



**FIERA CAPITAL CORPORATION**  
**CONFLICTS OF INTEREST DISCLOSURE**

**(as at June 3, 2019)**

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NI 31-103 (as defined below) requires that registered firms disclose any existing or potential material conflicts of interest to their clients if a reasonable investor would expect to be informed of such conflict of interest.

Accordingly, this document discloses the existing or potential material conflicts of interest of Fiera Capital Corporation (the "**Corporation**") and also discloses what measures the Corporation has taken to respond to existing or potential conflicts of interest.

In addition, NI 31-103 requires that registered dealers or advisers, when they trade in or advise with respect to Restricted Securities (as defined below), disclose this fact to the client and obtain the client's written consent prior to the trade. Therefore, your consent must be obtained in order for the Corporation to trade in Restricted Securities.

**DEFINITIONS**

Unless otherwise specified, all capitalized terms used herein shall have the meaning set forth below. For the purposes of this document:

**"Connected Issuer"** means, in respect of the Corporation, an issuer or a selling securityholder distributing securities, if the issuer, the selling securityholder or any Related Issuer thereof, has any indebtedness to: (i) the Corporation; (ii) a Related Issuer of the Corporation; or (iii) a director, officer or partner of the Corporation; or (iv) a director, officer or partner of a Related Issuer of the Corporation. It also means, in respect of the Corporation, an issuer or a selling securityholder distributing securities, if the issuer, the selling securityholder or any Related Issuer thereof, has any other type of relationship with any of the above-mentioned persons that would be material to a prospective purchaser of such securities. Accordingly, an issuer is "connected" to the Corporation if, due to indebtedness or other relationships, a prospective purchaser of securities of the Connected Issuer might question the Corporation's independence from such Connected Issuer.

**"Fiera Funds"** means, the investment funds managed by the Corporation or any of its affiliates.

**"NI 31-103"** means National Instrument 31-103 – *Registration Requirements, Exemptions and Ongoing Registrant Obligations*.

**"NI 81-102"** means National Instrument 81-102 – *Investment Funds*.

**"Related Issuer"** a person or company is a "related issuer" of another person or company if (i) the person or company is an influential securityholder of the other person or company, (ii) if the other person or company is an influential securityholder of the other person or company or (iii) if each of them is a related issuer of the same third person or company. In this context, "influential securityholder" means having the power to exercise a controlling influence over the management and policies of a person or company, whether alone or in combination with one or more other persons or companies, whether through ownership of voting securities or otherwise.

**"Responsible Person"** means, in respect of the Corporation, the Corporation, a partner, director or officer of the Corporation, and each of the following who has access to, or participates in formulating, an

investment decision made on behalf of a client of the Corporation or advice to be given to a client of the Corporation: (i) an employee or agent of the Corporation; (ii) an affiliate of the Corporation; (iii) a partner, director, officer, employee or agent of an affiliate of the Corporation.

**“Restricted Securities”** means securities of an issuer where a Responsible Person or an associate of a Responsible Person is a partner, officer or director of the registered dealer or adviser in question. See Section 1.1 below for a list of issuers, securities of which constitute Restricted Securities for the Corporation.

## 1. INVESTMENTS REQUIRING YOUR CONSENT

When the Corporation causes an investment portfolio managed by it to purchase Restricted Securities, NI 31-103 requires that (i) such fact be disclosed to the clients and (ii) before the purchase, a written consent of the client to the purchase be obtained. You will find under this heading a description of each investment for which the Corporation has determined it should obtain your prior written consent.

As a general rule, by executing an investment management agreement or a subscription agreement with the Corporation, acting as manager of a Fiera Fund, you consent to the Corporation trading in (i) Restricted Securities in your account or (ii) non-listed Restricted Securities on behalf of the Fiera Fund(s) of which you may hold units.

