Enghouse Systems
Software engineered for results

First Quarter Ended January 31, 2022

March 3, 2022

Dear fellow Shareholders,

Revenue for the first quarter of 2022 was $111.1 million compared to revenue of $119.1 million in the prior year. While revenue for the comparative period had mostly returned to pre-COVID volumes, it encompassed the tail-end of a period positively impacted by an influx of COVID related demand for our remote-work and visual computing solutions. Revenue for the first quarter of 2022 was also negatively impacted by $4.4 million as a result of foreign exchange compared to the prior year. We also continue to experience a shift towards cloud offerings, particularly in the contact center market.

Net income for the quarter was $21.6 million or $0.39 per diluted share, compared to $20.6 million or $0.37 per diluted share last year. The increase in Net income is a result of lower costs and higher other income despite lower revenues relative to the comparative period. Adjusted EBITDA was $38.6 million or $0.69 per diluted share, compared to $44.5 million or $0.80 per diluted share in the first quarter of 2021.

Cash flows from operating activities, excluding changes in working capital, were $38.7 million compared to $41.7 million in the prior year. Enghouse closed the quarter with $214.8 million in cash, cash equivalents and short-term investments, compared to $198.8 million at October 31, 2021, with no external debt financing. The cash balance was achieved after making payments of $8.9 million for dividends in the first quarter.

Today, the Board of Directors approved the Company's eligible quarterly dividend of $0.185 per common share, an increase of 16% over the prior dividend, payable on May 31, 2022 to shareholders of record at the close of business on May 17, 2022. This represents the 14th consecutive year in which the company increased its dividend by over 10%.

Stephen J. Sadler
Chairman of the Board and Chief Executive Officer

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following Management Discussion and Analysis ("MD&A") has been prepared as of March 3, 2022 and all information contained herein is current as of that date unless otherwise indicated. For a complete understanding of our business environment, risks, trends and uncertainties and the effect of critical accounting policies and estimates on our results, this MD&A should be read in conjunction with Enghouse Systems Limited's ("Enghouse Systems") and its subsidiaries (together "Enghouse", "we" "us" "our" or "the Company") fiscal 2021 MD&A and audited consolidated financial statements and the notes thereto. This MD&A covers the unaudited condensed consolidated interim results of operations, financial condition and cash flows of Enghouse Systems and its subsidiaries, all wholly owned, for the first quarter ended January 31, 2022.

Unless otherwise noted, the results reported herein have been prepared in accordance with International Financial Reporting Standards ("IFRS") and are presented in Canadian dollars, stated in thousands, except per share amounts and as otherwise indicated.

This document is intended to assist the reader in better understanding operations and key financial results as of the date of this report. The unaudited Condensed Consolidated Interim Financial Statements and the MD&A have been reviewed by the Company's Audit Committee and approved by its Board of Directors.

Non-IFRS Measures and Forward-Looking Statements

The Company uses non-IFRS measures to assess its operating performance. Securities regulations require that companies caution readers that earnings and other measures adjusted to a basis other than IFRS do not have standardized meanings and are unlikely to be comparable to similar measures used by other companies. Accordingly, they should not be considered in isolation. The Company uses Adjusted EBITDA as a measure of operating performance. Therefore, Adjusted EBITDA may not be comparable to similar measures presented by other issuers. Adjusted EBITDA is calculated based on results from operating activities adjusted for depreciation of property, equipment and right-of-use assets, and special charges for acquisition related restructuring costs. Management uses Adjusted EBITDA, Adjusted EBITDA margin, and Adjusted EBITDA per diluted share to evaluate operating performance as it excludes amortization of acquired software and intangibles (which is an accounting allocation of the cost of software and intangible assets arising on acquisition), any impact of finance and tax related activities, asset depreciation, foreign exchange gains and losses, other income and restructuring costs primarily related to acquisitions.

Certain statements made or incorporated by reference in this MD&A are forward-looking and relate to, among other things, anticipated financial performance, business prospects, strategies, regulatory developments, new services, market forces, commitments and technological developments. By its nature, such forward-looking information is subject to various risks and uncertainties, including those discussed in this MD&A or in documents incorporated by reference in this MD&A, such as Enghouse Systems' Annual Information Form, which could cause the Company's actual results and experience to differ materially from the anticipated results or other expectations expressed herein. Readers are cautioned not to place undue reliance on this forward-looking information, and the Company shall have no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws. This report should be viewed in conjunction with the Company's other publicly available filings, including its Annual Information Form, copies of which are filed electronically on SEDAR at www.sedar.com.

For additional information with respect to certain of these risks or factors, reference should be made to the "Risks and Uncertainties" section of the MD&A and notes to the audited consolidated financial statements for the year ended October 31, 2021, as well as to the Company's continuous disclosure materials filed from time to time with Canadian securities regulatory authorities, copies of which are filed electronically on SEDAR at www.sedar.com.

Corporate Overview

Enghouse is a Canadian publicly traded company (TSX:ENGH) that provides enterprise software solutions focusing on contact centers, video communications, telehealth, communications networks, public safety and the transit market. The Company's two-pronged strategy to grow earnings focuses on internal growth and acquisitions, which, to date, have been funded through operating cash flows. The Company has no debt financing and is organized around two business segments: the Interactive Management Group ("IMG") and the Asset Management Group ("AMG").

IMG specializes in contact center and interaction software and services designed to facilitate remote work, enhance customer service, increase efficiency and manage customer communications across multiple types of interactions, including voice, email, social channels, web chats, text and video. Core technologies include contact center, video collaboration, interactive voice response, artificial intelligence, outbound dialers, attendant console, agent performance optimization, customer survey, business intelligence and analytics that may be deployed in private cloud, multi-tenant cloud or on-premise environments. IMG's customers are varied and include financial services companies, telecoms, business process service providers, as well as technology and health care providers.

AMG provides a portfolio of software and services solutions across a number of verticals, such as cable operators, network telecommunication providers, media, transit, defence, utilities and public safety companies. Its products include network infrastructure, operations support systems, business support systems and revenue generation solutions, such as video and cloud TV solutions. AMG also provides fleet routing, dispatch, scheduling, transit e-ticketing and automated fare collection, communications and emergency control center solutions for the transportation, government, first responders, distribution and security sectors.

Enghouse continues to focus on building a consistently profitable enterprise software company with a diversified product suite and global market presence. The Company remains focused on generating positive operating cash flows and having a strong balance sheet. Deploying capital on acquisitions and replacing it through operating cash flows is pivotal to our strategy and allows Enghouse to pursue further acquisitions.

The Company emphasizes the importance of recurring revenue streams to increase shareholder value and the predictability of its operating results. While Enghouse continues to develop and enhance its existing product portfolio to grow organically, including expanding our hosted solution offerings, it is also important to augment and expedite this strategy with new and complementary technology, products and services obtained through acquisition. This dual-faceted approach will enable us to provide a broader spectrum of products and services to our customer base more quickly than through organic means alone.

