Mawer Investment Management Ltd.

Form ADV Part 2A (the Brochure)

March 31, 2025

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This Brochure provides information about the qualifications and business practices of Mawer Investment Management Ltd. (herein referenced as “Mawer” or “we/us”). This Brochure will be provided to you annually and at the time you open an account with us, or before we begin providing advice or trading services to you. If there is a significant change to the information contained in this Brochure, we will provide you with updated information in writing as soon as reasonably possible. Mawer has offices in Canada in Calgary, Alberta, Toronto, Ontario, and has a subsidiary with an office in Singapore, and a U.S. subsidiary with a registered office in Wilmington, Delaware. As a result, there is a risk that certain legal rights may not be enforceable in your jurisdiction.

If you have any questions about the contents of this Brochure, please contact us using information listed above. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (**SEC**) or by any state securities authority. Mawer may refer to itself throughout this Brochure as a “registered investment adviser” or “RIA.” You should be aware that registration with the SEC or a state securities authority does not imply a certain level of skill or training. Additional information about Mawer Investment Management Ltd. is also available on the SEC’s website at www.adviserinfo.sec.gov.

ITEM 2: MATERIAL CHANGES

Since the last annual update, which was filed on March 31, 2024, we have made the following material changes to this Brochure:

- In Item 4, we have made the following updates:
  - Updated Assets Under Management;
  - Clarified the scope and details of our discretionary portfolio management services;
  - Provided further clarification on our use of pooled investment vehicles, sub-advisory services, and wrap fee programs;
  - Added a section on the availability of non-discretionary accounts for eligible investors in Canada; and
  - Added a disclosure regarding the financial planning services we offer to clients.
- In Item 8, we have expanded the list of risks and updated the description of risks.
- In Item 10, we have updated the language to provide clearer information regarding our relationship with related parties.
- In Item 11, we have expanded the language to provide more information regarding our Personal Trading Policy.
- In Item 12, we have updated the Use of Client Commissions section. Effective January 1, 2025, Mawer has decided not to pay for research goods and services offered by third-party broker-dealers and/or service providers using commissions generated through bundled services or commission sharing agreements.

In addition to changes noted above, we have also made certain other non-material changes throughout this Brochure.

ITEM 3: TABLE OF CONTENTS

ITEM 4: ADVISORY BUSINESS AND TYPES OF CLIENTS

Introduction

Mawer was founded as a partnership in 1974 by Charles Mawer and was incorporated on March 20, 2003 under the laws of Alberta, Canada. We are an employee-owned and operated investment advisory firm headquartered in Canada. A description of the advisory services provided by Mawer is below. Certain of the advisory services outlined below are not available to clients in all jurisdictions. Our activities with respect to our non-U.S. clients may differ from those described generally herein, and we may provide additional or different services to our non-U.S. clients. Mawer does not hold itself out to its non-U.S. clients as an investment adviser registered with the SEC.

Investors and other recipients should be aware that while this Brochure may include information about Mawer's activities with respect to such investment vehicles or services provided outside of the U.S. as necessary or appropriate, this Brochure should not be considered to represent a complete discussion of the features, risks, or conflicts associated with any investment product offered or advised by Mawer. All discussions of Canadian investment funds and non-U.S. advisory activities are intended solely to provide the recipients with a full description of Mawer's business, including potential conflicts of interest.

Discretionary Portfolio Management Services

We provide discretionary portfolio management services in certain jurisdictions in Canada for individuals, corporations, trusts, estates, institutions, pension funds, and not-for-profit organizations. We also provide discretionary portfolio management services for U.S.-based corporations and institutions, as well as certain U.S. residents. We work closely with each client to establish specific investment objectives, risk tolerance parameters, and to consider other unique circumstances which are incorporated into a written investment policy statement or similar document (the **Investment Policy Statement**). Our portfolio managers encourage a close working relationship with our clients' other service providers, including accountants, legal counsel, and financial and estate planners to ensure that long-term objectives are being met. Once investment guidelines have been established and provided to us, the client's portfolio manager assumes discretionary responsibility for building, managing, and monitoring the client's investment portfolio in accordance with those guidelines set out in the Investment Policy Statement.

Discretionary accounts are managed using suitable investment funds and/or segregated securities for clients meeting our preferred minimum account size requirements (as described below under Segregated Accounts). Investment funds managed and distributed by Mawer may comprise all or a portion of a client's discretionary account if this aligns with the client's investment objectives. These investment funds are considered proprietary products, and it is important to understand that Mawer does not offer any third-party investment funds for inclusion in a client account.

Pooled Investment Vehicles

Mawer advises and distributes both public mutual funds as well as private funds to clients and investors in Canada (**Mawer Canadian Funds**). In addition, Mawer advises private funds which are available for investment by U.S. clients and investors (**Mawer U.S. Funds**). The terms under which an investment fund is offered are outlined in the respective fund offering documents.

Given our relationship with Mawer Canadian Funds and Mawer U.S. Funds, a conflict of interest arises when we make a decision to offer these products or our representatives make an investment decision or recommendation for our clients in relation to these products, including any decision or recommendation to purchase, redeem or continue to hold these products or to switch investments from one product to another product or investment.

This conflict of interest creates the risk that we are only providing clients with access to a proprietary product because we receive direct or indirect compensation related to the product, and/or have direct or an indirect interest in the success of the product. Further, because we do not offer investments in third party products, any suitability determination conducted by Mawer and its representatives will not consider the larger market of non-proprietary products or whether those non-proprietary products would be better, worse, or equal in meeting the investment needs and objectives of our clients.

We manage these conflicts by ensuring our representatives do not receive any sales-based compensation or commissions or other compensation incentives for the sale of Mawer Canadian Funds and Mawer U.S. Funds.

Segregated Accounts

Clients may also choose to utilize one or more investment strategies or models on a segregated basis (a **Segregated Account**). These Segregated Accounts are primarily comprised of individual stocks and bonds and are generally only available to U.S. or Canadian individual clients investing more than U.S. $8,000,000 or institutional clients investing more than U.S. $50,000,000.

Sub-Advisory Services

We provide sub-advisory services to mutual funds, non-public pooled funds, and separately managed accounts. We receive a fee based on the assets under management within each mandate or portfolio for each of these services, as described in Item 5 below.

Non-Discretionary Accounts

Certain Mawer Canadian Funds are offered to eligible investors in Canada who elect to open non-discretionary accounts with us for the purposes of purchasing such investment funds. We do not actively manage the assets in a non-discretionary account and any transaction will be conducted only upon client instruction, and completion of our suitability assessment.

Wrap Fee Programs

We provide model recommendations to third-party broker-dealers or portfolio managers in Canada for use in wrap fee programs that they sponsor. The models are non-discretionary, and the wrap fee program sponsors have full discretion over how they implement them for their clients participating in the wrap fee programs, based on each client's individual suitability requirements. We do not provide investment advisory services to participants in these wrap fee programs. We receive a fee from each wrap fee program sponsor for the models we recommend in connection with their programs. We do not participate in wrap fee programs in the U.S.

ERISA

We manage accounts of U.S. employee benefit plans, such as corporate pension, profit sharing, and money purchase pension plans, that are subject to the fiduciary responsibility provisions of Title I of the Employee Retirement Income Security Act of 1974 (**ERISA**), and of certain plans that are subject to Section 4975 of the U.S. Internal Revenue Code of 1986 (the **Code**) (such plans, the **Plans**) on a segregated basis, or through a pooled investment vehicle such as a collective investment trust. When we manage assets of Plans, we will be subject to the prohibited transaction provisions of Section 406 of ERISA and/or Section 4975 of the Code, which provisions, among other things, may restrict the way we may be compensated by such accounts. We are subject to ERISA fiduciary responsibility, reporting and disclosure, and bonding rules when managing Plan accounts that are subject to ERISA. In addition, certain issuers of securities and other investment products may restrict investment by Plans, which may affect the composition of the portfolios of Plan accounts and result in a variance between the investments of Plan accounts and the investments of non-Plan accounts that otherwise might have similar mandates.

Financial Planning

We offer financial planning services to individual clients as part of our advisory services. These services may include retirement planning, estate planning, and cash flow management. Financial planning is typically delivered as part of the overall advisory relationship and is not billed separately.

While we provide financial planning services with the goal of helping clients meet their financial goals, clients should be aware that the recommendations are based on current information, and market conditions may change. There is no guarantee that financial plans will achieve specific outcomes, and clients are advised to review their plans periodically.

Assets Under Management

As of December 31, 2024, Mawer had the following amount of regulatory assets under management (**AUM**):

Discretionary AUM:
U.S. $45,340,000,000*
Non-Discretionary AUM:
U.S. $570,900,000*
Total AUM:
U.S. $45,910,900,000*

* Rounded to the nearest U.S. $100,000 using a foreign exchange rate of CAD $0.6953 to U.S. $1.00.

ITEM 5: ACCOUNT FEES, COMPENSATION AND FUND OPERATING EXPENSES

Management Fee

In consideration for the services to be rendered by Mawer in connection with your account, we may receive a management fee as set out in your account documentation. The management fee is a percentage amount that is based on the assets under management in your account. In the case of our sub-advisory services, we receive a negotiated management fee which is a percentage amount based on the assets being sub-advised by us. Fees are generally deducted directly from client accounts monthly or quarterly in arrears, as directed and authorized by the client.

Aside from this ongoing management fee, if any, we do not charge additional fees to open, operate, or maintain an account. However, if your account holds individual securities, or your account is held by a custodian, you may be charged certain fees or expenses by third parties who provide services in relation to your account. Third parties may include any custodian that holds securities for the account as well as the brokers or dealers who execute securities transactions for your account. The fees and expenses charged to you by these other parties will vary from time to time and may be deducted directly from your account. A further discussion of Mawer's brokerage policies and practices is found in Item 12 of this Brochure.

Additionally, you may be working with a third-party financial planner or investment counsellor to manage your account and you may be charged a fee by those parties for their services in relation to your account with us. The fees and expenses charged by these parties will vary from time to time and may be deducted from your account with your authorization.

