

# Power Corporation of Canada

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This document contains management's discussion and analysis of the financial condition, financial performance and cash flows of Power Corporation of Canada (the Corporation) for the three months and nine months ended September 30, 2021 and the unaudited interim condensed consolidated financial statements of the Corporation as at and for the three months and nine months ended September 30, 2021. This document has been filed with the securities regulatory authorities in each of the provinces and territories of Canada and is available under the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

### Power Corporation of Canada

PART A

### Great-West Lifeco Inc.

PART B

### IGM Financial Inc.

PART C

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# Power Corporation of Canada

PART A

## Management's Discussion and Analysis

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## Management's Discussion and Analysis

NOVEMBER 10, 2021

ALL TABULAR AMOUNTS ARE IN MILLIONS OF CANADIAN DOLLARS, UNLESS OTHERWISE NOTED.

The following presents Management's Discussion and Analysis (MD&A) of the unaudited interim condensed consolidated financial condition and financial performance of Power Corporation of Canada (Power Corporation or the Corporation) (TSX: POW; POW.PR.E), a public corporation, for the nine-month and three-month periods ended September 30, 2021. This MD&A should be read in conjunction with the unaudited interim condensed consolidated financial statements of Power Corporation and notes thereto for the nine-month and three-month periods ended September 30, 2021 (the Interim Consolidated Financial Statements), the MD&A for the year ended December 31, 2020 (the 2020 Annual MD&A), and the audited consolidated financial statements and notes thereto for the year ended December 31, 2020 (the 2020 Consolidated Financial Statements). Additional information relating to Power Corporation, including its Annual Information Form, may be found on the Corporation's website at [www.powercorporation.com](http://www.powercorporation.com) and on SEDAR at [www.sedar.com](http://www.sedar.com).

**FORWARD-LOOKING STATEMENTS** › Certain statements in this MD&A, other than statements of historical fact, are forward-looking statements based on certain assumptions and reflect the Corporation's current expectations, or with respect to disclosure regarding the Corporation's public subsidiaries, reflect such subsidiaries' current expectations as disclosed in their respective MD&A. Forward-looking statements are provided for the purposes of assisting the reader in understanding the Corporation's financial performance, financial position and cash flows as at and for the periods ended on certain dates and to present information about management's current expectations and plans relating to the future and the reader is cautioned that such statements may not be appropriate for other purposes. These statements may include, without limitation, statements regarding the operations, business, financial condition, expected financial results, performance, prospects, opportunities, priorities, targets, goals, ongoing objectives, strategies and outlook of the Corporation and its subsidiaries including the fintech strategy, the expected impact of the COVID-19 pandemic on the Corporation and its subsidiaries' operations, results and dividends, as well as the outlook for North American and international economies for the current fiscal year and subsequent periods, the intended effects of the Reorganization (as defined herein), the Corporation's NCIB (as defined herein), redemption by Power Financial of its Series I First Preferred Shares, management of standalone businesses to realize value over time, fundraising activities by investment platforms, the objective to maintain a minimum cash and cash equivalents relative to fixed charges, and the Corporation's subsidiaries' disclosed expectations, including the acquisition of the Prudential full-service retirement business (as defined herein) and related synergies, impacts, and timing thereof as well as a result of the acquisition of the retirement services business of MassMutual, Personal Capital, Northleaf, ClaimSecure Inc., Ark Life (as defined herein) and related synergies, impacts and timing thereof as well as the impacts and timing of the EverWest (as defined herein) transaction. Forward-looking statements include statements that are predictive in nature, depend upon or refer to future events or conditions, or include words such as "expects", "anticipates", "plans", "believes", "estimates", "seeks", "intends", "targets", "projects", "forecasts" or negative versions thereof and other similar expressions, or future or conditional verbs such as "may", "will", "should", "would" and "could".

By its nature, this information is subject to inherent risks and uncertainties that may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, that assumptions may not be correct and that objectives, strategic goals and priorities will not be achieved. A variety of factors, many of which are beyond the Corporation's and its subsidiaries' control, affect the operations, performance and results of the Corporation and its subsidiaries and their businesses, and could cause actual results to differ materially from current expectations of estimated or anticipated events or results. These factors include, but are not limited to: the impact or unanticipated impact of general economic, political and market factors in North America and internationally, fluctuations in interest rates, inflation and foreign exchange rates, monetary policies, business investment and the health of local and global equity and capital markets, management of market liquidity and funding risks, risks related to investments in private companies and illiquid securities, risks associated with financial instruments, changes in accounting policies and methods used to report financial condition (including uncertainties associated with significant judgments, estimates and assumptions), the effect of applying future accounting changes, business competition, operational and reputational risks, technological changes, cybersecurity risks, changes in government regulation and legislation, changes in tax laws, unexpected judicial or regulatory proceedings, catastrophic events, man-made disasters, terrorist attacks, wars and other conflicts, or an outbreak of a public health pandemic or other public health crises (such as COVID-19), the Corporation's and its subsidiaries' ability to complete strategic transactions, integrate acquisitions and implement other growth strategies, the Corporation's and its subsidiaries' success in anticipating and managing the foregoing factors and with respect to forward-looking statements of the Corporation's subsidiaries disclosed in this MD&A, the factors identified by such subsidiaries in their respective MD&A.

The reader is cautioned to consider these and other factors, uncertainties and potential events carefully and not to put undue reliance on forward-looking statements. Information contained in forward-looking statements is based upon certain material assumptions that were applied in drawing a conclusion or making a forecast or projection, including management's perceptions of historical trends, current conditions and expected future developments, as well as other considerations that are believed to be appropriate in the circumstances, including the availability of cash to complete purchases under the NCIB, that the list of factors in the previous paragraph, collectively, are not expected to have a material impact on the Corporation and its subsidiaries and with respect to forward-looking statements of the Corporation's subsidiaries disclosed in this MD&A, the risks identified by such subsidiaries in their respective MD&A and Annual Information Form most recently filed with the securities regulatory authorities in Canada and available at [www.sedar.com](http://www.sedar.com). While the Corporation considers these assumptions to be reasonable based on information currently available to management, they may prove to be incorrect.

Other than as specifically required by applicable Canadian law, the Corporation undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made, or to reflect the occurrence of unanticipated events, whether as a result of new information, future events or results, or otherwise.

Additional information about the risks and uncertainties of the Corporation's business and material factors or assumptions on which information contained in forward-looking statements is based is provided in its disclosure materials, including this MD&A and its most recent Annual Information Form, filed with the securities regulatory authorities in Canada and available at [www.sedar.com](http://www.sedar.com).

## Organization of the Interim MD&A

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The following abbreviations are used throughout this report:

adidas	adidas AG	Northleaf	Northleaf Capital Group Ltd.
AIM	AIM sub-market of the London Stock Exchange	NYSE	New York Stock Exchange
Alternative asset investment platforms or Investment platforms	Alternative Asset Investment Platforms	Ontex	Ontex BV
Canada Life	The Canada Life Assurance Company	OSE	Oslo Stock Exchange
Canyon	Canyon Bicycles GmbH	PanAgora	PanAgora Asset Management, Inc.
China AMC	China Asset Management Co., Ltd.	Pargesa	Pargesa Holding SA or Pargesa SA
EBITDA	Earnings before interest, taxes, depreciation and amortization	Parjointco	Parjointco SA
EBR	Euronext Brussels	Parques or Parques Reunidos	Parques Reunidos Servicios Centrales, S.A.
EPA	Euronext Paris	Peak	Peak Achievement Athletics Inc.
European private equity	Sagard Europe II, Sagard Europe 3, Sagard Europe 4 and Sagard NewGen	Pernod Ricard	Pernod Ricard SA
EverWest	EverWest Real Estate Investors, LLC and EverWest Advisors, LLC	Personal Capital	Personal Capital Corporation
GBL	Groupe Bruxelles Lambert	PFAC	Portage Fintech Acquisition Corporation
GEA	GEA Group AG	Portage I or Portage I LP	Portag3 Ventures Limited Partnership
GLC	GLC Asset Management Group Ltd.	Portage II or Portage II LP	Portag3 Ventures II Limited Partnership
Great-West Life & Annuity or Empower Retirement	Great-West Life & Annuity Insurance Company	Portage III or Portage III LP	Portage Ventures III Limited Partnership
Holcim	Holcim Ltd.	Potentia or Potentia Renewables	Potentia Renewables Inc.
IFRS	International Financial Reporting Standards	Power Financial	Power Financial Corporation
IGM or IGM Financial	IGM Financial Inc.	Power Pacific	Power Pacific Investment Management Inc.
IG Wealth Management	Investors Group Inc.	Power Sustainable	Power Sustainable Capital Inc.
Imerys	Imerys SA	Power Sustainable Energy	Power Sustainable Energy Infrastructure
IntegraMed	IntegraMed America, Inc.	Prudential	Prudential Financial, Inc.
Investment Planning Counsel or IPC	Investment Planning Counsel Inc.	PSEIP	Power Sustainable Energy Infrastructure Partnership
Irish Life	Irish Life Group Limited	Putnam	Putnam Investments, LLC
Koho	KOHO Financial Inc.	Sagard Credit I	Sagard Credit Partners, LP
Lifeco	Great-West Lifeco Inc.	Sagard Credit II	Sagard Credit Partners II, LP
Lion or Lion Electric	The Lion Electric Co.	Sagard Healthcare Royalty or SHRP	Sagard Healthcare Royalty Partners, LP
LMPG	LMPG Inc.	Sagard	Sagard Holdings Inc.
Mackenzie or Mackenzie Investments	Mackenzie Financial Corporation	Sagard Holdings Management or SHMI	Sagard Holdings Management Inc.
MassMutual	Massachusetts Mutual Life Insurance Company	SGS	SGS SA
MOWI	Mowi ASA	SIX	Swiss Stock Exchange
Nautilus or Nautilus Solar	Nautilus Solar Energy, LLC	SPEC	Sagard Private Equity Canada
		TotalEnergies	TotalEnergies SA
		TSX	Toronto Stock Exchange
		Umicore	Umicore, NV/SA
		Wealthsimple	Wealthsimple Financial Corp.
		Webhelp	Webhelp Group
		XETR	XETRA Stock Exchange

## Overview

### POWER CORPORATION OF CANADA

Incorporated in 1925, Power Corporation (TSX: POW; POW.PR.E) is an international management and holding company that focuses on financial services in North America, Europe and Asia. Its core holdings are leading insurance, retirement, wealth management and investment businesses, including a portfolio of alternative asset investment platforms. Through Power Financial, it controls Lifeco and IGM and in recent years has implemented an active fintech strategy. It also holds jointly with the Frère Group of Belgium a controlling interest in GBL.

Power Corporation conducts its investment activities, built upon a network of deep and long-standing relationships, to provide superior returns. Investment activities include investments in alternative asset managers and investment funds, including Sagard and Power Sustainable, and interests in China resulting from more than 40 years of engagement. The Corporation aims to act like an owner with a long-term perspective and a strategic vision anchored in strong core values, whereby value is best achieved through a prudent approach to risk and through responsible corporate citizenship.

Power Corporation adheres to four overriding investing principles to pursue its objective of achieving sustainable long-term value creation in the best interests of the Corporation:

- Long-term perspective
- Leading franchises with attractive growth profiles
- Strong governance oversight
- Prudent approach to risk management

Power Corporation's value creation strategy is focused on financial services, designed to generate long-term sustainable growth in earnings and dividends, and is based upon three key levers:

- Operating company organic levers: organic growth strategies at the publicly traded operating companies;
- Operating company inorganic levers: deployment and redeployment of capital; and
- Holding company levers: actions that can be taken at the Corporation and between the Corporation and its publicly traded operating companies and investments.

Power Corporation, through its alternative asset investment platforms, is developing alternative asset management businesses which build upon the investment capabilities that have been created over many years in several high-growth asset classes. The alternative asset investment platforms are focused on growing their asset management businesses through raising third-party capital and the Corporation intends to provide seed capital to the different investment products managed by each of the alternative asset investment platforms:

- Sagard (formerly Sagard Holdings), since its inception in 2005, has evolved into a multi-strategy alternative asset manager. Sagard looks to generate attractive returns by matching investment opportunities with flexible capital solutions and pairing entrepreneurs with teams that have deep industry knowledge. Sagard invests across four asset classes: private credit, healthcare royalties, venture capital and private equity, and also offers wealth management services. Recently, Sagard sponsored a special purpose acquisition company, which is listed on the Nasdaq exchange.
- Power Sustainable is a sustainability-led global alternative asset manager with a long-term investment approach. Power Sustainable aims to create long-term value by actively investing in entrepreneurial management teams, companies and projects with sustainable business models. Power Sustainable currently manages two main platforms:
  - Power Pacific invests in China's public equity markets, selecting companies with sustainable business models that have significant alignment to China's multi-decade transformation to an innovation-led economy. Power Pacific invests with a high-conviction, fundamentals-based and research-driven investment process.
  - Power Sustainable Energy Infrastructure actively invests in the development, construction, and operation of renewable energy infrastructure assets across North America. Power Sustainable Energy Infrastructure applies the Corporation's principles of collaboration and building trusted relationships in industries that benefit from the global energy transformation.

The alternative asset investment platforms also have significant influence and controlling interests in several standalone businesses, which will be managed to create and realize value over time.

The Corporation's multi-generational relationships have been foundational in creating investment opportunities in China. China AMC, one of the largest asset managers in China, diversifies the Corporation's interests by creating strategic opportunities with other asset managers within the Power group of companies.

## Reorganization

On February 13, 2020, the Corporation and Power Financial successfully completed a reorganization transaction (Reorganization), pursuant to which each common share of Power Financial held by holders of common shares of Power Financial other than the Corporation and its wholly owned subsidiaries (PFC Minority Shareholders), were exchanged for 1.05 subordinate voting shares of the Corporation and \$0.01 in cash. The Corporation acquired 238,693,580 common shares of Power Financial and issued 250,628,173 of its subordinate voting shares to PFC Minority Shareholders. Since then, the Corporation has held 100% of the issued and outstanding common shares of Power Financial, which were delisted from the TSX. Power Financial remains a reporting issuer in all of the provinces and territories of Canada, as Power Financial's First Preferred Shares and its 6.9% debentures due March 11, 2033 remain outstanding.

As part of the Reorganization, the Corporation announced that it anticipates significant near-term cost reductions of approximately \$50 million per year within two years of the Reorganization by eliminating duplicative public company-related expenses and rationalizing other general and administrative expenses. To date, the Corporation has implemented actions to achieve 93% of the targeted reduction, including the reorganization of the Corporation's asset management activities, restructuring of the Group's research and advisory services model, the reorganization of travel services, rationalization of our real estate business, reduction of certain public company expenses of Power Financial and other restructuring activities, as well as a decrease in the cost of the senior management group following the retirement of the former Co-CEOs. During the third quarter of 2021, the Corporation recognized a restructuring charge of \$13 million primarily related to the impairment of certain assets of the Corporation, which has been presented as an Adjustment.

The Corporation also announced at that time an intention to reduce its annual financing expenses by approximately \$15 million through the redemption of an aggregate of \$350 million of the Corporation's and Power Financial's First Preferred Shares with available cash within two years from the date of the Reorganization.

On October 15, 2021, subsequent to quarter end, the Corporation and Power Financial announced the closing of Power Financial's offering of 8,000,000 4.50% Non-Cumulative First Preferred Shares, Series 23 priced at \$25.00 per share for gross proceeds of \$200 million. On October 18, 2021, Power Financial announced its intention to redeem all of its outstanding \$200 million 6.00% Non-Cumulative First Preferred Shares, Series I. The completion of these two capital transactions will result in a \$3 million reduction of annual financing expenses. The Corporation continues to review opportunities in an effort to further optimize its capital structure.

## COVID-19

The outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, imposing restrictions on certain non-essential businesses, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Governments and central banks have responded with significant monetary and fiscal interventions designed to stabilize economic conditions. Equity markets in particular have been volatile, experiencing material and rapid declines in the first quarter of 2020; however, the markets have since experienced recoveries.

As a holding company, the Corporation's ability to pay dividends is dependent upon the Corporation receiving dividends from its principal operating subsidiaries, investment platforms and other investments. Lifeco and its subsidiaries are subject to restrictions set out in relevant corporate and insurance laws and regulations as well as specific guidance from regulators during the COVID-19 pandemic. Regulators continue to monitor the impact of the pandemic to ensure that regulated companies maintain sufficient capital and liquidity. In the U.K. and Ireland, where some of Lifeco's regulated subsidiaries operate, the regulatory authorities have maintained their guidance that insurance companies should exercise prudence in respect of dividend distributions, share buybacks and similar transactions, but at the end of the third quarter of 2021 the Irish regulator removed the temporary cap that it had also been applying to significant insurance companies. In Canada, on November 4, 2021, subsequent to quarter end, the Office of the Superintendent of Financial Institutions (OSFI) announced the removal of its expectation that Canadian banks and insurers should suspend share buybacks and not increase dividend payments.

The duration and full impacts of the COVID-19 pandemic are still unknown at this time. The distribution of vaccines has resulted in the easing of restrictions in many economies, though the COVID-19 pandemic continues to cause material disruption to businesses globally, resulting in continued economic pressures. While the conditions have become more stable, many factors continue to extend economic uncertainty including the rollout and efficacy of vaccines, emergence of new COVID-19 variants and the durability and effectiveness of government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Corporation and its operating subsidiaries in future periods. Refer to the section "Risk Management" in the 2020 Annual MD&A for a summary of how the Corporation is managing the risks related to COVID-19 and to the section "Summary of Critical Accounting Estimates and Judgments" in the 2020 Annual MD&A, to Note 2 of the Interim Financial statements and Note 2 of the 2020 Consolidated Financial Statements for additional disclosure of the impact on the Corporation's significant judgments, estimates and assumptions. Refer to Parts B and C of this MD&A for a further discussion of the potential consequences due to COVID-19 as well as a further discussion on risk management, measurement uncertainty and the potential exposures at Lifeco and IGM.

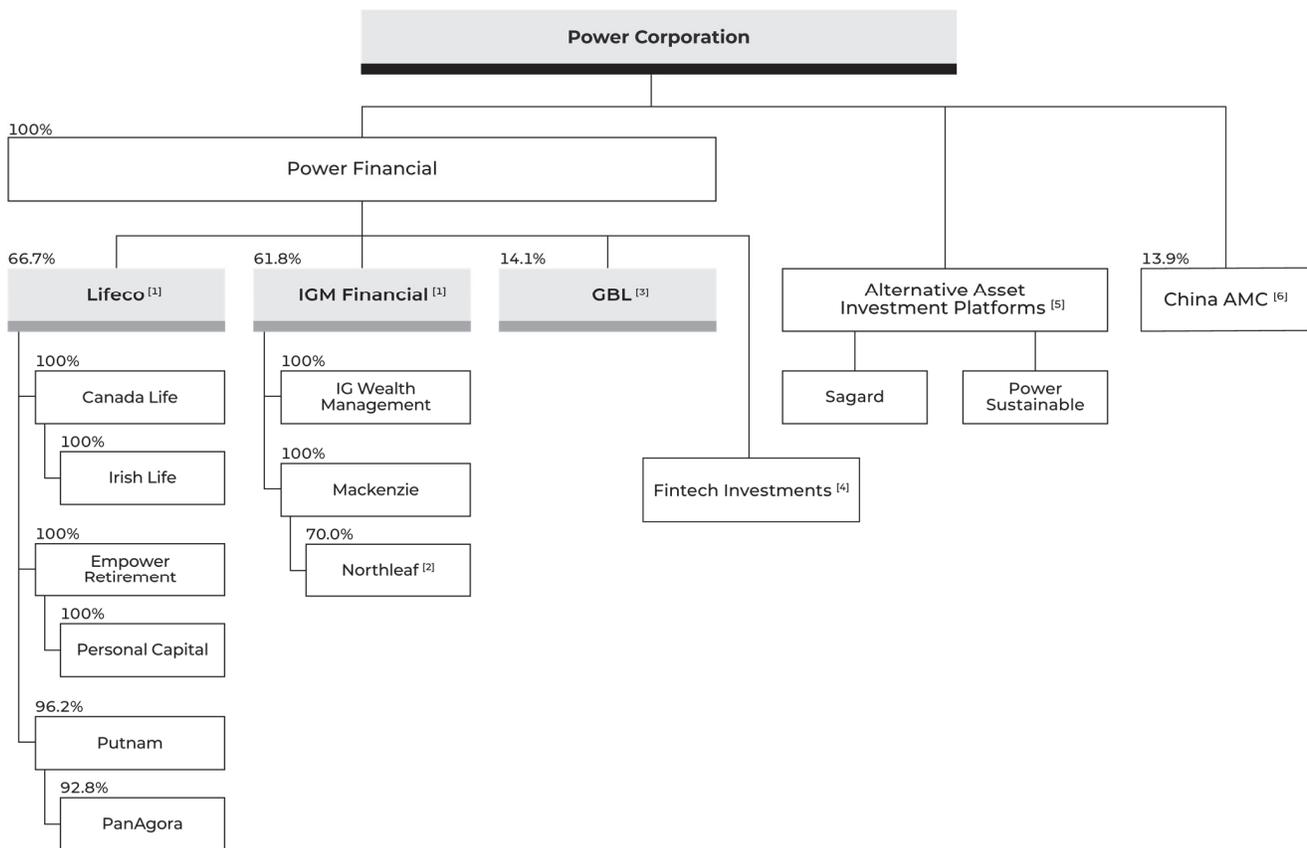
**ORGANIZATION OF THE MD&A**

The Corporation's MD&A consists of three parts:

- Part A - Power Corporation, presented on a consolidated and non-consolidated basis;
- Part B - Lifeco's interim MD&A, as prepared and disclosed by Lifeco in accordance with applicable securities legislation, and which is also available either directly from SEDAR ([www.sedar.com](http://www.sedar.com)) or from Lifeco's website ([www.greatwestlifeco.com](http://www.greatwestlifeco.com));
- Part C - IGM's interim MD&A, as prepared and disclosed by IGM in accordance with applicable securities legislation, and which is also available either directly from SEDAR ([www.sedar.com](http://www.sedar.com)) or from IGM's website ([www.igmfinancial.com](http://www.igmfinancial.com)).

Lifeco (TSX: GWO) and IGM (TSX: IGM) are public companies listed on the Toronto Stock Exchange. GBL is a public company listed on the Brussels Stock Exchange (EBR: GBLB). Market capitalizations reported in the following sections are at September 30, 2021.

The following chart reflects the economic interests held by the Corporation at September 30, 2021, which include the operating subsidiaries (Lifeco and IGM) and its interest in GBL, held through Power Financial, interests held through the Corporation's alternative asset investment platforms, and an interest in China AMC.



**In bold:** Publicly listed holdings

[1] Lifeco, through Canada Life, holds a 3.9% interest in IGM, and IGM holds a 4.0% interest in Lifeco.

[2] Represents a 49.9% non-controlling voting interest. The interest in Northleaf is held through an acquisition vehicle in which IGM holds an 80% equity interest and Lifeco holds a 20% equity interest.

[3] Held through Parjointco, a jointly controlled corporation (50%). Parjointco has a 43.2% voting interest in GBL. Refer to the section "GBL" for a list of investments.

[4] Includes a controlling interest in Portage I, Portage II, Portage III and Wealthsimple, held through Power Financial, Lifeco and IGM.

[5] Refer to the section "Alternative Asset Investment Platforms" for a list of investments held by each investment platform.

[6] IGM also holds a 13.9% interest in China AMC.

## PUBLICLY TRADED OPERATING COMPANIES

The Corporation holds controlling interests, through Power Financial, in Lifeco and IGM. It also has significant holdings in a portfolio of European-based global companies through its investment in GBL.

### Lifeco

Great-West Lifeco Inc. (TSX: GWO), market capitalization of \$35.9 billion at September 30, 2021, is an international financial services holding company with interests in life insurance, health insurance, retirement and investment services, asset management and reinsurance businesses. Lifeco operates in Canada, the United States and Europe under the brands Canada Life, Empower Retirement, Putnam Investments and Irish Life. For reporting purposes, Lifeco has five reportable segments: Canada, the United States, Europe, Capital and Risk Solutions, and Corporate, which reflect geographic lines as well as the management and corporate structure of the companies.

The Canada segment is operated by Canada Life primarily through the Individual Customer and Group Customer business units. Through the Individual Customer business unit, Lifeco offers a broad portfolio of financial and benefit plan solutions for individuals, including life, disability and critical illness insurance products as well as wealth savings and income and other speciality products. Through the Group Customer business unit, Lifeco provides life, accidental death and dismemberment, disability, critical illness, health and dental protection, creditor insurance as well as retirement savings and income and annuity products and other specialty products to group clients in Canada.

On September 1, 2021, Canada Life completed its previously announced acquisition of ClaimSecure Inc., an industry-leading healthcare management firm that provides health and dental claim management services to private and public businesses in Canada. The acquisition further enhances Lifeco's workplace capabilities in Canada by extending Canada Life's presence in a growing segment of the market. Building lifetime customer relationships with the workplace plan members it serves is a strategic focus for Lifeco.

The United States segment operates two primary business units, Financial Services and Asset Management. The Financial Services business unit, and specifically the Empower Retirement brand, is a leading provider of financial security products, including employer-sponsored defined contribution plans, administrative and record-keeping services, individual retirement accounts, fund management as well as investment and advisory services. This includes the retirement services business of Massachusetts Mutual Life Insurance Company (MassMutual), which Lifeco acquired on December 31, 2020. Its products and services are marketed nationwide through its sales force, brokers, consultants, advisors, third-party administrators and financial institutions. The Financial Services business unit also includes the results of Personal Capital, a hybrid wealth manager that provides financial tools and advice to individuals, following the completion of its acquisition in the third quarter of 2020. Financial Services also includes a retained block of life insurance, predominately participating policies, which are administered by Protective Life Insurance Company (Protective Life), as well as a closed retrocession block of life insurance. The Asset Management unit, Putnam, provides investment management, certain administrative functions, distribution and related services through a broad range of investment products, including the Putnam funds, its own family of mutual funds which are offered to individual and institutional investors. PanAgora, a Putnam affiliate, offers a broad range of investment solutions using sophisticated quantitative techniques.

As a result of the acquisition of Personal Capital, Lifeco expects to incur integration expenses of US\$57 million pre-tax, of which US\$19 million pre-tax have been incurred as of September 30, 2021. The integration remains on track to be completed in the first quarter of 2022.

As of September 30, 2021, US\$60 million of pre-tax run-rate cost synergies have been achieved related to Lifeco's acquisition of MassMutual's retirement services business. Lifeco remains on track to achieve run-rate cost synergies of US\$160 million pre-tax at the end of integration in 2022 and to achieve run-rate revenue synergies of US\$30 million in 2022 and continue to grow beyond 2022.

Lifeco expects to incur integration and restructuring expenses of US\$125 million pre-tax related to the MassMutual transaction, of which US\$64 million pre-tax have been incurred as of September 30, 2021. Lifeco expects that the integration will be completed in the second half of 2022.

On July 21, 2021, Empower Retirement announced that it had reached a definitive agreement to acquire Prudential Financial, Inc.'s (Prudential) full-service retirement business, which covers 4,300 workplace savings plans, approximately four million participants and US\$314 billion in assets under administration. The acquisition is expected to add significant scale and capabilities and further solidifies Empower Retirement's position as the second-largest retirement plan service provider in the United States and strengthens Empower Retirement's overall offering for participants and sponsors through additional expertise, an expanded product offering and new technology and expertise from Prudential. It also increases the synergy potential of Empower Retirement's 2020 acquisition of hybrid wealth manager, Personal Capital, across a larger combined business. The total transaction value of US\$3.55 billion includes purchase price consideration of US\$1.12 billion, reinsurance ceding commission of US\$0.33 billion and US\$2.1 billion of required capital to support the business. Lifeco intends to fund the transaction with \$1.5 billion (US\$1.19 billion) of limited recourse capital notes issued during the third quarter, US\$1.0 billion short-term debt, and existing internal resources. Lifeco expects the transaction to close in the first quarter of 2022, subject to regulatory approval and other customary closing conditions.

Lifeco anticipates realizing cost synergies through the migration of Prudential's retirement services business onto Empower Retirement's record-keeping platform. Estimated run-rate cost synergies are expected to be US\$180 million pre-tax and are expected to be phased in over 24 months. Revenue synergies of US\$20 million pre-tax are expected by Lifeco on a run-rate basis by the end of 2023 and Lifeco expects them to grow to US\$50 million by 2025. Lifeco expects to incur one-time integration expenses of US\$170 million pre-tax and transaction expenses of US\$55 million pre-tax, of which US\$6 million pre-tax have been incurred as of September 30, 2021. Lifeco expects the integration to be completed 24 months following closing.

The Europe segment comprises three distinct business units: United Kingdom (U.K.), Ireland and Germany. The U.K. and German units operate under the Canada Life brand and the Ireland business unit operates under the Irish Life brand. The core products offered by the U.K. business unit are bulk and individual payout annuities, equity-release mortgages, investments (including life bonds, retirement drawdown and pension), individual protection and group insurance. The core products offered by the Ireland business unit are savings and investments, individual and group life insurance, health insurance and pension products. The German business unit focuses on company and individual pension and individual protection products.

On November 1, 2021, subsequent to quarter end, Irish Life completed the previously announced acquisition of Ark Life Assurance Company dac (Ark Life) from Phoenix Group Holdings plc for a total cash consideration of €230 million. Ark Life is closed to new business and manages a range of pensions, savings and protection policies for its customers in the Irish market. The transaction will see approximately 150,000 policies and €2.1 billion in assets move to Irish Life. The acquisition adds scale to Irish Life's retail division and enhances Irish Life's ability to provide customers with market-leading wealth and insurance solutions.

The Capital and Risk Solutions segment includes the operating results of the Reinsurance business unit which operates primarily in the U.S., Barbados, Bermuda and Ireland.

On October 7, 2021, subsequent to quarter end, Lifeco announced it had agreed to enter into a long-term strategic relationship with Sagard, a wholly owned subsidiary of the Corporation, which includes the sale of its United States-based subsidiaries, EverWest Real Estate Investors, LLC and EverWest Advisors, LLC (EverWest) to Sagard, in exchange for a minority shareholding in Sagard's subsidiary, Sagard Holdings Management Inc. EverWest is a wholly owned subsidiary of Canada Life and its principal activity is real estate investment management services. The sale of EverWest is expected to close in the fourth quarter of 2021, subject to regulatory and customary closing conditions. The Corporation currently consolidates EverWest through Lifeco, and therefore the transaction will not have a significant impact on the consolidated statements of earnings and balance sheets.

As part of the strategic relationship with Sagard, Lifeco will make a capital commitment of up to approximately US\$500 million into certain Sagard strategies. Lifeco has also committed to investing a further approximately US\$2.0 billion in real estate investments to support EverWest's future growth within Sagard. The strategic relationship with Sagard is intended to advance Lifeco's strategy to further broaden its access to alternative investment options.

At September 30, 2021, Power Financial and IGM held interests of 66.7% and 4.0%, respectively, in Lifeco's common shares, representing approximately 65% of the voting rights attached to all outstanding Lifeco voting shares. The *Insurance Companies Act* limits voting rights in life insurance companies to 65%.

See Part B of this MD&A for additional information on Lifeco.

**IGM Financial**

IGM Financial Inc. (TSX: IGM), market capitalization of \$10.8 billion at September 30, 2021, is a leading wealth and asset management company supporting financial advisors and the clients they serve in Canada, and institutional investors throughout North America, Europe and Asia. IGM's principal operating subsidiaries are wealth manager IG Wealth Management and asset manager Mackenzie Investments. IGM has three reportable segments: Wealth Management, Asset Management and Strategic Investments and Other.

The Wealth Management segment reflects the activities of operating companies that are principally focused on providing financial planning and related services to Canadian households and represents the activities of IG Wealth Management and Investment Planning Counsel. These firms are retail distribution organizations that serve Canadian households through their securities dealers, mutual fund dealers and other subsidiaries licensed to distribute financial products and services. The Wealth Management segment provides a comprehensive planning approach through IG Wealth Management consultants and IPC advisors by offering a broad range of financial products and services including a broad selection of mutual funds, managed portfolios, advisory accounts and unique portfolio management programs as well as insurance products and mortgage and banking solutions. IG Wealth Management distinguishes itself from its competition by offering comprehensive planning to its clients within the context of long-term relationships. Investment Planning Counsel is an independent distributor of financial products, services and advice in Canada.

The Asset Management segment reflects the activities of operating companies primarily focused on providing investment management services, and represents the operations of Mackenzie Investments. Investment management services are provided to a suite of investment funds that are distributed through third-party dealers and financial advisors, and through institutional advisory mandates to financial institutions, pensions and other institutional investors. Mackenzie Investments is a diversified asset management solutions provider and offers a wide range of investment mandates through a boutique structure and uses multiple distribution channels. Mackenzie seeks to be Canada's preferred global asset management solutions provider and business partner.

On December 31, 2020, Mackenzie, a subsidiary of IGM, acquired GLC, a Canadian investment management firm with \$37 billion in assets under management, from Lifeco. Separately, Canada Life acquired the fund management contracts relating to the private label Quadrus Group of Funds (QGOF). Mackenzie was previously the manager and trustee of the QGOF. Subsequent to the sale, Mackenzie continues to provide investment and administration services to the QGOF.

The Strategic Investments and Other segment primarily represents the key strategic investments made by IGM, including China AMC (refer to the section "China AMC"), Lifeco, Northleaf, Wealthsimple, and the Portage Ventures funds (refer to the section "Alternative Asset Investment Platforms"), as well as unallocated capital.

On October 28, 2020, Mackenzie, together with Lifeco, acquired a non-controlling interest in Northleaf, a global private equity, private credit and infrastructure fund manager, headquartered in Toronto. Mackenzie and Lifeco executed the transaction through an acquisition vehicle 80% owned by Mackenzie and 20% owned by Lifeco. The acquisition vehicle acquired a 49.9% non-controlling voting interest and a 70% economic interest in Northleaf for cash consideration of \$241 million and up to an additional \$245 million in consideration at the end of five years, subject to the business achieving exceptional growth in certain performance measures over the period. Northleaf's assets under management, including invested capital and uninvested commitments, were \$18.6 billion at September 30, 2021. IGM has determined that the acquisition vehicle has significant influence over Northleaf, and has classified its investment in Northleaf as an associate using the equity method.

At September 30, 2021, Power Financial and Canada Life, a subsidiary of Lifeco, held interests of 61.8% and 3.9%, respectively, in IGM's common shares.

See Part C of this MD&A for additional information on IGM.

**GBL**

Power Financial Europe SA, a wholly owned subsidiary of Power Financial, and the Frère Group each hold a 50% interest in Parjointco. At September 30, 2021, Parjointco held a 28.2% indirect (43.2% of the voting rights) controlling interest in GBL, a Belgian holding company listed on the Brussels Stock Exchange.

GBL (EBR: GBLB), market capitalization of €15.3 billion at September 30, 2021, is one of the largest listed holding companies in Europe. Focused on long-term value creation, GBL relies on a stable and supportive family shareholder base. GBL strives to maintain a diversified high-quality portfolio composed of global industrial and services companies, leaders in their sectors, in which GBL can contribute to value creation by being an active professional investor.

At September 30, 2021, GBL's portfolio was mainly comprised of investments in the following:

## PUBLICLY LISTED

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|---|---|
| <ul style="list-style-type: none"> <li>▪ Imerys (EPA: NK) – mineral-based specialty solutions for industry</li> <li>▪ SGS (SIX: SGSN) – inspection, verification, testing and certification solutions</li> <li>▪ adidas (XETR: ADS) – design, development, production and distribution of sporting goods</li> <li>▪ Pernod Ricard (EPA: RI) – wines and spirits</li> <li>▪ Holcim (SIX: HOLN and EPA: HOLN) – construction materials and solutions including cement, aggregates and concrete</li> </ul> | <ul style="list-style-type: none"> <li>▪ Umicore (EBR: UMI) – materials technology and recycling of precious metals</li> <li>▪ GEA (XETR: G1A) – supplier of equipment and project management for a wide range of processing industries primarily in the food and beverage sectors</li> <li>▪ Ontex (EBR: ONTEX) – disposable hygiene products</li> <li>▪ MOWI (OSE: MOWI) – producer of Atlantic salmon</li> </ul> |
|---|---|

## PRIVATELY HELD

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| <ul style="list-style-type: none"> <li>▪ Webhelp – provider of customer experience and business process outsourcing</li> <li>▪ Canyon – direct-to-consumer manufacturer of premium bicycles</li> </ul> | <ul style="list-style-type: none"> <li>▪ Voodoo – developer and publisher of mobile games</li> <li>▪ Parques Reunidos – operation of regional leisure parks</li> </ul> |
|--|--|

In addition, through its subsidiary Sienna Investment Managers (formerly Sienna Capital), GBL is developing a portfolio of private equity, debt and thematic funds and is expanding its activities into asset management.

On March 9, 2021, GBL invested €0.4 billion and acquired a majority stake in Canyon Bicycles GmbH (Canyon). Canyon is a leading and fast-growing German manufacturer of premium conventional and electric bikes with global reach and a leader in direct-to-consumer distribution. GBL controls the acquisition vehicle, and held 60% of the capital jointly with co-investors at the closing of the acquisition.

During the first, second and third quarters of 2021, GBL reduced its exposure in certain of its investments generating total proceeds of approximately €2.5 billion, including:

- Holcim: GBL entered into forward sales contracts maturing during the first and second quarters, and related to a portion of its holding in Holcim (formerly LafargeHolcim), decreasing its ownership in Holcim from 7.57% at the end of 2020 to 2.14% at September 30, 2021. These sales generated a gain for GBL of €397 million.
- Umicore: GBL reduced its holding in Umicore from 18.02% of the capital at the end of 2020 to 15.92% at September 30, 2021. These sales generated a gain for GBL of €152 million.
- GEA: GBL reduced its holdings in GEA from 8.51% at the end of 2020 to 6.64% at September 30, 2021. These sales generated a loss for GBL of €2 million.

On August 9, 2021, GBL acquired a minority stake in Voodoo, a leading global developer and publisher of mobile games, in order to support the company's future development, including through acquisitions. GBL invested €268 million, mostly through newly issued preferred shares at an equity value (post-money) of €1.7 billion, representing a 15.9% stake for GBL. According to GBL, Voodoo is positioned at the crossroads of multiple structural trends aligned with GBL's strategic priorities, including digital, consumer experience and entertainment.

GBL's net asset value at September 30, 2021 was €22,489 million, compared with €20,498 million at December 31, 2020.

GBL's financial results and other disclosures are derived from publicly disclosed information, as issued by GBL in its third quarter of 2021 press release and its half year report at June 30, 2021. Further information on GBL's results is available on its website ([www.gbl.be](http://www.gbl.be)).

## ALTERNATIVE ASSET INVESTMENT PLATFORMS

Since the launch of the first Sagard fund in Europe in 2002, Power Corporation has continued to develop alternative asset investment platforms (investment platforms) that manage portfolios on behalf of the Corporation and third-party investors in several alternative asset classes in three principal geographies: Europe, North America, and China. The investment platforms Sagard and Power Sustainable are managed locally by experienced investment professionals who have an in-depth knowledge of the local markets and benefit from collaboration within the Power group of companies. Power Corporation's investment platforms seek to generate attractive returns for their investors by: (i) attracting experienced investment teams to execute on investment strategies where the investment platforms' ecosystem gives them a competitive advantage; (ii) leveraging the global network created over decades by the Power group to drive the commercial success of their investment strategies and underlying investments; and (iii) providing flexible capital solutions to solve a range of business and financing needs.

The investment platforms comprise asset management and investing activities. Earnings from asset management activities include income earned from management fees and carried interest, net of investment platform expenses. Earnings from investing activities comprise income earned on the capital invested by the Corporation (proprietary capital) in the investment funds managed by each platform and the share of earnings (losses) of controlled and consolidated subsidiaries held within the investment platforms.

Assets under management of the investment platforms include:

- Net asset value of the investment funds managed, including unfunded capital commitments;
- Assets managed on behalf of the Corporation and clients by asset managers controlled within the investment platforms;
- Fair value of equity interests in standalone businesses; and
- Cash and other assets held by the manager.

### Sagard

Sagard was founded in 2005 as a complement to the Corporation's global investment activities. Today, Sagard is a multi-strategy alternative asset manager with professionals principally located in Canada, the U.S. and Europe. Sagard seeks to generate attractive returns by matching investment opportunities with flexible capital solutions and pairing entrepreneurs with teams that have deep industry knowledge. Sagard develops long-term partnerships and empowers the growth of its investments through a unique global network of portfolio companies, limited partners, advisors and other valued relationships.

On March 26, 2021, the Corporation completed a reorganization to consolidate the alternative investment management business of Sagard under a newly formed entity, Sagard Holdings Management Inc. (SHMI). In the first quarter, the Corporation invested US\$20 million in SHMI and management of Sagard acquired an interest of 4.5% in SHMI. SHMI also created a long-term incentive program pursuant to which certain key management received, or will receive in the future, compensation in the form of equity of SHMI vesting over a 6-year period.

### SUBSEQUENT EVENTS

In October 2021, Sagard announced a long-term strategic relationship with Lifeco, which includes the acquisition by Sagard of EverWest from Lifeco, subject to satisfaction of certain closing conditions. EverWest is a real estate investment management firm based in Denver, Colorado, with US\$3.8 billion in assets under management and is an integrated real estate platform, from acquisition, repositioning and development, to management and exit. In exchange, Lifeco will acquire a minority equity stake in SHMI. The transaction is expected to close in the fourth quarter of 2021.

The acquisition of EverWest will also mark Sagard's establishment of a real estate investment platform and increased presence in the U.S. market. As part of the transaction, Lifeco will commit to investing approximately US\$2 billion (including amounts committed prior to the transaction date) in EverWest investment vehicles to support EverWest's future growth. In addition, the relationship includes capital commitments of up to a further approximately US\$500 million by Lifeco into certain Sagard managed funds (incremental to its current commitments to certain existing Sagard funds).

The operations of Sagard are comprised of asset management and investing activities.

**ASSET MANAGEMENT ACTIVITIES**

At September 30, 2021, Sagard had US\$8.7 billion of assets under management, including unfunded commitments, of which US\$239 million relates to equity interests in standalone businesses (see section "Standalone businesses" below), across four asset classes: private credit, healthcare royalties, venture capital and private equity, including US\$1.0 billion through its wealth management business.

The following table summarizes the funds managed by Sagard and the Corporation's interests in each of the funds:

September 30, 2021				Interest held		Commitment		Manager compensation			
(in millions, except as otherwise noted)	Currency	Vintage	Capital commitment	Power Corporation	Third parties & associated companies <sup>[1]</sup>	Total funded	Unfunded	Distributions to date <sup>[2]</sup>	NAV <sup>[3]</sup>	Fees <sup>[4]</sup>	Carried interest
			(\$)	(%)	(%)	(\$)	(%)	(\$)	(\$)	(%)	(%)
<b>Private Credit</b>											
Sagard Credit I <sup>[5]</sup>	US\$	2017	557	18.0	82.0	483	62.0	272	329	1.50 IC	15.0
Sagard Credit II <sup>[6]</sup>	US\$	2020	987	5.1	94.9	-	100.0	-	-	1.50 IC	20.0
<b>Healthcare Royalties</b>											
Sagard Healthcare Royalty Partners <sup>[5]</sup>	US\$	2019	726	10.3	89.7	86	88.1	2	68	1.75 CC	20.0
<b>Venture Capital</b>											
Portage I LP <sup>[7, 8]</sup>	C\$	2016	401	37.9	62.1	401	-	417	2,357	2.00 IC	10.0
Portage II LP <sup>[7, 9]</sup>	C\$	2018	427	12.4	87.6	273	36.1	4	531	2.00 IC	20.0
Portage III LP <sup>[6]</sup>	US\$	2021	358	4.5	95.5	49	86.3	-	41	2.25 CC	20.0
<b>Private Equity</b>											
Sagard Europe II	€	2006	728	22.4	77.6	722	0.9	995	124	1.75 IC	20.0
Sagard Europe 3 <sup>[10]</sup>	€	2013	808	0.2	99.8	657	18.7	462	780	2.00 IC	20.0
Sagard Europe 4 <sup>[6]</sup>	€	2020	622	24.3	75.7	107	82.8	-	96	1.75 CC	20.0
Sagard NewGen <sup>[6]</sup>	€	2020	111	54.4	45.6	71	36.0	-	68	2.00 CC	20.0

[1] Third parties and associated companies includes commitments from management as well as commitments from Lifeco (US\$50 million in Sagard Credit Partners II, \$33 million in Portage II and US\$24 million in Portage III), IGM (\$33 million in Portage II and US\$26 million in Portage III), Pargesa (€33 million in Sagard Europe II), and GBL (€102 million in Sagard Europe II, €218 million in Sagard Europe 3, €150 million in Sagard Europe 4 and €50 million in Sagard NewGen). Lifeco and IGM have invested \$23 million and \$226 million, respectively, in Portage I.

[2] Excludes distributions which have been recalled by the fund for reinvestment, as well as distributions made by the fund due to rebalancing from increases in fund size.

[3] Net asset value (NAV) of the fund includes the controlled and consolidated investments held through the fund presented at fair value.

[4] Presents the Base management fees of each fund; management fees are based on committed capital (CC) or invested capital (IC).

[5] Total funded commitment represents the net cash funded for portfolio investments and fund expenses since inception, excluding amounts that have been recalled by the fund. The unfunded commitment of Sagard Credit I includes distributions of \$272 million which are recallable by the fund.

[6] Fundraising activities continue for Sagard Credit Partners II, Portage III LP, Sagard Europe 4 and Sagard NewGen.

[7] Includes an interest in Portage I and Portage II of 37.9% and 7.7%, respectively, held through Power Financial.

[8] Includes investments held by Portage I, Power Financial and IGM, through limited partnerships controlled by Power Financial, in Wealthsimple.

[9] Prior to April 1, 2021, management fees were based on committed capital. As of April 1, 2021, management fees are based on invested capital, which includes a reserve for follow-on investments as the fund has closed its investment period.

[10] During the third quarter, the Corporation completed the sale of its 37.1% interest in Sagard Europe 3 in a secondary transaction; the Corporation retained its interest held in the carried interest units.

**Private Credit**

- Sagard Credit Partners had assets under management of US\$1.8 billion, including unfunded commitments, at September 30, 2021.
- Sagard Credit I, a fund launched in 2017, provides credit capital directly to public and private middle-market companies across the U.S. and Canada. Sagard Credit Fund I has total capital commitments of US\$557 million, of which Sagard has committed US\$100 million.

In the third quarter of 2021, the Corporation reassessed its control assessment for Sagard Credit I and determined that its exposure to the variable returns supports that Sagard is acting as an agent. The Corporation no longer controls Sagard Credit I and has derecognized the assets and liabilities of Sagard Credit I.

- In October 2020, Sagard launched Sagard Credit II, its second credit fund, which will primarily invest in secured private credit, which the fund's investment manager believes to be an underserved segment in the non-sponsor-backed middle market in Canada and the U.S. At September 30, 2021, Sagard Credit II has commitments totalling US\$987 million, of which Sagard has committed US\$50 million and Lifeco has committed US\$50 million.

Sagard also has a separately managed agreement with Lifeco to invest up to an additional US\$120 million alongside Sagard Credit II.

- On October 20, 2021, Sagard Credit Partners announced the launch of a new Senior Loans strategy, which will focus on first-lien lending to non sponsor-owned North American companies with \$50 million or less in EBITDA. Sagard expects external fundraising efforts to begin in the first half of 2022.

**Healthcare Royalties**

- Sagard Healthcare Royalty Partners had assets under management of US\$708 million, including unfunded commitments, at September 30, 2021. Sagard Healthcare Royalty Partners has total capital commitments of US\$726 million, of which Sagard has committed US\$75 million. Sagard Healthcare Royalty Partners LP (SHRP), a fund launched in 2019, invests in the life sciences sector with a focus on investments protected by strong intellectual property. SHRP invests in various structures, including traditional healthcare royalties, royalty securitizations and royalty-related credit.

**Venture Capital (Fintech Investments)**

- Portage Ventures, the venture capital arm of Sagard, had assets under management of US\$2.8 billion (C\$3.6 billion) at September 30, 2021, including unfunded commitments and an investment in Wealthsimple, a consolidated subsidiary. The Corporation, through investments held by Power Financial, together with Lifeco, IGM and Sagard, are anchor investors in the Portage I, Portage II and Portage III funds. Portage Ventures is a global fintech investor focused on identifying visionary entrepreneurs building the next generation of financial service companies. Its global focus enables the leveraging of market insights from one region to another. Through its funds, Portage Ventures has invested in more than 60 fintech companies and investment funds.
- Portage I held investments of \$122 million at September 30, 2021 (\$101 million at December 31, 2020), excluding the investment in Wealthsimple, a consolidated subsidiary discussed below.
- Portage II has total capital commitments of \$427 million, of which Sagard has committed \$20 million and Power Financial, Lifeco and IGM have each committed \$33 million for a total of \$119 million. At September 30, 2021, the fair value of Portage II's investment portfolio was \$583 million (\$369 million at December 31, 2020).
- In the first quarter of 2021, Portage Ventures launched Portage Ventures III LP, its third fintech venture fund focused on early-stage investments in the global financial technology sector. At September 30, 2021, total capital commitments amounted to US\$358 million, of which Sagard committed US\$16 million and Lifeco and IGM have committed US\$24 million and US\$26 million, respectively. Portage Ventures will continue fundraising through 2021. At September 30, 2021, the fair value of Portage III's investment portfolio was \$64 million (US\$50 million), (nil at December 31, 2020).

On October 6, 2021, subsequent to quarter end, Portage III completed an additional closing of US\$110 million, increasing total commitments to US\$468 million. As part of the closing, Lifeco increased its commitment from US\$24 million to US\$59 million.

**Private Equity**

- Sagard, through its subsidiary Sagard SAS, a French management company headquartered in Paris, had assets under management of US\$2.1 billion (€1.8 billion), including unfunded commitments, at September 30, 2021. Sagard SAS manages investment funds dedicated to investing in mid-sized and small cap private companies based in Europe. Sagard SAS currently has four private equity funds including Sagard Europe II, Sagard Europe 3, Sagard Europe 4 and Sagard NewGen.
- Sagard Europe 3, a fund launched in 2013, had a total of €808 million of committed capital at September 30, 2021. During the third quarter, the Corporation completed the sale of its 37.1% interest in the fund in a secondary transaction.
- Sagard Europe 4, a fund launched in 2020, has total committed capital of €622 million at September 30, 2021. The Corporation has committed an amount of €150 million, which may be increased to €200 million under certain circumstances. At September 30, 2021, the fair value of Sagard Europe 4's investment portfolio, excluding an investment in a controlled subsidiary, was \$136 million (€92 million), (\$127 million and €81 million, respectively, at December 31, 2020).
- Sagard NewGen, a fund launched in 2020, is a European small cap fund focused on the healthcare and technology sectors; it will invest in majority and minority holdings with deal sizes typically between €10 million and €50 million. Sagard NewGen will seek to invest in companies aiming to become leaders in their respective market that share a commitment to innovation and sustainability. Sagard NewGen has total committed capital of €111 million, of which the Corporation has committed an amount of €60 million. At September 30, 2021, the fair value of Sagard NewGen's investment portfolio was \$98 million (€66 million), (\$15 million and €10 million, respectively, at December 31, 2020).  
Sagard SAS continues its fundraising activities for Sagard Europe 4 and Sagard NewGen.
- In January 2021, Sagard announced the launch of its Canadian Private Equity platform, Sagard Private Equity Canada (SPEC) a strategy which will focus on the middle market in Canada. On September 8, 2021, SPEC announced its first warehouse investment with the acquisition of a non-controlling interest in Groupe LOU-TEC Inc., a leading heavy machinery and equipment rental company operating mainly in the province of Québec. Sagard has commenced external fundraising efforts and expects the initial close to be completed in the fourth quarter of 2021.

**Wealth Management**

- Sagard holds a 64.2% controlling interest in Grayhawk Investment Strategies Inc. (Grayhawk). In April 2021, Sagard invested a further \$11 million in Grayhawk. Grayhawk, a registered portfolio manager, investment manager and exempt market dealer, manages \$1.2 billion in assets for high-net-worth Canadian families.

**Special Purpose Acquisition Company**

- In the second quarter, Sagard launched Portage Fintech Acquisition Corporation (PFAC), a newly organized U.S. "blank check company" sponsored by PFTA I LP, an affiliate of Sagard. On July 21, 2021, PFAC successfully completed an initial public offering of 25,911,379 units at a price of US\$10.00 per unit, raising gross proceeds of US\$259 million, including exercise of the over-allotment option granted to underwriters of the offering. On July 21, 2021, the units were listed on the Nasdaq exchange and trade under the ticker symbol "PFTAU". Each unit consists of one Class A ordinary share of PFAC and one-third of one redeemable warrant. The offering closed on July 23, 2021 and the over-allotment was completed on August 5, 2021.

Sagard through PFTA I LP holds a 6% economic interest in PFAC through Class B shares and private warrants. Sagard has determined that it has significant influence over PFAC through PFTA I LP, and accounts for its interest as an associate using the equity method.

PFAC intends to focus on an acquisition opportunity in industries that complement the platform's industry knowledge and capitalize on its ability to source and acquire a business in the fintech or financial services ecosystem.

**INVESTING ACTIVITIES**

The Corporation holds the following investments in funds, including the investments held through Power Financial, which are managed by Sagard:

Asset class	Private Credit	Healthcare Royalties	Venture Capital			Private Equity			
	Sagard Credit I	Sagard Healthcare Royalty Partners LP	Portage I LP <sup>[1]</sup>	Portage II LP	Portage III LP	Sagard Europe II	Sagard Europe 3	Sagard Europe 4	Sagard NewGen
September 30, 2021 (in millions of Canadian dollars)									
Investments to date <sup>[2]</sup>	150	53	152	41	2	221	525	133	58
Share of distributions to date <sup>[2]</sup>	99	43	135	10	-	289	762	97	-
Fair value of the investment at September 30, 2021	77	9	860	61	2	33	37	36	54

[1] Includes investment in the controlled and consolidated subsidiary, WealtheSimple, at fair value.

[2] Includes distributions which have been recalled by the fund and distributions due to rebalancing.

During the third quarter, the Corporation completed the sale of its 37.1% interest in Sagard Europe 3 in a secondary transaction. The Corporation received gross proceeds of \$334 million (€225 million) and realized a gain of \$66 million in net earnings in the quarter. The Corporation retained its interest held in the carried interest units.

**Fintech Investments**

Fintech investments are comprised of the Corporation's investments, primarily held through Power Financial, in the Portage I, Portage II and Portage III funds and Wealthsimple.

**WEALTHSIMPLE**

At September 30, 2021, Portage I, Power Financial and IGM collectively held, through a limited partnership controlled by Power Financial, an undiluted equity interest in Wealthsimple of 55.0% (74.9% at December 31, 2020), representing a voting interest of 56.5% and a fully diluted equity interest of 42.6%. Wealthsimple is one of Canada's leading financial technology companies, and operates one of the country's largest and fastest-growing digital investing platforms.

Wealthsimple continues to scale its presence in the marketplace and expand its suite of investment and savings products, which include Wealthsimple Cash, Wealthsimple Crypto, Wealthsimple Invest, Wealthsimple Save, Wealthsimple Trade and Wealthsimple Work. At September 30, 2021, Wealthsimple had over 1.3 million clients, excluding tax clients, across the Canadian and United Kingdom markets with assets under administration of \$16.6 billion, compared with \$8.1 billion (excluding the assets under administration of U.S. clients and Wealthsimple for Advisors) at September 30, 2020, representing a year-over-year growth of 106%.

On March 4, 2021, Wealthsimple announced that it had sold its U.S. book of business. This disposal supports Wealthsimple's strategy to focus on the Canadian market. During the second quarter, Wealthsimple closed this transaction and completed the transfer of the U.S.-based customer accounts.

On May 3, 2021, Wealthsimple announced that it had signed a \$750 million equity offering, consisting of a \$250 million primary offering by Wealthsimple, as well as a \$500 million secondary offering by the Corporation, IGM and Lifeco (Power Group) pro rata to their respective ownership interests. The investment was led by Meritech Capital and Greylock Partners, and included participation from a large group of investors. The transaction closed on May 12, 2021.

At the completion of the transaction, the Power Group held a combined equity interest of 42.6%, on a fully diluted basis, representing 60.3% of the voting rights, of which a 3.8% voting interest is held through a co-investment vehicle managed by Sagard. As a result of the secondary offering, the Power Group received proceeds of \$500 million and retained an interest valued at \$2.1 billion. The Corporation's share of proceeds from the secondary offering is \$187 million (\$164 million after tax, before the consideration of existing tax attributes) and it has retained a 15.9% equity interest, including its indirect interest held through Portage I, in Wealthsimple, on a fully diluted basis, valued at \$796 million.

In the first quarter of 2021, the fair value increase in Wealthsimple resulted in a charge related to the remeasurement of the put right liability of certain of the non-controlling interests and option holders in Wealthsimple to fair value and carried interest payable. The Corporation's share of the charge on the remeasurement of the put right liability was \$208 million and is included as an Adjustment, of which \$108 million was reflected as an Adjustment to Lifeco and IGM's contribution to net earnings based on their respective interests. The Corporation's share of the net charge on the carried interest payable was \$41 million comprised of:

- Asset management activities: a net carried interest earned by Sagard of \$61 million which includes an amount of \$20 million of related employee costs to be expensed over the vesting period; and
- Investing activities: an increase in the carried interest payable of the Corporation of \$102 million of which \$53 million was reflected in Lifeco and IGM's contribution to adjusted net earnings based on their respective interests.

At close of the transaction, the existing put rights held by non-controlling interests and option holders of Wealthsimple were extinguished. In the second quarter of 2021, following the close of the primary and secondary offerings and the extinguishment of the put rights, the Corporation recorded an increase in participating shareholders' equity of \$757 million (\$712 million post-tax) recognized through the statement of changes in equity.

At September 30, 2021, the Group has invested \$315 million in Wealthsimple (same at December 31, 2020).

## Power Sustainable

Power Sustainable is a global multi-platform alternative asset manager with a long-term investment approach focused on sustainable strategies. It has offices in Montréal, Toronto, Shanghai, Beijing and New Jersey. Power Sustainable is comprised of two platforms: the Pacific platform invests in the China equity markets, seeking high-quality, sustainable business models with a fundamentals-based, research-driven investment process; and the Energy Infrastructure platform invests in the development, construction, and operations of renewable energy infrastructure assets in North America.

Power Sustainable had \$4.5 billion of assets under management, including unfunded commitments, at September 30, 2021, of which \$1.4 billion relates to equity interests in standalone businesses (see section “Standalone Businesses” below).

### POWER PACIFIC

Power Pacific invests in the mainland China A-shares (A shares) market through a Qualified Foreign Institutional Investor (QFII) licence as well as through the Hong Kong Stock Connect program. Power Pacific has a long-term, fundamentals-based investment philosophy, and benefits from ongoing growth across multiple attractive sectors in China.

Since its inception in 2005, the Corporation has invested \$364 million in Power Pacific and has received distributions of \$299 million, including distributions of \$72 million in the first quarter, and \$25 million in each of the second and third quarters of 2021. At September 30, 2021, the fair value of the Corporation's investment in Power Pacific, including cash and other, was \$961 million (including unrealized gains of \$48 million), compared with \$1,134 million at December 31, 2020.

	September 30, 2021	December 31, 2020
Investment in A shares	803	1,025
Cash and other	158	109
Total portfolio, at fair value	961	1,134

Power Pacific manages China-based equity investment funds and also holds a Private Fund Manager (PFM) licence for domestic Chinese investors. At September 30, 2021, Power Pacific had \$369 million of assets under management on behalf of third-party investors and continues fundraising activities across all investment vehicles.

### POWER SUSTAINABLE ENERGY INFRASTRUCTURE

At September 30, 2021, Power Sustainable Energy Infrastructure (Power Sustainable Energy) managed \$1,695 million of net assets, including unfunded commitments, and operates a leading North American-focused renewable energy platform with 1.6 GW of utility-scale and distributed energy assets, including 439 MW of assets under construction, and 655 MW of assets in advanced development projects. Through its wholly owned operating companies, Nautilus Solar and Potentia Renewables, Power Sustainable Energy has a dedicated team of over 100 in-house professionals to oversee the development, construction, financing and operation of renewable energy assets across North America.

- **Potentia Renewables:** Power Sustainable holds a 100% interest in Potentia, a renewable energy generation company, which is a fully integrated developer, operator and manager of solar and wind energy assets, active in North America and the Caribbean.
- **Nautilus Solar:** Power Sustainable holds a 100% interest in Nautilus, a company headquartered in New Jersey, U.S. that acquires, develops, finances and manages distributed solar projects across community, municipal/utility-scale, commercial and industrial markets.

Values for net assets disclosed throughout this section reflect the fair value of assets, net of liabilities and project debt.

Power Sustainable Energy actively manages these investments through Power Sustainable Energy Infrastructure Partnership (PSEIP) and through direct investments:

September 30, 2021 (in millions of Canadian dollars)	Assets under management <sup>[1]</sup>	Net asset value	Total assets <sup>[2]</sup>
PSEIP	1,135	496	1,211
Direct Investments	560	560	1,231
	1,695	1,056	2,442

[1] Net asset value and unfunded commitments.

[2] Represents the carrying value of total consolidated assets.

**Power Sustainable Energy Infrastructure Partnership**

- At September 30, 2021, Power Sustainable Energy Infrastructure Partnership managed \$1,135 million of net assets, including unfunded commitments, throughout North America. In January 2021, Power Sustainable launched the Power Sustainable Energy Infrastructure Partnership, a partnership with committed capital of \$1 billion dedicated to the renewable energy sector, including a commitment of \$400 million from Power Sustainable and \$150 million from Lifeco. Power Sustainable Energy earns management fees of 0.85% to 1.00% charged on the net asset value of the partnership as well as a carried interest of 15%. At September 30, 2021, Power Sustainable has invested \$145 million in the partnership, received distributions of \$1 million, and has an unfunded commitment of \$255 million.
- At September 30, 2021, Power Sustainable Energy Infrastructure Partnership had \$1,211 million of total assets on a consolidated basis, having a net asset value of \$496 million. The fair value of the Corporation's investment in the partnership was \$191 million at September 30, 2021.

**Direct Investments**

- Power Sustainable Energy managed \$560 million of net assets through direct investments in projects under development and in operation in North America and the Caribbean, at September 30, 2021.
- At September 30, 2021, Power Sustainable Energy had \$1,231 million in total assets on a consolidated basis. These direct investments have a combined 940 MW of solar and wind energy assets, which includes 210 MW of assets under construction, and 541 MW of assets in advanced development projects.

On January 1, 2021, certain existing operating assets and projects under development and the related project debt, in the amount of \$255 million, were transferred to the partnership from Potentia Renewables and Nautilus in exchange for consideration in cash of \$154 million and a 40% interest in the fund.

The Corporation controls the fund and consolidates the activities of the fund. Equity interests held by third parties have redemption features, subject to certain restrictions, and have been classified as a financial liability. In the first quarter of 2021, as a result of the investment by third parties in equity interests of the fund, the Corporation recognized a reduction of retained earnings of \$45 million in the statements of changes in equity, primarily related to the initial measurement of non-controlling interests.

The fair value of the Corporation's share in the energy infrastructure portfolio was \$751 million at September 30, 2021, compared with \$730 million at December 31, 2020. During the first, second and third quarters, the Corporation invested an additional \$34 million, \$85 million and \$78 million, respectively, in the portfolio and received a distribution of \$154 million.

## Standalone Businesses

The Corporation also has the following equity investments in standalone businesses which are managed to realize value over time:

### SAGARD

- Peak: Sagard held a 42.6% equity interest and 50% of the voting rights in Peak at September 30, 2021. Peak designs and markets sports equipment and apparel for ice hockey, baseball, softball and lacrosse under iconic brands including Bauer and Easton. The Corporation's investment is accounted for using the equity method.

In the fourth quarter of 2020, Easton Diamond Sports, LLC (Easton), a wholly owned subsidiary of Peak, and Rawlings Sporting Goods, Inc. (Rawlings), completed the previously announced definitive agreement for Rawlings to acquire Easton. As part of the agreement the existing shareholders of Peak continue to participate as minority owners in the combined organization. Peak's investment in the combined organization is accounted for using the equity method.

