SENVEST

ANNUAL REPORT 2013

CORPORATE PROFILE

SENVEST CAPITAL INC. AND ITS SUBSIDIARIES HAVE BUSINESS ACTIVITIES IN MERCHANT BANKING, ASSET MANAGEMENT, REAL ESTATE AND ELECTRONIC SECURITY.

ANNUAL MEETING

THE ANNUAL MEETING OF SHAREHOLDERS WILL BE HELD AT THE MONT-ROYAL CENTER, 2200 MANSFIELD STREET, MONTREAL, QUEBEC ON JUNE 6, 2014 AT 10:00 A.M.

CONTENTS

SENVEST CAPITAL INC.
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SELECTED FINANCIAL DATA

(In thousands, except per share amounts)

(years ended December 31)

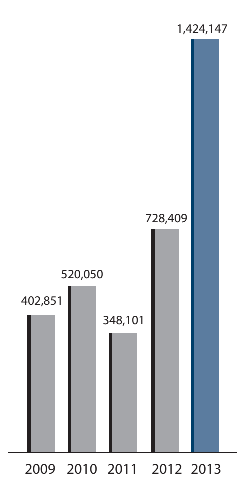
	2013	2012	2011	2010	2009
	$	$	$	$	$
SUMMARY OF OPERATIONS					
Total revenues and investment gains (loss)	489,676	154,035	(84,712)	156,579	229,539
Net income (loss)	243,329	81,470	(88,026)	120,046	169,026
Diluted earnings (loss) per share	73.20	25.65	(28.61)	36.81	60.30
FINANCIAL DATA					
Total assets	1,424,147	728,409	348,101	520,050	402,851
Total equity	630,362	358,831	284,685	372,636	252,111

COMMON STOCK INFORMATION

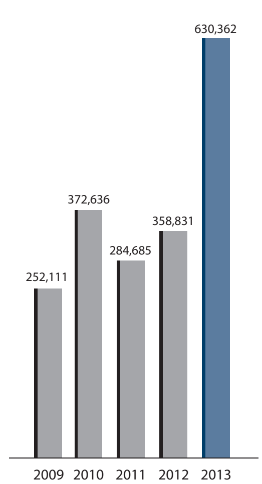
The company's common shares are listed on the Toronto Stock Exchange under the symbol SEC.

	2013		2012	
	$		$	
FISCAL QUARTER	High	Low	High	Low
First	74.00	68.01	77.00	72.50
Second	105.73	72.00	83.90	61.00
Third	104.00	96.00	80.00	70.00
Fourth	150.75	104.54	78.00	66.00

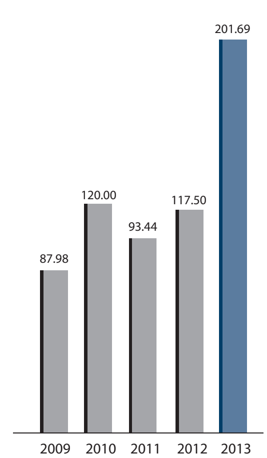
TOTAL ASSETS ($ thousands)



TOTAL EQUITY ($ thousands)



BOOK VALUE PER SHARE ($ thousands)



The numbers for 2011 and 2010 presented in the above tables are calculated prior to the adoption of IFRS 10

The numbers for 2009 have been calculated and are based on canadian GAAP not IFRS.

OVERALL PERFORMANCE

Speculation about the timing of the Fed "taper" was finally put to rest as Ben Bernanke, in his last communique as Fed chair, set in motion the start of the decline of its controversial asset purchase program. As a parting gift to the market, he offered a dovish statement that the zero-interest rate policy would remain in place even after unemployment drops below 6.5%. Of note, the market did not crash after the Fed announced the "taper" and in fact the S&P 500 ended up on the day and hit a new high. In what has proven to be a recurrent theme through 2013, our individual stock selection in companies going through rehabilitation, transformation and changing market appreciation has enabled Senvest Capital Inc. (the Company or Senvest) to finish out the year with solid gains.

The fourth quarter started out negatively as the US federal government shutdown pressured markets in early October. However as an interim resolution of funding became clearer, along with news that dovish Fed board member Janet Yellen would in fact be nominated to be Fed chair, equity indices reversed their decline and started rising. Equity markets continued to move higher in November, with congressional testimony from Fed Chair nominee Janet Yellen boosting confidence that monetary policy would go through a smooth transition from current chair Ben Bernanke and remain accommodative under her leadership. Senvest posted a strong quarter of profits as many of our holdings had substantial moves on positive developments in fundamentals and/or sentiment.

The year 2013 was one in which the subsiding of macro fears in the US and Europe, along with equity markets moving higher, resulted in the ongoing repair of investor psychology. The high correlation of all investment classes faded, enabling individual stocks to escape the "macro" trade and perform based on their intrinsic merits. The volatility index or VIX, which represents a measure of equity market volatility expectations – has been posting lower highs when it periodically spikes and has shown longer periods of relative calm. This backdrop to an improved investment climate has not surprisingly resulted in multiple expansion, as has been largely reported by the financial media, and resulted in record levels for the S&P 500 and Russell 2000. It has also led Senvest to look "off the beaten path" for some investment opportunities.

In early 2013, as part of the bailout of Cyprus, EU officials forced a restructuring of the Cypriot banking system, including the unprecedented "bail in" of depositors in the island's two largest banks, which turned depositors into equity holders. The Cyprus central bank also implemented capital controls to limit depositor outflows; the economy went into recession and unemployment soared. These stressful conditions offer the types of opportunities that we seek in our contrarian investment approach, as many investors extrapolate the current dire circumstances as if they will persist forever. We returned to Cyprus in early October, re-engaged with management teams and were able to assess interesting investment opportunities, some of which have started to bear fruit.

Many market participants see things unfolding in 2014 much as 2013 played out and their positioning seems to be "more of the same." While the valuation of the market isn't as cheap as it was going into 2013, the US economy has much better momentum. For Senvest, even though we do not predict where the markets will go, we are still uncovering investment opportunities that meet our rough rule of thumb of offering a double or triple return on investment over a three to five year time horizon.

CONSOLIDATION

As originally disclosed in the 2012 audited financial statements, IFRS 10, Consolidated Financial Statements, requires an entity to consolidate an investee when it has power over the investee, is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Under pre-2013 IFRS standards, consolidation was required when an entity had the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. IFRS 10 replaced SIC 12, Consolidation – Special Purpose Entities and parts of IAS 27, Consolidated and Separate Financial Statements on January 1, 2013

The new IFRS 10 for 2013 and future years have had a major impact on the consolidated financial statements. As a result, the company is considered a principal with respect to Senvest Partners Fund and Senvest Israel Partners Fund (the Funds), having enough exposure to the returns of both funds to be required to consolidate them. As a result, the underlying assets of each fund are consolidated, increasing the total assets of the consolidated financial statements with a corresponding increase in liability for redeemable units of subsidiaries. Since the company was accounting for its interest in these funds using the equity method, the net income to be reported going forward should not be affected from what it would otherwise have been. However, the consolidated statements of financial position, income and cash flows each report the gross transactions of the funds instead of a single line item. Furthermore, management fees earned by the company from the funds have been eliminated on consolidation. The information on the impact to prior years is included below and in note 4 of the consolidated financial statements. The Company increased its total assets for the December 31, 2012 statement of financial position by $273,911 ($196,325 for its January 1, 2012 statement of financial position). This was mainly due an addition of $415,607 (January 1,2012 $305,935) to its equity holdings less the removal of the investment in the two funds of $141,622 (January 1, 2012 $110,095) that used to be part of its investment in associates. The liabilities also increased by the same amount as the assets with the largest increase to an account called liability for redeemable units which represent the equity held by all the external investors in the two funds. This amounted to $190,283 for December 31, 2012 ($143,348 for January 1, 2012). The adjusted statement of financial position for December 31, 2012 and January 1, 2012 are shown below.

	December 31, 2012		
	As originally stated $	Effective of IFRS 10 $	Adjusted $
Assets			
Cash and cash equivalents	602	-	602
Due from brokers	1,914	-	1,914
Management fees receivable	951	(951)	-
Equity investments and other holdings	254,101	415,607	669,708
Investments in associates	159,157	(141,622)	17,535
Real estate investments	33,183	-	33,183
Income taxes receivable	366	-	366
Deferred income tax assets	480	-	480
Other assets	3,744	877	4,621
Total assets	454,498	273,911	728,409
Liabilities			
Bank advances	138	-	138
Trade and other payables	7,295	386	7,681
Due to brokers	51,609	54,783	106,392
Equities sold short and derivative liabilities	24,238	28,233	52,471
Redemptions Payable	-	226	226
Liabilities under cash-settled share-based payments	5,035	-	5,035
Deferred income tax liabilities	7,352	-	7,352
Liability for redeemable units	-	190,283	190,283
Total liabilities	95,667	273,911	369,578
Equity			
Equity attributable to owners of the parent			
Share capital	12,983	-	12,983
Accumulated other comprehensive loss	(17,770)	-	(17,770)
Retained earnings	336,203	-	336,203
Total equity attributable to owners of the parent	331,416	-	331,416
Non-controlling interests	27,415	-	27,415
Total equity	358,831	-	358,831
Total liabilities and equity	454,498	273,911	728,409

	January 1, 2012		
	As originally stated $	Effective of IFRS 10 $	Adjusted $
Assets			
Cash and cash equivalents	1,219	101	1,320
Due from brokers	1,766	-	1,766
Management fees receivable	541	(541)	-
Equity investments and other holdings	180,579	305,935	486,514
Investments in associates	124,206	(110,095)	14,111
Real estate investments	28,316	-	28,316
Income taxes receivable	1,269	-	1,269
Deferred income tax assets	7,027	-	7,027
Other assets	3,178	925	4,103
Total assets	348,101	196,325	544,426
Liabilities			
Bank advances	427	-	427
Trade and other payables	910	535	1,445
Due to brokers	35,589	33,203	68,792
Equities sold short and derivative liabilities	12,332	14,590	26,922
Redemptions Payable	-	4,649	4,649
Liabilities under cash-settled share-based payments	5,290	-	5,290
Deferred income tax liabilities	8,868	-	8,868
Liability for redeemable units	-	143,348	143,348
Total liabilities	63,416	196,325	259,741
Equity			
Equity attributable to owners of the parent			
Share capital	12,840	-	12,840
Accumulated other comprehensive loss	(11,715)	-	(11,715)
Retained earnings	262,239	-	262,239
Total equity attributable to owners of the parent	263,364	-	263,364
		-	
Non-controlling interests	21,321	-	21,321
		-	
Total equity	284,685	-	284,685
Total liabilities and equity	348,101	196,325	544,426

RESULTS OF OPERATIONS

Senvest Capital Inc. recorded net income of $243.3 million or $73.20 per diluted common share for the year ended December 31, 2013. This compares to net income of $81.5 million or $25.65 per diluted common share for the 2012 year. Book value per common shares as at December 31, 2013 was $201.69 per common share. The net income for the fourth quarter was $57 million, making it the second most profitable quarter in the year after the first quarter.

