Interim Condensed Consolidated Financial Statements of
FIERA CAPITAL CORPORATION

For the three and nine-month periods ended September 30, 2016 and 2015
(unaudited)

FIERA CAPITAL

Fiera Capital Corporation
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Fiera Capital Corporation

Interim Condensed Consolidated Statements of Earnings

For the three and nine-month periods ended September 30,
(Unaudited)
(In thousands of Canadian dollars, except per share data)

	Three-month periods		Nine-month periods	
	2016	2015	2016	2015
	$	$	$	$
Revenues				
Base management fees	80,413	57,786	212,632	170,102
Performance fees	4	(128)	2,694	8,623
Other revenues (Note 16)	1,492	2,556	7,850	5,693
	81,909	60,214	223,176	184,418
Expenses				
Selling, general and administrative expenses	57,979	42,749	164,062	128,678
External managers	788	1,205	2,414	3,928
Depreciation of property and equipment	852	487	2,507	1,384
Amortization of intangible assets	10,348	6,709	26,357	19,950
Acquisition costs	2,769	1,189	8,531	2,436
Restructuring and other integration costs (Note 6)	2,739	468	7,151	1,588
	75,475	52,807	211,022	157,964
Earnings before under-noted items	6,434	7,407	12,154	26,454
Realized gain on investments	(224)	-	(210)	(350)
Interest on long-term debt and other financial charges	3,585	1,905	8,511	6,644
Accretion and change in fair value of purchase price obligations	(5,807)	(1,431)	(4,409)	(160)
Gain on acquisition of control of investment in joint venture (Note 5)	-	-	(5,827)	-
Gain on dilution of investments in joint ventures	-	(31)	-	(83)
Changes in fair value of derivative financial instruments	(248)	(89)	(867)	787
Gain on disposal of investment in joint venture (Note 7)	-	-	(15,013)	-
Revaluation of assets held-for-sale (Note 8)	-	-	7,921	-
Loss on disposal of subsidiaries (Note 8)	8,307	-	8,307	-
Share of earnings of joint ventures	-	(833)	(77)	(1,166)
Earnings before income taxes	821	7,886	13,818	20,782
Income taxes	200	1,667	982	4,591
Net earnings for the period	621	6,219	12,836	16,191
Net earnings attributable to :				
Company's shareholders	393	6,700	15,574	17,953
Non-controlling interest	228	(481)	(2,738)	(1,762)
	621	6,219	12,836	16,191
Net earnings per share (Note 12)				
Basic and diluted	0.01	0.10	0.21	0.26

The accompanying notes are an integral part of these Interim Condensed Consolidated Financial Statements.

Fiera Capital Corporation

Interim Condensed Consolidated Statements of Comprehensive Income

For the three and nine-month periods ended September 30,
(Unaudited)
(In thousands of Canadian dollars)

	Three-month periods		Nine-month periods	
	2016	2015	2016	2015
	$	$	$	$
Net earnings for the period	621	6,219	12,836	16,191
Other comprehensive income:				
Items that may be reclassified subsequently to earnings:				
Unrealized gain (loss) on available-for-sale financial assets (net of income taxes of $19 and $5 for the three and nine-month periods ended September 30, 2016, respectively and income taxes of nil and ($8) for the three and nine-month periods ended September 30, 2015, respectively)	124	(5)	28	35
Reclassification of gain on disposal of investments (net of income tax of $28 and $27 for the three and nine-month periods ended September 30, 2016, respectively)	(181)	-	(170)	-
Share of other comprehensive income of joint ventures	-	6	-	82
Reclassification of share of other comprehensive income of joint ventures (Note 7)	-	-	(509)	-
Unrealized exchange differences on translating financial statements of foreign operations	1,699	7,246	(6,046)	13,877
Other comprehensive income (loss) for the period	1,642	7,247	(6,697)	13,994
Comprehensive income for the period	2,263	13,466	6,139	30,185
Comprehensive income attributable to:				
Company's shareholders	2,035	13,947	8,877	31,947
Non-controlling interest	228	(481)	(2,738)	(1,762)
	2,263	13,466	6,139	30,185

The accompanying notes are an integral part of these Interim Condensed Consolidated Financial Statements.

Fiera Capital Corporation

Interim Condensed Consolidated Statements of Financial Position

(Unaudited)

(In thousands of Canadian dollars)

	As at	As at
	September 30, 2016	December 31, 2015
	$	$
Assets		
Current assets		
Cash	21,186	25,725
Restricted cash	911	2,890
Investments	4,351	4,707
Assets held-for-sale (Note 7)	-	5,496
Accounts receivable	72,729	65,435
Prepaid expenses and other assets	4,899	6,115
Subscription receipts receivable	-	1,755
	104,076	112,123
Non-current assets		
Deferred charges	1,883	3,284
Long-term receivable	27	433
Deferred income taxes	228	1,079
Investment in joint ventures	-	6,460
Property and equipment	17,834	18,956
Intangible assets (Note 9)	460,958	322,975
Goodwill (Note 9)	424,891	391,347
	1,009,897	856,657
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	42,534	50,784
Dividend payable	192	334
Restructuring provisions (Note 6)	2,108	75
Amount due to related companies	680	1,259
Purchase price obligations	10,243	11,561
Client deposits	155	155
Subscription receipts obligation	-	1,755
Derivative financial instruments	523	-
	56,435	65,923
Non-current liabilities		
Deferred lease obligations	3,442	1,311
Lease inducements	4,585	5,284
Deferred income taxes	8,396	12,566
Long-term restructuring provisions (Note 6)	869	936
Other non-current liabilities	3,069	2,512
Cash settled share-based liabilities	2,414	1,807
Long-term debt (Note 10)	366,234	264,226
Purchase price obligations	25,938	30,674
Derivative financial instruments	-	1,390
	471,382	386,629
Equity		
Equity attributable to Company's shareholders	529,809	474,938
Non-controlling interest	8,706	2,388
Initial value of option granted to non-controlling interest	-	(7,298)
Total non-controlling interest	8,706	(4,910)
	538,515	470,028
	1,009,897	856,657

The accompanying notes are an integral part of these Interim Condensed Consolidated Financial Statements.

