

**Conference call: CAE INC. Q1-2015**  
**Date: AUGUST 13, 2014**

Thanks for your attention and we're now ready to take your questions.

Andrew?

ANDREW ARNOVITZ: Operator, we'd now be pleased to take questions from analysts and institutional investors.

Before you do open the lines, let me first ask in the interest of fairness that you please limit yourselves to a single, one-part question. And if you have additional questions after that, and if time permits, please feel free to re-enter the queue.

OPERATOR: Thank you. Ladies and gentlemen, to register for a question, please press the 1 followed by the 4 on your telephone. You'll hear a three-tone prompt to acknowledge your request. If your question has been answered and you would like to withdraw your registration, please press the 1 followed by the 3. If you're using a speakerphone, please lift your handset before entering your request.

Once again, to register for a question, it is 1-4 on your telephone keypad.

And our first question comes from the line of Benoit Poirier, from Desjardins. Please go ahead.

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BENOIT POIRIER: Yes, good afternoon. Just in terms of rationale behind the divestiture of mining, I was just wondering if you could provide more colour and I was wondering if it means that all the other business units are core or does it mean that outside that civil defence and healthcare, you won't have any interest to look at other segments?

MARC PARENT: Well, I think... Thanks for the question, Benoit. I think we're just maybe to the latter end of your question, as we've said, you know, we're focused. We're focused on, you know, we've said following the investments and the acquisitions we've made in the last couple of years, I mean, we're very focused on you know what we define as the core, as you've said, and as we've relayed in the call, those are the business. We are civil, military and healthcare.

Now within those segments, you could have sub-categories that we'd look. I mean, I think what the order of the day would be that we are into, you know, improve the return on assets of all of our business. So if we have some dragging assets that would be (inaudible) build those businesses that we report out, we'd have a look at it. But I don't think it's anything overly material here.

Going back to... So we're focused on the business we're at: civil, military and healthcare. Now when we look at the rationale for mining, I think it really follows the discipline that we espoused when we first got into this,

into new core markets. We said look, we are investing because we believe these businesses, mining has characteristics that are similar to the ones that drive the rest of our business and we believe that we can leverage our core capabilities, the simulation modelling in those sectors.

In the case of mining, we got into it, into the business through an acquisition of data mining at the time, which was mainly a somewhere business. We've grown that software business through our expertise. But really, it was for us to be able to use that as a... as a platform to be able to really leverage that into sales of simulation equipment.

Now we have had some success in there, but when I look at, you know, considering the environment that we're in in the commodities market and how long it's going to take us to reach, you know, the revenue and profit goals that we had for that business, it's going to take longer than our horizon, that horizon we give ourselves. So basically we decided to focus our capital and our efforts on those three main businesses.

It's not because we don't like the business and... But that's why we're treating it as a discontinued business and putting it for sale at this moment.

Okay, thanks very much for the colour, Marc. I'll get back in the queue.

MARC PARENT: Thanks.

OPERATOR: Thank you. Our next question comes from the line of Steve Arthur with RBC. Please go ahead. Your line is open.

STEVE ARTHUR: Great. Thank you very much. Just following up a little bit more on the civil margins, we did see a sequential decline from Q4, about 17 per cent ex items to 16 per cent this quarter. Is that strictly a function of the revenue decline or are there some other changes going on in there? And I guess as you look out anyway to quantify margin expectations for the business over the next while, in the past you talked about high teens?

STÉPHANE LEFEBVRE: Yes. Steve, this is Stéphane. I think you're pointing at the right thing. The topline went from 323 million in Q4 down to 308 and so we've got a little bit less volume in Q1 and that's what explains the drop in margin from 17.9 to 16 per cent.

You know, it's something that we've seen very often in the past. Summer months, a lot of our customers are not training. They're up flying. It includes June, July and August. So very often we see utilization rates go down during these three months and there's a portion of that that falls into Q1. So that's the main reason for it.

STEVE ARTHUR: Okay, and expectations looking ahead, is it high teens still a rational place to be?

MARC PARENT: Well, I think what we said, I think we're continuing to say, Steve, on the margins in civil they're going to be higher on average than last year and they're going to be, we expect to see higher peak parts than last year.