On May 1<sup>st</sup>, 2012, the Corporation obtained an exemption (the **“Exemption”**) from the Canadian Securities Authorities (**“CSA”**) authorizing the Corporation to trade in or advise with respect to Restricted Securities listed on an exchange when the Corporation manages or provides advice to portfolios of investment funds. In order to benefit from this Exemption, the Corporation must, among other conditions, make sure that (i) the independent review committee has previously approved such trade, and (ii) the trade is in accordance with, or necessary to meet, the investment objective of the applicable investment fund. Consequently, if you hold units of an investment fund managed or advised by the Corporation, the Corporation may invest in Restricted Securities listed on an exchange on behalf of such fund without your consent. As a unitholder of an investment fund advised or managed by the Corporation, your consent is required to authorize the Corporation to invest in non-listed Restricted Securities on behalf of such investment fund.

### 1.1 Investments for which a Written Consent is Required

The direct investment into any of the securities issued by the entities listed below requires your consent. In addition, the investment into any of the non-listed securities of the entities listed below by a Fiera Fund requires your consent.

Furthermore, subject to their respective investment objectives and policies, the Fiera Funds may invest in the listed securities of the following issuers notwithstanding the relationships described below. The securities of the issuers listed below constitute Restricted Securities:

- (a) **Baker Hughes, a GE company (“BHGE”)**: Geoff Beattie is a member of the board of directors of the Corporation and is also a member of the board of directors of BHGE. The securities of BHGE are listed on the New York Stock Exchange under the symbol “BHGE”.
- (b) **Chorus Aviation Inc. (“CAI”)**: Gary Collins is a member of the board of directors of the Corporation and is also a member of the board of directors of CAI. The securities of CAI are listed on the TSX under the symbol “CHR”.
- (c) **D-Box Technologies Inc. (“D-Box”)**: Gary Collins is a member of the board of directors of the Corporation and is also a member of the board of directors of D-Box. The securities of D-Box are listed on the TSX under the symbol “DBO”.

- (d) **Dorel Industries Inc. (“Dorel”)**: Norman M. Steinberg is a member of the board of directors of the Corporation and is also a member of the board of directors of Dorel. The securities of Dorel are listed on the TSX under the symbol “DIIB”.
- (e) **Fiera Alternative Investment Vehicles**: See below at Section 5.
- (f) **Fiera Asia Funds**: See below at section 1.10.
- (g) **Fiera Closed-End Funds**: The Corporation acts as investment fund manager of closed-end funds, units of which are listed on the TSX, are not redeemable on demand and are distributed through long form prospectus.
- (h) **Fiera Comox Funds**: Fiera Comox Partners Inc. is a subsidiary of the Corporation and may act as manager of the Fiera Comox Funds, units of which are distributed through applicable prospectus exemptions and are not listed on an exchange. For more information see below at Section 1.5.
- (i) **Fiera Europe Funds**: Please see below at Section 1.8.
- (j) **Fiera Natixis Funds**: Please see below at Section 1.6.
- (k) **Fiera Infrastructure Funds**: Fiera Infrastructure Inc. is a subsidiary of the Corporation and acts as manager of the Fiera Infrastructure Funds, units of which are distributed through applicable prospectus exemptions and are not listed on an exchange. For more information see below at Section 1.4.
- (l) **Fiera PLLPs**: Fiera Private Lending Inc. is a subsidiary of the Corporation and acts as manager of the Fiera FP LPs, units of which are distributed through applicable prospectus exemptions and are not listed on an exchange. For more information see below at Section (v).
- (m) **Fiera Properties Europe Funds**: Please see below at Section 1.9
- (n) **Fiera Properties Funds**: Please see below at Section 1.3
- (o) **Fiera US Funds**: Please see below at Section 1.7.
- (p) **Fonds FMOQ**: Jean-Guy Desjardins is the Chairman of the board of directors and Chief Executive Officer of the Corporation and is also a member of the board of directors of Société de services financiers Fonds FMOQ inc. Les Fonds d’investissement FMOQ inc. and the Société de gérance des Fonds FMOQ inc. are two wholly-owned subsidiaries of the Société de services financiers Fonds FMOQ inc. that are registered with the Autorité des marchés financiers in the categories of mutual fund dealer and investment fund manager, respectively. Les Fonds d’investissement FMOQ inc. acts as promoter of the Fonds FMOQ and the Société de gérance des Fonds FMOQ inc. acts as manager of the Fonds FMOQ.
- (q) **General Electric Company (“GE”)**: Geoff Beattie is a member of the board of directors of the Corporation and is also a member of the board of directors of GE. The securities of GE are listed on the New York Stock Exchange under the symbol “GE”.
- (r) **Maple Leaf Foods Inc. (“MFI”)**: Geoff Beattie is a member of the board of directors of the Corporation and is also a member of the board of directors of MFI. The securities of MFI are listed on the TSX under the symbol “MFI”.

