



MANAGEMENT DISCUSSION AND ANALYSIS

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CORPORATE PROFILE

This Management Discussion and Analysis covers the main activities of Quebecor Inc. in the second quarter of 2017 and the major changes from the previous financial year. Quebecor Inc. is a holding company with an interest in Quebecor Media Inc., one of Canada's largest telecommunications and media groups.

Quebecor Media Inc. operates in the following business segments: Telecommunications, Media, and Sports and Entertainment. Quebecor Media Inc. is pursuing a convergence strategy that captures synergies among its properties and leverages the value of content to the benefit of multiple distribution platforms. Unless the context otherwise requires, "Quebecor" or the "Corporation" refer to Quebecor Inc. and its subsidiaries, and "Quebecor Media" refers to Quebecor Media Inc. and its subsidiaries.

On July 6, 2017, Quebecor Media repurchased for cancellation 541,899 of its Common Shares held by CDP Capital d'Amérique Investissement inc. ("CDP Capital"), a subsidiary of the Caisse de dépôt et placement du Québec, for an aggregate purchase price of \$37.7 million, payable in cash. On the same date, Quebecor Media also paid off a security held by CDP Capital for \$6.2 million. Upon completion of these transactions, the Corporation's interest in Quebecor Media increased from 81.07% to 81.53%.

This report should be read in conjunction with the information in the consolidated financial statements and Management Discussion and Analysis for the financial year ended December 31, 2016. All amounts are stated in Canadian dollars unless otherwise indicated.

In this Management Discussion and Analysis, only continuing operating activities of Quebecor are included in the analysis of segmented operating results.

HIGHLIGHTS SINCE END OF FIRST QUARTER 2017

- Quebecor's revenues totalled \$1.03 billion in the second quarter of 2017, a \$39.6 million (4.0%) increase from the same period of 2016.

Telecommunications

- The Telecommunications segment grew its revenues by \$39.7 million (5.1%) and its adjusted operating income by \$26.3 million (7.3%) in the second quarter of 2017.
- In the second quarter of 2017, Videotron Ltd. ("Videotron") significantly increased its revenues from mobile telephony (\$26.8 million or 21.8%), Internet access (\$13.9 million or 5.7%), business solutions (\$4.6 million or 17.1%) and the Club illico over-the-top video service ("Club illico") (\$2.4 million or 32.4%).
- Subscriber connections to the mobile telephony service increased by 32,400 (3.5%) in the second quarter of 2017 and Club illico memberships by 13,100 (4.0%).
- Videotron's average monthly revenue per user ("ARPU") increased by \$10.27 (7.2%) from \$143.01 in the second quarter of 2016 to \$153.28 in the second quarter of 2017.
- On July 24, 2017, Videotron sold seven 2500 MHz and 700 MHz wireless spectrum licences outside Québec to Shaw Communications Inc. for a cash consideration of \$430.0 million. The sale included three 700 MHz licences covering southern Ontario and the entirety of the provinces of Alberta and British Columbia, and four 2500 MHz licences covering the major urban centres in those provinces, namely Toronto, Edmonton, Calgary and Vancouver.
- On June 20, 2017, Videotron sold its Advanced Wireless Services (AWS-1) spectrum licence in the Metropolitan Toronto area to Rogers Communications Canada Inc. ("Rogers") for a cash consideration of \$184.2 million, pursuant to the transfer option held by Videotron since 2013.

Media

- The Media segment grew its adjusted operating income by \$8.4 million (121.7%) in the second quarter of 2017, mainly as a result of higher advertising and subscription revenues at its broadcasting business.
- On June 14, 2017, Quebecor Content announced an agreement with Blue Ant International, a division of leading global content distributor Blue Ant Media. Under the agreement, a Québec first, Blue Ant International will provide 4K content for Videotron's Indigo, illico and Club illico platforms.
- In spring 2017, the TVA Sports specialty service posted the best Québec ratings for the Stanley Cup finals since 2008. Prior to 2014, the Stanley Cup playoffs were broadcast on a rival network. The audience for the finals between the Pittsburgh Penguins and the Nashville Predators averaged 962,000 and peaked at 1.22 million, for a 36.6% market share.

Sports and Entertainment

- On April 4, 2017, Event Management GesteV inc. (“GesteV”) announced the acquisition of Montréal-based marketing agency Wasabi atelier expérientiel inc. The transaction will expand GesteV’s experiential marketing and sponsorship activation capabilities and extend its reach in the Montréal market.

Financial transactions

- On July 6, 2017, Quebecor Media repurchased for cancellation 541,899 of its Common Shares held by CDP Capital for an aggregate purchase price of \$37.7 million, payable in cash. On the same date, Quebecor Media also paid off a security held by CDP Capital for \$6.2 million. Upon completion of these transactions, the Corporation’s interest in Quebecor Media increased from 81.07% to 81.53%, while CDP Capital’s interest decreased from 18.93% to 18.47%.
- On May 4, 2017, Videotron transferred all then-existing commitments under its unsecured revolving credit facility to its secured revolving credit facility, thereby increasing its secured facility from \$630.0 million to \$965.0 million and terminating its unsecured facility.
- On May 1, 2017, Quebecor Media redeemed the entirety of its outstanding 7.375% Senior Notes issued on January 5, 2011 and maturing on January 15, 2021, in the aggregate principal amount of \$325.0 million, at a redemption price of 102.458% of their principal amount, in accordance with a notice issued on March 31, 2017.
- On May 1, 2017, Videotron redeemed \$125.0 million aggregate principal amount of its outstanding 6.875% Senior Notes issued on July 5, 2011 and maturing on July 15, 2021 at a redemption price of 103.438% of their principal amount, in accordance with a notice issued on March 31, 2017. The repurchase followed the redemption on January 5, 2017 of an initial \$175.0 million tranche of the Notes, in accordance with a notice issued on December 2, 2016.
- On April 13, 2017, Videotron issued US\$600.0 million aggregate principal amount of 5.125% Senior Notes maturing on April 15, 2027, for net proceeds of \$794.5 million, net of financing fees of \$9.9 million.

NON-IFRS FINANCIAL MEASURES

The financial measures not standardized under International Financial Reporting Standards (“IFRS”) that are used by the Corporation to assess its financial performance, such as adjusted operating income, adjusted income from continuing operating activities, cash flows from segment operations and free cash flows from continuing operating activities of the Quebecor Media subsidiary, are not calculated in accordance with, or recognized by IFRS. The Corporation’s method of calculating these non-IFRS financial measures may differ from the methods used by other companies and, as a result, the non-IFRS financial measures presented in this document may not be comparable to other similarly titled measures disclosed by other companies.

Adjusted Operating Income

In its analysis of operating results, the Corporation defines adjusted operating income, as reconciled to net income under IFRS, as net income before depreciation and amortization, financial expenses, loss on valuation and translation of financial instruments, restructuring of operations, litigation and other items, gain on sale of spectrum licences, loss on debt refinancing, income tax, and income from discontinued operations. Adjusted operating income as defined above is not a measure of results that is consistent with IFRS. It is not intended to be regarded as an alternative to other financial operating performance measures or to the statement of cash flows as a measure of liquidity. It should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. The Corporation uses adjusted operating income in order to assess the performance of its investment in Quebecor Media. The Corporation’s management and Board of Directors use this measure in evaluating its consolidated results as well as the results of the Corporation’s operating segments. This measure eliminates the significant level of impairment and depreciation/amortization of tangible and intangible assets and is unaffected by the capital structure or investment activities of the Corporation and its business segments.

Adjusted operating income is also relevant because it is a significant component of the Corporation’s annual incentive compensation programs. A limitation of this measure, however, is that it does not reflect the periodic costs of tangible and intangible assets used in generating revenues in the Corporation’s segments. The Corporation also uses other measures that do reflect such costs, such as cash flows from segment operations and free cash flows from continuing operating activities of the Quebecor Media subsidiary. The Corporation’s definition of adjusted operating income may not be the same as similarly titled measures reported by other companies.

Table 1 below provides a reconciliation of adjusted operating income to net income as disclosed in Quebecor’s condensed consolidated financial statements.

Table 1**Reconciliation of the adjusted operating income measure used in this report to the net income measure used in the condensed consolidated financial statements**

(in millions of Canadian dollars)

	Three months ended June 30		Six months ended June 30	
	2017	2016	2017	2016
Adjusted operating income (loss):				
Telecommunications	\$ 388.8	\$ 362.5	\$ 765.9	\$ 721.2
Media	15.3	6.9	12.4	4.2
Sports and Entertainment	(5.5)	(4.1)	(5.6)	(4.9)
Head Office	(3.3)	(5.0)	(12.3)	(5.5)
	395.3	360.3	760.4	715.0
Depreciation and amortization	(173.3)	(161.7)	(343.1)	(323.4)
Financial expenses	(78.9)	(80.1)	(156.0)	(160.9)
Loss on valuation and translation of financial instruments	(39.1)	(56.4)	(111.5)	(49.8)
Restructuring of operations, litigation and other items	(11.8)	(5.6)	(0.9)	(13.5)
Gain on sale of spectrum licences	87.8	–	87.8	–
Loss on debt refinancing	–	–	(15.6)	–
Income taxes	(12.7)	(31.3)	(38.1)	(59.0)
Income from discontinued operations	8.4	–	8.4	–
Net income	\$ 175.7	\$ 25.2	\$ 191.4	\$ 108.4

Adjusted income from continuing operating activities

The Corporation defines adjusted income from continuing operating activities, as reconciled to net income attributable to shareholders under IFRS, as net income attributable to shareholders before loss on valuation and translation of financial instruments, restructuring of operations, litigation and other items, gain on sale of spectrum licences, loss on debt refinancing, net of income tax related to adjustments and net income attributable to non-controlling interest related to adjustments, and before the income from discontinued operations attributable to shareholders. Adjusted income from continuing operating activities, as defined above, is not a measure of results that is consistent with IFRS. It should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. The Corporation uses adjusted income from continuing operating activities to analyze trends in the performance of its businesses. The above-listed items are excluded from the calculation of this measure because they impair the comparability of the financial results. Adjusted income from continuing operating activities is more representative for forecasting income. The Corporation's definition of adjusted income from continuing operating activities may not be identical to similarly titled measures reported by other companies.