Fiera Capital Corporation

Interim Condensed Consolidated Statements of Changes in Equity

For the nine-month periods ended September 30,
(Unaudited)
(In thousands of Canadian dollars)

	Share Capital	Restricted and Hold back shares	Contributed surplus	(Deficit) Retained earnings	Accumulated other compre-hensive income	Equity attributable to Company's shareholders	Non-Controlling Interests	Total Equity
	$	$	$	$	$	$	$	$
As at December 31, 2015	467,134	3,662	11,056	(35,528)	28,614	474,938	(4,910)	470,028
Net earnings for the period	-	-	-	15,574	-	15,574	(2,738)	12,836
Other comprehensive income	-	-	-	-	(6,697)	(6,697)	-	(6,697)
Comprehensive income for the period	-	-	-	15,574	(6,697)	8,877	(2,738)	6,139
Issuance of shares	2,363	-	-	-	-	2,363	-	2,363
Shares issued as part of a business combination (Note 5)	75,076	-	-	-	-	75,076	-	75,076
Conversion of hold back shares	2,718	(2,718)	-	-	-	-	-	-
Non-controlling interest	-	-	-	-	-	-	10,186	10,186
De-recognition of non-controlling interest	-	-	-	-	-	-	8,278	8,278
Call option	-	-	1,419	-	-	1,419	-	1,419
Share-based compensation expense	-	-	5,582	-	-	5,582	17	5,599
Performance share units settled	-	-	(4,237)	-	-	(4,237)	-	(4,237)
Stock options exercised	1,914	-	(380)	-	-	1,534	-	1,534
Shares purchased for cancellation	(1,342)	45	-	(362)	-	(1,659)	-	(1,659)
Dividends	-	-	-	(34,084)	-	(34,084)	(2,127)	(36,211)
As at September 30, 2016	547,863	989	13,440	(54,400)	21,917	529,809	8,706	538,515
As at December 31, 2014	436,888	5,677	9,231	(24,493)	9,851	437,154	(2,943)	434,211
Net earnings for the period	-	-	-	17,953	-	17,953	(1,762)	16,191
Other comprehensive income	-	-	-	-	13,994	13,994	-	13,994
Comprehensive income for the period	-	-	-	17,953	13,994	31,947	(1,762)	30,185
Issuance of shares	1,830	-	-	-	-	1,830	-	1,830
Conversion of hold back shares	2,959	(2,959)	-	-	-	-	-	-
Share-based compensation expense	-	-	5,533	-	-	5,533	-	5,533
Performance share units settled	-	-	(3,450)	-	-	(3,450)	-	(3,450)
Stock options exercised	1,704	-	(377)	-	-	1,327	-	1,327
Dividends	-	-	-	(27,799)	-	(27,799)	-	(27,799)
As at September 30, 2015	443,381	2,718	10,937	(34,339)	23,845	446,542	(4,705)	441,837

The accompanying notes are an integral part of these Interim Condensed Consolidated Financial Statements.

Fiera Capital Corporation

Interim Condensed Consolidated Statements of Cash Flows

For the nine-month periods ended September 30,
(Unaudited)
(In thousands of Canadian dollars)

	2016	2015
	$	$
Operating activities		
Net earnings for the period	12,836	16,191
Adjustments for:		
Depreciation of property and equipment	2,507	1,384
Amortization of intangible assets	26,357	19,950
Amortization of deferred charges	523	378
Accretion and change in fair value of purchase price obligations	(4,409)	(160)
Lease inducements	(450)	(110)
Deferred lease obligations	1,981	52
Share-based compensation expense	5,599	5,533
Cash settled share-based compensation expense	3,292	1,674
Restructuring costs	3,875	(654)
Interest on long-term debt and other financial charges	8,511	6,644
Changes in fair value of derivative financial instruments (Note 16)	(867)	787
Income tax expense	982	4,591
Income tax paid	(15,323)	(10,015)
Share of earnings of joint ventures	(77)	(1,166)
Gain on disposal of investment in joint venture	(15,013)	-
Revaluation of assets held-for-sale	7,921	-
Loss on disposal of subsidiaries	8,307	-
Gain on acquisition of control of investment in joint venture	(5,827)	-
Gain on dilution of investments in joint ventures	-	(83)
Realized gain on investments	(210)	(350)
Other non-current liabilities	671	148
Changes in non-cash operating working capital items (Note 14)	(9,237)	(2,181)
Net cash generated by operating activities	31,949	42,613
Investing activities		
Business combinations (less cash acquired of $2,658) (Note 5)	(114,179)	-
Proceeds from disposal of investment in joint venture (Note 7)	20,000	-
Payment of purchase price obligations (Note 5)	(1,321)	-
Investments, net	1,686	3,321
Purchase of property and equipment	(3,238)	(4,240)
Purchase of intangible assets	(743)	(1,112)
Long-term receivable	406	(363)
Deferred lease obligations	331	-
Deferred charges	(439)	(1,205)
Restricted cash and clients deposits	1,956	(731)
Net cash used in investing activities	(95,541)	(4,330)
Financing activities		
Settlement of share-based compensation	(4,601)	(3,450)
Dividends	(36,353)	(27,864)
Issuance of share capital	3,226	3,157
Shares purchased for cancellation	(1,659)	-
Long-term debt, net	108,362	(5,740)
Interest paid on long-term debt	(7,961)	(5,715)
Financing charges	(855)	(1,168)
Net cash generated by (used in) financing activities	60,159	(40,780)
Net decrease in cash	(3,433)	(2,497)
Effect of exchange rate changes on cash denominated in foreign currencies	(1,106)	1,808
Cash – beginning of period	25,725	16,880
Cash – end of period	21,186	16,191

The accompanying notes are an integral part of these Interim Condensed Consolidated Financial Statements.