First quarter overview

During the first quarter of 2022, we continued to generate positive cash flows, operating income and profitability. This resulted in a 13.4% increase in Professional Services revenue in the quarter. Compared to the first quarter of 2021, which experienced the tail-end of a surge in COVID related demand, sales have returned to volumes that are more consistent with pre-COVID volumes, primarily for Vidyo revenue. We made progress on several large professional services projects, particularly for transportation and public safety customers. Meanwhile, we continue to experience cost savings as we consolidate research and development efforts into lower-cost jurisdictions, reduce premise costs as well as achieve cost savings through integrating acquisitions.

Although focus on cloud-based solutions is increasing, we continue to provide flexibility and choice and remain committed to servicing our customers who may have strict on-premise or private cloud requirements that competing products may fail to satisfy. For those customers that prefer cloud alternatives, we continue our efforts to attract, convert and retain customers to our cloud-based solutions, particularly for our Interactive Management Group. As we see a growing demand for cloud-based recurring revenue solutions, as with all our revenue streams, we are careful to ensure that this is achieved without sacrificing profitability, particularly as we anticipate inflationary related cost increases in the future. As a result, we are also focused on ensuring our pricing is set appropriately to provide adequate margins in an inflationary environment whilst also focusing on controlling costs.

Quarterly Results of Operations

The following table sets forth certain unaudited information for each of the eight most recent quarters. Our operating results may fluctuate quarterly, mainly as a result of the timing of certain large software license and hardware sales as well as fluctuations in usage volumes of our software or customers selecting cloud based hosted offerings rather than on-premise solutions. Our quarterly results may also be influenced by COVID-19, foreign exchange, timing of new acquisitions, and changes in staffing and infrastructure. See "Risks and Uncertainties" for more details.

The following table provides details regarding operating results for the past eight quarters:

For the three months ended	Q1 2022	Q4 2021	Q3 2021	Q2 2021	Q1 2021	Q4 2020	Q3 2020	Q2 2020
Revenue	**$ 111,102**	**$ 113,099**	**$ 117,644**	**$ 117,334**	**$ 119,100**	**$ 120,898**	**$ 131,324**	**$ 140,900**
Direct costs	32,828	31,149	33,437	33,533	31,508	33,261	39,740	39,699
Revenue, net of direct costs	**$ 78,274**	**$ 81,950**	**$ 84,207**	**$ 83,801**	**$ 87,592**	**$ 87,637**	**$ 91,584**	**$ 101,201**
As a % of revenue	*70.5%*	72.5%	71.6%	*71.4%*	*73.5%*	*72.5%*	*69.7%*	*71.8%*
Operating expenses	42,551	42,784	45,267	46,852	46,510	44,952	49,351	55,046
Special charges	18	31	433	57	383	(12)	35	(121)
Results from operating activities	**$ 35,705**	**$ 39,135**	**$ 38,507**	**$ 36,892**	**$ 40,699**	**$ 42,697**	**$ 42,198**	**$ 46,276**
As a % of revenue	*32.1%*	34.6%	32.7%	*31.4%*	*34.2%*	*35.3%*	*32.1%*	*32.8%*
Amortization	(9,657)	(10,438)	(10,355)	(10,854)	(10,774)	(10,958)	(11,502)	(11,600)
Other	568	(724)	(1,147)	241	(3,764)	1,055	2,627	233
Income before income taxes	**$ 26,616**	**$ 27,973**	**$ 27,005**	**$ 26,279**	**$ 26,161**	**$ 32,794**	**$ 33,323**	**$ 34,909**
Provision for (recovery of) income taxes	5,019	(2,213)	5,778	5,540	5,519	3,422	7,330	7,820
Net Income for the period	**$ 21,597**	**$ 30,186**	**$ 21,227**	**$ 20,739**	**$ 20,642**	**$ 29,372**	**$ 25,993**	**$ 27,089**
Basic earnings per share	0.39	0.54	0.38	0.37	0.37	0.53	0.47	0.49
Diluted earnings per share	0.39	0.54	0.38	0.37	0.37	0.52	0.46	0.49
Operating cash flows	24,342	25,206	33,552	39,155	20,545	34,989	55,690	57,533
Operating cash flows excluding changes in working capital	38,743	42,385	41,105	42,600	41,715	48,008	45,294	50,033
Cash and short-term investments	214,814	198,834	187,797	169,573	230,371	251,791	228,938	168,089
Total assets	699,284	674,624	687,064	683,464	793,093	763,646	758,099	743,081
Adjusted EBITDA:								
Results from operating activities	35,705	39,135	38,507	36,892	40,699	42,697	42,198	46,276
Depreciation	720	791	719	758	735	795	801	758
Depreciation of right-of-use assets	2,112	2,168	2,006	2,492	2,703	3,158	2,534	2,368
Special charges	18	31	433	57	383	(12)	35	(121)
Adjusted EBITDA	**$ 38,555**	**$ 42,125**	**$ 41,665**	**$ 40,199**	**$ 44,520**	**$ 46,638**	**$ 45,568**	**$ 49,281**
Adjusted EBITDA margin	*34.7%*	37.2%	35.4%	*34.3%*	*37.4%*	*38.6%*	*34.7%*	*35.0%*
Adjusted EBITDA per diluted share	**$ 0.69**	**$ 0.75**	**$ 0.75**	**$ 0.72**	**$ 0.80**	**$ 0.83**	**$ 0.81**	**$ 0.89**

Results of Operations

The following table provides details regarding operating results for the three months ended January 31, 2022.

	Three months			
For the period ended January 31	**2022**	**2021**	**Var ($)**	**Var (%)**
Revenue	**$ 111,102**	**$ 119,100**	**(7,998)**	***(6.7)***
Direct costs	32,828	31,508	1,320	*4.2*
Revenue, net of direct costs	**$ 78,274**	**$ 87,592**	**(9,318)**	***(10.6)***
As a % of revenue	*70.5%*	*73.5%*		
Operating expenses	42,551	46,510	(3,959)	*(8.5)*
Special charges	18	383	(365)	*(95.3)*
Results from operating activities	**$ 35,705**	**$ 40,699**	**(4,994)**	***(12.3)***
As a % of revenue	*32.1%*	*34.2%*		
Amortization of acquired software and customer relationships	(9,657)	(10,774)	1,117	*10.4*
Foreign exchange losses	(336)	(3,110)	2,774	*89.2*
Interest expense – lease obligations	(202)	(329)	127	*38.6*
Finance income	129	80	49	*61.3*
Finance expenses	(23)	(81)	58	*71.6*
Other income (expenses)	1,000	(324)	1,324	*408.6*
Income before income taxes	**$ 26,616**	**$ 26,161**	**455**	***1.7***
Provision for income taxes	5,019	5,519	(500)	*(9.1)*
Net Income for the period	**$ 21,597**	**$ 20,642**	**955**	***4.6***
Basic earnings per share	0.39	0.37	0.02	*5.4*
Diluted earnings per share	0.39	0.37	0.02	*5.4*
Operating cash flows	24,342	20,545	3,797	*18.5*
Operating cash flows excluding changes in working capital	38,743	41,715	(2,972)	*(7.1)*

Revenue

The following table provides details regarding revenue for the three months ended January 31, 2022.