Table 2 provides a reconciliation of adjusted income from continuing operating activities to the net income attributable to shareholders' measure used in Quebecor's condensed consolidated financial statements.

Table 2**Reconciliation of the adjusted income from continuing operating activities measure used in this report to the net income attributable to shareholders' measure used in the condensed consolidated financial statements**

(in millions of Canadian dollars)

	Three months ended June 30		Six months ended June 30	
	2017	2016	2017	2016
Adjusted income from continuing operating activities	\$ 83.2	\$ 69.9	\$ 154.1	\$ 137.6
Loss on valuation and translation of financial instruments	(39.1)	(56.4)	(111.5)	(49.8)
Restructuring of operations, litigation and other items	(11.8)	(5.6)	(0.9)	(13.5)
Gain on sale of spectrum licences	87.8	–	87.8	–
Loss on debt refinancing	–	–	(15.6)	–
Income taxes related to adjustments ¹	26.3	1.1	32.4	3.2
Net income attributable to non-controlling interest related to adjustments	(20.8)	0.8	(20.9)	2.2
Discontinued operations	6.8	–	6.8	–
Net income attributable to shareholders	\$ 132.4	\$ 9.8	\$ 132.2	\$ 79.7

¹ Includes impact of fluctuations in income tax applicable to adjusted items, either for statutory reasons or in connection with tax transactions.

Cash flows from segment operations

Cash flows from segment operations represents adjusted operating income, less additions to property, plant and equipment and to intangible assets (excluding disbursements for licence acquisitions and renewals), plus proceeds from disposal of assets (excluding proceeds from disposal of spectrum licences). The Corporation uses cash flows from segment operations as a measure of the liquidity generated by its segments. Cash flows from segment operations represents funds available for interest and income tax payments, expenditures related to restructuring programs, business acquisitions, licence acquisitions and renewals, payment of dividends, reduction of paid-up capital by Quebecor Media, repayment of long-term debt and purchase of non-controlling interest. Cash flows from segment operations is not a measure of liquidity that is consistent with IFRS. It is not intended to be regarded as an alternative to other financial operating performance measures or to the statement of cash flows as a measure of liquidity. Cash flows from segment operations is used by the Corporation's management and Board of Directors to evaluate cash flows generated by its segments' operations. The Corporation's definition of cash flows from segment operations may not be identical to similarly titled measures reported by other companies. Tables 7 and 8 provide a reconciliation of cash flows from segment operations to cash flows provided by continuing operating activities reported in Quebecor's condensed consolidated financial statements.

Free cash flows from continuing operating activities of the Quebecor Media subsidiary

Free cash flows from continuing operating activities of the Quebecor Media subsidiary represents cash flows provided by its continuing operating activities calculated in accordance with IFRS, less additions to property, plant and equipment and to intangible assets (excluding disbursements for licence acquisitions and renewals), plus proceeds from disposal of assets (excluding proceeds from disposal of spectrum licences). Free cash flows from continuing operating activities is used by the Corporation's management and Board of Directors to evaluate cash flows generated by the operations of the Quebecor Media subsidiary. Free cash flows from continuing operating activities represents Quebecor Media's available funds for business acquisitions, licence acquisitions and renewals, payment of dividends, reduction of paid-up capital, repayment of long-term debt and share repurchases. Free cash flows from continuing operating activities is not a measure of liquidity that is consistent with IFRS. It is not intended to be regarded as an alternative to other financial operating performance measures or to the statement of cash flows as a measure of liquidity. The Corporation's definition of free cash flows from continuing operating activities may not be identical to similarly titled measures reported by other companies.

Table 8 provides a reconciliation of free cash flows from continuing operating activities of Quebecor Media to cash flows provided by continuing operating activities reported in Quebecor's condensed consolidated financial statements.

KEY PERFORMANCE INDICATOR

The Corporation uses ARPU, an industry metric, as a key performance indicator. This indicator is used to measure monthly revenues per average basic customer from its cable television, Internet access, cable and mobile telephony services and Club illico. ARPU is not a measurement that is consistent with IFRS and the Corporation's definition and calculation of ARPU may not be the same as identically titled measurements reported by other companies. The Corporation calculates ARPU by dividing the combined revenues from its cable television, Internet access, cable and mobile telephony services and Club illico by the average number of basic customers during the applicable period, and then dividing the resulting amount by the number of months in the applicable period.

ANALYSIS OF CONSOLIDATED RESULTS OF QUEBECOR

2017/2016 second quarter comparison

Revenues: \$1.03 billion, a \$39.6 million (4.0%) increase.

- Revenues increased in Telecommunications (\$39.7 million or 5.1% of segment revenues) and in Media (\$1.8 million or 0.8%).
- Revenues decreased in Sports and Entertainment (-\$2.7 million or -40.3%).

Adjusted operating income: \$395.3 million, a \$35.0 million (9.7%) increase.

- Adjusted operating income increased in Telecommunications (\$26.3 million or 7.3% of segment adjusted operating income) and in Media (\$8.4 million or 121.7%).
- There was an unfavourable variance in Sports and Entertainment (\$1.4 million).
- The change in the fair value of Quebecor Media stock options resulted in a \$2.9 million unfavourable variance in the stock-based compensation charge in the second quarter of 2017 compared with the same period of 2016. The change in the fair value of Quebecor stock options and in the value of Quebecor stock-price-based share units resulted in a \$4.1 million favourable variance in the Corporation's stock-based compensation charge in the second quarter of 2017.

Net income attributable to shareholders: \$132.4 million (\$1.09 per basic share) in the second quarter of 2017, compared with \$9.8 million (\$0.08 per basic share) in the same period of 2016, an increase of \$122.6 million (\$1.01 per basic share).

- The favourable variance was due primarily to:
 - \$87.8 million gain on the sale of a spectrum licence recognized in the second quarter of 2017, including \$43.9 million without any tax consequences;
 - \$35.0 million increase in adjusted operating income;
 - \$17.3 million favourable variance in losses on valuation and translation of financial instruments, including \$19.8 million without any tax consequences;
 - \$18.6 million decrease in the income tax expense;
 - \$8.4 million favourable variance in income from discontinued operations.

Partially offset by:

- \$11.6 million increase in the depreciation and amortization charge;
- \$6.2 million unfavourable variance in the charge for restructuring of operations, litigation and other items.

Adjusted income from continuing operating activities: \$83.2 million (\$0.69 per basic share) in the second quarter of 2017, compared with \$69.9 million (\$0.57 per basic share) in the same period of 2016, an increase of \$13.3 million (\$0.12 per basic share).

Depreciation and amortization charge: \$173.3 million in the second quarter of 2017, an \$11.6 million increase due mainly to the impact of capital expenditures in the Telecommunications segment, including depreciation of investments in the wired and wireless networks and in computer systems.

Financial expenses: \$78.9 million in the second quarter of 2017, a \$1.2 million decrease caused mainly by lower average indebtedness and the impact of lower interest rates on long-term debt due to debt refinancing on more advantageous terms.

Loss on valuation and translation of financial instruments: \$39.1 million in the second quarter of 2017 compared with \$56.4 million in the same period of 2016. The \$17.3 million favourable variance was essentially due to the \$19.8 million favourable variance, without any tax consequences, in losses and gains on embedded derivatives related to convertible debentures.

Charge for restructuring of operations, litigation and other items: \$11.8 million in the second quarter of 2017 compared with \$5.6 million in the same period of 2016, a \$6.2 million unfavourable variance.

- An \$11.8 million net charge was recognized in the second quarter of 2017 in connection with cost-reduction initiatives in the Corporation's various segments and customer migration from analog to digital service in the Telecommunications segment (\$5.6 million in the second quarter of 2016).

Gain on sale of spectrum licences: \$87.8 million in the second quarter of 2017.

- On June 20, 2017, Videotron sold its AWS-1 spectrum licence in the Metropolitan Toronto area to Rogers for a cash consideration of \$184.2 million, pursuant to the transfer option held by Videotron since 2013. An \$87.8 million gain was recognized on the sale.

Income tax expense: \$12.7 million in the second quarter of 2017 (effective tax rate of 7.3%), compared with \$31.3 million in the same period of 2016 (effective tax rate of 27.4%), an \$18.6 million favourable variance caused mainly by recognition of benefits arising from prior year tax losses, partially offset by the impact of the increase in taxable income.

