# Senvest Capital Inc.

Consolidated Financial Statements **December 31, 2014 and 2013** (in thousands of Canadian dollars)



March 30, 2015

#### **Independent Auditor's Report**

To the Shareholders of Senvest Capital Inc.

We have audited the accompanying consolidated financial statements of Senvest Capital Inc. and its subsidiaries, which comprise the consolidated statements of financial position as at December 31, 2014 and 2013 and the consolidated statements of income, comprehensive income, changes in equity and cash flows for the years then ended, and the related notes, which comprise a summary of significant accounting policies and other explanatory information.

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

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

#### Auditor's responsibility

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

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

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

#### Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Senvest Capital Inc. as at December 31, 2014 and 2013 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Pricewaterhouse Coopers LLP

<sup>&</sup>lt;sup>1</sup> CPA auditor, CA, public accountancy permit No. A131762

# **Senvest Capital Inc.** Consolidated Statements of Financial Position As at December 31, 2014 and 2013

#### (in thousands of Canadian dollars)

	Note	2014 \$	2013 \$
Assets			
Cash and cash equivalents Restricted short-term investments Due from brokers Equity investments and other holdings Investments in associates Real estate investments Income taxes receivable Deferred income tax assets Other assets	4 5(a) 5(b) 6 7 8 10(b)	$\begin{array}{r} 16,263\\ 455\\ 177,659\\ 1,770,540\\ 11,164\\ 36,983\\ 162\\ 607\\ 6,309\end{array}$	12,518 16,908 625 1,312,406 18,458 32,441 - 607 6,363
Total assets		2,020,142	1,400,326
Liabilities			
Trade and other payables Due to brokers Equities sold short and derivative liabilities Redemptions payable Subscriptions received in advance Income taxes payable Liabilities under cash-settled share-based payments Deferred income tax liabilities Liability for redeemable units	5(b) 6 12 10(b)	30,348 16,541 555,901 1,819 5,858 4,115 6,233 36,209 541,378	35,585 184,177 111,572 17,441 9,753 5,302 6,192 24,439 375,503
Total liabilities		1,198,402	769,964
Equity			
Equity attributable to owners of the parent Share capital Accumulated other comprehensive income Retained earnings	11	16,091 68,683 653,232	15,499 11,798 537,760
Total equity attributable to owners of the parent		738,006	565,057
Non-controlling interests		83,734	65,305
Total equity		821,740	630,362
Total liabilities and equity		2,020,142	1,400,326

# Approved by the Board of Directors

(signed) Victor Mashaal	(signed) Frank Daniel
Victor Mashaal	Frank Daniel
Director	Director

# Senvest Capital Inc. Consolidated Statements of Income For the years ended December 31, 2014 and 2013

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

	Note	2014 \$	2013 \$
Revenue Interest income Net dividend income Other income	_	2,790 8,811 534	6,158 10,197 455
	_	12,135	16,810
<b>Investment gains (losses)</b> Net change in fair value of equity investments and other holdings Net change in fair value of real estate investments Share of profit (loss) of associates Foreign exchange gain	7	233,058 2,541 1,870 47,947	474,337 (142) (9,909) 8,580
		285,416	472,866
Total revenue and net investment gains		297,551	489,676
<b>Operating costs and other expenses</b> Employee benefit expense Share-based compensation expense Interest expense Transaction costs Other operating expenses	12(a)	31,616 62 5,125 7,572 10,316	38,927 4,273 3,483 6,714 6,030
		54,691	59,427
Change in redemption amount of redeemable units		80,407	162,001
Income before income tax		162,453	268,248
Income tax expense	10(a)	21,274	24,919
Net income for the year	_	141,179	243,329
<b>Net income attributable to:</b> Owners of the parent Non-controlling interests		117,298 23,881	206,516 36,813
Earnings per share attributable to owners of the parent: Basic Diluted	13(a) 13(b)	41.91 41.26	73.20 73.20

# Senvest Capital Inc.

## Consolidated Statements of Comprehensive Income For the years ended December 31, 2014 and 2013

(in thousands of Canadian dollars)

	2014 \$	2013 \$
Net income for the year	141,179	243,329
Other comprehensive income Currency translation differences	63,397	32,600
Comprehensive income for the year	204,576	275,929
<b>Comprehensive income attributable to:</b> Owners of the parent Non-controlling interests	174,183 30,393	236,084 39,845

# Senvest Capital Inc.

# Consolidated Statements of Changes in Equity

For the years ended December 31, 2014 and 2013

# (in thousands of Canadian dollars)

		E	quity attributable t	<u>.</u>			
	Note	Share capital \$	Accumulated other comprehensive income (loss) \$	Retained earnings \$	Total \$	Non- controlling interests \$	Total equity \$
Balance – December 31, 2012		12,983	(17,770)	336,203	331,416	27,415	358,831
Net income for the year Other comprehensive income		-	- 29,568	206,516 -	206,516 29,568	36,813 3,032	243,329 32,600
Comprehensive income for the year			29,568	206,516	236,084	39,845	275,929
Repurchase of common shares Exercise of options Distributions to non-controlling interests	11 11	(266) 2,782 -	-	(4,959) - -	(5,225) 2,782 -	- - (1,955)	(5,225) 2,782 (1,955)
Balance – December 31, 2013		15,499	11,798	537,760	565,057	65,305	630,362
Net income for the year Other comprehensive income		-	- 56,885	117,298 -	117,298 56,885	23,881 6,512	141,179 63,397
Comprehensive income for the year		-	56,885	117,298	174,183	30,393	204,576
Repurchase of common shares Exercise of options Distributions to non-controlling interests	11 11	(69) 661 -	-	(1,826) - -	(1,895) 661	- - (11,964)	(1,895) 661 (11,964)
Balance – December 31, 2014		16,091	68,683	653,232	738,006	83,734	821,740

(in thousands of Canadian dollars)

	Note	2014 \$	2013 \$
Cash flows provided by (used in)			
<b>Operating activities</b> Net income for the year Adjustments for non-cash items Purchase of equity investments and other holdings held for trading Purchase of equities sold short and derivative liabilities Proceeds on sale of equity investments and other holdings held for trading Proceeds from equities sold short and derivative liabilities Dividends and distributions received from real estate investments Repurchase of share options Changes in working capital items	14(a) 14(b)	141,179 (148,408) (1,096,593) (813,059) 938,205 1,295,623 6,603	243,329 (284,187) (922,670) (396,080) 847,714 418,532 2,483 (1,326) 100,242
Net cash provided by (used in) operating activities	-	(29,805)	8,037
Investing activities Transfers to (from) restricted short-term investments Purchase of real estate investments Proceeds on sale of real estate investments Purchase of equity investments and other holdings designated as fair value through profit or loss Proceeds on sale of equity investments and other holdings designated as fair value through profit or loss Purchase of investments in associates Proceeds from investments in associates	_	17,131 (5,951) 366 (1,893) 871 - 10,411	(16,800) (3,750) 4,064 (1,807) 4,690 (9,631)
Net cash provided by (used in) investing activities	-	20,935	(23,234)
<b>Financing activities</b> Distributions paid to non-controlling interests Decrease in bank advances Proceeds on exercise of options Repurchase of common shares Proceeds from issuance of redeemable units Amounts paid on redemption of redeemable units	-	(11,964) 661 (1,895) 69,251 (44,504)	(1,955) (143) 2,782 (5,225) 55,654 (24,891)
Net cash provided by (used in) financing activities	-	11,549	26,222
Increase (decrease) in cash and cash equivalents during the year		2,679	11,025
Effect of changes in foreign exchange rates on cash and cash equivalents		1,066	891
Cash and cash equivalents – Beginning of year	-	12,518	602
Cash and cash equivalents – End of year	4	16,263	12,518
Amounts of cash flows classified in operating activities: Cash paid for interest Cash paid for dividends on equities sold short Cash received on interest Cash received on dividends Cash paid for income taxes		2,782 4,220 2,548 12,534 12,127	3,457 1,272 7,204 10,073 2,631

# Senvest Capital Inc. Notes to Consolidated Financial Statements December 31, 2014 and 2013

(in thousands of Canadian dollars unless otherwise stated)

#### **1** General information

Senvest Capital Inc. (the "Company") was incorporated under Part I of the Canada Corporations Act on November 20, 1968 under the name Sensormatic Electronics Canada Limited, and was continued under the Canada Business Corporations Act under the same name effective July 23, 1979. On April 21, 1991, the Company changed its name to Senvest Capital Inc. The Company and its subsidiaries hold investments in equity and real estate holdings that are located predominantly in the United States. The Company's head office and principal place of business is located at 1000 Sherbrooke Street West, Suite 2400, Montréal, Quebec H3A 3G4. The Company's shares are traded on the Toronto Stock Exchange under the symbol "SEC". Refer to note 16 for the composition of the Company.

