



Invesco Canada Ltd.

Firm Brochure

(Part 2A of Form ADV)

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This brochure provides information about the qualifications and business practices of Invesco Canada Ltd. If you have any questions about the contents of this brochure, please contact us at: (416) 228-8330 or by email at: Kate.Archibald@invesco.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission, or by any state securities authority.

Additional information about Invesco Canada Ltd. is available on the SEC's website at www.adviserinfo.sec.gov

March 30, 2020

Material Changes

Annual Update

The U.S. Securities and Exchange Commission (“SEC”) requires the registrants to disclose any material changes to be updated. The Material Changes section of this brochure will be updated annually when material changes occur since the previous release of the Firm Brochure.

Material Changes since the Last Annual Update

The material changes since the last annual update dated March 31, 2019 are as follows:

- Update of executive officer’s list
- Update to the additional regulatory contact person
- Update to the Chief Compliance Officer information

Full Brochure Available

Whenever you would like to receive a complete copy of our Firm Brochure, please contact us by telephone at: (416) 228-8330 or by email at:

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4. Advisory Business

Firm Description, Principal Owner and Types of Advisory Services

Invesco Canada Ltd. carrying on business as Invesco Canada (“Invesco Canada”) is an Ontario (Canada) corporation that went through several corporate restructurings since 1981. Invesco Canada is an indirect wholly-owned subsidiary of Invesco Ltd. (the “Invesco Parent”). Invesco Canada is a direct wholly-owned subsidiary of Invesco Inc. which is an indirect wholly-owned subsidiary of Invesco Parent.

Invesco Canada provides advisory services for equity and fixed-income investments, based on a bottom up fundamental analysis, without regard to index-based sector allocations. Invesco Canada’s advice is limited to certain types of investments.

Invesco Canada’s Canadian clients include regulated mutual funds, unregulated investment pools, other investment management companies, banks, insurance companies, trusts, estates, pensions, endowments, charities and corporations, provincial and or municipal government entities. Invesco Canada strives to place its Canadian clients in regulated mutual funds or unregulated investment pools managed by it but may tailor its services through a separate account to suit investor needs. Invesco Canada provides advisory services to its globally affiliated investment advisers, including certain U.S. investment funds, as well as to U.S. institutional and other separately managed accounts, collectively, U.S. clients.

As of December 31, 2019, Invesco Canada manages approximately US \$25.2 billion in assets for approximately 138 clients on a discretionary basis.

5. Fees and Compensation

Description

Invesco Canada is compensated for its services by way of an asset-based fee. Attached as Appendix 1 is its fee schedule by mandate offered, setting forth the maximum fee that it charges. This fee may be negotiated by the client based on the account type, type of business, size of account, geographic location and other factors. This schedule does not include fees that Invesco Canada charges for Canadian retail mutual funds (“Canadian Funds”), which constitute the majority of its business, because it is also the manager of those funds and, therefore, the fee charged is a management and advisory fee, rather than an advisory fee alone. As such, those fees are, in all cases, higher than the attached fee schedule.

For Canadian Funds, fees are deducted from the account. For all other clients, fees are either deducted from the account or billed to the client and paid directly to Invesco Canada. In most cases, Invesco Canada’s clients prefer to be billed directly and to not have the amounts deducted from their account. Fees are billed either monthly or quarterly.

Invesco Canada charges fund operating expenses to the Canadian Funds on a cost recovery basis. Typically, Invesco Canada does not charge operating expenses to its other accounts; clients are instead charged a management fee. However, Canadian clients are responsible for their own transaction costs including brokerage costs and spreads payable to derivative counterparties. For a discussion of its brokerage practices, please refer to section 12 – Brokerage Practices, of this form.

In no instances does Invesco Canada require that clients pay fees in advance. Further, no individual involved in portfolio management receives compensation based on the sale of securities or other investment products.

6. Performance-Based Fees

Invesco Canada does not use a performance-based fee structure.

7. Types of Clients

Description

Invesco Canada primarily provides investment advice to the Canadian Funds. In addition, Invesco Canada provides investment advice to investment companies, charitable organizations, pension plans, endowments, charities and corporations, banks, pooled investment vehicles, provincial or municipal government entities and insurance companies. Those clients can buy either an existing product or can have a separately managed account. Invesco Canada also sub-advises certain U.S. retail mutual funds (the “U.S. Funds”) and globally affiliated funds (ex-U.S.) for our affiliates, and may advise U.S. institutional and other separately managed portfolios.

Account Minimums

Minimum investments in Canadian Funds range from \$500 to \$100,000, depending on the series of shares or units purchased.

For institutional clients who use an investment pool, a minimum purchase is typically \$1,000,000. This account minimum can be waived at Invesco Canada’s discretion. For clients that enter into sub-advisory arrangements or obtain advice through separately managed accounts, minimums are established by the applicable Invesco investment team on such arrangement and can vary from one strategy to another. Our typical minimum for a separately managed account mandate is \$25 million.

8. Methods of Analysis, Investment Strategies and Risk of Loss

Investment Strategies

Invesco employs several methods of analysis and investment strategies in managing assets, each of which is discharged by discrete investment centers. These are each described in the table below.

Investment Center	Summary of Philosophy and Process	Sub-strategies/mandates
International & Global Growth Equities (Austin)	The Adviser's International & Global Growth Equities investment strategies employ a rigorous, bottom-up stock selection process that seeks to identify companies with sustainable earnings growth, efficient capital allocation, and attractive prices.	Asia Pacific Growth Developing Markets European Growth European Small Company Global Growth Global Small & Mid Cap International Growth
International & Global Growth Equities (NY)	The Adviser's Global and International Equity investment strategies, run by the NY-based team, invest in high quality business that are exposed to structural global growth trends. The team takes a generalist approach to research, seeking best ideas regardless of sector or country, and builds high conviction portfolios independent of any benchmark. This long-term, patient approach seeks to compound significant growth for clients over time.	International Small Company International Growth International Equity International Diversified International Small-Mid Cap Global Focus Global Equity Multi Cap Growth (Global Opportunities)
Emerging Markets Equity (Justin Leverenz)	The Adviser's Emerging Markets Equity Team seeks to invest in companies that benefit from structural growth tailwinds and deliver above-average long-term earnings and cash flow growth, profitability and have sustainable competitive advantages and	Emerging Markets Equity (Developing Markets) Emerging Markets Innovators

Investment Center	Summary of Philosophy and Process	Sub-strategies/mandates
	options that manifest over time. The team employs a disciplined, bottom-up, research-intensive approach that is benchmark agnostic, with respect to region or country, sector or security.	
US Growth Equities (Houston)	The Adviser's US Growth Equities investment strategies utilize a rigorous, bottom-up stock selection process that seek to maximize alpha through the selection of stocks, which offer attractive growth opportunities based on valuation and perceived quality.	Large Cap Growth Multi-Cap Growth Mid Cap Growth Small Cap Core Small Cap Growth Sector (Technology) Theme (Consumer Trends)
US Growth Equities: Small and Mid-Cap	The Adviser's US Small/Mid Growth Equities team seeks to invest in premier small- and mid-cap growth companies that seek to provide high sustained growth rates that may compound for investors over time. They believe the management teams of these companies also tend to make fewer mistakes than their peers, enhancing the stability of their return profiles.	Small Cap Growth Mid Cap Growth
US Core	The Adviser's US Core team seeks to build an "all weather" portfolio which may provide the greatest opportunity to outperform in most market environments. The team focuses on companies with sustainable competitive and/or superior execution that are also priced at reasonable valuations.	Large Cap Core Mid Cap Core Small Cap Core All Cap Core Dividend Growth
US Value Equities	<p>The Adviser's US Value Equities strategies utilize several different methodologies, each predicated on a rigorous, bottom-up, value-oriented security selection process.</p> <p>The US Deep Value strategy is a contrarian approach to stock selection with a long-term</p>	Deep Value

Investment Center	Summary of Philosophy and Process	Sub-strategies/mandates
	<p>investment time horizon of typically 5-7 years to take advantage of significant discrepancies between the current stock market price and the underlying intrinsic value of a company.</p> <p>The Relative Value and Managed Volatility strategies typically follow a balanced investing approach, focusing on capturing potential market upswings while mitigating risk through broad diversification across stocks, bonds and convertible securities. Within equities and convertible securities, these strategies will invest primarily in large, well-established, undervalued companies that are experiencing a positive change, or catalyst. The fixed income securities in which the Equity & Income and the Managed Volatility teams' strategies may invest in include investments in government agencies, US Treasuries and investment grade corporate bonds, which acts as a capital buffer during market downturns and provide current income. The Managed Volatility strategy includes an overlay that seeks to cap volatility by selling short equity futures during periods of heightened volatility.</p> <p>The Dividend Value strategies typically employ a total return approach – emphasizing appreciation, income and preservation, with strong upside participation and better downside preservation over a full market cycle. The sustainability and growth of a company's dividend is critical to the Dividend Value research process.</p>	<p>Relative Value (Large- & Mid-cap Equity, Balanced & Managed Volatility)</p> <p>Dividend Value</p>

