# MITEL NETWORKS CORPORATION CONSOLIDATED BALANCE SHEETS

(in millions of US dollars)

		ecember 31 2015	ecember 31, 2014
ASSETS			
Current assets:			
Cash and cash equivalents	\$	91.6	\$ 111.3
Accounts receivable		290.2	237.5
Sales-type lease receivables		12.6	18.1
Inventories		92.8	88.3
Other current assets		75.4	53.2
		562.6	508.4
Non-current portion of sales-type lease receivables		17.0	19.7
Deferred tax asset		159.4	165.3
Property and equipment		54.7	50.7
Identifiable intangible assets		389.9	175.8
Goodwill		658.6	340.3
Other non-current assets		10.5	11.6
	\$	1,852.7	\$ 1,271.8
LIABILITIES AND SHAREHOLDERS' EQUITY	[		
Current liabilities:			
Accounts payable and accrued liabilities	\$	249.4	\$ 215.0
Current portion of deferred revenue		112.3	78.2
Current portion of long-term debt		11.7	6.2
		373.4	299.4
Long-term debt		633.6	303.6
Long-term portion of deferred revenue		40.1	35.6
Deferred tax liability		28.2	15.3
Pension liability		126.6	136.1
Other non-current liabilities		35.8	34.0
		1,237.7	824.0
Shareholders' equity		615.0	447.8
	\$	1,852.7	\$ 1,271.8

## MITEL NETWORKS CORPORATION STATEMENT OF OPERATIONS (in millions of US dollars) (unaudited)

	Reported Quarter Ended December 31, 2015			Proforma Quarter Ended December 31, 2015			S GAAP ported arter End ecember 3 14	Pro Qu En De 20	31,		
Non-GAAP Revenues	\$	335.7	\$	335.7		\$	303.1		\$	336.8	
Less: Purchase accounting revenue adjustments		6.3		6.3			(1.7	)		(9.1	)
Total Revenues		342.0		342.0			301.4			327.7	
Non-GAAP Cost of Revenues		154.4		154.4			135.4			150.3	
Less: Purchase accounting cost of revenue adjustments		6.5		6.5			-			(4.9	)
Total Cost of revenues		160.9		160.9			135.4			145.4	
Non-GAAP Gross Margin		181.3		181.3			167.7			186.5	
Less: Purchase accounting gross margin adjustments		(0.2)		(0.2	)		(1.7	)		(4.2	)
Total Gross margin		181.1		181.1			166.0			182.3	
Expenses:											
Selling, general and administrative		94.9		94.9			88.6			105.6	
Research and development		35.1		35.1			29.8			39.0	
Special charges and restructuring costs		17.0		17.0			17.0			17.8	
Amortization of acquisition-related intangible assets		19.3		19.3			14.1			22.0	
		166.3		166.3			149.5			184.4	
Operating income (loss)		14.8		14.8			16.5			(2.1	)
Interest expense		(10.4)		(10.4	)		(4.4	)		(4.9	)

Debt retirement and other debt costs	-		-		-		-	
Other income (expense)	0.9		0.9		1.3		(1.0	)
Income (loss) from operations, before income taxes	5.3		5.3		13.4		(8.0	)
Current income tax recovery (expense)	(8.0	)	(8.0	)	(10.5	)	(11.2	)
Deferred income tax recovery (expense)	(3.6	)	(3.6	)	7.9		7.9	
Net income (loss)	\$ (6.3	)	\$ (6.3	)	\$ 10.8		\$ (11.3	)
Non-GAAP measures:								
Adjusted EBITDA	\$ 62.2		\$ 62.2		\$ 57.9		\$ 53.1	
Non-GAAP net income	\$ 36.3		\$ 36.3		\$ 37.8		\$ 32.8	

(1) For a reconciliation of Mitel's US GAAP as-reported results to the Proforma results, please see Mitel's current report on Form 8-K filed with the SEC on August 6, 2015.