2017/2016 year-to-date comparison

Revenues: \$2.03 billion, a \$60.6 million (3.1%) increase.

- Revenues increased in Telecommunications (\$67.1 million or 4.3% of segment revenues).
- Revenues decreased in Media (\$8.5 million or -1.9%) and in Sports and Entertainment (\$1.6 million or -9.4%).

Adjusted operating income: \$760.4 million, a \$45.4 million (6.3%) increase.

- Adjusted operating income increased in Telecommunications (\$44.7 million or 6.2% of segment adjusted operating income) and in Media (\$8.2 million or 195.2%).
- There were unfavourable variances in Sports and Entertainment (\$0.7 million) and at Head Office (\$6.8 million). The change at Head Office was mainly due to higher compensation costs and philanthropic activities.
- The change in the fair value of Quebecor Media stock options resulted in a \$2.2 million unfavourable variance in the stock-based compensation charge in the first half of 2017 compared with the same period of 2016. The change in the fair value of Quebecor stock options and in the value of Quebecor stock-price-based share units resulted in a \$0.5 million unfavourable variance in the Corporation's stock-based compensation charge in the first half of 2017.

Net income attributable to shareholders: \$132.2 million (\$1.09 per basic share) in the first half of 2017, compared with \$79.7 million (\$0.65 per basic share) in the same period of 2016, an increase of \$52.5 million (\$0.44 per basic share).

- The favourable variance was due primarily to:
 - \$87.8 million gain on the sale of a spectrum licence recognized in the first half of 2017, including \$43.9 million without any tax consequences;
 - \$45.4 million increase in adjusted operating income;
 - \$20.9 million decrease in the income tax expense;
 - \$12.6 million favourable variance in the charge for restructuring of operations, litigation and other items;
 - \$8.4 million favourable variance in income from discontinued operations;
 - \$4.9 million decrease in financial expenses.

Partially offset by:

- \$61.7 million unfavourable variance in the loss on valuation and translation of financial instruments, including \$60.7 million without any tax consequences;
- \$19.7 million increase in the depreciation and amortization charge;
- \$15.6 million unfavourable variance in the loss on debt refinancing.

Adjusted income from continuing operating activities: \$154.1 million (\$1.27 per basic share) in the first half of 2017, compared with \$137.6 million (\$1.12 per basic share) in the same period of 2016, an increase of \$16.5 million (\$0.15 per basic share).

Depreciation and amortization charge: \$343.1 million, a \$19.7 million increase due essentially to the same factors as those noted above in the 2017/2016 second quarter comparison.

Financial expenses: \$156.0 million, a \$4.9 million decrease caused mainly by lower average indebtedness and the impact of lower interest rates on long-term debt due to debt refinancing on more advantageous terms.

Loss on valuation and translation of financial instruments: \$111.5 million in the first half of 2017 compared with \$49.8 million in the same period of 2016. The \$61.7 million unfavourable variance was essentially due to the \$60.7 million unfavourable variance, without any tax consequences, in losses and gains on embedded derivatives related to convertible debentures.

Charge for restructuring of operations, litigation and other items: \$0.9 million in the first half of 2017, compared with \$13.5 million in the same period of 2016, a \$12.6 million favourable variance.

- A \$0.9 million net charge was recognized in the first half of 2017 in connection with cost-reduction initiatives in the Corporation's various segments, customer migration from analog to digital service in the Telecommunications segment, and developments in legal disputes (\$13.5 million in the first half of 2016).

Gain on sale of spectrum licences: \$87.8 million in the first half of 2017, as explained in the 2017/2016 second quarter comparison above.

Loss on debt refinancing: \$15.6 million in the first half of 2017.

- On May 1, 2017, Videotron redeemed \$125.0 million aggregate principal amount of its outstanding 6.875% Senior Notes issued on July 5, 2011 and maturing on July 15, 2021 at a redemption price of 103.438% of their principal amount, in accordance with a notice issued on March 31, 2017. A \$5.2 million loss was recorded in the consolidated statement of income in the first half of 2017 in connection with this redemption.
- On May 1, 2017, Quebecor Media redeemed the entirety of its outstanding 7.375% Senior Notes issued on January 5, 2011 and maturing on January 15, 2021, in the aggregate principal amount of \$325.0 million, at a redemption price of 102.458% of their principal amount, in accordance with a notice issued on March 31, 2017. A \$10.4 million loss was recorded in the consolidated statement of income in the first half of 2017 in connection with this redemption.

Income tax expense: \$38.1 million in the first half of 2017 (effective tax rate of 14.1%), compared with \$59.0 million in the same period of 2016 (effective tax rate of 27.2%), a \$20.9 million favourable variance caused mainly by recognition of benefits arising from prior year tax losses, partially offset by the impact of the increase in taxable income.

SEGMENTED ANALYSIS

Telecommunications

Second quarter 2017 operating results

Revenues: \$820.1 million in the second quarter of 2017, a \$39.7 million (5.1%) increase.

- Revenues from the mobile telephony service increased \$26.8 million (21.8%) to \$149.6 million, essentially due to growth in the number of subscriber connections and higher net revenue per connection.
- Revenues from Internet access services increased \$13.9 million (5.7%) to \$256.7 million as a result of higher per-subscriber revenues, reflecting, among other things, the favourable impact of the product mix and increases in some rates, customer growth and lower discounts, partially offset by a decrease in revenues from excess usage.
- Combined revenues from all cable television services decreased \$2.1 million (-0.8%) to \$252.9 million, due primarily to the impact of the net decrease in the customer base and higher discounts, partially offset by increased revenues from the leasing of digital set-top boxes and higher per-customer revenues resulting from, among other things, the impact of increases in some rates.
- Revenues from the cable telephone service decreased \$6.4 million (-6.0%) to \$100.2 million, mainly because of the impact of the net decrease in subscribers and lower long-distance revenues, partially offset by lower discounts and higher per-subscriber revenues.
- Revenues from Club illico increased \$2.4 million (32.4%) to \$9.8 million, essentially because of subscriber growth.
- Revenues of Videotron Business Solutions increased \$4.6 million (17.1%) to \$31.5 million, due primarily to the impact of higher revenues at 4Degrees Colocation Inc. (“4Degrees Colocation”) and Fibrenoire inc. (“Fibrenoire”).
- Revenues from customer equipment sales increased \$0.6 million (4.0%) to \$15.5 million.
- Revenues of the Le SuperClub Vidéotron Itée (“Le SuperClub Vidéotron”) retail chain were stable at \$1.7 million.
- Other revenues decreased \$0.1 million (-4.2%) to \$2.3 million.

ARPU: \$153.28 in the second quarter of 2017, compared with \$143.01 in the same period of 2016, a \$10.27 (7.2%) increase.

Customer statistics

Revenue-generating units – As of June 30, 2017, the total number of revenue-generating units stood at 5,795,800, an increase of 400 since the end of the first quarter of 2017 (compared with a decrease of 16,900 in the second quarter of 2016) and a 12-month increase of 147,400 (2.6%) (Table 3). Revenue-generating units are the sum of subscriptions to the cable television, cable Internet access and Club illico services, plus subscriber connections to the cable and mobile telephony services.

Mobile telephony service – As of June 30, 2017, the number of subscriber connections to the mobile telephony service stood at 953,300, an increase of 32,400 (3.5%) since the end of the first quarter of 2017 (compared with an increase of 33,200 in the second quarter of 2016) and a 12-month increase of 124,400 (15.0%) (Table 3).

Cable Internet access – As of June 30, 2017, the number of subscribers to cable Internet access services stood at 1,627,200, a decrease of 900 (-0.1%) since the end of the first quarter of 2017 (compared with a decrease of 6,400 in the same period of 2016) and a 12-month increase of 55,500 (3.5%) (Table 3). As of June 30, 2017, Videotron’s cable Internet access services had a household and business penetration rate (number of subscribers as a proportion of the total 2,859,200 homes and businesses passed by Videotron’s network as of June 30, 2017, up from 2,825,300 one year earlier) of 56.9% compared with 55.6% a year earlier.

Cable television – The combined customer base for all of Videotron’s cable television services decreased by 23,900 (-1.4%) since the end of the first quarter of 2017 (compared with a decrease of 24,500 in the same period of 2016) and by 40,800 (-2.4%) in the 12-month period ended June 30, 2017 (Table 3). At the end of the second quarter of 2017, Videotron had 1,656,700 subscribers to its cable television services. The household and business penetration rate was 57.9% versus 60.1% a year earlier.

- As of June 30, 2017, the number of subscribers to the illico Digital TV service stood at 1,596,800, an increase of 1,700 (0.1%) since the end of the first quarter of 2017 (compared with a decrease of 9,100 in the same quarter of 2016) and a 12-month increase of 37,000 (2.4%). As of June 30, 2017, illico Digital TV had a household and business penetration rate of 55.8% versus 55.2% a year earlier.

- The customer base for analog cable television services decreased by 25,600 (-29.9%) in the second quarter of 2017 (compared with a decrease of 15,400 in the second quarter of 2016) and by 77,800 over a 12-month period. The steeper decline was caused by accelerated customer migration from analog to digital service.

