

EVERTZ TECHNOLOGIES LIMITED
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the First Quarter ended July 31, 2012

The following management's discussion and analysis is a review of results of the operations and the liquidity and capital resources of the Company. It should be read in conjunction with the selected consolidated financial information and other data and the Company's consolidated financial statements and the accompanying notes contained on SEDAR. The consolidated financial statements of the Company are prepared in accordance with International Financial Reporting Standards ("IFRS") and are presented in Canadian dollars. The fiscal year of the Company ends on April 30 of each year. Certain information contained herein is forward-looking and based upon assumptions and anticipated results that are subject to risks, uncertainties and other factors. Should one or more of these uncertainties materialize or should the underlying assumptions prove incorrect, actual results may vary significantly from those expected.

FORWARD-LOOKING STATEMENTS

The report contains forward-looking statements reflecting Evertz's objectives, estimates and expectations. Such forward-looking statements use words such as "may", "will", "expect", "believe", "anticipate", "plan", "intend", "project", "continue" and other similar terminology of a forward-looking nature or negatives of those terms.

Although management of the Company believes that the expectations reflected in such forward-looking statements are reasonable, all forward-looking statements address matters that involve known and unknown risks, uncertainties and other factors. Accordingly, there are or will be a number of significant factors which could cause the Company's actual results, performance or achievements, or industry results to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

The report is based on information available to management on September 1, 2012.

OVERVIEW

Evertz is a leading equipment provider to the television broadcast industry. Founded in 1966, Evertz designs, manufactures and distributes video and audio infrastructure equipment for the production, post-production, and transmission of television content. The Company's solutions are purchased by content creators, broadcasters, specialty channels and television service providers to enable and enhance the transition to a complex multi-channel digital and HDTV broadcast environment. The Company's equipment allows customers to generate additional revenue while reducing costs through the more efficient distribution and management of content as well as the automation of previously manual processes.

The Company's growth strategy is based on capitalizing on its strong customer position and innovative integrated product line. The Company's financial objectives are to achieve profitable growth with our existing customers and with new customers who were converting to HDTV, building out IPTV infrastructures, or in need of advanced video solutions.

Our plan is to bring to market the new technologies that we have invested heavily in for the past several years. These technologically superior solutions help to enable our broadcast, cable, telco, satellite and content creator customers to address and implement their video infrastructure requirements.

Our broadcast customers continue to operate in a challenging economic environment which impacts their ability to incur capital expenditures and often results in projects being scaled back or postponed to later periods.

While it does appear that industry conditions are showing some improvement. In certain geographical areas it is unclear what the time frame will be for our customers to convert this to equipment purchases.

SIGNIFICANT ACCOUNTING POLICIES

New and Revised IFRSs Issued but Not Yet Effective

Following is a listing of amendments, revisions and new International Financial Reporting Standards (IFRSs) issued but not yet effective. Unless otherwise indicated, earlier application is permitted.

Financial Instruments

IFRS 9 Financial instruments (“IFRS 9”) was issued by the IASB on November 12, 2009 and will replace IAS 39 Financial Instruments: Recognition and Measurement (“IAS 39”). IFRS 9 introduces new requirements for the financial reporting of assets and financial liabilities. IFRS 9 is effective for annual periods beginning on or after January 1, 2015. The Company has not yet determined the impact of IFRS 9 on its financial statements.

Consolidated Financial Statements

IFRS 10, *Consolidated Financial Statements* (“IFRS 10”) establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities. IFRS 10 replaces the consolidation requirements in SIC-12, *Consolidation – Special Purpose Entities* and IAS 27, *Consolidated and Separate Financial Statements*. IFRS 10 is effective for annual periods beginning on or after January 1, 2013. The Company has not yet determined the impact of IFRS 10 on its financial statements.