The Company's income from equity investments that increased in 2013 was the biggest contributor to the net earnings recorded. The net gain (both realized and unrealized) on equity investments and other holdings totalled $474.3 million in the current year versus an amount of $135.3 million the prior year. This net gain represented over 95% of the total revenue and investment gains for the current year. Radian Group, Howard Hughes, Northstar Realty Finance, Aegean Marine Petroleum and Depomed were our largest gainers in 2013. Although the Company had a profit in 2013 and remains committed to being profitable over the long-term, the volatility and choppiness of the markets will result in wide profit swings from year to year and from quarter to quarter.

The Senvest Partners fund is focused primarily on small and mid-cap companies. The fund recorded a gain 79.4% net of fees in 2013 and is up 2214% since inception in 1997. The Senvest Israel Partners fund was initiated in 2003 to focus on investing in Israel related companies. This fund recorded a 2013 profit of 42.5%. The two funds had a total of approximately $660 million of net assets under management at December 31, 2013.

The Company owns a 48.9% interest in Cross Point Realty Trust, a US real estate income trust (commonly referred to as a REIT). 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. Although some REITs are publicly traded, the one invested in by the company is a non-publicly traded REIT. The main asset of the REIT is a 64.57% interest in a joint venture that holds a commercial office property. (The company in effect has a 31.6% economic interest in the underlying property). This REIT investment is an investment in an entity in which the Company has significant influence and is accounted for using the equity method. The carrying value of this investment was $11.3 million as at December 31, 2013. The Company made an additional investment in the property of over $9 million in the current year. However the value of the investment experienced a decline based on a valuation as at the end of 2013 and as a result the Company booked a loss of roughly $10 million in the fourth quarter.

The Company has a portfolio of real estate investments, investing as a minority partner in selected properties. Real estate investments totalled $32.4 million as at December 31, 2013. Of this amount $19.6 million represents investments in different US REITs. These REITs are not publicly traded and 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 its holders. The remaining $12.8 million are minority interests in private entities whose main assets are real estate properties. As described above for the REITs, the most likely scenario for a disposal of these holdings is an eventual sale of the underlying real estate properties.

The Company made an investment in 2010 in a private placement offering by Talmer Bank (a private US bank) to raise funds to acquire assets of financial institutions through the Federal Deposit Insurance Corporation (FDIC). The Company made an additional investment in Talmer in 2012. As of December 31, 2013 there was no established market for this investment. The carrying value of this investment as at December 31 2013 was $30.9 million. In February 2014 Talmer went public and started trading on the Nasdaq stock exchange under the symbol TLMR.

From time to time the Company enters into derivative financial instruments consisting primarily of options and warrants to purchase or sell equities, equity indices and currencies. All contracts are denominated in US dollars. There is deemed to be no credit risk for the options that are traded on exchanges. The warrant contracts are not exchange traded and allow the company to purchase underlying equities at a fixed price. The maximum exposure to credit risk associated with these warrants is their recorded amount.

Employee compensation expense (employee benefit expenses and share based compensation expense) were $43.2 million for the year ending December 31, 2013 compared to $12.6 million for 2012. The main difference from the prior year is bonus accruals for 2013 versus the prior year. In both years this expense was less than 10% of the total revenue and investment gains. The Company records certain option related compensation directly on its financial statements as an expense and a corresponding liability. The change in the market price of Senvest shares in 2013 and the exercise of options resulted in a share based compensation expense that is included as part of employee benefits. This expense will fluctuate each period according to the change in the price of the Company's shares. The Company has not issued any new stock options since 2005.

The Company consolidates the RIMA Senvest Mangement LLC, entity that serves as the investment manager of Senvest Partners and Senvest Israel Partners. The portion of the expected residual returns of the entity that does not belong to the Company is reflected as non-controlling interest on the statement of financial position. This non-controlling interest is owned by an executive of the Company and totalled $64.9 million as at December 31, 2013 from $27.4 million as at December 31, 2012.

FINANCIAL POSITION, LIQUIDITY, AND CAPITAL RESOURCES

At the end of December 31, 2013, Senvest had total consolidated assets of $1,424.1 million versus $728.4 million at the end of 2012. The main reason for this change is the increase in equity investments and other holdings (primarily due to fair value gains in the portfolio). Equity investments and other holdings increased to $1,312.4 million from $669.7 million last December. The Company's liabilities have correspondingly more than doubled to $793.8 million versus $369.6 million at the end of 2012 primarily because of the increases in due to brokers (by over $101 million), equities sold short (by over $59 million) and liability for redeemable units (over $185 million).

An amount of $926.5 million of equity holdings were purchased in 2013 versus an amount of $847.7 million sold. The short and derivative liabilities portfolio increased from $52.5 million at the end of 2012 to $111.6 million as at December 31 2013. An amount of $418.5 million of shorts were added while $396.1 million were bought back. Trading activity was more than the prior year as the portfolio was larger in the current year. Cash and cash equivalents increased to $12.5 million.

Risks

The Company is exposed to various financial risks arising from its financial investments. These include market risks relating to equity prices, interest rates and currency risk and liquidity risk. Additional information on these risks is included in note 16 of the December 31 2013 consolidated financial statements.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk is composed of interest rate risk, currency risk and equity price risk.

Interest rate risk

Interest rate risk refers to the risk that interest expense on floating rate debt will vary as a result of changes in underlying interest rates. The Company's entire debt is primarily based on floating rates. The Company does not have a long- term stream of cash flow that it can match against fixed debt so it prefers to use primarily short-term floating rate debt. The Company does not mitigate its exposure to interest rate fluctuation on floating debt. If the interest rates do spike up, then the Company could enter into interest rate swaps or more probably just reduce its debt level. The Company has public equity holdings of over $1 billion as at December 31, 2013. At any time it can liquidate enough securities to reduce its floating rate debt to zero.

Currency risks

Currency risk refers to the risk that values of financial assets and liabilities denominated in foreign currencies will vary as a result of changes in underlying foreign exchange rates. The Company's functional currency is the US dollar. The following are the main financial assets and financial liabilities that have items denominated in currencies other than the US dollar: cash and cash equivalents, due from/to brokers, bank advances, equity and other holdings, real estate investments, other assets and accounts payable.

Equity price risk

Equity price risk refers to the risk that the fair value of equity investments and equities sold short will vary as a result of changes in the market prices of the holdings. The vast majority of the equity investments and all of the equities sold short are based on quoted market prices as of the statement of financial position date. Market prices are subject to fluctuation and represent the unrealized gain or loss on the statement of financial position date. This unrealized amount may not be the amount that is ultimately realized. 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.

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. As a result this creates the risk that the Company's ultimate obligation to satisfy the delivery requirements may exceed the amount of the proceeds initially received or the liability recorded in the financial statements.

The Company's equity investments have a downside risk limited to their recorded value while the risk of the equities sold short 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. The Company closely monitors both its equity investments and its equities sold short. The analysis below assumes that equity investments with quoted values and equities sold short would increase or decrease at the same rate. As the two portfolios are not hedged together, a change in market prices could affect each differently.

The impact of a 30% change in the market prices of the Company's equity holdings with quoted value and equities sold short as at December 31, 2013 would be as follows (in thousands):

	Fair value	Estimated fair value 30% price increase	Estimated fair value 30% price decrease
Equity holdings-listed securities	1,159,357	1,507,164	811,550
Equities sold short	(108,402)	(140,923)	(75,881)
Before-tax impact on net income		315,286	(315,286)

Liquidity risk

Liquidity risk is the risk the company will encounter in meeting its financial obligations. The company's largest assets are equity and other holdings. Most of this asset is made up of equities in public holdings which can be liquidated in a relatively short period of time.

The following table summarizes the current significant financial obligations of the Company as at December 31, 2013 (in thousands):

	Less than 1 year	Total
	$	$
Due to Brokers	207,998	207,998
Equities sold short and derivative liabilities	111,572	111,572
Accounts payable and accrued liabilities	35,585	35,585
Redemptions payable	17,441	17,441
Contributions received in advance	9,753	9,753
Total	382,349	382,349

Due to the Company's large holding of liquid assets, it believes that it has sufficient resources to meet its obligations as they come due.

Credit Risk

Credit risk refers to the risk that counterparty will fail to fulfill its obligations under a contract and will cause the company to suffer a loss. The majority of the holdings represent residual interests so they carry no credit risk.

From time to time the Company enters into derivative financial instruments consisting primarily of options and warrants to purchase or sell equities, equity indices and currencies. These derivative instruments were marked to market. There is deemed to be no credit risk for the options that are traded on exchanges. The warrant contracts are not exchange traded and allow the Company to purchase underlying equities at a fixed price. The maximum exposure to credit risk associated with these warrants is their recorded amount.