Investment Center	Summary of Philosophy and Process	Sub-strategies/mandates
	<p>The Intrinsic Value strategy utilizes a traditional approach that seeks to create wealth by maintaining a long-term time horizon and investing primarily in US companies that are significantly undervalued on an absolute basis. The philosophy is based on the idea that companies have a measurable intrinsic value, independent from the stock market, that is based on the future cash flows generated by the business and that market prices are more volatile than business values and investors regularly overreact to negative news.</p> <p>The Convertible Securities strategy seeks to construct a well-diversified portfolio with strong long-term performance and lowered risk, emphasizing well-managed companies with strong balance sheets, a clear business focus and competitive advantages, compared to peers. Factors such as the macro-economic environment and specific industry fundamentals are continuously monitored to target equity sensitivity in a portfolio. The strategy does not invest in common equity outside of conversion, does not hold non-convertible debt, synthetics convertibles or other derivative instruments.</p>	<p>Intrinsic Value (Small- & Multi-cap)</p> <p>Convertible Securities</p>
Invesco Canada Equity	The team's investment philosophy is simple; the team invests in high-quality businesses, with strong management, at an attractive price. The team believes this philosophy will allow them to deliver a high active share portfolio targeting significant outperformance over a market cycle.	International Select Equity Emerging Markets Select Equity
Global Core Equity	The Adviser's Global Core Equity strategies identify long-term value and growth inefficiencies across sectors and countries.	Global Core Equity Global Health Care

Investment Center	Summary of Philosophy and Process	Sub-strategies/mandates
	The strategies engage in high conviction, bottom-up, global equity investing and identify potential investment opportunities by focusing on a differentiated investment thesis, asymmetric payoff conditions, and durable business characteristics.	International Core Equity
Global Liquidity	The Adviser's Global Liquidity strategies provide high quality cash management and ultrashort fixed income solutions through a disciplined investment approach primarily focused on the preservation of principal and daily liquidity, while seeking to deliver a competitive return.	Treasury Cash Management Government Cash Management Prime/Liquid Assets Cash Management Tax-Free Cash Management Ultrashort/Conservative Income
Global Debt	<p>The Advisor's Global Debt strategies are driven by top down global macro analysis, which determines the overall portfolio risk budget and the allocation of that risk budget across three levers: foreign currencies, interest rates and credit. Bottom up country analysis identifies favorable country-specific opportunities. Country views are then expressed directionally via one or a combination of the three levers, influenced by the attractiveness of their risk-reward profiles.</p> <p>With this investment approach, the team believes that the macroeconomic base case evolves gradually. However, the market pricing of this base case changes more rapidly, providing opportunities to take advantage of mispriced risk premia. The team also believes that a robust investment process is based on a risk allocation framework, which is more efficient than</p>	Multi-Sector Income International Bond Emerging Markets Local Bond

Investment Center	Summary of Philosophy and Process	Sub-strategies/mandates
	forecasting returns. Finally, an investment horizon of 9-18 months allows the team to look through short-term noise while adding value through both allocation and security selection.	
Stable Value	The Adviser's Stable Value strategy uses a unique approach to stable value construction that seeks to consistently achieve the following objectives: preservation of principal; book value liquidity for all participant withdrawals; and competitive returns that move in the general direction of interest rates. Portfolios are typically broadly diversified across fixed income sectors with a focus on high quality, securitized credit sectors like asset-backed securities, mortgage-backed securities and commercial mortgage backed securities.	
Investment Grade Credit	The Adviser's Investment Grade strategies employ a structured and disciplined investment process to maintain consistency, but build in flexibility to adapt to dynamic markets. The investment process integrates macroeconomic and credit analysis into a broad risk and asset allocation strategy and key themes to guide decision-making. The strategy caters to changing market environments by finding value in non-benchmark securities and targeting continuity of results.	Core Bond Core Plus Bond Corporate Credit Equity Enhanced Fixed Income Long Duration Corporate Bond Short Term Bond
Municipals	The Adviser's Municipal Bond strategies approach the market with a proprietary fundamental credit sector and individual issue research focus in addition to overall risk management that addresses portfolio decisions such as duration and overall risk positioning. Within fundamental credit sector and issue selection, there is an additional emphasis on evaluating tax	High Yield Municipal Short Duration High Yield Municipal Municipal Income Intermediate Term Municipal Income

Investment Center	Summary of Philosophy and Process	Sub-strategies/mandates
	<p>implications, finding areas in the tax-exempt market that provide the most tax advantages on a risk-adjusted basis. The strategy invests in municipal bonds that offer attractive tax-free yields. The investment process employs a bottom-up research-oriented approach to generate long-term, income-driven total return.</p>	<p>Limited Term Municipal Income</p> <p>California Tax-Free Income</p> <p>New York Tax-Free Income</p> <p>Pennsylvania Tax-Free Income</p> <p>New Jersey Tax-Free Income</p>
Structured Investments	<p>The Adviser's Structured Investments strategies are founded upon collaboration within its comprehensive research platform through the integration of macro and credit research.</p> <p>Within this investment process, the team believes there are two particularly distinctive elements to its strategies and overall value proposition. The first is a rigorous primary portfolio design process based on proprietary risk-based techniques that establish clear exposure level targets for each client portfolio. These exposure levels are adaptable to changing market conditions and shifts in the risk cycle assessment. The second key element is alpha generation through individual top-down and bottom-up decisions.</p>	<p>US Mortgage-Backed Agency Focused</p> <p>High Quality Variable Rate Bond</p> <p>US Mortgage-Backed Securities</p> <p>Real Estate Fixed Income Opportunity</p> <p>Opportunistic Mortgage Diversified Income</p>
Multi-Sector Credit	<p>The Adviser's Multi-Sector Credit strategy takes a discretionary approach across core credit asset classes to pursue attractive strategic beta, tactical beta, and security selection alpha opportunities that can potentially enhance overall income and total return potential. The strategy applies a disciplined, research-intensive investment process that combines top-down and bottom-up analysis.</p>	<p>Active Multi-Sector Credit</p>

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High Yield	<p>The Adviser's High Yield strategies are constructed with a primary focus on risk management and a secondary focus on return potential to optimize risk-adjusted returns for clients. The team's process is based on the ability to compare not just risk and return across analysts, but also industries and companies and is designed to guard against excessive risk-taking or extreme conservatism.</p>	<p>Global High Income High Yield Short Duration High Yield</p>
Emerging Markets Debt	<p>The Adviser's Emerging Markets Debt strategy rests on three pillars:</p> <ul style="list-style-type: none"> • The belief that top-down, macro factors drive most asset returns. • The belief that rigorous bottom-up fundamental research uncovers opportunities in volatility and market dislocations. • The importance of having a comprehensive and structured approach for managing risk. 	
Investment Solutions	<p>The Adviser's Investment Solutions strategies focus on evaluating capabilities across the Invesco Investment Centers and combine them in a broad range of global, multi-asset, multi-platform products to meet specific client goals. The investment strategies are implemented through affiliated and unaffiliated products that consistently seek diversification and higher risk-adjusted returns.</p>	<p>Target Risk Target Date All-cap International Equity Balanced Income Alternatives Inflation</p>
Global Asset Allocation – Multi-Asset Suite	<p>The Adviser's Global Asset Allocation ("GAA") strategies deploy several different investment strategies.</p> <p>The philosophy for the Balanced-Risk Allocation strategy considers these tenets:</p> <ul style="list-style-type: none"> • The simple math of compound returns requires that investors limit downside risk 	<p>Balanced-Risk Allocation Macro Allocation Global Asset Allocation</p>

Investment Center	Summary of Philosophy and Process	Sub-strategies/mandates
	<p>while participating in positive return environments.</p> <ul style="list-style-type: none"> • A focus on risk management, particularly on those periods where riskier assets, such as equities, do poorly. • Reducing overall risk with a focus on standard deviation results in a symmetric reduction in the upside and downside. The team believes it can create a portfolio that significantly reduces downside exposure while maintaining the majority of the upside potential. <p>The GAA Balanced-Risk Allocation team strives to achieve its investment philosophy in two ways:</p> <ul style="list-style-type: none"> • The primary approach is to strategically balance the amount of risk exposure the portfolio has to the major economic environments. This should limit the impact of surprise outcomes on the portfolio. • Secondly, the team tactically shifts from a precise balance to each environment in order to emphasize those assets that are most likely to outperform cash. 	
Global Asset Allocation - Commodities	<p>The GAA's Balanced-Risk Commodities strategy takes an active approach to commodity investing due to some of the unique return sources available in the commodity markets. The investment strategy focuses on four key drivers of commodity returns: term structure weighting, equal risk contribution, optimal roll yield, and tactical allocation. The strategy does not seek to replicate the performance of a benchmark index.</p> <p>The strategy builds a portfolio that seeks to generate returns by investing in the commodity markets using a risk-balanced investment process, which is diversified across the commodity complexes.</p>	Balanced-Risk Commodities