- (s) **Rogers Sugar Ltd. (“Rogers”)**: Gary Collins is a member of the board of directors of the Corporation and is also a member of the board of directors of Rogers. The securities of Rogers are listed on the TSX under the symbol “RSI”.
- (t) **Sleep Country Canada Holdings Inc. (“Sleep Country”)**: David R. Shaw is a member of the board of directors of the Corporation and is also a member of the board of directors of Sleep Country. The securities of Sleep Country are listed on the TSX under the symbol “ZZZ”.
- (u) **SNC-Lavalin Group Inc. (“SNC”)**: Jean Raby is a member of the board of directors of the Corporation and is also a member of the board of directors of SNC. The securities of SNC are listed on the TSX under the symbol “SNC”.
- (v) **Waterloo Brewing Ltd. (formerly Brick Brewing Co. Limited) (“WB”)**: David R. Shaw is a member of the board of directors of the Corporation and is also a member of the board of directors of WB. The securities of WB are listed on the TSX under the symbol “WRB”.

## 1.2 Investments in the Fiera PL LPs

Fiera Private Lending Inc. (“**Fiera Private Lending**”), a wholly owned subsidiary of the Corporation, is a Canadian manager of limited partnerships offering construction financing, real estate investment as well as other forms of private lending and financings to businesses in various sectors (collectively the “**Fiera PL LPs**”). The general partners of the Fiera PL LPs (the “**Fiera PL GPs**”) are also wholly owned subsidiaries of the Corporation. Certain directors and officers of the Corporation may also act as directors and officers of the Fiera PL LPs and of the Fiera PL GPs.

The Corporation intends to change the legal name of Fiera Private Lending to “Fiera Private Debt Inc.”, effective on or about July 2, 2019.

With the consent of all unitholders of a Fiera Fund, such Fiera Fund may invest in the Fiera PL LPs. In addition, provided the requested consents have been given, the Corporation may exercise its discretionary authority over your accounts and decide to purchase units of the Fiera PL LPs directly.

Also refer to the disclosure about investments in the Fiera Alternative Investment Vehicles and payment of additional fees under Section 5 below.

## 1.3 Investments in the Fiera Properties Funds

Fiera Properties Limited (“**Fiera Properties**”), a wholly owned subsidiary of the Corporation, is a Canadian real estate management company that provides direct real estate investment opportunities to institutional investors, foundation and endowment clients, and high net worth investors. To do so, Fiera Properties establishes vehicles investing in these real estate opportunities, including but not limited to the Fiera Properties CORE Private LP and the Fiera Properties CORE Fund LP (the “**Fiera Properties Funds**”). The units of the Fiera Properties Funds are distributed through applicable prospectus exemptions and are not listed on an exchange. Certain directors and officers of the Corporation may also act as directors and officers of Fiera Properties. With your consent, the Corporation may advise you to invest in the Fiera Properties Funds and, with the consent of all unitholders of the applicable Fiera Fund, the Corporation may invest in the Fiera Properties Funds on behalf of a Fiera Fund. The Corporation intends to change the legal name of Fiera Properties to “Fiera Real Estate Investments Limited”, effective on or about July 2, 2019.

Also refer to the disclosure about investments in the Fiera Alternative Investment Vehicles and payment of additional fees under Section 5 below.

#### **1.4 Investments in the Fiera Infrastructure Funds**

Fiera Infrastructure Inc. is a Canadian infrastructure management company specialized in development, implementation and administration of infrastructure projects. To participate in these projects, Fiera Infrastructure Inc. establishes vehicles investing in these infrastructure projects (the “**Fiera Infrastructure Funds**”). Fiera Infrastructure Inc. is controlled by the Corporation and Aquila Management Holdco Inc., with the Corporation directly owning 75% of Fiera Infrastructure Inc. Certain directors and officers of the Corporation may also act as directors and officers of Fiera Infrastructure Inc. With your consent, the Corporation may advise you to invest in the Fiera Infrastructure Funds and, with the consent of all unitholders of the applicable Fiera Fund, the Corporation may invest in the Fiera Infrastructure Funds on behalf of a Fiera Fund.