1. Description of Business

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

The Board of Directors (the "Board") approved the interim condensed consolidated financial statements for the period ended September 30, 2016 on November 9, 2016.

2. Basis of presentation

Statement of compliance

These interim condensed consolidated financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34 – *Interim Financial Reporting*, as issued by the International Accounting Standards Board ("IASB") and accordingly, do not include all disclosures required under International Financial Reporting Standards ("IFRS") for annual consolidated financial statements. The accounting policies and methods of computation applied in these interim condensed consolidated financial statements are the same as those applied by the Company in its financial statements as at and for the year ended December 31, 2015, except for the impact of the adoption of the standards, interpretations and amendment described in Note 3.

These interim condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2015. These interim condensed consolidated financial statements are presented in Canadian dollars, which is the Company's functional currency.

3. Adoption of new IFRS

The following revised standards are effective for annual periods beginning on January 1, 2016 and their adoption has not had any impact on the amounts reported or disclosures made in these financial statements but may affect the accounting for future transactions, arrangements, or disclosures in the Company's 2016 annual financial statements.

Amendments to IFRS 11 – *Joint Arrangements*

In May 2014, the IASB issued an amendment to this standard requiring business combination accounting to be applied to acquisitions of interests in a joint operation that constitute a business.

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

In May 2014, the IASB issued amendments to these standards to introduce a rebuttable presumption that the use of revenue-based amortization methods for intangible assets is inappropriate.

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

In September 2014, the IASB issued amendments to these standards to clarify the treatment of the sale or contribution of assets from an investor to its associate or joint venture. The extent of gains and losses arising on the sale or contribution of assets depends on whether the assets sold or contributed constitute a business. In August 2015, the IASB published an exposure draft proposing an indefinite deferral of the effective date for these amendments.

Amendments to IAS 1 – *Presentation of Financial Statements*

In December 2014, the IASB published amendments to this standard to clarify materiality, aggregation and disaggregation of items presented on the statement of financial position, statement of earnings, and statement of comprehensive income as well as the order of notes to the financial statements.

4. IFRS issued but not yet adopted

IFRS 9 – *Financial Instruments*

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

4. IFRS issued but not yet adopted (continued)

IFRS 15 – *Revenue from Contracts with Customers*

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

IFRS 16 – *Leases*

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

Annual improvements to IFRS (2012-2014) cycle

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

Amendments to IAS 7 – *Statement of cash flows*

In January 2016, the IASB published amendments to IAS 7 – *Statement of cash flows*. The amendments are intended to improve information provided to users of financial statements about an entity's financing activities. The amendments will come into effect for annual periods beginning on or after January 1, 2017. Earlier application is permitted.

Amendments to IAS 12 – *Income taxes*

In January 2016, the IASB published amendments to IAS 12 – *Income taxes*. The amendments are intended to clarify the recognition of deferred tax assets for unrealized losses related to debt instruments measured at fair value. The amendments will come into effect for annual periods beginning on or after January 1, 2017. Earlier application is permitted.

The Company is still evaluating the impact of these standards on its consolidated financial statements.

(in thousands of Canadian dollars, unless noted otherwise – except share and per share information)

5. Business combinations

Apex Capital Management ("Apex")

On June 1, 2016, the Company completed the acquisition of all of the outstanding shares of Apex, a prominent growth equity manager based in Dayton, Ohio. The acquisition is in line with the Company's North American growth strategy, and provides a meaningful complementary presence in the institutional and sub-advisory retail markets, small/mid cap, small cap and other growth strategies.

Under the terms of the agreement, the purchase price for Apex includes US$88,000 (CA$115,201) paid in cash to the sellers and US$57,000 (CA$74,619) worth of Fiera Capital Class A subordinate shares ("Class A Shares"), representing 5,775,075 Class A Shares, that were issued upon closing, which was accounted for at a fair value of US$57,349 (CA$75,076). The Class A Shares will be held in escrow and released on a pro-rata basis over 7 years starting on the first anniversary of the closing date. The Class A Shares will not have voting rights until their release from escrow but are entitled to dividends. In addition, the purchase price includes an amount of US$1,170 (CA$1,532) which represents the working capital and post-closing price adjustments.

The transaction was accounted for as a business combination using the acquisition method and the purchase price was preliminarily allocated to the assets and liabilities based on their estimated fair value at the acquisition date as follows:

	$
Cash	678
Other current assets	5,025
Property and equipment	65
Intangible assets	156,326
Goodwill ($31,223) deductible for tax purposes)	31,681
Accounts payable and accrued liabilities	(819)
Deferred revenues	(1,147)
	191,809

Purchase consideration	$
Cash consideration	115,201
Share capital	75,076
Purchase price adjustment	1,532
	191,809

The goodwill is attributable to synergies expected as a result of the consolidation of the Company's U.S. operations. Management of Fiera Capital has identified intangible assets acquired from Apex which have been accounted for separately from goodwill. These intangible assets include non-compete agreement valued at $3,927, customer relationships valued at $145,506 and tradename valued at $6,893. The Company incurred acquisition-related costs of $1,840 mainly composed of legal, financial advisor fees and due diligence costs. These costs were included under the caption acquisition costs in the consolidated statement of earnings. The Company financed the cash portion of the acquisition price with a new term facility as described in Note 10. The Company expects to finalize the accounting for this acquisition within twelve months of the acquisition date.

