

## 1832 AM Emerging Markets Equity Pool

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### Annual Management Report of Fund Performance

For the year ended December 31, 2022

This annual management report of fund performance contains financial highlights but does not contain the complete annual financial statements of the investment fund. You can get a copy of the annual financial statements at your request, and at no cost, by calling toll-free 1-800-268-9269, by writing to us at 1832 Asset Management L.P., 40 Temperance Street, 16th Floor, Toronto, ON, M5H 0B4 or by visiting our website at [www.scotiafunds.com](http://www.scotiafunds.com) or SEDAR at [www.sedar.com](http://www.sedar.com).

Securityholders may also contact us using one of these methods to request a copy of the investment fund's interim financial statements, proxy voting policies and procedures, proxy voting disclosure record or quarterly portfolio disclosure.

1832 Asset Management L.P. is the manager (the "Manager") of the fund. In this document, "we", "us", "our" and the "Manager" refer to 1832 Asset Management L.P. and the "Fund" refers to 1832 AM Emerging Markets Equity Pool.

The term "net asset value" or "net asset value per unit" in this document refers to the net asset value determined in accordance with Part 14 of National Instrument 81-106 – Investment Fund Continuous Disclosure ("National Instrument 81-106"); while the term "net assets" or "net assets per unit" refers to total equity or net assets attributable to unitholders of the Fund as determined in accordance with International Financial Reporting Standards ("IFRS").

#### Caution Regarding Forward-Looking Statements

*Certain portions of this report, including, but not limited to, "Recent Developments", may contain forward-looking statements about the Fund and the underlying funds, as applicable, including statements with respect to strategies, risks, expected performance events and conditions. Forward-looking statements include statements that are predictive in nature, that depend upon or refer to future events or conditions, or that include words such as "expects", "anticipates", "intends", "plans", "believes", "estimates", "projects" and similar forward-looking expressions or negative versions thereof.*

*In addition, any statement that may be made concerning future performance, strategies or prospects and possible future action by the Fund is also a forward-looking statement. Forward-looking statements are based on current expectations and projections about future general economic, political and relevant market factors, such as interest rates, foreign exchange rates, equity and capital markets, and the general business environment, in each case assuming no changes to applicable tax or other laws or government regulation. Expectations and projections about future events are inherently subject to, among other things, risks and uncertainties, some of which may be unforeseeable. Accordingly, current assumptions concerning future economic and other factors may prove to be incorrect at a future date.*

*Forward-looking statements are not guarantees of future performance and actual results or events could differ materially from those expressed or implied in any forward-looking statements made by the Fund. Any number of important factors could contribute to these digressions, including, but not limited to, general economic, political and market factors in North America and internationally, such as interest and foreign exchange rates, global equity and capital markets, business competition, technological change, changes in government relations, unexpected judicial or regulatory proceedings and catastrophic events. We stress that the above mentioned list of important factors is not exhaustive. Some of these risks, uncertainties and other factors are described in the Fund's simplified prospectus, under the heading "Specific risks of mutual funds".*

*We encourage you to consider these and other factors carefully before making any investment decisions. Forward-looking statements should not be unduly relied upon. Further, you should be aware of the fact that the Fund has no specific intention of updating any forward-looking statements whether as a result of new information, future events or otherwise, prior to the release of the next management report of fund performance, and that the forward-looking statements speak only to the date of this management report of fund performance.*

#### Investment Objective and Strategies

The Fund's investment objective is to provide capital appreciation over the long term by investing primarily in equity securities of companies in emerging markets, directly or through investments in securities of other funds.

The Fund seeks to achieve its investment objective by constructing a portfolio of publicly traded equity securities of companies located in, or that have exposure to, emerging markets.

The portfolio advisors use a bottom-up, fundamental investment approach that seeks out high quality businesses with attractive earnings prospects at reasonable valuations; along with a growth-oriented investment approach designed to identify growing companies.

