STEELWORKERS DIVERSIFIED FUNDS

INVESTMENT POLICY

EFFECTIVE DATE: December 31, 2021
Adopted November 7, 2021
Amended March 31, 2024

March 2024

TABLE OF CONTENTS

PAGE

CHAPTER 1 - PURPOSE OF THE INVESTMENT POLICY

This investment policy concerns the assets of the three Steelworkers Diversified Funds administered by the Steelworkers Benefits Committee (SBC). They are the “Balanced Fund,” the “Conservative Fund” and the “Aggressive Fund,” with different degrees of risk and return expectations.

The aim sought in developing the investment policy for each of the three Steelworkers Diversified Funds is to achieve an optimal return on assets under management within the risk and diversification parameters described in this policy. The investment policy promotes consistency in the actions of the various parties involved and provides an effective framework for relations between the SBC, the custodian/administrator/insurer, the managers and the asset management consultant (actuarial firm).

The spirit of this investment policy (including the investment policies of the Pooled Funds in Appendix IV) must meet the standards set by the supervisory authorities. Although largely inspired by the relevant laws, regulations and interpretations, it does not reproduce them in their entirety, meaning that investments must not only be made in accordance with the provisions of this investment policy, but also in compliance with applicable standards. For pension plans registered in Quebec, the applicable standards are defined in Section II of Chapter XI of the Quebec *Supplemental Pension Plans Act* (SPPA) and by the *Income Tax Act* and its administrative rules.

Thus, for plans subject to the SPPA,[1] the trustees of these plans must adopt an investment policy, giving particular consideration to the type of pension plan and its characteristics and financial obligations, pursuant to section 169 of the SPPA. The minimum content of an investment policy is set out in section 170 of the SPPA.

For capital accumulation plans (RRSPs, defined contributions, etc.), whether or not they are exempt from the provisions of the SPPA, this investment policy must also comply with "Guideline No. 3, Guidelines for Capital Accumulation Plans" approved by the Canadian Association of Pension Supervisory Authorities (CAPSA), the Canadian Council of Insurance Regulators (CCIR) and the Canadian Securities Administrators (CSA). These guidelines are reproduced in Appendix VII.

SBC members and members of the various other pension programs investing in the Steelworkers Diversified Funds, including pension committees, and their delegates must act with the care, diligence and competence that a reasonable person would exercise in similar circumstances and apply the useful knowledge or skills that they have or ought to have taking into account their profession or business. They must act honestly and loyally in the best interests of the participants or beneficiaries. They may not exercise their powers for their own benefit or for that of a third party and may not place themselves in a situation of conflict between their personal interests and the duties of their office.

This version of the policy comes into effect on December 31, 2021. Various amendments were adopted in the past, each of which is summarized in the table below.

[1] Defined benefit plans and defined contribution plans.

Amendment date	Amendment
December 1, 1999	Creation of the Steelworkers Balanced Fund. Natcan balanced mandate.
December 1, 2004	Creation of the Conservative ("*Conservateur*") and Aggressive ("*Agressif*") Funds. Start of business relationship with Industrial Alliance. End of mandate with Natcan. End of U.S. and international equity mandates in favour of a global equity mandate.
October 1, 2007	Reduction of weighting in Canadian equities in favour of global equities.
October 1, 2008	Reintroduction of U.S. and international equity mandates.
July 5, 2012	Implementation of a new management structure (details in Appendix III): - Bonds: A 50% reduction in the Industrial Alliance mandate. An index mandate is in turn awarded to TDAM; - Canadian equities: end of mandates for Natcan and McLean Budden. New mandate for Industrial Alliance; - U.S. equities: end of McLean Budden's mandate. The U.S. equity mandate is integrated into a foreign equity mandate; - International equities: end of Hexavest's mandate. The international equity mandate is integrated into a foreign equity mandate; - Global equities: new mandate for Hexavest (MSCI World); - Global equities: new mandate for Black Rock (MSCI ACWI Index). End of tactical allocation mandate at Industrial Alliance. Implementation of a dynamic currency hedging strategy. Significant revision of the entire wording of the investment policy.
November 14, 2013	Change in currency hedging wording (quarterly instead of monthly).

April 1, 2017	Change in names of the Steelworkers Diversified Funds: - Diversified Balanced Fund; - Diversified Conservative (“*Prudent*”) Fund (formerly “*Conservateur*”); - Diversified Growth Fund (formerly “*Agressif*”). Implementation of a new management structure (details in Appendix III): - Obligations: End of TDAM’s index mandate. A “Core Plus” mandate is awarded to PH&N (balanced and conservative); - A commercial mortgage mandate is awarded to Addenda Capital (balanced, conservative and growth); - Canadian equities: Industrial Alliance’s dividend mandate is replaced by TDAM’s low-volatility mandate (balanced and conservative) and Fidelity’s focused mandate (balanced and growth); - Global equities: new mandate for Mawer (balanced and growth); - All-country equities: new low-volatility mandate awarded to TDAM (conservative); - A U.S. real estate mandate is awarded to Bentall Kennedy through its MEPT/Edgemoor Fund (balanced and conservative).
April 3, 2018	Investment in AlphaFixe’s Green Bond Fund, with 4% in the Balanced and Conservative Funds and 2.5% in the Aggressive Fund. Change in name of the Steelworkers Growth Fund to Aggressive (“*Audacieux*”).
October 1, 2018	End of Hexavest’s mandate in global equities: - New global equity mandate awarded to Fiera Capital with partial dynamic currency hedging.
November 29, 2019	Investment in Addenda’s Impact Bond Fund, with 3.25% in the Balanced and Conservative Funds and 2.0% in the Aggressive Fund.
September 16, 2021	End of BentallGreenOak’s mandate in U.S. real estate.

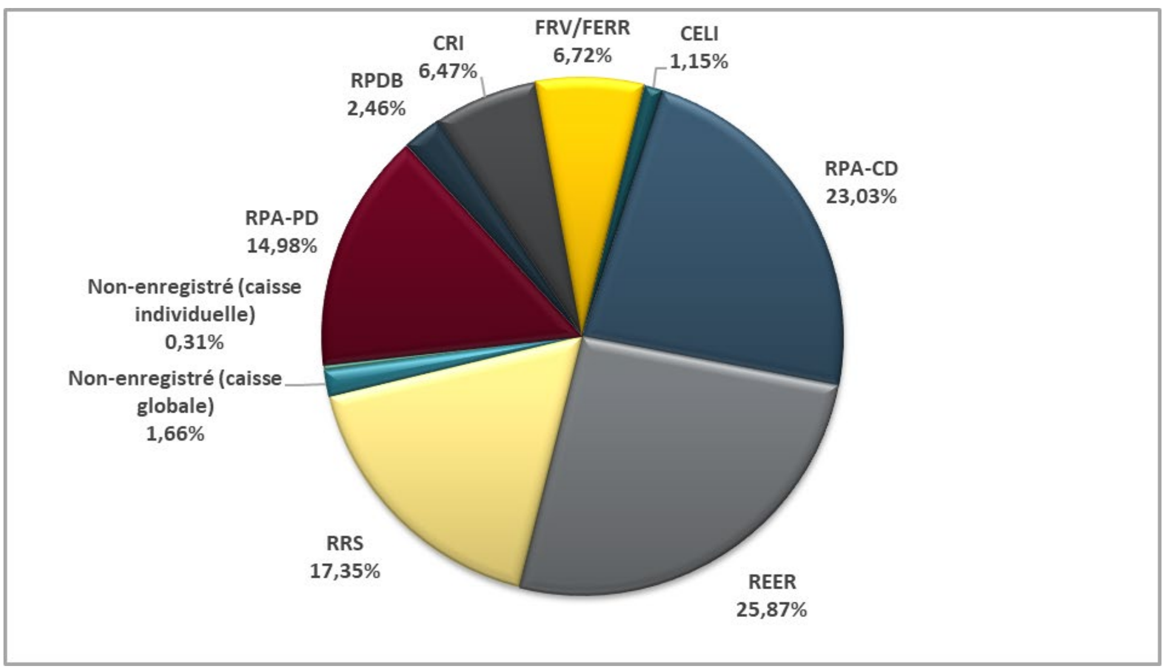
November 17, 2021	New allocations to global real estate and global infrastructure: - 12.5%/12.5% for the Balanced Fund - 12.5%/12.5% for the Conservative Fund - 5.0%/5.0% for the Aggressive Fund The target portfolios of the three diversified funds are modified to reflect the addition of these new asset classes. The global real estate mandate is awarded to UBS (GREFS). The global infrastructure mandate is awarded to UBS (FRIM).
March 31, 2024	End of GPTD's mandates in Canadian Equity Low Volatility (replaced by Fiera Capital) and ACWI Equity Low Volatility (replaced by Blackrock Index).

CHAPTER 2 - PLAN TYPES AND BASIC INFORMATION

The three Steelworkers Diversified Funds are available for several types of plans. The main types are capital accumulation plans, that is, either group RRSPs or defined contribution pension plans. The table below shows the breakdown by plan type at December 31, 2021.

Type de régime[2]	Nombre de régimes	Nombre de participants	Actifs sous gestion	
RPA-CD	5	902	57 789 012 $	23,03%
REER	92	4035	64 895 855 $	25,87%
RRS	19	1130	43 537 802 $	17,35%
Non-enregistré (caisse globale)	13	n/d	4 161 000 $	1,66%
Non-enregistré (caisse individuelle)	6	345	777 864 $	0,31%
RPA-PD	4	n/d	37 569 658 $	14,98%
RPDB	4	311	6 168 450 $	2,46%
CRI	27	321	16 229 416 $	6,47%
FRV/FERR	16	181	16 855 839 $	6,72%
CELI	8	88	2 890 905 $	1,15%
Total	**194**	**7313**	**250 875 801 $**	**100%**

[2]: Voir l'annexe VI pour la définition des termes.



CHAPTER 3 - SHARING OF RESPONSIBILITIES

The main responsibilities of the various parties involved in the administration and management of the assets in the Steelworkers Diversified Funds are as follows:

SBC

- Draft, adopt and monitor the application of an investment policy;
- Review this investment policy annually;
- Share the investment policy with the custodian/administrator/insurer and asset management consultant (actuarial firm);
- Select a custodian/administrator/insurer for the Steelworkers Diversified Funds;
- Select managers to manage the assets of the Steelworkers Diversified Funds;
- Meet with the asset management consultant by invitation;
- Meet with the custodian/administrator/insurer at least twice a year;
- Arrange two meetings a year for pension program managers who invest in the Steelworkers Diversified Funds.

To fulfil its mandate, the SBC may delegate certain responsibilities to external resources.

Managers

For management with pooled funds, managers must:

- Provide the SBC with a statement of investment policies and objectives for each pooled fund;
- Provide prompt notification, prior to implementation, of any changes to this statement;
- Ensure that policies comply with relevant legislation;
- **Every six months**, provide the SBC with a certificate of compliance with the investment policy and the CFA Institute Code of Ethics and Standards of Professional Conduct with regard to the management carried out through their pooled funds;
- In the event of any conflict with this investment policy, the investment policies of the pooled funds will prevail;
- Meet with the SBC on request.

For segregated management, managers must:

- Fulfil the mandate entrusted to them by the SBC, in accordance with the provisions of this policy, their management mandate, their management agreement and the relevant legislation applicable to a portfolio manager;
- Submit a monthly copy of portfolios with all the securities held and monthly performance;
- Every three months, provide the SBC with a certificate of compliance with the investment policy and the CFA Institute Code of Ethics and Standards of Professional Conduct with

regard to the management carried out, as measured at the end of each month of the completed quarter;

- Inform the SBC in writing of any new developments affecting their firm and services, including any movements in professional staff (analysts and asset managers), any change in management philosophy or style, and any cases where the development or changes are likely to be material;

- Attend (by invitation) an SBC meeting at least once a year;

- Notify the SBC in writing as soon as possible of any element of the investment policy that could restrict performance or hinder the achievement of the portfolio manager's objectives.

<u>Custodian/administrator/insurer</u>

Industrial Alliance's main mandate is to:

- Provide services related to the administration of plans (contracts) that invest in the Funds offered by the SBC;

- Fulfil contractual obligations diligently;

- Keep custody of securities;

- Take care of payments and receipts on instruction from contract holders, participants or the SBC;
- Invest cash according to the default guidelines dictated in the contract;

- Pay benefits as instructed by pension plans or participants;

- Inform the SBC of any changes affecting a management firm that manages assets in the Steelworkers Funds offered on the insurer's platform (retirement, death of a key manager, transfer of ownership, etc.);

- Provide the SBC with a copy of the enrolment form and the contract between the insurer and the pension program investing in the Steelworkers Diversified Funds;

- On an ongoing basis, rebalance the asset allocation in each Steelworkers Diversified Fund in accordance with the investment policy;

- Produce monthly financial reports showing Steelworkers Fund assets and cash flows, ensuring the accuracy of the results produced;

- Collaborate, at the SBC's request, in updating the investment policy;

- Meet with the SBC every six months to:
    - Present short-, medium- and long-term asset allocation strategies (as applicable) and a review of the economic conditions and expectations;
    - Review the performance of pooled funds managed by the insurer and in which the Steelworkers Diversified Funds invest;
    - Present new management products and their potential contribution to the achievement of investment objectives;
    - Suggest changes to the investment policy that would benefit the "Steelworkers Funds";
- Prepare a quarterly report covering notably plan administration, the performance of the Fund or Funds managed by the insurer's managers, and a review of the stock and bond markets;

- Provide semi-annual certificates of compliance for the underlying managers' pooled funds;

- Provide the SBC with an annual certificate from the auditors of the underlying funds.

Asset management consultant (actuarial firm)

- Assist the SBC in reviewing the investment policy;

- Assist the SBC in selecting managers;

- Assist the SBC in selecting the custodian/administrator/insurer;

- Produce a quarterly performance report for the three Steelworkers Diversified Funds according to the model agreed upon between the parties;

- Notify the SBC quarterly, as necessary, if a change in the currency hedging level is required;

- Carry out any other mandate entrusted to by the SBC.

CHAPTER 4 - CREATION OF TARGET PORTFOLIOS

One of the most important aspects of an investment policy is the creation of a target portfolio. In the case of this policy, the target portfolios of the three Steelworkers Diversified Funds were created using a study based on the efficient portfolio technique, which consists in determining a set of optimal portfolios at different risk levels. These portfolios are called "optimal" because they produce the maximum possible return for a minimum level of risk. Risk is measured by the standard deviation (or volatility) of returns.

Various economic and financial assumptions must be used when applying this technique, including average expected return and return volatility by asset class, as well as the correlation of returns between different asset classes. The selected assumptions are presented in Appendix I of the policy.

A risk and return analysis was carried out for each of the efficient portfolios generated. Various statistical risk and return measures were calculated:

- Average expected return and volatility (i.e. standard deviation) of return;
- Sharpe ratio, that is, a measure of the portfolio's excess return per unit of risk. The excess return corresponds to the portfolio's return minus the risk-free rate (i.e. Treasury bills);
- Value at Risk (VaR), a measure of the portfolio's potential loss (in %) based on a probability of 1% and 5%;
- Probability of not achieving a 0% return.

The results of these various measures are shown in Appendix II. The target portfolios selected following this analysis are presented in the next chapter.

CHAPTER 5 - TARGET PORTFOLIOS, VALUE-ADDED OBJECTIVES AND CURRENCY HEDGING

Target portfolios

Based on the methodology presented in Chapter 4 and the risk-return analysis derived therefrom, the target portfolios selected are as follows:

Portefeuilles cible - Fonds diversifiés Métallos				
Catégories d'actif	**Indices de référence (rendement total)**	**Fonds Équilibré FU850**	**Fonds Prudent FU849**	**Fonds Audacieux FU851**
Obligations univers	FTSE Canada Univers	12,75%	34,25%	8,50%
Investissement Impact	FTSE Canada Univers	2,25%	3,25%	1,50%
Hypothèques commerciales	FTSE Canada court terme	10,00%	17,50%	10,00%
Actions canadiennes	S&P / TSX Composé	22,50%	10,00%	35,00%
Actions mondiales	MSCI Monde net ($CA)	18,50%	5,00%	26,00%
Actions tous pays (ACWI)	MSCI ACWI net ($CA)	9,00%	5,00%	9,00%
Immobilier mondial	IPC + 4,5 %	12,50%	12,50%	5,00%
Infrastructure mondiale	Rendement net annuel de 7,5 % (local)	12,50%	12,50%	5,00%
Total		**100,00%**	**100,00%**	**100,00%**

Portfolio building is the responsibility of managers, who must take into account the legal standards applicable to portfolio managers and act in accordance with the provisions of this investment policy and their management mandate.

Managers who make an investment that does not comply with the law applicable to portfolio managers, the investment policy and their management mandate assume full responsibility for any resulting losses and release the SBC members from this responsibility.

Since the Steelworkers Diversified Funds are actively managed, the asset mix may deviate from these target portfolios, within the limits specified in the table above, and thus add value.

Value-added objectives

If the managers do not achieve an annualized return in line with the objectives set out below over rolling four-year periods, the SBC will determine whether management should be entrusted to other investment firms.

Objectifs de valeur ajoutée - Fonds diversifiés Métallos		
Catégories d'actif	**Indices de référence (rendement total)**	**Objectifs de VA**
Obligations univers	FTSE Canada Univers	**0,50%**
Investissement Impact	FTSE Canada Univers	**0,50%**
Hypothèques commerciales	FTSE Canada court terme	**1,00%**
Actions canadiennes	S&P / TSX Composé	**1,00%**
Actions mondiales	MSCI Monde net ($CA)	**1,50%**
Actions tous pays (ACWI)[1]	MSCI ACWI net ($CA)	**0,00%**
Immobilier mondial	IPC + 4,5 %	**0,00%**
Infrastructure mondiale	Rendement net annuel de 7,5 % (local)	**0,00%**
Fonds diversifié équilibré FU850		**0,62%**
Fonds diversifié prudent FU849		**0,56%**
Fonds diversifié audacieux FU851		**0,89%**

Currency hedging

This investment policy provides for the foreign equity component to be hedged against currency risk. Currency hedging is used to reduce the magnitude of returns (both upside and downside) compared to a non-hedging or full hedging strategy. To optimize currency hedging, this will depend on the level of the Canadian dollar against a basket of five currencies.[2] The following table shows the parameters within which currency hedging will be managed.

Couverture de devises - Fonds diversifié équilibré		
Valeur du panier de devises (en $ can) à la fin du mois (*)	**Niveau de couverture de Fiera Capital**	**Niveau de couverture totale en actions étrangères**
130 et plus	**0,0%**	**0,0%**
De 120 à 129,999	**33,0%**	**10,5%**
De 110 à 119,999	**60,0%**	**19,1%**
De 100 à 109,999	**80,0%**	**25,5%**
Moins de 100	**100,0%**	**31,8%**

Couverture de devises - Fonds diversifié prudent		
Valeur du panier de devises (en $ can) à la fin du mois (*)	**Niveau de couverture de Fiera Capital**	**Niveau de couverture totale en actions étrangères**
130 et plus	**0,0%**	**0,0%**
De 120 à 129,999	**33,0%**	**16,5%**
De 110 à 119,999	**60,0%**	**30,0%**
De 100 à 109,999	**80,0%**	**40,0%**
Moins de 100	**100,0%**	**50,0%**

[2] U.S. dollar, euro, pound, yen, Australian dollar.

Couverture de devises - Fonds diversifié audacieux		
Valeur du panier de devises (en $ can) à la fin du mois (*)	**Niveau de couverture de Fiera Capital**	**Niveau de couverture totale en actions étrangères**
130 et plus	**0,0%**	**0,0%**
De 120 à 129,999	**33,0%**	**8,8%**
De 110 à 119,999	**60,0%**	**16,0%**
De 100 à 109,999	**80,0%**	**21,3%**
Moins de 100	**100,0%**	**26,7%**

(*) : Selon les taux de change publiés par la Banque du Canada .

Since the manager specializing in global equities (Fiera Capital) offers currency hedging through its pooled fund, this investment policy will use the Fiera Capital Pooled Fund to manage currency hedging.

At the end of each quarter, the asset management consultant will send the custodian/administrator/insurer a notice indicating whether a change in the level of currency hedging is required. Notwithstanding the foregoing, if the variation in the currency basket is ± 5%, as measured over the first two months of each quarter (i.e. January, February, April, May, July, August, October, November), the asset management consultant will send the custodian/administrator/insurer a notice indicating whether a change in the level of currency hedging is required.

Distribution of target portfolio return probabilities (Balanced Fund)

A study (with simulations) was carried out to analyze the distribution of returns for the target portfolio of the Steelworkers Balanced Fund, assuming passive portfolio management. This study was based on different assumptions about the risk/return characteristics of the various asset classes. It indicates that the Balanced Fund's target portfolio should deliver a median annualized return of around 6.1% over rolling three-year periods. The probability of performance below (above) the median is 50.2% (49.8%). However, in any given year, the annual return may deviate significantly from this plus or minus.