The following shows a representative fee range for a discretionary account with Mawer, subject to adjustments for account size, asset class risk, strategy and special requirements, among other things.

Investment size in U.S. - Institutional client	Fee (%)
first $25 million	0.90
next $25 million	0.75
next $200 million	0.70
next $250 million	0.65
on balance	0.60

As an individual client, your account must have a minimum market value of U.S. $800,000 to qualify for the following fee schedules. A minimum fee of U.S. $10,000 per annum will be charged.

Balanced Mandate Investment size in U.S. – Individual client	Fee (%)
on the first $2 million	1.00
on the next $3 million	0.70
on the next $10 million	0.50
on balance over $15 million	0.30
Income Mandate Investment size in U.S. – Individual client	**Fee (%)**
on the first $2 million	0.75
on the next $3 million	0.45
on the next $10 million	0.35
on balance over $15 million	0.15
Equity Mandate Investment size in U.S. – Individual client	**Fee (%)**
on the first $2 million	1.15
on the next $3 million	0.85
on the next $10 million	0.65
on balance over $15 million	0.45

Other Potential Fees and Expenses

If, in accordance with your Investment Policy Statement, we invest some or all of the assets in your account in investment funds, you will also bear a portion of the operating fees and other expenses charged to those investment funds, including a management fee.

If Mawer recommends investment into investment funds advised by us, we ensure that the management fees you pay to us in relation to your account are reflective of the fees already paid by the funds. All investment funds advised by Mawer contain a full outline of all fees and expenses charged in the relevant offering documents. Certain investments may not be available to non-Canadian clients.

ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Mawer offers a performance-based fee structure to certain institutional clients. The fee structure includes a base AUM fee and a performance fee once a minimum value-added hurdle rate is achieved, up to a maximum total management fee. The management of accounts with performance-based compensation structures side-by-side with asset-based fee clients constitutes a conflict of interest for Mawer, in that we may be incentivized to favor accounts with a performance-based fee structure over other clients without such a structure in the allocation of investment opportunities. In addition, the presence of performance-based compensation may encourage us to take riskier or more speculative positions than would otherwise be the case absent the performance compensation.

Mawer has adopted policies and procedures to mitigate these conflicts and to ensure that all clients are treated fairly and equitably in the allocation of investment opportunities.

ITEM 7: TYPES OF CLIENTS

Mawer's clients include individuals, corporations, trusts, estates, institutions, pension funds, and not-for-profit organizations. Mawer also provides discretionary portfolio management services to U.S.-based corporations and institutions, as well as certain U.S. residents. Mawer also offers sub-advisory services to certain public mutual funds, non-public pooled funds, and separately managed accounts. Mawer also participates in Canadian wrap fee programs by providing model recommendations to wrap fee program sponsors that are non-affiliated broker-dealers or portfolio managers.

We generally do not have fixed minimum requirements regarding the amount of assets needed to open or maintain an account. We do have preferred minimum account sizes, as indicated below, which may be waived or lowered in our sole discretion based on the character of the account.

Individual Client accounts invested in Mawer Canadian Funds
U.S. $800,000
Institutional Client accounts invested in Mawer U.S. Funds
U.S. $10,000,000
Segregated Accounts
U.S. $50,000,000 for Institutional Clients
U.S. $8,000,000 for Individual Clients

Termination or withdrawal provisions are included in the relevant account management agreement or fund offering documents.

ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES, AND RISKS ASSOCIATED WITH MAKING AN INVESTMENT

Investment Strategies

Mawer currently engages in several different investment strategies or models that our clients may choose among to meet their investment objectives. The investment strategies offered may be provided through segregated accounts or pooled investment vehicles and are outlined in the relevant fund offering documents, or the Investment Policy Statement for segregated accounts. Mawer utilizes the same research and investment process for all of its investment strategies. A specific discussion of the investment strategies offered by Mawer are included below.

Risk of Loss

Please be advised that investing in securities involves the risk of loss of all, or a portion of the amount invested. Clients and investors should be prepared to lose all, or a part of their investment.

Securities laws require us to disclose the risks that should be considered when making an investment decision. Before making any investment decision, it is important to consider your investment objectives, your level of risk tolerance, and the risks associated with the investment you are considering.

A complete description of the risks associated with an investment in a fund advised by Mawer is set out in that fund's offering document and we encourage you to read those risks carefully prior to investing in any fund. If your account is invested directly in individual securities, certain other investment risks may apply depending on the types of securities you own. The following is a list of the most common risks associated with the advisory services offered by Mawer.

Specific Material Risks

The following is a list of the most common risks associated with the advisory services provided by Mawer:

Bail-in debt risk – A client account may invest in bail-in debt securities of a financial institution, which, under certain circumstances, may be under temporary control by the Canada Deposit Insurance Corporation or by the Federal Deposit Insurance Corporation, and all or a portion of the debt issued may be subject to a forced conversion into common shares of the financial institution. In the event of a forced conversion, a client account may hold a security type and quality that it would not normally hold.

Concentration risk – Concentration risk is the risk associated with its investments that are concentrated in a particular issuer, issuers, sector, or in a single country or region of the world. Concentration of investments allows a client account to focus on the potential of a particular issuer, sector or region. However, concentration also means that the value of the client account tends to be more volatile than the value of a more diversified client account because the client account's value is affected more by the performance of that particular issuer, sector, country or region.

Counterparty risk – A client account may, if allowed under the client's Investment Policy Statement, enter into derivative contracts with one or more counterparties and in doing so the client account will be exposed to the credit risk associated with the counterparty (see **Derivatives risk**).

Credit risk – The value of fixed income securities depends, in part, on the perceived ability of the government or company that issued the securities to pay the interest and to repay the original investments. Securities issued by issuers that have a low credit rating are considered to have a higher credit risk than securities issued by issuers that have a high credit rating.

Currency risk – The value of securities denominated in a currency other than the client account's base currency will be affected by changes in the value of the base currency in relation to the value of the currency in which the security is denominated.

Cybersecurity risk – As part of its business, Mawer processes, stores and transmits large amounts of electronic information, including information relating to investors' transactions and personally identifiable information of the investors. Similarly, Mawer's service providers may process, store and transmit such information. Mawer has procedures and systems in place that it believes are reasonably designed to protect such information and prevent data loss and security breaches. However, such measures cannot provide absolute security. The techniques used to obtain unauthorized access to data, disable or degrade service, or sabotage systems change frequently and may be difficult to detect for long periods of time. Hardware or software acquired from third parties may contain defects in design or manufacture or other problems that could unexpectedly compromise information security. Network connected services provided by third parties to Mawer may be susceptible to compromise, leading to a breach of Mawer's network. Mawer's systems or facilities may be susceptible to employee error or malfeasance, government surveillance, or other security threats. On-line services provided by Mawer to the investors may also be susceptible to compromise. Breach of Mawer's information systems may cause information relating to investors' transactions and personally identifiable information of the investors to be lost or improperly accessed, used or disclosed.

Mawer's service providers are subject to the same electronic information security threats as Mawer. If a service provider fails to adopt or adhere to adequate data security policies, or in the event of a breach of its networks, information relating to the transactions and personally identifiable information of the investors may be lost or improperly accessed, used or disclosed.

The loss or improper access, use or disclosure of Mawer's proprietary information may cause Mawer to suffer, among other things, financial loss, the disruption of its business, liability to third parties, regulatory intervention or reputational damage. Any of the foregoing events could have a material adverse effect on strategies and the investors' investments therein.

Derivatives risk – A derivative security is a financial instrument that derives its value from an underlying security, such as a stock or bond, a currency, or a financial market. It is not a direct investment in the underlying security itself. The client accounts can invest in derivatives for hedging purposes and for non-hedging purposes. "Hedging" means a transaction or a series of transactions designed to offset or reduce a specific risk associated with specific positions held by the client accounts in certain investments or groups of investments. Trading in derivatives does entail certain risks:

- When a derivative is used for hedging, if a market assumption is wrong, the client account could forego gains that it would have attained if it had not entered into the hedging arrangement. In addition, there is no guarantee that hedging will be effective and that it will eliminate or reduce a loss or exposure that it was designed to hedge.
- When a derivative is used for non-hedging purposes, it may expose the client account to volatility and other risks that affect the underlying market. Any losses that the client account may incur as a result of investing in derivatives may be greater than if the client account had invested in the underlying security itself.
- A client account may be unable to "close out" a position to achieve the intended result if trading in a derivative is halted, or if the market for it becomes illiquid or is subject to trading limits.
- The price of a derivative may not accurately reflect the value of the underlying security.
- Many types of derivative contracts involve contracts with third parties. The other party to a derivative contract may not be able to honour its obligations under the contract. In addition, if money has been deposited with a derivatives dealer, the dealer may go bankrupt and money deposited with the dealer will be lost.

Electronic Trading Facilities Risk – A client account may in the sole and absolute discretion of Mawer, make use of electronic trading and/or communication networks. Most electronic trading facilities are supported by computer- (including, without limitation, internet-) based component systems for the order-routing, execution, matching, registration or clearing of trades. As with all facilities and systems, they are vulnerable to temporary disruption or failure. Trading on an electronic trading system may differ not only from trading in an open-outcry market or telephonic market but also from trading on other electronic trading systems. A client account in undertaking transactions on an electronic trading system, will be exposed to risk associated with the system, including, without limitation, the failure of hardware and software. The result of any system failure may be that a trade order is either not executed according to its instructions or is not executed at all. A client account's ability to limit or recover certain losses may be subject to limits on liability imposed contractually or by, without limitation, foreign or domestic law or regulation, the brokers' internet service provider, other systems providers, market factors, foreign or domestic banking or other market regulations and/or telephonic or other communications providers.