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	<p>Specifically, the team selects the appropriate assets for the strategy, allocates them based on their proprietary risk management and portfolio construction techniques, and then applies an active positioning process to improve expected returns.</p>	
Global Asset Allocation – Main	<p>The GAA Multi-Asset Income strategy considers three tenets while investing:</p> <ul style="list-style-type: none"> • Yield – Wide range of income generating assets seeks to provide an attractive level of current income • Defense – Strive to balance the risks inherent in a multi-asset income portfolio to reduce volatility and defend against drawdowns • Growth – To maintain purchasing power, strive to have a total return in excess of the income return <p>The Adviser strives to achieve its GAA Multi-Asset Income objective by creating a stable strategic foundation by balancing the risk contribution of the assets between periods of growth and recession and by adapting to near-term changes in the economic environment tactically to help better protect on the downside and participate during upside growth.</p>	Multi-Asset Income
Global Asset Allocation – Defensive Growth	<p>The GAA's Defensive Growth strategies defend the portfolios from prolonged periods of market weakness, but also maintain their abilities to participate in the potential capital growth of large cap equities. The strategies recognize that de-risking too early can be just as harmful to long-term return goals as de-risking too late. The strategies' systematically adaptive approach has the potential to achieve the dual objectives of</p>	<p>US Defensive Growth</p> <p>International Defensive Growth</p> <p>Global Defensive Growth</p>

Investment Center	Summary of Philosophy and Process	Sub-strategies/mandates
	upside participation and drawdown reduction over the long-term.	
Global and US Real Assets—Direct Real Estate	<p>The Adviser's Global and US Real Assets Direct Real Estate strategies have several methodologies and systems in place to manage risk and to ensure consistent application of the direct real estate investment philosophy and process through a house view. The house view combines the empirical and anecdotal evidence from multiple investment disciplines, including Research, Underwriting, Valuations, Portfolio Management, Real Estate Securities, Asset Management, Acquisitions and Dispositions and sets forth where management sees the best relative value from a property type allocation, market selection and asset attribute standpoint. Portfolio Management then incorporates the up-to-date house view into investment plans and is charged with implementation. Risk is managed throughout the acquisition process through a series of checks and balances. Asset-specific risks evaluated by the team include (but are not limited to) financial, operational, tenant-related, environmental, structural, lease-related, title-related and legal. A transaction team is formed for every potential acquisition consisting of members from each of the investment disciplines - Portfolio Management, Research, Acquisitions, Underwriting, Closing and Due Diligence, and Asset Management. Each member of the team evaluates each opportunity from the point of view of their expertise, providing for collaborative input on each opportunity. Unanimous consent is ultimately required from the applicable direct real estate investment committee for any</p>	<p>US Core Equity Investments</p> <p>US Core Debt Investments</p> <p>US Core-Plus Equity Investments</p> <p>US Value-Add Investments</p> <p>US and Global Opportunistic Investments</p>

Investment Center	Summary of Philosophy and Process	Sub-strategies/mandates
	acquisition or disposition and each decision is made with input from the various investment disciplines.	
Global and US Real Assets-- Securities	<p>The Adviser's Global and US Real Asset Securities strategies are based upon two fundamental principles: maximizing predictability and consistency of investment returns and minimizing risk through strict attention to portfolio design. The Adviser uses a systematic approach incorporating fundamental research and a bottom up stock selection process; though also incorporates macro-level risk controls for the potential effects of variables such as country/currency exposure, asset demand, construction trends and demographic trends, which may impact an individual company.</p> <p>The Adviser's SteelPath MLP strategy employs a fundamental approach to investing with an emphasis on business risk assessment and bottom-up analysis. On a macro level, the Advisers commodity price scenario analysis across medium and long-term horizons provides a framework for sub-sector allocation and investment selection. The Adviser seeks to perform fundamental, asset-level analysis to find companies with superior risk/reward potential across a range of commodity price scenarios. Furthermore, the Adviser intends to focus on total return through intentional portfolio construction, remaining cognizant of cross-sector exposures while attempting to mitigate unintentional commodity or factor bets when appropriate.</p>	<p>US Real Estate Securities Total Return</p> <p>Global Real Estate Securities Total Return</p> <p>Global Real Estate Securities Income-Oriented</p> <p>Global Infrastructure Securities Total Return</p> <p>Energy Infrastructure - Master Limited Partnerships</p>

Investment Center	Summary of Philosophy and Process	Sub-strategies/mandates
Quantitative Strategies	The Adviser's Quantitative Strategies translate fundamental and behavioral finance insights into portfolio selections through a systematic and structured process that is combined with rigorous risk controls. The team believes that financial markets are driven by exposures to fundamental factors as well as behavioral biases, which it seeks to exploit with its multi-factor-based model. The Quantitative Strategies model uses several factors to rank the attractiveness of individual securities. These factors are grouped into three concepts: momentum (both earnings and price), quality and value. Each of these concepts represents one fundamental and/or behavioral bias of the stock market.	US Market Neutral Enhanced Index US Quantitative Core US Quantitative Small Core US Quantitative Small Value US Low Volatility Global Low Volatility Emerging Market Low Volatility

Risk Descriptions

Investing in securities involves risk of loss that clients should be prepared to bear. For example, an account may lose all or a substantial portion of its investments and investors in such funds or portfolios must be prepared to bear the risk of losses of their investments.

Other material risks relating to the investment strategies and methods of analysis described above, and to the types of securities typically purchased by or for the funds or portfolios, include the following. However, this section does not identify every possible risk associated with investing.

Active management risk – All actively managed funds are dependent on their portfolio management team to select individual securities and, therefore, are subject to the risk that poor security selection or market allocation will cause an actively managed fund to underperform relative to other funds with similar investment objectives or to its benchmark index.

Asset allocation risk – Funds that utilize a fund-of-fund asset allocation strategy are dependent on their portfolio management team to determine the asset allocation mix and select the underlying funds for investment, and therefore, these Funds are subject to the risk that poor asset allocation or underlying fund selection will cause a Fund to underperform relative to other funds with similar investment objectives.

Capital depletion risk – Some of the Funds and some series of the Funds (such as the T-FLEX series) aim to make regular monthly distributions of cash at a target rate. Such regular distributions will generally include returns of capital. For example, if the net income

generated by the Fund's investments in a month is less than the dollar amount of the target distribution for that month, then a portion of the monthly payment will be comprised of a return of capital. Investors in those Funds should monitor the Fund's rate of return and compare that to the distribution rate. If the Fund's rate of return is less than the distribution rate, your investment could be depleted and the amount of future distributions could be for a lower cash amount. In addition, monthly distribution rates may be changed without prior notice.

Commodity risk – Some Funds may invest in companies engaged in commodity-focused industries, such as oil or gas, or may invest (i) directly, or indirectly through derivatives, in gold and silver, and (ii) indirectly, in other commodities. The share price of these companies and the price of commodities derivatives (and as a result, the net asset value of the Funds holding these investments) will be affected by changes in the price of these commodities, which may occur as a result of a number of factors, including supply and demand, speculation, central bank and international monetary activities, political or economic instability and changes in interest rates. The price of commodities may fluctuate significantly over a short period of time causing volatility in a Fund's net asset value.

Concentration risk – Some Funds invest in a relatively small number of securities and, as a result, each security may constitute a significant portion of the Fund's portfolio. This concentration could result in the Fund being less diversified and, therefore, less liquid (since, for example, it may be harder to sell large amounts of a single issuer compared to small amounts of many issuers) and more volatile (since price movements in the concentrated securities will have a greater impact on the net asset value of the Fund compared to the price movements of securities in a more diversified portfolio). The volatility can act as a benefit to investors when the securities selected outperform the market or a detriment to investors when those securities underperform.

Country risk – Funds that invest a significant amount of their assets in a single country (including Canada or the U.S.), either as a result of their investment objective and/or investment strategies or at the portfolio manager or subadvisors' discretion, may be more volatile than a more geographically-diversified fund, and may be strongly affected by the overall economic performance of that specific country. Some Funds have investment objectives to invest primarily in one country, and such Funds must continue to follow their investment objectives regardless of the economic performance of the specific country.

Credit risk – Investments in debt securities are subject to certain general investment risks in a manner similar to their effect on equity investments. The market value of a Fund is affected by changes in the prices of the debt securities it holds. In addition to interest rate risk described elsewhere in this section, a number of factors may cause the price of a debt security to decline. For investments in corporate debt securities, these include specific developments relating to the company and general financial, political and economic (other than interest rate) conditions in the countries in which the company operates. For government debt securities, this includes general financial, political and economic conditions. These factors, collectively, are known as credit risk. Credit risk includes:

- Default risk, which is the risk that the issuer of the debt will not be able to pay interest or repay the debt when it is due. Generally, an increase in the likelihood of default decreases the value of a debt security.

- Credit spread risk, which is the risk that the difference in interest rates (called "credit spread") between the issuer's bond and a bond considered to have little

associated risk (such as a Treasury bill) will increase. Generally, an increase in credit spread decreases the value of a debt security.