## MITEL NETWORKS CORPORATION STATEMENT OF OPERATIONS (in millions of US dollars) (unaudited)

	US GAAP As Reported Year Ended December 31, 2015				oforma ear Ended ecember 3 015(1)	1,	US GAAP As Reported Year Ended December 31, 2014				Proforma Year Ended December 31, 2014(1)			
Non-GAAP Revenues	\$	1,170.6		\$	1,204.9		\$	1,113.1		\$	1,279.9			
Less: Purchase accounting revenue adjustments		(12.9	)		(15.2	)		(9.1	)		(34.8	)		
Total Revenues		1,157.7			1,189.7			1,104.0			1,245.1			
Non-GAAP Cost of Revenues		547.0			565.6			513.9			592.9			
Less: Purchase accounting cost of revenue adjustments		(3.2	)		(3.2	)		-			(13.4	)		
Total Cost of revenues		543.8			562.4			513.9			579.5			

Non-GAAP Gross Margin	623.6		639.3		599.2		687.0	
Less: Purchase accounting gross margin adjustments	(9.7	)	(12.0	)	(9.1	)	(21.4	)
Total Gross margin	613.9		627.3		590.1		665.6	
Expenses:								
Selling, general and administrative	363.0		389.0		344.7		414.2	
Research and development	131.4		146.2		118.3		154.4	
Special charges and restructuring costs	54.6		71.3		72.7		88.5	
Amortization of acquisition-related intangible assets	75.1		85.6		53.4		87.5	
C	624.1		692.1		589.1		744.6	
Operating income (loss)	(10.2	)	(64.8	)	1.0		(79.0	)
Interest expense	(32.4	)	(33.0	)	(21.0	)	(23.2	)
Debt retirement and other debt costs	(9.6	)	(10.2	)	(16.2	)	(18.0	)
Other income	20.9		18.8		6.0		0.5	
Loss from operations, before income taxes	(31.3	)	(89.2	)	(30.2	)	(119.7	)
Current income tax recovery (expense)	(13.4	)	(14.6	)	(7.7	)	(3.3	)
Deferred income tax recovery (expense)	24.0		24.0		30.6		31.8	
Net loss	\$ (20.7	)	\$ (79.8	)	\$ (7.3	)	\$ (91.2	)
Non-GAAP measures:								
Adjusted EBITDA	\$ 168.1		\$ 147.2		\$ 166.9		\$ 158.0	
Non-GAAP net income	\$ 89.4		\$ 70.9		\$ 98.8		\$ 86.6	

(1) For a reconciliation of Mitel's US GAAP as-reported results to the Proforma results, please see Mitel's current report on Form 8-K filed with the SEC on August 6, 2015.

### MITEL NETWORKS CORPORATION Cash flow information (in millions of US dollars) (unaudited)

	Quarter Ended December			Qu En De	As Reported Quarter Ended December 31, 2014			s Reported ear Ended ecember 3 15		As Reported Year Ended December 31, 2014		
Cash provided by (used in):												
Net cash provided by operating activities	\$	18.1		\$	(0.5	)	\$	54.6		\$	72.5	
Net cash used in investing activities		(8.0	)		(3.6	)		(362.9	)		(21.7	)
Net cash provided by (used in) financing activities		(0.7	)		(0.9	)		292.8			28.0	
Effect of exchange rate changes on cash balances	(0.7)			(3.8)			(4.2)			(7.7	)	
Net increase (decrease) in cash and cash equivalents		8.7			(8.8	)		(19.7	)		71.1	
Cash and cash equivalents, beginning of period		82.9			120.1			111.3			40.2	
Cash and cash equivalents, end of period	\$	91.6		\$	111.3		\$	91.6		\$	111.3	
Additional information on capital expenditures:												
Capital expenditures acquired with cash	\$	5.0		\$	3.6		\$	16.2		\$	13.5	
Capital expenditures financed through capital leases		1.4			3.6			4.0			8.0	
and other Total capital expenditures	\$	6.4		\$	7.2		\$	20.2		\$	21.5	

