

## Part 2A of Form ADV: *Firm Brochure*

### Item 1 - Cover Page

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Dated March 7, 2013

This brochure provides information about the qualifications and business practices of Addenda Capital Inc. ("Addenda"). If you have any questions about the contents of this brochure, please contact us at 514-287-7373 or [info@addenda-capital.com](mailto:info@addenda-capital.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Additional information about Addenda is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. Addenda's CRD number is 137034.

Addenda is registered as an investment adviser with the SEC under the Investment Advisers Act of 1940, as amended ("Advisers Act"). SEC registration does not imply a certain level of skill or training.

**Item 2 - Material Changes**

This item is not applicable to Addenda because this Brochure, dated March 7, 2013, is Addenda's initial Form ADV Part 2A. After the initial filing of this brochure, on an annual basis this Item will be used to update, identify and discuss any material changes to the brochure since the last annual update.

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#### **Item 4 - Advisory Business**

##### ***A. Description of your advisory firm, including how long you have been in business and its principal owners.***

Addenda is an investment manager providing traditional and alternative investment solutions for institutional and high net worth clients. It offers investment management services across a broad range of asset classes. Addenda has offices in Montréal, Guelph, Regina and Toronto, along with a team of over 45 investment professionals, in order to meet its clients' investment needs.

Addenda was initially founded in October 1996 and it subsequently merged its operations in April 2008 with that of Co-operators Investment Counselling Limited, a division of The Co-operators Group Limited which has been offering portfolio management services since 1985. The Co-operators Group, established in 1945, is now one of the largest Canadian-owned multiproduct insurers.

Co-operators Financial Services Limited, a wholly-owned subsidiary of the Co-operators Group, is Addenda's principal shareholder with 73.85% ownership; Fonds de solidarité FTQ owns 21.45%, and Addenda (employees or ex-employees) management shareholders owning the remaining 4.70%.

##### ***B. Description of the types of advisory services you offer***

Addenda offers discretionary investment management services to its clients, whether institutional or high-net-worth, through a comprehensive range of investment strategies. Clients may invest on a segregated basis, or through Addenda's family of pooled funds that are only available to Canadian investors. Addenda offers different investment strategies and styles available to meet client investment needs and risk exposure.

Addenda's values are based on the following principles:

- Addenda uses a fundamentally driven, disciplined and long-term approach to investing and is always in pursuit of adding value for its clients;
- Addenda favors the value of teaming across its teams of investment specialists and encourages the diversity of expertise and sharing of ideas;
- Addenda nurtures client intimacy by maintaining close relationships and favoring open and candid communications;
- Addenda strives for the highest standards of ethics and governance.

Addenda offers the following range of solutions:

Canadian Fixed Income

- Active duration
- Core and Core plus
- Corporate Bonds
- Infrastructure

Equities

- Canadian
- Canadian (Resources)
- U.S.
- Resources
- International (EAFE)
- Global

Canadian Commercial Mortgages

Specialized Strategies

- Balanced
- Liability-driven Investments
- Fixed Income Absolute Return
- Currency
- Overlay structure

***C. Explanation on how you tailor your advisory services to the individual needs of clients***

Addenda offers investment solutions in an effort to fulfill its clients' needs and requirements. Restrictions may be imposed by the client through its investment parameters, restrictions and constraints documented within the client's investment policy. Nevertheless, restrictions and constraints must be approved by the Chief Investment Officer(s), the Chief Compliance Officer and the Head of Business Development & Client Partnerships as being acceptable and in line with the return and risk tolerance objectives established by the client.

***D. Participation in wrap fee programs***

Addenda does not currently participate in a wrap fee program.

***E. Client assets managed on a discretionary basis***

As of December 31, 2012, Addenda's discretionary assets under management were USD \$25.7 billion. Addenda does not manage client assets on a non-discretionary basis.

## Item 5 - Fees and Compensation

### ***A. Compensation for your advisory services.***

Addenda is compensated for its discretionary investment management services by management fees agreed upon in writing between Addenda and its clients.

Addenda's basic fee schedule for products to be offered to U.S. based clients are as follows:

<b>International Equities (EAFE &amp; Global), Canadian Equities &amp; Canadian Equities (Resources)</b>		
<b>Market Value of Assets</b>		<b>Fee</b>
First	\$ 10,000,000	0.75 %
Next	\$ 25,000,000	0.60 %
Next	\$ 40,000,000	0.55 %
Next	\$ 75,000,000	0.50 %
Next	\$ 100,000,000	0.40 %
Thereafter		0.30 %

Minimum base fee of \$10,000.

### **Fixed Income Absolute Return**

Fixed Fee: 1% of market value of assets

Performance Fee: 20% of investment profits in excess of the value-added objective. Performance fee is subject to 2 high water marks.

Addenda has a policy to treat all its clients fairly and equitably to prevent any conflict of interest; however, it may consider factors such as willingness of the client to seed a new strategy, size and structure of the mandate as well as servicing and reporting requirements in order to negotiate fees that differ from its basic fee schedule.

### ***B. Payment of fees***

Fees are specified in the investment management agreement signed between Addenda and the client.

