

## Statement of Policies respecting Conflicts of Interest

Securities regulation applicable in Canada requires dealers and advisers to comply with certain rules in relation to conflicts of interest, particularly with respect to disclosure in regard to such conflicts of interest.

### Purpose of this document

It is important for you to be informed about how we identify and respond to conflicts of interest in order to minimize their impact. We consider a conflict of interest to be any circumstance where the interests of different parties, such as the interests of a client and those of National Bank Investments Inc., (“National Bank Investments Inc.”), are inconsistent or divergent.

We take reasonable steps to identify all existing material conflicts of interest, and those that we would reasonably expect to arise. We then assess the level of risk associated with each conflict. We avoid any situation that would entail a serious conflict of interest or represent too high a risk for clients or market integrity. In any other situation entailing a conflict of interest, we ensure that appropriate measures are implemented to control the conflict of interest effectively.

The purpose of this Statement of Policies respecting Conflicts of Interest is to inform you of the nature and extent of conflicts of interest that may affect the services National Bank Investments Inc. provides to you.

### Conflicts of interest

The situations in which National Bank Investments Inc. could be in a conflict of interest, and the way in which National Bank Investments Inc. intends to respond to such conflicts, are described below.

#### Relationships with parties related or connected to National Bank Investments Inc.

“Related issuer” means, in respect of National Bank Investments Inc., an issuer of National Bank Investments inc. over which National Bank Investments Inc. exercises a controlling influence (for example, through the ownership of, or direction or control over voting Investments inc.) or an issuer of Investments inc. that exercises a controlling influence over National Bank Investments Inc. In this context, the term “influence” means having the power, directly or indirectly, to exercise a controlling influence over the management and policies of the company, whether alone or in combination with one or more other persons or companies. In some jurisdictions, some connected issuers may be considered related issuers.

“Connected issuer” means, in respect of National Bank Investments Inc., an issuer that has, or any related issuer of which has, any indebtedness to, or other relationship with (i) National Bank Investments Inc., (ii) a related issuer of National Bank Investments Inc., or (iii) a director, officer or partner of National Bank Investments Inc. or (iv) a director, officer or partner of a related issuer of National Bank Investments Inc. that, in connection with a distribution of Investments inc. of the issuer, is material to a prospective purchaser of the Investments inc. Accordingly, an issuer is “connected” to National Bank Investments Inc. if, due to indebtedness or other relationships, a prospective purchaser of Investments inc. of the connected issuer might question the independence of National Bank Investments Inc. from the issuer.

As of March 31, 2020, the list of related issuers of National Bank Investments Inc. which are reporting issuers under Canadian Investments inc. legislation is as described hereunder. A concise statement of the relationship between National Bank Investments Inc. and each related issuer is also provided:

**National Bank of Canada:** National Bank of Canada is a bank incorporated under the Bank Act (Canada) and is a reporting issuer that holds indirectly 100% of the voting and equity shares of the Corporation.

**Canadian Credit Card Trust II:** This trust is a trust whose administrator is National Bank of Canada and whose securities are publicly distributed. Consequently, Canadian Credit Card Trust is deemed to be a related issuer.

**NBC Asset Trust:** This trust is a closed-end trust whose voting units are held by National Bank of Canada. Consequently, NBC Asset Trust is deemed to be a related issuer.

**NBI ETFs:** National Bank Investments Inc. (“NBI”), a wholly-owned subsidiary of National Bank of Canada, is the manager of the NBI ETFs. National Bank Trust Inc. is the portfolio manager of the NBI ETFs. National Bank Financial Inc. acts as designated broker and broker of the NBI ETFs.

**NBI Funds:** National Bank Investments Inc., a wholly-owned subsidiary of National Bank of Canada, is the manager of all NBI Funds (including the NBI Jarislowky Fraser Funds, NBI Westwood Fund, NBI Portfolios, NBI Private Portfolios, NBI SmartData Funds and NBI SmartBeta Funds). Fiera Capital Corporation is the portfolio manager of most of the NBI Funds.

**Investment Grade Managed Duration Income Fund:** National Bank Financial Inc., which is one of the Agents and the Promoter, is an affiliate of a Canadian chartered bank which has been requested to provide the Fund with a loan facility or prime brokerage facility, the proceeds of which would be used by the Fund for various purposes, including purchasing additional securities for the Portfolio, effecting market purchases of Units, maintaining liquidity and funding redemptions.

**Meritage Portfolios:** National Bank Investments Inc., a wholly-owned subsidiary of National Bank of Canada, is the manager of the Meritage Portfolios. National Bank Trust Inc., a wholly-owned subsidiary of National Bank of Canada, is the portfolio manager of all Meritage Portfolios. Certain Meritage Portfolios are classes of shares of National Bank Funds Corporation.