- Downgrade risk, which is the risk that a specialized credit rating agency, such as Standard & Poor's, will reduce the credit rating of an issuer's securities. Generally, a downgrade in credit rating decreases the value of a debt security.
- Collateral risk, which is the risk that (i) it will be difficult to sell the assets the borrower has given as collateral for the debt, (ii) the collateral is found to be invalid or used to pay other outstanding obligations of the borrower, or (iii) the collateral is insufficient to satisfy the borrower's obligations. If an issuer becomes bankrupt, it may be more difficult to access the collateral due to bankruptcy or other insolvency laws which would delay or limit the ability to realize the benefits of the collateral. As well, any specific collateral used to secure a loan may decline in value or become illiquid. Such difficulties could cause a significant decrease in the value of a debt security. Certain debt securities, such as senior loans, carry a higher collateral risk.

Currency risk – The assets and liabilities of each Fund, other than Invesco U.S. Money Market Fund, are valued in Canadian dollars. If a Fund buys a security denominated in a foreign currency, during the time that the Fund owns that security, for the purposes of calculating the NAV of that Fund, we convert, on a daily basis, the value of the security into Canadian dollars. Fluctuations in the value of the Canadian dollar relative to the foreign currency impact the NAV of the Fund. If the value of the Canadian dollar has increased relative to the foreign currency, the return on the foreign security may be reduced, eliminated or made negative. Funds holding underlying funds which hold securities denominated in a foreign currency face the same risk, albeit indirectly. The opposite can also occur. That is, a Fund holding (directly or through an underlying fund) a security denominated in a foreign currency may benefit from an increase in the value of the foreign currency relative to the Canadian dollar. Some portfolio managers choose or are required to mitigate currency risk by using derivatives to hedge the impact of foreign currency fluctuations. However, these derivative transactions may not be fully effective. In addition, these derivative transactions will expose those Funds to certain derivative risks described below.

Some foreign governments may restrict currency exchange. If we cannot exchange the currencies in which a Fund is invested (directly or through an underlying fund), the Fund will be less liquid.

Derivative risk – The Funds may use derivatives to limit potential gains or losses caused by changes in exchange rates, stock prices or interest rates. This is called hedging. The Funds may also use derivatives for non-hedging purposes, such as reducing transaction costs, increasing liquidity, gaining exposure to financial markets, currencies and commodities or increasing speed and flexibility in making portfolio changes. The use of derivatives has risks, including:

- There is no guarantee a market for the derivative will exist when a Fund wants to buy or sell
- There is no guarantee that the Fund will be able to find an acceptable counterparty willing to enter into a derivative contract

- The counterparty to the derivative contract may not be able to meet its obligations which could result in a loss for the Fund
- A large percentage of the assets of a Fund may be placed on deposit with one or more counterparties, which exposes the Fund to the credit risk of those counterparties
- Securities exchanges may set daily trading limits or halt trading, which may prevent a Fund from selling a particular derivative
- The price of a derivative may not accurately reflect the value of the underlying asset
- Gains or losses from derivatives may result in fluctuations to a Fund's taxable income, which may in turn impact the taxable portion of a Fund's regular distributions or result in distributions that are higher or lower than otherwise anticipated
- If derivatives are being traded on foreign markets, it may be more difficult or take longer to complete a transaction

Where a Fund uses derivatives for hedging purposes, there is a risk that the hedging strategy may not be effective in mitigating losses, or that the derivative will not offset the drop in the value of the underlying security or currency. The use of derivatives for hedging purposes may also reduce the opportunity for gains due to market fluctuations, the cost of the hedge and the nature of the derivative.

Emerging markets risk – Some of the Funds invest in securities issued by corporations in emerging markets. Emerging markets countries are countries that are in the initial stages of their industrial cycles. Emerging markets economies may have the risks described under currency risk, foreign investment risk and liquidity risk. In addition, countries in emerging markets tend to be less stable politically, socially and economically, may be more subject to corruption and may have less market liquidity and less stringent accounting, auditing and reporting standards. As a result, emerging markets securities may experience larger and more frequent volatility in the short term.

Equity risk – Companies issue equities, or stocks, to help finance their operations and future growth. A company's operating results, financial strength, competitive position and prospects for future growth will have the most influence on its stock price over the long term. In addition, the economic environment in which the company operates will also impact stock prices. When the economy is expanding, the outlook for many companies will be positive and the value of their stocks should rise. The opposite is also true. In the short term, investor sentiment can have a significant impact on stock prices as investors necessarily evaluate the uncertainty of a company's future value. The value of a Fund is affected by changes in the prices of the stocks it holds. The risks and potential rewards are usually greater for small companies, newly public companies and companies in emerging markets. Investments that are convertible into equity may also be subject to interest rate risk.

Foreign investment risk – Some of the Funds invest in securities issued by corporations in, or governments of, countries other than Canada. Investing in foreign securities can be beneficial in expanding your investment opportunities and portfolio diversification, but there are risks associated with foreign investments, including:

- Companies outside of Canada may be subject to different regulations, standards, reporting practices and disclosure requirements than those that apply in Canada
- The legal systems of some foreign countries may not adequately protect investor rights
- Political, social or economic instability may affect the value of foreign securities
- Foreign governments may impose currency exchange controls that prevent a Fund from taking money out of the country
- Certain foreign economies (particularly emerging market economies) may be smaller, less stable and less transparent, and therefore more volatile than developed economies

Fund corporation risk – Each Corporate Fund is comprised of one or more separate share classes of Invesco Corporate Class Inc. The assets and liabilities of each Corporate Fund are assets and liabilities of the corporation as a whole. If the liabilities of a Corporate Fund are greater than its assets, the other classes of the corporation may be responsible for those liabilities. A mutual fund corporation, like a mutual fund trust, is permitted to flow through certain types of earnings to investors in the form of dividends. These are dividends from taxable Canadian corporations and capital gains. However, unlike a mutual fund trust, a mutual fund corporation cannot flow through other types of earnings including interest, trust income, foreign source dividends and gains from derivatives treated as income. If these types of earnings, calculated for the corporation as a whole, are greater than the expenses of the corporation and other tax deductible amounts, then the corporation would become taxable. We track the income and expenses of each Corporate Fund separately so that if the corporation becomes taxable, we would have the ability (although we would not be obligated) to allocate the tax to those Corporate Funds whose taxable income exceeded expenses. If a Corporate Fund becomes taxable, this tends to be more disadvantageous for two types of investors: investors in a registered plan and investors with a lower marginal tax rate than the Corporate Fund. Investors in registered plans do not immediately pay income tax on income received, so if a Trust Fund earned that income it would distribute it, and the investors in a registered plan would not immediately pay income tax; since the Corporate Fund cannot distribute the income, the investors in a registered plan will pay the income tax indirectly. The corporate tax rate applicable to mutual fund corporations is higher than some personal income tax rates, depending on the province or territory in which you live and your marginal tax rate. As such, if the income is taxed inside the corporation rather than distributed to you (and you pay the tax), you may indirectly pay a higher rate of tax on that income than you otherwise might.

Index fund risk – Indexing strategies involve tracking the performance of an index by tracking the performance of the securities included in the index. A Fund may seek to track one or more indices by directly purchasing the constituent securities of the index or indices, or by purchasing one or more ETFs that seek to track the performance of such index or indices. Third-party index providers calculate, determine and maintain the indices that are tracked, and such index providers have the right to make adjustments to or cease to calculate the indices, without regard to how this would affect any Funds or any underlying ETFs. This may require us to replace the index, change the investment objectives of the Fund or, in certain circumstances, terminate the Fund. It is unlikely that a Fund will be able to track indices perfectly. This is for a number of reasons, including:

- The Fund has its own fees and operating and trading costs, which lower returns. Indices do not have these fees or costs
- Certain securities in the index may temporarily not be available for purchase
- If an index fund (or an underlying ETF) tenders securities pursuant to a takeover bid for less than all securities of a constituent issuer, and that issuer is not removed from the index, the fund (or underlying ETF) may have to buy replacement securities at a different price than the takeover bid price
- If there is a significant investment in the Fund, the Fund may have higher than normal cash levels until such time as it is able to obtain exposure to the index because there may be a delay of several days between the time of the investment in the Fund and the time the Fund receives payment for the shares or units of the Fund. This “cash drag” will have a more significant impact on a Fund with relatively smaller assets under management
- Certain Invesco Index and ETF-based Funds may utilize representative sampling or may hold an Invesco ETF that utilizes representative sampling. Representative sampling involves using quantitative analysis to select either a subset of the securities that make up the underlying index or a combination of some or all of the securities that make up the underlying index and other securities that are not part of the underlying index. This may result in a deviation in the performance of the Fund or the underlying Invesco ETF relative to the applicable index that is being tracked

An index fund may, in basing its investment decisions on an index, have more of its net assets invested in one or more issuers than is usually permitted for mutual funds. In these circumstances, an index fund may be affected more by the performance of individual issuers in its portfolio, with the result that the NAV of the index fund may be more volatile and may fluctuate more than the NAV of a more broadly diversified mutual fund. In addition, this may make the index fund less liquid which may, in turn, have an effect on the index fund’s ability to satisfy redemption requests.