(in thousands of Canadian dollars, unless noted otherwise – except share and per share information)

5. Business combinations (continued)

Pro forma Impact

The impact of the acquisition for the nine-month period ended September 30, 2016 on the Company's base management fees, performance fees and net earnings was as follows:

	$
Base management fees	12,419
Performance fees	-
Net earnings	4,820

If the business combination would have occurred on January 1, 2016, the Company's consolidated base management fees, performance fees and net earnings for the nine-month period ended September 30, 2016 would have been as follows:

	$
Base management fees	228,917
Performance fees	2,694
Net earnings	21,544

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

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

Fiera Properties Limited

On April 4, 2016, the Company amended the shareholders' agreement of Fiera Properties Limited ("Fiera Properties"), an entity in Halifax, which resulted in the Company obtaining effective control. This change in control of the previously held equity interest is an economic event that triggers the remeasurement of the investment to fair value. The amended shareholders' agreement included as consideration transferred, an option to acquire an additional 10 class A shares of Fiera Properties, which constitutes a majority of class A shares. The Company's economic ownership in Fiera Properties is approximately 38.5% of class B shares and 50% of class A shares. The transaction was accounted for as a business combination achieved in stages using the acquisition method of accounting.

The purchase price was preliminarily allocated to assets and liabilities based on their estimated fair value at the acquisition date as follows:

	$
Cash	2,170
Other current assets	3,302
Property and equipment	123
Intangible assets	18,950
Goodwill (nil deductible for tax purposes)	7,305
Deferred income taxes	(5,385)
Accounts payable and accrued liabilities	(935)
Long-term debt	(1,675)
	23,855

(in thousands of Canadian dollars, unless noted otherwise – except share and per share information)

5. Business combinations (continued)

Purchase consideration	$
Call option	1,419
Non-controlling interest	10,186
Fiera Capital's previously held equity interest	12,250
	23,855

Previously, the Company accounted for the investment in the joint venture using the equity method of accounting. At the acquisition date, the carrying amount of the investment in the joint venture was $6,423. The fair value of the retained interest amounted to $12,250. The remeasurement of Fiera Capital's investment to fair value resulted in a gain of $5,827. The gain was recorded in the interim condensed consolidated statement of earnings under the caption: gain on acquisition of control of investment in joint venture.

The goodwill is attributable to the benefits from combining the assets and activities of Fiera Properties with those of Fiera Capital. Management of Fiera Capital has identified intangible assets acquired from Fiera Properties which have been accounted for separately from goodwill. These intangible assets were customer relationships valued at $18,950. The Company expects to finalize the accounting for this acquisition within twelve months of the acquisition date.

Pro forma Impact

The impact of the acquisition for the nine-month period ended September 30, 2016 on the Company's base management fees, performance fees and net earnings was as follows:

	$
Base management fees	4,170
Performance fees	-
Net earnings	615

If the business combination would have occurred on January 1, 2016, the Company's consolidated base management fees, performance fees and net earnings for the nine-month period ended September 30, 2016 would have been as follows:

	$
Base management fees	214,546
Performance fees	2,694
Net earnings	12,872

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

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

5. Business combinations (continued)

Samson Capital Advisors

During the nine-month period ended September 30, 2016, the Company completed the calculation of the closing adjustments. As a result, the Company reduced the purchase price obligation by US$26 (CA$35) and goodwill by the same amount. The excess working capital in the amount of US$999 (CA$1,321) was paid to the former shareholders of Samson.

Natcan Investment Management Inc.

In connection with the 2012 acquisition of Natcan Investment Management Inc., the Company had recorded a purchase price obligation. During the three-month period ended September 30, 2016, the Company reviewed its estimate of the minimum assets under management threshold required to be obligated to make the contingent payment of $7,500. The Company concluded that the minimum threshold would not be met and the purchase price obligation was revalued with the recovery recorded in the consolidated statement of earnings under the caption: accretion and change in fair value purchase price obligations. The contingent payment had a carrying value of $6,408 before the revaluation to nil.

Other acquisitions

(a) Larch Lane Advisors LLC

On September 1, 2016, the Company completed the purchase agreement with Larch Lane Advisors LLC (“Larch Lane”) and announced that the Larch Lane team joined its US division, Fiera Capital Inc. The total purchase price was US$1,450 (CA$1,906) of which US$996 (CA$1,311) was paid at closing and the remaining amount is payable on or before January 15, 2017.

The addition of the team will enable Fiera Capital's US division to offer clients a range of alternative investment solutions, including a liquid alternatives mutual fund, traditional funds of hedge funds and hedge fund seeding.

(b) Aquila Infrastructure Management

On July 22, 2016, the Company entered into a transaction with Toronto-based Aquila Infrastructure Management (“Aquila”), a manager of infrastructure investments therefore creating Fiera Infrastructure Inc. The Company owns 75% of the issued and outstanding shares of the newly-formed alternative investment company.

On July 22, 2016, Fiera Infrastructure Inc. acquired all of the issued and outstanding shares of 9562834 Canada Inc., a company that indirectly holds investments in infrastructure assets for cash consideration of $128.

The Larch Lane and Aquila transactions were accounted for as business combinations using the acquisition method. The purchase prices were preliminarily allocated to intangible assets of customer relationships and indefinite life asset management contracts. The Company expects to finalize the accounting for these acquisitions within twelve months of the acquisition date.

(in thousands of Canadian dollars, unless noted otherwise – except share and per share information)

6. Restructuring and other integration costs

During the three and nine-month periods ended September 30, 2016, the Company recorded restructuring provisions related to severance of $2,404 and $2,516, respectively ($178 and $1,241 for the three and nine-month periods ended September 30, 2015, respectively), and other restructuring costs of $22 and $3,131 for the three and nine-months periods ended September 30, 2016 respectively. In addition, the Company recorded other integration costs of $313 and $1,504, respectively ($290 and $347 for the three and nine-month periods ended September 30, 2015, respectively) for an aggregate amount of $2,739 and $7,151 for the three and nine-month periods ended September 30, 2016, respectively ($468 and $1,588 for the three and nine-month periods ended September 30, 2015, respectively). The restructuring charges are mostly composed of severance costs due to corporate reorganizations following business combinations or as a result of the normal evolution of the business, as well as abandoned software development costs. The integration costs are mostly composed of professional fees, relocation and lease related costs and other expenses incurred as a result of the integration of businesses recently acquired.