Emerging market risk – Client accounts that invest in emerging or developing markets are subject to similar risks as noted under "Foreign security risk". These types of risk may be greater in emerging markets than in developed markets due to, among other things, greater market volatility, smaller trading volumes and higher risk of political and economic instability. The fluctuation of prices in emerging markets may be more pronounced than in developed countries, and it may be more difficult to sell securities. Further, custody and settlement mechanisms in emerging market countries may be less developed and result in delays or additional costs in the execution of trades.

Equity risk – The prices of individual equity securities can rise and fall with the fortunes of the companies that issue them or with general stock market conditions. Changes in the price of individual equity securities held by client accounts will affect client accounts' total market value.

ERISA risk – Mawer, in managing the client account assets, may be required to comply with the fiduciary duty rules of ERISA and the prohibited transaction rules of ERISA and Section 4975 of the Code. Compliance with such rules could limit Mawer's flexibility in making investments or taking other actions with respect to the client account assets.

Financial and business risk – Private equity investments generally will involve a significant degree of financial and/or business risk. Portfolio companies in which a strategy is directly or indirectly invested may be significantly leveraged and therefore may be more sensitive to adverse business or financial developments or economic factors. Portfolio companies may face intense competition, changing business or economic conditions or other developments that may adversely affect their performance. Business risks may be more significant in smaller companies or those that are embarking on a build-up or turnaround strategy. If for any of these reasons, a portfolio company is unable to generate sufficient cash flow to meet principal or interest payments on its indebtedness or make regular dividend payments, the value of the investment could be adversely affected and the strategy could experience a significant loss.

Foreign security risk – The value of foreign securities will be affected by factors affecting other similar securities and could be affected by additional factors such as the absence of timely information, less stringent auditing standards, and less liquid markets. As well, different financial, political, and social factors may involve risks not typically associated with investing in Canada and the U.S. In general, investments in more developed markets, such as the U.S. and Western Europe, have lower foreign security risk, while investments in emerging markets, such as Southeast Asia or Latin America, have higher foreign security risk.

Income trust risk – Income trusts generally hold securities of an underlying active business or are entitled to receive a royalty on revenues generated by such business. The investment returns of an income trust are subject to the risks to which the underlying business is subject, such as industry risks, interest rate fluctuations, commodity prices, or other economic factors. To a degree, income trusts are structured in part to provide a constant stream of income to investors, and therefore an investment in an income trust may be subject to interest rate risk.

Interest rate risk – The value of fixed income securities will generally rise if interest rates fall and fall if interest rates rise. Changes in interest rates may also affect the value of equity securities.

Legal and regulatory environment risk for private investment funds and their managers – The legal and regulatory environment worldwide for private investment funds and their managers is evolving. Changes in the regulation of private investment funds, their managers, and their trading and investing activities may have a material adverse effect on the ability of the private investment funds to pursue their investment programs and the value of investments held by the private investment funds. There has been an increase in scrutiny of the private investment fund industry by governmental agencies and self-regulatory organizations. New laws and regulations or actions taken by regulators that restrict the ability of the private investment funds to pursue their investment program or employ brokers and other counterparties could have a material adverse effect on the private investment funds and the investors' investments therein. In addition, the managers may, in their sole discretion, cause the private investment funds to be subject to certain laws and regulations if they believe that an investment or business activity is in the private investment fund's interest, even if such laws and regulations may have a detrimental effect on one or more investors.

Legislation risk – Changes to applicable securities, tax or other laws, or changes to the administrative policies of regulatory bodies, may have an adverse impact on the treatment or value of the client accounts.

Liquidity risk – Liquidity risk is the possibility that a client account will not be able to convert its investments to cash when it needs to. Illiquidity can occur: (i) if securities have sale restrictions; (ii) if securities do not trade through normal market facilities; (iii) if there is a shortage of buyers; or (iv) for other reasons. The value of securities that are illiquid will generally be subject to greater fluctuations. Investments in illiquid securities may be difficult to value and/or sell at the time or price preferred by the client account.

Mortgage- and asset-backed security risk – Asset-backed securities are debt obligations backed by pools of consumer or business loans. Mortgage-backed securities are debt obligations backed by pools of mortgages on commercial or residential real estate. Defaults on the underlying assets of such securities may impair the value of the securities. In addition, if there are changes in the market's perception of the issuers of these types of securities, or changes in the creditworthiness of the parties involved, then the value of the securities may be affected. The risks described under "Prepayment risk" are also applicable to mortgage- and asset-backed securities.

Prepayment risk – Certain fixed-income securities, including mortgage-backed or other asset-backed securities, can be prepaid before maturity. Securities subject to prepayment risk may be prepaid earlier than anticipated and may offer less income, and their value may decrease.

Regulatory risk – Investments in industries that are subject to significant regulation (such as financial services, healthcare or telecommunications) or which receive government funding may be substantially affected by changes in government policy, such as increased regulation, deregulation or a change to government funding. The value of securities may rise or fall substantially due to changes in these factors.

Securities lending, repurchase, and reverse repurchase risk – The client accounts may engage in securities lending transactions, repurchase transactions, and reverse repurchase transactions to try to earn additional income and enhance their performance. There are risks associated with such transactions. If the other party to the transaction defaults in its obligations or goes bankrupt, the client account will be forced to make a claim in order to recover its investment. In the case of a securities lending or repurchase transaction, the client account could incur a loss if the value of the security loaned by the client account or sold by the client account has increased by more than the value of cash and security held by the client account. In the case of a reverse repurchase transaction, the client account would be left with security that may have dropped below the value the client account paid for the investments and the client account would incur a loss if it disposed of the security.

Small capitalization risk – Securities of smaller companies are usually traded less frequently and in smaller volumes than those of large companies. Client accounts that invest a significant portion of their assets in small companies are subject to small capitalization risk and may find it more difficult to buy and sell securities and tend to be more volatile than client accounts that focus on larger capitalization companies.

Specific issuer risk – The value of all securities will vary positively and negatively with developments within the specific companies or governments that issue the securities.

Stock market risk – The value of most securities, in particular, equity securities, changes with stock market conditions. These conditions are affected by general economic and market conditions.

Unforeseen geopolitical or other events risk – The value of investments held by the client accounts may be negatively impacted by unforeseen geopolitical and other events such as natural and environmental disasters, pandemics, epidemics, terrorism, war, military confrontations, regulatory events, and governmental or quasi-governmental actions. The occurrence of unanticipated geopolitical and other events may result in market volatility and disruption and have short-term or long-term effects on the Canadian, U.S. and global economies and financial markets and other effects that cannot necessarily be presently foreseen, which, in turn, may have an effect on the performance of the client accounts. In addition to the potential impact on the value of investments held by the client accounts, unanticipated market volatility and disruptions may cause exchanges to suspend trading and, in some cases, could constitute a force majeure event under contracts entered into with counterparties for certain transactions. Further, unanticipated market volatility and disruptions may also lead to illiquidity in the investments held by the client accounts (see **Liquidity risk**).

The Use of Leverage/Borrowing

Securities may be purchased using available cash or a combination of available cash and borrowed money. If available cash is used to pay for the securities in full, the percentage gain or loss will equal the percentage increase or decrease in the value of the securities purchased. Using borrowed money to purchase securities can magnify the gain or loss on the cash invested. This effect is called leveraging.
If you are considering borrowing money to make investments or considering providing us with borrowed money to make investments on your behalf, you should be aware that a leveraged purchase involves greater risk than a purchase using available cash resources only. The extent to which a leveraged purchase involves undue risk is a decision that needs to be made by you, and will vary depending on your personal circumstances, your risk and return objectives, and the securities or other investments purchased. The use of leverage may not be suitable for all investors.

Investment Strategies and Related Material Risks

1. **Canadian Money Market**

   Investment Objective

   The investment objective of the Canadian Money Market strategy is to earn interest income by investing primarily in government treasury bills, bonds, and corporate obligations.

Investment Strategies

Strategies used to achieve this objective include interest rate anticipation, yield analysis, credit and spread analysis, and taking advantage of supply and demand anomalies.

The strategy primarily invests in government treasury bills and bonds and corporate obligations maturing in 365 days or less. The strategy will have a dollar-weighted average term to maturity of no more than 180 days, and no more than 90 days when calculated on the basis that the term of a floating rate obligation is the period remaining to the date of the next rate setting. The proportion invested in each type of security will vary with market conditions.

The strategy may engage in securities lending, repurchase, or reverse repurchase transactions as permitted by applicable securities legislation from time to time. The strategy may enter into such transactions to try to earn additional income and to enhance its performance.

In the event that adverse market, economic, political, or other considerations arise, we may as a temporary defensive tactic, sell securities held by the strategy in the affected market or markets and maintain a significant portion of the strategy's assets in the form of cash, notes, or short-term instruments, or acquire securities in more stable markets. We may also refrain from acquiring securities in the affected market or markets and hold an increased position in cash, notes, or short-term instruments, or acquire securities in markets that we consider more stable.

Material Risks

The major risks in this strategy are specific issuer risk and interest rate risk. The specific issuer risk is mitigated by the use of credit rating agencies and credit rating restrictions within the strategy. The interest rate risk is mitigated by limiting the average term of the investments of the strategy.

2. **Canadian Bond**

Investment Objective

The investment objective of the Canadian Bond strategy is to invest for interest income and capital returns primarily from bonds and debentures of Canadian government and corporate issuers. Treasury bills or other short-term investments will also be used.

Investment Strategies

The strategy is primarily invested in a diversified portfolio of high-quality Canadian government and corporate bonds. The strategy may also invest in mortgage-backed securities, asset-backed debt securities, or foreign securities.

The strategy focuses on security, sector, credit and curve analysis in making investment decisions. Investment considerations may include interest rates, yield spreads, exchange rates, structures, credit spread and fundamental analysis of sovereign, government, corporate and structured finance issuers.

The strategy may engage in active trading of securities. The strategy's overall exposure to investments in foreign securities will not exceed 10% of the strategy's assets.

The strategy may invest in or use derivative instruments for purposes that are consistent with the investment objectives of the strategy, provided that it does so in accordance with and subject to the provisions of applicable securities legislation.

