



BRP INC.
**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS**
FOR THE THREE AND NINE-MONTH PERIODS ENDED OCTOBER 31, 2013

The following management's discussion and analysis ("MD&A") provides information concerning financial condition and results of operations of BRP Inc. (the "Company" or "BRP") for the third quarter of the fiscal year ending January 31, 2014. This MD&A should be read in conjunction with the unaudited condensed consolidated interim financial statements for the three and nine-month periods ended October 31, 2013 and the annual consolidated financial statements and MD&A included in the supplemented PREP prospectus dated May 21, 2013. Some of the information contained in this discussion and analysis contains forward-looking statements that involve risks and uncertainties. Actual results may differ materially from underlying forward-looking statements as a result of various factors, including those described in "Forward-Looking Statements" section of this MD&A. This MD&A reflects information available to the Company as at December 11, 2013.

Basis of Presentation

The unaudited condensed consolidated interim financial statements of the Company have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") and in accordance with IAS 34 "Interim Financial Reporting". All amounts presented are in Canadian dollars unless otherwise indicated. The Company's fiscal year is the twelve-month period ending January 31. All references in this MD&A to "Fiscal 2014" are to the Company's fiscal year ending January 31, 2014, to "Fiscal 2013" are to the Company's fiscal year ended January 31, 2013 and to "Fiscal 2012" are to the Company's fiscal year ended January 31, 2012.

This MD&A, approved by the Board of Directors on December 11, 2013, is based on the Company's unaudited condensed consolidated interim financial statements and accompanying notes thereto for the three and nine-month periods ended October 31, 2013 and 2012.

The Company's Seasonal Products consist of snowmobiles, personal watercraft (referred to as "PWCs") and sport boat (which the Company ceased to manufacture in September 2012); the Company's Year-Round Products consist of all-terrain vehicles (referred to as "ATVs"), side-by-side vehicles (referred to as "SSVs") and *Spyder* roadsters; and the Company's Propulsion Systems consist of outboard and jet boats engines, kart, motorcycle and recreational aircraft engines sold to third parties. The Company's PAC includes parts, accessories and clothing and other services sold to third parties.

Forward-Looking Statements

Certain statements in this MD&A about the Company's current and future plans, expectations and intentions, results, levels of activity, performance, goals or achievements or any other future events or developments constitute forward-looking statements. The words "may", "will", "would", "should", "could", "expects", "forecast", "plans", "intends", "trends", "indications", "anticipates", "believes", "estimates", "predicts", "likely" or "potential" or the negative or other variations of these words or other comparable words or phrases, are intended to identify forward-looking statements.

Forward-looking statements are based on estimates and assumptions made by the Company in light of its experience and perception of historical trends, current conditions and expected future developments, as well as other factors that the Company believes are appropriate and reasonable in the circumstances, but there can be no assurance that such estimates and assumptions will prove to be correct.

Many factors could cause the Company's actual results, level of activity, performance or achievements or future events or developments to differ materially from those expressed or implied by the forward-looking statements, including, without limitation, the following factors: impact of adverse economic conditions on consumer spending; decline in social acceptability of the Company's products; fluctuations in foreign currency exchange rates; high levels of indebtedness; unavailability of additional capital; unfavourable weather conditions; seasonal sales fluctuations; the Company's ability to comply with product safety, health, environmental and noise pollution laws; dependence on dealers, suppliers, financing sources and other strategic partners who may be sensitive to economic conditions; large fixed cost base;

inability of dealers and distributors to secure adequate access to capital; supply problems, termination or interruption of supply arrangements or increases in the cost of materials; covenants in the Company's financing and other material agreements; competition in product lines; loss of members of management team or employees who possess specialized market knowledge and technical skills; inability to maintain and enhance reputation and brands; adverse determination in any significant product liability claim against the Company; significant product repair and/or replacement due to product warranty claims or product recalls; reliance on a network of independent dealers and distributors to manage the retail distribution of its products; dependence on customer relationships for the sale of original equipment manufacturer products; unsuccessful management of inventory levels; risks associated with international operations; inability to enhance existing products and develop and market new products; protection of intellectual property; failure of information technology systems; declining prices for used versions of products and oversupply by competitors; unsuccessful execution of manufacturing strategy; changes in tax laws and unanticipated tax liabilities; higher fuel costs; deterioration in relationships with employees; pension plan liabilities; natural disasters; failure to carry proper insurance coverage. These factors are not intended to represent a complete list of the factors that could affect the Company; however, these factors should be considered carefully.

The purpose of the forward-looking statements is to provide the reader with a description of management's expectations regarding the Company's financial performance and may not be appropriate for other purposes; readers should not place undue reliance on forward-looking statements made herein. Furthermore, unless otherwise stated, the forward-looking statements contained in this MD&A are made as of the date of this MD&A and the Company has no intention and undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable securities regulations. The forward-looking statements contained in this MD&A are expressly qualified by this cautionary statement.

Non-IFRS Measures

This MD&A makes reference to certain non-IFRS measures. These measures are not recognized measures under IFRS, do not have a standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement those IFRS measures by providing further understanding of the Company's results of operations from management's perspective. Accordingly, they should not be considered in isolation nor as a substitute for analysis of the Company's financial information reported under IFRS. The Company uses non-IFRS measures including EBITDA, Normalized EBITDA, Normalized Net Income, Normalized basic earnings per share and Normalized diluted earnings per share to provide investors with supplemental measures of the Company's operating performance. The Company believes non-IFRS measures are important supplemental measures of operating performance because they eliminate items that have less bearing on the Company's operating performance and thus highlight trends in its core business that may not otherwise be apparent when relying solely on IFRS measures. The Company also believes that securities analysts, investors and other interested parties frequently use non-IFRS measures in the evaluation of companies, many of which present similar metrics when reporting their results. Management also uses non-IFRS measures in order to facilitate operating performance comparisons from period to period, prepare annual operating budgets and assess the Company's ability to meet its future debt service, capital expenditure and working capital requirements. Because other companies may calculate these non-IFRS measures differently than the Company does, these metrics are not comparable to similarly titled measures reported by other companies. The Company refers the reader to the "Selected Consolidated Financial Information" section of this MD&A for the definitions and reconciliations of EBITDA, Normalized EBITDA and Normalized Net Income presented by the Company to the most directly comparable IFRS measure.

Overview

BRP is a global leader in the design, development, manufacturing, distribution and marketing of powersports vehicles and propulsion systems. The Company's diversified portfolio of brands and products includes *Ski-Doo* and *Lynx* snowmobiles, *Sea-Doo* PWCs, *Can-Am* ATVs, SSVs and roadsters, and propulsion systems composed of *Evinrude* outboard engines and *Rotax* engines for jet boats, karts, motorcycles and recreational aircraft. Additionally, the Company supports its line of products with a dedicated PAC business.

The Company employs approximately 6,800 people mainly in manufacturing and distribution sites in Canada, Mexico, Austria, the United States and Finland. The Company sells its products in 105 countries. The products are sold directly through a network of approximately 3,200 dealers in 20 countries as well as through approximately 190 distributors serving approximately 950 additional dealers.

Over its history, the Company has promoted a portfolio of globally recognized brands and products that achieved market leading positions, establishing the Company as a brand of choice for true powersports enthusiasts. *Ski-Doo* and *Sea-Doo*, through decades of sustained product innovation and development, have become synonymous with snowmobiles and PWCs. Over the years, the Company has successfully leveraged its market leading position and reputation to develop renowned brands such as *Can-Am*, *Evinrude*, *Rotax* and *Lynx*, which are also known for high quality and innovation.

Highlights of the three-month period ended October 31, 2013

For the three-month period ended October 31, 2013, the Company's financial performance was the following when compared to the third quarter ended October 31, 2012:

- Revenues of \$866.0 million, an increase of \$132.1 million, representing a record level for the Company in a quarter;
- Gross profit of \$223.9 million representing 25.9% of revenues, an increase of \$46.5 million;
- Net income of \$48.2 million, an increase of \$16.5 million, which resulted in basic earnings per share of \$0.41, an increase of \$0.10 per share;
- Normalized EBITDA of \$119.0 million representing 13.7% of revenues, an increase of \$35.1 million, representing a record level for the Company in a quarter;
- Normalized net income of \$59.0 million, an increase of \$16.6 million, which resulted in normalized basic earnings per share of \$0.50, an increase of \$0.08 per share.

Factors Affecting the Company's Results of Operations

Revenues and Sales Program Costs

The Company's revenues are derived primarily from the wholesale activities of the Company's manufactured vehicles, including Seasonal Products, Year-Round Products, as well as Propulsion Systems and related PAC to dealers and distributors. Revenue recognition normally occurs when products are shipped to dealers or distributors from the Company's facilities.

In order to support the wholesale activities of the Company and the retail activities of dealers and distributors, the Company provides support in the form of various sales programs consisting of cash and non-cash incentives. The cash incentives consist mainly of rebates given to dealers, distributors and consumers, volume discounts to dealers and distributors, free or extended coverage period under dealer and distributor inventory financing programs and retail financing programs. The cost of these cash incentives is recorded as a reduction of revenues. The non-cash incentives consist mainly of extended warranty coverage or free PAC. The cost of these non-cash incentives is recorded in cost of sales.

The support provided to dealers, distributors and consumers tends to increase when general economic conditions are difficult, when changing market conditions require the launch of new or more aggressive programs or when dealer and distributor inventory is above appropriate levels.

Under dealer and distributor inventory financing arrangements, the Company could be required to repossess new and unused products in certain cases of default by dealers or distributors. The cost of repossession tends to increase when dealers or distributors are facing difficult long-term retail conditions and when their inventory level is high. During the last fiscal year and current fiscal year, the Company did not experience significant product returns in the normal course of its business nor from its limited repossession guarantee provided to financing companies in connection with the dealer and distributor inventory financing arrangements. Refer to the "Off-Balance Sheet Arrangements" section of this MD&A for more information on dealer and distributor inventory financing arrangements.