	Three months		
For the period ended January 31	**2022**	**2021**	**Variance**
Software licenses	$ 23,778	$ 28,300	$ (4,522)
Hosted and maintenance services	66,427	72,243	(5,816)
Professional services	17,952	15,829	2,123
Hardware	2,945	2,728	217
Revenue	**$ 111,102**	**$ 119,100**	**$ (7,998)**
Interactive Management Group	61,871	70,303	(8,432)
Asset Management Group	49,231	48,797	434
Revenue	**$ 111,102**	**$ 119,100**	**$ (7,998)**

Revenue for the three months ended January 31, 2022 was $111.1 million, a decrease of $8.0 million or 6.7% from the same period in the prior year. The variance is explained by:

- A decrease of $5.8 million in hosted and maintenance revenue, primarily attributable to lower maintenance resulting from attrition on existing agreements. Hosted revenue has declined as a result of customers right-sizing operations as they continue to adjust their requirements to changes in the working environment related to COVID-19. Both the decrease in hosted and maintenance are primarily related to Vidyo. Hosted and maintenance services represent an important strategic source of revenue given its predictable and recurring nature and represented 59.8% of total revenues for the period and 60.7% for the comparative period.
- A decrease of $4.5 million in software revenue primarily from higher sales, particularly of Vidyo, in the first quarter of 2021 driven by the tail-end of increases in COVID related demand as well as higher demand for hosted solutions. Hosted revenue is recognized over time, as opposed to point-in-time recognition as with software licenses.

- These decreases are inclusive of an overall decrease of $4.4 million as a result of foreign exchange.
- A partially offsetting increase of $2.1 million in professional services revenue primarily as a result of comparatively larger professional services revenue related to transportation and public safety projects.

Interactive Management Group

IMG revenue for the three months ended January 31, 2022 was $61.9 million, a decrease of $8.4 million or 12.0% from same period in the prior year. The decline in revenue is attributable to comparably higher sales of Vidyo licenses and hosted and maintenance services and a growing shift towards cloud offerings as well as foreign exchange.

Asset Management Group

AMG revenue for the three months ended January 31, 2022 was $49.2 million, an increase of $0.4 million or 0.9% from same period in the prior year. The variance is primarily explained by increased professional services revenue from significant transportation and public safety projects and an automated-fare-collection ("AFC") hardware order.

Direct Costs

The following table provides details regarding direct costs for the three months ended January 31, 2022.

	Three months		
For the period ended January 31	**2022**	**2021**	**Variance**
Software licenses	$ 1,327	$ 1,201	$ 126
Services	29,594	28,472	1,122
Hardware	1,907	1,835	72
Direct Costs	**$ 32,828**	**$ 31,508**	**$ 1,320**
As a % of Revenue			
Software licenses	*5.6%*	*4.2%*	
Services	*35.1%*	*32.3%*	
Hardware	*64.8%*	*67.3%*	
Total	*29.5%*	*26.5%*	
Interactive Management Group	15,444	15,457	(13)
Asset Management Group	17,384	16,051	1,333
Direct Costs	**$ 32,828**	**$ 31,508**	**$ 1,320**
As a % of revenue			
Interactive Management Group	*25.0%*	*22.0%*	
Asset Management Group	*35.3%*	*32.9%*	

Direct costs for the three months ended January 31, 2022 were $32.8 million or 29.5% of revenue compared to $31.5 million or 26.5% of revenue in the same period in the prior year. Overall margins declined as a result of a greater proportion of our revenue coming from services compared to higher margin license revenue compared to the first quarter of 2021.

Interactive Management Group

IMG direct costs for the three months ended January 31, 2022 were $15.4 million or 25.0% of segment revenue compared to $15.5 million or 22.0% of revenue in the same period in the prior year. The lower margins are a result of an increase in third-party costs and a shift in product mix away from higher-margin on-premise software.

Asset Management Group

AMG direct costs were $17.4 million or 35.3% of segment revenue for the three months ended January 31, 2022 compared to $16.1 million or 32.9% of revenue in the same period in the prior year. The lower margins are primarily a result of a shift in product mix away from higher margin on-premise software towards lower-margin hardware revenue and professional services revenue related to previously announced transportation contracts in Norway.

Revenue, Net of Direct Costs

Revenue, net of direct costs for the three months ended January 31, 2022 decreased by $9.3 million to $78.3 million or 70.5% of revenue compared to $87.6 million or 73.5% in the same period in the prior year. The decrease in revenue, net of direct costs is attributable to decreased revenue, unfavourable foreign exchange and lower margins.

Operating Expenses

The following table provides details regarding operating expenses for the three months ended January 31, 2022.

For the period ended January 31	Three months 2022	2021	Variance
Selling, general and administrative	$ 22,407	$ 22,951	$ (544)
Research and development	17,312	20,121	(2,809)
Depreciation	720	735	(15)
Depreciation of right-of-use assets	2,112	2,703	(591)
Special charges	18	383	(365)
Operating expenses	**$ 42,569**	**$ 46,893**	**$ (4,324)**
As a % of revenue			
Selling, general and administrative	*20.2%*	*19.3%*	
Research and development	*15.6%*	*16.9%*	
Depreciation	*0.6%*	*0.6%*	
Depreciation of right-of-use assets	*1.9%*	*2.3%*	
Special charges	*0.0%*	*0.3%*	
Operating expenses	*38.3%*	*39.4%*	

Operating expenses for the three months ended January 31, 2022 totaled $42.6 million, a decrease of $4.3 million or 9.2%. The variance is largely explained by:

- A decrease of $2.8 million in research and development expense as a result of cost savings achieved through transferring a portion of our software-engineering resources to more cost-effective geographic regions. Research and development expense is equivalent to 15.6% of revenue compared to 16.9% in the same period in the prior year.
- A decrease of $0.6 million in depreciation of right-of-use assets resulting from reducing our physical office footprint.
- A decrease of $0.5 million in selling, general and administrative costs related to reduced headcount costs and the release of acquisition related reserves, which offset incremental operating costs related to acquisitions completed in fiscal 2021.
- These decreases are inclusive of an overall decrease in operating expenses of $3.2 million as a result of foreign exchange, when compared to the prior year.