Disclosure of Interests in Other Entities

IFRS 12, *Disclosure of Interests in Other Entities* (“IFRS 12”) is a new and comprehensive standard on disclosure requirements for all forms of interests in other entities, including subsidiaries, joint arrangements, associates and unconsolidated structured entities. IFRS 12 is effective for annual periods beginning on or after January 1, 2013. The Company has not yet determined the impact of IFRS 12 on its financial statements.

Fair Value Measurements

IFRS 13, *Fair Value Measurements* (“IFRS 13”) provides new guidance on fair value measurement and disclosure requirements. IFRS 13 is effective for annual periods beginning on or after January 1, 2013. The Company has not yet determined the impact of IFRS 13 on its financial statements.

Presentation of Financial Statements

Amendments to IAS 1, *Presentation of Financial Statements* (“IAS 1”), which are effective for annual periods beginning on or after July 1, 2012, are to be applied retroactively. The amendments require that

an entity present separately the items of other comprehensive income that may be reclassified to profit or loss in the future from those that would never be reclassified to profit or loss. The Company has not yet determined the impact of the changes to IAS 1 on its financial statements.

QUARTER END HIGHLIGHTS

Revenue increased by \$20.8 million or 27.7% for the first quarter ended July 31, 2012 when compared to the same period ended July 31, 2011.

Net earnings for the first quarter ended July 31, 2012 were \$24.8 million as compared to \$17.6 million for the first quarter ended July 31, 2011, an increase of 40.5%. Fully-diluted earnings per share were \$0.34 for the first quarter ended July 31, 2012 as compared to \$0.23 for the first quarter ended July 31, 2011.

Gross margin during the first quarter ended July 31, 2012 was 58.0% as compared to 57.0% for the first quarter ended July 31, 2011.

Selling and administrative expenses for the first quarter ended July 31, 2012 was \$12.4 million compared to the first quarter ended July 31, 2011 of \$10.4 million. As a percentage of revenue, selling and administrative expenses totaled 12.9% for the first quarter ended July 31, 2012 as opposed to 13.8% for the first quarter ended July 31, 2011.

Research and development (“R&D”) expenses increased by \$1.5 million or approximately 14.3% compared to the first quarter ended July 31, 2011.

Cash and instruments held for trading were \$181.4 million and working capital was \$338.6 million as at July 31, 2012 as compared to cash and instruments held for trading of \$185.7 million and working capital of \$325.7 million as at April 30, 2012.

Selected Consolidated Financial Information

(in thousands of dollars except earnings per share and share data)

	Three months ended July 31, 2012		Three months ended July 31, 2011	
Revenue	\$	95,961	\$	75,128
Cost of goods sold		40,306		32,281
Gross margin	\$	55,655	\$	42,847
Expenses				
Selling and administrative		12,367		10,382
General		1,450		1,309
Research and development		11,792		10,319
Investment tax credits		(3,186)		(2,282)
Foreign exchange gain		(2)		(343)
		22,421		19,385
Earnings before undernoted	\$	33,234	\$	23,462
Finance income		449		423
Finance costs		(88)		(51)
Other income and expenses		115		17
Earnings before income taxes	\$	33,710	\$	23,851
Provision for income taxes				
Current		8,988		7,355
Deferred		(37)		(1,128)
	\$	8,951	\$	6,227
Net earnings for the period	\$	24,759	\$	17,624
Net earnings attributable to non-controlling interest		170		97
Net earnings attributable to shareholders		24,589		17,527
Net earnings for the period	\$	24,759	\$	17,624
Earnings per share:				
Basic	\$	0.34	\$	0.23
Diluted	\$	0.34	\$	0.23
Consolidated Balance Sheet Data				
		As at July 31, 2012		As at April 30, 2012
Cash and instruments held for trading	\$	181,357	\$	185,669
Inventory	\$	105,883	\$	109,211
Working capital	\$	338,628	\$	325,677
Total assets	\$	431,681	\$	431,864
Shareholders' equity	\$	392,077	\$	378,417
Number of common shares outstanding:				
Basic		73,178,466		73,225,786
Fully-diluted		77,941,066		77,904,086
Weighted average number of shares outstanding:				
Basic		73,178,027		73,612,759
Fully-diluted		73,384,911		73,812,767

