



Code of Ethics and Professional Conduct

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1. General Provisions

1.1 Introduction

Given its role as an investment manager, Addenda views the trust and the respect of its clients at the root of its added value. Addenda is wholeheartedly dedicated to the values expressed in the Code of Ethics and Professional Conduct (the “Code”). Performance, commitment, creativity, integrity, transparency, and ethics are all values that are crucial to the success of our mission. Our ethical behavior is not only the cornerstone of our success, but also key to recruiting and keeping our employees, standardizing our operations, and creating a better workplace overall.

Employees must maintain professional relationships based on honesty and respect for fellow colleagues, as well as for the organization. These principles ensure that the employment environment is both sustainable and equitable. Our Code promotes respect for others, co-operation, and professionalism.

All employees and Directors are required to comply with the rules and principles that apply to them under the Code and to confirm their compliance on an annual basis. Addenda takes a proactive approach concerning recommendations of self-regulatory organizations, such as the CFA Institute and various regulatory authorities.

Several Addenda employees hold a CFA designation or are registered in the CFA program, which calls for them to comply with the CFA Institute’s Code of Ethics and Standards of Professional Conduct, and the Asset Manager Code of Professional Conduct. Both codes are considered part of the present Code which Addenda fully supports.

The Code is submitted annually to the Board.

For the purposes of the Code, the masculine form includes the feminine and is used without prejudice strictly for purposes of readability.

1.2 Definitions

In the Code, the expressions listed below have the following meanings, unless the context otherwise requires:

“Addenda”: Addenda Capital Inc. and its entire staff;

“Director”: a member of Addenda’s Board of Directors;

“Code”: Addenda’s Code of Ethics and Professional Conduct;

“Conflict of interest”: any actual, apparent, potential or possible situation in which an officer or an employee may be likely to favor a person (including himself and any related persons) over another, because such officer or employee shares, directly or indirectly, an interest with this person. Any situation that is likely to affect a person’s loyalty, integrity or judgment is also covered by this definition;

“Board”: Addenda’s Board of Directors;

“Officer”: all senior vice-presidents, vice-presidents, executive vice-president, or any other employee appointed as an officer by the Board;

“Employee”: any person who is a member of Addenda’s staff, including any officer, whether on a full-time or part-time, permanent or temporary basis;

“Related person”: any person related to an employee of Addenda, as defined above, being either an immediate family member or any person living in the same residence as the employee;

“Personal Account Compliance Officer” (PAC Officer): the Chief Compliance Officer, or any other employee designed by the Chief Compliance Officer.

1.3 Coverage

The Code applies to all employees. Its coverage extends over the entire period during which an employee holds a position with Addenda and beyond. The Code is part of the employee’s professional obligations. The employee agrees to read the Code and to abide by its provisions, as well as by any special instruction or guideline that may be provided with respect to the application of the Code, and to take appropriate action to avoid any situation likely to lead to a conflict of interest.

Employees' obligation to comply with the Code remains in effect even after they ceased to hold their position or have been discharged of their duties with Addenda. Former employees are therefore required to continue to comply with and enforce the confidentiality requirements of information brought to their attention in the course of their employment with Addenda. In addition, they must continue to show consideration for Addenda's integrity and refrain from using any confidential information to their advantage, to the advantage of a third party, or to the detriment of Addenda or a third party.

Should there be any doubt as to the scope or application of a provision, it is the employees' responsibility to consult with a member of the Compliance Team. It is also their responsibility to be on the lookout for situations that are contrary to the principles set out in the Code and to advise a member of the Compliance Team of any situation likely to lead to a violation.

1.4 Annual Employee Statements

All employees must confirm their compliance with the Code on a yearly basis.

At the time of hiring and at least once per year thereafter, during the annual certification, employees are required to fill out and sign an annual statement relating to their compliance with the Code, including an acknowledgement of their receipt of the Code (Schedule A). Employees shall be provided with any amendments to the Code and shall provide a written acknowledgement regarding receipt of any such amendments (Schedule A-2).

1.5 Update of the Code and Enforcement

The Chief Compliance Officer is responsible for updating and applying the Code. The Chief Compliance Officer is responsible for acknowledging and analyzing any and all situations that are brought to his attention, and for remaining vigilant in ensuring compliance with the Code.