Commodity Costs

Approximately 70% of the Company's cost of sales consists of material used in the manufacturing process. Therefore, the Company is exposed to the fluctuation of prices of certain raw materials such as aluminum, steel, plastic, resins, stainless steel, rubber and certain rare earth metals. Additionally, the Company is exposed to fuel price fluctuations related to its procurement and distribution activities. The Company does not hedge its exposure to the fluctuation of prices of raw materials and fuel. Therefore, an increase in commodity prices could negatively impact the Company's operating results if it is not able to transfer these cost increases to dealers, distributors or consumers.

Warranty Costs

The Company's manufacturer product warranties generally cover periods ranging from six months to three years for most products. In certain circumstances, the Company provides longer warranties as a result of sales programs, under certain commercial accounts, or as required by local regulations. During the warranty period, the Company reimburses dealers and distributors the entire cost of repair or replacement performed on the products (mainly composed of parts or accessories provided by the Company and labour costs incurred by dealers or distributors). In addition, the Company sells in the normal course of business and provides under certain sales programs, extended product warranties.

During its product development process, the Company ensures that high quality standards are maintained at each development stage of a new product. This includes the development of detailed product specifications, the evaluation of the quality of the supply chain and the manufacturing methods and detailed testing requirements over the development stage of the products. Additionally, product quality is ensured by quality inspections during and after the manufacturing process.

The Company records a warranty provision when products are sold. Management believes that, based on available information, the Company has adequate provisions to cover any future warranty or extended

warranty claims on products sold. However, future claim amounts can differ significantly from provisions that are recorded in the statement of financial position.

Foreign Exchange

The Company's revenues and sales programs costs are reported in Canadian dollars but are generated principally in U.S. dollars, Canadian dollars and Euros. The Company's revenues reported in Canadian dollars are to a lesser extent exposed to foreign exchange fluctuations with the Australian dollar, the Brazilian Real, the Swedish Krona and the Norwegian Krone. The costs incurred by the Company are mainly denominated in Canadian dollars, U.S. dollars and Euros. Therefore recorded revenues, gross profit and operating income in Canadian dollars are exposed to foreign exchange fluctuations especially from the U.S. dollar against the Canadian dollar and from the Euro against the Canadian dollar. The Company's manufacturing facilities are located in several different countries which helps mitigate some of its foreign currency exposure.

The Company's U.S. \$1,050 notional term facility (the "Term Facility") is denominated in U.S. dollars which results in gain or loss in net income when the U.S. dollar/Canadian dollar exchange rate at the end of the period is different from the opening period rate. Additionally, the Company's interest expense on the Term Facility is exposed to U.S. dollar/Canadian dollar exchange rate fluctuations. The Company does not currently hedge these exposures, and therefore, an increase of the U.S. dollar against the Canadian dollar could negatively impact the Company's net income.

For further details relating to the Company's exposure to foreign currency fluctuations, see "Financial Instruments – Foreign Exchange Risk" section of this MD&A.

Net Financing Costs (Financing Costs less Financing Income)

Net financing costs are incurred principally on long-term debt, defined benefit pension plan liabilities and revolving credit facilities. As at October 31, 2013, the Company's long-term debt of \$834.0 million was mainly comprised of the Term Facility which bears interest at LIBOR plus 3.00% with a floor rate on the LIBOR of 1.00%. Due to current interest rates and the low volatility environment, while taking into account the LIBOR floor rate on the Term Facility, the Company is not significantly exposed to increased interest rates in the short-term.

Income Taxes

The Company is subject to federal, state and provincial income taxes in jurisdictions in which it conducts business. The Canadian income tax statutory rate was 26.9% for the three and nine-month periods ended October 31, 2013. However, the Company's effective consolidated tax rate is influenced by the mix of accounting profits or losses before income tax among tax jurisdictions, the foreign exchange gain or loss on the Term Facility recorded in Canada, and the foreign exchange impact of foreign subsidiaries having the Canadian dollar as functional currency. The Company expects to pay cash taxes for coming years in all tax jurisdictions except in Canada and the United States where the Company plans to utilize its tax attributes to offset taxable income or income taxes payable.

Seasonality

The Company's revenues and operating income experience substantial fluctuations from quarter to quarter. In general, wholesale sales of the Company's products are highest in the period immediately preceding and during their particular season of use. However, the mix of product sales may vary considerably from time to time as a result of changes in seasonal and geographic demand, the introduction of new products and models and production scheduling for particular types of products. As a result, the Company may not be able to accurately predict its quarterly revenues and operating income and the Company's results are likely to fluctuate significantly from period to period.

Selected Consolidated Financial Information

The selected consolidated financial information set out below as of October 31, 2013 and October 31, 2012 has been derived from the unaudited condensed consolidated interim financial statements and related notes.

Net Income data

(millions of Canadian dollars)	Three-month period ended		Nine-month period ended	
	October 31, 2013	October 31, 2012	October 31, 2013	October 31, 2012
		(Restated) ^[2]		(Restated) ^[2]
Revenues by category				
Seasonal Products	\$ 382.5	\$ 276.2	\$ 729.8	\$ 685.9
Year-Round Products	249.6	247.4	932.4	822.3
Propulsion Systems	89.6	82.0	268.4	263.6
PAC	144.3	128.3	360.6	332.9
	866.0	733.9	2,291.2	2,104.7
Cost of sales	642.1	556.5	1,706.7	1,565.5
Gross profit	223.9	177.4	584.5	539.2
<i>As a percentage of revenues</i>	<i>25.9%</i>	<i>24.2%</i>	<i>25.5%</i>	<i>25.6%</i>
Operating expenses				
Selling and marketing	56.8	50.8	175.3	173.0
Research and development	35.7	33.3	103.5	93.9
General and administrative	38.7	32.3	107.4	91.8
Other operating expenses (income)	(2.3)	16.4	(18.6)	31.9
Total operating expenses	128.9	132.8	367.6	390.6
Operating income	95.0	44.6	216.9	148.6
Net financing costs	15.0	11.7	46.9	43.9
Foreign exchange (gain) loss on long-term debt	10.9	(0.8)	43.5	(2.4)
Increase in fair value of common shares	—	—	19.6	6.2
Income before income taxes	69.1	33.7	106.9	100.9
Income taxes expense	20.9	2.0	40.9	17.5
Net income	\$ 48.2	\$ 31.7	\$ 66.0	\$ 83.4
Attributable to shareholders	48.2	31.7	66.1	83.6
Attributable to non-controlling interest	—	—	(0.1)	(0.2)
EBITDA ^[1]	\$ 118.9	\$ 66.0	\$ 264.6	\$ 206.3
Normalized EBITDA ^[1]	\$ 119.0	\$ 83.9	\$ 274.2	\$ 247.2
Normalized net income ^[1]	\$ 59.0	\$ 42.4	\$ 120.0	\$ 110.2

^[1] For a reconciliation of net income to EBITDA, Normalized EBITDA and Normalized Net Income, see the Reconciliation Tables herein.

EBITDA, Normalized EBITDA and Normalized Net Income are non-IFRS measures that the Company uses to assess its operating performance. EBITDA is defined as net income before financing costs, financing income, income taxes expense, depreciation expense and foreign exchange (gain) loss on long-term debt. Normalized EBITDA is defined as net income before financing costs, financing income, income taxes expense, depreciation expense, foreign exchange (gain) loss on long-term debt, increase in fair value of redeemable common shares and unusual and non-recurring items. Normalized Net Income is defined as net income before foreign exchange (gain) loss on long-term debt, increase in fair value of redeemable common shares and unusual and non-recurring items adjusted to reflect the tax effect on these items. See “Non-IFRS Measures” section.

^[2] Restated to reflect the application of the amendments to IAS 19 “Employee Benefits” standard as explained in Note 2a) of the unaudited condensed consolidated interim financial statements for the three and nine-month periods ended October 31, 2013.

Financial Position data

(millions of Canadian dollars)	October 31, 2013	January 31, 2013
Cash	\$ 6.6	\$ 542.4
Net working capital ^[1]	174.1	(26.7)
Property, plant and equipment	473.9	448.4
Total assets	1,875.1	2,215.4
Revolving credit facilities	59.9	—
Total non-current financial liabilities	860.3	1,073.8
Total liabilities	1,938.8	2,194.8
Equity (deficit)	(63.7)	20.6

^[1] Net working capital is defined as the total current assets excluding cash less the total current liabilities excluding carrying amount of revolving credit facilities, redeemable common shares and current portion of long-term debt.

Other Financial data

(millions of Canadian dollars, except per share data)	Three-month period ended		Nine-month period ended	
	October 31, 2013	October 31, 2012	October 31, 2013	October 31, 2012
Revenues by geography ^[1]				
United States	\$ 342.5	\$ 265.5	\$ 1,032.2	\$ 933.5
Canada	217.5	207.0	485.3	481.6
International ^[2]	306.0	261.4	773.7	689.6
	\$ 866.0	\$ 733.9	\$ 2,291.2	\$ 2,104.7
Weighted average number of shares – basic ^[3]	118,131,341	101,740,561	110,734,546	101,687,971
Weighted average number of shares – diluted ^[3]	118,843,542	102,870,233	111,584,202	102,826,645
Earnings per share – basic ^[3]	\$ 0.41	\$ 0.31 ^[5]	\$ 0.60	\$ 0.82 ^[5]
Earnings per share – diluted ^[3]	0.41	0.31 ^[5]	0.59	0.81 ^[5]
Normalized earnings per share – basic ^{[3] [4]}	0.50	0.42 ^[5]	1.08	1.09 ^[5]
Normalized earnings per share – diluted ^{[3] [4]}	\$ 0.50	\$ 0.41 ^[5]	\$ 1.08	\$ 1.07 ^[5]

^[1] For the three and nine-month periods ended October 31, 2012, revenues related to the sport boat business totalled respectively negative \$(1) million and \$29 million in the United States, nil and \$24 million in Canada and \$3 million and \$18 million within International.