Also refer to the disclosure about investments in the Fiera Alternative Investment Vehicles and payment of additional fees under Section 5 below.

#### **1.5 Investments in the Fiera Comox Funds**

Fiera Comox Partners Inc. is a Canadian management company specializing in the development, implementation and administration of funds focusing on private equity and agriculture / timber investment strategies (the “**Fiera Comox Funds**”). Fiera Comox Partners Inc. is controlled by the Corporation and Comox Equity Partners Inc., with the Corporation directly owning 60.4% of Fiera Comox Partners Inc. Certain directors and officers of the Corporation may also act as directors and officers of Fiera Comox Partners Inc. With your consent, the Corporation may advise you to invest in the Fiera Comox Funds and, with the consent of all unitholders of the applicable Fiera Fund, the Corporation may invest in the Fiera Comox Funds on behalf of a Fiera Fund.

Also refer to the disclosure about investments in the Fiera Alternative Investment Vehicles and payment of additional fees under Section 5 below.

#### **1.6 Investments in the Fiera Natixis Funds**

Natixis Investment Managers Canada LP (“**Natixis LP**”) is a Canadian investment fund manager duly registered as such with the Canadian securities administrators. Natixis LP acts as investment fund manager of investment funds, units of which are distributed by prospectus or by exemption from the prospectus requirements (the “**Fiera Natixis Funds**”). As of the date of this document, Natixis LP is a wholly owned subsidiary of Natixis (as defined below at Section 6), Natixis is a major shareholder of the Corporation and Jean Raby, an officer of Natixis is a member of the board of directors of the Corporation. In addition, on or about July 3, 2019, it is expected that the Corporation will be purchasing all outstanding shares of the parent company of Natixis LP. With your consent, the Corporation may advise you to invest in the Fiera Natixis Funds and, with the consent of all unitholders of the applicable Fiera Fund, the Corporation may invest in the Fiera Natixis Funds on behalf of a Fiera Fund.

Also refer to the disclosure about investments in the Fiera Natixis Funds under Section 4 below.

#### **1.7 Investments in the Fiera US Funds**

Fiera Capital Inc. is an indirect wholly-owned subsidiary of the Corporation, listed under Section 3.1, which acts as the investment manager of funds that invest in US and international equity, fixed income currencies and other private funds (collectively, the “**Fiera US Funds**”). Certain directors and officers of the Corporation may also act as directors and officers of Fiera Capital Inc. With your consent, the Corporation may advise you to invest in Fiera US Funds and, with the consent of all unitholders of the applicable Fiera Fund, the Corporation may invest in the Fiera US Funds on behalf of a Fiera Fund.

#### **1.8 Investments in the Fiera Europe Funds**

Fiera Capital (Europe) Limited is a direct wholly-owned subsidiary of the Corporation and a holding company for Fiera Capital (UK) Limited and Fiera Capital (IOM) Limited, both listed under Section 3.1 which act as investment management companies of funds that invest predominantly in the emerging

market sectors (collectively, the “**Fiera Europe Funds**”). Certain directors and officers of the Corporation may also act as directors and officers of Fiera Capital (Europe) Limited. With your consent, the Corporation may advise you to invest in Fiera Europe Funds and, with the consent of all unitholders of the applicable Fiera Fund, the Corporation may invest in the Fiera Europe Funds on behalf of a Fiera Fund.