So I think last year we... I think our average margin is I think about 15.3 and we expect to be higher than that. And I think our peak margins was 17.3. We expect to be higher than that.

ANDREW ARNOVITZ: 17.9, yes.

MARC PARENT: 17.9, I'm sorry. And that's mainly fuelled by, you know, volume expansion, increased utilization of our training centres, the factors we talked about underscored by the market that we see out there that I talked about on the call.

STÉPHANE LEFEBVRE: And less assets being moved around.

MARC PARENT: Yes, absolutely less moving our assets on our side, betting now on the ones that we have.

OPERATOR: Thank you. And our next question comes from the line of Cameron Doerksen from National Bank Financial. Please go ahead.

CAMERON DOERKSEN: Good afternoon.

MARC PARENT: Hi, Cameron.

CAMERON DOERKSEN: I guess a question on capital deployment. I mean, it's nice to see the dividend increased here but your

leverage is kind of where you want it to be or a little bit lower. It doesn't look like you have any major acquisitions lined up and I would expect that your cash flow performance should be quite a bit better this year versus where you were last year, given the improvement in civil.

So I'm just wondering what your thought process is on, you know, additional cash returns to shareholders, specifically further dividend increases or (inaudible) we've already seen and potentially share buy-backs because I think that's certainly something that looks like you could afford.

MARC PARENT: Well, I think as you point out, we're continuing to be true to our capital allocation priorities which, you know, continue to grow to keep pace with the market and our customers with the difference from previous years maybe be that we're very focused on, you know, any investments that are, you know, very accretive to our goals of higher return on capital and leveraging... de-leveraging you talked about. We kind of like where we are.

But yeah, coming back, you know, as you saw in the quarter with the fourth dividend increase in so many years, I mean, we're confident in the business and in the cash flows that that will generate. So that's why we're confident in the increase that we've made. And look, and so I guess we don't have a specific policy, but you could see by our actions that... that we've clearly set a trend here.

Now with regards to share buy-backs, I mean, that's something that's a regular dialogue with the board. It's not something that we've done yet but it's not to say that we won't. It's something that we just... you know, we keep discussing and depending on the circumstances that we see over the year.

But that's what... I mean, we'll be focused on those things and we're not focused on, you know, major acquisitions or anything like that.

CAMERON DOERKSEN: Okay, thank you.

OPERATOR: Thank you. And, ladies and gentlemen, as a reminder to register for a question, please press the 1 followed by the 4 on your telephone. Our next question comes from the line of David Newman with Canaccord. I'm sorry, David Newman with Cormark Securities. Please go ahead.

DAVID NEWMAN: One of those places anyways. Just a quick question on the military side, Marc. I mean, I know you've strategically sort of taken a different tact towards looking at the larger programs, etc. What's the bid pipeline look like at this juncture? And with that in hand, you know, what do you anticipate in terms of military margin for this year or going forward in a steady state kind of basis?

MARC PARENT: Well, I think the pipeline is big and it's actually grown. You know, we've increased, and I'd have to get the number out here,

but it's grown, I know that, and I think we bid again a pretty substantial number of pipelines that support growth. I mean, support bid a pipeline in the first quarter supportive of growth, that's for darn sure.

What does that mean for margins? I think when I look at this quarter, I think we have 0.75 book to bill. But I think you've got to look a little bit deeper on that and when we talk about unfunded orders, you know, you had an extra 93 there. I think it's important, you know, I think we're pretty conservative. We don't include that in the book to bill. It is included in the... in the backlog, but not in the book to bill. But when we look at that, what we call unfunded backlog, I mean, these are... these are orders that are going to happen.

It's just that we only, there's typically orders that come in the U.S. and because the U.S. only votes its budget every year and approves its budget every year, so let's say a multi-year order like for example the contract we have to do training for the Predator aircraft, which is a seven-year contract, or a contract like we do for KC-135 refuelling tanker, we will only include in the book to bill the orders of this year. But clearly when you look at that 93 million it means that there's some orders coming up for many years(?).

So that gives me the confidence plus our backlog and other factors I mentioned for continued growth. But in terms of margins, look,

coming back, long story, to come back to your question on margins, I remain to what I am and what I said all last year is that we'll be resilient. You look at the income number that we had last year. I'm pretty confident based on what I see.