The table below shows the distribution (percentile) of annualized returns over a 10-year period for the reference portfolio, following 1,000 simulations of reference portfolio returns and the associated probabilities.

TARGET PORTFOLIO		
	Annualized return	**Probability of lower return**
5th percentile	11.8%	70.1%
25th percentile	8.5%	58.5%
50th percentile (median return)	**6.2%**	**50.0%**
75th percentile	4.0%	41.9%
95th percentile	1.1%	31.3%

CHAPTER 6 - MANAGEMENT STRUCTURE

Details of the management structure can be found in Appendix III.

Rebalancing

After the end of each month, an analysis of the Funds' asset allocation on a market value basis will be carried out by the custodian/administrator/insurer. The three Steelworkers Diversified Funds will be automatically rebalanced to target, with the exception of the global real estate, commercial mortgage and global infrastructure asset classes.

Global infrastructure (UBS FRIM) will be rebalanced annually on a best-effort basis if its proportion exceeds an interval of ± 5% of the target.

Allocations to the commercial mortgage (Addenda) and global real estate (UBS GREFS) asset classes will be assessed on a monthly basis. If either exceeds an interval of ± 5% from the respective target, a rebalancing for the asset class exceeding the interval will be carried out as soon as possible.

In exceptional market circumstances, the Committee may decide not to rebalance. "Exceptional market circumstances" mainly refers to significant market volatility.

CHAPTER 7 - AUTHORIZED ASSET CLASSES AND LIMITS

In the investment process, the level of risk can be controlled through not only diversification between asset classes, but also diversification within each of these asset classes, such as by geographic diversification, by sector representation, and by quality and type of issuer. It is understood that all assets must comply with the guidelines of this policy and respect the legal constraints and the spirit of the CFA Institute standards.

Authorized asset classes

Money market securities:[3]	Cash, Treasury bills, short-term bills, banker's acceptances, term deposits, guaranteed investment certificates, money market pooled fund units, commercial papers and asset-backed commercial papers (ABCPs) issued by Canadian banking entities. **Non-bank ABCPs and other securitized securities[4] are not permitted**. Money market securities must be denominated in Canadian or U.S. dollars and issued by a Canadian issuer.

[3] Maturity less than one year.
[4] A securitized security is a fixed-income financial asset that bundles a number of underlying assets (home loan, credit card loan, car loan, etc.).

Debt securities:	Bonds, coupons, principal (residual), term deposits, guaranteed investment certificates, preferred shares, bond pooled fund units and commercial mortgage pooled fund units. Debt securities may be denominated in Canadian dollars or in foreign currencies and issued by a Canadian or foreign issuer. **Securitized securities are not permitted**, including asset-backed securities (ABSs), mortgage-backed securities (MBSs). However, commercial mortgage-backed securities (CMBSs) are permitted, as are MBSs backed by the Government of Canada.
Canadian equities:	Common and preferred shares,[5] income trusts, real estate income trusts (REITs),[6] subscription rights or warrants and securities convertible into common shares or into income trusts, exchange-traded funds (ETFs), Canadian equity pooled fund units.
Foreign equities:	Common shares, income trusts, real estate income trusts (REITs), subscription rights or warrants and securities convertible into common shares or into income trusts, American Depositary Receipts (ADRs),[7] Global Depositary Receipts (GDRs),[8] European Depository Receipts (EDRs), exchange-traded funds (ETFs), global equity pooled fund units.
Derivative products:	Options, forward contracts on financial products or currencies and other instruments to increase short-term income or to hedge investments. Forward contracts, futures, swaps, options and similar techniques may be used at any time to protect the portfolio against foreign exchange and interest rate risks, to reduce transaction costs

5 However, the manager must comply with the constraints on the quality of securities as set out in the section on fixed-income securities.

6 Located in jurisdictions with limited investor liability.

7 Foreign companies wishing to list in the United States most often do so in the form of ADRs. These are registered certificates issued by an American bank in return for a deposit of a certain number of foreign shares on its books. The bank manages dividend flows and the register of holders on behalf of the issuer.

8 A GDR or an EDR is the equivalent of an ADR, but offered on foreign markets, not exclusively on the U.S. market.

	and/or to facilitate the management process. These derivatives cannot be used for speculative purposes.
Real estate:	Investment in real estate pooled fund units.
Infrastructure:	Investment in an infrastructure equity limited partnership.
Private placements:	No private placement is permitted without the written permission of the Committee. Notwithstanding the foregoing, in the event of investment in private placements through managers' pooled funds, the managers must notify the Committee as soon as possible. A private placement is an offering (in the form of shares or fixed-income securities) without a prospectus.

All investments listed above may be Canadian or foreign, subject to the applicable legislation and the constraints of this policy.

Qualitative and quantitative investment limits

Unless otherwise indicated, quantitative investment limits are based on market value.

Money market securities:

- No minimum rating for securities issued by federal and provincial governments and paragovernmental agencies;

- Money market securities must hold, at the time of purchase, a minimum rating of “R1 Mid” from the rating agency Dominion Bond Rating Service or an equivalent rating from another credit rating agency. In the event that a security rated “R1 Mid” is downgraded, the manager must inform the Committee as soon as possible;

- Commercial papers **backed by assets issued by banking entities** must hold, at the time of purchase, a minimum rating of “R1 Mid” from the rating agency Dominion Bond Rating Service or an equivalent rating from another credit rating agency. In the event that a security rated “R1 Mid” is downgraded, the manager must inform the Committee as soon as possible. In addition, bank commercial papers cannot represent the greater of 10% of the value of the money market portfolio or 1% of the total portfolio;

- Securities from a single issuer may not represent more than 5% of the total value of the portfolio, unless the issuer has the backing of the Government of Canada, a Canadian province, the U.S. government, a Canadian chartered bank or a supranational organization.

Bond debt securities:

- At the time of purchase, securities must have a minimum rating of “BBB” as defined by the DEX Bond Index. The methodology for classifying the index is to use an overall rating, which consists in keeping only the lowest rating (in the case of two agencies) or the median (in the case of three agencies). In the event that a BBB-rated security is downgraded, the manager must inform the Committee as soon as possible;

- The maximum limit for all securities rated “BBB” is equal to the weighting of “BBB” securities in the index plus 10%;

- The maximum limit for all corporate bonds is equal to the weighting of corporate bonds in the index plus 10%, subject to management mandates;

- Securities from a single issuer may not represent more than 10% of the total value of the bond portfolio, unless the issuer has the backing of the Government of Canada, a Canadian province, the U.S. government or a supranational organization;

- Bonds issued in foreign currencies, whether foreign or Canadian, may not exceed 30% of the market value of the bond portfolio;

- Foreign securities denominated in Canadian dollars (“Maples”) may not make up more than 10% of the total value of the bond portfolio;

- The duration of the bond portfolio can vary up to a maximum of three years on either side of the duration of the reference index.

Preferred shares:

- Preferred shares must hold, at the time of purchase, a minimum rating of “Pfd-3” from the rating agency Dominion Bond Rating Service or an equivalent rating from another credit rating agency. In the event that a Pfd-3-rated security is downgraded, the manager must inform the Committee as soon as possible;

- The maximum limit for all Pfd-3-rated preferred shares is 10% of the debt securities portfolio.

Equities:

- Sector deviations must comply with the following limits:

Sector weighting in index (W)	Minimum weighting	Maximum weighting
W < 20%	0% or W – 15%	W + 15%
20% < W < 30%	W – 20%	W + 10 %
W > 30%	W – 25%	W + 5%

- Securities from a single issuer may not make up more than 10% of the total value of the equity portfolio;
- Investment in income trusts is permitted, provided that the legal structure of the trust limits the liability of the Steelworkers Diversified Funds (i.e. as long as they are domiciled in a jurisdiction with limited liability);
- The equity portfolio must be invested in a minimum of seven sectors, subject to management mandates;
- Managers with a global equity mandate must maintain a well-diversified portfolio, both geographically and by industry sector.

CHAPTER 8 - CONFLICT OF INTEREST POLICY AND DISCLOSURE REQUIREMENTS

Persons subject to the guidelines

The following persons or organizations must comply with these conflict of interest guidelines:

- SBC members;
- Managers;
- The custodian/administrator/insurer;
- The asset management consultant (actuarial firm);
- The employer or a workers' association representing the participants.

Conflicts of interest

Persons or organizations subject to the guidelines must disclose any interest, association or participation related directly or indirectly to their role in investments linked to the Steelworkers Diversified Funds that gives rise or could give rise to a material conflict of interest. Without limiting the generality of the foregoing, persons or organizations must disclose any benefit derived from any assets of the Steelworkers Diversified Funds, any significant ownership of such assets, membership on the boards of other companies, or any existing or anticipated contracts.

Disclosure method

Persons or organizations subject to the guidelines must disclose the nature and extent of the material conflict in writing to the SBC or request that this information be entered in the SBC meeting minutes on the earliest of the following dates:

i. as soon as they become aware of the conflict;

ii. at the first meeting where the issue posing the conflict is raised;

iii. at the first meeting where they know or ought to know that they have an interest in the issue raised.

For the purposes of point (ii) above, disclosure must be made verbally if the person becomes aware of the conflict during the discussion.

If the person is not entitled to vote on decisions regarding the plan, he or she may choose not to participate in activities related to the issue posing the conflict or to participate with the consent of the SBC.

If the person who discloses a conflict of interest has voting rights, he or she may only continue his or her activities relating to the issue posing the conflict with the unanimous consent of the other participants with voting rights. He or she can also choose not to participate in these activities. Such notice shall be deemed to be permanent disclosure, subject to any notice subsequently given, for the purposes of the obligations set forth in these guidelines.

CHAPTER 9 - SECURITIES LENDING AND SPECIAL TRANSACTIONS

The SBC may enter into a securities lending agreement with the custodian. In such case, transactions are managed by the custodian, who must ensure compliance with the securities lending agreement entered into with the SBC, particularly with regard to collateral requirements and revenue sharing between the Steelworkers Diversified Funds and the custodian. However, the SBC has agreed not to enter into a securities lending agreement.

In addition, the following special transactions are not permitted:

- Margin buying;
- Short sales;
- Cash loans.

However, cash overdrafts can occur temporarily when transaction settlements, beyond the control of managers, remain outstanding.

CHAPTER 10 - DELEGATION AND GUIDELINES FOR THE EXERCISE OF VOTING RIGHTS

Voting rights acquired in respect of a given investment must be exercised in accordance with the values of plan participants and in a spirit of promoting best practices in governance and environmental and social responsibility of the companies concerned. In practice, voting rights will be exercised by the person who manages and controls the said investment, taking into account the above principles and the socio-economic reality of the companies. The SBC reserves the right to issue specific instructions regarding voting rights, where applicable.

The SBC may demand to exercise one or more of its voting rights directly (or through a specialized company) by notifying the managers of its intention within a reasonable period of time. However, in the case of investments held through an interest in a pooled fund, the managers retain full discretion in this regard. The managers will be required to provide the SBC with their policy on proxy voting, as well as an annual report on the exercise of voting rights.

The SBC supports the Principles for Responsible Investment (PRI) (see Appendix V for a definition of PRI), particularly in its ESG (Environment, Society, Governance) aspects. Exercising voting rights is one of the most practical ways of updating the PRI. The SBC's fiduciary responsibilities require that the exercise of voting rights attached to securities held by the Steelworkers Diversified Funds be monitored.

The SBC expects the PRI to guide managers in exercising their voting rights. However, the SBC recognizes the key role played by managers in the pursuit of long-term returns. It also acknowledges their fiduciary duty to promote the financial well-being of participants and beneficiaries.

The SBC expects managers to exercise the voting rights attached to portfolio securities in the best financial interests of participants and beneficiaries. To achieve this, managers must have in place a policy and procedure for exercising voting rights, as well as a control process.

The SBC wants managers to endeavour to foster—to the extent possible in exercising these voting rights, at the manager's discretion and with regard to the foregoing—proposals that, in particular:

- improve corporate governance;
- encourage transparency;
- support sustainable development; and
- are or are not presented or supported by management.

The following topics present the guidelines that the SBC considers valid, insofar as asset managers are only required to vote on these subjects in order to promote the financial well-being of beneficiaries and participants.

A. Board of directors

For the board of directors to function effectively, points such as the following can contribute to that end:

- The majority of directors are independent of company management and have no financial interest in the company;
- The board chair is not simultaneously the company head;
- Members of committees reporting to the board should be independent.

B. Executive compensation

Establishing a healthy relationship between compensation and results fosters the shared objective of shareholders and management to increase the company's long-term value. Points such as the following can contribute to that end:

- Executive compensation should include sufficient shares in the company to align the interests of executives with those of shareholders;
- It must also be sufficient to attract and retain qualified executives;
- Shareholders should be informed each year of the principles and structure of the company's executive compensation;
- Options granted to executives should be in line with industry practice, subject to the best interests of shareholders and the community.

C. Protection against takeovers

Some takeover protection measures do not serve shareholders' rights or their long-term interests. It may be wise to favour proposals that:

- submit major corporate changes to a committee of independent directors;
- do not allow management to prevent a takeover by, for example, using the company's borrowing power to buy a large number of shares; and
- give shareholders enough time and information to make an informed choice.

D. Shareholders' rights

Shareholder rights should be viewed as a financial asset. As such, they must be subject to the same standards of "care, prudence and diligence" as any other financial asset. The Pension Committee expects managers to support measures that ensure good "shareholder democracy." Points such as the following can contribute to that end:

- The proxy voting system must be flexible enough to allow shareholders to vote on each item separately and without links to other proposals;
- The results of proxy votes must be total and complete and include, at a minimum, votes for and against and abstentions.

The Pension Committee also expects managers to act as effective shareholders who see beyond short-term interests and enable executives to focus their energies on longer-term results through increased productivity and the company's competitive position.

E. Environmental and community aspects

The primary objective of fiduciary duty is to obtain the highest possible return at an acceptable level of risk. However, the Pension Committee recognizes that a company's social behaviour has an impact on its reputation, profitability and long-term value. Corporate social responsibility issues are becoming increasingly important to investors. The Pension Committee expects managers to support measures that promote socially responsible corporate behaviour.

Lastly, the SBC expects managers to give the same attention and spirit to all proposals submitted to a shareholder vote, whether they emanate from management or the company's shareholders.

The values advocated in this document reflect those of the SBC.

CHAPTER 11 - VALUATION OF OFF-MARKET INVESTMENTS

All securities held by the Steelworkers Diversified Funds are expected to be tradable on an officially recognized market and valued according to their market value. However, if the Steelworkers Diversified Funds hold securities that are not traded on a market, they will be valued, at least once a year, by a recognized organization independent of the manager.

CHAPTER 12 - ANALYSIS AND EVALUATION OF INVESTMENT PERFORMANCE

A quarterly analysis of the overall performance of the Steelworkers Diversified Funds will assess the performance of the target portfolio, as well as the contribution of active management to investment performance. This analysis will also compare the performance of the Steelworkers Diversified Funds with the value-added objectives set for the managers. Moreover, the analyses will be used to monitor the investment limits imposed and the volatility of returns (i.e. risk).

The following definitions of performance will be used in this valuation.

Total return of the Steelworkers Diversified Funds

Total return is the time-weighted return earned by a Steelworkers Diversified Fund as a whole. It essentially reflects the combined effect of strategic asset allocation (i.e. choice of target portfolio) and the chosen management structure (i.e. choice of managers). Time-weighted return is the return on an asset over the entire period subject to the valuation. It is not sensitive to external cash flows.

Benchmark return

In the context of actively managed Steelworkers Diversified Funds, benchmark return is the return that would have been achieved by indexing the target portfolio with monthly rebalancing. The benchmark return is the sum of the products of the target portfolio's benchmark returns and the weighting of each of the target portfolio's asset classes.

Performance control mechanisms

To ensure that the **target portfolio's performance** has the potential to generate profitable returns, the performance of the target portfolio will be compared against the performance of a set of pension funds or pooled funds examined by an external performance measurement service.

The performance of the target portfolio should normally be above the median of all the pension funds or pooled funds examined. Should this not be the case consistently (i.e. more than two times out of three), the possibility of modifying the target portfolio will be explored.

Similarly, to ensure that the **performance of each manager** has the potential to generate profitable returns, the performance of each manager will be compared against the performance of a set of pension funds or pooled funds examined by an external performance measurement service with a mandate similar to that of the manager.

The manager's performance should normally be above the median of all the pension funds or pooled funds examined. Should this not be the case consistently (i.e. more than two times out of three), the possibility of replacing the manager will be explored.

Independently of this quantitative analysis of managers' performance, the SBC must periodically determine whether to renew management mandates by examining:

- manager turnover;
- professional and commercial development for managers;
- compliance with investment constraints;
- fulfilment of the responsibilities defined in this policy; and
- the need to diversify available resources by adding new managers.

CHAPTER 13 - DIRECTED COMMISSIONS

When a manager is party to a directed commission agreement with one or more brokerage firms, such commissions must be used in the best interests of plan participants and beneficiaries. In this respect, they may be used to pay for certain goods and services, including:

- specialized, independent research linked to investment decision-making; and

- databases or software, insofar as they are designed to support investment decisions.

Notwithstanding the foregoing, managers who use pooled funds to manage the Steelworkers Diversified Funds and who have directed commission agreements with one or more brokerage firms will be required to provide, on an annual basis, their policy on directed commissions and the services paid for with said commissions.

Directed commission agreements will be required to comply with the CFA Institute's rules of ethics and professional conduct (i.e. the CFA Institute Soft Dollar Standards). A manager who is unable to confirm compliance with these rules of conduct must notify the SBC in writing.

CHAPTER 14 - PERIODIC REVIEW

The SBC reviews the investment policy whenever a change becomes necessary. At least once a year, it is confirmed or modified depending on the circumstances. Any changes to the investment policy are promptly communicated to the managers in advance.

Managers are required to notify the SBC in writing as soon as possible of any provisions of this investment policy that they deem inappropriate or unnecessarily restrictive for their performance expectations or responsibilities. They do the same in the event of any significant change in their organization and, in particular, in their personnel, philosophy or management style. Lastly, managers are required to notify the SBC in writing of any changes to the investment policies of their pooled funds used to manage the Steelworkers Diversified Funds, prior to implementation of such changes.

APPENDIX I

- RETURN AND RISK ASSUMPTIONS

APPENDIX I- RETURN AND RISK ASSUMPTIONS

Table I shows the estimated parameters used to calculate the expected return and risk for the target portfolios of the Steelworkers Diversified Funds.

The results in Appendix II would have been different if other estimated parameters had been used. Sensitivity analyses have been carried out with other scenarios. In general, the relationship between the different optimal portfolios was not significantly altered by assuming these alternative scenarios.