- GP Strategies (NYSE: GPX): Sagard held a 21.0% equity interest at September 30, 2021 in GP Strategies Corporation, a global performance improvement company offering sales and technical training, eLearning solutions, management consulting and engineering services. The Corporation accounts for its investment using the equity method.

On July 15, 2021, GP Strategies announced it had entered into a definitive agreement to be acquired by Learning Technologies Group (AIM: LTG.L), a provider of services and technologies for digital learning and talent management, for US\$20.85 per GP Strategies share in cash, in a transaction valued at approximately US\$394 million. In the second quarter, Sagard recorded a reversal of a previously recognized impairment on its investment in GP Strategies of \$33 million (US\$27 million). Subsequent to quarter end, on October 15, 2021, the transaction was completed and Sagard received proceeds of US\$76 million.

### POWER SUSTAINABLE

- LMPG: Power Sustainable, through Power Sustainable Energy, held a controlling interest of 60.5% at September 30, 2021 in LMPG (formerly Lumenpulse Group Inc.), an internationally recognized designer, developer, and manufacturer of a wide range of high-performance and sustainable specification-grade LED solutions for commercial, institutional, and urban environments.

On June 11, 2021, LMPG announced that it had decided not to pursue its previously announced initial public offering, citing sub-optimal current market conditions.

- Lion Electric: Power Sustainable, through Power Sustainable Energy, held a 35.5% equity interest at September 30, 2021 (44.1% at December 31, 2020) in Lion Electric. An innovative manufacturer of zero-emission vehicles, Lion Electric creates, designs and manufactures all-electric Class 5 to Class 8 commercial urban trucks and all-electric buses and minibuses for the school, paratransit and mass transit segments. Lion is a North American leader in electric transportation and designs, builds and assembles many of its vehicles' components, including chassis, battery packs, truck cabins and bus bodies.

On November 30, 2020, Lion announced its intention to combine with Northern Genesis Acquisition Corp. (Northern Genesis). Northern Genesis is a publicly traded special-purpose acquisition company focused on a commitment to sustainability and strong alignment with environmental, social and governance principles.

On May 6, 2021, Lion announced the closing of the transaction. On that date, a wholly owned subsidiary of Lion merged with Northern Genesis, and as a result Lion is publicly listed on the TSX and the New York Stock Exchange. A US\$200 million committed private placement of common shares of Lion was completed, in which Power Sustainable invested an additional US\$17 million (C\$20 million). At the close of the transaction, Power Sustainable held an equity interest of 31.0%; the effect of the change in ownership resulted in a gain of \$62 million, net of accumulated losses which had not been recognized by the Corporation, recognized in earnings in the second quarter of 2021.

Power Sustainable also held call rights to acquire up to 13,212,480 shares from certain existing shareholders of Lion. During the second quarter, Power Sustainable exercised a portion of its outstanding call rights and acquired an additional 8,891,812 shares, on a cashless net settlement basis, increasing Power Sustainable's interest to 35.7% and resulting in an increase in the carrying value of the investment in Lion of \$222 million. The fair value of the remaining call rights was estimated to be \$13 million at September 30, 2021 (\$102 million at December 31, 2020). In 2021, the Corporation recognized a loss on revaluation of the call rights of \$14 million in the third quarter and a gain on the revaluation of the call rights of \$147 million in the second quarter, recorded in net investment income on the consolidated statement of earnings.

**CHINA AMC**

Founded in 1998 as one of the first fund management companies in China, China AMC has developed and maintained its position among the market leaders in China's asset management industry. China AMC's total assets under management, excluding subsidiary assets under management, were RMB¥1,607 billion (C\$309 billion) at June 30, 2021.

The Corporation and IGM each hold interests of 13.9% in China AMC, representing a combined 27.8% interest. Together they have significant influence and account for their respective interests as an associate using the equity method.

The investment in China AMC leverages the group's global experience in wealth management and distribution. The Power group of companies benefits from the strategic relationship with China AMC which provides opportunities to work together, developing products and subadvisory relationships.

## Basis of Presentation

### IFRS FINANCIAL MEASURES AND PRESENTATION

The Interim Consolidated Financial Statements of the Corporation have been prepared in accordance with International Accounting Standard 34 – *Interim Financial Reporting* (IAS 34) and are presented in Canadian dollars.

Consolidated financial statements present, as a single economic entity, the assets, liabilities, revenues, expenses and cash flows of the parent company and its subsidiaries. The consolidated financial statements present the financial results of Power Corporation (parent) and its subsidiaries after the elimination of intercompany balances and transactions.

The financial statements of the Corporation include the consolidated results of Power Financial which include the results of Lifeco, IGM, Wealthsimple and the Portage I, Portage II and Portage III funds, which are controlled by Power Financial.

Power Financial's investment in GBL is held through Parjointco. Parjointco is a holding company jointly controlled by Power Financial and the Frère Group, and is accounted for using the equity method.

Under the equity method, the investment is initially recognized at cost and adjusted thereafter for changes in the share of net earnings (loss) and other comprehensive income (loss). The investment is reduced by the amount of dividends received.

The investment platforms manage and operate alternative asset investment funds in which third-party investors, the Corporation and associated companies can participate. The Corporation controls a fund when it is exposed, or has rights, to variable returns from its involvement with the fund and has the ability to affect those returns through its power to direct the relevant activities of the fund.

The following table summarizes the accounting presentation for the Corporation's holdings:

Control	Accounting Method	Earnings and Other Comprehensive Income	Impairment Testing	Impairment Reversal
Controlling interest in the entity	Consolidation	Consolidated with non-controlling interests	Goodwill and indefinite life intangible assets are tested at least annually for impairment	Impairment of goodwill cannot be reversed  Impairment of intangible assets is reversed if there is evidence of recovery of value
Significant influence or joint control	Equity method	Corporation's share of earnings and other comprehensive income	Entire investment is tested for impairment	Reversed if there is evidence the investment has recovered its value
Investment	Available for sale (AFS)	Earnings consist of dividends received and gains or losses on disposals  The investments are marked to market through other comprehensive income  Earnings are reduced by impairment charges, if any	Impairment testing is done at the individual investment level  A significant or prolonged decline in the value of the investment results in an impairment charge  A share price decrease subsequent to an impairment charge leads to a further impairment	A subsequent recovery of value does not result in a reversal
	Fair value through profit or loss (FVPL)	Investments are marked to market through earnings and earnings include dividends received	n.a.	n.a.

At September 30, 2021, the Corporation's main holdings were as follows:

Holdings	% economic interest	Nature of investment	Accounting method
<b>Publicly traded operating companies<sup>[1]</sup></b>			
Lifeco <sup>[2]</sup>	66.7	Controlling interest	Consolidation
IGM <sup>[3]</sup>	61.8	Controlling interest	Consolidation
GBL <sup>[4]</sup>	14.1	Joint control	Equity method
<b>China AMC<sup>[5]</sup></b>	13.9	Significant influence	Equity method
<b>Alternative asset investment platforms</b>			
Sagard	100.0	Controlling interest	Consolidation
SHMI	94.4	Controlling interest	Consolidation
Wealthsimple <sup>[1, 6]</sup>	13.7	Controlling interest	Consolidation
Portage I <sup>[1, 7]</sup>	63.0	Controlling interest	Consolidation
Portage II <sup>[1, 8]</sup>	12.4	Controlling interest	Consolidation
Portage III <sup>[9]</sup>	4.5	Controlling interest	Consolidation
Sagard Credit I	18.0	Investment	Fair value through profit or loss
Sagard Healthcare Royalty	10.3	Investment	Fair value through profit or loss
Sagard Europe II	22.4	Investment	Available for sale
Sagard Europe 4	24.3	Controlling interest	Consolidation
Sagard NewGen	54.4	Controlling interest	Consolidation
Power Sustainable	100.0	Controlling interest	Consolidation
Power Pacific	100.0	Controlling interest	Consolidation
Investments	< 5.0	Investment	Available for sale
Power Sustainable Energy Infrastructure Partnership <sup>[10]</sup>	40.0	Controlling interest	Consolidation
Potentia	100.0	Controlling interest	Consolidation
Nautilus	100.0	Controlling interest	Consolidation
<b>Standalone businesses</b>			
Peak	42.6	Joint control	Equity method
LMPG	60.5	Controlling interest	Consolidation
Lion	35.5	Significant influence	Equity method
GP Strategies	21.0	Significant influence	Equity method

[1] Investments held by the Corporation through Power Financial.

[2] IGM also holds a 4.0% interest in Lifeco.

[3] Canada Life also holds a 3.9% interest in IGM.

[4] Held through Parjointco, a jointly controlled corporation (50%). Parjointco holds a controlling interest in GBL.

[5] IGM, through Mackenzie, also holds an interest of 13.9% in China AMC.

[6] Portage I and IGM also hold interests of 10.9% and 30.4%, respectively, in Wealthsimple (see also the section "Wealthsimple").

[7] Lifeco and IGM also hold equal interests of 18.5% in Portage I.

[8] Power Financial holds a 7.7% interest, Sagard holds a 4.7% interest, and Lifeco and IGM also hold equal interests of 7.7% in Portage II.

[9] Lifeco and IGM also hold interests of 6.7% and 7.3%, respectively, in Portage III.

[10] Lifeco also holds a 15.0% interest in PSEIP.

At September 30, 2021, Parjointco's main holdings were as follows:

Holdings	% economic interest	Nature of investment	Accounting method
<b>CBL</b>	28.2	Controlling interest	Consolidation
Publicly listed			
Imerys	54.6	Controlling interest	Consolidation
Pernod Ricard	7.6	Investment	Available for sale
adidas	6.8	Investment	Available for sale
SGS	19.1	Investment	Available for sale
Umicore	15.9	Investment	Available for sale
MOWI	7.0	Investment	Available for sale
Holcim	2.1	Investment	Available for sale
GEA	6.6	Investment	Available for sale
Ontex	20.0	Investment	Available for sale
Other investments	< 5.0	Investment	Available for sale
Privately held			
Sienna Investment Managers <sup>[1]</sup>	100.0	Controlling interest	Consolidation
Webhelp	59.7	Controlling interest	Consolidation
Canyon	51.9	Controlling interest	Consolidation
Voodoo	15.5	Investment	Available for sale
Parques Reunidos	23.0	Significant influence	Equity method

[1] Sienna Investment Managers holds a portfolio of investments in alternative investment funds.

The following table summarizes the classification of the investments held by the controlled and consolidated funds managed by the investment platforms:

Investment Fund	Classification of Investments held by the fund	Measurement
Portage I LP <sup>[1]</sup>	Available for sale	Fair value
Portage II LP	Fair value through profit or loss	Fair value
Portage III LP	Fair value through profit or loss	Fair value
Sagard Europe 4 <sup>[2]</sup>	Fair value through profit or loss	Fair value
Sagard NewGen	Fair value through profit or loss	Fair value

[1] Excludes investment in Wealthsimple which is controlled and consolidated by the Corporation.

[2] Excludes investment in an entity which the fund has a controlling interest and is consolidated by the Corporation.

This basis of presentation should be read in conjunction with the following notes to the Corporation's 2020 Consolidated Financial Statements:

- Basis of presentation and summary of significant accounting policies (Note 2);
- Investments (Note 5);
- Investments in jointly controlled corporations and associates (Note 7);
- Goodwill and intangible assets (Note 10); and
- Non-controlling interests (Note 20).

**NON-IFRS FINANCIAL MEASURES AND PRESENTATION**

This MD&A presents and discusses financial measures which are not in accordance with IFRS. Management uses these financial measures in its presentation and analysis of the financial performance of Power Corporation, and believes that they provide additional meaningful information to readers in their analysis of the results of the Corporation. The non-IFRS financial measures used in this MD&A are defined as follows:

<b>Non-IFRS financial measure</b>	<b>Definition</b>	<b>Purpose</b>
Non-consolidated basis of presentation	Power Corporation's controlling interests, held through Power Financial, in Lifeco, IGM, Portage I, Portage II, Portage III and Wealthsimple, as well as other subsidiaries and investment funds consolidated by Power Corporation are accounted for using the equity method.	Used by the Corporation to present and analyze its results, financial position and cash flows.  Presents the holding company's (parent) results separately from the results of its consolidated operating companies.  As a holding company, management reviews and assesses the performance of each operating company's contribution to net earnings and adjusted net earnings. This presentation is useful to the reader to assess the impact of the contribution to earnings for each subsidiary.
Adjusted net earnings	Net earnings excluding Adjustments.	Assists in the comparison of the current period's results to those of previous periods as it reflects management's view of the operating performance of the Corporation and its subsidiaries and excludes items that are not considered to be part of the underlying business results.
Adjustments	After-tax impact of any item that in management's judgment, including those identified by management of its publicly traded operating companies, would make the period-over-period comparison of results from operations less meaningful.  Includes the Corporation's share of Lifeco's impact of actuarial assumption changes and management actions, direct equity and interest rate market impacts on insurance contract liabilities net of hedging, as well as items that management believes are not indicative of the underlying business results which include those identified by a subsidiary or a jointly controlled corporation.	Identifies items that are not considered part of operating performance by management, including items identified by management of its publicly traded operating companies. The exclusion of these items assists management and the reader in assessing current results as these items are not reflective of underlying business results.
Adjusted net earnings per share	Earnings per share calculated using adjusted net earnings.  Adjusted net earnings divided by the weighted average number of participating shares outstanding.	Assists in comparing adjusted net earnings on a per share basis.
Net asset value	Net asset value is the fair value of Power Corporation's non-consolidated assets less its net debt and preferred shares.  The investments held in public entities (including Lifeco, IGM and GBL) are measured at their market value and investments in private entities and investment funds are measured at management's estimate of fair value.	Presents the fair value of the net assets of the holding company and is used to assist in assessing value.  This measure may be used by investors and analysts in determining or comparing the fair value of investments held by the company or its overall fair value.
Net asset value per share	Net asset value calculated on a per share basis.  Net asset value divided by the number of participating shares outstanding.	Assists the reader in comparing net asset value on a per share basis.

These non-IFRS financial measures do not have a standard meaning and may not be comparable to similar measures used by other entities. Reconciliations of the net asset value and the non-IFRS basis of presentation with the presentation in accordance with IFRS are included throughout this MD&A.

### COMPARATIVE FIGURES

In the first quarter of 2021, the charge related to the remeasurement of the put right liability of certain of the non-controlling interests in Wealthsimple to fair value was presented as an Adjustment as these rights were extinguished at the close of the transaction and thereafter will not have future fair value changes. The fair value changes in the put right obligations were not previously presented as an Adjustment as they were expected to be recurring. The related amounts in the comparative periods have been reclassified as an Adjustment to reflect this presentation. Adjusted net earnings in the third quarter of 2020 has been restated to reflect this change.

The Corporation's share of the charge on the remeasurement of the put right liability was \$45 million in the third quarter of 2020. The charge has been reflected in the Adjustments of the Alternative and other investments, Lifeco and IGM based on their respective interest in the Effect of consolidation, of \$22 million, \$2 million and \$21 million, respectively.

### RECONCILIATION OF IFRS AND NON-IFRS FINANCIAL MEASURES

The following tables present a reconciliation of net earnings reported in accordance with IFRS to non-IFRS financial measures: adjusted net earnings, adjustments and related per share amounts. Adjusted net earnings and adjusted net earnings per share are presented in the section "Non-Consolidated Statements of Earnings":

	Nine months ended		Three months ended		
	September 30, 2021	September 30, 2020	September 30, 2021	June 30, 2021	September 30, 2020
Net earnings - IFRS financial measure <sup>[1]</sup>	2,291	1,371	741	994	505
Share of Adjustments <sup>[2]</sup> , net of tax					
Lifeco	51	(67)	(6)	25	(97)
IGM	99	52	-	1	51
GBL <sup>[3]</sup>	-	6	-	-	2
Alternative and other investments	100	(5)	-	-	22
Corporate operations	13	-	13	-	-
Attributable to non-controlling interests of Power Financial	-	4	-	-	-
	263	(10)	7	26	(22)
Adjusted net earnings - Non-IFRS financial measure <sup>[1, 4]</sup>	2,554	1,361	748	1,020	483

[1] Attributable to participating shareholders of Power Corporation.

[2] Refer to the section "Adjustments" for more detail on Adjustments from Lifeco, IGM, GBL, alternative and other investments, and corporate operations.

[3] Previously reported by Pargesa.

[4] Adjusted net earnings in the third quarter of 2020 has been restated to reflect the charge related to the remeasurement of the put right liability of certain of the non-controlling interests in Wealthsimple to fair value.

	Nine months ended		Three months ended		
	September 30, 2021	September 30, 2020	September 30, 2021	June 30, 2021	September 30, 2020
Net earnings per share - IFRS financial measure <sup>[1]</sup>	3.38	2.15	1.09	1.47	0.75
Share of Adjustments <sup>[2]</sup> , net of tax					
Lifeco	0.08	(0.11)	(0.01)	0.04	(0.15)
IGM	0.14	0.08	-	-	0.08
GBL <sup>[3]</sup>	-	0.01	-	-	-
Alternative and other investments	0.15	-	-	-	0.04
Corporate operations	0.02	-	0.02	-	-
	0.39	(0.02)	0.01	0.04	(0.03)
Adjusted net earnings per share - Non-IFRS financial measure <sup>[1, 4]</sup>	3.77	2.13	1.10	1.51	0.72

[1] Attributable to participating shareholders of Power Corporation.

[2] Refer to the section "Adjustments" for more detail on Adjustments from Lifeco, IGM, GBL, alternative and other investments, and corporate operations. Share of Adjustments on a per share basis are presented net of amounts attributable to non-controlling interests of Power Financial.

[3] Previously reported by Pargesa.

[4] Adjusted net earnings in the third quarter of 2020 has been restated to reflect the charge related to the remeasurement of the put right liability of certain of the non-controlling interests in Wealthsimple to fair value.

## Results of Power Corporation

This section presents:

- the “Consolidated Statements of Earnings in accordance with IFRS”; and
- the “Non-Consolidated Statements of Earnings”, which present the contributions to Power Corporation of its operating subsidiaries (Lifeco and IGM) and GBL, which are held through Power Financial, and the contribution of the Corporation’s alternative and other investments and China AMC to the net earnings and adjusted net earnings of Power Corporation.

Refer to the section “Non-IFRS Financial Measures and Presentation” for a description of the non-consolidated basis of presentation and a reconciliation of IFRS and non-IFRS financial measures.

### PRESENTATION OF CORPORATE OPERATIONS (NON-CONSOLIDATED BASIS)

The Corporation completed the Reorganization and announced a change in its strategy in early 2020. In the fourth quarter of 2020, the Corporation modified the presentation of the activities held through Power Financial. Previously, Power Financial’s results including its corporate operations were presented separately by the Corporation. Subsequent to the Reorganization, the corporate operations of both the Corporation and Power Financial are being managed together and have been presented on a combined basis throughout the “Results of the Corporation” section. The investment activities of Power Financial, other than those held in publicly traded operating companies, are primarily interests held in fintech investments, all of which are managed by Sagard, and have been presented combined with the investing activities of Sagard, which represents the management and oversight structure. The comparatives in the non-consolidated earnings statements, non-consolidated balance sheets and non-consolidated statements of cash flows have been restated to reflect this change.

As well, in the second quarter of 2020, the Corporation modified the presentation of the asset management companies held by the investment platforms. Previously, the asset management activities were consolidated and included as corporate activities within the non-consolidated balance sheet of the Corporation. The activities of each asset management company are now presented within their operations. The comparatives in the non-consolidated balance sheets and non-consolidated statements of cash flows have been restated to reflect this change.

### DEFERRAL OF IFRS 9, FINANCIAL INSTRUMENTS (IFRS 9)

In May 2017, the International Accounting Standards Board (IASB) issued IFRS 17, *Insurance Contracts*, which will replace IFRS 4, *Insurance Contracts* and will be applied retrospectively. In June 2020, the IASB issued amendments to IFRS 17, which include an amendment to the effective date of the standard to January 1, 2023. In addition, the IASB extended to January 1, 2023 the exemption for insurers to apply the financial instruments standard, IFRS 9, *Financial Instruments*, keeping the alignment of the effective dates for IFRS 9 and IFRS 17.

IGM, a subsidiary, and GBL, held through Parjointco, a jointly controlled corporation, do not qualify for the exemption and adopted IFRS 9 on January 1, 2018. The Corporation, in accordance with the amendment of IFRS 4 to defer the adoption of IFRS 9, is permitted but not required to retain the accounting policies applied by an associate or a jointly controlled corporation which is accounted for using the equity method. The Corporation decided to continue applying accounting policies in accordance with IAS 39, *Financial Instruments: Recognition and Measurement*, to GBL’s results. On consolidation, the Corporation has adjusted the results of both IGM and GBL to be in accordance with IAS 39. Refer to the specific discussion included in the IGM and GBL sections “Contribution to net earnings and adjusted net earnings”.

**CONSOLIDATED STATEMENTS OF EARNINGS IN ACCORDANCE WITH IFRS**

Power Corporation's consolidated statements of earnings for the nine months and three months ended September 30, 2021 are presented below. The Corporation's reportable operating segments are Lifeco, IGM and GBL. These tables reflect the contributions to the net earnings attributable to Power Corporation's participating shareholders from its reportable operating segments and the Corporation's alternative and other investments including its investment platforms, which include controlled and consolidated investment funds and investments, and its investment in China AMC.

**Consolidated net earnings - Nine months ended**

	Lifeco	IGM <sup>[1]</sup>	GBL <sup>[2]</sup>	Investment Platforms and Other <sup>[3]</sup>	Corporate <sup>[4]</sup>	Effect of consolidation <sup>[5]</sup>	Power Corporation Consolidated net earnings	
							September 30, 2021	September 30, 2020
<b>Revenues</b>								
Total net premiums	39,824	-	-	-	-	(15)	39,809	31,257
Net investment income	1,032	8	-	721	27	30	1,818	8,383
Fee income	5,409	2,631	-	193	-	(137)	8,096	6,577
Other revenues	-	-	-	363	-	-	363	445
<b>Total revenues</b>	<b>46,265</b>	<b>2,639</b>	<b>-</b>	<b>1,277</b>	<b>27</b>	<b>(122)</b>	<b>50,086</b>	<b>46,662</b>
<b>Expenses</b>								
Total paid or credited to policyholders	35,703	-	-	-	-	-	35,703	34,932
Commissions	1,947	954	-	-	-	(39)	2,862	2,507
Operating and administrative expenses	5,331	827	-	1,174	131	(104)	7,359	6,201
Financing charges	239	85	-	65	40	14	443	414
<b>Total expenses</b>	<b>43,220</b>	<b>1,866</b>	<b>-</b>	<b>1,239</b>	<b>171</b>	<b>(129)</b>	<b>46,367</b>	<b>44,054</b>
Earnings before investments in jointly controlled corporations and associates, and income taxes	3,045	773	-	38	(144)	7	3,719	2,608
Share of earnings of investments in jointly controlled corporations and associates	30	146	199	209	45	(119)	510	171
<b>Earnings before income taxes</b>	<b>3,075</b>	<b>919</b>	<b>199</b>	<b>247</b>	<b>(99)</b>	<b>(112)</b>	<b>4,229</b>	<b>2,779</b>
Income taxes	274	207	-	25	28	2	536	224
<b>Net earnings</b>	<b>2,801</b>	<b>712</b>	<b>199</b>	<b>222</b>	<b>(127)</b>	<b>(114)</b>	<b>3,693</b>	<b>2,555</b>
<b>Attributable to</b>								
Non-controlling interests	1,240	420	-	(285)	102	(114)	1,363	1,145
Non-participating shareholders	-	-	-	-	39	-	39	39
Participating shareholders of Power Corporation <sup>[5]</sup>	1,561	292	199	507	(268)	-	2,291	1,371
	<b>2,801</b>	<b>712</b>	<b>199</b>	<b>222</b>	<b>(127)</b>	<b>(114)</b>	<b>3,693</b>	<b>2,555</b>

[1] Results reported by IGM are in accordance with IFRS 9. As the Corporation has not adopted IFRS 9, adjustments in accordance with IAS 39 have been recognized on consolidation by the Corporation and included in "Effect of consolidation".

[2] Results reported by GBL are in accordance with IFRS 9. The Corporation's share of earnings of GBL includes adjustments in accordance with IAS 39.

[3] "Investment platforms and other" is comprised of the Corporation's alternative and other investments including its investment platforms, which include consolidated investment funds, standalone businesses, as well as the investment activities held through Power Financial including Portage I, Portage II and Wealthsimple.

[4] "Corporate" is comprised of the corporate operations of Power Financial and the Corporation, presented on a combined basis.

[5] The results presented for Lifeco and IGM are as reported by each operating subsidiary. The Effect of consolidation includes the elimination of intercompany transactions, the application of the Corporation's accounting method for investments under common control, and reflects adjustments in accordance with IAS 39 for IGM. The contribution from Lifeco, IGM, GBL and Investment Platforms and Other to net earnings attributable to participating shareholders of the Corporation includes the effect of consolidation.

**Consolidated net earnings - Three months ended**

	Lifeco	IGM <sup>[1]</sup>	GBL <sup>[2]</sup>	Investment Platforms and Other <sup>[3]</sup>	Corporate <sup>[4]</sup>	Effect of consolidation <sup>[5]</sup>	Power Corporation Consolidated net earnings		
							September 30, 2021	June 30, 2021	September 30, 2020
<b>Revenues</b>									
Total net premiums	14,921	-	-	-	-	(5)	14,916	11,746	9,971
Net investment income	643	2	-	97	2	11	755	4,731	2,334
Fee income	1,858	919	-	50	-	(45)	2,782	2,697	2,259
Other revenues	-	-	-	131	-	-	131	144	118
<b>Total revenues</b>	<b>17,422</b>	<b>921</b>	<b>-</b>	<b>278</b>	<b>2</b>	<b>(39)</b>	<b>18,584</b>	<b>19,318</b>	<b>14,682</b>
<b>Expenses</b>									
Total paid or credited to policyholders	13,796	-	-	-	-	-	13,796	14,321	10,668
Commissions	631	329	-	-	-	(13)	947	977	812
Operating and administrative expenses	1,793	270	-	226	51	(37)	2,303	2,413	2,166
Financing charges	83	28	-	27	13	3	154	149	137
<b>Total expenses</b>	<b>16,303</b>	<b>627</b>	<b>-</b>	<b>253</b>	<b>64</b>	<b>(47)</b>	<b>17,200</b>	<b>17,860</b>	<b>13,783</b>
Earnings before investments in jointly controlled corporations and associates, and income taxes	1,119	294	-	25	(62)	8	1,384	1,458	899
Share of earnings of investments in jointly controlled corporations and associates	10	56	(6)	53	17	(43)	87	275	48
Earnings before income taxes	1,129	350	(6)	78	(45)	(35)	1,471	1,733	947
Income taxes	111	78	-	9	6	(1)	203	176	49
<b>Net earnings</b>	<b>1,018</b>	<b>272</b>	<b>(6)</b>	<b>69</b>	<b>(51)</b>	<b>(34)</b>	<b>1,268</b>	<b>1,557</b>	<b>898</b>
<b>Attributable to</b>									
Non-controlling interests	434	112	-	(32)	34	(34)	514	550	380
Non-participating shareholders	-	-	-	-	13	-	13	13	13
Participating shareholders of Power Corporation <sup>[5]</sup>	584	160	(6)	101	(98)	-	741	994	505
	<b>1,018</b>	<b>272</b>	<b>(6)</b>	<b>69</b>	<b>(51)</b>	<b>(34)</b>	<b>1,268</b>	<b>1,557</b>	<b>898</b>

[1] Results reported by IGM are in accordance with IFRS 9. As the Corporation has not adopted IFRS 9, adjustments in accordance with IAS 39 have been recognized on consolidation by the Corporation and included in "Effect of consolidation".

[2] Results reported by GBL are in accordance with IFRS 9. The Corporation's share of earnings of GBL includes adjustments in accordance with IAS 39.

[3] "Investment platforms and other" is comprised of the Corporation's alternative and other investments including its investment platforms, which include consolidated investment funds, standalone businesses, as well as the investment activities held through Power Financial including Portage I, Portage II and Wealthsimple.

[4] "Corporate" is comprised of the corporate operations of Power Financial and the Corporation, presented on a combined basis.

[5] The results presented for Lifeco and IGM are as reported by each operating subsidiary. The Effect of consolidation includes the elimination of intercompany transactions, the application of the Corporation's accounting method for investments under common control, and reflects adjustments in accordance with IAS 39 for IGM. The contribution from Lifeco, IGM, GBL and Investment Platforms and Other to net earnings attributable to participating shareholders of the Corporation includes the effect of consolidation.

As a holding company, the Corporation evaluates the performance of each segment based on its contribution to net earnings and adjusted net earnings. A discussion of the results of Lifeco, IGM and GBL is provided in the section "Contribution to net earnings and adjusted net earnings" below.

**NON-CONSOLIDATED STATEMENTS OF EARNINGS**

In this section, the contribution from Lifeco and IGM to the net earnings and adjusted net earnings attributable to Power Corporation's participating shareholders are accounted for using the equity method. The contribution to the Corporation's net earnings and adjusted net earnings includes the contribution from GBL, and the Corporation's alternative and other investments including investment platforms, which includes controlled and consolidated investments accounted for using the equity method, and China AMC. The corporate operations from Power Financial and Power Corporation are presented on a combined basis.

**Contribution to adjusted and net earnings**

	Nine months ended		Three months ended		
	September 30, 2021	September 30, 2020	September 30, 2021	June 30, 2021	September 30, 2020
<b>Adjusted net earnings<sup>[1]</sup></b>					
Lifeco <sup>[2]</sup>	1,625	1,289	580	551	454
IGM <sup>[2]</sup>	440	347	167	148	133
GBL <sup>[2]</sup>	63	73	(11)	24	(15)
Effect of consolidation <sup>[3]</sup>	74	(10)	(4)	92	(31)
	2,202	1,699	732	815	541
Alternative and other investments <sup>[4]</sup>	634	34	103	275	8
China AMC	45	30	17	15	11
Corporate operating and other expenses	(186)	(144)	(57)	(38)	(30)
Dividends on non-participating and perpetual preferred shares	(141)	(142)	(47)	(47)	(47)
Non-controlling interests of Power Financial	-	(116)	-	-	-
	2,554	1,361	748	1,020	483
<b>Adjustments<sup>[5]</sup></b>					
Lifeco <sup>[2]</sup>	(48)	69	1	(28)	99
IGM <sup>[2]</sup>	-	(15)	-	-	(15)
GBL <sup>[2]</sup>	-	(6)	-	-	(2)
Effect of consolidation	(102)	(39)	5	2	(38)
	(150)	9	6	(26)	44
Alternative and other investments	(100)	5	-	-	(22)
Corporate operations	(13)	-	(13)	-	-
Non-controlling interests of Power Financial	-	(4)	-	-	-
	(263)	10	(7)	(26)	22
<b>Net earnings<sup>[6]</sup></b>	2,291	1,371	741	994	505

[1] For a reconciliation of Lifeco, IGM, GBL, and Alternative and other investments' non-IFRS adjusted net earnings to their net earnings, refer to the section "Contribution to net earnings and adjusted net earnings" below.

[2] As reported by Lifeco, IGM and GBL.

[3] See table below for details on Effect of consolidation.

[4] Includes earnings of the Corporation's investment platforms including investments held through Power Financial and earnings (losses) from standalone businesses.

[5] See "Adjustments" section below, including details on Effect of consolidation.

[6] Attributable to participating shareholders.

**Contribution to adjusted and net earnings per share**

	Nine months ended		Three months ended		
	September 30, 2021	September 30, 2020	September 30, 2021	June 30, 2021	September 30, 2020
<b>Adjusted net earnings per share - basic</b> <sup>[1]</sup>					
Lifeco <sup>[2]</sup>	2.40	1.91	0.86	0.81	0.67
IGM <sup>[2]</sup>	0.65	0.52	0.25	0.22	0.20
GBL <sup>[2]</sup>	0.09	0.11	(0.02)	0.03	(0.02)
Effect of consolidation <sup>[3]</sup>	0.11	(0.07)	(0.01)	0.14	(0.06)
	3.25	2.47	1.08	1.20	0.79
Alternative and other investments <sup>[4]</sup>	0.94	0.06	0.15	0.41	0.02
China AMC	0.07	0.04	0.03	0.02	0.02
Corporate operating and other expenses and dividends on non-participating and perpetual preferred shares	(0.49)	(0.44)	(0.16)	(0.12)	(0.11)
	3.77	2.13	1.10	1.51	0.72
<b>Adjustments</b> <sup>[5]</sup>					
Lifeco	(0.08)	0.11	-	(0.05)	0.15
IGM	-	(0.02)	-	-	(0.02)
GBL	-	(0.01)	-	-	-
Effect of consolidation	(0.14)	(0.06)	0.01	0.01	(0.06)
	(0.22)	0.02	0.01	(0.04)	0.07
Alternative and other investments	(0.15)	-	-	-	(0.04)
Corporate operations	(0.02)	-	(0.02)	-	-
	(0.39)	0.02	(0.01)	(0.04)	0.03
<b>Net earnings per share</b> <sup>[6]</sup>	3.38	2.15	1.09	1.47	0.75

[1] For a reconciliation of Lifeco, IGM, GBL and Alternative and other investments' non-IFRS adjusted net earnings per share to their net earnings per share, refer to the section "Contribution to net earnings and adjusted net earnings" below.

[2] As reported by Lifeco, IGM and GBL.

[3] See table below for details on Effect of consolidation.

[4] Includes earnings of the Corporation's investment platforms including investments held through Power Financial and earnings (losses) from standalone businesses.

[5] See "Adjustments" section below, including details on Effect of consolidation.

[6] Attributable to participating shareholders.

Effect of consolidation reflects:

- The elimination of intercompany transactions;
- The application of the Corporation's accounting method for investments under common control to the reported net earnings of the publicly traded operating companies, which include:
  - i) An adjustment related to Lifeco's investment in PSEIP; and
  - ii) An allocation of the results of the fintech portfolio, including Wealthsimple, Koho, Portage I, Portage II and Portage III, to the contributions from Lifeco and IGM based on their respective interest; and
- Adjustments in accordance with IAS 39 for IGM and GBL.

The following table summarizes the effect of consolidation on adjusted net earnings by nature for Lifeco, IGM and GBL:

	Nine months ended		Three months ended		
	September 30, 2021	September 30, 2020	September 30, 2021	June 30, 2021	September 30, 2020
<b>Lifeco</b>					
Application of the Corporation's accounting method on investments under common control and other	(13)	(8)	(2)	(10)	(5)
<b>IGM</b>					
Application of the Corporation's accounting method on investments under common control	(56)	(22)	(8)	(8)	(13)
Adjustment to include gain on Personal Capital in adjusted net earnings	-	19	-	-	19
Adjustments in accordance with IAS 39 and other	7	(4)	1	3	(4)
	(49)	(7)	(7)	(5)	2
<b>GBL</b>					
Adjustments in accordance with IAS 39 and other	136	5	5	107	(28)
	74	(10)	(4)	92	(31)
Non-controlling interests of Power Financial	-	(32)	-	-	-
	74	(42)	(4)	92	(31)
<b>Per share</b>	0.11	(0.07)	(0.01)	0.14	(0.06)

	2021 vs. 2020	Q3 2021 vs. Q3 2020 and Q2 2021
<b>Net earnings</b>		
\$2,291 million or \$3.38 per share, compared with \$1,371 million or \$2.15 per share in the corresponding period in 2020, an increase of 57.2% on a per share basis.		\$741 million or \$1.09 per share, compared with \$505 million or \$0.75 per share in the corresponding period in 2020, an increase of 45.3% on a per share basis, and \$994 million or \$1.47 per share in the second quarter of 2021.
<b>Adjusted net earnings</b>		
\$2,554 million or \$3.77 per share, compared with \$1,361 million or \$2.13 per share in the corresponding period in 2020, an increase of 77.0% on a per share basis.		\$748 million or \$1.10 per share, compared with \$483 million or \$0.72 per share in the corresponding period in 2020, an increase of 52.8% on a per share basis, and \$1,020 million or \$1.51 per share in the second quarter of 2021.
<b>Contribution to net earnings and adjusted net earnings from Lifeco, IGM and GBL</b>		
Contribution to net earnings of \$2,052 million, compared with \$1,708 million in the corresponding period in 2020, an increase of 20.1%.		Contribution to net earnings of \$738 million, compared with \$585 million in the corresponding period in 2020, an increase of 26.2%, and \$789 million in the second quarter of 2021.
Contribution to adjusted net earnings of \$2,202 million, compared with \$1,699 million in the corresponding period in 2020, an increase of 29.6%.		Contribution to adjusted net earnings of \$732 million, compared with \$541 million in the corresponding period in 2020, an increase of 35.3%, and \$815 million in the second quarter of 2021.

A discussion of the results of the Corporation is provided in the sections "Contribution to net earnings and adjusted net earnings", "Alternative and other investments", "China AMC", "Corporate operations", and "Adjustments" below.

**CONTRIBUTION TO NET EARNINGS AND ADJUSTED NET EARNINGS**

The reportable operating segments of Power Corporation are Lifeco, IGM and GBL.

**LIFECO****Contribution to Power Corporation**

	Nine months ended		Three months ended		
	September 30, 2021	September 30, 2020	September 30, 2021	June 30, 2021	September 30, 2020
Contribution to Power Corporation's <sup>[1]</sup> :					
Adjusted net earnings					
As reported by Lifeco	1,625	1,289	580	551	454
Effect of consolidation <sup>[2]</sup>	(13)	(8)	(2)	(10)	(5)
	1,612	1,281	578	541	449
Adjustments					
As reported by Lifeco	(48)	69	1	(28)	99
Effect of consolidation <sup>[3]</sup>	(3)	(2)	5	3	(2)
	(51)	67	6	(25)	97
Non-controlling interests of Power Financial	-	(76)	-	-	-
<b>Net earnings</b>	<b>1,561</b>	<b>1,272</b>	<b>584</b>	<b>516</b>	<b>546</b>

[1] Power Financial's average direct ownership in Lifeco was 66.7% for the quarter ended September 30, 2021 (66.9% in the corresponding period in 2020). The contributions to earnings from Power Financial for the periods prior and subsequent to the Reorganization are based on ownership of Power Financial of 64.1% and 100%, respectively.

[2] The Effect of consolidation includes the elimination of intercompany transactions and the application of the Corporation's accounting method for investments under common control including an adjustment for Lifeco's investment in PSEIP and an allocation of the results of the fintech portfolio.

[3] Refer to the section "Adjustments" below for details of the Effect of consolidation.

**Adjusted and net earnings per share as reported by Lifeco**

	Nine months ended		Three months ended		
	September 30, 2021	September 30, 2020	September 30, 2021	June 30, 2021	September 30, 2020
Adjusted net earnings per share <sup>[1, 2]</sup>	2.620	2.078	0.934	0.889	0.732
Adjustments <sup>[3]</sup>	(0.076)	0.112	0.004	(0.045)	0.159
<b>Net earnings per share <sup>[1]</sup></b>	<b>2.544</b>	<b>2.190</b>	<b>0.938</b>	<b>0.844</b>	<b>0.891</b>

[1] Attributable to Lifeco common shareholders.

[2] Described as "base earnings per common share" by Lifeco; refer to Part B of this MD&A.

[3] See "Adjustments" section below.

## Adjusted and net earnings (loss) as reported by Lifeco

	Nine months ended		Three months ended		
	September 30, 2021	September 30, 2020	September 30, 2021	June 30, 2021	September 30, 2020
<b>Adjusted net earnings (loss)<sup>[1, 2]</sup></b>					
Canada	903	858	312	293	270
United States	515	183	221	190	83
Europe	617	493	232	184	182
Capital and Risk Solutions	402	412	107	150	156
Lifeco Corporate	(2)	(18)	(2)	9	(12)
	2,435	1,928	870	826	679
<b>Adjustments<sup>[3, 4]</sup></b>					
Actuarial assumption changes and other management actions	111	136	69	37	66
Market-related impacts on liabilities	4	(96)	47	(19)	18
Restructuring and integration costs	(51)	-	(24)	(15)	-
Transaction costs related to acquisitions	(115)	(31)	(90)	(24)	(31)
Net gain/charge on business dispositions	-	94	-	-	94
Tax legislative changes impact on liabilities	(21)	-	-	(21)	-
	(72)	103	2	(42)	147
<b>Net earnings (loss)<sup>[1]</sup></b>					
Canada	880	770	305	288	266
United States	407	172	168	150	89
Europe	737	660	357	185	316
Capital and Risk Solutions	399	447	102	152	167
Lifeco Corporate	(60)	(18)	(60)	9	(12)
<b>Net earnings<sup>[1]</sup></b>	2,363	2,031	872	784	826

[1] Attributable to Lifeco common shareholders.

[2] Described as "base earnings" by Lifeco; refer to Part B of this MD&A.

[3] Described as "items excluded from base earnings" by Lifeco; refer to Part B of this MD&A.

[4] See "Adjustments" section below.

	2021 vs. 2020	Q3 2021 vs. Q3 2020 and Q2 2021
<b>Net earnings</b>	\$2,363 million or \$2.544 per share, compared with \$2,031 million or \$2.190 per share in the corresponding period in 2020, an increase of 16.2% on a per share basis.	\$872 million or \$0.938 per share, compared with \$826 million or \$0.891 per share in the corresponding period in 2020, an increase of 5.3% on a per share basis, and \$784 million or \$0.844 per share in the second quarter of 2021.
<b>Adjusted net earnings</b>	\$2,435 million or \$2.620 per share, compared with \$1,928 million or \$2.078 per share in the corresponding period in 2020, an increase of 26.1% on a per share basis.	\$870 million or \$0.934 per share, compared with \$679 million or \$0.732 per share in the corresponding period in 2020, an increase of 27.6% on a per share basis, and \$826 million or \$0.889 per share in the second quarter of 2021.

**CANADA**

Net earnings in the nine-month period ended September 30, 2021 increased by \$110 million to \$880 million, compared with the corresponding period in 2020. Adjusted net earnings in the nine-month period ended September 30, 2021 were \$903 million, an increase of \$45 million compared with the same period last year, primarily due to:

- Favourable morbidity experience in Group Customer, favourable mortality and investment experience in Individual Customer and higher fee income.
- Partially offset by changes in certain tax estimates and lower surplus investment income on seed money.

Adjusted net earnings in the nine-month period ended September 30, 2021 excluded Adjustments of negative \$23 million, compared with Adjustments of negative \$88 million in the corresponding period in 2020. Actuarial assumption changes and management actions were negative \$30 million, compared with negative \$47 million for the same period last year, primarily due to updated policyholder behaviour assumptions, the impact of updates to the actuarial standards and updated individual morbidity assumptions, partially offset by other updates to economic assumptions. Actuarial liability basis changes in the comparative period in 2020 included updated economic assumptions for products with long-tail cash flows and updated morbidity assumptions. Market-related impacts were positive \$7 million in the nine months ended September 30, 2021, compared with market-related impacts of negative \$41 million in the same period last year, which was impacted by equity market declines and volatility in the first quarter of 2020 on segregated fund guarantees and their related hedging ineffectiveness.

Net earnings in the three-month period ended September 30, 2021 increased by \$39 million to \$305 million, compared with the corresponding quarter in 2020. Adjusted net earnings in the three-month period ended September 30, 2021 were \$312 million, an increase of \$42 million compared with the same quarter last year, primarily due to favourable morbidity experience in Group Customer, favourable mortality and investment experience in Individual Customer and higher fee income.

Adjusted net earnings in the three-month period ended September 30, 2021 excluded Adjustments of negative \$7 million, compared with Adjustments of negative \$4 million in the corresponding quarter in 2020. Actuarial assumption changes and management actions were negative \$11 million compared with positive \$4 million for the same quarter last year, primarily due to updated policyholder behaviour assumptions, the impact of updates to the actuarial standards and updated individual morbidity assumptions, partially offset by other updates to economic assumptions. Market-related impacts were positive \$4 million in the three months ended September 30, 2021, compared with market-related impacts of negative \$8 million in the same quarter last year.

**UNITED STATES**

Net earnings in the nine-month period ended September 30, 2021 increased by US\$196 million (C\$235 million) to US\$324 million (C\$407 million), compared with the corresponding period in 2020. Adjusted net earnings were US\$410 million (C\$515 million) in the nine-month period ended September 30, 2021, an increase of US\$273 million (C\$332 million) compared with the same period last year, primarily due to:

- An increase of US\$221 million in Financial Services, primarily due to MassMutual-related base earnings of US\$144 million, growth in the legacy Empower business attributable to higher average equity markets and an increase in participants as well as higher contributions from investment experience; and
- An increase of US\$53 million in Putnam, primarily due to higher fee revenue and changes to certain tax estimates, partially offset by higher operating expenses.
- Partially offset by a Personal Capital-related base loss of US\$22 million.

Adjusted net earnings in the nine-month period ended September 30, 2021 excluded Adjustments of negative US\$86 million (C\$108 million), compared with negative US\$9 million (C\$11 million) in the corresponding period in 2020. The decrease in Adjustments was primarily due to:

- Higher restructuring and integration costs related to the MassMutual and Personal Capital acquisitions;
- Higher transaction costs related to acquisitions of the full-service retirement business of Prudential, Personal Capital and MassMutual. Transaction costs were US\$46 million in the nine-month period of 2021 and included US\$37 million of additional contingent consideration expense related to the acquisition of Personal Capital based on a higher best estimate of net new assets above the amount assumed in the purchase price;
- Lower contributions from insurance contract liability basis changes; and
- Market-related impacts on liabilities for the nine-month period of 2021 of negative US\$2 million compared with negative US\$14 million for the same period last year, primarily driven by lower hedge ineffectiveness losses related to guaranteed lifetime withdrawal benefits caused by market volatility in the prior year.

Net earnings in the three-month period ended September 30, 2021 increased by US\$65 million (C\$79 million) to US\$132 million (C\$168 million), compared with the corresponding quarter in 2020. Adjusted net earnings were US\$174 million (C\$221 million) in the three-month period ended September 30, 2021, an increase of US\$111 million (C\$138 million) compared with the same quarter last year, primarily due to:

- An increase of US\$93 million in Financial Services, primarily due to MassMutual-related base earnings of US\$54 million and the same reasons discussed in the nine-month period above; and
- An increase of US\$17 million in Putnam, primarily due to higher fee revenue and changes to certain tax estimates, partially offset by lower net investment income and higher operating expenses.
- Partially offset by a Personal Capital-related base loss of US\$4 million.

Adjusted net earnings in the three-month period ended September 30, 2021 excluded Adjustments of negative US\$42 million (C\$53 million), compared with positive US\$4 million (C\$6 million) in the corresponding quarter in 2020. The decrease in Adjustments was primarily due to:

- Higher restructuring and integration costs related to the same reasons discussed in the nine-month period above;
- Higher transaction costs which included US\$20 million of additional contingent consideration related to the acquisition of Personal Capital as explained in the nine-month period above; and
- Lower contributions from insurance contract liability basis changes.

## EUROPE

Net earnings in the nine-month period ended September 30, 2021 increased by \$77 million to \$737 million, compared with the corresponding period in 2020. Adjusted net earnings in the nine-month period ended September 30, 2021 were \$617 million, an increase of \$124 million compared with the same period last year primarily due to:

- Favourable investment and mortality experience in the U.K.;
- Favourable morbidity experience and a pension settlement gain of \$47 million positively contributed to base earnings in Ireland; and
- Favourable impact of changes to certain tax estimates in Germany, resulting from the resolution of an outstanding issue with a foreign tax authority.
- Partially offset by unfavourable changes to certain tax estimates in the U.K.

Adjusted net earnings in the nine-month period ended September 30, 2021 excluded Adjustments of positive \$120 million, compared with Adjustments of positive \$167 million in the corresponding period in 2020. The decrease in Adjustments of \$47 million was primarily due to:

- A net gain of \$94 million from the sale of Irish Progressive Services International (IPSI) in the third quarter of 2020; and
- Unfavourable tax legislative changes in the second quarter of 2021 of \$21 million due to legislative increases to future U.K. corporation tax rates resulting in the revaluation of deferred tax liabilities.
- Partially offset by higher contributions from actuarial assumption changes and more favourable market-related impacts on liabilities. Contributions from actuarial assumption changes and other management actions were a positive impact of \$140 million in the nine-month period of 2021, compared with a positive impact of \$110 million in the corresponding period in 2020. In the nine-month period of 2021, market-related impacts on liabilities were positive \$1 million, compared with negative \$37 million in the corresponding period in 2020.

Net earnings in the three-month period ended September 30, 2021 increased by \$41 million to \$357 million, compared with the corresponding quarter in 2020. Adjusted net earnings in the three-month period ended September 30, 2021 were \$232 million, an increase of \$50 million compared with the same quarter last year primarily due to:

- Favourable investment experience in the U.K.;
- Pension settlement gain of \$47 million positively contributed to base earnings in Ireland; and
- Fee income growth across all business units.
- Partially offset by less favourable morbidity experience in the U.K. and mortality experience in Ireland.

Adjusted net earnings in the three-month period ended September 30, 2021 excluded Adjustments of positive \$125 million, compared with Adjustments of positive \$134 million in the corresponding quarter in 2020. The decrease in Adjustments of \$9 million was primarily due to:

- A net gain of \$94 million from the sale of IPSI in the third quarter of 2020.
- Partially offset by higher contributions from actuarial assumption changes and more favourable market-related impacts on liabilities. Contributions from actuarial assumption changes and other management actions were a positive impact of \$81 million in the third quarter of 2021, compared with a positive impact of \$22 million in the corresponding quarter in 2020, primarily due to updated economic and asset related assumptions, as well as updated annuitant mortality assumptions. In the three months ended September 30, 2021, market-related impacts on liabilities were positive \$44 million, primarily due to updated cash flow projections for real estate assets which support insurance contract liabilities.

#### CAPITAL AND RISK SOLUTIONS

Net earnings in the nine-month period ended September 30, 2021 decreased by \$48 million to \$399 million, compared with the same period last year. Adjusted net earnings in the nine-month period ended September 30, 2021 were \$402 million, a decrease of \$10 million compared with the same period last year, primarily due to:

- A loss estimate of \$61 million after-tax was recognized in the third quarter for estimated claims resulting from the impact of recent major weather events; and
- Unfavourable claims experience in the U.S. life business which reflects excess claims received and a provision for excess future claims totalling \$71 million, primarily due to the direct and indirect impacts of the COVID-19 pandemic.
- Partially offset by favourable impacts from new business and higher business volumes.

Adjusted net earnings in the nine-month period ended September 30, 2021 excluded Adjustments of negative \$3 million, compared with Adjustments of positive \$35 million in the corresponding period in 2020. The decrease in Adjustments of \$38 million is primarily due to positive contributions from insurance contract liability basis changes in the prior year.

Net earnings in the three-month period ended September 30, 2021 decreased by \$65 million to \$102 million, compared with the same quarter last year. Adjusted net earnings in the three-month period ended September 30, 2021 were \$107 million, a decrease of \$49 million compared with the same quarter last year, primarily due to the same reasons discussed in the nine-month period above.

Adjusted net earnings in the three-month period ended September 30, 2021 excluded Adjustments of negative \$5 million, compared with Adjustments of positive \$11 million in the corresponding quarter in 2020. The third quarter of 2020 included positive market-related impact on liabilities driven by higher contributions from insurance contract liability basis changes and a decrease in actuarial liabilities on a legacy block of business with investment performance guarantees.

**ADJUSTMENTS**

Adjustments are items excluded from net earnings in the determination of adjusted net earnings by Lifeco's management. Refer to further discussion above in each of Lifeco's operating segments.

In the first three quarters of 2021, Adjustments with a negative earnings impact of \$72 million consist of:

- In the third quarter of 2021, Adjustments were a positive earnings impact of \$2 million which consisted of a positive earnings impact of \$69 million relating to actuarial assumption changes and other management actions and positive market-related impacts on liabilities of \$47 million, offset by transaction costs of \$90 million related to the acquisitions of the full-service retirement business of Prudential, Personal Capital and MassMutual, which includes a provision for payments relating to Lifeco's 2003 acquisition of The Canada Life Assurance Company of \$58 million recognized in Corporate, and restructuring and integration costs of \$24 million.
- In the second quarter of 2021, Adjustments were a negative earnings impact of \$42 million which consisted of a positive earnings impact of \$37 million relating to actuarial assumption changes and other management actions, offset by negative market-related impacts on liabilities of \$19 million, tax legislative changes impact on liabilities of \$21 million, transaction costs related to the acquisitions of Personal Capital and MassMutual of \$24 million and restructuring and integration costs of \$15 million.
- In the first quarter of 2021, Adjustments were a negative earnings impact of \$32 million which primarily consisted of a positive earnings impact of \$5 million relating to actuarial assumption changes and other management actions, offset by negative market-related impacts on liabilities of \$24 million, restructuring and integration costs of \$12 million, and transaction costs related to the acquisition of Personal Capital and MassMutual of \$1 million.

In the first three quarters of 2020, Adjustments with a positive earnings impact of \$103 million consisted of:

- In the third quarter of 2020, Adjustments were a positive earnings impact of \$147 million which consisted of a positive earnings impact of \$66 million relating to actuarial assumption changes and other management actions, and positive market-related impacts on liabilities of \$18 million, a net gain of \$94 million related to the sale of IPSI, offset by transaction costs incurred related to the acquisitions of Personal Capital and the retirement services business of MassMutual of \$31 million.
- In the second quarter of 2020, Adjustments were a positive earnings impact of \$157 million which consisted of a positive earnings impact of \$122 million relating to actuarial assumption changes and other management actions, and positive market-related impacts on liabilities of \$35 million.
- In the first quarter of 2020, Adjustments were a negative earnings impact of \$201 million which consisted of a negative earnings impact of \$52 million relating to actuarial assumption changes and other management actions, and negative market-related impacts on liabilities of \$149 million.

The information above has been derived from Lifeco's interim and most recent Annual MD&A; see Part B of this MD&A for additional information on Lifeco's interim results. Lifeco's most recent Annual MD&A is available under its profile on SEDAR ([www.sedar.com](http://www.sedar.com)).

## IGM FINANCIAL

## Contribution to Power Corporation

	Nine months ended		Three months ended		
	September 30, 2021	September 30, 2020	September 30, 2021	June 30, 2021	September 30, 2020
Contribution to Power Corporation's <sup>[1]</sup> :					
Adjusted net earnings					
As reported by IGM	440	347	167	148	133
Effect of consolidation <sup>[2]</sup>	(49)	(7)	(7)	(5)	2
	391	340	160	143	135
Adjustments					
As reported by IGM	-	(15)	-	-	(15)
Effect of consolidation <sup>[3]</sup>	(99)	(37)	-	(1)	(36)
	(99)	(52)	-	(1)	(51)
Non-controlling interests of Power Financial	-	(17)	-	-	-
<b>Net earnings</b>	<b>292</b>	<b>271</b>	<b>160</b>	<b>142</b>	<b>84</b>

[1] Power Financial's average direct ownership in IGM was 61.9% for the quarter ended September 30, 2021 (62.1% in the corresponding period in 2020). The contributions to earnings from Power Financial for the periods prior and subsequent to the Reorganization are based on ownership of Power Financial of 64.1% and 100%, respectively.

[2] The Effect of consolidation includes the elimination of intercompany transactions, the application of the Corporation's accounting method for investments under common control including an allocation of the results of the fintech portfolio and reflects adjustments in accordance with IAS 39.

[3] Refer to the section "Adjustments" below for details of Effect of consolidation.

## Adjusted and net earnings per share as reported by IGM (in accordance with IFRS 9)

	Nine months ended		Three months ended		
	September 30, 2021	September 30, 2020	September 30, 2021	June 30, 2021	September 30, 2020
Adjusted net earnings per share <sup>[1]</sup>	2.97	2.34	1.13	0.99	0.90
Adjustments <sup>[2, 3]</sup>	-	(0.09)	-	-	(0.10)
<b>Net earnings per share<sup>[1]</sup></b>	<b>2.97</b>	<b>2.25</b>	<b>1.13</b>	<b>0.99</b>	<b>0.80</b>

[1] Available to IGM common shareholders.

[2] See "Adjustments" section below.

[3] Described as "Other items" by IGM, refer to Part C of this MD&A.

## Adjusted and net earnings by segments as reported by IGM (in accordance with IFRS 9)

	Nine months ended		Three months ended		
	September 30, 2021	September 30, 2020	September 30, 2021	June 30, 2021	September 30, 2020
Wealth Management <sup>[1]</sup>	396	327	147	134	121
Asset Management <sup>[1]</sup>	175	117	70	57	48
Strategic Investments and Other <sup>[1]</sup>	139	114	53	47	45
Adjusted net earnings <sup>[2]</sup>	710	558	270	238	214
Adjustments <sup>[3, 4]</sup>	-	(23)	-	-	(23)
<b>Net earnings<sup>[2]</sup></b>	<b>710</b>	<b>535</b>	<b>270</b>	<b>238</b>	<b>191</b>

[1] In the third quarter of 2020, IGM realigned its reportable segments to better characterize IGM's business lines and improve transparency into the key drivers of its business. IGM has realigned the previously reported IG Wealth Management, Mackenzie Investments and Corporate and Other segments into three segments so that financial reporting characterizes its distinct business lines. The realigned segments include: Wealth Management, Asset Management and Strategic Investments and Other. In the first quarter of 2021, IGM further expanded its reportable segment disclosures to present Adjusted net earnings, whereas previously it was presented as earnings before interest and taxes. Debt and interest expense is allocated to each segment based on IGM's assessment of: i) capacity to service the debt, and ii) where the debt is being serviced. Comparative figures have been reclassified to reflect these changes.

[2] Available to IGM common shareholders.

[3] IGM does not allocate Adjustments to segments.

[4] Described as "Other items" by IGM, refer to Part C of this MD&A.

2021 vs. 2020	Q3 2021 vs. Q3 2020 and Q2 2021
<p><b>Net earnings</b> \$710 million or \$2.97 per share, compared with \$535 million or \$2.25 per share in the corresponding period in 2020, an increase of 32.0% on a per share basis.</p>	<p>\$270 million or \$1.13 per share, compared with \$191 million or \$0.80 per share in the corresponding period in 2020, an increase of 41.3% on a per share basis, and \$238 million or \$0.99 per share in the second quarter of 2021.</p>
<p><b>Adjusted net earnings</b> \$710 million or \$2.97 per share, compared with \$558 million or \$2.34 per share in the corresponding period in 2020, an increase of 26.9% on a per share basis.</p>	<p>\$270 million or \$1.13 per share, compared with \$214 million or \$0.90 per share in the corresponding period in 2020, an increase of 25.6% on a per share basis, and \$238 million or \$0.99 per share in the second quarter of 2021.</p>

On January 1, 2018, IGM adopted IFRS 9, *Financial Instruments*. Power Financial has deferred the adoption of IFRS 9 and continues to apply IAS 39. The contribution to Power Financial includes adjustments to reverse the impact of the application of IFRS 9 by IGM.

There were no Adjustments in the nine-month period ended September 30, 2021, compared with Adjustments of \$23 million in the corresponding period in 2020. These Adjustments are not allocated to segments. The following is a summary of each segment's net earnings:

#### WEALTH MANAGEMENT

Net earnings increased by \$69 million to \$396 million in the nine-month period ended September 30, 2021, compared with the corresponding period in 2020. The increase in net earnings is mainly related to an increase in net earnings of IG Wealth Management of \$65 million, primarily due to:

- An increase in income from advisory fees of \$100 million, primarily due to the increase in average assets under advisement of 16.6%, offset in part by a decrease in the advisory fee rate. The average advisory fee rate for the nine-month period was 103.7 basis points of average assets under advisement, compared with 106.6 basis points in 2020, reflecting changes in product and client mix as there is an increase in high-net-worth clients who are eligible for lower rates;
- An increase in income from product and program fees of \$81 million, primarily due to the increase in average assets under management of 14.7%. The average product and program fee rate for the period was 86.0 basis points of average assets under management, compared with 86.5 basis points in 2020, reflecting changes in product mix and price; and
- An increase in other financial planning revenues of \$18 million to \$122 million, primarily due to higher earnings from the mortgage banking operations and higher distribution fee income from insurance products.

Partially offset by:

- An increase in advisory and business development expenses of \$77 million to \$620 million in the nine-month period which includes compensation paid to consultants, the majority of which vary directly with assets or sales levels. Asset-based compensation increased by \$65 million to \$394 million, mainly due to increased average assets under advisement and consultant performance. Sales-based compensation is based on the level of new assets contributed to client accounts and is capitalized and amortized as they reflect incremental costs to obtain a client contract. Sales-based compensation increased by \$14 million to \$40 million, due to additional sales-based commission being capitalized and amortized throughout 2020 and 2021;
- An increase in sub-advisory expenses of \$18 million to \$129 million, primarily due to higher assets under management;
- An increase in operations and support expenses of \$8 million to \$313 million which includes costs that support wealth management and other general and administrative functions such as product management, technology and operations, as well as other functional business units and corporate expenses;
- A decrease in redemption fees of \$5 million to \$8 million; and
- An increase in income taxes of \$25 million to \$139 million.

Net earnings increased by \$26 million to \$147 million in the three-month period ended September 30, 2021, compared with the corresponding quarter in 2020. The increase in net earnings is mainly related to an increase in net earnings of IG Wealth Management of \$24 million, primarily due to:

- An increase in income from advisory fees of \$38 million, primarily due to the increase in average assets under advisement of 18.3%, offset in part by a decrease in the advisory fee rate. The average advisory fee rate for the three-month period was 102.6 basis points of average assets under advisement, compared with 106.2 basis points in 2020, reflecting changes in product and client mix as explained in the nine-month period above;
- An increase in income from product and program fees of \$33 million, primarily due to the increase in average assets under management of 16.2%. The average product and program fee rate for the third quarter was 86.1 basis points of average assets under management, compared with 86.2 basis points in 2020, reflecting changes in product mix and price; and
- An increase in other financial planning revenues of \$3 million to \$40 million, primarily due to higher earnings from the mortgage banking operations and higher distribution fee income from insurance products.

Partially offset by:

- An increase in advisory and business development expenses of \$29 million to \$210 million in the quarter. Asset-based compensation increased by \$25 million to \$138 million, mainly due to increased average assets under advisement and consultant performance. Sales-based compensation increased by \$5 million to \$15 million, due to additional sales-based commission being capitalized and amortized throughout 2020 and 2021;
- An increase in sub-advisory expenses of \$6 million to \$45 million, primarily due to higher assets under management;
- An increase in operations and support expenses of \$2 million to \$102 million;
- A decrease in redemption fees of \$2 million; and
- An increase in income taxes of \$10 million to \$51 million.

#### ASSET MANAGEMENT

The Asset Management segment includes the fees received from IGM's mutual funds, Wealth Management segment and third parties for investment management services.

Net earnings increased by \$58 million to \$175 million in the nine-month period ended September 30, 2021, compared with the corresponding period in 2020, due to:

- An increase of net asset management fees, which is asset management fees offset by dealer compensation expenses, of \$115 million to \$566 million, mainly due to an increase in net asset management fees – third party of \$105 million, primarily due to a 71.3% increase in average assets under management, partially offset by a decline in the effective net asset management fee rate. Mackenzie's net asset management fee rate was 54.0 basis points for the nine months ended September 30, 2021, compared with 72.1 basis points in the comparative period in 2020. The decline in the net asset management fee rate in the period was primarily due to the increase in sub-advisory assets from the GLC acquisition, which have lower effective rates, and to a change in the composition of assets under management, including the impact of having a greater share in non-retail-priced products. Management fees – Wealth Management increased by \$10 million to \$85 million; and
- An increase in net investment income and other of \$3 million to \$5 million. Net investment income and other primarily includes investment returns related to Mackenzie's investments in proprietary funds, which are generally made in the process of launching a fund and are sold as third-party investors subscribe.

Partially offset by:

- An increase in expenses of \$39 million to \$317 million, primarily due to an increase in operations and support expenses of \$28 million as well as the increase in advisory and business development expenses of \$13 million. Advisory and business development expenses primarily includes wholesale distribution activities which vary directly with assets or sales levels. The increase in the nine-month period is due to higher wholesale commissions attributed to record high level of sales, partially offset by lower travel and entertainment expenses. Operations and support expenses includes costs associated with business operations, including technology and business processes, in-house investment management and product shelf management, corporate management and support functions. These expenses primarily reflect compensation, technology and other service provider expenses; and
- An increase in income taxes of \$18 million to \$60 million.