### **1.9 Investments in the Fiera Properties Europe Funds**

Fiera Properties (Europe) Limited is an indirect wholly-owned subsidiary of the Corporation which owns a controlling interest in Palmer Capital Partners Limited (“**PCP**”), a UK focused real estate investment management company. Palmer Capital Investors Limited (“**PCI**”), a wholly-owned subsidiary of PCP listed under Section 3.1, operates a real estate fund management and venture capital business investing in people and opportunities specifically within the real estate market. PCP and PCI manage pooled and segregated property vehicles investing in these real estate assets (the “**Fiera Properties Europe Funds**”). Certain directors and officers of the Corporation may also act as directors and officers of Fiera Properties Europe or PCP. With your consent, the Corporation may advise you to invest in the Fiera Properties Europe Funds and, with the consent of all unitholders of the applicable Fiera Fund, the Corporation may invest in the Fiera Properties Europe Funds on behalf of a Fiera Fund.

Also refer to the disclosure about investments in the Fiera Alternative Investment Vehicles and payment of additional fees under Section 5 below.

### **1.10 Investments in the Fiera Asia Funds**

Fiera Capital (Asia) Inc. is a direct wholly-owned subsidiary of the Corporation and a holding company for Clearwater Capital Partners, L.P., Clearwater Capital Partners Hong Kong Limited and Clearwater Capital Partners Singapore Pte. Ltd., all listed under Section 3.1 which act as investment management companies of funds that invest predominantly in public and private debt, equity, or other financial instruments issued by financially distressed and stressed enterprises in Asian credit markets (collectively, the “**Fiera Asia Funds**”). Certain directors and officers of the Corporation may also act as directors and officers of Fiera Capital (Asia) Inc. With your consent, the Corporation may advise you to invest in Fiera Asia Funds and, with the consent of all unitholders of the applicable Fiera Fund, the Corporation may invest in the Fiera Asia Funds on behalf of a Fiera Fund.

Also refer to the disclosure about investments in the Fiera Alternative Investment Vehicles and payment of additional fees under Section 5 below.

## **2. CONFLICTS OF INTEREST DISCLOSURE IN RESPECT OF SECURITIES OF RELATED ISSUERS OR CONNECTED ISSUERS**

### **2.1 Related Issuers and Connected Issuers**

The list which follows is a list of issuers that are Related Issuers or Connected Issuers of the Corporation and a brief description of the relationship between the Corporation and each Related Issuer or Connected Issuer:

- (a) **Fiera Alternative Investment Vehicles:** See Section 5.
- (b) **Fiera Asia Funds:** See Section 1.10.
- (c) **Fiera Capital Mutual Funds:** The Corporation acts, or may act, as investment fund manager and portfolio manager of investment funds, units of which are distributed through prospectus and governed by NI 81-102 (including alternative mutual funds).
- (d) **Fiera Closed-End Funds:** The Corporation acts as investment fund manager of closed-end funds, units of which are listed on the TSX, are not redeemable on demand and are distributed through long form prospectus.

- (e) **Fiera Comox Funds:** Fiera Comox Partners Inc. is a subsidiary of the Corporation and may act as manager of the Fiera Comox Funds, units of which are distributed through applicable prospectus exemptions and are not listed on an exchange. For more information see below at Section 1.5.
- (f) **Fiera Europe Funds:** See Section 1.8.
- (g) **Fiera Infrastructure Funds:** The Corporation acts as investment fund manager of the Fiera Infrastructure Funds, units of which are distributed through applicable prospectus exemptions and are not listed on an exchange. For more information see below at Section 1.4.
- (h) **Fiera Natixis Funds:** See Section 1.6.
- (i) **Fiera PL LPs:** See Section (v).
- (j) **Fiera Pooled Funds:** The Corporation is the investment fund manager and portfolio manager of investment funds, units of which are distributed through applicable prospectus exemptions.
- (k) **Fiera Properties Funds:** See Section 1.3.
- (l) **Fiera Properties Europe Funds:** See Section 1.9.
- (m) **Fiera US Funds:** See Section 1.7
- (n) **SNC Consortiums:** SNC, securities of which are Restricted Securities as more fully explained above in Section 1.1(u), participates in consortiums in order to share risks and spearhead of their major construction, infrastructure or maintenance projects. These consortiums may issue debt securities to finance their activities.

## **2.2 General Statement relating to possible investments in Related Issuers or Connected Issuers**

The main objective of the Corporation and its subsidiaries is to maintain the highest standard of integrity, honesty, transparency, professionalism and confidentiality throughout the organization so that the interests of clients, shareholders, unitholders of funds managed by the Corporation, its subsidiaries, or any other intervening parties always come first.