### 2 Summary of significant accounting policies

#### **Basis of preparation**

The Company prepares its consolidated financial statements in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board as set out in Part I of the Chartered Professional Accountants of Canada (CPA Canada) Handbook – Accounting.

The Board of Directors (Board) approved these consolidated financial statements for issue on March 26, 2015.

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

#### **Basis of measurement**

The consolidated financial statements have been prepared under the historical cost convention, except for financial assets and financial liabilities held at fair value through profit or loss, including derivative instruments and liabilities under cash-settled share-based payments which have been measured at fair value.

#### Consolidation

The financial statements of the Company consolidate the accounts of the Company, its subsidiaries and its structured entities. All intercompany transactions, balances and unrealized gains and losses from intercompany transactions are eliminated on consolidation. Where applicable, amounts reported by subsidiaries, associates and structured entities have been adjusted to conform with the Company's accounting policies.

#### Subsidiaries

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

#### Investments in associates

Associates are entities over which the Company has significant influence but not control, generally accompanying a holding of between 20% to 50% of the voting rights. The financial results of the Company's investments in its associates are included in the Company's consolidated financial statements according to the equity method.

Subsequent to the acquisition date, the Company's share of profits or losses of associates is recognized in the consolidated statement of income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Company's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Company does not recognize further losses, unless it has incurred obligations or made payments on behalf of the associate.

Dilution gains and losses arising from changes in interests in investments in associates are recognized in the consolidated statement of income.

The Company assesses at each year-end whether there is any objective evidence that its interests in associates are impaired. If impaired, the carrying value of the Company's share of the underlying assets of associates is written down to its estimated recoverable amount (being the higher of fair value less cost to sell and value in use) and charged to the consolidated statement of income. In accordance with International Accounting Standard (IAS) 36, Impairment of Assets, impairment losses are reversed in subsequent years if the recoverable amount of the investment subsequently increases and the increase can be related objectively to an event occurring after the impairment was recognized.

Liability for redeemable units

Liability for redeemable units represents the units in Senvest Master Fund, L.P., Senvest Israel Partners, L.P. and Senvest Cyprus Recovery Investment Partners, L.P. Fund (the Funds or individually the Fund) that are not owned by the Company. Senvest Master Fund, L.P. and Senvest Israel Partners, L.P. have one class of units that may be redeemed as of the end of the first calendar quarter that occurs not less than one year after the date that such units were purchased and at the end of each calendar quarter thereafter. A second class may be redeemed as of the end of the first month that occurs not less than 25 months after the date such units were purchased and at the end of each calendar quarter thereafter. A third class may be redeemed as of the end of any calendar month; however, redemptions made within the first 24 months will be subject to a redemption fee of 3% to 5% which is payable to Senvest Master Fund, L.P. and Senvest Israel Partners, L.P. In addition there are notice periods of 30 to 60 days that must be given prior to any redemption. Senvest Cyprus Recovery Investment Partners, L.P. Fund has units that cannot be redeemed for at least two years. These units are recognized initially at fair value, net of any transaction costs incurred, and subsequently units are measured at the redemption amount.

Redeemable units are issued and redeemed at the holder's option at prices based on each Fund's net asset value per unit at the time of subscription or redemption. Each Fund's net asset value per unit is calculated by dividing the net assets attributable to the holders of each class of redeemable units by the total number of outstanding redeemable units for each respective class. In accordance with the provisions of the Funds' offering documents, investment positions are valued at the close price for the purpose of determining the net asset value per unit for subscriptions.

#### Non-controlling interests

Non-controlling interests represent equity interests in the structured entity owned by outside parties. The share of net assets of the structured entity attributable to non-controlling interests is presented as a component of equity. Their share of net income and comprehensive income is recognized directly in equity. Changes in the parent Company's ownership interest in the structured entity that do not result in a loss of control are accounted for as equity transactions.

#### Foreign currency translation

#### Functional currency

Items included in the financial statements of each of the Company's entities are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The functional currency of the parent Company is the US dollar.

#### Transactions and balances

Foreign currency transactions are translated into the relevant functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of foreign currency transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in currencies other than an entity's functional currency are recognized in the consolidated statement of income.

All foreign exchange gains and losses are presented in the consolidated statement of income in foreign exchange gain.

#### Consolidation and foreign operations

The financial statements of an entity that has a functional currency different from that of the parent Company are translated into US dollars as follows: assets and liabilities – at the closing rate at the date of the consolidated statement of financial position; and income and expenses – at the average rate for the period (as this is considered a reasonable approximation of actual rates). All resulting changes are recognized in other comprehensive income as currency translation differences.

When an entity disposes of its interest in a foreign operation, or loses control or significant influence over a foreign operation, the foreign exchange gains or losses accumulated in other comprehensive income related to the foreign operation are recognized in net income. If an entity disposes of part of an interest in a foreign operation which remains a subsidiary, a proportionate amount of foreign exchange gains or losses accumulated in other comprehensive income related to the subsidiary are reallocated between controlling and non-controlling interests.

#### Presentation currency

The Company has adopted the Canadian dollar as its presentation currency, which in the opinion of management is the most appropriate presentation currency. Historically, the Company's consolidated financial statements have been presented in Canadian dollars, and since the Company's shares are listed on a Canadian stock exchange, management believes it would better serve the use of shareholders to continue issuing consolidated financial statements in Canadian dollars. The US dollar consolidated financial statements described above are translated into the presentation currency as follows: assets and liabilities – at the closing rate at the date of the consolidated statement of financial position; and income and expenses – at the average rate for the period. All resulting changes are recognized in other comprehensive income as currency translation differences. Equity items are translated using the historical rate.

#### Cash and cash equivalents

Cash and cash equivalents consist of cash on hand, deposits held with banks and other short-term highly liquid investments with original maturities of three months or less.

#### **Financial instruments**

At initial recognition, the Company classifies its financial instruments in the following categories, depending on the purpose for which the instruments were acquired:

a) Financial assets and financial liabilities at fair value through profit or loss

#### Classification

The Company classifies its equity investments and other holdings, real estate investments and equities sold short and derivative liabilities as financial assets or financial liabilities at fair value through profit or loss. This category has two subcategories: financial assets or financial liabilities held for trading and those designated at fair value through profit or loss.

i) Financial assets and financial liabilities held for trading

A financial asset or financial liability is classified as held for trading if it is acquired or incurred principally for the purpose of selling or repurchasing in the near term or if on initial recognition it is part of a portfolio of identifiable financial investments that are managed together and for which there is evidence of a recent actual pattern of short-term profit taking. Derivatives are also categorized as held for trading. The Company does not classify any derivatives as hedges in a hedging relationship.

The Company makes short sales in which a borrowed security is sold in anticipation of a decline in the market value of that security, or it may use short sales for various arbitrage transactions.

From time to time, the Company enters into derivative financial instruments for speculative purposes. These instruments are marked to market, and the corresponding gains and losses for the year are recognized in the consolidated statement of income. The carrying value of these instruments is fair value, which approximates the gain or loss that would be realized if the position were closed out as at the consolidated statement of financial position date. The fair value is included in equity investments and other holdings if in an asset position or equities sold short and derivative liabilities if in a liability position.

ii) Financial assets designated as fair value through profit or loss

Financial assets designated as fair value through profit or loss are financial instruments that are not classified as held for trading but are managed, and their performance is evaluated on a fair value basis in accordance with the Company's documented investment strategy.

The Company's policy requires management to evaluate the information about these financial assets and financial liabilities on a fair value basis together with other related financial information.

Recognition, derecognition and measurement

Regular purchases and sales of investments are recognized on the trade date – the date on which the Company commits to purchase or sell the investment. Financial assets and financial liabilities at fair value through profit or loss are initially recognized at fair value. Transaction costs are expensed as incurred in the consolidated statement of income.

Subsequent to initial recognition, all financial assets at fair value through profit or loss are measured at fair value. Gains and losses arising from changes in the fair value of financial assets or financial liabilities at fair value through profit or loss are presented in the consolidated statement of income in net change in fair value of equity investments and other holdings or net change in fair value of real estate investments in the period in which they arise.

Dividend income from financial assets at fair value through profit or loss is recognized in the consolidated statement of income as net dividend income when the Company's right to receive payment is established. Dividend expense on equities sold short is included in net dividend income. Interest on debt securities at fair value through profit or loss is recognized in the consolidated statement of income in interest income based on the effective interest rate.

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

Financial assets and financial liabilities are offset and the net amount reported in the consolidated statement of financial position when there is a legally enforceable right to offset the recognized amounts and when there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

#### b) Loans and receivables

#### Classification

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. The Company's loans and receivables comprise cash and cash equivalents, restricted short-term investments and due from brokers, as well as loans to employees, which are included in other assets.