Net earnings increased by \$22 million to \$70 million in the three-month period ended September 30, 2021, compared with the corresponding quarter in 2020, due to:

- An increase of net asset management fees, which is asset management fees offset by dealer compensation expenses, of \$45 million to \$202 million, mainly due to an increase in net asset management fees – third party of \$41 million, primarily due to a 69.9% increase in average assets under management, partially offset by a decline in the effective net asset management fee rate. Mackenzie's net asset management fee rate was 54.7 basis points for the three months ended September 30, 2021, compared with 71.0 basis points in the comparative period in 2020. The decline in the net asset management fee rate in the quarter was primarily due to the increase in sub-advisory assets from the GLC acquisition, which have lower effective rates, and to a change in the composition of assets under management, including the impact of having a greater share in non-retail-priced products. Management fees – Wealth Management increased by \$4 million to \$30 million; and
- An increase in net investment income and other of \$1 million to \$2 million.

Partially offset by:

- An increase in expenses of \$16 million to \$104 million, primarily due to an increase in operations and support expenses of \$14 million as well as the increase in advisory and business development expenses of \$3 million, which vary directly with assets or sales levels; and
- An increase in income taxes of \$6 million to \$23 million.

#### ASSETS UNDER MANAGEMENT AND ADVISEMENT

Assets under advisement (AUA) are a key performance indicator for the Wealth Management segment. AUA represents savings and investment products, including assets under management where IGM provides investment management services, held within client accounts of IGM's Wealth Management segment's operating companies.

Assets under management (AUM) are the key driver of the Asset Management segment and a secondary driver of revenues and expenses within the Wealth Management segment in relation to its investment management activities. AUM are client assets where IGM provides investment management services, and include investment funds where IGM is the fund manager, investment advisory mandates to institutions, and other client accounts where IGM has discretionary portfolio management responsibilities.

Total assets under management and advisement were as follows:

(In billions of dollars)	September 30, 2021	June 30, 2021	September 30, 2020	June 30, 2020
<b>Wealth Management</b>				
Assets under management	112.1	110.7	98.0	94.6
Other assets under advisement	33.4	32.6	27.0	25.9
<b>Assets under advisement</b>	<b>145.5</b>	<b>143.3</b>	<b>125.0</b>	<b>120.5</b>
<b>Asset Management</b>				
Assets under management excluding sub-advisory to Wealth Management	124.1	122.9	74.6	70.8
Sub-advisory to Wealth Management	79.2	78.8	71.4	68.9
<b>Assets under management</b>	<b>203.3</b>	<b>201.7</b>	<b>146.0</b>	<b>139.7</b>
<b>Consolidated<sup>[1]</sup></b>				
Assets under management	236.2	233.6	172.6	165.4
Other assets under advisement <sup>[2]</sup>	29.0	28.4	23.8	22.9
<b>Total assets under management and advisement<sup>[2]</sup></b>	<b>265.2</b>	<b>262.0</b>	<b>196.4</b>	<b>188.3</b>

[1] Represents the consolidated assets under management and advisement of IGM. In the Wealth Management segment, assets under management is a component part of assets under advisement. All instances where the Asset Management segment is providing investment management services or distributing its products through the Wealth Management segment are eliminated in IGM reporting such that there is no double counting of the same client assets held at IGM operating companies.

[2] Includes adjustment representing the elimination of double counting where business is reflected within multiple segments.

Total average assets under management and advisement were as follows:

(In billions of dollars)	2021			2020			
	Q3	Q2	Q1	Q4	Q3	Q2	Q1
<b>Wealth Management</b>							
Assets under advisement	146.5	140.2	134.9	128.3	124.3	117.1	121.9
Assets under management	113.1	108.5	104.9	100.4	97.7	91.9	96.2
<b>Asset Management</b>							
Assets under management excluding sub-advisory to Wealth Management	125.2	119.3	112.7	77.2	73.7	67.3	67.1
Total assets under management	204.9	196.6	187.2	149.5	144.5	134.5	137.5
<b>Consolidated<sup>[1]</sup></b>							
Assets under management	238.3	227.8	217.6	177.6	171.4	159.2	163.3
Assets under management and advisement <sup>[2]</sup>	267.4	255.4	243.9	202.2	194.9	181.5	186.0

[1] Represents the consolidated assets under management and advisement of IGM. All instances where the Asset Management segment is providing investment management services or distributing its products through the Wealth Management segment are eliminated in IGM reporting such that there is no double counting of the same client assets held at IGM operating companies.

[2] Includes adjustment representing the elimination of double counting where business is reflected within multiple segments.

## ADJUSTMENTS

Adjustments are items excluded from net earnings in the determination of adjusted net earnings by IGM's management.

There were no Adjustments in the first three quarters of 2021.

There were no Adjustments in the first and second quarters of 2020. In the third quarter of 2020, adjusted net earnings excluded a net charge of \$23 million, consisting of restructuring and other charges of \$54 million after tax (\$75 million pre-tax) resulting from IGM's ongoing multi-year transformation initiatives and efforts to enhance its operational effectiveness and also from the acquisition of GLC and other changes to IGM's investment management teams, offset by a gain on the sale of the investment in Personal Capital of \$31 million after tax (\$37 million pre-tax). The Corporation has not included the amount of the gain on the sale of Personal Capital in its Adjustments as this gain was eliminated on consolidation. The Corporation recognized a gain as a result of the investment in Personal Capital being remeasured at fair value on the date control was acquired by Lifeco; this gain was not included as an Adjustment, in accordance with the Corporation's definition of Adjusted net earnings.

The information above has been derived from IGM's interim and most recent Annual MD&A; see Part C of this MD&A for more information on IGM's interim results. IGM's most recent Annual MD&A is available under its profile on SEDAR ([www.sedar.com](http://www.sedar.com)).

## GBL

## Contribution to Power Corporation

(In millions of Canadian dollars)	Nine months ended		Three months ended		
	September 30, 2021	September 30, 2020	September 30, 2021	June 30, 2021	September 30, 2020
Contribution to Power Corporation's <sup>[1]</sup> :					
Adjusted net earnings (loss)					
As reported by GBL <sup>[2]</sup>	63	73	(11)	24	(15)
Effect of consolidation <sup>[3]</sup>	136	5	5	107	(28)
	199	78	(6)	131	(43)
Adjustments <sup>[2]</sup>	-	(6)	-	-	(2)
Non-controlling interests of Power Financial	-	(33)	-	-	-
<b>Net earnings (loss)</b>	<b>199</b>	<b>39</b>	<b>(6)</b>	<b>131</b>	<b>(45)</b>

[1] In the three-month period ended September 30, 2021, Power Financial's average indirect ownership in GBL was 14.1% (14.4% in the corresponding period in 2020). The contributions to earnings from Power Financial for the periods prior and subsequent to the Reorganization are based on ownership of Power Financial of 64.1% and 100%, respectively.

[2] In the fourth quarter of 2020, following the merger of Pargesa and Parjointco Switzerland SA, Pargesa was delisted from the SIX and has therefore ceased to publish quarterly financial information. Prior to the fourth quarter of 2020, the Contribution to the Corporation was based on the financial results of Pargesa which included Adjustments identified by Pargesa. As of the fourth quarter of 2020, the Contribution to the Corporation is based on the financial results of GBL. GBL does not identify Adjustments or report adjusted net earnings.

[3] The Corporation has not adopted IFRS 9. The contribution to the Corporation includes an adjustment to account for GBL under IAS 39 as described below.

## Adjusted and net earnings (loss) as reported by GBL (in accordance with IFRS 9)

(In millions of euros)	Nine months ended		Three months ended		
	September 30, 2021	September 30, 2020	September 30, 2021	June 30, 2021	September 30, 2020
Share of earnings (loss) of associates and consolidated operating companies of:					
Imerys	119	52	41	39	21
Webhelp	27	31	5	11	21
Piolin II/Parques Reunidos	9	(37)	27	(7)	(3)
Canyon	(2)	-	(1)	8	-
Sienna Investment Managers	78	22	30	37	16
	231	68	102	88	55
Net dividends from investments:					
SCS	104	108	-	-	-
Holcim	65	89	-	65	-
adidas	35	-	-	35	-
Umicore	31	11	10	21	11
Pernod Ricard	27	24	-	27	-
GEA	13	6	-	13	-
MOWI	11	1	7	3	-
Other <sup>[1]</sup>	37	22	-	37	-
	323	261	17	201	11
Interest income (expenses)	(15)	(17)	(5)	(5)	(7)
Other financial income (expenses)	(108)	103	(51)	(62)	(80)
Other operating income (expenses)	(258)	(86)	(108)	(111)	(40)
Gains (losses) from disposals, impairments and reversals of non-current assets	118	(5)	1	(1)	-
Taxes	-	(1)	-	-	(1)
<b>Net earnings (loss)<sup>[2, 3]</sup></b>	<b>291</b>	<b>323</b>	<b>(44)</b>	<b>110</b>	<b>(62)</b>

[1] In 2021, includes a reimbursement of withholding taxes received from the French tax authorities relating to dividends received from TotalEnergies in 2006 and 2019 (in 2020, mainly consists of reimbursement of withholding taxes relating to dividends received from Engie and TotalEnergies between 2016 and 2018).

[2] Described as "IFRS consolidated net result" in GBL's publicly disclosed information.

[3] Attributable to GBL shareholders.

## 2021 vs. 2020

## Q3 2021 vs. Q3 2020 and Q2 2021

**Net earnings (loss)**

€291 million, compared with €323 million in the corresponding period in 2020, a decrease of 9.9%.

A net loss of €44 million, compared with a net loss of €62 million in the corresponding period in 2020, and net earnings of €110 million in the second quarter of 2021.

**IAS 39 adjustments to the contribution of GBL**

On January 1, 2018, GBL adopted IFRS 9, *Financial Instruments*. The majority of its investments in public entities are classified as fair value through other comprehensive income (FVOCI), an elective classification for equity instruments in which all fair value changes remain permanently in OCI. GBL and Pargesa have consistent classifications in accordance with IFRS 9.

The investments in private equity and other investment funds are classified as fair value through profit or loss (FVPL). The transition requirements of IFRS 9 required that all unrealized gains and losses at January 1, 2018 on investments previously classified as available for sale remain permanently in equity. Starting January 1, 2018, subsequent changes in fair value are recorded in earnings.

Power Corporation has deferred the adoption of IFRS 9 and continues to apply IAS 39. The following table presents adjustments to the contribution of GBL to Power Corporation's earnings in accordance with IAS 39:

(In millions of Canadian dollars)	Nine months ended		Three months ended		
	September 30, 2021	September 30, 2020	September 30, 2021	June 30, 2021	September 30, 2020
Disposal of interest in TotalEnergies <sup>[1]</sup>	-	45	-	-	-
Partial disposal of interest in Holcim <sup>[2]</sup>	122	-	-	87	-
Partial disposal of interest in Umicore <sup>[3]</sup>	33	-	-	33	-
Partial disposal of interest in GEA <sup>[4]</sup>	13	-	4	9	-
Impairment charges <sup>[5]</sup>	(8)	(52)	-	-	(7)
Disposal of private equity funds and other <sup>[6]</sup>	24	11	11	6	(2)
Reversal of unrealized (gains) losses on private equity funds and other <sup>[7]</sup>	(48)	(32)	(10)	(28)	(19)
<b>Total</b>	<b>136</b>	<b>(28)</b>	<b>5</b>	<b>107</b>	<b>(28)</b>

[1] During the second quarter of 2019, GBL sold substantially all of its 0.6% interest in TotalEnergies through forward sales contracts, which matured in January 2020 and resulted in a gain. GBL's gain of €411 million was not reflected in its earnings as the investment is classified as FVOCI. Power Corporation's share of this realized gain was \$45 million.

[2] During the first and second quarters of 2021, a portion of the investment in Holcim was disposed of, resulting in a recovery from the reversal of previous impairments. The recovery was not reflected in GBL's earnings as the investment is classified as FVOCI. Power Corporation's share was \$35 million in the first quarter and \$87 million in the second quarter.

[3] During the second quarter of 2021, a portion of the investment in Umicore was disposed of, resulting in a gain. The gain was not reflected in GBL's earnings as the investment is classified as FVOCI. Power Corporation's share was \$33 million.

[4] During the second and third quarters of 2021, a portion of the investment in GEA was disposed of, resulting in a recovery from the reversal of previous impairments. The recovery was not reflected in GBL's earnings as the investment is classified as FVOCI. Power Corporation's share was \$9 million and \$4 million, respectively, in the second and third quarters.

[5] Under IFRS 9, GBL classifies the majority of its investments in public entities as FVOCI, and as a result impairment charges are not recognized in earnings. Power Corporation recognized impairment charges on the following investments:

- GEA - The investment in GEA has been previously impaired, resulting in an adjusted cost of €22.50 per share. During the first quarter of 2020, the share price decreased to €18.73, resulting in an impairment charge. Power Corporation's share was \$13 million.
- Holcim - The investment in Holcim has been previously impaired, resulting in an adjusted cost of €35.83 per share. During the first quarter of 2020, the share price decreased to €33.41, resulting in an impairment charge. Power Corporation's share was \$27 million.
- Ontex - The investment in Ontex has been previously impaired, resulting in an adjusted cost of €11.00 per share. During the first quarter of 2021, the share price decreased to €8.98, resulting in an impairment charge. Power Corporation's share was \$8 million. During the second and third quarters of 2020, the Corporation recorded its share of an impairment charge of \$5 million and \$7 million, respectively.

[6] During the first, second and third quarters of 2021, investments held through private equity funds and other investments, classified as FVPL in accordance with IFRS 9, were disposed of, resulting in realized gains. Power Corporation's share of the realized gain in accordance with IAS 39 was \$7 million in the first quarter, \$6 million in the second quarter and \$11 million in the third quarter of 2021 (\$17 million in the first quarter of 2020, including the reversal of a previously recognized impairment). During the second and third quarters of 2020, the Corporation recognized its share of \$4 million and \$2 million, respectively, related to impairments on investments held through a private equity fund.

[7] GBL classifies private equity investments at FVPL in accordance with IFRS 9, and recognizes unrealized changes in fair value in earnings. Power Corporation does not recognize these unrealized fair value changes in earnings as it continues to classify these private equity funds as available for sale in accordance with IAS 39.

Other than the share of earnings of Imerys, Webhelp, Canyon, Parques and Sienna Investment Managers, a significant portion of GBL's net earnings is composed of dividends from its non-consolidated investments, which are usually declared as follows:

- |  |  |
|--|--|
| <ul style="list-style-type: none"> <li>▪ Holcim (second quarter)</li> <li>▪ SGS (first quarter)</li> <li>▪ adidas (second quarter)</li> <li>▪ Umicore (second and third quarters)</li> </ul> | <ul style="list-style-type: none"> <li>▪ Pernod Ricard (second and fourth quarters)</li> <li>▪ GEA (second quarter)</li> <li>▪ MOWI (quarterly)</li> </ul> |
|--|--|

## RESULTS

Net earnings in the nine-month period ended September 30, 2021, decreased by €32 million to €291 million, compared with the corresponding period in 2020. The decrease in net earnings was mainly due to:

- A decrease in the contribution from Webhelp to net earnings of €4 million to a contribution to GBL of €27 million;
- An increase in other financial expenses of €211 million to €108 million, compared with a financial income of €103 million in 2020. Other financial expenses mainly included the negative impact of the variation of the debt held by GBL to Webhelp's minority shareholders of €296 million, compared with a negative impact of €46 million in the nine-month period of 2020. The marking to market derivatives associated with exchangeable bonds of GEA and Holcim and convertible bonds in GBL shares resulted in a loss of €48 million, compared with a gain of €41 million in the comparative period. These increases in expenses were partially offset by an increase in the fair value of €215 million of Sienna Investment Managers' investments in funds which are not consolidated, or equity accounted, representing an increase of €114 million compared with the corresponding period in 2020; and
- An increase in operating expenses of €172 million to €258 million mainly due to the increase in debts recorded under Webhelp's employee incentive plan of €181 million, compared with an increase of €22 million in the corresponding period, which included the effect of discounting and vesting.

Partially offset by:

- An increase in the contribution from Imerys to net earnings of €67 million to a contribution to GBL of €119 million;
- A contribution from Piolin II S.à.r.l. to GBL's net earnings of €9 million, compared with a negative contribution of €37 million for the nine-month period of 2020;
- An increase in the contribution from Sienna Investment Managers of €56 million to a contribution to GBL of €78 million;
- An increase in dividends of €62 million to €323 million mainly due to an increase in dividends from adidas, Umicore, GEA and MOWI of €35 million, €20 million, €7 million and €10 million, respectively. The dividend received from Holcim decreased by €24 million due to a decrease in the interest held by GBL. Other dividends increased by €15 million; other dividends primarily included €37 million in 2021 related to the reimbursement of withholding taxes received from the French tax authorities relating to dividends received from TotalEnergies in 2006 and 2019; and
- An increase in gains (losses) from disposals, impairments and reversals of non-current assets of €123 million to €118 million mainly due to net gains recognized by GBL on the sale of two investments held by Sienna Investment Managers in the first quarter of 2021.

Net loss in the three-month period ended September 30, 2021, decreased by €18 million to a net loss of €44 million, compared with the corresponding quarter in 2020. The decrease in net loss was mainly due to:

- An increase in the contribution from Piolin II S.à.r.l. to GBL's net earnings of €30 million to a contribution to GBL of €27 million, compared with a negative contribution of €3 million for the three-month period of 2020;
- An increase in the contribution from Imerys to net earnings of €20 million to a contribution to GBL of €41 million;
- An increase in the contribution from Sienna Investment Managers of €14 million to a contribution to GBL of €30 million;
- An increase in dividends of €6 million to €17 million; and
- A decrease in other financial expenses of €29 million to €51 million in the three-month period ended September 30, 2021, compared with financial expenses of €80 million in 2020. Other financial expenses included the negative variation of the debt held by GBL to Webhelp's minority shareholders of €111 million in the three-month period, compared with a negative impact of €159 million in the corresponding quarter in 2020.

Partially offset by:

- An increase in other operating expenses of €68 million to €108 million mainly for the same reasons discussed in the nine-month period and includes the increase in debts recorded under Webhelp's employee incentive plan of €79 million in the quarter; and
- A decrease in the contribution from Webhelp to net earnings of €16 million to a contribution to GBL of €5 million.

**ADJUSTMENTS**

Adjustments are items excluded from net earnings in the determination of adjusted net earnings by Pargesa's management. The Contribution to the Corporation's adjusted and net earnings for the first three quarters of 2020 includes the Corporation's share of Adjustments reported by Pargesa. GBL does not identify Adjustments or report adjusted net earnings.

Pargesa reported Adjustments of SF13 million in the first three quarters of 2020. Adjustments mainly consisted of Pargesa's share of charges of Imerys, Parques and Webhelp.

**AVERAGE EXCHANGE RATES**

The average exchange rates for the nine-month and three-month periods ended September 30, 2021 and 2020 were as follows:

	Nine months ended			Three months ended		
	September 30, 2021	September 30, 2020	Change %	September 30, 2021	September 30, 2020	Change %
Euro/CAD	1.497	1.522	(1.6)	1.485	1.558	(4.7)
SF/CAD	1.373	1.425	(3.6)	1.372	1.449	(5.3)

The information above has been derived from GBL's publicly disclosed financial information, as issued by GBL in its third quarter of 2021 press release and its half-year report at June 30, 2021. Further information on GBL's results is available on its website ([www.gbl.be](http://www.gbl.be)).

**ALTERNATIVE AND OTHER INVESTMENTS**

Alternative and other investments are comprised of the results of the investment platforms, which includes income earned from asset management and investing activities. Asset management activities includes management fees and carried interest net of investment platform expenses. Investing activities comprises income earned on the capital invested by the Corporation (proprietary capital) in each platform and the share of earnings (losses) of controlled and consolidated subsidiaries held within the investment platforms. Other includes the share of earnings (losses) of standalone businesses and the Corporation's investments in investment and hedge funds.

Income earned from investing activities (proprietary capital) and earnings from other investments are volatile in nature as they depend on many factors, including and primarily related to the timing of realizations.

## Summary of Adjusted and net earnings (loss) from the Corporation's alternative and other investments:

	Nine months ended		Three months ended		
	September 30, 2021	September 30, 2020	September 30, 2021	June 30, 2021	
<b>Adjusted net earnings from investment platforms</b>					
<b>SAGARD</b>					
Asset management activities					
Management fees <sup>[1]</sup>	71	45	32	18	17
Investment platform expenses	(88)	(55)	(29)	(28)	(18)
	(17)	(10)	3	(10)	(1)
Net carried interest <sup>[2, 3]</sup>	62	10	(20)	11	5
Non-controlling interests <sup>[4]</sup>	(1)	-	(1)	2	-
	44	-	(18)	3	4
Investing activities (proprietary capital)					
Private equity and other strategies <sup>[5]</sup>	133	31	67	71	-
Venture capital (fintech investments) <sup>[6]</sup>	(43)	(21)	(12)	(6)	(15)
	134	10	37	68	(11)
<b>POWER SUSTAINABLE</b>					
Asset management activities					
Management and other fees <sup>[1]</sup>	16	6	7	5	2
Investment platform expenses	(36)	(20)	(13)	(10)	(8)
	(20)	(14)	(6)	(5)	(6)
Net performance fees and carried interest <sup>[2]</sup>	1	-	(1)	(2)	-
	(19)	(14)	(7)	(7)	(6)
Investing activities (proprietary capital)					
Power Pacific <sup>[7]</sup>	294	79	15	54	4
Power Sustainable Energy	(15)	(27)	(2)	1	(3)
	260	38	6	48	(5)
<b>Adjusted net earnings (loss) from investment platforms</b>	<b>394</b>	<b>48</b>	<b>43</b>	<b>116</b>	<b>(16)</b>
<b>STANDALONE BUSINESSES <sup>[8]</sup></b>	<b>213</b>	<b>(16)</b>	<b>58</b>	<b>154</b>	<b>23</b>
<b>OTHER</b>					
Investment and hedge funds	21	(1)	2	2	4
Other <sup>[9]</sup>	6	3	-	3	(3)
	27	2	2	5	1
<b>Adjusted net earnings (loss) from alternative and other investments</b>	<b>634</b>	<b>34</b>	<b>103</b>	<b>275</b>	<b>8</b>
<b>Adjustments</b>					
Remeasurements of Wealthsimple's put right liability	(100)	(22)	-	-	(22)
Recovery on deconsolidation of IntegraMed	-	27	-	-	-
	(100)	5	-	-	(22)
<b>Net earnings (loss) from investment platforms</b>	<b>534</b>	<b>39</b>	<b>103</b>	<b>275</b>	<b>(14)</b>

[1] Includes management fees charged by the investment platform on proprietary capital. Management fees paid by the Corporation are deducted from income from investing activities. Management fees presented for Power Sustainable include development and asset management fees charged to PSEIP.

[2] Net carried interest is comprised of carried interests earned, net of employee costs which are recognized over the vesting period. Carried interests are recognized based on changes in fair value of investments held within each consolidated fund, and based on carried interests earned when it is highly probable that a significant reversal will not occur with respect to unconsolidated funds.

[3] The third quarter of 2021 includes the effect of the deconsolidation of Sagard Credit Partners, including the reversal of carried interest recognized over the life of the fund.

[4] Non-controlling interests represents equity interests held in SHMI by management of Sagard as well as non-controlling interests of consolidated management companies.

[5] Includes a realized gain of \$66 million recognized by the Corporation on disposal of its interest in Sagard Europe 3 in the third quarter of 2021, as well as realized gains on disposals by Sagard Europe 3 of private equity investments in the second and third quarters of 2021.

[6] Includes the Corporation's share of earnings (losses) of Wealthsimple and Koho (up to the date of deconsolidation on December 1, 2020). The first quarter of 2021 includes a charge of \$52 million related to the Corporation's share of the carried interest payable due to increases in fair value of investments held in the Portage Funds and Wealthsimple; as well, excludes a charge of \$100 million related to the remeasurement of the put right liability held by certain of the non-controlling interests in Wealthsimple to fair value which has been included in Adjustments (see "Adjustments" section below). The increase in fair value of the Corporation's investment, including its investment held through Power Financial, in Portage I, Portage II, Portage III, Koho and Wealthsimple was \$606 million in the nine-month period ended September 30, 2021, compared with an increase of \$184 million in fair value in the corresponding period in 2020.

[7] Mainly comprised of gains (losses) realized on the disposal of investments and dividends received. In 2021, the Corporation recognized realized gains on the disposal of investments in Power Pacific of \$229 million, \$56 million and \$18 million, respectively, in the first, second and third quarters.

[8] The third quarter of 2021 includes a net contribution of \$55 million from Lion which consists of the Corporation's share of earnings of Lion, a decrease in the fair value of outstanding call rights held by Power Sustainable and a decrease in amounts payable for long-term incentive plans, net of related taxes. In the second quarter of 2021, the Corporation recorded a net gain of \$153 million related to its investment in Lion which is comprised of i) a gain of \$62 million related to the effect of the change in ownership as a result of the completion of the merger transaction between Lion and Northern Genesis, ii) a gain of \$147 million related to the revaluation of call rights held by Power Sustainable, a portion of which were exercised during the second quarter, and iii) an expense of \$56 million related to the increase in amounts payable for long-term incentive plans and deferred taxes. The Corporation also recorded a reversal of a previously recognized impairment on its investment in GP Strategies of \$33 million in the second quarter. Includes the Corporation's share of earnings (losses) of IntegraMed (up to the date of deconsolidation on May 20, 2020), LMPG, Lion, a jointly controlled corporation, and associates.

[9] Consists mainly of foreign exchange gains or losses and interest on cash and cash equivalents.

**Impairment Charges**

Impairment charges included in income from Alternative and other investments were a recovery of \$33 million in the nine-month period ended September 30, 2021, compared with a charge of \$63 million in the corresponding period in 2020, of which \$24 million were related to Sagard, \$4 million were related to Power Pacific, \$28 million to Standalone businesses and \$7 million to investment and hedge funds.

Impairment charges included in income from Alternative and other investments were nil in the three-month period ended September 30, 2021, compared with a charge of \$4 million in the corresponding period in 2020 related to Power Pacific.

**Sagard**

For the nine-month period ended September 30, 2021, impairment charges were nil, compared with \$24 million for the same period in 2020 related to the Corporation's share of an impairment charge on an investment held in the Sagard 3 fund of \$18 million and \$6 million, respectively, in the first and second quarters.

Impairment charges were nil in the three-month periods ended September 30, 2021 and 2020.

**Standalone Businesses**

For the nine-month period ended September 30, 2021, a recovery of \$33 million consists of a reversal of a previously recorded impairment charge on GP Strategies, compared with a \$28 million charge for the nine-month period ended September 30, 2020 due to a decline in the market value at the end of March 2020.

Impairment charges were nil in the three-month periods ended September 30, 2021 and 2020.

**Adjustments****Wealthsimple fundraising**

On May 3, 2021, Wealthsimple announced that it had signed a \$750 million equity offering. As a result, in the first quarter of 2021, the fair value increase in Wealthsimple resulted in a charge related to the remeasurement of the put right liability of certain of the non-controlling interests in Wealthsimple to fair value. The Adjustments of the alternative asset investment platforms reflects the Corporation's share of the charge, based on its respective interest, of \$100 million. In the third quarter of 2020, the fair value increase in Wealthsimple resulted in a charge related to the remeasurement of the put right liability to fair value; the Corporation's share of this charge was \$22 million.

**IntegraMed**

Sagard held a 91.6% interest in IntegraMed, a private healthcare services company operating a network of fertility clinics in North America. On May 20, 2020, IntegraMed entered into restructuring proceedings and accordingly the Corporation no longer controls IntegraMed. Effective May 20, 2020, the Corporation derecognized the assets and liabilities of IntegraMed resulting in a recovery on deconsolidation of \$27 million (US\$19 million) which was included in Adjustments in the second quarter of 2020.

**CHINA AMC**

For the nine-month period ended September 30, 2021, income from China AMC was \$45 million, compared with \$30 million in the same period in 2020.

For the three-month period ended September 30, 2021, income from China AMC was \$17 million, compared with \$11 million in the same quarter in 2020.

**CORPORATE OPERATIONS**

Corporate operations include operating expenses, financing charges, depreciation and income taxes.

**Operating and other expenses**

Summary of corporate operating and other expenses of the Corporation and Power Financial shown on a combined basis:

	Nine months ended		Three months ended		
	September 30, 2021	September 30, 2020	September 30, 2021	June 30, 2021	September 30, 2020
Operating expenses	109	114	36	37	30
Financing charges <sup>[1]</sup>	40	41	13	14	13
Depreciation	9	12	2	3	4
Income taxes	28	(23)	6	(16)	(17)
	186	144	57	38	30

[1] Financing charges related to Power Financial were \$13 million in the nine-month period ended September 30, 2021.

**INCOME TAXES**

In the first quarter of 2021, the Corporation had an income tax expense of \$38 million, primarily related to the deferred tax expense resulting from the realization of gains recorded in earnings on the sale of investments, and is a reclassification of the income tax previously recorded in other comprehensive income at December 31, 2020.

In the second quarter of 2021, the income tax recovery mainly related to the recognition of tax attributes to offset the realized gain on the secondary sale of Wealthsimple. The realized gain and the related income tax expense have been recognized through the statement of changes in equity.

In the third quarter of 2021, the income tax expense of \$6 million primarily related to the income tax expense resulting from the realization of gains recorded in earnings on the sale of investments.

**ADJUSTMENTS** (EXCLUDED FROM ADJUSTED NET EARNINGS)

The following table presents the Corporation's share of Adjustments:

	Nine months ended		Three months ended		
	September 30, 2021	September 30, 2020	September 30, 2021	June 30, 2021	September 30, 2020
Lifeco <sup>[1]</sup>					
Actuarial assumption changes and other management actions	74	91	45	25	44
Market-related impacts on liabilities	3	(64)	32	(13)	13
Transaction costs related to acquisitions	(77)	(21)	(60)	(16)	(21)
Tax legislative changes impact on liabilities	(14)	-	-	(14)	-
Net gain on business dispositions	-	63	-	-	63
Restructuring and integration charges	(34)	-	(16)	(10)	-
	(48)	69	1	(28)	99
Effect of consolidation <sup>[2]</sup>	(3)	(2)	5	3	(2)
	(51)	67	6	(25)	97
IGM <sup>[1]</sup>					
Gain on the sale of Personal Capital	-	19	-	-	19
Restructuring and other charges	-	(34)	-	-	(34)
	-	(15)	-	-	(15)
Effect of consolidation <sup>[2]</sup>	(99)	(37)	-	(1)	(36)
	(99)	(52)	-	(1)	(51)
GBL <sup>[3]</sup>					
Other charges	-	(6)	-	-	(2)
Alternative and other investments					
Remeasurements of Wealthsimple's put right liability	(100)	(22)	-	-	(22)
Recovery on deconsolidation of IntegraMed	-	27	-	-	-
	(100)	5	-	-	(22)
Corporate operations					
Reorganization charges	(13)	-	(13)	-	-
Non-controlling interests of Power Financial	-	(4)	-	-	-
	(263)	10	(7)	(26)	22

[1] As reported by Lifeco and IGM.

[2] The Effect of consolidation reflects (i) the elimination of intercompany transactions, (ii) the application of the Corporation's accounting method for investments under common control to the Adjustments reported by Lifeco and IGM, which includes an allocation of the Adjustments related to the fintech portfolio based on their respective interest and (iii) IGM's share of Lifeco's Adjustments for the impact of actuarial assumption changes and management actions and market impact on insurance contract liabilities, in accordance with the Corporation's definition of Adjusted net earnings. As well, the three and nine-month periods ended September 30, 2020 reflect the adjustment to the Corporation's share of IGM's Adjustment related to the gain on disposal of Personal Capital; the Corporation has not included this amount as an Adjustment as the gain recognized by the Corporation relates to the remeasurement of the investment in Personal Capital at fair value on the date Lifeco acquired control.

[3] As previously reported by Pargesa.

**Effect of consolidation**

The Effect of consolidation in the nine-month period ended September 30, 2021 and 2020 mainly relates to the remeasurements of the put right liability of certain of the non-controlling interests in Wealthsimple to fair value.

- On May 3, 2021, Wealthsimple announced that it had signed a \$750 million equity offering. As a result, in the first quarter of 2021, the fair value increase in Wealthsimple resulted in a charge related to the remeasurement of the put right liability to fair value. The Corporation's share of the charge on the remeasurement of the put right liability was \$208 million and is included as an Adjustment. The charge has been reflected in the Adjustments of the alternative asset investment platforms, Lifeco and IGM based on their respective interest in the Effect of consolidation, of \$100 million, \$11 million and \$97 million, respectively.
- In the third quarter of 2020, the increase in fair value of Wealthsimple resulted in the remeasurement of the put right liability to fair value. The Corporation's share of the charge on the remeasurement of the put right liability was \$45 million; the charge has been reflected in the Adjustments of the alternative asset investment platforms, Lifeco and IGM based on their respective interest in the Effect of consolidation, of \$22 million, \$2 million and \$21 million, respectively.

The Effect of consolidation of IGM in the third quarter of 2020 also includes the elimination of the gain recognized by IGM on the sale of Personal Capital.

**Corporate operations**

During the third quarter of 2021, the Corporation recognized charges in conjunction with the Reorganization of the Corporation and Power Financial of \$13 million, related to the impairment of certain assets of the Corporation.

For additional information, refer to the Lifeco and GBL "Adjustments" sections above.

## Financial Position

### CONSOLIDATED BALANCE SHEETS (CONDENSED)

The condensed balance sheets of Lifeco, IGM and the investment platforms and other, as well as Power Corporation's and Power Financial's combined non-consolidated balance sheet ("Corporate"), are presented below. This table reconciles the non-consolidated balance sheet, which is not in accordance with IFRS, with the condensed consolidated balance sheet of the Corporation at September 30, 2021.

	Lifeco	IGM	Investment Platforms and Other <sup>[1]</sup>	Corporate	Effect of consolidation	Power Corporation Consolidated balance sheets	
						September 30, 2021	December 31, 2020
<b>Assets</b>							
Cash and cash equivalents	6,890	1,123	866	1,575	(315)	10,139	10,040
Investments	196,402	6,893	1,152	3,934	(4,367)	204,014	199,985
Investments in:							
Power Financial, Lifeco and IGM	362	1,001	-	18,610	(19,973)	-	-
GBL <sup>[2]</sup>	-	-	-	4,278	-	4,278	4,216
Other <sup>[3]</sup>	130	998	1,087	-	698	2,913	2,313
Funds held by ceding insurers	16,984	-	-	-	-	16,984	18,383
Reinsurance assets	20,197	-	-	-	-	20,197	22,121
Other assets	13,924	2,848	3,603	364	(186)	20,553	17,772
Intangible assets	5,548	1,330	838	2	(33)	7,685	6,279
Goodwill	8,904	2,802	604	-	613	12,923	13,963
Investments on account of segregated fund policyholders	345,621	-	-	-	-	345,621	334,032
<b>Total assets</b>	<b>614,962</b>	<b>16,995</b>	<b>8,150</b>	<b>28,763</b>	<b>(23,563)</b>	<b>645,307</b>	<b>629,104</b>
<b>Liabilities</b>							
Insurance and investment contract liabilities	217,392	-	-	-	-	217,392	218,047
Obligations to securitization entities	-	5,268	-	-	-	5,268	6,174
Power Corporation's debentures and other debt instruments	-	-	-	647	-	647	756
Non-recourse debentures and other debt instruments <sup>[4]</sup>	8,773	2,100	1,801	250	(88)	12,836	13,299
Other liabilities	12,944	3,327	2,498	1,037	446	20,252	18,063
Insurance and investment contracts on account of segregated fund policyholders	345,621	-	-	-	-	345,621	334,032
<b>Total liabilities</b>	<b>584,730</b>	<b>10,695</b>	<b>4,299</b>	<b>1,934</b>	<b>358</b>	<b>602,016</b>	<b>590,371</b>
<b>Equity</b>							
Limited recourse capital notes	1,500	-	-	-	(1,500)	-	-
Perpetual preferred shares	-	-	-	2,830	(2,830)	-	-
Non-participating shares	2,714	-	-	954	(2,714)	954	956
Participating shareholders' equity	22,703	6,249	3,533	23,045	(32,485)	23,045	21,251
Non-controlling interests <sup>[5, 6]</sup>	3,315	51	318	-	15,608	19,292	16,526
<b>Total equity</b>	<b>30,232</b>	<b>6,300</b>	<b>3,851</b>	<b>26,829</b>	<b>(23,921)</b>	<b>43,291</b>	<b>38,733</b>
<b>Total liabilities and equity</b>	<b>614,962</b>	<b>16,995</b>	<b>8,150</b>	<b>28,763</b>	<b>(23,563)</b>	<b>645,307</b>	<b>629,104</b>

[1] Includes consolidated investment funds and their controlled investments, Wealthsimple and standalone businesses.

[2] Indirectly held through Parjointco.

[3] Includes investments in jointly controlled corporation and associates.

[4] The debentures and other debt instruments of controlled and consolidated investments are secured by their assets which are non-recourse to the Corporation.

[5] Lifeco's non-controlling interests include the Participating Account surplus in subsidiaries.

[6] Non-controlling interests in Effect of consolidation represent non-controlling interests in the equity of Lifeco, IGM and controlled and consolidated investments.

Total assets of the Corporation increased to \$645.3 billion at September 30, 2021, compared with \$629.1 billion at December 31, 2020, primarily due to the impact of equity market movement and new business growth, primarily with respect to segregated funds and an increase in investments of \$4.0 billion, partially offset by the impact of currency movement.

Liabilities increased to \$602.0 billion at September 30, 2021, compared with \$590.4 billion at December 31, 2020, mainly due to the following, as disclosed by Lifeco:

- Insurance and investment contract liabilities decreased by \$0.7 billion, primarily due to fair value adjustments, the impact of currency movement, assumption changes and normal business movements, partially offset by the impact of new business.
- Insurance and investment contracts on account of segregated fund policyholders increased by \$11.6 billion, primarily due to the impact of net market value gains and investment income of \$25.6 billion, partially offset by the negative impact of currency movement of \$5.3 billion and net withdrawals of \$10.3 billion.

Parts B and C of this MD&A include a discussion of the consolidated balance sheets of Lifeco and IGM, respectively.

### NON-CONSOLIDATED BALANCE SHEETS

In the non-consolidated basis of presentation shown below, the non-consolidated balance sheets of Power Corporation and Power Financial are shown on a combined basis; investments in subsidiaries are presented using the equity method. These non-consolidated balance sheets, which are not in accordance with IFRS, enhance the MD&A and assist the reader by identifying changes in the combined non-consolidated balance sheet of Power Corporation and Power Financial.

	September 30, 2021	December 31, 2020
<b>Assets</b>		
Cash and cash equivalents <sup>[1]</sup>	1,575	1,226
Investment in:		
Lifeco	15,295	14,451
IGM	3,315	2,853
GBL <sup>[2]</sup>	4,278	4,216
Alternative and other investments <sup>[3]</sup>	3,194	3,367
China AMC	740	715
Other assets <sup>[4]</sup>	366	282
<b>Total assets</b>	<b>28,763</b>	<b>27,110</b>
<b>Liabilities</b>		
Debentures and other debt instruments <sup>[5]</sup>	897	1,006
Other liabilities	1,037	1,067
<b>Total liabilities</b>	<b>1,934</b>	<b>2,073</b>
<b>Equity</b>		
Perpetual preferred shares <sup>[6]</sup>	2,830	2,830
Non-participating shares	954	956
Participating shareholders' equity	23,045	21,251
<b>Total equity</b>	<b>26,829</b>	<b>25,037</b>
<b>Total liabilities and equity</b>	<b>28,763</b>	<b>27,110</b>

[1] Cash equivalents include \$474 million (\$544 million at December 31, 2020) of fixed income securities with maturities of more than three months. In accordance with IFRS, these are classified as investments in the Consolidated Financial Statements.

[2] Indirectly held through Parjointco.

[3] Includes Power Financial's investments in Portage I, Portage II and Wealthsimple, presented using the equity method, and its investment in Koho.

[4] Includes \$83 million of dividends declared in the third quarter by IGM and received by Power Financial on October 29, 2021 (same as at December 31, 2020).

[5] Includes Power Financial's debentures of \$250 million at September 30, 2021 (same as at December 31, 2020).

[6] Perpetual preferred shares issued by Power Financial.

### Cash and cash equivalents

Cash and cash equivalents held by the Corporation and Power Financial amounted to \$1,575 million at September 30, 2021, compared with \$1,226 million at the end of December 2020 (see "Non-Consolidated Statements of Cash Flows" below for details).

The cash and cash equivalents held by Sagard and Power Sustainable including Power Pacific amounted to \$362 million at September 30, 2021 (\$280 million at December 31, 2020) and are included in the carrying amount of the investment platforms.

## Investments

### INVESTMENTS IN LIFECO, IGM AND GBL (AT EQUITY)

The table below presents a continuity of the investments in Lifeco, IGM and GBL (held through Parjointco), which are presented using the equity method for the purposes of the non-consolidated presentation; this presentation is not in accordance with IFRS. The carrying value of the investments in Lifeco, IGM and GBL, accounted for using the equity method, increased to \$22,888 million at September 30, 2021, compared with \$21,520 million at December 31, 2020:

	Lifeco	IGM	GBL <sup>[1]</sup>	Total
Carrying value, at the beginning of the year	14,451	2,853	4,216	21,520
Share of adjusted net earnings	1,612	391	199	2,202
Share of adjustments	(51)	(99)	-	(150)
Share of other comprehensive income (loss)	53	72	(64)	61
Dividends	(815)	(250)	(81)	(1,146)
Other <sup>[2]</sup>	45	348	8	401
Carrying value, at September 30, 2021	15,295	3,315	4,278	22,888

[1] Indirectly held through Parjointco.

[2] Includes the effect of the change in ownership of Wealthsimple recognized in the second quarter of 2021.

### ALTERNATIVE AND OTHER INVESTMENTS

Alternative and other investments are comprised of the following investments:

Carrying value, as at	September 30, 2021	December 31, 2020
Sagard		
Asset management companies	94	163
Investments <sup>[1]</sup>	620	825
Power Sustainable		
Asset management companies	14	8
Power Pacific	961	1,134
Power Sustainable Energy	405	427
Other		
Standalone businesses	820	563
Other <sup>[2]</sup>	280	247
	3,194	3,367

[1] Includes Power Financial's investments in Portage I, Portage II and Wealthsimple.

[2] Includes portfolio investments in private investment funds and a select number of hedge funds. These investments are classified as available for sale and are carried at fair value. At September 30, 2021, the Corporation had outstanding commitments to make future capital contributions to these funds for an aggregate amount of \$27 million.

### INVESTMENT IN CHINA AMC

The carrying value of Power Corporation's investment in China AMC was \$740 million at September 30, 2021, compared with \$715 million at December 31, 2020.

Carrying value, at the beginning of the year	715
Dividends	(27)
Share of net earnings	45
Share of other comprehensive income (loss)	7
Carrying value, at September 30, 2021	740

China AMC's total assets under management, excluding subsidiary assets under management, were RMB¥1,607 billion (C\$309 billion) at June 30, 2021, compared with RMB¥1,461 billion (C\$285 billion) at December 31, 2020.

## EQUITY

**Non-participating shares**

Non-participating (preferred) shares of the Corporation consist of six series of First Preferred Shares with an aggregate stated capital of \$954 million at September 30, 2021 (\$956 million at December 31, 2020), of which \$950 million are non-cumulative. All series are perpetual preferred shares and are redeemable in whole or in part solely at the Corporation's option from specified dates.

The terms and conditions of the outstanding First Preferred Shares are described in Note 18 to the Corporation's 2020 Consolidated Financial Statements.

**Participating shareholders' equity**

Participating shareholders' equity was \$23,045 million at September 30, 2021, compared with \$21,251 million at December 31, 2020:

Nine months ended September 30	2021	2020
Participating shareholders' equity, at the beginning of the year	21,251	13,214
Changes in participating shares		
Issuance of subordinate voting shares in acquisition of non-controlling interests of Power Financial	-	8,687
Issuance of participating preferred shares	-	206
Purchase for cancellation of subordinate voting shares under NCIB	(58)	(110)
Issuance of subordinate voting shares (3,096,232 shares in 2021 and 500,311 shares in 2020) under the Corporation's Executive Stock Option Plans	96	17
	38	8,800
Changes in retained earnings		
Net earnings before dividends on non-participating shares	2,330	1,410
Dividends declared	(947)	(947)
Acquisition of non-controlling interests in Power Financial	-	(2,847)
Transaction costs on acquisition of non-controlling interests in Power Financial	-	(46)
Purchase for cancellation of subordinate voting shares under NCIB	(87)	(83)
Effects of changes in capital and ownership of subsidiaries, and other <sup>[1]</sup>	592	37
	1,888	(2,476)
Changes in reserves		
Other comprehensive income (loss)		
Foreign currency translation adjustments	(197)	248
Investment revaluation and cash flow hedges	(481)	141
Actuarial gains (losses) on defined benefit plans	512	(202)
Share of Parjointco and other jointly controlled corporations and associates	(56)	-
Reattribution on acquisition of non-controlling interests of Power Financial	-	647
Share-based compensation, including the effect of subsidiaries <sup>[1]</sup>	90	75
	(132)	909
Participating shareholders' equity, at September 30	23,045	20,447

[1] Includes the effect of the change in ownership of Wealthsimple recognized in the participating shareholders' equity in the second quarter of 2021 and the reattribution of share-based compensation on acquisition of non-controlling interests of Power Financial in 2020.

The book value per participating share of the Corporation was \$34.07 at September 30, 2021, compared with \$31.38 at the end of 2020.

**Outstanding number of participating shares**

At the date of this MD&A, there were 54,860,866 participating preferred shares of the Corporation outstanding (same as at December 31, 2020), and 621,712,178 subordinate voting shares of the Corporation outstanding, compared with 622,388,232 at December 31, 2020.

At the date of this MD&A, options were outstanding to purchase up to an aggregate of 27,749,257 subordinate voting shares of the Corporation, which includes 11,175,842 subordinate voting shares issuable pursuant to Replacement Options, under the Corporation's Executive Stock Option Plan and the Power Financial Employee Stock Option Plan.

**Reorganization**

On February 13, 2020, the Corporation and Power Financial successfully completed the Reorganization, pursuant to which each common share of Power Financial held by PFC Minority Shareholders, being holders of common shares of Power Financial other than the Corporation and its wholly owned subsidiaries, were exchanged for 1.05 Subordinate Voting Shares of the Corporation and \$0.01 in cash.

On February 12, 2020, in connection with the Reorganization, and in accordance with the pre-emptive right (Pre-emptive Right), in favour of holders of participating preferred shares included in the Corporation's Articles, the Corporation issued 6,006,094 Participating Preferred Shares to holders who duly exercised the Pre-emptive Right at a price of \$34.27 per Participating Preferred Share, representing a cash consideration of \$206 million. The Pre-emptive Right entitled holders of Participating Preferred Shares to acquire from the Corporation, pro rata to their respective holdings in Participating Preferred Shares an aggregate number of Participating Preferred Shares that is equal to 12.0% of the number of subordinate voting shares issued pursuant to the Reorganization.

Also, on February 13, 2020, the Corporation acquired 238,693,580 Power Financial Common Shares, in exchange for 1.05 Subordinate Voting Shares of the Corporation and \$0.01 per share in cash. The Corporation issued 250,628,173 Subordinate Voting Shares at a price of \$34.66 per Subordinate Voting Share and paid \$2 million in cash for a total consideration of \$8.7 billion.

As part of the Reorganization, the Corporation assumed the Power Financial Employee Stock Option Plan. The 13,079,888 options outstanding at February 13, 2020 under Power Financial's Employee Stock Option Plan were exchanged for 13,733,786 options to acquire Subordinate Voting Shares of the Corporation (Replacement Options).

**Normal Course Issuer Bids**

The Corporation's Normal Course Issuer Bid (NCIB) that commenced on February 20, 2020 expired on February 19, 2021. The Corporation did not make any purchases under this NCIB in the first quarter of 2021. The Corporation commenced a new NCIB on February 25, 2021 which is effective until the earlier of February 24, 2022 and the date on which the Corporation has purchased the maximum permitted number of Subordinate Voting Shares. Pursuant to this bid, the Corporation may purchase up to 30 million of its Subordinate Voting Shares outstanding as at February 17, 2021 (representing approximately 5.3% of the public float of Subordinate Voting Shares outstanding) at market prices.

The Corporation had temporarily suspended share buybacks in March 2020 and reinstated buybacks in February 2021 to offset dilution from the exercise of employee stock options. During the nine months ended September 30, 2021, the Corporation purchased for cancellation 3,890,100 (7,352,500 at September 30, 2020) Subordinate Voting Shares pursuant to its NCIB for a total of \$145 million (\$193 million at September 30, 2020). The Corporation's share capital was reduced by the average carrying value of the shares repurchased for cancellation. The excess paid over the average carrying value of stated capital was \$87 million (\$83 million in 2020) and was recognized as a reduction to retained earnings. Given the current recent market developments (see section "COVID-19"), the Corporation intends to resume normal course share buybacks under its NCIB.

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## Net Asset Value

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Net asset value is presented for Power Corporation. Net asset value represents management's estimate of the fair value of the participating shareholders' equity of the Corporation. Net asset value is the fair value of the assets of the combined Power Financial and Power Corporation non-consolidated balance sheet less their net debt and preferred shares. In determining the fair value of assets, investments in subsidiaries, jointly controlled corporations and associates are adjusted to fair value as follows:

- Investments in publicly traded companies are valued at their market value, measured as the closing share price on the reporting date;
- Investments in private entities are valued at fair value based on management's estimate using consistently applied valuation models either based on a valuation multiple or discounted cash flows. Certain valuations are prepared by external valuers or subject to review by external valuers. Market-comparable transactions are generally used to corroborate the estimated fair value. The value of investments in private entities is presented net of any management incentives;
- Investments in investment funds are valued at the fair value reported by the fund which is net of carried interest or other incentives.

The presentation of the investments in subsidiaries, jointly controlled corporations and associates at fair value is not in accordance with IFRS; net asset value is a non-IFRS financial measure.

The Corporation's net asset value per share is presented on a look-through basis. The combined non-consolidated balance sheets of Power Corporation and Power Financial include the investments held in public entities through Power Financial (Lifeco, IGM and GBL), and the net debt and preferred shares of Power Financial. The net asset value per share was \$52.81 at September 30, 2021, compared with \$41.27 at December 31, 2020, representing an increase of 28.0%.

	September 30, 2021			December 31, 2020		
	Combined non-consolidated balance sheet	Fair value adjustment	Net asset value	Combined non-consolidated balance sheet	Fair value adjustment	Net asset value
<b>Assets</b>						
Investments						
Power Financial						
Lifeco	15,295	8,609	23,904	14,451	4,374	18,825
IGM	3,315	3,379	6,694	2,853	2,252	5,105
GBL	4,278	(1,133)	3,145	4,216	(1,346)	2,870
Alternative and other investments						
Sagard						
Asset management companies <sup>[1]</sup>	94	-	94	163	-	163
Investments <sup>[2]</sup>	620	693	1,313	825	310	1,135
Power Sustainable						
Asset management companies <sup>[1]</sup>	14	-	14	8	-	8
Power Pacific	961	-	961	1,134	-	1,134
Power Sustainable Energy	405	346	751	427	303	730
Other						
Standalone businesses <sup>[3, 4]</sup>	820	748	1,568	563	788	1,351
Other	280	38	318	247	19	266
China AMC <sup>[5]</sup>	740	-	740	715	-	715
Cash and cash equivalents	1,575	-	1,575	1,226	-	1,226
Other assets	366	-	366	282	-	282
<b>Total assets</b>	<b>28,763</b>	<b>12,680</b>	<b>41,443</b>	<b>27,110</b>	<b>6,700</b>	<b>33,810</b>
<b>Liabilities and non-participating shares</b>						
Debentures and other debt instruments	897	-	897	1,006	-	1,006
Other liabilities <sup>[6]</sup>	1,037	-	1,037	1,067	-	1,067
Non-participating shares and perpetual preferred shares	3,784	-	3,784	3,786	-	3,786
<b>Total liabilities and non-participating shares</b>	<b>5,718</b>	<b>-</b>	<b>5,718</b>	<b>5,859</b>	<b>-</b>	<b>5,859</b>
<b>Net value</b>						
Participating shareholders' equity / Net asset value	23,045	12,680	35,725	21,251	6,700	27,951
<b>Per share</b>	<b>34.07</b>		<b>52.81</b>	<b>31.38</b>		<b>41.27</b>

[1] The management companies of the investment funds are presented at their carrying value in accordance with IFRS and are primarily composed of cash and net carried interest receivable.

[2] Includes the Corporation's investments in Portage I, Portage II and Wealthsimple, held by Power Financial.

[3] At December 31, 2020, the investment in Lion was valued based on the subscription price of US\$10.00 per share for the private placement of common shares announced as part of the merger transaction with Northern Genesis Acquisition Corp. Subsequent to the completion of the merger on May 6, 2021, Lion is publicly listed on the TSX and NYSE.

[4] An additional deferred tax liability of \$99 million has been included in the net asset value with respect to the investments in standalone businesses at fair value, without taking into account possible tax reduction strategies. The Corporation has tax attributes (not otherwise recognized on the balance sheet) that could be available to minimize the tax if the Corporation were to dispose of its interests held in the standalone businesses.

[5] Valued at carrying value in accordance with IFRS.

[6] In accordance with IAS 12, Income Taxes, no deferred tax liability is recognized with respect to temporary differences associated with investments in subsidiaries and jointly controlled corporations as the Corporation is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future. If the Corporation were to dispose of an investment in a subsidiary or a jointly controlled corporation, income taxes payable on such disposition would be minimized through careful and prudent tax planning and structuring, as well as with the use of available tax attributes not otherwise recognized on the balance sheet, including tax losses, tax basis, safe income and foreign tax surplus associated with the subsidiary or jointly controlled corporation.

Investments measured at market value and cash represent 90.8% of the total assets at fair value at September 30, 2021 (87.3% at December 31, 2020). A 10% change in the market value of publicly traded investments would result in a change in the Corporation's net asset value of \$3,566 million or \$5.27 per share.

## Cash Flows

### CONSOLIDATED STATEMENTS OF CASH FLOWS (CONDENSED)

The condensed cash flows of Lifeco, IGM and the Corporation's investment platforms, as well as Power Corporation's and Power Financial's non-consolidated cash flows on a combined basis, are presented below. This table reconciles the non-consolidated statement of cash flows, which is not in accordance with IFRS, to the condensed consolidated statement of cash flows of the Corporation for the nine-month period ended September 30, 2021.

	Lifeco	IGM	Investment Platforms and Other <sup>[1]</sup>	Corporate	Effect of consolidation	Power Corporation Consolidated	
						2021	2020
Nine months ended September 30							
Cash flows from:							
Operating activities	8,544	614	(142)	980	(1,057)	8,939	8,119
Financing activities	(567)	(1,212)	490	(1,219)	2,016	(492)	1,541
Investing activities	(9,011)	949	43	588	(888)	(8,319)	(8,803)
Effect of changes in exchange rates on cash and cash equivalents	(22)	-	(7)	-	-	(29)	85
Increase (decrease) in cash and cash equivalents	(1,056)	351	384	349	71	99	942
Cash and cash equivalents, at the beginning of the year	7,946	772	640	1,226	(544)	10,040	6,805
Cash and cash equivalents, at September 30	6,890	1,123	1,024	1,575	(473)	10,139	7,747

[1] Includes consolidated investment funds and their controlled investments, Wealthsimple and standalone businesses.

Consolidated cash and cash equivalents increased by \$99 million in the nine-month period ended September 30, 2021, compared with an increase of \$942 million in the corresponding period in 2020.

Operating activities produced a net inflow of \$8,939 million in the nine-month period ended September 30, 2021, compared with a net inflow of \$8,119 million in the corresponding period in 2020.

Cash flows from financing activities, which include the issuance and repayment of capital instruments, the repurchase of participating shares, issuance of common shares and limited-life fund and redeemable units by subsidiaries, dividends paid on the participating and non-participating shares of the Corporation, and dividends paid by subsidiaries to non-controlling interests and increases and repayments of obligations to securitization entities by IGM, represented a net outflow of \$492 million in the nine-month period ended September 30, 2021, compared with a net inflow of \$1,541 million in the corresponding period in 2020.

Cash flows from investing activities resulted in a net outflow of \$8,319 million in the nine-month period ended September 30, 2021, compared with a net outflow of \$8,803 million in the corresponding period in 2020.

Parts B and C of this MD&A include a discussion of the cash flows of Lifeco and IGM, respectively.

**NON-CONSOLIDATED STATEMENTS OF CASH FLOWS**

As Power Corporation is a holding company, corporate cash flows are primarily comprised of dividends received, income from investments and income (loss) from cash and cash equivalents, less operating expenses, financing charges, income taxes, and non-participating and participating share dividends.

The following combined non-consolidated statements of cash flows of Power Corporation and Power Financial, which are not presented in accordance with IFRS, have been prepared to assist the reader as they isolate the cash flows of the corporate operations.

Nine months ended September 30	2021	2020
<b>Operating activities</b>		
Dividends		
Lifeco	815	815
IGM	250	250
Parjointco	81	88
China AMC	27	14
Corporate operations, net of non-cash items <sup>[1]</sup>	(193)	(202)
	980	965
<b>Financing activities</b>		
Dividends paid on:		
Non-participating shares	(39)	(39)
Participating shares	(909)	(778)
Perpetual preferred shares	(102)	(104)
Common shares	-	(108)
Issuance of participating preferred shares	-	206
Issuance of subordinate voting shares	87	15
Repurchase of subordinate voting shares	(145)	(193)
Repurchase of non-participating shares	(2)	(3)
Changes in other debt instruments	(106)	101
Other	(3)	(4)
	(1,219)	(907)
<b>Investing activities</b>		
Distributions and proceeds from disposal of investments	953	148
Purchase of investments	(367)	(334)
Acquisition of Power Financial non-controlling interests including transaction costs paid	-	(48)
Other	2	-
	588	(234)
Increase (decrease) in cash and cash equivalents	349	(176)
Cash and cash equivalents, at the beginning of the year	1,226	1,392
<b>Cash and cash equivalents, at September 30</b>	<b>1,575</b>	<b>1,216</b>

[1] Includes changes in short-term receivables from, and payables to, investment platforms.

On a non-consolidated basis, cash and cash equivalents of the Corporation and Power Financial increased by \$349 million in the nine-month period ended September 30, 2021, compared with a decrease of \$176 million in the corresponding period in 2020.

Operating activities resulted in a net inflow of \$980 million in the nine-month period ended September 30, 2021, compared with a net inflow of \$965 million in the corresponding period in 2020. Dividends paid by the publicly traded operating companies include:

Nine months ended  (In millions of Canadian dollars, except as otherwise noted)	September 30, 2021		September 30, 2020	
	Dividend per share	Total dividend received	Dividend per share	Total dividend received
Lifeco	1.3140	815	1.3140	815
IGM	1.6875	250	1.6875	250

- Total dividend received from Parjointco was \$81 million (SF60 million) for the period ended September 30, 2021, compared with \$88 million (SF61 million) for the period ended September 30, 2020.

The Corporation's financing activities during the nine-month period ended September 30, 2021 were a net outflow of \$1,219 million, compared with a net outflow of \$907 million in the corresponding period in 2020, and included:

- Dividends paid on non-participating and participating shares by the Corporation of \$948 million, compared with \$817 million in the corresponding period in 2020. In the nine-month period ended September 30, 2021, dividends paid on the Corporation's participating shares were \$1.3425 per share, compared with \$1.3000 per share in the corresponding period in 2020.
- Dividends paid on preferred and common shares by Power Financial, net of those received by the Corporation, of \$102 million, compared with \$212 million in the corresponding period in 2020.
- No issuance of participating preferred shares, compared with issuance for an amount of \$206 million as part of the Reorganization in the corresponding period in 2020.
- Repurchase of \$145 million of subordinate voting shares, as part of the NCIB, compared with repurchase for an amount of \$193 million in the corresponding period in 2020.
- Decrease in other debt instruments of \$106 million, compared with an increase of \$101 million in the corresponding period in 2020.
- Issuance of subordinate voting shares of the Corporation for \$87 million pursuant to the Corporation's Executive Stock Option Plan and the Power Financial Employee Stock Option Plan, compared with issuance for an amount of \$15 million in the corresponding period in 2020.

The Corporation's investing activities during the nine-month period ended September 30, 2021 were a net inflow of \$588 million, compared with a net outflow of \$234 million in the corresponding period in 2020.

Proceeds from disposal of investments and purchase of investments are comprised of investment activities of the Corporation and in its investment platforms.

The Corporation decreased its level of fixed income securities with maturities of more than three months, resulting in a net inflow of \$70 million in the nine-month period ended September 30, 2021, compared with a net inflow of \$6 million in the corresponding period in 2020.

## Capital Management

As a holding company, Power Corporation's objectives in managing its capital are to:

- provide attractive long-term returns to shareholders of the Corporation;
- provide sufficient financial flexibility to pursue its growth strategy to invest on a timely basis in its operating companies and other investments as opportunities present;
- maintain a capital structure that matches the long-term nature of its investments by maximizing the use of permanent capital;
- maintain an appropriate credit rating to ensure stable access to the capital markets; and
- maintain cash and cash equivalents at a minimum of two times fixed charges.

The Corporation manages its capital taking into consideration the risk characteristics and liquidity of its holdings. In order to maintain or adjust its capital structure, the Corporation may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue capital.

The Board of Directors of the Corporation is responsible for capital management. Management of the Corporation is responsible for establishing capital management procedures and for implementing and monitoring its capital plans. The Board of Directors of the Corporation reviews and approves capital transactions such as the issuance, redemption and repurchase of participating shares, non-participating shares and debentures. The boards of directors of the Corporation's subsidiaries, as well as those of Parjointco and GBL, oversee and have the responsibility for their respective company's capital management.

With the exception of debentures and other debt instruments, the Corporation's capital is permanent, matching the long-term nature of its investments. The capital structure of the Corporation consists of: debentures, non-participating shares, participating shareholders' equity, and non-controlling interests. The Corporation views non-participating shares as a cost-effective source of permanent capital.

The Corporation's consolidated capitalization includes the debentures, preferred shares and other equity instruments, and other debt instruments issued by its consolidated subsidiaries. Debentures and other debt instruments issued by Power Financial, Lifeco, IGM and controlled investments are non-recourse to the Corporation. The Corporation does not guarantee debt issued by its subsidiaries. Non-participating shares and total equity accounted for 76% of consolidated capitalization at September 30, 2021.

	September 30, 2021	December 31, 2020
<b>Debentures and other debt instruments</b>		
Power Corporation	647	756
Power Financial	250	250
Lifeco	8,773	9,693
IGM	2,100	2,100
Other <sup>[1]</sup>	1,801	1,344
Effect of consolidation	(88)	(88)
	12,836	13,299
	13,483	14,055
<b>Non-participating shares and other equity instruments</b>		
Power Corporation	954	956
Power Financial	2,830	2,830
Lifeco	4,214	2,714
	7,044	5,544
	7,998	6,500
<b>Equity</b>		
Participating shareholders' equity	23,045	21,251
Non-controlling interests <sup>[2]</sup>	12,248	10,982
	35,293	32,233
	56,774	52,788

[1] Includes other debt instruments of controlled and consolidated investments and standalone businesses; consists of \$346 million (\$28 million in 2020) of debt under revolving credit facilities held by the investment funds and other debt held by controlled investees, \$1,299 million (\$1,176 million in 2020) of project-related debt held within the Power Sustainable Energy Infrastructure platform, and \$156 million (\$140 million in 2020) of other debt held by standalone businesses. The other debt instruments are secured by the assets of the controlled investments which are non-recourse to the Corporation. See Note 9(B) to the Interim Consolidated Financial Statements for more information.

[2] Represents the non-controlling equity interests of the Corporation's subsidiaries excluding Power Financial and Lifeco's preferred shares, which are shown in this table as non-participating shares.

**Power Corporation**

- The Corporation filed a short-form base shelf prospectus dated November 23, 2020, pursuant to which, for a period of 25 months thereafter, the Corporation may issue up to an aggregate of \$5 billion of First Preferred Shares, subordinate voting shares, subscription receipts and unsecured debt securities, or any combination thereof. This filing provides the Corporation with the flexibility to access debt and equity markets on a timely basis.
- The Corporation commenced a NCIB on February 25, 2021 which is effective until the earlier of February 24, 2022 and the date on which the Corporation has purchased the maximum permitted number of subordinate voting shares. Refer to the section "Participating Shareholders' Equity" for more information.