^[2] International is defined as all jurisdictions except the United States and Canada.

^[3] Taking into account the share consolidation on the basis of 3.765 to one which occurred on May 29, 2013, as per IFRS requirements.

^[4] Normalized earnings per share - basic and normalized earnings per share – diluted are calculated respectively by dividing the normalized net income by the weighted average number of shares – basic and the weighted average number of shares – diluted.

^[5] Restated to reflect the application of the amendments to IAS 19 “Employee Benefits” standard as explained in Note 2a) of the unaudited condensed consolidated interim financial statements for the three and nine-month periods ended October 31, 2013.

Reconciliation Tables

The following table presents the reconciliation of net income to EBITDA, Normalized EBITDA and Normalized net income.

(millions of Canadian dollars)	Three-month period ended		Nine-month period ended	
	October 31, 2013	October 31, 2012	October 31, 2013	October 31, 2012
		(Restated) ^[1]		(Restated) ^[1]
Net income	\$ 48.2	\$ 31.7	\$ 66.0	\$ 83.4
Financing costs	15.3	11.9	48.9	45.3
Financing income	(0.3)	(0.2)	(2.0)	(1.4)
Income taxes expense	20.9	2.0	40.9	17.5
Depreciation expense	23.9	21.4	67.3	63.9
Foreign exchange (gain) loss on long-term debt	10.9	(0.8)	43.5	(2.4)
EBITDA	118.9	66.0	264.6	206.3
Increase in fair value of common shares	—	—	19.6	6.2
Unusual and non-recurring items				
Restructuring costs (reversal) ^[2]	(1.1)	17.1	(1.1)	26.8
Impairment charge (reversal) ^[3]	—	—	(0.3)	7.6
Gain from insurance recovery ^[4]	—	—	(11.0)	—
Other items ^[5]	1.2	0.8	2.4	0.3
Normalized EBITDA	119.0	83.9	274.2	247.2
Depreciation expense	(23.9)	(21.4)	(67.3)	(63.9)
Financing costs	(15.3)	(11.9)	(48.9)	(45.3)
Financing income	0.3	0.2	2.0	1.4
Income taxes expense adjusted	(21.1)	(8.4)	(40.0)	(29.2)
Normalized net income	\$ 59.0	\$ 42.4	\$ 120.0	\$ 110.2

^[1] Restated to reflect the application of the amendments to IAS 19 “Employee Benefits” standard as explained in Note 2a) of the unaudited condensed consolidated interim financial statements for the three and nine-month periods ended October 31, 2013.

^[2] During the three and nine-month periods ended October 31, 2013, the Company revised its estimates related to the exit of the sport boat business and reversed in net income \$1.1 million of restructuring costs that were previously recorded during the three-month period ended October 31, 2012. During the three and nine-month periods ended October 31, 2012, the Company recorded respectively \$17.1 million and \$26.8 million of restructuring costs following the Company’s decision to exit the sport boat business, to transfer the assembly of PWC from Canada to Mexico and to assign the PAC distribution to third-party logistics providers.

^[3] During the nine-month period ended October 31, 2013, the Company reversed \$0.3 million of the impairment charge recorded during the nine-month period ended October 31, 2012 following the Company’s decision to exit the sport boat business.

^[4] During the nine-month period ended October 31, 2013, the Company recorded a gain of \$11.0 million for the estimated insurance recovery in relation with property, plant and equipment damaged by the explosion that occurred at the Company’s research & development centre in Valcourt, Canada during Fiscal 2013.

^[5] Other unusual and non-recurring items include retention salaries related to the transfer of the assembly of PWC from Canada to Mexico and the assignment of the PAC distribution to third-party logistics providers. The retention salaries totalled \$0.7 million and \$1.9 million for the three and nine-month periods ended October 31, 2013 compared to \$0.8 million and \$1.1 million for the corresponding three and nine-month periods ended October 31, 2012. During the three and nine-month periods ended October 31, 2013, other unusual and non-recurring items also include \$0.5 million of fees and expenses related to the secondary offering transaction completed October 9, 2013. During the nine-month period ended October 31, 2012, other unusual and non-recurring items also include a reversal of \$0.8 million of the provision taken in Fiscal 2011 for a significant modification of a previously issued safety recall for the roadster.

Results of operations

Analysis of Results for the third quarter of Fiscal 2014

The following section provides an overview of the financial performance of the Company for the three-month period ended October 31, 2013 compared to the same period ended October 31, 2012.

Revenues

Revenues increased by \$132.1 million, or 18.0%, to \$866.0 million for the three-month period ended October 31, 2013, up from \$733.9 million for the corresponding period ended October 31, 2012. The revenue increase was driven primarily by higher Seasonal Products wholesale, favourable product mix and by higher volume of PAC mainly driven by the growth of Year-Round Products business. The increase in revenues includes a favourable foreign exchange rate variation of \$37 million mainly related to the strengthening of the U.S. dollar and the Euro against the Canadian dollar.

Excluding the sport boat business, the Company's North American retail sales increased on a percentage basis by 11% for the three-month period ended October 31, 2013 compared to the corresponding period ended October 31, 2012. As of October 31, 2013, North American dealer inventories increased on a percentage basis by high-single digit compared to October 31, 2012, driven by the growth of retail demand and new market segment presence in Year-Round Products.

Significant trends by category were as follows:

Seasonal Products

Revenues from Seasonal Products increased by \$106.3 million, or 38.5%, to \$382.5 million for the three-month period ended October 31, 2013, compared with \$276.2 million for the corresponding period ended October 31, 2012. The increase in revenues results mainly from a higher volume and from a favourable product mix of snowmobiles sold following increased orders for the model year 2014 resulting from dealers and distributor's demand. These incremental orders were mainly shipped in the quarter. The increase in revenues includes a favourable foreign exchange rate variation of \$14 million.

North American Seasonal Products retail sales, excluding the sport boat business, registered an increase in the mid-twenty percent range as compared to the third quarter of Fiscal 2013.

Year-Round Products

Revenues from Year-Round Products increased by \$2.2 million, or 0.9%, to \$249.6 million for the three-month period ended October 31, 2013, up from \$247.4 million for the corresponding period ended October 31, 2012. The increase is primarily due to higher wholesale and a favourable product mix in SSV, for an increase of approximately 38% compared with the corresponding period ended October 31, 2012. The increase was mainly offset by a 20% reduction in ATV sales compared with the corresponding period ended October 31, 2012. This reduction is mainly due to the introduction during the previous fiscal year of new ATV models such as the *Can-Am Outlander* two-passenger and mud-ready models. The increase in revenues includes a favourable foreign exchange rate variation of \$12 million.

North American Year-Round Products retail sales increased on a percentage basis by mid-single digits compared with the third quarter of Fiscal 2013.

Propulsion Systems

Revenues from Propulsion Systems increased by \$7.6 million, or 9.3%, to \$89.6 million for the three-month period ended October 31, 2013, compared with \$82.0 million for the corresponding period ended October 31, 2012. The increase in revenues is mainly due to a favourable foreign exchange rate variation of \$6 million.

PAC

Revenues from PAC increased by \$16.0 million, or 12.5%, to \$144.3 million for the three-month period ended October 31, 2013, up from \$128.3 million for the corresponding period ended October 31, 2012. The increase is primarily due to a higher volume driven by the increase of Year-Round Products business. The revenue increase includes a favourable foreign exchange rate variation of \$5 million.

Significant geographical trends were as follows:

United States

Revenues from the United States increased by \$77.0 million, or 29.0%, to \$342.5 million for the three-month period ended October 31, 2013, up from \$265.5 million for the corresponding period ended October 31, 2012. The increase primarily resulted from higher wholesale, favourable product mix in Seasonal Products and Year-Round Products and from a higher volume of PAC sold. The revenue increase includes a positive foreign exchange impact of \$17 million due to the strengthening of the U.S. dollar against the Canadian dollar. The United States represented 39.6% and 36.2% of revenues during the three-month periods ended October 31, 2013 and 2012, respectively.

Canada

Revenues from Canada increased by \$10.5 million, or 5.1%, to \$217.5 million for the three-month period ended October 31, 2013, up from \$207.0 million for the corresponding period ended October 31, 2012. The increase resulted from higher volumes in Seasonal Products and related PAC, partially offset by lower Year-Round Products sales, mainly due to the introduction during the previous fiscal year of new ATV models such as the *Can-Am Outlander* two-passenger and mud-ready models. Canada represented 25.1% and 28.2% of revenues during the three-month periods ended October 31, 2013 and 2012, respectively.

International

Revenues from International increased by \$44.6 million, or 17.1%, to \$306.0 million for the three-month period ended October 31, 2013, up from \$261.4 million for the corresponding period ended October 31, 2012. This increase primarily resulted from higher volumes of Seasonal Products resulting from earlier shipments of snowmobiles, the introduction of new PWC models and a favourable foreign exchange impact of \$20 million. International represented 35.3% and 35.6% of revenues during the three-month periods ended October 31, 2013 and 2012, respectively.

Gross Profit

Gross profit increased by \$46.5 million, or 26.2%, to \$223.9 million for the three-month period ended October 31, 2013, up from \$177.4 million for the corresponding period ended October 31, 2012. Gross profit margin percentage increased by 170 basis points to 25.9% from 24.2% for the three-month period ended October 31, 2012. The increase in gross profit margin percentage was primarily due to higher volumes in Seasonal Products, a favourable product mix and a favourable foreign exchange rate variation of \$12 million. The increase was partially offset by the costs related to the transfer of PWC manufacturing to the Queretaro, Mexico facility.