The Corporation (and/or its directors, officers or other employees) may, from time to time, advise its clients with respect to the purchase or sale of, or provide advice about, securities issued by Related Issuers and/or Connected Issuers of the Corporation. The Corporation will only engage in such activities if it is confident that they are in the best interests of their clients and are in compliance with all requirements imposed by applicable securities legislation and the particular client's investment policy. Moreover, any transactions in securities of Related Issuers or Connected Issuers will be made in accordance with the clients' investment objectives, guidelines and restrictions, or any other requirements contained in the investment management agreement entered into between the client and the Corporation.

## **2.3 Procedures for Minimizing Potential Conflicts of Interest relating to possible investments in Related or Connected Issuers**

The Corporation and its subsidiaries have established the following policies aimed at avoiding any conflicts of interest that may arise as a result of the Corporation's relationship with Related Issuers and Connected Issuers and ensuring that all investment decisions are made in the best interest of the clients of the Corporation or of its subsidiaries:

- (a) All investment decisions relating to purchases and sales of client portfolio securities will be made in the ordinary course of business without involvement of Related Issuers and Connected Issuers, or any of their related or affiliated entities. The Corporation and its affiliates will maintain operational and decision-making autonomy in the management of clients' funds and the selection of portfolio investments.
- (b) Investment decisions will be made on the basis of the business judgment of responsible portfolio managers uninfluenced by considerations other than the best interest of the clients.
- (c) No Related Issuers and Connected Issuers, or any of their related or affiliated entities, or the directors, officers or employees of these companies will directly or indirectly participate or influence, the investment advice provided to clients by the Corporation or its subsidiaries.
- (d) Subject to applicable laws, the Corporation may from time to time, purchase securities of Related Issuers or Connected Issuers for clients' portfolios. However, the Corporation will only do so if it considers a purchase or sale to be in the best interests of its client.

### 3. CONFLICTS OF INTEREST DISCLOSURE IN RESPECT OF THE USE OF SERVICES OFFERED BY RELATED REGISTERED ENTITIES

#### 3.1 Related Registered Entities

The Corporation, directly or indirectly, holds and controls the following registered entities (collectively the "**Related Registered Entities**"): Bel Air Investment Advisors LLC, Bel Air Securities LLC, Bel Air Management LLC, Clearwater Capital Partners, L.P., Clearwater Capital Partners Hong Kong Limited, Clearwater Capital Partners Singapore Pte. Ltd., Fiera Capital (IOM) Limited, Fiera Capital (UK) Limited, Fiera Capital Inc. and Palmer Capital Investors Limited. In addition, on or about July 3, 2019, the Corporation will control Natixis LP.

In addition to the above mentioned Related Registered Entities and as explained under Section 6 below, all affiliates of Natixis (as defined in Section 6 below) being registered under applicable securities laws are also considered to be Related Registered Entities.

The following Related Registered Entities may be retained by the Corporation to provide certain services:

- **Bel Air Investment Advisors LLC**: this indirectly owned subsidiary of the Corporation is registered as an investment advisor with the United States Securities Exchange Commission ("**SEC**");
- **Bel Air Management LLC**: this indirectly owned subsidiary of the Corporation is registered as an investment advisor with the SEC;
- **Bel Air Securities LLC**: this indirectly owned subsidiary of the Corporation is registered as a broker-dealer with the SEC and is registered as a broker-dealer in the following states: Arkansas, Arizona, California, Colorado, Connecticut, District of Columbia, Delaware, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Massachusetts, Maryland, Missouri, Michigan, Minnesota, Montana, North Carolina, New Hampshire, New Jersey, New Mexico, Nevada, New York, Ohio, Oregon, Pennsylvania, South Carolina, South Dakota, Tennessee, Texas, Utah, Virginia, Virgin Islands, Washington, and Wyoming;
- **Clearwater Capital Partners, L.P.**: this indirectly owned subsidiary of the Corporation is an exempt reporting adviser with the SEC;