Fees are invoiced to the client or their custodian. Addenda cannot deduct its fees from client accounts. Clients are invoiced on a quarterly basis in arrears. Fees are based upon the portfolio's average market value for each month included in the invoicing period.

### ***C. Other types of fees or expenses***

In addition to the management fees specified in paragraph A above, clients incur custodial fees. Clients managed on a segregated basis must make their own arrangements for custodial services.

Clients may incur brokerage and other transaction costs related to the purchase or sale of securities. Please refer to Item 12 for further details on the costs involved.

***D. Payment, refunds and expenses***

Clients are not requested to pay fees in advance.

Typically, an investment management agreement can be terminated with a 30 day written notice period. Management fees for a partial month are charged on a pro-rata basis, using the market value of the portfolio on the last day of the mandate.

***E. Compensation to supervised persons***

Not applicable.

**Item 6 - Performance-Based Fees and Side-By-Side Management**

Special fee arrangements may be negotiated with certain clients. Addenda may from time to time enter into performance based fee arrangements with certain clients in accordance with the conditions and requirements of Rule 205-3 under the Advisers Act, where applicable. While such performance fee arrangements will be negotiated with each client and thus the terms vary, they typically provide for a management fee comprised of an asset-based fee plus a performance fee. If a portfolio outperforms the designated benchmark or threshold, a portion of that outperformance, as stipulated in the relevant investment management agreement, will be paid to Addenda as a performance fee.

Addenda may face conflicts of interest in advising accounts that are charged a base fee and accounts that are charged a performance fee, including having an incentive to favor accounts charged a performance fee when allocating investment opportunities. To address this conflict, Addenda has adopted a policy, as described below, to address this conflict. Addenda's Fixed Income Absolute Return strategy is the only mandate for which Addenda systematically charges a performance fee in addition to a fixed management fee. The strategy of this mandate is different and not replicated elsewhere, thus limiting any potential conflicts of interest.

Certain investments may be appropriate for more than one client advised by Addenda. Investment decisions for each client are made with a view to achieving each client's investment objectives and after consideration of such factors as current holdings, availability of cash for investment and the size of the client's investment portfolio generally. A particular security may be bought or sold by Addenda for only one client or in different amounts and at different times for more than one but less than all clients.

In order to ensure that all clients are treated equitably, regardless of the fee being paid to Addenda, Addenda has instituted a Policy for Fairness in Allocation of Investment Opportunities designed and implemented to ensure that all clients are treated fairly and equitably, and to mitigate the conflict of interest posed by incentive-based compensation arrangements. Please see Item 12 for more information about Addenda's allocation practices.

Potential conflicts of interest may also arise where Addenda takes opposing investment positions in the same security for different clients. For example, a particular investment may be bought by Addenda for one or more clients while at the same time Addenda is

selling the investment for one or more other clients. Addenda may also cause certain clients to engage in short sales of an investment owned or being purchased by certain other clients. These circumstances may arise due to a number of factors, including but not limited to Addenda's management of various investment strategies and client-specific guidelines, policies and restrictions.

Addenda has in place several policies that help reduce and handle conflicts of interest should they arise. Specifically, they are the Policy for Fairness in Allocation of Investment Opportunities, Conflict of Interest Policy and Code of Ethics.

## **Item 7 - Types of Clients**

### **Institutional**

Addenda manages assets on a discretionary basis for pension funds, insurance companies, foundations, endowment funds, aboriginal and religious entities, third party Canadian mutual funds and labour-sponsored funds.

### **High-Net-Worth**

Addenda also manages assets for private investor clients. Addenda's wealth management services are designed for individuals, families, family offices, holding companies and trusts.

### **Pooled Funds**

Addenda's Pooled Funds are offered solely to Canadian investors that qualify as "accredited investors" under Canadian prospectus and registration exemptions.

## **Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss**

Addenda offers a range of investment solutions including traditional and alternative asset classes. The following describes mandates that will be offered to U.S. based investors.

### **International (EAFE) and Global Equities**

The International Equity Team's ("IE Team") investment philosophy is based on the belief that sustainable and repeatable earnings growth creates value for investors over time. The team-based approach utilizes a combination of industry analysis and bottom-up stock selection based on fundamental analysis to construct diversified portfolios composed of 40 to 60 companies. Stock selection focuses on global leaders within sustainable long-term growth industries. The objective is to build portfolios of companies that will consistently deliver double-digit annual earnings growth.

The research-driven investment process involves three steps.

### **Step I – What Addenda looks for**

The IE Team searches for companies with the following characteristics:

- Presence in sustainable growth industries
- Regional or global leadership positions
- Non-commoditized business models
- Market caps of more than USD \$1 billion



## Step II – Analysis

All research is conducted internally with a cross coverage of sectors amongst team members. Sources of information include company financial reports, company meetings with all levels of management, industry peers, suppliers, industry specialists/consultants, industry databases etc. All business models and sectors are analyzed and assessed in relation to the IE Team's investment criteria:

**Industry analysis** – The investable candidate operating within a growth industry should display long term consistent revenue growth of 4% to 6% per annum.

**Barriers to entry** – Analyze firms with understandable and identifiable long term competitive advantages. Additionally, these firms should have a proven history of growing free cash flow generation capabilities, capital discipline, and financial strength.