Operating Expenses

Operating expenses decreased by \$3.9 million, or 2.9%, to \$128.9 million for the three-month period ended October 31, 2013, down from \$132.8 million for the three-month period ended October 31, 2012. This decrease is mainly due to restructuring costs of \$17.1 million that were recorded in connection with the closure of the sport boat business during the three-month period ended October 31, 2012, partially offset in the third quarter ended October 31, 2013, by higher stock-based compensation in relation to the initial public offering of the subordinate voting shares of the Company, higher advertising expenses to support the introduction of new products and a negative foreign exchange impact of \$3 million.

Normalized EBITDA

Normalized EBITDA increased by \$35.1 million, or 41.8%, to \$119.0 million for the three-month period ended October 31, 2013, compared with \$83.9 million for the three-month period ended October 31, 2012. The increase is primarily due to higher wholesale and favourable product mix in Seasonal Products.

Net Financing Costs

Net financing costs increased by \$3.3 million, or 28.2%, to \$15.0 million for the three-month period ended October 31, 2013, compared with \$11.7 million for the three-month period ended October 31, 2012. The increase is primarily due to a higher outstanding nominal amount of long-term debt and higher outstanding amount under the Revolving Credit Facilities.

Foreign Exchange

The principal average exchange rates used to translate foreign-denominated revenues and expenses, excluding any effect of the Company's hedging program, were as follows for the three-month periods ended October 31, 2013 and 2012:

	October 31, 2013	October 31, 2012
U.S. dollars	1.0371 \$CA/\$US	0.9859 \$CA/\$US
Euro	1.3935 \$CA/Euro	1.2573 \$CA/Euro

The principal period-end exchange rates used to translate foreign-denominated assets and liabilities were as follows:

	October 31, 2013	January 31, 2013
U.S. dollars	1.0429 \$CA/\$US	0.9992 \$CA/\$US
Euro	1.4177 \$CA/Euro	1.3573 \$CA/Euro

The exchange rate fluctuations had the following impact on operating income and on income before income taxes for the three-month period ended October 31, 2013 compared to the corresponding period ended October 31, 2012:

(millions of Canadian dollars)	Foreign exchange (gain) loss
	Three-month period
Gross profit	\$ (12.4)
Operating expenses	2.7
Impact of foreign exchange fluctuations on operating income	(9.7)
Long-term debt	11.7
Net financing costs	0.4
Impact of foreign exchange fluctuations on income before income taxes	\$ 2.4

Income Taxes

Income taxes increased by \$18.9 million to \$20.9 million for the three-month period ended October 31, 2013, compared with \$2.0 million for the three-month period ended October 31, 2012. The increase results primarily from higher operating income and from unfavourable mix of accounting profits or losses before income taxes among tax jurisdictions. The increase also results from the effect of retroactive changes to the Canadian federal income tax legislation that became substantively enacted during the three-month period ended October 31, 2012.

Net Income

Net income increased by \$16.5 million, or 52.1%, to \$48.2 million for the three-month period ended October 31, 2013, compared with \$31.7 million for the three-month period ended October 31, 2012. The increase is primarily due to higher wholesale and favourable product mix in Seasonal Products and to the restructuring costs that were recorded in connection with the exit of the sport boat business during the three-month period ended October 31, 2012. The increase was partially offset by an unfavourable exchange rate impact on the U.S. dollar denominated long-term debt of \$11.7 million.

Analysis of Results for the nine-month period ended October 31, 2013

The following section provides an overview of the financial performance of the Company for the nine-month period ended October 31, 2013 compared to the same period ended October 31, 2012.

Revenues

Revenues increased by \$186.5 million, or 8.9%, to \$2,291.2 million for the nine-month period ended October 31, 2013, up from \$2,104.7 million for the corresponding period ended October 31, 2012. Revenues have been negatively impacted by the exit of the sport boat business which accounted for \$71 million in revenues for the nine-month period ended October 31, 2012. Excluding the exit of the sport boat business, revenues would have increased by 12.7% or \$257.5 million. The increase was driven by an increased volume and a greater number of higher-priced Year-Round Products sold to dealers and distributors, led by the introduction of new models such as the *Can-Am Maverick*, by higher Seasonal Products wholesale and by an increased volume in the related PAC. The increase in revenue includes a favourable foreign exchange rate variation of \$61 million mainly related to the strengthening of the U.S. dollar and the Euro against the Canadian dollar.

Excluding the sport boat business, the Company's North American retail sales increased on a percentage basis by 10% for the nine-month period ended October 31, 2013 compared to the corresponding period ended October 31, 2012.

Significant trends by category were as follows:

Seasonal Products

Revenues from Seasonal Products increased by \$43.9 million, or 6.4%, to \$729.8 million for the nine-month period ended October 31, 2013, compared with \$685.9 million for the corresponding period ended October 31, 2012. The increase in revenues has been negatively impacted by the exit of the sport boat business which accounted for \$71 million in revenues for the nine-month period ended October 31, 2012. Excluding the exit of the sport boat business, revenues would have increased by \$114.9 million or 18.7%. The increase was primarily due to higher volume in snowmobile and PWC and a favourable foreign exchange rate variation of \$18 million.

North American Seasonal Products retail sales, excluding the sport boat business, increased on a percentage basis by high-single digits compared with the nine-month period ended October 31, 2012.

Year-Round Products

Revenues from Year-Round Products increased by \$110.1 million, or 13.4%, to \$932.4 million for the nine-month period ended October 31, 2013, up from \$822.3 million for the corresponding period ended October 31, 2012. The increase is primarily due to higher worldwide sales of SSV resulting mainly from the introduction of new models such as the *Can-Am Maverick*. The increase in revenues includes a favourable foreign exchange rate variation of \$24 million.

North American Year-Round Products retail sales increased on a percentage basis by low-double digits compared with the nine-month period ended October 31, 2012.

Propulsion Systems

Revenues from Propulsion Systems increased by \$4.8 million, or 1.8%, to \$268.4 million for the nine-month period ended October 31, 2013, compared with \$263.6 million for the corresponding period ended October 31, 2012. The increase is primarily due to a favourable foreign exchange rate variation of \$10 million.

PAC

Revenues from PAC increased by \$27.7 million, or 8.3%, to \$360.6 million for the nine-month period ended October 31, 2013, up from \$332.9 million for the corresponding period ended October 31, 2012. The increase is primarily due to a higher volume resulting mainly from the growth in Year-Round Products and Seasonal Products. The increase in revenues includes a favourable foreign exchange rate variation of \$9 million.

Significant geographical trends were as follows:

United States

Revenues from the United States increased by \$98.7 million, or 10.6%, to \$1,032.2 million for the nine-month period ended October 31, 2013, up from \$933.5 million for the corresponding period ended October 31, 2012. The increase in revenues has been negatively impacted by the exit of the sport boat business which accounted for \$29 million in revenues for the nine-month period ended October 31, 2012. Excluding the exit of the sport boat business, revenues would have increased by 14.1% or \$127.7 million. This increase primarily resulted from higher shipments and higher consumer demand for Year-Round Products and Seasonal Products, favourable product mix in Year-Round Products and from higher volumes in PAC. The revenue increase includes a positive foreign exchange impact of \$32 million due to the strengthening of the U.S. dollar against the Canadian dollar. The United States represented 45.0% and 44.3% of revenues during the nine-month periods ended October 31, 2013 and 2012, respectively.

Canada

Revenues from Canada increased by \$3.7 million, or 0.8%, to \$485.3 million for the nine-month period ended October 31, 2013, up from \$481.6 million for the corresponding period ended October 31, 2012. The increase in revenues has been negatively impacted by the exit of the sport boat business in the third quarter of Fiscal 2013 which accounted for \$24 million in revenues for the nine-month period ended October 31, 2012. Excluding the exit of the sport boat business, revenues would have increased by 6.1% or \$27.7 million. The increase primarily resulted from higher shipments and higher consumer demand for Seasonal Products and related PAC, partially offset by lower Year-Round Products sales mainly due to the introduction during the previous fiscal year of new ATV models such as the *Can-Am Outlander* two-passenger and mud-ready models. Canada represented 21.2% and 22.9% of revenues during the nine-month periods ended October 31, 2013 and 2012, respectively.

International

Revenues from International increased by \$84.1 million, or 12.2%, to \$773.7 million for the nine-month period ended October 31, 2013, up from \$689.6 million for the corresponding period ended October 31, 2012. The revenues have been negatively impacted by the exit of the sport boat business which accounted for \$18 million in revenues for the nine-month period ended October 31, 2012. Excluding the exit of the sport boat business, revenues would have increased by 15.2% or \$102.1 million. This increase primarily resulted from additional sales volumes of Seasonal Products in Scandinavia and Year-Round Products across most regions. The increase is also due to higher volumes of PAC sold. The revenue increase includes a positive foreign exchange impact of \$29 million. International represented 33.8% and 32.8% of revenues during the nine-month periods ended October 31, 2013 and 2012, respectively.

Gross Profit

Gross profit increased by \$45.3 million, or 8.4%, to \$584.5 million for the nine-month period ended October 31, 2013, up from \$539.2 million for the corresponding period ended October 31, 2012. Gross profit margin percentage decreased by 10 basis points to 25.5% from 25.6% for the nine-month period ended October 31, 2012. The decrease in gross profit margin percentage was primarily due to increased sales program costs in Seasonal Products and Year-Round Products, additional manufacturing costs in Year-Round Products in order to increase production flexibility to better respond to market demand and additional expenses supporting the initial stages of the transfer of PWC manufacturing to the Queretaro, Mexico facility. The decrease was mostly offset by higher volumes of Year-Round Products, favourable product mix, higher selling prices and by a favourable foreign exchange rate variation of \$24 million.