#### Recognition, derecognition and measurement

Loans and receivables are initially recognized at the amount expected to be received less, when applicable, a discount to reduce the loans and receivables to fair value. Subsequently, loans and receivables are measured at amortized cost using the effective interest method less a provision for impairment.

At each reporting date, the Company assesses whether there is objective evidence that a financial asset is impaired. If such evidence exists, the Company recognizes an impairment loss as follows:

- The loss is the difference between the amortized cost of the loan or receivable and the present value of the estimated future cash flows, discounted using the instrument's original effective interest rate. The carrying amount of the asset is reduced by this amount either directly or indirectly through the use of an allowance account.
- Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods if the amount of the loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized.
- c) Financial liabilities at amortized cost

#### Classification

Financial liabilities at amortized cost comprise trade and other payables, due to brokers, redemptions payable and subscriptions received in advance.

#### Recognition, derecognition and measurement

Trade and other payables are initially recognized at the amount required to be paid less, when applicable, a discount to reduce the payables to fair value. Subsequently, trade and other payables are measured at amortized cost using the effective interest method. Due to brokers, redemptions payable and subscriptions received in advance are recognized initially at fair value, net of any transaction costs incurred (where applicable), and subsequently at amortized cost using the effective interest method.

#### Due from and to brokers

Amounts due from and to brokers represent positive and negative cash balances or margin accounts, and pending trades on the purchase or sale of securities.

A provision for impairment of amounts due from brokers is established when there is objective evidence that the Company will not be able to collect all amounts due from the relevant broker. Significant financial difficulties of the broker, probability that the broker will enter bankruptcy or financial reorganization, and default in payments are considered indicators that the amount due from brokers is impaired. Once a financial asset or a group of similar financial assets has been written down as a result of an impairment loss, interest income is recognized using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss.

#### Income tax

Income tax comprises current and deferred tax. Income tax is recognized in the consolidated statement of income except to the extent that it relates to items recognized directly in equity, in which case the income tax is also recognized directly in equity.

Current income tax is calculated on the basis of the tax laws enacted or substantively enacted at the consolidated statement of financial position date in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognized, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill; deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted at the consolidated statement of financial position date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be used.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Company and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

#### Interest income and dividend income

#### Interest income

Interest income is recognized using the effective interest method. It includes interest income from cash and cash equivalents and interest on debt securities at fair value through profit or loss.

#### Dividend income

Dividend income is recognized when the Company's right to receive payments is established.

#### **Transaction costs**

Transaction costs are incremental costs that are directly attributable to the acquisition, issue or disposal of an investment.

Transaction costs related to financial assets and financial liabilities at fair value through profit or loss are expensed as incurred. Transaction costs for all other financial instruments are capitalized, except for instruments with maturity dates, in which case transaction costs are amortized over the expected life of the instrument using the effective interest method.

#### **Employee benefits**

Post-employment benefit obligations

Employees of companies included in these consolidated financial statements have entitlements under Company pension plans which are defined contribution pension plans. The cost of defined contribution pension plans is charged to expense as the contributions become payable and is included in the same line item as the related compensation cost in the consolidated statement of income.

#### Share-based payments

The Company grants stock options to certain employees, directors and senior executives. Stock options vest on the grant date and expire after 10 years. The fair value of each award is measured at the date of grant using the Black-Scholes option pricing model. The stock option plan allows the employees, directors and senior executives the choice whether to settle in cash or equity instruments. The liability incurred is measured at fair value, and the Company recognizes immediately the compensation expense and a liability payable for the option. The fair value of the liability is remeasured at each reporting date and at the settlement date. Any changes in fair value are recognized in profit or loss as share-based compensation expense for the year. If the entity pays in cash on settlement rather than by issuing equity instruments, that payment will be applied to settle the liability in full.

#### Share capital

Common shares are classified as equity. Incremental costs directly attributable to the issue of new common shares or options are recorded in equity as a deduction, net of tax, from the proceeds.

#### **Dividend distribution**

Dividends on the Company's common shares are recognized in the Company's consolidated statement of changes in equity in the year in which the dividends are declared and approved by the Company's Board.

#### Earnings per share

Basic earnings per share is calculated by dividing the net income for the year attributable to equity owners of the parent by the weighted average number of common shares outstanding during the year.

Diluted earnings per share are calculated by adjusting the weighted average number of common shares outstanding to assume conversion of all potentially dilutive instruments. The Company's potentially dilutive common shares comprise stock options granted to employees, directors and senior executives. In calculating diluted earnings per share, the assumed proceeds on exercise of options are regarded as having been used to repurchase common shares at the average market price during the year.

#### New and amended accounting standards adopted in 2014

The following standards have been adopted by the Company for the first time for the financial year beginning on January 1, 2014:

- Amendment to IAS 32, Financial Instruments: Presentation, clarifies the circumstances in which financial assets and financial liabilities may be offset on the consolidated statement of financial position. The amendment is effective for years beginning on or after January 1, 2014. The adoption of the amendment to IAS 32 did have a significant impact on the consolidated financial statements (note 5(b)).
- Amendment to IFRS 2, Share-based Payment, clarifies the definition of vesting conditions. The amendment applies to share-based payment transactions for which the grant date is on or after July 1, 2014. The adoption of the amendment to IFRS 2 did not have a significant impact on the consolidated financial statements.
- Amendment to IAS 36, Impairment of Assets, relates to impaired asset disclosure requirements that will be effective for the years beginning on or after January 1, 2014. The adoption of the amendment to IAS 36 did not have a significant impact on the consolidated financial statements.
- IFRS 12, Disclosure of Interests in Other Entities, and IAS 27, Separate Financial Statements (amended in 2011), are amended to introduce disclosures that an investment entity needs to make. These amendments are effective for years beginning on or after January 1, 2014 and did not have a significant impact on the consolidated financial statements.

#### Accounting standards and amendments issued but not yet applied

The following improvements were effective for years beginning on or after July 1, 2014 and are not expected to have a significant impact on the consolidated financial statements:

- IFRS 8, Operating Segments, has been amended to require disclosure of judgments made by management in aggregating segments and to require a reconciliation of segment assets to the entity's assets when segment assets are reported. This amendment was effective on July 1, 2014.
- IAS 24, Related Party Disclosures, has been amended to revise the definition of related party to include an entity that provides key management personnel services to the reporting entity or its parent, and to clarify the related disclosure requirements.

The Company presents the developments that are relevant to its activities and transactions. The following revised standard and amendments are effective for annual periods beginning on or after January 1, 2015 and have not been applied in preparing these consolidated financial statements. The Company has not early adopted this standard and amendments.

- Amends IAS 27 to restore the option to use the equity method to account for investments in subsidiaries, joint ventures and associates in an entity's separate financial statements.
- Amends IFRS 1 to permit use of the business combinations exemption for investments in subsidiaries accounted for using the equity method in the separate financial statements of the first-time adopter.
- IFRS 15, Revenue from Contracts with Customers, deals with revenue recognition and establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Revenue is recognized when a customer obtains control of a good or service and thus has the ability to direct the use and obtain the benefits from the good or service. The standard replaces IAS 18, Revenue, and IAS 11, Construction Contracts, and related interpretations. The standard is effective for annual periods beginning on or after January 1, 2017 and earlier application is permitted. The Company is assessing the impact of IFRS 15.
- IFRS 9, Financial Instruments, was issued in November 2009. It addresses classification, measurement and recognition of financial assets and financial liabilities and replaces the multiple category and measurement models for debt instruments in IAS 39, Financial Instruments: Recognition and Measurement, with a new mixed measurement model with only two categories: amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments, and such instruments are either recognized at fair value through profit or loss or at fair value through other comprehensive income. Where such equity instruments are measured at fair value through other comprehensive income, dividends, to the extent not clearly representing a return of investment, are recognized in profit or loss; however, other gains and losses (including impairments) associated with such instruments remain in accumulated other comprehensive income indefinitely.

Requirements for financial liabilities were added in October 2010, and they largely carried forward existing requirements in IAS 39, except that fair value changes due to credit risk for liabilities designated at fair value through profit or loss would generally be recorded in other comprehensive income. The effective date of this standard is January 1, 2018.

IFRS 9 was amended in November 2013, mainly to include guidance on hedge accounting; allow entities to early adopt the requirement to recognize changes in fair value attributable to changes in an entity's own credit risk from financial liabilities designated under the fair value option in other comprehensive income (without having to adopt the remainder of IFRS 9); and remove the previous mandatory effective date of January 1, 2015, although the standard is available for early adoption. The Company is currently assessing the impact of this standard on the consolidated financial statements.