Foreign Exchange

The majority of our revenue is from sales denominated in foreign currencies. We do not hedge foreign currency exposure as most of our major international operations fund operating expenses with local operating cash flow surpluses that provide a natural hedge. While foreign exchange may have a significant impact on both revenue and expenses, the net impact to results from operating activities is lessened. This will also affect the relative cost of foreign currency denominated acquisitions stated in Canadian dollars.

During the three months ended January 31, 2022, the Canadian dollar strengthened against most major currencies compared to the same period in the prior year. As result, in the first quarter, there was a negative impact to revenue of $4.4 million reported in Canadian dollars while operating and direct costs were lower by $3.2 million compared to the same period in the prior year.

For the three months ended January 31, 2022, we recognized unrealized foreign exchange losses of $0.3 million related to foreign currency denominated monetary assets and liabilities in the current period compared to losses of $3.1 million in the same period in the prior year. The loss was a result of movements in non-functional currencies on monetary assets and liabilities relative to the functional currencies of the entities recording the gain or loss.

Translation gains or losses incurred upon consolidation of our foreign operations' statements of financial position into Canadian dollars are included in our Accumulated other comprehensive income account on the Unaudited Condensed Consolidated Interim Statements of Financial Position.

Amortization of Software and Customer Relationships

Amortization expense for acquired software and customer relationships for the three months ended January 31, 2022 decreased by $1.1 million to $9.7 million compared to the same period in the prior year. The variances are attributable to assets previously acquired that have since become fully amortized, partially offset by incremental charges from the prior year's acquisitions, which added $0.9 million for the three months ended January 31, 2022.

Other income

Other income for the three months ended January 31, 2022 increased by $1.3 million relative to the comparative quarter as a result of recording net unrealized gains on investments in equity positions carried at fair value after booking unrealized losses in the comparative quarter.

Income tax expense

Income tax expense for the three months ended January 31, 2022 decreased by $0.5 million to $5.0 million, compared to the same period in the prior year. For the three months ended January 31, 2022, our effective tax rate was 18.9% compared to 21.1%, for the same period in the prior year.

Net income

Net income for the three months ended January 31, 2022 increased by $1.0 million to $21.6 million, compared to the same period in the prior year. The increase is primarily a result of lower Research and development expense, a comparatively lower foreign exchange loss and unrealized gains on equity positions carried at fair value compared to losses in the comparative period. These increases were partially offset by a decline in results from operating activities as a result of higher revenue in the comparative period.

For the three months ended January 31, 2022, diluted earnings per share was $0.39 compared to $0.37 in the same period in the prior year.

Cash flows from operating activities

For the three months ended January 31, 2022, cash flows from operating activities were $24.3 million compared to $20.5 million in the same period in the prior year. The increase in operating cash flow reflects:

- A $6.6 million decrease in income taxes paid as a result of comparatively larger payments during the same period in the prior year.
- This increase was partially offset by a lower operating cash flow before working capital adjustments.

Adjusted EBITDA

The table below reconciles Adjusted EBITDA to the most directly comparable IFRS measure, Results from operating activities, for the three months ended January 31, 2022.

For the period ended January 31	Three months		
	2022	2021	Variance
Total revenue	$ 111,102	$ 119,100	$ (7,998)
Results from operating activities	35,705	40,699	(4,994)
Depreciation	720	735	(15)
Depreciation of right-of-use assets	2,112	2,703	(591)
Special charges	18	383	(365)
Adjusted EBITDA	**$ 38,555**	**$ 44,520**	**$ (5,965)**
Adjusted EBITDA margin	*34.7%*	*37.4%*	
Adjusted EBITDA per diluted share	**$ 0.69**	**$ 0.80**	**$ (0.11)**

Adjusted EBITDA for the three months ended January 31, 2022 decreased by $6.0 million compared to the same periods in the prior year. The decrease is primarily a result of higher revenue in the comparative period.

Special charges, primarily reflecting acquisition related restructuring charges, have been excluded from adjusted EBITDA along with depreciation of property, equipment and right-of-use assets.

Liquidity and cash reserves

We closed the period with cash, cash equivalents and short-term investments of $214.8 million, compared to the October 31, 2021 balance of $198.8 million. For the three months ended January 31, 2022, cash, cash equivalents and short-term investments increased by a total of $16.0 million compared to a decrease of $21.4 million over the same period in the prior year. The increase is the result of continued positive operating cash flows in the current period whereas the decrease in the comparative period was a result of cash spent on acquisitions.

At January 31, 2022 , working capital was $153.2 million compared to $129.1 million at the end of prior year. The increase in working capital is predominately a result of the aforementioned factors. Management is confident that the Company has the funds necessary to meet its existing and future financial operating commitments and dividend strategy. Future acquisition growth may be funded through a combination of cash, debt and equity consideration, which could cause dilution to existing shareholders.

Capital Stock

The Company had 55,553,424 Common Shares issued and outstanding as at March 3, 2022. During the quarter, no stock options were exercised compared to 4,000 stock options, which generated $0.2 million in cash for the Company in the same period in the prior year. The Company did not grant any options in the either of the first quarters of 2022 or 2021.

The Company did not repurchase any shares of its common stock in the current or prior quarterly periods under its Normal Course Issuer Bid, which was renewed for a further year commencing April 30, 2021 and expiring April 29, 2022, allowing the Company to repurchase up to a maximum of 3,000,000 common shares of Enghouse.

Off-Statement of Financial Position Arrangements

We have not entered into off-statement of financial position financing arrangements. Except for operating leases and other low probability and/or immeasurable contingencies (not accrued in accordance with IFRS), all commitments are reflected on our unaudited Condensed Consolidated Interim Statements of Financial Position.

Transactions with Related Parties

We have not entered into any transactions with related parties during the period, other than transactions between wholly-owned subsidiaries and us in the normal course of business, which are eliminated on consolidation.

Basis of Preparation and Significant Accounting Policies

The unaudited condensed consolidated interim financial statements of the Company and its subsidiaries have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

Our significant accounting policies are described in Note 3 of the audited consolidated financial statements as at October 31, 2021, which is available on SEDAR (*www.sedar.com*). The policies applied in these unaudited condensed consolidated interim financial statements are based on IFRS issued and outstanding as of March 3, 2022, the date the Board of Directors approved the unaudited condensed consolidated interim financial statements.

Risks and Uncertainties

The primary risks and uncertainties that affect or may affect the Company and its business, financial condition, and results of operations remain substantially unchanged from those discussed in the Company’s latest Annual Information Form and its Management’s Discussion and Analysis of Financial Condition and Results of Operations for the year ended October 31, 2021, contained in the Company’s 2021 Annual Report to Shareholders and all such risks and uncertainties are incorporated herein by reference.