The Fund can invest up to 100% of its assets in foreign securities.

#### Risk

The risks associated with investing in the Fund are as described in the simplified prospectus. There were no material changes to the Fund over its last completed financial year that affected the overall level of risk of the Fund.

#### Results of Operations

For the year ended December 31, 2022 (the "period"), the Series I units of the Fund generated a total return of –20.9%. Fund

returns are reported net of all management fees and expenses, unlike the returns of the Fund's benchmark, which is based on the performance of an index that does not pay fees or incur expenses.

The Fund's broad-based benchmark, the MSCI Emerging Markets Index (C\$), returned -14.5% during the same period. In accordance with National Instrument 81-106, we have included a comparison to this broad-based index to help you understand the Fund's performance relative to the general performance of the market.

Growth stock valuations fell substantially over the period, sharply underperforming value stocks as global central banks undertook their most aggressive cycle of interest rate increases since the early 1980s. For the first time in at least 50 years, both stocks and bonds experienced broad declines. By year-end, inflation and inflation expectations were past their peak and market-based forward inflation break-evens were back within central banks' targeted range. As such, monetary authorities appeared close to accomplishing their goal of taming inflation. With labour markets remaining tight, however, central banks expressed their commitment to a few additional interest rate increases in 2023.

Emerging markets improved during the final quarter of 2022, as lockdowns in China were lifted and the country ended its "zero COVID" policy. In general, emerging markets proved resilient over the period, just slightly underperforming U.S. and global equity markets.

The Fund underperformed the broad-based benchmark as a result of stock selection across multiple sectors.

The Fund's underweight positions and stock selection in the Real Estate and Utilities sectors detracted from performance, as did its overweight position in the Consumer Discretionary sector. Security selection in the Industrials sector also detracted. At the regional level, security selection in China and Taiwan was a top detractor from performance.

Individual detractors from performance included Ace Hardware Indonesia Tbk PT, XP Inc., Taiwan Semiconductor Manufacturing Co. Ltd. and Contemporary Amperex Technology Co., Limited. Ace Hardware has faced increasing competition from online marketplaces, leading to weak traffic recovery. However, the company has been working on turnaround initiatives to improve year-over-year comparable data and defend against online competition. Shares of XP underperformed even as the company reported results slightly ahead of expectations. Despite a challenging operating environment in Brazil, XP's long-term growth drivers remain in place, and management is taking steps to drive operational and capital efficiencies. Weaker demand for electronic products is resulting in a decline in demand for the semiconductors that go into these devices. This may soften the pricing environment for Taiwan Semiconductor and decrease the utilization of its semiconductor foundries. Rising prices of key input costs for Contemporary Amperex, particularly lithium, led to disappointing gross margins.

Overweight positions in the Financials and Industrials sectors contributed to performance. At the regional level, underweight

exposure to Russia, an overweight position and stock selection in Mexico, and stock selection in Thailand and Indonesia contributed.

Top individual contributors included WEG SA, Travelsky Technology Ltd., AIA Group Ltd. and PTT Exploration and Production Public Co. Ltd. A combination of better Brazilian industrial activity, outsized growth of renewable energy spending globally, and market share gains outside of its home market have led to consistent positive earnings results for WEG. Travelsky benefited from the lifting of China's economic restrictions, as markets anticipated a recovery for air travel in China. Shares of AIA Group rose as the relaxation of restrictions improved the outlook for its key businesses. PTT Exploration & Production benefited from rising energy prices globally.

During the period, Ping An Insurance (Group) Co. of China Ltd. was added to the Fund. The company is expected to benefit from increasingly accommodative policy support for struggling property developers, as well as China's easing pandemic-related restrictions.

Existing positions in JD.com Inc. and Tencent Holdings Ltd. were increased. JD's results, particularly during the second half of the year, exceeded expectations as the company increased its focus on controlling expenses, leading to much higher-than-expected profitability. The easing of China's economic restrictions should support both consumer and advertiser sentiment and reinvigorate Tencent's revenue growth after a period of pronounced softness. In addition, China has begun to approve the launch of new games after a long hiatus, which should drive a reacceleration of Tencent's gaming revenue.

