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# THE NORTH WEST COMPANY INC.

*Report to Shareholders*

*Quarterly Period Ended July 31, 2014*



## 2014 SECOND QUARTER REPORT TO SHAREHOLDERS

### Report to Shareholders

The North West Company Inc. reports its results for the second quarter ended July 31, 2014. Sales increased 3.2% to \$401.1 million compared to the second quarter last year led by food sales growth and the impact of foreign exchange on the translation of U.S. denominated sales. Excluding the foreign exchange impact, sales increased 1.5% and were up 1.9%<sup>1</sup> on a same store basis.

Second quarter net earnings decreased \$1.3 million or 7.0% to \$16.9 million and diluted earnings per share were \$0.35 per share compared to \$0.37 per share last year as lower earnings in the Canadian Operations, due in part to a non-comparable insurance gain last year, were only partially offset by an increase in earnings in the International Operations.

The Board of Directors has approved a quarterly dividend of \$0.29 per share to shareholders of record on September 30, 2014.

On behalf of the Board of Directors:



H. Sanford Riley  
Chairman



Edward S. Kennedy  
President and Chief Executive Officer

### Management's Discussion & Analysis

The following Management's Discussion & Analysis should be read in conjunction with the Company's unaudited interim period condensed consolidated financial statements for the period ended July 31, 2014 and the audited annual consolidated financial statements and accompanying notes included in the 2013 Annual Report.

### CONSOLIDATED RESULTS

#### Quarter

Second quarter consolidated sales increased 3.2% to \$401.1 million compared to \$388.6 million in the second quarter last year driven by food sales growth in both the Canadian and the International Operations and the impact of foreign exchange on the translation of U.S. denominated sales. Excluding the foreign exchange impact, sales increased 1.5% and were up 1.9%<sup>1</sup> on a same store basis. Food sales<sup>1</sup> increased 1.9% and were up 2.1% on a same store basis. General merchandise sales<sup>1</sup> decreased 0.5% largely due to lower sales in our wholesale operations but were up 1.0% on a same store basis.

The table below shows the second quarter sales blend for the past two years:

	2014	2013
Food	78.7%	78.2%
General merchandise	17.8%	18.2%
Other*	3.5%	3.6%

\* Other sales includes fuel, fur and financial service charge revenues

(1) Excluding foreign exchange impact

(2) See Non-GAAP Measures Section of Management's Discussion & Analysis

Earnings from Operations<sup>2</sup> decreased 6.0% to \$26.3 million compared to \$28.0 million in the second quarter last year. Gross profit dollars increased 1.3% driven by sales growth as the gross profit rate decreased 56 basis points compared to last year due to lower margins in the Canadian Operations. Selling, operating and administrative expenses increased 3.6% compared to last year and were up 9 basis points as a percentage to sales. The increase in expenses is largely due to an insurance-related gain in the Canadian Operations in the second quarter last year and the impact of foreign exchange on the translation of U.S. denominated expenses. Excluding the impact of the non-comparable insurance gain and foreign exchange, earnings from operations were up 1.7% to last year.

Trading profit<sup>2</sup> or earnings before interest, income taxes, depreciation and amortization (EBITDA) decreased 2.7% to \$36.4 million compared to \$37.4 million last year as strong trading profit growth in the International Operations and the impact of foreign exchange was more than offset by lower trading profit in the Canadian Operations largely due to the insurance gain last year and the impact of lower gross profit rates. Excluding the net impact of the non-comparable gain and foreign exchange, trading profit increased 2.6% compared to last year and as a percentage to sales was 9.1% compared to 9.0% last year.

Income tax expense decreased \$0.3 million to \$7.6 million compared to \$7.9 million last year due to a decrease in earnings partially offset by an increase in the effective tax rate. The increase in the consolidated effective tax rate to 31.1% compared to 30.4% in the quarter last year is due to the variability of income earned across the various tax jurisdictions.

Net earnings decreased \$1.3 million or 7.0% to \$16.9 million and diluted earnings per share was \$0.35 per share compared to \$0.37 per share last year as lower net earnings in the Canadian Operations was only partially offset by an increase in earnings in the International Operations and the impact of foreign exchange. Excluding the impact of the non-comparable insurance gain and foreign exchange, net earnings increased 2.3% compared to last year.

### Year-to-date

Year-to-date sales increased 3.2% to \$777.4 million compared to \$753.1 million in 2013 led by sales growth in the International Operations and the positive impact of foreign exchange on the translation of U.S. denominated sales. Excluding the foreign exchange impact, sales increased 0.9% and were up 1.1%<sup>1</sup> on a same store basis. Food sales<sup>1</sup> increased 1.5% and were up 1.4% on a same store basis. General merchandise sales<sup>1</sup> decreased 1.3% and were down 0.3% on a same store basis.

The table below shows the year-to-date sales blend for the past two years:

	2014	2013
Food	79.0%	78.4%
General merchandise	17.1%	17.6%
Other*	3.9%	4.0%

\* Other sales includes fuel, fur and financial service revenues

Earnings from Operations decreased 4.6% to \$46.3 million compared to \$48.6 million last year as sales growth was more than offset by lower gross profit rates and higher selling, operating and administrative expenses in the Canadian Operations. Selling, operating and administrative expenses increased 3.6% compared to last year and were up 8 basis points as a percentage to sales. The increase in selling, operating and administrative expenses is largely due to the non-comparable insurance gain last year and the impact of foreign exchange, partially offset by lower share-based incentive plan costs. Excluding the impact of the non-comparable insurance gain and foreign exchange, earnings from operations increased 0.5% compared to last year.

Trading profit<sup>2</sup> or earnings before interest, income taxes, depreciation and amortization (EBITDA) decreased 1.2% to \$66.6 million compared to \$67.4 million last year. Excluding the impact of the non-comparable insurance gain and foreign exchange, trading profit increased 1.8% and as a percentage to sales was consistent with last year at 8.6%.

Income taxes decreased to \$13.0 million compared to \$13.7 million last year as a result of lower earnings and a slightly lower consolidated effective tax rate of 30.5% compared to 30.6% last year.

(1) Excluding foreign exchange impact

(2) See Non-GAAP Measures Section of Management's Discussion & Analysis

Net earnings decreased 4.8% to \$29.5 million compared to \$31.0 million last year and diluted earnings per share were \$0.61 per share compared to \$0.64 per share last year due to lower earnings in the Canadian Operations. Excluding the impact of the non-comparable insurance gain and foreign exchange, net earnings increased 1.5% compared to last year.

## CANADIAN OPERATIONS

Canadian Operations sales for the quarter increased 0.8% to \$260.8 million compared to \$258.6 million last year and were up 1.3% on a same store basis. Food sales increased 1.4% and were up 1.4% on a same store basis with both northern and southern stores contributing to the increase. Food inflation was minimal in the quarter. General merchandise sales decreased 1.5% from last year largely due to lower sales in southern markets and our wholesale operations but were up 0.7% on a same store basis.

Gross profit dollars decreased 3.0% due to lower gross profit rates related to more aggressive promotional pricing in southern markets, investments in lower food prices in northern markets and higher markdowns in apparel and seasonal categories. Selling, operating and administrative expenses increased 3.2% compared to last year and increased 53 basis points as a percentage to sales. The increase in expenses is largely due to an insurance-related gain last year from the final settlement of claims on stores destroyed by fire in 2011.

Canadian trading profit decreased 12.7% to \$27.0 million compared to \$30.9 million last year, due to the impact of the insurance-related gain last year and lower gross profit rates. Excluding the insurance gain last year, trading profit decreased 4.9% and as a percentage to sales was 10.4% compared to 11.0% last year.

## INTERNATIONAL OPERATIONS (stated in U.S. dollars)

International sales increased 2.8% to \$129.7 million compared to \$126.2 million in the second quarter last year and were up 3.2% on a same store basis with both AC Value Center ("AC") and Cost-U-Less ("CUL") banners contributing to the sales growth. Food sales increased 2.8% and were up 3.3% on a same store basis and general merchandise sales increased 3.2% and were up 2.5% on a same store basis.