TABLE I. Performance, volatility and correlation assumptions

Asset class assumptions over a 30-year horizon		
	Nominal return	Standard deviation
Universe bonds	2.50%	5.8%
Mortgages	3.9%	3.5%
Canadian equities	6.6%	20.4%
Global equities	6.4%	18.3%
All-country equities	6.4%	18.3%
Global real estate	6.2%	12.6%
Global infrastructure	7.0%	12.6%

Correlation matrix							
	Universe bonds	Mortgages	Canadian equities	Global equities	All-country equities	Global real estate	Global infrastructure
Universe bonds	1.0	0.6	0.2	0.1	0.1	0.0	0.1
Mortgages		1.0	0.2	0.0	0.0	0.1	0.1
Canadian equities			1.0	0.6	0.6	0.3	0.5
Global equities				1.0	1.0	0.3	0.6
All-country equities					1.0	0.3	0.6
Global real estate						1.0	0.2
Global infrastructure							1.0

Efficient frontier constraints	
	Constraint
Universe bonds	Between 10% and 40%
Mortgages	Between 10% and 20%
Canadian equities	Between 10% and 40%
Global and all-country equities	Between 10% and 40%
Global real estate	Between 0% and 12.5%
Global infrastructure	Between 0% and 12.5%

APPENDIX II

- EFFICIENT PORTFOLIOS

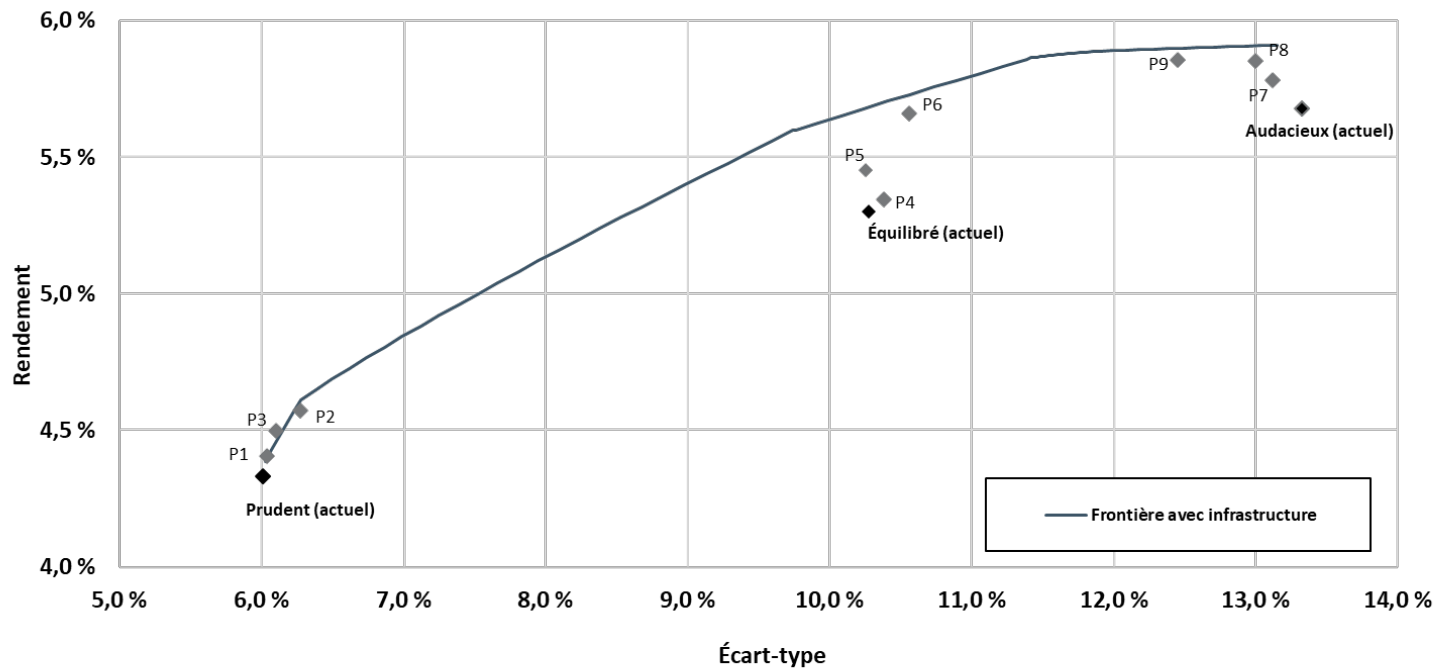
Selection of efficient portfolios based on expected returns and risk

	P1	P2	P3	P4	P5	P6	P7	P8	P9	**Diversified Conservative Fund**	**Diversified Balanced Fund**	**Diversified Aggressive Fund**
Universe bonds	40%	37.5%	37.5%	22.5%	20%	15%	10%	10%	10%	37.5%	15%	10%
Mortgages	20%	17.5%	20%	10%	10%	10%	12.5%	10%	10%	17.5%	10%	10%
Canadian equities	10%	10%	10%	20%	20%	22.5%	35%	35%	32.5%	10%	22.5%	35%
Global equities	5%	5%	5%	21%	19%	18.5%	27.5%	26%	25%	5%	18.5%	26%
All-country equities	5%	10%	5%	11.5%	11%	9%	10%	9%	7.5%	10%	9%	9%
Global real estate	10%	12.5%	12.5%	7.5%	10%	12.5%	2.5%	5%	7.5%	12.5%	12.5%	5%
Global infrastructure	10%	12.5%	10%	7.5%	10%	12.5%	2.5%	5%	7.5%	12.5%	12.5%	5%
Expected return	4.82%	4.99%	4.92%	5.87%	5.97%	6.20%	6.34%	6.40%	6.40%	4.99%	6.20%	6.40%
Standard deviation	6.03%	6.27%	6.10%	10.38%	10.26%	10.56%	13.12%	13.00%	12.45%	6.27%	10.56%	13.00%
Return/standard deviation ratio	0.80	0.80	0.81	0.57	0.58	0.59	0.48	0.49	0.51	0.80	0.59	0.49
VaR 5%	-4.4%	-4.6%	-4.4%	-9.2%	-9.0%	-9.2%	-12.5%	-12.2%	-11.5%	-4.6%	-9.2%	-12.2%
Prob < 0%	21.2%	21.3%	21.0%	28.6%	28.0%	27.9%	31.5%	31.1%	30.4%	21.3%	27.9%	31.1%

Value at Risk (VaR) measures the maximum loss potential of the target portfolio (in %) with a probability of X%. For example, the Balanced Fund's VaR (5%) of 10.06% represents the portfolio's maximum potential loss with a 5% probability.

In other words, there is 95% certainty that the maximum loss potential of this portfolio is 10.06%.

Probabilities are calculated based on a distribution according to a normal law.

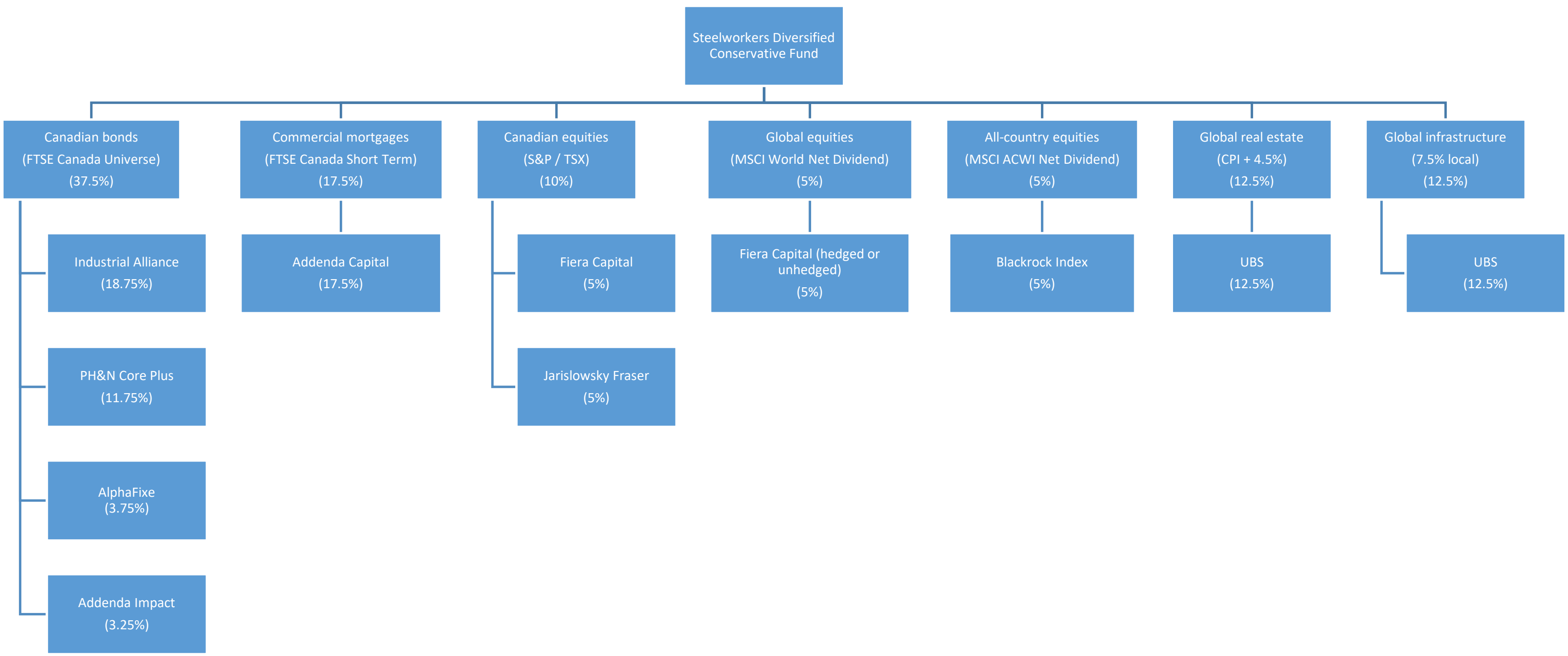

6,0 %
5,5 %
5,0 %
4,5 %
4,0 %
Rendement
5,0 %
6,0 %
7,0 %
8,0 %
9,0 %
10,0 %
11,0 %
12,0 %
13,0 %
14,0 %
Écart-type
P1
P2
P3
P4
P5
P6
P7
P8
P9
Prudent (actuel)
Équilibré (actuel)
Audacieux (actuel)
Frontière avec infrastructure

APPENDIX III

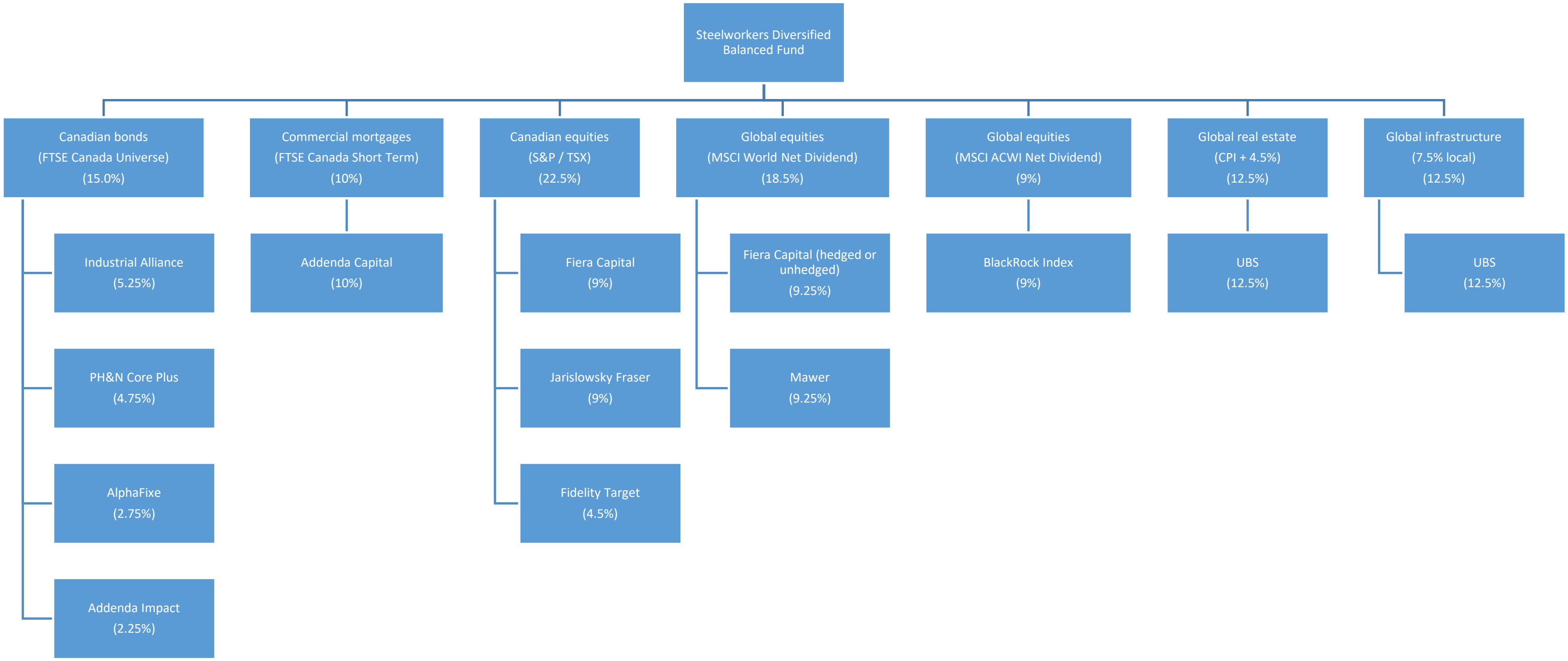
- MANAGEMENT STRUCTURE

APPENDIX III - MANAGEMENT STRUCTURE

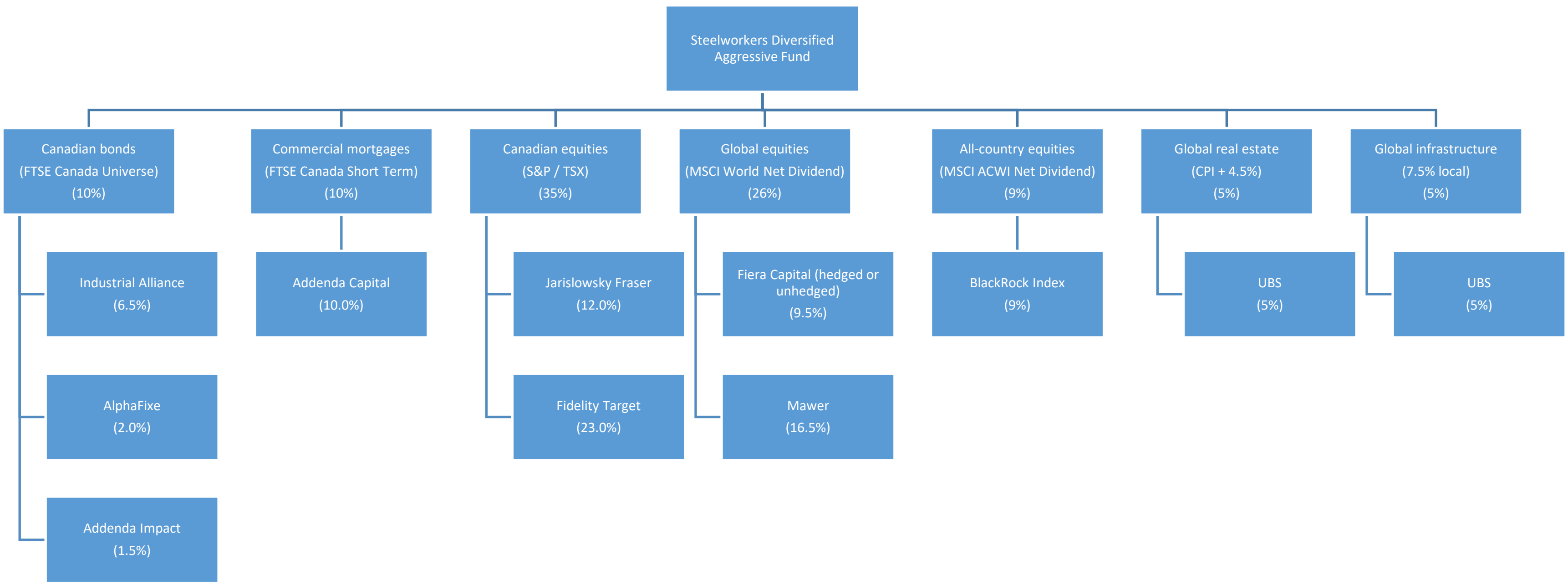
Management Structure of the Steelworkers Diversified Conservative Fund



Management Structure of the Steelworkers Diversified Balanced Fund



Management Structure of the Steelworkers Diversified Aggressive Fund



APPENDIX IV

INVESTMENT POLICIES OF MANAGERS' POOLED FUNDS

FU020 - Bond (iA)

Investment Policy Statement

Date: September 14, 2017

1. Investment objectives

Aims to maximize the returns from interest income and capital appreciation through a diversified portfolio primarily invested in quality bond securities from Canadian governments and corporations.

2. Investment strategy

The Bond Fund is primarily invested in bonds, coupons and other high-quality debt securities from the private sector, the federal and provincial governments. The selection of securities is mostly based on forecasting the evolution of interest rates on the market.

3. Performance objective

The Fund seeks to obtain, over a rolling four-year periods and before deduction of management fees, an average annual compound return 50 bps (basis points) higher than that of the reference portfolio, and an average annual compound return higher than the median of a representative sample of similar funds offered in Canada.

4. Asset mix guidelines and reference portfolio

Asset Class	Minimum	Reference index Portfolio	Maximum	Reference index
Short-term securities	0%	0%	20%	FTSE TMX 91-day Canadian Treasury bills
Fixed income securities	80%	100%	100%	FTSE TMX Canada Bond Universe

5. Eligible investments

- Short-term securities: Cash, demand deposits, Treasury bills, short-term notes, promissory notes, bankers' acceptances, term deposits, commercial papers, bearer notes;

- Fixed income securities and debt securities from: Federal, provincial and municipal governments (including securities guaranteed by them), school boards, hospitals, colleges, universities and other subsidized corporations, corporations. Also, government issued zero coupon bonds, stripped coupons from government-issued bonds, mortgage-backed securities, mortgages, bank loans, preferred shares;

- Investments in other funds: The Fund can invest in underlying funds and/or ETFs (without use of leverage). When investing in underlying funds or ETFs, the securities will be considered for the application of the investment restriction and guideline (considered on a look through basis);

- The Fund may invest in derivatives, such as, but not limited to, options, futures, forwards, swaps, stock index options and structured notes.

6. Investment restrictions

- Short-term securities: The minimum credit rating for the purchase of money market securities is R-1 low per the S&P rating agency or any equivalent rating established by another recognized bond rating agency;

- A minimum of 95% of the fixed income investments must be of equal or superior quality to the BBB low rating from Standard & Poor's or the equivalent;

- Fixed income investments with a BB strong rating or less from Standard & Poor's or the equivalent combined to preferred shares may not represent more than 5% of the Fund's assets;

- No corporate issuer may represent over 10% of the Fund's assets;

- The Fund may invest in Canadian mortgages for a maximum of 5% of the Fund's assets and each mortgage can not individually account for more than 75% of the fair market value of the underlying properties;

- No security held by the Fund may represent more than 10% of a category of financial instrument issued by a corporate issuer;

- The average duration of the portfolio must range between 50% and 150% of the duration of the FTSE TMX Universe bond index;

- A maximum of 10% of the Fund's assets may be invested in placements from a private issuer and no private issue may represent more than 2% of the Fund's assets;

- If, through a restructuring, market event or credit event occurring after its purchase date, the terms of a fixed income or short-term security fall outside the investment limits of the current investment policy, the portfolio manager is authorized to keep such security in the portfolio.

Mandate Profile:
PH&N Core Plus Bond Fund

PHILLIPS, HAGER & NORTH
Investment Management®

Fund type	Canadian fixed income
Date of inception	Series O - June 30, 2013
Manager & principal portfolio adviser	Phillips, Hager & North Investment Management
Benchmark	FTSE TMX Canada Universe Bond Index
Investment objectives	The fund seeks to provide relatively high yields and stability of capital by investing primarily in a diversified portfolio of fixed income securities issued by Canadian governments and corporations and similar securities outside of Canada. The fund targets to outperform the performance benchmark by 125 basis points over a market cycle.
Strategies & approach	To achieve its investment objective, the fund will utilize "core" fixed income instruments found in the FTSE TMX Canada Universe Bond Index, as well as contain a significant allocation to non-benchmark securities, including mortgages, international and high yield bonds.

Asset mix policy

Target ranges:

Cash and equivalents	0%	-	25%
Fixed income investments	75%	-	100%

Investment guidelines

The fund complies with investment restrictions set out in the federal *Pension Benefit Standards Act*, for registered Canadian pension plans.

Permissible investments

- Canadian, U.S. and foreign government and corporate fixed income securities;
- Asset-backed securities
- Infrastructure debt
- First mortgages
- Derivatives, such as, but not limited to, swaps, options, credit-linked notes, futures, and forwards
- Convertible bonds, loans

		Maximum
Sector concentration	Canadian Federal and Provincial Government Debt	100%
	Cash	25%
	Investment Grade Corporates	80%
	Mortgages	20%
	High Yield Corporate Bonds	20%
	Emerging Market Debt	20%
	Convertible Bonds and Bonds with Warrants	5%
	Common Equity, Preferred Shares, REITs and Income Trusts	5%
	Non-Canadian securities	30%
	Non-hedged currency exposure	15%
Single-issuer limits	Government of Canada	100%
	Provincials	40%
	U.S. Treasuries	10%
	Foreign Sovereigns (non-U.S.)/Agencies/Supranationals	
	▪ AA- and above	10%
	▪ A+ and below follow corporate credit maximums	
	Municipals and Corporates	
	▪ BBB- and above	5%
	▪ B- to BB+	2%
	▪ CCC+ and below	1%
	Guaranteed Mortgages	2%
	Conventional Mortgages	1%

Investment guidelines continued

	Credit quality	BBB and above	100%
		BB+ and below	25%
		CCC+ and below	5%
		**Unrated*	*5%*
		Ratings are determined by reference to a recognized agency, if available, and determined internally for securities that are not rated by a recognized agency. Ratings apply at the time of purchase.	
	Interest rates	FTSE TMX Canada Universe Bond Index +/- 2 year duration.	
Key risks		The principal risks are associated with interest rate, credit, liquidity, currency and foreign markets. The fund is suitable for investors with moderate tolerance for risk. Please see the fund's offering document for details.	
Currency hedging		The fund will take on foreign exchange exposure through investments in international bonds, as a portfolio risk management tool or tactical lever where appropriate. The fund's maximum non-hedged currency exposure is 15%.	
Securities lending		The fund may enter into securities-lending, repurchase and reverse-repurchase transactions to generate additional income and/or as a short-term cash-management tool.	
Derivatives		Derivatives counterparty credit risk: counterparties must maintain a minimum "A" rating. In the case of underlying BlueBay Funds, the same minimum rating applies, unless otherwise agreed to in writing by RBC GAM. The fund may use derivatives, such as, but not limited to, swaps, options, credit-linked notes, futures, and forwards for: ▪ hedging purposes, including to protect against fluctuations in the value of foreign currency relative to the Canadian dollar, and to offset exposures to interest rates; and ▪ non-hedging purposes, including as a substitute for direct investment	
Distributions		A distribution of net income is made in March, June and September. The remaining net income and net realized capital gains are distributed in December. We automatically reinvest all distributions in additional units of the fund unless explicitly instructed to distribute in cash.	
Custodian & Trustee		RBC Investor Services Trust	

**Changes to asset mix effective August 1, 2016*

Disclosures

The full name of this fund is "Phillips, Hager & North Core Plus Bond Fund".