#### **Segmented Information**

### (in millions of US dollars)

## (unaudited)

	-	Ended Dec s Cloud	cember 3		Proforma Quarter Ended December 31, 2015 Enterpris Cloud Mobile e <u>segmen segmen Total</u>						
	segment	-	<u>segmen</u>	<u>10tai</u>	segment	-	<u>segmen</u>	<u>10tai</u>			
Revenues	-	_	_				_				
Product	\$ 160. 1	\$ <sup>15.</sup> 0	\$ <mark>39.</mark>	\$ <sup>214.</sup> 1	\$ 1 <sup>60.</sup>	\$ <mark>15.</mark>	\$ <mark>39.</mark>	\$ <sup>214.</sup> 1			
Recurring	48.5	28. 1	10. 0	86.6	48.5	28. 1	10. 0	86.6			
Services	25.0	0.8	9.2	35.0	25.0	0.8	9.2	35.0			
Non- GAAP Revenues	233. 6	43. 9	58. 2	335. 7	233. 6	43. 9	58. 2	335. 7			
Purchase accounting adjustment s	(0.5	) -	6.8	6.3	(0.5)	) -	6.8	6.3			
Total revenues	\$ <sup>233.</sup> 1	\$ <mark>43.</mark> 9	\$ <mark>65.</mark> 0	\$ <sup>342.</sup> 0	\$ <sup>233.</sup> 1	\$ <mark>43.</mark> 9	\$ <mark>65.</mark> 0	\$ <sup>342.</sup> 0			
Gross margin											
Product	\$ 87.1	\$ 8.9	\$ <mark>23.</mark> 6	\$ <sup>119.</sup> 6	\$ 87.1	\$ 8.9	\$ <mark>23.</mark> 6	\$ <sup>119.</sup> 6			
Recurring	28.8	13. 3	5.3	47.4	28.8	13. 3	5.3	47.4			
Services	9.3	0.4	4.6	14.3	9.3	0.4	4.6	14.3			
Non- GAAP Gross Margin	125. 2	22. 6		181. 3		22. 6	33. 5	181. 3			
Purchase accounting adjustment s	(0.5	) -	0.3	(0.2)	(0.5)	) –	0.3	(0.2)			
Total gross margin	\$ 124. 7	\$ <sup>22.</sup> 6	\$ <sup>33.</sup> 8	\$ 181. 1	\$ 124. 7	\$ <sup>22.</sup> 6	\$ <mark>33.</mark>	\$ 181. \$ 1			

U.S. GAAP, As Reported Quarter Ended December 31, 2014 Proforma Quarter Ended December 31, 2014

Revenues	Enterpris e <u>segment</u>	<u>segmen</u>	Mobile <u>segmen</u> <u>t</u>	<u>Total</u>	Enterpris e <u>segment</u>	segmen	Mobile <u>segmen</u> <u>t</u>	<u>Total</u>
Product	\$ 195. \$ 2	- \$ 7.4	- \$ -	\$ <sup>202.</sup> 6	\$ 195. \$ 2	- \$ 7.4	- \$ 18. 8	\$ <sup>221.</sup>
Recurring	52.3	22. 6	-	74.9	52.3	22. 6	7.0	81.9
Services	25.2	0.4	-	25.6	25.2	0.4	7.9	33.5
Non- GAAP Revenues	272. 7	30. 4	-	303. 1	272. 7	30. 4	33. 7	336. 8
Purchase accounting adjustment s	(1.7	) -	-	(1.7)	(1.7)	-	(7. 4	(9.1)
Total revenues	\$ <sup>271.</sup> 0	\$ <mark>30.</mark> 4	\$ -	\$ 301. 4	\$ <sup>271.</sup> 0	\$ <mark>30.</mark> 4	\$ <sup>26.</sup> 3	\$ 327. 7
Gross margin								
Product	\$ <sup>114.</sup> 0	\$ 4.7	\$ -	\$ 118. 7	\$ <mark>114.</mark>	\$ 4.7	\$ <sup>11.</sup> 3	\$ <sup>130.</sup>
Recurring	28.2	11. 1	-	39.3	28.2	11. 1	3.6	42.9
Services	9.5	0.2	-	9.7	9.5	0.2	3.9	13.6
Non- GAAP Gross Margin	151. 7	16. 0	-	167. 7	151. 7	16. 0	18. 8	186. 5
Purchase accounting adjustment s	(1.7	) -	-	(1.7)	(1.7)	-	5 <sup>(2.</sup> )	(4.2)
Total gross margin	\$ <sup>150.</sup> 0	\$ <mark>16.</mark>	\$ -	\$ <mark>166.</mark>	\$ <sup>150.</sup> 0	\$ <sup>16.</sup>	\$ <sup>16.</sup> 3	\$ <sup>182.</sup> 3