**Management** – Conduct regular interviews with firm management, clients, suppliers and competitors in combination with reviewing historical company financials and strategic initiatives to validate quality of decision-making process and execution. Additional attention is given to governance issues.

**Valuation** – Assess the firm's fair value on an absolute and relative basis. Key metrics include: Price/Operating Earnings, Free Cash Flow Yield, Price/Operating Cash Flow, and EV/EBITDA.

## Step III – Security Selection/Portfolio Construction

Selected securities are the ones showing the most predictable and sustainable growth characteristics with the highest visibility and/or lowest operational risk profiles. Consequently, security weightings are established as a function of its relative underlying risk/return proposition versus other candidates. Sector and country weights are a bi-product of the stock selection process; The IE Team does not actively manage sector and country allocation.

The IE Team employs an established buy and sell discipline. Changes to any of the four investment criteria must be validated by the team prior to adding or reducing a position. An initial position would typically have a 1% weight and the IE Team would add towards the desired target weight based on conviction and valuation. Conversely, the position will be reduced if one or more investment criteria deteriorate the risk/return proposition.

For purpose of risk reduction and diversification, the firm's Global and EAFE equity portfolios will be invested in a minimum of 6 GICS (Global Industry Classification Standard) sectors in a minimum of 6 countries and 10 minimum industry groups.

For EAFE Portfolios, the following Regional limits will also be observed:

- |                      |    |   |     |
|----------------------|----|---|-----|
| • Continental Europe | 20 | – | 80% |
| • Japan              | 5  | – | 50% |
| • UK                 | 5  | – | 50% |
| • Pacific ex-Japan   | 0  | – | 25% |
| • Emerging Markets   | 0  | – | 10% |

For Global Equity portfolios, the following Regional limits will also be observed:

- |                      |    |   |     |
|----------------------|----|---|-----|
| • Continental Europe | 5  | – | 55% |
| • Japan              | 5  | – | 40% |
| • UK                 | 5  | – | 40% |
| • Pacific ex-Japan:  | 0  | – | 20% |
| • U.S.               | 20 | – | 80% |
| • Canada             | 0  | – | 20% |
| • Emerging Markets:  | 0  | – | 10% |

### **Canadian Equities**

The Canadian Equity Team's ("CE Team") investment philosophy is framed by a belief that an individual company has an underlying intrinsic value that, through the use of disciplined fundamental research, can be calculated. The CE Team believes that over the longer term markets are generally efficient and that share prices will trend to this intrinsic value and that superior returns may be generated by constructing portfolios of stocks with the most attractive price to intrinsic value relationship. The CE Team defines intrinsic value as the net present value of all future free cash flow available to common shareholders.

The CE Team undertakes rigorous, detailed fundamental analysis to calculate the intrinsic value of each company in its investible universe and as a result stock selection is expected to contribute up to 80% of overall performance. The remaining 20% will be generated by sector allocation resulting from Addenda's top-down, macroeconomic perspectives.

The CE Team's process can be broken into four distinct steps – research, intrinsic value calculation, ranking investment opportunities and portfolio construction.

### **Research**

The Canadian equity platform has been built with a focus on creating a team of Addenda sector specialist portfolio managers that bring a seasoned depth of knowledge and high levels of analytical abilities to the role.

The CE Team has constructed financial models (balance sheet, cash flow, income statement) to facilitate the analysis of what factors are driving a company's current financial performance and to provide the basis for the CE Team's 5-year forecasts. This long term focus helps the CE Team assess the position of the company, both in its life cycle and within its industry, and whether the company can establish or maintain any competitive advantages into the future.

Information gathering is an important part of the process and to accomplish this, the CE Team applies a "mosaic" theory. In addition to fundamental financial analysis, additional insights into a company are accumulated by combining information from numerous public, external and internal sources.

### **Intrinsic Value Calculation and Ranking**

The financial modelling generates the required inputs to populate the CE Team's discounted cash flow model which is used for companies across all sectors in which it invests. Company specific inputs are generated from the research process and financial models maintained by each of the portfolio managers within the CE Team. Other inputs required to generate an appropriate discount rate (inflation rates, risk free rates, equity and bond risk premiums and betas) are pre-set following an annual review of the model

by the CE Team. The bulk of the CE Team's research and analysis is focused on properly analysing and forecasting the stream of free cash flow that a company can generate, allowing to generate differentiated, non-consensus, views on appropriate investment opportunities.

The output of the Discounting Cash Flow model is the present value of all future free cash flows generated by the company, or its intrinsic value, which is then compared to the current price of the stock to determine where the stock is trading relative to the underlying intrinsic value the CE Team has calculated. The CE Team regularly monitors and ranks investment opportunities by the size of the discrepancy between the CE Team's calculated intrinsic value and the current share price.

### **Portfolio Construction**

Portfolio construction is based on the work of Addenda's sector specialists. Detailed reviews of models and assumptions used by each portfolio manager in their research and management interviews are designed to ensure the consistency and integrity of the process and philosophy used to construct appropriate client portfolios.