Operating Expenses

Operating expenses decreased by \$23.0 million, or 5.9%, to \$367.6 million for the nine-month period ended October 31, 2013, down from \$390.6 million for the nine-month period ended October 31, 2012. The Company recorded a gain of \$11.0 million from an estimated insurance recovery during the nine-month period ended October 31, 2013, whereas during the nine-month period ended October 31, 2012, restructuring costs of \$26.8 million and an impairment charge of \$7.6 million were recorded in connection with the transfer of PWC manufacturing in Mexico and the closure of the sport boat business. Operating expenses before unusual and non-recurring items increased by \$23.8 million between the nine-month periods ended October 31, 2013 and October 31, 2012 mainly due to higher stock-based compensation in relation to the initial public offering of the subordinate voting shares of the Company and higher investments in research and development projects. This increase includes a negative foreign exchange impact of \$3 million.

Normalized EBITDA

Normalized EBITDA increased by \$27.0 million, or 10.9%, to \$274.2 million for the nine-month period ended October 31, 2013, compared with \$247.2 million for the nine-month period ended October 31, 2012. The increase is primarily due to higher sales volume in Year-Round Products and Seasonal Products.

Net Financing Costs

Net financing costs increased by \$3.0 million, or 6.8%, to \$46.9 million for the nine-month period ended October 31, 2013, compared with \$43.9 million for the nine-month period ended October 31, 2012. The increase primarily resulted from higher interest expense on long-term debt due to higher interest rates and a higher outstanding nominal amount of the Term Facility. However, the Company recorded lower interest costs on the repayable government assistance following the repayment of the outstanding amount which occurred during the first quarter of Fiscal 2013.

Foreign Exchange

The principal average exchange rates used to translate foreign-denominated revenues and expenses, excluding any effect of the Company's hedging program, were as follows for the nine-month periods ended October 31, 2013 and 2012:

	October 31, 2013	October 31, 2012
U.S. dollars	1.0280 \$CA/\$US	0.9988 \$CA/\$US
Euro	1.3592 \$CA/Euro	1.2819 \$CA/Euro

The exchange rate fluctuations had the following impact on operating income and on income before income taxes for the nine-month period ended October 31, 2013 compared to the corresponding period ended October 31, 2012:

(millions of Canadian dollars)	Foreign exchange (gain) loss
	Nine-month period
Gross profit	\$ (23.8)
Operating expenses	3.0
Impact of foreign exchange fluctuations on operating income	(20.8)
Long-term debt	45.9
Net financing costs	0.8
Impact of foreign exchange fluctuations on income before income taxes	\$ 25.9

Income Taxes

Income taxes increased by \$23.4 million to \$40.9 million for the nine-month period ended October 31, 2013, compared with \$17.5 million for the nine-month period ended October 31, 2012. The increase results primarily from higher operating income and from unfavourable mix of accounting profits or losses before income taxes among tax jurisdictions.

Net Income

Net income decreased by \$17.4 million, or 20.9%, to \$66.0 million for the nine-month period ended October 31, 2013, compared with \$83.4 million for the nine-month period ended October 31, 2012. The decrease is primarily due to an unfavourable exchange rate on the U.S. dollar denominated long-term debt and increase in fair value of redeemable common shares of the Company that were outstanding prior to the initial public offering of the subordinate voting shares of the Company. The decrease was partially offset by higher volume in Year-Round Products and Seasonal Products and by favourable unusual and non-recurring operating expenses.

Summary of Consolidated Quarterly Results

(millions of Canadian dollars, except per share data)	Three-month period ended							
	October 31, 2013	July 31, 2013	April 30, 2013	January 31, 2013 ^[1]	October 31, 2012 ^[1]	July 31, 2012 ^[1]	April 30, 2012 ^[1]	January 31, 2012 ^[1]
	Fiscal 2014	Fiscal 2014	Fiscal 2014	Fiscal 2013	Fiscal 2013	Fiscal 2013	Fiscal 2013	Fiscal 2012
Revenues by category								
Seasonal Products	\$ 382.5	\$ 140.6	\$ 206.7	\$ 371.0	\$ 276.2	\$ 156.1	\$ 253.6	\$ 393.5
Year-Round Products	249.6	278.1	404.7	223.4	247.4	257.2	317.7	230.3
Propulsion Systems	89.6	85.9	92.9	70.2	82.0	88.5	93.1	68.8
PAC	144.3	116.3	100.0	126.9	128.3	106.3	98.3	116.6
Total Revenues	866.0	620.9	804.3	791.5	733.9	608.1	762.7	809.2
Gross profit	223.9	142.6	218.0	198.5	177.4	149.6	212.2	179.9
<i>As a percentage of revenues</i>	<i>25.9%</i>	<i>23.0%</i>	<i>27.1%</i>	<i>25.1%</i>	<i>24.2%</i>	<i>24.6%</i>	<i>27.8%</i>	<i>22.2%</i>
Net income (loss)	48.2	(7.9)	25.7	35.8	31.7	(2.9)	54.6	15.6
EBITDA	118.9	58.1	87.6	87.5	66.0	35.4	104.9	72.8
Normalized EBITDA	119.0	47.4	107.8	87.8	83.9	53.6	109.7	76.6
Normalized net income	59.0	7.6	53.4	36.5	42.4	18.2	49.6	26.0
Basic earnings (loss) per share	0.41	(0.07)	0.25	0.35	0.31	(0.03)	0.54	0.15
Diluted earnings (loss) per share	0.41	(0.07)	0.25	0.35	0.31	(0.03)	0.53	0.15
Normalized basic earnings per share	0.50	0.07	0.52	0.36	0.42	0.18	0.49	0.26
Normalized diluted earnings per share	\$ 0.50	\$ 0.07	\$ 0.51	\$ 0.35	\$ 0.41	\$ 0.18	\$ 0.48	\$ 0.25

^[1] This quarter has been restated to reflect the application of the amendments to IAS 19 "Employee Benefits" standard as explained in Note 2a) of the unaudited condensed consolidated interim financial statements for the three and nine-month periods ended October 31, 2013.

Reconciliation Table for Consolidated Quarterly Results

(millions of Canadian dollars)	Three-month period ended							
	October 31, 2013	July 31, 2013	April 30, 2013	January 31, 2013 ^[1]	October 31, 2012 ^[1]	July 31, 2012 ^[1]	April 30, 2012 ^[1]	January 31, 2012 ^[1]
	Fiscal 2014	Fiscal 2014	Fiscal 2014	Fiscal 2013	Fiscal 2013	Fiscal 2013	Fiscal 2013	Fiscal 2012
Net income (loss)	\$ 48.2	\$ (7.9)	\$ 25.7	\$ 35.8	\$ 31.7	\$ (2.9)	\$ 54.6	\$ 15.6
Financing costs	15.3	15.5	18.1	17.3	11.9	12.2	21.2	16.7
Financing income	(0.3)	(0.5)	(1.2)	(0.5)	(0.2)	(0.4)	(0.8)	(0.8)
Income taxes expense (recovery)	20.9	4.4	15.6	14.9	2.0	(5.1)	20.6	7.4
Depreciation expense	23.9	22.3	21.1	21.2	21.4	22.0	20.5	26.3
Foreign exchange (gain) loss on long-term debt	10.9	24.3	8.3	(1.2)	(0.8)	9.6	(11.2)	7.6
EBITDA	118.9	58.1	87.6	87.5	66.0	35.4	104.9	72.8
Increase in fair value of common shares	—	—	19.6	4.8	—	1.4	4.8	3.8
Unusual and non-recurring items								
Restructuring costs (reversal) ^[2]	(1.1)	—	—	(0.8)	17.1	9.7	—	—
Impairment charge (reversal) ^[3]	—	(0.3)	—	(0.5)	—	7.6	—	—
Gain from insurance recovery ^[4]	—	(11.0)	—	—	—	—	—	—
Other items ^[5]	1.2	0.6	0.6	(3.2)	0.8	(0.5)	—	—
Normalized EBITDA	119.0	47.4	107.8	87.8	83.9	53.6	109.7	76.6
Depreciation expense	(23.9)	(22.3)	(21.1)	(21.2)	(21.4)	(22.0)	(20.5)	(26.3)
Financing costs	(15.3)	(15.5)	(18.1)	(17.3)	(11.9)	(12.2)	(21.2)	(16.7)
Financing income	0.3	0.5	1.2	0.5	0.2	0.4	0.8	0.8
Income taxes expense adjusted	(21.1)	(2.5)	(16.4)	(13.3)	(8.4)	(1.6)	(19.2)	(8.4)
Normalized net income	\$ 59.0	\$ 7.6	\$ 53.4	\$ 36.5	\$ 42.4	\$ 18.2	\$ 49.6	\$ 26.0

^[1] This quarter has been restated to reflect the application of the amendments to IAS 19 "Employee Benefits" standard as explained in Note 2a) of the unaudited condensed consolidated interim financial statements for the three and nine-month periods ended October 31, 2013.

^[2] In Fiscal 2014, the Company reversed \$1.1 million of the restructuring costs of \$26.0 million recorded during Fiscal 2013 related to the Company's decision to exit the sport boat business, to transfer the assembly of PWC from Canada to Mexico and to assign the PAC distribution to third-party logistics providers.

^[3] In Fiscal 2014, the Company reversed \$0.3 million of the impairment charge of \$7.1 million recorded during Fiscal 2013 following the Company's decision to exit the sport boat business.

^[4] In Fiscal 2014, the Company recorded a gain of \$11.0 million for the estimated insurance recovery in relation with property, plant and equipment damaged by the explosion that occurred at the Company's research & development centre in Valcourt, Canada during Fiscal 2013.

^[5] Other items include retention salaries of \$1.9 million for Fiscal 2014 and \$1.7 million for Fiscal 2013 related to the transfer of the assembly of personal watercraft from Canada to Mexico and the assignment of the PAC distribution to third-party logistics providers. In Fiscal 2014, other items also include \$0.5 million of fees and expenses related to the secondary offering completed October 9, 2013. In Fiscal 2013, the Company recorded a \$3.8 million unusual gain related to the termination of the defined benefit plan coverage of approximately two-thirds of its Austrian employees.

Liquidity and Capital Resources

Liquidity

The Company's primary sources of cash consist of existing cash balances, operating activities and available borrowings under the Revolving Credit Facilities and Term Facility.