The following table shows the main credit risk exposure for the Company (in thousands):

	2013
	$
Debt securities held for trading	89,650
Restricted short term investment	16,908
Due from brokers	24,446
Cash and cash equivalents	12,518
Total	143,522

Capital risk management

The Company's objective when managing its capital is to maintain a solid capital structure appropriate for the nature of the Company's business. The Company considers its capital to be its Shareholders' 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 issuer bids or can adjust the amount of dividends paid. The Company monitors capital on the basis of its debt to capital ratio. Its debt to capital ratio was as follows (in millions):

	December 31, 2013	December 31, 2012
Total liabilities	$ 793.8	$ 369.6
Total equity	$ 630.4	$ 358.8
Debt to Capital ratio	1.26	1.03

The Company's goal is to maintain a debt to Capital ratio below 1.5 in order to limit the amount of risk. The Company believes that limiting its debt to Capital ratio in this manner is the best way to control risk. The Company's debt to capital ratio increased to 1.26 at the end of 2013 from 1.03 at the end of 2012.

Critical accounting estimates and judgments

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 material adjustment to the carrying amounts of assets and liabilities within the next financial year.

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 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. and Senvest Israel 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.

Fair value estimates of financial instruments

The fair value of financial instruments where no active market exists or where quoted 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.

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. The financial assets classified as Level 1 were approximately 85% of the total financial assets.

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, dealer quotations or valuation techniques 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. The financial assets classified as Level 2 were approximately 10% of the total financial assets.

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. The financial assets classified as Level 3 were approximately 5% of the total fair value of financial assets.

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, 2013 and 2012, Level 3 instruments are in various entities and industries. The largest asset, which made up over half of the components of unlisted equity securities, is the investment in Talmer Bancorp, Inc. (note 7). Real estate investments are disclosed in more detail in note 9, 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.

Landmark S.A. is the largest item of the total real estate investments. The sole underlying real estate property of Landmark S.A. is a mixed-use building partially under construction located in Puerto Madero, Argentina. For this underlying real estate property, the valuation was determined principally by using discounted cash flow projections based on estimates of future cash flows supported by the terms of any existing lease or other contracts, by using external evidence such as current market rents for similar properties in the same location and condition and by using discount rates that reflect current market assessments of the uncertainty in the amount and timing of the cash flows. The future rental rates were estimated depending on the actual location, type and quality of the property, and taking into account market data and projections at the valuation date.

Talmer Bancorp, Inc. is a US registered bank holding company located in Detroit, Michigan, that provides financial services and has branches in the states of Michigan and Ohio.

For this unlisted equity instrument, the valuation was determined by using a combination of valuation techniques and variables as follows:

- Potential future dividend streams for the bank: prepared using estimated future after-tax cash flows obtained from internal projections.

- Historical trading activity of its stock: all trades of Talmer Bancorp, Inc. stock that took place over the previous 12 months were analyzed.

- Analysis of comparable public companies: operating results were compared to a group consisting of banks and thrifts operating in the US Midwest.

- Analysis of comparable acquisition transactions: bank acquisition transactions announced and/or completed in the last 12 months were analyzed.

- Net book value: this is important in order to ensure an adequate base for the continuance of operations

Liability for redeemable units

Liability for redeemable units represents the units in the two consolidated funds that are not owned by the company. One class of units 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; provided, however, that redemptions made within the first 24 months will be subject to a redemption fee which payable to the funds. In addition there are notice periods of 30 to 60 days that must be given prior to any redemption. These units are recognized initially at fair value, net of any transaction costs incurred, and subsequently measured at redemption amount.

Income taxes

The company is subject to income taxes in numerous jurisdictions. Significant judgment is required in determining the worldwide provisions 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.

QUARTERLY RESULTS

(In thousands except for earnings(loss) per share information)

Year	Total revenue and investment gain (loss)	Net income (loss)	Earnings (loss) per share
2013-4	146,918	57,020	17.15
2013-3	98,395	48,042	13.69
2013-2	83,615	45,272	13.83
2013-1	160,748	92,995	28.53
2012-4	61,858	36,837	12.10
2012-3	34,537	12,474	3.83
2012-2	(63,042)	(38,239)	(12.62)
2012-1	120,682	70,398	22.34

CONTRACTUAL OBLIGATIONS

(In thousands)

	Less than 1 year	1-3 years	4-5 years	Total
Due to Brokers	207,998	-	-	207,998
Operating leases	841	1,821	1,448	4,110
Investment commitments	913	-	-	913
Total	209,752	1,821	1,448	213,021

SELECTED ANNUAL INFORMATION

(In thousands except for Net earnings (loss) per share information)

	2013	2012	2011
Total revenue and investment gains (loss)	489,676	154,035	(84,712)
Net income (loss)	243,329	81,470	(88,026)
Earnings (loss) per share	73.20	25.65	(28.61)
Total assets	1,424,147	728,409	544,426

The presentation of the total revenue and investment loss of ($84,712) for 2011 does not include the two funds as these were not required to be consolidated under IFRS 10 until January 1, 2013.

The Company maintains accounts with Goldman Sachs and Barclays Capital in the U.S. who function as the Company's main prime brokers. The Company has assets with the prime brokers pledged as collateral for leverage. Although the prime brokers are large financial institutions there is no guarantee that any financial institution will not become insolvent. In addition there may be practical or time problems associated with enforcing the Company's rights to its assets in the case of such insolvency.

While both the U.S. Bankruptcy Code and the Securities Investor Protection Act seek to protect customer property in the event of a failure, insolvency or liquidation of a broker dealer, there is no certainty that, in the event of a failure of a broker dealer that has custody of the Company's assets, the company would not incur losses due to its assets being unavailable for a period of time, ultimately less than full recovery of its assets, or both. A significant majority of the Company's assets are in custody with two prime brokers, such losses could be significant.

On June 25, 2013 Senvest commenced a new normal course issuer bid to purchase a maximum of 130,000 of its own common shares before June 24, 2014. The Company has repurchased 47,800 shares under this plan. The number of common shares outstanding as at December 31, 2013 and as at March 15, 2014 was 2,801,624. The number of stock options outstanding totalled 53,500 as at December 31 2013 and as at March 15, 2014. There were no new stock options granted in 2013 and none have been granted since 2005.

In the year, the Company renegotiated its credit facility with a bank and has a demand revolving loan ("credit facility") and a demand revolving loan ("guarantee facility") available. The Company also has margin facilities with brokers. The Company now has available a 12 million euro guarantee facility that would allow standby letters of credit to be issued on behalf of the Company. In June 2013, the Company drew upon and received a 12 million euro letter of credit secured by a term deposit in the amount of $16.8 million Canadian. This letter of credit expired in February 2014 and was not renewed. In addition, a first ranking movable hypothec in the amount of $30 million on all of its assets has been granted as collateral for both of the facilities. According to the terms of the facilities, the Company is required to comply with certain financial covenants. During the period, the Company met the requirements of all the covenants.

Subsequent Events

On February 11, 2014, the federal Minister of Finance presented the majority government's budget. The budget has proposed income tax changes to parts of Canada's foreign affiliate regime effective January 1, 2015. These proposed changes could have an effect on the mechanism in which certain foreign income of the Company is taxed in Canada. These proposed changes are not effective for the Company's 2014 financial statements. Management is currently assessing the impact of these proposals.

Related party transactions

The Company has made non-interest bearing loans to employees and senior executives amounting to $1.21 million. These loans have a face value of $1.51 million and have been discounted by $305 thousand. The discount rate used is the rate on the Company's line of credit. Shares of the Company have been provided as collateral and the company has full recourse against the borrowers with respect to these loans. Certain employees and related parties that have invested in the Senvest Partners and the Senvest Israel Partners Funds do not pay management fees that are charged to outside investors. The invested amount by these participants total $38 million.

The Company consolidates the RIMA Senvest Mangement LLC, entity that serves as the investment manager of Senvest Partners and Senvest Israel Partners. The portion of the expected residual returns of the entity that does not belong to the Company is reflected as non-controlling interest on the statement of financial position. This non-controlling interest is owned by an executive of the Company and totalled $64.9 million as at December 31, 2013 from $27.4 million as at December 31, 2012.

Significant Equity Investments

The following is a summary of financial information from certain significant investees. All numbers are in millions.

Cross Point Realty Trust

Cross Point Realty Trust is a REIT entity that owns an interest in a joint venture that operates a real estate property in the Boston Massachusetts area. The company owned approximately 48.9% of this entity as at December 31, 2013

	2013	2012
Assets	23.4	23.2
Liabilities	0.1	0.1
Equity	23.3	23.1
Net income (loss)	(21.8)	0.6

FORWARD LOOKING STATEMENTS

This MD&A contains "forward looking statements" which reflect the current expectations of management regarding our future growth, results of operations, performance and business prospects and opportunities. Wherever possible, words such as "may", "would", "could", "will", "anticipate","believe", "plan", "expect", "intend", "estimate", "aim", "endeavour" and similar expressions have been used to identify these forward looking statements. These statements reflect our current beliefs with respect to future events and are based on information currently available to us. Forward looking statements involve significant known and unknown risks, uncertainties and assumptions. Many factors could cause our actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward looking statements including, without limitation, those Risk Factors listed in the Company's annual information form. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward looking statements prove incorrect, actual results, performance or achievements could vary materially from those expressed or implied by the forward looking statements contained in this MD&A. These forward looking statements are made as of March 28, 2014 and will not be updated or revised except as required by applicable securities law.

OTHER FINANCIAL INFORMATION

There is additional financial information about the Company on Sedar at www.sedar.com, as well the Company's (or RIMA Senvest) US SEC filings on www.sec.gov and on the Company's website at www.senvest.com.

INTERNAL CONTROLS

The Company's President and Chief Executive Officer and its Vice-President and Chief Financial Officer are responsible for establishing and maintaining the Company's disclosure controls and procedures. After evaluating the effectiveness of the Company's disclosure controls and procedures as at December 31, 2013 they have concluded that the Company's disclosure controls and procedures are adequate and effective to ensure that material information relating to the company and its subsidiaries would have been known to them.