And we do have to win orders. We always have to win orders. But I feel pretty confident that based on backlog pipeline that we'll be able to be resilient. And again I'll define resilient as maybe slightly up, maybe slightly down. I mean, last year we were slightly up. But now major variations from that.

DAVID NEWMAN: Okay, so I guess if we look at Q1, you had 11 per cent. Would you typify that as being resilient or do you think it's kind of in the 13-, 14-, 15-per cent range? Like where would you be happy then? Not that I'm trying to peg... pin you down, but this is obviously for modelling purposes, we need to get a sense of what your view is on... just on what is a resilient margin.

MARC PARENT: Oh, it takes a lot more to make me happy. But no, 11.1 per cent, you know, I would think that's on the lower end, eh.

DAVID NEWMAN: Yeah, for sure.

MARC PARENT: It will move around, you know, because you know we've said it, we talked about it last call. We talked about it many times. We're executing, you talked at the beginning of your question about

some large orders and it's true. We have large orders in our backlog. Well, sometimes these large orders, as they go through our revenue in the quarter, I mean, some of those are lower margin than others. So that when we talk about a mix of programs, is some of these, one of these programs is going through in the quarter, then it'll drag down just proportionately the margins.

And that's some of what you see there in the quarter.

DAVID NEWMAN: Okay, and Andrew's going to hate me, but I'm going to try to squeeze one more in. Stéphane, what's your capex for the year, you think, for this year?

STÉPHANE LEFEBVRE: I think it'll be very similar to what we had last year. This has been a number of years where, you know, we're not short of opportunities. The market is good but I think we're selective in where we invest our money. So what I see is a very similar developed capex as the one we had in fiscal 14.

MARC PARENT: And, David, just finishing the question on military there, just to be complete there, so you know, coming for 11, what... if we're going to be... if we're going to achieve what I said about being resilient on absolute level of income for military for the year, it means that, you know, we expect to take up in the second half.

DAVID NEWMAN: Oh, very good. Thanks, Marc.

MARC PARENT: I don't expect that we'll pick up much in the... which obviously by definition of the second quarter mainly because the same factor that affects our civil business, you know, mainly plants shutdowns, affect both the civil and the military. More civil than military but nevertheless it does affect the military.

DAVID NEWMAN: So back-end loaded, like a typical year.

MARC PARENT: Like last year, like the year before and the year before that, yeah.

DAVID NEWMAN: Very good. Thank you.

OPERATOR: Thank you. Our next question comes from the line of Turan Quettawala from Scotiabank. Go right ahead with your question.

TURAN QUETTAWALA: Yes, good afternoon. I guess my question is also on the military side. Just looking at, you know, you've talked quite a bit about resilience, Marc, and you've definitely shown that, or at least over the last year so in terms of revenue.

I guess my question is isn't there more on the cost side that you could do? If I look at your margins from 13 to 14, I mean, they're up but just only slightly and I guess from what you're saying here for 15 as well, it doesn't look like the margin's going to go up a whole lot. I'm just trying to understand like on the cost side is there stuff you can do there?

And I guess I mean you had a European restructuring there as well as few years ago. So if you'd just maybe clarify that for me? Thank you.

MARC PARENT: Well, I never say never. I'm a strong believer, there's always a better way and clearly you know, if we... if we as we demonstrated before if we feel that we need to take action to reduce costs, we will.

TURAN QUETTAWALA: But at this point in time you're not thinking that the margin's going to grow a whole lot from the cost side? I mean, because if you just look at the revenue environment, it's changing a whole lot, right?

MARC PARENT: Okay, given the level of revenue, look, I think that the... I think that the outlook that I've given with regards to margins include what our cost action we would take. Where I think, you know, I would be in line with what you're saying is if we can't... You know, we have to win orders. Look, we have to win orders, notwithstanding the backlog that we have. We have to win orders every... every quarter. There's no doubt about that.

So if for some reason the environment remains protracted and the orders (inaudible) come in, well, we're not going clearly sit here without doing anything. We'll take action. But I don't see anything at the moment where I'm sitting here, talking to you. I don't see that right now. It doesn't

mean I won't see it in three months or six months, but you know, I think the likelihood right now is based on everything I see, we'll be able to meet the outlook that I talked about because we expect that order intake to come.