Consolidated Statement of Operations Data

(in thousands of dollars except earnings per share and share data)

	Three months ended July 31, 2012	Three months ended July 31, 2011
Revenue	100.0%	100.0%
Cost of goods sold	42.0%	43.0%
Gross margin	58.0%	57.0%
Expenses		
Selling and administrative	12.9%	13.8%
General	1.5%	1.8%
Research and development	12.3%	13.7%
Investment tax credits	(3.3%)	(3.0%)
Foreign exchange gain	(0.0%)	(0.5%)
	23.4%	25.8%
Earnings before undernoted	34.6%	31.2%
Finance income	0.5%	0.6%
Finance costs	(0.1%)	(0.1%)
Other income and expenses	0.1%	0.0%
Earnings before income taxes	35.1%	31.7%
Provision for income taxes		
Current	9.4%	9.8%
Deferred	(0.1%)	(1.5%)
	9.3%	8.3%
Net earnings for the period	25.8%	23.5%
Net earnings attributable to non-controlling interest	0.2%	0.1%
Net earnings attributable to shareholders	25.6%	23.4%
Net earnings for the period	25.8%	23.5%
Earnings per share:		
Basic	\$ 0.34	\$ 0.23
Diluted	\$ 0.34	\$ 0.23

REVENUE AND EXPENSES***Revenue***

The Company generates revenue principally from the sale of its broadcast equipment solutions to content creators, broadcasters, specialty channels and television service providers.

The Company markets and sells its products and services through both direct and indirect sales strategies. The Company's direct sales efforts focus on large and complex end-user customers. These customers have long sales cycles typically ranging from four to eight months before an order may be received by the Company for fulfillment.

The Company monitors revenue performance in two main geographic regions: (i) United States/Canada and (ii) International.

The Company currently generates approximately 50% to 65% of its revenue in the United States/Canada. The Company recognizes the opportunity to more aggressively target markets in other geographic regions and intends to invest in personnel and infrastructure in those markets.

While a significant portion of the Company's expenses are denominated in Canadian dollars, the Company collects substantially all of its revenues in currencies other than the Canadian dollar and therefore has significant exposure to fluctuations in foreign currencies, in particular the US dollar. Approximately 65-75% of the Company's revenues are denominated in US dollars.

Revenue

(In thousands of Canadian dollars)	Three months ended July 31, 2012	Three months ended July 31, 2011	% Increase (Decrease)
United States/Canada	\$ 59,390	\$ 45,331	31%
International	36,571	29,797	23%
	\$ 95,961	\$ 75,128	28%

Total revenue for the first quarter ended July 31, 2012 was \$96.0 million, an increase of 27.7% or \$20.8 million as compared to revenue of \$75.1 million for the first quarter ended July 31, 2011.

Revenue in the United States/Canada region increased to \$59.4 million for the first quarter ended July 31, 2012, an increase of 31.0% or \$14.1 million as compared to revenue of \$45.3 million for the first quarter ended July 31, 2011.

Revenue in the International region increased to \$36.6 million for the first quarter ended July 31, 2012, an increase of 22.7% or \$6.8 million as compared to revenue of \$29.8 million for the first quarter ended July 31, 2011.

Cost of Sales

Cost of sales consists primarily of costs of manufacturing and assembly of products. A substantial portion of these costs is represented by components and compensation costs for the manufacture and assembly of products. Cost of sales also includes related overhead, certain depreciation, final assembly, quality assurance, inventory management and support costs. Cost of sales also includes the costs of providing services to clients, primarily the cost of service-related personnel.

Gross Margin

(In thousands of Canadian dollars)	Three months ended July 31, 2012	Three months ended July 31, 2011	% Increase (Decrease)
Gross margin	\$ 55,655	\$ 42,847	30%
Gross margin % of sales	58.0%	57.0%	

Gross margin for the first quarter ended July 31, 2012 was \$55.7 million, compared to \$42.8 million for the first quarter ended July 31, 2011. As a percentage of revenue, the gross margin was 58.0% for the first quarter ended July 31, 2012, as compared to 57.0% for the first quarter ended July 31, 2011.