- **Clearwater Capital Partners Hong Kong Limited:** this indirectly owned subsidiary of the Corporation is an exempt reporting adviser with the SEC;
- **Clearwater Capital Partners Singapore Pte. Ltd.:** this indirectly owned subsidiary of the Corporation is an exempt reporting adviser with the SEC;
- **Fiera Capital (IOM) Limited:** this indirectly owned subsidiary of the Corporation acts as the investment advisor to certain of the Fiera Europe Funds. It is licensed with the Isle of Man Financial Services Authority to provide regulated products and services. It is also registered as an investment advisor with the SEC;
- **Fiera Capital (UK) Limited:** this indirectly owned subsidiary of the Corporation acts as the investment advisor to Fiera Capital (IOM) Limited and in relation to certain of the Fiera Europe Funds. It had been given permission by the Financial Conduct Agency in the United Kingdom to provide regulated products and services. It is also registered as an investment advisor with the SEC;
- **Fiera Capital Inc.:** this indirectly owned subsidiary of the Corporation is registered as an investment advisor with the SEC;
- **Palmer Capital Investors Limited:** this indirectly owned subsidiary of the Corporation is authorised by the Financial Conduct Authority in the United Kingdom as a small authorised UK Alternative Investment Fund Manager (AIFM) (sub-threshold);
- **Natixis LP:** see Sections 1.1, 1.6 and 6.

### **3.2 Procedures for Minimizing Potential Conflicts of Interest when the Corporation retains the services of Related Registered Entities**

In most instances, the Corporation and the Related Registered Entities operate their respective businesses independently of each other. The Corporation and the Related Registered Entities are physically segregated and have informational barriers to restrict access to client information. In addition, the Corporation has policies and procedures to identify, manage and disclose any material conflicts of interest that may exist or reasonably be expected to arise between the Corporation and the Related Registered Entities.

The Corporation may, as part of its business activities, use the services offered by a Related Registered Entity. Should the Corporation decide to do so, it will be done in accordance with applicable securities legislation and the best interests of the Corporation's clients.

The Corporation and the Related Registered Companies may, from time to time, cooperate in offering products and services for the benefit of the clients.

In addition, when the Corporation uses the services of a broker listed above as a Related Registered Entity, it will make sure such brokerage services will be offered pursuant to terms and conditions as good as or better than those terms offered by an unaffiliated third party broker in an arm's length transaction. More specifically such services will be governed by the Trading - Best Execution section of the Corporation's Compliance Manual.

## **4. INVESTMENTS IN OTHER FIERA FUNDS OR IN FIERA NATIXIS FUNDS**

From time to time, in accordance with their investment policy, certain Fiera Funds (each, a "**Top Fund**") may invest in other Fiera Funds or Fiera Natixis Funds (each, a "**Bottom Fund**"). In such cases, the Corporation will ensure that no management fees or incentive fees would be payable by either the Top Fund or the Bottom Fund, that, to a reasonable person, would duplicate a fee payable by the other Fiera

Fund for the same service. As such, some Top Funds (which do not pay incentive fees to the Corporation or its affiliates) may invest in Bottom Funds which pay incentive fees to the Corporation or its affiliates.

In addition, in accordance with your investment policy, the Corporation may decide to invest your assets in the Fiera Funds or the Fiera Natixis Funds. In such cases, the Corporation will ensure that no management fees or incentive fees would be payable by you, that, to a reasonable person, would duplicate a fee payable by you for the same service.

## **5. INVESTMENTS IN CERTAIN SPECIALIZED INVESTMENT VEHICLES ESTABLISHED AND/OR MANAGED BY THE CORPORATION OR ITS AFFILIATES AND PAYMENT OF ADDITIONAL FEES**

The Corporation, or its affiliates, may, from time to time, establish and/or manage certain specialized investment vehicles, securities of which will not be listed on any exchange, in order to provide investment opportunities to investors in alternative asset classes (each a “**Fiera Alternative Investment Vehicle**”).

The consent of each unitholder of a Fiera Fund may be required to permit the Corporation to invest in a Fiera Alternative Investment Vehicles on behalf of a Fiera Fund, depending on the structure of such Fiera Alternative Investment Vehicle. The Corporation may exercise its discretionary authority over your accounts and decide to invest, directly or indirectly, in the Fiera Alternative Investment Vehicles, provided your consent has been given to do so, if required by applicable securities legislation.