This document is confidential and has been provided by Phillips, Hager & North Investment Management (PH&N IM) for information purposes only and may not be reproduced, distributed or published without the written consent of PH&N IM. It is not intended to provide professional advice and should not be relied upon in that regard.

PH&N IM takes reasonable steps to provide up-to-date, accurate and reliable information, and believes the information to be so when printed. Information obtained from third parties is believed to be reliable, but no representation or warranty, express or implied, is made by PH&N IM, its affiliates or any other person as to its accuracy, completeness or correctness. We assume no responsibility for any errors or omissions. This information is not intended to be an offer or solicitation to buy or sell securities or to participate in or subscribe for any service.

No securities are being offered, except pursuant and subject to the respective offering documents and subscription materials, which may be provided to qualified investors only, and not to any other category of investor. This document is for general information only and is not, nor does it purport to be, a complete description of an investment in any Phillips, Hager & North (PH&N) investment funds. If there is an inconsistency between this document and the respective offering documents, the provisions of the respective offering documents shall prevail.

Commissions, trailing commissions, management fees and expenses all may be associated with mutual fund investments. Please read the fund's offering memorandum before investing. Mutual funds are not covered by the Canada Deposit Insurance Corporation or by any other government deposit insurer. The unit values of non-money market funds change frequently. For money market funds, there can be no assurances that the fund will be able to maintain its net asset value per unit at a constant amount or that the full amount of your investment in the fund will be returned to you. Past performance may not be repeated.

Investment objectives may only be changed as permitted under the Master Trust Agreement for the fund. Investment guidelines and strategies of the fund must always be consistent with the fund's investment objectives and may be adjusted over time without prior notice.

Phillips Hager & North Investment Management is a division of RBC Global Asset Management Inc. (RBC GAM Inc.), an indirect, wholly-owned subsidiary of Royal Bank of Canada. RBC GAM Inc. is the manager and principal portfolio adviser of the Phillips, Hager & North investment funds.

®/TM Trademark(s) of Royal Bank of Canada. Used under licence.

© RBC Global Asset Management Inc., 2016. Publication date: May 25, 2016. IC1606297

RBC Global Asset Management

ADDENDA
CAPITAL

Investment Policy

Addenda Impact Fixed Income Pooled Fund

CREATED: DECEMBER 2017
AMENDED: OCTOBER 2023

1. Généralité

La présente politique de placement s'applique aux actifs investis dans le Fonds commun Addenda revenu fixe — Investissement d'impact (le « Fonds ») et a pour objet de formuler un ensemble de règles auxquelles est soumis Addenda Capital inc. (le « Gestionnaire ») sous réserve des dispositions de la convention de fiducie principale concernant certains fonds communs Addenda intervenue le 20 novembre 2009 entre Compagnie Trust CIBC Mellon et Addenda Capital inc., ainsi que de la vingt-septième convention de fiducie supplémentaire intervenue le 15 décembre 2017 et visant à constituer le Fonds, tel qu'amendé de temps à autre.

2. Objectif de placement

L'objectif du Fonds est de générer des revenus et une croissance du capital à long terme en investissant dans un portefeuille diversifié composé principalement de titres à revenu fixe canadiens et d'actifs connexes qui sont associés à un impact social et/ou environnemental positif. Notre approche comprend sur l'identification d'occasions de placement susceptibles de générer des rendements attrayants ainsi que des bienfaits environnementaux et/ou sociaux qui sont durables et quantifiables.

3. Indice de référence

L'indice de référence se définit comme suit :

- Indice des obligations universelles FTSE Canada

4. Objectif du gestionnaire

L'objectif du Gestionnaire est d'investir dans des titres qui bénéficient à la société et qui offrent des rendements similaires à ceux du marché. Le Gestionnaire s'efforcera d'utiliser une approche multi-stratégique tout en demeurant conscient des caractéristiques de risque qui s'appliquent à l'Indice de référence.

5. Placements autorisés

5.1 Les placements autorisés du Fonds sont les suivants, avec une majorité de placements axés sur l'investissement d'impact :

5.1 Cash and money market securities (T-bills, bankers' acceptances, commercial paper, asset-backed securities, and short-term notes) maturing in less than one year, denominated in Canadian dollars.

5.2 Bonds, debentures, notes, coupons, residuals, floating rate notes and real return bonds, issued or guaranteed by the Government of Canada, its agencies and Crown corporations, by any province of Canada, its agencies and Crown corporations, by any Canadian municipality, by a supranational body or by foreign governments.

5.3 Bonds, debentures, notes, trusts or other securities, whether guaranteed or not, of any Canadian or foreign corporation.

5.4 Private placements.

Private placements are security investments made directly with the target organization without the benefit of prospectus or a registered offering memorandum. In most cases, they are illiquid investments with only a limited number of investors, where the terms of the investment are negotiated between the investor and the issuer. The target investment can be fixed income, equity, preferred shares, derivatives or alternative investments and it can come in the form of direct investment, a pooled fund, a limited partnership, etc.

5.5 Preferred shares of Canadian or U.S. companies, denominated in Canadian dollars or U.S. dollars.

5.6 Equity securities, negotiated on a recognized exchange in Canada or the United States, denominated in Canadian dollars or U.S. dollars.

5.7 Canadian commercial mortgages secured by real property.

5.8 Real estate acquired through the exercise of our rights as a mortgagee.

5.9 Loans.

5.10 Forward contracts, repurchase agreements and reverse repurchase agreements, and options including Credit Default Swaps and options, may be used to achieve the Fund's objectives.

5.11 Addenda pooled funds whose assets are invested in permitted investments described above and whose risk control limits are comparable to the requirements described below.

6. Risk Management

The manager shall have full discretion as to the structure of the strategy and as to the amount invested in any security, subject to the following conditions:

6.1 All investments, with the exception of government related securities, must be associated with a positive environmental and/or social impact[i].

6.2 A maximum of 20% of the total market value of the Fund shall be invested in non-impact securities.

6.3 The maximum weight of debt securities rated below BBB-low, calculated on the Fund's total market value, shall be 20%.

6.4 The maximum weight of unrated debt securities, calculated on the Fund's total market value, shall be 30%.

6.5 The maximum weight of securities denominated in foreign currencies, calculated on the Fund's total market value, shall be 30%.

6.6 Exchange traded funds (ETF) must be associated with a positive environmental and/or social impact.

6.7 With respect to any pooled fund or commingled vehicle that might be included in the Fund, it shall be managed solely in accordance with the terms of its own Investment Policy or Guidelines.

7. Credit Rating

Credit rating means the rating of bonds securities issued by DBRS Morningstar, Standard and Poor's or Moody's. In the event of one or more ratings differing from the others, the majority rating will prevail, or, in the event of all three ratings differing, the median rating shall prevail. In the event that there are only two ratings available, the more conservative rating will prevail. For money market securities, credit rating means the rating issued by DBRS Morningstar or a recognized rating agency. For preferred shares, credit rating means any of the rating(s) issued by DBRS or Standard and Poor's. In the event that the two ratings differ, the more conservative rating will prevail.

7.1 Money market instruments must have a minimum credit rating of R1-low, at the time of purchase.

7.2 In the event of a downgrade of a security held by Fund causing a compliance breach, the manager will advise the Fund's unitholders and shall specify the action that will be taken in the best interest of the Fund and the unitholders.

8. Derivatives

8.1 All derivatives shall be initiated with a Canadian or U.S. bank rated at least A-low by S&P or Moody's at the time of the initial transaction, or their broker dealer affiliate, or negotiated on a recognized exchange. Should the credit rating of a Canadian or U. S. bank that is a counterparty of the Fund, directly or through a broker-dealer affiliate, be downgraded below A-low, the manager will advise the Fund's unitholders and shall specify the action that will be taken in such circumstances.

8.2 Derivative products on interest rates may be used as long as they are not used for speculative purposes. Although individual financial derivative instruments may be inherently leveraged, the main purpose of the Manager in using financial derivative instruments is the reduction or management of risk and the management of duration.

9. Securities Lending

The Fund may carry out securities lending operations or arrange to have them carried out. Such transactions shall be carried out only when they are likely to generate an additional return for the Fund.

[i] Refer to Addenda's Impact Fixed Income Guidelines for information on Addenda's impact criteria and processes.

ADDENDA
CAPITAL

Investment Policy

Addenda Commercial Mortgages Pooled Fund

CREATED: OCTOBER 2012
AMENDED: OCTOBER 2023

1. General

This investment policy applies to assets invested in the Addenda Commercial Mortgages Pooled Fund (the "Fund") and is designed to provide a set of rules under which Addenda Capital Inc. (the "Manager") shall operate.

2. Investment Objective

The Fund's objective is to maximize income while investing in a diversified portfolio of quality first mortgages secured by real property in Canada.

The Fund's Investment process is based on rigorous underwriting and continuous attention to loan administration throughout the investment cycle. The fundamental investment analysis is enhanced by incorporating environmental, social and governance (ESG) considerations that could have an impact on loan performance.

3. Reference Index

The reference index shall be defined as follows:

- FTSE Canada Short Term Overall Bond Index

4. Performance Objective

The manager's objective is to obtain, over rolling four-year periods, an annualized return which is 1.00% higher than that of the benchmark index, after deducting trustee fees and other expenses related to the administration of the Fund as deducted from the Fund, but before management fees.

5. Permitted Investments

The Fund may be invested in the following:

5.1 Cash and money market securities (T-bills, bankers' acceptances, commercial paper, asset-backed securities, and short-term notes) maturing in less than one year, denominated in Canadian dollars.

5.2 Bonds, debentures, notes, coupons, residuals, floating rate notes and real return bonds, issued or guaranteed by the Government of Canada, its agencies and Crown corporations, by any province of Canada, its agencies and Crown corporations, by any Canadian municipality, by a supranational body, denominated in Canadian dollars.

5.3 Bonds, debentures, notes, trusts or other securities, whether guaranteed or not, of any Canadian or foreign corporation, denominated in Canadian dollars.

5.4 Canadian commercial mortgages secured by real property.

5.5 Commercial Loans that derive their economic value from real property.

5.6 Mortgages on hotels shall not be permitted.

5.7 Real estate acquired through the exercise of our rights as a mortgagee.

5.8 Addenda pooled funds whose assets are invested in permitted investments described above and whose risk control limits are comparable to the requirements described below.

6. Risk Management

The manager shall have full discretion as to the structure of the Fund and as to the amount invested in any security, subject to the following conditions:

6.1 A minimum of 80% of the total market value of the Fund shall be invested in commercial mortgages.

6.2 A maximum of 20% of the total market value of the Fund shall be invested in cash, money market and bonds.

6.3 A maximum of 5% of the total market value of the Fund shall be invested in commercial loans.

6.4 The maximum weight of corporate securities rated BBB, calculated on the Fund's total market value, shall be 10%.

6.5 The Fund's maximum holding, at the time of purchase, in securities of a given issuer, or borrowers group, shall not exceed 10%, calculated on the Fund's total market value.

The limits do not apply to securities issued or guaranteed by the Government of Canada, its agencies and Crown corporations, by a supranational body, by any province of Canada, its agencies and Crown corporations, by foreign governments and any Addenda pooled funds.

6.6 Conventional mortgages will be limited to 75% of the appraisal value of the property at the time of issuance.

6.7 All appraisals relied on by the Manager shall be rendered by an independent appraiser. As part of the Manager's assessment of each new property, the Manager shall require at least a Phase I Environmental Report.

6.8 The loan amortization period of any mortgage will not exceed 35 years.

6.9 A maximum of 10% of the total market value shall be invested in mortgages with a term to maturity greater than 10 years.

6.10 A maximum of 20% of the total market value shall be invested in construction and land mortgages.

6.11 The mortgages will be denominated in Canadian dollars.

6.12 The Fund will invest in first mortgages secured by real property in Canada.

6.13 Diversification:

Regional Diversification	Book Value Allocations Maximum (%)
Ontario	60
British Columbia	40
Quebec	40
Prairies	35
Atlantic	20
Territories	10

Property Type Diversification	Book Value Allocations Maximum (%)
Residential	50
Office	30
Retail	30
Industrial	40
Other	20

6.14 With respect to any pooled fund or commingled vehicle that might be included in the Fund, it shall be managed solely in accordance with the terms of its own Investment Policy or Guidelines.

7. Credit Rating

Credit rating means the rating of bonds securities issued by DBRS Morningstar, Standard and Poor's or Moody's. In the event of one or more ratings differing from the others, the majority rating will prevail, or, in the event of all three ratings differing, the median rating shall prevail. In the event that there are only two ratings available, the more conservative rating will prevail. For money market securities, credit rating means the rating issued by DBRS Morningstar or a recognized rating agency.

7.1 Money market instruments must have a minimum credit rating of R1-low, at the time of purchase.

7.2 Bonds instruments must have a minimum credit rating of BBB-low, at the time of purchase.

7.3 In the event of a downgrade of a security held by Fund causing a compliance breach, the manager will advise the Fund's unitholders and shall specify the action that will be taken in the best interest of the Fund and the unitholders.

8. Derivatives

Not permitted

9. Securities Lending

The Fund may carry out securities lending operations or arrange to have them carried out. Such transactions shall be carried out only when they are likely to generate an additional return for the Fund.

THE JF POOLED FUNDS
INVESTMENT POLICY GUIDELINES

For Canadian Resident clients of Jarislowsky, Fraser Limited

The firm's Investment Strategy Committee (ISC) meets at least weekly to evaluate the market, existing security selections in the Funds and prospective new additions to the Funds. The Funds invest in various industries where the Committee sees growth and reasonable valuations. The Funds also tend to avoid highly cyclical industries. If at any time an investment or group of investments within the Funds does not conform with the limitations set out below, the ISC will exercise its best judgment as to the action required to correct the situation. If it appears that the situation will be corrected within a short period, possibly through deployment of new contributions to the Fund, it may elect not to liquidate the non-conforming investments. Under normal circumstances, the liquidity reserve of each Fund will be between 0% and 10% of the Fund's market value. All Funds may include investment in the JF Money Market Funds. All income and capital gains are distributed in the form of additional units of each Fund.

SECURITIES LENDING:

Jarislowsky Fraser Pooled Funds' Trust Agreements permit securities lending for the benefit of the Funds.

11 AM CUT OFF TIME:

No subscriptions or redemptions will be accepted for same-day processing if received after 11AM EST.

REDEMPTIONS:

In order to protect the value of each Fund, reasonable notice is required in the event an investor wishes to make a material withdrawal. As Manager of the Funds, Jarislowsky, Fraser Limited must pre-approve all subscription and redemption activity and reserves the right to deny frequent traders. In-kind transfers may be arranged, subject to Manager approval.

JF CANADIAN EQUITY FUND

Daily Valuation

- The S&P/TSX Composite Index serves as the benchmark for the Fund.
- Securities of the Fund will be categorized as follows with the holdings limited to the ranges set forth:

		Minimum	Maximum
Group I	- High Quality Growth	50%	100% at market
Group II	- Cyclical	0%	35% at market
Group III	- Junior Growth	0%	15% at market

- Maximum sector weight of the Fund as defined by the Global Industry Classification Standard (GICS®) is the greater of 30% or Index sector weight plus 20%.
- Maximum 10% of the total market value of the Fund will be invested in the securities of any single issuer.
- The Fund may invest up to 20% in non-Canadian North American equities.
- The Fund may invest in the JF Special Equity Fund, up to a maximum of 10%.
- Quarterly distribution.

JF SPECIAL EQUITY FUND

Daily Valuation

- The minimum market capitalization of a holding will be $100 million at the time of purchase.
- Securities purchased will be publicly traded.
- No single client may hold more than 10% of the Fund.
- Annual distribution.

INVESTMENT MANDATE

FIDELITY CANADIAN FOCUSED EQUITY INSTITUTIONAL TRUST

I. INVESTMENT OBJECTIVE

The Trust's investment objective is to seek long-term capital appreciation by investing in a diversified portfolio of Canadian equities.

II. INVESTMENT GUIDELINES

The Manager will follow an active management style based on bottom-up fundamental research and security selection. The primary emphasis will be on providing excess return relative to the S&P/TSX Capped Composite Index (the "Index") through individual stock selection.

The Manager may invest across all market capitalizations (small-, mid- and large-cap issuers).

The Manager may invest in all types of equity securities including, without limitation, common, preferred and other capital stock, rights, REITs, debt securities that are convertible into equity securities and depository receipts for these securities.

The Manager may also invest in money market securities for funds awaiting reinvestment.

The Trust may engage in reverse repurchase transactions for the purpose of earning interest on cash balances. In a reverse repurchase transaction, the Trust buys a security at one price from a party and agrees to sell the same security back to the same party at a higher price at a specific future date. The other party in a reverse repurchase transaction is required to deposit collateral of not less than 102% of the market value of the purchase price paid by the Trust. The value of the collateral is checked and reset according to the term of the repurchase agreement.

The Investment Manager may also buy and sell futures contracts, index options, and other index-linked derivatives in order to maintain a fully invested position while at the same time accommodating liquidity requirements. When required, the Investment Manager may also invest in Canadian treasury bills to be deposited as collateral for the derivatives.

The Investment Manager may also buy and sell exchange-traded funds in order to maintain a fully invested position while at the same time accommodating liquidity requirements.

III. INVESTMENT RESTRICTIONS

The Trust will comply with the investment restrictions applicable under Canadian pension law.

The Trust will be managed to ensure that units of the Trust will be Canadian content for registered plans under the Income Tax Act (Canada).

The Trust will invest only in securities of Canadian issuers.

The Trust will not engage in securities lending or repurchase transactions (excluding reverse repurchase transactions).

Except during the initial investment phase of the Trust and during the liquidation of the Trust, the Investment Manager will comply with the following investment restrictions, which apply at the time of purchase of the securities.

The purchase of securities of any issuer will be limited so that no more than 10% of the Trust's net assets, measured at market value, is invested in the securities of such issuer.

The purchase of securities of any issuer will be limited so that the Trust will not hold 10% or more of any class of securities of such issuer.

Except during the initial investment phase of the Trust and during the liquidation of the Trust, the Investment Manager will also comply with the following investment restrictions[1], which apply on an ongoing basis.

Investments in any one of GIC sector, as categorized by Standard and Poor's, will be limited to ± 7.5 percentage points from the GIC sector weights in the Index.

The Trust will invest in forty (40) to eighty (80) companies.

Investments in a security of an issuer that is a constituent of the Index will be no greater than +5 percentage points and no less than -5 percentage points compared to the security's weight in the Index (e.g. if a security is 4% of value of the Index, the Trust will invest up to 9% of its net assets in the security).

No more than 5% of the Trust's net assets, measured at market value, will be cash, other than on a short-term basis to facilitate settlement of transactions or to accommodate portfolio rebalancing.

[1] In the event of a breach of one of these restrictions due to adverse market conditions, the Investment Manager will use its best efforts to modify the Trust's investments so that it complies with those restrictions within 30 days.

1. INVESTMENT AND PERFORMANCE OBJECTIVES

1.1 Fundamental Investment Objective

The fundamental investment objective of the Fund is to provide total long term returns through both capital appreciation and distribution of income. To attain this objective, the Fund will invest mainly in Canadian common stocks and other Canadian equity securities.

1.2 Performance Objective

The Fund seeks to generate a total return of 1.5% higher than the S&P/TSX Composite Index over four-year moving periods.

1.3 Target Allocation

The target allocation of the portfolio is as follows:

Asset Class	Minimum	Target	Maximum	Reference Index
Cash and Money Market	0%	0%	10%	–
Canadian equities	90%	100%	100%	S&P/TSX Composite Index

2. AUTHORIZED INVESTMENTS

Only the investments stated below are permitted, in accordance with the constraints specified for each asset class. All constraints are based on market value unless otherwise specified.

2.1 Cash and Money Market

- Permitted securities: cash, demand deposits, treasury bills, short-term notes, bonds, banker's acceptances and government paper, term deposits, guaranteed investment certificates or other financial instruments issued by chartered banks, insurance companies, trust companies or savings banks, commercial paper, strip coupons and strip bonds, floating rate securities (adjusted at least twice a year).
- The maturity for permitted securities must not exceed one year.
- A maximum of 2% of the value of the Fund shall be invested per issuer, excluding Canadian government issuers and overnight term deposits.

- All corporate securities must have a minimum credit rating of R-1 Low by the S&P rating agency or equivalent.