Cable telephony service – As of June 30, 2017, the number of subscriber connections to the cable telephony service stood at 1,221,000, a decrease of 20,300 (-1.6%) since the end of the first quarter of 2017 (compared with a decrease of 20,300 in the second quarter of 2016) and a 12-month decrease of 63,000 (-4.9%) (Table 3). At June 30, 2017, the cable telephony service had a household and business penetration rate of 42.7% versus 45.4% a year earlier.

Club illico – As of June 30, 2017, the number of subscribers to Club illico stood at 337,600, an increase of 13,100 (4.0%) since the end of the first quarter of 2017 (compared with an increase of 1,100 in the second quarter of 2016) and a 12-month increase of 71,300 (26.8%) (Table 3).

Table 3

Telecommunications segment quarter-end customer numbers for the last eight quarters

(in thousands of customers)

	June 2017	March 2017	Dec. 2016	Sept. 2016	June 2016	March 2016	Dec. 2015	Sept. 2015
Mobile telephony ¹	953.3	920.9	893.9	867.7	828.9	795.7	768.6	742.5
Cable Internet	1,627.2	1,628.1	1,612.8	1,596.1	1,571.7	1,578.1	1,568.2	1,559.5
Cable television:								
Analog	59.9	85.5	103.8	124.9	137.7	153.1	166.3	181.3
Digital	1,596.8	1,595.1	1,587.1	1,570.8	1,559.8	1,568.9	1,570.6	1,564.6
	1,656.7	1,680.6	1,690.9	1,695.7	1,697.5	1,722.0	1,736.9	1,745.9
Cable telephony ¹	1,221.0	1,241.3	1,253.1	1,265.1	1,284.0	1,304.3	1,316.3	1,329.5
Club illico	337.6	324.5	314.7	278.5	266.3	265.2	257.5	228.5
Total (revenue-generating units)	5,795.8	5,795.4	5,765.4	5,703.1	5,648.4	5,665.3	5,647.5	5,605.9

¹ In thousands of connections

Adjusted operating income: \$388.8 million, a \$26.3 million (7.3%) increase due primarily to:

- impact of the revenue increase.

Partially offset by:

- impact of the increased loss incurred on mobile device sales, partially offset by the favourable impact of “bring your own device” plans.

Cost/revenue ratio: Operating costs for all Telecommunications segment operations, expressed as a percentage of revenues, were 52.6% in the second quarter of 2017 compared with 53.5% in the same period of 2016, consisting mainly of the fixed component of costs, which does not fluctuate in proportion to revenue growth.

Year-to-date operating results

Revenues: \$1.62 billion, a \$67.1 million (4.3%) increase, essentially due to the same factors as those noted above in the discussion of second quarter 2017 results.

- Revenues from mobile telephony service increased \$53.3 million (22.3%) to \$292.5 million.
- Revenues from Internet access service increased \$22.6 million (4.7%) to \$507.1 million.
- Combined revenues from all cable television services decreased \$11.3 million (-2.2%) to \$504.1 million.
- Revenues from cable telephony service decreased \$11.3 million (-5.3%) to \$202.8 million.
- Revenues from Club illico increased \$3.8 million (25.3%) to \$18.8 million.
- Revenues of Videotron Business Solutions increased \$10.3 million (19.6%) to \$62.9 million.

- Revenues from customer equipment sales increased \$0.4 million (1.7%) to \$23.8 million.
- Revenues of the Le SuperClub Vidéotron retail chain decreased \$0.2 million (-5.7%) to \$3.3 million, mainly because of the impact of store closings.
- Other revenues decreased \$0.6 million (-11.3%) to \$4.7 million.

ARPU: \$151.38 in the first half of 2017, compared with \$142.19 in the same period of 2016, a \$9.19 (6.5%) increase.

Customer statistics

Revenue-generating units – 30,400 (0.5%) increase in the first half of 2017 compared with an increase of 900 in the same period of 2016.

Mobile telephony service – 59,400 (6.6%) subscriber-connection increase in the first half of 2017 compared with an increase of 60,300 in the same period of 2016.

Cable Internet access – 14,400 (0.9%) customer increase in the first half of 2017 compared with an increase of 3,500 in the same period of 2016.

Cable television – 34,200 (-2.0%) decrease in the combined customer base for all of Videotron's cable television services in the first half of 2017 compared with a decrease of 39,400 in the same period of 2016.

- Subscriptions to illico Digital TV service increased by 9,700 (0.6%) in the first half of 2017 compared with a decrease of 10,800 in the same period of 2016.
- Subscriptions to analog cable television services decreased by 43,900 (-42.3%) compared with a decrease of 28,600 in the first half of 2016. The steeper decline was caused by accelerated customer migration from analog to digital service.

Cable telephony service – 32,100 (-2.6%) subscriber-connection decrease in the first half of 2017 compared with a decrease of 32,300 in the same period of 2016.

Club illico – 22,900 (7.3%) subscriber increase in the first half of 2017 compared with an increase of 8,800 in the same period of 2016.

Adjusted operating income: \$765.9 million, a \$44.7 million (6.2%) increase due primarily to:

- impact of the revenue increase.

Partially offset by:

- impact of the increased loss incurred on mobile device sales, partially offset by the favourable impact of “bring your own device” plans.

Cost/revenue ratio: Operating costs for all Telecommunications segment operations, expressed as a percentage of revenues, were 52.7% in the first half of 2017 compared with 53.6% in the same period of 2016, consisting mainly of the fixed component of costs, which does not fluctuate in proportion to revenue growth.

Cash flows from operations

Quarterly cash flows from segment operations: \$217.4 million compared with \$140.8 million in the second quarter of 2016 (Table 4).

- The \$76.6 million increase was due primarily to a \$50.3 million decrease in additions to property, plant and equipment and to intangible assets, reflecting in part decreased investment in 4Degrees Colocation and in the LTE network, and to the \$26.3 million increase in adjusted operating income.

Year-to-date cash flows from segment operations: \$399.5 million compared with \$301.7 million in the first half of 2016 (Table 4).

- The \$97.8 million increase was due primarily to a \$53.1 million decrease in additions to property, plant and equipment and to intangible assets, reflecting in part decreased investment in 4Degrees Colocation and in the LTE network, and to the \$44.7 million increase in adjusted operating income.

Table 4: Telecommunications**Cash flows from operations**

(in millions of Canadian dollars)

	Three months ended June 30		Six months ended June 30	
	2017	2016	2017	2016
Adjusted operating income	\$ 388.8	\$ 362.5	\$ 765.9	\$ 721.2
Additions to property, plant and equipment	(147.2)	(196.3)	(309.0)	(355.9)
Additions to intangible assets	(24.8)	(26.0)	(58.4)	(64.6)
Proceeds from disposal of assets (excluding proceeds from disposal of spectrum licences)	0.6	0.6	1.0	1.0
Cash flows from segment operations	\$ 217.4	\$ 140.8	\$ 399.5	\$ 301.7

Media**Second quarter 2017 operating results**

Revenues: \$231.0 million in the second quarter of 2017, a \$1.8 million (0.8%) increase.

- Broadcasting revenues increased \$12.2 million (11.6%), mainly due to:
 - higher advertising revenues at TVA Sports and TVA Network;
 - higher subscription revenues at TVA Sports.
- Film production and audiovisual service revenues increased by \$1.5 million (11.8%), mainly because of higher revenues from soundstage and equipment leasing due to a larger number of productions in the second quarter of 2017 than in the same period of 2016.
- Newspaper publishing revenues decreased \$4.3 million (-8.4%).
 - Advertising revenues decreased 14.4%; circulation revenues decreased 7.4%; digital revenues were flat; combined revenues from commercial printing and other sources increased 1.8%.
- Magazine publishing revenues decreased by \$5.5 million (-18.8%), due primarily to:
 - lower advertising revenues;
 - impact of the discontinuation of some titles;
 - decreased custom publishing revenues;
 - lower subscription and newsstand revenues.
- Revenues of Quebecor Media Out of Home increased by \$0.4 million (9.3%), essentially because of higher advertising revenues.
- Book distribution and publishing revenues decreased by \$0.1 million (-0.4%).
- Music distribution and production revenues decreased by \$1.3 million (-13.1%), primarily as a result of lower distribution revenues.

Adjusted operating income: \$15.3 million in the second quarter of 2017, an \$8.4 million (121.7%) increase.

- There was a \$7.5 million favourable variance in adjusted operating income from broadcasting operations due to:
 - impact of higher advertising revenues at TVA Sports and TVA Network;
 - impact of higher subscription revenues at TVA Sports.

Partially offset by:

- higher operating expenses at TVA Network, including content and labour costs;
- higher content costs at TVA Sports.
- Adjusted operating income from film production and audiovisual services increased by \$1.1 million (122.2%), mainly because of the impact of the revenue increase.
- Adjusted operating income from newspaper publishing decreased by \$2.5 million (-65.8%) due to:
 - impact of the revenue decrease, partially offset by the favourable impact on adjusted operating income of reduced operating expenses, resulting from, among other things, the impact of restructuring initiatives and decreased distribution costs.
- Adjusted operating income from magazine publishing was stable. The decrease in revenues was offset by a reduction in restructuring costs.
- The adjusted operating income of Quebecor Media Out of Home increased by \$0.5 million, mainly because of the impact of the revenue increase.
- Adjusted operating income from book distribution and publishing increased by \$1.6 million. The impact of increased revenues and margins in educational publishing and lower operating expenses for distribution and general literature outweighed the impact of decreased revenues from general literature and distribution.
- There was a \$0.3 million unfavourable variance in the adjusted operating loss of the music distribution and production business, due primarily to the impact of the revenue decrease.