### **Segmented Information**

## (in millions of US dollars)

		,	eported mber 31, 20		Proforma Year Ended December 31, 2015					
	se	segment	Mobile <u>segment</u> <u>T</u>		e		seg		Mobile <u>segment</u> <u>Т</u>	<u>Cotal</u>
Revenues	<u>segment</u>		-		<u>se</u>	<u>gment</u>	-		-	
	- 594.	-			_		-		 - 101	
Product	\$ <mark>594.</mark> 1	\$ 48.8	\$ 86.8 \$	729.7	\$	594.1	\$ 4	18.8	\$ <sup>101.</sup> \$	744.5
Recurrin g	192. 2		26.1	323.1		192.2	1	104.	38.9	335.9
Services	86.3	2.5	29.0	117.8		86.3	2	2.5	35.7	124.5
Non- GAAP Revenues	872. 6	156. 1	141. 9	1,170 .6		872.6	1 1	56.	176. 2	1,204 .9
Purchase accountin g adjustme nts	(2.9)	) -	(10. 0)	(12.9)		(2.9 )	_		(12. 3)	(15.2)
Total revenues	\$ <sup>869.</sup> 7	\$ 156.	\$ <sub>9</sub> <sup>131.</sup> \$	1,157 .7	\$	869.7	$^{1}_{1}$	156.	\$ <sub>9</sub> <sup>163.</sup> \$	1,189 .7
Gross margin										
Product	\$ 329. 7	\$ 27.2	\$ 47.6 \$	404.5	\$	329.7	\$ 2	27.2	\$ 58.5 \$	415.4
Recurrin g	110. 5	49.7	13.5	173.7		110.5	4	19.7	18.9	179.1
Services	29.7	1.3	14.4	45.4		29.7	1	1.3	13.8	44.8
Non- GAAP Gross Margin	469. 9	78.2	75.5	623.6		469.9	7	78.2	91.2	639.3
Purchase accountin g adjustme nts	(2.9)	) -	(6.8)	(9.7)		(2.9 )	-		(9.1)	(12.0)
Total gross margin	\$ <sup>467.</sup>	\$ 78.2	\$ 68.7 \$	613.9	\$	467.0	\$ 7	78.2	\$ 82.1 \$	627.3

Revenues	U.S. GA Year En Enterpr se segment	ded i Cl <u>se</u>	Decei oud	nb M	er 31, 1 lobile			Ye E e	oforma ear Ende nterpris gment	ed l Cl <u>se</u>	oud	Μ			
Product	- \$ 5 <sup>708.</sup>	- \$	29.1	- \$	_	- ¢	737.6	- ¢	735.1	- \$	20.8	- ¢	77 5	- ¢	8121
		ψ	27.1	ψ	-	ψ	131.0	ψ	755.1	ψ	29.0	ψ	11.5	ψ	042.4
Recurrin g	196. 2		84.3		-		280.5		202.4		85.1		25.5		313.0
Services	94.0		1.0		-		95.0		96.5		1.2		26.8		124.5
Non- GAAP Revenues	998. 7	۷	114. I		-		1,113 1		1,034 .0		116. I		129. 8		1,279 9
Purchase accountin g adjustme nts	(9.1	,	-		-		(9.1 )		(10.2)	)	-	(	(24. 5 )		(34.8)
Total revenues	\$ 989. 6	\$_	114. I	\$	-	\$.	1,104 0	\$.	1,023 .8	\$	116. I	\$ 2	105. 2	\$.	1,245 1
Gross margin															
Product	\$ <mark>405.</mark> 9	\$	16.4	\$	-	\$	422.3	\$	417.9	\$	16.7	\$	48.8	\$	483.4
Recurrin g	101. 9		40.9		-		142.8		103.8		41.2		12.8		157.8
Services	33.6		0.5		-		34.1		34.8		0.5		10.5		45.8
Non- GAAP Gross Margin	541. 4		57.8		-		599.2		556.5		58.4		72.1		687.0
Purchase accountin g adjustme nts	(9.1	)	-		-		(9.1 )		(10.2)	)	-	- - -	2 <sup>(11.</sup> )		(21.4)
Total gross margin	\$ <sup>532.</sup> 3	\$	57.8	\$	-	\$	590.1	\$	546.3	\$	58.4	\$	60.9	\$	665.6

### **Reconciliation of Net Income (Loss) to Adjusted EBITDA**

(in millions of US dollars)

	Reported Quarter Ended December 31, 2015			Qu En De	oforma harter ided ecember , 2015		Re Qu	GAAP A ported arter End cember 3 14	Pro Qu En De 31			
Net income (loss) Adjustments:	\$	(6.3	)	\$	(6.3	)	\$	10.8		\$	(11.3	)
Interest expense		10.4			10.4			4.4			4.9	
Income tax expense (recovery)		11.6			11.6			2.6			3.3	
Amortization and depreciation		25.7			25.7			20.4			29.2	
Foreign exchange loss (gain)		(0.3	)		(0.3	)		(0.6	)		1.9	
Special charges and restructuring costs		17.0			17.0			17.0			17.8	
Stock-based compensation		3.9			3.9			1.6			3.1	
Purchase accounting adjustments		0.2			0.2			1.7			4.2	
Adjusted EBITDA	\$	62.2		\$	62.2		\$	57.9		\$	53.1	