Gross margins vary depending on the product mix, geographic distribution and competitive pricing pressures. For the first quarter ended July 31, 2012 the gross margin, as a percentage of revenue, was in the Company's projected range. The pricing environment continues to be very competitive with substantial discounting by our competition.

The Company expects that it will continue to experience competitive pricing pressures. The Company continually seeks to build its products more efficiently and enhance the value of its product and service offerings in order to reduce the risk of declining gross margin associated with the competitive environment.

Operating Expenses

The Company's operating expenses consist of: (i) selling, administrative and general; (ii) research and development and (iii) foreign exchange.

Selling expenses primarily relate to remuneration of sales and technical personnel. Other significant cost components include trade show costs, advertising and promotional activities, demonstration material and sales support. Selling and administrative expenses relate primarily to remuneration costs of related personnel, legal and professional fees, occupancy and other corporate and overhead costs. The Company also records certain depreciation amortization and share based compensation charges as general expenses. For the most part, selling, administrative and general expenses are fixed in nature and do not fluctuate directly with revenue. The Company's selling expenses tend to fluctuate in regards to the timing of trade shows, sales activity and sales personnel.

The Company invests in research and development to maintain its position in the markets it currently serves and to enhance its product portfolio with new functionality and efficiencies. Although the Company's research and development expenditures do not fluctuate directly with revenues, it monitors this spending in relation to revenues and adjusts expenditures when appropriate. Research and development expenditures consist primarily of personnel costs and material costs. Research and development expenses are presented on a gross basis (without deduction of research and development tax credits). Research and development tax credits associated with research and development expenditures are shown separately under research and development tax credits.

Selling and Administrative

(In thousands of Canadian dollars)	Three months ended July 31, 2012	Three months ended July 31, 2011	% Increase (Decrease)
Selling and administrative	\$ 12,367	\$ 10,382	19%
Selling and administrative % of sales	12.9%	13.8%	

Selling and administrative expenses excludes stock based compensation, operation of non-production property, plant and equipment, and amortization of intangibles. Selling and administrative expenses for the first quarter ended July 31, 2012 were \$12.4 million or 12.9% of revenue as compared to selling and administrative expenses of \$10.4 million or 13.8% of revenue for the first quarter ended July 31, 2011.

The increase of \$2.0 million for the year was a result of increased sales staff, sales activity and travel expenses to support International sales and new product introductions and an increase in the provision for bad debts.

Research and Development (R&D)

(In thousands of Canadian dollars)	Three months ended July 31, 2012	Three months ended July 31, 2011	% Increase (Decrease)
Research and development expenses	\$ 11,792	\$ 10,319	14%
Research and development % of sales	12.3%	13.7%	

For the first quarter ended July 31, 2012, gross R&D expenses increased to \$11.8 million, an increase of 14.3% or \$1.5 million as compared to an expense of \$10.3 million for the first quarter ended July 31, 2011.

The increase of \$1.5 million was predominantly a result of planned growth of R&D personnel.

Foreign Exchange

For the first quarter ended July 31, 2012, the foreign exchange gain was minimal as compared to a foreign exchange gain for the same period ended July 31, 2011 of \$0.3 million.