As an update to the risks previously noted, the COVID-19 pandemic continues to evolve with the recent reduction in cases and tapering of restrictive measures in many countries. However, we will continue to monitor the situation and its impact on the business as potential new variants arise. We are also closely monitoring the recent events involving the Ukraine and Russia. While we have a sales and services presence in Russia serving the local Russian market, our revenue and asset exposure is not considered significant. In addition, we also engage Ukraine-based external contractors for a small portion of our development and professional services. The contractors currently continue to operate but we are monitoring the situation closely. Of additional concern are the inflationary impacts of the aforementioned risks and macro-economic factors that could impact operating costs and profitability.

Controls and Procedures

In compliance with the Canadian Securities Administrators' National Instrument 52-109 ("NI 52-109"), the Company has filed with applicable Canadian securities regulatory authorities, certificates signed by its Chief Executive Officer ("CEO") and Vice President Finance in capacity as Chief Financial Officer ("CFO") that, among other things, report on the design and effectiveness of disclosure controls and procedures and the design of internal controls over financial reporting.

Disclosure Controls and Procedures

Disclosure controls and procedures have been designed under the supervision of the CEO and CFO, with the participation of other management, to provide reasonable assurance that all relevant information required to be disclosed by us is recorded, processed, summarized and reported on a timely basis to senior management, as appropriate, to allow timely decisions regarding required public disclosure. Pursuant to NI 52-109, as of October 31, 2021, an evaluation of the effectiveness of our disclosure controls and procedures was carried out under the supervision of the CEO and CFO. Based on this evaluation, the CEO and the CFO concluded that the design and operation of these disclosure controls and procedures were effective. This evaluation considered our disclosure policy, a sub-certification process and the functioning of our Disclosure Committee.

Internal controls over financial reporting

The Company's CEO and CFO are responsible for designing internal controls over financial reporting or causing them to be designed under their supervision to provide reasonable assurance regarding the reliability of the Company's financial reporting and the preparation of financial statements in accordance with IFRS.

As at October 31, 2021, an evaluation was carried out of the effectiveness of the design and operation of internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting. Based on that evaluation, the Company's CEO and CFO have concluded that, as at October 31, 2021, the design and operation of controls over financial reporting was effective. These evaluations were conducted in accordance with the standards established in *Internal Control – Integrated Framework*, issued by the Committee of Sponsoring Organizations of the Treadway Commission, and the requirements of NI 52-109. The control framework used by the CEO and the CFO to design the Company's internal control over financial reporting is the "Internal Control – Integrated Framework (2013)" published by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

There were no changes to the Company's internal control over financial reporting during the quarter ended January 31, 2022 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Additional Information

Additional information relating to the Company including our most recently completed Annual Information Form ("AIF") is available on SEDAR at *www.sedar.com* and on our website at *www.enghouse.com*.

Notice of No Auditor Review of Interim Financial Statements

The accompanying unaudited condensed consolidated interim financial statements of the Company for the three months ended January 31, 2022 have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these unaudited condensed consolidated interim financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of the interim financial statements by an entity's auditor.

Condensed Consolidated Interim Statements of Financial Position

(in thousands of Canadian dollars) *(unaudited)*	Notes		As at January 31, 2022		As at October 31, 2021
ASSETS					
Current assets:					
Cash and cash equivalents		$	210,899	$	195,890
Short-term investments			3,915		2,944
Accounts receivable			108,927		89,374
Prepaid expenses and other assets			13,669		13,322
Income taxes recoverable			-		2,130
			337,410		**303,660**
Non-current assets:					
Property and equipment			5,090		6,246
Right-of-use assets			24,153		25,943
Intangible assets	4		93,038		101,822
Goodwill	4		223,194		223,021
Deferred income tax assets			16,399		13,932
			361,874		**370,964**
		$	**699,284**	**$**	**674,624**
LIABILITIES AND SHAREHOLDERS' EQUITY					
Current liabilities:					
Accounts payable and accrued liabilities		$	61,690	$	71,506
Income taxes payable			1,373		-
Dividends payable			8,889		8,889
Provisions	5		3,933		5,588
Deferred revenue			100,222		80,614
Lease obligations			8,130		7,941
			184,237		**174,538**
Non-current liabilities:					
Income taxes payable			2,325		2,949
Deferred income tax liabilities			14,046		13,392
Deferred revenue			8,574		9,111
Net employee defined benefit obligation			2,655		2,663
Lease obligations			15,889		17,660
			43,489		**45,775**
			227,726		**220,313**
Shareholders' equity					
Share capital			106,470		106,470
Contributed surplus			7,819		7,406
Retained earnings			367,727		355,019
Accumulated other comprehensive loss	6		(10,458)		(14,584)
			471,558		**454,311**
		$	**699,284**	**$**	**674,624**

The accompanying notes form an integral part of these unaudited condensed consolidated interim financial statements.

Condensed Consolidated Interim Statements of Operations and Comprehensive Income

(in thousands of Canadian dollars, except per share amounts)
(unaudited)

		Three months	
Periods ended January 31	Notes	**2022**	**2021**
Revenue			
Software licenses		$ 23,778	$ 28,300
Hosted and maintenance services		66,427	72,243
Professional services		17,952	15,829
Hardware		2,945	2,728
		111,102	**119,100**
Direct costs			
Software licenses		1,327	1,201
Services		29,594	28,472
Hardware		1,907	1,835
		32,828	31,508
Revenue, net of direct costs		**78,274**	**87,592**
Operating expenses			
Selling, general and administrative		22,407	22,951
Research and development		17,312	20,121
Depreciation		720	735
Depreciation of right-of-use assets		2,112	2,703
Special charges		18	383
		42,569	**46,893**
Results from operating activities		**35,705**	**40,699**
Amortization of acquired software and customer relationships	4	(9,657)	(10,774)
Foreign exchange losses		(336)	(3,110)
Interest expense – lease obligations		(202)	(329)
Finance income		129	80
Finance expenses		(23)	(81)
Other income (expenses)		1,000	(324)
Income before income taxes		**26,616**	**26,161**
Provision for income taxes	8	5,019	5,519
Net income for the period		**$ 21,597**	**$ 20,642**
Items that may be subsequently reclassified to income:			
Cumulative translation adjustment		4,126	(4,868)
Other comprehensive income (loss)		**4,126**	**(4,868)**
Comprehensive income		**$ 25,723**	**$ 15,774**
Earnings per share			
Basic	9	$ 0.39	$ 0.37
Diluted	9	$ 0.39	$ 0.37

The accompanying notes form an integral part of these unaudited condensed consolidated interim financial statements.