2.2 Canadian Equities

- Permitted securities: common stocks, subscription rights and warrants, index participation units (as such term is defined by Canadian securities regulatory authorities), instalment receipts, income trust, real estate investment trusts of issuers that are incorporated, established or formed under Canadian federal, provincial, or territorial legislation and are listed, or in the case of rights and warrants, the underlying securities are listed, on a Canadian stock exchange recognized by Canadian securities regulatory authorities.

- The Fund's equity portfolio must include at least twenty-five (25) securities.

- The Fund shall be invested in at least 6 sectors of the Reference Index, as defined by the Global Industry Classification Standard (GICS).A maximum of 10% of the value of the Fund may be invested per issuer.Issuers with market capitalization of less than the weighted average market cap of the S&P/TSX SmallCap Index shall not account for more than 15% of the value of the Fund.

- A maximum of 10% of the value of the Fund may be invested in securities outside the Reference Index.

- A maximum of 10% of the value of the Fund may be invested in Index Participation Units.

2.3 Pooled Investment Vehicles

- The Fund may invest in, or enter into derivative transactions for which underlying interest is based on, securities of pooled investment vehicles such as mutual funds or pooled funds (open-end or closed-end).

- The Fund has not dedicated any fixed percentage of its assets to investing in pooled investment vehicles. Instead, these investments will be made at the Fund manager's discretion from time to time and could range from none to a maximum of 10% of the value of the Fund at any point of time.

- The Fund will invest in pooled investment vehicles only when it is consistent with the fundamental investment objective stated in section 1.1 above and this Investment Policy. When a decision is made to invest the Fund's assets in pooled investment vehicles, the Fund manager selects the pooled investment vehicles by assessing various criteria including their suitability for the Fund, management style, investment performance, risk and volatility.

3. INVESTMENT RESTRICTIONS

- The Fund shall not borrow or use the assets of the Fund as a loan guarantee. However, the Fund may originate an unexpected short-term overdraft when available cash is insufficient to cover a purchase or Fund redemption.

- Margin purchases and short sales are prohibited.

4. SECURITIES LENDING

The Fund may conclude written securities lending agreements with the Fund's securities custodian. Collateral equal to no less than 102% of the market value of the loaned securities, evaluated on the basis of the daily market price, shall be maintained in liquid securities. This percentage may vary according to the applicable legal or contractual requirements. Income from securities lending is shared between the Fund and its custodian.

5. ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) CONSIDERATIONS

Environmental, social and governance (ESG) factors are integrated into the fundamental investment decision-making process of the Fund. Fiera Capital Corporation ("**Fiera Capital**") is of the view that well-managed companies are generally those that demonstrate high ethical and environmental standards and respect for their employees, for human rights and for the communities in which they do business. These factors are taken into consideration in our fundamental analysis of the investments.

Fiera Capital's Proxy Voting Guidelines document is a key element of its integration of ESG factors in the investment process. Consistent with its proxy voting guidelines, Fiera Capital will exercise its voting rights in order to maintain the highest standard of corporate governance, sustainability of the business and practices of the companies whose shares Fiera Capital holds.

APPROVAL

This amended and restated Investment Policy is hereby approved and effective as of April 11, 2017.

FIERA CAPITAL CORPORATION

Per: ____________________
Name: Sylvain Roy
Title: President and Chief Operating Officer , Canadian division

Per: ____________________
Name: Jean-Philippe Lemay
Title: Chief Investment Officer

1. INVESTMENT SUMMARY

1.1 Investment Objective

The fundamental investment objective of the Fund is to provide total long term returns through both capital appreciation and distribution income. To attain this objective, the Fund will invest mainly in a well-diversified portfolio (the "**Portfolio**") of established companies across world markets.

1.2 Performance Objective

The Fund seeks to generate a total return of 1.75% higher than the Morgan Stanley Capital International ("**MSCI**") World Index, on an annualized basis, cap-weighted, with net dividends reinvested, and measured in Canadian Dollars, over four-year moving periods.

1.3 Sub-Advisor of the Fund

Effective as of, and conditional upon, the consummation of the transaction between Fiera Capital Corporation ("**Fiera Capital**") and PineStone Asset Management Inc. ("**PineStone**") currently expected to occur on or about December 31, 2021, Fiera Capital will appoint PineStone as sub-advisor of the Fund to provide investment advisory and portfolio management services to the Fund in accordance with this Investment Policy.

1.4 Target Allocation

The target allocation of the Portfolio is as follows:

Asset Class	Minimum	Target	Maximum	Reference Index
Cash and money market	0%	0%	10%	–
Global equities	90%	100%	100%	MSCI World Index

2. GUIDELINES

Only the investments stated below are permitted, in accordance with the constraints specified for each asset class. All constraints are based on market value unless otherwise specified.

2.1 Cash and Money Market

- Permitted securities: cash, demand deposits, treasury bills, banker's acceptance, guaranteed investment certificates and government paper.
- The maturity for permitted securities must not exceed one year.
- A maximum of 2% of the value of the Fund shall be invested per issuer excluding, Canadian government issuers, developed market government issuers, and overnight term deposits.
- All corporate securities must have a minimum credit rating of R-1 Low by the DBRS rating agency or equivalent.

2.2 Global Equities

- Permitted securities: Common stocks, subscription rights or warrants, participation units, Income trust, Global Depositary Receipt (GDR), American Depository Receipts (ADR) and other securities with equity characteristics. In the case of rights and warrants, the underlying securities must be listed on recognized stock exchanges.

- A maximum of 10% of the market value of the Fund shall be invested per issuer.

- The Fund shall be invested in at least 6 sectors of the Reference Index, as defined by the Global Industry Classification Standard (GICS).

- The market value invested in each sector is limited to +/-20% of the sector's weight within the MSCI World Index.

- A maximum of 15% of the value of the Fund may be invested in securities from Emerging markets.

3. ADDITIONAL CONSIDERATIONS

The Fund shall not borrow or use the assets of the fund as a loan guarantee. However, the Fund may originate an unexpected short-term overdraft when available cash is insufficient to cover a purchase or Fund redemption. Margin purchases and short sales are prohibited. The following considerations are applied to the entire Fund unless specified otherwise.

3.1 Pooled Investment Vehicles

- The Fund may invest in, or enter into derivative transactions for which the underlying interest is based on, securities of pooled investment vehicles such as mutual funds or pooled funds (open-end or closed-end) managed by Fiera Capital or one of its associates or affiliates (the "**Fiera Funds**").

- The Fund has not dedicated any fixed percentage of its assets to investing in Fiera Funds. Instead, these investments will be made at the Fund manager's discretion from time to time and could range from none to all of the Fund's assets at any point of time.

- The Fund will invest in Fiera Funds only when it is consistent with the investment objective stated in section 1.1 above and this Investment Policy. When a decision is made to invest the Fund's assets in Fiera Funds, the Fund manager selects the Fiera Funds by assessing various criteria including their suitability for the Fund, management style, investment performance, risk and volatility.

3.2 Derivatives Instruments

Futures and forwards are permitted on currencies for hedging or risk management purposes.

3.3 Securities Lending

The Fund may conclude written securities lending agreements with the Fund's securities custodian. Collateral equal to no less than 102% of the market value of the loaned securities, evaluated on the basis of the daily market price, shall be maintained in liquid securities. This percentage may vary according to the applicable legal or contractual requirements. Income from securities lending is shared between the Fund and its custodian.

3.4 Integration of Environmental, Social and Governance (ESG) Criteria

Environmental, social and governance (ESG) factors are integrated into the fundamental investment decision-making process of the Fund. Fiera Capital is of the view that well-managed companies are generally those that demonstrate high ethical and environmental standards and respect for their employees, for human rights and for the communities in which they do business. These factors are taken into consideration in our fundamental analysis of the investments.

Fiera Capital's Proxy Voting Guidelines document is a key element of its integration of ESG factors in the investment process. Consistent with its proxy voting guidelines, Fiera Capital will exercise its voting rights in order to maintain the highest standard of corporate governance, sustainability of the business and practices of the companies whose shares Fiera Capital holds.

APPROVAL

This investment policy is hereby approved and effective as of December 31, 2021.

FIERA CAPITAL CORPORATION

Per: ______________________________
Name: Anik Lanthier
Title: President and Chief Investment Officer, Public Markets

Per: ______________________________
Name: Nicolas Papageorgiou
Title: Global Head of Equity and Liquid Alternatives

MAWER GLOBAL EQUITY FUND
INVESTMENT POLICY STATEMENT

INVESTMENT OBJECTIVES

The investment objective of the Mawer Global Equity Fund (the "Fund") is to invest for above average long-term risk adjusted returns in securities of companies around the world. The Fund will allocate capital to the best global opportunities, which may include both large and small capitalization companies. The amount invested in any one country will vary depending upon the economic, investment and market opportunities in each area. The Fund will be primarily invested in equity-related securities. This is an all-capitalization, global equity fund. Treasury bills or short-term investments, not exceeding three years to maturity, may also be used.

INVESTMENT STRATEGIES

Mawer Investment Management Ltd. (the "Portfolio Manager") seeks to systematically create a broadly diversified portfolio of wealth-creating companies bought at discounts to their intrinsic values. The manager employs a long term investment horizon to allow for investor recognition or corporate growth and to minimize transaction costs.

PERFORMANCE OBJECTIVE AND BENCHMARK

The Fund's return objective is to provide attractive long-term, risk-adjusted returns over a full economic cycle. An appropriate benchmark to measure the Fund against is the MSCI ACWI (Net) Total Return Index ($CDN).

PERMITTED SECURITIES

- Cash
- Cash Equivalents which may include treasury bills, notes, and short-term instruments
- Equity and equity-related securities

The Fund may also invest in or use derivative instruments for purposes consistent with the investment objectives of the Fund, provided it is done so in accordance with and subject to the simplified prospectus of the Mawer Mutual Funds. The Fund will not begin using derivatives until after unitholders have received at least 90 days' written notice.

INVESTMENT CONSTRAINTS

- Treasury bills or short-term investments may not exceed three years to maturity and may not be rated below investment grade as defined by a recognized credit rating agency.
- Maximum 10% of the Fund's market value in a single stock
- Maximum 20% of the Fund's market value in a single Industry as defined by the Global Investment Classification System
- Maximum 20% of the Fund's market value in Emerging Markets as defined by countries within the MSCI Emerging Markets Total Return Index.
- Maximum 75% of the Fund's market value in the United States.
- Maximum of 25% of the Fund's market value in any other county not mentioned above.

MAWER GLOBAL EQUITY FUND
INVESTMENT POLICY STATEMENT

LEGAL CONSTRAINTS

The Fund is required to comply with the standard investment restrictions and investment practices outlined in National Instrument 81-102. Please refer to the Mawer Mutual Funds Simplified Prospectus, Annual Information Form and Fund Facts for more information.

Investments of the Fund must comply with the requirements of the *Pension Benefits Standards Act, 1985 (Canada)*, the *Employment Pension Plans Act (Alberta)* and substantially similar pension standards legislation that may be in force in other Canadian jurisdictions from time to time.

STATEMENT OF RESPONSIBILITIES

The Portfolio Manager(s) shall adhere to the Code of Ethics and Standards of Professional Conduct of the CFA Institute.

BlackRock CDN MSCI ACWI ex-Canada Index Fund Profile

Fund Information	
Effective date of profile	January 1, 2017
BlackRock fund number	299245
Fund inception	September 28, 2007
BlackRock ticker symbol	ACWIEXCAN
Tax status	RI QMFT s. 204.4(2)(d)
Eligible investors	Canadian pension plans or other accredited investors only; no non-residents
Valuation and trading frequency	Daily
Notification deadline	Trade date by 9:30 am eastern time
Settlement date	One Canadian business day after trade date (large redemptions T+3)
Transaction costs	At its sole discretion, BlackRock may allocate actual transaction costs to contributing or redeeming unitholders
Expenses paid by fund	Fund administration and operational expenses; withholding taxes; management fees for investments in underlying investment vehicles
Income distribution frequency	As determined at the discretion of BlackRock from time to time but at least on a semi-annual basis (June and December); reinvested in the fund
Gains distribution frequency	As determined at the discretion of BlackRock from time to time but at least on an annual basis (December); reinvested in the fund
Securities lending	Permitted
Proxy voting	BlackRock votes proxies on behalf of the pooled fund based on what BlackRock believes to be the best economic interests of all pooled fund participants
Minimum contribution	BlackRock reserves the right to implement minimum/maximum contribution amounts

Investment Guidelines	
Investment objective	To track the return and risk profile of the benchmark
Benchmark	MSCI ACWI ex Canada Index (total return, net of withholding taxes)
Expected return versus benchmark	n/a
Expected tracking	+/- 0.50% annualized over four years
Investments	This fund invests in Global equities; this fund may also use any other investments, including exchange traded funds and pooled funds, which when included in the fund help achieve the objective of tracking the return and risk profile of the benchmark. These other investments may be managed by BlackRock
Cash and money market	Small amounts of cash and/or money market securities (generally less than 1% unequitized) may be held for liquidity or pending investment; up to 5% of the fund may be held in equitized cash; money market securities generally include government guaranteed paper, bankers acceptances, bankers deposits, commercial paper, asset-backed securities and floating rate notes
Credit quality for money market	Average of R1-mid or better, with select R1-low issues, or equivalent
Credit quality for bonds	n/a
Currency exposure	Fund is unhedged and is exposed to underlying foreign currency denominated investments
Sector weights	Sector weights are managed within the underlying funds
Security weights	Security weights are managed within the underlying funds
Use of derivatives	Permitted to equitize cash and to replicate securities or strategies that are consistent with the fund's investment objective and return and risk profile
Use of leverage	Not permitted; however, minor leverage may occasionally occur due to equitization of cash

This publication is intended for accredited investors in Canada only. The information and opinions herein are provided for informational purposes only, are subject to change and should not be relied upon as the basis for your investment decisions. The above criteria are based on expectations only and are not a guarantee of future results. Deviations caused by market fluctuations are brought within guidelines as soon as practicable, unless otherwise noted. This document is not and should not be construed as a solicitation or offering of units of any fund or other security in any jurisdiction. No part of this publication may be reproduced in any manner without the prior written permission of BlackRock Asset Management Canada Limited.
©2017 BlackRock Asset Management Canada Limited. All rights reserved. BlackRock is a registered trademark of BlackRock, Inc. Used with permission.

BLACKROCK

MSCI ACWI ex-Canada Index Fund Strategy

Fund Overview

The BlackRock CDN MSCI ACWI ex-Canada Index Fund offers investors exposure to international equities by fully replicating the MSCI ACWI ex Canada Index. This fund is intended for investors seeking higher capital growth over the longer term, seeking diversification through exposure to foreign stocks outside Canada and with a longer investment horizon to offset higher volatility of stocks.

Objective

As with all indexing strategies, the objective of the BlackRock CDN MSCI ACWI ex-Canada Index Fund is to track the performance of its benchmark, the MSCI ACWI ex Canada Index. BlackRock Institutional Trust Company, N.A. (BTC) manages the fund with an objective to deliver a high quality and cost-effective index-based portfolio available to institutional investors.

Portfolio Construction

BlackRock uses an "index" approach to manage this fund. This fund provides broad diversification by investing in over 2,500 of the largest public companies in the US, Europe, Asia, and emerging markets. The advantage of an index approach is that costs are generally lower and over time is expected to outperform the average active fund, net of fees and costs. To closely track the MSCI ACWI ex Canada Index, BlackRock invests in all securities in the index very close to their actual index weights.

To manage the fund effectively, BlackRock's Index Team focuses on three objectives: minimizing transaction costs, minimizing tracking error and minimizing investment and operational risk.

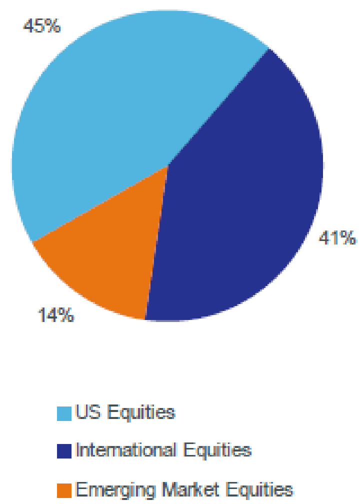
Portfolio Management

Throughout BlackRock, portfolio management is conducted by integrated teams of highly qualified investment professionals. Moreover, we use a combination of technologically advanced investment management systems, along with rigorous investment procedures and safeguards, to ensure that our investment methods are applied consistently to all portfolios. All funds are reviewed on a monthly basis by the Investment Review Committee which is comprised of senior management, investment strategists and portfolio managers.

For More Information

For more information about the BlackRock CDN MSCI ACWI ex-Canada Index Fund strategy or other strategies, call your Account Manager or contact Eric Léveillé, Head of Canadian Institutional Business, at 416-643-4040 or eric.leveille@blackrockl.com

Fund composition



As of 31 March 2011
Source: BlackRock

This publication is intended for accredited investors in Canada only. The information and opinions herein are provided for informational purposes only, are subject to change and should not be relied upon as the basis for your investment decisions. Past performance is not necessarily indicative of future performance. This document is not and should not be construed as a solicitation or offering of units of any fund or other security in any jurisdiction. No part of this publication may be reproduced in any manner without the prior written permission of BlackRock Asset Management Canada Limited.

© 2011 BlackRock Asset

INVESTMENT POLICY
AlphaFixe - Green Bond Fund

The specialized manager will provide fixed income management services destined for, among others, the funding of projects related to greenhouse gas reduction or climate change adaptation. The manager has complete discretion in security selection and portfolio structure, subject to the limitations of this Investment Policy.

The selected investments must meet the green bond selection criteria established by the proprietary **AlphaGreen** validation process. These criteria are based on the "Green Bond Principles" and the "Climate Bonds Initiative" standards.

1. OBJECTIVE

The AlphaFixe – Green Bond Fund offers a direct way to participate in the transition to a low-carbon economy. In addition, AlphaFixe's rigorous risk management process favours capital growth over the medium-term. The value added target is 0.50 % on a 4-year moving average.

2. BENCHMARK INDEX

The benchmark index is the FTSE TMX Canada Universe Bond Index.

3. AUTHORIZED INVESTMENTS

The authorized investments are the following:

a. Debt securities issued by Canadian issuers
b. Debt securities issued by supranational organisations
c. Debt securities issued by foreign government
d. Debt securities issued by foreign companies
e. Bank Loans
f. Pooled funds, including exchange-traded funds, which are invested in the above-mentioned categories.

4. RISK CONTROL

The manager has full discretion regarding the portfolio's structure and the amount invested in a security, subject to the following conditions:

Maximum authorized investment as a % of the portfolio's market value

Asset Class	Maximum
Sovereign investment grade bonds	100 %
Supranational investment grade bonds	50 %
Provincial bonds or those garantied by a Canadian province	75 %
Regional government[1] investment grade bonds	50 %
Corporate bonds	2 times the weight of the index
Bank Loans	8 %

[1] Regional goverments consist of states, municipalities, territories, regions, departments, etc.

4.1. The modified duration of the portfolio may vary between +/- 2.00 years compared to the modified duration of the benchmark index.

4.2. Bonds issued by a regional government should not exceed 10 % of the portfolio's market value.

4.3. The credit rating for unrated Canadian municipal bonds will be one notch below the credit rating of the province in which the municipality is located.

4.4. Securities of one issuer cannot represent more than 5 % of the portfolio's total market value, unless the issuer is guaranteed by a Canadian Government issuer or a foreign government with a credit rating greater than " A ".

4.5. A maximum of 15 % of the portfolio's total market value may be invested in securities that do not meet the environmental standards of AlphaFixe.

4.6. The following issuers are not permitted:

a. Any company operating or engaging in the exploration of proved or probable fossil fuel reserves;

b. All companies involved in tobacco, gambling, weapons, alcohol production, as well as those who use child labor.

4.7. The portfolio manager must ensure a currency hedging representing a minimum of 96 % of the market value of the securities denominated in foreign currency.

4.8. All credit ratings of this Investment Policy are defined as follows :

a. If two agencies rate a security and both ratings are different, the lower rating will take precedence;

b. If three agencies rate a security, the most frequent rating will take precedence, unless the three ratings are different, the median will be used;

c. If four agencies rate a security, the most frequent rating will take precedence, unless two ratings are repeated, than the lowest will be used, or in the rare case where all four ratings are different, the three agency rule will be applied to the three lowest ratings.