Al Rajhi Bank was sold as a deterioration in its deposit profile and a slowdown in mortgage growth placed pressure on earnings growth. LUKOIL PJSC was exited as a result of the Russia-Ukraine conflict. Silergy Corp. was sold on concerns that weaker demand for electronic devices could result in lower demand for the semiconductors that go into these devices. In addition, Infosys Ltd. was trimmed on concerns that wage-related expense pressure could affect its near-term profitability.

The Fund's net asset value decreased to \$284.2 million at December 31, 2022, from \$357.1 million at December 31, 2021. This change was composed of investment performance of negative \$74.7 million and net sales of \$1.8 million. The investment performance of the Fund includes income and expenses which vary year over year. The Fund's income and expenses changed compared to the previous year mainly as a result of fluctuations in average net assets, portfolio activity and changes in the Fund's income earning investments.

The Fund may make distributions at a rate determined by the Manager from time to time. If the aggregate amount of distributions exceeds the portion of net income and net realized capital gains, the excess will constitute a return of capital. The Manager does not believe that the return of capital distributions made by the Fund have a meaningful impact on the Fund's ability to implement its investment strategy or to fulfill its investment objective.

## Recent Developments

There have been no recent developments that have affected, or are likely to materially affect the Fund.

## Related Party Transactions

The Manager is a wholly-owned subsidiary of The Bank of Nova Scotia (“Scotiabank”). Scotiabank also owns, directly or indirectly, 100% of Scotia Securities Inc., a mutual fund dealer, and Scotia Capital Inc. (which includes ScotiaMcLeod and Scotia iTRADE), an investment dealer.

The Manager, on behalf of the Fund, may enter into transactions or arrangements with other members of Scotiabank or certain other companies that are related or connected to the Manager (each a “related party”). All transactions between the Fund and the related parties are in the normal course of business and are carried out at arm’s length terms.

The purpose of this section is to provide a brief description of any transaction involving the Fund and a related party.

### **Fixed Administration Fees and Fund Costs**

The Manager pays the operating expenses of the Fund, other than Fund Costs, in exchange for the payment by the Fund of a fixed rate administration fee (the “Fixed Administration Fee”) to the Manager with respect to each series of the Fund. The expenses charged to the Fund in respect of the Fixed Administration Fee are disclosed in the Fund’s financial statements. The Fixed Administration Fee is equal to a specified percentage of the net asset value of a series, calculated and paid in the same manner as the management fees for the Fund. Further details about the Fixed Administration Fee can be found in the Fund’s most recent simplified prospectus.

In addition, each series of the Fund is responsible for its proportionate share of certain operating expenses (“Fund Costs”). Further details about Fund Costs can be found in the Fund’s most recent simplified prospectus.

The Manager, at its sole discretion, may waive or absorb a portion of a series’ expenses. These waivers or absorptions may be terminated at any time without notice.

### **Related Sub-Advisor**

The Fund is sub-advised by Jarislowsky Fraser Limited, a related party to the fund. The Manager may pay a fee, which is negotiated with the sub-advisor, to the sub-advisor in respect of the investment advisory services provided to the Fund.

### **Other Fees**

The Manager, or its affiliates, may earn fees and spreads in connection with various services provided to, or transactions with, the Fund, such as banking, custody, brokerage, foreign exchange or derivatives transactions. The Manager, or its affiliates, may earn a foreign exchange spread when unitholders switch between series of funds denominated in different currencies.

## **Independent Review Committee**

The Manager has established an independent review committee (the “IRC”) in accordance with National Instrument 81-107 – Independent Review Committee for Investment Funds (“NI 81-107”) with a mandate to review and provide recommendations or approval, as required, on conflict of interest matters referred to it by the Manager on behalf of the Fund. The IRC is responsible for overseeing the Manager’s decisions in situations where the Manager is faced with any present or perceived conflicts of interest, all in accordance with NI 81-107.