Internal control over financial reporting (ICFR) is designed to provide reasonable assurance regarding the reliability of the Company's financial reporting and its compliance with Generally Accepted Accounting Principles in its financial statements. The President and Chief Executive Officer and the Vice-President and Chief Financial Officer have supervised the evaluation of the design and effectiveness of the Company's internal controls over financial reporting as of December 31 2013 and believe the design and effectiveness to be adequate to provide such reasonable assurance using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework. There have been no changes in the Company's ICFR during the year ended December 31, 2013, that have materially affected, or are reasonably likely to materially affect, the effectiveness of the ICFR.

Victor Mashaal
Chairman of the Board and President

March 28, 2014

(Management Discussion and Analysis ("MD&A") provides a review of Senvest Capital Inc.'s operations, performance and financial condition for the year ended December 31, 2013, and should be read in conjunction with the 2013 annual report. Readers are also requested to read the Annual Information Form as well as visit the SEDAR website at www.sedar.com for additional information. This MD&A also contains certain forward-looking statements with respect to the Corporation. These forward-looking statements, by their nature necessarily involve risks and uncertainties that could cause actual results to differ materially from those contemplated by these forward-looking statements. We consider the assumptions on which these forward-looking statements are based to be reasonable, but caution the reader that these assumptions regarding future events, many of which are beyond our control may ultimately prove to be incorrect.)

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, 2013 and 2012 and January 1, 2012 and the consolidated statements of income, comprehensive income, changes in equity and cash flows for the years ended December 31, 2013 and 2012, 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.

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. and its subsidiaries as at December 31, 2013 and 2012 and January 1, 2012 and their financial performance and their cash flows for the years ended December 31, 2013 and 2012 in accordance with International Financial Reporting Standards.

PricewaterhouseCoopers LLP[1]

[1] CPA auditor, CA, public accountancy permit No. A131762

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"PwC" refers to PricewaterhouseCoopers LLP/s.r.l./s.e.n.c.r.l., an Ontario limited liability partnership.

Montreal, Quebec
March 28, 2014

Management's Report

The financial statements for the fiscal year ended December 31, 2013 and December 31, 2012, were prepared by the management of Senvest Capital Inc., reviewed by the Audit Committee and approved by the Board of Directors. They were prepared in accordance with accounting principles generally accepted in Canada and are consistent with the company's business.

The company and its subsidiaries maintain a high quality of internal controls, designed to provide reasonable assurance that the financial information is accurate and reliable. The information included in this Annual Report is consistent with the financial statements contained herein.

The financial statements have been audited by PricewaterhouseCoopers LLP, the company's auditors, whose report is provided above.

Victor Mashaal
Chairman of Board and President
Senvest Capital Inc.
March 28, 2014

Consolidated Statements of Financial Position

(in thousands of Canadian dollars)

	Note	As at December 31, 2013 $	As at December 31, 2012 $ (adjusted - note 4)	As at January 1, 2012 $ (adjusted- note 4)
Assets				
Cash and cash equivalents	5	12,518	602	1,320
Restricted short-term investment	6(a)	16,908	-	-
Due from brokers	6(b)	24,446	1,914	1,766
Equity investments and other holdings	7	1,312,406	669,708	486,514
Investments in associates	8	18,458	17,535	14,111
Real estate investments	9	32,441	33,183	28,316
Income taxes receivable		-	366	1,269
Deferred income tax assets	11(b)	607	480	7,027
Other assets		6,363	4,621	4,103
Total assets		1,424,147	728,409	544,426
Liabilities				
Bank advances	6(a)	-	138	427
Trade and other payables		35,585	7,681	1,445
Due to brokers	6(b)	207,998	106,392	68,792
Equities sold short and derivative liabilities	7	111,572	52,471	26,922
Redemptions payable		17,441	226	4,649
Subscriptions received in advance		9,753	-	-
Income taxes payable		5,302	-	-
Liabilities under cash-settled share-based payments	13	6,192	5,035	5,290
Deferred income tax liabilities	11(b)	24,439	7,352	8,868
Liability for redeemable units		375,503	190,283	143,348
Total liabilities		793,785	369,578	259,741
Equity				
Equity attributable to owners of the parent				
Share capital	12	15,499	12,983	12,840
Accumulated other comprehensive income (loss)		11,798	(17,770)	(11,715)
Retained earnings		537,760	336,203	262,239
Total equity attributable to owners of the parent		565,057	331,416	263,364
Non-controlling interests		65,305	27,415	21,321
Total equity		630,362	358,831	284,685
Total liabilities and equity		1,424,147	728,409	544,426

Approved by the Board of Directors

Victor Mashaal, Director

Frank Daniel, Director

The notes on pages 18 to 53 are an integral part of these consolidated financial statements.

Consolidated Statements of Income

For the years ended December 31, 2013 and 2012

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

	Note	2013	2012
		$	$ (adjusted - note 4)
Revenue			
Interest income		6,158	4,295
Net dividend income		10,197	8,571
Other income		455	432
		16,810	13,298
Investment gains			
Net change in fair value of equity investments and other holdings		474,337	135,327
Net change in fair value of real estate investments		(142)	2,870
Share of profit (loss) of associates		(9,909)	3,747
Foreign exchange gain (loss)		8,580	(1,207)
		472,866	140,737
Total revenue and investment gains		489,676	154,035
Operating costs and other expenses			
Employee benefit expense		38,927	12,360
Share-based compensation expense	13(a)	4,273	216
Interest expense		3,483	1,630
Transaction costs		6,714	2,937
Other operating expenses		6,030	4,572
		59,427	21,715
Change in redemption amount of redeemable units		162,001	44,120
Income before income tax		268,248	88,200
Income tax expense	11(a)	24,919	6,730
Net income for the year		243,329	81,470
Net income attributable to:			
Owners of the parent		206,516	73,964
Non-controlling interests		36,813	7,506
Earnings per share attributable to owners of the parent:			
Basic	14(a)	73.20	26.24
Diluted	14(b)	73.20	25.65

The notes on pages 18 to 53 are an integral part of these consolidated financial statements.

Consolidated Statements of Comprehensive Income

For the years ended December 31, 2013 and 2012

(in thousands of Canadian dollars)

	2013 $	2012 $ (adjusted- note 4)
Net income for the year	243,329	81,470
Other comprehensive income (loss)		
Item that will not be reclassified subsequently to net income:		
Currency translation differences	32,600	(6,573)
Comprehensive income for the year	275,929	74,897
Comprehensive income attributable to:		
Owners of the parent	236,084	67,909
Non-controlling interests	39,845	6,988

The notes on pages 18 to 53 are an integral part of these consolidated financial statements.

Consolidated Statements of Changes in Equity

For the years ended December 31, 2013 and 2012

(in thousands of Canadian dollars)

	Note	Share capital $	Accumulated other comprehensive income (loss) $	Retained earnings $	Total $	Non-controlling interests $	Total equity $
		Equity attributable to owners of the parent					
Balance – January 1, 2012		12,840	(11,715)	262,239	263,364	21,321	284,685
Net income for the year		-	-	73,964	73,964	7,506	81,470
Other comprehensive loss		-	(6,055)	-	(6,055)	(518)	(6,573)
Comprehensive income (loss) for the year		-	(6,055)	73,964	67,909	6,988	74,897
Exercise of options		143	-	-	143	-	143
Distributions to non-controlling interests		-	-	-	-	(894)	(894)
Balance – December 31, 2012		12,983	(17,770)	336,203	331,416	27,415	358,831
Net income for the year		-	-	206,516	206,516	36,813	243,329
Other comprehensive income		-	29,568	-	29,568	3,032	32,600
Comprehensive income for the year		-	29,568	206,516	236,084	39,845	275,929
Repurchase of common shares	12	(266)	-	(4,959)	(5,225)	-	(5,225)
Exercise of options		2,782	-	-	2,782	-	2,782
Distributions to non-controlling interests		-	-	-	-	(1,955)	(1,955)
Balance – December 31, 2013		15,499	11,798	537,760	565,057	65,305	630,362

The notes on pages 18 to 53 are an integral part of these consolidated financial statements.

For the years ended December 31, 2013 and 2012

(in thousands of Canadian dollars)

	Note	2013	2012
		$	$ (adjusted - note 4)
Cash flows provided by (used in)			
Operating activities			
Net income for the year		243,329	81,470
Adjustments for non-cash items	15(a)	(284,187)	(92,790)
Purchase of equity investments and other holdings at fair value through profit or loss		(922,670)	(543,026)
Purchase of equities sold short and derivative liabilities		(396,080)	(482,989)
Proceeds on sale of equity investments and other holdings at fair value through profit or loss		847,714	490,366
Proceeds from equities sold short and derivative liabilities		418,532	506,823
Dividends and distributions received from real estate investments		2,483	2,322
Repurchase of share options		(1,326)	(254)
Changes in working capital items	15(b)	8,952	6,429
Net cash used in operating activities		(83,253)	(31,649)
Investing activities			
Transfers to restricted short-term investment		(16,800)	-
Purchase of real estate investments		(3,750)	(4,958)
Proceeds on sale of real estate investments		4,064	-
Purchase of equity investments and other holdings designated as fair value through profit or loss		(1,807)	(10,851)
Proceeds on sale of equity investments and other holdings designated as fair value through profit or loss		4,690	6,784
Purchase of investments in associates		(9,631)	-
Net cash used in investing activities		(23,234)	(9,025)
Financing activities			
Distributions paid to non-controlling interests		(1,955)	(894)
Decrease in bank advances		(143)	(281)
Increase in due to brokers		91,290	39,272
Proceeds on exercise of options		2,782	143
Repurchase of common shares		(5,225)	-
Proceeds from issuance of redeemable units		55,654	10,176
Amounts paid on redemption of redeemable units		(24,891)	(8,440)
Net cash provided by financing activities		117,512	39,976
Increase (decrease) in cash and cash equivalents during the year		11,025	(698)
Effect of changes in foreign exchange rates on cash and cash equivalents		891	(20)
Cash and cash equivalents – Beginning of year		602	1,320
Cash and cash equivalents – End of year	5	12,518	602
Amounts of cash flows classified in operating activities:			
Cash paid for interest		3,457	1,620
Cash paid for dividends on equities sold short		1,272	871
Cash received on interest		7,204	3,603
Cash received on dividends		10,073	9,015
Cash paid for income taxes		2,631	210

The notes on pages 18 to 53 are an integral part of these consolidated financial statements.