Addenda's management encourages employees to voice their concerns to the Chief Compliance Officer about behavior that may be unethical and to consult him if they find themselves in an ethical dilemma with respect to a decision-making process. In the event of litigation or non-compliance with the Code, each case will be submitted to the Chief Compliance Officer who will focus all his attention on the matter, in the strictest confidentiality.

1.6 Whistle Blowing

Employees are encouraged to report any wrongdoing and are required to report any violations of law or ethical standards to a company official. Such behavior may include, but is not limited to:

- failure to comply with legal obligation,
- endangering health or safety or the environment,
- criminal activity,
- miscarriage of justice,
- improper conduct or unethical behavior,
- failure to comply with policies,
- attempts to conceal any of the above.

An employee may contact his/her supervisor or Human Resources with his/her complaint or concern depending on the seriousness and sensitivity of the issues involved and who is suspected of malpractice. Alternatively, an employee may submit a complaint or concern in writing and send it in a sealed envelope to the attention of either the Chief Compliance Officer or any member of the board of directors, in care of the Corporate Secretary.

Employees are encouraged to provide their name to facilitate the investigations, but anonymous reports will also be accepted. Addenda will make every effort to protect the employees' identity in case of complaints of wrongdoing. Employees may raise concerns without fear of reprisal, providing they are acting in good faith and believe they have reasonable grounds for raising concerns. All information provided will be treated in a confidential and discreet manner. Concerns will be investigated, on a case-by-case basis.

1.7 Diversity, Equity, and Inclusion

At Addenda Capital, we are committed to preserving and enriching our culture of openness to a diversity of ideas by creating an inclusive environment where everyone feels authentic and confident to express themselves freely. We recognize that our open environment, made up of diverse people with different perspectives, brings forth ideas that contribute to optimal decisions and to the success of our organization.

To this end Addenda Capital has adopted a policy applicable to the entire organization aimed at affirming Addenda Capital commitment in terms of diversity, equity, and inclusion and aiming to guide, plan and structure its actions in this regard.

1.8 Employees' Responsibility

The Reference Handbook establishes a set of rules and internal policies that all employees of Addenda are expected to follow. Employees should be aware of the requirements laid

out in their Reference Handbook and should take personal responsibility to ensure that these requirements are followed in activities in which they are involved. Employees are subject to the rules of the Reference Handbook, applicable internal policies in regards of their functions, Addenda's Code of Ethics, and the CFA Institute's Asset Manager Code of Professional Conduct, if applicable. An employee should make every reasonable effort to remain up to date with these rules and applicable internal policies, to understand them and to ensure that the firm remains in compliance with these rules. Any indication of the rules and procedures not being followed should be reported to the Chief Compliance Officer.

1.9 Penalties for Non-compliance

Employees who are in violation of the provisions of the Code will be subject to appropriate disciplinary action, depending on the seriousness of each situation.

Disciplinary actions shall include, without limitation:

- a verbal warning,
- a written warning kept in the employee's file,
- temporary suspension,
- discharge,
- report to the appropriate authority, if necessary.

The Chief Compliance Officer or the Board will impose the appropriate sanction, which will then be applied by the officer responsible for the sanctioned employee, after the President and Chief Executive Officer has been advised.

2. Professionalism

2.1 Knowledge of the Law

Employees are required to understand and comply with laws, rules, and regulations of any government, regulatory authority or professional association that oversees their professional activities, as well as with any rule or principle that is applicable under the Code. They are also required to comply with Addenda's internal policies. Addenda's procedures contain information about the various regulatory controls that apply to the activities of its employees.

The Code is an addition to the laws and regulations to which Addenda is subject to, and is in no way intended to replace them. In this regard, in the event of an inconsistency between the Code and any act or regulation to which Addenda is subject to, the more restrictive provision shall prevail.

Employees must refrain from taking part, in any way whatsoever, in operations that

are illegal or likely to be perceived as such, or from knowingly contributing thereto.

2.2 Independence and Objectivity

Employees must use reasonable care and judgment to achieve and maintain independence and objectivity in their professional activities.