Gross profit dollars increased 6.4% compared to last year driven by sales gains and gross profit rate improvements. The gross profit rate increased due to better buying, less promotional pricing and favourable product mix changes. Generally favourable economic conditions in Alaska helped drive sales in AC stores. New merchandise assortments, improved product sourcing and continued improvement in execution within the Company's Barbados store were key factors contributing to the sales and margin gains within the CUL stores. Selling, operating and administrative expenses decreased 0.5% and were down 71 basis points as a percentage to sales. The decrease in expenses is primarily due to a \$0.4 million net gain on the sale of a store in Kodiak, Alaska, lower employee medical insurance costs and lower accounts receivable credit loss expense, partially offset by an increase in incentive plan expenses.

Trading profit increased 35.8% to \$8.6 million due to the increase in gross profit and lower expenses. Excluding the gain on the Kodiak store, trading profit increased 28.8% and as a percentage to sales was 6.3% compared to 5.1% in the second quarter last year.

## FINANCIAL CONDITION

### Financial Ratios

The Company's debt-to-equity ratio at the end of the quarter was 0.65:1 compared to 0.67:1 last year. The debt-to-equity ratio at January 31, 2014 was 0.57:1.

Working capital increased \$114.9 million compared to the second quarter last year due to a decrease in the current portion of long-term debt as a result of refinancing a loan facility in the International Operations and the senior notes in the Canadian Operations. Further information on long-term debt is provided in the sources of liquidity section and in Note 8 to the Company's 2014 second quarter unaudited interim period condensed consolidated financial statements. Excluding the impact of the current portion of long-term debt, working capital was flat to last year. The increase in inventories is due in part to higher inventories in stores serviced by

(1) Excluding foreign exchange impact

(2) See Non-GAAP Measures Section of Management's Discussion & Analysis

sea in northern Canada and Alaska to take advantage of lower transportation costs, early receipt of winter motor sports inventory and the impact of foreign exchange on the translation of U.S. denominated inventories. The increase in inventories was offset by higher trade accounts payable, lower trade and commercial accounts receivable in the Canadian Operations and a lower cash position at the end of the quarter.

## Outstanding Shares

The weighted-average basic shares outstanding for the quarter were 48,431,000 shares compared to 48,414,000 shares last year. The increase in basic shares outstanding is due to share options exercised. The weighted-average fully diluted shares outstanding for the quarter were 48,721,000 compared to 48,670,000 shares last year. The increase in the fully diluted shares outstanding compared to last year is due to options granted under the Share Option Plan and shares granted under the Director Deferred Share Unit Plan. Further information on the Share Option Plan and the Deferred Share Unit Plan is provided in Note 6 and Note 12 to the 2014 second quarter unaudited interim period condensed consolidated financial statements.

## LIQUIDITY AND CAPITAL RESOURCES

The following table summarizes the major components of cash flow:

\$ in thousands	Three Months	Three Months	Change	Six Months	Six Months	Change
	ended	ended		ended	ended	
	July 31, 2014	July 31, 2013		July 31, 2014	July 31, 2013	
Cash flows provided by (used in):						
Operating Activities						
Before Taxes Paid	\$ 36,674	\$ 38,390	\$ (1,716)	\$ 51,837	\$ 48,565	\$ 3,272
Taxes Paid	(6,498)	(9,835)	3,337	(16,035)	(36,471)	20,436
Operating Activities	30,176	28,555	1,621	35,802	12,094	23,708
Investing Activities	(15,100)	(9,161)	(5,939)	(20,202)	(14,884)	(5,318)
Financing Activities	(16,109)	(19,209)	3,100	(3,491)	5,818	(9,309)
Net change in cash	\$ (1,033)	\$ 185	\$ (1,218)	\$ 12,109	\$ 3,028	\$ 9,081

Cash flow from operating activities in the quarter increased \$1.6 million to \$30.2 million compared to cash flow from operating activities of \$28.6 million last year. The increase is largely related to lower income tax installments due to the impact of lower earnings and the timing of payments.

For the year-to-date, cash flow from operating activities increased \$23.7 million to \$35.8 million primarily due to a decrease in income tax installments paid compared to last year as the Company paid the remaining balance of the Canadian accrued income taxes for 2012 of approximately \$19 million in the first quarter of 2013. Excluding the impact of income tax installments, cash flow from operating activities increased \$3.3 million or 6.7% compared to last year. The increase was largely due to the change in non-cash working capital related to accounts payable and the timing of payments, partially offset by higher inventory, compared to last year.

Cash used for investing activities in the quarter increased 64.8% to \$15.1 million compared to \$9.2 million last year. On a year-to-date basis, cash used in investing activities increased to \$20.2 million compared to \$14.9 million last year. The increase for both the quarter and the year-to-date is primarily due to major store renovations and store replacements. Further information on planned capital expenditures is included in the Outlook section.

Cash used in financing activities in the quarter was \$16.1 million compared to \$19.2 million last year. The net change in long-term debt and the repayment of long-term debt is related to the refinancing of the US\$70.0 million senior notes that matured on June 15, 2014. Further information on the refinancing of the senior notes is provided under Sources of Liquidity below. The Company paid dividends of \$14.0 million, an increase of 3.6%, compared to \$13.6 million in the second quarter last year.

For the year-to-date financing activities, the change in long-term debt is due to the refinancing of the senior notes and changes in amounts drawn on the Company's revolving loan facilities compared to last year. Further information on long-term debt is provided in Note 8 to the 2014 second quarter unaudited interim period condensed consolidated financial statements.

## Sources of Liquidity

In the quarter, the Company completed the refinancing of the US\$70 million senior notes that matured on June 15, 2014. These senior notes had a fixed interest rate of 6.55% on US\$42.0 million and a floating interest rate based on US LIBOR plus a spread on US\$28.0 million. The new US\$70.0 million senior notes, which mature on June 16, 2021, have a fixed interest rate of 3.27% on US\$55.0 million and a floating interest rate on US\$15.0 million based on US LIBOR plus a spread payable semi-annually. The new senior notes are secured by certain assets of the Company and rank *pari passu* with the \$200.0 million Canadian Operations loan facilities and the US \$52.0 million loan facilities in the International Operations.

The Canadian Operations have available committed, revolving loan facilities of \$200.0 million that mature on December 31, 2018. These facilities are secured by certain assets of the Company and rank *pari passu* with the US\$70.0 million senior notes and the US \$52.0 million loan facilities in the International Operations. At July 31, 2014, the Company had drawn \$88.9 million on these facilities (July 31, 2013 - \$83.2 million).

The International Operations have available committed, revolving loan facilities of US\$52.0 million that mature on December 31, 2018. These facilities are secured by certain assets of the Company and rank *pari passu* with the US\$70.0 million senior notes and the \$200.0 million Canadian Operations loan facilities. At July 31, 2014, the Company had drawn US\$34.0 million on these facilities (July 31, 2013 - US\$42.0 million).

The International Operations also have available a committed, revolving loan facility of US\$30.0 million that matures October 31, 2015 and is secured by certain accounts receivable and inventories of the International Operations. At July 31, 2014, the Company had drawn US\$6.1 million on these facilities (July 31, 2013 - US\$4.2 million).

The loan facilities and senior notes contain covenants and restrictions including the requirement to meet certain financial ratios and financial condition tests. The financial covenants include a fixed charge coverage ratio, minimum current ratio, a leverage test and a minimum net worth test. At July 31, 2014, the Company is in compliance with all covenants under these facilities. Current and forecasted debt levels are regularly monitored for compliance with debt covenants. Further information on the Company's long-term debt and loan facilities is provided in Note 8 to the Company's 2014 second quarter unaudited interim period condensed consolidated financial statements.