	Severance
	$
Balance, December 31, 2015	1,011
Additions during the period	2,516
Paid during the period	(550)
Balance, September 30, 2016	2,977

7. Disposal of investment in joint venture

On January 15, 2016 the Company completed the sale of its 35% equity ownership in Axium Infrastructure Inc. for cash proceeds of $20,000. As a result, the Company derecognized the investment of $5,496, reclassified $509 of accumulated other comprehensive income to net earnings and recorded a gain on disposal of $15,013 under the caption: Gain on disposal of investment in joint venture.

8. Disposal of subsidiaries

On July 18, 2016, the Company completed the sale of the investment in the following companies: Fiera Quantum GP Inc., 9276-5072 Quebec Inc. and Fiera Quantum Limited Partnership. During the first quarter of 2016, the Company revalued the non-current assets to the lower of their carrying amount and their fair value less costs to sell, and a revaluation of $7,921 was recognized and recorded under the caption: Revaluation of assets held-for sale. The intangible assets and property and equipment were no longer amortized or depreciated from the date that the assets were classified as held-for-sale. On July 18, 2016, the date of disposal, the Company de-recognized the non-controlling interest in Fiera Quantum Limited Partnership and an additional charge of $8,307 was recorded in the statement of earnings under the caption: Loss on disposal of subsidiaries.

(in thousands of Canadian dollars, unless noted otherwise – except share and per share information)

9. Goodwill and intangible assets

		Indefinite life	Finite-life			
	Goodwill	Asset management contracts	Asset management contracts	Customer relationships	Other	Total
	$	$	$	$	$	$
For the nine-month period ended September 30, 2016						
Opening net book value	391,347	8,800	53,000	250,755	10,420	322,975
Business combinations	38,951	394	-	166,638	10,820	177,852
Revaluation	-	-	-	(7,031)	-	(7,031)
Additions	-	-	-	-	725	725
Write-off	-	-	-	-	(779)	(779)
Foreign exchange difference	(5,407)	(137)	-	(6,037)	(253)	(6,427)
Amortization for the period	-	-	(6,360)	(17,140)	(2,857)	(26,357)
Closing net book value	424,891	9,057	46,640	387,185	18,076	460,958
Balance, September 30, 2016						
Cost	407,455	8,548	84,800	430,034	25,097	548,479
Accumulated amortization and impairment	(1,918)	-	(38,160)	(60,851)	(7,925)	(106,936)
Foreign exchange difference	19,354	509	-	18,002	904	19,415
Net book value	424,891	9,057	46,640	387,185	18,076	460,958

During the nine-month period ended September 30, 2016, customer relationships with a cost of $18,570 (nil for the nine-month period ended September 30, 2015) and accumulated amortization of $11,539 (nil for the nine-month period ended September 30, 2015) and other intangibles assets with a cost of $65 (nil for the nine-month period ended September 30, 2015) and accumulated amortization of $65 (nil for the nine-month period ended September 30, 2015) were revalued at their fair value of nil and reclassified as held-for-sale. In addition, the Company wrote-off software development costs in the amount of $779.

(in thousands of Canadian dollars, unless noted otherwise – except share and per share information)

10. Long-term debt

As at	September 30, 2016	December 31, 2015
	$	$
Revolving facility	202,485	265,270
Term facilities	165,376	-
Deferred financing charges	(1,627)	(1,044)
	366,234	264,226

On May 31, 2016, the Company amended the terms of its credit facility to include, amongst others, the following change:

- A new US$125,000 term facility maturing in May 2019.

The Company used the additional amounts available under the term facility to finance the cash portion of the Apex acquisition and to reimburse existing borrowings under the revolving facility.

As at September 30 2016, the total amount of the revolving facility was comprised of CA$112,564 and US$68,553 (CA$89,921) (CA$128,258 and US$98,997 (CA$137,012) was outstanding as at December 31, 2015) and the total amount of the term facility was comprised of US$125,000 (CA$163,963).

The Company's subsidiary, Fiera Properties has an outstanding term facility in the amount of CA$1,413 of which quarterly instalments of CA$131 are required.

Under the terms of the loan agreement, the Company must satisfy certain restrictive covenants including minimum financial ratios. These restrictions include maintaining a maximum ratio of funded debt to EBITDA and a minimal interest coverage ratio. EBITDA, a non IFRS measure, is defined in the credit facility on a consolidated basis, as earnings of the Borrower before interest, taxes, depreciation, amortization, non-recurring and one-time expenses related to acquisitions and other non-cash items. As at September 30, 2016, all debt covenant requirements were met.

On May 1, 2012, the Company entered into an interest rate swap agreement for an initial notional amount of CA$108,000, to exchange its monthly variable interest rate payments for fixed interest payments at the rate of 1.835% until March 2017, payable in monthly instalments.

On September 29, 2016, the Company entered into an irrevocable financial standby letter of credit in the amount of GBP 32,000 that expires on May 15, 2017.

(in thousands of Canadian dollars, unless noted otherwise – except share and per share information)

11. Share capital and accumulated other comprehensive income

	Class A subordinate voting shares (“Class A Shares”)		Class B special voting shares (“Class B Shares”)		Total	
	Number	$	Number	$	Number	$
As at December 31, 2015	51,536,848	435,551	19,847,577	31,583	71,384,425	467,134
Conversion of hold back shares	277,578	2,718	-	-	277,578	2,718
Issuance of shares	203,053	2,363	-	-	203,053	2,363
Shares issued as part of a business combination (Note 5)	5,775,075	75,076	-	-	5,775,075	75,076
Stock options exercised	298,744	1,914	-	-	298,744	1,914
Shares purchased for cancellation	(158,648)	(1,342)	-	-	(158,648)	(1,342)
As at September 30, 2016	57,932,650	516,280	19,847,577	31,583	77,780,227	547,863
As at December 31, 2014	48,715,873	404,999	20,039,750	31,889	68,755,623	436,888
Conversion of hold back shares	277,578	2,959	-	-	277,578	2,959
Issuance of shares	149,469	1,830	-	-	149,469	1,830
Stock options exercised	216,923	1,704	-	-	216,923	1,704
Transfer from Class B Shares to Class A Shares	140,732	224	(140,732)	(224)	-	-
As at September 30, 2015	49,500,575	411,716	19,899,018	31,665	69,399,593	443,381

Conversion of hold back shares

As part of the acquisition of Bel Air Investment Advisors LLC as well as its affiliate Bel Air Securities LLC (collectively “Bel Air”), the Company committed to issue in three tranches over a 32-month period following closing, 832,755 Class A Shares worth US$9,760. This commitment was considered an equity component and was recorded at a discounted value of US$8,419 (CA$8,781) under the caption: Restricted and Hold back shares.