The IRC may also approve certain mergers between the Fund and other funds, and any change of the auditor of the Fund. Subject to any corporate and securities law requirements, no securityholder approval will be obtained in such circumstances, but you will be sent a written notice at least 60 days before the effective date of any such transaction or change of auditor. In certain circumstances, securityholder approval may be required to approve certain mergers.

The IRC has five members, Stephen J. Griggs (Chair), Steven Donald, Simon Hitzig, Heather A. T. Hunter and Jennifer L. Witterick, each of whom is independent of the Manager.

The IRC prepares and files a report to the securityholders each fiscal year that describes the IRC and its activities for securityholders as well as contains a complete list of the standing instructions. These standing instructions enable the Manager to act in a particular conflict of interest matter on a continuing basis provided the Manager complies with its policies and procedures established to address that conflict of interest matter and reports periodically to the IRC on the matter. This report to the securityholders is available on the Manager’s website or, at no cost, by contacting the Manager.

The compensation and other reasonable expenses of the IRC will be paid out of the assets of the Fund as well as out of the assets of the other investment funds for which the IRC may act as the independent review committee. Each member of the IRC receives an annual retainer of \$62,000 (\$77,000 for the Chair), plus expenses for each meeting. The fees and expenses, plus associated legal costs, are allocated among all of the funds managed by the Manager for which the IRC acts as the independent review committee in a manner that is considered by the Manager to be fair and reasonable. The main component of compensation is an annual retainer fee. Prior to November 1, 2021, each IRC member also received a fee for each committee meeting attended. Expenses of the IRC may include premiums for insurance coverage, travel expenses and reasonable out-of-pocket expenses.

The Manager, in respect of the Fund, received the following standing instructions from the IRC with respect to related party transactions:

- Paying brokerage commissions and spreads to a related party for effecting security transactions on an agency and principal basis on behalf of the Fund;
- Purchases or sales of securities of an issuer from or to another investment fund managed by the Manager;

- Investments in the securities of issuers for which a related underwriter acted as an underwriter during the distribution of such securities and the 60-day period following the completion of such distribution;
- Executing foreign exchange transactions with a related party on behalf of the Fund;
- Purchases of securities of a related party;
- Entering into over-the-counter derivatives on behalf of the Fund with a related party;
- Outsourcing products and services to related parties which can be charged to the Fund;
- Acquisition of prohibited securities as defined by securities regulations;
- Trading in mortgages with a related party;
- Entering into a designated broker agreement with a related party; and
- Entering into a prime broker agreement with a related party.

The Manager is required to advise the IRC of any breach of a condition of the standing instructions. The standing instructions require, among other things, that the investment decision in respect to a related party transaction: (a) is made by the Manager free from any influence by an entity related to the Manager and without taking into account any consideration to any associate or affiliate of the Manager; (b) represents the business judgment of the Manager uninfluenced by considerations other than the best interests of the Fund; and (c) is made in compliance with the Manager's written policies and procedures. Transactions made by the Manager under the standing instructions are subsequently reviewed by the IRC to monitor compliance.

The Manager, in respect of the Fund, did not rely on IRC standing instructions regarding related party transactions during the period.

## Financial Highlights

The following tables show selected key financial information about each series of the Fund and are intended to help you understand the Fund's financial performance for the periods indicated. The information on the following tables is based on prescribed regulations and as a result, is not expected to add across due to the increase (decrease) in net assets from operations being based on average units outstanding during the period and all other numbers being based on actual units outstanding at the relevant point in time. Footnotes for the tables are found at the end of the Financial Highlights section.