Cash flow from operating activities and unutilized capacity available on existing loan facilities are expected to be sufficient to fund operating requirements, pension plan contributions, sustaining and planned growth-related capital expenditures as well as anticipated dividends during 2014.

## SHAREHOLDER DIVIDENDS

The Board of Directors declared a quarterly dividend of \$0.29 per share to shareholders of record on September 30, 2014, to be paid on October 15, 2014.

The payment of dividends on the Company's common shares are subject to the approval of the Board of Directors and is based on, among other factors, the financial performance of the Company, its current and anticipated future business needs and the satisfaction of solvency tests imposed by the Canada Business Corporations Act (CBCA) for the declaration of dividends. The dividends are designated as eligible dividends in accordance with the provisions of the Canadian Income Tax Act.

## OTHER HIGHLIGHTS

- An expanded replacement store was opened in Norman Wells, Northwest Territories on June 23, 2014.
- A major store expansion and renovation was completed on the AC store in Bethel, Alaska on June 28, 2014.
- The Company completed the previously announced acquisition of the Winnipeg Price Chopper store from Sobey's Inc. on July 10, 2014.

## STRATEGY

The Company's strategic priorities are focused on capturing market share within what is assumed to be a modest growth economic environment over the next three to five years through the following initiatives:

1. Accelerating investment in the Company's 40 highest sales and profit potential markets, beginning in the second half of 2014. This is expected to result in annual capital spending in the \$65 million range until 2018, with some offset from working capital efficiencies.
2. Targeting inventory dollars and selling space on select products and services that deliver significant market and profit gains while right sizing low upside categories.
3. Ensuring that the way we work is customer and store-centric by adding resources to the Company's "buying, moving and selling" capabilities while streamlining lower value head office activities.
4. Ensuring that the Company continues to take an unconventional, flexible approach to serving its markets, including strong partnerships with other leading retailers like Giant Tiger and Tim Hortons.
5. Continued commitment to the disciplined allocation of capital, cash flow optimization and superior total returns to investors.

## OUTLOOK

Within the various markets served by the Company, the consumer income environment is expected to range from flat in northern Canada and the southern island markets to modestly positive in Alaska and western Canada. The Company's focus in the second half of 2014 is to bring its strategic priorities to market through investments in the top 40 markets and top categories, the rationalization of lower potential categories and productivity improvements achieved by streamlining non-selling activities.

New store growth will be limited in 2014 as the Company continues to see favourable returns from optimizing existing market performance. Upside to the business will be generated by the success of new merchandise and service programs, the possibility of smaller store acquisitions, and the continued maturation of new stores, specifically in Barbados. Downside exists with respect to continued margin pressure in Canada's retail food sector.

Net capital expenditures for 2014 are expected to be approximately \$55.0 million (2013 - \$42.4 million) reflecting the opening or acquisition of new stores, major store replacements and store renovations. Store-based capital expenditures depend upon the completion of landlord negotiations and shipment of construction materials to remote markets and therefore, their actual amount and timing can fluctuate.

As previously announced, the Company paid the remaining balance of the Canadian accrued income taxes for 2012 of approximately \$19.0 million in the first quarter of 2013 in addition to making the required monthly installments for income taxes related to the 2013 tax year. The Company expects its Canadian monthly income tax installments to decrease in 2014 compared to 2013 based on a normalized level of taxable income in 2013 and the recognition of a portion of the deferred limited partnership income. Actual installments paid may vary from anticipated payments due to a variety of factors including changes in expected or actual earnings across various tax jurisdictions.

(1) Excluding foreign exchange impact

(2) See Non-GAAP Measures Section of Management's Discussion & Analysis

## QUARTERLY RESULTS OF OPERATIONS

The following is a summary of selected quarterly financial information.

### Operating Results - Consolidated

(\$ in millions)	Second Quarter		First Quarter		Fourth Quarter		Third Quarter	
	92 days	92 days	89 days	89 days	92 days	92 days	92 days	92 days
	2014	2013	2014	2013	2013	2012	2013	2012
<b>Sales</b>	\$ 401.1	\$ 388.6	\$ 376.3	\$ 364.5	\$ 402.9	\$ 386.6	\$ 387.2	\$ 377.7
<b>Trading profit (EBITDA)</b>	<b>36.4</b>	37.4	30.2	30.0	34.4	31.9	36.5	35.6
<b>Net earnings</b>	<b>16.9</b>	18.1	12.7	12.9	15.9	15.5	17.4	17.2
<b>Net earnings per share:</b>								
<b>Basic</b>	<b>0.35</b>	0.37	0.26	0.27	0.33	0.32	0.36	0.36
<b>Diluted</b>	<b>0.35</b>	0.37	0.26	0.27	0.32	0.32	0.36	0.36

Historically, the Company's first quarter sales are the lowest and the fourth quarter sales are the highest, reflecting the holiday selling period. Weather conditions are often extreme and can affect sales in any quarter. Net earnings are historically lower in the first quarter due to lower sales. Net earnings generally follow higher sales but can be dependent on markdown activity in key sales periods to reduce excess inventories and other factors which can affect net earnings.

## DISCLOSURE CONTROLS AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

Management is responsible for establishing and maintaining disclosure controls and procedures for the Company in order to provide reasonable assurance that all material information relating to the Company is made known to management in a timely manner so that appropriate decisions can be made regarding public disclosure. Management is also responsible for establishing and maintaining internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. All internal control systems, no matter how well designed, have inherent limitations. Therefore even those systems determined to be designed effectively can only provide reasonable assurance of achieving the control objectives. Additionally, management is necessarily required to use judgment in evaluating controls and procedures. Management used the Internal Control Integrated Framework published by the Committee of Sponsoring Organizations of the Treadway Commission (COSO 1992) as the control framework in designing its internal controls over financial reporting. There have been no changes in the internal controls over financial reporting during the quarter ended July 31, 2014 that have materially affected or are reasonably likely to materially affect the Company's internal controls over financial reporting.

## ACCOUNTING STANDARDS IMPLEMENTED IN 2014

The Company adopted amendments to IAS 32, *Financial Instruments: Presentation* and IFRIC 21, *Levies* retrospectively effective February 1, 2014. IAS 32 clarified the requirements that permit offsetting certain financial instruments. IFRIC 21 defines a levy as an outflow from an entity imposed by a government in accordance with legislation and confirms a levy liability is recognized only when the triggering event specified in the legislation occurs. Neither change had an impact on the Company's consolidated financial statements.

(1) Excluding foreign exchange impact

(2) See Non-GAAP Measures Section of Management's Discussion & Analysis



## FUTURE ACCOUNTING STANDARDS TO BE IMPLEMENTED

The following new standards, and amendments to standards and interpretations, are not yet effective for the year ended January 31, 2015, and have not been applied in preparing the 2014 second quarter unaudited interim period condensed consolidated financial statements:

**Revenue Recognition** In May 2014 the IASB issued IFRS 15, *Revenue from Contracts with Customers*. The new standard is effective for the Company's financial year ending January 31, 2018, and is available for early adoption. The IFRS 15 standard contains a comprehensive model which specifies the criteria and timing for recognizing revenue, and also requires additional disclosures in the notes to the financial statements. The Company is currently assessing the potential impact this new standard will have on its consolidated financial statements.

**Financial Instruments** The amended IFRS 9, *Financial Instruments* is a multi-phase project with the goal of improving and simplifying financial instrument reporting. IFRS 9 uses a single approach to determine measurement of a financial asset based on how an entity manages financial impairment, replacing the multiple classification options in IAS 39 with only two categories: amortized cost and fair value through profit or loss. Additional guidance was also issued on the classification and measurement of financial assets and liabilities and hedge accounting. In July 2014 the IASB issued the complete version of IFRS 9 which is effective for the Company's financial year ending January 31, 2019, and is available for early adoption. The Company is currently assessing the potential impact of changes to this standard.