Because the investment objective of the index fund is to track the performance of one or more indices, the index fund must continue to invest in the securities of the index or indices, even if the index or indices are performing poorly. The poor performance of a security in the index will not result in the removal of that security from the index fund’s portfolio unless that security is removed from the index. The index fund will not attempt to take defensive positions in declining markets. A Fund that is an index fund will not be able to reduce risk by diversifying its investments into securities that are not in the index or indices.

Interest rate risk – The value of Funds that hold debt securities that pay a fixed rate of interest will rise and fall as interest rates change. When interest rates fall, the value of an existing fixed-income security will rise. When interest rates rise, the value of an existing fixed-income security will fall. The value of debt securities that pay a variable (or “floating”) rate of interest, such as senior loans, is generally less sensitive to interest rate changes. Also, long-term debt securities tend to be more sensitive to interest rate changes than short-term debt securities.

Large transaction risk – Some Funds may have particular investors who subscribe for a significant amount of the Fund’s shares or units. These investors could include specific

individual investors but, more typically, would be other Funds managed by Invesco Canada (fund-of-funds portfolios) or other institutional investors who include a Fund as a component of one of their products. These investments entail certain risks.

The initial (or a subsequent) investment by a large investor may increase a Fund's cash flow beyond a normal level. As a result, the portfolio manager may not be able to invest the new cash immediately. If this occurs during a rising market, the excess cash could reduce Fund performance relative to the performance had this investment not been made. In a falling market, the opposite could occur, and the uninvested cash could benefit the Fund's performance. The Manager tries to mitigate this risk by giving portfolio managers extra notice of incoming large cash flows or negotiating with the investor to subscribe for Fund shares or units incrementally.

A redemption by a large investor could also be disruptive to the Fund in a number of ways. To fund the redemption, the portfolio manager may have to sell portfolio securities earlier than it would have otherwise had to absent the large redemption. This may cause the Fund to realize capital gains earlier than might have otherwise been the case, accelerating capital gains distributions to investors. To fund a large redemption, a Fund may have to sell certain portfolio securities very quickly to raise cash. In doing so, the Fund could cause a spike in the daily trading volume of such securities, and this could result in the Fund realizing a lower price than if the securities were sold over a longer time period. The Manager tries to mitigate these risks by attempting to negotiate (or, in cases where one of the Funds is the investor, by observing), where possible, lengthy notice periods for large redemptions at the time a large investment is made. The notice period affords the portfolio manager time to sell portfolio securities without flooding the market with an unduly large number of shares, as this could be expected to decrease the price received on the sale of those portfolio investments. In addition, the redemption of a significant investment would be unlikely to affect the amount of expenses allocated to a series of a Fund in the short term, but it would cause the amount of expenses allocated to remaining investors to increase, which would be reflected in an increase in the management expense ratio of the series of the Fund.

Liquidity risk – The liquidity of an asset can be considered on a spectrum. A liquid asset trades on an organized market, such as a stock exchange, which provides price quotations for the asset. The use of an organized market means that it should be possible to convert the asset to cash at, or close to, the quoted price, or the price used to calculate the Fund's net asset value.

At the other end of the spectrum are illiquid assets. These assets cannot be disposed of easily due to resale restrictions (whether by law or by contract), or are securities for which the last quoted market price is so detached from the price for which they can actually be sold that, in effect, there is no market price for them.

An asset is considered to be less liquid if it is more difficult to convert it to cash at the price used to value that asset. A company's securities may be less liquid for a variety of reasons, including the following:

- The company is not well known or widely held
- There are few outstanding securities
- There are few potential buyers
- They cannot be resold because of a promise or agreement

Also, in highly volatile markets, securities, especially debt securities, that were considered liquid may suddenly and unexpectedly become illiquid. The value of a Fund that holds illiquid securities may fall substantially if the Fund sells the illiquid securities at prices less than those used in calculating the NAV of the Fund. There are restrictions on the amount of illiquid securities a Fund may hold.

Preferred share risk – Preferred shares are a class of equity security which pays a specified dividend that must be paid before any dividends can be paid to common shareholders, and which takes precedence over common shares in the event of the company's liquidation. Although preferred shares represent a share ownership interest in a company, preferred shares generally do not carry voting rights and have economic characteristics similar to fixed income securities. For instance, preferred shares are subject to many of the risks associated with debt securities, including interest rate risk. In addition, preferred shares may not pay a dividend, an issuer may suspend payment of dividends on preferred shares at any time, and in certain situations an issuer may call or redeem its preferred shares or convert them to common shares.

Prepayment risk – Many debt securities, including mortgage-backed securities and floating rate debt instruments, can be prepaid before maturity. If this happens, the debt security can offer less income and/or potential for capital gains.

REIT risk/Real estate risk – Investments in real estate-related instruments may be affected by economic, legal, cultural, environmental or technological factors that affect property values, rents or occupancy rates of real estate underlying the Fund's holdings. Real estate companies, including REITs (real estate investment trusts) or similar structures tend to be small-cap and mid-cap companies, and their shares may be more volatile and less liquid. The value of investments in real estate-related companies may be affected by the quality of management, the ability to repay loans, the utilization of leverage and financial covenants related thereto, whether the company carries adequate insurance and environmental factors. If a real estate-related company defaults, the Fund may own real estate directly, which may involve the following additional risks: environmental liabilities, difficulty in valuing and selling the real estate, and economic or regulatory changes.

Repurchase and reverse repurchase transactions and securities lending risk – A Fund may use these types of transactions. The other party to these types of transactions may default under the agreement or go bankrupt. If that happens in a reverse repurchase transaction and the market value of the security has dropped, the Fund may be unable to sell the security at the price it paid plus interest. If that happens in a repurchase or a securities lending transaction, the Fund may suffer a loss if the value of the security it sold or loaned has increased more than the value of the cash or collateral the Fund holds. To reduce these risks, the Funds require the other party to put up collateral. The value of the collateral must be at least 102% of the market value of the security sold (for a repurchase transaction), bought (for a reverse repurchase transaction) or loaned (for a securities lending transaction). The value of the collateral is checked and reset daily. The market value of securities sold under repurchase transactions and loaned under securities lending agreements must not exceed 50% of a Fund's assets. This calculation excludes cash held by a Fund for sold securities and collateral held for loaned securities.

Senior loan risk – Senior loans are a type of debt security that are typically rated below investment grade or are unrated but deemed to be of comparable quality. Investments in senior loans may be considered speculative because of the credit risk of their issuers.

Historically, these companies have been more likely to default on their payments of interest and principal relative to companies that issue investment grade debt securities, and such defaults will reduce a Fund's net asset value and income distributions. The value of senior loans may also decrease significantly during an economic downturn because borrowers may have a more difficult time keeping up with payments. Economic and other events (whether real or perceived) can reduce the demand for certain senior loans or senior loans generally, which may reduce market prices. There is no active trading market for certain senior loans. As such, elements of judgment may play a greater role in the valuation of senior loans relative to securities with a more developed secondary market, and it may be harder for a Fund to realize full value if it needs to liquidate the asset. Some senior loans are subject to the risk that a court could mandate that other indebtedness of the borrower is repaid first, and if this happens it is possible that the borrower will default on the senior loan. A court could also take other action which would be detrimental to lenders, such as invalidating loans or causing interest and/or principal previously paid to the lenders to be refunded to the borrower. Such events would negatively impact a Fund's investment in the senior loan. In some cases a Fund's rights under the senior loan may be limited or a Fund may not be able to unilaterally enforce its rights and remedies under the senior loan. A Fund may purchase and sell interests in senior loans on a when issued and delayed delivery basis. This means that no income accrues to the Fund in connection with the purchase of the senior loan interests until the Fund actually takes delivery of the interests. Because these transactions are subject to market fluctuation, the value of the interests in the senior loans at delivery may be more or less than the purchase price, and the yields available on such interests when delivery occurs may be higher or lower than the yields at the time of purchase. Because the Fund relies on the buyer or seller, as the case may be, to complete the transaction, failure by the other party to adhere to its obligations may result in the Fund missing the opportunity of obtaining an advantageous price or yield. When a Fund is the buyer in such a transaction, however, it will maintain cash, liquid securities or liquid senior loans having an aggregate value at least equal to the amount of its purchase commitments until payment is made. A Fund will only make commitments to purchase senior loan interests in this manner if it intends to actually acquire the interests, but a Fund may sell such interests prior to the settlement date if the sale is considered to be advisable. Settlement of transactions in most securities occurs several days after the trade date. In contrast, portfolio transactions in senior loans may have longer than normal settlement periods. This potentially longer settlement timeline may create a mismatch between the settlement time for a senior loan and the time in which a Fund must settle redemption requests from its investors.