Condensed Consolidated Interim Statements of Changes in Shareholders' Equity

(in thousands of Canadian dollars) *(unaudited)*	Share capital (#)	Share capital	Contributed surplus	Accumulated other comprehensive (loss) income	Retained earnings	Total
As at November 1, 2021	**55,553,424**	**$ 106,470**	**$ 7,406**	**$ (14,584)**	**$ 355,019**	**$ 454,311**
Net income for the period	-	-	-	-	21,597	21,597
Cumulative translation adjustment (Note 6)	-	-	-	4,126	-	4,126
Comprehensive income	**-**	**$ -**	**$ -**	**$ 4,126**	**$ 21,597**	**$ 25,723**
Employee share options:						
Value of services recognized	-	-	413	-	-	413
Dividends declared (Note 6)	-	-	-	-	(8,889)	(8,889)
As at January 31, 2022	**55,553,424**	**$ 106,470**	**$ 7,819**	**$ (10,458)**	**$ 367,727**	**$ 471,558**
As at November 1, 2020	**55,348,924**	**$ 99,405**	**$ 6,583**	**$ 10,957**	**$ 379,378**	**$ 496,323**
Net income for the period	-	-	-	-	20,642	20,642
Cumulative translation adjustment (Note 6)	-	-	-	(4,868)	-	(4,868)
Comprehensive income	**-**	**$ -**	**$ -**	**$ (4,868)**	**$ 20,642**	**$ 15,774**
Employee share options:						
Value of services recognized	-	-	608	-	-	608
Proceeds on issuing shares	4,000	189	(35)	-	-	154
Dividends declared (Note 6)	-	-	-	-	(90,502)	(90,502)
As at January 31, 2021	**55,352,924**	**$ 99,594**	**$ 7,156**	**$ 6,089**	**$ 309,518**	**$ 422,357**

The accompanying notes form an integral part of these unaudited condensed consolidated interim financial statements.

Condensed Consolidated Interim Statements of Cash Flows

(in thousands of Canadian dollars)
(unaudited)

Periods ended January 31	Notes	Three months 2022	2021
OPERATING ACTIVITIES			
Net income for the period		$ 21,597	$ 20,642
Adjustments for non-cash items			
Depreciation		720	735
Depreciation of right-of-use assets		2,112	2,703
Interest expense – lease obligations		202	329
Amortization of acquired software and customer relationships	4	9,657	10,774
Stock-based compensation expense	7	413	608
Provision for income taxes		5,019	5,519
Finance and other (expenses) income		(977)	405
		38,743	**41,715**
Changes in non-cash operating working capital	13	(11,202)	(11,355)
Income taxes paid		(3,199)	(9,815)
Net cash provided by operating activities		**24,342**	**20,545**
INVESTING ACTIVITIES			
Sale (purchase) of property and equipment		235	(678)
Acquisitions, net of cash acquired*	10	-	(27,829)
Sale of short-term investments		-	2,546
Net cash provided by (used in) investing activities		**235**	**(25,961)**
FINANCING ACTIVITIES			
Issuance of share capital		-	154
Repayment of lease obligations		(2,093)	(2,830)
Dividends paid		(8,889)	(7,472)
Net cash used in financing activities		**(10,982)**	**(10,148)**
Impact of foreign exchange on cash and cash equivalents		1,414	(3,251)
Increase (decrease) in cash and cash equivalents		**15,009**	**(18,815)**
Cash and cash equivalents - beginning of period		195,890	244,792
Cash and cash equivalents - end of period		**$ 210,899**	**$ 225,977**

** Acquisitions are net of cash acquired of $nil and $1,463 for the three months ended January 31, 2022 and 2021, respectively.*

The accompanying notes form an integral part of these unaudited condensed consolidated interim financial statements.

1. Description of the Business and Reporting Entity

Enghouse ("the Company") is a Canadian publicly traded company (TSX:ENGH) that provides enterprise software solutions focusing on contact centers, video communications, telehealth, communications networks, public safety and the transit market. The Company's two-pronged strategy to grow earnings focuses on internal growth and acquisitions, which, to date, have been funded through operating cash flows. The Company has no debt financing and is organized around two business segments: the Interactive Management Group ("IMG") and the Asset Management Group ("AMG").

IMG specializes in contact center and interaction software and services designed to facilitate remote work, enhance customer service, increase efficiency and manage customer communications across multiple types of interactions, including voice, email, social channels, web chats, text and video. Core technologies include contact center, video collaboration, interactive voice response, artificial intelligence, outbound dialers, attendant console, agent performance optimization, customer survey, business intelligence and analytics that may be deployed in private cloud, multi-tenant cloud or on-premise environments. IMG's customers are varied and include financial services companies, telecoms, business process service providers, as well as technology and health care providers.

AMG provides a portfolio of software and services solutions across a number of verticals, such as cable operators, network telecommunication providers, media, transit, defence, utilities and public safety companies. Its products include network infrastructure, operations support systems, business support systems and revenue generation solutions, such as video and cloud TV solutions. AMG also provides fleet routing, dispatch, scheduling, transit e-ticketing and automated fare collection, communications and emergency control center solutions for the transportation, government, first responders, distribution and security sectors.

Enghouse Systems Limited is incorporated and domiciled in Canada. The address of its registered office is 80 Tiverton Court, Suite 800, Markham, Ontario, L3R 0G4. The Company has offices around the world, including the United States, the United Kingdom, Sweden, Norway, Denmark, the Netherlands, France, Belgium, Brazil, Germany, Ireland, Australia, New Zealand, Israel, Lebanon, Romania, Italy, Spain, Japan, Colombia, Croatia, Russia, China and Portugal.

2. Basis of Preparation and Adoption of International Financial Reporting Standards

(a) Statement of Compliance

These unaudited condensed consolidated interim financial statements have been prepared in accordance with IAS 34, *Interim Financial Reporting* ("IAS 34"). The unaudited condensed consolidated interim financial statements should be read in conjunction with the annual audited consolidated financial statements for the year ended October 31, 2021, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). These unaudited condensed consolidated interim financial statements were approved by the Audit Committee of the Board of Directors for issue on March 3, 2022.

(b) Basis of Preparation and Measurement

These unaudited condensed consolidated interim financial statements have been prepared in accordance with IAS 34 as issued by the International Accounting Standards Board. The unaudited condensed consolidated interim financial statements reflect the accounting policies disclosed in Note 3 of the Company's 2021 audited annual consolidated financial statements, except as disclosed herein. They have been prepared on a going concern basis, using historical cost, except for investments in equity securities designated at fair value through profit or loss, certain assets and liabilities initially recognized in connection with business combinations and derivative financial instruments, which are measured at fair value.

The policies applied in these unaudited condensed consolidated interim financial statements are based on IFRS issued and outstanding as of March 3, 2022.