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."

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, 2014.

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 fully 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 results 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.

The company has investments in associates which hold investment properties. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the date of the consolidated statement of financial position. Gains or losses arising from changes in the fair value of investment properties are included in the statement of income (loss) of the associate in the year in which they arise.

Liability for redeemable units

Liability for redeemable units represents the units in Senvest Master Fund, L.P. and Senvest Israel Partners, L.P. (the Funds or individually the Fund) that are not owned by the company. Both Funds 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 the Funds. In addition there are notice periods of 30 to 60 days that must be given prior to any redemption. 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 and redemptions.

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 (loss).

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 (loss) as currency translation differences.

When an entity disposes of its entire 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 (loss) 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 (loss) 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 (loss) 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. 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. Dividend expense on equities sold short is included in net dividend income.

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 investment 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 material, 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 bank advances, 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 material, a discount to reduce the payables to fair value. Subsequently, trade and other payables are measured at amortized cost using the effective interest method. Bank advances, due to brokers, redemptions payable and subscriptions received in advance are recognized initially at fair value, net of any transaction costs incurred, 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 margins, respectively, and pending trades.

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 ten 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 financial statements 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 is calculated by adjusting the weighted average number of common shares outstanding for 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 2013

The following standards have been adopted by the company for the first time for the financial year beginning on January 1, 2013.

- IFRS 10, Consolidated Financial Statements, requires an entity to consolidate an investee when it has power over the investee, is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Before January 1, 2013, consolidation was required when an entity had the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. IFRS 10 replaces SIC 12, Consolidation – Special Purpose Entities, and parts of IAS 27, Consolidated and Separate Financial Statements.

  The company has applied significant judgment in its assessment of control and has concluded that it is considered a principal with respect to the Funds, having enough exposure to the returns of both Funds, to be required to consolidate them. As a result, the underlying assets of each Fund are consolidated, increasing the total assets of the consolidated financial statements with a corresponding increase in liability for redeemable units of the Funds. Since the company had already been accounting for its interest in these Funds using the equity method, the net income reported is not affected. However, the consolidated statements of financial position, income and cash flows each report the gross transactions of the Funds instead of as a single line item. Furthermore, management fees earned by the company from the Funds are now eliminated on consolidation. Refer to note 4 for the impact on the consolidated financial statements.

- IFRS 11, Joint Arrangements, focuses on the rights and obligations of the parties to the arrangement rather than its legal form. There are two types of joint arrangements: joint operations and joint ventures. Joint operations arise where the investors have rights to the assets and obligations for the liabilities of an arrangement. A joint operator accounts for its share of the assets, liabilities, revenue and expenses. Joint ventures arise where the investors have rights to the net assets of the arrangement; joint ventures are accounted for under the equity method. Proportional consolidation of joint arrangements is no longer permitted. The adoption of IFRS 11 has not impacted the consolidated financial statements of the company as there were no joint arrangements during the years ended December 31, 2013 and 2012.

- IFRS 12, Disclosure of interests in other entities, includes the disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, structured entities and other off balance sheet vehicles. The adoption of IFRS 12 resulted in additional disclosures on associates (note 8) and subsidiaries and structured entities (note 17).

- IFRS 13, Fair Value Measurement, aims to improve consistency and reduce complexity by providing a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across all IFRSs. The new standard clarifies that fair value is the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. This standard has been applied prospectively and resulted in the company measuring its quoted financial instruments at the closing price at year-end rather than the bid price for long position and ask price for short position used under previous accounting standards.

- The amendment to IAS 1, Presentation of Financial Statements, requires entities to group items presented in other comprehensive income on the basis of whether they are potentially reclassifiable to profit or loss subsequently (reclassification adjustments). The consolidated statement of comprehensive income has been adjusted accordingly.

- The amendment to IFRS 7, Financial Instruments: Disclosures, requires additional disclosures for financial assets and financial liabilities which are offset in the financial statements or are subject to enforceable master netting agreements or similar arrangements. No additional disclosure was required as the company has not offset its financial assets or financial liabilities.

Accounting standards and amendments issued but not yet applied

The company presents the developments that are relevant to its activities and transactions. The following revised standards and amendments are effective for annual periods beginning on or after January 1, 2014 and have not been applied in preparing these consolidated financial statements. The company has not early adopted these standards and amendments.

- 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 eplaces 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.

- 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 is not expected to have a significant impact on the consolidated financial statements.

- 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 is not expected to have a significant impact on the consolidated financial statements.

- Amendment to IAS 36 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 is not expected to have a significant impact on the consolidated financial statements.

- Amendments to IFRS 10 define "investment entities" and introduce an exception from consolidation for investment entities. IFRS 12 and IAS 27, Separate Financial Statements (amended in 2011), are amended to introduce disclosures that an investment entity needs to make. These amendments will be effective for years beginning on or after January 1, 2014 and are not expected to have a significant impact on the consolidated financial statements.

- The following improvements are also scheduled to be effective 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.

  – 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.

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 material 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 16 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 worldwide provisions 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. and Senvest Israel 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 Impact of new accounting standards adopted in 2013

The effect on the company of IFRS 10 adoption described in note 2 is summarized in this note by disclosing in more detail the effect on the comparative consolidated statements of financial position, income, comprehensive income and cash flows. Since the company had been using the equity method to account for the Funds, the resulting consolidation has not led to a change in equity or net income. The change has been an increase in assets and a corresponding increase in liabilities. At the same time, the investments in associates have been reduced since those entities are now consolidated. Management fees from related parties have been eliminated on consolidation, and the amount of the subsidiaries owned by other investors is shown as a liability for redeemable units. The adjusted consolidated statements as at December 31, 2012 and January 1, 2012 and for the year ended December 31, 2012 are shown below.

(in thousands of Canadian dollars unless otherwise stated)

Impact of change in accounting policy on the consolidated statements of financial position

	As at December 31, 2012		
	As originally stated $	Effect of IFRS 10 $	As adjusted $
Assets			
Cash and cash equivalents	602	-	602
Due from brokers	1,914	-	1,914
Management fees receivable	951	(951)	-
Equity investments and other holdings	254,101	415,607	669,708
Investments in associates	159,157	(141,622)	17,535
Real estate investments	33,183	-	33,183
Income taxes receivable	366	-	366
Deferred income tax assets	480	-	480
Other assets	3,744	877	4,621
	454,498	273,911	728,409
Liabilities			
Bank advances	138	-	138
Trade and other payables	7,295	386	7,681
Due to brokers	51,609	54,783	106,392
Equities sold short and derivative liabilities	24,238	28,233	52,471
Redemptions payable	-	226	226
Liabilities under cash-settled share-based payments	5,035	-	5,035
Deferred income tax liabilities	7,352	-	7,352
Liability for redeemable units	-	190,283	190,283
	95,667	273,911	369,578
Equity			
Equity attributable to owners of the parent			
Share capital	12,983	-	12,983
Accumulated other comprehensive loss	(17,770)	-	(17,770)
Retained earnings	336,203	-	336,203
	331,416	-	331,416
Non-controlling interests	27,415	-	27,415
Total equity	358,831	-	358,831
Total liabilities and equity	454,498	273,911	728,409

(in thousands of Canadian dollars unless otherwise stated)

	As at January 1, 2012		
	As originally stated	Effect of IFRS 10	As adjusted
	$	$	$
Assets			
Cash and cash equivalents	1,219	101	1,320
Due from brokers	1,766	-	1,766
Management fees receivable	541	(541)	-
Equity investments and other holdings	180,579	305,935	486,514
Investments in associates	124,206	(110,095)	14,111
Real estate investments	28,316	-	28,316
Income taxes receivable	1,269	-	1,269
Deferred income tax assets	7,027	-	7,027
Other assets	3,178	925	4,103
	348,101	196,325	544,426
Liabilities			
Bank advances	427	-	427
Trade and other payables	910	535	1,445
Due to brokers	35,589	33,203	68,792
Equities sold short and derivative liabilities	12,332	14,590	26,922
Redemptions payable	-	4,649	4,649
Liabilities under cash-settled share-based payments	5,290	-	5,290
Deferred income tax liabilities	8,868	-	8,868
Liability for redeemable units	-	143,348	143,348
	63,416	196,325	259,741
Equity			
Equity attributable to owners of the parent			
Share capital	12,840	-	12,840
Accumulated other comprehensive loss	(11,715)	-	(11,715)
Retained earnings	262,239	-	262,239
	263,364	-	263,364
Non-controlling interests	21,321	-	21,321
Total equity	284,685	-	284,685
Total liabilities and equity	348,101	196,325	544,426

(IN THOUSANDS OF CANADIAN DOLLARS UNLESS OTHERWISE STATED)

Impact of change in accounting policy on the consolidated statements of income and comprehensive income

	For the year ended December 31, 2012		
	As originally stated $	Effect of IFRS 10 $	As adjusted $
Revenue			
Management fees	2,735	(2,735)	-
Interest income	2,635	1,660	4,295
Net dividend income	2,855	5,716	8,571
Other income	432	-	432
	8,657	4,641	13,298
Investment gains (losses)			
Net change in fair value on equity investments and other holdings*	57,142	78,185	135,327
Net change in fair value on real estate investments*	2,870	-	2,870
Share of profit (loss) of associates	37,819	(34,072)	3,747
Foreign exchange loss	(441)	(766)	(1,207)
	97,390	43,347	140,737
Total revenue and investment gains (losses)	106,047	47,988	154,035
Operating costs and other expenses			
Employee benefit expense**	12,360	-	12,360
Share-based compensation expense**	216	-	216
Interest expense	609	1,021	1,630
Transaction costs	1,442	1,495	2,937
Other operating expenses	3,790	782	4,572
	18,417	3,298	21,715
Change in redemption amount of redeemable units	-	44,120	44,120
Income before income tax	87,630	570	88,200
Income tax expense	6,160	570	6,730
Net income for the year	81,470	-	81,470
Other comprehensive loss			
Currency translation differences	(6,573)	-	(6,573)
Comprehensive income for the year	74,897	-	74,897

* Net realized gains and change in unrealized gains on equity investments and other holdings and real estate investments were presented on separate and distinct lines in prior years' consolidated financial statements.