4.9. The corporate bonds must respect the following restrictions :

a. A maximum of 5 % of the portfolio can be invested in corporate bonds rated below investment grade;

b. Corporate bonds rated below investment grade and bank loans can't represent more than 10 % of the portfolio;

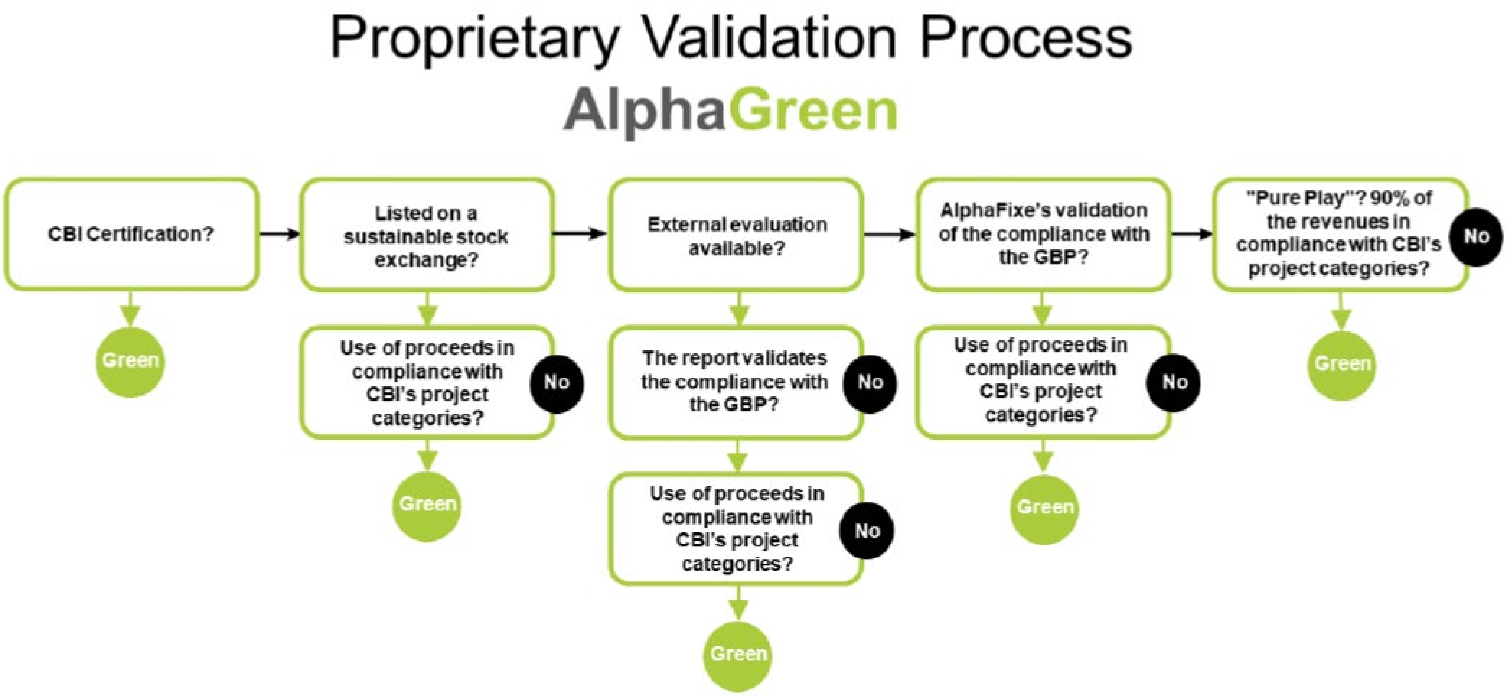
c. A maximum of 2 % of the portfolio can be invested in a single issuer with a credit rating of "BBB" or lower;

d. The weight of "BBB" rated bonds in the portfolio should not exceed their weight in the index + 5 %.

4.10. The use of interest rate and currency derivatives is allowed for risk management purposes.

4.11. The use of pooled funds is permitted only if the underlying assets comply with the intent of this policy in respect to the authorized investment categories. The fund's investment policy will take precedence.

Appendix


Proprietary Validation Process
AlphaGreen
CBI Certification?
Green
Listed on a sustainable stock exchange?
Use of proceeds in compliance with CBI's project categories?
No
Green
External evaluation available?
The report validates the compliance with the GBP?
No
Use of proceeds in compliance with CBI's project categories?
No
Green
AlphaFixe's validation of the compliance with the GBP?
Use of proceeds in compliance with CBI's project categories?
No
Green
"Pure Play"? 90% of the revenues in compliance with CBI's project categories?
No
Green

Investment Policy – UBS FRIM

The Fund	
Investment Objective, Strategies and Restrictions	
Investment Objective	The Fund is dedicated to investing in a portfolio (the "**Portfolio**") of infrastructure funds investing in their own respective portfolio companies in the infrastructure sector ("**Target Funds**") and co-investing with such funds and other funds in which the Portfolio Manager has invested. The investment objective is to build a globally diversified Portfolio of infrastructure investments and create long-term value and significant real investment returns for investors while incorporating the environmental and social risk policy framework of the Portfolio Manager.
Return on Investment Goals	The investment return sought for the Portfolio is to achieve a net return of 7%-8% per annum (calculated in the currency of the underlying investments; CPI + 5.5% in local currency) over rolling 10 year periods from the inception of the Fund; however, there is no guarantee that this goal will be achieved. The Portfolio is expected to provide broad diversification and an attractive yield across the infrastructure sector.
Portfolio Investment Strategy	The focus of the Portfolio is on core and value added infrastructure funds with additional exposure to opportunistic infrastructure funds. The Fund will be subject to the UBS "Environmental and Social Risk Policy Framework" which is committed to supporting renewable energy and clean technology transactions, as such framework may be adapted to the Fund (see "**Permitted Investments**" below). In seeking to achieve the investment objective of the Fund, the Portfolio Manager will build a globally diversified portfolio of infrastructure investments where concentration of the Portfolio as a whole is not focused on any specific economy, country or region and investments are made directly or indirectly in a variety of infrastructure projects as further described below. The Portfolio Manager may deviate from the investment strategies, guidelines and restrictions set out herein after consulting with PBI and the Manager, provided that the Portfolio Manager has determined that the proposed investment that is outside the investment strategy and guidelines is in the best interests of the Fund and has provided a detailed written explanation for the deviation to PBI and the Manager in relation to such determination.
Permitted Investments	In general, the Portfolio Manager will seek investment exposure to and will invest the assets of the Fund in the following types of underlying investments: (a) illiquid asset investments including closed-ended and open-ended infrastructure primary funds and infrastructure secondary funds; and (b) illiquid asset investments in infrastructure co-investments.
Prohibited Investments	In general, the Portfolio Manager will <u>**not**</u> seek investment exposure to or invest the assets of the Fund in the following types of underlying investments: (a) Investments in infrastructure funds with a focus on or significant exposure to social public-private partnership investments in: (i) hospitals; (ii) schools; (iii) prisons;

The Fund	
	(b) Water and waste water investments which negatively impact the environment and society. This may include investments in water distribution which deny the right to clear water through abusive billing beyond the means of the population, investments which emit harmful substances to waters, industrial activity which has a negative impact on waters and investments in water businesses which prevent access of water to a society. (c) Investments in nuclear power generation or new coal-fired power plants except for financing transactions of existing coal-fired power operators who have a transition strategy in place that aligns with a "pathway" under the Paris Agreement, or where the transaction is related to renewable energy. (d) Investments in new lending commitments or capital raises for coal mining companies that are involved in mountain top removal operations, or for artic drilling or other transactions directly related to oil sand assets (open pit or *in situ* operations). (e) Investments in companies or funds, with a focus on or significant exposure to oil and/or gas exploration or production. (f) Infrastructure investments in or with countries, regimes or individuals that are named in the UBS Group sanctions policy. (g) Publicly listed infrastructure funds.

The Fund				
Target Asset Allocation	**Type of Investment**	**Minimum target allocation**	**Maximum target allocation**	**Comment**
	Primary Infrastructure Funds	40%	80%	Diversified over multiple vintage years
	Secondary Infrastructure Funds	0%	40%	Diversified over multiple vintage years
	Closed-ended Infrastructure Funds	40%	80%	Across funds with terms which may be up to 25 years in duration
	Open-ended Infrastructure Funds	0%	40%	Indefinite fund terms
	Co-investments Infrastructure Assets	0%	40%	Across co-investment vehicles with invested fund managers
	Cash and Other.	0%	5%	To accommodate capital contributions in underlying infrastructure funds
Inception Dates For Target Allocations	The ranges for the target asset allocations will be based on commitments and will come into effect once the Portfolio is committed as to 75% of Capital Commitments, which is expected to be within three (3) to four (4) years from the initial closing of the Fund. The Portfolio Manager will consult with PBI and the Manager on any deviations from the above targets for the Fund.			

<table>
<tr><th colspan="2">The Fund</th></tr>
<tr><td>Portfolio Construction</td><td>Assets of the Portfolio are invested only in limited partnerships, corporations (or similar legal entities that provide limited liability) or other entities as may be considered appropriate by the Portfolio Manager.

The following investment ranges of the Infrastructure Portfolio will be monitored as soon as the Portfolio is invested as to 75% of Capital Commitments. The exposures are measured in relation to the Net Asset Value (NAV) of the Fund.
<table>
<tr><td>Geography</td><td>North America
Europe
Asia-Pacific
Rest of World</td><td>30-60%
30-60%
0-20%
0-10%</td></tr>
<tr><td>Sector</td><td>Energy & Utilities
Transportation
Communications
Other</td><td>40-60%
30-50%
0-30%
0-20%</td></tr>
<tr><td>Stage</td><td>Brownfield
Greenfield</td><td>80-100%
0-20%</td></tr>
<tr><td>Style</td><td>Core
Value Added
Opportunistic</td><td>30-60%
30-50%
0-20%</td></tr>
<tr><td>OECD</td><td>OECD
Non-OECD</td><td>80-100%
0-20%</td></tr>
<tr><td>GP Exposure</td><td>Max exposure to a single general partner</td><td>25%</td></tr>
<tr><td>Single fund/investment</td><td>Max exposure to a single investment</td><td>10%</td></tr>
<tr><td>Vintage year exposure</td><td>Max exposure across all Target Funds</td><td>40%</td></tr>
</table></td></tr>
<tr><td>Leverage</td><td>The Portfolio Manager will aim at maintaining a maximum leverage level within the underlying investments held in the Portfolio at 75%. This leverage level is calculated on a look-through basis of the total leverage per investment as a percentage of the total enterprise value of the investment.</td></tr>
<tr><td>Credit Limit</td><td>The Fund shall not borrow money to fund investments of the Partnerships. However, the Partnerships shall be entitled to make use of short-term debt for the purposes of liquidity management, provided that the aggregate amount of such borrowings shall not exceed 10% of total Capital Commitments.</td></tr>
</table>

UBS

UBS (Lux) Real Estate Funds Selection

1. Investment Objective and Policy

The investment objective of Global REFS is to deliver a broadly diversified exposure to major property markets worldwide, including Asia Pacific (mainly Australia and Japan), Europe and North America and in the principal real estate types, being office, retail, logistic, residential and in some cases hospitality and healthcare, and storage. Target Funds in which Global REFS invests are typically established in the Luxembourg, Delaware, England and Wales, Australia, Singapore, Jersey, Hong Kong, Ireland, Cayman Islands and Guernsey.

UBS Asset Management categorises this Sub-Fund as an ESG Integrated Fund.

Global REFS will invest primarily in Target Funds that are seeking core real estate returns. The Target Funds will typically hold good quality buildings in good locations that have a high occupancy to good quality tenants. Therefore Global REFS will seek low volatile real estate returns with a focus on income. However, there is no assurance that such a return will be achieved.

In respect of its investment in Target Funds, Global REFS seeks to maintain a "look-through" borrowing limit of no more than 40%. Where this "look-through" borrowing exceeds 40% from time to time, it will be the intention to reduce the borrowing back to below 40% when the opportunity allows.

Global REFS intends to hedge, under normal market circumstances, its non-Euro exposure of the Sub-Fund's portfolio to the Euro. Each Class of Shares which is not denominated in Euro will in addition be hedged against its reference currency at the Class level.

Global REFS may make investments through companies which it wholly controls (the "**Subsidiaries**"), i.e. special-purpose vehicles. The Subsidiaries may have no other purpose than to hold Investments for Global REFS.

Unless not permissible under local laws, the Subsidiaries will:

a) have the same accounting year-end as the Fund;

b) issue registered shares only;

c) be transparent for accounting purposes so that at the end of each month, the accounts of the relevant Sub-Fund will be consolidated with those other Subsidiaries in order to disclose all Investments made by Global REFS through these Subsidiaries; and

d) if permitted by applicable local law, a majority of the members of the boards of directors of each Subsidiary will be made up of individuals who are Directors of the Fund.

Global REFS does not intend to use leverage for the primary purpose of enhancing investment returns. However, the Fund has the power to borrow for short-term cash management purposes, including in anticipation of additional subscriptions, to fund redemptions and to fund currency hedges.

However, the AIFMD requires Global REFS to calculate and disclose the level leverage calculated in accordance to both the gross method and commitment method. As a consequence, the total leverage employed by Global REFS shall not exceed 350% (expressed as a percentage and calculated in accordance with the gross method) or 110% (expressed as a percentage and calculated in accordance with the commitment method). For the purposes of this disclosure, leverage is any method by which Global REFS's exposure is increased, whether through borrowing of cash or securities, reinvestment of collateral received (in cash) or any other use of collateral, leverage embedded in derivative positions or by any other means.

For the avoidance of doubt, these maximum levels of leverage only apply at the level of the Sub-Funds (including financial or legal structures involving third parties controlled by the Sub-Funds and specifically set up to directly or indirectly increase leverage at the level of the Sub-Funds) and do not include leverage at the level of the Target Funds (unless such Target Fund is controlled by the Fund and specifically set up directly or indirectly to increase leverage at the level of the Fund).

For more information on the risks associated with borrowing, see section "Risk Factors (AIFMD leverage disclosure)" in the general part of this Prospectus.

2. Investment Guidelines

The following Investment Guidelines shall apply:

2.1. Investments in Target Funds

a) Global REFS commits at least 70% of its Net Asset Value in Target Funds.

b) Global REFS may not invest more than 20% of its Net Asset Value in the same Target Fund, on a look through basis, regardless of investing through a Sub-Fund. This restriction is applicable to the Target Fund as a whole.

c) Global REFS may not generally hold more than 20% of a Target Fund. This restriction is not applicable in the exceptional circumstances where Global REFS invests in a newly created Target Fund. Each investment which represents more than 20% of any Target Fund cannot exceed 10% of the Net Asset Value of Global REFS at the time of the investment. If Global REFS acquires a percentage of a newly created Target Fund exceeding 20%, it will use its best endeavours, to the extent practicable, to reduce such holding so as to represent no more than 20% within two years from the acquisition. If the Target Fund is a multiple compartment or sub-fund structure, Global REFS investment into the Target Fund must represent less than 50% of the Target Fund's total net assets. This restriction is applicable to the Target Fund as a whole.

d) Global REFS may not invest more than 30% of its Net Asset Value in Target Funds that allow redemptions less frequently than semi-annually (excluding initial lock up periods of three years or less) and are not listed on a stock exchange or dealt in on another Regulated Market. Global REFS may not invest more than 40% of its Net Asset Value in Target Funds that allow redemptions less frequently than on a semi-annual basis (including initial lock up periods) and are not listed on a stock exchange or dealt in on another Regulated Market. Global REFS shall invest at least 60% of its Net Asset Value in (i) open-ended Target Funds which allow the redemption of securities or units at least semi-annually; and/or (ii) closed-ended Target Funds which are listed on a Regulated Market; and/or (iii) Other Investments (as defined in Section 2.2 "Other Investments") of this appendix.

e) Global REFS may not invest more than 20% of its Net Asset Value in Target Funds which are sponsored, managed or advised by the same investment manager.

f) Global REFS may not invest more than 20% of its Net Asset Value in Target Funds managed directly or indirectly by UBS or an affiliated company.

g) Global REFS may not invest more than 20% of its Net Asset Value in Target Funds whose investment policy is to invest in other funds. Such investments are only authorized to the extent the investment policy of the Target Funds is to pursue a specific investment policy such as geographical diversification or a specialization related to a particular sector.

2.2. Other investment

*2.2.1. For Investments other than Target Funds ("**Other Investments**"):*

a) Global REFS shall not invest more than 30% of its Net Asset Value in Other Investments;

b) Global REFS shall not invest more than 10% of its Net Asset Value in Securities of the same type issued by the same issuing body;

c) Global REFS may not acquire more than 10% of the Securities of the same type issued by a single issuer;
The percentages set forth under 2.2.1 b) and c) above shall not apply to Securities issued or guaranteed by any government or any local authority of or within a country that is a member state of the Organisation for Economic Co-operation and Development or any international body with EU, regional or worldwide scope.

d) Global REFS shall not invest more than 10% of its Net Asset Value in unlisted Securities provided that, in aggregate, not more than 30% of the Net Asset Value of Global REFS shall be invested in unlisted Securities or Target Funds as described under 2.1 d) above;

e) Global REFS shall not short sell Securities, money market instruments or other instruments;

f) Global REFS shall not invest directly in real estate or in co-investment positions in respect of direct real estate where Global REFS and/or MM-RE has a controlling interest;

g) Global REFS shall not invest directly or indirectly in commodities, precious metals and other physical assets (such as pieces of art, antiques etc);

h) Global REFS shall not borrow, unless the borrowing is in the form of a back-to-back loan for the purchase of foreign currency or is a short-term facility for cash management purposes and does not exceed 25% of the Net Asset Value of Global REFS; and

i) Global REFS shall not grant credits or act as guarantor for third parties. This restriction does not prevent the acquisition of Securities, money market instruments or any other instruments if not fully paid up;

j) Global REFS will neither make use of securities financing transactions (i.e. (i) repurchase transactions, (ii) securities or commodities lending and securities or commodities borrowing, (iii) buy-sell back transactions or sell-buy back transactions, and (iv) margin lending transactions) nor of total return swaps; and

k) Global REFS will not directly invest in the securities of third parties who are involved directly in the use, development, manufacturing, stockpiling, transfer or trade of cluster munitions and/or anti-personnel mines and/or depleted uranium shieldings and ammunition.

2.2.2. Restrictions applicable to Derivatives

Global REFS may invest in Derivatives as part of its investment strategy provided that:

a) no more than 30% of the total Net Asset Value of Global REFS may be invested in Derivatives;
b) the overall exposure associated with Derivatives does not exceed the total Net Asset Value of Global REFS; and
c) the overall exposure of the underlying assets does not exceed the other investment limits set out in this Section "Investment Guidelines".

2.3. Restrictions applicable to lending and repurchase transactions

a) Global REFS may not engage in securities lending transactions; and
b) Global REFS may not enter, either as purchaser or seller, into repurchase agreements.

The restrictions in Section 2 above shall not apply during the Initial Investment Period which extends for the first 24 months after the Initial Issue Date and shall not apply to the Global REFS's holdings in the Subsidiaries. In the best interests of the investors, the Board of Directors has the discretion to extend this Initial Investment Period in which case the investors will be informed accordingly following this decision.

If any of the percentages set forth under 2.1, 2.2 and 2.3 above are exceeded as a consequence of the exercise of the rights attached to the investments, or as a result of a significant cash flow event such as a subscription or redemption or otherwise than by the purchase or disposal of investments, Global REFS shall regularize the position of the portfolio as soon as the Board of Directors considers it to be in the best interests of the Shareholders.

APPENDIX V

PRINCIPLES FOR RESPONSIBLE INVESTMENT

APPENDIX V - PRINCIPLES FOR RESPONSIBLE INVESTMENT

The **Principles for Responsible Investment (PRI)**[9] were initially intended for institutional investors and management companies, but they are also aimed at service providers that want to commit to these principles. The general initial idea was that "investment decision-making and ownership practices do not sufficiently reflect social and environmental considerations. There is a growing view among investment professionals that environmental, social and corporate governance (ESG) issues can affect the performance of investment portfolios. Investors fulfilling their fiduciary (or equivalent) duty therefore need to give appropriate consideration to these issues, but to date have lacked a framework for doing so. The Principles for Responsible Investment provide this framework." (Excerpt from: Principles for Responsible Investment, UN).

As institutional investors, pension funds or labour funds have long-term investment goals. The primary objective of the PRI is highly consistent with this long-term investment principle. "The Principles for Responsible Investment aim to help integrate consideration of environmental, social and governance (ESG) issues by institutional investors into investment decision-making and ownership practices, and thereby improve long-term returns to beneficiaries." (Excerpt from: Principles for Responsible Investment, UN).

[9] Initiative (April 2005) by Kofi A. Annan, former Secretary-General of the United Nations.

The **PRI** can be summed up in six principles:

1. We will incorporate ESG issues into investment analysis and decision-making processes.

2. We will be active owners and incorporate ESG issues into our ownership policies and practices.

3. We will seek appropriate disclosure on ESG issues by the entities in which we invest.

4. We will promote acceptance and implementation of the Principles within the investment industry.

5. We will work together to enhance our effectiveness in implementing the Principles.

6. We will each report on our activities and progress towards implementing the Principles.

APPENDIX VI

- GLOSSARY

APPENDIX VI - GLOSSARY

Registered pension plan (RPP):

A registered pension plan (RPP) is an arrangement by an employer or a union to provide pensions to retired employees in the form of periodic payments. An RPP can include defined benefit provisions, defined contribution provisions or a combination of the two.

Defined contribution RPP (DC RPP):

Under the terms of the “money purchase provision,” employer and employee contributions and investment earnings thereon in each member’s separate account determine the pension benefits that can be purchased for the employee at retirement. There is no promise that a certain level of retirement benefits will be provided and no uncertainty regarding the employer’s financial obligation to the plan.