Series risk – Each Fund, and where applicable, each class, may issue more than one series of shares or units. Each series has its own fees and expenses, which are tracked separately. If a Fund and/or class cannot pay the expenses of one series using that series' share of the Fund's and/or class' assets, the Fund and/or class will have to pay those expenses out of the other series' share of the Fund's and/or class' assets attributable to those series. This could lower the investment return of the other series. Similarly, each class has its own fees and expenses, which are tracked separately. If one of two classes cannot pay its expenses using that class' share of a Fund's assets, the other class will be required to pay those expenses out of its share of the Fund's assets attributable to the class. Having to pay any expense or liability of this kind could cause the value of your

investment to decline even though the value of your Fund's investments might have increased. We use our best efforts to manage each class so that this does not happen.

Short selling risk – Certain Funds may engage in short selling. A short sale occurs where a Fund borrows from a lender securities that are then sold in the open market. The Fund must repurchase the securities at a later date in order to return them to the lender. In the interim, the proceeds from the short sale transaction are deposited with the lender and the Fund pays interest to the lender in respect of the borrowed securities. If the value of the securities declines between the time that the Fund borrows the securities and the time it repurchases and returns the securities, the Fund makes a profit for the difference (less any interest the Fund is required to pay to the lender). However, there is a risk that the prices of the borrowed securities will rise, and the Fund will experience a loss. The Fund may also experience difficulties repurchasing and returning the borrowed securities if a liquid market for the securities does not exist. In addition, there is a risk that the lender from whom the Fund has borrowed securities may become bankrupt before the repurchase transaction is completed, causing the Fund to forfeit the collateral it has deposited with the lender for the borrowed securities.

Smaller company risk – A Fund may make investments in smaller capitalization companies. These investments are generally riskier than investments in larger companies for several reasons. Smaller companies are often relatively new and may not have an extensive track record. This may make it difficult for the market to place a proper value on these companies. Some of these companies do not have extensive financial resources and, as a result, they may be unable to react to events in an optimal manner. In addition, securities of smaller companies are sometimes less liquid, meaning there is less demand for such securities in the marketplace at a price deemed fair by sellers.

Specialization risk – A Fund that invests a significant portion of its net asset value in a specific industry, asset class or market sector ("area of specialization") may be more volatile than a less specialized fund, and may be strongly affected by the overall economic or financial performance of the area of specialization in which the Fund invests. The Fund must continue to follow its investment objectives regardless of the economic performance of the area of specialization.

Underlying fund tracking risk – A Fund may seek to have its returns, or a portion of its returns, linked to the performance of an underlying fund by purchasing shares or units of the underlying fund. The Fund may not be able to track the performance of the underlying fund to the extent desired for the following reasons:

- The Fund bears its own fees and expenses, which affects returns
- If a Fund holds an underlying fund that is listed on a U.S. exchange, the Fund may incur withholding tax from the income of the underlying fund(s), which affects returns
- If there is a significant investment in the Fund, the Fund may have higher than normal cash levels until such time as it is able to obtain exposure to the underlying fund because there is typically a delay of several days between the time of the investment in the Fund and the time the Fund receives payment. This "cash drag" will have a more significant impact on a Fund with relatively smaller assets under management.

- A Fund may be permitted to invest in other assets. For example, Invesco Canadian Core Plus Bond Class, which invests at least 90% of its net assets in units of Invesco Canadian Core Plus Bond Fund, can also invest up to 10% of its net assets in units of one or more other fixed-income mutual funds managed by us or one of our affiliates or associates

Risk of Loss - Coronavirus and Public Health Emergencies. As of the date of this filing, there is an outbreak of a novel and highly contagious form of coronavirus (“COVID-19”), which the World Health Organization has declared constitutes a “Public Health Emergency of International Concern.” The outbreak of COVID-19 has resulted in numerous deaths, adversely impacted global commercial activity and contributed to significant volatility in certain equity and debt markets. Measures taken by national and regional governments, states, districts and municipalities, as well as the general uncertainty surrounding the dangers and impact of COVID-19, are creating significant disruption in supply chains and economic activity. As COVID-19 continues to spread, the potential impacts, including a global, regional or other economic recession, are increasingly uncertain and difficult to assess.

Any public health emergency, including any outbreak of COVID-19, SARS, H1N1/09 flu, avian flu, other coronavirus, ebola or other existing or new epidemic diseases, or the threat thereof, could have a significant impact on Invesco Canada and its client accounts. The extent of the impact of COVID-19 or any other public health emergency on the operational and financial performance of Invesco Canada’s client accounts will depend on many factors, including the duration and scope of such public health emergency, the extent of any related travel advisories and restrictions implemented, the impact of such public health emergency on overall supply and demand, goods and services, investor liquidity, consumer confidence and levels of economic activity and the extent of its disruption to important global, regional and local supply chains and economic markets, all of which are highly uncertain and cannot be predicted. The effects of a public health emergency may materially and adversely impact the value and performance of the investments held in any client accounts as well as the ability of Invesco Canada to source, manage and divest investments and achieve the investment objectives of its clients, all of which could result in significant losses to such clients. In addition, the operations of Invesco Canada and/or its affiliates may be significantly impacted, or even halted, either temporarily or on a long-term basis, as a result of government quarantine and curfew measures, voluntary and precautionary restrictions on travel or meetings and other factors related to a public health emergency, including its potential adverse impact on the health of any such entity’s personnel.

9. Disciplinary Information

Legal and Disciplinary

The firm and its management persons have not been involved in any material legal or disciplinary events related to past or present clients.

10. Other Financial Industry Activities and Affiliations

Financial Industry Activities

Invesco Canada is registered as a Portfolio Manager and Exempt Market Dealer in all the Provinces of Canada.

Invesco Canada is registered in the Province of Ontario, Quebec and Newfoundland and Labrador as an Investment Fund Manager to permit it to direct the business, operations or affairs of its Canadian Funds.

Invesco Canada is registered as a Commodity Trading Manager under the *Commodity Futures Act* (Ontario) to advise on commodity futures.

Invesco Canada is also registered as a Mutual Fund Dealer in certain provinces of Canada (Alberta, British Columbia, Ontario, Québec, Prince Edward Island and Nova Scotia). Invesco Canada acts as a mutual fund dealer in respect of the purchase and sale of securities of the Invesco Canada Funds which are managed by Invesco Canada. Its activities are restricted to servicing accounts held by current and former employees of Invesco Canada and its predecessor companies (the “Employees”) as well as individuals in a special relationship with Employees such as relatives and friends of Employees.

Invesco Canada’s officers and directors that are also members of the Executive Committee are approved by the Securities Regulators in all Provinces of Canada as permitted individuals. Invesco Canada’s investment personnel are registered either as advising representatives or associate advising representatives with the Ontario Securities Commission and, where required, with other Canadian provincial Securities Commissions.

Affiliations

Invesco Canada has affiliations that are material to its advisory business or its clients with a related person who is a broker-dealer. The U.S. Funds are distributed by Invesco Distributors, Inc. (“Invesco Distributors”) and include Invesco Endeavor Fund, Invesco Select Opportunities Fund, Invesco Select Companies Fund, Invesco Energy Fund and Invesco Gold & Precious Metals Fund. Invesco Distributors is registered with the SEC as a broker-dealer. Invesco Distributors is an indirect wholly-owned subsidiary of the Invesco Parent and affiliated with Invesco Canada by virtue of this common ownership structure.

In accordance with Canadian securities regulatory policy, Invesco Canada is responsible for all investment portfolio advisory services provided by sub-advisors to the Canadian Funds.

As a Portfolio Manager registered in Canada, Invesco Canada is party to investment management agreements with some Canadian unrelated parties under which it provides investment management services.

11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics

The Invesco Code of Conduct, together with the Invesco Canada Gifts and Entertainment Policy and the Personal Trading Policy form Invesco Canada's Code (the "Code"). The Code defines acceptable corporate behavior and assists in the management of potential conflicts of interest. The Code, as amended from time to time, is overseen by the Invesco Canada Executive Committee (the "Executive Committee"). The Executive Committee is responsible for the overall scope, application and enforcement of Invesco Canada policies and procedures, including the Code. The Executive Committee also receives quarterly reporting from the CCO on matters related to the Canadian business. This reporting is also provided by the CCO to the Compliance Committee of the Canadian Funds Advisory Board ("FABCC").

The employees of Invesco Canada are committed to the Code. The Invesco Code of Conduct is available for review by clients and prospective clients upon request.

Participation or Interest in Client Transactions

Related persons of Invesco Canada may recommend to clients that they buy or sell securities or investments products in which the related person has some financial interest. The related person may also buy or sell for itself securities that it also recommends to clients.

In accordance with applicable law, some of the Canadian Funds and unregulated investment pools may, respectively, invest in shares or units of other Funds or pools for a "fund-on-fund" arrangement.

From time to time, certain Invesco Canada employees may, in accordance with applicable law, the Invesco Code of Conduct and the Invesco Canada Personal Trading Policy, as amended from time to time, invest in securities held by or deemed suitable for investment by Invesco Canada's clients.