(c) Functional and Presentation Currency

The Company's subsidiaries generally operate in their local currency environment. Accordingly, items included in the financial statements of each legal entity consolidated within the Enghouse group are measured using the currency of the primary economic environment in which the legal entity operates (the "functional currency"). The unaudited condensed consolidated interim financial statements are presented in Canadian dollars, which is also the Company's functional currency.

(in thousands of Canadian dollars, except as indicated)

(d) Use of Estimates and Judgments

The preparation of the unaudited condensed consolidated interim financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, revenue and expenses. Actual results may differ from these estimates. In preparing these unaudited condensed consolidated interim financial statements, the significant judgments made by management and the key sources of estimation uncertainty were the same as those that applied to the audited annual consolidated financial statements for the year ended October 31, 2021.

3. Significant Accounting Policies

The significant accounting policies used in preparing these unaudited condensed consolidated interim financial statements are unchanged from those disclosed in the Company's audited consolidated financial statements for the year ended October 31, 2021.

The accounting policies have been applied consistently by the Company's subsidiaries.

4. Intangible Assets and Goodwill

	Acquired software	Capitalized software	Customer relationships	Total intangibles	Goodwill
As at November 1, 2021					
Cost	$ 255,581	$ 3,592	$ 169,236	$ 428,409	$ 223,021
Accumulated amortization	(198,777)	(3,460)	(124,350)	(326,587)	-
Net book value	**$ 56,804**	**$ 132**	**$ 44,886**	**$ 101,822**	**$ 223,021**
Period ended January 31, 2022					
Opening net book value	$ 56,804	$ 132	$ 44,886	$ 101,822	$ 223,021
Purchase price adjustments	-	-	-	-	(1,173)
Amortization	(5,580)	(63)	(4,014)	(9,657)	-
Exchange difference	488	-	385	873	1,346
Closing net book value	**$ 51,712**	**$ 69**	**$ 41,257**	**$ 93,038**	**$ 223,194**
As at January 31, 2022					
Cost	255,581	3,592	169,236	428,409	223,194
Accumulated amortization	(203,869)	(3,523)	(127,979)	(335,371)	-
Net book value	**$ 51,712**	**$ 69**	**$ 41,257**	**$ 93,038**	**$ 223,194**

5. Provisions

Provisions include accruals for onerous contracts, legal claims, restructuring and special charges, and are measured based on management's best estimate of the expenditure required to settle the obligation at the end of the reporting period.

	Total
As at November 1, 2021	**$ 5,588**
Additional provisions expensed	18
Reversed	(1,457)
Utilized during the period	(373)
Effect of movements in foreign exchange	157
As at January 31, 2022	**$ 3,933**

(in thousands of Canadian dollars, except as indicated)

6. Share Capital and Other Components of Shareholders' Equity

Share Capital

The authorized share capital of the Company consists of an unlimited number of common shares with no par value, an unlimited amount of Class A, redeemable, retractable, non-voting, non-cumulative, preference shares and an unlimited number of Class B, redeemable, retractable, non-voting, preference shares. There were 55,553,424 common shares outstanding as at January 31, 2022. There were no Class A and no Class B preference shares issued and outstanding as at either January 31, 2022 or October 31, 2021.

Common Share Repurchase Plan

On April 26, 2021, the Company renewed its common share repurchase plan, whereby it may repurchase up to a maximum of 3,000,000 common shares of the Company, expiring on April 29, 2022. The Company did not repurchase any common shares in the first quarter of either fiscal 2022 or 2021.

Dividends

During the three months ended January 31, 2022, the Company declared dividends of $0.16 per common share compared to $0.135 per common share in the prior period, and paid dividends of $0.16 compared to $0.135 during the same period in the prior year.

Accumulated Other Comprehensive Income (loss)

Accumulated other comprehensive income (loss) comprises the following separate components of equity:

	Translation of foreign operations	Unrealized losses	Total
As at November 1, 2020	$ 11,076	$ (119)	$ 10,957
Cumulative translation adjustment	(25,541)	-	(25,541)
As at October 31, 2021	**$ (14,465)**	**$ (119)**	**$ (14,584)**
As at November 1, 2021	$ (14,465)	$ (119)	$ (14,584)
Cumulative translation adjustment	4,126	-	4,126
As at January 31, 2022	**$ (10,339)**	**$ (119)**	**$ (10,458)**

7. Stock-Based Compensation

The Company has granted options to purchase common shares to certain directors, officers and employees of the Company, pursuant to the terms of the Company's stock option plan (the "Plan"). The Plan provides that a total of 3,109,900 (January 31, 2021 – 3,310,400) common shares are reserved for options and that the shares reserved for options, which could become exercisable in any one year, will not exceed more than 10% of the issued and outstanding common shares of the Company at the time such options may be exercisable. These options vest at various times over four or five years and expire seven years after the grant date. The exercise price of each option equals the market price of the Company's stock on the date the options are granted.

A summary of the status of the Company's Plan as at January 31, 2022 and 2021, and changes during the period ended on those dates, is presented as follows:

Three months ended January 31	Number of options		Weighted average exercise price	
	2022	2021	2022	2021
Outstanding at beginning of period	1,140,500	1,387,000	$ 36.78	$ 35.50
Exercised	-	(4,000)	-	38.35
Outstanding at end of period	**1,140,500**	**1,383,000**	**$ 36.78**	**$ 35.49**
Exercisable at end of period	**523,000**	**328,000**	**$ 31.16**	**$ 27.68**

The Company uses the fair value method for recording compensation expense related to equity instruments awarded to employees, officers and directors in accordance with IFRS 2, *Share Based Payments*. For the purposes of expensing stock options, each tranche in an award is considered a separate award with its own vesting period and grant date fair value. Compensation expense is recognized over the tranche's vesting period by increasing contributed surplus based on the number of awards expected to vest. The Company recorded a non-cash charge of $0.4 million for the three months ended January 31, 2022, compared to $0.6 million in the same period in the prior year.

(in thousands of Canadian dollars, except as indicated)

For options granted in the period, the fair value of each stock option on the date of the grant was estimated using the Black-Scholes option pricing model as set out below. Estimated volatility is calculated on a daily basis using historical closing prices, as adjusted for certain events that management deemed to be non-recurring and non-indicative of future events over a period, noted below, which reflects the expected life of the options. No options were granted in the three months ended January 31, 2022 or 2021.

8. Income Taxes

Income tax expense is recognized based on management's best estimate of the estimated annual income tax rate expected for the full financial year applied to the pre-tax income for the interim period for each entity in the consolidated group. As a result of foreign exchange fluctuations, acquisitions and the relative mix of income earned in differing jurisdictions, the Company has determined that a reasonable estimate of a weighted average annual tax rate cannot be determined for the consolidated group.