Employees may not directly or indirectly suggest, solicit or accept for themselves, any related person, any natural person or entity doing business with or likely to do business with Addenda, a favor, an undue advantage, a gift or other form of compensation unless it is of low value.

The following gifts, entertainment activities, benefits and compensation may be considered to be of low value:

- a business meal costing no more than an amount that Addenda would normally assume,
- tickets to local cultural or sporting events,
- local rounds of golf or tournaments,
- invitations to local charitable activities or social events,
- gifts, promotional items, or services with a maximum value of CA \$250.

Employees must report all gifts received to their immediate supervisor. The Chief Compliance Officer reserves the right to return gifts of any kind or to redistribute them among Addenda's employees.

All gifts in the form of cash or equivalents or securities must be refused, regardless of their value.

When in doubt, an employee must seek the advice of the Chief Compliance Officer.

2.3 Misrepresentation

Employees must not knowingly make any misrepresentations relating to investments, analysis, recommendations, actions, or other professional activities.

With the exception of the spokesmen authorized in the Reference Handbook, no employee may discuss, comment on, or speak about any topics relating to Addenda or its strategic directions with media representatives. In this regard, any request for interviews, comments, or anything of this nature, from a media representative must be referred to one of the spokesmen named in the Reference Handbook.

2.4 Misconduct

Employees must not engage in any professional misconduct involving dishonesty, fraud or deceit, or commit any act that reflects adversely on their professional reputation, integrity, or competence. Any breach of duty will be deemed a violation of the provisions of the Code and will be subject to the appropriate disciplinary action.

3. Integrity of Capital Markets

3.1 Non-public Material Information

An employee who possesses non-public material information that could affect the value of an investment must not act or cause others to act on the information.

More specifically, portfolio managers or analysts with a task to follow financial markets who obtain privileged market information from corporate issuers must ensure that this information has become public before carrying out any transaction for clients, for themselves or for related persons.

In addition, any such information obtained by an employee must be immediately relayed to the Chief Compliance Officer, who will be responsible for deciding if this information is deemed to be non-public material information and for placing the securities involved on a restricted list for the personal transactions of employees.

3.2 Market Manipulation

Employees shall abstain from any practice that is likely to create a distortion of the price or the value of a security, or to artificially inflate trading volumes with the malicious intent of misleading the market stakeholders who base their decisions on the integrity of the available information. Market manipulation is illegal and damaging to the interests of all investors, because it disrupts the efficient functioning of the financial markets and undermines investor confidence.

4. Duties to Clients

4.1 Loyalty, Prudence, and Care

Employees have a duty of loyalty to Addenda's clients. Employees shall exercise their responsibilities and duties as contracted with each client, in good faith and in the best interests of the client, and in connection therewith shall exercise the same degree of care, diligence and skill that a reasonably prudent professional portfolio manager would in the similar circumstances.

Employees must also update and keep current their knowledge in order to provide quality service.

4.2 Fair Dealing

Addenda has established a policy for fairness in allocation of investment opportunities. This policy is to allocate at all times investment opportunities fairly and equally among all clients of Addenda, regardless of the size of their investment portfolios. Employees are required to comply with the principles set out in this policy for fairness and to ensure that absolutely no clients is discriminated against during the execution of investment programs. Employees must make all requisite efforts to treat clients in an equitable and impartial manner.

4.3 Best Execution Duty

Trading of securities is carried out using public securities markets or private placements. Trading is executed within the context of these markets at the best price available to the traders at the time the trade is completed. The utmost attention is given to ensuring the best price and best execution of trades for clients. To this effect Addenda has adopted a Best Execution Policy.

4.4 Suitability

Addenda acts as a portfolio manager for all of its clients under an investment management agreement.

All investment transactions made in client accounts are in compliance with criteria set out in each client's investment policy statement. As a result, all executed trades are consistent with the specific objectives and constraints of the clients.

4.5 Performance Presentation

Any presentation of performance information must be made in accordance with the presentation standards of the CFA Institute (Global Investment Performance Standards – GIPS) and Addenda's policies and procedures on GIPS Standards.

Addenda provides its clients with performance reports. It ensures that all data relating to the determination of performance is exact, accurate and complete and that any results are compared to the appropriate benchmark index listed in a client's investment policy.