The strategy may engage in securities lending, repurchase or reverse repurchase transactions, as permitted by applicable securities legislation from time to time. The strategy may enter into such transactions to try to earn additional income and to enhance its performance.

The strategy may invest a portion of its assets in units of other funds managed by Mawer where such investment is compatible with the investment objective and strategies of the strategy. These investments will be selected on the same basis as other investments of the strategy.

In the event that adverse market, economic, political, or other considerations arise, we may as a temporary defensive tactic, sell securities held by the strategy in the affected market or markets and maintain a portion of the strategy's assets in the form of cash, notes, or short-term instruments, or acquire securities in more stable markets. We may also refrain from acquiring securities in the affected market or markets and hold an increased position in cash, notes, or short-term instruments, or acquire securities in markets that we consider more stable.

Material Risks

The major risks for the Canadian Bond strategy are interest rate risk and credit risk. To reduce the interest rate risk, our current operating strategy is to vary duration only within narrow limits compared to that of the benchmark. Credit risk is reduced by diversification and by in-depth credit analysis.

3. Balanced

Investment Objective

The investment objective of the Balanced strategy is to achieve above-average long-term returns from income and capital gains. We intend to achieve this objective by investing up to all of the assets of the strategy in units of other funds managed by Mawer, as well as by investing directly in equity and equity-related securities and fixed-income securities such as treasury bills, short-term notes, debentures, and bonds.

Investment Strategies

We will analyze the economy and markets with a view to determine which of the above asset classes are more likely to offer attractive risk/return characteristics within a medium to long-term time frame.

We have determined that substantive shifts in asset mix run the risks inherent in market timing and believe that incremental shifts in asset mix are more desirable.

We have defined commitment ranges for various asset classes as follows:

Cash	0 – 15%
Bonds	25 – 50%
Equities	45 – 70%

The strategy may invest up to all of its assets in other funds we manage in order to achieve the investment objectives and investment strategies of the strategy.

The strategy may invest approximately 49% of its assets in foreign securities, however, as the strategy intends to invest certain of its assets in securities of other investment funds that may themselves invest in foreign securities, the actual exposure of the strategy to investments in foreign securities may exceed this amount.

The strategy may not make an investment if as a result of the investment more than 20% of the strategy's assets (at market value at the time of the transaction) would be invested in a particular industry as defined by the Global Industry Classification Standard.

The strategy may invest in or use derivative instruments for purposes that are consistent with the investment objectives of the strategy, provided that it does so in accordance with and subject to the provisions of applicable securities legislation.

The strategy may engage in securities lending, repurchase or reverse repurchase transactions as permitted by applicable securities legislation from time to time. The strategy may enter into such transactions to try to earn additional income and to enhance its performance.

In the event that adverse market, economic, political, or other considerations arise, we may as a temporary defensive tactic, sell securities held by the strategy in the affected market or markets and maintain a significant portion of the strategy's assets in the form of cash, notes, or short-term instruments, or acquire securities in more stable markets. We may also refrain from acquiring securities in the affected market or markets and hold an increased position in cash, notes, or short-term instruments, or acquire securities in markets that we consider more stable.

Material Risks

The most significant risk for the Balanced strategy is stock market risk, with some additional risks including specific issuer risk, foreign security risk, interest rate risk, liquidity risk, small capitalization risk and currency risk. We believe that all such risks can be minimized through appropriate diversification of currencies, countries, industries, and individual securities.

4. **Tax Effective Balanced**

Investment Objective

The investment objective of the Tax Effective Balanced strategy is to invest for above-average long-term, tax-effective rates of return. We intend to achieve this objective by investing up to all of the assets of the strategy in units of other funds managed by Mawer, as well as by investing directly in equity and equity-related securities and, when appropriate, treasury bills, short-term notes, debentures and bonds.

Investment Strategies

We have defined commitment ranges for various asset classes as follows:

Cash	0 – 15%
Bonds	25 – 50%
Equities	45 – 70%

We will analyze the economy and markets with a view to determine which of the above asset classes are more likely to offer attractive risk/return characteristics within a medium to long-term time frame. We believe that substantive shifts in asset mix run the risks inherent in market timing and that by making incremental shifts in the asset mix of the strategy, we will more likely achieve high long-term, after-tax rates of return.

The strategy may invest up to all of its assets in other funds we manage in order to achieve the investment objectives and investment strategies of the strategy.

The strategy may invest approximately 70% of its assets in foreign securities; however, as the strategy intends to invest certain of its assets in securities of other investment funds that may themselves invest in foreign securities, the actual exposure of the strategy to investments in foreign securities may exceed this amount.

The strategy may not make an investment if as a result of the investment more than 20% of the strategy's assets (at market value at the time of the transaction) would be invested in a particular industry as defined by the Global Industry Classification Standard.

The strategy may invest in or use derivative instruments for purposes that are consistent with the investment objectives of the strategy, provided that it does so in accordance with and subject to the provisions of applicable securities legislation.

The strategy may engage in securities lending, repurchase or reverse repurchase transactions as permitted by applicable securities legislation from time to time. The strategy may enter into such transactions to try to earn additional income and to enhance its performance.

In the event that adverse market, economic, political, or other considerations arise, we may as a temporary defensive tactic, sell securities held by the strategy in the affected market or markets and maintain a significant portion of the strategy's assets in the form of cash, notes, or short-term instruments, or acquire securities in more stable markets. We may also refrain from acquiring securities in the affected market or markets and hold an increased position in cash, notes, or short-term instruments, or acquire securities in markets that we consider more stable.

Material Risks

The major risk for the Tax Effective Balanced strategy is stock market risk, with some additional risks including credit risk, specific issuer risk, foreign security risk, interest rate risk, liquidity risk, legislation risk, small capitalization risk and currency risk. We believe that all such risks can be minimized through appropriate diversification of currencies, countries, industries, and individual securities.

5. Global Balanced

Investment Objective

The investment objective of the Global Balanced strategy is to provide above-average risk-adjusted returns by investing primarily in equity and equity-related securities and fixed-income securities from around the world. The Global Balanced strategy may invest in any part of the capital structure in both public and private entities.

Investment Strategies

The strategy intends to achieve above-average returns with below average risk through a well-diversified portfolio. The strategy is constructed with the goal of being resilient to the inherent uncertainties of markets.

Investments in the strategy are determined on a security-by-security basis. The strategy is insensitive to how individual investments in the strategy compare to its benchmark index. We systematically review macroeconomic and thematic risks and adjust individual weights to improve the resiliency of the portfolio.

There are no specific limits on the portion of the strategy's assets that may be exposed to foreign securities.

The amount allocated to any asset class will be determined by the prevailing global opportunities and risk characteristics, subject to the following policy guidelines:

Fixed Income	25% minimum
Equities	45% minimum

We have determined that substantive shifts in asset mix run the risks inherent in market timing and believe that incremental shifts in asset mix are more desirable.

Within Equities the strategy focuses on wealth-creating companies bought at discounts to their intrinsic value and employs a long-term holding period to allow for investor recognition or corporate growth and to minimize transaction costs.

Within Fixed Income the strategy focuses on security, sector, credit and curve analysis in making investment decisions. Investment considerations may include interest rates, yield spreads, exchange rates, structures, credit spreads, and fundamental analysis of sovereign, government, corporate and structured finance issuers.

The strategy may not make an investment if as a result of the investment more than 20% of the strategy's assets (at market value at the time of the transaction) would be invested in a particular industry as defined by the Global Industry Classification Standard.

The strategy may invest up to all of its assets in other funds we manage in order to achieve the investment objectives and investment strategies of the strategy.

The strategy may invest in or use derivative instruments for purposes that are consistent with the investment objectives of the strategy, provided that it does so in accordance with and subject to the provisions of applicable securities legislation.

The strategy may engage in securities lending, repurchase or reverse repurchase transactions as permitted by applicable securities legislation from time to time. The strategy may enter into such transactions to try to earn additional income and to enhance its performance.

The strategy may invest a portion of its assets in units of other funds managed by Mawer where such investment is compatible with the investment objective and strategies of the strategy. These investments will be selected on the same basis as other investments of the strategy.

In the event that adverse market, economic, political, or other considerations arise, we may as a temporary defensive tactic, sell securities held by the strategy in the affected market or markets and maintain a significant portion of the strategy's assets in the form of cash, notes, or short-term instruments, or acquire securities in more stable markets. We may also refrain from acquiring securities in the affected market or markets and hold an increased position in cash, notes, or short-term instruments, or acquire securities in markets that we consider more stable.

Material Risks

Risks for the Global Balanced strategy include foreign security risk, currency risk, stock market risk, credit risk, interest rate risk, small capitalization risk, and specific issuer risk. The risk of loss may be increased by the limited liquidity of some of the securities in the portfolio (liquidity risk).

The Global Balanced strategy may hedge the currency exposure of the portfolio as we deem appropriate. However, hedging against a decline in the value of a currency does not eliminate the risk of declines in prices of the securities in the portfolio.

6. Canadian Equity

Investment Objective

The objective of the Canadian Equity strategy is to invest for above-average, long-term, risk-adjusted returns by investing primarily in securities of Canadian companies. Treasury bills or short-term investments, not exceeding three years to maturity, will also be used. This is a larger capitalization strategy.

Investment Strategies

We employ the following strategies to achieve the strategy's objectives:

- We seek to systematically create a broadly diversified portfolio of wealth-creating companies bought at discounts to their intrinsic value.

- We seek to employ a long-term holding period to allow for investor recognition or corporate growth and to minimize transaction costs.

There are no specific limits on the portion of the strategy's assets that may be directly invested in foreign securities or indirectly exposed to investments in foreign securities. However, as of the date of this Brochure, the strategy is focused on investing in Canadian securities and the strategy's exposure to foreign securities, if any, is only through indirect investments. In addition, as at the date hereof, we do not expect to invest more than 15% of the strategy's assets in foreign securities in ordinary circumstances.