** Share-based compensation expense was presented in employee benefit expense in prior years' consolidated financial statements.

(in thousands of Canadian dollars unless otherwise stated)

Impact of change in accounting policy on the consolidated statement of cash flows

	For the year ended December 31, 2012		
	As originally stated $	Effect of IFRS 10 $	As adjusted $
Cash flows provided by (used in)			
Operating activities			
Net income for the year	81,470	-	81,470
Adjustments for non-cash items	(92,627)	(163)	(92,790)
Purchase of equity investments and other holdings at fair value through profit or loss	(166,872)	(376,154)	(543,026)
Purchase of equities sold short and derivative liabilities	(216,316)	(266,673)	(482,989)
Proceeds on sale of equity investments and other holdings at fair value through profit or loss	148,456	341,910	490,366
Proceeds from equities sold short and derivative liabilities	230,375	276,448	506,823
Dividends and distributions received from real estate investments	2,322	-	2,322
Repurchase of share options	(254)	-	(254)
Changes in working capital items	6,064	365	6,429
Net cash used in investing activities	(7,382)	(24,267)	(31,649)
Investing activities			
Purchase of real estate investments	(4,958)	-	(4,958)
Purchase of equity investments and other holdings designated as fair value through profit or loss	(10,851)	-	(10,851)
Proceeds on sale of equity investments and other holdings designated as fair value through profit or loss	6,784	-	6,784
Net cash used in investing activities	(9,025)	-	(9,025)
Financing activities			
Distributions paid to non-controlling interests	(894)	-	(894)
Decrease in bank advances	(281)	-	(281)
Increase in due to brokers	16,869	22,403	39,272
Proceeds on issuance of shares	143	-	143
Proceeds from redeemable units	-	10,176	10,176
Distributions to redeemable units	-	(8,440)	(8,440)
Net cash provided by financing activities	15,837	24,139	39,976
Decrease in cash and cash equivalents during the year	(570)	(128)	(698)
Effect of changes in foreign exchange rates on cash and cash equivalents	(47)	27	(20)
Cash and cash equivalents – Beginning of year	1,219	101	1,320
Cash and cash equivalents – End of year	602	-	602
Amounts of cash flows classified in operating activities			
Cash paid for interest	616	1,004	1,620
Cash paid for dividends on equities sold short	403	468	871
Cash received on interest	1,907	1,696	3,603
Cash received on dividends	3,394	5,621	9,015
Cash paid for income taxes	210	-	210

(in thousands of Canadian dollars unless otherwise stated)

5 Cash and cash equivalents

	As at December 31, 2013	As at December 31, 2012
	$	$
Cash on hand and on deposit	12,452	428
Short-term investments	66	174
	12,518	602

6 Bank advances and due to brokers

a) **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, 2013, no amount was outstanding (2012 – $138). 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%, the bank's US base 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, 2013 and 2012, no banker's acceptances were outstanding.

The company also has available a 12,250 euro guarantee facility 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 June 2013, the company entered into a 12,000 euro letter of credit secured by a term deposit in the amount of $16,800.

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, 2013 and 2012, 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, 2013 and 2012, 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, 2013, listed equity securities and due from brokers amounting to $1,159,357 have been pledged as collateral (2012 – $559,361). 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.

(in thousands of Canadian dollars unless otherwise stated)

7 Equity investments and other holdings, equities sold short and derivative liabilities

Equity investments and other holdings

	Note	As at December 31, 2013 $	As at December 31, 2012 $ (adjusted - note 4)
Assets			
Financial assets held for trading			
Equity securities		1,159,138	558,305
Debt securities		89,650	73,898
Derivative financial assets	7(a)	15,458	-
		1,264,246	632,203
Financial assets designated as fair value through profit or loss			
Equity securities		2,853	1,155
Unlisted equity securities		5,676	4,684
Structured fixed income fund units	7(b)	3,257	2,739
Talmer Bancorp, Inc.	7(c)	30,949	21,712
Other	7(d)	5,425	7,215
		1,312,406	669,708
Current portion		1,263,222	632,203
Non-current portion		49,184	37,505

Equities sold short and derivative liabilities

	Note	As at December 31, 2013 $	As at December 31, 2012 $ (adjusted - note 4)
Liabilities			
Financial liabilities held for trading			
Equities sold short			
Listed equity securities (proceeds $88,433; 2012 – $49,362)		108,402	52,235
Derivative financial liabilities (proceeds $6,835; 2012 – $271)	7(a)	3,170	236
		111,572	52,471

(IN THOUSANDS OF CANADIAN DOLLARS UNLESS OTHERWISE STATED)

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, 2013	For the year ended December 31, 2013
	Notional value $	Fair value of derivative financial assets $	Notianal value $	Fair value of derivative financial liabilities $	Net change in fair value $
Equity options	103,806	12,545	79,078	3,170	12,771
Rights	537	-	-	-	(17)
Warrants	13,997	380	-	-	1,589
Foreign currency options	478,620	2,533	-	-	(983)
		15,458		3,170	13,360

		As at December 31, 2012 (adjusted - note 4)	For the year ended December 31, 2012 (adjusted - note 4)
	Notianal value $	Fair value of derivative financial liabilities $	Net change in fair value $
Equity options	8,746	236	1,816

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) This equity holding is an investment in a private placement offering by Talmer Bancorp, Inc. to raise funds to acquire assets of financial institutions through the Federal Deposit Insurance Corporation. There was no established market for this investment as at December 31, 2013 and 2012.

d) These holdings are in private entities whose securities 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.

(in thousands of Canadian dollars unless otherwise stated)

8 Investments in associates

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

	2013 $	2012 $ (adjusted - note 4)
Aggregate carrying amount of individually immaterial associates	18,458	17,535
Aggregate amounts of the company's share of:		
Profit (loss) from continuing operations	(9,909)	3,747
Post-tax profit from continuing operations	-	-
Other comprehensive income (loss)	-	-
Total comprehensive income (loss)	(9,909)	3,747

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.:

9 Real estate investments

Real estate investments comprise the following:

	Note	As at December 31, 2013 $	As at December 31, 2012 $ (adjusted - note 4)
Financial assets designated as fair value through profit or loss			
Investments in private entities	9(a)	12,862	17,894
Investments in real estate income trusts	9(b)	19,579	15,289
		32,441	33,183
Current portion		-	-
Non-current portion		32,441	33,183

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 estateproperties.

In 2013 and 2012, distributions received represented a return of capital and were deducted from the cost of the investments.

(IN THOUSANDS OF CANADIAN DOLLARS UNLESS OTHERWISE STATED)

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 2013 and 2012, distributions received are included in net change in fair value of real estate investments.

10 Financial instruments by category and related income, expenses and gains and losses

As at December 31, 2013

	Assests (liabilities) at fair value through profit or loss				
	Held for trading $	Designated $	Loans and receivables $	Financial 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 investment	-	-	16,908	-	16,908
Due from brokers	-	-	24,446	-	24,446
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	-	-	-	(207,998)	(207,998)
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	55,081	(270,777)	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	-	43	(3,450)	2,708
Net dividend income	9,839	358	-	-	10,197
	479,593	10,914	43	(3,450)	487,100

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

(in thousands of Canadian dollars unless otherwise stated)

As at December 31, 2012
(adjusted - note 4)

	Assests (liabilities) at fair value through profit or loss				
	Held for trading $	Designated $	Loans and receivables $	Financial liabilities at amortized cost $	Total $
Assets (liabilities) as per consolidated statement of financial position					
Cash and cash equivalents	-	-	602	-	602
Due from brokers	-	-	1,914	-	1,914
Equity investments and other holdings	632,203	37,505	-	-	669,708
Real estate investments	-	33,183	-	-	33,183
Other assets*	-	-	1,118	-	1,118
Bank advances	-	-	-	(138)	(138)
Trade and other payables	-	-	-	(7,681)	(7,681)
Due to brokers	-	-	-	(106,392)	(106,392)
Equities sold short and derivative liabilities	(52,471)	-	-	-	(52,471)
Redemptions payable	-	-	-	(226)	(226)
	579,732	70,688	3,634	(114,437)	539,617
Amounts recognized in consolidated statement of income					
Net change in fair value	129,703	8,494	-	-	138,197
Interest income (expense)	4,238	-	57	(1,630)	2,665
Net dividend income	8,943	525	-	(897)	8,571
	142,884	9,019	57	(2,527)	149,433

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

11 Income taxes

a) Income tax expense

	2013 $	2012 $ (adjusted - note 4)
Current tax		
Current tax on income for the year	8,780	1,464
Adjustments in respect of prior years	172	164
	8,952	1,628
Deferred tax		
Origination and reversal of temporary differences	15,967	5,102
	24,919	6,730

(IN THOUSANDS OF CANADIAN DOLLARS UNLESS OTHERWISE STATED)

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:

	2013 $	2012 $ (adjusted - note 4)
Income before income tax	268,248	88,200
Income tax expense based on statutory rate of 26.9% (2012 – 26.9%)	72,159	23,726
Prior year adjustments	173	164
Difference in tax rate	(39,101)	(15,835)
Portion of income taxable in hands of non-controlling interests	(9,909)	(2,019)
Non-deductible expenses	1,361	124
Other	236	570
Income tax expense	24,919	6,730

The applicable statutory tax rate is 26.9% in 2013 (2012 – 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.