During the second quarter of 2016, the third tranche amounting to 277,578 (2015 – 277,578) of the hold back shares were issued and effectively converted into Class A Shares and a value of CA$2,718 (2015 – CA$2,959) was transferred from the caption Restricted and Hold back shares to share capital.

Issuance of shares

On the same day as the conversion of the third tranche of the hold back shares into share capital in connection with a related agreement, the Company issued 149,469 (2015 - 149,469) Class A Shares to National Bank of Canada (“National Bank”) for cash proceeds of $1,830 (2015 - $1,830) less issuance costs of $138. These shares were issued upon the exercise by National Bank of its anti-dilution rights, as defined in the Investor Rights Agreement.

(in thousands of Canadian dollars, unless noted otherwise – except share and per share information)

11. Share capital and accumulated other comprehensive income (continued)

In connection with the agreement described above, the Company had issued subscription receipts to National Bank providing for the issuance of 149,469 Class A Shares, at a pre-determined price of $12.24, to be exchanged into shares concurrently with the third conversion of hold back shares into share capital. The proceeds of these subscription receipts have been released from escrow on the issuance of the hold back shares.

The Company issued 53,584 Class A Shares from treasury at a cost of $671 for restricted and performance share units that vested during the nine-month period ended September 30, 2016.

Shares issued as part of a business combination

As part of the acquisition of Apex, the Company issued 5,775,075 Class A Shares worth US$57,000. The shares issued were recorded at the closing price at the acquisition date of CA$75,076.

Shares purchased for cancellation

During the nine-month period ended September 30, 2016, the Company purchased and cancelled 158,648 Class A Shares at a cost of $1,342. The excess paid of $362 over the recorded capital stock value of the shares repurchased for cancellation was charged to retained earnings.

Transfers

There were no transfers during the nine-month period ended September 30, 2016. During the nine-month period ended September 30, 2015, 140,732 Class B Shares were converted into 140,732 Class A Shares on a one-for-one basis.

Dividends

During the nine-month period ended September 30, 2016, the Company declared dividends of $33,838 ($0.46 per share) on Class A Shares and Class B Shares ($27,615 for the nine-month period ended September 30, 2015 ($0.40 per share)) and $246 on hold back shares ($184 for the nine-month period ended September 30, 2015).

The components of accumulated other comprehensive income include:

As at	September 30, 2016	December 31, 2015
	$	$
Unrealized gain on available-for-sale financial assets	637	779
Share of other comprehensive income of joint ventures	-	509
Unrealized exchange differences on translating financial statements of foreign operations	21,280	27,326
	21,917	28,614

(in thousands of Canadian dollars, unless noted otherwise – except share and per share information)

12. Earnings per share

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

	For the three-month periods ended September 30,		For the nine-month periods ended September 30,	
	2016	2015	2016	2015
	$	$	$	$
Net earnings attributable to shareholders for the periods	393	6,700	15,574	17,953
Weighted average shares outstanding – basic	78,083,057	69,677,178	74,670,745	69,471,094
Effect of dilutive share-based awards	584,997	753,401	617,253	859,271
Weighted average shares outstanding – diluted	78,668,054	70,430,579	75,287,998	70,330,365
Basic and diluted earnings per share	0.01	0.10	0.21	0.26

For the three and nine-month periods ended September 30 2016, the calculation of hypothetical conversions does not include 1,210,989 stock options (1,030,427 for the three and nine-month periods ended September 30, 2015) with an anti-dilutive effect.

13. Share-based payments

(a) Stock option plan:

The following table presents transactions that occurred during the nine-month periods ended September 30 in the Company's stock option plans.

	2016		2015	
	Number of Class A Share options	Weighted-average exercise price	Number of Class A Share options	Weighted-average exercise price
		$		$
Outstanding – beginning of period	3,040,225	9.58	3,346,037	9.32
Granted	41,259	13.33	25,000	13.83
Exercised	(298,744)	5.13	(216,923)	6.12
Forfeited	(53,068)	12.82	(164,639)	12.80
Outstanding – end of period	2,729,672	10.06	2,989,475	9.40
Options exercisable – September 30, 2016 and 2015	1,076,829	7.73	1,182,648	6.96

(in thousands of Canadian dollars, unless noted otherwise – except share and per share information)

13. Share-based payments (continued)

The following table presents the weighted average assumptions used during the three and nine-month periods ended September 30, to determine the fair value of options granted using the Black-Scholes option pricing model:

	For the three-month periods ended September 30,		For the nine-month periods ended September 30,	
	2016	2015	2016	2015
Dividend yield (%)	-	-	4.63	3.80
Risk-free interest rate (%)	-	-	1.08	1.09
Expected life (years)	-	-	7.50	7.50
Expected volatility for the share price (%)	-	-	40.87	42.53
Weighted-average fair values ($)	-	-	3.12	3.92

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

An expense of $472 and $1,144 was recorded during the three and nine-month periods ended September 30, 2016, respectively for the stock option plan ($311 and $820 for the three and nine-month periods ended September 30, 2015, respectively).

(b) Performance share unit ("PSU") plan:

PSU plan applicable to business units ("PSU plan applicable to BU")

The following table presents transactions that occurred during the nine-month period ended September 30, 2016 in the Company's PSU plan applicable to BU.