Pursuant to the Invesco Canada Personal Trading Policy, all employees of Invesco Canada are required to report to the Houston based Invesco Parent Code of Ethics department or designee(s) the names of all brokerage, company and other institutional accounts subject to the Invesco Canada Personal Trading Policy 1) in which they have a direct or indirect financial interest, 2) over which they have direct or indirect control, or 3) in which they have securities held for their direct or indirect benefit. Additionally, certain personal securities transactions must be pre-cleared with and/or reported to the Invesco Parent Code of Ethics department or designee(s). Duplicate confirmations or quarterly reports covering these personal securities transactions must be submitted to the Invesco Parent Code of Ethics department or designee(s). Invesco Parent's Code of Ethics department or designee(s) reviews these submissions to ensure that all such transactions are in compliance with the provisions of the Invesco Canada Personal Trading Policy. Employees are prohibited from placing personal trades in

certain types of securities altogether (including, for example, IPOs) and from purchasing or selling certain other types of securities (as defined in the Invesco Canada Personal Trading Policy) without prior written approval. Such approval will be given only upon a determination by the Invesco Parent Code of Ethics department or designee(s) that the proposed transaction does not give rise to an actual or potential conflict of interest with managed account activity in the same security and that it does not violate the provisions of the Invesco Canada Personal Trading Policy.

Additionally, Invesco Canada may give advice or take actions in the performance of its duties to some of its clients that differ from advice given or the nature of actions taken with respect to other of its clients' accounts.

Certain other registered investment adviser subsidiaries of the Invesco Parent have similar policies and may, from time to time, engage in other practices.

Personal Trading

All employee trades are reviewed by the Invesco Parent Code of Ethics department with exceptions, violations and concerns reported to, and discussed with, the Invesco Canada CCO or designee.

12. Brokerage Practices

Selecting Brokerage Firms

The general policy of each trade desk utilized by Invesco Canada in selecting a broker to effect a transaction is the broker's ability to obtain best execution and secondarily, the quality of research goods and services provided. Factors that may be considered when selecting an approved broker for a specific transaction include, but are not limited to¹:

- The price and commission
- Brokerage services provided by brokers, including execution capability, commission rate, willingness to commit capital, anonymity and responsiveness
- The nature of the market for the security
- The timing of the transaction
- The size and type of the transaction
- Coverage of the security
- The quality of the services rendered by the broker in other transactions
- Research products and services provided by the broker (this is permissible when the trader believes that more than one Broker can satisfy the objectives of best execution)

¹ The same factors, other than the provision of research products and services and coverage of the security, shall be taken into consideration for affiliated brokers.

- Trade settlement capabilities.

For transactions in fixed income securities, brokers shall be selected on the basis of security price, availability of the security, and coverage of the security. If best execution may be achieved through two brokers, the quality of research provided by the brokers may be considered.

Invesco Canada may pay more than the lowest commission or spread for executing a securities transaction in return for research services and products to be used in connection with Invesco Canada's advisory decision-making process.

Invesco Canada may use an affiliated broker, Invesco Capital Markets, Inc. (ICMI) to execute trades. ICMI is registered as a broker under the Securities Exchange Act of 1934, as amended and is a member of the Financial Industry Regulatory Authority (FINRA). ICMI and Invesco Canada are both indirect subsidiaries of Invesco Parent. Invesco Canada will not use trades with ICMI to generate soft dollars.

Certain other registered investment adviser subsidiaries of the Invesco Parent may, from time to time, have other arrangements not specified herein.

Suggesting Broker-Dealers

While Invesco Canada does not have any of these types of arrangements, certain other registered investment adviser subsidiaries of the Invesco Parent may, from time to time, have such arrangements not specified herein.

Best Execution

Invesco Ltd.'s Global Trading Oversight Committee ("GTOC") defines best execution as "the process of executing securities transactions for clients in such a manner that the client's total costs or proceeds in each transaction are the most favorable under the circumstances".

Under the direction of the Head Trader, Traders take into account best execution, price, and market conditions when considering a trade. The Investment Technology Group prepares reports summarizing the results of third-party best execution and transaction cost analysis of trades executed by the Toronto Trade Desk. These reports are reviewed by the Head Trader and the Head of Americas Equity Trading. Best execution is also a standing agenda item for the quarterly meetings of GTOC.

The IFI team seeks to obtain "best execution" on all securities transactions for its clients. There is no statutory definition of the term "best execution." IFI believes that best execution is the process of securing prompt and efficient execution of a securities transaction at the best obtainable price with commissions or mark-ups or mark-downs which are reasonable in relation to the value of the services provided by the broker. IFI seeks to obtain best execution by considering, among other factors, the price, the size of the transaction, the nature of the market for the security, the timing of the transaction and taking into account market prices and trends, the reputation,

experience and financial stability of the broker, the quality of the service rendered by the broker in other transactions, and research and services provided by the broker for the benefit of client accounts.

Research Services

External research provides a diverse perspective on financial markets and therefore improves the quality of investment advice to all accounts. Research goods and services received are available for the general benefit of all accounts managed by Invesco Canada. These services may be paid for as follows:

- a) Through full-service brokerage commissions or spreads, a portion of which Invesco Canada has designated as compensation for research provided by the broker to Invesco Canada i.e., the cost of research is embedded in the commission paid to the full-service broker, and is often referred to as “soft dollars”;
- b) A payment pursuant to a commission sharing agreement (“CSA”). Under a CSA, Invesco Canada pays an executing broker for trade execution and asks that executing broker to designate a portion of the commission paid to it when executing a trade for an Invesco Canada Fund or separately managed account (SMA) to a “CSA pot”. The CSA pot is used to pay i) third parties for research goods and services provided to the Invesco Canada Fund or SMA, and ii) for research goods and services to full-service brokers, tracking below commission target; or
- c) in cash by Invesco Canada.

Options a) and b) above may result in a higher commission or spread being paid to the broker executing the portfolio transactions than would otherwise have been payable.

Invesco Canada only makes payments under CSAs and soft dollar payments to third parties who provide research goods and services or to brokers for full service brokerage order execution goods and services.

Where the use of an affiliated broker is being used to execute certain portfolio trades for Invesco Canada Funds, the affiliated broker shall not provide any soft dollar services. Any commissions paid to the affiliated broker shall be the same or lower than the commission paid to an unaffiliated execution only broker.

Invesco Canada’s policy indicates that all CSAs initiated by Invesco Canada must be in writing and pre-approved by the Head Trader and the Head of Front Office Operations, and reviewed by the Invesco Canada Legal and Compliance departments.

Order Aggregation

Invesco Canada Ltd.’s Brokerage Policies (the “Policies”) require the Head Trader to aggregate trades in the same securities for all discretionary, non-

restricted accounts. When a trade is filled in multiple lots at different prices and with different commission rates, the Order Management System (OMS) calculates a weighted average price and commission rate that apply to all accounts included in the trade. Trades for accounts that do not allow aggregation or where aggregation would be inefficient will not be aggregated with existing orders and will be completed after the aggregated orders are filled. On a daily basis, the OMS will allocate partial fills among aggregated accounts pro-rata based on order size.

Trades in fixed income securities are generally allocated pro-rata based on order size. If the relative NAVs of the accounts change significantly while an order is being filled, pro-rata allocations may be adjusted, in addition to adjustments made by the OMS to reflect minimum lot sizes traded as a function of the system's allocation algorithm. Fixed income traders/portfolio managers shall conduct next day reviews of the funds for trade allocations to confirm the portfolio structure is what was anticipated prior to trading and that targets have been met.

The Policies also outline the procedures for executing aggregate trades and covers topics such as; receiving orders for accounts relating to a particular security simultaneously, allocation of partial fills, the unit price of portfolio securities purchased or sold in aggregated transactions as well as the brokerage commissions and changing allocations for good cause after the order has been executed.

On a quarterly basis, the Invesco Canada Compliance department presents any material deviations from pro rata allocations to the Compliance Committee.

13. Review of Accounts

Periodic Reviews

Accounts are subject to compliance reviews and investment reviews.

Compliance reviews are performed on the Canadian Funds, investment pools, U.S. Funds and SMAs via compliance reports generated in Charles River and Aladdin trading systems. Exceptions identified in these reports are reviewed by the portfolio managers. Quarterly summaries of the exceptions identified are reviewed by the Compliance Committee on a quarterly basis. For day-to-day compliance purposes, the Compliance Department has programmed equity trade restrictions into Charles River trading system and fixed-income trade restrictions into the Aladdin trading system.

For Invesco equity and balanced strategies, the Product Management team conducts a semi-annual "Portfolio Integrity Review." Each product manager specializes in a group of portfolios, allowing him/her to acquire a deep understanding of the discipline and process employed for each strategy and mandate. Product managers analyze the portfolios for which he/she is responsible and reviews his/her findings with the Head of Americas Product Management.