## Reconciliation of Net Income (Loss) to Adjusted EBITDA

# (in millions of US dollars)

	Re Ye De	Reported Year Ended December 31, 2015			Proforma Year Ended December 31, 2015			S GAAP A eported ear Ended ecember 3 14	Proforma Year Ended December 31, 2014			
Net loss	\$	(20.7	)	\$	(79.8	)	\$	(7.3	)	\$	(91.2	)
Adjustments:												
Interest expense		32.4			33.0			21.0			23.2	
Income tax expense (recovery)		(10.6	)		(9.4	)		(22.9	)		(28.5	)
Amortization and depreciation		99.1			111.1			75.9			114.1	
Foreign exchange loss (gain)		(18.8	)		(16.7	)		(3.9	)		1.8	
Special charges and restructuring costs		54.6			71.3			72.7			88.5	
Stock-based compensation		12.8			15.5			6.1			10.7	
Debt retirement and other debt costs		9.6			10.2			16.2			18.0	
Purchase accounting adjustments		9.7			12.0			9.1			21.4	
Adjusted EBITDA	\$	168.1		\$	147.2		\$	166.9		\$	158.0	

Reconciliation of Net Income (Loss) to Non-GAAP Net Income (in millions of US dollars, except per share amounts) (unaudited)

	US GAAP As Reported Quarter Ended December 31, 2015			Proforma Quarter Ended December 31, 2015			US GAAP As Reported Quarter Ended December 31, 2014			Proforma Quarter Ended December 31, 2014		
Net income (loss)	\$	(6.3	)	\$	(6.3	)	\$	10.8		\$	(11.3	)
Income tax expense (recovery)		11.6	,		11.6	,		2.6			3.3	,
Net income (loss), before income taxes		5.3			5.3			13.4			(8.0	)
Adjustments:												
Foreign exchange loss (gain)		(0.3	)		(0.3	)		(0.6	)		1.9	
Special charges and restructuring costs		17.0			17.0			17.0			17.8	
Stock-based compensation		3.9			3.9			1.6			3.1	
Amortization of acquisition- related intangibles assets		19.3			19.3			14.1			22.0	
Purchase accounting adjustments		0.2			0.2			1.7			4.2	
Non-GAAP net income, before income taxes		45.4			45.4			47.2			41.0	
Non-GAAP tax expense <sup>(1)</sup>		(9.1	)		(9.1	)		(9.4	)		(8.2	)
Non-GAAP net income	\$	36.3		\$	36.3		\$	37.8		\$	32.8	
Non-GAAP net income per share, diluted:												
Non-GAAP net income per common share	\$	0.29		\$	0.29		\$	0.36		\$	0.27	
Non-GAAP weighted-average number of common shares outstanding (in millions):		125.1			125.1			103.8			123.5	
(1) Non-GAAP tax expense is based on an estimated effective tax rate of 20%.	;											

tax rate of 20%.

## Reconciliation of Net Income (Loss) to Non-GAAP Net Income (in millions of US dollars, except per share amounts) (unaudited)

	US GAAP As Reported Year Ended December 31, 2015			Proforma Year Ended December 31, 2015			US GAAP As Reported Year Ended December 31, 2014			Proforma Year Ended December 31, 2014		
Net loss	\$	(20.7	)	\$	(79.8	)	\$	(7.3	)	\$	(91.2	)
Income tax expense (recovery)		(10.6	)		(9.4	)		(22.9	)		(28.5	)
Net loss, before income taxes		(31.3	)		(89.2	)		(30.2	)		(119.7	)
Adjustments: Foreign exchange loss (gain) Special charges and		(18.8	)		(16.7	)		(3.9	)		1.8	
restructuring costs		54.6			71.3			72.7			88.5	
Stock-based compensation		12.8			15.5			6.1			10.7	
Amortization of acquisition- related intangibles assets		75.1			85.6			53.4			87.5	
Debt retirement and other debt costs		9.6			10.2			16.2			18.0	
Purchase accounting adjustments		9.7			12.0			9.1			21.4	
Non-GAAP net income, before income taxes		111.7			88.7			123.4			108.2	
Non-GAAP tax expense <sup>(1)</sup>		(22.3	)		(17.8	)		(24.6	)		(21.6	)
Non-GAAP net income	\$	89.4		\$	70.9		\$	98.8		\$	86.6	
Non-GAAP net income per share, diluted:												
Non-GAAP net income per common share	\$	0.76		\$	0.56		\$	0.99		\$	0.70	
Non-GAAP weighted-average number of common shares outstanding (in millions):		118.0			126.8			100.2			123.7	
(1) Non-GAAP tax expense is based on an estimated effective tax rate of 20%.	<b>;</b>											

tax rate of 20%.