**Power Financial**

- Power Financial filed a short-form base shelf prospectus dated November 23, 2020, pursuant to which, for a period of 25 months thereafter, Power Financial may issue up to an aggregate of \$3 billion of First Preferred Shares and unsecured debt securities, or any combination thereof. This filing provides the Corporation with the flexibility to access debt and equity markets on a timely basis through Power Financial.

**SUBSEQUENT EVENTS**

- On October 15, 2021, Power Financial issued 8,000,000 4.50% Non-Cumulative First Preferred Shares, Series 23 for gross proceeds of \$200 million.
- On October 18, 2021, Power Financial announced its intention to redeem all of its outstanding 6.00% \$200 million Non-Cumulative First Preferred Shares, Series I on November 22, 2021.

**Lifeco**

- During the third quarter, Lifeco made payments of US\$400 million and US\$100 million on its committed line of credit related to its acquisition of MassMutual's retirement services business (December 31, 2020) reducing the drawn balance on this line to zero.
- As part of Lifeco's announcement on July 21, 2021 that its U.S. subsidiary, Empower Retirement, had reached a definitive agreement to acquire Prudential's full-service retirement business, Lifeco announced that the transaction was expected to be funded with approximately US\$1.19 billion of Limited Recourse Capital Notes (LRCN), US\$1.0 billion of short-term debt, and existing resources.

On August 16, 2021, Lifeco issued \$1.5 billion aggregate principal amount 3.60% LRCN Series 1 (Subordinated Indebtedness) at par, maturing on December 31, 2081. The LRCN Series 1 bear interest at a fixed rate of 3.60% per annum, payable semi-annually, until December 31, 2026. On December 31, 2026 and every five years thereafter until December 31, 2076, the interest rate on the LRCN Series 1 will be reset at an interest rate equal to the five-year Government of Canada Yield as defined in the trust indenture governing the LRCN Series 1, plus 2.641%.

**SUBSEQUENT EVENTS**

- On October 8, 2021, Lifeco issued 8,000,000, 4.50% Non-Cumulative First Preferred Shares, Series Y at \$25.00 per share for gross proceeds of \$200 million.
- On November 3, 2021, Lifeco announced its intention to redeem all of its outstanding 5.90% \$194 million Non-Cumulative First Preferred Shares, Series F on December 31, 2021.

The Corporation itself is not subject to externally imposed regulatory capital requirements; however, Lifeco and certain of its main subsidiaries, IGM's subsidiaries and certain of the Corporation's other subsidiaries are subject to regulatory capital requirements. Parts B and C of this MD&A further describe the capital management activities of Lifeco and IGM, respectively. See Note 21 to the Corporation's 2020 Consolidated Financial Statements for additional information.

**RATINGS**

The current rating by Standard & Poor's (S&P) of the Corporation's debentures is "A+" with a stable outlook. Dominion Bond Rating Service's (DBRS) current rating on the Corporation's debentures is "A" with a stable rating trend.

Credit ratings are intended to provide investors with an independent measure of the credit quality of the securities of a corporation and are indicators of the likelihood of payment and the capacity of a corporation to meet its obligations in accordance with the terms of each obligation. Descriptions of the rating categories for each of the agencies set forth below have been obtained from the respective rating agencies' websites. These ratings are not a recommendation to buy, sell or hold the securities of a corporation and do not address market price or other factors that might determine suitability of a specific security for a particular investor. The ratings also may not reflect the potential impact of all risks on the value of securities and are subject to revision or withdrawal at any time by the rating organization.

The "A+" rating assigned to the Corporation's debentures by S&P is the fifth highest of the 22 ratings used for long-term debt. A long-term debenture rated "A+" is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories; however, the obligor's capacity to meet its financial commitment on the obligation is still strong.

The "A" rating assigned to the Corporation's debentures by DBRS is the sixth highest of the 26 ratings used for long-term debt. A long-term debenture rated "A" implies that the capacity for repayment is substantial, but of lesser credit quality than AA, and may be vulnerable to future events, although qualifying negative factors are considered manageable.

The current rating by S&P of Power Financial's debentures is "A+" with a stable outlook. DBRS' current rating on Power Financial's debentures is "A (High)" with a stable trend.

Following Lifeco's announcement on July 21, 2021 of the acquisition of the Prudential retirement services business and having regard to the financing plan and its impact on the Corporation's leverage ratio in the near term, S&P affirmed the Corporation's rating of "A+" with a stable outlook.

Parts B and C of this MD&A provide information on the ratings of the debentures of Lifeco and IGM, respectively.

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## Risk Management

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Power Corporation is an international management and holding company that focuses on financial services in North America, Europe and Asia. Its core holdings are leading insurance, retirement, wealth management and investment businesses including a portfolio of alternative asset investment platforms. The Corporation, through Power Financial, holds a controlling interest in Lifeco and IGM and also holds a joint controlling interest in Parjointco, which itself holds a controlling interest in GBL. As a result, the Corporation bears the risks associated with being a significant shareholder of these operating companies. A complete description of these risks is presented in their public disclosures. The respective boards of directors of Lifeco, IGM and GBL are responsible for the risk oversight function at their respective companies. The risk committees of the boards of directors of Lifeco and IGM are responsible for their risk oversight. Certain officers of the Corporation are members of these boards and committees of these boards, including the risk committees, and, consequently, in their role as directors, they participate in the risk oversight function at the operating companies. Parts B and C of this MD&A further describe risks related to Lifeco and IGM, respectively.

### RISK OVERSIGHT

The Corporation believes that a prudent approach to risk is achieved through a governance model that focuses on the active oversight of its investments. The Board of Directors and executive officers of the Corporation have overall oversight and responsibility for risk management associated with the investment activities and operations of the holding company and maintain a comprehensive and appropriate set of policies and controls.

The Board of Directors provides oversight and carries out its risk management mandate and addresses operational risks primarily through the following committees:

- The Audit Committee addresses risks related to financial reporting and cybersecurity.
- The Human Resources Committee considers risks associated with the Corporation's compensation policies and practices.
- The Governance and Nominating Committee oversees the Corporation's approach to appropriately address potential risks related to governance matters.
- The Related Party and Conduct Review Committee reviews and considers for approval transactions with related parties of the Corporation.

There are certain risks inherent in an investment in the securities of the Corporation and in the activities of the Corporation, which investors should carefully consider before investing in securities of the Corporation. The 2020 Annual MD&A reviews certain risks that could impact the financial condition and financial performance, and the value of the equity of the Corporation. This description of risks does not include all possible risks, and there may be other risks of which the Corporation is not currently aware.

During the nine-month period ended September 30, 2021, there were no changes to the Corporation's risk oversight approach, and the identification and management of the specific risks, including the risks related to the COVID-19 pandemic, as described in the 2020 Annual MD&A.

## Financial Instruments and Other Instruments

### FAIR VALUE MEASUREMENT

At September 30, 2021, there have been changes to the carrying amounts and fair value of the Corporation and its subsidiaries' assets and liabilities recorded at fair value since December 31, 2020. These changes did not have a material impact on the financial condition of the Corporation and its subsidiaries. See Note 19 to the Corporation's Interim Consolidated Financial Statements for additional disclosure of the Corporation's fair value measurement.

### DERIVATIVE FINANCIAL INSTRUMENTS

In the course of their activities, the Corporation and its subsidiaries use derivative financial instruments. When using such derivatives, they only act as limited end-users and not as market makers in such derivatives.

The use of derivatives is monitored and reviewed on a regular basis by senior management of the Corporation and by senior management of its subsidiaries. The Corporation and its subsidiaries have each established operating policies, guidelines and procedures relating to the use of derivative financial instruments, which in particular focus on:

- prohibiting the use of derivative instruments for speculative purposes;
- documenting transactions and ensuring their consistency with risk management policies;
- demonstrating the effectiveness of the hedging relationships; and
- monitoring the hedging relationships.

There were no major changes to the Corporation and its subsidiaries' policies and procedures with respect to the use of derivative instruments in the nine-month period ended September 30, 2021. The following table provides a summary of the Corporation and its subsidiaries' derivatives portfolio:

	September 30, 2021			December 31, 2020		
	Notional	Maximum credit risk	Total fair value	Notional	Maximum credit risk	Total fair value
Power Corporation	131	11	11	21	1	1
Power Financial	20	13	13	23	3	3
Lifeco	33,946	776	(519)	30,121	829	(392)
IGM	2,174	45	26	2,273	38	3
Other subsidiaries	889	19	7	260	102	88
	37,029	853	(473)	32,677	972	(298)
	37,160	864	(462)	32,698	973	(297)

During the nine-month period ended September 30, 2021, there was an increase of \$4.5 billion in the notional amount of derivatives outstanding, primarily due to regular hedging activities and increases to net investment hedges by Lifeco. The Corporation and its subsidiaries' exposure to derivative counterparty risk (which represents the market value of instruments in a gain position) decreased to \$864 million at September 30, 2021 from \$973 million at December 31, 2020. The decrease was primarily due to the decrease in value of the call rights held by Power Sustainable to purchase additional shares of Lion, as a portion of the call rights were exercised during the second quarter of 2021, as well as related fair value decreases, and the impact of increases to market interest rates on interest rate swaps that receive fixed and pay floating rates.

Parts B and C of this MD&A provide information on the types of derivative financial instruments used by Lifeco and IGM, respectively.

See Note 26 to the Corporation's 2020 Consolidated Financial Statements for additional information.

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## Off-Balance Sheet Arrangements

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### GUARANTEES

In the normal course of their operations, the Corporation and its subsidiaries may enter into certain agreements, the nature of which precludes the possibility of making a reasonable estimate of the maximum potential amount the Corporation or subsidiary could be required to pay third parties, as some of these agreements do not specify a maximum amount and the amounts are dependent on the outcome of future contingent events, the nature and likelihood of which cannot be determined. See also Note 32 to the Corporation's 2020 Consolidated Financial Statements.

### LETTERS OF CREDIT

In the normal course of its reinsurance business, Lifeco provides letters of credit to other parties or beneficiaries. A beneficiary will typically hold a letter of credit as collateral in order to secure statutory credit for insurance and investment contract liabilities ceded to or amounts due from Lifeco. Lifeco may be required to seek collateral alternatives if it is unable to renew existing letters of credit on maturity. See also Part B of this MD&A and Note 32 to the Corporation's 2020 Consolidated Financial Statements.

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## Contingent Liabilities

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The Corporation and its subsidiaries are from time to time subject to legal actions, including arbitrations and class actions, arising in the normal course of business. It is inherently difficult to predict the outcome of any of these proceedings with certainty, and it is possible that an adverse resolution could have a material adverse effect on the consolidated financial position of the Corporation. However, based on information presently known, it is not expected that any of the existing legal actions, either individually or in the aggregate, will have a material adverse effect on the consolidated financial position of the Corporation. See also Parts B and C of this MD&A and Note 31 to the Corporation's 2020 Consolidated Financial Statements.

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## Commitments and Contractual Obligations

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At September 30, 2021, there have been no material changes in the contractual obligations of the Corporation and its subsidiaries from those reported in the 2020 Annual MD&A, except for:

In the nine months ended September 30, 2021, Potentia entered into turbine and other purchase contracts related to its solar and Alberta wind projects under construction of \$798 million.

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## Income Taxes (Non-Consolidated Basis)

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The Corporation, together with Power Financial, had, at September 30, 2021, non-capital losses of \$886 million (\$861 million for which the benefits have not been recognized) available to reduce future taxable income (including capital gains). These losses expire from 2028 to 2041.

The Corporation, together with Power Financial, had, at September 30, 2021, capital losses of \$142 million (\$50 million for which the benefits have not been recognized) that can be used indefinitely to offset capital gains.

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## Transactions with Related Parties

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Power Corporation has a Related Party and Conduct Review Committee composed entirely of Directors who are independent of management and independent of the Corporation's controlling shareholder. The mandate of this Committee is to review proposed transactions with related parties of the Corporation, including its controlling shareholder, and to approve only those transactions that it deems appropriate and that are done at market terms and conditions.

In the normal course of business, Power Corporation and its subsidiaries enter into various transactions which include capital commitments to investment funds, performance and base management fees paid to subsidiaries of the group and loans to employees. Such transactions are at market terms and conditions and are reviewed by the appropriate related party and conduct review committee.

In the normal course of business, Canada Life and Putnam enter into various transactions with related companies which include providing group insurance benefits and subadvisory services, respectively, to other companies within the Power Corporation group of companies. Such transactions are at market terms and conditions. These transactions are reviewed by the appropriate related party and conduct review committee.

Lifeco provides asset management and administrative services for employee benefit plans relating to pension and other post-employment benefits for employees of Power Corporation, Power Financial, and Lifeco and its subsidiaries. These transactions are at market terms and conditions and are reviewed by the appropriate related party and conduct review committee.

IGM enters into transactions with subsidiaries of Lifeco. These transactions are in the normal course of operations and include (i) providing certain administrative services, (ii) distributing insurance products and (iii) the sale of residential mortgages to Canada Life. These transactions are at market terms and conditions and are reviewed by the appropriate related party and conduct review committee.

During the first quarter, management of Sagard acquired an interest in SHMI, a newly formed entity, a subsidiary of Sagard. This transaction was at market terms and conditions and was reviewed by the Related Party and Conduct Review Committee. Refer to the Sagard section of "Alternative Asset Investment Platforms".

On October 7, 2021, subsequent to quarter end, Lifeco and Sagard, subsidiaries of the Corporation, announced they had agreed to enter into a long-term strategic relationship, which includes the sale of Lifeco's subsidiaries EverWest Real Estate Investors, LLC and EverWest Advisors, LLC to Sagard. In exchange, Lifeco will receive a minority shareholding in Sagard's subsidiary, Sagard Holdings Management Inc. The transaction was reviewed and approved by the relevant related party and conduct review committees. Refer to the sections "Lifeco" and "Sagard" and to Part B of this MD&A for further discussion.

See Note 30 to the Corporation's 2020 Consolidated Financial Statements for additional information.

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## Summary of Critical Accounting Estimates and Judgments

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In the preparation of the financial statements, management of the Corporation and the managements of its subsidiaries are required to make significant judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, net earnings, comprehensive income and related disclosures. Key sources of estimation uncertainty and areas where significant judgments are made by the management of the Corporation and the managements of its subsidiaries include: the entities to be consolidated or accounted for using the equity method, insurance and investment contract liabilities, fair value measurements, investment impairment, goodwill and intangible assets, income taxes and employee future benefits. These are described in the Corporation's 2020 Annual MD&A and the notes to the Corporation's 2020 Consolidated Financial Statements.

### IMPACT OF COVID-19 ON SIGNIFICANT JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The COVID-19 pandemic has continued to result in uncertainty in global financial markets and the economic environment in which the Corporation and its subsidiaries operate. The duration and impact of the COVID-19 pandemic continues to be unknown at this time, as is the efficacy of the associated fiscal and monetary interventions by governments and central banks.

The results of the Corporation reflect the judgments of the managements of the Corporation and its subsidiaries regarding the impact of prevailing market conditions related to global credit, equities, investment properties and foreign exchange, as well as, with respect to Lifeco, prevailing health and mortality experience market conditions.

The provision for future credit losses within Lifeco's insurance contract liabilities relies upon investment credit ratings. In addition to its own credit assessments, Lifeco's practice is to use third-party independent credit ratings where available. Management judgment is required when setting credit ratings for instruments that do not have a third-party credit rating. Given rapid market changes, third-party credit rating changes may lag developments in the current environment.

The fair value of investments (Note 19 of the Interim Consolidated Financial Statements), the valuation of goodwill and other intangible assets, the valuation of insurance contract liabilities and the recoverability of deferred tax asset carrying values reflect the judgments of the managements of the Corporation and its subsidiaries.

Given the uncertainty surrounding the current environment, the actual financial results could differ from the estimates made in the preparation of the Corporation's Interim Financial Statements.

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## Changes in Accounting Policies

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There were no changes to the Corporation's accounting policies from those reported at December 31, 2020, except for:

The Corporation adopted the *Interest Rate Benchmark Reform - Phase 2* amendments to IFRS for IAS 39, *Financial Instruments: Recognition and Measurement*, IFRS 7, *Financial Instruments: Disclosures*, IFRS 4, *Insurance Contracts* and IFRS 16, *Leases*, effective January 1, 2021. The adoption of these amendments did not have a significant impact on the Corporation's consolidated financial statements.

The Corporation actively monitors changes in IFRS, both proposed and released, by the International Accounting Standards Board (IASB) for potential impact on the Corporation.

## Future Accounting Changes

The Corporation and its subsidiaries continuously monitor the potential changes proposed by the IASB and analyze the effect that changes in the standards may have on the consolidated financial statements when they become effective. The following sets out standards released and updates to the Corporation and subsidiaries' analysis since December 31, 2020:

Standard	Summary of future changes
<b>IAS 1 – Presentation of Financial Statements</b>	<p>In February 2021, the IASB published <i>Disclosure of Accounting Policies</i>, amendments to IAS 1, <i>Presentation of Financial Statements</i>. The amendments clarify how an entity determines whether accounting policy information is material.</p> <p>These amendments are effective for annual reporting periods beginning on or after January 1, 2023, with earlier application permitted. The Corporation and its subsidiaries are evaluating the impact for the adoption of these amendments.</p>
<b>IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors</b>	<p>In February 2021, the IASB published <i>Definition of Accounting Estimates</i>, amendments to IAS 8, <i>Accounting Policies, Changes in Accounting Estimates and Errors</i>. The amendments clarify the difference between an accounting policy and an accounting estimate.</p> <p>These amendments are effective for annual reporting periods beginning on or after January 1, 2023, with earlier application permitted. The Corporation and its subsidiaries are evaluating the impact for the adoption of these amendments.</p>
<b>IAS 12 – Income Taxes</b>	<p>In May 2021, the IASB published <i>Deferred Tax Related to Assets and Liabilities from a Single Transaction</i>, amendments to IAS 12, <i>Income Taxes</i>. The amendments clarify that for transactions in which both deductible and taxable temporary differences arise on initial recognition that result in deferred tax assets and liabilities of the same amount, deferred tax assets and liabilities are to be recognized.</p> <p>These amendments are effective for annual reporting periods beginning on or after January 1, 2023, with earlier application permitted. The Corporation and its subsidiaries are evaluating the impact for the adoption of these amendments.</p>

## Internal Control over Financial Reporting

The Corporation's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and that the preparation of financial statements for external purposes is in accordance with IFRS. The Corporation's management, under the supervision of the Chief Executive Officer and the Chief Financial Officer, is responsible for establishing and maintaining effective internal control over financial reporting. All internal control systems have inherent limitations and may become ineffective because of changes in conditions. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

As a management and holding company, the Corporation's business activities are carried out through its investments in businesses, each of which has its own management team. Accordingly, the Corporation's management relies on the certifications filed by management of Lifeco and IGM pursuant to National Instrument 52-109 – *52-109 Certification of Disclosure in Issuers' Annual and Interim Filings*, as well as a sub-certification process by management at its other significant subsidiaries and investees in order to make determinations regarding the Corporation's disclosure controls and procedures and internal control over financial reporting.

There have been no changes in the Corporation's internal control over financial reporting during the three-month period ended September 30, 2021 which have materially affected, or are reasonably likely to materially affect, the Corporation's internal control over financial reporting.

**LIMITATION ON DISCLOSURE CONTROLS AND PROCEDURES & INTERNAL CONTROL OVER FINANCIAL REPORTING**

As permitted by securities legislation, for the period ended September 30, 2021, Lifeco's management has limited the scope of its design of Lifeco's disclosure controls and procedures and Lifeco's internal control over financial reporting to exclude controls, policies and procedures of MassMutual, which Lifeco acquired on December 31, 2020.

For the three months ended September 30, 2021, the acquired MassMutual business had revenue of \$551 million pre-tax and net earnings of \$54 million post-tax, including integration costs of \$11 million post-tax. For the nine months ended September 30, 2021, the acquired MassMutual business had revenue of \$2,348 million pre-tax and net earnings of \$150 million post-tax, including integration costs of \$26 million post-tax. At December 31, 2020, the estimated total assets acquired, goodwill and intangible assets, updated and reported at September 30, 2021, were \$115,450 million. Total estimated liabilities were \$112,513 million, with the final valuation of the assets acquired and liabilities assumed expected to occur during 2021.

**Power Financial Corporation**

Power Financial relies on certain of the continuous disclosure documents filed by Power Corporation of Canada pursuant to an exemption from the requirements of National Instrument 51-102 – *Continuous Disclosure Obligations* (NI 51-102) pursuant to Section 13.1 of NI 51-102 and as provided in the decision of the Autorité des marchés financiers and the Ontario Securities Commission, dated January 19, 2021, regarding Power Financial and Power Corporation. The following disclosure is provided further to the requirements of such decision:

At September 30, 2021	Lifeco	IGM	Corporate and other <sup>[1]</sup>	Effect of consolidation	Total Power Financial	Total Power Corporation
Total assets	614,962	16,995	27,505	(21,700)	637,762	645,307
Total liabilities	584,730	10,695	3,108	(27)	598,506	602,016

For the three-months ending September 30, 2021	Power Financial	Power Corporation
Cash flows from operations	5,883	5,867

[1] Includes Power Financial's investment activities including its investment in Portage I, Portage II, and Wealthsimple.

## Summary of Quarterly Results

	2021			2020				2019			
	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Total revenues <sup>[1]</sup>	18,584	19,318	12,184	17,954	14,682	20,631	11,349	11,729	15,422	3,824	17,866
Assets under management [in billions] <sup>[2]</sup>	1,198	1,175	1,144	1,142	990	942	879	941	916	907	904
Assets under administration [in billions] <sup>[2]</sup>	2,447	2,404	2,310	2,195	1,860	1,855	1,699	1,823	1,781	1,751	1,731
Net earnings (attributable to participating shareholders)	741	994	556	623	505	666	200	179	359	278	292
per share - basic <sup>[3]</sup>	1.09	1.47	0.82	0.92	0.75	0.99	0.36	0.42	0.84	0.64	0.63
per share - diluted <sup>[3]</sup>	1.08	1.46	0.82	0.92	0.75	0.99	0.36	0.42	0.84	0.64	0.63
Adjusted net earnings (attributable to participating shareholders) <sup>[4]</sup>	748	1,020	786	627	483	533	345	357	308	359	251
per share - basic <sup>[3, 4]</sup>	1.10	1.51	1.16	0.93	0.72	0.79	0.62	0.84	0.72	0.83	0.54
Adjustments <sup>[4, 5]</sup>	(7)	(26)	(230)	(4)	22	133	(145)	(178)	51	(81)	41
per share - basic <sup>[4]</sup>	(0.01)	(0.04)	(0.34)	(0.01)	0.03	0.20	(0.26)	(0.42)	0.12	(0.19)	0.09

[1] The decrease in revenues in the second quarter of 2019 is due to the impact of Lifeco's sale, via indemnity reinsurance, of its U.S. individual life insurance and annuity business to Protective Life.

[2] Comparative figures for the second quarter of 2021 have been updated to correct a clerical error.

[3] In the second quarter of 2019, pursuant to the Power Corporation Substantial Issuer Bid, Power Corporation repurchased approximately 9.8% of its issued and outstanding subordinate voting shares.

[4] Adjusted net earnings and adjusted net earnings per share attributable to participating shareholders, and adjustments and adjustments per share are non-IFRS financial measures. For a definition of these non-IFRS financial measures, please refer to the section "Non-IFRS Financial Measures and Presentation" in this MD&A. In the first quarter of 2021, the charge related to the remeasurement of the put right liability of certain of the non-controlling interests in Wealthsimple to fair value was presented as an Adjustment as these rights were extinguished at the close of the transaction and thereafter will not have future fair value changes. The related amounts in the comparative periods have been reclassified as an Adjustment to reflect this presentation. In the first quarter of 2020, the definition of Adjustments was changed; refer to the definition included in the section "Non-IFRS Financial Measures and Presentation" in this MD&A. The comparative amounts have been adjusted to reflect this change.

[5] The Corporation's share of Lifeco, IGM and GBL's Adjustments, including the effect of consolidation, and Adjustments of the Corporation are as follows:

	2021			2020				2019			
	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Lifeco	6	(25)	(32)	7	97	105	(139)	(136)	23	(73)	39
IGM	-	(1)	(98)	(3)	(51)	4	(5)	(5)	1	(3)	2
GBL <sup>[1]</sup>	-	-	-	-	(2)	(3)	(1)	(15)	(4)	(5)	-
Alternative and other investments	-	-	(100)	-	(22)	27	-	(16)	-	-	-
Corporate operations	(13)	-	-	(8)	-	-	-	(6)	31	-	-
	(7)	(26)	(230)	(4)	22	133	(145)	(178)	51	(81)	41

[1] As previously reported by Pargesa.

# Great-West Lifeco Inc.

PART B

## Management's Discussion and Analysis

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## Financial Statements and Notes

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Please note that the bottom of each page in Part B contains two different page numbers. A page number with the prefix "B" refers to the number of such page in this document and the page number without any prefix refers to the number of such page in the original document issued by Great-West Lifeco Inc.

The attached documents concerning Great-West Lifeco Inc. are documents prepared and publicly disclosed by such subsidiary. Certain statements in the attached documents, other than statements of historical fact, are forward-looking statements based on certain assumptions and reflect the current expectations of the subsidiary as set forth therein. Forward-looking statements are provided for the purposes of assisting the reader in understanding the subsidiary's financial performance, financial position and cash flows as at and for the periods ended on certain dates and to present information about the subsidiary's management's current expectations and plans relating to the future and the reader is cautioned that such statements may not be appropriate for other purposes.

By its nature, forward-looking information is subject to inherent risks and uncertainties that may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, that assumptions may not be correct and that objectives, strategic goals and priorities will not be achieved.

For further information provided by the subsidiary as to the material factors that could cause actual results to differ materially from the content of forward-looking statements, the material factors and assumptions that were applied in making the forward-looking statements, and the subsidiary's policy for updating the content of forward-looking statements, please see the attached documents, including the section entitled Cautionary Note Regarding Forward-Looking Information. The reader is cautioned to consider these factors and assumptions carefully and not to put undue reliance on forward-looking statements.

**MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE PERIOD ENDED SEPTEMBER 30, 2021  
DATED: NOVEMBER 3, 2021**

This Management's Discussion and Analysis (MD&A) presents management's view of the financial condition, financial performance and cash flows of Great-West Lifeco Inc. (Lifeco or the Company) for the three and nine months ended September 30, 2021 and includes a comparison to the corresponding periods in 2020, to the three months ended June 30, 2021, and to the Company's financial condition as at December 31, 2020. This MD&A provides an overall discussion, followed by analysis of the performance of Lifeco's four major reportable segments: Canada, United States (U.S.), Europe and Capital and Risk Solutions.

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**BASIS OF PRESENTATION AND SUMMARY OF ACCOUNTING POLICIES**

The condensed consolidated interim unaudited financial statements of Lifeco, which are the basis for data presented in this report, have been prepared in accordance with International Financial Reporting Standards (IFRS) unless otherwise noted and are presented in millions of Canadian dollars unless otherwise indicated. This MD&A should be read in conjunction with the Company's condensed consolidated interim unaudited financial statements for the period ended September 30, 2021. Also refer to the 2020 Annual MD&A and audited consolidated financial statements in the Company's 2020 Annual Report.

**CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION**

This MD&A may contain forward-looking information. Forward-looking information includes statements that are predictive in nature, depend upon or refer to future events or conditions, or include words such as "will", "may", "expects", "anticipates", "intends", "plans", "believes", "estimates", "objective", "target", "potential" and other similar expressions or negative versions thereof. These statements include, without limitation, statements about the Company's operations, business, financial condition, expected financial performance (including revenues, earnings or growth rates), ongoing business strategies or prospects, anticipated global economic conditions and possible future actions by the Company, including statements made with respect to the expected cost (including deferred consideration), benefits, timing of integration activities and revenue and expense synergies of acquisitions and divestitures, including but not limited to the proposed acquisition of the full-service retirement

business of Prudential Financial Inc. (Prudential) and the acquisitions of Personal Capital Corporation (Personal Capital) and the retirement services business of Massachusetts Mutual Life Insurance Company (MassMutual), the timing and completion of the proposed acquisition of the retirement business of Prudential, expected capital management activities and use of capital, estimates of risk sensitivities affecting capital adequacy ratios, expected dividend levels, expected cost reductions and savings, expected expenditures or investments (including but not limited to investment in technology infrastructure and digital capabilities), the timing of completion of the sale of EverWest Advisors, LLC and the expected benefits of the Company's strategic relationship with Sagard Holdings, the impact of regulatory developments on the Company's business strategy and growth objectives, the expected impact of the current pandemic health event resulting from the novel coronavirus ("COVID-19") and related economic and market impacts on the Company's business operations, financial results and financial condition.

Forward-looking statements are based on expectations, forecasts, estimates, predictions, projections and conclusions about future events that were current at the time of the statements and are inherently subject to, among other things, risks, uncertainties and assumptions about the Company, economic factors and the financial services industry generally, including the insurance, mutual fund and retirement solutions industries. They are not guarantees of future performance, and the reader is cautioned that actual events and results could differ materially from those expressed or implied by forward-looking statements. Many of these assumptions are based on factors and events that are not within the control of the Company and there is no assurance that they will prove to be correct. Whether or not actual results differ from forward-looking information may depend on numerous factors, developments and assumptions, including, without limitation, the severity, magnitude and impact of the COVID-19 pandemic (including the effects of the COVID-19 pandemic and the effects of governments' and other businesses' responses to the COVID-19 pandemic on the economy and the Company's financial results, financial condition and operations), the duration of COVID-19 impacts and the availability and adoption of vaccines, the emergence of COVID-19 variants, assumptions around sales, fee rates, asset breakdowns, lapses, plan contributions, redemptions and market returns, the ability to integrate the acquisitions of Personal Capital and the retirement services businesses of MassMutual and Prudential, the ability to leverage Empower Retirement's, Personal Capital's, MassMutual's and Prudential's retirement services businesses and achieve anticipated synergies, customer behaviour (including customer response to new products), the Company's reputation, market prices for products provided, sales levels, premium income, fee income, expense levels, mortality experience, morbidity experience, policy and plan lapse rates, participant net contribution, reinsurance arrangements, liquidity requirements, capital requirements, credit ratings, taxes, inflation, interest and foreign exchange rates, investment values, hedging activities, global equity and capital markets (including continued access to equity and debt markets), industry sector and individual debt issuers' financial conditions (including developments and volatility arising from the COVID-19 pandemic, particularly in certain industries that may comprise part of the Company's investment portfolio), business competition, impairments of goodwill and other intangible assets, the Company's ability to execute strategic plans and changes to strategic plans, technological changes, breaches or failure of information systems and security (including cyber attacks), payments required under investment products, changes in local and international laws and regulations, changes in accounting policies and the effect of applying future accounting policy changes, changes in actuarial standards, unexpected judicial or regulatory proceedings, catastrophic events, continuity and availability of personnel and third party service providers, the Company's ability to complete strategic transactions and integrate acquisitions, unplanned material changes to the Company's facilities, customer and employee relations or credit arrangements, levels of administrative and operational efficiencies, changes in trade organizations, and other general economic, political and market factors in North America and internationally.

The reader is cautioned that the foregoing list of assumptions and factors is not exhaustive, and there may be other factors listed in other filings with securities regulators, including factors set out in the Company's 2020 Annual MD&A under "Risk Management and Control Practices" and "Summary of Critical Accounting Estimates" and in the Company's annual information form dated February 10, 2021 under "Risk Factors", which, along with other filings, is available for review at [www.sedar.com](http://www.sedar.com). The reader is also cautioned to consider these and other factors, uncertainties and potential events carefully and not to place undue reliance on forward-looking information.

Other than as specifically required by applicable law, the Company does not intend to update any forward-looking information whether as a result of new information, future events or otherwise.

#### CAUTIONARY NOTE REGARDING NON-IFRS FINANCIAL MEASURES

This MD&A contains some non-IFRS financial measures. Terms by which non-IFRS financial measures are identified include, but are not limited to, "base earnings (loss)", "base earnings (loss) (US\$)", "base earnings per common share (EPS)", "return on equity (ROE)", "base return on equity", "core net earnings (loss)", "constant currency basis", "impact of currency movement", "premiums and deposits", "sales", "net cash flows and net asset flows", "assets under management" and "assets under administration". Non-IFRS financial measures are used to provide management and investors with additional measures of performance to help assess results where no comparable IFRS measure exists. However, non-IFRS financial measures do not have standard meanings prescribed by IFRS and are not directly comparable to similar measures used by other companies. Refer to the "Non-IFRS Financial Measures" section in this MD&A for the appropriate reconciliations of these non-IFRS financial measures to measures prescribed by IFRS as well as additional details on each measure.

**CONSOLIDATED OPERATING RESULTS**

**Selected consolidated financial information**

(in Canadian \$ millions, except for per share amounts)

	As at or for the three months ended			For the nine months ended	
	Sept. 30 2021	June 30 2021	Sept. 30 2020	Sept. 30 2021	Sept. 30 2020
<b>Earnings</b>					
Base earnings <sup>(1)</sup>	\$ 870	\$ 826	\$ 679	\$ 2,435	\$ 1,928
Net earnings - common shareholders	872	784	826	2,363	2,031
<b>Per common share</b>					
Basic:					
Base earnings <sup>(1)</sup>	0.934	0.889	0.732	2.620	2.078
Net earnings	0.938	0.844	0.891	2.544	2.190
Diluted net earnings	0.936	0.842	0.891	2.540	2.189
Dividends paid	0.438	0.438	0.438	1.314	1.314
Book value	24.40	23.70	22.57		
<b>Base return on equity<sup>(1)</sup></b>	<b>14.5 %</b>	<b>13.9 %</b>	<b>13.5 %</b>		
<b>Return on equity<sup>(1)</sup></b>	<b>14.9 %</b>	<b>15.0 %</b>	<b>12.4 %</b>		
<b>Total premiums and deposits<sup>(1)(2)</sup></b>	<b>\$ 39,282</b>	<b>\$ 36,804</b>	<b>\$ 40,903</b>	<b>\$ 121,149</b>	<b>\$ 130,514</b>
<b>Fee and other income</b>	<b>1,858</b>	<b>1,800</b>	<b>1,486</b>	<b>5,409</b>	<b>4,333</b>
<b>Net policyholder benefits, dividends and experience refunds</b>	<b>10,915</b>	<b>12,162</b>	<b>9,155</b>	<b>35,011</b>	<b>28,243</b>
<b>Total assets per financial statements</b>	<b>\$ 614,962</b>	<b>\$ 604,176</b>	<b>\$ 473,737</b>		
Proprietary mutual funds and institutional net assets <sup>(1)</sup>	365,764	358,297	341,436		
<b>Total assets under management<sup>(1)</sup></b>	<b>980,726</b>	<b>962,473</b>	<b>815,173</b>		
Other assets under administration <sup>(1)</sup>	1,213,074	1,193,449	845,862		
<b>Total assets under administration<sup>(1)</sup></b>	<b>\$2,193,800</b>	<b>\$2,155,922</b>	<b>\$1,661,035</b>		
<b>Total equity</b>	<b>\$ 30,232</b>	<b>\$ 27,956</b>	<b>\$ 26,648</b>		
<b>The Canada Life Assurance Company consolidated LICAT Ratio<sup>(3)</sup></b>	<b>123 %</b>	<b>126 %</b>	<b>131 %</b>		

<sup>(1)</sup> This metric is a non-IFRS measure. Refer to the "Non-IFRS Financial Measures" section of this document for additional details.

<sup>(2)</sup> 2020 comparative figures have been reclassified to reflect presentation adjustments in the Canada segment.

<sup>(3)</sup> The Life Insurance Capital Adequacy Test (LICAT) Ratio is based on the consolidated results of The Canada Life Assurance Company (Canada Life), Lifeco's major Canadian operating subsidiary. Refer to the "Capital Management and Adequacy" section of this document for additional details.

**DEVELOPMENTS**

**Medium Term Financial Objectives**

The Company introduced financial objectives during 2021 for the upcoming three to five year period. The Company aims to create value through disciplined capital deployment to achieve 8-10% base EPS growth per annum, 14-15% base return on equity and to deliver strong cash generation.

Base EPS and base return on equity are non-IFRS measures. Refer to the "Non-IFRS Financial Measures" section of this document for additional details.

## Strategic Transactions

The Corporation announced strategic business transactions in the U.S., Canada and Ireland to add scale and grow and extend their businesses. The following developments are updates to the Company's June 30, 2021 Management's Discussion & Analysis.

### United States

On July 21, 2021, a Lifeco subsidiary, Great-West Life & Annuity Insurance Company (GWL&A), which operates primarily as 'Empower Retirement', announced a definitive agreement to acquire Prudential Financial, Inc.'s (Prudential) full-service retirement business. The acquisition will add significant scale and capabilities and further solidifies Empower Retirement's position as the second largest retirement plan service provider in the United States and strengthens Empower Retirement's overall offering for participants and sponsors through additional expertise, an expanded product offering and new technology from Prudential. It also increases the synergy potential of Empower Retirement's 2020 acquisition of hybrid wealth manager, Personal Capital, across a larger combined business.

The total transaction value of US\$3.55 billion includes purchase price consideration of US\$1.12 billion, reinsurance ceding commission of US\$0.33 billion and US\$2.1 billion of required capital to support the business. The Company issued \$1.5 billion of Limited Recourse Capital Notes on August 16, 2021 (see Capital Transactions below) and intends to fund the remaining purchase price with US\$1.0 billion short-term debt and existing internal resources.

### Canada

On September 1, 2021, a Lifeco subsidiary, The Canada Life Assurance Company (Canada Life) completed the previously announced acquisition of ClaimSecure Inc., an industry-leading healthcare management firm that provides health and dental claim management services to private and public businesses in Canada.

### Europe

Subsequent to September 30, 2021, on November 1, 2021, a Lifeco subsidiary, Irish Life Group Limited (Irish Life), completed the previously announced acquisition of Ark Life Assurance Company dac (Ark Life) from Phoenix Group Holdings plc for a total cash consideration of €230 million. The acquisition adds scale to Irish Life's retail division and enhances Irish Life's ability to provide customers with market-leading wealth and insurance solutions.

### Lifeco

Subsequent to September 30, 2021, on October 7, 2021, the Company announced it had agreed to enter into a long-term strategic relationship with Sagard Holdings Inc. (Sagard), a wholly-owned subsidiary of Power Corporation, which includes the sale of its United States-based subsidiaries, EverWest Real Estate Investors, LLC and EverWest Advisors, LLC (EverWest) to Sagard, in exchange for a minority shareholding in Sagard's subsidiary, Sagard Holdings Management Inc. EverWest is a wholly-owned subsidiary of Canada Life and its principal activity is real estate investment management services. The sale of EverWest is expected to close in the fourth quarter of 2021, subject to regulatory and customary closing conditions. Sagard is a related party. Therefore, the transaction was reviewed and approved by the Company's Conduct Review Committee and certain aspects involving Canada Life were reviewed and approved by its Conduct Review Committee. The carrying value and earnings of EverWest are immaterial to the Company.

As part of the strategic relationship with Sagard, the Company will make a capital commitment of up to approximately US\$500 million into certain Sagard strategies. The Company has also committed to investing a further approximately US\$2.0 billion in real estate investments to support EverWest's future growth within Sagard. The strategic relationship with Sagard is intended to advance the Company's strategy to further broaden its access to alternative investment options.

### Capital Transactions

The Company made payments of US\$400 million on July 2, 2021 and US\$100 million on September 29, 2021 on its committed line of credit related to GWL&A's acquisition of the retirement services business from MassMutual on December 31, 2020, reducing the balance drawn on this line of credit to nil.

On August 16, 2021, the Company issued \$1.5 billion aggregate principal amount 3.60% Limited Recourse Capital Notes Series 1 (Subordinated Indebtedness) at par, maturing on December 31, 2081 (LRCN Series 1). The LRCN Series 1 bear interest at a fixed rate of 3.60% per annum payable semi-annually, until December 31, 2026. On December 31, 2026 and every five years thereafter until December 31, 2076, the interest rate on the LRCN Series 1 will be reset at an interest rate equal to the five-year Government of Canada Yield as defined in the trust indenture governing the LRCN Series 1, plus 2.641%. Commencing November 30, 2026, the Company will have the option to redeem the LRCN Series 1 every five years during the period from November 30 to December 31, in whole or in part at par, together in each case with accrued and unpaid interest. The Company will be required to redeem the LRCN Series 1 in whole at par, together with accrued and unpaid interest, if GWL&A's acquisition of Prudential's full-service retirement business is terminated prior to, or has not closed on or prior to, May 3, 2022 (or such later date as extended pursuant to the acquisition agreement).

Subsequent to September 30, 2021, on October 8, 2021, the Company issued 8,000,000, 4.50% Non-Cumulative First Preferred Shares, Series Y at \$25.00 per share for gross proceeds of \$200 million. The shares are redeemable at the option of the Company on or after December 31, 2026 for \$25.00 per share plus a premium if redeemed prior to December 31, 2030, in each case together with all declared and unpaid dividends up to but excluding the date of redemption.

### **COVID-19 PANDEMIC IMPACTS**

The COVID-19 pandemic continues to cause material disruption to businesses globally, resulting in continued economic pressures. While rising vaccination rates have led governments in different regions to ease restrictions put in place, many factors continue to extend economic uncertainty, including but not limited to: the availability, adoption and uncertainty around the effectiveness of vaccines; the emergence of COVID-19 variants; and the extent and timing of related government and central bank actions.

The Company's financial outlook for the remainder of 2021 and 2022 will depend in part on the duration and intensity of the COVID-19 pandemic impacts as discussed above. The impact of the pandemic on mortality, longevity, disability and other claims experience in future periods remains uncertain and may differ by region and business line. The Company is actively monitoring and, to date, net impacts have been modest. The Company continues to manage risks of changes to mortality and longevity rates by issuing a diversified range of insurance and annuity products along with using reinsurance and capital market solutions.

The Company's well-diversified businesses, combined with business strength, resilience and experience, puts the Company in a strong position to manage the current environment and leverage opportunities for the future. Lifeco's strategies are equally resilient and flexible, positioning the Company to manage through the recovery and continue to identify and pursue opportunities, including organic growth and acquisition activities, while supporting customers and employees in a new environment.

**NET EARNINGS**

Consolidated base earnings and net earnings of Lifeco include the base earnings and net earnings of Canada Life and its operating subsidiaries, GWL&A and Putnam, together with Lifeco's corporate operating results.

	For the three months ended			For the nine months ended	
	Sept. 30 2021	June 30 2021	Sept. 30 2020	Sept. 30 2021	Sept. 30 2020
<b>Base earnings<sup>(1)</sup> and Net earnings - common shareholders</b>					
<b>Base earnings (loss)<sup>(1)</sup></b>					
Canada	\$ 312	\$ 293	\$ 270	\$ 903	\$ 858
United States	221	190	83	515	183
Europe	232	184	182	617	493
Capital and Risk Solutions	107	150	156	402	412
Lifeco Corporate	(2)	9	(12)	(2)	(18)
<b>Lifeco base earnings<sup>(1)</sup></b>	<b>\$ 870</b>	<b>\$ 826</b>	<b>\$ 679</b>	<b>\$ 2,435</b>	<b>\$ 1,928</b>
Items excluded from base earnings <sup>(1)</sup>					
Actuarial assumption changes and other management actions <sup>(1)</sup>	\$ 69	\$ 37	\$ 66	\$ 111	\$ 136
Market-related impacts on liabilities <sup>(1)</sup>	47	(19)	18	4	(96)
Transaction costs related to acquisitions <sup>(1)(2)</sup>	(90)	(24)	(31)	(115)	(31)
Restructuring and integration costs <sup>(1)</sup>	(24)	(15)	—	(51)	—
Net gain/charge on business dispositions <sup>(1)</sup>	—	—	94	—	94
Tax legislative changes impact on liabilities <sup>(1)</sup>	—	(21)	—	(21)	—
<b>Items excluded from Lifeco base earnings<sup>(1)</sup></b>	<b>\$ 2</b>	<b>\$ (42)</b>	<b>\$ 147</b>	<b>\$ (72)</b>	<b>\$ 103</b>
<b>Net earnings (loss) - common shareholders</b>					
Canada	\$ 305	\$ 288	\$ 266	\$ 880	\$ 770
United States	168	150	89	407	172
Europe	357	185	316	737	660
Capital and Risk Solutions	102	152	167	399	447
Lifeco Corporate	(60)	9	(12)	(60)	(18)
<b>Lifeco net earnings - common shareholders</b>	<b>\$ 872</b>	<b>\$ 784</b>	<b>\$ 826</b>	<b>\$ 2,363</b>	<b>\$ 2,031</b>

(1) This metric is a non-IFRS measure. Refer to the "Non-IFRS Financial Measures" section of this document for additional details.

(2) The transaction costs incurred to date relate to the acquisitions of the full-service retirement business of Prudential, Personal Capital and the retirement services business of MassMutual and are included in the U.S. Corporate business unit. In addition, the third quarter of 2021 included a provision for payments relating to the Company's 2003 acquisition of The Canada Life Assurance Company.

The information in the table above is a summary of results of the Company's base earnings and net earnings. Additional commentary is included in the "Segmented Operating Results" section of this document.

Base earnings

Base earnings for the third quarter of 2021 of \$870 million (\$0.934 per common share) increased by \$191 million from \$679 million (\$0.732 per common share) a year ago. The increase was primarily due to MassMutual business related base earnings of \$68 million (US\$54 million), the impact of higher equity markets across all jurisdictions and business growth in the Capital and Risk Solutions segment. The Company acquired the retirement services business of MassMutual on December 31, 2020. The Company also had favourable investment experience and a pension settlement gain in the Europe segment as well as favourable morbidity experience in the Canada segment. These items were partially offset by a net loss estimate of \$61 million after-tax primarily for estimated claims resulting from the impact of recent major weather events as well as unfavourable U.S. life claims experience totaling \$71 million after-tax primarily due to the direct and indirect impacts of the COVID-19 pandemic in the Capital and Risk Solutions segment.

For the nine months ended September 30, 2021, Lifeco's base earnings were \$2,435 million (\$2.620 per common share) compared to \$1,928 million (\$2.078 per common share) a year ago. The increase was primarily due to MassMutual business related base earnings of \$179 million (US\$144 million) as well as the reasons discussed for the in-quarter results.

#### Net earnings

Lifeco's net earnings for the three month period ended September 30, 2021 of \$872 million (\$0.938 per common share) increased by \$46 million compared to \$826 million (\$0.891 per common share) a year ago. The increase was primarily due to an increase in base earnings as well as favourable market-related impacts on liabilities. These items were partially offset by higher acquisition related costs in the U.S. and Lifeco Corporate, as well as higher integration and restructuring costs in the U.S. Net earnings for the three months ended September 30, 2020 included a net gain of \$94 million related to the sale of Irish Progressive Services International Limited (IPSI).

For the nine months ended September 30, 2021, Lifeco's net earnings were \$2,363 million (\$2.544 per common share) compared to \$2,031 million (\$2.190 per common share) a year ago. The increase was primarily due to the same reasons discussed for the in-quarter results as well as negative tax-related impacts in the United Kingdom (U.K.). Net earnings for the nine months ended September 30, 2020 included the net gain related to the sale of IPSI discussed for the in-quarter results.

Lifeco's net earnings for the three month period ended September 30, 2021 of \$872 million (\$0.938 per common share) increased by \$88 million or 11% compared to \$784 million (\$0.844 per common share) in the previous quarter. The increase in net earnings was primarily due to business growth in the U.S. segment, a pension settlement gain in the Europe segment, more favourable actuarial assumption changes and favourable market-related impacts on liabilities. These items were partially offset by higher acquisition costs in the U.S. and Lifeco Corporate and a loss estimate of \$61 million after-tax for estimated claims resulting from the impact of recent major weather events in the Capital and Risk Solutions segment.

#### Actuarial Assumption Changes and Other Management Actions

For the three months ended September 30, 2021, actuarial assumption changes and other management actions, resulted in a positive net earnings impact of \$69 million. This compares to a positive impact of \$66 million for the same quarter last year, and a positive impact of \$37 million for the previous quarter.

In June 2021, the Canadian Actuarial Standards Board published revised standards for the valuation of insurance contract liabilities, with an effective date of October 15, 2021. The revised standards include decreases to ultimate reinvestment rates, revised calibration criteria for stochastic risk-free interest rates and an increase to the maximum net credit spread on reinvestment over the long term. The Company adopted these standard changes in the third quarter of 2021, which resulted in a negative net earnings impact of \$33 million.

In Europe, net earnings were positively impacted by \$81 million, primarily due to updated economic and asset related assumptions as well as updated annuitant mortality assumptions. In Canada, net earnings were negatively impacted by \$11 million, primarily due to updated policyholder behaviour assumptions, the impact of updates to the actuarial standards and updated individual morbidity assumptions, partially offset by other updates to economic assumptions. In Capital and Risk Solutions, net earnings were negatively impacted by \$5 million, primarily due to updated life and annuitant mortality assumptions. In the United States, net earnings were positively impacted by \$4 million, due to updated economic assumptions primarily driven by the actuarial standards updates.

For the nine months ended September 30, 2021, actuarial assumption changes and other management actions resulted in a positive net earnings impact of \$111 million, compared to \$136 million for the same period in 2020.

### Market-Related Impacts

In the regions where the Company operates, average equity market levels for the three months ended September 30, 2021 were up 33% in the U.S. (as measured by S&P 500), 26% in Canada (as measured by S&P TSX), 26% in broader Europe (as measured by EURO STOXX 50) and 17% in the U.K. (as measured by FTSE 100) compared to the same period in 2020. The major equity indices finished the third quarter of 2021 up by 1% in the U.K. and remained consistent in Canada, the U.S. and broader Europe compared to June 30, 2021. For the nine months ended September 30, 2021, average equity market levels were higher in the U.S., Canada, the U.K. and broader Europe compared to the same period in 2020.

In countries where the Company operates, interest rates for the most part increased while credit spreads for the most part remained consistent during the quarter.

Market-related impacts on liabilities positively impacted net earnings by \$47 million in the third quarter of 2021 (positive impact of \$18 million in the third quarter of 2020) primarily reflecting updated cash flow projections for real estate which support insurance contract liabilities in Europe. In the third quarter of 2020, the positive market-related impacts reflected the impact of equity market recoveries in-period, following the COVID-19 pandemic related shocks in the first quarter of 2020. This impacted the value of segregated fund and variable annuity guarantees, including related hedging ineffectiveness, as well as the valuation of insurance contract liabilities which are supported by equities and real estate.

For the nine months ended September 30, 2021, market-related impacts on liabilities positively impacted net earnings by \$4 million (negative impact of \$96 million year-to-date in 2020) primarily due to the same reasons discussed for the in-quarter results. While equity markets rebounded in the second and third quarters of 2020, the 2020 year-to-date negative impact reflects the significant decline and volatility in equity markets and interest rates in the first quarter of 2020, driven by the onset of the COVID-19 pandemic. This impacted the value of segregated fund and variable annuity guarantees, including related hedging ineffectiveness and was only partially recovered in-period in 2020.

In order to mitigate the Company's exposure to interest rate fluctuations, the Company follows disciplined processes for matching asset and liability cash flows. As a result, the impact of changing interest rates is mostly mitigated in the current period, including the impact of changes in fair values of bonds backing insurance contract liabilities recorded through profit or loss which was mostly offset by a corresponding change in the insurance contract liabilities.

For a further description of the Company's sensitivity to equity market and interest rate fluctuations, including expanded sensitivity disclosure as a result of current market conditions, refer to "Financial Instruments Risk Management", note 6 to the Company's condensed consolidated interim unaudited financial statements for the period ended September 30, 2021.

### Foreign Currency

The average currency translation rate for the third quarter of 2021 decreased for the U.S. dollar and the euro and increased for the British pound compared to the third quarter of 2020. The overall impact of currency movement on the Company's net earnings for the three months ended September 30, 2021 was a decrease of \$19 million (decrease of \$50 million year-to-date) compared to translation rates a year ago.

From June 30, 2021 to September 30, 2021, the market rates at the end of the reporting period used to translate U.S. dollar assets and liabilities to the Canadian dollar increased, while the euro and British pound were comparable. The movements in end-of-period exchange rates impact the translation of foreign operations, including related hedge activities, resulting in post-tax unrealized foreign exchange gains of \$199 million in-quarter (\$301 million net unrealized loss year-to-date) recorded in other comprehensive income.

Refer to the "Non-IFRS Financial Measures" section of this document for additional details.

Translation rates for the reporting period and comparative periods are detailed in the "Translation of Foreign Currency" section.

### INCOME TAXES

The Company's effective income tax rate is generally lower than the statutory income tax rate of 26.5% due to benefits related to non-taxable investment income and lower income tax in foreign jurisdictions.

Effective income tax rate	For the three months ended			For the nine months ended	
	Sept. 30	June 30	Sept. 30	Sept. 30	Sept. 30
	2021	2021	2020	2021	2020
Base earnings - Common shareholders <sup>(1)</sup>	9.6 %	9.2 %	5.7 %	9.5 %	8.9 %
Net earnings - Common shareholders	8.4 %	12.1 %	4.8 %	9.9 %	5.7 %
Base earnings - Total Lifeco <sup>(1)</sup>	10.9 %	7.3 %	3.8 %	8.6 %	7.8 %
Net earnings - Total Lifeco	9.8 %	9.5 %	2.1 %	8.9 %	4.3 %

<sup>(1)</sup> This metric is a non-IFRS measure. Refer to the "Non-IFRS Financial Measures" section of this document for additional details.

In the third quarter of 2021, the Company had an effective income tax rate on base earnings of 10.9%, which was up from 3.8% in the third quarter of 2020. The increase was primarily due to changes in certain tax estimates as well as jurisdictional mix of earnings.

In the third quarter of 2021, the Company had an overall effective income tax rate on net earnings of 9.8%, up from 2.1% in the third quarter of 2020, primarily due to changes in certain tax estimates and a non-taxable gain on the disposal of the shares of IPSI during the third quarter of 2020.

The Company had an effective income tax rate on base earnings of 8.6% for the nine months ended September 30, 2021, which was comparable to 7.8% for the same period last year.

The Company had an overall effective income tax rate on net earnings of 8.9% for the nine months ended September 30, 2021, compared to 4.3% for the same period last year. The increase was primarily due to the same reasons discussed for the in-quarter overall effective income tax rate results.

Refer to note 14 to the Company's condensed consolidated interim unaudited financial statements for the period ended September 30, 2021 for further details.

**PREMIUMS AND DEPOSITS AND SALES**

**Premiums and deposits<sup>(1)</sup>**

	For the three months ended			For the nine months ended	
	Sept. 30 2021	June 30 2021	Sept. 30 2020	Sept. 30 2021	Sept. 30 2020
Canada <sup>(2)</sup>	\$ 6,945	\$ 6,819	\$ 6,161	\$ 21,439	\$ 18,821
United States	16,269	17,207	24,138	54,964	72,897
Europe	7,505	6,496	6,114	22,435	24,725
Capital and Risk Solutions <sup>(3)</sup>	8,563	6,282	4,490	22,311	14,071
<b>Total premiums and deposits<sup>(1)(2)</sup></b>	<b>\$ 39,282</b>	<b>\$ 36,804</b>	<b>\$ 40,903</b>	<b>\$ 121,149</b>	<b>\$ 130,514</b>

**Sales<sup>(1)(3)</sup>**

	For the three months ended			For the nine months ended	
	Sept. 30 2021	June 30 2021	Sept. 30 2020	Sept. 30 2021	Sept. 30 2020
Canada	\$ 3,466	\$ 3,345	\$ 2,520	\$ 11,544	\$ 8,542
United States	29,173	36,368	27,987	164,480	109,445
Europe	6,968	5,926	5,313	20,120	22,122
<b>Total sales<sup>(1)(3)</sup></b>	<b>\$ 39,607</b>	<b>\$ 45,639</b>	<b>\$ 35,820</b>	<b>\$ 196,144</b>	<b>\$ 140,109</b>

(1) This metric is a non-IFRS measure. Refer to the "Non-IFRS Financial Measures" section of this document for additional details.

(2) 2020 comparative figures have been reclassified to reflect presentation adjustments in the Canada segment.

(3) Sales is not a relevant measure for the Capital and Risk Solutions segment due to the nature of operations.

The information in the table above is a summary of results for the Company's total premiums and deposits and sales. Additional commentary regarding premiums and deposits and sales is included, as applicable, in the "Segmented Operating Results" section.

**NET INVESTMENT INCOME**

**Net investment income**

	For the three months ended			For the nine months ended	
	Sept. 30 2021	June 30 2021	Sept. 30 2020	Sept. 30 2021	Sept. 30 2020
Investment income earned (net of investment properties expenses)	\$ 1,610	\$ 1,651	\$ 1,420	\$ 4,834	\$ 4,284
Net allowances for credit losses on loans and receivables	4	(26)	(1)	(28)	(10)
Net realized gains	32	35	106	97	246
Regular investment income	1,646	1,660	1,525	4,903	4,520
Investment expenses	(57)	(49)	(32)	(147)	(117)
Regular net investment income	1,589	1,611	1,493	4,756	4,403
Changes in fair value through profit or loss	(936)	2,793	785	(3,694)	3,715
<b>Net investment income</b>	<b>\$ 653</b>	<b>\$ 4,404</b>	<b>\$ 2,278</b>	<b>\$ 1,062</b>	<b>\$ 8,118</b>

Net investment income in the third quarter of 2021 decreased by \$1,625 million compared to the same quarter last year. In the third quarter of 2021, the net decrease to fair values through profit and loss was primarily due to an increase in bond yields across all geographies. In the third quarter of 2020, the net increase to fair values was primarily due to a decline in corporate bond yields across all geographies and an increase in Canadian equity markets.

Regular net investment income in the third quarter of 2021 of \$1,589 million, increased by \$96 million compared to the same quarter last year. The increase was primarily due to income earned on bonds and mortgages acquired through the MassMutual transaction on December 31, 2020, partially offset by lower net realized gains. Net realized gains include gains on available-for-sale securities of \$8 million for the third quarter of 2021 compared to \$11 million for the same quarter last year.

For the nine months ended September 30, 2021, net investment income decreased by \$7,056 million compared to the same period last year. The changes in fair value through profit and loss for the nine months ended September 30, 2021 were primarily due to an increase in bond yields across all geographies, partially offset by an increase in Canadian equity markets. This is compared to a decline in bond yields across all geographies, partially offset by a decrease in Canadian equity markets during the same period last year.

Regular net investment income for the nine months ended September 30, 2021 of \$4,756 million, increased by \$353 million compared to the same period last year. The increase was primarily due to the same reasons discussed for the in-quarter results. Net realized gains include gains on available-for-sale securities of \$19 million for the nine months ended September 30, 2021 compared to \$128 million for the same period last year.

### Credit Markets

As a result of the COVID-19 pandemic, many areas of the credit markets exhibited extreme volatility in March of 2020 with spreads widening in investment grade and high yield markets. However, since March 2020, credit spreads narrowed significantly. Some downgrades have been seen across industries from the rating agencies, particularly to issuers in sectors most affected by economic shutdowns or perceived deterioration in future business models. The Company experienced a small negative impact from rating changes during the third quarter of 2021 compared to a larger negative impact from downgrades in the third quarter of 2020. There could be a negative impact from downgrades in future periods if economies that are currently open are shut down or restricted due to a resurgence of COVID-19 cases, causing economic uncertainty.

In the third quarter of 2021, the Company experienced net charges on impaired investments, including dispositions, which negatively impacted common shareholders' net earnings by \$1 million (\$6 million net negative impact in the third quarter of 2020). Net charges on impaired investments reflect net allowances for credit losses included in net investment income and the associated release of actuarial provisions for future credit losses, as applicable. Separately, related to non-impaired invested assets, changes in credit ratings in the Company's fixed income portfolio resulted in a net increase in provisions for future credit losses in insurance contract liabilities, which negatively impacted common shareholders' net earnings by \$5 million (\$22 million net negative impact in the third quarter of 2020), primarily due to downgrades of various corporate bond holdings.

For the nine months ended September 30, 2021, the Company experienced net charges on impaired investments, including dispositions, which negatively impacted common shareholders' net earnings by \$12 million (\$10 million net negative impact year-to-date in 2020), primarily due to a commercial mortgage impairment. Separately, related to non-impaired invested assets, changes in credit ratings in the Company's fixed income portfolio resulted in a net increase in provisions for future credit losses in insurance contract liabilities, which negatively impacted common shareholders' net earnings by \$9 million year-to-date (\$66 million net negative impact year-to-date in 2020), primarily due to net downgrades of various corporate bond holdings.

## FEE AND OTHER INCOME

In addition to providing traditional risk-based insurance products, the Company also provides certain products on a fee-for-service basis. The most significant of these products are segregated funds and mutual funds, for which the Company earns investment management fees on assets managed and other fees, as well as administrative services only contracts, under which the Company provides group benefit plan administration on a cost-plus basis.

	For the three months ended			For the nine months ended	
	Sept. 30 2021	June 30 2021	Sept. 30 2020	Sept. 30 2021	Sept. 30 2020
<b>Fee and other income</b>					
<b>Canada</b>					
Segregated funds, mutual funds and other	\$ 457	\$ 440	\$ 397	\$ 1,313	\$ 1,161
Administrative services only (ASO) contracts	52	52	48	157	134
	<u>509</u>	<u>492</u>	<u>445</u>	<u>1,470</u>	<u>1,295</u>
<b>United States</b>					
Segregated funds, mutual funds and other	995	960	696	2,882	2,015
<b>Europe</b>					
Segregated funds, mutual funds and other	352	346	342	1,051	1,015
<b>Capital and Risk Solutions</b>					
Reinsurance and other	2	2	3	6	8
<b>Total fee and other income</b>	<u>\$ 1,858</u>	<u>\$ 1,800</u>	<u>\$ 1,486</u>	<u>\$ 5,409</u>	<u>\$ 4,333</u>

The information in the table above is a summary of gross fee and other income for the Company. Additional commentary regarding fee and other income is included, as applicable, in the "Segmented Operating Results" section.

## NET POLICYHOLDER BENEFITS, DIVIDENDS AND EXPERIENCE REFUNDS

	For the three months ended			For the nine months ended	
	Sept. 30 2021	June 30 2021	Sept. 30 2020	Sept. 30 2021	Sept. 30 2020
<b>Net policyholder benefits, dividends and experience refunds</b>					
Canada	\$ 2,486	\$ 2,530	\$ 2,224	\$ 7,649	\$ 6,720
United States	1,344	2,145	1,197	5,656	3,956
Europe	947	1,026	1,015	2,909	2,945
Capital and Risk Solutions	6,138	6,461	4,719	18,797	14,622
<b>Total</b>	<u>\$ 10,915</u>	<u>\$ 12,162</u>	<u>\$ 9,155</u>	<u>\$ 35,011</u>	<u>\$ 28,243</u>

Net policyholder benefits, dividends and experience refunds include life and health claims, policy surrenders, maturities, annuity payments, segregated fund guarantee payments, policyholder dividends and experience refund payments. The amounts do not include benefit payments for ASO contracts, segregated funds or mutual funds.

For the three months ended September 30, 2021, net policyholder benefits, dividends and experience refunds were \$10.9 billion, an increase of \$1.8 billion from the same quarter last year, driven by higher net policyholder benefits. The increase in benefit payments was primarily due to new reinsurance agreements as well as volume changes relating to existing business in the Capital and Risk Solutions segment, higher group insurance claims in the Canada segment and higher surrender benefits in the U.S segment. The higher surrender benefits in the U.S segment were primarily driven by the acquisition of the MassMutual retirement services business.

For the nine months ended September 30, 2021, net policyholder benefits, dividends and experience refunds were \$35.0 billion, an increase of \$6.8 billion from the same period last year, primarily due to the same reasons discussed for the in-quarter results.