### **Buy and Sell Discipline**

Stocks are purchased when the CE Team believes they have an attractive price/intrinsic value relationship, supporting industry analysis and a strong investment opinion. The weight of a stock in the portfolio is a function of the overall investment thesis around the idea. Conversely, weights are reduced or stocks removed from the portfolio due to price appreciation moving the security towards or through its determined fair value, external factors causing change to the intrinsic value, new investment ideas having a better valuation and requiring funding, or a change in the CE Team's investment opinion.

For purpose of risk reduction and diversification, the Canadian Equity portfolios will be invested as follows:

Number of sectors	8-10
Maximum sector weighting	>5% of TSX: 50-150% of the index <5% of TSX: 0-200% of the index
Maximum cash	7.5%
Range of securities	50-65
Small cap stocks	Max. 10% of portfolio
Sectors being defined as the S&P/TSX GICS	

### **Canadian Equities (Resources)**

The CE Team also manages a Canadian Equity Resource Fund using a process similar to the one described in the Canadian Equity section. However, for this strategy, investments are limited to the Energy Material Sectors of the Canadian Equity Index (e.g., S&P/TSX).

### **Fixed Income Absolute Return**

The Absolute Return Bond strategy seeks to generate investment returns measured in absolute terms instead of relative to a traditional benchmark by exploiting volatility and

relative value fixed income opportunities within a disciplined investment and risk management framework.

Portfolio construction is divided between tactical and strategic positioning within four potential sources of added value: market volatility, global sovereign bonds (G6) relative value, Canadian provincial and Canadian corporate credit.

Tactical positioning with a 1 to 5 day horizon may represent 30% of the portfolio and is usually implemented to benefit from short term market discrepancies. The portfolio's core strategic positioning is based on longer term views equally weighted within the context of fundamental and non-fundamental analysis.

The team seeks to generate approximately 35% of a portfolio's added value from market volatility which include; twist, shift and butterfly strategies within the Canadian fixed income landscape. Relative value trading on developed government bond markets (G6) is targeted to generate 35% of a portfolio's added value by taking advantage of macroeconomic and technical positioning.

The Canadian provincial bond market provides significant trading opportunities. Addenda seeks to take advantage of price discrepancies within the credit curve or the under or over performance of the asset class to generate around 25% of a portfolio's added value. Canadian corporate markets can also provide significant trading opportunities and Addenda will seek to invest so that such markets represent 5% of a portfolio's added value.

The investment process involves the analysis of market information, data and sentiment in conjunction with the manager's overall macro-economic views. Once opportunities have been identified, curve analysis, relative value metrics and sentiment are applied to locate the best risk/reward scenario for each position. The size and weighting of each position is then calibrated within the risk/return, Value at Risk (VaR) and leverage limits established within the investment policy and implemented by the manager. Positions are stress-tested under historical scenarios and monitored for correlation. Addenda may utilize leverage, derivatives (including credit default swaps) and short selling techniques in implementing the strategy.

### **Risk Management**

The overall risk management strategy focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on a portfolio's rate of return. Addenda has established a risk management process to monitor, evaluate and minimize the main risks of Addenda's various management styles and strategies. Addenda monitors risks rigorously using internal systems, procedures and controls.

For fixed income mandates, risk and compliance with client investment policy, restrictions and guidelines is monitored daily by the risk management team with the use of an internal system developed by Addenda. This system allows for the monitoring of the portfolios and the simulation of trades. The output generated by these simulations includes, among others, the impact on cash, modified duration and sector/issuer allocation of the portfolios.

For equity mandates, risk and compliance with client investment policy, restrictions and guidelines is monitored daily by the respective portfolio management teams with the use of a number of internal systems developed and designed for management of equity specific mandates. These systems allow for the monitoring of the portfolios relative to their appropriate benchmark and relative to all equity mandates managed by Addenda.

Each portfolio is controlled according to the limits of its applicable investment policy and is validated against a benchmark portfolio specific to the management strategy.

In addition, Addenda has access to several tools and external systems to quantify and manage the risk related to financial markets. Quantitative and qualitative measures are used to limit the risks inherent to the portfolios.

The equity (EAFE, Global, and Canadian) strategies may involve the following risks:

- Currency Risk
- Equity Risk
- Foreign Investment Risk
- Investment Risk
- Issuer Risk
- Management Risk
- Market Risk

The Absolute Return Bond strategy may involve the following risks:

- Counterparty Risk
- Credit Risk
- Currency Risk
- Derivatives Risk
- Interest Rate Risk
- Issuer Risk
- Leveraging Risk
- Management Risk
- Market Risk
- Short Sale Risk

The risks outlined above are defined as follows:

#### Counterparty Risk

A strategy that uses derivatives will be subject to credit risk with respect to the counterparties with which it enters into derivatives contracts and other transactions such as repurchase agreements and securities lending transactions. If a counterparty becomes insolvent or otherwise fails to perform its obligations, the portfolio may experience significant delays in obtaining any recovery in an insolvency, bankruptcy, or other reorganization proceeding. The portfolio may obtain only a limited recovery or may obtain no recovery in such circumstances.