Finance Income, Costs and Other Income

For the first quarter ended July 31, 2012, finance income, costs and other income netted to a gain of \$0.5 million.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity and Capital Resources (in thousands of dollars except ratios)	As at July 31, 2012	As at April 30, 2012
Key Balance Sheet Amounts and Ratios:		
Cash and instruments held for trading	\$ 181,357	\$ 185,669
Working capital	\$ 338,628	\$ 325,677
Long-term assets	\$ 60,266	\$ 59,702
Long-term debt	\$ 1,681	\$ 1,875
Days sales outstanding in accounts receivable	87	77

Statement of Cash Flow Summary	Three months ended July 31, 2012	Three months ended July 31, 2011
Operating activities	\$ 9,532	\$ 12,550
Investing activities	(3,091)	3,491
Financing activities	(11,402)	(23,926)
Net decrease in cash	(4,348)	(7,890)

Operating Activities

For the first quarter ended July 31, 2012, the Company generated cash from operations of \$9.5 million, compared to \$12.6 million for the first quarter ended July 31, 2011. Excluding the effects of the changes in non-cash working capital, the Company generated cash from operations of \$27.4 million for the first quarter ended July 31, 2012, compared to \$19.2 million for the first quarter ended July 31, 2011.

Investing Activities

The Company used cash from investing activities of \$3.1 million for the first quarter ended July 31, 2012 which was predominantly the acquisition of capital assets of \$3.1 million, compared to cash provided by \$3.5 million for the first quarter ended July 31, 2011.

Financing Activities

For the first quarter ended July 31, 2012, the Company used cash from financing activities of \$11.4 million, which was principally driven by a repurchase of capital stock costing \$3.1 million, dividends paid of \$10.2 million and offset by the issuance of capital stock pursuant to the Company Stock Option Plan of \$2.0 million.

WORKING CAPITAL

As at July 31, 2012, the Company had cash and instruments held for trading of \$181.4 million, compared to \$185.7 million at April 30, 2012.

The Company had working capital of \$338.6 million as at July 31, 2012 compared to \$325.7 million as at April 30, 2012.

The Company believes that the current balance in cash and instruments held for trading plus future cash flow from operations will be sufficient to finance growth and related investment and financing activities in the foreseeable future.

Day sales outstanding in accounts receivable were 87 days at July 31, 2012 as compared to 77 for April 30, 2012.

SHARE CAPITAL STRUCTURE

Authorized capital stock consists of an unlimited number of common and preferred shares.

	As at July 31, 2012	As at April 30, 2012
Common shares	73,178,466	73,225,786
Stock options granted and outstanding	4,762,600	4,678,300

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, instruments held for trading, trade and other receivables, trade and other payables, provisions, deferred revenue and long term debt. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest or credit risks arising from these financial instruments. The Company estimates that except for instruments held for trading, the fair value of these instruments approximate the carrying values due to their short-term nature.

Fair values and classification of financial instruments:

The following summarizes the significant methods and assumptions used in estimating the fair values of financial instruments:

- I. The fair values of instruments held for trading is maintained level one hierarchy and are determined by the quoted market values for each of the investments in an active market at the reporting date. Gains and losses are included in interest and other income.
- II. Contingent consideration is level three hierarchy. Liability has not changed since the acquisition.
- III. The carrying amounts of cash, accounts receivable, trade and other payables approximate their fair value due to the short-term nature of these financial instruments. The carrying amount of long term debt approximates its fair value as it incurs interest at a variable rate adjusted for changes in the market rate.

CONTRACTUAL OBLIGATIONS

The following table sets forth the Company's contractual obligations as at July 31, 2012:

(In thousands)	Payments Due by Period				
	Total	Less than 1 Year	2-3 Years	4-5 Years	Thereafter
Operating leases	\$ 20,986	\$ 3,517	\$ 5,994	\$ 5,765	\$ 5,710
Other long-term debt	\$ 2,060	\$ 379	\$ 657	\$ 361	\$ 663
	\$ 23,046	\$ 3,896	\$ 6,651	\$ 6,126	\$ 6,373

OFF-BALANCE SHEET FINANCING

The Company does not have any off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

In the normal course of business, we may enter into transactions with related parties. These transactions occur under market terms consistent with the terms of transactions with unrelated arms-length third parties. The Company continues to lease a premise from a company in which two shareholders' each indirectly hold a 10% interest, continues to lease a facility from a company in which two shareholders each indirectly hold a 20% interest, continues to lease a facility for manufacturing where two shareholders indirectly own 100% interest, continues to lease a facility from a company in which two shareholders each indirectly own a 35% interest and continues to lease a facility with a director who indirectly owns 100%.