CONSOLIDATED FINANCIAL POSITION

ASSETS

Assets under administration<sup>(1)</sup>

	September 30, 2021				
	Canada	United States	Europe	Capital and Risk Solutions	Total
<b>Assets</b>					
Invested assets	\$ 89,617	\$ 55,725	\$ 48,567	\$ 9,875	\$ 203,784
Goodwill and intangible assets	5,744	5,683	3,025	—	14,452
Other assets	4,114	30,149	9,002	7,840	51,105
Investments on account of segregated fund policyholders	97,769	116,568	131,284	—	345,621
<b>Total assets</b>	<b>197,244</b>	<b>208,125</b>	<b>191,878</b>	<b>17,715</b>	<b>614,962</b>
Proprietary mutual funds and institutional net assets <sup>(1)</sup>	5,534	298,535	61,695	—	365,764
<b>Total assets under management<sup>(1)</sup></b>	<b>202,778</b>	<b>506,660</b>	<b>253,573</b>	<b>17,715</b>	<b>980,726</b>
Other assets under administration <sup>(1)</sup>	21,162	1,179,882	12,030	—	1,213,074
<b>Total assets under administration<sup>(1)</sup></b>	<b>\$ 223,940</b>	<b>\$ 1,686,542</b>	<b>\$ 265,603</b>	<b>\$ 17,715</b>	<b>\$ 2,193,800</b>
	December 31, 2020				
	Canada	United States	Europe	Capital and Risk Solutions	Total
<b>Assets</b>					
Invested assets	\$ 87,732	\$ 54,522	\$ 50,793	\$ 5,951	\$ 198,998
Goodwill and intangible assets	5,625	5,729	3,037	—	14,391
Other assets	3,661	30,347	10,151	8,910	53,069
Investments on account of segregated fund policyholders	90,680	117,982	125,370	—	334,032
<b>Total assets</b>	<b>187,698</b>	<b>208,580</b>	<b>189,351</b>	<b>14,861</b>	<b>600,490</b>
Proprietary mutual funds and institutional net assets <sup>(1)</sup>	7,311	284,251	59,381	—	350,943
<b>Total assets under management<sup>(1)</sup></b>	<b>195,009</b>	<b>492,831</b>	<b>248,732</b>	<b>14,861</b>	<b>951,433</b>
Other assets under administration <sup>(1)</sup>	18,554	994,989	10,871	—	1,024,414
<b>Total assets under administration<sup>(1)</sup></b>	<b>\$ 213,563</b>	<b>\$ 1,487,820</b>	<b>\$ 259,603</b>	<b>\$ 14,861</b>	<b>\$ 1,975,847</b>

<sup>(1)</sup> This metric is a non-IFRS measure. Refer to the "Non-IFRS Financial Measures" section of this document for additional details.

Total assets under administration (AUA) at September 30, 2021 increased by \$218 billion to \$2.2 trillion compared to December 31, 2020, primarily due to the impact of equity market movement and new business growth primarily with respect to segregated funds, proprietary mutual funds and institutional net assets, partially offset by the impact of currency movement.

Total assets at September 30, 2021 reflect management's current best estimate of the purchase price allocation related to the MassMutual transaction, including estimates for goodwill and intangible assets. Final valuation of the assets acquired and liabilities assumed and the completion of the purchase price allocation are expected to occur during the fourth quarter of 2021.

## INVESTED ASSETS

The Company manages its general fund assets to support the cash flow, liquidity and profitability requirements of the Company's insurance and investment products. The Company follows prudent and conservative investment policies, so that assets are not unduly exposed to concentration, credit or market risks. Within the framework of the Company's policies, the Company implements strategies and reviews and adjusts them on an ongoing basis considering liability cash flows and capital market conditions. The majority of investments of the general fund are in medium-term and long-term fixed-income investments, primarily bonds and mortgages, reflecting the characteristics of the Company's liabilities.

**Bond portfolio** – It is the Company's policy to acquire primarily investment grade bonds subject to prudent and well-defined investment policies. Modest investments in below investment grade rated securities may occur while not changing the overall discipline and conservative approach to the investment strategy. The total bond portfolio, including short-term investments, was \$139.0 billion or 68% of invested assets at September 30, 2021 compared to \$137.6 billion or 69% at December 31, 2020. The increase in the bond portfolio was primarily due to net purchases partially offset by a decline in fair values resulting from an increase in bond yields across all geographies. The overall quality of the bond portfolio remained high, with 99% of the portfolio rated investment grade and 75% rated A or higher.

Bond credit ratings reflect bond rating agency activity up to September 30, 2021. Management continues to closely monitor bond rating agency activity and general market conditions as economies emerge from the pandemic.

### Bond portfolio quality

	September 30, 2021		December 31, 2020	
AAA	\$ 21,000	15 %	\$ 21,820	16 %
AA	33,750	24	35,530	26
A	49,421	36	45,673	33
BBB	33,714	24	33,382	24
BB or lower	1,067	1	1,187	1
<b>Total</b>	<b>\$ 138,952</b>	<b>100 %</b>	<b>\$ 137,592</b>	<b>100 %</b>

At September 30, 2021, non-investment grade bonds were \$1.1 billion or 0.8% of the bond portfolio compared to \$1.2 billion or 0.9% of the bond portfolio at December 31, 2020.

**Mortgage portfolio** – It is the Company's practice to acquire high quality commercial mortgages meeting strict underwriting standards and diversification criteria. The Company has a well-defined risk-rating system, which it uses in its underwriting and credit monitoring processes for commercial loans. Residential loans are originated by the Company's mortgage specialists in accordance with well-established underwriting standards and are well diversified across each geographic region, including specific diversification requirements for non-insured mortgages. Equity release mortgages are originated in the Europe segment following well-defined lending criteria and held in both the Canada and Europe segments. Equity release mortgages are loans provided to people who want to continue living in their homes while accessing some of the underlying equity value in their homes. Loans are typically repaid when the borrower dies or moves into long-term care.

**Mortgage portfolio**

Mortgage loans by type	September 30, 2021				December 31, 2020	
	Insured	Non-insured	Total		Total	
Single family residential	\$ 498	\$ 1,520	\$ 2,018	7 %	\$ 2,063	7 %
Multi-family residential	3,001	4,409	7,410	25	7,353	27
Equity release	—	2,500	2,500	9	2,020	7
Commercial	223	16,828	17,051	59	16,367	59
<b>Total</b>	<b>\$ 3,722</b>	<b>\$ 25,257</b>	<b>\$ 28,979</b>	<b>100 %</b>	<b>\$ 27,803</b>	<b>100 %</b>

The total mortgage portfolio was \$29.0 billion or 14% of invested assets at September 30, 2021, compared to \$27.8 billion or 14% of invested assets at December 31, 2020. The increase in the mortgage portfolio was primarily related to net commercial mortgage and equity release mortgage originations. Total insured loans were \$3.7 billion or 13% of the mortgage portfolio.

**Provision for future credit losses**

As a component of insurance contract liabilities, the total actuarial provision for future credit losses is determined consistent with the Canadian Institute of Actuaries' Standards of Practice and includes provisions for adverse deviation. The provisions reflect the current credit ratings and potential future rating migration. No provision is held for government or government related debt rated A+ or higher where the issuer is monetarily sovereign.

At September 30, 2021, the aggregate of impairment provisions was \$30 million compared to \$62 million at December 31, 2020, a decrease of \$32 million primarily due to the disposal of previously impaired commercial mortgages, partly offset by a commercial mortgage impairment. The total actuarial provision for future credit losses in insurance contract liabilities was \$3,177 million at September 30, 2021 compared to \$3,368 million at December 31, 2020, a decrease of \$191 million primarily due to interest rates movements and normal business activity.

The aggregate of impairment provisions of \$30 million (\$62 million at December 31, 2020) and actuarial provision for future credit losses in insurance contract liabilities of \$3,177 million (\$3,368 million at December 31, 2020) represents 1.8% of bond and mortgage assets, including funds held by ceding insurers, at September 30, 2021 (1.9% at December 31, 2020).

**DERIVATIVE FINANCIAL INSTRUMENTS**

During the third quarter of 2021, there were no major changes to the Company's policies and procedures with respect to the use of derivative financial instruments. The Company's derivative transactions are generally governed by International Swaps and Derivatives Association, Inc. (ISDA) Master Agreements, which provide for legally enforceable set-off and close-out netting of exposure to specific counterparties in the event of an early termination of a transaction, which includes, but is not limited to, events of default and bankruptcy. In the event of an early termination, the Company is permitted to set off receivables from a counterparty against payables to the same counterparty, in the same legal entity, arising out of all included transactions. The Company's ISDA Master Agreements may include Credit Support Annex provisions, which require both the pledging and accepting of collateral in connection with its derivative transactions.

At September 30, 2021, total financial collateral, including initial margin and overcollateralization, received on derivative assets was \$264 million (\$211 million at December 31, 2020) and pledged on derivative liabilities was \$631 million (\$560 million at December 31, 2020). Collateral received on derivatives assets increased, primarily driven by the impact of the U.S. dollar strengthening against the British pound and euro on cross-currency swaps that pay British pounds and euros and receive U.S. dollars. Collateral pledged on derivatives liabilities increased, primarily driven by the impact of increases to market interest rates on interest rate swaps that receive fixed and pay floating rates.

During the nine month period ended September 30, 2021, the outstanding notional amount of derivative contracts increased by \$3.8 billion to \$33.9 billion, primarily due to regular hedging activities and increases to net investment hedges. During the nine month period, the Company entered into net investment hedges, with notional amounts of €1 billion and £0.5 billion, to reduce the volatility of its Canadian dollar exposure to net investments in foreign operations in the Europe segment.

The Company's exposure to derivative counterparty credit risk, which reflects the current fair value of those instruments in a gain position, decreased to \$776 million at September 30, 2021 from \$829 million at December 31, 2020. The decrease was primarily driven by the impact of increases to market interest rates on interest rate swaps that receive fixed and pay floating rates. There were no changes to derivative counterparty ratings during the third quarter of 2021 and all had investment grade ratings as of September 30, 2021.

## LIABILITIES

Total liabilities	September 30 2021	December 31 2020
Insurance and investment contract liabilities	\$ 217,392	\$ 218,047
Other general fund liabilities	21,717	21,396
Investment and insurance contracts on account of segregated fund policyholders	345,621	334,032
<b>Total</b>	<b>\$ 584,730</b>	<b>\$ 573,475</b>

Total liabilities increased by \$11.3 billion to \$584.7 billion at September 30, 2021 from December 31, 2020.

Insurance and investment contract liabilities decreased by \$0.7 billion, primarily due to fair value adjustments, the impact of currency movement, assumption changes and normal business movements, partially offset by the impact of new business. Investment and insurance contracts on account of segregated fund policyholders increased by \$11.6 billion, primarily due to the impact of net market value gains and investment income of \$25.6 billion, partially offset by the negative impact of currency movement of \$5.3 billion and net withdrawals of \$10.3 billion. Other general fund liabilities increased by \$0.3 billion, primarily due to an increase of \$0.6 billion in other liabilities, \$0.5 billion in accounts payable as well as \$0.3 billion in deferred tax liabilities. The increase was partially offset by a decrease of \$0.9 billion in debentures and other debt instruments.

Insurance and investment contract liabilities represent the amounts that, together with estimated future premiums and investment income, will be sufficient to pay estimated future benefits, dividends and expenses on policies in-force. Insurance and investment contract liabilities are determined using generally accepted actuarial practices, according to standards established by the Canadian Institute of Actuaries. Also, refer to the "Summary of Critical Accounting Estimates" section of the 2020 Annual MD&A for further details.

### Segregated Fund and Variable Annuity Guarantees

The Company offers retail segregated fund products, unitized with profits (UWP) products and variable annuity products that provide for certain guarantees tied to the market values of the investment funds.

Guaranteed minimum withdrawal benefit (GMWB) products offered by the Company in the U.S. and Germany, and previously offered in Canada and Ireland, provide income guarantees and in addition, may provide death and maturity guarantees. The Company has a hedging program in place to manage a portion of the market and interest rate risk associated with options embedded in its GMWB products. At September 30, 2021, the amount of GMWB products in-force in Canada, the U.S., Ireland and Germany were \$3,268 million (\$3,375 million at December 31, 2020).

Segregated fund and variable annuity guarantee exposure

	September 30, 2021				
	Market Value	Investment deficiency by benefit type			
		Income	Maturity	Death	Total <sup>(1)</sup>
Canada	\$ 35,371	\$ 1	\$ 11	\$ 36	\$ 36
United States	20,917	9	—	21	30
Europe	11,286	4	—	793	793
Capital and Risk Solutions <sup>(2)</sup>	883	220	—	—	220
<b>Total</b>	<b>\$ 68,457</b>	<b>\$ 234</b>	<b>\$ 11</b>	<b>\$ 850</b>	<b>\$ 1,079</b>

(1) A policy can only receive a payout from one of the three trigger events (income election, maturity or death). Total deficiency measures the point-in-time exposure assuming the most costly trigger event for each policy occurred on September 30, 2021.

(2) Capital and Risk Solutions exposure is to markets in Canada and the U.S.

Investment deficiency at September 30, 2021 of \$1,079 million decreased by \$238 million compared to December 31, 2020, primarily due to an increase in market values. The investment deficiency measures the point-in-time exposure to a trigger event (i.e., income election, maturity or death) assuming it occurred on September 30, 2021 and does not include the impact of the Company's hedging program for GMWB products. The actual cost to the Company will depend on the trigger event having occurred and the market values at that time. The actual claims before tax associated with these guarantees were \$2 million in-quarter (\$8 million for the third quarter of 2020) and \$7 million year-to-date (\$20 million year-to-date for 2020) with the majority arising in the Capital and Risk Solutions segment related to a legacy block of business.

### LIFECO CAPITAL STRUCTURE

In establishing the appropriate mix of capital required to support the operations of the Company and its subsidiaries, management utilizes a variety of debt, equity and other hybrid instruments considering both the short and long-term capital needs of the Company.

### DEBENTURES AND OTHER DEBT INSTRUMENTS

At September 30, 2021, debentures and other debt instruments decreased by \$920 million to \$8,773 million compared to December 31, 2020.

The Company made payments of US\$400 million on July 2, 2021 and US\$100 million on September 29, 2021 on its committed line of credit related to GWL&A's acquisition of the retirement services business from MassMutual on December 31, 2020, reducing the balance drawn on this line of credit to nil.

### SHARE CAPITAL AND SURPLUS

Share capital outstanding at September 30, 2021 was \$9,958 million, which comprises \$5,744 million of common shares and \$2,714 million of preferred shares, and \$1,500 million Limited Recourse Capital Notes (LRCN Series 1) discussed below. Preferred shares included \$2,464 million of non-cumulative First Preferred Shares and \$250 million of 5-year rate reset First Preferred Shares.

On August 16, 2021, the Company issued \$1,500 million aggregate principal amount 3.60% LRCN Series 1 (Subordinated Indebtedness) at par, maturing on December 31, 2081. The LRCN Series 1 bear interest at a fixed rate of 3.60% per annum payable semi-annually, until December 31, 2026. On December 31, 2026 and every five years thereafter until December 31, 2076, the interest rate on the LRCN Series 1 will be reset at an interest rate equal to the five-year Government of Canada Yield as defined in the trust indenture governing the LRCN Series 1, plus 2.641%.

The Company renewed its normal course issuer bid (NCIB) effective January 27, 2021 for one year to purchase and cancel up to but no more than 20,000,000 of its common shares at market prices in order to mitigate the dilutive effect of stock options granted under the Company's Stock Option Plan and for other capital management purposes. During the three months ended September 30, 2021, the Company did not purchase any common shares under the current NCIB (nil for the three months ended September 30, 2020). The Company does not currently intend to engage in share repurchases that reduce its outstanding shares while the Office of the Superintendent of Financial Institutions (OSFI) maintains its expectation that the institutions it regulates suspend share buybacks due to ongoing impacts of the COVID-19 pandemic.

Subsequent to September 30, 2021, on October 8, 2021, the Company issued 8,000,000 Series Y, 4.50% Non-Cumulative First Preferred Shares at \$25.00 per share for gross proceeds of \$200 million. The shares are redeemable at the option of the Company on or after December 31, 2026 for \$25.00 per share plus a premium if redeemed prior to December 31, 2030, in each case together with all declared and unpaid dividends up to but excluding the date of redemption.

## LIQUIDITY AND CAPITAL MANAGEMENT AND ADEQUACY

### LIQUIDITY

The Company's liquidity requirements are largely self-funded, with short-term obligations being met by internal funds and maintaining levels of liquid investments adequate to meet anticipated liquidity needs. The Company holds cash, cash equivalents and short-term bonds at the Lifeco holding company level and with the Lifeco consolidated subsidiary companies. At September 30, 2021, the Company and its operating subsidiaries held cash, cash equivalents and short-term bonds of \$11.4 billion (\$11.2 billion at December 31, 2020) and other liquid assets and marketable securities of \$100.4 billion (\$100.2 billion at December 31, 2020). Included in the cash, cash equivalents and short-term bonds at September 30, 2021 was \$0.6 billion (\$0.9 billion at December 31, 2020) held at the Lifeco holding company level which includes cash at Great-West Lifeco U.S. LLC, the Company's U.S. holding company. In addition, the Company maintains committed lines of credit with Canadian chartered banks for unanticipated liquidity needs, if required.

The Company does not have a formal common shareholder dividend policy. Dividends on outstanding common shares of the Company are declared and paid at the sole discretion of the Board of Directors of the Company. The decision to declare a dividend on the common shares of the Company takes into account a variety of factors including the level of earnings, adequacy of capital and availability of cash resources.

As a holding company, the Company's ability to pay dividends and, in part, its ability to deploy capital is dependent upon the Company receiving dividends from its operating subsidiaries. The Company's operating subsidiaries are subject to regulation in a number of jurisdictions, each of which maintains its own regime for determining the amount of capital that must be held in connection with the different businesses carried on by the operating subsidiaries. The requirements imposed by the regulators in any jurisdiction may change from time to time, and thereby impact the ability of the operating subsidiaries to pay dividends to the Company. The Office of the Superintendent of Financial Institutions (OSFI) has maintained its guidance provided in 2020 at the outset of the COVID-19 pandemic that Canadian banks and insurers should suspend share buybacks and not increase dividend payments. In the U.K. and Ireland, where some of the Company's regulated subsidiaries operate, the regulatory authorities have maintained their guidance that insurance companies should exercise prudence in respect of dividend distributions, share buybacks and similar transactions, but at the end of the third quarter of 2021 the Irish regulator removed the temporary cap that it had also been applying to significant insurance companies such as Irish Life Assurance plc.

**CASH FLOWS**

**Cash flows**

	For the three months ended September 30		For the nine months ended September 30	
	2021	2020	2021	2020
<b>Cash flows relating to the following activities:</b>				
Operations	\$ 5,689	\$ 4,326	\$ 8,544	\$ 7,714
Financing	439	2,056	(567)	1,629
Investment	(6,036)	(6,848)	(9,011)	(8,666)
	92	(466)	(1,034)	677
Effects of changes in exchange rates on cash and cash equivalents	90	(31)	(22)	67
Increase (decrease) in cash and cash equivalents in the period	182	(497)	(1,056)	744
Cash and cash equivalents, beginning of period	6,708	5,869	7,946	4,628
<b>Cash and cash equivalents, end of period</b>	<b>\$ 6,890</b>	<b>\$ 5,372</b>	<b>\$ 6,890</b>	<b>\$ 5,372</b>

The principal source of funds for the Company on a consolidated basis is cash provided by operating activities, including premium income, net investment income and fee income. These funds are used primarily to pay policy benefits, policyholder dividends and claims, as well as operating expenses and commissions. Cash flows generated by operations are mainly invested to support future liability cash requirements. Cash flows related to financing activities include the issuance and repayment of capital instruments, and associated dividends and interest payments.

In the third quarter of 2021, cash and cash equivalents increased by \$182 million from June 30, 2021. Cash flows provided by operations during the third quarter of 2021 were \$5,689 million, an increase of \$1,363 million compared to the third quarter of 2020. Cash flows provided by financing of \$439 million were primarily provided by the issuance of the LRCN Series 1 of \$1,500 million, partially offset by a decrease in the line of credit of a subsidiary of \$639 million and the payments of dividends to common and preferred shareholders of \$440 million. For the three months ended September 30, 2021, cash flows were used by the Company to acquire an additional \$6,036 million of investment assets.

For the nine months ended September 30, 2021, cash and cash equivalents decreased by \$1,056 million from December 31, 2020. Cash flows provided by operations were \$8,544 million, an increase of \$830 million compared to the same period in 2020. Cash flows used in financing of \$567 million were primarily used for the payment of dividends to common and preferred shareholders of \$1,320 million and a decrease in the line of credit of a subsidiary of \$827 million, partially offset by the issuance of the LRCN Series 1 discussed for the in-quarter results. For the nine months ended September 30, 2021, cash flows were used by the Company to acquire an additional \$9,011 million of investment assets.

**COMMITMENTS/CONTRACTUAL OBLIGATIONS**

Commitments/contractual obligations have not changed materially from December 31, 2020.

## CAPITAL MANAGEMENT AND ADEQUACY

At the holding company level, the Company monitors the amount of consolidated capital available and the amounts deployed in its various operating subsidiaries. The amount of capital deployed in any particular company or country is dependent upon local regulatory requirements as well as the Company's internal assessment of capital requirements in the context of its operational risks and requirements and strategic plans. The Company's practice is to maintain the capitalization of its regulated operating subsidiaries at a level that will exceed the relevant minimum regulatory capital requirements in the jurisdictions in which they operate. The capitalization decisions of the Company and its operating subsidiaries also give consideration to the impact such actions may have on the opinions expressed by various credit rating agencies that provide financial strength and other ratings to the Company.

In Canada, OSFI has established a regulatory capital adequacy measurement for life insurance companies incorporated under the Insurance Companies Act (Canada) and their subsidiaries, known as the Life Insurance Capital Adequacy Test (LICAT).

The LICAT Ratio compares the regulatory capital resources of a company to its required capital. The required capital is calibrated so that a life insurer can both withstand severe stress events and support the continuity of existing business. The LICAT guideline uses a risk-based approach for measuring specific life insurer risks and for aggregating the results to calculate the amount of a life insurer's capital requirements.

OSFI has established a Supervisory Target Total Ratio of 100%, and a Supervisory Minimum Total Ratio of 90%. The internal target range of the LICAT Ratio for Lifeco's major Canadian operating subsidiary is 110% to 120% (on a consolidated basis).

Canada Life's consolidated LICAT Ratio at September 30, 2021 was 123% (129% at December 31, 2020). The LICAT Ratio does not take into account any impact from \$0.6 billion of liquidity at the Lifeco holding company level at September 30, 2021 (\$0.9 billion at December 31, 2020). The continued phasing in of the impact of the LICAT interest rate scenario shift in North America (described below) contributed a 1 point decrease to the ratio this quarter and a 3 point decrease year-to-date. The remainder of the year-to-date decrease in the LICAT Ratio was due to market movement and new business growth, partly offset by the favourable impact of net earnings.

The following provides a summary of the LICAT information and ratios for Canada Life:

LICAT Ratio	Sept. 30 2021	Dec. 31 2020
Tier 1 Capital	\$ 12,578	\$ 11,593
Tier 2 Capital	4,224	4,568
Total Available Capital	16,802	16,161
Surplus Allowance & Eligible Deposits	13,409	14,226
<b>Total Capital Resources</b>	<b>\$ 30,211</b>	<b>\$ 30,387</b>
<b>Required Capital</b>	<b>\$ 24,520</b>	<b>\$ 23,607</b>
<b>Total LICAT Ratio (OSFI Supervisory Target = 100%)<sup>(1)</sup></b>	<b>123 %</b>	<b>129 %</b>

<sup>(1)</sup> Total Ratio (%) = (Total Capital Resources / Required Capital)

## LICAT Sensitivities

### Caution Related to Sensitivities

This section includes estimates of Canada Life consolidated LICAT Ratio sensitivities for certain risks. Actual results can differ significantly from these estimates for a variety of reasons including:

- Assessment of the circumstances that led to the scenario may lead to changes in (re)investment approaches and interest rate scenarios considered;
- Changes in actuarial, investment return and future investment activity assumptions;
- Actual experience differing from the assumptions;
- Changes in business mix, effective income tax rates and other market factors;
- Interactions among these factors and assumptions when more than one changes; and
- The general limitations of the Company's internal models.

For these reasons, the sensitivities should only be viewed as directional estimates of the underlying sensitivities for the respective factors. Given the nature of these calculations, the Company cannot provide assurance that the actual impact on the Canada Life consolidated LICAT Ratio will be as estimated.

LICAT sensitivities are rounded to the nearest point.

### Publicly Traded Common Stocks

The following table sets out the estimated immediate impact to Canada Life's consolidated LICAT Ratio of certain instantaneous changes in publicly traded common stock values as at September 30, 2021. These sensitivity estimates assume instantaneous shocks, followed by a return to historical average growth levels for broader equity markets. The sensitivity estimates relate to publicly traded common stocks and do not cover other non-fixed income assets. These estimates are illustrative as actual equity exposures may vary due to active management of the public stock portfolios.

Immediate change in publicly traded common stock values	September 30, 2021			
	20% increase	10% increase	10% decrease	20% decrease
Potential increase (decrease) on LICAT Ratio	(1 point)	0 point	1 point	(1 point)

### Interest Rates

Canada Life's consolidated LICAT Ratio will generally increase in an environment of declining interest rates and vice-versa. Lower interest rates will increase the value of the Company's surplus assets and other regulatory capital resources. These sensitivity estimates are illustrative. Sensitivity to interest rates is dependent on many factors and may result in non-linear impacts to the LICAT Ratio. Actual movement in credit spreads or government treasury rates may produce different movements in Canada Life's consolidated LICAT Ratio. These sensitivities do not include a change in the ultimate interest rates outlined in Actuarial Standards or the impact of a LICAT interest rate risk scenario shift.

Immediate parallel shift in yield curve	September 30, 2021	
	50 bps increase	50 bps decrease
Potential increase (decrease) on LICAT Ratio	(2 points)	3 points

**LICAT Interest Rate Scenario Shift**

The LICAT interest rate risk capital requirements are based on the results of the most adverse of four scenarios. The determination of the most adverse scenario is dependent on government treasury rates and credit spreads, as well as the position of the Company's assets and liabilities. A change in the level and term structure of interest rates used can cause a shift in the interest rate scenario applied in the LICAT calculation. This results in a discontinuity where capital requirements can change materially. OSFI prescribes a smoothing calculation to address potential volatility in the interest rate risk capital requirement for participating insurance products. The smoothing calculation averages the participating interest rate risk capital requirements over the trailing six quarters, thereby reducing unwarranted volatility.

The Company experienced a shift to a different adverse LICAT interest rate scenario in North America during the third quarter of 2020. Allowing for the smoothing approach, the shift in scenario reduced the current quarter's LICAT Ratio by 1 point. The cumulative impact is a decrease of approximately 5 points to the LICAT Ratio, with the remaining impact of a less than 1 point decrease being phased in through the next quarter, if the Company remains on the current scenario.

In the event of a shift back to the previous most adverse LICAT interest rate scenario, the Company estimates the LICAT Ratio would increase, for this item only, by approximately 1 point per quarter for the ensuing six quarters applying the smoothing calculation for participating insurance products.

**OSFI Regulatory Capital Initiatives**

OSFI issued an Advisory effective for January 1, 2021, which confirmed the interest rate risk smoothing calculation on participating insurance, and provided clarification of available capital for certain participating insurance blocks. The Advisory will remain in effect until January 1, 2023, when it will be subsequently incorporated into the LICAT guideline.

The International Accounting Standards Board (IASB) has issued IFRS 17, *Insurance Contracts*, which will replace IFRS 4, *Insurance Contracts* with an effective date of January 1, 2023. IFRS 17 includes new requirements for the recognition, measurement, presentation and disclosure of insurance contracts the Company issues and reinsurance contracts it holds. The new standard is expected to have a significant impact for insurers related to the timing of earnings recognition from insurance contracts and on the presentation and disclosure of results. Adoption of the standard is expected to lead to further review and possible amendments to the OSFI LICAT Guideline. Refer to the "Accounting Policies - International Financial Reporting Standards" section of the Company's 2020 Annual MD&A for further details.

During the second quarter, OSFI launched a Quantitative Impact Study for IFRS 17 and IFRS 9, *Financial Instruments*. The Company is participating in this public consultation. The Company will continue to work with OSFI, the Canadian Institute of Actuaries, and other industry participants, as the LICAT guideline further evolves to allow for adaptations relating to the IFRS 17 accounting standard and developments relating to Segregated Fund Guarantee Risk requirements.

**RETURN ON EQUITY (ROE)<sup>(1)</sup>**

	<b>Sept. 30 2021</b>	June 30 2021	Sept. 30 2020
<b>Base Return on Equity<sup>(1)</sup></b>			
Canada	17.3 %	17.4 %	16.5 %
U.S. Financial Services	11.6 %	8.6 %	10.1 %
U.S. Asset Management (Putnam)	4.7 %	3.4 %	(0.3)%
Europe	13.2 %	13.0 %	13.0 %
Capital and Risk Solutions	33.9 %	38.9 %	38.5 %
<b>Total Lifeco Base Earnings Basis<sup>(1)</sup></b>	<b>14.5 %</b>	<b>13.9 %</b>	<b>13.5 %</b>
<b>Return on Equity<sup>(1)</sup></b>	<b>Sept. 30 2021</b>	June 30 2021	Sept. 30 2020
Canada	16.3 %	16.5 %	14.0 %
U.S. Financial Services	7.7 %	6.0 %	10.5 %
U.S. Asset Management (Putnam)	15.6 %	14.2 %	(11.7)%
Europe	16.1 %	16.2 %	15.9 %
Capital and Risk Solutions	36.5 %	42.7 %	38.2 %
<b>Total Lifeco Net Earnings Basis</b>	<b>14.9 %</b>	<b>15.0 %</b>	<b>12.4 %</b>

<sup>(1)</sup> This metric is a non-IFRS measure. Refer to the "Non-IFRS Financial Measures" section of this document for additional details.

The Company has a capital allocation methodology, which allocates financing costs in proportion to allocated capital. For the Canadian, European and Capital and Risk Solutions segments (essentially Canada Life), this allocation method generally tracks the regulatory capital requirements, while for U.S. Financial Services and U.S. Asset Management (Putnam), it tracks the financial statement carrying value of the business units. Total leverage capital is consistently allocated across all business units in proportion to total capital resulting in a debt-to-equity ratio in each business unit consistent with the consolidated Company.

## RATINGS

Lifeco maintains ratings from five independent ratings companies. Credit ratings are intended to provide investors with an independent measure of the credit quality of a corporation and securities of a corporation, and are indicators of the likelihood of payment and the capacity of a corporation to meet its obligations in accordance with the terms of each obligation.

In the third quarter of 2021, the existing credit ratings for Lifeco and its major operating subsidiaries were unchanged. Lifeco also obtained three new subordinated debt ratings from DBRS Morningstar, Fitch Ratings, and S&P Global Ratings, for its LRCN Series 1 issued on August 16, 2021 (set out in table below). The Company continued to receive strong ratings relative to its North American peer group resulting from its conservative risk profile, stable net earnings and strong capitalization. These ratings are not a recommendation to buy, sell or hold the securities of the Company or its subsidiaries and do not address market price or other factors that might determine suitability of a specific security for a particular investor. The ratings also may not reflect the potential impact of all risks on the value of securities and are subject to revision or withdrawal at any time by the rating agency.

Lifeco's operating companies are assigned a group rating from each rating agency. This group rating is predominantly supported by the Company's leading position in the Canadian insurance market and competitive positions in the U.S. and European markets. Each of Lifeco's operating companies benefits from the strong implicit financial support and collective ownership by Lifeco. There were no changes to the Company's group credit ratings in third quarter of 2021.

Rating agency	Measurement	Lifeco	Canada Life	Irish Life	GWL&A
A.M. Best Company	Financial Strength		A+		A+
DBRS Morningstar	Issuer Rating	A (high)	AA		NR
	Financial Strength		AA		
	Senior Debt	A (high)			
	Subordinated Debt	A (low)	AA (low)		
Fitch Ratings	Insurer Financial Strength		AA	AA	AA
	Senior Debt	A			
	Subordinated Debt	BBB+	A+		
Moody's Investors Service	Insurance Financial Strength		Aa3		Aa3
S&P Global Ratings	Insurer Financial Strength		AA		AA
	Senior Debt	A+			
	Subordinated Debt	A-	AA-		

As part of Lifeco's announcement on July 21, 2021, that its U.S. subsidiary, Empower Retirement, had reached a definitive agreement to acquire Prudential's full-service retirement business, Lifeco announced that the transaction was expected to be funded with approximately US\$1.19 billion of LRCN Series 1, US\$1.0 billion of short-term debt, and existing resources. In addition, Lifeco noted that the short-term financing would facilitate leverage ratio reduction as the business generates meaningful earnings and cash.

Following the July 21, 2021 announcement, and having regard to the financing plan and its impact on leverage in the near-term, all five rating agencies affirmed the ratings as set out above. Four of the five agencies affirmed the rating outlook as stable; Fitch's rating outlook remains negative.

## SEGMENTED OPERATING RESULTS

The consolidated operating results of Lifeco, including the comparative figures, are presented on an IFRS basis after capital allocation. Consolidated operating results for Lifeco comprise the net earnings of Canada Life and its operating subsidiaries, GWL&A (Financial Services) and Putnam (Asset Management), together with Lifeco's corporate results. The following sections analyze the performance of Lifeco's four major reportable segments: Canada, United States (U.S.), Europe, and Capital and Risk Solutions.

## TRANSLATION OF FOREIGN CURRENCY

For the United States, Europe and Capital and Risk Solutions segments, foreign currency assets and liabilities are translated into Canadian dollars at the market rate at the end of the financial period. All income and expense items are translated at an average rate for the period.

Impact of currency movement is a non-IFRS financial measure. Refer to the "Non-IFRS Financial Measures" section of this document for additional details.

## CANADA

The Canada segment of Lifeco includes the operating results of the Canadian businesses operated by Canada Life, together with an allocation of a portion of Lifeco's corporate results. There are two primary business units included in this segment. Through the Individual Customer business unit, the Company provides life, disability and critical illness insurance products as well as wealth savings and income products to individual clients. Through the Group Customer business unit, the Company provides life, accidental death and dismemberment, disability, critical illness, health and dental protection, creditor insurance as well as retirement savings and income and annuity products and other specialty products to group clients in Canada.

## DEVELOPMENTS

- On September 1, 2021, Canada Life completed the previously announced acquisition of ClaimSecure Inc., an industry-leading healthcare management firm that provides health and dental claim management services to private and public businesses in Canada. The acquisition increases the number of plan members served by Canada Life by 1.25 million individuals, with annual claims payments of more than \$1.2 billion.
- On September 20, 2021, Canada Life Investment Management announced the launch of the new Canada Life Sustainable Portfolios, giving investors access to investments diversified across asset classes, regions and responsible investing strategies. The funds will seek to invest in companies that demonstrate strong environmental, social and governance (ESG) practices.
- On July 1, 2021, the home of the Winnipeg Jets and Manitoba Moose was officially renamed Canada Life Centre™. The 10-year sponsorship agreement with True North Sports + Entertainment gives Canada Life national brand and media exposure, as the arena typically hosts more than 140 events each year and is recognized as one of the premier sports and entertainment venues in North America.

SELECTED FINANCIAL INFORMATION - CANADA

	For the three months ended			For the nine months ended	
	Sept. 30 2021	June 30 2021	Sept. 30 2020	Sept. 30 2021	Sept. 30 2020
<b>Base earnings (loss)<sup>(1)</sup></b>					
Individual Customer	\$ 140	\$ 162	\$ 123	\$ 440	\$ 420
Group Customer	168	189	134	511	472
Canada Corporate	4	(58)	13	(48)	(34)
<b>Base earnings (loss)<sup>(1)</sup></b>	<b>\$ 312</b>	<b>\$ 293</b>	<b>\$ 270</b>	<b>\$ 903</b>	<b>\$ 858</b>
<b>Items excluded from base earnings<sup>(1)</sup></b>					
Actuarial assumption changes and other management actions <sup>(1)</sup>	\$ (11)	\$ (6)	\$ 4	\$ (30)	\$ (47)
Market-related impacts on liabilities <sup>(1)</sup>	4	1	(8)	7	(41)
<b>Net earnings - common shareholders</b>	<b>\$ 305</b>	<b>\$ 288</b>	<b>\$ 266</b>	<b>\$ 880</b>	<b>\$ 770</b>
<b>Premiums and deposits<sup>(1)(2)</sup></b>					
Individual Customer	\$ 2,741	\$ 2,747	\$ 2,503	\$ 8,465	\$ 7,577
Group Customer	4,204	4,072	3,658	12,974	11,244
<b>Premiums and deposits<sup>(1)(2)</sup></b>	<b>\$ 6,945</b>	<b>\$ 6,819</b>	<b>\$ 6,161</b>	<b>\$ 21,439</b>	<b>\$ 18,821</b>
<b>Sales<sup>(1)</sup></b>					
Individual Insurance	\$ 93	\$ 99	\$ 76	\$ 301	\$ 292
Individual Wealth	2,402	2,549	1,852	8,194	6,315
Group Insurance	101	101	109	478	303
Group Wealth	870	596	483	2,571	1,632
<b>Sales<sup>(1)</sup></b>	<b>\$ 3,466</b>	<b>\$ 3,345</b>	<b>\$ 2,520</b>	<b>\$ 11,544</b>	<b>\$ 8,542</b>
<b>Wealth management net cash flows<sup>(1)</sup></b>					
Individual Customer	\$ 447	\$ 222	\$ 6	\$ 992	\$ 220
Group Customer	(241)	(198)	(117)	(743)	144
<b>Wealth management net cash flows<sup>(1)</sup></b>	<b>\$ 206</b>	<b>\$ 24</b>	<b>\$ (111)</b>	<b>\$ 249</b>	<b>\$ 364</b>
<b>Fee and other income</b>					
Individual Customer	\$ 296	\$ 284	\$ 251	\$ 846	\$ 730
Group Customer	197	192	179	577	521
Canada Corporate	16	16	15	47	44
<b>Fee and other income</b>	<b>\$ 509</b>	<b>\$ 492</b>	<b>\$ 445</b>	<b>\$ 1,470</b>	<b>\$ 1,295</b>
<b>Total assets</b>	<b>\$ 197,244</b>	<b>\$ 194,528</b>	<b>\$ 181,727</b>		
Proprietary mutual funds and institutional net assets <sup>(1)</sup>	5,534	5,852	6,979		
<b>Total assets under management<sup>(1)</sup></b>	<b>202,778</b>	<b>200,380</b>	<b>188,706</b>		
Other assets under administration <sup>(1)</sup>	21,162	20,336	17,749		
<b>Total assets under administration<sup>(1)</sup></b>	<b>\$ 223,940</b>	<b>\$ 220,716</b>	<b>\$ 206,455</b>		

<sup>(1)</sup> This metric is a non-IFRS measure. Refer to the "Non-IFRS Financial Measures" section of this document for additional details.

<sup>(2)</sup> 2020 comparative figures have been reclassified to reflect presentation adjustments.

**Base and net earnings**

In the third quarter of 2021, Canada segment's net earnings of \$305 million increased by \$39 million compared to the same quarter last year. Base earnings of \$312 million increased by \$42 million compared to the same quarter last year, primarily due to favourable morbidity experience in Group Customer, favourable mortality and investment experience in Individual Customer and higher fee income.

Items excluded from base earnings were negative \$7 million compared to negative \$4 million for the same quarter last year. Actuarial assumption changes and management actions decreased to negative \$11 million from positive \$4 million for the same quarter last year, primarily due to updated policyholder behaviour assumptions, the impact of updates to the actuarial standards and updated individual morbidity assumptions, partially offset by other updates to economic assumptions. Market-related impacts were positive \$4 million in the third quarter of 2021 compared to negative \$8 million in the same quarter last year.

For the nine months ended September 30, 2021, net earnings increased by \$110 million to \$880 million compared to the same period last year. Base earnings of \$903 million increased by \$45 million compared to the same period last year, primarily due to the same reasons discussed for the in-quarter results, partially offset by changes in certain tax estimates and lower surplus investment income on seed money.

For the nine months ended September 30, 2021, items excluded from base earnings were negative \$23 million compared to negative \$88 million for the same period last year. Actuarial assumption changes and management actions were negative \$30 million compared to negative \$47 million for the same period last year, primarily due to the same reasons discussed for the in-quarter results. In addition, actuarial liability basis changes in the same period last year included updated economic assumptions for products with long-tail cash flows and updated morbidity assumptions. Market-related impacts were positive \$7 million compared to negative \$41 million for the same period last year, which was impacted by equity market declines and volatility in the first quarter of 2020 on segregated fund guarantees and their related hedging ineffectiveness.

For the third quarter of 2021, net earnings attributable to the participating account were \$108 million compared to \$23 million for the same quarter last year, primarily due to favourable actuarial assumption changes and management actions.

For the nine months ended September 30, 2021, net earnings attributable to the participating account were \$329 million compared to net earnings of \$67 million for the same period last year, primarily due to the same reasons discussed for the in-quarter results.

### Sales

Sales for the third quarter of 2021 of \$3.5 billion increased by \$0.9 billion compared to the same quarter last year, primarily due to higher individual and group segregated fund sales as well as higher individual third party mutual fund sales.

For the nine months ended September 30, 2021, sales increased by \$3.0 billion to \$11.5 billion compared to the same period last year, primarily due to large case group wealth and insurance sales in the first quarter of this year as well as higher individual segregated fund and mutual fund sales.

In the third quarter of 2021, wealth management net cash inflows were \$206 million compared to outflows of \$111 million for the same quarter last year. Net cash flows for the third quarter of 2021 increased compared to the same quarter last year due to higher deposits, partially offset by a large group termination. Net cash inflows for the nine months ended September 30, 2021 were \$249 million compared to \$364 million for the same period last year, primarily due to higher withdrawals from group terminations, partially offset by higher deposits.

### Fee and other income

Fee and other income for the third quarter of 2021 of \$509 million increased by \$64 million compared to the same quarter last year. The increase was primarily due to higher fee income in Individual Customer and Group Customer as a result of higher average assets under administration driven by higher average equity market levels.

For the nine months ended September 30, 2021, fee and other income increased by \$175 million to \$1,470 million compared to the same period last year, primarily due to the same reasons discussed for the in-quarter results.

## UNITED STATES

The United States segment operating results for Lifeco include the results of GWL&A (which operates primarily as 'Empower Retirement'), Putnam Investments (Putnam) and the results of the insurance businesses in the U.S. branch of Canada Life, together with an allocation of a portion of Lifeco's corporate results.

Through its Financial Services business unit, and specifically the Empower Retirement brand, the Company provides an array of financial security products, including employer-sponsored defined contribution plans, administrative and recordkeeping services, individual retirement accounts, fund management as well as investment and advisory services. This includes the retirement services business acquired from MassMutual on December 31, 2020. The Financial Services business unit also includes the results of Personal Capital, a hybrid wealth manager that provides financial tools and advice to individuals, following the completion of its acquisition in the third quarter of 2020. In addition, a retained block of life insurance, predominately participating policies, which are now administered by Protective Life, as well as a closed retrocession block of life insurance are also included in the Financial Services business unit.

Through its Asset Management business unit, and specifically Putnam, the Company provides investment management, certain administrative functions, distribution and related services, through a broad range of investment products.

## DEVELOPMENTS

### Financial Services Developments

- On July 21, 2021, Empower Retirement announced a definitive agreement to acquire the retirement services business of Prudential Financial, Inc. (Prudential), further strengthening Empower Retirement's leadership position as the second largest retirement plan service provider in the United States. Empower Retirement will acquire the retirement services business of Prudential for a total value of approximately US\$3.55 billion. The value includes purchase price consideration of US\$1.12 billion, reinsurance ceding commission of US\$0.33 billion and US\$2.1 billion of required capital to support the business. The transaction is expected to close in the first quarter of 2022, subject to regulatory approval and other customary closing conditions.

Empower Retirement anticipates realizing cost synergies through the migration of Prudential's retirement services business onto Empower's recordkeeping platform. Estimated run-rate cost synergies of US\$180 million are expected to be phased in over 24 months. Revenue synergies of US\$20 million are expected on a run-rate basis by the end of 2023 and are expected to grow to US\$50 million by 2025.

Empower Retirement expects to incur one-time integration and restructuring expenses of US\$170 million pre-tax and transaction costs of approximately US\$55 million pre-tax, US\$5 million post-tax of which were incurred in the third quarter of 2021. The integration is expected to be completed 24 months following closing.

<i>(in US\$ millions)</i>	For the three months ended		For the nine months ended	Total incurred to date
	Sept. 30	June 30	Sept. 30	Sept. 30
	2021	2021	2021	2021
Transaction costs (pre-tax)	\$ 6	\$ —	\$ 6	\$ 6
Transaction costs (post-tax)	5	—	5	5

- As of September 30, 2021, US\$60 million of pre-tax run rate cost synergies have been achieved related to Empower Retirement's acquisition of MassMutual's retirement services business compared to US\$48 million pre-tax as of June 30, 2021. Empower Retirement remains on track to achieve run rate cost synergies of US\$160 million pre-tax at the end of integration in 2022 and to achieve run rate revenue synergies of US\$30 million in 2022 and continue to grow beyond 2022.

Empower Retirement expects to incur restructuring and integration expenses of US\$125 million pre-tax related to the MassMutual transaction. The integration is expected to be completed in the second half of 2022.

<i>(in US\$ millions)</i>	For the three months ended		For the nine months ended	Total incurred to date
	Sept. 30	June 30	Sept. 30	Sept. 30
	2021	2021	2021	2021
Restructuring and integration (pre-tax)	\$ 19	\$ 8	\$ 35	\$ 64
Restructuring and integration (post-tax)	14	6	26	49
Transaction costs (pre-tax)	—	3	4	55
Transaction costs (post-tax)	—	3	4	44

- As a result of the acquisition of Personal Capital in the third quarter of 2020, Empower Retirement expects to incur total integration expenses of US\$57 million pre-tax. The integration remains on track to be completed in the first quarter of 2022. Empower Retirement recognized pre-tax contingent consideration transaction expense of US\$22 million in the third quarter of 2021 and US\$39 million for the nine months ended September 30, 2021 for a total contingent consideration provision of US\$59 million, based on a higher best estimate of net new assets above the amount assumed in the purchase price.

<i>(in US\$ millions)</i>	For the three months ended		For the nine months ended	Total incurred to date
	Sept. 30	June 30	Sept. 30	Sept. 30
	2021	2021	2021	2021
Restructuring and integration (pre-tax)	\$ 7	\$ 5	\$ 16	\$ 19
Restructuring and integration (post-tax)	5	3	11	13
Transaction costs (pre-tax)	22	17	39	61
Transaction costs (post-tax)	20	17	37	57

- Empower Retirement assets under administration (AUA) were US\$1.1 trillion at September 30, 2021, up from US\$958 billion at December 31, 2020. Empower Retirement participant accounts have grown to 12.8 million at September 30, 2021, up from 11.9 million at December 31, 2020. The increases in AUA and participants since December 31, 2020 were primarily driven by large plan sales, including one sale with approximately 316,000 participants and US\$49 billion in AUA in the first quarter of 2021, and strong equity markets.
- For the twelve months ended September 30, 2021, Empower surpassed the threshold of \$100 billion in AUA added through funded organic sales. These sales included 3,000 new retirement plans and more than 925,000 participants. Sales activity has been higher than any previous year across plan types and sizes including 401(k), 457(b), 403(b), corporate, government and not-for-profit.
- On September 29, 2021, "Financial Advisor IQ" released their 2021 Service Awards in which more than 900 financial advisors were surveyed to identify the firms they consider to be leaders in the investment management business. Empower received the Gold Medal for best overall recordkeeper, best reporting, best client service, best price and best participant tools.

#### Asset Management Developments

- Putnam's average assets under management (AUM) for the three months ended September 30, 2021 were US\$200.6 billion, an increase of US\$23.9 billion compared to the same quarter last year.
- Putnam continues to sustain strong investment performance relative to its peers. As of September 30, 2021, approximately 75% and 86% of Putnam's fund assets performed at levels above the Lipper median on a three-year and five-year basis, respectively. In addition, 49% and 71% of Putnam's fund assets were in the Lipper top quartile on a three-year and five-year basis, respectively. Putnam has 28 funds currently rated 4-5 stars by Morningstar Ratings.

SELECTED FINANCIAL INFORMATION - UNITED STATES

	For the three months ended			For the nine months ended	
	Sept. 30 2021	June 30 2021	Sept. 30 2020	Sept. 30 2021	Sept. 30 2020
<b>Base earnings (loss) (US\$)<sup>(1)</sup></b>					
Financial Services	\$ 149	\$ 139	\$ 56	\$ 372	\$ 151
Asset Management (Putnam) Core <sup>(1)</sup>	24	25	19	54	14
Asset Management (Putnam) Non-core <sup>(1)</sup>	3	(8)	(9)	(13)	(26)
Total Asset Management (Putnam)	27	17	10	41	(12)
U.S. Corporate	(2)	(1)	(3)	(3)	(2)
<b>Base earnings (loss) (US\$)<sup>(1)</sup></b>	<b>\$ 174</b>	<b>\$ 155</b>	<b>\$ 63</b>	<b>\$ 410</b>	<b>\$ 137</b>
<b>Items excluded from base earnings (loss) (US\$)<sup>(1)</sup></b>					
Actuarial assumption changes and other management actions <sup>(1)</sup>	\$ 4	\$ —	\$ 29	\$ 4	\$ 29
Market-related impact on liabilities <sup>(1)</sup>	(1)	—	(1)	(2)	(14)
Transaction costs related to acquisitions <sup>(1)(2)</sup>	(25)	(20)	(24)	(46)	(24)
Restructuring and integration costs <sup>(1)</sup>	(20)	(13)	—	(42)	—
<b>Net earnings - common shareholders (US\$)</b>	<b>\$ 132</b>	<b>\$ 122</b>	<b>\$ 67</b>	<b>\$ 324</b>	<b>\$ 128</b>
<b>Net earnings - common shareholders (C\$)</b>	<b>\$ 168</b>	<b>\$ 150</b>	<b>\$ 89</b>	<b>\$ 407</b>	<b>\$ 172</b>
<b>Sales (US\$)<sup>(1)</sup></b>					
Financial Services	\$ 14,363	\$ 19,448	\$ 7,234	\$ 99,042	\$ 37,490
Asset Management (Putnam)	8,790	10,120	13,809	31,584	43,584
<b>Sales (US\$)<sup>(1)</sup></b>	<b>\$ 23,153</b>	<b>\$ 29,568</b>	<b>\$ 21,043</b>	<b>\$ 130,626</b>	<b>\$ 81,074</b>
<b>Sales (C\$)<sup>(1)</sup></b>	<b>\$ 29,173</b>	<b>\$ 36,368</b>	<b>\$ 27,987</b>	<b>\$ 164,480</b>	<b>\$ 109,445</b>
<b>Fee and other income (US\$)</b>					
Financial Services	\$ 539	\$ 537	\$ 297	\$ 1,569	\$ 842
Asset Management (Putnam)					
Investment management fees	175	169	155	507	442
Performance fees	1	1	1	3	(2)
Service fees	29	29	28	87	83
Underwriting & distribution fees	45	45	42	134	124
Total Asset Management (Putnam) Fees	\$ 250	\$ 244	\$ 226	\$ 731	\$ 647
<b>Fee and other income (US\$)</b>	<b>\$ 789</b>	<b>\$ 781</b>	<b>\$ 523</b>	<b>\$ 2,300</b>	<b>\$ 1,489</b>
<b>Fee and other income (C\$)</b>	<b>\$ 995</b>	<b>\$ 960</b>	<b>\$ 696</b>	<b>\$ 2,882</b>	<b>\$ 2,015</b>
<b>Total assets (US\$)</b>	<b>\$ 163,878</b>	<b>\$ 165,027</b>	<b>\$ 73,011</b>		
Proprietary mutual funds and institutional net assets <sup>(1)</sup>	235,067	234,508	207,820		
<b>Total assets under management<sup>(1)</sup></b>	<b>398,945</b>	<b>399,535</b>	<b>280,831</b>		
Other assets under administration <sup>(1)</sup>	929,041	936,245	614,807		
<b>Total assets under administration (US\$)<sup>(1)</sup></b>	<b>\$ 1,327,986</b>	<b>\$ 1,335,780</b>	<b>\$ 895,638</b>		
<b>Total assets under administration (C\$)<sup>(1)</sup></b>	<b>\$ 1,686,542</b>	<b>\$ 1,656,368</b>	<b>\$ 1,191,198</b>		

<sup>(1)</sup> This metric is a non-IFRS measure. Refer to the "Non-IFRS Financial Measures" section of this document for additional details.

<sup>(2)</sup> The transaction costs incurred to date relate to the acquisitions of the full-service retirement business of Prudential, Personal Capital and the retirement services business of MassMutual and are included in the U.S. Corporate business unit.

**Base and net earnings**

In the third quarter of 2021, the U.S. segment's net earnings of US\$132 million increased by US\$65 million compared to the same quarter last year. Base earnings of US\$174 million increased by US\$111 million compared to the same quarter last year, primarily due to an increase of US\$93 million in Financial Services and an increase of US\$17 million in Putnam. The increase in Financial Services was primarily due to MassMutual related base earnings of US\$54 million, growth in the legacy Empower business attributable to higher average equity markets and an increase in participants as well as higher contributions from investment experience. These items were partially offset by a Personal Capital related base loss of US\$4 million. The increase in Putnam's results was primarily due to higher fee revenue and changes to certain tax estimates, partially offset by lower net investment income and higher operating expenses.

Items excluded from base earnings for the third quarter of 2021 were negative US\$42 million compared to positive US\$4 million for the same quarter last year. The decrease was primarily related to higher restructuring and integration costs as well as lower contributions from insurance contract liability basis changes. Transaction costs related to acquisitions were US\$25 million in the third quarter of 2021 and included US\$20 million of additional contingent consideration expense related to the acquisition of Personal Capital based on a higher best estimate of net new assets above the amount assumed in the purchase price.

For the nine months ended September 30, 2021, net earnings increased by US\$196 million to US\$324 million compared to the same period last year. Base earnings of US\$410 million increased by US\$273 million compared to the same period last year, primarily due to an increase of US\$221 million in Financial Services and an increase of US\$53 million in Putnam. The increase in Financial Services was primarily due to MassMutual related base earnings of US\$144 million and the same reasons discussed for the in-quarter results, partially offset by a Personal Capital related base loss of US\$22 million. The increase in Putnam's results was primarily due to higher fee revenue and changes to certain tax estimates, partially offset by higher operating expenses.

For the nine months ended September 30, 2021, items excluded from base earnings decreased to negative US\$86 million compared to negative US\$9 million for the same period last year. The decrease was primarily related to the same reasons discussed for the in-quarter results as well as less unfavourable market-related impacts driven by lower hedge ineffectiveness losses related to guaranteed lifetime withdrawal benefits caused by market volatility in the prior year.

**Sales**

Sales in the third quarter of 2021 of US\$23.2 billion increased by US\$2.1 billion compared to the same quarter last year. The increase was primarily due to an increase in Empower Retirement large plan sales and Personal Capital related sales, partially offset by lower Putnam mutual fund and institutional sales. Large plan sales can be highly variable from period to period and tend to be lower margin; however, contribute to covering fixed overhead costs.

For the nine months ended September 30, 2021, sales increased by US\$49.6 billion to US\$130.6 billion compared to the same period last year, primarily due to the same reasons discussed for the in-quarter results. Empower Retirement large plan sales for the first quarter of 2021 included one new client with approximately 316,000 participants.

**Fee and other income**

Fee income is derived primarily from assets under management, assets under administration, shareholder servicing fees, administration and recordkeeping services, investment advisory services, investment management fees, performance fees, transfer agency and other service fees, as well as underwriting and distribution fees. Performance fee income for the Asset Management business varies based on seasonality.

Fee and other income for the third quarter of 2021 of US\$789 million increased by US\$266 million compared to the same quarter last year. The increase was primarily due to MassMutual related fee income of US\$157 million and an increase in Personal Capital related fee income of US\$26 million. In addition, Empower Retirement fee income and Putnam investment management, underwriting and distribution fees increased compared to the same period last year driven by higher average equity markets.

For the nine months ended September 30, 2021, fee and other income increased by US\$811 million to US\$2,300 million compared to the same period last year, primarily due to MassMutual related fee income of US\$468 million and an increase in Personal Capital related fee income of US\$92 million. In addition, Empower Retirement fee income and Putnam investment management, underwriting and distribution fees increased compared to the same period last year driven by the same reasons discussed for the in-quarter results as well as growth in participants at Empower Retirement.

**ASSETS UNDER MANAGEMENT - PUTNAM (US\$)<sup>(1)</sup>**

	For the three months ended			For the nine months ended	
	Sept. 30 2021	June 30 2021	Sept. 30 2020	Sept. 30 2021	Sept. 30 2020
<b>Beginning assets</b>	<b>\$ 198,571</b>	<b>\$ 193,470</b>	<b>\$ 168,526</b>	<b>\$ 191,554</b>	<b>\$ 181,724</b>
Sales - Mutual funds <sup>(1)</sup>	4,743	5,525	6,897	17,137	23,120
Redemptions - Mutual funds	(5,687)	(6,992)	(6,210)	(19,793)	(26,337)
Net asset flows - Mutual funds <sup>(1)</sup>	(944)	(1,467)	687	(2,656)	(3,217)
Sales - Institutional <sup>(1)</sup>	4,047	4,595	6,912	14,447	20,464
Redemptions - Institutional	(4,699)	(6,811)	(5,542)	(19,046)	(22,944)
Net asset flows - Institutional <sup>(1)</sup>	(652)	(2,216)	1,370	(4,599)	(2,480)
Net asset flows - Total <sup>(1)</sup>	(1,596)	(3,683)	2,057	(7,255)	(5,697)
Impact of market/performance	(88)	8,784	8,435	12,588	2,991
<b>Ending assets</b>	<b>\$ 196,887</b>	<b>\$ 198,571</b>	<b>\$ 179,018</b>	<b>\$ 196,887</b>	<b>\$ 179,018</b>
<b>Average assets under management<sup>(1)</sup></b>					
Mutual funds	98,584	97,139	86,808	96,723	84,170
Institutional assets	102,021	100,088	89,918	100,587	85,628
<b>Total average assets under management<sup>(1)</sup></b>	<b>\$ 200,605</b>	<b>\$ 197,227</b>	<b>\$ 176,726</b>	<b>\$ 197,310</b>	<b>\$ 169,798</b>

<sup>(1)</sup> This metric is a non-IFRS measure. Refer to the "Non-IFRS Financial Measures" section of this document for additional details.

Putnam's average AUM for the three months ended September 30, 2021 were US\$200.6 billion, an increase of US\$23.9 billion compared to the same quarter last year, primarily due to strong equity markets. Net asset outflows for the third quarter of 2021 were US\$1.6 billion compared to net asset inflows of US\$2.1 billion in the same quarter last year.

Average AUM for the nine months ended September 30, 2021 were US\$197.3 billion, an increase of US\$27.5 billion compared to the same period last year, primarily due to the same reason discussed for the in-quarter results. Net asset outflows for the nine months ended September 30, 2021 were US\$7.3 billion, compared to US\$5.7 billion in the same period last year.

## EUROPE

The Europe segment is comprised of three distinct business units serving customers in the U.K., Ireland and Germany, together with an allocation of a portion of Lifeco's corporate results, offering protection and wealth management products, including payout annuity products. The U.K. and German business units operate under the Canada Life brand and the Ireland business unit operates under the Irish Life brand.

The core products offered in the U.K. business unit are bulk and individual payout annuities, equity release mortgages, investments (including life bonds, retirement drawdown and pension), individual protection and group insurance.

The core products offered by Irish Life Group Limited (Irish Life) in Ireland are savings and investments, individual and group life insurance, health insurance and pension products. Irish Life Health offers individual and corporate health plans. Irish Life Investment Managers (ILIM) is one of the Company's fund management operations in Ireland. In addition to managing assets on behalf of companies in the Lifeco group, ILIM also manages assets for a wide range of institutional and retail clients, occupational defined benefit and defined contribution pension schemes, large multinational corporations, charities and domestic companies.

The German business unit focuses on company and individual pension, and individual protection products.

## DEVELOPMENTS

- Subsequent to September 30, 2021, on November 1, 2021, Irish Life completed the previously announced acquisition of Ark Life Assurance Company dac (Ark Life) from Phoenix Group Holdings plc. for a total cash consideration of €230 million. Ark Life is closed to new business and manages a range of pensions, savings and protection policies for its customers in the Irish market.
- In the third quarter of 2021, Irish Life Investment Managers (ILIM) released a Taskforce for Climate-related Financial Disclosures (TCFD) Report. The report illustrates ILIM's sustainable investment commitment, providing greater transparency to its stakeholders on key sustainability issues. ILIM is one of the first adopters of the TCFD framework within the Irish financial industry.

SELECTED FINANCIAL INFORMATION - EUROPE

	For the three months ended			For the nine months ended	
	Sept. 30 2021	June 30 2021	Sept. 30 2020	Sept. 30 2021	Sept. 30 2020
<b>Base earnings (loss)<sup>(1)</sup></b>					
United Kingdom	\$ 83	\$ 53	\$ 78	\$ 256	\$ 238
Ireland	110	68	70	221	150
Germany	43	72	37	155	114
Europe Corporate	(4)	(9)	(3)	(15)	(9)
<b>Base earnings (loss)<sup>(1)</sup></b>	<b>\$ 232</b>	<b>\$ 184</b>	<b>\$ 182</b>	<b>\$ 617</b>	<b>\$ 493</b>
<b>Items excluded from base earnings<sup>(1)</sup></b>					
Actuarial assumption changes and other management actions <sup>(1)</sup>	\$ 81	\$ 41	\$ 22	\$ 140	\$ 110
Market-related impact on liabilities <sup>(1)</sup>	44	(19)	18	1	(37)
Tax legislative changes impact on liabilities <sup>(1)</sup>	—	(21)	—	(21)	—
Net gain/charge on business dispositions <sup>(1)</sup>	—	—	94	—	94
<b>Net earnings - common shareholders</b>	<b>\$ 357</b>	<b>\$ 185</b>	<b>\$ 316</b>	<b>\$ 737</b>	<b>\$ 660</b>
<b>Sales<sup>(1)</sup></b>					
Insurance	\$ 1,930	\$ 766	\$ 354	\$ 3,293	\$ 1,573
Wealth management	5,038	5,160	4,959	16,827	20,549
<b>Sales<sup>(1)</sup></b>	<b>\$ 6,968</b>	<b>\$ 5,926</b>	<b>\$ 5,313</b>	<b>\$ 20,120</b>	<b>\$ 22,122</b>
<b>Wealth and investment only net cash flows<sup>(1)</sup></b>					
United Kingdom	\$ 109	\$ 172	\$ (19)	\$ 306	\$ 286
Ireland	1,133	95	(927)	1,731	1,422
Germany	226	219	209	659	617
<b>Wealth and investment only net cash flows<sup>(1)</sup></b>	<b>\$ 1,468</b>	<b>\$ 486</b>	<b>\$ (737)</b>	<b>\$ 2,696</b>	<b>\$ 2,325</b>
<b>Fee and other income</b>					
United Kingdom	\$ 48	\$ 39	\$ 42	\$ 133	\$ 125
Ireland	189	192	189	572	563
Germany	115	115	111	346	327
<b>Fee and other income</b>	<b>\$ 352</b>	<b>\$ 346</b>	<b>\$ 342</b>	<b>\$ 1,051</b>	<b>\$ 1,015</b>
<b>Total assets</b>	<b>\$ 191,878</b>	<b>\$ 189,839</b>	<b>\$ 180,091</b>		
Proprietary mutual funds and institutional net assets <sup>(1)</sup>	61,695	61,655	58,056		
<b>Total assets under management<sup>(1)</sup></b>	<b>253,573</b>	<b>251,494</b>	<b>238,147</b>		
Other assets under administration <sup>(1)(2)</sup>	12,030	12,169	10,420		
<b>Total assets under administration<sup>(1)(2)</sup></b>	<b>\$ 265,603</b>	<b>\$ 263,663</b>	<b>\$ 248,567</b>		

<sup>(1)</sup> This metric is a non-IFRS measure. Refer to the "Non-IFRS Financial Measures" section of this document for additional details.

<sup>(2)</sup> At September 30, 2021, total assets under administration excludes \$9.4 billion of assets managed for other business units within the Lifeco group of companies (\$7.8 billion at June 30, 2021 and \$7.3 billion at September 30, 2020).

**Base and net earnings**

In the third quarter of 2021, the Europe segment's net earnings of \$357 million increased by \$41 million compared to the same quarter last year. Base earnings of \$232 million increased by \$50 million compared to the same quarter last year, primarily due to favourable investment experience in the U.K., fee income growth across all business units and a \$47 million pension settlement gain in Ireland. These items were partially offset by less favourable morbidity experience in the U.K. and mortality experience in Ireland.