#### Credit Risk

The ability, or perceived ability, of a debt security's issuer to make timely payments of interest and principal on the security will affect the value of the security. It is possible that the ability of an issuer to meet its obligations will decline substantially or that the issuer will default on its obligations. An actual or perceived deterioration of the ability of an issuer to meet its obligations will likely have an adverse effect on the value of the issuer's securities. Credit risk is generally greater for investments issued at less than their face values and requiring their issuers to make interest payments only at maturity rather than at intervals during the life of the investment. Credit rating agencies base their ratings largely on the issuer's historical financial condition and the rating agencies' investment analysis at the time of rating. The rating assigned to any particular investment does not necessarily reflect the issuer's current financial condition and does

not reflect an assessment of an investment's volatility or liquidity. Although investment-grade investments generally have lower credit risk than investments rated below investment grade, they may share some of the risks of lower-rated investments, including the possibility that the issuers may be unable to make timely payments of interest and principal and thus default.

### Currency Risk

Investments in securities issued from foreign countries are often denominated in different currencies. Changes in the values of those currencies relative to the portfolio's base currency may have a positive or negative effect on the values of the portfolio's investments denominated in those currencies. In some instances currency exchange contracts may be used to reduce exposure to different currencies. These contracts may reduce or eliminate some or all of the benefit that the portfolio may experience from favourable currency fluctuations. The values of other currencies relative to the portfolio's base currency fluctuate in response to, among other factors, interest rate changes, intervention (or failure to intervene) by national governments, central banks or supranational entities such as the International Monetary Fund, the imposition of currency controls, and other political or regulatory developments. Currency values can decrease significantly both in the short term and over the long term in response to these and other developments.

### Derivatives Risk

The use of derivative instruments involves risks different from, and possibly greater than, the risks associated with investing directly in securities and other more traditional investments. Derivatives are subject to a number of risks, such as potential changes in the value of the underlying product such as interest rate changes or other market developments or as a result of the counterparty's credit quality and the risk that a derivative transaction may not have the anticipated effect. Derivatives also involve the risk of mispricing or improper valuation and the risk that changes in the value of a derivative may not correlate perfectly with the underlying product of the derivative. Derivative transactions can create investment leverage and may be highly volatile. Use of derivatives other than for hedging purposes may be considered speculative. When the portfolio invests in a derivative instrument, it could lose more than the principal amount invested. Many derivative transactions are entered into "over the counter" (not on an exchange or contract market); as a result, the value of such a derivative transaction will depend on the ability and the willingness of the counterparty to perform its obligations under the transaction. A liquid secondary market may not always exist for the derivative positions at any time. Although the use of derivatives is intended to enhance the portfolio's performance, it may instead reduce returns and increase volatility.

### Equity Risk

The market prices of equity securities may fluctuate up or down, sometimes rapidly or unpredictably. The value of a security may decline for a number of reasons that may directly relate to the issuer, such as management performance, financial leverage, non-compliance with regulatory requirements and reduced demand for the issuers' goods or services. The values of equity securities also may decline due to general market conditions that are not specifically related to a particular company, such as real or perceived adverse economic conditions, changes in the general outlook for corporate earnings, changes in interest or currency rates, or adverse investor sentiment generally.

### Foreign Investment Risk

The value of foreign investments may be affected by financial markets and general economic trends in the countries where the securities are issued. Foreign markets may not have standards that are similar to those in the U.S. For example, some foreign markets may not be as strictly regulated as U.S. markets. Their laws might make it difficult to protect investor rights. The political climate might be less stable and social, religious and regional tensions may exist. Business disclosure and accounting standards may be less stringent than in the U.S., making it difficult to obtain complete information about a potential investment. Securities markets may be smaller than in more developed countries, making it more difficult to sell securities in order to take profits or avoid losses. As a result, the value of foreign securities may rise or fall more rapidly and to a greater extent than U.S. investments. In general, securities issued in more developed markets have lower foreign investment risk. Securities issued in emerging or developing markets have higher foreign investment risk.

### Interest Rate Risk

The values of bonds and other debt instruments usually rise and fall in response to changes in interest rates. Declining interest rates generally result in increases in the values of existing debt instruments, and rising interest rates generally result in reductions in the values of existing debt instruments. Interest rate risk is generally greater for investments with longer durations or maturities. Some investments give the issuer the option to call or redeem an investment before its maturity date. If an issuer calls or redeems an investment during a time of declining interest rates reinvestment of the proceeds will occur at a lower yield and therefore might not benefit from any increase in value as a result of declining interest rates. Adjustable rate instruments also generally react to interest rate changes in a similar manner although generally to a lesser extent (depending, however, on the characteristics of the reset terms, including the index chosen, frequency of reset and reset caps or floors, among other factors).

### Investment Risk

Investment risk includes the possible loss of the entire amount invested. The values of securities may increase or decrease, at times rapidly and unexpectedly. Investment may at a point in the future be worth less than its original value.

### Issuer Risk

The values of securities may decline for a number of reasons which directly relate to the issuers, such as, for example, management performance, financial leverage, and reduced demand for the issuer's goods and/or services.

### Leveraging Risk

Certain transactions, including, for example, when-issued, delayed-delivery, and forward commitment purchases, repurchase agreements (or reverse repurchase agreements), and the use of some derivatives, may result in leverage. Leverage generally has the effect of increasing the amounts of loss or gain an investment may realize, and creates the likelihood of greater volatility of the value of the investment. In transactions involving leverage, a relatively small market movement or change in other underlying indicator can lead to significantly larger losses on investments. Leverage can produce a risk of loss in excess of invested capital.