The strategy may not make an investment if as a result of the investment more than 20% of the strategy's assets (at market value at the time of the transaction) would be invested in a particular industry as defined by the Global Industry Classification Standard.

The strategy may invest in or use derivative instruments for purposes that are consistent with the investment objectives of the strategy, provided that it does so in accordance with and subject to the provisions of applicable securities legislation.

The strategy may engage in securities lending, repurchase or reverse repurchase transactions as permitted by applicable securities legislation from time to time. The strategy may enter into such transactions to try to earn additional income and to enhance its performance.

The strategy may invest a portion of its assets in units of other funds managed by Mawer where such investment is compatible with the investment objective and strategies of the strategy. These investments will be selected on the same basis as other investments of the strategy.

In the event that adverse market, economic, political, or other considerations arise, we may as a temporary defensive tactic, sell securities held by the strategy in the affected market or markets and maintain a significant portion of the strategy's assets in the form of cash, notes, or short-term instruments, or acquire securities in more stable markets. We may also refrain from acquiring securities in the affected market or markets and hold an increased position in cash, notes, or short-term instruments, or acquire securities in markets that we consider more stable.

Material Risks

There can be risks in Canadian equities such as the possibility of reduction in value of any given stock (stock market risk and specific issuer risk). Liquidity risk may reduce our ability to sell stock in a timely and efficient manner. There can also be some currency risk as some Canadian stocks are traded in foreign currency. We believe that all such risks can be minimized through appropriate diversification of currencies, countries, industries, and individual securities. Additional risk to this strategy is income trust risk.

7. Canadian Small Cap Equity

Investment Objective

The investment objective of the Canadian Small Cap Equity strategy is to invest for above-average, long-term, risk- adjusted returns by investing primarily in securities of smaller Canadian companies. Treasury bills or short-term investments, not exceeding three years to maturity, will also be used. This is a smaller capitalization strategy.

Investment Strategies

We employ the following strategies to achieve the strategy's objectives:

- We seek to systematically create a broadly diversified portfolio of wealth-creating companies bought at discounts to their intrinsic value.

- We seek to employ a long-term holding period to allow for investor recognition or corporate growth.

There are no specific limits on the portion of the strategy's assets that may be directly invested in foreign securities or indirectly exposed to investments in foreign securities. However, as of the date of this Brochure, the strategy is focused on investing in Canadian securities and the strategy's exposure to foreign securities, if any, is only through indirect investments.

The strategy may not make an investment if as a result of the investment more than 20% of the strategy's assets (at market value at the time of the transaction) would be invested in a particular industry as defined by the Global Industry Classification Standard.

The strategy may invest in or use derivative instruments for purposes that are consistent with the investment objectives of the strategy, provided that it does so in accordance with and subject to the provisions of applicable securities legislation.

The strategy may engage in securities lending, repurchase or reverse repurchase transactions as permitted by applicable securities legislation from time to time. The strategy may enter into such transactions to try to earn additional income and to enhance its performance.

The strategy may invest a portion of its assets in units of other funds managed by Mawer where such investment is compatible with the investment objective and strategies of the strategy. These investments will be selected on the same basis as other investments of the strategy.

In the event that adverse market, economic, political, or other considerations arise, we may as a temporary defensive tactic, sell securities held by the strategy in the affected market or markets and maintain a significant portion of the strategy's assets in the form of cash, notes or short-term instruments, or acquire securities in more stable markets. We may also refrain from acquiring securities in the affected market or markets and hold an increased position in cash, notes, or short-term instruments, or acquire securities in markets that we consider more stable.

Material Risks

There can be risks in Canadian equities such as the possibility of reduction in value of any given stock (stock market risk and specific issuer risk). The risk of loss may be increased by the limited liquidity of some of the securities in the portfolio (liquidity risk and income trust risk). Additional risk to this strategy is small capitalization risk.

8. U.S. Equity

Investment Objective

The investment objective of the U.S. Equity strategy is to provide above-average, long-term, risk-adjusted returns from both capital gains and dividend income by investing primarily in equity and equity-related securities of U.S. entities. Treasury bills or short-term investments will also be used.

Investment Strategies

We employ the following strategies to achieve the strategy's objectives:

- We strive for above-average long-term returns with lower-than-average levels of risk. We apply a highly disciplined, research-driven process and long-term view to achieve this objective.

- Broad diversification is achieved through investments in a number of separate companies and different industry sectors.

- We intend to add value through prudent security selection, diversification, and emphasis upon relative security valuations.

There are no specific limits on the portion of the strategy's assets that may be directly invested in foreign securities or indirectly exposed to investments in foreign securities.

The strategy may not make an investment if as a result of the investment more than 20% of the strategy's assets (at market value at the time of the transaction) would be invested in a particular industry as defined by the Global Industry Classification Standard.

The strategy may invest in or use derivative instruments for purposes that are consistent with the investment objectives of the strategy, provided that it does so in accordance with and subject to the provisions of applicable securities legislation.

The strategy may engage in securities lending, repurchase or reverse repurchase transactions as permitted by applicable securities legislation from time to time. The strategy may enter into such transactions to try to earn additional income and to enhance its performance.

The strategy may invest a portion of its assets in units of other funds managed by Mawer where such investment is compatible with the investment objective and strategies of the strategy. These investments will be selected on the same basis as other investments of the strategy.

In the event that adverse market, economic, political, or other considerations arise, we may as a temporary defensive tactic, sell securities held by the strategy in the affected market or markets and maintain a significant portion of the strategy's assets in the form of cash, notes, or short-term instruments, or acquire securities in more stable markets. We may also refrain from acquiring securities in the affected market or markets and hold an increased position in cash, notes, or short-term instruments, or acquire securities in markets that we consider more stable.

Material Risks

The major risk for the U.S. Equity strategy is foreign security risk to Canadian investors only, with some additional risks including stock market risk, specific issuer risk, liquidity risk, and currency risk. We believe that all such risks can be minimized through appropriate diversification of industries and individual securities.

The strategy may hedge the currency exposure of the portfolio as we deem appropriate. However, hedging against a decline in the value of a currency does not eliminate the risk of declines in prices of the securities in the portfolio.

9. International Equity

Investment Objective

The investment objective of the International Equity strategy is to achieve above-average, long-term, risk-adjusted returns and to provide diversification of risk by investing primarily in entities outside of Canada and the United States. The strategy will be invested primarily in equities and equity-related securities. The amount invested in any one country will vary depending upon the economic, investment, market outlook, and opportunities in each area. Treasury bills or short-term investments, not exceeding three years to maturity will also be used.

Investment Strategies

We believe that non-North American equities (i.e., equity securities of non-Canadian and non-U.S. issuers) can provide an opportunity to invest in many of the world's top companies that may be trading at significant discounts to their North American counterparts, and whose value has not yet been fully recognized by investors. In addition, such a portfolio can participate in industries that exist outside North America, or industries that are growing faster than their North American counterparts, as well as opportunities arising from economic or political restructuring. It is intended that the strategy will diversify through equity and debt securities, currencies, industries, and countries to increase the safety of the principal, and to increase the growth and liquidity of the investments.

The strategy is managed with the primary focus of selecting good companies exhibiting attractive valuation and investment characteristics. Risk management is enhanced by the broadly diversified nature of the portfolio. Therefore, the asset allocation mix is determined by relative valuations and by the need for adequate diversification. This is known as a bottom-up approach and is distinguished from funds that concentrate on regional or country selection basis. The focus is on relative price and growth expectations and finding good balance sheet strength and growing earnings.

As the amount invested in any one country will vary depending upon the economic, investment, and market opportunities in any one area, we will manage the strategy based on what we believe to be prudent management practices rather than by investing specific percentages of the assets of the strategy in particular countries. There are no specific limits on the portion of the strategy's assets that may be directly invested in foreign securities or indirectly exposed to investments in foreign securities.

The strategy may not make an investment if as a result of the investment more than 20% of the strategy’s assets (at market value at the time of the transaction) would be invested in a particular industry as defined by the Global Industry Classification Standard.

The strategy may invest in or use derivative instruments for purposes that are consistent with the investment objectives of the strategy, provided that it does so in accordance with and subject to the provisions of applicable securities legislation.

The strategy may engage in securities lending, repurchase or reverse repurchase transactions as permitted by applicable securities legislation from time to time. The strategy may enter into such transactions to try to earn additional income and to enhance its performance.

The strategy may invest a portion of its assets in units of other funds managed by Mawer where such investment is compatible with the investment objective and strategies of the strategy. These investments will be selected on the same basis as other investments of the strategy.

In the event that adverse market, economic, political, or other considerations arise, we may as a temporary defensive tactic, sell securities held by the strategy in the affected market or markets and maintain a significant portion of the strategy’s assets in the form of cash, notes, or short-term instruments, or acquire securities in more stable markets. We may also refrain from acquiring securities in the affected market or markets, and hold an increased position in cash, notes, or short-term instruments, or acquire securities in markets that we consider more stable.

Material Risks

The major risk for the International Equity strategy is foreign security risk, with some additional risks including stock market risk, specific issuer risk, liquidity risk and currency risk. We believe that all such risks can be minimized through appropriate diversification of currencies, countries, industries, and individual securities.

The strategy may hedge the currency exposure of the portfolio as we deem appropriate. However, hedging against a decline in the value of a currency does not eliminate the risk of declines in prices of the securities in the portfolio.

10. Global Small Cap Equity

Investment Objective

The investment objective of the Global Small Cap Equity strategy is to provide above-average, long-term, risk-adjusted returns by investing primarily in securities of smaller companies around the world. The strategy will be primarily invested in equities and equity-related securities. The amount invested in any one country will vary depending upon the economic, investment, and market outlook and opportunities in each area. Treasury bills or short-term investments not exceeding three years to maturity will also be used.

Investment Strategies
We employ the following strategies to achieve the strategy's objective:

- We seek to systematically create a broadly diversified portfolio of wealth-creating companies bought at discounts to their intrinsic value.

