



Certificate of Amalgamation

Canada Business Corporations Act

Certificat de fusion

Loi canadienne sur les sociétés par actions

EXFO Inc.

Corporate name / Dénomination sociale

1330375-6

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

JE CERTIFIE que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Raymond Edwards

Director / Directeur

2021-09-01

Date of Amalgamation (YYYY-MM-DD)
Date de fusion (AAAA-MM-JJ)



**Canada Business Corporations Act (CBCA)
FORM 9
ARTICLES OF AMALGAMATION
(Section 185)**

1 - Corporate name of the amalgamated corporation

EXFO Inc.

2 - The province or territory in Canada where the registered office is situated (do not indicate the full address)

Quebec

3 - The classes and any maximum number of shares that the corporation is authorized to issue

See the attached schedule 4 forming an integral part hereof.

4 - Restrictions, if any, on share transfers

See the attached schedule 2 forming an integral part hereof.

5 - Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes)

Minimum number Maximum number

6 - Restrictions, if any, on the business the corporation may carry on

None

7 - Other provisions, if any

See the attached schedule 3 forming an integral part hereof.

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

<input type="radio"/>	183 - Long form : approved by special resolution of shareholders	<input checked="" type="radio"/>	184(1) - Vertical short-form : approved by resolution of directors	<input type="radio"/>	184(2) - Horizontal short-form : approved by resolution of directors
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9 - Declaration

I hereby certify that I am a director or an authorized officer of the following corporation.

Name of the amalgamating corporations	Corporation number	Signature
11172239 CANADA INC.	1117223-9	
EXFO Inc.	197586-2	

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or to both (subsection 250(1) of the CBCA).

SCHEDULE 4

The shares of the Corporation shall consist of an unlimited number of Common Shares. The rights, privileges, restrictions and conditions attaching to such class of shares are as follows:

1. COMMON SHARES

1.1 **DIVIDENDS.** The holders of the Common Shares shall be entitled to receive any dividend declared thereon by the directors of the Corporation, in the amount and at the time determined by the directors.

1.2 **LIQUIDATION.** In the event of the liquidation or dissolution of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Common Shares shall be entitled to any dividends declared thereon and remaining unpaid, and to the remaining assets and funds of the Corporation.

1.3 **VOTING RIGHTS.** The holders of the Common Shares shall be entitled to receive notice of and to attend and vote at all meetings of shareholders of the Corporation, other than meetings where only the holders of a specific class of shares are entitled to vote, and shall have on a poll one (1) vote in respect of each outstanding Common Shares held by them.

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SCHEDULE 2

to the Articles of Amalgamation

Restrictions on share transfers

The shares of the Corporation shall not be transferred without the consent of either (i) the directors evidenced by a resolution passed or signed by them and recorded in the books of the Corporation or (ii) the holders of a majority of votes attached to the outstanding voting shares of the Corporation.

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SCHEDULE 3

Other provisions, if any

Whenever the Articles of the Corporation provide for a minimum and a maximum number of directors, the number may be determined by the directors from time to time.

Securities of the Corporation, other than shares and non-convertible debt securities, shall not be transferred without compliance with the restrictions on transfer contained in the applicable securityholders' agreement or, absent any such restrictions, shall not be transferred without the consent of the directors of the Corporation.

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