Defined benefit RPP (DB RPP):

Under the terms of a defined benefit provision of an RPP, a certain level of retirement benefits, determined by a formula, is promised. The employee’s contributions, if any, are predetermined; however, the employer would generally contribute whatever is required to ensure the provision of the promised retirement benefits.

Registered retirement savings plan (RRSP):

A registered retirement savings plan (RRSP) is an arrangement between an individual and an issuer (an insurance company, a trust company or a bank) under which retirement income commences at maturity. Contributions are made by individuals and are deductible under the *Income Tax Act*.

Simplified pension plan (SIPP):

A simplified pension plan (SIPP) is a defined contribution pension plan that is administered by a financial institution. Employees decide where to invest the funds in their account from among the choices offered by the financial institution, in accordance with applicable legislation.

Non-registered plan:

When a private plan is not registered with the Régie, it is subject to only some of the provisions of the *Supplemental Pension Plans Act*, notably those concerning the designation of beneficiaries, prudent investment practices and the division of rights between spouses following a break-up.

Deferred profit sharing plan (DPSP):

The DPSP (federal) or Régime d'intéressement différé (Quebec) are contracts under which employers share a portion of their profits with their employees. Only employers contribute to DPSPs, and the contribution is determined according to the company’s profits.

Registered retirement income fund (RRIF):

A registered retirement income fund (RRIF) is an arrangement between a carrier (an insurance company, a trust company or a bank) and an annuitant under which payments are made to the annuitant of a minimum amount each year. The property under a fund is derived only as a result of a transfer of funds from another RRIF, an RRSP or a registered pension plan and annual amounts must commence to be paid to the annuitant immediately.

Locked-in retirement account (LIRA):

A locked-in retirement account (LIRA) is a specific type of registered retirement savings plan (RRSP) that functions as a savings instrument for retirement. The amounts in an LIRA originate from a supplemental pension plan. The funds in an LIRA are locked-in and can only be used to provide a retirement income. Thus, the amounts cannot be withdrawn, except under certain circumstances in which a refund is permitted:

- If you are aged 65 or over;
- If you no longer reside in Canada;
- If you are disabled;
- Upon death.

Life income fund (LIF):

A LIF pays out at least the minimum amount each year but does not exceed a maximum set by pension standards legislation. Some provincial regulations now provide that when the annuitant reaches 80 years of age, the minimum amount for the year can be paid from the LIF and the remaining funds can be used to purchase a life annuity.

Tax-free savings account (TFSA):

Anyone age 18 or over can contribute to a TFSA. There is no maximum age limit, income requirement, maturity date or minimum withdrawal requirement. Contributions to a TFSA are not deductible for income tax purposes. Any amount contributed as well as any income earned in the account (for example, investment income and capital gains) is generally tax-free, even when it is withdrawn.

Sources: Régie des rentes du Québec (RRQ), Canada Revenue Agency (CRA).

APPENDIX VII

- CAPSA GUIDELINE NO. 3

Association
Canadienne des
Organismes de contrôle des
Régimes de retraite
ACOR

Ligne directrice nº 3

1e mai 2004

Lignes directrices pour les régimes de capitalisation

Le 28 mai 2004, le Forum conjoint des autorités de réglementation du marché financier a publié la version finale des *Lignes directrices pour les régimes de capitalisation*, approuvée par l'Association canadienne des organismes de contrôle des régimes de retraite (ACOR), le Conseil canadien des responsables de la réglementation d'assurance (CCRRA) et les Autorités canadiennes en valeurs mobilières (ACVM). Simultanément, l'ACOR a adopté les lignes directrices en tant que *Ligne directrice nº 3, Lignes directrices pour les régimes de capitalisation*. La ligne directrice nº 3 s'applique aux régimes de retraite à cotisations déterminées qui permettent aux membres de faire un choix d'investissement parmi plusieurs options.

Les *Lignes directrices pour les régimes de capitalisation* constituent une mesure volontaire, mais l'ACOR s'attend à ce que les régimes de retraite agréés qui ont des composantes de régimes de capitalisation s'y conforment d'ici le 31décembre 2005.

Ces lignes directrices sont le fruit de quatre années de travail du Forum conjoint et constituent une réalisation décisive dans l'élaboration de normes communes pour les régimes de capitalisation au Canada.

Les *Lignes directrices pour les régimes de capitalisation* ont été élaborées de concert avec un groupe de travail composé de représentants du secteur. Elles sont inspirées d'un document intitulé *Principes révisés sur la réglementation des régimes de capitalisation*, que le Forum conjoint avait approuvé en 2002 à la suite d'une consultation menée à grande échelle au sujet des principes proposés au printemps et à l'été 2001. Un projet initial de lignes directrices a d'abord été publié pour fins de consultations en avril 2003 et a fait l'objet d'une consultation de quatre mois et demi auprès de groupes de discussion et lors de sessions de consultations à travers le Canada.

Secrétariat de l'ACOR, 5160, rue Yonge, 17e étage, case postale 85, North York, Ontario M2N 6L9
Tél. : 416 226-7773, 1 800 668-0128 poste 7773 Téléc. : 416 590-7070 Courriel : capsa-acor@fsco.gov.on.ca

Forum conjoint des autorités de réglementation du marché financier

Joint Forum of Financial Market Regulators

Lignes directrices pour les régimes de capitalisation

28 mai 2004

5160 Yonge Street, Box 85, 17th Floor, North York, ON M2N 6L9, Téléphone : (416) 590-7054; Télécopieur : (416) 590-7070
www.jointforum-forumconjoint.ca

TABLE DES MATIÈRES

ARTICLE 1 : INTRODUCTION

Les présentes lignes directrices reflètent les attentes des autorités de réglementation en ce qui a trait au fonctionnement des régimes de capitalisation, quel que soit le cadre réglementaire. Elles visent à favoriser l'amélioration et le développement constants des pratiques professionnelles. Tout au long du document, le texte dans les cases ombragées sert à illustrer ou à clarifier les lignes directrices.

1.1 – DÉFINITIONS

1.1.1 Régime de capitalisation

Dans les présentes lignes directrices, il faut entendre par « régime de capitalisation » (le « régime ») un régime de placement ou d'épargne donnant droit à un allègement fiscal et permettant à ses participants de choisir parmi diverses options de placement dans le cadre du régime. Le régime peut être établi par un employeur, un syndicat ou une association professionnelle à l'intention de leurs employés ou de leurs membres.

> Par exemple, un régime de capitalisation peut être un régime de pension agréé à cotisations déterminées, un régime enregistré d'épargne-retraite collectif, un régime enregistré d'épargne-études collectif ou un régime de participation différée aux bénéfices.

1.1.2 Promoteur de régime de capitalisation

Dans les présentes lignes directrices, il faut entendre par « promoteur » un employeur, un syndicat, une association professionnelle ou une combinaison de ces entités qui établissent un régime de capitalisation.

Si le régime de capitalisation est un régime de pension agréé, bon nombre des responsabilités du promoteur qui sont énoncées dans les présentes seront identiques à celles d'un administrateur de régime de pension. Si tel est le cas, les présentes lignes directrices devraient être interprétées en fonction des différents rôles de l'employeur et de l'administrateur du régime de pension aux termes de la législation applicable en matière de normes de prestation de pension.

1.1.3 Fournisseur de services

Dans les présentes lignes directrices, il faut entendre par « fournisseur de services » tout fournisseur de services ou conseiller auquel le promoteur fait appel dans le cadre de l'élaboration, de la mise en place et de la gestion d'un régime de capitalisation.

1.1.4 Participant à un régime de capitalisation

Dans les présentes lignes directrices, il faut entendre par « participant » toute personne qui détient des éléments d'actif dans le cadre d'un régime de capitalisation.

> Cette définition peut inclure des employés ou d'anciens employés, des membres d'un syndicat ou d'une association professionnelle et, dans certains cas, le conjoint ou le conjoint de fait des personnes précitées.

1.1.5 Fonds de placement

Dans les présentes lignes directrices, il faut entendre par « fonds de placement » un organisme de placement collectif, un fonds commun, un fonds distinct ou tout autre fonds similaire constitué de sommes mises en commun.

1.2 – OBJECTIFS DES LIGNES DIRECTRICES

Les présentes lignes directrices visent les objectifs suivants :

- énoncer et préciser les droits et les obligations des promoteurs, des fournisseurs de services et des participants;

- s'assurer que les participants disposent de l'information et de l'aide dont ils ont besoin pour prendre des décisions de placement dans le cadre du régime de capitalisation.

1.2.1 Application des lignes directrices

Les présentes lignes directrices visent tous les régimes de capitalisation et s'ajoutent aux exigences juridiques qui s'y appliquent, mais ne les remplacent pas.

Le promoteur devrait veiller au respect des exigences juridiques applicables, y compris celles qui pourraient déborder la portée des présentes.

1.3 – RESPONSABILITÉS DES PROMOTEURS, DES FOURNISSEURS DE SERVICES ET DES PARTICIPANTS

1.3.1 Responsabilités des promoteurs

Lorsqu'un promoteur décide d'établir un régime de capitalisation, il assume certaines responsabilités à ce titre. Le promoteur peut déléguer ses responsabilités à un fournisseur de services.

Le promoteur a la responsabilité :

- de mettre sur pied le régime;
- de fournir aux participants de l'information et des outils d'aide à la décision en matière de placement;
- de présenter le régime aux participants;
- de maintenir avec les participants une communication continue;
- de maintenir le régime;
- de s'assurer que la cessation du régime ou le retrait d'un participant se font conformément aux modalités du régime.

Plusieurs des responsabilités du promoteur du régime concernent l'information et la documentation à fournir aux participants. L'information et la documentation que le promoteur du régime fournit aux participants devraient être rédigées en langage simple et selon une présentation qui en facilite la lecture et la compréhension.

Le promoteur devrait s'assurer que les décisions concernant l'établissement et le maintien du régime et l'information ayant trait à ces décisions soient dûment consignées par écrit et que ces documents sont conservés.

1.3.2 Responsabilités des fournisseurs de services

Si le promoteur délègue ses responsabilités à un fournisseur de services, ce dernier est tenu de respecter les présentes lignes directrices et les exigences juridiques applicables.

Le fournisseur de services retenu par le promoteur devrait avoir les connaissances et les compétences requises pour accomplir les tâches qui lui sont confiées et pour fournir au promoteur les conseils dont il a besoin selon son domaine de compétence.

1.3.3 Responsabilités des participants

Les participants ont la responsabilité de prendre des décisions de placement dans le cadre du régime et d'utiliser, à cette fin, l'information et les outils d'aide à la décision qui sont mis à leur disposition.

> Voici des exemples de décisions que doivent prendre les participants :
>
> - le montant de la cotisation (si le participant peut exercer un tel choix);
> - le montant de la cotisation à l'égard d'une option de placement en particulier;
> - le choix de transférer ou non vers une autre option une somme placée dans une option donnée.

Il appartient également aux participants de décider s'ils devraient consulter un conseiller en placement compétent, en plus d'utiliser l'information et les outils que leur fournit le promoteur.

Article 2 : Établissement d'un régime de capitalisation

2.1 – Généralités

2.1.1 Définition de l'objet du régime

Le promoteur devrait définir clairement et consigner par écrit l'objet du régime de capitalisation mis en place. Les modalités du régime devraient concorder avec son objet et avec l'information fournie aux participants.

> L'établissement d'un régime de capitalisation peut notamment avoir pour objet :
>
> - l'épargne en vue de la retraite;
> - une rémunération avantageuse du point de vue fiscal;
> - la participation aux bénéfices;
> - l'épargne en vue de l'atteinte d'autres objectifs financiers, comme la poursuite d'études ou l'achat d'une maison.

Si le promoteur d'un régime décide d'en modifier l'objet, les modalités du régime devraient être modifiées en conséquence.

La décision de modifier l'objet du régime et l'objet modifié devraient être consignés par écrit. En outre, les participants devraient être informés au préalable de la décision et des incidences qu'elle aura sur eux.

2.1.2 Recours à des fournisseurs de services

Le promoteur devrait déterminer s'il possède les connaissances et les compétences nécessaires pour assumer les responsabilités énoncées dans les présentes lignes directrices de même que pour veiller au respect de toutes les exigences juridiques applicables. Il devrait également déterminer s'il convient d'avoir recours à un fournisseur de services et, le cas échéant, établir les modalités de la prestation de ces services.

Si le promoteur ne possède pas les connaissances et les compétences nécessaires pour assumer ses responsabilités, il devrait faire appel à un fournisseur de services.

2.1.3 Choix d'un fournisseur de services

Le promoteur devrait établir les critères de sélection de ses fournisseurs de services et les appliquer lorsqu'il choisit un fournisseur de services.

> Lorsqu'il établit ses critères de sélection des fournisseurs de services, le promoteur peut notamment tenir compte des facteurs suivants :
>
> - la formation professionnelle;
> - l'expérience;
> - la spécialisation dans les types de services devant être fournis;
> - le coût des services;
> - la connaissance des avantages sociaux, de la législation en matière de pensions et des autres règles connexes;
> - la constance des services offerts dans toutes les régions où résident les participants;
> - la qualité, le degré et la continuité des services offerts.

Si le promoteur délègue ses responsabilités à un fournisseur de services, il devrait s'assurer que les rôles et les responsabilités du promoteur et du fournisseur de services sont dûment consignés par écrit.

2.2 – OPTIONS DE PLACEMENT

2.2.1 Choix des options de placement

Le promoteur devrait choisir les options de placement devant être offertes dans le cadre du régime. La législation peut limiter les options de placement pouvant faire partie d'un régime de capitalisation. Le promoteur doit s'assurer que les options de placement qu'il choisit sont conformes aux exigences législatives.

Voici des exemples d'options de placement :

- des fonds de placement;
- des certificats de placement garanti (CPG);
- des contrats de rente;
- des titres de l'employeur;
- des titres d'État;
- d'autres titres;
- des sommes en espèces.

Le promoteur devrait veiller à ce que le régime offre un éventail d'options de placement conformes à l'objet du régime.

Dans certains cas, le choix du fournisseur de services déterminera ou limitera le type d'options de placement offertes dans le cadre du régime.

Le promoteur devrait notamment fonder son choix d'options de placement sur les critères suivants, y compris les options que le promoteur peut choisir lui-même si le participant omet de le faire (voir l'alinéa 2.2.4) :

- l'objet du régime;
- le nombre et le type d'options de placement offertes dans le cadre du régime;
- les frais associés aux options de placement;
- la capacité du promoteur de revoir régulièrement les options;
- la diversité et le profil démographique des participants;
- le degré de diversification des options de placement offertes aux participants;
- la liquidité des options de placement;
- le niveau de risque associé aux options de placement.

Le degré de diversification, la liquidité et le niveau de risque associés aux options de placement sont des critères particulièrement pertinents pour les régimes de capitalisation établis aux fins de la retraite.

2.2.2 Choix des fonds de placement

Si le promoteur choisit des fonds de placement comme options de placement, il devrait notamment fonder son choix en tenant compte des critères suivants :

- les caractéristiques des fonds de placement, tels que les objectifs de placement, les stratégies de placement, les risques liés au placement, le ou les gestionnaires, le rendement passé et les frais relatifs au fonds;
- la diversification des styles et des objectifs des fonds de placement choisis.

Si des fonds de placement font partie d'un régime de capitalisation qui est un régime de pension agréé, ils doivent être conformes aux règles de placement prévues dans la législation applicable aux normes de prestation de pension.

Si les fonds de placement sont des organismes de placement collectif aux termes des lois sur les valeurs mobilières, ils doivent être conformes aux règles de placement régissant les organismes de placement collectif en valeurs mobilières conventionnels.

À la date de publication, si le fonds de placement est un organisme de placement collectif, il doit se conformer aux règles de placement prévues par la Norme canadienne 81-102, Organismes de placement collectif.

Si le fonds de placement est un produit d'assurance, celui-ci doit respecter, selon le cas, les règles suivantes :

- les règles de placement applicables aux contrats d'assurance individuels à capital variable;
- les règles de placement régissant les organismes de placement collectif en valeurs mobilières conventionnels;
- les règles de placement prévues par les lois sur les régimes complémentaires de retraite applicables.

2.2.3 Transfert d'actif d'une option de placement à une autre

Les participants devraient avoir, dans une mesure raisonnable, la possibilité de transférer leurs éléments d'actif d'une option de placement à une autre dans le cadre du régime. Les frais d'administration engagés aux fins du transfert peuvent être imputés aux participants.

Le promoteur peut restreindre le nombre de transferts qu'un participant peut effectuer, mais celui-ci devrait avoir la possibilité d'effectuer de tels transferts au moins une fois par trimestre.

> Lorsqu'il établit la fréquence à laquelle les participants peuvent transférer leurs éléments d'actif d'une option de placement à une autre, le promoteur peut notamment tenir compte des facteurs suivants :
>
> - l'objet du régime;
> - la liquidité des options de placement;
> - le nombre d'options offertes;
> - les risques associés aux options de placement.
>
> Il pourrait s'avérer utile d'imposer des restrictions quant au nombre de transferts que chaque participant peut effectuer dans le but de limiter les coûts des transferts individuels pour le promoteur ou pour l'ensemble des participants. Le promoteur peut, entre autres choses, limiter le nombre de transferts par participant ou imposer des frais si la limite établie est dépassée.

2.2.4 Politique relative à l'omission de choisir un placement

Le promoteur devrait élaborer une politique à suivre dans le cas où un participant ne fait pas de choix de placement. Cette politique devrait être communiquée au participant en question avant que des mesures ne soient prises aux termes de celle-ci.

> Par exemple, la politique pourrait prévoir qu'une option sera choisie par défaut si le participant ne fait pas de choix dans un délai donné. Si la politique prévoit une telle option par défaut, le promoteur devrait en informer le participant (voir le paragraphe 4.2) au moment où la politique est publiée.

2.3 – TENUE DES DOSSIERS

Le promoteur devrait préparer les dossiers relatifs au régime et en assurer la tenue, soit à l'interne soit par l'entremise d'un fournisseur de services. Il devrait également élaborer une politique de conservation des documents aux fins du régime.

> La politique de conservation des documents devrait comprendre les éléments suivants :
>
> - une description des types de documents à conserver;
> - la durée de conservation de ces documents;
> - le nom des personnes autorisées à y avoir accès.

ARTICLE 3 : INFORMATION ET OUTILS D'AIDE À LA DÉCISION EN MATIÈRE DE PLACEMENT À L'INTENTION DES PARTICIPANTS

Le promoteur devrait fournir de l'information et des outils afin d'aider les participants à prendre leurs décisions en matière de placement.

Les frais exigés relativement à l'information de base ou aux outils essentiels d'aide à la décision en matière de placement devraient être structurés de façon à ne pas dissuader les participants de les utiliser.

3.1 – GÉNÉRALITÉS

Afin d'établir quels types d'information et d'outils d'aide à la décision conviennent aux participants, le promoteur devrait tenir compte des éléments suivants :

- l'objet du régime;
- le type de décisions que les participants doivent prendre;
- le coût de l'information et des outils d'aide à la décision;
- le lieu de résidence, la diversité et le profil démographique des participants;
- l'accès des participants à des ordinateurs et à l'internet.

> Par exemple, les participants à un régime de retraite devraient recevoir de l'information et des outils sur la planification de retraite.

> L'information, les outils d'aide à la décision et l'aide fournis par le promoteur n'ont pas nécessairement à traiter de toutes les facettes de la situation financière ni de tous les besoins en matière de planification du participant.

3.2 – INFORMATION SUR LES PLACEMENTS

Le promoteur devrait fournir aux participants de l'information sur les placements qui peuvent les aider à prendre leurs décisions dans le cadre du régime.

> Voici des exemples d'information à fournir :
>
> - des glossaires définissant les termes utilisés dans le domaine des placements;
> - de l'information sur le fonctionnement des fonds de placement;
> - de l'information sur le placement dans les différents types de titres (par exemple, les titres de participation et les obligations);
> - de l'information sur le degré relatif de risque et de rendement propres inhérent aux diverses options de placement;
> - des guides sur les produits;
> - des rapports sur le rendement des fonds de placement offerts dans le cadre du régime de capitalisation.

3.3 – OUTILS D'AIDE À LA DÉCISION DE PLACEMENT

Le promoteur devrait fournir aux participants des outils qui peuvent les aider à prendre leurs décisions en matière de placement dans le cadre du régime.

> Voici des exemples d'outils d'aide à la décision :
>
> - des modèles de répartition de l'actif;
> - des outils de planification de retraite (s'il y a lieu);
> - des calculateurs et des outils de prévision afin d'aider les participants à établir le montant des cotisations et à prévoir la valeur future des soldes;
> - des questionnaires – profils d'investisseurs.

3.4 – CONSEILS EN PLACEMENT

En plus de fournir de l'information et des outils d'aide à la décision en matière de placement, le promoteur peut conclure une entente avec un fournisseur de services ou recommander aux participants un fournisseur de services pouvant agir à titre de conseiller en placement.