## NON-GAAP MEASURES

**(1) Trading Profit (EBITDA)** is not a recognized measure under IFRS. Management believes that in addition to net earnings, trading profit is a useful supplemental measure as it provides investors with an indication of the Company's operational performance before allocating the cost of interest, income taxes and capital investments. Investors should be cautioned however, that trading profit should not be construed as an alternative to net earnings determined in accordance with IFRS as an indicator of the Company's performance. The Company's method of calculating trading profit may differ from other companies and may not be comparable to measures used by other companies.

A reconciliation of consolidated net earnings to trading profit or EBITDA is provided below:

(\$ in thousands)	Second Quarter		Year-to-Date	
	2014	2013	2014	2013
Net earnings	\$ 16,850	\$ 18,111	\$ 29,529	\$ 31,021
Add: Amortization	10,048	9,389	20,266	18,854
Interest expense	1,902	1,991	3,854	3,871
Income taxes	7,593	7,921	12,964	13,675
Trading profit	\$ 36,393	\$ 37,412	\$ 66,613	\$ 67,421

For trading profit information by business segment, see Note 4, Segmented Information, in the notes to the Company's 2014 second quarter unaudited interim period condensed consolidated financial statements.

**(2) Earnings From Operations/Earnings Before Interest and Income Taxes (EBIT)** is not a recognized measure under IFRS. Management believes that in addition to net earnings, EBIT is a useful supplemental measure as it provides investors with an indication of the performance of the consolidated operations and/or business segments, prior to interest expense and income taxes. Investors should be cautioned however, that EBIT should not be construed as an alternative to net earnings determined in accordance with IFRS as an indicator of the Company's performance. The Company's method of calculating EBIT may differ from other companies and may not be comparable to measures used by other companies.

A reconciliation of consolidated net earnings to EBIT is provided below:

(\$ in thousands)	Second Quarter		Year-to-Date	
	2014	2013	2014	2013
Net earnings	\$ 16,850	\$ 18,111	\$ 29,529	\$ 31,021
Add: Interest expense	1,902	1,991	3,854	3,871
Income taxes	7,593	7,921	12,964	13,675
Earnings from operations	\$ 26,345	\$ 28,023	\$ 46,347	\$ 48,567

For earnings from operations information by business segment, see Note 4, Segmented Information, in the notes to the Company's 2014 second quarter unaudited interim period condensed consolidated financial statements.

Management uses these and other non-GAAP financial measures to exclude the impact of certain income and expenses that must be recognized under GAAP as the excluded amounts are not necessarily reflective of the Company's underlying operating performance and can make comparisons of financial performance between periods more difficult. The Company may exclude additional items if it believes that doing so will result in a more effective analysis and explanation of the underlying financial performance. The exclusion of these items does not imply that they are non-recurring.

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Unless otherwise stated, this Management's Discussion & Analysis (MD&A) is based on the financial information included in the unaudited interim period condensed consolidated financial statements and notes to the unaudited interim period condensed consolidated financial statements which have been prepared in accordance with International Financial Reporting Standards and is in Canadian dollars. The information contained in this MD&A is current to September 11, 2014.

### **Forward-Looking Statements**

This Quarterly Report, including Management's Discussion & Analysis (MD&A), contains forward-looking statements about the Company, including its business operations, strategy and expected financial performance and condition. Forward-looking statements include statements that are predictive in nature, depend upon or refer to future events or conditions, or include words such as "expects", "anticipates", "plans", "believes", "estimates", "intends", "targets", "projects", "forecasts" or negative versions thereof and other similar expressions, or future or conditional future financial performance (including sales, earnings, growth rates, dividends, debt levels, financial capacity, access to capital, and liquidity), on-going business strategies or prospects, and possible future action by the Company, are also forward-looking statements. Forward-looking statements are based on current expectations and projections about future events and are inherently subject to, among other things, risks, uncertainties and assumptions about the Company, economic factors and the retail industry in general. They are not guarantees of future performance, and actual events and results could differ materially from those expressed or implied by forward-looking statements made by the Company due to, but not limited to, important factors such as general economic, political and market factors in North America and internationally, interest and foreign exchange rates, changes in accounting policies and methods used to report financial condition, including uncertainties associated with critical accounting assumptions and estimates, the effect of applying future accounting changes, business competition, technological change, changes in government regulations and legislation, changes in tax laws, unexpected judicial or regulatory proceedings, catastrophic events, the Company's ability to complete strategic transactions and integrate acquisitions and the Company's success in anticipating and managing the foregoing risks. The reader is cautioned that the foregoing list of important factors is not exhaustive. Other risks are outlined in the Risk Management section of the 2013 Annual Report and in the Risk Factors sections of the Annual Information Form and Management Information Circular. The reader is also cautioned to consider these and other factors carefully and not place undue reliance on forward-looking statements. Other than as specifically required by applicable law, the Company has no specific intention to update any forward-looking statements whether as a result of new information, future events or otherwise.

Additional information on the Company, including our Annual Information Form, can be found on SEDAR at [www.sedar.com](http://www.sedar.com) or on the Company's website at [www.northwest.ca](http://www.northwest.ca).

## Consolidated Balance Sheets

(unaudited, \$ in thousands)	July 31, 2014	July 31, 2013	January 31, 2014
<b>CURRENT ASSETS</b>			
Cash	\$ 34,462	\$ 41,703	\$ 22,353
Accounts receivable	65,924	72,159	70,527
Inventories (Note 5)	210,567	195,031	198,856
Prepaid expenses	10,891	10,183	7,335
	<b>321,844</b>	319,076	299,071
<b>NON-CURRENT ASSETS</b>			
Property and equipment	285,472	272,641	286,875
Goodwill	28,818	26,934	29,424
Intangible assets	21,266	21,160	21,514
Deferred tax assets	20,435	16,560	19,597
Other assets	10,965	13,023	14,031
	<b>366,956</b>	350,318	371,441
<b>TOTAL ASSETS</b>	<b>\$ 688,800</b>	\$ 669,394	\$ 670,512
<b>CURRENT LIABILITIES</b>			
Accounts payable and accrued liabilities	\$ 126,729	\$ 120,958	\$ 128,999
Current portion of long-term debt (Note 8)	210	115,127	77,800
Income tax payable (Note 11)	1,048	4,047	2,939
	<b>127,987</b>	240,132	209,738
<b>NON-CURRENT LIABILITIES</b>			
Long-term debt (Note 8)	208,541	87,826	105,062
Defined benefit plan obligation	19,063	28,468	18,417
Deferred tax liabilities	1,844	1,686	2,012
Other long-term liabilities	8,948	8,956	12,843
	<b>238,396</b>	126,936	138,334
<b>TOTAL LIABILITIES</b>	<b>366,383</b>	367,068	348,072
<b>SHAREHOLDERS' EQUITY</b>			
Share capital (Note 6)	166,182	165,893	166,069
Contributed surplus	3,652	3,266	3,528
Retained earnings	147,203	132,140	145,762
Accumulated other comprehensive income	5,380	1,027	7,081
<b>TOTAL EQUITY</b>	<b>322,417</b>	302,326	322,440
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b>\$ 688,800</b>	\$ 669,394	\$ 670,512

See accompanying notes to condensed consolidated financial statements.