**U.S. Banks Income & Growth Fund:** National Bank Financial Inc., which is one of the Agents and the Promoter, is an affiliate of a Canadian chartered bank which has been requested to provide the Fund with a loan facility or prime brokerage facility the proceeds of which would be used by the Fund for various purposes, including purchasing additional securities for the Portfolio, effecting market purchases of Units, maintaining liquidity and funding redemptions. Consequently, the Fund may be considered a “connected issuer” of National Bank Financial Inc. under applicable securities legislation.

#### **Alberta Clients**

**National Bank Investments Inc. has the relationship described above with the related issuers listed in this Statement of Policies and the National Bank of Canada group. National Bank Investments Inc. or its directors, officers or other employees may, from time to time, recommend that you trade in, or provide to you advice about, a security issued by such related and connected issuers. If you wish to have further information concerning the relationship between National Bank Investments Inc. and such related and connected issuers, please contact us.**

It is the policy of National Bank Investments Inc. to comply fully with all applicable securities laws and to make all required disclosure. In addition, National Bank Investments Inc. ensures that any dealings in Investments inc. of related or connected issuers would take account of the client’s situation.

National Bank Investments Inc.’ affiliation with National Bank of Canada and its subsidiaries makes it necessary to put in place certain policies aimed at dealing with any potential conflicts of interest and ensuring that the best interest of National Bank Investments Inc.’ clients is preserved.

National Bank Investments Inc. is a duly registered mutual fund dealer. In addition, National Bank of Canada, the principal shareholder of National Bank Investments Inc., is also an important shareholder of the following dealers and advisers, meaning it directly or indirectly holds more than 10% of any class or series of voting Investments inc.

#### **Related registrants**

National Bank Investments Inc.  
National Bank Financial Inc  
National Bank of Canada Financial Inc.  
NBC Financial Markets Asia Limited  
NBC Global Finance Limited – In Ireland  
Natcan Trust Company  
National Bank Trust Inc.  
Nest Wealth Asset Management Inc.

National Bank Investments Inc. is therefore related to the above-mentioned registrants. Although there may be overlaps among the directors and officers of these companies, all of these companies are operated as separate legal entities.

These entities may, from time to time, cooperate in offering products and services for the benefit of our clients but there is no exchange of client information among these companies without a client's express prior written consent or unless the information is reasonably necessary in order to provide a specific product or service.

#### **Conflicts of interest of National Bank Investments Inc. representatives**

In the ordinary course of performing their duties, our officers, representatives and agents may find themselves in situations where their personal interests are in conflict with those of a client.

The Code of Conduct and Ethics of National Bank of Canada establishes basic principles by which its employees' conduct is guided, which principles, among other things, prohibit an employee from:

- (a) Using confidential information acquired in the course of or in connection with his or her duties, or exploiting a situation, for the purpose of obtaining an advantage of any kind;
- (b) Accepting gifts, entertainment and payments that could influence decisions to be taken in the course of performing his or her duties; and
- (c) Engaging in activities that could interfere or conflict with his or her duties.

National Bank Investments Inc. will not permit any of its representatives to engage in activities outside the scope of their duties, including, but not limited to, serving as a director of a company or other entity, without first ensuring that such activities do not compromise the interests of National Bank Investments Inc.' clients.

In addition, National Bank Investments Inc. ensures that its practices for compensating and remunerating its representatives are not inconsistent with its obligations to its clients.

National Bank Investments Inc. also has a Compliance Manual dealing with situations relating specifically to its activities, which manual reiterates that our representatives must never favour their own interests to the detriment of their responsibilities toward clients and National Bank Investments Inc.

Other conflicts of interest

From time to time, other potential or actual conflicts of interest may arise. National Bank Investments Inc. undertakes to continue taking the steps necessary to identify and respond to such situations fairly and reasonably, in keeping with the standard of care to which we are subject in our relationships with our clients.

This Statement of Policies respecting Conflicts of Interest of National Bank Investments Inc. will be updated should there be any evolution with respect to material conflicts of interest.

**Head Office of National Bank Investments Inc.**

Under the existing regulations, National Bank Investments Inc. is required to notify you of the following information:

- (a) Its head office is located in the Province of Quebec.
- (b) It is a non-resident company in the other Canadian provinces and territories.

The names and addresses of the agents of National Bank Investments Inc. in the provinces other than Quebec where it carries on its activities are set out below:

**ALBERTA**

Corrina R. McInnes  
**Bennett Jones LLP**  
4500 Bankers Hall East  
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**COLOMBIE BRITANNIQUE**

Marnie J. Russell  
**Lawson Lundell LLP**  
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**MANITOBA**

Arlene McCann-Solberg  
**Thompson Dorfman Sweatman LLP**  
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**NOUVEAU-BRUNSWICK**

Maxine Hiscock, Corporate Paralegal  
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**ILE DU PRINCE ÉDOUARD**

Kathy Furness  
**McInness Cooper**  
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**SASKATCHEWAN**

Robert N. Millar  
**McGougall Gauley LLP**  
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Grant Macdonald

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