### Management Risk

Management risk is involved when a strategy is actively managed. The investment manager's judgements about the attractiveness, relative value, or potential appreciation of a particular sector, security, or investment strategy may prove to be incorrect, and there can be no assurance that it will provide the desired results. Management is dependent to a substantial degree on the continued service of the investment manager's management personnel. In the event of changes in an key personnel of the investment management team, the performance may be adversely impacted.

### Market Risk

General economic conditions such as prevailing economic growth, inflation, and interest rates may affect investment values. For example, when economic growth slows, equity securities tend to decline in value; when interest rates rise, fixed income securities generally decline in value. Even if general economic conditions do not change, the value of investments may decline if the particular industries, sectors, or companies in which the investments are held do not perform well or are adversely affected by events.

### Short Sale Risk

Short selling a security may result in a profit or a loss depending upon whether the market price of the security decreases or increases between the date of the short sale and the date on which the borrowed security is replaced. An increase in the value of the security sold short over the price at which it was sold short will result in a loss, and there can be no assurance that the position will be closed at any particular time or at an acceptable price. The loss from a short sale is potentially unlimited. The use of short sales will likely result in the creation of leverage. Short sales may require the use of one or more prime brokers. The portfolio will typically be required to maintain with a prime broker the proceeds of its short sales and related margin; the ability to recover these amounts will depend on the ability of the prime broker to perform its obligation at the time.

## **Item 9 - Disciplinary Information**

Addenda and its management personnel have no relevant or material legal and regulatory events to report or to disclose.

## **Item 10 - Other Financial Industry Activities and Affiliations**

**A.** Not applicable.

**B.** Not applicable.

**C.** Below is the list of related persons of Addenda as of the date hereof, as well as a concise statement of the relationship between these issuers and Addenda:



- a) Co-operators Financial Services Limited – direct majority owner of Addenda;
- b) Co-operators Group Limited – indirect majority owner of Addenda;
- c) Co-operators Life Insurance Company – sister affiliate controlled by the Co-operators Group Limited;
- d) Central 1 Credit Union – may be considered a related person by virtue of having one or more board members in common with Addenda;
- e) Guelph University – may be considered a related person by virtue of having one or more board members in common with Addenda;
- f) TE Investment Counsel – may be considered a related person by virtue of having one or more board members in common with Addenda;
- g) Fonds de solidarité FTQ – direct minority owner of Addenda; Fonds de solidarité FTQ also owns interests in the following companies, which may be deemed to be related persons of Addenda:
  - Atrium Innovations inc.
  - Bestar inc.
  - Groupe CVTech inc.
  - Groupe Hélicoptères canadiens inc.
  - Transat A.T. inc.
  - Montrusco Bolton Investments Inc.

Certain of Addenda's related persons may be advisory clients of Addenda. With the exception of such advisory relationships, Addenda does not enter into transactions with any of the above-listed entities. Consequently, Addenda does not believe these relationships should cause any material conflicts of interest. Addenda's policy is to refrain from purchasing securities of issuers who are related persons of Addenda.

**D.** Not applicable.

#### **Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

As part of an overall internal compliance program, Addenda has adopted a Code of Ethics that imposes standards of business conduct, including requirements to put client interests first and not to take inappropriate advantage of employment-related information, seeks to minimize potential conflicts of interest between employees and investment advisory clients and helps to ensure compliance with applicable laws and regulations. The Code of Ethics, among other things, imposes restrictions on employee personal securities transactions and accounts and requires (with certain exceptions) reporting of personal securities accounts, transactions and/or holdings to the Chief Compliance Officer. The Code of Ethics also generally requires Addenda officers and employees to obtain pre-approval of certain personal securities transactions. Addenda's officers and employees are required to acknowledge they have reviewed the Code of Ethics on an annual basis and are required to attend an annual training on the Code of Ethics, conflicts of interest and other Addenda compliance policies. Addenda's Code of Ethics and Employee handbook will be made available to any client or prospective client upon request. Addenda has also established a Conflicts of Interest Policy to address circumstances that present a conflict of interest not addressed by the Code of Ethics or

other compliance policies. The Conflicts of Interest Policy sets forth the process for handling conflicts of interest that may arise in the course of Addenda's business, including escalation and monitoring procedures.

Subject to the provisions of the Code of Ethics, Addenda officers and employees may from time to time have acquired or sold, or may subsequently acquire or sell, for their personal accounts securities which may also be purchased or sold for the accounts of Addenda's clients.

Addenda, its officers and employees may engage in transactions or cause or advise a particular client to engage in transactions which may differ from or be identical to the transactions engaged in by Addenda for other accounts. Addenda shall not have any obligation to engage in any transaction for a client's account or to recommend any transaction to a client in which any of Addenda's officers, employees or affiliates may engage either for their own accounts or the account of any other client, except as otherwise required by applicable law.