### The Fund's Net Assets per Unit (\$) <sup>(1)</sup>

For the period ended	Net Assets, beginning of period	Increase (decrease) from operations:					Distributions:					Net Assets, end of period <sup>(1)</sup>
		Total revenue	Total expenses	Realized gains (losses) for the period	Unrealized gains (losses) for the period	Total increase (decrease) from operations <sup>(2)</sup>	From net investment income (excluding dividends)	From dividends	From capital gains	Return of capital	Total distributions <sup>(3)</sup>	
<b>Series I</b>												
<b>Dec. 31, 2022</b>	<b>10.68</b>	<b>0.28</b>	<b>(0.03)</b>	<b>(1.18)</b>	<b>(1.30)</b>	<b>(2.23)</b>	–	<b>(0.26)</b>	–	–	<b>(0.26)</b>	<b>8.20</b>
Dec. 31, 2021	11.32	0.26	(0.05)	(0.23)	(0.39)	(0.41)	–	(0.19)	–	–	(0.19)	10.68
Dec. 31, 2020*	10.00	0.09	(0.05)	0.04	5.07	5.15	–	(0.01)	(0.04)	–	(0.05)	11.32

\* The start date for Series I units was January 27.

<sup>(1)</sup> This information is derived from the Fund's audited annual financial statements. The net assets per unit presented in the financial statements may differ from the net asset value per unit. An explanation of these differences can be found in note 2 of the Fund's financial statements. The net asset value per unit at the end of the period is disclosed in Ratios and Supplemental Data.

<sup>(2)</sup> Net assets per unit and distributions per unit are based on the actual number of units outstanding for the relevant series at the relevant time. The increase (decrease) in net assets from operations per unit is based on the weighted average number of units outstanding over the period.

<sup>(3)</sup> Distributions were paid in cash or reinvested in additional units of the Fund.

## Ratios and Supplemental Data

As at	Total net asset value (000's) (\$) <sup>(1)</sup>	Number of units outstanding <sup>(1)</sup>	Management expense ratio ("MER") (%) <sup>(2)</sup>	MER before waivers or absorptions (%) <sup>(2)</sup>	Trading expense ratio ("TER") (%) <sup>(3)</sup>	Portfolio turnover rate (%) <sup>(4)</sup>	Net asset value per unit (\$) <sup>(1)</sup>
<b>Series I</b>							
<b>Dec. 31, 2022</b>	<b>284,170</b>	<b>34,661,361</b>	<b>0.10</b>	<b>0.10</b>	<b>0.17</b>	<b>87.78</b>	<b>8.20</b>
Dec. 31, 2021	357,080	33,428,200	0.11	0.11	0.12	77.88	10.68
Dec. 31, 2020	338,358	29,894,056	0.10	0.10	0.30	120.61	11.32

<sup>(1)</sup> This information is provided as at the period end of the years shown.

<sup>(2)</sup> The management expense ratio is based on the total expenses (including sales tax, and excluding commissions and other portfolio transaction costs) of each series of the Fund and a proportional share of underlying funds' expenses (mutual funds, ETFs and closed-end funds), where applicable, for the stated period and is expressed as an annualized percentage of daily average net asset value during the period.



- <sup>(3)</sup> The trading expense ratio represents total commissions and other portfolio transaction costs, short borrowing costs and interest on leverage of the Fund and the underlying funds, where applicable, expressed as an annualized percentage of daily average net asset value of the Fund during the period.
- <sup>(4)</sup> The Fund's portfolio turnover rate indicates how actively the Fund's portfolio advisor manages its portfolio investments. A portfolio turnover rate of 100% is equivalent to the Fund buying and selling all of the securities in its portfolio once in the course of the period. The higher a fund's portfolio turnover rate in a period, the greater the trading costs payable by the fund in the period, and the greater the chance of an investor receiving taxable capital gains in the year. There is not necessarily a relationship between a high turnover rate and the performance of a fund.

## Management Fees

The Manager is not entitled to a management fee payable by the Fund in respect of Series I units. The management fee is negotiable and paid by unitholders directly to the Manager.