Cost/revenue ratio: Employee costs and purchases of goods and services for the Media segment's operations, expressed as a percentage of revenues, were 93.4% in the second quarter of 2017 compared with 97.0% in the same period of 2016. The decrease was mainly due to the large fixed component of broadcasting operating costs, which does not fluctuate in proportion to the increase in revenues, as well as the impact of restructuring and cost-reduction initiatives.

Year-to-date operating results

Revenues: \$441.8 million in the first half of 2017, an \$8.5 million (-1.9%) decrease.

- Broadcasting revenues increased by \$17.0 million (8.1%) due to essentially the same factors as those noted above in the discussion of second quarter 2017 operating results.
- Film production and audiovisual service revenues decreased by \$2.4 million (-8.5%), mainly because of lower revenues from soundstage and equipment leasing due to fewer major productions in the first half of 2017 than in the same period of 2016, partially offset by higher revenues from visual effects, dubbing and post-production.
- Newspaper publishing revenues decreased \$9.0 million (-8.9%).
 - Advertising revenues decreased 15.5%; circulation revenues decreased 6.6%; digital revenues decreased 4.5%; combined revenues from commercial printing and other sources increased 2.7%.
- Magazine publishing revenues decreased by \$11.5 million (-20.3%) in the first half of 2017 due to essentially the same factors as those noted above in the discussion of second quarter 2017 operating results.
- Revenues of Quebecor Media Out of Home increased by \$0.5 million (7.6%), mainly because of higher advertising revenues.
- Book distribution and publishing revenues decreased by \$0.8 million (-1.9%), primarily as a result of lower volume in mass market and bookstore distribution and lower general literature sales, partially offset by higher revenues from educational publishing.
- Music distribution and production revenues decreased by \$3.1 million (-15.3%), primarily as a result of lower distribution revenues.

Adjusted operating income: \$12.4 million in the first half of 2017, an \$8.2 million (195.2%) increase.

- There was a \$12.0 million favourable variance in adjusted operating income from broadcasting due to the same factors as those noted above in the discussion of second quarter 2017 operating results.
- Adjusted operating income from film production and audiovisual services decreased by \$2.7 million (-87.1%), mainly because of the impact of the revenue decrease.
- Adjusted operating income from newspaper publishing decreased by \$2.3 million (-60.5%) due to the same factors as those noted above in the discussion of second quarter 2017 operating results.
- Adjusted operating income from magazine publishing decreased by \$1.7 million (-28.3%), mainly because of the impact of the decrease in revenues, largely offset by lower operating expenses, including printing, production and marketing expenses, as well as cost reductions related to restructuring initiatives.
- The adjusted operating loss of Quebecor Media Out of Home decreased by \$0.4 million as a result of the impact of revenue increase.
- There was a \$1.9 million favourable variance in adjusted operating income from book distribution and publishing due to essentially the same factors as those noted above in the discussion of second quarter 2017 operating results.
- There was a \$0.4 million unfavourable variance in the adjusted operating loss of the music distribution and production business, due primarily to the impact of the revenue decrease.

Cost/revenue ratio: Employee costs and purchases of goods and services for the Media segment's operations, expressed as a percentage of revenues, were 97.2% in the first half of 2017 compared with 99.1% in the same period of 2016. The decrease was mainly due to the large fixed component of broadcasting operating costs, which does not fluctuate in proportion to the increase in revenues, and the impact of restructuring and cost-reduction initiatives.

Cash flows from operations

Quarterly cash flows from segment operations: \$5.9 million compared with negative \$1.6 million in the second quarter of 2016 (Table 5). The \$7.5 million favourable variance was due primarily to the \$8.4 million increase in adjusted operating income, partially offset by a \$0.9 million increase in additions to property, plant and equipment and to intangible assets.

Year-to-date cash flows from segment operations: Negative \$4.1 million compared with negative \$19.8 million in the first half of 2016 (Table 5). The \$15.7 million favourable variance was due to the \$8.2 million increase in adjusted operating income, combined with a \$7.5 million decrease in additions to property, plant and equipment and to intangible assets.

Table 5: Media

Cash flows from operations

(in millions of Canadian dollars)

	Three months ended June 30		Six months ended June 30	
	2017	2016	2017	2016
Adjusted operating income	\$ 15.3	\$ 6.9	\$ 12.4	\$ 4.2
Additions to property, plant and equipment	(6.8)	(5.1)	(12.8)	(18.8)
Additions to intangible assets	(2.6)	(3.4)	(3.7)	(5.2)
Cash flows from segment operations	\$ 5.9	\$ (1.6)	\$ (4.1)	\$ (19.8)

Sports and Entertainment

Second quarter 2017 operating results

Revenues: \$4.0 million in the second quarter of 2017, a \$2.7 million (-40.3%) decrease due primarily to:

- lower revenues from concerts, events and hockey in the second quarter of 2017 than in the same period of 2016.

Adjusted operating loss: \$5.5 million in the second quarter of 2017 compared with \$4.1 million in the same period of 2016. The \$1.4 million unfavourable variance was due mainly to the impact of the revenue decrease.

Year-to-date operating results

Revenues: \$15.4 million, a \$1.6 million (-9.4%) decrease from the same period of 2016 due primarily to:

- lower revenues from concerts, events and hockey in the first half of 2017 than in the same period of 2016.

Partially offset by:

- higher revenues from GesteV sporting events.

Adjusted operating loss: \$5.6 million in the first half of 2017 compared with \$4.9 million in the same period of 2016. The \$0.7 million unfavourable variance was due mainly to the impact of the revenue decrease.

Cash flows from operations

Quarterly cash flows from segment operations: Negative \$5.9 million compared with negative \$4.7 million in the second quarter of 2016 (Table 6). The \$1.2 million unfavourable variance was mainly due to the \$1.4 million increase in the adjusted operating loss.

Year-to-date cash flows from segment operations: Negative \$6.1 million compared with negative \$6.4 million in the first half of 2016 (Table 6). A \$1.0 million decrease in additions to property, plant and equipment and intangible assets was partially offset by the \$0.7 million increase in the adjusted operating loss.

Table 6: Sports and Entertainment

Cash flows from operations

(in millions of Canadian dollars)

	Three months ended June 30		Six months ended June 30	
	2017	2016	2017	2016
Adjusted operating loss	\$ (5.5)	\$ (4.1)	\$ (5.6)	\$ (4.9)
Additions to property, plant and equipment	(0.4)	(0.6)	(0.5)	(1.2)
Additions to intangible assets	-	-	-	(0.3)
Cash flows from segment operations	\$ (5.9)	\$ (4.7)	\$ (6.1)	\$ (6.4)

CASH FLOWS AND FINANCIAL POSITION

This section provides an analysis of sources and uses of cash flows, as well as a financial position analysis as of the balance sheet date.

Operating activities

Second quarter 2017

Cash flows provided by continuing operating activities: \$332.9 million in the second quarter of 2017 compared with \$240.6 million in the same period of 2016.

- The \$92.3 million increase was primarily due to:
 - \$32.4 million decrease in current income taxes due to recognition of tax benefits;
 - \$28.7 million favourable change in non-cash operating assets and liabilities due primarily to favourable variances in accounts payable, accrued charges and provisions in the Telecommunications segment, partially offset by the unfavourable variance in income tax payable;
 - \$26.3 million and \$8.4 million increases in adjusted operating income in the Telecommunications and Media segments respectively.

Partially offset by:

- \$6.2 million unfavourable variance in the cash portion of restructuring of operations, litigation and other items.

Year to date

Cash flows provided by continuing operating activities: \$480.2 million in the first half of 2017 compared with \$460.1 million in the same period of 2016.

- The \$20.1 million increase was primarily due to:
 - \$67.2 million decrease in current income taxes due to recognition of tax benefits;
 - \$44.7 million and \$8.2 million increases in adjusted operating income in the Telecommunications and Media segments respectively;
 - \$12.6 million favourable variance in the cash portion of restructuring of operations, litigation and other items;
 - \$5.0 million decrease in the cash portion of financial expenses.

Partially offset by:

- \$111.2 million unfavourable change in non-cash operating assets and liabilities, due primarily to unfavourable variances in income tax payable and inventory in the Telecommunications segment;
- \$6.8 million increase in the adjusted operating loss of Head Office.

Increased profitability in the Telecommunications and Media segments, and recognition of tax benefits, had a favourable impact on cash flows provided by continuing operating activities in the first half of 2017, while increased inventory in the Telecommunications segment had an unfavourable impact.

Working capital: \$61.6 million at June 30, 2017 compared with negative \$429.9 million at December 31, 2016. The \$491.5 million favourable variance was mainly due to an increase in cash and cash equivalents, partly as a result of receipt of \$184.2 million in proceeds from the disposal of an AWS-1 spectrum licence, the entry under assets held for sale of the \$187.0 million book value of the 2500 MHz and 700 MHz wireless spectrum licences sold on July 24, 2017, and the decrease in accounts payable, accrued charges, provisions and income tax payable, partially offset by the impact of entry under current liabilities of the repurchase value and par value of the shares and the security repurchased on July 6, 2017.