In connection with its U.S. investment activities, Addenda may receive information that is not generally available to the public. Addenda is not obligated to make such information available to its clients or to use such information to effect transactions for its clients. Also, at times, Addenda officers or employees may come into possession of material, non-public information. Under applicable law, Addenda is prohibited from improperly disclosing or using such information, including for the benefit of a client. Addenda maintains policies and procedures that preclude trading on the basis of, or taking any other action to take advantage of, material non-public information. These procedures may limit Addenda from being able to purchase or sell securities of the issuer to whom the material, non-public information pertains.

To the extent permitted by applicable law, Addenda's compliance policies and procedures, and a client's investment policy, Addenda may execute "cross trades" between different clients. Addenda does not execute cross trades with respect to any clients that are related persons of Addenda. In a "cross trade," Addenda, as investment manager to a client account, causes that client account to purchase a security directly from another client account. Cross trades may benefit clients on both sides of the trade by eliminating the need to pay a spread, mark-up or commission to a counterparty. Cross trades are executed through a third party broker/dealer but do not incur any commission or similar transaction costs. However, cross trades also present a potential conflict of interest because Addenda represents the interests of both the selling account and the buying account in the same transaction. As a result, clients for whom Addenda executes cross trades bear the risk that one counterparty to the cross trade may be treated more favorably than the other party, particularly in cases where the first party pays Addenda higher management fees. Additionally, there is a risk that the price of a security bought or sold through a cross trade may not be as favorable as it might have been had the trade been executed in the open market.

Addenda has a written valuation policy, which provides the method for valuing the securities and other investments managed by Addenda ("Valuation Policy"). Addenda uses a third party for daily valuation of securities. Where third party valuations are not available, Addenda will use internal models based on market practices relevant to the securities being priced. When the use of an internal model is required, Addenda will document the valuation process and make it available to its clients. The adherence to

Addenda's valuation policy mitigates the risk of conflict of interest that can occur when a higher fair value is assigned to a security resulting in greater management fees and possibly higher performance fees paid to Addenda.

## **Item 12 - Brokerage Practices**

**A.** Addenda has a duty to seek to achieve best execution for its clients' brokerage transactions. Addenda is required to execute securities transactions for its clients such that the net proceeds to the client are the most favourable under the circumstances. Addenda's policy is to select brokers or counterparties to execute client transactions in a manner that is consistent with the best interests of its clients and to employ a trading process that attempts to maximize the value of a clients portfolio within the client's investment policy. In carrying out this duty, Addenda has established a broker/dealer selection process pursuant to which Addenda considers the full range and quality of a broker's services in placing brokerage, including, among other factors, commission rates and responsiveness. A complete review of these requirements is performed annually and a list is maintained of approved brokers/dealers. The addition of any new broker/dealer is the result of a joint decision by the Senior Vice-President and Chief Investment Officers, the Chief Compliance Officer and the Director of Portfolio Accounting after a due diligence analysis has been performed. Portfolio managers may trade with any broker/dealer on this approved broker/dealer list.

In seeking to achieve best execution, Addenda may not always obtain the lowest possible commission cost.

### *1. Research and Other Soft Dollar Benefits*

Addenda has established a Soft Dollar Policy that is based upon the CFA Institute's Soft Dollar Standards. Elements such as the relationship with clients, selection of brokers/dealers, eligible research services/products, limits, client-directed brokerage, disclosure and reporting are addressed in detail.

The use of soft dollar arrangements may enable Addenda to obtain brokerage or research products or services from broker/dealers in connection with placing securities transactions on behalf of clients. This is a benefit to Addenda since Addenda would otherwise have to product or pay for these services or products. Such products and services may include, but are not limited to, fundamental research reports (both third party and proprietary), technical and portfolio analyses, pricing services, economic forecasting and interest rate projections, historical and statistical securities information and computer software that assist Addenda's investment management process. Certain of the brokerage or research products or services received with respect to commissions paid by certain accounts may benefit other accounts under the management of Addenda. Brokers/dealers who provide such services may receive a commission which is in excess of the amount of the commission another broker/dealer may have charged if in the judgment of Addenda the higher commission is reasonable in relation to the value of the brokerage or research products or services rendered. Addenda may have an incentive to select or recommend brokers/dealers based on Addenda's interest in receiving the research or other products or services which could differ from a client's interest in receiving the most favorable execution costs. Soft dollar arrangements are reviewed, and will be reviewed periodically, to determine if the products or services are needed, whether such products or services provide legitimate assistance in the

investment decision making process, and the reasonableness of the commissions paid in relation to the value of the products or services.

Addenda will seek the express permission of the client before engaging in any soft dollar arrangements using that client's account. If a client prohibits Addenda's use of the client's brokerage to purchase legitimate research products or services or limits Addenda to directed brokerage arrangements, Addenda's clients who do not impose such prohibition or limitation may potentially pay higher commissions on their brokerage due to Addenda's soft dollar arrangements compared to the commission paid by clients who do have such prohibition or limitation. In these instances, clients without such prohibition may pay a commission which may be in excess of the amount of the commission paid by clients with such prohibition or limitation if in the judgment of Addenda the higher commission is reasonable in relation to the value of the legitimate brokerage or research products or services rendered. The research paid for by such clients' commission may nevertheless benefit clients who impose such prohibitions or direct the brokerage on their accounts.