## Past Performance

The following shows the past performance for each series and will not necessarily indicate how the Fund will perform in the future. The information shown assumes that all distributions made by each series of the Fund in the periods shown were reinvested in additional units of the relevant series. In addition, the information does not take into account sales, redemption, distribution or other optional charges that would have reduced returns or performance.

## Year-By-Year Returns

The following charts show the performance for each series of the Fund and illustrate how performance has varied from year to year. The charts show, in percentage terms, how much an investment held on the first day of each calendar year would have increased or decreased by the last day of each calendar year for that series.



## Annual Compound Returns

The annual compound returns table below compares each series of the Fund's performance to one or more benchmarks. A benchmark is usually an index or a composite of more than one index. Fund returns are reported net of all management fees and expenses for all series, unlike the return of benchmarks which are based on the performance of an index that does not pay fees or incur expenses.

	One Year	Three Years	Five Years	Ten Years	Since Inception
<b>Series I</b>	% -20.9	-	-	-	-4.9
MSCI Emerging Markets Index (C\$)	% -14.5	-	-	-	-0.4

## Index Descriptions

MSCI Emerging Markets Index (C\$) – This index is designed to measure equity market performance of emerging markets.

A discussion of the performance of the Fund as compared to its benchmark(s) is found in the Results of Operations section of this report.

## Summary of Investment Portfolio

The Summary of Investment Portfolio may change due to ongoing portfolio transactions. A quarterly portfolio update is available to the investor at no cost by calling 1-800-268-9269, or by visiting [www.scotiafunds.com](http://www.scotiafunds.com), 60 days after quarter end, except for December 31, which is the calendar year end, when they are available after 90 days.

By Country/Region	% of net asset value <sup>(1)</sup>
United States	28.0
Hong Kong	21.4
Taiwan	7.9
South Korea	6.7
China	5.6
United Kingdom	4.8
Mexico	4.1
Brazil	3.7
Indonesia	3.3
India	2.3
Thailand	2.1
South Africa	1.7
United Arab Emirates	1.7
Cash and Cash Equivalents	1.2
Philippines	1.2
Singapore	1.2
Netherlands	1.0
France	0.7
Denmark	0.4
Malaysia	0.3
Poland	0.3
Greece	0.2
Japan	0.1
Switzerland	0.1
Other Net Assets (Liabilities)	0.0

**Top 25 Holdings**

<b>Issuer</b>	<b>% of net asset value<sup>(1)</sup></b>
Tencent Holdings Limited	3.8
iShares MSCI India ETF	3.4
Taiwan Semiconductor Manufacturing Company Ltd. - ADR	3.2
Taiwan Semiconductor Manufacturing Company Ltd.	3.2
HDFC Bank Ltd. – ADR	3.0
Ping An Insurance Group Company of China Ltd., Class H	2.7
Alibaba Group Holding Ltd.	2.6
JD.com Inc.	2.3
Axis Bank Ltd. – GDR	2.3
Trip.com Group Ltd. – ADR	2.3
AIA Group Ltd.	2.2
iShares Core MSCI Emerging Markets ETF	2.1
Samsung Electronics Co., Ltd.	2.0
Infosys Ltd. – Sponsored ADR	2.0
Samsung Electronics Co., Ltd. – GDR	1.9
Grupo Financiero Banorte S.A.B. de C.V., Series O	1.7
Reliance Industries Ltd. – GDR	1.6
Samsung SDI Co., Ltd.	1.4
WEG S.A.	1.4
Yum China Holdings Inc.	1.4
Alinma Bank Palms1699 HSBC Linked Notes, Apr 04, 2024	1.3
Wal-Mart de Mexico S.A.B. de C.V.	1.3
Cash and Cash Equivalents	1.2
Delta Electronics Inc.	1.1
Airtac International Group	1.0

<sup>(1)</sup> Based on the net asset value, therefore, weightings presented in the Schedule of Investments may differ from the ones disclosed above.