#### 3 Critical accounting estimates and judgments

#### **Critical accounting estimates**

The Company makes estimates and assumptions concerning the future that will, by definition, seldom equal actual results. The following are the estimates applied by management that most significantly affect the Company's consolidated financial statements. These estimates have a significant risk of causing a significant adjustment to the carrying amounts of assets and liabilities within the next financial year.

#### Fair value of financial instruments

The fair value of financial instruments where no active market exists or where listed prices are not otherwise available are determined by using valuation techniques. In these cases, the fair values are estimated from observable data in respect of similar financial instruments or by using models. Where market observable inputs are not available, they are estimated based on appropriate assumptions. To the extent practical, models use only observable data; however, areas such as credit risk (both the Company's own credit risk and counterparty credit risk), volatilities and correlations require management to make estimates.

Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Refer to note 15 for risk sensitivity information for financial instruments.

#### **Income taxes**

The Company is subject to income taxes in numerous jurisdictions. Significant judgment is required in determining the consolidated provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the year in which such determination is made.

#### **Critical accounting judgments**

Consolidation of entities in which the Company holds less than 50% of the voting rights

Management considers that the Company has de facto control of RIMA Senvest Management L.L.C. (RIMA), even though it has no shareholding in this structured entity, because of the Company's board representation and the contractual terms of the investment advisory agreement. RIMA is the investment adviser to the Funds, and in turn the Company is the investment sub-adviser to the Funds. As compensation for its investment sub-advisory services, the Company is entitled to receive 60% of the management and incentive fees earned by RIMA, its structured entity, each fiscal year.

Management considers that the Company has control of Senvest Master Fund, L.P., Senvest Israel Partners, L.P. and Senvest Cyprus Recovery Investment Partners, L.P. even though the Company has less than 50% of the voting rights in each of the Funds. The Company assessed that the removal rights of non-affiliated unitholders are exercisable but not strong enough given the Company's decision-making authority over relevant activities, the remuneration to which it is entitled and its exposure to returns. The Company, through its structured entity, is the majority unitholder of each of the Funds and acts as a principal while there are no other unitholders forming a group to exercise their votes collectively.

#### 4 Cash and cash equivalents

	2014 \$	2013 \$
Cash on hand and on deposit Short-term investments	16,223 40	12,452 66
	16,263	12,518

#### 5 Credit facilities and due to brokers

#### a) Credit facilities

#### Bank advances

In 2013, the Company renegotiated its credit facility with a bank and has available a demand revolving loan (credit facility) and a guarantee facility. The credit facility is in the amount of 3,000 and is payable on demand. As at December 31, 2014, nil was outstanding (2013 - nil). Under the credit facility, the Company may, upon delivery of a required notice, opt to pay interest at the bank's prime rate plus 0.25% or LIBOR plus 1.75% per annum. All of the credit facility available is also available by way of banker's acceptances plus a stamping fee of 1.75% per annum, or by US dollar advances. As at December 31, 2014 and 2013, no banker's acceptances were outstanding.

#### Guarantee facility

The Company also has available a 450,000 euro guarantee facility (2013 - 12,250,000 euros) to issue standby letters of credit on behalf of the Company. A fee of 1.0% per annum on the face amount of each standby letter of credit applies. All amounts paid by the bank under the guarantee facility are payable on demand. In February 2014, a 12,000,000 euro letter of credit entered into in June 2013 was terminated and the restricted funds that were used to secure the letter of credit became available for general use. At December 31, 2014, no standby letters of credit were outstanding; however, the Company has provided a \$455 (2013 - \$16,908) term deposit to guarantee future letters of credit. This term deposit has been disclosed in restricted short-term investments on the consolidated statement of financial position.

In addition, a first ranking movable hypothec in the amount of \$30,000 on all of the Company's assets has been granted as collateral for both the credit and guarantee facilities. According to the terms of the facilities, the Company is required to comply with certain financial covenants. During the years ended December 31, 2014 and 2013, the Company met the requirements of all the covenants.

#### b) Due to brokers

The Company has margin facilities with its prime brokers. As at December 31, 2014 and 2013, the Company's amounts due to brokers have no specific repayment terms, and they are governed by the margin terms set forth in the prime brokerage agreements. As at December 31, 2014, listed equity securities and due from brokers amounting to \$1,825,001 have been pledged as collateral (2013 – \$1,159,982). The fair value of the collateral listed equity securities is calculated daily and compared to the Company's margin limits. The prime brokers can at any time demand full or partial repayment of the margin balances and any interest thereon or demand the delivery of additional assets as collateral.

Amendments to IAS 32 which were adopted by the Company on January 1, 2014 clarified the circumstances in which financial assets and financial liabilities may be offset on the consolidated statement of financial position, including the legal right to offset and the intention to settle on a net basis. The terms in the prime brokerage agreements permit the prime broker to settle margin balances with cash accounts or collateral. As a result, the Company adopted IAS 32 and netted cash balances (due from broker) against margin balances (due to broker) held at the same broker. Adjustments to the December 31, 2013 consolidated statement of financial position changed the due from broker balance to \$625 from \$24,446 and total assets to \$1,400,326 from \$1,424,147 and the due to broker balance to \$184,177 from \$207,998 and total liabilities to \$769,964 from \$793,785.

## 6 Equity investments and other holdings, equities sold short and derivative liabilities

### Equity investments and other holdings

	Note	2014 \$	2013 \$
Assets Financial assets held for trading Equity securities Debt securities Derivative financial assets	6(a) _	1,645,233 64,141 36,490 1,745,864	1,159,138 89,650 15,458 1,264,246
Financial assets designated as fair value through profit or loss Equity securities Unlisted equity securities Structured fixed income fund units Talmer Bancorp, Inc. Other	6(b) 6(c) 6(d) _	2,109 6,544 3,883 - 12,140 1,770,540	2,853 5,676 3,257 30,949 5,425 1,312,406
Current portion	-	1,745,864	1,263,222
Non-current portion	_	24,676	49,184
Equities sold short and derivative liabilities			
	Note	2014 \$	2013 \$
Liabilities Financial liabilities held for trading Equities sold short Listed equity securities (proceeds \$603,510;			
2013 – \$88,433) Derivative financial liabilities (proceeds \$14,006;		543,418	108,402
2013 – \$6,835)	6(a)	12,483	3,170
	_	555,901	111,572

a) From time to time, the Company enters into derivative financial instruments consisting primarily of warrants and options to purchase or sell equity indices and currencies. The following tables list the notional amounts, fair values of derivative financial assets and financial liabilities and net change in fair value by contract type, including options, warrants, rights and options sold short included in equity investments and other holdings or equities sold short and derivative liabilities:

				As at December 31, 2014	For the year ended December 31, 2014
	Notional value \$	Fair value of derivative financial assets \$	Notional value \$	Fair value of derivative financial liabilities \$	Net change in fair value \$
Equity options Warrants and rights Foreign currency options	126,294 78,134 613,763	17,968 5,831 12,691	128,945 - -	12,483 - -	3,510 136 5,364
		36,490		12,483	9,010
				As at December 31, 2013	For the year ended December 31, 2013
	Notional value \$	Fair value of derivative financial assets \$	Notional value \$	Fair value of derivative financial liabilities \$	Net change in fair value \$
Equity options Rights Warrants Foreign currency options	103,806 537 13,997 478,620	12,545 - 380 2,533	79,078 - - -	3,170	12,771 (17) 1,589 (983)
		15,458		3,170	13,360

- b) This holding is an investment in shares of a private entity that invests in US residential mortgage-backed securities (RMBS) structured bonds that represent claims on the cash flows from pools of residential mortgage loans. There is no established market for this investment.
- c) In February 2014, Talmer Bancorp, Inc. went public and started trading on the NASDAQ stock exchange under the symbol TLMR. This holding is included with the equity securities under financial assets held for trading as at December 31, 2014.
- d) These holdings are in private entities whose shares/units do not trade in an active market. There is no established market for these securities. The most likely scenario of a disposal of these holdings is an eventual sale of the underlying entities.

#### 7 Investments in associates

The Company has invested in a number of individually insignificant associates that are accounted for using the equity method. The aggregated financial information on these associates are as follows:

	2014 \$	2013 \$
Aggregate carrying amount of individually immaterial associates	11,164	18,458
Aggregate amounts of the Company's share of: Profit (loss) from continuing operations Total comprehensive income (loss)	1,870 1,870	(9,909) (9,909)

#### Commitments, contingent liabilities and borrowing arrangements of associates

There are no commitments, contingent liabilities or borrowing arrangements relating to the Company's interests in the associates.