The Fiera Alternative Investment Vehicle may pay the Corporation (or its affiliates) a management fee, incentive distributions and have its own organisational fee structure (which may involve the payment of performance fee), as described in its constating documents, available upon request. These fees will be in addition to any management fees received by the Corporation (or its affiliates) with regards to the management of your account. Moreover, a Fiera Fund investing in the Fiera Alternative Investment Vehicles may pay the Corporation (or its affiliates) directly a management fee, incentive distributions or other similar fees (which may involve the payment of performance fee) as set out in the constating documents of the Fiera Alternative Investment Vehicle or in a fee letter between the Corporation (or its affiliates) and the Fiera Fund, available upon request. Such fees payable by the Fiera Fund fees will also be in addition to any management fees received by the Corporation (or its affiliates) with regards to the management of your account.

The Corporation and/or its affiliates has notably established, or intends to establish, the following Fiera Alternative Investment Vehicles: the Fiera PL LPs, the Fiera Infrastructure Funds, the Fiera Comox Funds, the Fiera Properties Funds, the Fiera Properties Europe Funds, the Fiera Properties CORE Mortgage Fund, which intends to change its English name only to Fiera Real Estate CORE Mortgage Fund on or about July 2, 2019, the Fiera Diversified Real Assets Fund and the Fiera Asia Funds.

## **6. THE CORPORATION'S MAJOR SHAREHOLDERS**

Jean-Guy Desjardins, Chairman of the board of directors and Chief Executive Officer of the Corporation, indirectly holds approximately 7.48% of the share capital of the Corporation. More specifically, Mr. Desjardins indirectly controls approximately 36.88% of the outstanding voting shares of Fiera Holdings Inc., the general partner of Fiera Capital L.P. (“**Fiera LP**”). Fiera LP is the only holder of class B special voting shares of the Corporation. These shares provide the right to elect 8 of the 12 directors of the Corporation and Fiera Holdings Inc. determines how they are voted. As a result, Mr. Desjardins is in a position to exercise significant control over matters of the Corporation requiring shareholders' approval, including the election of directors and the determination of significant corporate actions.

Natixis Investment Managers S.A. (“**Natixis**”) indirectly holds approximately 10.76% of the share capital of the Corporation and Jean Raby, an officer of Natixis, sits on the board of the Corporation. The Corporation may, from time to time, use the services of duly qualified Natixis' affiliates to the benefit of the investment vehicles or accounts managed by the Corporation or any of its subsidiaries in accordance with the terms of the distribution agreement entered into by Natixis and the Corporation on May 9, 2019.

Fédération des caisses Desjardins du Québec ("**Caisse Desjardins**") indirectly holds approximately 7.31% of the share capital of the Corporation. Réal Bellemare and Raymond Laurin, being, or having been, officers of several entities within the Caisse Desjardins group of companies, sit on the board of the Corporation.

## **7. REFERRAL ARRANGEMENTS**

The Corporation may enter into referral arrangement with its affiliates, whereby such affiliate may pay the Corporation a referral fee in consideration for an investment made by any investor referred to such affiliate's investment product (each, a "**Referral Arrangement**"). As at the date of this document, the Corporation has entered into a Referral Arrangement with Fiera Properties.

If any investment made on your behalf results in a referral fee, you shall be provided with appropriate disclosure of this fact. This appropriate disclosure shall include all of the details of the referral arrangement that are required to be disclosed under NI 31-103 and applicable securities legislation.

The Corporation may also, from time to time, enter into referral arrangements with entities not related to the Corporation, and in these cases you will be provided with the appropriate disclosure which shall include all of the details of the referral arrangement that are required to be disclosed under NI 31-103 and applicable securities legislation.

## **8. CONFIDENTIALITY**

In addition, it is the policy of the Corporation and any of its subsidiaries that they and their representatives may not disclose confidential information of the clients of the Corporation or of any of its subsidiaries to any representative of the related parties, unless such representative acknowledges in writing the confidential nature of the information and agrees not to disclose or use such information for the benefit of any party other than the Corporation or its subsidiaries.