## Consolidated Statements of Earnings

(unaudited, \$ in thousands, except per share amounts)	Three Months Ended July 31, 2014	Three Months Ended July 31, 2013	Six Months Ended July 31, 2014	Six Months Ended July 31, 2013
<b>SALES</b>	<b>\$ 401,127</b>	\$ 388,610	<b>\$ 777,384</b>	\$ 753,084
Cost of sales	<b>(285,178)</b>	(274,104)	<b>(554,003)</b>	(533,636)
Gross profit	<b>115,949</b>	114,506	<b>223,381</b>	219,448
Selling, operating and administrative expenses (Note 9)	<b>(89,604)</b>	(86,483)	<b>(177,034)</b>	(170,881)
Earnings from operations	<b>26,345</b>	28,023	<b>46,347</b>	48,567
Interest expense (Note 10)	<b>(1,902)</b>	(1,991)	<b>(3,854)</b>	(3,871)
Earnings before income taxes	<b>24,443</b>	26,032	<b>42,493</b>	44,696
Income taxes (Note 11)	<b>(7,593)</b>	(7,921)	<b>(12,964)</b>	(13,675)
<b>NET EARNINGS FOR THE PERIOD</b>	<b>\$ 16,850</b>	\$ 18,111	<b>\$ 29,529</b>	\$ 31,021
<b>NET EARNINGS PER SHARE</b>				
Basic	<b>\$ 0.35</b>	\$ 0.37	<b>\$ 0.61</b>	\$ 0.64
Diluted	<b>\$ 0.35</b>	\$ 0.37	<b>\$ 0.61</b>	\$ 0.64
<b>WEIGHTED-AVERAGE NUMBER OF SHARES OUTSTANDING (000's)</b>				
Basic	<b>48,431</b>	48,414	<b>48,428</b>	48,403
Diluted	<b>48,721</b>	48,670	<b>48,719</b>	48,657

See accompanying notes to condensed consolidated financial statements.

## Consolidated Statements of Comprehensive Income

(unaudited, \$ in thousands)	<b>Three Months Ended July 31, 2014</b>	Three Months Ended July 31, 2013	<b>Six Months Ended July 31, 2014</b>	Six Months Ended July 31, 2013
<b>NET EARNINGS FOR THE PERIOD</b>	<b>\$ 16,850</b>	\$ 18,111	<b>\$ 29,529</b>	\$ 31,021
Other comprehensive income/(expense), net of tax:				
<b>Items that may be reclassified to net earnings:</b>				
Exchange differences on translation of foreign controlled subsidiaries	<b>(635)</b>	1,314	<b>(1,701)</b>	1,844
Total other comprehensive income/(expense), net of tax	<b>(635)</b>	1,314	<b>(1,701)</b>	1,844
<b>COMPREHENSIVE INCOME FOR THE PERIOD</b>	<b>\$ 16,215</b>	\$ 19,425	<b>\$ 27,828</b>	\$ 32,865

See accompanying notes to condensed consolidated financial statements.

## Consolidated Statements of Changes in Shareholders' Equity

(unaudited, \$ in thousands)	Share Capital	Contributed Surplus	Retained Earnings	AOCI <sup>(1)</sup>	Total
Balance at January 31, 2014	\$ 166,069	\$ 3,528	\$ 145,762	\$ 7,081	\$ 322,440
Net earnings for the period	—	—	29,529	—	29,529
Other comprehensive income	—	—	—	(1,701)	(1,701)
Comprehensive income	—	—	29,529	(1,701)	27,828
Equity settled share-based payments	—	178	—	—	178
Dividends (Note 7)	—	—	(28,088)	—	(28,088)
Issuance of common shares (Note 6)	113	(54)	—	—	59
	113	124	(28,088)	—	(27,851)
<b>Balance at July 31, 2014</b>	<b>\$166,182</b>	<b>\$ 3,652</b>	<b>\$147,203</b>	<b>\$ 5,380</b>	<b>\$322,417</b>
Balance at January 31, 2013	\$ 165,358	\$ 3,485	\$ 128,224	\$ (817)	\$ 296,250
Net earnings for the period	—	—	31,021	—	31,021
Other comprehensive income	—	—	—	1,844	1,844
Comprehensive income	—	—	31,021	1,844	32,865
Equity settled share-based payments	—	218	—	—	218
Dividends (Note 7)	—	—	(27,105)	—	(27,105)
Issuance of common shares (Note 6)	535	(437)	—	—	98
	535	(219)	(27,105)	—	(26,789)
Balance at July 31, 2013	\$ 165,893	\$ 3,266	\$ 132,140	\$ 1,027	\$ 302,326

(1) Accumulated Other Comprehensive Income

See accompanying notes to condensed consolidated financial statements.

## Consolidated Statements of Cash Flows

(unaudited, \$ in thousands)	Three Months Ended July 31, 2014	Three Months Ended July 31, 2013	Six Months Ended July 31, 2014	Six Months Ended July 31, 2013
<b>CASH PROVIDED BY (USED IN)</b>				
<b>Operating activities</b>				
Net earnings for the period	\$ 16,850	\$ 18,111	\$ 29,529	\$ 31,021
Adjustments for:				
Amortization	10,048	9,389	20,266	18,854
Provision for income taxes (Note 11)	7,593	7,921	12,964	13,675
Interest expense (Note 10)	1,902	1,991	3,854	3,871
Equity settled share option expense (Note 12)	80	104	178	218
Taxes paid	(6,498)	(9,835)	(16,035)	(36,471)
(Gain)/Loss on disposal of property and equipment	(727)	42	(583)	72
	<b>29,248</b>	27,723	<b>50,173</b>	31,240
Change in non-cash working capital	890	358	(14,025)	(17,187)
Change in other non-cash items	38	474	(346)	(1,959)
Cash from operating activities	<b>30,176</b>	28,555	<b>35,802</b>	12,094
<b>Investing activities</b>				
Purchase of property and equipment	(15,571)	(8,580)	(20,336)	(13,866)
Intangible asset additions	(1,311)	(782)	(1,687)	(1,248)
Proceeds from disposal of property and equipment	1,782	201	1,821	230
Cash used in investing activities	<b>(15,100)</b>	(9,161)	<b>(20,202)</b>	(14,884)
<b>Financing activities</b>				
Net change in long-term debt (Note 8)	76,697	(2,991)	103,990	36,103
Repayments of long-term debt	(75,950)	—	(75,950)	—
Dividends (Note 7)	(14,045)	(13,556)	(28,088)	(27,105)
Interest paid	(2,811)	(2,662)	(3,502)	(3,278)
Issuance of common shares	—	—	59	98
Cash (used in)/from financing activities	<b>(16,109)</b>	(19,209)	<b>(3,491)</b>	5,818
<b>NET CHANGE IN CASH</b>	<b>(1,033)</b>	185	<b>12,109</b>	3,028
Cash, beginning of period	35,495	41,518	22,353	38,675
<b>CASH, END OF PERIOD</b>	<b>\$ 34,462</b>	\$ 41,703	<b>\$ 34,462</b>	\$ 41,703

See accompanying notes to condensed consolidated financial statements.



# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 1. ORGANIZATION

The North West Company Inc. (NWC or the Company) is a corporation amalgamated under the Canada Business Corporations Act (CBCA) and governed by the laws of Canada. The Company, through its subsidiaries, is a leading retailer of food and everyday products and services. The address of its registered office is 77 Main Street, Winnipeg, Manitoba.

The Company has two reportable geographical segments, Canada and International. The International segment consists of wholly owned subsidiaries operating in the continental United States, Caribbean and South Pacific. The Company's business follows a seasonal pattern where historically the first quarter sales are the lowest and the fourth quarter sales are the highest, reflecting consumer holiday buying patterns.

These unaudited interim period condensed consolidated financial statements (condensed consolidated financial statements) have been approved for issue by the Board of Directors of the Company on September 11, 2014.

## 2. BASIS OF PREPARATION

**(A) Statement of Compliance** These condensed consolidated financial statements have been prepared in accordance with International Accounting Standard (IAS) 34, *Interim Financial Reporting*, as issued by the International Accounting Standards Board (IASB). These condensed consolidated financial statements should be read in conjunction with the Company's audited annual consolidated financial statements and the accompanying notes included in The North West Company Inc.'s 2013 Annual Report which have been prepared in accordance with International Financial Reporting Standards (IFRS).

**(B) Basis of Measurement** The condensed consolidated financial statements have been prepared on a historical cost basis, except for the following which are measured at fair value:

- Derivative financial instruments (Note 15)
- Financial instruments designated at fair value (Note 15)
- Liabilities for share-based payment plans (Note 12)
- Defined benefit pension plan
- Assets and liabilities acquired in a business combination

The methods used to measure fair values are discussed further in the notes to the Company's 2013 annual audited consolidated financial statements.