4.6 Preservation of Confidentiality

Addenda is mindful of preserving at all times the accuracy, confidentiality, security and privacy of the information that it holds directly and indirectly on employees (personal information), clients, suppliers and enterprises that are its business partners.

In accordance with all federal and provincial laws concerning the protection of personal information, employees must abide by the confidentiality requirements of information about current, former, and prospective clients to which he may have access. This information may only be disclosed to authorized persons, except in the following cases:

- the information relates to illegal activities of the client,
- disclosure of the information is required by law,
- the client authorizes disclosure of the information.

Such information may in no event be used by employees for their personal profit or for that of other persons. When dealing with consultants, clients, and suppliers, an employee must use best effort to ensure that such person's respect and preserve the confidential nature of any information they are provided with.

This subsection applies to all employees in their duties within Addenda and when they are called upon to represent Addenda or act on its behalf in dealings with companies, and who therefore are likely to have access to confidential information. The obligations in this subsection regarding the protection of confidential information or restrictions on its use survive termination of the mandate and cessation of employment.

4.7 Handling of Complaints

A complaint is a formal expression of a reproach against the Company, the identification of a real or potential harm or a request for a remedial action about a management or advising activity of the firm.

The employee who receives a call from a client wishing to file a complaint or receives a written complaint from a client, either by letter, fax or e-mail, must immediately refer to and comply with the firm's 'Complaint Policy.

5. Duties to Addenda

5.1 Loyalty

An employee must maintain professional relationships based on honesty, respect, dignity, and co-operation with other employees and Addenda, as well as with third parties with whom he/she deals in a professional context. Employees are required to behave professionally with the goal of promoting fairness and preventing any form of harassment or discrimination.

Employees must use resources in accordance to the purpose with which they were designed and follow policies and guidelines detailing their use. Employees should not mistake Addenda's goods for their own.

It is understood that intellectual property regarding strategy, operations and the organization as a whole belongs to Addenda at all times. Any invention, including the development of software, designed by an employee as part of his/her duties, during or outside of regular business hours, belongs to Addenda, unless a prior agreement was established between Addenda and the employee. Employees are required to disclose to Addenda any and all information related to such an invention and to co-operate in the registration of a copyright or patent. In addition, an employee must sign, as required, any and all transfers of rights to Addenda.

5.2 Additional Compensation Arrangements

Employees may not engage in external activities for pay, unless they have obtained specific approval from its supervisor or the Chief Compliance Officer and, if he is a registered person as per securities regulation, advise the Secretary General Counsel & Manager Corporate Affairs. It is possible, however, to be a member of one or more boards of directors and to accept directors' fees. Such activities must be reported each year when filing the Annual Statement of Compliance with the Code. Where employees take part in activities covered under this section, they must be sure to act in such a way that these activities remain of a personal nature and in no way involve Addenda.

Employees may not receive compensation or fees to act as guest speakers or members of a panel or to draft documents when such activities are directly related to their duties with Addenda, unless they have received prior authorization from the Chief Compliance Officer. Should an employee receive a gift in such a situation, he/she should refer to section 2.2 of the Code.

5.3 Responsibilities of Supervisors

Employees that possess authority as an immediate supervisor must make reasonable attempts to detect and prevent any violation of laws, or rules and regulations of any government, regulatory authority or professional association that oversees their professional activities, as well as any applicable rule or principle in the Code by any person subject to their authority.

5.4 Use of Social Medias

The use of social media must comply with the obligations of loyalty to customers, Addenda and its employees and the financial services industry included in this Code.

An Employee must ensure when making use of Social Medias (Facebook, Twitter, LinkedIn, etc.) that it is done in a professional and respectful manner and that the information contained therein is accurate and up-to-date.

An employee must refrain from any comment aimed at denigrating or negatively affecting anyone. An employee must also abstain from any comment, without limiting its scope, with connotation, racial, sexist, religious or hateful.

At any time, an Employee may not disclose confidential information nor give opinion that could negatively impact Addenda's reputation or credibility.

An employee who is aware of such behavior must immediately notify the Chief Compliance Officer.