Items excluded from base earnings for the third quarter of 2021 were positive \$125 million compared to positive \$134 million for the same quarter last year. The decrease was primarily related to a net gain of \$94 million from the sale of Irish Progressive Services International (IPSI) in the third quarter of 2020, partially offset by higher contributions from actuarial assumption changes and more favourable market-related impacts on liabilities. For the three months ended September 30, 2021, market-related impacts on liabilities were positive \$44 million, primarily due to updated cash flow projections for real estate assets which support insurance contract liabilities.

For the nine months ended September 30, 2021, net earnings increased by \$77 million to \$737 million compared to the same period last year. Base earnings of \$617 million increased by \$124 million compared to the same period last year. In the U.K., favourable investment and mortality experience were partially offset by unfavourable changes to certain tax estimates. In Ireland, favourable morbidity experience and a pension settlement gain positively contributed to base earnings, as did the favourable impact of changes to certain tax estimates in Germany, resulting from the resolution of an outstanding issue with a foreign tax authority.

For the nine months ended September 30, 2021, items excluded from base earnings decreased by \$47 million to \$120 million, primarily due to the same reasons discussed for the in-quarter results as well as the unfavourable impact of tax legislative changes on deferred tax liabilities in the second quarter of 2021 of \$21 million, which were due to legislative increases to future U.K. corporation tax rates.

### Sales

Sales for the third quarter of 2021 increased by \$1.7 billion to \$7.0 billion compared to the same quarter last year, primarily due to growth in annuity and equity release mortgage sales in the U.K. and higher wealth management sales across all business units. These items were partially offset by lower fund management sales in Ireland and the impact of currency movement.

For the nine months ended September 30, 2021, sales decreased by \$2.0 billion to \$20.1 billion compared to the same period last year, primarily due to lower fund management and wealth management sales in Ireland, and the impact of currency movement. These items were partially offset by higher annuity sales in the U.K. as well as wealth management sales in both U.K. and Germany.

In the third quarter of 2021, wealth and investment only net cash inflows were \$1,468 million compared to outflows of \$737 million for the same quarter last year. The increase was primarily due to higher wealth management sales across all business units. For the nine months ended September 30, 2021, net cash inflows were \$2,696 million compared to \$2,325 million for the same period last year, primarily due to higher wealth management sales in the U.K. and Germany, partially offset by lower fund management sales in Ireland.

### Fee and other income

Fee and other income for the third quarter of 2021 increased by \$10 million to \$352 million compared to the same quarter last year. The increase was primarily due to higher management fees on segregated fund assets across all business units, partially offset by the impact of currency movement.

For the nine months ended September 30, 2021, fee and other income increased by \$36 million to \$1,051 million compared to the same period last year, primarily due to the same reasons discussed for the in-quarter results.

## CAPITAL AND RISK SOLUTIONS

The Capital and Risk Solutions segment of Lifeco includes the operating results of the Reinsurance business unit which operates primarily in the U.S., Barbados, Bermuda and Ireland, together with an allocation of a portion of Lifeco's corporate results. Capital and Risk Solutions Corporate consists of items not associated directly with or allocated to the Reinsurance business unit as well as the results for the legacy international businesses.

## DEVELOPMENTS

- In the third quarter of 2021, the Company entered into a long-term reinsurance agreement with a life insurance company in Japan. In exchange for a single upfront premium payment, Canada Life will pay the actual benefit obligations incurred by the insurance company.
- The Company offers property catastrophe coverage to reinsurance companies and as a result the Company is exposed to claims arising from major weather events and other catastrophic events. The Company has been closely following a number of such events which have caused a high level of insured losses. Included in the Company's net earnings for the third quarter of 2021 are net losses of \$61 million after-tax primarily relating to estimated claims net of reinstatement premiums on these coverages. The Company's loss estimate is based on currently available information and the exercise of judgment. The Company's loss estimate may change as additional information becomes available.

## SELECTED FINANCIAL INFORMATION - CAPITAL AND RISK SOLUTIONS

	For the three months ended			For the nine months ended	
	Sept. 30 2021	June 30 2021	Sept. 30 2020	Sept. 30 2021	Sept. 30 2020
<b>Base earnings (loss)<sup>(1)</sup></b>					
Reinsurance	\$ 108	\$ 151	\$ 157	\$ 405	\$ 415
Capital and Risk Solutions Corporate	(1)	(1)	(1)	(3)	(3)
<b>Base earnings (loss)<sup>(1)</sup></b>	<b>\$ 107</b>	<b>\$ 150</b>	<b>\$ 156</b>	<b>\$ 402</b>	<b>\$ 412</b>
<b>Items excluded from base earnings<sup>(1)</sup></b>					
Actuarial assumption changes and other management actions <sup>(1)</sup>	\$ (5)	\$ 2	\$ 2	\$ (3)	\$ 35
Market-related impact on liabilities <sup>(1)</sup>	—	—	9	—	—
<b>Net earnings - common shareholder</b>	<b>\$ 102</b>	<b>\$ 152</b>	<b>\$ 167</b>	<b>\$ 399</b>	<b>\$ 447</b>
<b>Premiums and deposits<sup>(1)</sup></b>					
Reinsurance	\$ 8,558	\$ 6,278	\$ 4,484	\$ 22,298	\$ 14,055
Capital and Risk Solutions Corporate	5	4	6	13	16
<b>Premiums and deposits<sup>(1)</sup></b>	<b>\$ 8,563</b>	<b>\$ 6,282</b>	<b>\$ 4,490</b>	<b>\$ 22,311</b>	<b>\$ 14,071</b>
<b>Total assets<sup>(2)</sup></b>	<b>\$ 17,715</b>	<b>\$ 15,175</b>	<b>\$ 14,815</b>		

<sup>(1)</sup> This metric is a non-IFRS measure. Refer to the "Non-IFRS Financial Measures" section of this document for additional details.

<sup>(2)</sup> The Capital and Risk Solutions segment does not have assets under management or other assets under administration.

## Base and net earnings

In the third quarter of 2021, the Capital and Risk Solutions segment's net earnings of \$102 million decreased by \$65 million compared to the same quarter last year. Base earnings of \$107 million decreased by \$49 million compared to the same quarter last year. Base earnings for the third quarter of 2021 included a loss estimate of \$61 million after-tax for estimated claims resulting from the impact of recent major weather events. Excluding this estimated loss, base earnings increased compared to the same quarter last year, primarily due to favourable impacts from new business and higher business volumes, partially offset by unfavourable claims experience in the U.S. life business. The unfavourable U.S. life claims experience reflects excess claims received and a provision for anticipated excess future claims totaling \$71 million after-tax primarily due to the direct and indirect impacts of the COVID-19 pandemic.

Items excluded from base earnings were negative \$5 million compared to positive \$11 million for the same quarter last year. The third quarter of 2020 included positive market-related impact on liabilities driven by higher contributions from insurance contract liability basis changes and a decrease in actuarial liabilities on a legacy block of business with investment performance guarantees.

For the nine months ended September 30, 2021, net earnings decreased by \$48 million to \$399 million compared to the same period last year. Base earnings of \$402 million decreased by \$10 million compared to the same period last year, primarily due to the same reasons discussed for the in-quarter results.

For the nine months ended September 30, 2021, items excluded from base earnings decreased by \$38 million to negative \$3 million compared to the same period last year, primarily due to positive contributions from insurance contract liability basis changes in the prior year.

### **Premiums and deposits**

Reinsurance premiums can vary significantly from period to period depending on the terms of underlying treaties. For certain life reinsurance transactions, premiums will vary based on the form of the transaction. Treaties where insurance contract liabilities are assumed on a proportionate basis will typically have significantly higher premiums than treaties where claims are not incurred by the reinsurer until a threshold is exceeded. Earnings are not directly correlated to premiums received.

Premiums and deposits for the third quarter of 2021 of \$8.6 billion increased by \$4.1 billion compared to the same quarter last year, primarily due to new reinsurance agreements. The reinsurance agreement entered into in Japan contributed \$2.9 billion to the increase.

For the nine months ended September 30, 2021, premiums and deposits increased by \$8.2 billion to \$22.3 billion compared to the same period last year, primarily due to new reinsurance agreements and the restructuring of existing reinsurance agreements.

### **LIFECO CORPORATE OPERATING RESULTS**

The Lifeco Corporate segment includes operating results for activities of Lifeco that are not associated with the major business units of the Company.

In the third quarter of 2021, Lifeco Corporate had a net loss of \$60 million compared to net loss of \$12 million for the same quarter last year. The base loss of \$2 million decreased by \$10 million compared to the same quarter last year, primarily due to changes in certain tax estimates and lower operating expenses.

Items excluded from base earnings for the third quarter of 2021 were negative \$58 million compared to nil for the same quarter last year, primarily due to a provision for payments relating to the Company's 2003 acquisition of The Canada Life Assurance Company.

For the nine months ended September 30, 2021, Lifeco Corporate net loss was \$60 million compared to \$18 million for the same period last year. The base loss of \$2 million decreased by \$16 million compared to the same period last year, primarily due to changes in certain tax estimates, partially offset by lower net investment income as well as higher operating expenses driven by variable compensation related expenses.

For the nine months ended September 30, 2021, items excluded from base earnings were negative \$58 million compared to nil for the same period last year, primarily due to the same reason discussed for the in-quarter results.

## RISK MANAGEMENT AND CONTROL PRACTICES

The Company's Enterprise Risk Management (ERM) Framework facilitates the alignment of business strategy with risk appetite, informs and improves the deployment of capital; and supports the identification, mitigation and management of exposure to risk and potential losses. The Company's Risk Function is responsible for establishing and maintaining the Risk Appetite Framework (RAF), the supporting risk policies and risk limit structure, and provides independent risk oversight across the Company's operations. The Board of Directors is ultimately responsible for the Company's risk governance and associated risk policies. These include the ERM Policy, which establishes the guiding principles of risk management, and the RAF, which reflects the levels and types of risk that the Company is willing to accept to achieve its business objectives. During the third quarter of 2021, there were no significant changes to the Company's risk management and control practices, including the risks (financial, operational, regulatory and other risks) related to the COVID-19 pandemic. Refer to the Company's 2020 Annual MD&A for a detailed description of the Company's risk management and control practices.

## ACCOUNTING POLICIES

### INTERNATIONAL FINANCIAL REPORTING STANDARDS

There were IFRS changes in 2021 which did not have a significant impact on the Company. As well, due to the evolving nature of IFRS, there are changes to standards that could impact the Company in future reporting periods. The Company actively monitors future IFRS changes proposed by the International Accounting Standards Board (IASB) to assess if the changes to the standards may have an impact on the Company's results or operations.

The Company adopted the *Interest Rate Benchmark Reform – Phase 2* amendments to IFRS for IAS 39, *Financial Instruments: Recognition and Measurement*, IFRS 7, *Financial Instruments: Disclosures*, IFRS 4, *Insurance Contracts* and IFRS 16, *Leases*, effective January 1, 2021. The adoption of these amendments did not have a significant impact on the Company's consolidated financial statements.

In February 2021, the IASB published *Disclosure of Accounting Policies*, amendments to IAS 1, *Presentation of Financial Statements*. The amendments clarify how an entity determines whether accounting policy information is material. These amendments are effective for annual reporting periods beginning on or after January 1, 2023, with earlier application permitted. The Company is evaluating the impact for the adoption of these amendments.

In February 2021, the IASB published *Definition of Accounting Estimates*, amendments to IAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*. The amendments clarify the difference between an accounting policy and an accounting estimate. These amendments are effective for annual reporting periods beginning on or after January 1, 2023, with earlier application permitted. The Company is evaluating the impact for the adoption of these amendments.

In May 2021, the IASB published *Deferred Tax Related to Assets and Liabilities from a Single Transaction*, amendments to IAS 12, *Income Taxes*. The amendments clarify that for transactions in which both deductible and taxable temporary differences arise on initial recognition that result in deferred tax assets and liabilities of the same amount, deferred tax assets and liabilities are to be recognized. These amendments are effective for annual reporting periods beginning on or after January 1, 2023, with earlier application permitted. The Company is evaluating the impact for the adoption of these amendments.

For a further description of accounting policies, including future accounting standard changes, refer to note 2 to the Company's annual consolidated financial statements for the period ended December 31, 2020.

There have been no other significant changes to the future accounting policies that could impact the Company, in addition to the disclosure in the December 31, 2020 Annual MD&A.

## OTHER INFORMATION

### NON-IFRS FINANCIAL MEASURES

The Company uses several non-IFRS measures to measure overall performance of the Company and to assess each of its business units. A financial measure is considered a non-IFRS measure for Canadian securities law purposes if it is presented other than in accordance with generally accepted accounting principles used for the Company's consolidated financial statements. The consolidated financial statements of the Company have been prepared in compliance with IFRS as issued by the IASB. Non-IFRS measures do not have a standardized meaning under IFRS and may not be comparable to similar financial measures presented by other issuers.

### Base earnings and base earnings per common share

Base earnings (loss) and financial measures based on base earnings (loss), including base earnings per common share and base return on equity, are non-IFRS financial measures. Base earnings reflect management's view of the underlying business performance of the Company and provides an alternate measure to understand the underlying business performance compared to IFRS net earnings. Base earnings (loss) exclude:

- The impact of actuarial assumption changes and other management actions;
- The net earnings impact related to the direct equity and interest rate market impacts on insurance and investment contract liabilities, net of hedging, and related deferred tax liabilities, which includes:
  - the impact of hedge ineffectiveness related to segregated fund guarantee liabilities that are hedged and the performance of the related hedge assets;
  - the impact on segregated fund guarantee liabilities not hedged;
  - the impact on general fund equity and investment properties supporting insurance contract liabilities;
  - other market impacts on insurance and investment contract liabilities and deferred tax liabilities, including those arising from the difference between actual and expected market movements; and
- Certain items that management believes are not indicative of the Company's underlying business results including restructuring costs, integration costs related to business acquisitions, material legal settlements, material impairment charges related to goodwill and intangible assets, impact of substantially enacted income tax rate changes and other tax impairments and net gains, losses or costs related to the disposition or acquisition of a business.

**Base earnings**

	For the three months ended			For the nine months ended	
	Sept. 30 2021	June 30 2021	Sept. 30 2020	Sept. 30 2021	Sept. 30 2020
<b>Base earnings</b>	\$ 870	\$ 826	\$ 679	\$ 2,435	\$ 1,928
Items excluded from Lifeco base earnings:					
Actuarial assumption changes and other management actions	69	37	66	111	136
Market-related impact on liabilities	47	(19)	18	4	(96)
Transaction costs related to acquisitions	(90)	(24)	(31)	(115)	(31)
Restructuring and integration costs	(24)	(15)	—	(51)	—
Net/gain charge on business dispositions	—	—	94	—	94
Tax legislative changes impact on liabilities	—	(21)	—	(21)	—
<b>Net earnings - common shareholders</b>	<b>\$ 872</b>	<b>\$ 784</b>	<b>\$ 826</b>	<b>\$ 2,363</b>	<b>\$ 2,031</b>
<b>Base earnings per common share - basic</b>	<b>\$ 0.934</b>	<b>\$ 0.889</b>	<b>\$ 0.732</b>	<b>\$ 2.620</b>	<b>\$ 2.078</b>
Items excluded from Lifeco base earnings:					
Actuarial assumption changes and other management actions	0.074	0.039	0.071	0.119	0.147
Market-related impact on liabilities	0.052	(0.020)	0.020	0.006	(0.103)
Transaction costs related to acquisitions	(0.097)	(0.026)	(0.033)	(0.124)	(0.033)
Restructuring and integration costs	(0.025)	(0.016)	—	(0.055)	—
Net gain/charge on business dispositions	—	—	0.101	—	0.101
Tax legislative changes impact on liabilities	—	(0.022)	—	(0.022)	—
<b>Net earnings per common share - basic</b>	<b>\$ 0.938</b>	<b>\$ 0.844</b>	<b>\$ 0.891</b>	<b>\$ 2.544</b>	<b>\$ 2.190</b>

**Return on equity (ROE)**

The Company has a capital allocation methodology, which allocates financing costs in proportion to allocated capital. For the Canadian, European and Capital and Risk Solutions segments (essentially Canada Life), this allocation method generally tracks the regulatory capital requirements, while for U.S. Financial Services and U.S. Asset Management (Putnam), it tracks the financial statement carrying value of the business units. Total leverage capital is consistently allocated across all business units in proportion to total capital resulting in a debt-to-equity ratio in each business unit mirroring the consolidated Company.

The capital allocation methodology allows the Company to calculate comparable ROE for each business unit. These ROEs are therefore based on the capital the business unit has been allocated and the financing charges associated with that capital. IFRS does not prescribe the calculation of ROE and therefore a comparable measure under IFRS is not available. To determine ROE and base ROE, respectively, net earnings (loss) and base earnings (loss) for the trailing four quarters are divided by the average common shareholders' equity over the trailing four quarters. This measure provides an indicator of business unit profitability.

### Premiums and deposits

Total premiums and deposits include premiums on risk-based insurance and annuity products net of ceded reinsurance (as defined under IFRS), premium equivalents on self-funded group insurance ASO contracts, deposits on individual and group segregated fund products as well as deposits on proprietary mutual funds and institutional accounts. This measure provides an indicator of top-line growth.

Premiums and deposits <sup>(1)</sup>	For the three months ended			For the nine months ended	
	Sept. 30 2021	June 30 2021	Sept. 30 2020	Sept. 30 2021	Sept. 30 2020
<b>Amounts reported in the financial statements</b>					
Net premium income (Life insurance, guaranteed annuities and insured health products)	\$ 14,921	\$ 11,751	\$ 9,976	\$ 39,824	\$ 31,272
Policyholder deposits (segregated funds):					
Individual products	4,325	3,956	3,578	12,433	11,072
Group products	2,408	2,678	1,538	8,887	5,203
<b>Premiums and deposits reported in the financial statements</b>	<b>\$ 21,654</b>	<b>\$ 18,385</b>	<b>\$ 15,092</b>	<b>\$ 61,144</b>	<b>\$ 47,547</b>
Self-funded premium equivalents (ASO contracts) and other	2,828	2,021	3,104	6,552	4,436
Proprietary mutual funds and institutional deposits	14,800	16,398	22,707	53,453	78,531
<b>Total premiums and deposits</b>	<b>\$ 39,282</b>	<b>\$ 36,804</b>	<b>\$ 40,903</b>	<b>\$ 121,149</b>	<b>\$ 130,514</b>

<sup>(1)</sup> 2020 comparative figures have been reclassified to reflect presentation adjustments in the Canada segment.

### Assets under management (AUM) and assets under administration (AUA)

Assets under management and assets under administration are non-IFRS measures that provide an indicator of the size and volume of the Company's overall business.

Assets under management include internally and externally managed funds where the Company has oversight of the investment policies. Services provided in respect of assets under management include the selection of investments, the provision of investment advice and discretionary portfolio management on behalf of clients.

Other assets under administration includes assets where the Company only provides administration services for which the Company earns fees and other income. These assets are beneficially owned by the clients and the Company does not direct the investing activities. Services provided relating to assets under administration include recordkeeping, safekeeping, collecting investment income, settling of transactions or other administrative services. Administrative services are an important aspect of the overall business of the Company and should be considered when comparing volumes, size and trends.

Total assets under administration includes total assets per financial statements, proprietary mutual funds and institutional net assets and other assets under administration.

Assets under administration	Sept. 30 2021	June 30 2021	Dec. 31 2020	Sept. 30 2020
<b>Total assets per financial statements</b>	<b>\$ 614,962</b>	<b>\$ 604,176</b>	<b>\$ 600,490</b>	<b>\$ 473,737</b>
Proprietary mutual funds and institutional net assets	365,764	358,297	350,943	341,436
<b>Total assets under management</b>	<b>980,726</b>	<b>962,473</b>	<b>951,433</b>	<b>815,173</b>
Other assets under administration	1,213,074	1,193,449	1,024,414	845,862
<b>Total assets under administration</b>	<b>\$ 2,193,800</b>	<b>\$ 2,155,922</b>	<b>\$ 1,975,847</b>	<b>\$ 1,661,035</b>

**Sales**

Sales is a non-IFRS measure for which there is no comparable measure in IFRS and is an indicator of new business growth. Sales are measured according to product type:

- For risk-based insurance and annuity products, sales include 100% of single premium and annualized premiums expected in the first twelve months of the plan.
- Group insurance and ASO sales reflect annualized premiums and premium equivalents for new policies and new benefits covered or expansion of coverage on existing policies.
- For individual wealth management products, sales include deposits on segregated fund products, proprietary mutual funds and institutional accounts as well as deposits on non-proprietary mutual funds.
- For group wealth management products, sales include assets transferred from previous plan providers and the expected annual contributions from the new plan.

**Net cash flows and net asset flows**

Net cash flows and net asset flows are non-IFRS measures presented by the Company for which there is no comparable measure in IFRS and is an indicator of the Company's ability to attract and retain business. Net cash flows and net asset flows are measured by the following:

- Canada wealth management net cash flows include cash inflows and outflows related to segregated fund assets and proprietary and non-proprietary mutual funds.
- Europe wealth and investment only net cash flows include cash inflows and outflows related to segregated fund assets, proprietary mutual funds and institutional net assets as well as other assets under administration.
- Empower Retirement net cash flows include cash inflows and outflows related to segregated fund assets, general fund assets, proprietary and non-proprietary mutual funds as well as other assets under management.
- Putnam net asset flows include the mutual fund and institutional sales and redemptions.

**Impact of currency movement**

Items impacting the Company's Consolidated Statements of Earnings, such as income and benefits and expenses and net earnings, are translated into Canadian dollars at an average rate for the period. For items impacting the Company's Consolidated Balance Sheets, such as assets and liabilities, period end rates are used for currency translation purposes.

Throughout this document a number of terms are used to highlight the impact of foreign exchange on results, such as: "constant currency basis" and "impact of currency movement". These measures highlight the impact of changes in currency translation rates on Canadian dollar equivalent IFRS and non-IFRS results and have been calculated using the average or period end rates, as appropriate, in effect at the date of the comparative prior period. These measures facilitate the comparability of results between periods.

**Core net earnings (loss)**

For its Asset Management business unit in the U.S segment, the Company discloses core net earnings (loss), which is a measure of the business unit's performance. Core net earnings (loss) includes the impact of dealer commissions and software amortization and excludes the impact of certain corporate financing charges and allocations, certain tax adjustments and other non-recurring transactions.

Core net earnings<sup>(1)</sup>

	For the three months ended			For the nine months ended	
	Sept. 30 2021	June 30 2021	Sept. 30 2020	Sept. 30 2021	Sept. 30 2020
Core net earnings (loss)	\$ 30	\$ 30	\$ 25	\$ 67	\$ 19
Non-core net earnings (loss)	4	(9)	(12)	(15)	(36)
Net earnings (loss)	<u>\$ 34</u>	<u>\$ 21</u>	<u>\$ 13</u>	<u>\$ 52</u>	<u>\$ (17)</u>
Core net earnings (loss) (US\$)	\$ 24	\$ 25	\$ 19	\$ 54	\$ 14
Non-core net earnings (loss) (US\$)	3	(8)	(9)	(13)	(26)
Net earnings (loss) (US\$)	<u>\$ 27</u>	<u>\$ 17</u>	<u>\$ 10</u>	<u>\$ 41</u>	<u>\$ (12)</u>

<sup>(1)</sup> For the Asset Management business unit, there were no differences between net earnings (loss) and base earnings (loss) in the periods presented.

### DISCLOSURE CONTROLS AND PROCEDURES

The Company's disclosure controls and procedures are designed to provide reasonable assurance that information relating to the Company which is required to be disclosed in reports filed under provincial and territorial securities legislation is: (a) recorded, processed, summarized and reported within the time periods specified in the provincial and territorial securities legislation, and (b) accumulated and communicated to the Company's senior management, including the President and Chief Executive Officer and the Executive Vice-President and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

### INTERNAL CONTROL OVER FINANCIAL REPORTING

The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The Company's management is responsible for establishing and maintaining effective internal control over financial reporting. All internal control systems have inherent limitations and may become ineffective because of changes in conditions. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

There have been no changes during the nine month period ended September 30, 2021 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

### Limitation on Disclosure Controls and Procedures & Internal Control Over Financial Reporting

As permitted by securities legislation, for the period ended September 30, 2021, the Company's management has limited the scope of its design of the Company's disclosure controls and procedures and the Company's internal control over financial reporting to exclude controls, policies and procedures of the MassMutual retirement services business, which the Company acquired on December 31, 2020.

For the three months ended September 30, 2021, the acquired MassMutual business had revenue of \$551 million pre-tax and net earnings of \$54 million post-tax (base earnings of \$68 million post-tax excluding integration costs of \$11 million post-tax and actuarial assumption changes and other management actions of negative \$3 million post-tax). For the nine months ended September 30, 2021, the acquired MassMutual business had revenue of \$2,348 million pre-tax and net earnings of \$150 million post-tax (base earnings of \$179 million post-tax excluding integration costs of \$26 million post-tax and actuarial assumption changes and other management actions of negative \$3 million post-tax). At December 31, 2020, the estimated total assets acquired, goodwill and intangible assets reported as at September 30, 2021, were \$115,450 million. Total estimated liabilities were \$112,513 million with the final valuation of the assets acquired and liabilities assumed expected to occur during 2021.

**TRANSACTIONS WITH RELATED PARTIES**

Subsequent to September 30, 2021, on October 7, 2021, the Company announced it had agreed to enter into a long-term strategic relationship with Sagard Holdings Inc. (Sagard), a wholly-owned subsidiary of Power Corporation, which includes the sale of its United States-based subsidiaries, EverWest Real Estate Investors, LLC and EverWest Advisors, LLC (EverWest) to Sagard, in exchange for a minority shareholding in Sagard's subsidiary, Sagard Holdings Management Inc. EverWest is a wholly-owned subsidiary of Canada Life and its principal activity is real estate investment management services. As part of the strategic relationship with Sagard, the Company will make a capital commitment of up to approximately US\$500 million into certain Sagard strategies. The Company has also committed to investing a further approximately US\$2.0 billion in real estate investments to support EverWest's future growth within Sagard. See the "Developments" section on page 3 of this document for details related to the announced strategic relationship with Sagard.

No other related party transactions have changed materially from December 31, 2020.

**QUARTERLY FINANCIAL INFORMATION**

**Quarterly financial information**

(in Canadian \$ millions, except per share amounts)

	2021			2020				2019
	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
<b>Total revenue</b>	\$ 17,432	\$ 17,955	\$ 10,908	\$ 16,860	\$ 13,740	\$ 19,710	\$ 10,273	\$ 10,689
<b>Common shareholders</b>								
<b>Base earnings<sup>(1)</sup></b>								
Total	\$ 870	\$ 826	\$ 739	\$ 741	\$ 679	\$ 706	\$ 543	\$ 831
Basic - per share	0.934	0.889	0.796	0.799	0.732	0.761	0.585	0.895
Diluted - per share	0.932	0.888	0.796	0.799	0.732	0.761	0.585	0.894
<b>Net earnings</b>								
Total	\$ 872	\$ 784	\$ 707	\$ 912	\$ 826	\$ 863	\$ 342	\$ 513
Basic - per share	0.938	0.844	0.762	0.983	0.891	0.930	0.369	0.552
Diluted - per share	0.936	0.842	0.761	0.983	0.891	0.930	0.369	0.552

<sup>(1)</sup> Base earnings attributable to common shareholders and base earnings per common share are non-IFRS measures of earnings performance. The following items were excluded from base earnings in each quarter:

Items excluded from base earnings	2021			2020				2019
	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
Actuarial assumption changes and other management actions	\$ 69	\$ 37	\$ 5	\$ (23)	\$ 66	\$ 122	\$ (52)	\$ (78)
Market-related impact on liabilities	47	(19)	(24)	(31)	18	35	(149)	(13)
Transaction costs related to acquisitions	(90)	(24)	(1)	(47)	(31)	—	—	—
Restructuring and integration costs	(24)	(15)	(12)	(67)	—	—	—	(36)
Net gain/charge on business dispositions	—	—	—	143	94	—	—	8
Tax legislative changes impact on liabilities	—	(21)	—	—	—	—	—	—
Revaluation of a deferred tax asset	—	—	—	196	—	—	—	(199)
<b>Total</b>	\$ 2	\$ (42)	\$ (32)	\$ 171	\$ 147	\$ 157	\$ (201)	\$ (318)

Lifeco's consolidated net earnings attributable to common shareholders were \$872 million for the third quarter of 2021 compared to \$826 million reported a year ago. On a per share basis, this represents \$0.938 per common share (\$0.936 diluted) for the third quarter of 2021 compared to \$0.891 per common share (\$0.891 diluted) a year ago.

Total revenue for the third quarter of 2021 was \$17,432 million and comprises premium income of \$14,921 million, regular net investment income of \$1,589 million, a negative change in fair value through profit or loss on investment assets of \$936 million and fee and other income of \$1,858 million.

#### TRANSLATION OF FOREIGN CURRENCY

Through its operating subsidiaries, Lifeco conducts business in multiple currencies. The four primary currencies are the Canadian dollar, U.S. dollar, British pound and the euro. Throughout this document, foreign currency assets and liabilities are translated into Canadian dollars at the market rate at the end of the reporting period. All income and expense items are translated at an average rate for the period. The rates employed are:

Translation of foreign currency							
Period ended	Sept. 30 2021	June 30 2021	Mar. 31 2021	Dec. 31 2020	Sept. 30 2020	June 30 2020	Mar. 31 2020
<b>United States dollar</b>							
Balance sheet	\$ 1.27	\$ 1.24	\$ 1.26	\$ 1.27	\$ 1.33	\$ 1.36	\$ 1.40
Income and expenses	\$ 1.26	\$ 1.23	\$ 1.27	\$ 1.30	\$ 1.33	\$ 1.39	\$ 1.34
<b>British pound</b>							
Balance sheet	\$ 1.71	\$ 1.71	\$ 1.73	\$ 1.74	\$ 1.72	\$ 1.68	\$ 1.74
Income and expenses	\$ 1.74	\$ 1.72	\$ 1.75	\$ 1.72	\$ 1.72	\$ 1.72	\$ 1.72
<b>Euro</b>							
Balance sheet	\$ 1.47	\$ 1.47	\$ 1.47	\$ 1.55	\$ 1.56	\$ 1.52	\$ 1.55
Income and expenses	\$ 1.48	\$ 1.48	\$ 1.53	\$ 1.55	\$ 1.56	\$ 1.53	\$ 1.48

Additional information relating to Lifeco, including Lifeco's most recent consolidated financial statements, CEO/CFO certification and Annual Information Form are available at [www.sedar.com](http://www.sedar.com).

**CONSOLIDATED STATEMENTS OF EARNINGS** (unaudited)

(in Canadian \$ millions except per share amounts)

	For the three months ended		For the nine months ended	
	September 30 2021	September 30 2020	September 30 2021	September 30 2020
<b>Income</b>				
Premium income				
Gross premiums written	\$ 16,080	\$ 11,190	\$ 43,282	\$ 34,849
Ceded premiums	(1,159)	(1,214)	(3,458)	(3,577)
Total net premiums	14,921	9,976	39,824	31,272
Net investment income (note 5)				
Regular net investment income	1,589	1,493	4,756	4,403
Changes in fair value through profit or loss	(936)	785	(3,694)	3,715
Total net investment income	653	2,278	1,062	8,118
Fee and other income	1,858	1,486	5,409	4,333
	17,432	13,740	46,295	43,723
<b>Benefits and expenses</b>				
Policyholder benefits				
Gross	11,351	9,542	36,548	29,354
Ceded	(829)	(646)	(2,687)	(2,241)
Total net policyholder benefits	10,522	8,896	33,861	27,113
Changes in insurance and investment contract liabilities				
Gross	2,704	1,879	(912)	7,820
Ceded	177	(366)	1,604	(1,131)
Total net changes in insurance and investment contract liabilities	2,881	1,513	692	6,689
Policyholder dividends and experience refunds	393	259	1,150	1,130
Total paid or credited to policyholders	13,796	10,668	35,703	34,932
Commissions	631	549	1,947	1,739
Operating and administrative expenses	1,557	1,365	4,649	3,994
Premium taxes	122	119	366	356
Financing charges	83	71	239	205
Amortization of finite life intangible assets	82	58	247	175
Restructuring and integration expenses (note 4)	32	—	69	—
<b>Earnings before income taxes</b>	1,129	910	3,075	2,322
Income taxes (note 14)	111	19	274	101
<b>Net earnings before non-controlling interests</b>	1,018	891	2,801	2,221
Attributable to non-controlling interests	113	32	339	90
<b>Net earnings</b>	905	859	2,462	2,131
Preferred share dividends (note 11)	33	33	99	100
<b>Net earnings - common shareholders</b>	\$ 872	\$ 826	\$ 2,363	\$ 2,031
<b>Earnings per common share (note 11)</b>				
Basic	\$ 0.938	\$ 0.891	\$ 2.544	\$ 2.190
Diluted	\$ 0.936	\$ 0.891	\$ 2.540	\$ 2.189

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME** *(unaudited)*

*(in Canadian \$ millions)*

	For the three months ended		For the nine months ended	
	September 30 2021	September 30 2020	September 30 2021	September 30 2020
<b>Net earnings</b>	\$ 905	\$ 859	\$ 2,462	\$ 2,131
<b>Other comprehensive income (loss)</b>				
<b>Items that may be reclassified subsequently to Consolidated Statements of Earnings</b>				
Unrealized foreign exchange gains (losses) on translation of foreign operations	221	123	(311)	383
Unrealized gains (losses) on hedges of the net investment in foreign operations	(27)	(40)	17	(100)
Income tax (expense) benefit	5	6	(7)	14
Unrealized gains (losses) on available-for-sale assets	(40)	13	(90)	263
Income tax (expense) benefit	8	(2)	25	(46)
Realized (gains) losses on available-for-sale assets	(9)	(11)	(20)	(127)
Income tax expense (benefit)	—	2	3	14
Unrealized gains (losses) on cash flow hedges	17	17	61	19
Income tax (expense) benefit	(5)	(1)	(17)	(1)
Realized (gains) losses on cash flow hedges	(15)	(9)	(41)	(8)
Income tax expense (benefit)	4	—	11	—
Non-controlling interests	15	10	101	(73)
Income tax (expense) benefit	(4)	1	(25)	25
<b>Total items that may be reclassified</b>	<b>170</b>	<b>109</b>	<b>(293)</b>	<b>363</b>
<b>Items that will not be reclassified to Consolidated Statements of Earnings</b>				
Re-measurements on defined benefit pension and other post-employment benefit plans (note 13)	48	(26)	712	(328)
Income tax (expense) benefit	(25)	2	(190)	77
Revaluation surplus on transfer to investment properties	—	11	—	11
Income tax (expense) benefit	—	(1)	—	(1)
Non-controlling interests	(13)	(1)	(72)	25
Income tax (expense) benefit	4	—	19	(6)
<b>Total items that will not be reclassified</b>	<b>14</b>	<b>(15)</b>	<b>469</b>	<b>(222)</b>
<b>Total other comprehensive income</b>	<b>184</b>	<b>94</b>	<b>176</b>	<b>141</b>
<b>Comprehensive income</b>	<b>\$ 1,089</b>	<b>\$ 953</b>	<b>\$ 2,638</b>	<b>\$ 2,272</b>

**CONSOLIDATED BALANCE SHEETS** *(unaudited)*

*(in Canadian \$ millions)*

	September 30 2021	December 31 2020
<b>Assets</b>		
Cash and cash equivalents	\$ 6,890	\$ 7,946
Bonds (note 5)	138,952	137,592
Mortgage loans (note 5)	28,979	27,803
Stocks (note 5)	13,361	11,000
Investment properties (note 5)	7,329	6,270
Loans to policyholders	8,273	8,387
	<u>203,784</u>	<u>198,998</u>
Funds held by ceding insurers	16,984	18,383
Reinsurance assets (note 8)	20,197	22,121
Goodwill	8,904	10,106
Intangible assets	5,548	4,285
Derivative financial instruments	776	829
Owner occupied properties	739	741
Fixed assets	425	426
Other assets	4,383	3,347
Premiums in course of collection, accounts and interest receivable	6,344	6,102
Current income taxes	343	145
Deferred tax assets	914	975
Investments on account of segregated fund policyholders (note 9)	345,621	334,032
	<u>\$ 614,962</u>	<u>\$ 600,490</u>
<b>Total assets</b>		
<b>Liabilities</b>		
Insurance contract liabilities (note 8)	\$ 207,221	\$ 208,902
Investment contract liabilities (note 8)	10,171	9,145
Debentures and other debt instruments	8,773	9,693
Funds held under reinsurance contracts	1,539	1,648
Derivative financial instruments	1,295	1,221
Accounts payable	3,181	2,698
Other liabilities	5,725	5,147
Current income taxes	218	343
Deferred tax liabilities	986	646
Investment and insurance contracts on account of segregated fund policyholders (note 9)	345,621	334,032
	<u>584,730</u>	<u>573,475</u>
<b>Total liabilities</b>		
<b>Equity</b>		
Non-controlling interests		
Participating account surplus in subsidiaries	3,182	2,871
Non-controlling interests in subsidiaries	133	116
Shareholders' equity		
Share capital		
Limited recourse capital notes (note 3)	1,500	—
Preferred shares	2,714	2,714
Common shares (note 10)	5,744	5,651
Accumulated surplus	16,118	14,990
Accumulated other comprehensive income	663	487
Contributed surplus	178	186
	<u>30,232</u>	<u>27,015</u>
<b>Total equity</b>		
<b>Total liabilities and equity</b>	<u>\$ 614,962</u>	<u>\$ 600,490</u>

**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY** *(unaudited)*

*(in Canadian \$ millions)*

**September 30, 2021**

	Share capital	Contributed surplus	Accumulated surplus	Accumulated other comprehensive income	Non- controlling interests	Total equity
<b>Balance, beginning of year</b>	\$ 8,365	\$ 186	\$ 14,990	\$ 487	\$ 2,987	\$ 27,015
Net earnings	—	—	2,462	—	339	2,801
Other comprehensive income (loss)	—	—	—	176	(23)	153
	<b>8,365</b>	<b>186</b>	<b>17,452</b>	<b>663</b>	<b>3,303</b>	<b>29,969</b>
Dividends to shareholders						
Preferred shareholders (note 11)	—	—	(99)	—	—	(99)
Common shareholders	—	—	(1,221)	—	—	(1,221)
Shares exercised and issued under share-based payment plans (note 10)	93	(58)	—	—	47	82
Share-based payment plans expense	—	49	—	—	—	49
Equity settlement of Putnam share-based plans	—	—	—	—	(35)	(35)
Shares cancelled under Putnam share-based plans	—	1	—	—	(1)	—
Issuance of limited recourse capital notes (note 3)	1,500	—	—	—	—	1,500
Limited recourse capital notes issue costs (note 3)	—	—	(13)	—	—	(13)
Dilution loss on non-controlling interests	—	—	(1)	—	1	—
<b>Balance, end of period</b>	<b>\$ 9,958</b>	<b>\$ 178</b>	<b>\$ 16,118</b>	<b>\$ 663</b>	<b>\$ 3,315</b>	<b>\$ 30,232</b>

**September 30, 2020**

	Share capital	Contributed surplus	Accumulated surplus	Accumulated other comprehensive income	Non- controlling interests	Total equity
<b>Balance, beginning of year</b>	\$ 8,347	\$ 175	\$ 13,660	\$ 495	\$ 2,866	\$ 25,543
Net earnings	—	—	2,131	—	90	2,221
Other comprehensive income	—	—	—	141	29	170
	<b>8,347</b>	<b>175</b>	<b>15,791</b>	<b>636</b>	<b>2,985</b>	<b>27,934</b>
Dividends to shareholders						
Preferred shareholders (note 11)	—	—	(100)	—	—	(100)
Common shareholders	—	—	(1,219)	—	—	(1,219)
Shares exercised and issued under share-based payment plans (note 10)	14	(50)	—	—	49	13
Share-based payment plans expense	—	43	—	—	—	43
Equity settlement of Putnam share-based plans	—	—	—	—	(15)	(15)
Shares cancelled under Putnam share-based plans	—	7	—	—	(15)	(8)
Dilution gain on non-controlling interests	—	—	13	—	(13)	—
<b>Balance, end of period</b>	<b>\$ 8,361</b>	<b>\$ 175</b>	<b>\$ 14,485</b>	<b>\$ 636</b>	<b>\$ 2,991</b>	<b>\$ 26,648</b>

**CONSOLIDATED STATEMENTS OF CASH FLOWS** (unaudited)

(in Canadian \$ millions)

	For the nine months ended September 30	
	2021	2020
<b>Operations</b>		
Earnings before income taxes	\$ 3,075	\$ 2,322
Income taxes paid, net of refunds received	(326)	(251)
Adjustments:		
Change in insurance and investment contract liabilities	(689)	10,331
Change in funds held by ceding insurers	1,058	556
Change in funds held under reinsurance contracts	(91)	169
Change in reinsurance assets	1,702	(1,079)
Changes in fair value through profit or loss	3,694	(3,715)
Other	121	(619)
	<b>8,544</b>	<b>7,714</b>
<b>Financing Activities</b>		
Issue of common shares (note 10)	93	14
Issue of limited recourse capital notes (note 3)	1,500	—
Limited recourse capital notes issue costs (note 3)	(13)	—
Issue of debentures and senior notes	—	3,713
Repayment of debentures	—	(500)
Decrease in credit line of subsidiaries	(827)	(278)
Increase (decrease) in debentures and other debt instruments	—	(1)
Dividends paid on common shares	(1,221)	(1,219)
Dividends paid on preferred shares	(99)	(100)
	<b>(567)</b>	<b>1,629</b>
<b>Investment Activities</b>		
Bond sales and maturities	20,437	16,650
Mortgage loan repayments	2,261	1,519
Stock sales	4,568	3,257
Investment property sales	33	70
Change in loans to policyholders	109	(170)
Business acquisitions, net of cash and cash equivalents acquired	(63)	(1,060)
Sale of business, net of cash and cash equivalents in subsidiary	—	108
Investment in bonds	(26,676)	(23,093)
Investment in mortgage loans	(3,612)	(2,418)
Investment in stocks	(5,366)	(3,374)
Investment in investment properties	(702)	(155)
	<b>(9,011)</b>	<b>(8,666)</b>
Effect of changes in exchange rates on cash and cash equivalents	(22)	67
<b>Increase (decrease) in cash and cash equivalents</b>	<b>(1,056)</b>	<b>744</b>
<b>Cash and cash equivalents, beginning of period</b>	<b>7,946</b>	<b>4,628</b>
<b>Cash and cash equivalents, end of period</b>	<b>\$ 6,890</b>	<b>\$ 5,372</b>
<b>Supplementary cash flow information</b>		
Interest income received	\$ 3,679	\$ 3,405
Interest paid	234	191
Dividend income received	255	243

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**CONDENSED NOTES TO CONSOLIDATED INTERIM FINANCIAL STATEMENTS** (unaudited)

(in Canadian \$ millions except per share amounts)

**1. Corporate Information**

Great-West Lifeco Inc. (Lifeco or the Company) is a publicly listed company (Toronto Stock Exchange: GWO), incorporated and domiciled in Canada. The registered address of the Company is 100 Osborne Street North, Winnipeg, Manitoba, Canada, R3C 1V3. Lifeco is a member of the Power Corporation of Canada (Power Corporation) group of companies and is a subsidiary of Power Corporation.

Lifeco is a financial services holding company with interests in the life insurance, health insurance, retirement savings, investment management and reinsurance businesses, primarily in Canada, the United States and Europe through its operating subsidiaries including The Canada Life Assurance Company (Canada Life), Great-West Life & Annuity Insurance Company (GWL&A) and Putnam Investments, LLC (Putnam).

The condensed consolidated interim unaudited financial statements (financial statements) of the Company as at and for the three and nine months ended September 30, 2021 were approved by the Board of Directors on November 3, 2021.

**2. Basis of Presentation and Summary of Accounting Policies**

These financial statements should be read in conjunction with the Company's December 31, 2020 consolidated annual audited financial statements and notes thereto.

The financial statements of the Company at September 30, 2021 have been prepared in compliance with the requirements of International Accounting Standard (IAS) 34, *Interim Financial Reporting* as issued by the International Accounting Standards Board (IASB) using the same accounting policies and methods of computation followed in the consolidated annual audited financial statements for the year ended December 31, 2020 except as described below.

Changes in Accounting Policies

The Company adopted the *Interest Rate Benchmark Reform – Phase 2* amendments to IFRS for IAS 39, *Financial Instruments: Recognition and Measurement*, IFRS 7, *Financial Instruments: Disclosures*, IFRS 4, *Insurance Contracts* and IFRS 16, *Leases*, effective January 1, 2021. The adoption of these amendments did not have a significant impact on the Company's consolidated financial statements.

2. Basis of Presentation and Summary of Accounting Policies (cont'd)

The Company actively monitors changes in IFRS, both proposed and released, by the IASB for potential impact on the Company. The following sets out standards released and updates to the Company's analysis since the year ended December 31, 2020:

Standard	Summary of Future Changes
IAS 1 – <i>Presentation of Financial Statements</i>	<p>In February 2021, the IASB published <i>Disclosure of Accounting Policies</i>, amendments to IAS 1, <i>Presentation of Financial Statements</i>. The amendments clarify how an entity determines whether accounting policy information is material.</p> <p>These amendments are effective for annual reporting periods beginning on or after January 1, 2023, with earlier application permitted. The Company is evaluating the impact for the adoption of these amendments.</p>
IAS 8 – <i>Accounting Policies, Changes in Accounting Estimates and Errors</i>	<p>In February 2021, the IASB published <i>Definition of Accounting Estimates</i>, amendments to IAS 8, <i>Accounting Policies, Changes in Accounting Estimates and Errors</i>. The amendments clarify the difference between an accounting policy and an accounting estimate.</p> <p>These amendments are effective for annual reporting periods beginning on or after January 1, 2023, with earlier application permitted. The Company is evaluating the impact for the adoption of these amendments.</p>
IAS 12 – <i>Income Taxes</i>	<p>In May 2021, the IASB published <i>Deferred Tax Related to Assets and Liabilities from a Single Transaction</i>, amendments to IAS 12, <i>Income Taxes</i>. The amendments clarify that for transactions in which both deductible and taxable temporary differences arise on initial recognition that result in deferred tax assets and liabilities of the same amount, deferred tax assets and liabilities are to be recognized.</p> <p>These amendments are effective for annual reporting periods beginning on or after January 1, 2023, with earlier application permitted. The Company is evaluating the impact for the adoption of these amendments.</p>

Use of Significant Judgments, Estimates and Assumptions

In preparation of these financial statements, management is required to make significant judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, net earnings and related disclosures. Although some uncertainty is inherent in these judgments and estimates, management believes that the amounts recorded are reasonable. Key sources of estimation uncertainty and areas where significant judgments have been made are further described in the relevant accounting policies as described in note 2 of the Company's December 31, 2020 consolidated annual audited financial statements and notes thereto.

Impact of COVID-19 on Significant Judgments, Estimates and Assumptions

The COVID-19 pandemic has continued to result in uncertainty in global financial markets and the economic environment in which the Company operates. The duration and impact of the COVID-19 pandemic continues to be unknown at this time, as is the efficacy of the associated fiscal and monetary interventions by governments and central banks.

The results of the Company reflect management's judgments regarding the impact of prevailing market conditions related to global credit, equities, investment properties and foreign exchange, as well as prevailing health and mortality experience.

2. *Basis of Presentation and Summary of Accounting Policies (cont'd)*

The provision for future credit losses within the Company's insurance contract liabilities relies upon investment credit ratings. In addition to its own credit assessments, the Company's practice is to use third party independent credit ratings where available. Management judgment is required when setting credit ratings for instruments that do not have a third party credit rating. Given rapid market changes, third party credit rating changes may lag developments in the current environment.

The fair value of portfolio investments (note 5), the valuation of goodwill and other intangible assets, the valuation of insurance contract liabilities (note 8) and the recoverability of deferred tax asset carrying values reflect management's judgment.

Given the uncertainty surrounding the current environment, the actual financial results could differ from the estimates made in preparation of these financial statements.

### 3. Business Acquisitions, Other Transactions and Subsequent Events

#### (a) Acquisition of MassMutual Retirement Services Business

On December 31, 2020, GWL&A completed the purchase, via indemnity reinsurance, of the retirement services business of Massachusetts Mutual Life Insurance Company (MassMutual) and assumed the economics and risks associated with the reinsured business. The acquisition strengthens the Company's position as a leader in the U.S. retirement market. The Company anticipates realizing cost synergies through the migration of MassMutual's retirement services business onto the Company's recordkeeping platform.

The Company paid a ceding commission of \$2,937 (U.S. \$2,312) net of working capital adjustments to MassMutual, and funded the transaction with existing cash, short-term debt and \$1,973 (U.S. \$1,500) in long-term debt issued on September 17, 2020. The assets acquired, liabilities assumed and ceding commission paid at the closing of this transaction are subject to future adjustments.

The initial amounts assigned to the assets acquired, goodwill, intangible assets and liabilities assumed on December 31, 2020, and reported as at September 30, 2021 are as follows:

<b>Assets acquired and goodwill</b>	
Cash and cash equivalents	\$ 2,626
Bonds	12,006
Mortgage Loans	2,326
Funds held by ceding insurers	9,928
Goodwill	1,557
Intangible assets	1,270
Other assets	231
Premiums in the course of collection, accounts and interest receivable	421
Deferred tax assets	300
Investments on account of segregated fund policyholders	84,785
<b>Total assets acquired and goodwill</b>	<b>\$ 115,450</b>
<b>Liabilities assumed</b>	
Insurance contract liabilities	\$ 22,316
Investment contract liabilities	4,984
Accounts payable	31
Other liabilities	397
Investment and insurance contracts on account of segregated fund policyholders	84,785
<b>Total liabilities assumed</b>	<b>\$ 112,513</b>

As at September 30, 2021, the accounting for the acquisition is not finalized pending completion of a comprehensive valuation of the net assets acquired. The financial statements at September 30, 2021 reflect management's current best estimate of the purchase price allocation. The Company has identified and allocated provisional amounts for intangible assets within the purchase price allocation, net of \$56 of amortization at September 30, 2021. Final valuation of the assets acquired and liabilities assumed and the completion of the purchase price allocation are expected to occur during the fourth quarter of 2021.

As a result, the excess of the purchase price over the fair value of net assets acquired, representing goodwill of \$1,557 (U.S. \$1,226) as at September 30, 2021, will be adjusted in future periods.

3. Business Acquisitions, Other Transactions and Subsequent Events (cont'd)

The goodwill represents the excess of the purchase price over the fair value of the net assets, representing the synergies or future economic benefits arising from other assets acquired that are not individually identified and separately recognized in the acquisition of the MassMutual retirement services business. These synergies represent meaningful expense and revenue opportunities which are expected to be accretive to earnings.

**(b) Acquisition of Personal Capital Corporation**

On August 17, 2020, GWL&A completed the acquisition of 100% of the equity of Personal Capital Corporation. Upon completion of the purchase price allocation in the fourth quarter of 2020, a contingent consideration earn-out provision of \$26 (U.S. \$20) was recognized, representing management's best estimate of growth in assets under management metrics defined in the Merger Agreement. The contingent consideration provision was increased by \$49 (U.S. \$39) in 2021 for a total contingent consideration provision of \$75 (U.S. \$59) at September 30, 2021. The increases in 2021 were due to growth in net new assets above the amount assumed at the date of acquisition.

The Merger Agreement allows for contingent consideration of up to \$222 (U.S. \$175) based on the achievement of growth in assets under management metrics, payable following measurements through December 31, 2021 and December 31, 2022. Changes in the fair value of the contingent consideration measured in accordance with the Merger Agreement subsequent to the completion of the purchase price allocation are recognized in operating and administrative expenses in the Consolidated Statements of Earnings.

**(c) Acquisition of Prudential Retirement Services Business**

On July 21, 2021, GWL&A announced that it had entered into an agreement to purchase, through a share purchase and a reinsurance transaction, the full-service retirement business of Prudential Financial, Inc. (Prudential). The acquisition further solidifies the Company's position as a leader in the U.S. retirement market. The Company will assume the economics and risks associated with the business, while Prudential will continue to retain the obligation to the contract holders of the reinsured portion. The Company will pay a total transaction value of approximately U.S. \$3,550, and will fund the transaction with \$1,500 (U.S. \$1,193) of limited recourse capital notes and U.S. \$1,000 of short-term debt, in addition to existing resources. The transaction is expected to close in the first quarter of 2022, subject to regulatory and customary closing conditions.

**(d) Acquisition of Ark Life Assurance Company**

On July 13, 2021, Irish Life Group Limited (Irish Life), an indirect wholly-owned subsidiary of the Company, announced that it had entered into an agreement to acquire Ark Life Assurance Company dac (Ark Life) from Phoenix Group Holdings plc for total cash consideration of €230. Ark Life is closed to new business and manages a range of pensions, savings and protection policies for its customers in the Irish market. The transaction closed on November 1, 2021.

**(e) Acquisition of ClaimSecure Inc.**

On September 1, 2021, Canada Life completed the acquisition of 100% of the equity of ClaimSecure Inc., a healthcare management firm that provides health and dental claim management services to private and public businesses in Canada. As at September 30, 2021, the purchase price allocation is incomplete, with the initial amount assigned to goodwill of \$93 on the date of acquisition to be adjusted pending the completion of a comprehensive valuation of the intangible assets acquired.

3. Business Acquisitions, Other Transactions and Subsequent Events (cont'd)

**(f) Debentures and Other Debt Instruments**

The Company made payments of U.S. \$400 on July 2, 2021 and U.S. \$100 on September 29, 2021 on its committed line of credit related to GWL&A's acquisition of the retirement services business from MassMutual on December 31, 2020. As at September 30, 2021 the balance drawn on this line of credit is nil (\$635 as at December 31, 2020).

**(g) Limited Recourse Capital Notes**

On August 16, 2021, the Company issued \$1,500 aggregate principal amount 3.60% Limited Recourse Capital Notes Series 1 (Subordinated Indebtedness) at par, maturing on December 31, 2081 (LRCN Series 1). The LRCN Series 1 bear interest at a fixed rate of 3.60% per annum payable semi-annually, until December 31, 2026. On December 31, 2026 and every five years thereafter until December 31, 2076, the interest rate on the LRCN Series 1 will be reset at an interest rate equal to the five-year Government of Canada Yield, plus 2.641%. Commencing November 30, 2026, the Company will have the option to redeem the LRCN Series 1 every five years during the period from November 30 to December 31, in whole or in part at par, together in each case with accrued and unpaid interest. The Company will be required to redeem the LRCN Series 1 in whole at par, together with accrued and unpaid interest, if GWL&A's acquisition of Prudential's full-service retirement business is terminated prior to, or has not closed on or prior to, May 3, 2022 (or such later date as extended pursuant to the acquisition agreement). The LRCN Series 1 are presented within equity on the Consolidated Balance Sheets. Transaction costs incurred in connection with the LRCN Series 1 issue of \$17 (\$13 after-tax) were charged to accumulated surplus. Interest expense of \$7 for the three months ended September 30, 2021 was recognized in financing charges in the Consolidated Statements of Earnings.

Non-payment of interest or principal when due on the LRCN Series 1 will result in a recourse event, with the noteholders' sole remedy being receipt of their proportionate share of Non-Cumulative 5-Year Rate Reset First Preferred Shares, Series U (Series U Preferred Shares) held in a newly formed consolidated trust (Limited Recourse Trust). All claims of the holders of LRCN Series 1 against the Company will be extinguished upon receipt of the corresponding trust assets. The Series U Preferred Shares are eliminated on the Company's Consolidated Balance Sheets while being held within the Limited Recourse Trust.

3. Business Acquisitions, Other Transactions and Subsequent Events (cont'd)

**Subsequent Events**

**(h) Preferred Shares**

On October 8, 2021, the Company issued 8,000,000 Series Y, 4.50% Non-Cumulative First Preferred Shares at \$25.00 per share for gross proceeds of \$200. The shares are redeemable at the option of the Company on or after December 31, 2026 for \$25.00 per share plus a premium if redeemed prior to December 31, 2030, in each case together with all declared and unpaid dividends up to but excluding the date of redemption.

**(i) Strategic Relationship with Sagard Holdings**

On October 7, 2021, the Company announced it had agreed to enter into a long-term strategic relationship with Sagard Holdings Inc. (Sagard), a wholly-owned subsidiary of Power Corporation, which includes the sale of its United States-based subsidiaries, EverWest Real Estate Investors, LLC and EverWest Advisors, LLC (EverWest) to Sagard, in exchange for a minority shareholding in Sagard's subsidiary, Sagard Holdings Management Inc. EverWest is a wholly-owned subsidiary of Canada Life and its principal activity is real estate investment management. The sale of EverWest is expected to close in the fourth quarter of 2021, subject to regulatory and customary closing conditions. Sagard is a related party. Therefore, the transaction was reviewed and approved by the Company's Conduct Review Committee and certain aspects involving Canada Life were reviewed and approved by its Conduct Review Committee. The carrying value and earnings of EverWest are immaterial to the Company.

As part of the strategic relationship with Sagard, the Company will make a capital commitment of up to approximately U.S. \$500 into certain Sagard strategies. The Company has also committed to investing a further approximately U.S. \$2,000 in real estate investments to support EverWest's future growth within Sagard. The strategic relationship with Sagard is intended to advance the Company's strategy to further broaden its access to alternative investment options.

**4. Restructuring and Integration Expenses**

**(a) Canada Restructuring**

At September 30, 2021, the Company has a restructuring provision of \$64 remaining in other liabilities. The change in the restructuring provision for the Canada restructuring is set out below:

	September 30 2021	December 31 2020
<b>Balance, beginning of year</b>	<b>\$ 86</b>	<b>\$ —</b>
Restructuring expenses	—	92
Amounts used	(22)	(6)
<b>Balance, end of period</b>	<b>\$ 64</b>	<b>\$ 86</b>

The Company expects to pay out substantially all of these amounts by December 31, 2022.

4. Restructuring and Integration Expenses (cont'd)

**(b) GWL&A Restructuring**

The Company recorded integration expenses of \$22 and \$53 and restructuring expense of \$10 and \$10 in the Consolidated Statements of Earnings during three and nine months ended September 30, 2021. The restructuring is primarily attributable to additional staff reductions and other exit costs related to the Company's acquisition of the MassMutual retirement services business (note 3). At September 30, 2021, the Company has a restructuring provision of \$20 remaining in other liabilities. The change in the restructuring provision for the GWL&A restructuring is set out below:

	September 30 2021	December 31 2020
<b>Balance, beginning of year</b>	\$ 37	\$ —
Restructuring expenses	10	37
Amounts used	(27)	—
Changes in foreign exchange rates	—	—
<b>Balance, end of period</b>	<b>\$ 20</b>	<b>\$ 37</b>

The Company expects to pay out a significant portion of these amounts during the year. The Company expects to incur further restructuring and integration expenses associated with the MassMutual acquisition (note 3) during the year.

**5. Portfolio Investments**

(a) Carrying values and estimated fair values of portfolio investments are as follows:

	September 30, 2021		December 31, 2020	
	Carrying value	Fair value	Carrying value	Fair value
<b>Bonds</b>				
Designated fair value through profit or loss <sup>(1)</sup>	\$ 101,331	\$ 101,331	\$ 100,839	\$ 100,839
Classified fair value through profit or loss <sup>(1)</sup>	1,857	1,857	2,053	2,053
Available-for-sale	12,188	12,188	11,352	11,352
Loans and receivables	23,576	25,663	23,348	26,545
	<b>138,952</b>	<b>141,039</b>	137,592	140,789
<b>Mortgage loans</b>				
Residential				
Designated fair value through profit or loss <sup>(1)</sup>	2,500	2,500	2,020	2,020
Loans and receivables	9,428	9,769	9,416	10,024
	11,928	12,269	11,436	12,044
Commercial	17,051	17,688	16,367	17,589
	<b>28,979</b>	<b>29,957</b>	27,803	29,633
<b>Stocks</b>				
Designated fair value through profit or loss <sup>(1)</sup>	12,528	12,528	10,335	10,335
Available-for-sale <sup>(2)</sup>	204	204	20	20
Available-for-sale, at cost <sup>(2)(3)</sup>	122	122	163	163
Equity method	507	560	482	445
	13,361	13,414	11,000	10,963
<b>Investment properties</b>	<b>7,329</b>	<b>7,329</b>	6,270	6,270
<b>Total</b>	<b>\$ 188,621</b>	<b>\$ 191,739</b>	<b>\$ 182,665</b>	<b>\$ 187,655</b>

<sup>(1)</sup> A financial asset is designated as fair value through profit or loss on initial recognition if it eliminates or significantly reduces an accounting mismatch. Changes in the fair value of financial assets designated as fair value through profit or loss are generally offset by changes in insurance contract liabilities, since the measurement of insurance contract liabilities is determined with reference to the assets supporting the liabilities.

A financial asset is classified as fair value through profit or loss on initial recognition if it is part of a portfolio that is actively traded for the purpose of earning investment income.

<sup>(2)</sup> During the three months ended June 30, 2021, reliable measure of fair value was identified for certain stocks previously classified as available-for-sale, at cost. These stocks had a carrying value of \$40 and were remeasured at a fair value of \$147 at June 30, 2021. The difference between the carrying value and fair value of \$107 was recognized as an unrealized gain on available-for-sale assets in the Consolidated Statements of Comprehensive Income. These stocks are now classified as available-for-sale.

<sup>(3)</sup> Fair value cannot be reliably measured, therefore the investments are held at cost.

5. Portfolio Investments (cont'd)

**(b) Included in portfolio investments are the following:**

Carrying amount of impaired investments

	September 30 2021	December 31 2020
Impaired amounts by classification		
Fair value through profit or loss	\$ 15	\$ 20
Available-for-sale	8	17
Loans and receivables	77	23
<b>Total</b>	<b>\$ 100</b>	<b>\$ 60</b>

The carrying amount of impaired investments includes \$19 bonds, \$77 mortgage loans and \$4 stocks at September 30, 2021 (\$35 bonds, \$23 mortgage loans and \$2 stocks at December 31, 2020). The above carrying values for loans and receivables are net of allowances of \$25 at September 30, 2021 and \$57 at December 31, 2020.