## *2. Brokerage for Client Referrals*

Not applicable.

## *3. Directed Brokerage*

Addenda does not recommend or require its clients to direct it to execute transactions through a specified broker-dealer and has no affiliations with any broker-dealer. Addenda selects its brokers in accordance with its policy described in Item 12 A.

Clients that require Addenda to direct brokerage through a specific broker-dealer should understand that they may lose the possible advantage which clients not directing brokerage derive from aggregation of orders. Such clients should consider whether commission expenses, execution, and clearance and settlement capabilities will be comparable to those otherwise obtainable by the client if it did not make such a broker designation.

## **B. Aggregation of Orders**

Addenda may execute trades on a "block" or on an aggregate basis for many clients at the same time and at the same price when doing so is in the best interest of each participating client. When doing so, Addenda will apply the principles outlined in its Policy for Fairness in Allocation of Investment Opportunities which provides that all portfolios with similar mandates are treated equitably and fairly in transactions initiated for the various strategies developed by the management teams. The company applies a pro rata rule to ensure this treatment from each management team.

There are certain exceptions that may be made to the pro rata rule, including but not limited to, the existing asset allocations of a portfolio, client investment policy constraints, risk considerations or the fact that the security in question may already be held in a portfolio.

### Item 13 - Review of Accounts

**A.** Addenda's separately managed accounts and pooled funds are monitored on a daily basis by their respective portfolio managers and by the trading, operations and compliance teams in the context of their respective investment objectives and guidelines.

**B.** Not applicable.

**C.** Addenda generally provides the following written reports:

***Portfolio Holdings / Transactions / Income reporting*** - The information provided monthly includes a portfolio holdings report and a transaction report. Such reports include an opening balance, monthly transactions that have been carried out, total earned income, gains and losses, and closing balance. Such report is also available through secure access to Addenda's website.

***Performance reporting*** – Addenda calculates performance (final returns) for client portfolios daily in relation to that of their benchmark and reports such performance on a monthly basis. Upon request, Addenda also produces risk metric factors such as standard deviation, information ratio and Value at Risk (VaR). Such reports are also available through secure access to Addenda's website.

***Portfolio Management Report*** – Addenda produces a Portfolio Management Report on a quarterly basis. This report includes a summary of the economic and financial environment; its impact on the client portfolio; performance reports (calculated in line with GIPS®) presented against the client's benchmark and a performance attribution summary. This report is also available through a securitized access to Addenda's website.

***Compliance Letter or Compliance Certificate*** – A letter or certificate, produced by the Compliance Team highlighting compliance with client investment restrictions, is provided to clients quarterly. This report is also available through secure access to Addenda's website.

***Other*** - Upon request, Addenda also prepares portfolio information such as the sensitivity analysis to changes in interest rates and the fair value measurement of the portfolio's financial assets or financial liabilities according to a three-level hierarchy required under Canadian and International accounting standards.

### Item 14 - Client Referrals and Other Compensation

**A.** Not applicable.

**B.** Addenda has signed a written contract with Cumberland Partners, LLC ("Cumberland"), under which Cumberland has agreed to provide marketing services on behalf of Addenda. Those services include identifying, soliciting and referring prospective advisory clients who may be interested in the asset management services of Addenda. Cumberland is not affiliated with and has no relationship with Addenda other than the relationship created by the contract between Cumberland and Addenda. Addenda has agreed to pay Cumberland for the marketing services provided by

Cumberland on an annual retainer basis and on an a share of management fees that Addenda receives from each client referred by Cumberland. The fees paid to Cumberland by Addenda are not charged back to clients who have been referred by Cumberland. Referred clients pay the same fees to Addenda as they would had they not been referred by Cumberland.

#### **Item 15 - Custody**

Not applicable.

#### **Item 16 - Investment Discretion**

All clients of Addenda have signed a discretionary investment management agreement. Discretion is exercised within the parameters contained in the client's investment policy.

Investment policies, objectives and restrictions are agreed upon and approved by Addenda and the client.

#### **Item 17 - Voting Client Securities**

**A.** Addenda accepts authority to vote a client's securities at the client's request. Clients may direct the vote of their security in a particular solicitation if they provide written instructions in a timely manner.

Addenda has adopted and implemented written policies and procedures that are reasonably designed to ensure that client securities are voted in the best interest of clients. The procedures include how Addenda addresses material conflicts that may arise between Addenda's interests and those of its clients. The policy establishes how Addenda intends to vote on some commonly raised issues such as the election of directors, executive and director compensation, shareholder rights, takeover protection and environmental and social factors. Addenda may make use of a third party proxy service provider.

Clients may obtain information from Addenda about how it voted with respect to their securities in the regular investment management reporting they receive from Addenda or by contacting their client service representative. Clients may obtain a copy of Addenda's proxy voting policies and procedures by contacting their client service representative.

**B.** Clients may retain the authority to vote their securities, in which case Addenda will not be responsible for voting such clients' securities. In this case, clients will receive their proxies from their custodian or other service provider. In general, Addenda does not advise clients who retain voting authority on how to vote a proxy.

#### **Item 18 - Financial Information**

Not applicable.

#### **Item 19 - Requirements for State-Registered Advisers**

Not applicable.