	Number of PSUs outstanding	Weighted-average value of PSU
		$
Outstanding – December 31, 2015	2,542,711	12.88
Settled	(244,878)	12.23
Transferred to PSU plan	(82,051)	13.66
Outstanding – September 30, 2016	2,215,782	12.99

During the nine-month period ended September 30, 2016, 244,878 PSUs vested and were settled. The Company settled the vested PSUs by paying $4,237 in cash in lieu of issuing Class A Shares. The Company treated the transaction as a repurchase of an equity interest and recorded a deduction in the amount of $4,237 in contributed surplus. The settling of these PSUs in cash was due to exceptional circumstances. The Company still has the intention to settle the remaining tranches by issuing shares.

13. Share-based payments (continued)

The Company recorded an expense of $1,194 and $3,318 during the three and nine-month periods ended September 30, 2016, respectively for the PSU plan applicable to business units ($1,159 and $3,839 for the three and nine-month periods ended September 30, 2015, respectively). For the three and nine-month periods ended September 30, 2016, the expense is attributable to equity-settled grants for an amount of $1,194 and $3,333, respectively and cash-settled grants for an amount of nil and ($15), respectively (for the three and nine-month periods ended September 30, 2015, the expense is attributable to equity-settled grants for an amount of $1,159 and $3,882 respectively and cash-settled grants for an amount of nil and ($43), respectively).

PSU plan

The Company recorded an expense of $108 and $691 during the three and nine-month periods ended September 30, 2016, respectively for the PSU Plan ($297 and $831 for the three and nine-month periods ended September 30, 2015, respectively). For the three and nine-month periods ended September 30, 2016, the expense is attributable to equity-settled grants for an amount of nil and ($23), respectively and to cash-settled grants for an amount of $108 and $714 respectively (for the three and nine-month periods ended September 30, 2015 the expense is attributable to equity-settled grants for an amount of $33 and $168, respectively and cash-settled grants for an amount of $264 and $663, respectively). During the nine-month period ended September 30, 2016, the Company settled vested PSUs by issuing 9,542 Class A Shares.

(c) Restricted share unit ("RSU") plan:

The Company recorded an expense of $603 and $2,574 during the three and nine-month periods ended September 30, 2016, respectively for the RSU Plan ($582 and $1,722 during the three and nine-month periods ended September 30, 2015, respectively). As at September 30, 2016, the Company had a liability totalling $4,567 related this plan ($2,905 as at December 31, 2015). As at September 30, 2016 there were 637,620 RSUs outstanding (686,244 December 31, 2015). During the nine-month period ended September 30, 2016, 1,991 RSUs were forfeited, 24,806 RSUs were reinvested in lieu of dividends and 71,439 RSUs were settled by issuing 44,042 Class A Shares.

(d) Restricted share plan

The Company recorded an expense of $394 and $1,128 during the three and nine-month periods ended September 30, 2016 for the restricted share plan (nil for the three and nine-month periods ended September 30, 2015).

(e) Deferred share unit plan

The Company recorded an expense of ($6) and $19 during the three and nine-month periods ended September 30, 2016, respectively for the deferred share unit plan (($6) and ($5) for the three and nine-month periods ended September 30, 2015, respectively).

(in thousands of Canadian dollars, unless noted otherwise – except share and per share information)

14. Additional information relating to interim condensed consolidated statement of cash flows

	For the nine-month periods ended September 30, 2016	2015
	$	$
Changes in non-cash operating working capital items		
Accounts receivable	(1,132)	8,557
Prepaid expenses	1,095	(968)
Accounts payable and accrued liabilities	(7,415)	(9,625)
Amount due to related companies	(579)	(85)
Deferred revenues	(1,206)	(60)
	(9,237)	(2,181)

The changes in non-cash working capital for accounts payable and accrued liabilities exclude the difference between current income tax expense of $10,489 (2015 – $9,329) and income taxes paid of $15,323 (2015 – $10,015) for a net impact of ($4,834) (2015 – ($686).

15. Capital management

The Company's capital comprises share capital including hold back shares, (deficit) retained earnings and long-term debt, less cash. The Company manages its capital to ensure adequate capital resources while maximizing return to shareholders through the optimization of the debt and equity balance and to maintain compliance with regulatory requirements and certain restrictive debt covenants required by the lender of the debt. During the nine-month period ended September 30, 2016, the Company has complied with the calculation of excess working capital as required by National Instrument 31-103 *Registration Requirements and Exemptions*, as well as the restrictive debt covenants.

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

16. Fair value of financial instruments

The fair value of the financial instruments represents the amount of the consideration that would be agreed upon in an arm's length transaction between knowledgeable, willing parties who are under no compulsion to act.

The Company presents a fair value hierarchy with three levels that reflects the significance of inputs used in determining the fair value assessments. The fair value of financial assets and liabilities classified in these three levels is evaluated as follows:

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

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

The cost of mutual fund investments and pooled funds is $3,617 as at September 30, 2016 and $3,808 as at December 31, 2015, while the fair value is $4,351 as at September 30, 2016 and $4,707 as at December 31, 2015. The unrealized gain of $637 (net of income taxes of $97) as at September 30, 2016 and $779 (net of income taxes of $120) as at December 31, 2015, is reflected in accumulated other comprehensive income. The Company classifies its mutual fund investments and pooled funds as level 2 of the fair value hierarchy.

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

Derivative financial instruments consist of interest rate swap contracts and foreign exchange forward contracts which are presented at fair value on the statement of financial position. The Company classifies its derivative financial instruments as level 2 of the fair value hierarchy since the Company determines the fair value of its interest rate swap contracts by applying valuation techniques, using observable market inputs such as interest rate yield curves as well as available information on market transactions involving other instruments that are substantially the same, discounted cash flows analysis or other techniques, where appropriate. The Company ensures, to the extent practicable, that its valuation technique incorporates all factors that market participants would consider in setting a price and that is consistent with accepted economic methods for pricing financial instruments. The Company determines the fair value of its foreign exchange forward contracts by calculating the difference between the forward exchange rates at the measurement date and the contractual forward price for the residual maturity of the contract.