6. Investment Analysis and Action

6.1 Diligence and Reasonable Basis

Employees involved in the investment decision-making process must exercise due care, independence, and precision in conducting financial analysis and in carrying out investment transactions. They must also have a reasonable and adequate basis, supported by appropriate research and investigation, for any investment decision.

6.2 Communication with Clients and Prospective Clients

Addenda's business activity is based on professional ethics and the requirement to deal fairly, honestly and in good faith with clients and prospective clients on all levels.

In communications with clients and prospective clients, employees should communicate general principles underlying the investment processes, use reasonable judgment in making investment recommendations and clarify the line between fact and opinion in any recommendations or analytical presentations.

6.3 Record Retention

Addenda shall maintain appropriate records to support its investment analysis, recommendations, actions, and other investment-related communications with clients and prospective clients.

7. Conflicts Of Interest

7.1 Disclosure of Conflicts

Employees are required to take appropriate action to avoid any conflict of interest, any appearance of conflict of interest or any potential or possible situation likely to lead to an actual or apparent conflict of interest, in order to constantly maintain their impartiality in the performance of their duties or responsibilities.

Employees are required to disclose clearly, effectively, and unambiguously to their immediate supervisor or to the Chief Compliance Officer, any situation from which it is reasonably possible to infer that a conflict of interest may arise. An employee who is or appears to be in a situation of potential conflict of interest is required to withdraw from any discussion, decision or valuation related thereto.

Such disclosure must be made within thirty (30) days of the employee's commencement of employment or at any time should the employee feel that there is or may be a conflict of interest.

7.2 Priority of Transactions

Employees must conduct themselves in such a way that investments of Addenda's clients always have precedence in every regard over their personal investments and over those of related persons.

Personal trading in securities which are also in the client accounts may be or may appear to be in conflict with the interests of the client. In light of this potential conflict, employees may buy and sell securities only following the approval and reporting procedures described in Section 8. Personal trades may not be approved if it is deemed to be in conflict with the clients' interest or to be a prohibited behavior.

It is understood that client transactions have priority at all times over transactions in Addenda's own account and that no transaction involving Addenda's portfolio may be carried out coincident with a transaction in a client portfolio.

7.3 Referral Fees

No employee may directly or indirectly request, solicit or accept, from any natural person or entity that is or could be doing business with Addenda, any form of commission relating to the recommendation or distribution of a security, for him/her or for a related person.

Should Addenda agree to such a commission for the recommendation or distribution of a security as part of a management mandate with a client, Addenda shall advise its clients and prospective clients of any compensation or benefit collected or paid to a third party for the recommendation or distribution of the above-mentioned security.

8. Personal Transactions

8.1 General

The investment activities covered under this section of the Code include those on behalf of Addenda and of its employees, as well as accounts in which employees have a direct or indirect monetary interest.

Employees may not hold any interests that impair the performance of their duties and responsibilities and that may have a negative impact on the investments of Addenda's clients. Employees are required to carry out their personal transactions in the normal course of business, in accordance with market prices, commissions and fees. In their relations with brokers for the execution of personal transactions, employees must avoid placing themselves in situations that may create the appearance of conflicts of interest given their duties.

8.2 Priority of Transactions

Employees must conduct themselves in such a way that investments of Addenda's clients always have precedence in every regard over their personal investments and over those of related persons.

The following principles will apply to all employees who engage in personal investing:

- a) The employee must place the interests of clients before his/her own personal interests.
- b) The employee is required to utilize the services of retail, discount or internet brokers for his/her personal trading. To ensure no conflicts of interest occur, it is not permitted for an employee to utilize the services of any individual broker who is handling client accounts for Addenda.
- c) Prohibited behavior of an employee who engages in personal investing includes front-running (i.e. purchasing a security prior to its purchase for Addenda's clients).
- d) Insider trading or the use of insider information is prohibited.

8.3 Pre-approval of Trades

The objective of the pre-approval personal trading process is to prevent any potential conflict of interest or appearance thereof. Each and every employee covered by the Code is responsible for making appropriate verifications prior to concluding an investment transaction.