The Company's primary uses of cash are to fund operations, working capital requirements and capital expenditures in connection with product development and manufacturing infrastructure. The fluctuation of working capital requirements is primarily due to the seasonality of the Company's production schedule and product shipments. Working capital requirements typically peak during the second and third quarters of the fiscal year.

A summary of net cash flows by activities is presented below for the nine-month periods ended October 31, 2013 and 2012:

(millions of Canadian dollars)	Nine-month period ended	
	October 31, 2013	October 31, 2012
Net cash flows generated from operating activities	\$ 41.5	\$ 330.1
Net cash flows used in investing activities	(89.8)	(102.6)
Net cash flows used in financing activities	(493.7)	(126.0)
Effect of exchange rate changes on cash	6.2	(0.1)
Net increase (decrease) in cash	(535.8)	101.4
Cash at beginning of period	542.4	26.9
Cash at end of period	\$ 6.6	\$ 128.3

Net Cash Flows Generated from Operating Activities

Net cash flows generated from operating activities totalled \$41.5 million for the nine-month period ended October 31, 2013 compared with \$330.1 million for the nine-month period ended October 31, 2012. The \$288.6 million decrease was mainly due to changes in net working capital of \$341.2 million. This reduction was primarily driven by an abnormally low trade payables level at the end of Fiscal 2012 due to some earlier invoice payments to suppliers, which positively impacted the net working capital for the nine-month period ended October 31, 2012 by approximately \$175 million. The decrease is also due to a higher level of trade and other receivables on Seasonal Products sales not financed by third-party financing service providers and to different payment dates on dealer holdback programs.

Net Cash Flows Used in Investing Activities

Net cash flows used in investing activities totalled \$89.8 million for the nine-month period ended October 31, 2013, compared with \$102.6 million for the nine-month period ended October 31, 2012. The decrease of \$12.8 million was attributable to Company's investments level that unevenly fluctuate during the quarters of a fiscal year depending on the timeline of each project.

Net Cash Flows Used in Financing Activities

Net cash flows used in financing activities totalled \$493.7 million for the nine-month period ended October 31, 2013 compared with \$126.0 million for the nine-month period ended October 31, 2012. The increase of \$367.7 million was mainly attributable to the distributions made to the Company's shareholders of \$529.1 million and the repayment of the Term Facility of U.S. \$258 million. The decrease was partially offset by the issuance of subordinate voting shares in connection with the initial public offering for net proceeds of \$277.4 million and increased revolving credit facilities usage due to working capital requirements occurring during the second and third quarter of Fiscal 2014.

Contractual Obligations

The following table summarizes the Company's significant contractual obligations as at October 31, 2013, including its commitments related to leasing contracts:

(millions of Canadian dollars)	Less than 1 year	1-3 years	4-5 years	More than 5 years	Total amount
Commitments					
Operating lease agreements	\$ 16.6	\$ 28.1	\$ 23.9	\$ 59.4	\$ 128.0
Financial obligations					
Long-term debt (including interest)	32.5	86.8	82.8	836.1	1,038.2
Trade payables and accruals	514.7	—	—	—	514.7
Derivative financial instruments	1.6	—	—	1.7	3.3
Other financial liabilities (including interest)	59.1	6.0	—	23.2	88.3
	607.9	92.8	82.8	861.0	1,644.5
Total obligations	\$ 624.5	\$ 120.9	\$ 106.7	\$ 920.4	\$ 1,772.5

The Company enters into purchasing agreements with suppliers related to material used in production. These agreements are usually entered into before production begins and may specify a fixed or variable quantity of material to be purchased. Due to the uncertainty as to the amount and pricing of material that may be purchased, the Company is not able to determine with precision its commitments in connection with these supply agreements.

Management believes that the Company's operating activities and available financing capacity will provide adequate sources of liquidity to meet its short-term and long-term needs.

Capital Resources

Revolving Credit Facilities

On May 30, 2013, the Company amended its Revolving Credit Facilities to provide an extension of the maturity from March 2016 to May 2018 and a reduction of 0.25% in the cost of borrowing.

As at October 31, 2013, the Revolving Credit Facilities provided the Company with a total availability of \$350 million. The Revolving Credit Facilities are available to finance working capital requirements and capital expenditures, or for other general corporate purposes.

As at October 31, 2013, the Company had \$59.9 million of outstanding indebtedness under the Revolving Credit Facilities due to working capital requirements occurring during the second and third quarters of the fiscal year.

The Revolving Credit Facilities are subject to a borrowing base calculation, based on 75% of trade and other receivables and 50% of inventories. The cost of borrowing under the Revolving Credit Facilities as at October 31, 2013 was the following based on:

- (i) U.S. dollars at either
 - (a) LIBOR plus 2.50% per annum;
 - (b) U.S. Base Rate plus 1.50% per annum; and
 - (c) U.S. Prime Rate plus 1.50% per annum;
- (ii) Canadian dollars at either
 - (a) Bankers' Acceptances plus 2.50% per annum; and
 - (b) Canadian Prime Rate plus 1.50% per annum
- (iii) Euros at Euro LIBOR plus 2.50% per annum.

For future periods, the cost of borrowing could increase by up to 1.25% or decrease by 0.50% depending on the leverage ratio represented by the ratio of net debt to consolidated cash flows of the subsidiary Bombardier Recreational Products Inc. consolidated.

The Company incurs commitment fees of 0.45% to 0.50% per annum on the undrawn amount of the Revolving Credit Facilities.

Under certain conditions, the Company is required to maintain a minimum fixed charges ratio in order to have full access to its Revolving Credit Facilities.

As at October 31, 2013, the Company had issued letters of credit for an aggregate amount of \$7.9 million under the Revolving Credit Facilities (\$8.1 million as at January 31, 2013). In addition, \$0.3 million of letters of credit were outstanding under other agreements as at October 31, 2013 (\$0.6 million as at January 31, 2013).

Term Facility

On May 29, 2013, the Company repaid U.S. \$258 million (\$267.5 million) of the Term Facility. As a result to this repayment, the Company is no longer required to repay a minimum of 1% of the original Term Facility nominal amount each year until maturity in January 2019.

On May 30, 2013, the Company amended its Term Facility resulting in a 0.75% decrease of the cost of borrowing and a 0.25% decrease of the LIBOR floor.

The Term Facility provides the Company an outstanding financing of U.S. \$792 million. The Company has the possibility to increase the amount of borrowing by U.S. \$150 million under certain conditions.

As at October 31, 2013, the cost of borrowing under the Term Facility was the following:

- (i) LIBOR plus 3.00% per annum, with a LIBOR floor of 1.00%;
- (ii) U.S. Base Rate plus 2.00%; or
- (iii) U.S. Prime Rate plus 2.00%

Under the terms of the agreement governing the Term Facility, the cost of borrowing in U.S. Base Rate or U.S. Prime Rate cannot be lower than the cost of borrowing in LIBOR.

In the event that Bombardier Recreational Products Inc. has a consolidated excess cash position at the end of the fiscal year and its leverage ratio reaches certain threshold levels, the Company may be required to repay a portion of the Term Facility. The Term Facility agreement contains customary representations and warranties but does not include any financial maintenance covenants.

Austrian Term Loans

The Company entered into a term loan agreement at favourable interest rates under an Austrian government program during the nine-month period ended October 31, 2013. This program supports research and development projects based on the Company's incurred expenses in Austria. The term loan has a nominal amount of Euro 7.5 million (\$10.0 million) with an interest rate of 1.19% until June 30, 2016 and 2.19% from July 1, 2016 to its maturity date on December 31, 2018.

After taking into consideration the new loan entered into during the nine-month period ended October 31, 2013, the Company has Euro 28.4 million (\$40.3 million) outstanding nominal amounts under its seven Austrian term loans as of October 31, 2013. These loans bear interest at a range of 1.13% to 2.19% with maturities between December 2014 and December 2018.

Consolidated Financial Position

The following table shows the main variances that have occurred in the consolidated financial position of the Company between January 31, 2013 and October 31, 2013, the impact of the fluctuation of exchange rates on such variance, the related net variance (excluding the impact of the fluctuation of exchange rates on such variance) as well as explanations for the net variance:

(millions of Canadian dollars)	October 31, 2013	January 31, 2013	Variance	Exchange Rate Impact	Net Variance	Explanation
Trade and other receivables	\$ 244.9	\$ 213.5	\$ 31.4	\$ (5.9)	\$ 25.5	Mostly explained by higher receivables related to Seasonal Products
Inventories	599.9	465.0	134.9	(18.0)	116.9	Mostly explained by higher inventory in Seasonal Products for upcoming product deliveries
Property, plant and equipment	473.9	448.4	25.5	(8.4)	17.1	Mostly explained by the investments in the Queretaro, Mexico facility
Trade payables and accruals	514.7	523.3	(8.6)	(14.8)	(23.4)	Mostly explained by higher compensation costs accrued at the end of Fiscal 2013
Long-term debt, including current portion	834.0	1,054.6	(220.6)	(45.2)	(265.8)	Mostly explained by the partial repayment of the Term Facility
Employee future benefit liabilities	204.1	235.9	(31.8)	(4.2)	(36.0)	Mostly explained by the increase of approximately 25 basis points in the discount rate on defined benefit pension plans and by a higher return on plan assets

Off-Balance Sheet Arrangements

Dealer and Distributor Financing Arrangements

The Company, most of its independent dealers and some of its independent distributors are parties to agreements with third-party financing service providers. These agreements provide financing to facilitate the purchase of the Company's products and improve the Company's working capital by allowing an earlier collection of accounts receivable from dealers and distributors. Approximately two-thirds of the Company's sales are made under such agreements. The parties listed above have agreements with TCF Inventory Finance Inc. and TCF Commercial Finance Canada Inc. (collectively, "TCF"), to provide financing facilities in North America and Latin America, and with GE Commercial Distribution Finance and GE Commercial Corporation (collectively "GE Group") for financing facilities in Europe, Australia and New Zealand. The current agreement with TCF expires in 2019, while the contract with GE Group can be terminated at any time, subject to a transition period of up to one year.