The Portfolio Integrity Review process is a quantitative and qualitative assessment of the portfolio management team's ability to successfully manage investments using the applicable investment process. It seeks to ensure that the portfolio managers are managing in a way that is consistent, repeatable and adds value for clients. The key findings from these meetings are presented to the applicable Investments and Risk Management leaders at a minimum of twice per year.

The Portfolio Integrity Review focuses on three core components:

1. **Process:** Is the portfolio management team adhering to the investment process? Product managers review the portfolio in depth looking for anomalies in portfolio activity, positioning, risk exposures and characteristics. Product managers seek to understand portfolio activity and positioning within the context of the market environment and the investment process.
2. **Performance:** What is driving performance? Does performance make sense in the context of the discipline? Product managers analyze performance relative to benchmarks and peer groups, as well portfolio attribution to understand the source of returns.
3. **Constraints:** Product Managers review the portfolio to ensure it is managed within regulatory constraints or internal constraints.

Review Triggers

Other conditions that may trigger a review are changes in tax laws or investment related regulations, new legislation, the revision of prospectus language or a change in the investment restrictions for a SMA. Additional review may also be triggered by an exception identified through daily or monthly monitoring.

Regular Reports

Summaries of the results of monthly compliance reviews are provided to the Fund Advisory Board Compliance Committee on a quarterly basis.

Additional reporting may be made directly to clients or their representatives at their request.

14. Client Referrals and Other Compensation

Client Referrals

Invesco Canada has entered into referral agreements with third parties in Canada pursuant to which Invesco Canada pays such third parties fees for referring Canadian clients to Invesco Canada. The referral fee is calculated as an annual percentage of the referred client's daily assets under management and is payable monthly or quarterly.

Other Compensation

Invesco Canada has arrangements where it is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with trading for clients. Invesco Canada may, in accordance with its brokerage policies, effect transactions with broker-dealers that furnish research services which Invesco Canada believes will be beneficial to its managed accounts.

Certain other registered investment adviser subsidiaries of the Invesco Parent may, from time to time, receive additional compensation from non-clients.

15. Custody

Account Statements

Invesco Canada does not serve in a custodian role for client accounts. All client assets are held at a qualified custodian. Clients should compare the statements received from the custodian with those they receive directly from Invesco Canada.

16. Investment Discretion

Discretionary Authority

Invesco Canada has discretionary authority over all advisory client accounts. Investment restrictions may be negotiated with the client prior to accepting a mandate and these would be reflected in the relevant, prospectus or agreement governing the mandate or account. Restrictions may be added once an account is in operation and these restrictions would come into effect upon amending the relevant agreement. Restrictions are typically imposed to meet tax or pension requirements.

Certain other registered investment adviser subsidiaries of the Invesco Parent may, from time to time, have other arrangements not specified herein.

17. Voting Client Securities

Summary of Proxy Voting Policies and Guidelines

Proxy voting for all accounts (which includes funds and investment pools) managed by Invesco Canada without the assistance of a sub-advisor is conducted in accordance with the Invesco proxy voting policies and guidelines of Invesco Canada, summarized below. Proxy voting for Canadian Funds or pools for which a sub-advisor has been engaged is conducted in accordance with the proxy voting policies and guidelines of the sub-advisors.

Proxy Voting at Invesco Canada

In normal circumstances, Invesco Canada will exercise voting rights attached to an account's portfolio securities as part of its obligation to manage the account. (In some cases, proxy voting rights may be retained by the client, in which case the client's own policies would apply). The description that follows is a summary of Invesco Canada's proxy voting policies. Invesco Canada's policies are based on the following principles:

- The voting of proxies is an integral part of Invesco Canada's investment management responsibilities, and Invesco Canada believes that the right to vote proxies should be managed with the same high standards of care to investors as all other elements of the investment process.
- The investment teams who vote proxies on behalf of the Funds are guided by their views as to the best interests of the Fund, which Invesco Canada interprets to mean investors' best economic interests.
- Invesco Canada's proxy voting process focuses on maximizing long-term value for investors, protecting investors' rights and promoting governance structures and practices that reinforce the accountability of corporate management and boards of directors to shareholders.
- The portfolio management teams have the ultimate decision-making authority as to how any particular proxy is voted, consistent with Invesco Canada's proxy voting principles and philosophy.

Policy Matters

With respect to matters commonly put to shareholders, Invesco Canada's portfolio management teams will generally vote as follows:

- On shareholder rights plans, they will generally support measures which have the effect of increasing shareholders' opportunities to express their views to boards of directors, lowering barriers to shareholder action, and proposals to promote the adoption of generally accepted best practices in corporate governance, provided that such proposals would not require a disproportionate amount of management attention or corporate resources or otherwise that may inappropriately disrupt the company's business and main purpose.
- On environmental, social and corporate responsibility issues, they will evaluate such proposals on a case by case basis and will vote proposals relating to these issues in a manner intended to maximize long-term shareholder value.
- On corporate reorganization and corporate finance matters, they generally support: (i) a board's decisions about the need for additional capital stock to meet ongoing corporate needs, except where the request could adversely affect Invesco clients' ownership stakes or voting rights, (ii) proposals for stock splits or reverse stock splits as

long as they are not excessively dilutive, and (iii) proposals for open-market share repurchase plans if all shareholders participate on an equal basis.

- On corporate governance matters, they will generally vote in favor of strengthening governance. For example, they will vote in favor of measures that enhance the independence of board members.
- On executive compensation, they generally support equity compensation plans that promote the proper alignment of incentives with shareholders' long-term interests. However, they will vote against plans that are overly dilutive to existing shareholders, plans that contain objectionable structural features, and plans that appear likely to reduce the value of the client's investment.
- On measures designed to protect a company from unsolicited takeover bids, they generally support shareholder proposals directing companies to subject their anti-takeover provisions to a shareholder vote.

These are guidelines only, rather than fixed positions. Each matter put to a shareholder vote is considered on its own merits, and there may be instances in which a portfolio manager or portfolio management team departs from these guidelines.

Conflicts of Interest

A conflict of interest may exist if Invesco Canada has a material business relationship with, or is actively soliciting business from, either the company soliciting a proxy or a third party that has a material interest in the outcome of a proxy vote or that is actively lobbying for a particular outcome of a proxy vote (e.g., issuers that are distributors of Invesco Canada's products, or issuers that employ Invesco Canada to manage portions of their retirement plans or treasury accounts). The proxy governance team maintains a list of all such issuers for which a conflict of interest exists. Where a conflict, or potential conflict of interest exists, proxies are voted in accordance with investment considerations and investment merits, without regard to any other business relationship that may exist between Invesco Canada and the company. A conflict also may exist where an Invesco Canada employee has a known personal relationship with other proponents of proxy proposals, participants in proxy contests, corporate directors, or candidates for directorships. All Invesco Canada personnel with proxy voting responsibilities are required to report any known personal conflicts of interest regarding proxy issues with which they are involved. In such instances, the individual(s) with the conflict will be excluded from the decision-making process relating to such issues.

Records Management Procedures

Invesco Canada maintains a proprietary global proxy administration platform, known as the “fund manager portal” and is supported by the Head of Proxy Governance and a dedicated team of internal proxy specialists. The platform streamlines the proxy voting and ballot reconciliation processes, as well as related functions, such as share blocking and managing conflicts of interest issues.

The platform also includes advanced global reporting and record-keeping capabilities regarding proxy matters that enable Invesco Canada to satisfy investor, regulatory and management requirements. Historical proxy voting information, including commentary by investment professionals regarding the votes they cast, where applicable, is stored to build institutional knowledge across the Invesco complex with respect to individual companies and proxy issues

Reporting

Proxy voting records for the Canadian Funds for the most recent year ended June 30th are posted on Invesco Canada’s website. The Compliance Department will review the proxy voting records posted on Invesco Canada’s website on an annual basis to confirm that the records are posted by the August 31st deadline.

For the U.S. Funds, a description of the policies and procedures that the funds’ use to determine how to vote proxies relating to portfolio securities is available without charge, upon request, from Invesco Advisers, Inc.’s Client Services department at (800) 959-4246 or at www.invesco.com.

Information regarding how the Fund voted proxies related to its portfolio securities during the most recent 12-month period ended June 30th is available at <https://www.invesco.ca/ivz/proxy-voting-records>. The information is also available on the SEC website, www.sec.gov.

18. Financial Information

Financial Condition

As evidence by the goodwill and deferred sales commissions impairment testing, Invesco Canada does not have any financial impairment conditions that will preclude it from meeting its contractual commitments to clients. A balance sheet is not required to be provided because Invesco Canada does not serve as a custodian for client funds or securities, and does not require prepayment of fees of more than \$1,200 per client, six months or more in advance.

APPENDIX 1

Maximum Fee Schedule for Mandates Advised by Invesco Canada

Domestic Fixed-Income Mandate	75 bps + applicable taxes
Global Fixed-Income Mandate	75 bps + applicable taxes
Balanced Mandate	90 bps + applicable taxes
Canadian Equity Mandate	90 bps + applicable taxes
Global Equity Mandate	90 bps + applicable taxes
Sector Equity Mandate	90 bps + applicable taxes