On January 6, 2016, the Company entered into a series of twelve foreign exchange forward contracts to manage the currency fluctuation risk associated with revenues denominated in U.S. dollars. The foreign exchange forward contracts mature on December 31, 2016 with a total initial notional amount of US$15,203 (the notional amounts range from US$858 to US$1,619 per month). The foreign exchange forward contracts are recognized at fair value at the date the contracts were entered into and subsequently remeasured to their fair value at the end of each reporting period through profit or loss. The gain or loss is recognized within the revenues section under the caption: Other revenues since it follows the nature of the transaction.

(in thousands of Canadian dollars, unless noted otherwise – except share and per share information)

16. Fair value of financial instruments (continued)

Changes in fair value of derivative financial instruments presented in the statement of earnings include changes in the fair value of the interest rate swap contracts described above of ($248) and ($867) for the three and nine-month periods ended September 30, 2016, respectively (($89) and $787 for three and nine-month periods ended September 30, 2015, respectively). Other revenues include $214 and $1,170 related to changes in the fair value of the foreign exchange forward contracts for the three and nine-month periods ended September 30, 2016, respectively.

On September 30, 2016, the Company entered into a foreign exchange forward contract to manage the currency fluctuation risk associated with the consideration for a pending acquisition (note 20) denominated in Great Britain pounds ("GBP"). The foreign exchange forward contract with a total initial notional amount of GBP 15,000 matures on October 27, 2016. In addition, in October 2016, the Company entered into three foreign exchange forward contracts with a total initial notional amount of GBP 15,000. These contracts are designated as cash flows hedges and satisfy the requirements for hedge accounting. The effective portion of changes in the fair value of these contracts are recognized in other comprehensive income and accumulated in a hedging reserve. The ineffective portion of changes in fair value is recognised immediately in profit or loss in the statement of earnings. There is no gain or loss on the September 30, 2016 contract for the nine-month period ended September 30, 2016.

There was no transfer between the three levels of the fair value hierarchy during these periods.

17. Related party transactions

The Company has carried out the following principal transactions with shareholders and their related companies.

	For the three-month periods ended September 30,		For the nine-month periods ended September 30,	
	2016	2015	2016	2015
	$	$	$	$
Base management and performance fees and other revenues	11,228	12,543	36,083	36,235
Interest on long-term debt	3,271	2,120	7,925	5,841

These transactions were made in the normal course of business and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties. Fees are at prevailing market prices and are settled on normal trade terms. The amounts due under the Company's credit facility, presented as long-term debt are amounts due to a syndicate of lenders which includes two related parties of the Company. The counterparty to the derivative financial instruments and the issuer of the irrevocable financial standby letter of credit is a related company.

(in thousands of Canadian dollars, unless noted otherwise – except share and per share information)

18. Segment reporting

The chief operating decision-maker of the Company has determined that the Company's reportable segment is investment management services in Canada and the United States of America.

Geographical information:

Revenues:

	For the three-month periods ended September 30,		For the nine-month periods ended September 30,	
	2016	2015	2016	2015
	$	$	$	$
Canada	45,680	41,065	133,851	129,482
United States of America	36,229	19,149	89,325	54,936

Non-current assets:

	As at September 30,	As at December 31,
	2016	2015
	$	$
Canada	489,100	492,841
United States of America	416,493	250,614

Revenues are attributed to countries on the basis of the customer's location. Non-current assets exclude deferred income taxes.

19. Contingent liabilities

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

20. Subsequent events

Pending acquisitions

Charlemagne Capital Limited

On September 30, 2016, the Company announced that it had made an offer (by way of a court-approved scheme of arrangement, the "Scheme") to acquire the entire share capital of Charlemagne Capital Limited ("Charlemagne Capital"), an independent London-based asset manager.

20. Subsequent events (continued)

Under the terms of the offer, Charlemagne Capital shareholders will be entitled to receive 14 pence in cash in aggregate for each Charlemagne Capital share. The 14 pence is composed of 11 pence in cash per share and a special dividend of 3 pence per share conditional on the Scheme becoming effective.

The transaction is subject to a number of conditions, including shareholder and regulatory approvals. The transaction is expected to be completed after the closing conditions have been satisfied.

Centria Commerce Inc.

On November 9, 2016, the Company's Board approved the acquisition of Centria Commerce Inc. ("Centria") from DJM Capital Inc. ("DJM"). Centria is a Quebec-based private investment manager that establishes and manages funds providing construction financing, real estate investment and short-term business financing.

The consideration will be $33,000 subject to certain adjustments; $10,000 will be paid in cash at closing and the balance will be settled by the issuance of Class A Shares. Additional consideration of up to $12,000 may be paid in Class A Shares over a period of three years following the closing (the "Earn-Out Period") if certain targets are met.

The transaction constitutes a related party transaction as DJM is indirectly owned by Fiera Capital's Chairman and CEO and another member of Fiera Capital's Board. DJM also indirectly owns or has influence through related companies, over the issued and outstanding units of Class B Shares of Fiera Capital where holders of Class B Shares are entitled, voting separately as a class, to elect two-thirds of the members of the Board.

Shares issued as settlement of the purchase price obligation

On October 21, 2016, in connection with the asset purchase agreement of Natcan Investment Management Inc., the Company issued 683,142 Class A Shares as settlement of the purchase price obligation in the amount of $8,500.

Normal course issuer bid

On October 17, 2016, the Company announced the renewal of its normal course issuer bid for a period of 12 months. Purchases may commence as of October 19, 2016 and will terminate no later than October 18, 2017. Pursuant to the renewed normal course issuer bid, the Company may purchase for cancellation up to a maximum of 3,421,685 Class A Shares, representing approximately 10% of the public float of Class A Shares as at October 11, 2016.

Dividends declared

On November 9, 2016, the Board declared a quarterly dividend of $0.16 per share to shareholders of record as at November 22, 2016 and payable on December 16, 2016.

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