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

	2013 $	2012 $ (adjusted - note 4)
Deferred income tax assets		
Deferred tax assets to be settled		
After more than 12 months	607	480
Within 12 months	-	-
Deferred tax assets – net	607	480
Deferred income tax liabilities		
Deferred tax liabilities to be settled		
After more than 12 months	24,439	7,352
Within 12 months	-	-
Deferred tax liabilities – net	24,439	7,352

(in thousands of Canadian dollars unless otherwise stated)

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 January 1, 2012 (adjusted – note 4)	336	-	4,525	539	1,627	-	7,027
Credited (charged) to consolidated statement of income	3	1,775	(3,345)	(174)	89	27	(1,625)
Exchange differences	(8)	-	(83)	(11)	(36)	-	(138)
As at December 31, 2012 (adjusted – note 4)	331	1,775	1,097	354	1,680	27	5,264
Credited (charged) to consolidated statement of income	(22)	(1,836)	(1,136)	(11)	(1,371)	(29)	(4,405)
Exchange differences	23	61	39	24	72	2	221
As at December 31, 2013	332	-	-	367	381	-	1,080

Deferred income tax liabilities	Equity investments and other holdings $	Investments in associates $	Real estate investments $	Other $	Total $
As at January 1, 2012 (adjusted – note 4)	668	7,700	500	-	8,868
Charged (credited) to consolidated statement of income	(456)	3,631	303	-	3,478
Exchange differences	(11)	(182)	(17)	-	(210)
As at December 31, 2012 (adjusted – note 4)	201	11,149	786	-	12,136
Charged (credited) to consolidated statement of income	597	7,190	255	3,519	11,561
Exchange differences	34	1,004	63	114	1,215
As at December 31, 2013	832	19,343	1,104	3,633	24,912

Deferred income tax liabilities of $5,180 (2012 – $2,859) 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 $41,109 as at December 31, 2013 (2012 – $29,314).

(IN THOUSANDS OF CANADIAN DOLLARS UNLESS OTHERWISE STATED)

12 Share capital

Authorized
Unlimited number of common shares, without par value

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

	2013		2012	
	Number of shares	Amount $	Number of shares	Amount $
Balance – Beginning of year	2,820,424	12,983	2,818,424	12,840
Shares repurchased	(51,800)	(266)	-	-
Issued for exercise of options	33,000	2,782	2,000	143
Balance – End of year	2,801,624	15,499	2,820,424	12,983

In 2013, the company began a normal course issuer bid to purchase a maximum of 130,000 of its own common shares before June 24, 2014. In 2013, the company purchased 51,800 common shares (2012 – nil) for a total cash consideration of $5,225 (2012 – nil). 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 2013 or 2012.

13 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 (2012 – 441,000), leaving a balance of 79,000 shares available to be issued under the plan (2012 – 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.

(in thousands of Canadian dollars unless otherwise stated)

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

	2013		2012	
	Number of options	Weighted average exercise price $	Number of options	Weighted average exercise price $
Options outstanding – Beginning of year	98,000	20.23	104,000	20.08
Exercised for shares	(33,000)	18.95	(2,000)	18.93
Redeemed and cancelled for cash	(11,500)	21.02	(4,000)	17.00
Options outstanding – End of year	53,500	21.13	98,000	20.23
Options exercisable – End of year	53,500	21.13	98,000	20.23

For the year ended December 31, 2013, the weighted average share price at the time of exercise was $88.06 (2012 – $77.45).

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 $4,273 (2012 – $216). The total value of the liability for vested benefits is $6,192 (2012 – $5,035).

b) Outstanding options, all of which are exercisable, are as follows:

2013				2012			
Options outstanding				Options 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 $
				16.15	4,000	1.0	16.15
17.00	5,500	1.0	17.00	17.00	23,000	2.0	17.00
21.50	48,000	2.0	21.50	21.50	71,000	3.0	21.50
	53,500		21.13		98,000		20.23

(IN THOUSANDS OF CANADIAN DOLLARS UNLESS OTHERWISE STATED)

14 Earnings per share

a) Basic

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

	2013	2012
Net income attributable to owners of the parent	$ 206,516	$ 73,964
Weighted average number of outstanding common shares	2,821,446	2,818,591
Basic earnings per share	$ 73.20	$ 26.24

b) Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of common shares outstanding to assume conversion of all potentially dilutive common shares. As the potential dilutive securities issued relating to share options for 2013 were anti-dilutive, the diluted earnings per share is identical to the basic amount in 2013.

	2013	2012
Net income attributable to owners of the parent	$ 206,516	$ 73,964
Removal of share-based payments due to assumption that all options were exercised, net of tax recovery	$ 4,684	$ 216
Net income used to determine diluted earnings per share	$ 211,200	$ 74,180
Weighted average number of outstanding common shares issued	2,821,446	2,818,591
Weighted average number of common shares issued on assumed exercise of share options in excess of common shares assumed repurchased	77,681	101,205
Common shares repurchased and cancelled under assumption of normal course issuer bid	(16,368)	(27,938)
Weighted average number of outstanding common shares for diluted earnings per share	2,882,759	2,891,858
Diluted earnings per share	$ 73.20	$ 25.65

(in thousands of Canadian dollars unless otherwise stated)

15 Supplementary information to consolidated statements of cash flows

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

	Note	2013 $	2012 $ (adjusted - note 4)
Net change in fair value of equity investments and other holdings		(474,337)	(135,327)
Amortization of discounts and premiums		21	(170)
Net change in fair value of real estate investments		142	(2,870)
Share of profit (loss) of associates, adjusted for distributions received		9,909	(3,747)
Share-based compensation expense, adjusted for settlements paid		2,110	110
Change in redemption amount of redeemable units		162,001	44,120
Deferred income tax	11(b)	15,967	5,094
		(284,187)	(92,790)

b) Changes in working capital items are as follows:

	2013 $	2012 $ (adjusted - note 4)
Decrease (increase) in		
Due from brokers	(21,694)	(187)
Income taxes receivable	-	879
Other assets	(1,379)	(610)
Increase (decrease) in		
Trade and other payables	26,511	6,347
Income taxes payable	5,514	-
	8,952	6,429

(IN THOUSANDS OF CANADIAN DOLLARS UNLESS OTHERWISE STATED)

16 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, 2013, the company has listed equity securities of $1,159 (2012 – $559). It can sell these securities to reduce its floating rate debt. As at December 31, 2013, a 1% increase or decrease in interest rates, with all other variables remaining constant, would impact interest expense by approximately $2,080 over the next 12 months (2012 – $1,065).

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

	2013	2012 (adjusted – note 4)
Cash and cash equivalents	Between nil and 1.25%	Between nil and 1.25%
Restricted short-term investment	Between 1.1% and 1.3%	n/a
Debt securities	Between 4.0% and 8.875%	Between 6.0% and 13.0%
Loans to employees	Non-interest bearing	Non-interest bearing
Bank advances (credit facility)	Prime rate plus 0.25%	Prime rate plus 0.25%
Guarantee facility	1.0%	n/a
Trade and other payables	Non-interest bearing	Non-interest bearing
Due to brokers	0.1% to 3.7%	0.40% to 5.11%

(in thousands of Canadian dollars unless otherwise stated)

The company also holds debt securities held for trading of $89,650 (2012 – $73,898). 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:

	2013 $	2012 $ (adjusted – note 4)
An increase of 100 basis points in the yield to maturity	(4,359)	(6,076)
A decrease of 100 basis points in the yield to maturity	4,610	6,927

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 income of a 10% change in currency exchange rates:

	December 31, 2013			
	Financial assets $	Financial liabilities $	Net exposure $	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	(3,459)	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)

(IN THOUSANDS OF CANADIAN DOLLARS UNLESS OTHERWISE STATED)

	December 31, 2012 (adjusted - note 4)			
	Financial assets $	Financial liabilities $	Net exposure $	Effect of a 10% increase or decrease $
Canadian dollar	13,948	(7,223)	6,725	673
Euro	1,551	(648)	903	90
Israeli shekel	12,694	(8,403)	4,291	429
British pound sterling	46,001	(29,657)	16,344	1,634
Swiss franc	4,116	(212)	3,904	390
Argentine peso	14,563	-	14,563	1,456
	92,873	(46,143)	46,730	4,672

Equity price risk

Equity 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.

(in thousands of Canadian dollars unless otherwise stated)

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:

	As at December 31, 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	1,159,357	1,507,164	811,550
Equities sold short	(108,402)	(140,923)	(75,881)
Before-tax impact on net income		315,286	(315,286)

	As at December 31, 2012 (adjusted - note 4)		
	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	559,361	727,170	391,553
Equities sold short	(52,235)	(67,906)	(36,565)
Before-tax impact on net income		152,138	(152,138)

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.

(IN THOUSANDS OF CANADIAN DOLLARS UNLESS OTHERWISE STATED)

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	As at December 31, 2013 $	As at December 31, 2012 $ (adjusted – note 4)
Cash and cash equivalents	A	12,518	602
Restricted short-term investment	A	16,908	-
Due from brokers	A	24,446	1,914
Debt securities	A	5,071	-
	BBB	-	43,990
	BB	-	2,738
	CCC and below	84,579	27,170

Counterparties without external credit rating	As at December 31, 2013 $	As at December 31, 2012 $ (adjusted – note 4)
Loans to employees*	1,209	1,118

* 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 public holdings which can be liquidated in a relatively short time. Due to its large holding of liquid assets, the company believes that it has sufficient resources to meet its obligations.

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. 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:

	As at December 31, 2013	As at December 31, 2012 (adjusted – note 4)
Total liabilities	$793,785	$369,578
Total equity	$630,362	$358,831
Debt-to-capital ratio	1.26	1.03

The company's objective is to maintain a debt-to-capital ratio below 1.5. 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.