**(c) Net investment income comprises the following:**

For the three months ended September 30, 2021	Bonds	Mortgage loans	Stocks	Investment properties	Other	Total
Regular net investment income:						
Investment income earned	\$ 1,059	\$ 230	\$ 101	\$ 110	\$ 148	\$ 1,648
Net realized gains						
Available-for-sale	1	—	7	—	—	8
Other classifications	3	11	—	—	10	24
Net allowances for credit losses on loans and receivables	—	4	—	—	—	4
Other income (expenses)	—	—	—	(38)	(57)	(95)
	1,063	245	108	72	101	1,589
Changes in fair value through profit or loss assets:						
Classified fair value through profit or loss	(9)	—	—	—	—	(9)
Designated fair value through profit or loss	(1,193)	25	66	—	(46)	(1,148)
Recorded at fair value through profit or loss	—	—	—	221	—	221
	(1,202)	25	66	221	(46)	(936)
<b>Total</b>	<b>\$ (139)</b>	<b>\$ 270</b>	<b>\$ 174</b>	<b>\$ 293</b>	<b>\$ 55</b>	<b>\$ 653</b>

5. Portfolio Investments (cont'd)

For the three months ended September 30, 2020	Bonds	Mortgage loans	Stocks	Investment properties	Other	Total
Regular net investment income:						
Investment income earned	\$ 898	\$ 218	\$ 101	\$ 98	\$ 139	\$ 1,454
Net realized gains (losses)						
Available-for-sale	18	—	(7)	—	—	11
Other classifications	1	6	88	—	—	95
Net allowances for credit losses on loans and receivables	—	(1)	—	—	—	(1)
Other income (expenses)	—	—	—	(34)	(32)	(66)
	<u>917</u>	<u>223</u>	<u>182</u>	<u>64</u>	<u>107</u>	<u>1,493</u>
Changes in fair value through profit or loss assets:						
Classified fair value through profit or loss	7	—	—	—	—	7
Designated fair value through profit or loss	243	(8)	303	—	212	750
Recorded at fair value through profit or loss	—	—	—	28	—	28
	<u>250</u>	<u>(8)</u>	<u>303</u>	<u>28</u>	<u>212</u>	<u>785</u>
<b>Total</b>	<u>\$ 1,167</u>	<u>\$ 215</u>	<u>\$ 485</u>	<u>\$ 92</u>	<u>\$ 319</u>	<u>\$ 2,278</u>

For the nine months ended September 30, 2021	Bonds	Mortgage loans	Stocks	Investment properties	Other	Total
Regular net investment income:						
Investment income earned	\$ 3,175	\$ 685	\$ 262	\$ 314	\$ 503	\$ 4,939
Net realized gains						
Available-for-sale	12	—	7	—	—	19
Other classifications	9	42	6	—	21	78
Net allowances for credit losses on loans and receivables	—	(28)	—	—	—	(28)
Other income (expenses)	—	—	—	(105)	(147)	(252)
	<u>3,196</u>	<u>699</u>	<u>275</u>	<u>209</u>	<u>377</u>	<u>4,756</u>
Changes in fair value through profit or loss assets:						
Classified fair value through profit or loss	(55)	—	—	—	—	(55)
Designated fair value through profit or loss	(5,171)	(63)	1,426	—	(270)	(4,078)
Recorded at fair value through profit or loss	—	—	—	439	—	439
	<u>(5,226)</u>	<u>(63)</u>	<u>1,426</u>	<u>439</u>	<u>(270)</u>	<u>(3,694)</u>
<b>Total</b>	<u>\$ (2,030)</u>	<u>\$ 636</u>	<u>\$ 1,701</u>	<u>\$ 648</u>	<u>\$ 107</u>	<u>\$ 1,062</u>

5. Portfolio Investments (cont'd)

For the nine months ended September 30, 2020	Bonds	Mortgage loans	Stocks	Investment properties	Other	Total
Regular net investment income:						
Investment income earned	\$ 2,724	\$ 659	\$ 264	\$ 299	\$ 433	\$ 4,379
Net realized gains (losses)						
Available-for-sale	134	—	(6)	—	—	128
Other classifications	5	25	88	—	—	118
Net allowances for credit losses on loans and receivables						
	—	(10)	—	—	—	(10)
Other income (expenses)	—	—	—	(95)	(117)	(212)
	<u>2,863</u>	<u>674</u>	<u>346</u>	<u>204</u>	<u>316</u>	<u>4,403</u>
Changes in fair value through profit or loss assets:						
Classified fair value through profit or loss						
	79	—	—	—	—	79
Designated fair value through profit or loss						
	4,077	98	(702)	—	320	3,793
Recorded at fair value through profit or loss						
	—	—	—	(157)	—	(157)
	<u>4,156</u>	<u>98</u>	<u>(702)</u>	<u>(157)</u>	<u>320</u>	<u>3,715</u>
Total	<u>\$ 7,019</u>	<u>\$ 772</u>	<u>\$ (356)</u>	<u>\$ 47</u>	<u>\$ 636</u>	<u>\$ 8,118</u>

Investment income earned comprises income from investments that are classified as available-for-sale, loans and receivables and investments classified or designated as fair value through profit or loss. Investment income from bonds and mortgages includes interest income and premium and discount amortization. Income from stocks includes dividends, distributions from private equity and equity income from the investment in IGM Financial Inc. Investment properties income includes rental income earned on investment properties, ground rent income earned on leased and sub-leased land, fee recoveries, lease cancellation income, and interest and other investment income earned on investment properties. Other income includes policyholder loan income, foreign exchange gains and losses, income earned from derivative financial instruments and other miscellaneous income.

## 6. Financial Instruments Risk Management

The Company has policies relating to the identification, measurement, management, monitoring and reporting of risks associated with financial instruments. The key risks related to financial instruments are credit risk, liquidity risk and market risk (currency, interest rate and equity). The Risk Committee of the Board of Directors is responsible for the oversight of the Company's key risks. The Company's approach to risk management has not substantially changed from that described in the Company's 2020 Annual Report. Certain risks have been outlined below. For a discussion of the Company's risk governance structure and risk management approach, see the "Financial Instruments Risk Management" note in the Company's December 31, 2020 consolidated annual audited financial statements.

The Company has also established policies and procedures designed to identify, measure and report all material risks. Management is responsible for establishing capital management procedures for implementing and monitoring the capital plan. The Board of Directors reviews and approves all capital transactions undertaken by management.

### (a) Credit Risk

Credit risk is the risk of loss resulting from an obligor's potential inability or unwillingness to fully meet its contractual obligations.

#### Concentration of Credit Risk

Concentrations of credit risk arise from exposures to a single obligor, a group of related obligors or groups of obligors that have similar credit risk characteristics and operate in the same geographic region or in similar industries. The characteristics are similar in that changes in economic or political environments may impact their ability to meet obligations as they come due. No significant changes have occurred from the year ended December 31, 2020.

### (b) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet all cash outflow obligations as they come due. The following policies and procedures are in place to manage this risk:

- The Company closely manages operating liquidity through cash flow matching of assets and liabilities and forecasting earned and required yields, to ensure consistency between policyholder requirements and the yield of assets.
- Management closely monitors the solvency and capital positions of its principal subsidiaries opposite liquidity requirements at the holding company. Additional liquidity is available through established lines of credit or via capital market transactions. The Company maintains committed lines of credit with Canadian chartered banks.

### (c) Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate as a result of changes in market factors which include three types: currency risk, interest rate (including related inflation) risk and equity risk.

#### Caution Related to Risk Sensitivities

These financial statements include estimates of sensitivities and risk exposure measures for certain risks, such as the sensitivity due to specific changes in interest rate levels projected and market prices as at the valuation date. Actual results can differ significantly from these estimates for a variety of reasons including:

- Assessment of the circumstances that led to the scenario may lead to changes in (re)investment approaches and interest rate scenarios considered,
- Changes in actuarial, investment return and future investment activity assumptions,
- Actual experience differing from the assumptions,

6. Financial Instruments Risk Management (cont'd)

- Changes in business mix, effective income tax rates and other market factors,
- Interactions among these factors and assumptions when more than one changes, and
- The general limitations of the Company's internal models.

For these reasons, the sensitivities should only be viewed as directional estimates of the underlying sensitivities for the respective factors based on the assumptions outlined above. Given the nature of these calculations, the Company cannot provide assurance that the actual impact on net earnings attributed to shareholders will be as indicated.

(i) Currency Risk

Currency risk relates to the Company operating and holding financial instruments in different currencies. For the assets backing insurance and investment contract liabilities that are not matched by currency, changes in foreign exchange rates can expose the Company to the risk of foreign exchange losses not offset by liability decreases.

- A 10% weakening of the Canadian dollar against foreign currencies would be expected to increase non-participating insurance and investment contract liabilities and their supporting assets by approximately the same amount resulting in an immaterial immediate change to net earnings. A 10% strengthening of the Canadian dollar against foreign currencies would be expected to decrease non-participating insurance and investment contract liabilities and their supporting assets by approximately the same amount resulting in an immaterial immediate change in net earnings.

The Company has net investments in foreign operations. The Company's debt obligations are denominated in Canadian dollars, euros and U.S. dollars. In accordance with IFRS, foreign currency translation gains and losses from net investments in foreign operations, net of related hedging activities and tax effects, are recorded in accumulated other comprehensive income. Strengthening or weakening of the Canadian dollar spot rate compared to the U.S. dollar, British pound and euro spot rates impacts the Company's total equity. Correspondingly, the Company's book value per share and capital ratios monitored by rating agencies are also impacted.

(ii) Interest Rate Risk

Interest rate risk exists if asset and liability cash flows are not closely matched and interest rates change causing a difference in value between the asset and liability.

Projected cash flows from the current assets and liabilities are used in the Canadian Asset Liability Method to determine insurance contract liabilities. Valuation assumptions have been made regarding rates of returns on supporting assets, fixed income, equity and inflation. The valuation assumptions use best estimates of future reinvestment rates and inflation assumptions with an assumed correlation together with margins for adverse deviation set in accordance with professional standards. These margins are necessary to provide for possibilities of misestimation and/or future deterioration in the best estimate assumptions and provide reasonable assurance that insurance contract liabilities cover a range of possible outcomes. Margins are reviewed periodically for continued appropriateness.

Testing under a number of interest rate scenarios (including increasing, decreasing and fluctuating rates) is done to assess reinvestment risk because the Company's sensitivity to interest rate movements varies at different terms.

The total provision for interest rates is sufficient to cover a broader or more severe set of risks than the minimum arising from the current Canadian Institute of Actuaries prescribed scenarios. The range of interest rates covered by these provisions is set in consideration of long-term historical results and is monitored quarterly with a full review annually.

6. Financial Instruments Risk Management (cont'd)

The impact to the value of liabilities from an immediate parallel 1% increase or 1% decrease in the interest rates would be largely offset by changes in the value of assets supporting the liabilities.

The following table provides information on the impact to the value of liabilities net of changes in the value of assets supporting liabilities of an immediate parallel 1% increase or 1% decrease in the interest rates as well as a corresponding parallel shift in the ultimate reinvestment rates, as defined in the actuarial standards.

	September 30, 2021		December 31, 2020	
	1% increase	1% decrease <sup>(1)</sup>	1% increase	1% decrease <sup>(1)</sup>
<b>Change in interest rates</b>				
Increase (decrease) in non-participating insurance and investment contract liabilities	\$ (406)	\$ 824	\$ (289)	\$ 1,185
Increase (decrease) in net earnings	\$ 328	\$ (652)	\$ 224	\$ (920)

<sup>(1)</sup> For the 1% decrease, initial risk-free yields are floored at zero, wherever risk-free yields are not currently negative.

As at September 30, 2021, the accounting for the acquisition of the MassMutual retirement services business is not finalized pending completion of a comprehensive valuation of the net assets acquired (note 3). As such, the impact of the acquired business included in the sensitivities above reflects management's current best estimate of the sensitivities.

(iii) Equity Risk

Equity risk is the uncertainty associated with the valuation of assets and liabilities arising from changes in equity markets and other pricing risk. To mitigate pricing risk, the Company has investment policy guidelines in place that provide for prudent investment in equity markets within clearly defined limits. The risks associated with segregated fund guarantees on lifetime Guaranteed Minimum Withdrawal Benefits have been mitigated through a hedging program using equity futures, currency forwards, and interest rate derivatives.

Some insurance and investment contract liabilities with long-tail cash-flows are supported by publicly traded common stocks and investments in other non-fixed income assets, primarily comprised of investment properties, real estate funds, private stocks, and equity release mortgages. The value of the liabilities may fluctuate with changes in the value of the supporting assets. The liabilities for other products such as segregated fund products with guarantees also fluctuate with equity values.

There may be additional market and liability impacts as a result of changes in the value of publicly traded common stocks and other non-fixed income assets that will cause the liabilities to fluctuate differently than the equity values. This means that there is a greater impact on net earnings from larger falls in equity values, relative to the change in equity values. Falls in equity values beyond those shown in the table below would have a greater impact on net earnings, relative to the change in equity values.

6. Financial Instruments Risk Management (cont'd)

The following table provides information on the expected impacts of an immediate 10% or 20% increase or decrease in the value of publicly traded common stocks on insurance and investment contract liabilities and on the shareholders' net earnings of the Company. The expected impacts take into account the expected changes in the value of assets supporting liabilities and hedge assets.

	September 30, 2021				December 31, 2020			
	20% increase	10% increase	10% decrease	20% decrease	20% increase	10% increase	10% decrease	20% decrease
<b>Change in publicly traded common stock values</b>								
Increase (decrease) in non-participating insurance and investment contract liabilities	\$ (39)	\$ (21)	\$ 30	\$ 117	\$ (34)	\$ (18)	\$ 62	\$ 264
Increase (decrease) in net earnings	\$ 32	\$ 18	\$ (26)	\$ (99)	\$ 28	\$ 15	\$ (51)	\$ (208)

The following table provides information on the expected impacts of an immediate 5% or 10% increase or decrease in the value of other non-fixed income assets on insurance and investment contract liabilities and on the shareholders' net earnings of the Company. The expected impacts take into account the expected changes in the value of assets supporting liabilities.

	September 30, 2021				December 31, 2020			
	10% increase	5% increase	5% decrease	10% decrease	10% increase	5% increase	5% decrease	10% decrease
<b>Change in other non-fixed income asset values</b>								
Increase (decrease) in non-participating insurance and investment contract liabilities	\$ (16)	\$ (1)	\$ 33	\$ 144	\$ (41)	\$ (8)	\$ 88	\$ 138
Increase (decrease) in net earnings	\$ 12	\$ —	\$ (23)	\$ (106)	\$ 34	\$ 6	\$ (69)	\$ (108)

The Canadian Institute of Actuaries Standards of Practice for the valuation of insurance contract liabilities establish limits on the investment return assumptions for publicly traded common stocks and other non-fixed income assets which are generally based on historical returns on market indices. The sensitivities shown in the tables above allow for the impact of changes in these limits following market falls.

The best estimate return assumptions for publicly traded common stocks and other non-fixed income assets are primarily based on long-term historical averages. The following provides information on the expected impacts of a 1% increase or 1% decrease in the best estimate assumptions:

	September 30, 2021		December 31, 2020	
	1% increase	1% decrease	1% increase	1% decrease
<b>Change in best estimate return assumptions</b>				
Increase (decrease) in non-participating insurance contract liabilities	\$ (669)	\$ 854	\$ (691)	\$ 861
Increase (decrease) in net earnings	\$ 531	\$ (668)	\$ 556	\$ (682)

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6. *Financial Instruments Risk Management (cont'd)*

The Company sponsors a number of deferred compensation arrangements for employees where payments to participants are deferred and linked to the performance of the common shares of Lifeco. The Company hedges its exposure to the equity risk associated with its Performance Share Unit Plan through the use of total return swaps.

**7. Fair Value Measurement**

The Company's assets and liabilities recorded at fair value have been categorized based upon the following fair value hierarchy:

Level 1: Fair value measurements utilize observable, quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access. Assets and liabilities utilizing Level 1 inputs include actively exchange-traded equity securities, exchange-traded futures, and mutual and segregated funds which have available prices in an active market with no redemption restrictions.

Level 2: Fair value measurements utilize inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets and liabilities in active markets, and inputs other than quoted prices that are observable for the asset or liability, such as interest rates and yield curves that are observable at commonly quoted intervals. The fair values for some Level 2 securities were obtained from a pricing service. The pricing service inputs include, but are not limited to, benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, offers and reference data. Level 2 assets and liabilities include those priced using a matrix which is based on credit quality and average life, government and agency securities, restricted stock, some private bonds and investment funds, most investment-grade and high-yield corporate bonds, most asset-backed securities, most over-the-counter derivatives, and mortgage loans. Investment contracts that are measured at fair value through profit or loss are mostly included in the Level 2 category.

Level 3: Fair value measurements utilize one or more significant inputs that are not based on observable market inputs and include situations where there is little, if any, market activity for the asset or liability. The values of the majority of Level 3 securities were obtained from single broker quotes, internal pricing models, or external appraisers. Assets and liabilities utilizing Level 3 inputs generally include certain bonds, certain asset-backed securities, some private equities, investments in mutual and segregated funds where there are redemption restrictions, certain over-the-counter derivatives, investment properties and equity release mortgages.

7. Fair Value Measurement (cont'd)

The following presents the Company's assets and liabilities measured at fair value on a recurring basis by hierarchy level:

Assets measured at fair value	September 30, 2021			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 6,890	\$ —	\$ —	\$ 6,890
Financial assets at fair value through profit or loss				
Bonds	—	103,102	86	103,188
Mortgage loans	—	—	2,500	2,500
Stocks	10,898	87	1,543	12,528
Total financial assets at fair value through profit or loss	<u>10,898</u>	<u>103,189</u>	<u>4,129</u>	<u>118,216</u>
Available-for-sale financial assets				
Bonds	—	12,188	—	12,188
Stocks	4	1	199	204
Total available-for-sale financial assets	<u>4</u>	<u>12,189</u>	<u>199</u>	<u>12,392</u>
Investment properties	—	—	7,329	7,329
Funds held by ceding insurers	426	14,774	—	15,200
Derivatives <sup>(1)</sup>	9	767	—	776
Reinsurance assets	—	114	—	114
Other assets:				
Trading account assets	347	830	128	1,305
Other <sup>(2)</sup>	64	38	—	102
<b>Total assets measured at fair value</b>	<b><u>\$ 18,638</u></b>	<b><u>\$ 131,901</u></b>	<b><u>\$ 11,785</u></b>	<b><u>\$ 162,324</u></b>
<b>Liabilities measured at fair value</b>				
Derivatives <sup>(3)</sup>	\$ —	\$ 1,295	\$ —	\$ 1,295
Investment contract liabilities	—	10,171	—	10,171
Other liabilities	64	38	—	102
<b>Total liabilities measured at fair value</b>	<b><u>\$ 64</u></b>	<b><u>\$ 11,504</u></b>	<b><u>\$ —</u></b>	<b><u>\$ 11,568</u></b>

<sup>(1)</sup> Excludes collateral received from counterparties of \$264.

<sup>(2)</sup> Includes collateral received under securities lending agreements.

<sup>(3)</sup> Excludes collateral pledged to counterparties of \$515.

There were no transfers of the Company's assets and liabilities between Level 1 and Level 2 in the period.

7. Fair Value Measurement (cont'd)

Assets measured at fair value	December 31, 2020			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 7,946	\$ —	\$ —	\$ 7,946
Financial assets at fair value through profit or loss				
Bonds	—	102,819	73	102,892
Mortgage loans	—	—	2,020	2,020
Stocks	8,773	188	1,374	10,335
Total financial assets at fair value through profit or loss	<u>8,773</u>	<u>103,007</u>	<u>3,467</u>	<u>115,247</u>
Available-for-sale financial assets				
Bonds	—	11,352	—	11,352
Stocks	3	1	16	20
Total available-for-sale financial assets	<u>3</u>	<u>11,353</u>	<u>16</u>	<u>11,372</u>
Investment properties	—	—	6,270	6,270
Funds held by ceding insurers	245	15,943	—	16,188
Derivatives <sup>(1)</sup>	1	828	—	829
Reinsurance assets	—	130	—	130
Other assets:				
Trading account assets	302	353	58	713
Other <sup>(2)</sup>	79	188	—	267
Total assets measured at fair value	<u>\$ 17,349</u>	<u>\$ 131,802</u>	<u>\$ 9,811</u>	<u>\$ 158,962</u>
Liabilities measured at fair value				
Derivatives <sup>(3)</sup>	\$ 5	\$ 1,216	\$ —	\$ 1,221
Investment contract liabilities	—	9,145	—	9,145
Other liabilities	79	188	—	267
Total liabilities measured at fair value	<u>\$ 84</u>	<u>\$ 10,549</u>	<u>\$ —</u>	<u>\$ 10,633</u>

(1) Excludes collateral received from counterparties of \$210.

(2) Includes collateral received under securities lending arrangements.

(3) Excludes collateral pledged to counterparties of \$442.

There were no transfers of the Company's assets and liabilities between Level 1 and Level 2 in the period.

7. Fair Value Measurement (cont'd)

The following presents additional information about assets and liabilities measured at fair value on a recurring basis which the Company classifies as Level 3 in the fair value hierarchy:

	September 30, 2021						
	Fair value through profit or loss bonds	Fair value through profit or loss mortgage loans	Fair value through profit or loss stocks <sup>(4)</sup>	Available- for-sale stocks	Investment properties	Trading account assets	Total Level 3 assets
<b>Balance, beginning of year</b>	\$ 73	\$ 2,020	\$ 1,374	\$ 16	\$ 6,270	\$ 58	\$ 9,811
Total gains (losses)							
Included in net earnings	3	(68)	194	—	439	1	569
Included in other comprehensive income <sup>(1)(2)</sup>	(3)	(21)	—	121	(49)	—	48
Purchases	13	—	513	22	702	209	1,459
Issues	—	694	—	—	—	—	694
Sales	—	—	(81)	—	(33)	(140)	(254)
Settlements	—	(125)	—	—	—	—	(125)
Transfers into Level 3 <sup>(2)(3)</sup>	—	—	—	40	—	—	40
Transfers out of Level 3 <sup>(3)</sup>	—	—	(457)	—	—	—	(457)
<b>Balance, end of period</b>	<b>\$ 86</b>	<b>\$ 2,500</b>	<b>\$ 1,543</b>	<b>\$ 199</b>	<b>\$ 7,329</b>	<b>\$ 128</b>	<b>\$ 11,785</b>
<b>Total gains (losses) for the period included in net investment income</b>	<b>\$ 3</b>	<b>\$ (68)</b>	<b>\$ 194</b>	<b>\$ —</b>	<b>\$ 439</b>	<b>\$ 1</b>	<b>\$ 569</b>
<b>Change in unrealized gains (losses) for the period included in earnings for assets held at September 30, 2021</b>	<b>\$ 3</b>	<b>\$ (61)</b>	<b>\$ 193</b>	<b>\$ —</b>	<b>\$ 446</b>	<b>\$ (7)</b>	<b>\$ 574</b>

- (1) Amount of other comprehensive income for fair value through profit or loss bonds, mortgage loans and investment properties represents the unrealized gains (losses) on foreign exchange.
- (2) During the three months ended June 30, 2021, certain stocks previously classified as available-for-sale, at cost were remeasured at a fair value of \$147, are now classified as available-for-sale, and have been transferred into Level 3 as reliable measure of fair value was identified during the period. The carrying value of \$40 was transferred into Level 3 and the difference between the carrying value and fair value of \$107 was recognized as an unrealized gain on available-for-sale assets with an income tax expense of \$15 in the Consolidated Statements of Comprehensive Income.
- (3) Transfers into Level 3 are due primarily to decreased observability of inputs in valuation methodologies or the placement of redemption restrictions on investments in mutual and segregated funds. Transfers out of Level 3 are due primarily to increased observability of inputs in valuation methodologies as evidenced by corroboration of market prices with multiple pricing vendors or the lifting of redemption restrictions on investments in mutual and segregated funds.
- (4) Includes investments in mutual and segregated funds where there are redemption restrictions. The fair value is based on observable, quoted prices.

7. Fair Value Measurement (cont'd)

	December 31, 2020						
	Fair value through profit or loss bonds	Fair value through profit or loss mortgage loans	Fair value through profit or loss stocks <sup>(4)</sup>	Available- for-sale stocks	Investment properties	Trading account assets	Total Level 3 assets
Balance, beginning of year	\$ 67	\$ 1,314	\$ 678	\$ 4	\$ 5,887	\$ —	\$ 7,950
Total gains (losses)							
Included in net earnings	2	156	16	—	(74)	—	100
Included in other comprehensive income <sup>(1)</sup>	4	15	—	1	21	—	41
Purchases	—	—	406	11	481	—	898
Issues	—	622	—	—	—	—	622
Sales	—	—	(83)	—	(73)	—	(156)
Settlements	—	(87)	—	—	—	—	(87)
Transferred from owner occupied properties <sup>(2)</sup>	—	—	—	—	28	—	28
Transfers into Level 3 <sup>(3)</sup>	—	—	357	—	—	58	415
Transfers out of Level 3 <sup>(3)</sup>	—	—	—	—	—	—	—
Balance, end of year	<u>\$ 73</u>	<u>\$ 2,020</u>	<u>\$ 1,374</u>	<u>\$ 16</u>	<u>\$ 6,270</u>	<u>\$ 58</u>	<u>\$ 9,811</u>
Total gains (losses) for the year included in net investment income	<u>\$ 2</u>	<u>\$ 156</u>	<u>\$ 16</u>	<u>\$ —</u>	<u>\$ (74)</u>	<u>\$ —</u>	<u>\$ 100</u>
Change in unrealized gains (losses) for the year included in earnings for assets held at December 31, 2020	<u>\$ 2</u>	<u>\$ 145</u>	<u>\$ 17</u>	<u>\$ —</u>	<u>\$ (73)</u>	<u>\$ —</u>	<u>\$ 91</u>

- (1) Amount of other comprehensive income for fair value through profit or loss bonds, mortgage loans and investment properties represents the unrealized gains (losses) on foreign exchange.
- (2) As a result of the sale of Irish Progressive Services International Limited (IPSI), a property with a fair value of \$28 was reclassified from owner occupied properties to investment properties. The reclassification resulted in the recognition of revaluation surplus on the transfer to investment properties of \$11 and income tax expense of \$(1) in the Consolidated Statements of Comprehensive Income.
- (3) Transfers into Level 3 are due primarily to decreased observability of inputs in valuation methodologies or the placement of redemption restrictions on investments in mutual and segregated funds. Transfers out of Level 3 are due primarily to increased observability of inputs in valuation methodologies as evidenced by corroboration of market prices with multiple pricing vendors or the lifting of redemption restrictions on investments in mutual and segregated funds.
- (4) Includes investments in mutual and segregated funds where there are redemption restrictions. The fair value is based on observable, quoted prices.

On March 20, 2020, Canada Life temporarily suspended contributions to and transfers into, as well as redemptions and transfers out of, its Canadian real estate investment funds as the COVID-19 pandemic impacted the global property market and made it difficult to value the properties with the same degree of certainty as usual. As a result of these restrictions, the Company's investment in these funds with a fair value of \$357 was transferred on March 20, 2020 from Level 1 to Level 3.

On January 11, 2021, Canada Life lifted the temporary suspension on contributions to and transfers into its Canadian real estate investment funds, and on April 19, 2021, the temporary suspension on redemptions and transfers out was fully lifted, as confidence over the valuation of the underlying properties returned as a result of increased market activity. As a result of the lifting of these temporary suspensions, the Company's investment in these funds with a fair value of \$457 was transferred on April 19, 2021 from Level 3 to Level 1.

7. Fair Value Measurement (cont'd)

The following sets out information about significant unobservable inputs used at period-end in measuring assets categorized as Level 3 in the fair value hierarchy:

Type of asset	Valuation approach	Significant unobservable input	Input value	Inter-relationship between key unobservable inputs and fair value measurement
Investment properties	Investment property valuations are generally determined using property valuation models based on expected capitalization rates and models that discount expected future net cash flows. The determination of the fair value of investment property requires the use of estimates such as future cash flows (such as future leasing assumptions, rental rates, capital and operating expenditures) and discount, reversionary and overall capitalization rates applicable to the asset based on current market rates.	Discount rate	Range of 3.4% - 12.6%	A decrease in the discount rate would result in an increase in fair value. An increase in the discount rate would result in a decrease in fair value.
		Reversionary rate	Range of 3.5% - 7.0%	A decrease in the reversionary rate would result in an increase in fair value. An increase in the reversionary rate would result in a decrease in fair value.
		Vacancy rate	Weighted average of 2.6%	A decrease in the expected vacancy rate would generally result in an increase in fair value. An increase in the expected vacancy rate would generally result in a decrease in fair value.
Mortgage loans - equity release mortgages (fair value through profit or loss)	The valuation approach for equity release mortgages is to use an internal valuation model to determine the projected asset cash flows, including the stochastically calculated cost of the no negative-equity guarantee for each individual loan, to aggregate these across all loans and to discount those cash flows back to the valuation date. The projection is done monthly until expected redemption of the loan either voluntarily or on the death/entering into long term care of the loanholders.	Discount rate	Range of 3.5% - 4.6%	A decrease in the discount rate would result in an increase in fair value. An increase in the discount rate would result in a decrease in fair value.

8. Insurance and Investment Contract Liabilities

	September 30, 2021		
	Gross liability	Reinsurance assets	Net
Insurance contract liabilities	\$ 207,221	\$ 20,083	\$ 187,138
Investment contract liabilities	10,171	114	10,057
<b>Total</b>	<b>\$ 217,392</b>	<b>\$ 20,197</b>	<b>\$ 197,195</b>
	December 31, 2020		
	Gross liability	Reinsurance assets	Net
Insurance contract liabilities	\$ 208,902	\$ 21,991	\$ 186,911
Investment contract liabilities	9,145	130	9,015
<b>Total</b>	<b>\$ 218,047</b>	<b>\$ 22,121</b>	<b>\$ 195,926</b>

## 9. Segregated Funds

The following presents details of the investments, determined in accordance with the relevant statutory reporting requirements of each region of the Company's operations, on account of segregated fund policyholders:

### (a) Investments on account of segregated fund policyholders

	September 30 2021	December 31 2020
Cash and cash equivalents	\$ 12,908	\$ 15,558
Bonds	61,438	65,338
Mortgage loans	2,497	2,686
Stocks and units in unit trusts	125,759	112,675
Mutual funds	130,629	127,577
Investment properties	12,551	12,430
	<u>345,782</u>	<u>336,264</u>
Accrued income	430	463
Other liabilities	(3,684)	(4,185)
Non-controlling mutual funds interest	3,093	1,490
<b>Total <sup>(1)</sup></b>	<u><u>\$ 345,621</u></u>	<u><u>\$ 334,032</u></u>

<sup>(1)</sup> At September 30, 2021, \$83,500 of investments on account of segregated fund policyholders are reinsured by the Company on a modified coinsurance basis (\$84,785 at December 31, 2020) (note 3). Included in this amount are \$1,024 of cash and cash equivalents, \$13,430 of bonds, \$26 of stocks and units in unit trusts, \$69,237 of mutual funds, \$81 of accrued income and \$(298) of other liabilities.

### (b) Investment and insurance contracts on account of segregated fund policyholders

	For the nine months ended September 30	
	2021	2020
<b>Balance, beginning of year</b>	\$ 334,032	\$ 231,022
Additions (deductions):		
Policyholder deposits	21,320	16,029
Net investment income	4,331	1,320
Net realized capital gains on investments	11,593	4,203
Net unrealized capital gains (losses) on investments	9,673	(7,006)
Unrealized gains (losses) due to changes in foreign exchange rates	(5,276)	5,540
Policyholder withdrawals	(31,620)	(14,288)
Change in Segregated Fund investment in General Fund	(40)	27
Change in General Fund investment in Segregated Fund	(15)	235
Net transfer from General Fund	20	1
Non-controlling mutual funds interest	1,603	(140)
<b>Total</b>	<u>11,589</u>	<u>5,921</u>
<b>Balance, end of period</b>	<u><u>\$ 345,621</u></u>	<u><u>\$ 236,943</u></u>

9. Segregated Funds (cont'd)

(c) Investments on account of segregated fund policyholders by fair value hierarchy level (note 7)

	September 30, 2021			
	Level 1	Level 2	Level 3	Total
Investments on account of segregated fund policyholders <sup>(1)</sup>	\$ 236,239	\$ 98,830	\$ 13,576	\$ 348,645

<sup>(1)</sup> Excludes other liabilities, net of other assets, of \$3,024.

	December 31, 2020			
	Level 1	Level 2	Level 3	Total
Investments on account of segregated fund policyholders <sup>(1)</sup>	\$ 224,831	\$ 98,424	\$ 13,556	\$ 336,811

<sup>(1)</sup> Excludes other liabilities, net of other assets, of \$2,779.

During the first nine months of 2021, certain foreign stock holdings valued at \$504 have been transferred from Level 1 to Level 2 (\$3,190 were transferred from Level 1 to Level 2 at December 31, 2020) primarily based on the Company's change in use of inputs in addition to quoted prices in active markets for certain foreign stock holdings. Level 2 assets include those assets where fair value is not available from normal market pricing sources, where inputs are utilized in addition to quoted prices in active markets and where the Company does not have access to the underlying asset details within an investment fund.

The following presents additional information about the Company's investments on account of segregated fund policyholders for which the Company has utilized Level 3 inputs to determine fair value:

	September 30 2021	December 31 2020
<b>Balance, beginning of year</b>	<b>\$ 13,556</b>	<b>\$ 13,988</b>
Total gains included in segregated fund investment income	206	78
Purchases	276	167
Sales	(462)	(712)
Transfers into Level 3	1	35
Transfers out of Level 3	(1)	—
<b>Balance, end of period</b>	<b>\$ 13,576</b>	<b>\$ 13,556</b>

Transfers into Level 3 are due primarily to decreased observability of inputs in valuation methodologies. Transfers out of Level 3 are due primarily to increased observability of inputs in valuation methodologies as evidenced by corroboration of market prices with multiple pricing vendors.

## 10. Share Capital

### Common Shares

	For the nine months ended September 30			
	2021		2020	
	Number	Carrying value	Number	Carrying value
<b>Common shares</b>				
<b>Balance, beginning of year</b>	<b>927,853,106</b>	<b>\$ 5,651</b>	927,281,186	\$ 5,633
Exercised and issued under stock option plan	<b>2,631,880</b>	<b>93</b>	445,520	14
<b>Balance, end of period</b>	<b>930,484,986</b>	<b>\$ 5,744</b>	<u>927,726,706</u>	<u>\$ 5,647</u>

During the nine months ended September 30, 2021, 2,631,880 common shares were exercised under the Company's stock plan with a carrying value of \$93, including \$11 from contributed surplus transferred upon exercise (445,520 with a carrying value of \$14, including \$2 from contributed surplus transferred upon exercise during the nine months ended September 30, 2020).

On January 25, 2021, the Company announced the renewal of its normal course issuer bid (NCIB) commencing January 27, 2021 and terminating January 26, 2022 to purchase for cancellation up to but not more than 20,000,000 of its common shares at market prices. The Company does not currently intend to engage in share repurchases that reduce its outstanding shares while the Office of the Superintendent of Financial Institutions (OSFI) maintains its expectation that the institutions it regulates suspend share buybacks due to ongoing impacts of the COVID-19 pandemic.

During the nine months ended September 30, 2021, the Company did not purchase any common shares under the current normal course issuer bid (nil during the nine months ended September 30, 2020 under the previous normal course issuer bid).

## 11. Earnings per Common Share

	For the three months ended September 30		For the nine months ended September 30	
	2021	2020	2021	2020
<b>Earnings</b>				
Net earnings	\$ 905	\$ 859	\$ 2,462	\$ 2,131
Preferred share dividends	(33)	(33)	(99)	(100)
<b>Net earnings - common shareholders</b>	<b>\$ 872</b>	<b>\$ 826</b>	<b>\$ 2,363</b>	<b>\$ 2,031</b>
<b>Number of common shares</b>				
Average number of common shares outstanding	930,084,597	927,696,986	929,102,790	927,639,358
Add: Potential exercise of outstanding stock options	2,355,985	67,163	1,290,635	94,541
<b>Average number of common shares outstanding - diluted basis</b>	<b>932,440,582</b>	<b>927,764,149</b>	<b>930,393,425</b>	<b>927,733,899</b>
<b>Basic earnings per common share</b>	<b>\$ 0.938</b>	<b>\$ 0.891</b>	<b>\$ 2.544</b>	<b>\$ 2.190</b>
<b>Diluted earnings per common share</b>	<b>\$ 0.936</b>	<b>\$ 0.891</b>	<b>\$ 2.540</b>	<b>\$ 2.189</b>
<b>Dividends per common share</b>	<b>\$ 0.438</b>	<b>\$ 0.438</b>	<b>\$ 1.314</b>	<b>\$ 1.314</b>

## 12. Capital Management

### (a) Policies and Objectives

Managing capital is the continual process of establishing and maintaining the quantity and quality of capital appropriate for the Company and ensuring capital is deployed in a manner consistent with the expectations of the Company's stakeholders. For these purposes, the Board considers the key stakeholders to be the Company's shareholders, policyholders and holders of subordinated liabilities in addition to the relevant regulators in the various jurisdictions where the Company and its subsidiaries operate.

The Company manages its capital on both a consolidated basis as well as at the individual operating subsidiary level. The primary objectives of the Company's capital management strategy are:

- to maintain the capitalization of its regulated operating subsidiaries at a level that will exceed the relevant minimum regulatory capital requirements in the jurisdictions in which they operate;
- to maintain strong credit and financial strength ratings of the Company ensuring stable access to capital markets; and
- to provide an efficient capital structure to maximize shareholders' value in the context of the Company's operational risks and strategic plans.

The capital planning process is the responsibility of the Company's Chief Financial Officer. The capital plan is approved by the Company's Board of Directors on an annual basis. The Board of Directors reviews and approves all capital transactions undertaken by management.

The target level of capitalization for the Company and its subsidiaries is assessed by considering various factors such as the probability of falling below the minimum regulatory capital requirements in the relevant operating jurisdiction, the views expressed by various credit rating agencies that provide financial strength and other ratings to the Company, and the desire to hold sufficient capital to be able to honour all policyholder and other obligations of the Company with a high degree of confidence.

12. Capital Management (cont'd)

**(b) Regulatory Capital**

In Canada, OSFI has established a regulatory capital adequacy measurement for life insurance companies incorporated under the Insurance Companies Act (Canada) and their subsidiaries.

The Life Insurance Capital Adequacy Test (LICAT) Ratio compares the regulatory capital resources of a company to its required capital, defined by OSFI, as the aggregate of all defined capital requirements. The total capital resources are provided by the sum of Available Capital, Surplus Allowance and Eligible Deposits.

The following provides a summary of the LICAT information and ratios for Canada Life:

	<b>September 30 2021</b>	December 31 2020
<b>Tier 1 Capital</b>	<b>\$ 12,578</b>	\$ 11,593
<b>Tier 2 Capital</b>	<b>4,224</b>	4,568
<b>Total Available Capital</b>	<b>16,802</b>	16,161
<b>Surplus Allowance &amp; Eligible Deposits</b>	<b>13,409</b>	14,226
<b>Total Capital Resources</b>	<b>\$ 30,211</b>	\$ 30,387
 <b>Required Capital</b>	 <b>\$ 24,520</b>	 \$ 23,607
 <b>Total LICAT Ratio (OSFI Supervisory Target = 100%) <sup>(1)</sup></b>	 <b>123 %</b>	 129 %

<sup>(1)</sup> Total Ratio (%) = (Total Capital Resources / Required Capital)

Other foreign operations and foreign subsidiaries of the Company are required to comply with local capital or solvency requirements in their respective jurisdictions.

### 13. Pension Plans and Other Post-Employment Benefits

The total pension plans and other post-employment benefits expense included in operating expenses and other comprehensive income are as follows:

	For the three months ended September 30		For the nine months ended September 30	
	2021	2020	2021	2020
Pension plans				
Service costs	\$ 78	\$ 56	\$ 216	\$ 172
Net interest costs	6	5	17	19
Curtailments	(1)	(9)	(1)	(10)
Settlements	(57)	—	(57)	—
	26	52	175	181
Other post-employment benefits				
Service costs	1	1	3	2
Net interest costs	2	3	7	9
	3	4	10	11
Pension plans and other post-employment benefits expense - Consolidated Statements of Earnings	29	56	185	192
Pension plans - re-measurements (gain) loss				
Actuarial (gain) loss	14	168	(484)	417
Return on assets (greater) less than assumed	(57)	(118)	(205)	(98)
Administrative expenses less than assumed	—	—	—	(2)
Change in the asset ceiling	2	(26)	13	(10)
Pension plans re-measurement (gain) loss	(41)	24	(676)	307
Other post-employment benefits - re-measurements				
Actuarial (gain) loss	(7)	2	(36)	21
Pension plans and other post-employment benefits re-measurements - other comprehensive (income) loss	(48)	26	(712)	328
<b>Total pension plans and other post- employment benefits (income) expense including re-measurements</b>	<b>\$ (19)</b>	<b>\$ 82</b>	<b>\$ (527)</b>	<b>\$ 520</b>

The following sets out the weighted average discount rate used to re-measure the defined benefit obligation for pension plans and other post-employment benefits at the following dates:

	September 30		December 31	
	2021	2020	2020	2019
Weighted average discount rate	2.8 %	2.3 %	2.2 %	2.6 %

**14. Income Taxes**

**(a) Income Tax Expense**

Income tax expense (recovery) consists of the following:

	For the three months ended September 30		For the nine months ended September 30	
	2021	2020	2021	2020
Current income taxes	\$ 138	\$ 87	\$ 71	\$ 140
Deferred income taxes	(27)	(68)	203	(39)
<b>Total income tax expense</b>	<b>\$ 111</b>	<b>\$ 19</b>	<b>\$ 274</b>	<b>\$ 101</b>

**(b) Effective Income Tax Rate**

The effective income tax rates are generally lower than the Company's statutory income tax rate of 26.50% due to benefits related to non-taxable investment income and lower income tax in certain foreign jurisdictions.

The overall effective income tax rate for the three months ended September 30, 2021 was 9.8% compared to 2.1% for the three months ended September 30, 2020. The effective income tax rate for the three months ended September 30, 2021 was higher than the effective income tax rate for the three months ended September 30, 2020 primarily due to changes in certain tax estimates as well as a non-taxable gain on the disposal of the shares of IPSI during the third quarter of 2020.

The overall effective income tax rate for the nine months ended September 30, 2021 was 8.9% compared to 4.3% for the nine months ended September 30, 2020. The effective income tax rate for the nine months ended September 30, 2021 was higher than the effective income tax rate for the nine months ended September 30, 2020 primarily due to the same reasons discussed for the in-quarter overall effective income tax rate results.

The effective income tax rate for the shareholder account for the three months ended September 30, 2021 was 8.4% compared to 4.8% for the three months ended September 30, 2020.

The effective income tax rate for the shareholder account for the nine months ended September 30, 2021 was 9.9% compared to 5.7% for the nine months ended September 30, 2020.

**15. Segmented Information**

**(a) Consolidated Net Earnings**

For the three months ended September 30, 2021

	Canada	United States	Europe	Capital and Risk Solutions	Lifeco Corporate	Total
<b>Income</b>						
Total net premiums	\$ 3,300	\$ 1,116	\$ 1,942	\$ 8,563	\$ —	\$ 14,921
Net investment income						
Regular net investment income	701	497	329	64	(2)	1,589
Changes in fair value through profit or loss	(319)	(330)	(209)	(78)	—	(936)
Total net investment income (loss)	382	167	120	(14)	(2)	653
Fee and other income	509	995	352	2	—	1,858
	<b>4,191</b>	<b>2,278</b>	<b>2,414</b>	<b>8,551</b>	<b>(2)</b>	<b>17,432</b>
<b>Benefits and expenses</b>						
Paid or credited to policyholders	2,713	1,070	1,612	8,401	—	13,796
Other <sup>(1)</sup>	916	910	359	53	72	2,310
Financing charges	34	41	6	2	—	83
Amortization of finite life intangible assets	25	43	14	—	—	82
Restructuring and integration expenses	—	32	—	—	—	32
<b>Earnings (loss) before income taxes</b>	<b>503</b>	<b>182</b>	<b>423</b>	<b>95</b>	<b>(74)</b>	<b>1,129</b>
Income taxes	89	10	42	(13)	(17)	111
<b>Net earnings (loss) before non-controlling interests</b>	<b>414</b>	<b>172</b>	<b>381</b>	<b>108</b>	<b>(57)</b>	<b>1,018</b>
Non-controlling interests	108	5	—	—	—	113
<b>Net earnings (loss)</b>	<b>306</b>	<b>167</b>	<b>381</b>	<b>108</b>	<b>(57)</b>	<b>905</b>
Preferred share dividends	28	—	5	—	—	33
<b>Net earnings (loss) before capital allocation</b>	<b>278</b>	<b>167</b>	<b>376</b>	<b>108</b>	<b>(57)</b>	<b>872</b>
Impact of capital allocation	27	1	(19)	(6)	(3)	—
<b>Net earnings (loss) - common shareholders</b>	<b>\$ 305</b>	<b>\$ 168</b>	<b>\$ 357</b>	<b>\$ 102</b>	<b>\$ (60)</b>	<b>\$ 872</b>

<sup>(1)</sup> Includes commissions, operating and administrative expenses, and premium taxes.

15. Segmented Information (cont'd)

For the three months ended September 30, 2020

	Canada	United States	Europe	Capital and Risk Solutions	Lifeco Corporate	Total
<b>Income</b>						
Total net premiums	\$ 3,230	\$ 1,722	\$ 534	\$ 4,490	\$ —	\$ 9,976
<b>Net investment income</b>						
Regular net investment income	714	313	388	80	(2)	1,493
Changes in fair value through profit or loss	486	136	102	61	—	785
Total net investment income (loss)	1,200	449	490	141	(2)	2,278
Fee and other income	445	696	342	3	—	1,486
	<u>4,875</u>	<u>2,867</u>	<u>1,366</u>	<u>4,634</u>	<u>(2)</u>	<u>13,740</u>
<b>Benefits and expenses</b>						
Paid or credited to policyholders	3,694	1,973	594	4,407	—	10,668
Other <sup>(1)</sup>	844	728	398	56	7	2,033
Financing charges	33	25	6	3	4	71
Amortization of finite life intangible assets	25	20	13	—	—	58
Earnings (loss) before income taxes	279	121	355	168	(13)	910
Income taxes	(7)	22	12	(5)	(3)	19
Net earnings (loss) before non-controlling interests	286	99	343	173	(10)	891
Non-controlling interests	23	8	—	1	—	32
Net earnings (loss)	263	91	343	172	(10)	859
Preferred share dividends	28	—	5	—	—	33
Net earnings (loss) before capital allocation	235	91	338	172	(10)	826
Impact of capital allocation	31	(2)	(22)	(5)	(2)	—
Net earnings (loss) - common shareholders	<u>\$ 266</u>	<u>\$ 89</u>	<u>\$ 316</u>	<u>\$ 167</u>	<u>\$ (12)</u>	<u>\$ 826</u>

<sup>(1)</sup> Includes commissions, operating and administrative expenses, and premium taxes.

15. Segmented Information (cont'd)

**For the nine months ended September 30, 2021**

	Canada	United States	Europe	Capital and Risk Solutions	Lifeco Corporate	Total
<b>Income</b>						
Total net premiums	\$ 9,786	\$ 3,907	\$ 3,820	\$ 22,311	\$ —	\$ 39,824
Net investment income						
Regular net investment income	2,117	1,461	988	200	(10)	4,756
Changes in fair value through profit or loss	(1,049)	(732)	(1,589)	(327)	3	(3,694)
Total net investment income (loss)	1,068	729	(601)	(127)	(7)	1,062
Fee and other income	1,470	2,882	1,051	6	—	5,409
	<u>12,324</u>	<u>7,518</u>	<u>4,270</u>	<u>22,190</u>	<u>(7)</u>	<u>46,295</u>
<b>Benefits and expenses</b>						
Paid or credited to policyholders	8,007	4,062	2,026	21,608	—	35,703
Other <sup>(1)</sup>	2,774	2,670	1,249	167	102	6,962
Financing charges	101	112	18	6	2	239
Amortization of finite life intangible assets	78	128	41	—	—	247
Restructuring and integration expenses	—	69	—	—	—	69
<b>Earnings (loss) before income taxes</b>	<b>1,364</b>	<b>477</b>	<b>936</b>	<b>409</b>	<b>(111)</b>	<b>3,075</b>
Income taxes	152	63	128	(9)	(60)	274
<b>Net earnings (loss) before non-controlling interests</b>	<b>1,212</b>	<b>414</b>	<b>808</b>	<b>418</b>	<b>(51)</b>	<b>2,801</b>
Non-controlling interests	329	8	2	—	—	339
<b>Net earnings (loss)</b>	<b>883</b>	<b>406</b>	<b>806</b>	<b>418</b>	<b>(51)</b>	<b>2,462</b>
Preferred share dividends	85	—	14	—	—	99
<b>Net earnings (loss) before capital allocation</b>	<b>798</b>	<b>406</b>	<b>792</b>	<b>418</b>	<b>(51)</b>	<b>2,363</b>
Impact of capital allocation	82	1	(55)	(19)	(9)	—
<b>Net earnings (loss) - common shareholders</b>	<b>\$ 880</b>	<b>\$ 407</b>	<b>\$ 737</b>	<b>\$ 399</b>	<b>\$ (60)</b>	<b>\$ 2,363</b>

<sup>(1)</sup> Includes commissions, operating and administrative expenses, and premium taxes.

15. Segmented Information (cont'd)

For the nine months ended September 30, 2020

	Canada	United States	Europe	Capital and Risk Solutions	Lifeco Corporate	Total
<b>Income</b>						
Total net premiums	\$ 9,560	\$ 5,387	\$ 2,254	\$ 14,071	\$ —	\$ 31,272
<b>Net investment income</b>						
Regular net investment income	2,137	968	1,038	252	8	4,403
Changes in fair value through profit or loss	1,570	769	1,079	297	—	3,715
Total net investment income	3,707	1,737	2,117	549	8	8,118
Fee and other income	1,295	2,015	1,015	8	—	4,333
	14,562	9,139	5,386	14,628	8	43,723
<b>Benefits and expenses</b>						
Paid or credited to policyholders	10,897	6,696	3,352	13,987	—	34,932
Other <sup>(1)</sup>	2,591	2,067	1,250	163	18	6,089
Financing charges	97	74	19	9	6	205
Amortization of finite life intangible assets	75	63	37	—	—	175
<b>Earnings (loss) before income taxes</b>						
	902	239	728	469	(16)	2,322
Income taxes	75	37	(13)	6	(4)	101
<b>Net earnings (loss) before non-controlling interests</b>						
	827	202	741	463	(12)	2,221
Non-controlling interests	67	22	1	—	—	90
<b>Net earnings (loss)</b>						
	760	180	740	463	(12)	2,131
Preferred share dividends	85	—	15	—	—	100
<b>Net earnings (loss) before capital allocation</b>						
	675	180	725	463	(12)	2,031
Impact of capital allocation	95	(8)	(65)	(16)	(6)	—
<b>Net earnings (loss) - common shareholders</b>						
	\$ 770	\$ 172	\$ 660	\$ 447	\$ (18)	\$ 2,031

<sup>(1)</sup> Includes commissions, operating and administrative expenses, and premium taxes.

The revenue by source currency for Capital and Risk Solutions:

	For the three months ended September 30		For the nine months ended September 30	
	2021	2020	2021	2020
<b>Revenue</b>				
United States	\$ 4,797	\$ 3,722	\$ 15,267	\$ 11,919
United Kingdom	388	348	1,003	1,100
Japan	2,844	—	4,297	—
Other	522	564	1,623	1,609
<b>Total revenue</b>	<b>\$ 8,551</b>	<b>\$ 4,634</b>	<b>\$ 22,190</b>	<b>\$ 14,628</b>

15. Segmented Information (cont'd)

(b) Consolidated Total Assets and Liabilities

	September 30, 2021				
	Canada	United States	Europe	Capital and Risk Solutions	Total
<b>Assets</b>					
Invested assets	\$ 89,617	\$ 55,725	\$ 48,567	\$ 9,875	\$ 203,784
Goodwill and intangible assets	5,744	5,683	3,025	—	14,452
Other assets	4,114	30,149	9,002	7,840	51,105
Investments on account of segregated fund policyholders	97,769	116,568	131,284	—	345,621
<b>Total</b>	<b>\$ 197,244</b>	<b>\$ 208,125</b>	<b>\$ 191,878</b>	<b>\$ 17,715</b>	<b>\$ 614,962</b>
<b>Liabilities</b>					
Insurance and investment contract liabilities	\$ 81,701	\$ 75,438	\$ 46,095	\$ 14,158	\$ 217,392
Other liabilities	8,205	8,368	4,153	991	21,717
Investment and insurance contracts on account of segregated fund policyholders	97,769	116,568	131,284	—	345,621
<b>Total</b>	<b>\$ 187,675</b>	<b>\$ 200,374</b>	<b>\$ 181,532</b>	<b>\$ 15,149</b>	<b>\$ 584,730</b>

15. Segmented Information (cont'd)

	December 31, 2020				
	Canada	United States	Europe	Capital and Risk Solutions	Total
<b>Assets</b>					
Invested assets	\$ 87,732	\$ 54,522	\$ 50,793	\$ 5,951	\$ 198,998
Goodwill and intangible assets	5,625	5,729	3,037	—	14,391
Other assets	3,661	30,347	10,151	8,910	53,069
Investments on account of segregated fund policyholders	90,680	117,982	125,370	—	334,032
<b>Total</b>	<b>\$ 187,698</b>	<b>\$ 208,580</b>	<b>\$ 189,351</b>	<b>\$ 14,861</b>	<b>\$ 600,490</b>
<b>Liabilities</b>					
Insurance and investment contract liabilities	\$ 81,556	\$ 76,793	\$ 48,243	\$ 11,455	\$ 218,047
Other liabilities	7,731	8,004	4,767	894	21,396
Investment and insurance contracts on account of segregated fund policyholders	90,680	117,982	125,370	—	334,032
<b>Total</b>	<b>\$ 179,967</b>	<b>\$ 202,779</b>	<b>\$ 178,380</b>	<b>\$ 12,349</b>	<b>\$ 573,475</b>

The assets by source currency for Capital and Risk Solutions:

	September 30 2021	December 31 2020
<b>Assets</b>		
United States	\$ 6,041	\$ 6,667
United Kingdom	6,778	7,572
Japan	4,337	—
Other	559	622
<b>Total assets</b>	<b>\$ 17,715</b>	<b>\$ 14,861</b>

# IGM Financial Inc.

PART C

## Management's Discussion and Analysis

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## Financial Statements and Notes

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Please note that the bottom of each page in Part C contains two different page numbers. A page number with the prefix "C" refers to the number of such page in this document and the page number without any prefix refers to the number of such page in the original document issued by IGM Financial Inc.

The attached documents concerning IGM Financial Inc. are documents prepared and publicly disclosed by such subsidiary. Certain statements in the attached documents, other than statements of historical fact, are forward-looking statements based on certain assumptions and reflect the current expectations of the subsidiary as set forth therein. Forward-looking statements are provided for the purposes of assisting the reader in understanding the subsidiary's financial performance, financial position and cash flows as at and for the periods ended on certain dates and to present information about the subsidiary's management's current expectations and plans relating to the future and the reader is cautioned that such statements may not be appropriate for other purposes.

By its nature, forward-looking information is subject to inherent risks and uncertainties that may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, that assumptions may not be correct and that objectives, strategic goals and priorities will not be achieved.

For further information provided by the subsidiary as to the material factors that could cause actual results to differ materially from the content of forward-looking statements, the material factors and assumptions that were applied in making the forward-looking statements, and the subsidiary's policy for updating the content of forward-looking statements, please see the attached documents, including the section entitled Forward-Looking Statements. The reader is cautioned to consider these factors and assumptions carefully and not to put undue reliance on forward-looking statements.

# Management's Discussion and Analysis

The Management's Discussion and Analysis (MD&A) presents management's view of the results of operations and financial condition of IGM Financial Inc. (IGM Financial or the Company) as at and for the three and nine months ended September 30, 2021 and should be read in conjunction with the unaudited Interim Condensed Consolidated Financial Statements (Interim Financial Statements) as well as the 2020 IGM Financial Inc. Annual Report and the 2021 IGM Financial Inc. First and Second Quarter Reports to Shareholders filed on [www.sedar.com](http://www.sedar.com). Commentary in the MD&A as at and for the three and nine months ended September 30, 2021 is as of November 4, 2021.

## Basis of Presentation and Summary of Accounting Policies

The Interim Financial Statements of IGM Financial, which are the basis of the information presented in the Company's MD&A, have been prepared in accordance with International Accounting Standard 34, *Interim Financial Reporting* (IFRS) and are presented in Canadian dollars (Note 2 of the Interim Financial Statements).

### Forward-looking Statements

Certain statements in this report, other than statements of historical fact, are forward-looking statements based on certain assumptions and reflect IGM Financial's current expectations. Forward-looking statements are provided to assist the reader in understanding the Company's financial position and results of operations as at and for the periods ended on certain dates and to present information about management's current expectations and plans relating to the future. Readers are cautioned that such statements may not be appropriate for other purposes. These statements may include, without limitation, statements regarding the operations, business, financial condition, expected financial results, performance, prospects, opportunities, priorities, targets, goals, ongoing objectives, strategies and outlook of the Company, as well as the outlook for North American and international economies, for the current fiscal year and subsequent periods. Forward-looking statements include statements that are predictive in nature, depend upon or refer to future events or conditions, or include words such as "expects", "anticipates", "plans", "believes", "estimates", "seeks", "intends", "targets", "projects", "forecasts" or negative versions thereof and other similar expressions, or future or conditional verbs such as "may", "will", "should", "would" and "could".

This information is based upon certain material factors or assumptions that were applied in drawing a conclusion or making a forecast or projection as reflected in the forward-looking statements, including the perception of historical trends, current conditions and expected future developments, as well as other factors that are believed to be appropriate in the circumstances. While the Company considers these assumptions to be reasonable based on information currently available to management, they may prove to be incorrect.

By its nature, this information is subject to inherent risks and uncertainties that may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, that assumptions may not be correct and that objectives, strategic goals and priorities will not be achieved.

A variety of material factors, many of which are beyond the Company's and its subsidiaries' control, affect the operations, performance and results of the Company,

and its subsidiaries, and their businesses, and could cause actual results to differ materially from current expectations of estimated or anticipated events or results. These factors include, but are not limited to: the impact or unanticipated impact of general economic, political and market factors in North America and internationally, interest and foreign exchange rates, global equity and capital markets, management of market liquidity and funding risks, changes in accounting policies and methods used to report financial condition (including uncertainties associated with critical accounting assumptions and estimates), the effect of applying future accounting changes, operational and reputational risks, business competition, technological change, changes in government regulations and legislation, changes in tax laws, unexpected judicial or regulatory proceedings, catastrophic events, outbreaks of disease or pandemics (such as COVID-19), the Company's ability to complete strategic transactions, integrate acquisitions and implement other growth strategies, and the Company's and its subsidiaries' success in anticipating and managing the foregoing factors.

The reader is cautioned that the foregoing list is not exhaustive of the factors that may affect any of the Company's forward-looking statements. The reader is also cautioned to consider these and other factors, uncertainties and potential events carefully and not place undue reliance on forward-looking statements.

Other than as specifically required by applicable Canadian law, the Company undertakes no obligation to update any forward-looking statements to reflect events or circumstances after the date on which such statements are made, or to reflect the occurrence of unanticipated events, whether as a result of new information, future events or results, or otherwise.

Additional information about the risks and uncertainties of the Company's business and material factors or assumptions on which information contained in forward-looking statements is based is provided in its disclosure materials, including this Management's Discussion and Analysis and its most recent Annual Information Form, filed with the securities regulatory authorities in Canada, available at [www.sedar.com](http://www.sedar.com).

### Non-IFRS Financial Measures and Additional IFRS Measures

Net earnings available to common shareholders, which is an additional measure in accordance with IFRS, may be subdivided into two components consisting of:

- Adjusted net earnings available to common shareholders; and
- Other items, which include the after-tax impact of any item that management considers to be of a non-recurring nature or that could make the period-over-period comparison of results from operations less meaningful.

"Adjusted net earnings available to common shareholders", "adjusted diluted earnings per share" (EPS) and "adjusted return on average common equity" (ROE) are non-IFRS financial measures which are used to provide management and investors with additional measures to assess earnings performance. These non-IFRS financial measures do not have standard meanings prescribed by IFRS and may not be directly comparable to similar measures used by other companies.

"Earnings before interest and taxes" (EBIT), "adjusted earnings before interest and taxes" (Adjusted EBIT), "earnings before interest, taxes, depreciation and amortization before sales commissions" (EBITDA before sales commissions), and "earnings before interest, taxes, depreciation and amortization after sales commissions" (EBITDA after sales commissions) are also non-IFRS financial measures. EBIT, Adjusted EBIT, EBITDA before

sales commissions and EBITDA after sales commissions are alternative measures of performance utilized by management, investors and investment analysts to evaluate and analyze the Company's results. EBITDA before sales commissions excludes all sales commissions. EBITDA after sales commissions includes all sales commissions and highlights aggregate cash flows. Other items of a non-recurring nature, or that could make the period-over-period comparison of results from operations less meaningful, are further excluded to arrive at EBITDA before sales commissions and EBITDA after sales commissions. These non-IFRS financial measures do not have standard meanings prescribed by IFRS and may not be directly comparable to similar measures used by other companies.

"Earnings before income taxes" and "net earnings available to common shareholders" are additional IFRS measures which are used to provide management and investors with additional measures to assess earnings performance. These measures are considered additional IFRS measures as they are in addition to the minimum line items required by IFRS and are relevant to an understanding of the entity's financial performance.

Refer to the appropriate reconciliations of non-IFRS financial measures to reported results in accordance with IFRS in Tables 1 to 4.

## Summary of Consolidated Operating Results

IGM Financial Inc. (TSX:IGM) is a leading wealth and asset management company supporting financial advisors and the clients they serve in Canada, and institutional investors throughout North America, Europe and Asia. The Company operates through a number of operating subsidiaries and also holds a number of strategic investments that provide benefits to these subsidiaries while furthering the Company's growth prospects. The Company's principle operating subsidiaries are wealth manager IG Wealth Management (IG) and asset manager Mackenzie Investments (Mackenzie). The Company also operates through wealth manager Investment Planning Counsel (IPC) and has strategic investments in Great-West Lifeco Inc. (Lifeco), China Asset Management Co., Ltd. (China AMC), Northleaf Capital Group Ltd. (Northleaf), and Wealthsimple Financial Corp. (Wealthsimple) as described more fully later in this MD&A.

In the third quarter of 2020, the Company realigned its financial reporting and related disclosures to reflect its current reportable segments of Wealth Management, Asset Management and Strategic Investments and Other. In the first quarter of 2021, the Company further expanded its reportable segment disclosures to report to Net Earnings. These segments are described later in this MD&A.

IGM Financial's assets under management and advisement were \$265.2 billion as at September 30, 2021, the highest quarter-end level in the history of the Company, compared with \$196.4 billion at September 30, 2020 and \$240.0 billion at December 31, 2020, as detailed in Tables 6 and 7. Average total assets under management and advisement for the third quarter of 2021 were \$267.4 billion compared to \$194.9 billion in the third quarter of 2020. Average total assets under management and advisement for the nine months ended September 30, 2021 were \$255.6 billion compared to \$187.6 billion for the nine months ended September 30, 2020.

Total assets under management were \$236.2 billion at September 30, 2021, also the highest quarter-end level, compared with \$172.6 billion at September 30, 2020 and \$214.0 billion at December 31, 2020. Average total assets under management for the third quarter of 2021 were \$238.3 billion compared to \$171.4 billion in the third quarter of 2020. Average total assets under management for the nine months ended September 30, 2021 were \$227.9 billion compared to \$164.7 billion for the comparative period in 2020.

Net earnings available to common shareholders for the three months ended September 30, 2021 were at an all-time record high of \$270.8 million or \$1.13 per share compared with net earnings available to common shareholders of \$190.9 million or \$0.80 per share for the comparative period in 2020, representing

an increase of 41.3% in earnings per share. Net earnings available to common shareholders for the nine months ended September 30, 2021 were \$710.4 million or \$2.97 per share compared to net earnings available to common shareholders of \$535.3 million or \$2.25 per share for the comparative period in 2020, representing an increase of 32.0% in earnings per share.

Net earnings per share in the third quarter of 2021 represented an increase of 25.6% over adjusted net earnings per share in the third quarter of 2020 and an increase of 26.9% for the nine month period. In 2020, adjusted net earnings available to common shareholders, excluding other items outlined below, were \$214.2 million or \$0.90 per share for the third quarter and were \$558.6 million or \$2.34 per share for the nine month period.

Other items for the three and nine months ended September 30, 2020 consisted of:

- A gain on the sale of the investment in Personal Capital Corporation of \$31.4 million after-tax (\$37.2 million pre-tax).
- Restructuring and other charges of \$54.7 million after-tax (\$74.5 million pre-tax) resulting from our ongoing multi-year transformation initiatives and efforts to enhance our operational effectiveness and also from the acquisition of GLC Asset Management Group Ltd. (GLC) and other changes to our investment management teams. This included activities to improve efficiency and capabilities by leveraging the scale and expertise of scaled providers through outsourcing partnerships, as well as process automation initiatives relating to key internal processes. During the quarter, the Company also incurred severance and other charges relating to the acquisition of GLC as well as other personnel changes.

Shareholders' equity was \$6.3 billion as at September 30, 2021 compared to \$5.0 billion at December 31, 2020. Return on average common equity based on adjusted net earnings for the nine months ended September 30, 2021 was 16.3% compared with 15.9% for the comparative period in 2020. Excluding the impact of fair value through other comprehensive income investments net of tax, return on average common equity at September 30, 2021 is 18.9%. The quarterly dividend per common share declared in the third quarter of 2021 was 56.25 cents, unchanged from the second quarter of 2021.

### COVID-19

Governments worldwide have enacted emergency measures to combat the spread of a novel strain of coronavirus (COVID-19). These measures, which include the implementation of travel bans, closing of non-essential businesses, self-imposed quarantine periods and social distancing, have caused significant volatility in global equity markets and material disruption to global

businesses. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions.

The distribution of vaccines has resulted in the easing of restrictions in many economies and has contributed to strong gains in certain economic sectors during 2021. However, there is uncertainty regarding the effectiveness of vaccines against new variants of the virus, and this contributes towards uncertainty of the timing of a full economic recovery. As a result, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operating subsidiaries in future periods.