#### 8 Real estate investments

Real estate investments comprise the following:

	Note	2014 \$	2013 \$
Financial assets designated as fair value through profit or loss Investments in private entities Investments in real estate income trusts	8(a) 8(b)	15,542 21,441	12,862 19,579
		36,983	32,441
Non-current portion		36,983	32,441

a) These investments are minority interests in private entities whose main assets are real estate properties. There is no established market for these investments. The most likely scenario for a disposal of these investments is an eventual sale of the underlying real estate properties.

In 2014 and 2013, distributions received from interests in private entities represented a return of capital and were deducted from the cost of the investments. On the consolidated statement of income.

b) These real estate investments are US real estate income trusts (commonly referred to as REITs). A REIT is an entity that owns and operates income-producing real estate and annually distributes to its holders at least 90% of its taxable income. The Company's investments are non-publicly traded REITs. There is no established market for these REITs. The most likely scenario for a disposal of these holdings is an eventual sale of the underlying real estate properties of the REITs and the distribution to their holders.

In 2014 and 2013, distributions received from a REIT are included in net change in fair value of real estate investments on the consolidated statements of income.

#### 9 Financial instruments by category and related income, expenses and gains and losses

					2014	
	Assets (liabilities) at fair value through profit or loss		_	Financial		
	Held for trading \$	Designated \$	Loans and receivables \$	liabilities at amortized cost \$	Total \$	
Assets (liabilities) as per consolidated statement of financial position						
Cash and cash equivalents	-	-	16,263	-	16,263	
Restricted short-term investments	-	-	455	-	455	
Due from brokers			177,659	-	177,659	
Equity investments and other holdings	1,745,864	24,676	-	-	1,770,540	
Real estate investments	-	36,983	-	-	36,983	
Other assets*	-	-	326	-	326	
Trade and other payables	-	-	-	(30,348)	(30,348)	
Due to brokers	-	-	-	(16,541)	(16,541)	
Equities sold short and derivative liabilities Redemptions payable	(555,901)	-	-	- (1,819)	(555,901) (1,819)	
Subscriptions received in advance	-	-	-	(5,858)	(5,858)	
Subscriptions received in advance		-		(3,030)	(0,000)	
	1,189,963	61,659	194,703	(54,566)	1,391,759	
Amounts recognized in consolidated statement of income						
Net change in fair value	228,464	7,135	-	-	235,599	
Interest income (expense)	2,741	-	49	(5,125)	(2,335)	
Net dividend income	8,648	163	-	-	8,811	
	239,853	7,298	49	(5,125)	242,075	
	209,000	1,230	49	(3,123)	242,010	

\* Includes loans to employees, but excludes capital assets and other non-financial assets.

# Senvest Capital Inc. Notes to Consolidated Financial Statements December 31, 2014 and 2013

(in thousands of Canadian dollars unless otherwise stated)

					2013
	Assets (liabilities) at fair value through profit or loss		value through		
	Held for trading \$	Designated \$	Loans and receivables \$	liabilities at amortized cost \$	Total \$
Assets (liabilities) as per consolidated					
statement of financial position					
Cash and cash equivalents	-	-	12,518	-	12,518
Restricted short-term investments	-	-	16,908	-	16,908
Due from brokers	-	-	625	-	625
Equity investments and other holdings	1,264,246	48,160	-	-	1,312,406
Real estate investments	-	32,441	-	-	32,441
Other assets*	-	-	1,209	-	1,209
Trade and other payables	-	-	-	(35,585)	(35,585)
Due to brokers	-	-	-	(184,177)	(184,177)
Equities sold short and derivative liabilities	(111,572)	-	-	-	(111,572)
Redemptions payable	-	-	-	(17,441)	(17,441)
Subscriptions received in advance	-	-	-	(9,753)	(9,753)
	1,152,674	80,601	31,260	(246,956)	1,017,579
Amounts recognized in consolidated statement of income					
Net change in fair value	463.639	10,556	_	_	474,195
Interest income (expense)	6,115	10,000	43	(3,450)	2,708
Net dividend income	9,839	358	+5	(3,430)	10,197
	0,000	000			10,107
	479,593	10,914	43	(3,450)	487,100

\* Includes loans to employees, but excludes capital assets and other non-financial assets.

#### 10 Income taxes

a) Income tax expense

	2014 \$	2013 \$
Current tax		
Current tax on income for the year	11,665	8,780
Adjustments in respect of prior years	459	172
	12,124	8,952
Deferred tax		
Origination and reversal of temporary differences	9,150	15,967
	21,274	24,919

The tax on the Company's income before income tax differs from the theoretical amount that would arise using the federal and provincial statutory tax rate applicable to income of the consolidated entities as follows:

	2014 \$	2013 \$
Income before income tax	162,453	268,248
Income tax expense based on statutory rate of 26.9%		
(2013 – 26.9%)	43,700	72,159
Prior year adjustments	703	<sup>´</sup> 173
Difference in tax rate	(20,589)	(39,101)
Portion of income taxable in hands of		
non-controlling interests	(6,423)	(9,909)
Non-deductible expenses	226	1,361
Foreign exchange	2,949	-
Unrecognized deferred income tax assets	813	-
Other	(105)	236
Income tax expense	21,274	24,919

The applicable statutory tax rate is 26.9% in 2014 (2013 - 26.9%). The Company's applicable statutory tax rate is the Canadian federal and provincial combined rate applicable in the jurisdictions in which the Company operates.

On February 11, 2014, the federal Minister of Finance presented the majority government's 2014 Federal Budget (the "Budget"). The Budget proposed income tax changes to parts of Canada's foreign affiliate regime effective January 1, 2015. These proposals came into law in December 2014. These changes will have an effect on the mechanism by which certain foreign income of the Company is taxed in Canada. These changes did not have an effect for the period covered by the Company's 2014 financial statements. However, they will negatively impact the Company's income tax expense and income tax liability, as well as the Company's cash flow, for 2015 and future taxation years. As these changes relate to future taxation years, the Company cannot quantify the potential impact of these changes at the current time.

b) The analysis of deferred income tax assets and liabilities is as follows:

	2014 \$	2013 \$
<b>Deferred income tax assets</b> Deferred tax assets to be settled After more than 12 months Within 12 months	607	607 -
Deferred income tax assets	607	607
Deferred income tax liabilities Deferred tax liabilities to be settled After more than 12 months Within 12 months	36,209	24,439
Deferred income tax liabilities	36,209	24,439

The movement in deferred income tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows.

Deferred income tax assets	Equity investments and other holdings \$	Deferred performance compensation \$	Investments in associates \$	Real estate investments \$	Tax loss carry- forward \$	Other \$	Total \$
As at December 31, 2012	331	1,775	1,097	354	1,680	27	5,264
Credited (charged) to consolidated statement of income Foreign exchange differences	(22)	(1,836) 61	(1,136) 39	(11) 24	(1,371) 72	(29) 2	(4,405) 221
As at December 31, 2013	332	-	-	367	381	-	1,080
Credited (charged) to consolidated statement of income Foreign exchange differences	(259)	-	-	(2) 33	(396) 15	-	(657) 65
As at December 31, 2014	90	-	-	398	-	-	488

Deferred income tax liabilities	Equity investments and other holdings \$	Investments in associates \$	Real estate investments \$	Other \$	Total \$
As at December 31, 2012	201	11,149	786	-	12,136
Charged (credited) to consolidated statement of income Foreign exchange differences	597 34	7,190 1,004	255 63	3,519 114	11,561 1,215
As at December 31, 2013	832	19,343	1,104	3,633	24,912
Charged (credited) to consolidated statement of income Foreign exchange differences	1,072 130	6,552 2,081	(410) 80	1,280 394	8,494 2,685
As at December 31, 2014	2,034	27,976	774	5,307	36,091

Deferred income tax liabilities of 7,110 (2013 - 5,180) have not been recognized for the withholding and other taxes that would be payable on the unremitted earnings of certain subsidiaries. Such amounts are permanently reinvested. Unremitted earnings totalled 52,916 as at December 31, 2014 (2013 - 41,109).

#### 11 Share capital

#### Authorized

Unlimited number of common shares, without par value

Movements in the Company's share capital are as follows:

		2014		2013
	Number	Amount	Number	Amount
	of shares	\$	of shares	\$
Balance – Beginning of year	2,801,624	15,499	2,820,424	12,983
Shares repurchased	(12,800)	(69)	(51,800)	(266)
Issued for exercise of options	5,500	661	33,000	2,782
Balance – End of year	2,794,324	16,091	2,801,624	15,499

In 2014, the Company began a normal course issuer bid to purchase a maximum of 130,000 of its own common shares before June 24, 2015. In 2014, the Company purchased 12,800 common shares (2013 - 51,800) for a total cash consideration of \$1,895 (2013 - \$5,225). The excess of the consideration paid over the stated capital was charged to retained earnings in the consolidated statement of changes in equity.