- We seek to employ a long-term holding period to allow for investor recognition or corporate growth.

There are no specific limits on the portion of the strategy's assets that may be directly invested in foreign securities or indirectly exposed to investments in foreign securities.

The strategy may not make an investment if as a result of the investment more than 20% of the strategy's assets (at market value at the time of the transaction) would be invested in a particular industry as defined by the Global Industry Classification Standard.

The strategy may invest in or use derivative instruments for purposes that are consistent with the investment objectives of the strategy, provided that it does so in accordance with and subject to the provisions of applicable securities legislation.

The strategy may engage in securities lending, repurchase or reverse repurchase transactions as permitted by applicable securities legislation from time to time. The strategy may enter into such transactions to try to earn additional income and to enhance its performance.

The strategy may invest a portion of its assets in units of other funds managed by Mawer where such investment is compatible with the investment objective and strategies of the strategy. These investments will be selected on the same basis as other investments of the strategy.

In the event that adverse market, economic, political, or other considerations arise, we may as a temporary defensive tactic, sell securities held by the strategy in the affected market or markets and maintain a significant portion of the strategy's assets in the form of cash, notes, or short-term instruments, or acquire securities in more stable markets. We may also refrain from acquiring securities in the affected market or markets and hold an increased position in cash, notes, or short-term instruments, or acquire securities in markets that we consider more stable.

Material Risks
Risks for the Global Small Cap Equity strategy include foreign security risk, currency risk, small capitalization risk, stock market risk, income trust risk and specific issuer risk. The risk of loss may be increased by the limited liquidity of some of the securities in the portfolio (liquidity risk).

The strategy may hedge the currency exposure of the portfolio as we deem appropriate.

However, hedging against a decline in the value of a currency does not eliminate the risk of declines in prices of the securities in the portfolio.

11. Global Equity

Investment Objective

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

Investment Strategies

We employ the following strategies to achieve the strategy's objective:

- We seek to systematically create a broadly diversified portfolio of wealth-creating companies bought at discounts to their intrinsic values.

- We seek to employ a long-term holding period to allow for investor recognition or corporate growth and to minimize transaction costs.

There are no specific limits on the portion of the strategy's assets that may be directly invested in foreign securities or indirectly exposed to investments in foreign securities.

The strategy may not make an investment if as a result of the investment more than 20% of the strategy's assets (at market value at the time of the transaction) would be invested in a particular industry as defined by the Global Industry Classification Standard.

The strategy may invest in or use derivative instruments for purposes that are consistent with the investment objectives of the strategy, provided that it does so in accordance with and subject to the provisions of applicable securities legislation.

The strategy may engage in securities lending, repurchase or reverse repurchase transactions as permitted by applicable securities legislation from time to time. The strategy may enter into such transactions to try to earn additional income and to enhance its performance.

The strategy may invest a portion of its assets in units of other funds managed by Mawer where such investment is compatible with the investment objective and strategies of the strategy. These investments will be selected on the same basis as other investments of the strategy.

In the event that adverse market, economic, political, or other considerations arise, we may as a temporary defensive tactic, sell securities held by the strategy in the affected market or markets and maintain a significant portion of the strategy's assets in the form of cash, notes, or short-term instruments, or acquire securities in more stable markets. We may also refrain from acquiring securities in the affected market or markets and hold an increased position in cash, notes, or short-term instruments, or acquire securities in markets that we consider more stable.

Material Risks

Risks for the Global Equity strategy include foreign security risk, currency risk, stock market risk, income trust risk and specific issuer risk. The risk of loss may be increased by the limited liquidity of some of the securities in the portfolio (liquidity risk).

The strategy may hedge the currency exposure of the portfolio as we deem appropriate. However, hedging against a decline in the value of a currency does not eliminate the risk of declines in prices of the securities in the portfolio.

12. Emerging Markets Equity

Investment Objective

The investment objective of the Emerging Markets Equity strategy is to achieve above-average, long-term, risk-adjusted returns in by investing primarily in equity and equity related securities of companies located or active in emerging market countries. Treasury bills or short-term investments not exceeding three years to maturity will also be used.

Investment Strategies

We employ the following strategies to achieve the strategy's objective:

- We seek to systematically create a broadly diversified portfolio of wealth-creating companies bought at discounts to their intrinsic value.

- We seek to employ a long-term holding period to allow for investor recognition or corporate growth and to minimize transaction costs.

There are no specific limits on the portion of the strategy's assets that may be directly invested in foreign securities or indirectly exposed to investments in foreign securities. The amount invested in any one country will vary depending upon the economic, investment, market outlook, and opportunities in each geographic area.

The strategy may not make an investment if as a result of the investment more than 20% of the strategy's assets (at market value at the time of the transaction) would be invested in a particular industry as defined by the Global Industry Classification Standard.

The strategy may invest in or use derivative instruments for purposes that are consistent with the investment objectives of the strategy, provided that it does so in accordance with and subject to the provisions of applicable securities legislation.

The strategy may engage in securities lending, repurchase or reverse repurchase transactions as permitted by applicable securities legislation from time to time. The strategy may enter into such transactions to try to earn additional income and to enhance its performance.

The strategy may invest a portion of its assets in units of other funds managed by Mawer where such investment is compatible with the investment objective and strategies of the strategy. These investments will be selected on the same basis as other investments of the strategy.

In the event that adverse market, economic, political, or other considerations arise, we may as a temporary defensive tactic, sell securities held by the strategy in the affected market or markets and maintain a significant portion of the strategy's assets in the form of cash, notes, or short-term instruments, or acquire securities in more stable markets. We may also refrain from acquiring securities in the affected market or markets, and hold an increased position in cash, notes, or short-term instruments, or acquire securities in markets that we consider more stable.

Material Risks

Risks for the Emerging Markets Equity strategy include emerging market risk, foreign security risk, currency risk, stock market risk, income trust risk and specific issuer risk. The risk of loss may be increased by the limited liquidity of some of the securities in the portfolio (liquidity risk).

The strategy may hedge the currency exposure of the portfolio as we deem appropriate. However, hedging against a decline in the value of a currency does not eliminate the risk of declines in prices of the securities in the portfolio.

13. EAFE Large Cap

Investment Objective

The investment objective of the EAFE Large Cap strategy is to achieve above-average long-term risk-adjusted returns and to provide diversification of risk by investing primarily in equity and equity related securities of larger companies located in developed countries outside of Canada and the United States, primarily in Europe, Australasia and the Far East (EAFE). Treasury bills or short-term investments, not exceeding three years to maturity, will also be used.

Investment Strategies

We employ the following strategies to achieve the strategy's objective:

- We seek to systematically create a broadly diversified portfolio of wealth-creating companies bought at discounts to their intrinsic value.

- We seek to employ a long-term holding period to allow for investor recognition or corporate growth.

There are no specific limits on the portion of the strategy’s assets that may be directly invested in foreign securities or indirectly exposed to investments in foreign securities. The amount invested in any one country will vary depending upon the economic, investment and market outlook and opportunities in each geographic area.

The strategy may not make an investment if as a result of the investment more than 20% of the strategy’s assets (at market value at the time of the transaction) would be invested in a particular industry as defined by the Global Industry Classification Standard.

The strategy may invest in or use derivative instruments for purposes that are consistent with the investment objective of the strategy, provided that it does so in accordance with and subject to the provisions of applicable securities legislation.

The strategy may engage in securities lending, repurchase or reverse repurchase transactions, as permitted by applicable securities legislation from time to time. The strategy may enter into such transactions to try to earn additional income and to enhance its performance.

The strategy may invest a portion of its assets in units of other funds managed by Mawer where such investment is compatible with the investment objective and strategies of the strategy. These investments will be selected on the same basis as other investments of the strategy.

In the event that adverse market, economic, political, or other considerations arise, we may as a temporary defensive tactic, sell securities held by the strategy in the affected market or markets and maintain a portion of the strategy’s assets in the form of cash, notes or short-term instruments, or acquire securities in more stable markets. We may also refrain from acquiring securities in the affected market or markets and hold an increased position in cash, notes or short-term instruments, or acquire securities in markets that we consider more stable.

Material Risks

Risks for the EAFE Large Cap strategy include foreign security risk, currency risk, stock market risk, income trust risk and specific issuer risk. The risk of loss may be increased by the limited liquidity of some of the securities in the portfolio (liquidity risk).

The strategy may hedge the currency exposure of the portfolio as we deem appropriate. However, hedging against a decline in the value of a currency does not eliminate the risk of declines in prices of the securities in the portfolio.

14. U.S. Mid Cap Equity

Investment Objective

The investment objective of the U.S. Mid Cap Equity strategy is to provide above-average long-term, risk-adjusted returns by investing primarily in equities and equity-related securities of U.S. mid-capitalization entities. Treasury bills or short-term investments, not exceeding three years to maturity, will also be used.

Investment Strategies

We employ the following strategies to achieve the strategy's objective:

- We seek to systematically create a broadly diversified portfolio of wealth-creating companies bought at discounts to their intrinsic value.

- We seek to employ a long-term holding period to allow for investor recognition or corporate growth and to minimize transaction costs.

There are no specific limits on the portion of the strategy's assets that may be directly invested in foreign securities or indirectly exposed to investments in foreign securities.

The strategy may not make an investment if as a result of the investment more than 20% of the strategy's assets (at market value at the time of the transaction) would be invested in a particular industry as defined by the Global Industry Classification Standard.

The strategy may invest in or use derivative instruments for purposes that are consistent with the investment objective of the strategy, provided that it does so in accordance with and subject to the provisions of applicable securities legislation.

The strategy may engage in securities lending, repurchase or reverse repurchase transactions, as permitted by applicable securities legislation from time to time. The strategy may enter into such transactions to try to earn additional income and to enhance its performance.

The strategy may invest a portion of its assets in units of other funds managed by Mawer where such investment is compatible with the investment objective and strategies of the strategy. These investments will be selected on the same basis as other investments of the strategy.