The total amount of financing provided to the Company's independent dealers and distributors totalled \$574.8 million and \$1,580.5 million for the three and nine-month periods ended October 31, 2013 compared to \$500.0 million and \$1,497.2 million for the corresponding three and nine-month periods ended October 31, 2012. The outstanding financing between the Company's independent dealers and distributors and third-party finance companies amounted to \$942 million and \$838 million as at October 31, 2013 and January 31, 2013, respectively. The breakdown of outstanding amounts by country and local currency between the Company's independent dealers and distributors with third-party finance companies were as follows:

(in millions)	Currency	October 31, 2013	January 31, 2013
Total outstanding as at	CAD	\$ 942	\$ 838
United States	USD	552	519
Canada	CAD	310	248
Europe	Euro	23	29
Australia and New Zealand	AUD	21	29
Latin America	USD	3	2

The costs incurred by the Company under the dealers' and distributors' financing agreements totalled \$7.2 million and \$22.3 million for the three and nine-month periods ended October 31, 2013, which is comparable to \$7.0 million and \$22.0 million for the corresponding three and nine-month periods ended October 31, 2012.

Under the dealer and distributor financing agreements, in the event of default, the Company may be required to purchase, from the finance companies, new and unused products at the total unpaid principal balance of the dealer or distributor to the finance companies. In North America, the obligation is limited to the greater of U.S. \$25.0 million (\$26.1 million) or 10% of the last twelve-month average amount of financing outstanding under the financing agreements, whereas in Europe, the obligation is limited to the greater of Euro 10.0 million (\$14.2 million) or 10% of the last twelve-month average amount of financing outstanding under the financing agreements. In Australia and New Zealand, the obligation to purchase new and unused products represents the outstanding amount at the end of the periods. There is no purchase obligation for Latin America.

The maximum amount subject to the Company's obligation to purchase new and unused products from the finance companies was \$119 million as at October 31, 2013 (\$84 million in North America, \$14 million in Europe and \$21 million in Australia and New Zealand) and \$121 million as at January 31, 2013 (\$77 million in North America, \$14 million in Europe and \$30 million in Australia and New Zealand).

The Company did not incur significant losses related to new and unused products repossessed by the finance companies for the three and nine-month periods ended October 31, 2013 and 2012.

Consumer Financing Arrangements

The Company has contractual relationships with third-party financing companies in order to facilitate consumer credit for the purchase of its products in North America. The agreements allow the Company to offer under certain sales programs a subsidized interest rate to consumers for a certain limited period. In Canada, the Company has agreements with TD Financing Services and National Bank of Canada for such purposes, whereas in the United States, the Company has an agreement with Sheffield Financial. Under these contracts, the Company's financial obligations are solely related to the commitments made under certain sales programs.

Transactions Between Related Parties

Transactions with the Principal Shareholders or their Affiliates

On October 9, 2013, Bain Capital Luxembourg Investments S.à r.l. ("Bain Capital") and the Caisse de dépôt et placement du Québec ("CDPQ") completed a secondary offering of 8,000,000 subordinate voting shares of the Company to a syndicate of underwriters. Prior to such transaction, Bain Capital and CDPQ converted an aggregate of 8,000,000 multiple voting shares into an equivalent number of subordinate voting shares. The Company did not receive any of the proceeds of the secondary offering. In accordance with the terms of the registration rights agreement entered into in connection with its initial public offering, the Company incurred approximately \$0.5 million of fees and expenses related to this secondary offering.

Pursuant to the management services agreement with the principal shareholders or their affiliates (namely Beaudier Inc. and 4338618 Canada Inc. (collectively "Beaudier group"), Bain Capital and CDPQ) an aggregate annual management fee of U.S. \$2.25 million and reimbursement of certain out-of-pocket expenses were incurred by the Company, which represented an expense of \$0.1 million and \$1.0 million for the three and nine-month periods ended October 31, 2013 compared to \$0.6 million and \$1.9 million for the corresponding three and nine-month periods ended October 31, 2012. In connection with the initial public offering, the management services agreement was amended to remove the Company's obligation to pay the annual management fees of U.S. \$2.25 million effective May 29, 2013.

CDPQ participates in the Term Facility for an amount of \$62.9 million (U.S. \$60.3 million) and \$74.9 million (U.S. \$75.0 million) as at October 31, 2013 and January 31, 2013, respectively. The transactions with CDPQ were made on similar terms to those that have prevailed with other lenders.

Transactions with Bombardier Inc., a Company Related to Beaudier Group

Pursuant to the purchase agreement entered into in 2003 in connection with the acquisition of the recreational product business of Bombardier Inc., the Company shall reimburse to Bombardier Inc. income taxes amounting to \$21.4 million and \$21.3 million at October 31, 2013 and January 31, 2013, respectively. The payments will begin when Bombardier Inc. starts making income tax payments in Canada and/or in the United States. The Company does not expect to make any payments to Bombardier Inc. in relation with that obligation for the year ending January 31, 2014.

Financial Instruments

The Company's financial instruments, divided into financial assets and financial liabilities, are measured at the end of each period at fair value or amortized costs using the effective interest method depending on their classification determined by IFRS. The Company uses derivative financial instruments to limit certain financial risks but does not trade in derivative financial instruments for speculative purposes.

Foreign Exchange Risk

Net income, assets and liabilities and cash flows reported in the Company's unaudited condensed consolidated interim financial statements in Canadian dollars are significantly exposed to the fluctuation of exchange rates, mainly the Canadian dollar/U.S. dollar rate and the Canadian dollar/Euro rate.

The Company's cash inflows and outflows are mainly comprised of Canadian dollars, U.S. dollars and Euros. The Company intends to maintain, as a result of its business transactions, a certain offset position on U.S. dollars and Euros denominated cash inflows and outflows over a period of months.

For currencies over which the Company cannot achieve an offset through its recurring business transactions, mainly for the Australian dollar, the Swedish Krona and the Norwegian Krone, the Company uses foreign exchange contracts according to the Company's hedging policy. Under this policy, the Company hedges up to 50% of the budgeted exposure in these currencies during the annual budget period and continually increases the coverage up to 80% six months before the expected exposures arise. Management periodically reviews the relevant hedging position and may hedge at any level within the authorized parameters of the policy, up to the maximum percentage allowed. Those contracts are accounted for under the cash flow hedge model covering highly probable forecasted sales in these currencies and the gains or losses on those derivatives are recorded in net income only when the forecasted sales occur.

The Company does not hedge its exposure to the Brazilian Real.

Finally, the Company manages the exposure on its net income arising from the revaluation at period-end of U.S. dollar denominated trade payables and accruals and holdback program payments using foreign exchange contracts having the same inception and maturity dates. Those contracts are recorded in net income at each period end in order to compensate the gains or losses on the revaluation at spot rate of these foreign-denominated financial instruments.

While the Company's operating income is protected, to a certain extent, from significant fluctuations of foreign exchange rates due to Company's hedging strategy, the net income is significantly exposed to Canadian dollar/U.S. dollar rate fluctuations due to the U.S. dollar denominated long-term debt. However, the Company's normalized net income does not take into account the foreign exchange (gain) loss on long-term debt and is therefore not subject to this foreign exchange exposure.

Liquidity Risk

The Company manages its liquidity risk by continuously monitoring its operating cash requirements taking into account the seasonality of the Company's working capital needs, revenues and expenses. The Company believes the cash flows generated from operations combined with its cash on hand and the availability of funds under its credit facilities ensures its financial flexibility and mitigates its liquidity risk.

Interest Rate Risk

The Company is exposed to the variation of interest rates mainly resulting from the LIBOR on its Term Facility. Due to current interest rates and low volatility environment, while taking into account the LIBOR floor rate of 1.00% for the Term Facility, management does not consider that the Company is significantly exposed to interest rate risk in the short-term.

Credit Risk

The Company could be exposed, in the normal course of business, to the potential inability of dealers, distributors and other business partners to meet their contractual obligations on financial assets, principally on receivables and amounts guaranteed under dealer and distributor financing arrangements with TCF and GE Group.

The Company considers that its credit risk associated with its trade receivables and its limited responsibilities under the dealer and distributor financing agreements with TCF and GE Group does not represent a significant concentration of risk due to the large number of dealers, distributors and other business partners and their dispersion across many geographic areas. Moreover, the Company mitigates such risk by doing business through its own distribution channels and by monitoring independent dealers' and distributor credit (in cooperation with TCF and GE Group for those dealers and distributors under the financing agreements).

Critical Accounting Estimates

Significant Estimates and Judgments

The preparation of the unaudited condensed consolidated interim financial statements in accordance with the Company's accounting policies requires management to make estimates and judgments that can affect the reported amounts of assets and liabilities, related amounts of revenues and expenses, other comprehensive income and disclosures made.

The Company's best estimates are based on the information, facts and circumstances available at the time estimates are made. Management uses historical experience and information, general economic conditions and trends, as well as assumptions regarding probable future outcomes as the basis for determining estimates. Estimates and their underlying assumptions are reviewed periodically and the effects of any changes are recognized immediately. Actual results could differ from the estimates used and such differences could be significant.

The Company's annual operating budget and operating budget revisions performed during the year (collectively "Budget") and the Company's strategic plan comprise fundamental information used as a basis for some significant estimates necessary to prepare the unaudited condensed consolidated interim financial statements. Management prepares the annual operating budget and strategic plan each year using a process whereby a detailed one-year budget and three-year strategic plan are prepared by each entity and then consolidated.

Cash flows and profitability included in the Budget are based on the existing and future expected sales orders, general market conditions, current cost structures, anticipated cost variations and current agreements with third parties. Management uses the annual operating budget information as well as additional projections or assumptions to derive the expected results for the strategic plan and periods thereafter.