TURAN QUETTAWALA: Okay, thank you very much.

MARC PARENT: Welcome.

OPERATOR: Thank you. Our next question comes from the line of Ben Cherniavsky, with Raymond James. Please go ahead.

BEN CHERNIAVSKY: Hi, guys.

MARC PARENT: Hi, Ben.

BEN CHERNIAVSKY: Can you just maybe elaborate a little more on the thought pattern of divesting of mining, you know, particularly at this point in time and how you separated that decision from staying in the healthcare business? Why out of one but not the other?

MARC PARENT: I think I know what you missed, Ben, in the early part of the call, we had a question where we talked about the rationale. Did you want me to expand from there? I don't know if you want me to talk...

BEN CHERNIAVSKY: Oh, sorry. Yeah. No, I missed the first five minutes. That might have been the first question.

MARC PARENT: Oh, okay. That was the first question, but look, bottom line was that, you know, we set a horizon for ourselves when we got into this business of an additional plan that if we didn't think we were able to

ramp up, you know, our business in simulation modelling, and within a certain horizon it becomes material to CAE, and our outlook, you know, continues to demonstrate that, we're going to take action and we're... and that's what we did. And I guess it's exacerbated a little bit obviously because of, you know, what's happened which you know is hard to predict about what happened with the commodities market in the last period of time.

But the real difference with healthcare, first of all, healthcare, we're quite happy that this is a market that's big enough for us to make a dent and it's an expanding market, number one.

Number two is it has the synergy that we've been able, first of all we saw is materializing in healthcare and really what I'm talking about is our ability to leverage simulation and modelling. When we got into mining really we got in there through an acquisition of data mine and that was mainly a software business and it was really... We've grown the software business but really it was a platform for us to leverage and the simulation modelling, simulators for the mining market. We've had some success but when I look at in the current environment how long it's going to be able to take and how much, you know, investment it would take for us to be able to really achieve our goals, and it's beyond our horizon.

Now that is not the case in healthcare, and that's the difference.

BEN CHERNIAVSKY: Okay, thanks. I apologize for...

MARC PARENT: Oh, no worries.

BEN CHERNIAVSKY: ... the first Q&A. Thank you.

OPERATOR: Thank you. Our next question comes from the line of David Tyerman with Canaccord Genuity. Please go ahead.

DAVID TYERMAN: Yes, good afternoon. My question's on civil growth side. So first I just want to confirm, Marc, did you say you expected strong double-digit growth in sales in civil?

MARC PARENT: Yes, I think I should clarify that because we're mixing... I mixed a couple of things there. You know, I think that really, when I say strong, I think what I'm really talking about is income. But if you look at, to be clear on the reconciling margins and revenue, I think I would say low double-digit... low double-digit revenue growth in civil with higher margins than we had last year.

DAVID TYERMAN: Okay. Okay, that's helpful. And just to ask to the sales side of it then, what's driving that? Is it all coming on the train side because I noticed your FFS orders guidance is actually lower than what you did last year, so it sounds like the equipment business is plateauing or maybe even turning down a little bit. So is it all coming from the training side?

MARC PARENT: Well, no, there's a lot coming from the training side and the... on the order intake on the 40 sims I think that is a high year in our (inaudible).

DAVID TYERMAN: Sure.

MARC PARENT: Remember, last year when we went into the year we... I think we were guiding for about that as well. And what happened is there was two major orders and one, you know, quasi major orders last year that we won and Qatar (inaudible). And if you take those, those were multi-year. So not only did they... they yield in a big order intake in terms of number last year, but clearly they're not orders that you're going to get this year and maybe next year because they are multi-year orders.

So really, so look, the market supports more at our (inaudible) rate, we'll get them. But at the moment, based on what we see and usually when we're within the 12-month horizon, you know, we're close to our customers so we're pretty clear about their, you know, their purchase intentions on simulators so we tend to be more precise.

And, you know, if they decide to go in for larger orders, then we'll go after that. But I think 40 is a good year, but it also means that we expect some pretty good order intake on the train side. But the growth in revenue, most of it comes from a ramp up of the activity we see both from training, more utilization in the training centres dictated by, you know, the market

fundamentals which I talked about on the call. And also from the higher volume going through, our plants from the orders that we won last year or the year before. That's what we see.