3.4.1 Choix des fournisseurs de services à titre de conseillers en placement

Si le promoteur choisit de conclure une entente avec un fournisseur de services ou de recommander aux participants un fournisseur de services qui pourra leur donner des conseils en placement, il devrait établir les critères de sélection de ce type de fournisseur de services et les appliquer pour choisir le fournisseur de services en question.

Lorsqu'il établit ses critères de sélection des fournisseurs de services qui agiront à titre de conseillers en placement pour les participants, le promoteur devrait notamment tenir compte des facteurs suivants :

- les critères généralement utilisés dans la sélection des fournisseurs de services;
- tout manque d'indépendance réel ou perçu du fournisseur de services par rapport aux autres fournisseurs de services, au promoteur et aux participants;
- les exigences juridiques qui doivent être satisfaites pour qu'une personne puisse fournir des conseils en placement;
- les plaintes déposées contre le conseiller ou son entreprise et les mesures disciplinaires qui ont été prises (si elles sont connues).

ARTICLE 4 : PRÉSENTATION DU RÉGIME DE CAPITALISATION AUX PARTICIPANTS

Lorsqu'une personne devient admissible au régime de capitalisation, le promoteur devrait l'informer de l'objet du régime, en plus de lui fournir l'information dont il est question dans le présent article.

4.1 – GÉNÉRALITÉS

4.1.1 Nature et caractéristiques du régime de capitalisation

Le promoteur devrait fournir aux participants de l'information à jour sur la nature et les caractéristiques du régime.

Il devrait notamment leur fournir l'information suivante :

- le montant des cotisations (le cas échéant);
- les options de placement disponibles, la marche à suivre pour choisir un placement ou pour modifier un choix et le délai de mise en application d'un choix;
- la politique applicable lorsqu'un participant néglige de faire des choix de placement (voir le paragraphe 2.2.4);
- le nom des fournisseurs de services avec lesquels les participants traitent, le cas échéant.

4.1.2 Droits et obligations des participants

Le promoteur devrait informer les participants de leurs droits et de leurs responsabilités aux termes du régime.

Il devrait notamment les informer des points suivants :

- le droit des participants d'obtenir de l'information sur la nature et les caractéristiques du régime;
- le droit des participants d'exiger une copie papier de leurs relevés de compte si ceux-ci sont habituellement présentés dans une autre forme (voir le paragraphe 5.1)
- la responsabilité des participants de prendre des décisions en matière de placement et le fait que ces décisions auront une incidence sur la somme d'argent accumulée dans le cadre du régime;
- la responsabilité des participants de s'informer au sujet du régime en utilisant les documents, l'information et les outils mis à leur disposition;
- la recommandation d'obtenir des conseils en placement auprès d'une personne compétente, en plus d'utiliser l'information et les outils que fournit le promoteur.

4.2 – OPTIONS DE PLACEMENT

Le promoteur devrait fournir aux participants de l'information suffisamment détaillée au sujet des options de placement offertes dans le cadre du régime pour leur permettre de prendre des décisions de placement éclairées.

4.2.1 Fonds de placement

Pour chaque fonds de placement qui constitue une option de placement dans le cadre du régime, le promoteur devrait fournir l'information suivante aux participants :

- le nom du fonds de placement;
- le nom de toutes les sociétés qui assurent la gestion quotidienne de l'actif du fonds;
- les objectifs de placement du fonds;
- les types de placement que le fonds peut détenir;
- l'exposé des risques que comporte un placement dans le fonds;
- la façon dont les participants peuvent obtenir de l'information sur le portefeuille du fonds et d'autres informations détaillées au sujet du fonds;

- le fait que le fonds constitue ou non un bien étranger aux fins de l'impôt et, le cas échéant, un résumé des conséquences pour les participants qui investissent dans le fonds.

4.2.2 Titres de l'employeur

Lorsque des titres de l'employeur ou d'un tiers lié à l'employeur sont offerts en tant qu'option de placement dans le cadre du régime, le promoteur devrait fournir aux participants au moins l'information suivante :

- le nom de l'émetteur et du titre;
- le lien entre l'émetteur et l'employeur – si l'émetteur du titre n'est pas l'employeur des participants, une description du lien entre l'émetteur et l'employeur;
- les risques que comporte un placement dans un seul titre;
- le fait que le titre constitue ou non un bien étranger et, le cas échéant, les incidences pour les participants.

4.2.3 Autres options de placement

Lorsque des options de placement autres que des fonds de placement ou des titres de l'employeur sont offertes dans le cadre du régime, le promoteur devrait fournir l'information suivante aux participants :

- la description et le nom du placement;
- le type de placement;
- l'objectif de placement;
- les risques que comporte l'option en question;
- le fait que l'option constitue ou non un bien étranger et, le cas échéant, les incidences pour les participants.

4.3 – OPTIONS DE TRANSFERT

Le promoteur doit fournir aux participants de l'information sur la façon d'effectuer un transfert entre les diverses options de placement. Il devrait notamment leur fournir l'information suivante :

- les formulaires à remplir et l'adresse à laquelle ils doivent être expédiés;
- les autres méthodes disponibles pour effectuer un transfert, le cas échéant (à partir du site Web du fournisseur de services, par exemple);
- les frais susceptibles de s'appliquer aux transferts entre des options;
- les restrictions quant au nombre de transferts entre les diverses options que le participant peut effectuer au cours d'une période donnée, y compris toute limite au-delà de laquelle des frais s'appliquent.

Le promoteur devrait préciser aux participants les circonstances dans lesquelles les options de transfert peuvent être suspendues. Avant toute suspension, le promoteur devrait informer les participants des motifs justifiant cette suspension et (si possible) des détails des restrictions qui en découlent.

> Voici des exemples de situations où le promoteur pourrait suspendre temporairement les transferts :
>
> - le promoteur est en train de modifier les options de placement;
> - le promoteur change de fournisseur de services;
> - le fournisseur de services effectue des changements à l'interne (comme la mise en place de nouveaux systèmes).

4.4 – DESCRIPTION DES FRAIS ET DES PÉNALITÉS

Le promoteur devrait fournir aux participants la description et le montant de toutes les pénalités et des frais relatifs au régime qui sont à la charge des participants, y compris les suivants :

- les frais à acquitter au moment de l'achat ou de la vente des placements;
- les coûts liés à la consultation ou à l'utilisation de l'information relative aux placements, des outils d'aide à la décision ou des conseils de placement fournis par le promoteur;
- les frais de gestion des fonds de placement;
- les frais d'exploitation des fonds de placement;
- les frais de tenue de dossier;
- les frais de transfert entre les options de placement (y compris les pénalités, les rajustements de la valeur comptable et de la valeur marchande et les incidences fiscales);
- les frais de tenue de compte;
- les honoraires des fournisseurs de services.

Les frais d'exploitation des fonds de placement incluent les honoraires des vérificateurs, des conseillers juridiques et des dépositaires, les frais relatifs aux états financiers et aux autres rapports ou dépôts, les taxes et impôts, les honoraires des agents des transferts ainsi que les frais d'établissement des prix et de tenue de livres.

Si cela est opportun, ces frais et pénalités peuvent être divulgués de façon globale, pourvu que leur nature soit également divulguée. Dans le cas de frais et de pénalités découlant des choix des participants (comme des frais de transfert ou des frais relatifs à l'information ou à des outils de placement supplémentaires, etc.) ces frais et pénalités devraient être divulgués séparément.

4.5 – RENSEIGNEMENTS COMPLÉMENTAIRES

Le promoteur devrait indiquer aux participants comment ils peuvent obtenir de l'information complémentaire au sujet du régime et leur donner une description du type d'information qui est disponible.

ARTICLE 5 : COMMUNICATION SYSTÉMATIQUE AUX PARTICIPANTS

Le promoteur devrait fournir régulièrement aux participants de l'information au sujet de leur compte de régime et du rendement des fonds de placement du régime. Le promoteur devrait également fournir de l'information supplémentaire aux participants qui en font la demande.

5.1 – RELEVÉS DE COMPTE DES PARTICIPANTS

Le promoteur devrait fournir aux participants au moins une fois l'an un relevé de leur compte de régime. Une copie papier du relevé de compte devrait être remise aux participants qui en font la demande, si le relevé de compte est habituellement présenté dans une autre forme.

Le relevé de compte du participant devrait inclure l'information suivante :

- le sommaire des placements – la liste des placements selon le type d'option (fonds de placement, autres titres et CPG, par exemple);
- les activités de placement – le solde d'ouverture, les cotisations, les retraits, l'évolution nette de la valeur des placements et le solde de fermeture;
- les fonds de placement – le nom du fonds, le nombre de parts, la valeur des parts, la valeur totale des placements et le pourcentage du total des placements;
- le résumé des opérations;
- la façon d'obtenir de l'information au sujet de chaque option de placement, des frais, des détails des opérations, des options de transfert ainsi que d'autres informations.

Si un relevé de compte comprend le calcul d'un taux de rendement personnel pour les participants, il y a lieu de décrire le mode de calcul utilisé et d'indiquer où les participants peuvent se procurer de plus amples renseignements à ce sujet (si le mode de calcul ne figure pas sur le relevé de compte). Un taux de rendement personnel devrait également être présenté distinctement du taux de rendement d'une option de placement (taux de rendement du fonds de placement, par exemple) indiqué sur le relevé.

5.2 – ACCÈS À L'INFORMATION

5.2.1 Autres informations mises à la disposition des participants

Le promoteur devrait mettre à la disposition des participants de l'information supplémentaire au sujet de leur compte de régime.

Si elle n'est pas incluse dans le relevé du participant, l'information suivante devrait être fournie aux participants qui en font la demande :

- de l'information sur les fonds de placement – l'endroit où l'on peut obtenir de l'information sur les portefeuilles et les états financiers des fonds ainsi que l'information continue sur chacun des fonds de placement;
- de l'information sur les opérations – une description des placements : la date de l'opération, le type d'opération (transfert entre les fonds, par exemple), le montant, la valeur des parts (le cas échéant) et le nombre de parts achetées ou vendues;
- de l'information sur les CPG et les autres options de placement à échéance fixe, tels que la durée du placement, la date d'échéance, le taux d'intérêt, la valeur comptable actuelle majorée de l'intérêt couru;
- de l'information sur chacune des autres options de placement (voir le paragraphe 4.2);

- de l'information sur les cotisations – la description de l'option, le pourcentage de la cotisation devant être attribué à l'option, le type de cotisation (cotisations volontaire et obligatoire du participant, cotisation de l'employeur et transferts);
- de l'information sur les frais (voir le paragraphe 4.4);
- de l'information sur les options de transfert (voir le paragraphe 4.3)

5.2.2 Rapport sur les changements importants apportés aux options de placement

Le promoteur devrait aviser les participants au préalable des changements importants devant être apportés aux options de placement.

L'avis devrait comprendre l'information suivante :

- la date de prise d'effet du changement;
- une brève description du changement et de ses motifs;
- l'incidence que le changement pourrait avoir sur le portefeuille du participant dans le cadre du régime (si le changement a une incidence sur le degré de risque d'une option de placement, par exemple);
- le mode de répartition de l'actif entre les nouvelles options de placement (s'il y a lieu);
- une description des pénalités ou des frais d'opération extraordinaires pouvant s'appliquer au changement;
- un sommaire des incidences fiscales pouvant découler du changement;
- l'endroit où l'on peut obtenir de plus amples renseignements sur le changement;
- une description des mesures que les participants doivent prendre (le cas échéant) et les conséquences de l'omission de prendre de telles mesures;
- un rappel aux participants les invitant à évaluer l'incidence du changement sur leur portefeuille actuel dans le cadre du régime.

Voici des exemples de changements importants pouvant être apportés aux options de placement :

- des changements portant sur la nature ou le fonctionnement des options de placement existantes, y compris en ce qui a trait à la marche à suivre pour effectuer un transfert;
- l'ajout d'options de placement;
- la suppression ou le remplacement d'options de placement;
- la modification des frais (le niveau prévu ou actuel des coûts et des dépenses liés à une option de placement ou à l'administration et à la tenue de dossiers qui sont acquittés par les participants);
- un changement de fournisseur de services.

5.2.3 Ajout d'une option de placement

Si une option de placement est ajoutée, le promoteur devrait fournir aux participants l'information dont il est question au paragraphe 4.2 ainsi que l'information sur les options de transfert dont il est question au paragraphe 4.3. Les participants devraient également être avisés de la date à laquelle la nouvelle option de placement sera mise à leur disposition.

5.2.4 Suppression ou remplacement d'une option de placement

Si une option de placement est supprimée, le promoteur devrait informer les participants des mesures devant être prises à l'égard de leur placement dans cette option. Il devrait également informer les participants des délais dont ils disposent pour prendre les mesures appropriées et sur la façon dont les éléments d'actif seront répartis entre les nouvelles options de placement si aucune mesure n'est prise par le participant.

Si une option de placement est remplacée, le promoteur devrait fournir de l'information sur l'incidence de la liquidation d'une option de placement et du réinvestissement des fonds dans une autre option de placement.

> Voici des exemples de l'information à fournir : rajustements de la valeur marchande, pénalité pour retrait anticipé, incidences fiscales et frais d'opérations.

5.3 – RAPPORTS SUR LE RENDEMENT DES FONDS DE PLACEMENT

Le promoteur devrait fournir des rapports sur le rendement de chaque fonds de placement au participant, au moins une fois l'an.

Le rapport sur le rendement de chacun des fonds de placement devrait présenter l'information suivante :

- le nom du fonds de placement dont le rendement est publié;
- s'il en est, le nom et la description de la norme de référence du fonds de placement (si la loi permet que la norme de référence soit composée de plusieurs indices, il conviendrait de l'expliquer);

> La norme de référence serait l'indice composé S&P/TSX dans le cas d'un fonds d'actions canadiennes, par exemple.

- le cas échéant, les rendements correspondants des normes de référence;
- le rendement du fonds, y compris le rendement historique pour 1, 3, 5 et 10 ans, s'il est disponible;
- le fait qu'il s'agisse d'un rendement de placement avant ou après déduction des frais de gestion et des frais du fonds;
- la description du mode de calcul du rendement du fonds, accompagnée de directives sur l'endroit où l'on peut trouver de l'information plus détaillée;
- une déclaration selon laquelle le rendement antérieur d'un fonds n'est pas nécessairement garant de son rendement futur.

ARTICLE 6 – MAINTIEN D'UN RÉGIME

Le promoteur devrait évaluer périodiquement tous les fournisseurs dont il retient les services, les options de placements offertes dans le cadre du régime, la tenue des dossiers et les outils d'aide à la décision fournis aux participants.

6.1 – ÉVALUATION DES FOURNISSEURS DE SERVICES

Le promoteur devrait établir des critères afin d'évaluer périodiquement ses fournisseurs de services.

> Voici des exemples de facteurs dont le promoteur devrait tenir compte lorsqu'il établit les critères d'évaluation des fournisseurs de services :
>
> - les critères utilisés pour choisir le fournisseur de services;
> - la fréquence des évaluations et/ou les événements donnant lieu à une évaluation.

Le promoteur devrait déterminer les mesures à prendre lorsqu'un fournisseur de services ne respecte pas les critères établis.

> Voici des exemples de facteurs dont le promoteur devrait tenir compte afin de déterminer les mesures à prendre :
>
> - la durée du non-respect des critères;
> - les plaintes déposées par les membres, s'il y a lieu;
> - les répercussion de cette mesure sur les participants;
> - la disponibilité d'autres fournisseurs de services.

6.2 – ÉVALUATION DES FOURNISSEURS DE SERVICES DE CONSEILS EN PLACEMENT

S'il y a lieu, le promoteur devrait évaluer périodiquement les fournisseurs de services avec lesquels il a conclu une entente ou auxquels il réfère des participants afin de les aider à prendre leurs décisions de placement. Comme pour les autres fournisseurs de services, le promoteur devrait établir des critères d'évaluation périodique et les appliquer.

> Étant donné que le fournisseur de services de conseils en placement est principalement en rapport avec les participants, le promoteur n'est pas en mesure d'évaluer directement la qualité des conseils prodigués.
>
> Voici des exemples de facteurs dont le promoteur devrait tenir compte lorsqu'il établit les critères d'évaluation périodique de ces fournisseurs de services :
>
> - les critères utilisés pour choisir le fournisseur de services;
> - les plaintes déposées par les membres, s'il y a lieu;
> - ses propres plaintes ou celles de ses autres fournisseurs de services.

6.3 ÉVALUATION DES OPTIONS DE PLACEMENT

Le promoteur devrait établir des critères afin d'évaluer périodiquement chacune des options de placement offertes dans le cadre du régime. Les options de placement devraient être évaluées au moins une fois l'an.

> Voici des exemples de facteurs dont le promoteur devrait tenir compte lorsqu'il établit les critères d'évaluation périodique des options de placements :
>
> - les critères utilisés pour choisir les options de placement;
> - la fréquence des évaluations et/ou les événements donnant lieu à une évaluation.

Le promoteur devrait déterminer les mesures à prendre lorsqu'une option de placement ne respecte plus les critères d'évaluation.

Voici des exemples de facteurs dont le promoteur devrait tenir compte afin de déterminer les mesures à prendre :

- la durée du non-respect des critères;
- les autres lacunes du mode de fonctionnement de l'option de placement;
- les plaintes déposées par les membres;
- les répercussion de cette mesure sur les participants (des incidences fiscales défavorables, par exemple);
- les autres options de placement offertes dans le cadre du régime;
- la disponibilité d'options de placement équivalentes.

6.4 – ÉVALUATOIN DE LA TENUE DES DOSSIERS

Le promoteur devrait évaluer périodiquement la tenue des dossiers du régime.

Si la tenue des dossiers se fait à l'interne, l'évaluation peut être effectuée de la façon suivante :

- examen des plaintes des participants au sujet des dossiers; et
- vérification périodique; ou
- évaluation par un fournisseur de services.

Si un fournisseur de services assure la tenue des dossiers, l'évaluation peut être effectuée de la façon suivante :

- examen des plaintes des participants au sujet des dossiers; et
- vérification périodique; ou
- demande d'attestation annuelle au sujet de la convenance des contrôles, des procédés et des systèmes utilisés; ou
- évaluation par un fournisseur de services indépendant.

Le promoteur devrait prendre dans les plus brefs délais les mesures correctives indiquées à la suite de l'évaluation.

6.5 – ÉVALUATION DES OUTILS D'AIDE À LA DÉCISION

Le promoteur devrait évaluer périodiquement les outils d'aide à la décision fournis aux participants ou que ceux-ci sont invités à utiliser.

Voici des exemples de facteurs dont le promoteur devrait tenir compte lorsqu'il évalue les outils d'aide à la décision :

- l'objet du régime;
- les types de décisions devant être prises par les participants;
- le coût des outils d'aide à la décision;
- l'emplacement, la diversité des participants et les données démographiques les concernant;
- l'accès des participants à des ordinateurs et à Internet.

Le promoteur devrait apporter les changements indiqués aux outils d'aide à la décision à la suite de l'évaluation.

ARTICLE 7 : CESSATION

7.1 – CESSATION D'UN RÉGIME DE CAPITALISATION

La cessation d'un régime de capitalisation devrait se faire conformément aux modalités du régime et aux exigences juridiques applicables.

7.1.1 Annonce aux participants de la cessation du régime de capitalisation

S'il est mis fin à un régime de capitalisation, le promoteur du régime devrait fournir sans délai l'information suivante aux participants :

- les options qui s'offrent à chaque participant;
- les mesures à prendre à l'égard des options des participants;
- les dates limites auxquelles les mesures doivent avoir été prises;
- la façon dont les éléments d'actif seront liquidés ou distribués;
- les options qui s'appliquent automatiquement si aucune mesure n'est prise par le participant;
- l'effet qu'a la cessation du régime sur chaque option de placement.

> Les répercussions de la cessation d'un régime peuvent inclure des incidences fiscales, des rajustements de la valeur marchande, des pénalités de retrait anticipé et des frais connexes.

7.2 – RETRAIT D'UN PARTICIPANT

Le retrait d'un participant devrait se faire conformément aux modalités du régime et aux exigences juridiques applicables.

7.2.1 Informations à communiquer au participant à son retrait du régime de capitalisation

Si un participant se retire d'un régime (en cas de cessation d'emploi, de départ à la retraite ou de décès, par exemple), le promoteur du régime devrait fournir les informations suivantes :

- les options qui s'offrent au participant;
- les mesures que doit prendre le participant;
- les dates limites auxquelles les mesures doivent avoir été prises;
- les options qui s'appliquent automatiquement si aucune mesure n'est prise par le participant;
- l'effet qu'aura le retrait du régime sur chaque option de placement.

> Les répercussions du retrait d'un participant peuvent inclure des incidences fiscales, des rajustements de la valeur marchande, des pénalités de retrait anticipé et des frais connexes

S'il est mis fin au régime en raison du décès du participant, ces informations devraient être transmises au bénéficiaire désigné ou au représentant personnel du participant.