The Budget and strategic plan are approved by senior management and the Board of Directors. Management then tracks performance as compared to the Budget. Significant variances in actual performance are a key trigger to assess whether certain estimates used in the preparation of financial information must be revised.

Management needs to rely on estimates in order to apply the Company's accounting policies and considers that the most critical ones are the following:

Estimating the Net Realizable Value of Inventory

The net realizable value of material and work in process is determined by comparing inventory components and value with production needs, current and future product features, expected production costs to be incurred and the expected profitability of finished products, all based on Budget information. The net realizable value of finished products and parts and accessories is determined by comparing inventory components and value with Budget sales prices, sales programs and new product features.

Estimating the Useful Life of Tooling

Tooling useful life is estimated by product line based on their expected physical life and on the expected life of the product platform they are related to.

Estimating Impairment on Property, Plant and Equipment and Intangibles Assets

Management assesses the value in use of property, plant and equipment and intangible assets mainly at groups of cash generating unit ("CGU") level using a discounted cash flow approach by product line determined during the annual budget and strategic plan process. When the Company acquired the recreational products business from Bombardier Inc. in 2003, trademarks and goodwill were recorded as part of the business acquisition. As at October 31, 2013, the entire carrying amount of trademarks of \$151.1 million and goodwill of \$114.7 million were related to this transaction.

(i) Trademarks Impairment Test

For the purpose of impairment testing, *Ski-Doo*, *Sea-Doo* and *Evinrude* trademarks are allocated to their respective product lines. The carrying amount of trademarks amounting to \$151.1 million is related to *Ski-Doo*, *Sea-Doo* and *Evinrude* for \$63.5 million, \$59.1 million and \$28.5 million, respectively.

Recoverable Amount

The Company determines the recoverable amount of these trademarks separately using value in use calculation. Value in use uses cash flow projections from the Company's one-year budget and three-year strategic plan approved by senior management and the Board of Directors of the Company, with a terminal value calculated by discounting the final year in perpetuity. These figures are used as the basis for the key assumptions in the value in use calculation that includes sales volume, sales price, production costs, distribution costs and operating expenses as well as discount rates. This information represents the best available information as at the date of impairment testing. The estimated future cash flows were discounted to their present value. The Company performed sensitivity analysis on the cash flows and growth rate in order to confirm that trademarks were not impaired.

(ii) Goodwill Impairment Test

For the purpose of impairment testing, goodwill of \$114.7 million created in 2003 was allocated to the group of CGU representing all the product lines CGUs.

Recoverable Amount

The group of CGUs' recoverable amount is based on a value in use calculation using cash flow projections, which takes into account the Company's one-year budget and three-year strategic plan approved by senior management and the Board of Directors, with a terminal value calculated by discounting the final year in perpetuity. These figures are used as the basis for the key assumptions in the value in use calculation that includes sales volume, sales price, production costs, distribution costs and operating expenses as well as discount rates. This information represents the best available information as at the date of impairment testing. The estimated future cash flows were discounted to their present value. The Company performed sensitivity analysis on the cash flows and growth rate in order to confirm that goodwill was not impaired.

Estimating Recoverability of Deferred Tax Assets

Deferred tax assets are recognized only if management believes it is probable that they will be realized based on Budget, strategic plan and additional projections to derive the expected results for the periods thereafter.

Estimating Provisions for Product Warranty, Product Liability, Sales Programs and Restructuring

The warranty cost is established by product and recorded at the time of sale based on management's best estimate, using historical cost rates and trends. Adjustments to the warranty provision are made when the Company identifies a significant and recurring issue on products sold or when costs and trend differences are identified in the analysis of warranty claims.

The product liability provision at period end is based on management's best estimate of the amounts necessary to resolve existing claims or incurred, but not reported claims at this date based on average historical cost information.

Sales programs provision is estimated based on current program features, historical data and expected retail sales for each product line.

Restructuring provision is initially estimated based on the restructuring plan estimated costs in relation with the plan features approved by management. Restructuring provision is reviewed at each period end in order to take into account updated information in relation with the realization of the plan. If necessary, the provision is adjusted accordingly.

Estimating Fair Value of Redeemable Common Shares

For periods up to January 31, 2013, the fair value of the redeemable common shares was based on an average of two valuation methods of the underlying shares, which are income and market approaches. The income approach indicates the fair value of a company based on the present value of the cash flows that the company can be expected to generate in the future. This approach is applied through a discounted cash flow analysis based on the Company's Budget and strategic plan. The market approach indicates the fair value of a company based on a comparison of comparable companies in similar lines of business that are publicly traded. The valuations performed by the Company were validated by a third-party valuation firm contracted by the Company and were used as a basis for calculating the liability associated with the redeemable shares. Following the closing of the initial public offering of subordinate voting shares, the Company has no longer any redeemable common shares outstanding.

Before their exchange, the redeemable common shares fair value was the initial public offering price of the Company's subordinate voting shares which represented the most advantageous market for these shares at that date.

Estimating the Discount Rates Used in Assessing Defined Benefit Plan Expenses and Liability

In order to select the discount rates used to determine defined benefit plan expenses and liabilities, management consults with external actuarial firms to provide commonly used and applicable discount rates that are based on the yield of high quality corporate fixed income investments with cash flows that match expected benefit payments for each defined benefit plan. Management uses its knowledge and comprehension of general economic factors in order to conclude on the accuracy of the discount rates used.

Significant Judgments in Applying the Company's Accounting Policies

Management needs to make certain judgments in order to apply the Company's accounting policies, and the most significant ones are the following:

Impairment of Property, Plant and Equipment and Intangible Assets

The Company operates using a high level of integration and interdependency between design, development, manufacturing and distribution operations. The cash inflows generated by each product line require the use of various assets of the Company, limiting the impairment testing to be done for a single asset or a single CGU. Therefore, management estimates impairment testing by grouping CGUs.

Functional Currency

The Company operates worldwide but its design, development, manufacturing and distribution operations are highly integrated, which require significant judgments from management in order to determine the functional currency of each entity using factors provided by IAS 21 "The Effects of Changes in Foreign Exchange Rates" standard. Management established an accounting method where the functional currency of each entity is deemed to be its local currency unless the analysis of the criteria established by IAS 21 to assess the functional currency leads to another currency. IAS 21 criteria are reviewed annually for each entity and are based on transactions with third-parties only.

Future Accounting Changes

In November 2009 and October 2010, the IASB issued *IFRS 9 “Financial Instruments”* representing the first phase of the IASB’s three phase project to replace *IAS 39 “Financial Instruments: Recognition and Measurement”*. The first phase defines the accounting of financial instruments that mainly requires the measurement at either the amortized cost or the fair value. The effective date of IFRS 9 for the Company is not yet defined as it should be decided by the IASB when the entire project will be closer to the completion.

In May 2013, the IASB amended *IAS 36 “Impairment of Assets”*, providing guidance on recoverable amount disclosures for non-financial assets. The amendments to IAS 36 must be applied retrospectively by the Company for the annual period beginning February 1, 2014. The Company is currently assessing the impact on the presentation of its consolidated financial statements.

Effective for the Company on February 1, 2014, *IAS 32 “Financial Instruments: Presentation”* clarifies the requirements for offsetting financial assets and financial liabilities. The Company is currently assessing the impact on the presentation of its consolidated financial statements.

Internal Controls over Financial Reporting

The President and Chief Executive Officer and the Chief Financial Officer have designed, or caused to be designed under their supervision, internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

There were no changes in our internal controls over financial reporting that occurred during the quarter ended October 31, 2013 that have materially affected, or are reasonably likely to materially affect our internal controls over financial reporting.

Dividends Declared Pre-Initial Public Offering

On April 15, 2013, the Company declared and paid a dividend of \$0.84 per share on its Class A Common Shares, Class A.1 Common Shares and Class B Common Shares and a dividend \$2.87 per share on its Class Super B Common Shares for a total consideration of \$330.2 million. In addition, the Company reduced the stated capital of all of its shares by \$0.12 per share for an aggregate amount of \$46.1 million.

On April 30, 2013, the Company declared and paid a dividend of \$0.39 per share on all of its shares for an aggregate amount of \$152.8 million.

Dividend Policy

The Company does not currently anticipate paying any dividends on its shares. The Company currently intends to use its earnings to finance the expansion of its business and to reduce indebtedness. Any future determination to pay dividends on the shares will be at the discretion of the Board of Directors and will depend on, among other things, the Company’s results of operations, current and anticipated cash requirements and surplus, financial condition, contractual restrictions and financing agreement covenants (including restrictions in the Term Facility agreement and the Revolving Credit Facilities agreement) solvency tests imposed by corporate law and other factors that the Board of Directors may deem relevant.

Risk factors

For a detailed description of risk factors associated with the Company, refer to the “Risk Factors” section of the Company’s supplemented PREP prospectus dated May 21, 2013. The Company is not aware of any significant changes to the Company’s risk factors from those disclosed at that time.

Disclosure of Outstanding Shares

As at December 11, 2013, the Company had the following issued and outstanding shares:

- 89,023,344 multiple voting shares with no par value.
- 29,113,257 subordinate voting shares with no par value.

Furthermore, as part of the initial public offering, the Board of Directors approved a new stock option plan, pursuant to which a reserve of 5,814,828 subordinate voting shares are available to be granted in stock options to the Company's eligible employees. On May 29, 2013, 1,098,500 options were granted at an exercise price of \$21.50 to eligible employees under the new stock option plan. Such stock options are time vesting and 25% of the options will vest on each of the first, second, third and fourth anniversary of the grant. The stock options have a ten-year term at the end of which the options expire.

As at October 31, 2013, respectively 781,368 and 1,091,500 stock options were outstanding under the former stock option plan and the new stock option plan.

Additional information

Additional information relating to BRP Inc. is available on SEDAR at www.sedar.com.