SELECTED CONSOLIDATED QUARTERLY FINANCIAL INFORMATION

The following table sets out selected consolidated financial information for each of the eight quarters ended July 31, 2012. In the opinion of management, this information has been prepared on the same basis as the audited consolidated financial statements. The operating results for any quarter should not be relied upon as any indication of results for any future period.

(In thousands)	Quarter Ending							
	2012			2011				2010
(Unaudited)	July 31	Apr 30	Jan 31	Oct 31	July 31	Apr 30	Jan 31	Oct 31
Sales	\$ 95,961	\$ 76,340	\$ 71,445	\$ 70,487	\$ 75,128	\$ 69,043	\$ 84,073	\$ 82,327
Cost of goods sold	40,306	33,557	31,283	30,111	32,281	30,055	35,389	34,688
Gross margin	\$ 55,655	\$ 42,783	\$ 40,162	\$ 40,376	\$ 42,847	\$ 38,988	\$ 48,684	\$ 47,639
Operating expenses	22,421	25,309	22,805	18,393	19,385	22,955	19,639	16,515
Earnings from operations	\$ 33,234	\$ 17,474	\$ 17,357	\$ 21,983	\$ 23,462	\$ 16,033	\$ 29,045	\$ 31,124
Non-operating income (exp)	476	836	174	165	389	1,159	4,096	(1,975)
Earnings before taxes	\$ 33,710	\$ 18,310	\$ 17,531	\$ 22,148	\$ 23,851	\$ 17,192	\$ 33,141	\$ 29,149
Net earnings	\$ 24,589	\$ 13,380	\$ 12,637	\$ 15,996	\$ 17,527	\$ 12,335	\$ 24,238	\$ 20,735
Net earnings per share:								
Basic	\$ 0.34	\$ 0.19	\$ 0.17	\$ 0.22	\$ 0.23	\$ 0.17	\$ 0.33	\$ 0.28
Diluted	\$ 0.34	\$ 0.18	\$ 0.17	\$ 0.22	\$ 0.23	\$ 0.16	\$ 0.33	\$ 0.28
Dividends per share:	\$ 0.14	\$ 0.14	\$ 0.12	\$ 0.12	\$ 0.12	\$ 0.10	\$ 0.10	\$ 0.10

The Companies revenue and corresponding earnings can vary from quarter to quarter depending on the delivery requirements of our customers. Our customers can be influenced by a variety of factors including upcoming sports or entertainment events as well as their access to capital. Net earnings represent net earnings attributable to shareholders.

DISCLOSURE CONTROLS AND PROCEDURES

Management, including the Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Multilateral Instrument 52-109 of the Canadian Securities Administrators) as of July 31, 2012.

Management has concluded that, as of July 31, 2012, the Company's disclosure controls and procedures were effective to provide reasonable assurance that material information relating to the Company would be made known to them by others within the Company, particularly during the period in which this report was being prepared.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

Management is responsible for and has designed internal controls over financial reporting, or caused it to be designed under management's supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Management has concluded that, as of July 31, 2012, the Company's internal controls over financial reporting were effective to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

CHANGES IN INTERNAL CONTROLS OVER FINANCIAL REPORTING

There have been no changes to the Company's internal controls over financial reporting during the period ended July 31, 2012 that have materially affected, or reasonably likely to materially affect, its internal controls over financial reporting.

OUTLOOK

Management expects on an annual basis that the Company's revenues will continue to outpace the industry growth. Gross margin percentages may vary depending on the mix of products sold, the Company's success in winning more complete projects, utilization of manufacturing capacity and the competitiveness of the pricing environment. R&D will continue to be a key focus as the Company invests in new product development.

RISKS AND UNCERTAINTIES

The Company risk factors are outlined in our AIF filed on SEDAR.