- a) All trades for personal accounts (as defined above), except for exempt securities [see 8.3 (d)], must be pre-approved in the manner shown below.
- b) Any transaction requiring authorization prior to its execution must be submitted for approval to the compliance team by email, using the form designed for this purpose (Schedule B), and acknowledging:
 - that the employee has no access to non-public, material information relating to the security;
 - that the employee has not been offered the proposed trade because of his/her position and that the proposed trade is available to any market participant on the same terms;
 - that the trade complies with the requirements of Addenda's personal investing rules; and
 - that the employee will provide any other pertinent information.

If an employee wishes to trade non-exempt bonds, approval is applicable to the Issue rather than the Issuer.

The decision to approve a transaction (or to deny approval) will be announced within 24 hours of the application and will be effective for a period of three (3) trading days, after which approval must be re-attained by the employee.

If a request is denied by the Compliance Team, the employee will have to wait a period of 3 trading days prior to resubmitting the request.

- c) The Compliance Team will not approve a proposed trade if the security has been traded in either Addenda's or Addenda's client accounts within the previous 3 trading days (The Blackout Period) or remains on the trading desk as an active order, in any Addenda offices.
- d) Paragraph c) does not apply to securities that meet the following 2 requirements: must be included in one of the following indices, MSCI World, Russell 3000 and S&P/TSX Composite, and has a market capitalization over 2 billion dollars. Approval of these securities will be at the discretion of the Compliance Team.
- e) Exempt securities include:
 - units of mutual funds, segregated funds, trust funds, pooled funds or Exchange traded funds (ETF);
 - bonds and debentures issued or guaranteed by the Government of Canada, its agencies and Crown corporations, by a supranational body, by any province of Canada, its agencies and Crown corporations;
 - securities issued by any other government;
 - GICs, CDs, or other deposits at a financial institution;
 - short-term debt instruments (maturing in less than 1 year);
 - options, futures, or other derivatives on any market index, or other exempt securities;
 - index funds;
 - commodities or commodity derivatives relating to same;
 - securities of The Co-operators or its affiliates.

8.4 Reporting Personal Transactions

An employee must forward the following information about any security purchased or sold for his/her own account(s) to the Chief Compliance Officer:

- a) Schedule C duly completed within ten (10) days following commencement of employment, otherwise the employee will not be authorized to carry out personal transactions until Schedule C has been received;
- b) A copy of his/her transaction records on a monthly or quarterly basis;
- c) Confirmation of the list of accounts for which he/she has, directly or indirectly, an interest, and the nature of the investments in these accounts (Schedule C), on an annual basis;
- d) A copy of any insider report filed with regulatory authorities.

For accounts for which investments consist exclusively of money market securities or mutual funds sold by means of a prospectus, sections 8.4.b) and 8.4.c) are not applicable.

8.5 Discretionary Management Mandates

Securities transactions carried out as part of a discretionary management agreement, in cases where employees authorize an investment dealer or portfolio manager to carry out securities transactions on their behalf without having to consult such employees prior to the execution of the transactions, are exempt from the pre-authorization process and from the personal transaction reporting process.

8.6 Compliance of Personal Transactions

The Chief Compliance Officer is responsible for implementing procedures to:

- using a sampling method, match employees' transactions and account statements to ensure compliance with the Code
- review annual statements

An Addenda portfolio transaction file must be maintained by the Portfolio Accounting Team.

All employees' and Addenda's transactions are kept on Addenda's premises, audited quarterly.

8.7 Client Purchases of Securities Already Held by Managers

A portfolio manager contemplating the purchase of a security, he or she personally hold (other than exempt securities) for a client account, must comply with the loyalty duty

and priority of trade to clients

8.8 Use of Addenda's facilities

Employees must not use Addenda's facilities or trading systems to execute a personal transaction.

8.9 Confidentiality

All information received by the Chief Compliance Officer and any Compliance Team member will be kept strictly confidential and will only be disclosed to securities regulators or other legal authorities when requested.

9. Appendix 1 - List of Separate Attachments

Schedule A: Annual Statement of Compliance

Schedule A-1: Annual Statement of Compliance for Directors

Schedule A-2: Acknowledgement of Receipt of Amendment

Schedule B: Trading Approval Request Form

Schedule C: Confirmation of Personal Securities Accounts