**(C) Functional and Presentation Currency** The presentation currency of the condensed consolidated financial statements is Canadian dollars, which is the Company's functional currency. All financial information is presented in Canadian dollars, unless otherwise stated, and has been rounded to the nearest thousand.

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 3. SIGNIFICANT ACCOUNTING POLICIES

Except as noted below, the significant accounting policies are set out in the Company's 2013 audited annual consolidated financial statements. These policies have been applied to all periods presented in these condensed consolidated financial statements, and have been applied consistently by both the Company and its subsidiaries using uniform accounting policies for like transactions and other events in similar circumstances.

**Accounting Standards Implemented in Current Year** The Company adopted amendments to IAS 32, *Financial Instruments: Presentation* and IFRIC 21, *Levies* retrospectively effective February 1, 2014. IAS 32 clarified the requirements that permit offsetting certain financial instruments. IFRIC 21 defines a levy as an outflow from an entity imposed by a government in accordance with legislation and confirms a levy liability is recognized only when the triggering event specified in the legislation occurs. Neither change had an impact on the Company's consolidated financial statements.

**Future Standards and Amendments** The following new standards, and amendments to standards and interpretations, are not yet effective for the year ended January 31, 2015, and have not been applied in preparing these condensed consolidated financial statements:

**Revenue Recognition** In May 2014, the IASB issued IFRS 15, *Revenue from Contracts with Customers*. The new standard is effective for the Company's financial year ending January 31, 2018, and is available for early adoption. The IFRS 15 standard contains a comprehensive model which specifies the criteria and timing for recognizing revenue, and also requires additional disclosures in the notes to the financial statements. The Company is currently assessing the potential impact this new standard will have on its consolidated financial statements.

**Financial Instruments** The amended IFRS 9, *Financial Instruments* is a multi-phase project with the goal of improving and simplifying financial instrument reporting. IFRS 9 uses a single approach to determine measurement of a financial asset based on how an entity manages financial impairment, replacing the multiple classification options in IAS 39 with only two categories: amortized cost and fair value through profit or loss. Additional guidance was also issued on the classification and measurement of financial assets and liabilities and hedge accounting. In July 2014, the IASB issued the complete version of IFRS 9 which is effective for the Company's financial year ending January 31, 2019, and is available for early adoption. The Company is currently assessing the potential impact of changes to this standard.

**Use of Estimates** The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts and disclosures in the condensed consolidated financial statements and notes.

These estimates and assumptions are based on management's historical experience, best knowledge of current events, conditions and actions that the Company may undertake in the future and other factors that management believes are reasonable under the circumstances. Estimates and underlying assumptions are reviewed on an ongoing basis. Certain of these estimates require subjective or complex judgments by management about matters that are uncertain and changes in these estimates could materially impact the condensed consolidated financial statements and notes. Revisions to accounting estimates are recognized in the period in which the estimates are reviewed and in any future periods affected.

Areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates have the most significant effect on the amounts recognized in the condensed consolidated financial statements include: allowance for doubtful accounts, inventories, impairment of assets, goodwill and indefinite life intangible asset impairment, income taxes, and defined benefit plan obligations.

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 4. SEGMENTED INFORMATION

The Company is a retailer of food and everyday products and services in two geographical segments, Canada and International. The International segment consists of wholly owned subsidiaries operating in the continental United States, Caribbean and South Pacific. Financial information for these business segments is regularly reviewed by the Company's President and Chief Executive Officer to assess performance and make decisions about the allocation of resources.

The following key information is presented by geographic segment:

#### Consolidated Statements of Earnings

	Three Months Ended July 31, 2014	Three Months Ended July 31, 2013	Six Months Ended July 31, 2014	Six Months Ended July 31, 2013
<b>Sales</b>				
Canada	\$ 260,773	\$ 258,576	\$ 501,974	\$ 500,906
International	140,354	130,034	275,410	252,178
Consolidated	\$ 401,127	\$ 388,610	\$ 777,384	\$ 753,084
<b>Earnings before amortization, interest and income taxes</b>				
Canada	\$ 26,995	\$ 30,914	\$ 50,781	\$ 55,331
International	9,398	6,498	15,832	12,090
Consolidated	\$ 36,393	\$ 37,412	\$ 66,613	\$ 67,421
<b>Earnings from operations</b>				
Canada	\$ 19,396	\$ 23,696	\$ 35,613	\$ 40,835
International	6,949	4,327	10,734	7,732
Consolidated	\$ 26,345	\$ 28,023	\$ 46,347	\$ 48,567

#### Supplemental information:

	July 31, 2014	July 31, 2013	January 31, 2014
<b>Assets</b>			
Canada	\$ 454,764	\$ 449,997	\$ 438,299
International <sup>(1)</sup>	234,036	219,397	232,213
Consolidated	\$ 688,800	\$ 669,394	\$ 670,512

(1) International total assets includes goodwill of \$28,818 (July 31, 2013 - \$26,934; January 31, 2014 - \$29,424).

	Three Months Ended July 31, 2014		Three Months Ended July 31, 2013		Six Months Ended July 31, 2014		Six Months Ended July 31, 2013	
	Canada	International	Canada	International	Canada	International	Canada	International
Purchase of property and equipment	\$ 12,003	\$ 3,568	\$ 5,207	\$ 3,373	\$ 15,295	\$ 5,041	\$ 9,119	\$ 4,747
Amortization	\$ 7,599	\$ 2,449	\$ 7,218	\$ 2,171	\$ 15,168	\$ 5,098	\$ 14,496	\$ 4,358

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 5. INVENTORIES

Included in cost of sales for the three months ended July 31, 2014, the Company recorded \$332 (three months ended July 31, 2013 – \$325) for the write-down of period end inventories as a result of net realizable value being lower than cost. For the six months ended July 31, 2014, the Company recorded \$896 (six months ended July 31, 2013 – \$845) for the writedown of inventories as a result of net realizable value being lower than cost. There was no reversal of inventories written down previously that are no longer estimated to sell below cost during the six months ended July 31, 2014 or 2013.

### 6. SHARE CAPITAL

**Authorized** – The Company has an unlimited number of shares.

	Shares	Consideration
Balance at January 31, 2014	48,425,787	\$ 166,069
Issued under option plans (Note 12)	5,446	113
<b>Balance at July 31, 2014</b>	<b>48,431,233</b>	<b>\$ 166,182</b>

Balance at January 31, 2013	48,388,721	\$ 165,358
Issued under option plans (Note 12)	28,887	535
Balance at July 31, 2013	48,417,608	\$ 165,893

### 7. DIVIDENDS

	Six Months Ended July 31, 2014	Six Months Ended July 31, 2013
Dividends paid in cash	\$ 28,088	\$ 27,105
Dividends per share	\$ 0.58	\$ 0.56

The payment of dividends on the Company's common shares is subject to the approval of the Board of Directors and is based upon, among other factors, the financial performance of the Company, its current and anticipated future business needs, and the satisfaction of solvency tests imposed by the CBCA for the declaration of dividends. Dividends are recognized as a liability in the consolidated financial statements in the period in which they are approved by the Board of Directors.

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 8. LONG-TERM DEBT

	July 31, 2014	July 31, 2013	January 31, 2014
<b>Current:</b>			
Notes payable	\$ 133	\$ 138	\$ 148
Finance lease liabilities	77	134	76
Revolving loan facilities <sup>(2)</sup>	—	43,205	—
Senior notes <sup>(4)</sup>	—	71,650	77,576
	<b>\$ 210</b>	<b>\$ 115,127</b>	<b>\$ 77,800</b>
<b>Non-current:</b>			
Revolving loan facilities <sup>(1)</sup>	\$ 6,618	\$ 4,351	\$ 1,302
Revolving loan facilities <sup>(2)</sup>	37,026	—	40,028
Revolving loan facilities <sup>(3)</sup>	88,871	83,246	63,607
Senior notes <sup>(4)</sup>	76,003	—	—
Notes payable	—	125	62
Finance lease liabilities	23	104	63
	<b>\$ 208,541</b>	<b>\$ 87,826</b>	<b>\$ 105,062</b>
<b>Total</b>	<b>\$ 208,751</b>	<b>\$ 202,953</b>	<b>\$ 182,862</b>

(1) This committed, revolving loan facility provides the International Operations with up to US\$30,000 for working capital requirements and general business purposes. This facility, which matures October 31, 2015, bears a floating rate of interest based on LIBOR plus a spread and is secured by a charge against certain accounts receivable and inventories of the International Operations. At July 31, 2014, the International Operations had drawn US\$6,077 (July 31, 2013 – US\$4,229; January 31, 2014 – US\$1,171) on this facility.