In the event that adverse market, economic, political, or other considerations arise, we may as a temporary defensive tactic, sell securities held by the strategy in the affected market or markets and maintain a portion of the strategy's assets in the form of cash, notes or short-term instruments, or acquire securities in more stable markets. We may also refrain from acquiring securities in the affected market or markets and hold an increased position in cash, notes or short-term instruments, or acquire securities in markets that we consider more stable.

Material Risks

The major risks for the U.S. Mid Cap Equity strategy are stock market risk and specific issuer risk, with some additional risks including foreign security risk (to Canadian investors), liquidity risk, and currency risk. We believe that all such risks can be minimized through appropriate diversification of industries and individual securities.

The strategy may hedge the currency exposure of the portfolio as we deem appropriate. However, hedging against a decline in the value of a currency does not eliminate the risk of declines in prices of the securities in the portfolio.

15. Global Credit Opportunities

Investment Objective

The investment objective of the Global Credit Opportunities strategy is to invest for interest income and capital returns primarily from bonds, debentures, and other debt like instruments of corporate issuers.

Investment Strategies

The strategy is managed as an absolute return focused credit strategy. The strategy primarily invests in a portfolio of corporate bonds, debentures and other debt like instruments from issuers around the world. The strategy may also invest in asset-backed and mortgage-backed securities, and other securitized products. Equities issued as part of an issuer's restructuring may be held. Government bonds including, but not limited to, U.S. Treasuries and Canadian Government bonds, may be held. There are no specific limits on the portion of the assets that may be invested in foreign securities.

The strategy may invest in or use derivative instruments for purposes that are consistent with the investment objectives of the strategy, provided that it does so in accordance with and subject to the provisions of applicable securities legislation. Derivatives may be used in the strategy to profit from declines in financial markets. The strategy will not use derivatives for speculative trading and will only use derivatives to the extent permitted by applicable securities legislation.

The strategy may invest in options, futures contracts, forward contracts, swaps, debt-like securities, and listed warrants. The strategy may invest in or use such securities for hedging purposes and for non-hedging purposes. "Hedging" means a transaction or series of transactions designed to offset or reduce a specific risk associated with specific positions held in the strategy in certain investments or groups of investments.

The strategy may use derivatives for hedging purposes with the intention to offset or reduce a risk associated with an investment or group of investments. These risks include currency value fluctuations, stock market risks, and interest rate changes.

The strategy may use derivatives for non-hedging purposes to reduce transaction costs, achieve greater liquidity, create effective exposure to international financial markets, or increase speed and flexibility in making portfolio changes.

The strategy may engage in securities lending, repurchase or reverse repurchase transactions as permitted by applicable securities legislation from time to time. The strategy may enter into such transactions to try to earn additional income and to enhance its performance.

The strategy may invest a portion of its assets in units of other funds managed by Mawer where such investment is compatible with the investment objective and strategies of the strategy. These investments will be selected on the same basis as other investments of the strategy.

In the event that adverse market, economic, political, or other considerations arise, we may as a temporary defensive tactic, sell securities held by the strategy in the affected market or markets and maintain a portion of the strategy's assets in the form of cash, notes or short-term instruments, or acquire securities in more stable markets. We may also refrain from acquiring securities in the affected market or markets and hold an increased position in cash, notes or short-term instruments, or acquire securities in markets that we consider more stable.

Material Risks

The major risks for the Global Credit Opportunities strategy are concentration risk, counterparty risk, credit risk, currency risk, derivatives risk, foreign security risk, interest rate risk, income trust risk and specific issuer risk.

The currency exposure and interest rate exposure of the portfolio may be hedged as we deem appropriate. However, hedging against a decline in the value of a currency or interest rate fluctuations does not eliminate the risk of declines in prices of the securities in the portfolio.

16. Private Equity

Investment Objective

The investment objective of the Private Equity strategy is to generate superior long term returns by investing the assets of the strategy directly or indirectly, in equity or debt securities of private and public companies. The strategy targets attractive private equity returns through manager and deal selection, balanced diversification, and an attractive fee profile and provides investors with access to growth and buyout private equity investments across primary funds, secondaries, co-investments, and direct deals. Companies of all market capitalizations and geographies are within scope of investment, although it is expected that the strategy's investments will primarily be in North America and Western Europe.

Investment Strategies

The financial instruments available for investment and the strategies employed are not limited and are within our discretion. Some or all of the strategy's assets may from time to time be invested in cash or other investments as we may deem prudent in the circumstances. The strategy may also invest in and use derivative instruments or hedging and non-hedging purposes to the extent we consider appropriate.

Material Risks

The strategy involves a number of significant risks. Investors could lose all the money they invest. Only investors who can reasonably afford the risk of loss of their entire investment should consider the strategy.

An investment in the strategy may be deemed speculative and is not intended as a complete investment program and should be considered only by persons financially able to maintain their investment and who can bear the risk of loss associated with an investment in the strategy.

ITEM 9: DISCIPLINARY INFORMATION

Mawer does not have any disciplinary information to disclose.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Relationships with Related Persons

Mawer is the Investment Fund Manager, Portfolio Manager, and Exempt Market Dealer to the Mawer Canadian Funds and the Investment Advisor to the Mawer U.S. Funds and receives management fees for its services.

Mawer Investment Management Singapore Pte. Ltd. (**MIMS**) is registered with the Monetary Authority of Singapore with a capital markets services license for fund management and provides investment, research and trading execution services to Mawer. MIMS is a wholly owned direct subsidiary of Mawer.

Mawer Investment Management U.S. LLC (**MIMUS**) is an operating company for the purpose of employing staff resident in the U.S. MIMUS is a related party of Mawer and Mawer is the sole member of MIMUS.

Mawer Investment Management U.S. Fund LLC (**MIMUSF**) is the Manager to a number of Delaware registered LLC private investment funds. MIMUSF is a related party of MIMUS and MIMUS is the sole member of MIMUSF.

Mawer Partners GP Inc. is a corporation existing under the laws of the Province of Alberta and is the general partner of Mawer Partners LP, an investment fund established as a limited partnership under the laws of the Province of Alberta. Mawer Partners GP Inc. is a wholly owned direct subsidiary of Mawer.

ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING.

In the course of providing services to you, there may be situations where a conflict arises between our interests and yours. We believe it is important that you are fully informed regarding these potential conflicts of interest. Canadian and U.S. securities laws require us to take reasonable steps to identify and respond to existing and potential material conflicts of interest, and in certain circumstances, to provide information regarding these conflicts and also to obtain your prior consent before we engage in certain types of transactions. This section contains important information regarding Mawer's Code of Ethics (the **Code of Ethics**). A copy of the Code of Ethics is available upon request.

We are the manager and portfolio adviser of the Mawer Canadian Funds and Mawer U.S. Funds and may, in the future, be the manager and portfolio adviser of other mutual funds, unit trusts, or investment funds managed, administered or promoted by us (**Related Funds**). We may from time to time exercise our discretion to purchase and redeem units of Related Funds for your account. If we invest the assets of your account in Related Funds, we will ensure that the management fees paid to us by you do not duplicate any similar fees received by us from Related Funds. We will only engage in these types of transactions where they are permitted under applicable securities laws and where we believe they are in your best interests in the applicable circumstances.

In most cases, our connection to these Related Funds will be obvious to you because the names of the Related Funds will be sufficiently similar. For example, in most cases the name of a Related Funds will include the word "Mawer" as part of its name. If we believe that the name of any Related Fund is not similar enough to convey such fund's relationship to us, we will provide you with specific disclosure regarding that relationship at the appropriate time.

All employees are subject to our Personal Trading Policy, described below. In addition, we require all outside activities, such as part time jobs or board memberships, to be disclosed to Mawer's Chief Compliance Officer (**CCO**) to ensure that no conflicts of interest exist, and that the activity is not contrary to Mawer's firm values or applicable securities regulations. The CCO conducts a periodic review of the activity to identify any real or potential confusion to clients and/or conflicts of interest and ensure compliance with applicable regulatory requirements.

Personal Trading Policy

The Code of Ethics was adopted by Mawer in accordance with, among other regulations, Rule 204A-1 of the Investment Advisers Act of 1940, as amended (the **Advisers Act**) and is designed to, among other things, detect and prevent any personal trading activities that may conflict with or hinder client interests. All employees, contractors, officers, directors, and their spouses or other people living with them (**Covered Person**) are required to comply with our Personal Trading Policy. The restrictions on individuals' personal trading address both insider trading prohibitions and the individuals' duty to avoid conflicts of interest with Mawer.

Upon joining Mawer, all staff are required to disclose all external brokerage accounts and accounts for which Covered Persons have trading authority and supply the compliance department with copies of statements for their external brokerage accounts. Compliance undertakes periodic reviews of such brokerage statements to ensure that any personal trading complies with the requirements of the policy.

If a Covered Person has control, access, or influence over Mawer's trading activities or the ongoing investment process of the Related Funds or clients, such as members of Research, Asset Class Managers, Traders, or has access to proprietary data or systems used in the investment decision-making process, the Covered Person is classified as a Restricted Person. Any Covered Person who is not a Restricted Person, is classified as an Access Person.

We prohibit Restricted Persons from investing in individual securities (other than the Mawer Canadian Funds) in order to prevent any potential conflicts and ensure that client interests take priority.

Access Persons can trade in non-exempt securities but must receive pre-clearance from our compliance department prior to execution. If any proposed trades create a potential conflict of interest, our clients' interests will take priority and approval will not be granted.

All staff complete a quarterly certification to confirm the accuracy of their reportable external brokerage accounts, and transactions, and complete an annual acknowledgement to confirm their holdings. On an annual basis, all staff are also required to certify their adherence with the Personal Trading Policy.