Investing activities

Second quarter 2017

Additions to property, plant and equipment: \$154.4 million in the second quarter of 2017 compared with \$203.3 million in the same period of 2016. The \$48.9 million decrease was due to decreased investment in 4Degrees Colocation and in the LTE network.

Additions to intangible assets: \$28.0 million in the second quarter of 2017 compared with \$30.3 million in the same period of 2016. The Telecommunications segment accounted for the largest part of the \$2.3 million decrease.

Proceeds from disposal of assets: \$184.9 million in the second quarter of 2017 compared with \$1.4 million in the same period of 2016.

- In the second quarter of 2017, Videotron sold its AWS-1 spectrum licence in the Metropolitan Toronto area to Rogers for a cash consideration of \$184.2 million.

Business acquisitions: \$0.2 million in the second quarter of 2017 compared with cash inflows in the amount of \$0.2 million in the same period of 2016.

Year to date

Additions to property, plant and equipment: \$322.7 million in the first half of 2017 compared with \$377.5 million in the same period of 2016. The \$54.8 million decrease was due to the same factors as those noted above in the discussion of second quarter 2017 results.

Additions to intangible assets: \$63.1 million in the first half of 2017 compared with \$71.8 million in the same period of 2016. The Telecommunications segment accounted for the largest part of the \$8.7 million decrease.

Proceeds from disposal of assets: \$185.3 million in the first half of 2017 compared with \$1.8 million in the same period of 2016. The increase was due to the same factors as those noted above in the discussion of second quarter 2017 results.

Business acquisitions: \$5.8 million in the first half of 2017 compared with \$119.1 million in the same period of 2016.

- In the first half of 2017, business acquisitions consisted mainly of payment of the \$5.6 million balance payable on the acquisition of Fibrenoire by the Telecommunications segment.
- In the first half of 2016, business acquisitions consisted essentially of the acquisition of Fibrenoire by the Telecommunications segment.

Business disposals: \$3.0 million in the first half of 2016, consisting of the balance of the selling price of Archambault Group Inc.'s retail operations.

Free cash flows from continuing operating activities of the Quebecor Media subsidiary

Second quarter 2017

Free cash flows from continuing operating activities of Quebecor Media: \$161.5 million in the second quarter of 2017 compared with \$19.8 million in the same period of 2016 (Table 7).

- The \$141.7 million favourable variance was mainly due to:
 - \$90.6 million increase in cash flows provided by continuing operating activities;
 - \$51.0 million decrease in additions to property, plant and equipment and to intangible assets.

Year to date

Free cash flows from continuing operating activities of Quebecor Media: \$114.4 million in the first half of 2017 compared with \$24.2 million in the same period of 2016 (Table 7).

- The \$90.2 million favourable variance was mainly due to:
 - \$63.3 million decrease in additions to property, plant and equipment and to intangible assets;
 - \$26.8 million increase in cash flows provided by continuing operating activities.

Table 7

Cash flows from segment operations and free cash flows from continuing operating activities of Quebecor Media
(in millions of Canadian dollars)

	Three months ended June 30		Six months ended June 30	
	2017	2016	2017	2016
Cash flows from segment operations				
Telecommunications	\$ 217.4	\$ 140.8	\$ 399.5	\$ 301.7
Media	5.9	(1.6)	(4.1)	(19.8)
Sports and Entertainment	(5.9)	(4.7)	(6.1)	(6.4)
Quebecor Media Head Office	(3.9)	(4.7)	(11.5)	(6.3)
	213.5	129.8	377.8	269.2
Cash interest expense	(71.2)	(72.2)	(140.6)	(145.3)
Cash portion related to restructuring of operations, litigation and other items	(11.8)	(6.1)	(0.9)	(14.0)
Current income taxes	(8.7)	(41.1)	(12.1)	(79.3)
Other	1.9	1.2	3.2	2.7
Net change in operating assets and liabilities	37.8	8.2	(113.0)	(9.1)
Free cash flows from continuing operating activities of Quebecor Media	\$ 161.5	\$ 19.8	\$ 114.4	\$ 24.2

Table 8**Free cash flows from continuing operating activities of Quebecor Media and cash flows provided by continuing operating activities of Quebecor**

(in millions of Canadian dollars)

	Three months ended June 30		Six months ended June 30	
	2017	2016	2017	2016
Free cash flows from continuing operating activities of Quebecor Media presented in Table 7	\$ 161.5	\$ 19.8	\$ 114.4	\$ 24.2
Quebecor Head Office cash flow items:				
Cash flows from segment operations	0.1	(1.7)	(2.1)	(1.7)
Cash interest expense	(6.0)	(6.1)	(11.9)	(12.2)
Cash portion related to restructuring of operations, litigation and other items	–	0.5	–	0.5
Other	–	(0.6)	–	(0.6)
Net change in operating assets and liabilities	(4.4)	(3.5)	(4.9)	2.4
	(10.3)	(11.4)	(18.9)	(11.6)
Plus additions to property, plant and equipment	154.4	203.3	322.7	377.5
Plus additions to intangible assets	28.0	30.3	63.1	71.8
Minus proceeds from disposal of assets (excluding proceeds from disposal of licences)	(0.7)	(1.4)	(1.1)	(1.8)
Cash flows provided by continuing operating activities of Quebecor	\$ 332.9	\$ 240.6	\$ 480.2	\$ 460.1

Financing activities

Consolidated debt (long-term debt plus bank indebtedness): \$176.4 million reduction in the first half of 2017; \$117.0 million net unfavourable variance in assets and liabilities related to derivative financial instruments.

- Debt was reduced in the first half of 2017 primarily for the following reasons:
 - Redemption by Quebecor Media on May 1, 2017 of the entirety of its outstanding 7.375% Senior Notes issued on January 5, 2011 and maturing on January 15, 2021, in the aggregate principal amount of \$325.0 million, at a redemption price of 102.458% of their principal amount, in accordance with a notice issued on March 31, 2017;
 - Redemption by Videotron on January 5, 2017 and May 1, 2017 of \$300.0 million aggregate principal amount of its outstanding 6.875% Senior Notes issued on July 5, 2011 and maturing on July 15, 2021 at a redemption price of 103.438% of their principal amount, in accordance with notices issued on December 2, 2016 and March 31, 2017;
 - \$209.3 million reduction in Videotron's drawings on its secured revolving credit facility;
 - \$147.0 million favourable impact of exchange rate fluctuations. The consolidated debt reduction attributable to this item was offset by a decrease in the asset (or increase in the liability) related to cross-currency swap agreements entered under "Derivative financial instruments";
 - Total \$18.9 million reduction in bank indebtedness of Videotron and Quebecor Media;
 - Current payments totalling \$10.0 million on the term loan facilities of Videotron, TVA Group Inc. ("TVA Group") and Quebecor Media.
- Additions to debt during the same period essentially consisted of:
 - Issuance by Videotron on April 13, 2017 of US\$600.0 million aggregate principal amount of 5.125% Senior Notes maturing on April 15, 2027, for net proceeds of \$794.5 million, net of financing fees of \$9.9 million;
 - \$18.5 million increase in Quebecor's debt;

- \$13.5 million increase in TVA Group's drawings on its secured revolving credit facility and bank indebtedness.
- Assets and liabilities related to derivative financial instruments totalled a net asset of \$691.7 million at June 30, 2017 compared with \$808.7 million at December 31, 2016. The \$117.0 million net unfavourable variance was mainly due to:
 - unfavourable impact of exchange rate fluctuations on the value of derivative financial instruments.
 Partially offset by:
 - favourable impact of interest rate trends in Canada, compared with the United States, on the fair value of derivative financial instruments.
- On July 14, 2017, Quebecor received a notice regarding the conversion of convertible debentures in the principal amount of \$50.0 million for 2,077,922 Class B Subordinate Voting Shares ("Class B Shares") of Quebecor. The Corporation exercised its option to pay cash. The cash amount payable on September 6, 2017 will be based on the average of the daily volume-weighted average price of Quebecor Class B Shares traded on the Toronto Stock Exchange between August 1, 2017 and August 29, 2017.
- On July 6, 2017, Quebecor Media repurchased for cancellation 541,899 of its Common Shares held by CDP Capital for an aggregate purchase price of \$37.7 million, payable in cash. On the same date, Quebecor Media also paid off a security held by CDP Capital for \$6.2 million. Upon completion of these transactions, the Corporation's interest in Quebecor Media increased from 81.07% to 81.53%, while CDP Capital's interest decreased from 18.93% to 18.47%.
- On May 4, 2017, Videotron transferred all then-existing commitments under its unsecured revolving credit facility to its secured revolving credit facility, thereby increasing its secured facility from \$630.0 million to \$965.0 million and terminating its unsecured facility.

Financial Position

Net available liquidity: \$1.45 billion at June 30, 2017 for Quebecor Media and its wholly owned subsidiaries, consisting of \$183.2 million in cash and cash equivalents and \$1.27 billion in available unused revolving credit facilities.

Net available liquidity: \$131.3 million as at June 30, 2017 for Quebecor at the corporate level, consisting of \$0.3 million in cash and cash equivalents and \$131.0 million in available unused revolving credit facilities.