No dividends were declared in 2014 or 2013.

#### 12 Share-based payments

The Company has two fixed share option plans which were established for employees, directors and senior executives. Under the first plan, the Company may grant options for up to 335,500 common shares, all of which have been fully granted to date. Under the second plan, the Company may grant options for up to 520,000 common shares, of which 441,000 options for common shares have been granted to date (2013 - 441,000), leaving a balance of 79,000 shares available to be issued under the plan (2013 - 79,000). Under both plans, options vest on the grant date. The plans permit employees, directors and senior executives to require that the Company settle the intrinsic fair value of the options for cash. The exercise price of each option may not be lower than the market price of the Company's shares on the day preceding the date of grant. The options expire after 10 years.

a) Movements in the number of share options outstanding and their related weighted average exercise prices are as follows:

	2014			2013
	Number of options	Weighted average exercise price \$	Number of options	Weighted average exercise price \$
Options outstanding – Beginning of year Exercised for shares Redeemed and cancelled for cash	53,500 (5,500) -	21.13 17.00 -	98,000 (33,000) (11,500)	20.23 18.95 21.02
Options outstanding – End of year	48,000	21.50	53,500	21.13
Options exercisable – End of year	48,000	21.50	53,500	21.13

For the year ended December 31, 2014, the weighted average share price at the time of exercise was \$120.20 (2013 – \$88.06).

Under both plans, a liability for each option is calculated based on the fair value of the options at the consolidated statement of financial position date. As a result, the related share-based compensation expense for the year was 62 (2013 - 44,273). The total value of the liability for vested benefits is 6,233 (2013 - 6,192).

# Senvest Capital Inc. Notes to Consolidated Financial Statements December 31, 2014 and 2013

(in thousands of Canadian dollars unless otherwise stated)

b) Options outstanding, all of which are exercisable, are as follows:

			2014				2013
Options outstanding			Options outstanding			outstanding	
Range of exercise price \$	Number of options	Weighted average remaining contractual life (in years)	Weighted average exercise price \$	Range of exercise price \$	Number of options	Weighted average remaining contractual life (in years)	Weighted average exercise price \$
-	-	-	-	17.00	5,500	1.0	17.00
21.50	48,000	1.0	21.50	21.50	48,000	2.0	21.50
	48,000	-	21.50		53,500	-	21.13

# **13** Earnings per share

a) Basic

	2014 \$	2013 \$
Net income attributable to owners of the parent Weighted average number of outstanding common shares	117,298 2,799,016	206,516 2,821,446
Basic earnings per share	41.91	73.20

b) Diluted

	2014 \$	2013 \$
Net income attributable to owners of the parent	117,298	206,516
Removal of share-based payments due to assumption that all options were exercised, net of tax recovery	62	4,684
Net income used to determine diluted earnings per share	117,360	211,200
Weighted average number of outstanding common shares issued Weighted average number of common shares issued on assumed exercise of share options in excess of common shares	2,799,016	2,821,446
assumed repurchased	52,445	77,681
Common shares repurchased and cancelled under assumption of normal course issuer bid	(7,295)	(16,368)
Weighted average number of outstanding common shares for diluted earnings per share	2,844,166	2,882,759
Diluted earnings per share	41.26	73.20

# 14 Supplementary information to consolidated statements of cash flows

a) Adjustments for non-cash items are as follows:

	Note	2014 \$	2013 \$
Net change in fair value of equity investments and			(474.007)
other holdings		(233,058)	(474,337)
Amortization of discounts and premiums Net change in fair value of real estate investments		- (2,541)	21 142
Share of profit (loss) of associates, adjusted for		(2,041)	142
distributions received		(1,870)	9,909
Share-based compensation expense, adjusted for		( ) )	- ,
settlements paid		(496)	2,110
Change in redemption amount of redeemable units		80,407	162,001
Deferred income tax	10(a) _	9,150	15,967
		(	
	_	(148,408)	(284,187)

b) Changes in working capital items are as follows:

	2014 \$	2013 \$
Decrease (increase) in Due from brokers Income taxes receivable Other assets	(168,541) (154) 548	1,376 - (1,379)
Increase (decrease) in Trade and other payables Due to brokers Income taxes payable	(8,061) (175,558) (1,589)	26,511 68,220 5,514
	(353,355)	100,242

#### 15 Financial risks and fair value

#### **Financial risk factors**

The Company's activities expose it to a variety of financial risks: market risk (including fair value interest rate risk, cash flow interest rate risk, currency risk and equity price risk), credit risk and liquidity risk.

The Company's overall risk management program seeks to maximize the returns derived for the level of risk to which the Company is exposed and seeks to minimize potential adverse effects on the Company's financial performance. Managing these risks is carried out by management under policies approved by the Board.

The Company uses different methods to measure and manage the various types of risk to which it is exposed; these methods are explained below.

#### Market risk

Fair value and cash flow interest rate risks

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate as a result of changes in market interest rates.

The majority of the Company's debt is based on floating rates which expose the Company to cash flow interest rate risk. The Company does not have a long-term stream of cash flows that it can match against this type of fixed debt, so it prefers to use short-term floating rate debt. The Company does not mitigate its exposure to interest rate fluctuation on floating rate debt. If interest rates spike, then the Company could enter into interest rate swaps or more probably just reduce its debt level. As at December 31, 2014, the Company has listed equity securities of 1,647,342 (2013 – 1,159,357). It can sell these securities to reduce its floating rate debt. As at December 31, 2014, a 1%, (2013 – 1%) increase or decrease in interest rates, with all other variables remaining constant, would impact interest expense by approximately 165 over the next 12 months (2013 – 1,842).

The Company's exposure to interest rate risk is summarized as follows:

	2014	2013
Cash and cash equivalents Restricted short-term investments Debt securities Loans to employees Credit facilities	Between nil and 1.12% Between 0.3% and 1.42% Between 1.579% and 11.0% Non-interest bearing	Between nil and 1.25% Between 1.1% and 1.3% Between 4.0% and 8.875% Non-interest bearing
Bank advances Guarantee facility Trade and other payables Due to brokers	Prime rate plus 0.20% 1.0% Non-interest bearing 0.00% to 4.12%	Prime rate plus 0.25% 1.0% Non-interest bearing 0.1% to 3.7%

The Company also holds debt securities held for trading of 64,141 (2013 - 889,650). Debt securities are usually highly sensitive to interest rate changes. Theoretically, when interest rates rise, it causes the value of debt securities to decline. The opposite generally happens when interest rates fall, then debt securities usually rise in value. However, interest rates are only one factor affecting the value of debt securities. Other factors such as the creditworthiness of the issuer and the spreads attached thereto, the state of the economy or market sentiment can also have a significant effect on debt securities. At any time, one or more factors may have more or less of an effect on the fair value of debt securities than the change in interest rates. If all other factors are assumed not to change, then a change of 100 basis points in the yield to maturity will affect the fair value of the debt securities held for trading as follows.

Estimated effect on the fair value of debt securities due to:

	2014 \$	2013 \$
An increase of 100 basis points in the yield to maturity	(2,192)	(4,359)
A decrease of 100 basis points in the yield to maturity	2,316	4,610

#### Currency risk

Currency risk is the risk that the value of monetary financial assets and financial liabilities denominated in foreign currencies will vary as a result of changes in underlying foreign exchange rates. The Company is exposed to currency risk due to potential variations in currencies other than the US dollar. The following tables summarize the Company's main monetary financial assets and financial liabilities whose fair value is predominantly determined in currencies other than the US dollar, the Company's functional currency, and the effect on pre-tax net income of a 10% change in currency exchange rates:

				2014
	Financial assets \$	Financial liabilities \$	Net exposure \$	Net effect of a 10% increase or decrease \$
Japanese yen	-	(141,489)	(141,489)	(14,149)
Canadian dollar	20,097	(48,774)	(28,677)	(2,868)
Euro	155,542	(204,078)	(48,536)	(4,854)
Israeli shekel	18,955	(14,362)	`4,593´	<b>459</b>
British pound sterling	5,490	(3)	5,487	549
Swiss franc	9,395	(56,937)	(47,542)	(4,754)
Norwegian krone	9,264	(6,890)	2,374	237
Argentine peso	13,337	-	13,337	1,334
Mexican peso	243	(4,086)	(3,843)	(384)
	232,323	(476,619)	(244,296)	(24,430)
				2013
	Financial assets \$	Financial liabilities \$	Net exposure \$	Net effect of a 10% increase or decrease \$
Japanese yen	-	(55,862)	(55,862)	(5,586)
Canadian dollar	28,901	(49,830)	(20,929)	(2,093)
Euro	30,785	(21,169)	9,616	961
Israeli shekel	17,200	(10,352)	6,848	685
British pound sterling	8,610	<b>`(3,459</b> )	5,151	515
Swiss franc	7,660	(3,810)	3,850	385
Argentine peso	12,000	-	12,000	1,200
	105,156	(144,482)	(39,326)	(3,933)

2014

#### Price risk

Price risk is the risk that the fair value of equity investments and other holdings and equities sold short and derivative liabilities will vary as a result of changes in the market prices of the holdings. The majority of the Company's equity investments and other holdings and all of the equities sold short are based on quoted market prices as at the consolidated statement of financial position date. Changes in the market price of quoted securities may be related to a change in the financial outlook of the investee entities or due to the market in general. Where non-monetary financial instruments – for example, equity securities – are denominated in currencies other than the US dollar, the price, initially expressed in a foreign currency and then converted into US dollars, will also fluctuate because of changes in foreign exchange rates.