ITEM 12: BROKERAGE PRACTICES

Broker Selection and Best Execution

Decisions as to the purchase and sale of securities and the execution of portfolio transactions, including the selection of broker-dealers, will be made by Mawer. Commissions paid to broker-dealers are negotiated and Mawer is not under any contractual obligation to allocate brokerage business to any specific firm. Brokerage transactions are not carried out through any affiliated entity. In effecting portfolio transactions, we seek to obtain best execution of trades on behalf of our clients, taking into account all factors deemed relevant. These include, but are not limited to, the price of the security, speed of execution, certainty of execution, transaction size, liquidity of the security, market conditions, and commission costs/spreads relative to the transaction.

Use of Client Commissions

Effective January 1, 2025, Mawer has decided not to pay for research goods and services offered by third-party broker-dealers and/or service providers using commissions generated through bundled services or commission sharing agreements.

Mawer executes transactions at execution only rates with selected brokers and all trading is conducted solely on the basis of best execution.

Section 28(e) of the Securities Exchange Act of 1934 provides a “safe harbor” that allows Mawer to pay for certain research and brokerage services with the commission dollars generated by client account transactions if products and services provided by third parties directly assist Mawer in the investment decision-making process and not the management of the firm and meet the eligibility criteria under Section 28(e). These research, products or services, other than order execution services, include (i) advice as to the value of securities and the advisability of effecting transactions in securities; (ii) analysis and reports concerning securities, portfolio strategy or performance, issuers, industries, or economic or political factors and trends; and (iii) databases or software to the extent they are designed mainly to support the services referred to in (i) and (ii).

Using client brokerage commissions to obtain research or other products or services creates a conflict of interest because Mawer would receive a benefit by not having to directly produce or pay for such research, products, or services. We manage these conflicts of interest in several ways. When selecting brokers to provide order execution, products and services, or research products and services by the third-party broker-dealer and/or service providers, we make a good faith determination that reasonable benefit has been received when considering both the use of the research, products and services and the amount of brokerage commission paid. Specifically, we monitor the services provided by third-party broker-dealers on an ongoing basis to ensure that brokerage commissions are only used for research, products and services that assist us in the investment decision-making process; that the brokerage commissions paid are reasonable in relation to the research and execution services received; and that, at all times, we seek the best execution for each transaction.

Directed Brokerage

Mawer generally has full discretion in selecting executing brokers for the initiation of security transactions. Certain clients may require that all or a portion of their trade commissions be directed to brokers they designate for their own commission recapture program; directed trades are generally handled through step-out trades. If clients direct Mawer to utilize a particular broker, they are informed that this direction may prevent them from obtaining the best price and execution by limiting our ability to negotiate elements of the trade including aggregation with other client accounts in the trade order. Specific directions for client-directed brokerage arrangements are only accepted if provided to Mawer in writing.

Fairness in the Allocation of Investments

Mawer uses the pro-rata method to allocate securities and the related price and commission costs for securities purchased or sold on a block basis, where such purchases are made on behalf of several client accounts. The pro-rata method involves making a proportionate allocation of price and commissions relative to each order. The pro rata method is applied whether an order is partially filled or fully filled by the securities dealer. Therefore, all clients and funds participating in a block trade receive the same execution price and commission cost for that block trade.

There may be some circumstances when the pro-rata allocation method may appear inappropriate. An exception to the pro-rata method of allocation may be appropriate if an order is unreasonable as measured against a particular account's asset size and target weighting for the security in question, or a minimum trading block size is maintained to ensure future liquidity. The reasonableness of the target weighting or minimum trading block size will be assessed by the portfolio manager's review of the applicable investment guidelines.

In limited offerings, where demand significantly exceeds supply, allocation based on order size may be inappropriate. In these instances, alternative allocation methodologies may be used, but Mawer will ensure that all clients are treated fairly and equitably in the allocation of investment opportunities.

Principal and Cross Trades

Principal and cross trades can create potential conflicts of interest and fiduciary duty issues.

Mawer is prohibited from engaging in principal transactions unless Mawer complies with the notification and consent requirements of Section 206(3) of the Advisers Act.

A cross trade is a transaction between two accounts managed by Mawer, where Mawer does not have a beneficial interest in any of the accounts participating in the cross trade. Mawer pursues cross transactions on a limited basis. Cross trades can only be executed by third party brokers who take both sides of the trade. If there is an opportunity to execute a cross trade that would benefit both clients on each side of the transaction, Mawer will seek to obtain best execution. In addition, the trade will be effected at the current market price determined in accordance with the SEC rules and guidance, and no brokerage commission will be charged on the trade.

Mawer prohibits effecting a principal or cross trade if one of the clients is an ERISA client.

Trade Errors

We recognize that from time-to-time errors can occur while trading securities. As such, Mawer will evaluate and correct any errors promptly. We will incur the costs associated with correcting an error or pass the costs to any other party responsible for the error. We do not charge the cost from corrective actions to the client.

ITEM 13: REVIEW OF ACCOUNTS

Mawer will provide to you, at least quarterly, a statement of account containing certain information about the status of your account, including details about each transaction or activity conducted in your account during the time period covered by the statement, information about each security held in the account, and the cash balance, if any, in your account at the end of the period covered by the statement.

Mawer will endeavor to ensure that clients with segregated accounts are also receiving at least quarterly reports from your custodians. You should compare these statements to Mawer's reporting for consistency and accuracy.

Portfolios are reviewed regularly by the appropriate portfolio manager and/or portfolio manager associate, and cash and positions are reconciled daily with the custodial data.

Mawer uses SimCorp Dimension (**SCD**) as a compliance monitoring system. Rules and restrictions for each client account are entered into this system based on the clients' Investment Policy Statement. SCD provides comprehensive pre-, and post-trade investment compliance functionality, and restriction checking of single trade and program orders which are reviewed by compliance and portfolio managers daily. SCD is used for a variety of functions: compliance management, order management, portfolio management, performance and attribution, pricing and valuation, corporate actions, reconciliation, trade processing, data management, warehousing and reporting.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

We do not pay a cash or non-cash fee, directly or indirectly, to any third party for referring clients to Mawer. In certain situations, Mawer may pay a fee to an intermediary as a result of securing a mandate through a request for proposal process. These fees are dependent upon the consultant and the particular mandate search and are not negotiated or determined by Mawer.

ITEM 15: CUSTODY

Mawer does not maintain physical custody of client assets. Client assets are held by independent third party "qualified custodians" (as this term is defined in Rule 206(4)-2 under the Advisers Act). However, certain activities undertaken by Mawer result in us being deemed to have custody over certain client accounts, namely, directly debiting fees from client accounts and having a Related Person serving as the general partner/managing member or equivalent of a private fund offered by Mawer.

In compliance with the custody rule, Mawer aims to ensure that all segregated account clients receive at least quarterly account statements from their custodians. Mawer urges each client to carefully review the statements sent by the custodian and should compare the information in those reports to the information in the statements Mawer provides to clients. Mawer's statements may vary from custodian statements based on accounting procedures or reporting dates.

Mawer is deemed to have custody of the Mawer U.S. Funds and therefore these private funds will be audited on an annual basis in accordance with U.S. GAAP by an independent auditor that is registered and subject to inspection by the Public Company Accounting Oversight Board, and the financial statements will be disseminated to all investors within 120 days of the relevant fund's fiscal year end.

ITEM 16: INVESTMENT DISCRETION

Mawer provides investment advising services on a discretionary basis to clients where discretion is expressly granted in the client account documentation signed by each client. Pursuant to this discretionary authority, Mawer seeks to obtain best execution and determines which securities are bought and sold for the account, the total amount of the purchases and sales, the brokers or dealers through which transactions are executed, and the commission rates paid to effect the transactions, as applicable. The client may restrict or prohibit transactions in certain types of securities, or direct that transactions be effected through specific brokers or dealers. In circumstances where a client directs that transactions be effected through a specific broker or dealer, Mawer is unable to assure that best execution will be received by the client because the client’s directed broker is unable to participate in block trades. Other reasons for this may include a specific fee, commission, or other arrangement exists between the client and broker.

ITEM 17: VOTING CLIENT SECURITIES

Mawer votes proxies for all client accounts that have provided written instruction to vote the proxies in their account. With respect to ERISA accounts, Mawer will vote proxies unless the plan documents specifically reserve the plan sponsor's right to vote proxies.

The primary objective of Mawer as an investment manager is to maximize the investment return on assets under management, subject to an acceptable level of risk. Corporate governance is widely recognized by regulators, advisors, investors and academics as a crucial element of long-term company performance. Mawer shares this view and feels that the voting rights that accrue to shareholders are an important tool in promoting proper governance practices. Corporate governance includes taking into account environmental and social considerations, known collectively as ESG (environmental, social, governance). Mawer believes that by assessing the relevance and materiality of ESG factors as part of our investment process, we can better identify and evaluate the quality of sustainable business practices, which supports our focus on long-term responsible investing. Investment strategies managed by Mawer do not have an explicit focus on ESG as part of their fundamental investment objectives or principal investment strategies.

Voting rights need to be exercised in the best interests of our clients and managed to maximize their potential to influence corporate behavior. Casting votes in a manner that is consistent with the long-term interests of a company's shareholders is one of Mawer's fiduciary responsibilities. Shareholder voting is one of the most effective methods for promoting good corporate governance.

Proxies are generally used to exercise the right to vote. Mawer's objective is to vote every share of every company owned at every shareholder meeting. It is the policy of Mawer to vote proxies in a prudent and diligent manner after careful review of each company's proxy statement. The voting decision is made internally and is based on Mawer's Statement of Guidelines and Procedures on Proxy Voting and/or a reasonable judgment of what will serve the best interests of the shareholders.

Clients may request a copy of their proxy voting records and Mawer's Proxy Voting and Related Matters policy by contacting info@mawer.com.

ITEM 18: FINANCIAL INFORMATION

Mawer has no financial obligation that impairs its ability to meet contractual and fiduciary responsibilities to clients and has not been the subject of a bankruptcy proceeding.

ITEM 19: REQUIREMENTS FOR STATE-REGISTERED ADVISORS

Not Applicable.