(2) The US\$52,000 committed, revolving loan facilities in the International Operations mature December 31, 2018 and bear interest at LIBOR plus a spread. These loan facilities are secured by certain assets of the Company and rank *pari passu* with the US\$70,000 senior notes and the \$200,000 Canadian Operations loan facilities. At July 31, 2014, the Company had drawn US\$34,000 (July 31, 2013 – US\$42,000; January 31, 2014 – US\$36,000) on these facilities.

(3) These committed, revolving loan facilities provide the Company's Canadian Operations with up to \$200,000 for working capital and general business purposes. The facilities mature December 31, 2018 and are secured by certain assets of the Company and rank *pari passu* with the US\$70,000 senior notes and the US\$52,000 loan facilities in International Operations. These facilities bear a floating interest rate based on Bankers Acceptances rates plus stamping fees or the Canadian prime interest rate.

(4) The Company refinanced the US\$70,000 senior notes that matured on June 15, 2014. The maturing senior notes had a fixed interest rate of 6.55% on US\$42,000 and a floating interest rate based on US LIBOR plus a spread on US\$28,000. The new US\$70,000 senior notes, which mature on June 16, 2021, have a fixed interest rate of 3.27% on US\$55,000 and a floating interest rate on US\$15,000 based on US LIBOR plus a spread. The new senior notes are secured by certain assets of the Company and rank *pari passu* with the \$200,000 Canadian Operations loan facilities and the US\$52,000 loan facilities in the International Operations.

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 9. EMPLOYEE COSTS

	Three Months Ended July 31, 2014	Three Months Ended July 31, 2013	Six Months Ended July 31, 2014	Six Months Ended July 31, 2013
Wages, salaries and benefits including bonus	\$ 53,592	\$ 52,146	\$ 105,586	\$ 100,274
Post employment benefits	1,532	1,493	3,301	3,227
Share-based compensation (Note 12)	1,459	1,416	2,200	4,656

### 10. INTEREST EXPENSE

	Three Months Ended July 31, 2014	Three Months Ended July 31, 2013	Six Months Ended July 31, 2014	Six Months Ended July 31, 2013
Interest on long-term debt	\$ 1,585	\$ 1,820	\$ 3,395	\$ 3,556
Fair value movement of derivative financial instruments in effective fair value hedging relationships	164	—	173	10
Net interest on defined benefit plan obligation	195	280	390	561
Interest income	(32)	(48)	(68)	(107)
Less: interest capitalized	(10)	(61)	(36)	(149)
Interest expense	\$ 1,902	\$ 1,991	\$ 3,854	\$ 3,871

### 11. INCOME TAXES

The estimated effective income tax rate for the three months ended July 31, 2014 is 31.1% (three months ended July 31, 2013 – 30.4%) and for the six months ended July 31, 2014 is 30.5% (six months ended July 31, 2013 – 30.6%). The Company estimates its effective income tax rate on a weighted-average basis by determining the income tax rate applicable to each taxing jurisdiction and applying it to its pre-tax earnings. The change in the effective income tax rate primarily reflects changes in earnings of the Company's subsidiaries across various tax jurisdictions.

### 12. SHARE-BASED COMPENSATION

The Company offers the following share-based payment plans: Restricted Share Units (RSUs); Performance Share Units (PSUs); Share Options; Director Deferred Share Units (DSUs); and an Employee Share Purchase Plan. The purpose of these plans is to directly align the interests of the participants and the shareholders of the Company by providing compensation that is dependent on the performance of the Company's common shares.

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The total expense relating to share-based payment plans for the three months ended July 31, 2014 is \$1,459 (three months ended July 31, 2013 - \$1,416) and for the six months ended July 31, 2014 is \$2,200 (six months ended July 31, 2013 - \$4,656). The carrying amount of the Company's share-based compensation arrangements including RSU, PSU, share option and DSU plans are recorded on the consolidated balance sheets as follows:

	July 31, 2014	July 31, 2013	January 31, 2014
Accounts payable and accrued liabilities	\$ 8,203	\$ 8,510	\$ 7,688
Other long-term liabilities	2,781	2,694	6,593
Contributed surplus	2,083	1,696	1,959
Total	\$ 13,067	\$ 12,900	\$ 16,240

### Restricted Share Units and Performance Share Units

The Company has granted Restricted Share Units and Performance Share Units to officers and senior management.

Each PSU entitles the participant to receive a cash payment equal to the market value of the number of notional units granted at the end of the vesting period based on the achievement of specific performance based criteria. The PSU account for each participant includes the value of dividends from the Company as if reinvested in additional PSUs. PSU awards vest with the employee on the third fiscal year following the date of the grant to which the award relates. Compensation expense is measured initially based on the fair market value of the Company's shares at the grant date and subsequently adjusted for additional shares granted based on the reinvestment of notional dividends and the market value of the shares at the end of each reporting period. The associated compensation expense is recognized over the vesting period based on the estimated total compensation to be paid out at the end of the vesting period factoring in the probability of the performance criteria being met during that period.

Each RSU entitled the participant to receive a cash payment equal to the market value of the number of notional shares granted at the end of the vesting period. This plan was discontinued in July 2011. All outstanding grants vested January 31, 2014. The RSU account for each participant included the value of dividends from the Company as if reinvested in additional RSUs. Compensation expense was measured initially based on the fair market value of the Company's shares at the grant date and subsequently adjusted for additional shares granted based on the reinvestment of notional dividends and the market value of the shares at the end of each reporting period. The associated compensation expense was recognized over the vesting period based on the estimated total compensation to be paid out at the end of the vesting period.

Compensation costs related to the RSUs and PSUs for the three months ended July 31, 2014 are \$594 (three months ended July 31, 2013 - \$821) and for the six months ended July 31, 2014 are \$993 (six months ended July 31, 2013 - \$2,681).

### Share Option Plan

The Company has a Share Option Plan that provides for the granting of options to certain officers and senior management. Options are granted at fair market value based on the volume weighted-average closing price of the Company's shares for the five trading days preceding the grant date. Effective June 14, 2011, the Share Option Plan was amended and restated. The amendments afford the Board of Directors the discretion to award options giving the holder the choice, upon exercise, to either deduct a portion of all dividends declared after the grant date from the options exercise price or to exercise the option at the strike price specified at the grant date. Each option is exercisable into one share of the Company at the price specified in the terms of the option, or the employee may elect to acquire shares or receive a cash payment based on the excess of the fair market value of the Company's shares over the exercise price. The fair value of the share-based compensation is recognized in net earnings over the vesting period.

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The maximum number of shares available for issuance is a fixed number set at 4,354,020, representing 9% of the Company's issued and outstanding shares at July 31, 2014. Fair value of the Company's options is determined using an option pricing model. Share options granted vest on a graduated basis over five years and are exercisable over a period of seven to ten years. The share option compensation cost recorded for the three months ended July 31, 2014 are \$332 (three months ended July 31, 2013 - \$232) and for the six months ended July 31, 2014 are \$392 (six months ended July 31, 2013 - \$825).