(in thousands of Canadian dollars unless otherwise stated)

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, 2013 and 2012:

	As at December 31, 2013			
	Level 1 $	Level 2 $	Level 3 $	Total $
Assets				
Financial assets held for trading				
Equity securities	1,136,237	21,882	1,019	1,159,138
Debt securities	2,926	86,724	-	89,650
Derivative financial assets	-	15,458	-	15,458
Financial assets designated as fair value through profit or loss				
Equity securities	1,238	9,336	37,586	48,160
Real estate investments	-	-	32,441	32,441
	1,140,401	133,400	71,046	1,344,847
Liabilities				
Financial liabilities held for trading				
Equity holdings sold short	101,551	6,851	-	108,402
Derivative liabilities	-	3,170	-	3,170
	101,551	10,021	-	111,572

	As at December 31, 2012 (adjusted - note 4)			
	Level 1 $	Level 2 $	Level 3 $	Total $
Assets				
Financial assets held for trading				
Equity securities	543,470	14,835	-	558,305
Debt securities	-	73,898	-	73,898
Financial assets designated as fair value through profit or loss				
Equity securities	1,056	6,461	29,988	37,505
Real estate investments	-	-	33,183	33,183
	544,526	95,194	63,171	702,891
Liabilities				
Financial liabilities held for trading				
Equity holdings sold short	52,235	-	-	52,235
Derivative liabilities	-	236	-	236
	52,235	236	-	52,471

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, dealer quotations or valuation techniques 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	Quoted market prices or broker quotes for similar instruments
Private equities	Net asset value based on observable inputs
Debt securities	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, 2013 and 2012, Level 3 instruments are in various entities and industries. The largest asset, which made up over half of the components of unlisted equity securities, is the investment in Talmer Bancorp, Inc. (note 7). Real estate investments are disclosed in more detail in note 9, 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.

During the years ended December 31, 2013 and 2012, there were no transfers between the levels.

(in thousands of Canadian dollars unless otherwise stated)

The following table presents the changes in Level 3 instruments:

	2013		
	Real estate investments $	Unlisted equity securities $	Total $
As at December 31, 2012 (adjusted - note 4)	33,183	29,988	63,171
Purchases	3,750	2,020	5,770
Sales proceeds	(4,064)	(4,690)	(8,754)
Distributions	(2,483)	-	(2,483)
Gains (losses) recognized in net income			
On financial instruments held at end of year	(295)	8,087	7,792
On financial instruments disposed of during the year	153	924	1,077
Currency translation adjustments	2,197	2,276	4,473
As at December 31, 2013	32,441	38,605	71,046

	2012		
	Real estate investments $	Unlisted equity securities $	Total $
As at January 1, 2012 (adjusted – note 4)	28,316	19,692	48,008
Purchases	4,958	8,278	13,236
Sales proceeds	-	(1,947)	(1,947)
Gains (losses) recognized in net income			
On financial instruments held at end of year	(2,322)	3,140	818
On financial instruments disposed of during the year	2,871	1,301	4,172
Currency translation adjustments	(640)	(476)	(1,116)
As at December 31, 2012 (adjusted – note 4)	33,183	29,988	63,171

(In thousands of Canadian dollars unless otherwise stated)

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) as at December 31, 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	1.34x	10%	+/–1,520
			Price to tangible book value	1.51x	10%	+/–1,660
			Price to earnings per share	14.2x	10%	+/–1,450
			Liquidity discount	10%	10%	+/–3,000
Other unlisted private equity holdings	7,000	Comparable company valuation multiples	Revenue multiple	1.1x	10%	+/–300
			Revenue estimate	$17,000	$3,000	+/–500
Real estate income trusts (REITs)	20,000	Discounted cash flows		Discount rate	7.0%–12.0%	The REITS consist of numerous investments in commercial and residential properties, each with different unobservable inputs tailored to best estimate their fair value. The inputs disclosed cover the range used for all the real estate holdings in the REITs. A general analysis of the change in inputs would not reveal a fair change in value.
				Capitalization rate	6.5%–9.0%	
				Discounted cash flow term	10 years	
				Rental growth rate	1.8%–11.4%	
Real estate investments in private entities	13,000	Capitalization model	Rate of return	7.0%	1.0%	+1,700 –1,300

The following information describes the investments whose fair value is measured using valuation techniques classified as Level 3 as at December 31, 2012:

As at December 31, 2012, Landmark S.A. accounted for $12,844 of the total real estate investments. The sole underlying real estate property of Landmark S.A. is a mixed-use building partially under construction located in Puerto Madero, Argentina. For this underlying real estate property, the valuation was determined principally by using discounted cash flow projections based on estimates of future cash flows supported by the terms of any existing lease or other contracts, by using external evidence such as current market rents for similar properties in the same location and condition and by using discount rates that reflect current market assessments of the uncertainty in the amount and timing of the cash flows.

The future rental rates were estimated depending on the actual location, type and quality of the property, and taking into account market data and projections at the valuation date. If the market rentals assumed in the discounted cash flow analysis were to increase or decrease by 10% from management's estimates, the carrying amount of this underlying real estate property would have been an estimated $597 higher or lower in 2012.

As of December 31, 2012, Talmer Bancorp, Inc. accounted for $21,712 of the total unlisted equity securities. Talmer Bancorp, Inc. is a US registered bank holding company located in Detroit, Michigan, that provides financial services and has branches in the states of Michigan and Ohio.

For this unlisted equity instrument, the valuation was determined by using a combination of valuation techniques and variables as follows:

- Potential future dividend streams for the bank: preparedusing estimated future after-tax cash flows obtained from internal projections.
- Historical trading activity of its stock: all trades of TalmerBancorp, Inc. stock that took place over the previous 12 months were analyzed.
- Analysis of comparable public companies: operatingresults were compared to a group consisting of banks and thrifts operating in the US Midwest.
- Analysis of comparable acquisition transactions: bankacquisition transactions announced and/or completed in the last 12 months were analyzed.
- Net book value: this is important in order to ensure anadequate base for the continuance of operations.

If the future earningsor multiples assumed in thevaluation were to increase or decrease by 10% from the estimates made, the fair value of this asset would have changed by an estimated $2,237 higher or lower in 2012.

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 investment, due from brokers, bank advances, trade and other payables, due to brokers, redemptions payables, and subscriptions received in advance represent a reasonable approximation of their respective fair value.

(IN THOUSANDS OF CANADIAN DOLLARS UNLESS OTHERWISE STATED)

17 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, 2013 and 2012. The principal operating subsidiaries and structured entities and their activities are as follows.

Name	Country of incorporation	% Interest held 2013	% Interest held 2012	Nature of business
Senvest International LLC	United States	100	100	Investment company
Argentina Capital Inc.	Canada	100	100	Real estate
Pennslvania Properties Inc.	United States	100	100	Real estate
Senvest Equities Inc.	Canada	100	100	Investment company
Senvest Fund Management Inc.	United States	100	100	Investment adviser
RIMA Senvest Management L.L.C.	United States	-	-	Investment manager and general partner of the Funds
Senvest Master Fund, L.P.	Cayman Islands	43	42	Investment fund
Senvest Israel Partners, L.P.	United States	49	45	Investment fund
Senvest ARU Investments Ltd.	Canada	100	-	Investment company
A.R.U. Cyprus Equities and Investments Ltd.	Cyprus	80	-	Investment company

The total non-controlling interest for the year is $39,845 (2012 – $6,988), which is mostly attributed to RIMA. The change in redemption amount of liability for redeemable units for the year is $162,001 (2012 – $44,120), 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.

No restrictions are placed on the subsidiaries to transfer funds to the parent company in the form of cash dividends.

(in thousands of Canadian dollars unless otherwise stated)

18 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:

	2013 $	2012 $ (adjusted - note 4)
Salaries and other short-term employee benefits	19,441	7,780
Post-employment benefits – Defined contribution	36	48
Share-based payments	6,187	360
	25,664	8,188

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 total $38,000 (2012 – $19,800).

19 Commitments

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

	$
2014	841
2015	1,038
2016	783
2017	783
2018	665
Thereafter	665

b) As required by certain of the company's equity investments and other holdings, the company has capital commitments of $913.

(in thousands of Canadian dollars unless otherwise stated)

20 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:

							2013
	United States $	Canada $	European Union $	Great Britain $	Argentina $	Other $	Total $
Revenues							
Net dividend income	8,739	435	346	110	517	50	10,197
Interest income	2,379	156	63	3,560	-	-	6,158
Other income	25	430	-	-	-	-	455

							2012 (adjusted - note 4)
	United States $	Canada $	European Union $	Great Britain $	Argentina $	Other $	Total $
Revenues							
Net dividend income	5,013	82	158	2,420	770	128	8,571
Interest income	2,740	57	16	1,482	-	-	4,295
Other income	25	407	-	-	-	-	432

21 Subsequent events

On February 11, 2014, the federal Minister of Finance presented the majority government's budget. The budget has proposed income tax changes to parts of Canada's foreign affiliate regime effective January 1, 2015. These proposed changes could have an effect on the mechanism in which certain foreign income of the Company is taxed in Canada. These proposed changes are not applicable for the company's 2014 consolidated financial statements. Management is currently assessing the impact of these changes.

Board of Directors

Victor Mashaal
Chairman of the Board & President
Senvest Capital Inc.

*Ronald G. Assaf
Business Executive

Frank Daniel
Secretary-Treasurer
Senvest Capital Inc.

*Donald E. Dunn
Business Executive

*Jeffrey L. Jonas
Partner, Brown Rudnick Verlack Israel L.L.P.

Richard Mashaal
Vice-President, Senvest Capital Inc.
President, Senvest International L.L.P

*Member of the Audit Committee

OFFICERS

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Chairman of the Board & President

Frank Daniel
Secretary-Treasurer

Richard Mashaal
Vice-President, Senvest Capital Inc.
President, Senvest International L.L.P.

George Malikotsis C.A., C.P.A.
Vice-President, Finance

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