17.6)	(36.0)	1.6	(19.3)
Other comprehensive (loss) income	(60.6)	(6.7)	156.3	(5.0)	84.0
Balance as of September 30, 2022	\$ (27.9)	\$ (24.3)	\$ 120.3	\$ (3.4)	\$ 64.7

¹ No significant amount is expected to be reclassified in income over the next 12 months in connection with derivatives designated as cash flow hedges. The balance is expected to reverse over a 6 3/4-year period.

² The re-measurement gain in the consolidated statement of comprehensive income for the nine-month period ended September 30, 2022 is mainly due to an increase in the discount rate since December 31, 2021, net of a decrease in the fair value of defined pension plan assets.

15. FAIR VALUE OF FINANCIAL INSTRUMENTS

In accordance with IFRS 13, *Fair Value Measurement*, the Corporation considers the following fair value hierarchy, which reflects the significance of the inputs used in measuring its financial instruments:

- 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 long-term debt and convertible debentures is estimated based on quoted market prices when available or on valuation models using Level 1 and Level 2 inputs. When the Corporation uses valuation models, the fair value is estimated using discounted cash flows based on year-end market yields or the market value of similar instruments with the same maturity.

The fair value of derivative financial instruments recognized on the consolidated balance sheets is estimated as per the Corporation's valuation models. These models project future cash flows and discount the future amounts to a present value using the contractual terms of the derivative financial instrument and factors observable in external market data, such as period-end swap rates and foreign exchange rates (Level 2 inputs). An adjustment is also included to reflect non-performance risk, impacted by the financial and economic environment prevailing at the date of the valuation, in the recognized measure of the fair value of the derivative financial instruments by applying a credit default premium, estimated using a combination of observable and unobservable inputs in the market (Level 3 inputs), to the net exposure of the counterparty or the Corporation. Derivative financial instruments are classified as Level 2.

The fair value of embedded derivatives related to convertible debentures is determined by option-pricing models using Level 2 market inputs, including volatility, discount factors, and the underlying instrument's implicit interest rate and credit premium.

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15. FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

The carrying value and fair value of long-term debt, convertible debentures and derivative financial instruments as of September 30, 2022 and December 31, 2021 are as follows:

Asset (liability)	September 30, 2022		December 31, 2021	
	Carrying value	Fair value	Carrying value	Fair value
Long-term debt ¹	\$ (6,709.5)	\$ (6,066.6)	\$ (6,554.0)	\$ (6,660.4)
Convertible debentures ²	(142.0)	(142.0)	(139.5)	(139.5)
Derivative financial instruments				
Foreign exchange forward contracts	10.1	10.1	0.9	0.9
Cross-currency swaps	565.9	565.9	381.4	381.4

¹ The carrying value of long-term debt excludes changes in the fair value of long-term debt related to hedged interest rate risk and financing costs.

² The carrying value and fair value of convertible debentures consist of the principal amount and the value of the conversion features related to the floor and ceiling prices, recognized as embedded derivatives.

16. COMMITMENTS

On August 12, 2022, Videotron entered into a definitive agreement with Rogers Communications Inc. ("Rogers") and Shaw Communications Inc. ("Shaw") to acquire Freedom Mobile Inc. ("Freedom Mobile") for \$2.85 billion on a cash-free and debt-free basis. The agreement, which is conditional on regulatory approval, provides for the acquisition of the Freedom Mobile brand's entire wireless and Internet customer base, as well as its owned infrastructure, spectrum and retail outlets. It also includes a long-term undertaking by Shaw and Rogers to provide Videotron with transport services (including backhaul and backbone) and roaming services. This agreement will support the expansion of the Corporation's telecommunications services in Ontario and Western Canada. The transaction is conditional, among other things, on clearance under the Competition Act and the approval of Innovation, Science and Economic Development Canada and would close substantially concurrently with the closing of the acquisition of Shaw by Rogers. Videotron has secured the committed debt financing required for this transaction.