The fair values for options issued during the six months ended July 31 were calculated based on the following assumptions:

	2014	2013
Fair value of options granted	\$ 3.14 to 4.43	\$ 3.28 to 4.46
Exercise price	\$ 24.79	\$ 23.21
Dividend yield	4.6%	4.4%
Annual risk-free interest rate	1.1% to 1.6%	1.3% to 1.4%
Expected share price volatility	23.7%	26.0%

The assumptions used to measure cash settled options at July 31 were as follows:

	2014	2013
Dividend yield	4.8%	4.7%
Annual risk-free interest rate	1.1% to 1.8%	1.3% to 1.9%
Expected share price volatility	19.0% to 24.3%	20.4% to 25.5%

The expected dividend yield is estimated based on the quarterly dividend rate and the closing share price on the date the options are granted. The expected share price volatility is estimated based on the Company's historical volatility over a period consistent with the expected life of the options. The risk-free interest rate is estimated based on the Government of Canada bond yield for a term to maturity equal to the expected life of the options.

The following continuity schedules reconcile the movement in outstanding options during the six months ended July 31:

Number of options outstanding	Declining Strike Price Options		Standard Options	
	2014	2013	2014	2013
Outstanding options, beginning of period	896,694	580,015	526,380	556,932
Granted	355,795	316,679	36,631	67,580
Exercised	—	—	(9,201)	(71,766)
Outstanding options, end of period	1,252,489	896,694	553,810	552,746
Exercisable at end of period	94,703	—	280,987	72,000



## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Weighted-average exercise price	Declining Strike Price Options		Standard Options	
	2014	2013	2014	2013
Outstanding options, beginning of period	\$ 21.86	\$ 21.12	\$ 19.10	\$ 18.07
Granted	24.79	23.21	24.79	23.21
Exercised	—	—	16.21	15.68
Outstanding options, end of period	\$ 22.75	\$ 21.86	\$ 19.53	\$ 19.01
Exercisable at end of period	\$ 20.62	\$ —	\$ 17.38	\$ 17.13

Options outstanding at July 31, 2014 have an exercise price range of \$15.25 to \$24.79 and a weighted-average remaining contractual life of 5.3 years.

### Director Deferred Share Unit Plan

The Director DSU Plan is available for independent Directors. Participants are credited with deferred share units based on the portion of fees each participant elects to allocate to the DSU. Each DSU entitles the holder to receive a share of the Company. The DSUs are exercisable by the holder at any time but no later than December 31 of the first calendar year commencing after the holder ceases to be a Director. A participant may elect at the time of exercise of any DSUs, subject to the consent of the Company, to have the Company pay an amount in cash equal to the aggregate current market value of the shares, determined based on the closing price of the shares on the TSX on the trading day preceding the exercise date, in consideration for the surrender by the participant to the Company the right to receive shares from exercising the DSUs.

Compensation expense is measured based on the fair market value at each reporting date. The DSU plan compensation recorded for the three months ended July 31, 2014 is \$413 (three months ended July 31, 2013 – \$263) and for the six months ended July 31, 2014 is \$315 (six months ended July 31, 2013 – \$678). The total number of DSUs outstanding at July 31, 2014 is 167,552 (July 31, 2013 – 161,097). There were no DSUs exercised during the six months ended July 31, 2014 (six months ended July 31, 2013 – NIL).

### Employee Share Purchase Plan

The Employee Share Purchase Plan provides participants with the opportunity to acquire an ownership interest in the Company. The Company contributes an additional 33% of the amount invested, subject to a maximum annual contribution of 2% of the participants' base salary. The plan is administered by a trustee who uses the funds received to purchase shares on the TSX on behalf of the participating employees. These shares are registered in the name of the plan trustee on behalf of the participants. The Company's contribution to the plan is recorded as compensation expense. The employee share purchase plan compensation recorded for the three months ended July 31, 2014 is \$120 (three months ended July 31, 2013 – \$100) and for the six months ended July 31, 2014 is \$500 (six months ended July 31, 2013 – \$472).

## 13. SEASONALITY

The Company's business follows a seasonal pattern where historically the first quarter sales are the lowest and the fourth quarter sales are the highest, reflecting consumer holiday buying patterns. As a result, a disproportionate amount of total revenues and earnings are typically earned in the fourth quarter. Net earnings generally follow higher sales but can be dependent on markdown activity in key sales periods to reduce excess inventories. Net earnings are historically lower in the first quarter due to lower sales and fixed costs such as rent and overhead that apply uniformly throughout the year.

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 14. SUBSIDIARIES AND JOINT VENTURES

The Company's principal operating subsidiaries are set out below:

	Activity	Country of Organization	Proportion of voting rights held by:	
			Company	Subsidiary
NWC GP Inc.	General Partner	Canada	100%	
North West Company Holdings Inc.	Holding Company	Canada	100%	
The North West Company LP	Retailing	Canada	100%	(less one unit)
NWC (U.S.) Holdings Inc.	Holding Company	United States		100%
The North West Company (International) Inc.	Retailing	United States		100%
The North West Finance Company Cooperatie U.A.	Finance Company	Netherlands	99%	1%

The investment in joint ventures comprises a 50% interest in a Canadian Arctic shipping company, Transport Nanuk Inc.

### 15. FINANCIAL INSTRUMENTS

#### Accounting classifications and fair value estimation

The following table comprises the carrying amounts of the Company's financial instruments. Financial instruments are either carried at amortized cost using the effective interest rate method or fair value.

The Company uses a three-level hierarchy to categorize financial instruments carried at fair value as follows:

- Level 1 – Fair values measured using quoted prices (unadjusted) in active markets for identical instruments
- Level 2 – Fair values measured using directly or indirectly observable inputs, other than those included in Level 1
- Level 3 – Fair values measured using inputs that are not based on observable market data

These amounts represent point-in-time estimates and may not reflect fair value in the future. These calculations are subjective in nature, involve uncertainties and are a matter of significant judgment.

	Maturity	Assets (Liabilities) carried at amortized cost		Assets (Liabilities) carried at fair value	
		Carrying amount	Fair value	Carrying amount	
Cash	Short-term	\$ 34,462	\$ 34,462	\$	—
Accounts receivable	Short-term	65,924	65,924		—
Other financial assets	Long-term	1,195	1,195		—
Accounts payable and accrued liabilities	Short-term	(126,729)	(126,729)		—
Current portion of long-term debt	Short-term	(210)	(210)		—
Long-term debt	Long-term	(208,541)	(208,204)		—

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The methods and assumptions used in estimating the fair value of the Company's financial instruments are as follows:

- The fair value of short-term financial instruments approximates their carrying values due to their immediate or short-term period to maturity. Any differences between fair value and book values of short-term financial instruments are considered to be insignificant.
- The fair value of debt with fixed interest rates in an effective fair value hedging relationship is estimated by discounting the expected future cash flows using the current risk-free interest rate on an instrument with similar terms adjusted for an appropriate risk premium for the Company's credit profile.
- The derivative financial instruments have been measured using a generally accepted valuation technique. The pricing model incorporates current market measures for interest rates, credit spreads, volatility levels and other market-based pricing factors.

A portion of the senior notes that matured June 15, 2014 were in an effective fair value hedging relationship. These notes and associated derivative financial instruments were classified as Level 2, as their values were primarily derived from observable interest rates. There would have been no significant effect on net income if one or more of the assumptions used to fair value these instruments were changed to other reasonably possible alternatives. No financial instruments have been classified as Level 1 or Level 3.

### **Financial derivative instruments**

The Company held interest rate swaps with a notional value of US\$28,000 (July 31, 2013 – US\$28,000; January 31, 2014 – US\$28,000) to hedge a portion of the fixed rate senior notes that matured in June 2014. Under the terms of these swaps, the Company received fixed interest and paid floating rate interest at a fixed spread above three-month LIBOR. These interest rate swaps matured June 15, 2014 and were not renewed.

## **16. SUBSEQUENT EVENTS**

On September 11, 2014, the Board of Directors declared a dividend of \$0.29 per common share payable October 15, 2014 to shareholders of record on September 30, 2014.