Equities sold short represent obligations of the Company to make future delivery of specific securities and create an obligation to purchase the security at market prices prevailing at the later delivery date. This creates the risk that the Company's ultimate obligation to satisfy the delivery requirements will exceed the amount of the proceeds initially received or the liability recorded in the consolidated financial statements.

The Company's equity investments and other holdings have a downside risk limited to their carrying value, while the risk of equities sold short and derivative liabilities is open ended. The Company is subject to commercial margin requirements which act as a barrier to the open-ended risks of the equities sold short and derivative liabilities. The Company closely monitors both its equity investments and other holdings and its equities sold short and derivative liabilities.

The impact of a **30**% change in the market prices of the Company's listed equity investments and equities sold short would be as follows:

			2014
	Fair value \$	Estimated fair value with a 30% price increase \$	Estimated fair value with a 30% price decrease \$
Equity investments and other holdings Listed equity securities Equities sold short	1,647,342 (543,418)	2,141,545 (706,443)	1,153,139 (380,393)
Pre-tax impact on net income		331,178	(331,178)

			2013
	Fair value \$	Estimated fair value with a 30% price increase \$	Estimated fair value with a 30% price decrease \$
Equity investments and other holdings Listed equity securities Equities sold short	1,159,357 (108,402)	1,507,164 (140,923)	811,550 (75,881)
Pre-tax impact on net income		315,286	(315,286)

The above analysis assumes that listed equity investments and equities sold short would increase or decrease at the same rate. As these portfolios are not hedged together, a change in market prices will affect each differently.

### Credit risk

Credit risk is the risk that a counterparty will fail to fulfill its obligations under a contract and will cause the Company to suffer a loss.

All transactions in listed securities are settled or paid for upon delivery using approved brokers. The risk of default is considered minimal, as delivery of securities sold is executed only once the broker has received payment. Payment is made on a purchase once the securities have been received by the broker. The trade will fail if either party fails to meet its obligations.

The Company is also exposed to counterparty credit risk on its cash and cash equivalents, restricted short term investment and due from brokers.

The Company manages counterparty credit risk by dealing only with parties approved by the Board.

From time to time, the Company enters into derivative financial instruments consisting primarily of warrants and options to purchase or sell equity indices and currencies. These derivative instruments are marked to market. There is deemed to be no credit risk for the options because they are traded on exchanges. The warrant contracts are not traded on an exchange and allow the Company to purchase underlying equities at a fixed price.

The credit quality of financial assets that are neither past due nor impaired can be assessed by reference to external credit ratings (if available on Standard & Poor's, Moody's or Fitch ratings agencies) or to historical information about counterparty default rates. Credit ratings are presented using Standard & Poor's rating scale as follows:

Financial instrument	Rating	2014 \$	2013 \$
Cash and cash equivalents Restricted short-term investments Due from brokers Debt securities Debt securities Debt securities	A A A B CCC and below	16,263 455 177,659 - 3,096 61,045	12,518 16,908 625 5,071 84,579
Counterparties without external credit rating	]	2014 \$	2013 \$
Loans to employees*		326	1,209

\* Related parties with which the Company has not experienced defaults in the past.

### Liquidity risk

Liquidity risk is the risk the Company will encounter difficulties in meeting its financial obligations. The Company's largest assets are equity investments and other holdings. Most of these assets are made up of equities in listed companies which can be liquidated in a relatively short time. Due to its large investments in liquid assets, the Company believes that it has sufficient resources to meet its obligations as they came due.

All financial liabilities other than equities sold short and derivative liabilities as at the consolidated statement of financial position date mature or are expected to be repaid within one year (2013 – one year). The liquidity risk related to these liabilities is managed by maintaining a portfolio of liquid investment assets.

#### **Capital risk management**

The Company's objective when managing its capital is to maintain a solid capital structure appropriate for the nature of its business. The Company considers its capital to be its equity. The Company manages its capital structure in light of changes in economic conditions. To maintain or adjust its capital structure, the Company initiates normal course issuer bids or adjusts the amount of dividends paid. The Company monitors capital on the basis of its debt-to-capital ratio, which is as follows:

	2014	2013
Total liabilities	\$1,198,402	\$769,964
Total equity	\$821,740	\$630,362
Debt-to-capital ratio	1.46	1.22

The Company's objective is to maintain a debt-to-capital ratio below 2.0. The Company believes that limiting its debt-to-capital ratio in this manner is the best way to monitor risk. The Company does not have any externally imposed restrictive covenants or capital requirements.

### Fair value estimation

The tables below analyze financial instruments carried at fair value, by the valuation method. The different levels have been defined as follows:

- Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities
- Level 2 Inputs other than quoted prices included in Level 1 that are observable for the asset or liability either directly (that is, as prices) or indirectly (that is, derived from prices)
- Level 3 Inputs that are not based on observable market data

The level in the fair value hierarchy within which the fair value measurement is categorized in its entirety is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. For this purpose, the significance of an input is assessed against the fair value measurement in its entirety. If a fair value measurement uses observable inputs that require significant adjustment based on unobservable inputs, that measurement is a Level 3. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgment, considering factors specific to the asset or liability.

The determination of what constitutes "observable" requires significant judgment by the Company. The Company considers observable data to be that market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market.

The following tables analyze within the fair value hierarchy the Company's financial assets and financial liabilities measured at fair value as at December 31, 2014 and 2013:

				2014
	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
Assets				
Financial assets held for trading Equity securities Debt securities Derivative financial assets Financial assets designated as fair value	1,644,772 - -	461 64,141 36,490	- - -	1,645,233 64,141 36,490
through profit or loss Equity securities Real estate investments	2,109	9,370 -	13,197 36,983	24,676 36,983
	1,646,881	110,462	50,180	1,807,523
Liabilities				
Financial liabilities held for trading Equity holdings sold short Derivative liabilities	543,418	12,483	-	543,418 12,483
	543,418	12,483	-	555,901
				2013
	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
Assets				
Financial assets held for trading Equity securities Debt securities Derivative financial assets Financial assets designated as fair value	1,136,237 2,926 -	21,882 86,724 15,458	1,019 - -	1,159,138 89,650 15,458
through profit or loss Equity securities Real estate investments	1,238	9,336 -	37,586 32,441	48,160 32,441
	1,140,401	133,400	71,046	1,344,847
Liabilities Financial liabilities held for trading Equity holdings sold short Derivative financial liabilities	101,551	6,851 3,170	-	108,402 3,170
	101,551	10,021		111,572
		•		

### Financial instruments in Level 1

The fair value of financial assets and financial liabilities traded in active markets are based on quoted market prices at the close of trading on the year-end date. The quoted market price used for financial assets and financial liabilities held by the Company is the close price. Investments classified in Level 1 include active listed equities and derivatives traded on an exchange.

## Financial instruments in Level 2

Financial instruments classified with Level 2 trade in markets that are not considered to be active but are valued based on quoted market prices, broker quotations or valuation techniques such as financial models that use market data. These valuation techniques maximize the use of observable market data where available and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2. These include corporate bonds, thinly traded listed equities, over-the-counter derivatives and private equities.

The Company uses a variety of methods and makes assumptions that are based on market conditions existing at each year-end date. Valuation techniques used for non-standardized financial instruments such as options and other over-the-counter derivatives include the use of comparable recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analyses, option pricing models and other valuation techniques commonly used by market participants, making maximum use of market inputs and relying as little as possible on entity-specific inputs.

### Description

#### Valuation technique

Equity securities Private equities	Quoted market prices or broker quotes for similar instruments Valuation techniques or net asset value
Debt securities	based on observable inputs Quoted market prices or broker quotes for similar instruments
Derivatives	Quoted market prices or broker quotes for similar instruments

### Financial instruments in Level 3

Investments classified in Level 3 have significant unobservable inputs, as they trade infrequently. Level 3 instruments consist of unlisted equity investments and real estate investments. As observable prices are not available for these securities, the Company has used valuation techniques to derive the fair value.