Consolidated debt (long-term debt plus bank indebtedness): \$5.51 billion at June 30, 2017, a \$176.4 million decrease compared with December 31, 2016; \$117.0 million net unfavourable variance in assets and liabilities related to derivative financial instruments (see "Financing activities" above).

- Consolidated debt essentially consisted of Videotron's \$3.35 billion debt (\$3.17 billion at December 31, 2016); TVA Group's \$79.9 million debt (\$69.1 million at December 31, 2016); Quebecor Media's \$2.03 billion debt (\$2.41 billion at December 31, 2016); and Quebecor's \$49.1 million debt (\$30.6 million at December 31, 2016).

As of June 30, 2017, minimum principal payments on long-term debt in the coming years were as follows:

Table 9
Minimum principal payments on Quebecor's long-term debt
12-month periods ended June 30
 (in millions of Canadian dollars)

2018	\$	53.5
2019		21.3
2020		70.1
2021		424.8
2022		-
2023 and thereafter		4,969.8
Total	\$	5,539.5

From time to time, Quebecor may (but is under no obligation to) seek to retire or purchase its outstanding securities, including debentures, in open market purchases, privately negotiated transactions, or otherwise. Such repurchases, if any, will depend on its liquidity position and requirements, prevailing market conditions, contractual restrictions and other factors. The amounts involved may be material.

The weighted average term of Quebecor's consolidated debt was approximately 6.6 years as of June 30, 2017 (6.1 years as of December 31, 2016). After taking into account hedging instruments, the debt consisted of approximately 87.1% fixed-rate debt (83.2% at December 31, 2016) and 12.9% floating-rate debt (16.8% at December 31, 2016).

Management of the Corporation believes that cash flows and available sources of financing should be sufficient to cover committed cash requirements for capital investments, working capital, interest payments, debt repayments, pension plan contributions, share repurchases and dividend payments (or reduction of paid-up capital by Quebecor Media). The Corporation believes it will be able to meet future debt maturities, which are staggered over the coming years.

Pursuant to its financing agreements, the Corporation is required to maintain certain financial ratios and comply with certain financial covenants. The key indicators listed in those financing agreements include debt service coverage ratio and debt ratio (long-term debt over adjusted operating income). At June 30, 2017, the Corporation was in compliance with all required financial ratios and restrictive covenants in its financing agreements.

Dividends declared

On August 9, 2017, the Board of Directors of Quebecor declared a quarterly dividend of \$0.055 per share on its Class A Multiple Voting Shares ("Class A Shares") and Class B Shares, payable on September 19, 2017 to shareholders of record at the close of business on August 25, 2017.

Board of Directors

On August 7, 2017, the Board of Directors received the resignation of Geneviève Marcon, a Director of the Corporation since 2012, a Director of Quebecor Media since 2013, and a member of the Human Resources and Corporate Governance committees of both corporations. The Board thanks her for her contribution to Quebecor's success over the past five years.

Analysis of consolidated balance sheet as at June 30, 2017

Table 10

Consolidated balance sheet of Quebecor

Analysis of main differences between June 30, 2017 and December 31, 2016

(in millions of Canadian dollars)

	June 30, 2017	Dec. 31, 2016	Difference	Main reasons for difference
Assets				
Cash and cash equivalents	\$ 187.4	\$ 22.3	\$ 165.1	Receipt of proceeds from disposal of AWS-1 spectrum licence
Income taxes ¹	17.7	(28.3)	46.0	Recognition of tax benefits
Property, plant and equipment	3,597.6	3,605.1	(7.5)	Depreciation for the period net of additions to property, plant and equipment on an accrual basis
Intangible assets ²	1,130.8	1,224.0	(93.2)	Sale of AWS-1 spectrum licence
Derivative financial instruments ³	691.7	808.7	(117.0)	See "Financing activities"
Liabilities				
Accounts payable and accrued charges	645.1	705.9	(60.8)	Impact of current variances in activity
Provisions	31.7	69.3	(37.6)	Settlement of disputes
Due on non-controlling interests acquisition	43.9	-	43.9	Repurchase by Quebecor Media of 541,899 of its Common Shares and payment of a security
Long-term debt, including short-term portion and bank indebtedness	5,511.2	5,687.6	(176.4)	See "Financing activities"
Other liabilities	614.5	516.2	98.3	Losses on embedded derivatives related to convertible debentures
Deferred income tax ⁴	549.9	544.9	5.0	Net deferred income tax expenses reported under income and other comprehensive income

¹ Current assets less current liabilities.

² Including assets held for sale.

³ Long-term assets less long-term liabilities.

⁴ Long-term liabilities less long-term assets.

ADDITIONAL INFORMATION

Contractual Obligations

At June 30, 2017, material contractual obligations of operating activities included: capital repayment and interest on long-term debt; principal repayment and interest on convertible debentures; operating lease arrangements; capital asset purchases and other commitments; and obligations related to derivative financial instruments, less estimated future receipts on derivative financial instruments. Table 11 below shows a summary of these contractual obligations.

Table 11
Contractual obligations of Quebecor as of June 30, 2017
(in millions of Canadian dollars)

	Total	Under 1 year	1-3 years	3-5 years	5 years or more
Long-term debt ¹	\$ 5,539.5	\$ 53.5	\$ 91.4	\$ 424.8	\$ 4,969.8
Convertible debentures ²	891.8	–	891.8	–	–
Interest payments ³	1,809.7	241.4	556.4	516.8	495.1
Operating leases	214.0	47.6	63.2	25.9	77.3
Additions to property, plant and equipment and other commitments	1,141.5	190.7	255.8	220.5	474.5
Derivative financial instruments ⁴	(698.4)	(20.2)	0.9	(82.4)	(596.7)
Total contractual obligations	\$ 8,898.1	\$ 513.0	\$ 1,859.5	\$ 1,105.6	\$ 5,420.0

- ¹ The carrying value of long-term debt excludes adjustments to record changes in the fair value of long-term debt related to hedged interest risk, embedded derivatives and financing fees.
- ² Based on the market value at June 30, 2017 of a number of shares obtained by dividing the outstanding principal amount by the market price of a Quebecor Class B share at that date, subject to a floor price of \$19.25 per share and a ceiling price of \$24.0625. The Corporation may also redeem convertible debentures by issuing the corresponding number of Class B Shares.
- ³ Estimated interest payable on long-term debt and convertible debentures, based on interest rates, hedging of interest rates and hedging of foreign exchange rates as of June 30, 2017.
- ⁴ Estimated future receipts, net of disbursements, related to foreign exchange hedging using derivative financial instruments.

Related party transactions

In the second quarter of 2017, the Corporation made sales to affiliated corporations in the amount of \$0.2 million (\$0.6 million in the same period of 2016).

In the first half of 2017, the Corporation made sales to affiliated corporations in the amount of \$0.9 million (\$1.6 million in the same period of 2016).

Capital stock

In accordance with Canadian financial reporting standards, Table 12 below presents information on the Corporation's capital stock as at July 25, 2017. In addition, 440,000 share options were outstanding as of July 25, 2017.

Table 12
Capital stock
(in shares and millions of Canadian dollars)

	July 25, 2017	
	Issued and outstanding	Book value
Class A Shares	38,745,872	\$ 8.6
Class B Shares	82,087,692	310.8

On August 3, 2016, the Board of Directors of Quebecor authorized the renewal of its normal course issuer bid for a maximum of 500,000 Class A Shares, representing approximately 1.3% of issued and outstanding Class A Shares, and for a maximum of 2,000,000 Class B Shares, representing approximately 2.4% of issued and outstanding Class B Shares as of August 3, 2016. The purchases can be made from August 15, 2016 to August 14, 2017 at prevailing market prices on the open market through the facilities of the Toronto Stock Exchange or other alternative trading systems. All shares purchased under the bid will be cancelled.

On August 9, 2017, the Board of Directors of Quebecor authorized the renewal of its normal course issuer bid for a maximum of 500,000 Class A Shares, representing approximately 1.3% of issued and outstanding Class A Shares, and for a maximum of 2,000,000 Class B Shares, representing approximately 2.4% of issued and outstanding Class B Shares as of August 1, 2017. The purchases can be made from August 15, 2017 to August 14, 2018 at prevailing market prices on the open market through the facilities of the Toronto Stock Exchange or other alternative trading systems. All shares purchased under the bid will be cancelled.

In the first half of 2017, the Corporation purchased and cancelled 720,800 Class B Shares for a total cash consideration of \$29.3 million (109,600 Class B Shares for a total cash consideration of \$3.6 million in the first half of 2016). The \$26.6 million excess of the purchase price over the carrying value of the repurchased Class B Shares was recorded as a reduction in retained earnings (\$3.2 million in the first half of 2016).

Financial instruments

The Corporation uses a number of financial instruments, mainly cash and cash equivalents, accounts receivable, long-term investments, bank indebtedness, accounts payable and accrued liabilities, long-term debt, convertible debentures and derivative financial instruments.

In order to manage its foreign exchange and interest rate risks, the Corporation uses derivative financial instruments: (i) to set in Canadian dollars future payments on debts denominated in U.S. dollars (interest and principal) and certain purchases of inventories and other capital expenditures denominated in a foreign currency, (ii) to achieve a targeted balance of fixed- and floating-rate debt, and (iii) to lock-in the value of certain derivative financial instruments through offsetting transactions. The Corporation does not intend to settle its derivative financial instruments prior to their maturity as none of these instruments is held or issued for speculative purposes.