For the three months ended January 31, 2022, the Company recorded a tax expense of $5.0 million (18.9% effective tax rate) as compared with a tax expense of $5.5 million (21.1%) in the prior year's first quarter.

9. Earnings per Share

Basic earnings per share is calculated by dividing Net income by the weighted average number of common shares outstanding during the period.

Periods ended January 31	Three months			
	2022		2021	
Net income for the period	$	21,597	$	20,642
Weighted average number of common shares outstanding		55,553		55,351
Basic earnings per share	**$**	**0.39**	**$**	**0.37**

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. The Company only has stock options as being potentially dilutive to common shares. For stock options, a calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average market share price of the Company's outstanding shares for the period) based on the monetary value of the subscription rights attached to the stock options. The number of shares calculated above is compared to the number of shares that would have been issued assuming the exercise of the stock options.

Periods ended January 31	Three months			
	2022		2021	
Net income for the period	$	21,597	$	20,642
Weighted average number of common shares outstanding		55,553		55,351
Adjustment for stock options		299		618
Weighted average number of common shares outstanding for diluted EPS		55,852		55,969
Diluted earnings per share	**$**	**0.39**	**$**	**0.37**

(in thousands of Canadian dollars, except as indicated)

10. Acquisitions

Acquisitions have been recorded under the acquisition method of accounting and results have been included in the unaudited condensed consolidated interim financial statements from their respective acquisition dates. Accordingly, the allocation of the purchase price to assets and liabilities is based on the fair value, with the excess of the purchase price over the fair value of the assets acquired being allocated to goodwill.

2021 Acquisitions

On December 30, 2020, the Company acquired 100% of the issued and outstanding common shares of Sociedade Altitude Software Sistemas e Serviços S.A. (“Altitude”). Headquartered in Lisbon, Portugal, Altitude provides omni-channel contact center solutions for small and large organizations, with a focus on the business process outsourcing market segment. Its modular software suite supports all media channels and has strong inbound and outbound capabilities for both on premise and hosted contact center activities.

On June 3, 2021, the Company acquired 100% of the issued and outstanding common shares of Nebu BV (“Nebu”). Headquartered in Amsterdam, the Netherlands, Nebu provides market research and data analytics software solution, with a focus on allowing enterprises, researchers and analysts to cover all requirements needed to gain a deep understanding of customer and community behaviours.

On July 7, 2021, the Company acquired 100% of the issued and outstanding common shares of Momindum SAS (“Momindum”). Headquartered in Paris, France, Momindum is an enterprise software provider of a secure, SaaS based platform for virtual events, recording, editing and sharing interactive video presentations. Its solutions are intuitive, economical and easy to set up.

The three acquisitions were completed for an aggregate cash purchase price of $39.5 million, with €0.3 million remaining in holdback and €1.9 million in escrow, subject to potential adjustment. Results for all three acquisitions are included in IMG from their respective dates of acquisition.

Purchase Price Allocation

	IMG Final 2021
Cash and cash equivalents	$ 3,613
Short-term investments	130
Accounts receivable	9,900
Prepaid expenses and other assets	1,787
Property and equipment	266
Deferred income tax assets	2,166
Acquired software	13,115
Customer relationships	15,368
Right-of-use assets	2,437
Goodwill	17,109
Total assets acquired	**$ 65,891**
Current liabilities assumed	$ 17,977
Non-current lease obligations	1,875
Deferred income tax liabilities	6,529
Total liabilities assumed	**$ 26,381**
Net assets acquired for cash consideration	**$ 39,510**

(in thousands of Canadian dollars, except as indicated)

11. Segment Information

The Company has two operating segments, IMG and AMG, and evaluates segment performance based on revenue and results from operations. A description of the Company's segments is provided in Note 1. The accounting policies followed by these segments are the same as those described in the summary of significant accounting policies.

Three months ended January 31, 2022		IMG		AMG		Total
Revenue	$	61,871	$	49,231	$	111,102
Direct costs		(15,444)		(17,384)		(32,828)
Revenue, net of direct costs		**46,427**		**31,847**		**78,274**
Operating expenses excluding special charges		(19,551)		(11,172)		(30,723)
Depreciation		(596)		(124)		(720)
Depreciation of right-of-use assets		(1,327)		(785)		(2,112)
Segment profit	**$**	**24,953**	**$**	**19,766**	**$**	**44,719**
Special charges						(18)
Corporate and shared service expenses						(8,996)
Results from operating activities					**$**	**35,705**

Three months ended January 31, 2021		IMG		AMG		Total
Revenue	$	70,303	$	48,797	$	119,100
Direct costs		(15,457)		(16,051)		(31,508)
Revenue, net of direct costs		**54,846**		**32,746**		**87,592**
Operating expenses excluding special charges		(22,663)		(12,125)		(34,788)
Depreciation		(671)		(64)		(735)
Depreciation of right-of-use assets		(1,818)		(885)		(2,703)
Segment profit	**$**	**29,694**	**$**	**19,672**	**$**	**49,366**
Special charges						(383)
Corporate and shared service expenses						(8,284)
Results from operating activities					**$**	**40,699**

12. Litigation and Contingencies

General

The Company provides its customers with a qualified indemnity against the infringement of third-party intellectual property rights. From time to time, various owners of patents and copyrighted works send the Company or its customers letters alleging that the Company's products do or might infringe upon the owner's intellectual property rights, and/or suggesting that the Company or its customers should negotiate a license agreement with the owner. The Company's policy is to never knowingly infringe upon any third party's intellectual property rights. Accordingly, where appropriate, the Company forwards any such allegation or licensing request to its outside legal counsel for review. The Company generally attempts to resolve any such matter by informing the owner of the Company's position concerning non-infringement or invalidity. Even though the Company attempts to resolve these matters without litigation, it is always possible that the owner of a patent or copyrighted work will sue the Company.

In response to correspondence from and, in a few instances, litigation instigated by, third-party patent holders, a few of the Company's customers have attempted to tender to the Company the defence of its products under contractual indemnity provisions. With respect to this litigation, and any other litigation the Company becomes involved with, under a contractual indemnity or any other legal theory, the Company has and will continue to consider all its options for resolution and vigorously assert all appropriate defences. There are no material claims outstanding against the Company at January 31, 2022.

(in thousands of Canadian dollars, except as indicated)

13. Changes in Non-Cash Operating Working Capital

For the periods ended January 31	Three months	
	2022	2021
Increase in accounts receivable	$ (19,317)	$ (15,684)
Increase in prepaid expenses and other assets	(180)	(194)
Decrease in accounts payable and accrued liabilities	(7,976)	(10,902)
(Decrease) increase in provisions	(1,497)	3,115
Decrease in income taxes payable	(547)	(1,232)
Increase in deferred revenue	18,315	13,542
Changes in non-cash operating working capital	**$ (11,202)**	**$ (11,355)**