Level 3 valuations are reviewed by the Company's chief financial officer (CFO), who reports directly to the Board on a quarterly basis in line with the Company's reporting dates. The Board considers the appropriateness of the valuation models and inputs used. On an annual basis, close to the year-end date, the Company obtains independent, third party appraisals to determine the fair value of the Company's most significant Level 3 holdings. The Company's CFO reviews the results of the independent valuations. Emphasis is placed on the valuation model used to determine its appropriateness, the assumptions made to determine whether it is consistent with the nature of the investment, and market conditions and inputs such as cash flow and discount rates to determine reasonableness.

As at December 31, 2014 and 2013, Level 3 instruments are in various entities and industries. The largest asset held at December 31, 2013, which made up over half of the balance of unlisted equity securities, was the investment in Talmer Bancorp, Inc. (note 6(c)). In February 2014, Talmer went public and began trading on the NASDAQ stock exchange under the symbol TLMR. This investment was transferred out of Level 3 into Level 1.

Real estate investments are disclosed in more detail in note 8, comprising investments in private real estate companies and in real estate income trusts. The real estate companies are involved with various types of buildings in different geographical locations. For the main Level 3 instruments, the Company relied on appraisals carried out by independent third party valuators. There was no established market for any of these investments, so the most likely scenario is a disposal of the underlying assets. For the investments in real estate income trusts, the Company relied mainly on audited financial statements, valuing the assets at fair value. The most likely scenario is an eventual sale of the underlying properties and their subsequent distribution to the holders.

The following tables present the changes in Level 3 instruments:

			2014
	Real estate investments \$	Unlisted securities \$	Total \$
As at December 31, 2013	32,441	38,605	71,046
Transfers out of Level 3 Purchases Sales proceeds Distributions Gains (losses) recognized in net income On financial instruments held at end of year On financial instruments disposed of during the year Currency translation adjustments	5,951 (366) (6,603) 2,541 - 3,019	(33,207) 1,893 (829) - 4,314 297 2,124	(33,207) 7,844 (1,195) (6,603) 6,855 297 5,143
As at December 31, 2014	36,983	13,197	50,180
			2013
	Real estate investments \$	Unlisted securities \$	Total \$
As at December 31, 2012	33,183	29,988	63,171
Purchases Sales proceeds Distributions Gains (losses) recognized in net income	3,750 (4,064) (2,483)	2,020 (4,690) -	5,770 (8,754) (2,483)
On financial instruments held at end of year On financial instruments disposed of during the year Currency translation adjustments	(295) 153 2,197	8,087 924 2,276	7,792 1,077 4,473
As at December 31, 2013	32,441	38,605	71,046

The table below presents the investments whose fair values are measured using valuation techniques classified as Level 3 as at December 31, 2014:

Description	Fair value (rounded) 2014 \$	Valuation technique	Significant unobservable inputs	Weighted average input	Reasonably possible shifts+/–	Change in value \$
Unlisted private equity holdings	13,000	Comparable company valuation multiples	Revenue multiple Revenue estimate	2.51x \$21,000	10% \$3,000	+/-400 +/-700
Real estate income trusts (REITs)	21,000	Discounted cash flows	Discount rate Capitalization rate Discounted cash flow term Rental growth rate	7.7%-11.1% 6.0%-8.0% 10 years 0.0%-10%	The REITs cons numerous inves commercial and properties, each unobservable ir to best estimate value. The inpu cover the range the real estate I REITs. A gener the change in ir not reveal a fair in value.	stments in d residential n with different puts tailored e their fair ts disclosed used for all noldings in the al analysis of nputs would
Real estate investments in private entities	16,000	Capitalization model	Rate of return	6.0%	1.0%	+2,000 -1,400

The table below presents the investments whose fair values are measured using valuation techniques classified as Level 3 as at December 31, 2013:

Description	Fair value (rounded) 2013 \$	Valuation technique	Significant unobservable inputs	Weighted average input	Reasonably possible shifts+/-	Change in value \$
Unlisted equity holding in Talmer Bancorp, Inc.	31,000	Comparable company valuation multiples	Price to book value Price to tangible book value Price to earnings per share Liquidity discount	1.34x 1.51x 14.2x 10%	10% 10% 10% 10%	+/-1,520 +/-1,660 +/-1,450 +/-3,000
Other unlisted private equity holdings	7,000	Comparable company valuation multiples	Revenue multiple Revenue estimate	1.1x \$17,000	10% \$3,000	+/-300 +/-500
Real estate income trusts (REITs)	20,000	Discounted cash flows	Discount rate Capitalization rate Discounted cash flow term Rental growth rate	7.0%–12.0% 6.5%–9.0% 10 years 1.8%–11.4%	The REITs consi numerous invest commercial and properties, each unobservable inp to best estimate value. The inputs cover the range of the real estate ho REITs. A genera the change in inp not reveal a fair of in value.	ments in residential with different outs tailored their fair disclosed used for all oldings in the l analysis of outs would
Real estate investments in private entities	13,000	Capitalization model	Rate of return	7.0%	1.0%	+1,700 -1,300

### Assets and liabilities not carried at fair value but for which fair value is disclosed

The carrying amount of cash and cash equivalents, restricted short-term investments, due from brokers, credit facilities, trade and other payables, due to brokers, redemptions payables, and subscriptions received in advance represent a reasonable approximation of their respective fair value due to their short-term nature.

## 16 Disclosure of the composition of the Company

### Principal subsidiaries and structured entities

The consolidated financial statements include the accounts of the Company and all of its subsidiaries and structured entities as at December 31, 2014 and 2013. The principal operating subsidiaries and structured entities and their activities are as follows.

Name	Country of incorporation	% Interest held		Nature of business
		2014	2013	
Senvest International LLC Argentina Capital Inc. Pennslvania Properties Inc. Senvest Equities Inc. Senvest Fund Management Inc. RIMA Senvest Management L.L.C. Senvest Master Fund, L.P. Senvest Israel Partners, L.P.	United States Canada United States Canada United States United States Cayman Islands United States	100 100 100 100 100 - - 44 48	100 100 100 100 100 - 43 49	Investment company Real estate Real estate Investment company Investment advisor Investment manager and general partner of the Funds Investment fund Investment fund
Senvest Cyprus Recovery Investment Partners, L.P. Fund Senvest ARU Investments Ltd. A.R.U. Cyprus Equities and Investments Ltd. Punto Box SL	Cayman Islands Canada Cyprus Spain	59 100 80 100	100 80	Investment fund Investment company Investment company Real estate

The total non-controlling interest for the year is 30,393 (2013 – 339,845), which is mostly attributed to RIMA. The change in redemption amount of liability for redeemable units for the year is 80,407 (2013 – 162,001), all of which is attributed to the Funds.

No guarantees or collateral were provided to the subsidiaries and structured entities. The Company is not liable for any contingent liabilities arising in its subsidiaries and structured entities and will not settle any liabilities on their behalf.

### 17 Related party transactions

### Key management compensation

Key management includes the Board, the president and chief executive officer, the vice-president, the secretary-treasurer and the chief financial officer. The compensation paid or payable to key management for employee services is as follows:

	2014 \$	2013 \$
Salaries and other short-term employee benefits Post-employment benefits – Defined contribution Share-based payments	16,983 36 1,118	19,441 36 6,187
	18,137	25,664

#### **Management fees**

Certain employees and related parties that have invested in the Funds do not pay management fees that are charged to outside investors. The invested amount by these participants totals \$53,078 (2013 – \$38,000).

## **18** Commitments

a) The future minimum rental payments for premises under long-term leases are as follows:

	\$
2015 2016 2017 2018 2019 Thereafter	1,174 1,075 1,075 947 947 5,287

- b) As required by certain of the Company's equity investments and other holdings, the Company has capital commitments of \$822.
- c) As required by certain of the Company's real estate investments and other holdings, the Company has capital commitments of \$4,185.

# 19 Segmented and geographical information

The Company operates in a single reportable segment, which is the management of its own investments and those of the Funds.

The following tables summarize the Company's revenues by geographical area for the years ended December 31:

							2014
	United States \$	Canada \$	European Union \$	Great Britain \$	Argentina \$	Other \$	Total \$
<b>Revenue</b> Net dividend income Interest income Other income	8,480 2,188 110	(1,201) 196 381	1,246 323 43	24 7 -	148 - -	114 76 -	8,811 2,790 534
							2013
	United States \$	Canada \$	European Union \$	Great Britain \$	Argentina \$	Other \$	Total \$
<b>Revenue</b> Net dividend income Interest income Other income	8,739 2,379 25	435 156 430	346 63 -	110 3,560 -	517 - -	50 - -	10,197 6,158 455