DAVID TYERMAN: Okay, great. Thank you.

OPERATOR: Thank you. And our last question is a follow-up question. It comes from the line of Benoit Poirier with Desjardins. Please go ahead.

BENOIT POIRIER: Yes, just looking at healthcare, I was quite impressed with your child birth simulation this morning. It was just launched a few weeks ago and it seems it has received a very strong market acceptance I think with over 60 units pre-sold. So could you comment a little bit about the overall market for the child birth simulation and also when should we expect those units to be delivered?

MARC PARENT: Look, I can't... you know, I don't know offhand specifically with regards to the child birth simulator. I mean, some of it is we're breaking new ground here. You know, in terms of the fidelity of the product you saw, and I appreciate you saw and you like it, look I think we sold over 60 sight unseen. You know, over the phone. So I'm very encouraged by that and so I think we'll have a very big market acceptance of that. And those units will deliver. They deliver pretty fast. You know, the

time from us getting an order to us being able to deliver is relatively short within a couple of quarters.

STÉPHANE LEFEBVRE: We're actually... Benoit, this is Stéphane. We're actually, we delivered a few in Q1 but we're delivering as we speak in the second quarter, so it doesn't have a huge, long lead time to bring a product to market.

BENOIT POIRIER: Okay, perfect. Thanks.

MARC PARENT: The other thing I like about that simulator, Benoit, is that what you don't see actually is the underlying technology, some circuit boards, things like that, are exactly the same circuit boards that we use in our new 7,000 XR simulators which is... So you're not seeing it, but it translates into leveraging of technology which has cost implications itself and margin expectations.

So I think I like that as well.

BENOIT POIRIER: Okay, thanks.

ANDREW ARNOVITZ: Operator, are there any more questions?

OPERATOR: We do have two follow-up questions. The next question is a follow-up from David Tyerman, from Canaccord Genuity. Please go ahead.

DAVID TYERMAN: Yes, I was just wondering if you could comment on the win that Textron highlighted in their call on the 737 Max.

That sounds like a pretty important program. And I guess I wonder are they making some headway with the SSA bond against you?

MARC PARENT: Well, I think that it's a good win for them. I never like to lose orders. So they won that. Like I said, it's a good win for them and you know, I can't comment to why Boeing selected them. Boeing is our competitor training.

You know, having said that look, one of our most successful programs that we have is the 787 where we weren't selected by Boeing either on the development of programs. So really for us it's going to be, I mean, Boeing as a manufacturer, you know, orders simulators for their own use and... But I think really our attention is really now on the customers of the 737 Max and clearly we intend to be very competitive there. And you know, it's one (inaudible).

DAVID TYERMAN: Right, yeah. Okay, fair enough. Thank you.

OPERATOR: Thank you. The next one is from Cameron Doerksen with National Bank. Please go ahead.

CAMERON DOERKSEN: Yes, thanks. Just a follow-up on the sale of mining. I'm just wondering if you have any expected timeline of when that might occur, whether you have any perspective buyers and should we expect there to be an accounting or a book loss on the divestiture?

MARC PARENT: I think that we... I can't really comment on the horizon because you know we continue to operate this business. We think it's a good business, a profitable business. And it's been low in the quarter but a lot of that has to do with, you know, everything that we did to be able to... that's part of the divestiture process which kind of drags earnings. But the business by itself is a profitable business. I think it's going to... it has value, there's no doubt in my mind.

So we're not going to have a fire sale here. And by that basis, we, you know, we don't expect... we don't expect a (inaudible) on this, eh, Stéphane?

STÉPHANE LEFEBVRE: For obvious reasons, Cameron, it's tough for us to provide any... lay out any value that we'd expect. But as Marc said, this is a franchise that has a good catalogue of products. It's generated some good EBITDA in the past, so we're ... we're going to see what the process will...can give us. But we're not coming up with a specific either value of, or timeline, but certainly not our expectations to sell this as loss.

CAMERON DOERKSEN: Okay, thank you.

OPERATOR: Thank you. And this is our last follow-up question. It comes from the line of Turan Quettawala with Scotiabank. Please go ahead.