Certain cross-currency interest rate swaps entered into by the Corporation include an option that allows each party to unwind the transaction on a specific date at the then settlement amount.

The carrying value and fair value of long-term debt, convertible debentures and derivative financial instruments as of June 30, 2017 and December 31, 2016 were as follows:

Table 13

Fair value of long-term debt, convertible debentures and derivative financial instruments

(in millions of Canadian dollars)

Asset (liability)	June 30, 2017		December 31, 2016	
	Carrying value	Fair value	Carrying value	Fair value
Long-term debt^{1, 2}	\$ (5,539.5)	\$ (5,839.6)	\$ (5,700.8)	\$ (5,866.6)
Convertible debentures³	(893.3)	(893.3)	(780.0)	(780.0)
Derivative financial instruments				
Early settlement options	–	–	0.4	0.4
Foreign exchange forward contracts ⁴	(4.1)	(4.1)	2.5	2.5
Interest rate swaps	(0.1)	(0.1)	(0.3)	(0.3)
Cross-currency interest rate swaps ⁴	695.9	695.9	806.5	806.5

¹ The carrying value of long-term debt excludes adjustments to record changes in the fair value of long-term debt related to hedged interest risk, embedded derivatives and financing fees.

² The fair value of the long-term debt does not include the fair value of early settlement options, which is presented separately in the table.

³ The carrying value and fair value of convertible debentures consist of the initial capital investment and the value of the cap and floor conversion price features, recognized as embedded derivatives.

⁴ The value of foreign exchange forward contracts entered into to lock in the value of existing hedging positions is netted from the value of the offset financial instruments.

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

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

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

Losses on valuation and translation of financial instruments in the second quarters and first halves of 2017 and 2016 are summarized in Table 14.

Table 14

Loss on valuation and translation of financial instruments

(in millions of Canadian dollars)

	Three months ended June 30		Six months ended June 30	
	2017	2016	2017	2016
Loss on embedded derivatives related to convertible debentures	\$ 37.9	\$ 57.7	\$ 110.6	\$ 49.9
Loss (gain) on the ineffective portion of fair value hedges	1.2	(1.3)	1.5	(0.1)
Loss on the ineffective portion of cash flow hedges	–	–	–	0.1
Gain on embedded derivatives related to long term debt	–	–	(0.6)	(0.1)
	\$ 39.1	\$ 56.4	\$ 111.5	\$ 49.8

Gains on cash flow hedges in the amounts of \$40.3 million and \$28.0 million were recorded under “Other comprehensive income” in the second quarter and first half of 2017 respectively (gains of \$36.1 million and \$46.2 million in the second quarter and first half of 2016 respectively).

Controls and procedures

The purpose of internal controls over financial reporting is to provide reasonable assurance as to the reliability of the Corporation’s financial reporting and the preparation of its consolidated financial statements in accordance with IFRS.

There have not been any changes in internal controls over financial reporting during the three months ended June 30, 2017 that have materially affected, or are reasonably likely to materially affect, the Corporation’s internal controls over financial reporting.

Additional information

The Corporation is a reporting issuer subject to the securities laws of all Canadian provinces and is therefore required to file financial statements, a proxy circular and an annual information form with the various securities commissions. Copies of those documents are available free of charge from the Corporation on request, and on the Web at <www.sedar.com>.

Cautionary statement regarding forward-looking statements

The statements in this report that are not historical facts are forward-looking statements and are subject to significant known and unknown risks, uncertainties and assumptions that could cause the Corporation’s actual results for future periods to differ materially from those set forth in forward-looking statements. Forward-looking statements may be identified by the use of the conditional or by forward-looking terminology such as the terms “plans,” “expects,” “may,” “anticipates,” “intends,” “estimates,” “projects,” “seeks,” “believes,” or similar terms, variations of such terms or the negative of such terms. Some important factors that could cause actual results to differ materially from those expressed in these forward-looking statements include, but are not limited to:

- Quebecor Media’s ability to continue successfully developing its network and the facilities that support its mobile services;
- general economic, financial or market conditions and variations in the businesses of local, regional and national advertisers in Quebecor Media’s newspapers, television outlets and other media properties;
- the intensity of competitive activity in the industries in which Quebecor operates;
- fragmentation of the media landscape;
- new technologies that might change consumer behaviour with respect to Quebecor Media’s product suites;
- unanticipated higher capital spending required for developing Quebecor Media’s network or to address the continued development of competitive alternative technologies, or the inability to obtain additional capital to continue the development of Quebecor’s business;
- Quebecor’s ability to implement its business and operating strategies successfully and to manage its growth and expansion;
- disruptions to the network through which Quebecor Media provides its digital cable television, Internet access, telephony and Club illico services, and its ability to protect such services against piracy, unauthorized access and other security breaches;
- labour disputes or strikes;
- changes in Quebecor Media’s ability to obtain services and equipment critical to its operations;
- changes in laws and regulations, or in their interpretations, which could result, among other things, in the loss (or reduction in value) of Quebecor Media’s licences or markets, or in an increase in competition, compliance costs or capital expenditures;
- Quebecor Media’s ability to successfully develop its Sports and Entertainment segment and other expanding lines of business in its other segments;
- Quebecor’s substantial indebtedness, the tightening of credit markets, and the restrictions on its business imposed by the terms of its debt; and
- interest rate fluctuations that could affect Quebecor’s interest payment requirements on long-term debt.

The forward-looking statements in this document are made to provide investors and the public with a better understanding of the Corporation’s circumstances and are based on assumptions it believes to be reasonable as of the day on which they are made. Investors and others are cautioned that the foregoing list of factors that may affect future results is not exhaustive and that undue reliance should not be placed on any forward-looking statements. For more information on the risks, uncertainties and assumptions that could cause the Corporation’s actual results to differ from current expectations, please refer to the Corporation’s public filings,

available at <www.sedar.com> and <www.quebecor.com>, including, in particular, the “Risks and Uncertainties” section of the Corporation’s Management Discussion and Analysis for the year ended December 31, 2016.

The forward-looking statements in this Management Discussion and Analysis reflect the Corporation’s expectations as of August 10, 2017, and are subject to change after that date. The Corporation expressly disclaims any obligation or intention to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable securities laws.

Montréal, Québec

August 10, 2017

QUEBECOR INC.

SELECTED QUARTERLY FINANCIAL DATA

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

	2017		2016				2015	
	June 30	March 31	Dec. 31	Sept. 30	June 30	March 31	Dec. 31	Sept. 30
Revenues	\$ 1,032.1	\$ 996.4	\$ 1,050.4	\$ 998.3	\$ 992.5	\$ 975.4	\$ 1,023.5	\$ 974.5
Adjusted operating income	395.3	365.1	389.3	389.8	360.3	354.7	360.8	391.4
Contribution to net income (loss) attributable to shareholders:								
Continuing operating activities	83.2	70.9	84.7	83.2	69.9	67.7	58.0	74.0
(Loss) gain on valuation and translation of financial instruments	(36.2)	(72.5)	50.0	(68.2)	(57.0)	6.8	(85.5)	51.1
Unusual items	78.6	1.4	(11.4)	(23.3)	(3.1)	(4.6)	(6.6)	(38.1)
Discontinued operations	6.8	-	-	-	-	-	(0.7)	(1.9)
Net income (loss) attributable to shareholders	132.4	(0.2)	123.3	(8.3)	9.8	69.9	(34.8)	85.1

Basic data per share

Contribution to net income (loss) attributable to shareholders:								
Continuing operating activities	\$ 0.69	\$ 0.58	\$ 0.69	\$ 0.68	\$ 0.57	\$ 0.55	\$ 0.47	\$ 0.60
(Loss) gain on valuation and translation of financial instruments	(0.30)	(0.59)	0.41	(0.56)	(0.47)	0.06	(0.70)	0.42
Unusual items	0.64	0.01	(0.09)	(0.19)	(0.02)	(0.04)	(0.05)	(0.31)
Discontinued operations	0.06	-	-	-	-	-	-	(0.02)
Net income (loss) attributable to shareholders	1.09	-	1.01	(0.07)	0.08	0.57	(0.28)	0.69

Weighted average number of shares outstanding (in millions)	121.4	121.6	122.1	122.3	122.4	122.5	122.5	122.7
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Diluted data per share

Contribution to net income (loss) attributable to shareholders:								
Continuing operating activities	\$ 0.62	\$ 0.52	\$ 0.62	\$ 0.61	\$ 0.51	\$ 0.50	\$ 0.43	\$ 0.54
Dilution impact	0.07	0.06	-	0.07	0.06	-	0.04	-
(Loss) gain on valuation and translation of financial instruments	(0.30)	(0.59)	-	(0.56)	(0.47)	(0.01)	(0.70)	-
Unusual items	0.64	0.01	(0.08)	(0.19)	(0.02)	(0.03)	(0.05)	(0.27)
Discontinued operations	0.06	-	-	-	-	-	-	(0.01)
Net income (loss) attributable to shareholders	1.09	-	0.54	(0.07)	0.08	0.46	(0.28)	0.26

Weighted average number of diluted shares outstanding (in millions)	121.6	121.6	143.3	122.3	122.8	143.6	122.5	143.7
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