TURAN QUETTAWALA: Yes, thank you. Just, Stéphane, I wanted to clarify something. Maybe I misheard you, but when you talked about the margins on the sale side, the margin was down obviously on a quarter-on-quarter basis. You mentioned utilization but the utilization was actually up Q on Q, right? Or maybe flat, I guess. But just trying to understand, is that the reason behind the lower margins or maybe it's something on the SPC side?

STÉPHANE LEFEBVRE: It's actually not the utilization itself. I think you pointed out rightly, Turan, the utilization rate has gone from 71 to 72 per cent. But what we've seen is a mix of the training matters and a mix of product and service matters as well. And the main reason from going to, from Q4 to Q1 for the decrease in margin is we've had less training revenue in certain of our centres as I said in June because some of our customers have been flying aircraft rather than training.

This is not... this is not something new. This is something that we've seen every year for the last number of years. So that's one thing. The other thing is the... the fact that we had some advance built in Q4, more than what had in Q1.

To point a last thing, Turan, in Q4 we also had a gain on disposal of assets which we didn't have in the first quarter of this year. So all these three factors led to a 16-per-cent margin in Q1.

TURAN QUETTAWALA: Thank you, that's very helpful and I guess maybe if I was to have, just on a follow on basis here, if I look at Q1 versus Q1 last year, the utilization is up about (inaudible) basis points from 69 to 72. Should we expect that to accelerate as we go through the year?

MARC PARENT: Well, it's hard to predict. I think utilization will go down inevitably in Q2 because people as we said are flying. They're not training. Q3, Q4, it'll pick up. There's no doubt.

TURAN QUETTAWALA: No, but on a year-over-year basis, sorry, Marc. I understand the seasonality there.

MARC PARENT: It should. It should.

TURAN QUETTAWALA: Okay, okay.

STÉPHANE LEFEBVRE: And it will because, you know, last year we had a number of training centres that were opening, that we were ramping up and so in this fiscal year these centres will have been in operation for a little while. So I would certainly expect that.

MARC PARENT: I think you have to, at the end of the day I think you're poking at the real question, which is margin progression. And we said for all those factors we see high volume, high utilization. We see margins, you know, on average being higher in the... in the whole year than we had last year and the higher peak margins that we saw last year which we saw in the fourth quarter.

TURAN QUETTAWALA: Okay, fair enough.

MARC PARENT: And that's due to the revenue growth that we talked about.

TURAN QUETTAWALA: Fair enough, and I guess maybe if I can ask one more on the capex side, just looking at it from a longer-term perspective, I know you said (inaudible) capex here over the next couple of years, and I understand no acquisitions. Are there any special sort of contracts on the airline side that maybe will lead you to spend more on training centres or something as you gear up maybe for the training on these contracts with the new aircraft coming in or something like that that we should be mindful of?

MARC PARENT: No. Look, well, we don't go that far out in terms of providing capex guidance. We'll be more general in saying that, you know, we expect our business overall to be less capital intensive than it has been in the previous years because we've created the network of training centres that we have. Now it's not because we're not going to continue to deploy capex. We will. But all thing being equal, it'll be less capital intensive.

Now I think the one off you may be talking about I think is the potential for, which I refer on the call, outsourcing. Outsourcings, if we can get them, would be a good thing and I don't see a sea change of people doing that. But I do see more appetite for that. So if we were able to

convince airlines to outsource their training centres to us either as an outright, you know, a sale or a joint venture, I mean, we would... we would invest in that every day of the week, as long as it's, you know, very highly accretive to return on capital.

So that might be something that would lead us to put more capital.

But I would see that more in the line of almost an acquisition. But again, in the next period of time, you know, I think we'll just go back to the outlook that we said that capex should be in line with what it was last year, the year.

OPERATOR: Thank you. And there are no further questions on the phone line at this time.

ANDREW ARNOVITZ: All right, operator, I wish to thank all participants this afternoon for joining us on our first quarter fiscal 15 conference call and to remind listeners that a transcript of today's call can be found on CAE's website at CAE.com. Thank you very much.

OPERATOR: Thank you. Ladies and gentlemen, that does conclude the conference call for today. We thank you for your participation and ask that you please disconnect your lines.

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