COVID-19 has the current and ongoing potential to expose the Company to a number of risks inherent in our business activities. These include: liquidity risk; credit risk; business risk and risks related to assets under management and advisement; operational

risk; governance, oversight and strategic risk; regulatory developments; and people risk. These risks are discussed in further detail in the Risk Management section of this MD&A.

## MARKET OVERVIEW

Returns in financial markets have remained strong in 2021 with a continued upward trend since the first quarter of 2020:

- The S&P TSX Composite index increased by 7.3% in the first quarter and 7.8% in the second quarter and decreased by 0.5% in the third quarter of 2021.
- U.S. equity markets, as measured by the S&P 500 index, increased by 5.8% in the first quarter, 8.2% in the second quarter and 0.2% in the third quarter of 2021.
- The FTSE TMX Canada Universe Bond Index decreased by 5.7% in the first quarter of 2021, increased by 1.0% in the second quarter and decreased by 1.1% in the third quarter.

TABLE 1: RECONCILIATION OF NON-IFRS FINANCIAL MEASURES

(\$ millions)	THREE MONTHS ENDED			NINE MONTHS ENDED	
	2021 SEP. 30	2021 JUN. 30	2020 SEP. 30	2021 SEP. 30	2020 SEP. 30
<b>Adjusted net earnings available to common shareholders – Non-IFRS measure</b>	<b>\$ 270.8</b>	<b>\$ 237.4</b>	<b>\$ 214.2</b>	<b>\$ 710.4</b>	<b>\$ 558.6</b>
Gain on sale of Personal Capital, net of tax	–	–	31.4	–	31.4
Restructuring and other, net of tax	–	–	(54.7)	–	(54.7)
<b>Net earnings available to common shareholders – IFRS</b>	<b>\$ 270.8</b>	<b>\$ 237.4</b>	<b>\$ 190.9</b>	<b>\$ 710.4</b>	<b>\$ 535.3</b>
<b>Adjusted net earnings per share<sup>(1)</sup> available to common shareholders – Non-IFRS measure</b>	<b>\$ 1.13</b>	<b>\$ 0.99</b>	<b>\$ 0.90</b>	<b>\$ 2.97</b>	<b>\$ 2.34</b>
Gain on sale of Personal Capital, net of tax	–	–	0.13	–	0.13
Restructuring and other, net of tax	–	–	(0.23)	–	(0.22)
<b>Net earnings per share<sup>(1)</sup> available to common shareholders – IFRS</b>	<b>\$ 1.13</b>	<b>\$ 0.99</b>	<b>\$ 0.80</b>	<b>\$ 2.97</b>	<b>\$ 2.25</b>
<b>EBITDA before sales commissions – Non-IFRS measure</b>	<b>\$ 422.3</b>	<b>\$ 379.7</b>	<b>\$ 336.3</b>	<b>\$ 1,135.2</b>	<b>\$ 900.0</b>
Sales-based commissions paid	(37.8)	(42.7)	(30.0)	(127.6)	(98.2)
<b>EBITDA after sales commissions – Non-IFRS measure</b>	<b>384.5</b>	<b>337.0</b>	<b>306.3</b>	<b>1,007.6</b>	<b>801.8</b>
Sales-based commissions paid subject to amortization	33.8	37.7	25.1	111.7	81.5
Amortization of capitalized sales commissions	(14.8)	(13.6)	(9.5)	(40.5)	(25.8)
Amortization of capital, intangible and other assets	(24.9)	(25.5)	(21.5)	(74.4)	(62.0)
<b>Adjusted earnings before interest and income taxes – Non-IFRS measure</b>	<b>378.6</b>	<b>335.6</b>	<b>300.4</b>	<b>1,004.4</b>	<b>795.5</b>
Interest expense <sup>(2)</sup>	28.7	28.5	27.9	85.3	82.7
<b>Adjusted earnings before income taxes – Non-IFRS measure</b>	<b>349.9</b>	<b>307.1</b>	<b>272.5</b>	<b>919.1</b>	<b>712.8</b>
Income taxes	78.4	69.3	58.3	207.4	154.2
<b>Adjusted net earnings – Non-IFRS measure</b>	<b>271.5</b>	<b>237.8</b>	<b>214.2</b>	<b>711.7</b>	<b>558.6</b>
Gain on sale of Personal Capital, net of tax	–	–	31.4	–	31.4
Restructuring and other, net of tax	–	–	(54.7)	–	(54.7)
<b>Net earnings – IFRS</b>	<b>\$ 271.5</b>	<b>\$ 237.8</b>	<b>\$ 190.9</b>	<b>\$ 711.7</b>	<b>\$ 535.3</b>

(1) Diluted earnings per share.

(2) Interest expense includes interest on long-term debt and interest on leases.

- Our clients experienced an average investment return in the first quarter of 2.7%, 4.5% in the second quarter and 0.5% in the third quarter of 2021.

IGM Financial's assets under management and advisement increased by 10.5% from \$240.0 billion at December 31, 2020 to \$265.2 billion at September 30, 2021, and increased by 35.0% from \$196.4 billion at September 30, 2020. The increase included \$30.3 billion in net business acquisitions in the fourth quarter of GLC Asset Management Group Ltd. (GLC) and Greenchip Financial Corp. (Greenchip).

## REPORTING CHANGES

Effective January 1, 2021, the Company expanded its reportable segment disclosures to report to Net earnings, whereas previously it reported to Earnings before interest and taxes. These changes further build on the disclosure enhancements announced by the Company in the third quarter of 2020, which were introduced to improve transparency into key drivers of each business line and help stakeholders understand and assess components of value. The Company's reportable segments are Wealth Management, Asset Management and Strategic Investments & Other.

Prior period comparative information has been restated to reflect these changes.

These changes have no impact on the reported earnings of the Company.

These changes are intended to:

- Better reflect the business performance of underlying segments
- Reflect the capacity for financial leverage within the segments
- Encourage sum-of-parts approach to value assessment

To calculate segment Net earnings, debt and interest is allocated to each segment based on management's assessment of: i) capacity to service the debt, and ii) where the debt is being serviced. Income tax expense is calculated based on revenue and expenses included in each segment.

## REPORTABLE SEGMENTS

The segments as described below reflect the Company's internal financial reporting and performance measurement (Tables 2 and 3):

- **Wealth Management** – reflects the activities of operating companies that are principally focused on providing financial planning and related services to Canadian households. This segment includes the activities of IG Wealth Management and Investment Planning Counsel. These firms are retail distribution organizations who serve Canadian households through their securities dealers, mutual fund dealers and

other subsidiaries licensed to distribute financial products and services. A majority of the revenues of this segment are derived from providing financial advice and distributing financial products and services to Canadian households. This segment also includes the investment management activities of these organizations, including mutual fund management and discretionary portfolio management services.

- **Asset Management** – reflects the activities of operating companies primarily focused on providing investment management services, and represents the operations of Mackenzie Investments. Investment management services are provided to a suite of investment funds that are distributed through third party dealers and financial advisors, and through institutional advisory mandates to financial institutions, pensions and other institutional investors.
- **Strategic Investments and Other** – primarily represents the key strategic investments made by the Company, including China Asset Management Co., Ltd., Great-West Lifeco Inc., Northleaf Capital Group Ltd., Wealthsimple Financial Corp., and Portag3 Ventures LPs, as well as unallocated capital. Investments are classified in this segment (as opposed to the Wealth Management or Asset Management segment) when warranted due to different market segments, growth profiles or other unique characteristics.

### Assets under Management and Advisement (AUM&A)

represents the consolidated AUM and AUA of IGM Financial. In the Wealth Management segment, AUM is a component part of AUA. All instances where the asset management segment is providing investment management services or distributing its products through the Wealth Management segment are eliminated in our reporting such that there is no double-counting of the same client savings held at IGM operating companies.

**Assets under Advisement (AUA)** are the key driver of the Wealth Management segment. AUA are savings and investment products held within client accounts of our Wealth Management segment operating companies.

**Assets under Management (AUM)** are the key driver of the Asset Management segment. AUM are a secondary driver of revenues and expenses within the Wealth Management segment in relation to its investment management activities. AUM are client assets where we provide investment management services, and include investment funds where we are the fund manager, investment advisory mandates to institutions, and other client accounts where we have discretionary portfolio management responsibilities.

## FINANCIAL PRESENTATION

The financial presentation includes revenues and expenses to align with the key drivers of business activity and to reflect our

emphasis on business growth and operational efficiency. The categories are as follows:

- **Wealth management revenue** – revenues earned by the Wealth Management segment for providing financial planning, investment advisory and related financial services. Revenues include financial advisory fees, investment management and related administration fees, distribution revenue associated with insurance and banking products and services, and net investment income and other revenue relating to mortgage lending activities.
- **Asset management revenue** – revenues earned by the Asset Management segment related to investment management advisory and administrative services.
- **Dealer compensation** – asset-based and sales-based compensation paid to dealers by the Asset Management segment.
- **Advisory and business development expenses** – expenses incurred on activities directly associated with providing financial planning services to clients of the Wealth Management segment. Expenses include compensation,

TABLE 2: CONSOLIDATED OPERATING RESULTS BY SEGMENT – Q3 2021 VS. Q3 2020

THREE MONTHS ENDED (\$ millions)	WEALTH MANAGEMENT		ASSET MANAGEMENT		STRATEGIC INVESTMENTS & OTHER		INTERSEGMENT ELIMINATIONS		TOTAL	
	2021 SEP. 30	2020 SEP. 30	2021 SEP. 30	2020 SEP. 30	2021 SEP. 30	2020 SEP. 30	2021 SEP. 30	2020 SEP. 30	2021 SEP. 30	2020 SEP. 30
<b>Revenues</b>										
Wealth management	\$ 660.0	\$ 575.7	\$ –	\$ –	\$ –	\$ –	\$ (5.0)	\$ (4.1)	\$ 655.0	\$ 571.6
Asset management	–	–	293.1	233.1	–	–	(29.7)	(25.7)	263.4	207.4
Dealer compensation expense	–	–	(90.9)	(75.5)	–	–	5.0	4.2	(85.9)	(71.3)
Net asset management	–	–	202.2	157.6	–	–	(24.7)	(21.5)	177.5	136.1
Net investment income and other	(0.2)	0.7	2.2	1.1	0.6	0.6	(0.1)	(0.2)	2.5	2.2
Proportionate share of associates' earnings	–	–	–	–	55.9	43.5	–	–	55.9	43.5
	<b>659.8</b>	<b>576.4</b>	<b>204.4</b>	<b>158.7</b>	<b>56.5</b>	<b>44.1</b>	<b>(29.8)</b>	<b>(25.8)</b>	<b>890.9</b>	<b>753.4</b>
<b>Expenses</b>										
Advisory and business development	274.8	236.5	19.2	16.0	–	–	–	0.1	294.0	252.6
Operations and support	113.2	111.2	83.3	69.7	1.2	1.2	(0.1)	(0.2)	197.6	181.9
Sub-advisory	48.7	41.7	1.7	2.5	–	–	(29.7)	(25.7)	20.7	18.5
	<b>436.7</b>	<b>389.4</b>	<b>104.2</b>	<b>88.2</b>	<b>1.2</b>	<b>1.2</b>	<b>(29.8)</b>	<b>(25.8)</b>	<b>512.3</b>	<b>453.0</b>
<b>Adjusted earnings before interest and taxes</b>										
	223.1	187.0	100.2	70.5	55.3	42.9	–	–	378.6	300.4
Interest expense <sup>(1)</sup>	22.8	22.7	5.9	5.2	–	–	–	–	28.7	27.9
<b>Adjusted earnings before income taxes</b>										
	200.3	164.3	94.3	65.3	55.3	42.9	–	–	349.9	272.5
Income taxes	53.5	43.3	23.3	17.0	1.6	(2.0)	–	–	78.4	58.3
<b>Adjusted net earnings</b>										
	146.8	121.0	71.0	48.3	53.7	44.9	–	–	271.5	214.2
Non-controlling interest	–	–	–	–	0.7	–	–	–	0.7	–
<b>Adjusted net earnings available to common shareholders<sup>(2)</sup></b>										
	\$ 146.8	\$ 121.0	\$ 71.0	\$ 48.3	\$ 53.0	\$ 44.9	\$ –	\$ –	270.8	214.2
<b>Other items, net of tax</b>										
Gain on sale of Personal Capital									–	31.4
Restructuring and other									–	(54.7)
<b>Net earnings available to common shareholders</b>									<b>\$ 270.8</b>	<b>\$ 190.9</b>

(1) Interest expense includes interest on long-term debt and interest on leases.

(2) Refer to Non-IFRS Financial Measures and Additional IFRS Measures in this MD&A for an explanation of the Company's use of non-IFRS financial measures.

TABLE 3: CONSOLIDATED OPERATING RESULTS BY SEGMENT – NINE MONTHS ENDED

NINE MONTHS ENDED (\$ millions)	WEALTH MANAGEMENT		ASSET MANAGEMENT		STRATEGIC INVESTMENTS & OTHER		INTERSEGMENT ELIMINATIONS		TOTAL	
	2021 SEP. 30	2020 SEP. 30	2021 SEP. 30	2020 SEP. 30	2021 SEP. 30	2020 SEP. 30	2021 SEP. 30	2020 SEP. 30	2021 SEP. 30	2020 SEP. 30
<b>Revenues</b>										
Wealth management	\$ 1,900.4	\$ 1,677.5	\$ –	\$ –	\$ –	\$ –	\$ (14.3)	\$ (12.1)	\$ 1,886.1	\$ 1,665.4
Asset management	–	–	829.3	671.4	–	–	(84.6)	(74.8)	744.7	596.6
Dealer compensation expense	–	–	(263.6)	(220.9)	–	–	14.3	12.1	(249.3)	(208.8)
Net asset management	–	–	565.7	450.5	–	–	(70.3)	(62.7)	495.4	387.8
Net investment income and other	2.2	1.3	4.5	1.9	1.6	4.9	(0.2)	(0.3)	8.1	7.8
Proportionate share of associates' earnings	–	–	–	–	145.7	106.9	–	–	145.7	106.9
	<b>1,902.6</b>	<b>1,678.8</b>	<b>570.2</b>	<b>452.4</b>	<b>147.3</b>	<b>111.8</b>	<b>(84.8)</b>	<b>(75.1)</b>	<b>2,535.3</b>	<b>2,167.9</b>
<b>Expenses</b>										
Advisory and business development	804.5	705.2	64.6	51.9	–	–	–	–	869.1	757.1
Operations and support	350.2	340.4	247.3	219.1	3.6	3.2	(0.2)	(0.3)	600.9	562.4
Sub-advisory	140.2	120.5	5.3	7.2	–	–	(84.6)	(74.8)	60.9	52.9
	<b>1,294.9</b>	<b>1,166.1</b>	<b>317.2</b>	<b>278.2</b>	<b>3.6</b>	<b>3.2</b>	<b>(84.8)</b>	<b>(75.1)</b>	<b>1,530.9</b>	<b>1,372.4</b>
<b>Adjusted earnings before interest and taxes</b>										
	607.7	512.7	253.0	174.2	143.7	108.6	–	–	1,004.4	795.5
Interest expense <sup>(1)</sup>	67.6	67.2	17.7	15.5	–	–	–	–	85.3	82.7
<b>Adjusted earnings before income taxes</b>										
	540.1	445.5	235.3	158.7	143.7	108.6	–	–	919.1	712.8
Income taxes	144.2	118.4	59.8	41.5	3.4	(5.7)	–	–	207.4	154.2
<b>Adjusted net earnings</b>										
	395.9	327.1	175.5	117.2	140.3	114.3	–	–	711.7	558.6
Non-controlling interest	–	–	–	–	1.3	–	–	–	1.3	–
<b>Adjusted net earnings available to common shareholders<sup>(2)</sup></b>										
	\$ 395.9	\$ 327.1	\$ 175.5	\$ 117.2	\$ 139.0	\$ 114.3	\$ –	\$ –	\$ 710.4	\$ 558.6
<b>Other items, net of tax</b>										
Gain on sale of Personal Capital									–	31.4
Restructuring and other									–	(54.7)
<b>Net earnings available to common shareholders</b>									<b>\$ 710.4</b>	<b>\$ 535.3</b>

(1) Interest expense includes interest on long-term debt and interest on leases.

(2) Refer to Non-IFRS Financial Measures and Additional IFRS Measures in this MD&A for an explanation of the Company's use of non-IFRS financial measures.

recognition and other support provided to our financial advisors, field management, product & planning specialists; expenses associated with facilities, technology and training relating to our financial advisors and specialists; other business development activities including direct marketing and advertising; and wholesale distribution activities performed by the Asset Management segment. A significant component of these expenses vary directly with levels of assets under management or advisement, business development measures including sales and client acquisition, and the number of advisor and client relationships.

- **Operations and support expenses** – expenses associated with business operations, including technology and business processes; in-house investment management and product shelf management; corporate management and support functions. These expenses primarily reflect compensation and technology and other service provider expenses.
- **Sub-advisory expenses** – reflects fees relating to investment management services provided by third party or related party investment management organizations. These fees typically are variable with the level of assets under management.

TABLE 4: CONSOLIDATED OPERATING RESULTS BY SEGMENT – Q3 2021 VS. Q2 2021

THREE MONTHS ENDED (\$ millions)	WEALTH MANAGEMENT		ASSET MANAGEMENT		STRATEGIC INVESTMENTS & OTHER		INTERSEGMENT ELIMINATIONS		TOTAL	
	2021 SEP. 30	2021 JUN. 30	2021 SEP. 30	2021 JUN. 30	2021 SEP. 30	2021 JUN. 30	2021 SEP. 30	2021 JUN. 30	2021 SEP. 30	2021 JUN. 30
<b>Revenues</b>										
Wealth management	\$ 660.0	\$ 632.4	\$ –	\$ –	\$ –	\$ –	\$ (5.0)	\$ (4.8)	\$ 655.0	\$ 627.6
Asset management	–	–	293.1	276.3	–	–	(29.7)	(28.0)	263.4	248.3
Dealer compensation expense	–	–	(90.9)	(87.4)	–	–	5.0	4.7	(85.9)	(82.7)
Net asset management	–	–	202.2	188.9	–	–	(24.7)	(23.3)	177.5	165.6
Net investment income and other	(0.2)	0.6	2.2	1.1	0.6	0.8	(0.1)	–	2.5	2.5
Proportionate share of associates' earnings	–	–	–	–	55.9	48.2	–	–	55.9	48.2
	<b>659.8</b>	<b>633.0</b>	<b>204.4</b>	<b>190.0</b>	<b>56.5</b>	<b>49.0</b>	<b>(29.8)</b>	<b>(28.1)</b>	<b>890.9</b>	<b>843.9</b>
<b>Expenses</b>										
Advisory and business development	274.8	266.0	19.2	25.1	–	–	–	–	294.0	291.1
Operations and support	113.2	115.0	83.3	80.5	1.2	1.3	(0.1)	–	197.6	196.8
Sub-advisory	48.7	46.5	1.7	1.9	–	–	(29.7)	(28.0)	20.7	20.4
	<b>436.7</b>	<b>427.5</b>	<b>104.2</b>	<b>107.5</b>	<b>1.2</b>	<b>1.3</b>	<b>(29.8)</b>	<b>(28.0)</b>	<b>512.3</b>	<b>508.3</b>
<b>Adjusted earnings before interest and taxes</b>	<b>223.1</b>	<b>205.5</b>	<b>100.2</b>	<b>82.5</b>	<b>55.3</b>	<b>47.7</b>	<b>–</b>	<b>(0.1)</b>	<b>378.6</b>	<b>335.6</b>
Interest expense <sup>(1)</sup>	22.8	22.5	5.9	6.0	–	–	–	–	28.7	28.5
Adjusted earnings before income taxes	200.3	183.0	94.3	76.5	55.3	47.7	–	(0.1)	349.9	307.1
Income taxes	53.5	48.7	23.3	20.0	1.6	0.7	–	(0.1)	78.4	69.3
<b>Adjusted net earnings</b>	<b>146.8</b>	<b>134.3</b>	<b>71.0</b>	<b>56.5</b>	<b>53.7</b>	<b>47.0</b>	<b>–</b>	<b>–</b>	<b>271.5</b>	<b>237.8</b>
Non-controlling interest	–	–	–	–	0.7	0.4	–	–	0.7	0.4
<b>Adjusted net earnings available to common shareholders<sup>(2)</sup></b>	<b>\$ 146.8</b>	<b>\$ 134.3</b>	<b>\$ 71.0</b>	<b>\$ 56.5</b>	<b>\$ 53.0</b>	<b>\$ 46.6</b>	<b>\$ –</b>	<b>\$ –</b>	<b>270.8</b>	<b>237.4</b>
<b>Other items, net of tax</b>									–	–
<b>Net earnings available to common shareholders</b>									<b>\$ 270.8</b>	<b>\$ 237.4</b>

(1) Interest expense includes interest on long-term debt and interest on leases.

(2) Refer to Non-IFRS Financial Measures and Additional IFRS Measures in this MD&A for an explanation of the Company's use of non-IFRS financial measures.

These fees include investment advisory services performed for the Wealth Management segment by the Asset Management segment.

Interest expense represents interest expense on long-term debt and leases. Interest expense is allocated to each segment based on management's assessment of: i) capacity to service the debt, and ii) where the debt is being serviced.

Income taxes are reported in each segment. IGM Financial consolidated changes in the effective tax rates are detailed in Table 5.

Tax planning may result in the Company recording lower levels of income taxes. Management monitors the status of its

income tax filings and regularly assesses the overall adequacy of its provision for income taxes and, as a result, income taxes recorded in prior years may be adjusted in the current year. The effect of changes in management's best estimates reported in adjusted net earnings is reflected in Other, which also includes, but is not limited to, the effect of lower effective income tax rates on foreign operations.

Other items, as reflected in Tables 2, 3 and 4, include the after-tax impact of any item that management considers to be of a non-recurring nature or that could make the period-over-period comparison of results from operations less meaningful and are not allocated to segments. The three and nine months ended September 30, 2020 included the following Other items:

TABLE 5: EFFECTIVE INCOME TAX RATE

	THREE MONTHS ENDED			NINE MONTHS ENDED	
	2021 SEP. 30	2021 JUN. 30	2020 SEP. 30	2021 SEP. 30	2020 SEP. 30
<b>Income taxes at Canadian federal and provincial statutory rates</b>	<b>26.65 %</b>	26.61 %	26.82 %	<b>26.63 %</b>	26.72 %
Effect of:					
Proportionate share of associates' earnings	<b>(3.78)</b>	(3.69)	(4.50)	<b>(3.74)</b>	(3.89)
Tax loss consolidation <sup>(1)</sup>	–	–	(1.20)	–	(1.23)
Other	<b>(0.47)</b>	(0.34)	(0.12)	<b>(0.32)</b>	(0.09)
<b>Effective income tax rate – adjusted net earnings</b>	<b>22.40</b>	22.58	21.00	<b>22.57</b>	21.51
Disposition of assets net of acquisition costs	–	–	(2.14)	–	(0.74)
<b>Effective income tax rate – net earnings</b>	<b>22.40 %</b>	22.58 %	18.86 %	<b>22.57 %</b>	20.77 %

(1) See Note 26 – Related Party Transactions of the Consolidated Financial Statements included in the 2020 IGM Financial Inc. Annual Report (Annual Financial Statements). The benefits from the tax loss consolidation arrangements ended at December 31, 2020.

- Gain on sale of Personal Capital – \$37.2 million (\$31.4 million after-tax) resulting from the sale of the Company's investment in Personal Capital in the third quarter.
- Restructuring and other – \$74.5 million (\$54.7 million after-tax) resulting from our ongoing multi-year transformation initiatives and efforts to enhance our operational effectiveness and also from the acquisition of GLC and other changes to our investment management teams. This included activities to improve efficiency and capabilities by leveraging the scale and expertise of scaled providers through outsourcing partnerships, as well as process automation initiatives relating to key internal processes. During the quarter, the Company also incurred severance and other charges relating to the acquisition of GLC as well as other personnel changes.

## SUMMARY OF CHANGES IN TOTAL ASSETS UNDER MANAGEMENT AND ADVISEMENT

Assets under management and advisement were \$265.2 billion at September 30, 2021 compared to \$196.4 billion at September 30, 2020, an increase of 35.0%. Total assets under management were \$236.2 billion at September 30,

2021 compared to \$172.6 billion at September 30, 2020, an increase of 36.8%. Changes in assets under management and advisement are detailed in Table 6. The increase in assets under management and advisement included \$30.3 billion in net business acquisitions from the fourth quarter of 2020 of GLC Asset Management Group Ltd. (GLC) and Greenchip Financial Corp. (Greenchip).

Changes in assets under management for the Wealth Management and Asset Management segments are discussed further in each of their respective Review of the Business sections in the MD&A.

## SUMMARY OF QUARTERLY RESULTS

The Summary of Quarterly Results in Table 7 includes the eight most recent quarters and the reconciliation of non-IFRS financial measures to net earnings in accordance with IFRS.

Changes in average daily investment fund assets under management over the eight most recent quarters, as shown in Table 7, largely reflect the impact of changes in domestic and foreign markets and net sales of the Company.

TABLE 6: ASSETS UNDER MANAGEMENT AND ADVISEMENT

(\$ millions)	WEALTH MANAGEMENT				ASSET MANAGEMENT <sup>(1)</sup>		INTERCOMPANY ELIMINATIONS <sup>(2)</sup>		CONSOLIDATED	
	IG WEALTH MANAGEMENT		INVESTMENT PLANNING COUNSEL		MACKENZIE INVESTMENTS					
	2021 SEP. 30	2020 SEP. 30	2021 SEP. 30	2020 SEP. 30	2021 SEP. 30	2020 SEP. 30	2021 SEP. 30	2020 SEP. 30	2021 SEP. 30	2020 SEP. 30
THREE MONTHS ENDED										
<b>Gross flows</b>										
Mutual fund gross sales <sup>(3)(4)</sup>	\$ 2,741	\$ 1,949	\$ 188	\$ 97	\$ 2,587	\$ 2,903	\$ -	\$ -	\$ 5,516	\$ 4,949
Dealer gross inflows	3,141	2,132	1,137	892	-	-	-	-	4,278	3,024
<b>Net flows</b>										
Mutual fund net sales <sup>(3)(4)</sup>	576	(259)	10	(77)	829	849	-	-	1,415	513
ETF net creations <sup>(5)</sup>	-	-	-	-	320	97	-	-	320	97
Investment fund net sales	576	(259)	10	(77)	1,149	946	-	-	1,735	610
Institutional SMA net sales <sup>(6)</sup>	-	-	-	-	(367)	(319)	-	-	(367)	(319)
Mackenzie net sales through										
Wealth Management	65	39	54	25	-	-	(119)	(64)	-	-
IGM product net sales	641	(220)	64	(52)	782	627	(119)	(64)	1,368	291
Other dealer net flows	373	211	194	(94)	-	-	3	-	570	117
Total net flows	1,014	(9)	258	(146)	782	627	(116)	(64)	1,938	408
NINE MONTHS ENDED										
<b>Gross flows</b>										
Mutual fund gross sales <sup>(3)(4)</sup>	\$ 8,886	\$ 6,415	\$ 600	\$ 400	\$ 10,095	\$ 9,064	\$ -	\$ -	\$ 19,581	\$ 15,879
Dealer gross inflows	9,997	7,039	3,857	3,273	-	-	-	-	13,854	10,312
<b>Net flows</b>										
Mutual fund net sales <sup>(3)(4)</sup>	1,356	(442)	(159)	(218)	3,393	1,580	-	-	4,590	920
ETF Net creations <sup>(5)</sup>	-	-	-	-	1,287	860	-	-	1,287	860
Investment fund net sales	1,356	(442)	(159)	(218)	4,680	2,440	-	-	5,877	1,780
Institutional SMA net sales <sup>(6)</sup>	-	-	-	-	(539)	2,137	-	-	(539)	2,137
Mackenzie net sales through										
Wealth Management	395	81	160	54	-	-	(555)	(135)	-	-
IGM product net sales	1,751	(361)	1	(164)	4,141	4,577	(555)	(135)	5,338	3,917
Other dealer net flows	948	671	364	288	-	-	5	2	1,317	961
Total net flows	2,699	310	365	124	4,141	4,577	(550)	(133)	6,655	4,878

(1) Asset Management flows activity excludes sub-advisory to Wealth Management.

(2) Consolidated results eliminate double counting where business is reflected within multiple segments.

(3) IG Wealth Management and Investment Planning Counsel AUM and net sales include separately managed accounts.

(4) During the third quarter and the nine month period, institutional clients, which include Mackenzie mutual funds within their investment offerings, made fund allocation changes which resulted in:

Year to date 2021 – sales of \$367 million and net redemptions of \$411 million.

Q3 2020 – sales and net sales of \$290 million.

Year to date 2020 – sales of \$772 million and net sales of \$580 million.

(5) ETFs – During the second and third quarters of 2020, Wealthsimple made allocation changes which resulted in \$370 million in purchases in Mackenzie ETFs and \$325 million of redemptions from Mackenzie's ETFs, respectively.

(6) Sub-advisory, institutional and other accounts:

Q2 2021 – Mackenzie was awarded \$680 million of sub-advisory wins.

Q2 2020 – Mackenzie was awarded \$2.6 billion of sub-advisory wins.

TABLE 6: ASSETS UNDER MANAGEMENT AND ADVISEMENT (CONTINUED)

(\$ millions)	WEALTH MANAGEMENT				ASSET MANAGEMENT		INTERCOMPANY ELIMINATIONS <sup>(1)</sup>		CONSOLIDATED	
	IG WEALTH MANAGEMENT		INVESTMENT PLANNING COUNSEL		MACKENZIE INVESTMENTS					
	2021 SEP. 30	2020 SEP. 30	2021 SEP. 30	2020 SEP. 30	2021 SEP. 30	2020 SEP. 30	2021 SEP. 30	2020 SEP. 30	2021 SEP. 30	2020 SEP. 30
<b>Assets under Management and Advise ment</b>										
<b>Wealth Management</b>										
AUM	\$ 106,551	\$ 92,874	\$ 5,503	\$ 5,139			\$ -	\$ -	\$ 112,054	\$ 98,013
Mackenzie assets sold through										
Wealth Management	887	269	3,459	2,926			-	-	4,346	3,195
Other AUA	6,520	4,395	22,553	19,419			(11)	(7)	29,062	23,807
AUA	113,958	97,538	31,515	27,484			(11)	(7)	145,462	125,015
<b>Asset Management</b>										
Mutual funds					\$ 62,680	\$ 63,599			62,680	63,599
ETFs					5,068	3,330			5,068	3,330
Investment funds					67,748	66,929			67,748	66,929
Institutional SMA					56,350	7,671			56,350	7,671
Total ex sub-advisory to Wealth Management					124,098	74,600			124,098	74,600
Sub-advisory to Wealth Management					79,242	71,388			79,242	71,388
Total AUM					203,340	145,988			203,340	145,988
ETFs										
Distributed to third parties					5,068	3,330			5,068	3,330
Held within IGM managed products					6,838	4,136	(6,838)	(4,136)	-	-
Total ETFs					11,906	7,466	(6,838)	(4,136)	5,068	3,330
<b>Consolidated</b>										
AUM	106,551	92,874	5,503	5,139	203,340	145,988	(79,242)	(71,388)	236,152	172,613
Mackenzie assets sold through										
Wealth Management	887	269	3,459	2,926	-	-	(4,346)	(3,195)	-	-
Other AUA	6,520	4,395	22,553	19,419	-	-	(11)	(7)	29,062	23,807
AUM&A	113,958	97,538	31,515	27,484	203,340	145,988	(83,599)	(74,590)	265,214	196,420

(1) Consolidated results eliminate double counting where business is reflected within multiple segments.

TABLE 7: SUMMARY OF QUARTERLY RESULTS

	2021 Q3	2021 Q2	2021 Q1	2020 Q4	2020 Q3	2020 Q2	2020 Q1	2019 Q4
<b>Consolidated statements of earnings (\$ millions)</b>								
Revenues								
Wealth management	\$ 655.0	\$ 627.6	\$ 603.5	\$ 594.2	\$ 571.6	\$ 531.1	\$ 562.7	\$ 587.1
Asset management	263.4	248.3	233.0	216.3	207.4	190.7	198.5	203.4
Dealer compensation expense	(85.9)	(82.7)	(80.7)	(74.3)	(71.3)	(66.1)	(71.4)	(69.8)
Net asset management	177.5	165.6	152.3	142.0	136.1	124.6	127.1	133.6
Net investment income and other	2.5	2.5	3.1	3.2	2.2	7.6	(2.0)	6.7
Proportionate share of associates' earnings	55.9	48.2	41.6	40.1	43.5	43.3	20.1	32.6
	<b>890.9</b>	<b>843.9</b>	<b>800.5</b>	<b>779.5</b>	<b>753.4</b>	<b>706.6</b>	<b>707.9</b>	<b>760.0</b>
Expenses								
Advisory and business development	294.0	291.1	284.0	283.1	252.6	245.4	259.1	270.9
Operations and support	197.6	196.8	206.5	189.0	181.9	185.4	195.1	182.6
Sub-advisory	20.7	20.4	19.8	18.3	18.5	16.9	17.5	18.1
Interest <sup>(1)</sup>	28.7	28.5	28.1	27.9	27.9	27.5	27.3	27.8
	<b>541.0</b>	<b>536.8</b>	<b>538.4</b>	<b>518.3</b>	<b>480.9</b>	<b>475.2</b>	<b>499.0</b>	<b>499.4</b>
Earnings before undernoted	349.9	307.1	262.1	261.2	272.5	231.4	208.9	260.6
Gain on sale of Personal Capital	-	-	-	-	37.2	-	-	-
Gain on sale of Quadrus Group of Funds								
net of acquisition costs	-	-	-	25.2	-	-	-	-
Proportionate share of associate's adjustments	-	-	-	3.4	-	-	-	-
Restructuring and other	-	-	-	-	(74.5)	-	-	-
Proportionate share of associate's one-time charges	-	-	-	-	-	-	-	(9.2)
Earnings before income taxes	349.9	307.1	262.1	289.8	235.2	231.4	208.9	251.4
Income taxes	78.4	69.3	59.7	60.5	44.3	47.9	48.0	59.8
Net earnings	271.5	237.8	202.4	229.3	190.9	183.5	160.9	191.6
Non-controlling interest	0.7	0.4	0.2	0.2	-	-	-	-
Net earnings available to common shareholders	\$ 270.8	\$ 237.4	\$ 202.2	\$ 229.1	\$ 190.9	\$ 183.5	\$ 160.9	\$ 191.6
<b>Reconciliation of Non-IFRS financial measures<sup>(2)</sup> (\$ millions)</b>								
Adjusted net earnings available to common shareholders – non-IFRS measure	\$ 270.8	\$ 237.4	\$ 202.2	\$ 204.3	\$ 214.2	\$ 183.5	\$ 160.9	\$ 200.8
Other items:								
Gain on sale of Personal Capital, net of tax	-	-	-	-	31.4	-	-	-
Gain on sale of Quadrus Group of Funds								
net of acquisition costs, net of tax	-	-	-	21.4	-	-	-	-
Proportionate share of associate's adjustments	-	-	-	3.4	-	-	-	-
Restructuring and other, net of tax	-	-	-	-	(54.7)	-	-	-
Proportionate share of associate's one-time charges	-	-	-	-	-	-	-	(9.2)
Net earnings available to common shareholders – IFRS	\$ 270.8	\$ 237.4	\$ 202.2	\$ 229.1	\$ 190.9	\$ 183.5	\$ 160.9	\$ 191.6
<b>Earnings per Share (\$)</b>								
Adjusted net earnings available to common shareholders <sup>(2)</sup>								
– Basic	1.13	0.99	0.85	0.86	0.90	0.77	0.68	0.84
– Diluted	1.13	0.99	0.85	0.86	0.90	0.77	0.68	0.84
Net earnings available to common shareholders								
– Basic	1.13	0.99	0.85	0.96	0.80	0.77	0.68	0.80
– Diluted	1.13	0.99	0.85	0.96	0.80	0.77	0.68	0.80
<b>Average assets under management and advisement (\$ billions)</b>								
Investment fund assets under management	\$ 181.6	\$ 173.1	\$ 165.5	\$ 169.8	\$ 163.7	\$ 152.6	\$ 158.5	\$ 159.5
Total assets under management	238.3	227.8	217.6	177.6	171.4	159.2	163.3	164.5
Assets under management and advisement	267.4	255.4	243.9	202.2	194.9	181.5	186.0	187.4
<b>Ending assets under management and advisement (\$ billions)</b>								
Investment fund assets under management	\$ 179.8	\$ 177.3	\$ 168.4	\$ 162.3	\$ 164.9	\$ 157.8	\$ 143.2	\$ 161.8
Total assets under management	236.2	233.6	221.6	214.0	172.6	165.4	147.5	166.8
Assets under management and advisement	265.2	262.0	248.5	240.0	196.4	188.3	168.4	190.0

(1) Interest expense includes interest on long-term debt and interest on leases.

(2) Refer to Non-IFRS Financial Measures and Additional IFRS Measures in this MD&A in addition to the Summary of Consolidated Operating Results section included in the MD&A of the 2020 IGM Financial Inc. Annual Report for an explanation of Other items used to calculate the Company's Non-IFRS financial measures.

# Wealth Management

The Wealth Management segment consists of both IG Wealth Management (IG) and Investment Planning Counsel, Inc. (IPC).

Wealth Management revenue consists of:

- **Advisory fees** are related to providing financial advice to clients including fees related to the distribution of products.
- **Product and program fees** are related to the management of investment products and include management, administration and other related fees.
- **Other financial planning revenues** are fees related to providing clients other financial products including mortgages, insurance and banking products.

Sub-advisory fees are paid between segments and to third parties for investment management services provided to our investment products. Wealth Management is considered a client of the Asset Management segment and transfer pricing is based on values for similar sized asset management mandates.

Effective January 1, 2021, each segment now reflects their results to adjusted net earnings. Debt and interest expense is allocated to segment based on management's assessment of: i) capacity to service the debt, and ii) where the debt is being serviced. Income taxes are also reported in each segment.

## Review of the Business

IG Wealth Management, founded in 1926, provides comprehensive personal financial planning and wealth management services to Canadians through our exclusive network of 3,298 Consultants. IG Wealth Management clients are more than one million individuals, families and business owners.

Investment Planning Counsel, founded in 1996, is an independent distributor of financial products, services and advice in Canada, with 685 financial advisors.

The Wealth Management segment provides a comprehensive planning approach, through IG Wealth Management Consultants and IPC Advisors, by offering a broad range of financial products and services.

The review of the business in the Wealth Management section primarily relates to IG Wealth Management as it represents 96% of adjusted net earnings of the total segment.

### 2021 DEVELOPMENTS

Early in the fourth quarter, IG Wealth Management announced that it will be launching IG Climate Action Portfolios, a suite of four diversified managed solutions:

- IG Climate Action Portfolio – Global Fixed Income Balanced
- IG Climate Action Portfolio – Global Neutral Balanced
- IG Climate Action Portfolio – Global Equity Balanced
- IG Climate Action Portfolio – Global Equity

These portfolios were developed with leading global asset managers and will provide clients with a new way to support the world's transition to net zero emissions. The portfolios will invest in both equity and fixed income securities that are believed to reduce the risks or are expected to benefit from the

opportunities associated with climate change and the transition to a net zero emission global economy.

IG Wealth Management has announced a partnership with CapIntel where IG advisors will gain access to a powerful real-time digital application that will improve their ability to quickly and more transparently deliver advice and proposals that address unique client needs.

### IG WEALTH MANAGEMENT STRATEGY

IG Wealth Management's promise is to inspire financial confidence.

Our strategic mandate is to be Canada's financial partner of choice.

Canadians hold \$5.6 trillion in discretionary financial assets with financial institutions at December 31, 2020 based on the most recent report from Investor Economics, and we view these savings as IG Wealth Management's addressable market. 76% of these savings are held by households with over \$1 million, which are referred to as high net worth, and another 20% reside with households with between \$100,000 and \$1 million, which are referred to as mass affluent. These segments tend to have more complicated financial needs, and IG Wealth Management's focus on providing comprehensive financial planning solutions positions it well to compete and grow in these segments.

Our value proposition is to deliver better Gamma, better Beta and better Alpha.

We seek to deliver our value proposition through:

- Superior Advice – Acquiring a deep knowledge of Canadian investors and using those insights to shape everything we do.
- Segmented Client Experiences – Creating segmented experiences personalized throughout our clients' lifetimes.

- Entrepreneurial Advisors – Inspiring our entrepreneurial advisors to constantly deliver an engaging experience and a holistic plan that seeks to deliver superior outcomes.
- Powerful Financial Solutions – Providing our clients with a comprehensive suite of well-constructed, high-performing and competitively priced solutions.
- Business processes that are simple, easy and digitized – Re-designing client and advisor interactions to simplify processes, reduce errors, and digitize the experience with an appropriate cost structure.
- A high-performing and diverse culture.

### DELIVERING GAMMA

THE VALUE OF ALL EFFORTS THAT SIT OUTSIDE OF INVESTMENT PORTFOLIO CONSTRUCTION. THIS INCLUDES THE VALUE THAT A FINANCIAL ADVISOR ADDS TO A CLIENT RELATIONSHIP, AND COMES FROM THE CREATION AND FOLLOW THROUGH OF A WELL-CONSTRUCTED FINANCIAL PLAN.

#### *Entrepreneurial Advisors, Superior Advice*

Our financial advisors provide value to clients by developing insight into their specific needs, creating and implementing well-constructed financial plans and offering superior advice. IG Wealth Management has a national distribution network of more than 3,000 highly qualified financial advisors (called Consultants) in communities throughout Canada. Our advisory services are most suited to individuals with complicated financial needs.

All IG Wealth Management Consultant practices hold a credentialed financial planning designation or are enrolled in a program. These designations are nationally recognized financial planning qualifications that require an individual to demonstrate financial planning competence through education, standardized examinations, continuing education requirements, and accountability to ethical standards.

The following provides a breakdown of the IG Wealth Management Consultant network into its significant components at September 30, 2021:

- 1,768 Consultant practices (1,853 at September 30, 2020), which reflect Consultants with more than four years of experience. These practices may include Associates as described below. The level and productivity of Consultant practices is a key measurement of our business as they serve clientele representing approximately 95% of AUM.
- 413 New Consultants (477 at September 30, 2020), which are those Consultants with less than four years of experience.
- 1,117 Associates and Regional Directors (1,033 at September 30, 2020). Associates are licensed team members of Consultant practices who provide financial planning services and advice to the clientele served by the team.

- IG Wealth Management had a total Consultant network of 3,298 (3,363 at September 30, 2020).

IG Wealth Management's recruiting standards increase the likelihood of success while also enhancing our culture and brand.

Our training curriculum is reviewed and refreshed each year to offer new Consultants important building blocks to develop client relationships. As Consultants progress, they develop their skills as financial planners and business managers through a selection of focused educational programs.

We also support Consultants and clients through our network of product and planning specialists, who assist in the areas of advanced financial planning, mortgages and banking, insurance, and securities. These specialists help to ensure that we are providing comprehensive financial planning across all elements of a client's financial life. Clients are served by our Mutual Fund Dealers Association of Canada (MFDA) and Investment Industry Regulatory Organization of Canada (IIROC) licensed Consultants or specialists.

#### *Segmented Client Experiences*

IG Wealth Management distinguishes itself from our competition by offering comprehensive planning to our clients within the context of long-term relationships. A primary focus is on advising and attracting high net worth and mass affluent clients.

For the distinct needs of the high net worth market, we offer IG Private Wealth Management which includes investment management, retirement, tax and estate planning services.

IG Living Plan™ is our holistic, client-centric approach to financial planning that reflects the evolving needs, goals and aspirations of Canadian families and individuals. The IG Living Plan Portal, which is based on Conquest Planning, provides a single, integrated view of a client's entire financial picture and uses predictive tools to determine planning strategies customized to the individual.

The IG Living Plan leverages the expertise of IG Wealth Management's Consultants who serve approximately one million clients located in communities throughout Canada.

IG Wealth Management has a full range of products that allow us to provide a tailored IG Living Plan that evolves over time. These products include:

- Powerful financial solutions that include investment vehicles that match risk and investment performance to each client's needs and requirements.
- Insurance products that include a variety of different policy types from the leading insurers in Canada.
- Mortgage and banking solutions that are offered as part of a comprehensive financial plan.
- Charitable Giving Program, a donor-advised giving program which enables Canadians to make donations and build an

enduring charitable giving legacy with considerably less expense and complexity than setting up and administering their own private foundation.

IG Wealth Management's National Service Centre is focused on supporting more than 200,000 clients with less complex requirements while allowing our Consultant practices to focus on those clients with more complex needs.

IG Wealth Management Consultants are focused on the high net worth and mass affluent segments of the market, which we define as households with over \$1 million and between \$100 thousand and \$1 million, respectively.

Assets under advisement for clients with household assets greater than \$1 million (defined as "high net worth") totalled \$39.6 billion at September 30, 2021, an increase of 45.4% from one year ago, and represented 35% of total assets under advisement.

Assets under advisement for clients with household assets between \$100 thousand and \$1 million (defined as "mass affluent") totalled \$64.8 billion at September 30, 2021, an increase of 8.5% from one year ago, and represented 57% of total assets under advisement.

Assets under advisement for clients with household assets less than \$100 thousand (defined as "mass market") totalled \$9.6 billion at September 30, 2021, a decrease of 9.2% from one year ago, and represented 8% of total assets under advisement.

### **Business Processes**

IG Wealth Management continually seeks to enhance our systems and business processes so our Consultants can serve clients more effectively. We look to enhance client and advisor interactions on an ongoing basis to simplify processes, reduce errors, and digitize the experience with an appropriate cost structure.

The IG Wealth Management Advisor Portal is a customer relationship management platform based on Salesforce launched in 2020. It enables our Consultants to manage client relationships, improve their efficiency through digitized workflows, and access data-driven reporting to help better run their practices.

IG Wealth Management's dealer platform provides increased automation and supports both MFDA and IROC licensed advisors as well as new products on our investment dealer platform designed to support the high net worth segment of our client base.

### **A High-Performing and Diverse Culture**

It is essential that we offer competitive compensation and benefits to attract and retain outstanding people. Our training and development approach, along with our use of feedback from periodic employee and advisor surveys, positions our employees and advisors to better serve our clients.

## **DELIVERING BETA AND ALPHA**

**BETA – THE VALUE CREATED BY WELL-CONSTRUCTED INVESTMENT PORTFOLIOS – ACHIEVING EXPECTED INVESTMENT RETURNS FOR THE LOWEST POSSIBLE RISK.**

**ALPHA – THE VALUE OF ACTIVE MANAGEMENT – ACHIEVING RETURNS SUPERIOR TO PASSIVE BENCHMARKS WITH A SIMILAR COMPOSITION AND RISK PROFILE.**

IG Wealth Management strives to achieve expected investment returns for the lowest possible risk through well-constructed investment portfolios (Beta), and to create value for clients through active management (Alpha). To do this, we select and engage high-quality sub-advisors so our clients have access to a diverse range of investment products and solutions. Each asset manager is selected through a proven and rigorous process. We oversee all sub-advisors to ensure that their activities are consistent with their investment philosophies and with the investment objectives and strategies of the products they advise.

IG Wealth Management's relationships include Mackenzie Investments and other world class investment firms such as BlackRock, T. Rowe Price, PIMCO, China AMC, Putnam and JP Morgan Asset Management.

### **Powerful Financial Solutions**

We provide clients with an extensive suite of well-constructed and competitively priced financial solutions. We regularly enhance the scope and diversity of our investment offering with new funds and product changes that enable clients to achieve their goals.

Our solutions include:

- A deep and broad selection of mutual funds, diversified by manager, asset category, investment style, geography, market capitalization and sector.
- Managed portfolios that rebalance investments to ensure that a chosen mix of risk and return is maintained. These solutions include IG Core Portfolios, IG Managed Payout Portfolios, Investors Portfolios, and IG Managed Risk Portfolios.
- *IG Advisory Account (IGAA) and unbundled fee structures* – The IGAA is a fee-based account that improves client experience by offering the ability to simplify and consolidate selected investments into a single account while providing all of our clients with a transparent advisory fee. IGAA accounts increase fee transparency and can hold most securities and investment products available in the marketplace to individual investors.
- *iProfile™ Portfolios* – iProfile Portfolios are a suite of four managed solutions that provide comprehensive diversification and are designed to suit personal preferences for risk tolerance and investment goals. These portfolios provide exposure similar to the investments of the iProfile Private

Pools. These portfolios are offered in both the IGAA and iProfile account structures.

- *iProfile™ Private Portfolios* – iProfile Private Portfolios are model portfolios comprised of iProfile Private Pools, available for households with investments held at IG Wealth Management in excess of \$250,000. iProfile Private Portfolios have been designed to deliver strong risk-adjusted returns by diversifying across asset classes, management styles and geographic regions. Recent enhancements include the launch of new discretionary model portfolios and six new iProfile Private Pools to support the new models: three iProfile Active Allocation Private Pools, iProfile Alternatives Private Pool with mandates including long-short, global macro and global equity hedge strategies, iProfile ETF Private Pool providing exposure through exchange traded funds (ETF) and iProfile Low Volatility Private Pool with Canadian, U.S., International and Emerging Market geographic coverage.

In addition, we have incorporated investments in private assets with the introduction of a Private Credit Mandate in the iProfile Fixed Income Private Pool. The pool has committed to three Northleaf Capital Partners' private credit investments that focus on loans to middle market companies in North America and Europe, as well as to Sagard and PIMCO.

- Segregated funds that provide for long-term investment growth potential combined with risk management, benefit guarantee features and estate planning efficiencies.
- Separately managed accounts (discretionary dealer-managed accounts).

In support of the global goal to reach net zero by 2050, IG Wealth Management is a founding Signatory to Responsible Investment Association's Canadian Investor Statement on Climate Change.

A growing portion of IG Wealth Management's client assets are in unbundled fee structures. We continue to migrate our clients to unbundled fee products, a significant change for IG Wealth Management and the Canadian mutual fund industry overall. Unbundled fee products separate the advisory fee that is charged directly to a client's account from the fees charged to the underlying investment funds. This separation provides clients with greater transparency into the fees they pay, and allows IG Wealth Management to differentiate pricing by client segment to ensure that it is competitive.

We have discontinued offering bundled purchase options for substantially all investment products.

IG Wealth Management monitors its investment performance by comparing to certain benchmarks. Morningstar<sup>†</sup> fund ranking service is one of the rankings monitored when determining fund performance.

At September 30, 2021, 80.2% of IG Wealth Management mutual fund assets had a rating of three stars or better from

Morningstar<sup>†</sup> fund ranking service and 46.8% had a rating of four or five stars. This compared to the Morningstar<sup>†</sup> universe of 85.8% for three stars or better and 53.0% for four and five star funds at September 30, 2021. Morningstar Ratings<sup>†</sup> are an objective, quantitative measure of a fund's three, five and ten year risk-adjusted performance relative to comparable funds.

## WEALTH MANAGEMENT ASSETS UNDER MANAGEMENT AND ADVISEMENT

Assets under management and advisement are key performance indicators for the Wealth Management segment.

Wealth Management's assets under advisement were at a record high level of \$145.5 billion at September 30, 2021, an increase of 16.4% from September 30, 2020. The level of assets under advisement are influenced by three factors: client inflows, client outflows and investment returns.

Wealth Management's assets under management were also at a record high level of \$112.1 billion, an increase of 14.3% from September 30, 2020. The level of assets under management are influenced by sales, redemptions and investment returns.

Changes in Wealth Management assets under advisement and assets under management for the periods under review are reflected in Tables 8 and 9.

## IG WEALTH MANAGEMENT ASSETS UNDER MANAGEMENT AND ADVISEMENT

Assets under advisement (AUA) are a key performance indicator for IG Wealth Management. AUA represents savings and investment products, including Assets Under Management where we provide investment management services, that are held within our clients' accounts. Advisory fees are charged based on an annual percentage of substantially all AUA, through the IG Advisory Account fee, and represent the majority of the fees earned from our clients. Our Consultants' compensation is also based on AUA and net assets contributed by our clients.

IG Wealth Management's assets under advisement and mutual fund assets under management were at quarter-end high record levels at September 30, 2021. Assets under advisement were \$114.0 billion at September 30, 2021, an increase of 16.8% from September 30, 2020, and mutual fund assets under management were \$106.6 billion, an increase of 14.7%.

Changes in IG Wealth Management assets under advisement and management for the periods under review are reflected in Tables 10 and 11.

For the quarter ended September 30, 2021, gross client inflows of IG Wealth Management assets under advisement were \$3.1 billion, an increase of 47.3% from \$2.1 billion in

TABLE 8: CHANGE IN ASSETS UNDER ADVISEMENT – WEALTH MANAGEMENT

THREE MONTHS ENDED (\$ millions)				% CHANGE	
	2021 SEP. 30	2021 JUN. 30	2020 SEP. 30	2021 JUN. 30	2020 SEP. 30
Gross client inflows	\$ 4,278	\$ 4,341	\$ 3,024	(1.5) %	41.5 %
Gross client outflows	3,003	3,554	3,179	(15.5)	(5.5)
<b>Net flows</b>	<b>1,275</b>	<b>787</b>	<b>(155)</b>	<b>62.0</b>	<b>N/M</b>
Investment returns	842	5,682	4,703	(85.2)	(82.1)
Net change in assets	2,117	6,469	4,548	(67.3)	(53.5)
Beginning assets	143,345	136,876	120,467	4.7	19.0
<b>Ending assets under advisement</b>	<b>\$ 145,462</b>	<b>\$ 143,345</b>	<b>\$ 125,015</b>	<b>1.5 %</b>	<b>16.4 %</b>
IG Wealth Management	113,958	112,185	97,538	1.6	16.8
Investment Planning Counsel	31,515	31,171	27,484	1.1	14.7
<b>Average assets under advisement</b>	<b>\$ 146,531</b>	<b>\$ 140,158</b>	<b>\$ 124,327</b>	<b>4.5 %</b>	<b>17.9 %</b>
IG Wealth Management	114,820	109,667	97,045	4.7	18.3
Investment Planning Counsel	31,721	30,501	27,288	4.0	16.2

NINE MONTHS ENDED (\$ millions)			% CHANGE	
	2021 SEP. 30	2020 SEP. 30	2021 SEP. 30	2020 SEP. 30
Gross client inflows	\$ 13,854	\$ 10,312	34.3 %	
Gross client outflows	10,785	9,876	9.2	
<b>Net flows</b>	<b>3,069</b>	<b>436</b>	<b>N/M</b>	<b>N/M</b>
Investment returns	9,810	(241)	N/M	N/M
Net change in assets	12,879	195	N/M	N/M
Beginning assets	132,583	124,820	6.2	
<b>Ending assets under advisement</b>	<b>\$ 145,462</b>	<b>\$ 125,015</b>	<b>16.4 %</b>	<b>16.4 %</b>
IG Wealth Management	113,958	97,538	16.8	
Investment Planning Counsel	31,515	27,484	14.7	
<b>Average assets under advisement</b>	<b>\$ 140,563</b>	<b>\$ 121,099</b>	<b>16.1 %</b>	<b>16.1 %</b>
IG Wealth Management	110,027	94,384	16.6	
Investment Planning Counsel	30,546	26,721	14.3	

the comparable period in 2020. Net client inflows were at an all-time third quarter level high of \$1.0 billion, compared to net client outflows of \$9 million in the comparable period in 2020. During the third quarter, investment returns resulted in an increase of \$759 million in assets under advisement compared to an increase of \$3.7 billion in the third quarter of 2020.

For the nine months ended September 30, 2021, gross client inflows of IG Wealth Management assets under advisement were \$10.0 billion, the highest year to date result in the history of the company, and represented an increase of 42.0% from \$7.0 billion in the comparable period in 2020. Net client inflows were at an all-time high level of \$2.7 billion in the nine month period, an improvement of \$2.4 billion from net client inflows of \$310 million in the comparable period in 2020. During 2021, investment returns resulted in an increase of \$8.0 billion in assets under advisement compared to an increase of \$128 million in 2020.

Changes in mutual fund assets under management for the periods under review are reflected in Table 11.

In addition to net sales of \$576 million in the third quarter of 2021 to IG fund products, there were net sales to Mackenzie fund products of \$65 million for a total of \$641 million in net sales to IGM products. For the nine month period, net sales to IG fund products were \$1.4 billion and net sales to Mackenzie fund products were \$0.4 billion for a total of \$1.8 billion in net sales to IGM products.

At September 30, 2021, \$71.0 billion, or 67% of IG Wealth Management's mutual fund assets under management, were in products with unbundled fee structures, up 62.7% from \$43.6 billion at September 30, 2020 which represented 47% of assets under management.

#### CHANGE IN ASSETS UNDER MANAGEMENT AND ADVISEMENT – 2021 VS. 2020

IG Wealth Management's assets under advisement were \$114.0 billion at September 30, 2021, an increase of 16.8% from \$97.5 billion at September 30, 2020. IG Wealth Management's mutual fund assets under management were \$106.6 billion at

TABLE 9: CHANGE IN ASSETS UNDER MANAGEMENT – WEALTH MANAGEMENT

THREE MONTHS ENDED (\$ millions)	2021 SEP. 30	2021 JUN. 30	2020 SEP. 30	% CHANGE	
				2021 JUN. 30	2020 SEP. 30
Sales	\$ 2,929	\$ 2,976	\$ 2,046	(1.6) %	43.2 %
Redemptions	2,343	2,757	2,382	(15.0)	(1.6)
<b>Net sales (redemptions)</b>	<b>586</b>	<b>219</b>	<b>(336)</b>	<b>167.6</b>	<b>N/M</b>
Investment returns	765	4,431	3,775	(82.7)	(79.7)
Net change in assets	1,351	4,650	3,439	(70.9)	(60.7)
Beginning assets	110,703	106,053	94,574	4.4	17.1
<b>Ending assets under management</b>	<b>\$ 112,054</b>	<b>\$ 110,703</b>	<b>\$ 98,013</b>	<b>1.2 %</b>	<b>14.3 %</b>
IG Wealth Management	106,551	105,218	92,874	1.3	14.7
Investment Planning Counsel	5,503	5,485	5,139	0.3	7.1
<b>Daily average mutual fund assets</b>	<b>\$ 113,145</b>	<b>\$ 108,470</b>	<b>\$ 97,687</b>	<b>4.3 %</b>	<b>15.8 %</b>
IG Wealth Management	107,557	103,068	92,543	4.4	16.2
Investment Planning Counsel	5,588	5,402	5,144	3.4	8.6

NINE MONTHS ENDED (\$ millions)	2021 SEP. 30	2020 SEP. 30	% CHANGE	
			2021 SEP. 30	2020 SEP. 30
Sales	\$ 9,486	\$ 6,815	39.2 %	
Redemptions	8,289	7,475	10.9	
<b>Net sales (redemptions)</b>	<b>1,197</b>	<b>(660)</b>	<b>N/M</b>	
Investment returns	7,824	121	N/M	
Net change in assets	9,021	(539)	N/M	
Beginning assets	103,033	98,552	4.5	
<b>Ending assets under management</b>	<b>\$ 112,054</b>	<b>\$ 98,013</b>	<b>14.3 %</b>	
IG Wealth Management	106,551	92,874	14.7	
Investment Planning Counsel	5,503	5,139	7.1	
<b>Daily average mutual fund assets</b>	<b>\$ 108,870</b>	<b>\$ 95,257</b>	<b>14.3 %</b>	
IG Wealth Management	103,425	90,155	14.7	
Investment Planning Counsel	5,445	5,102	6.7	

September 30, 2021, representing an increase of 14.7% from \$92.9 billion at September 30, 2020. Average daily mutual fund assets were \$107.6 billion in the third quarter of 2021, up 16.2% from \$92.5 billion in the third quarter of 2020. Average daily mutual fund assets were \$103.4 billion for the nine months ended September 30, 2021, up 14.7% from \$90.2 billion in 2020.

For the quarter ended September 30, 2021, sales of IG Wealth Management mutual funds through its Consultant network were \$2.7 billion, an increase of 40.6% from the comparable period in 2020. Mutual fund redemptions totalled \$2.2 billion, a decrease of 1.9% from 2020. IG Wealth Management mutual fund net sales for the third quarter of 2021 were \$576 million compared with net redemptions of \$259 million in 2020. During the third quarter, investment returns resulted in an increase of \$757 million in mutual fund assets compared to an increase of \$3.6 billion in the third quarter of 2020.

IG Wealth Management's annualized quarterly redemption rate for long-term funds was 7.7% in the third quarter of 2021, compared to 9.0% in the third quarter of 2020. IG Wealth

Management's twelve month trailing redemption rate for long-term funds was 9.6% at September 30, 2021, compared to 9.8% at September 30, 2020, and remains well below the corresponding average redemption rate for all other members of the Investment Funds Institute of Canada (IFIC) of approximately 13.6% at September 30, 2021. IG Wealth Management's redemption rate has been very stable compared to the overall mutual fund industry, reflecting our focus on financial planning.

For the nine months ended September 30, 2021, sales of IG Wealth Management mutual funds through its Consultant network were \$8.9 billion, an increase of 38.5% from 2020. Mutual fund redemptions totalled \$7.5 billion, an increase of 9.8% from 2020. Net sales of IG Wealth Management mutual funds were \$1.4 billion compared with net redemptions of \$442 million in 2020. During 2021, investment returns resulted in an increase of \$7.5 billion in mutual fund assets compared to an increase of \$155 million in 2020.

TABLE 10: CHANGE IN ASSETS UNDER ADVISEMENT – IG WEALTH MANAGEMENT

THREE MONTHS ENDED (\$ millions)				% CHANGE	
	2021 SEP. 30	2021 JUN. 30	2020 SEP. 30	2021 JUN. 30	2020 SEP. 30
Gross client inflows	\$ 3,141	\$ 3,220	\$ 2,132	(2.5) %	47.3 %
Gross client outflows	2,127	2,550	2,141	(16.6)	(0.7)
<b>Net flows</b>	<b>1,014</b>	<b>670</b>	<b>(9)</b>	<b>51.3</b>	<b>N/M</b>
Investment returns	759	4,520	3,711	(83.2)	(79.5)
Net change in assets	1,773	5,190	3,702	(65.8)	(52.1)
Beginning assets	112,185	106,995	93,836	4.9	19.6
<b>Ending assets</b>	<b>\$ 113,958</b>	<b>\$ 112,185</b>	<b>\$ 97,538</b>	<b>1.6 %</b>	<b>16.8 %</b>
<b>Average assets under advisement</b>	<b>\$ 114,820</b>	<b>\$ 109,667</b>	<b>\$ 97,045</b>	<b>4.7 %</b>	<b>18.3 %</b>

NINE MONTHS ENDED (\$ millions)				% CHANGE	
	2021 SEP. 30	2020 SEP. 30	2020 SEP. 30	2021 JUN. 30	2020 SEP. 30
Gross client inflows	\$ 9,997	\$ 7,039			42.0 %
Gross client outflows	7,298	6,729			8.5
<b>Net flows</b>	<b>2,699</b>	<b>310</b>			<b>N/M</b>
Investment returns	7,986	128			N/M
Net change in assets	10,685	438			N/M
Beginning assets	103,273	97,100			6.4
<b>Ending assets</b>	<b>\$ 113,958</b>	<b>\$ 97,538</b>			<b>16.8 %</b>
<b>Average assets under advisement</b>	<b>\$ 110,027</b>	<b>\$ 94,384</b>			<b>16.6 %</b>

TABLE 11: CHANGE IN ASSETS UNDER MANAGEMENT – IG WEALTH MANAGEMENT

THREE MONTHS ENDED (\$ millions)				% CHANGE	
	2021 SEP. 30	2021 JUN. 30	2020 SEP. 30	2021 JUN. 30	2020 SEP. 30
Sales	\$ 2,741	\$ 2,794	\$ 1,949	(1.9) %	40.6 %
Redemptions	2,165	2,515	2,208	(13.9)	(1.9)
<b>Net sales (redemptions)</b>	<b>576</b>	<b>279</b>	<b>(259)</b>	<b>106.5</b>	<b>N/M</b>
Investment returns	757	4,194	3,600	(82.0)	(79.0)
Net change in assets	1,333	4,473	3,341	(70.2)	(60.1)
Beginning assets	105,218	100,745	89,533	4.4	17.5
<b>Ending assets</b>	<b>\$ 106,551</b>	<b>\$ 105,218</b>	<b>\$ 92,874</b>	<b>1.3 %</b>	<b>14.7 %</b>
<b>Daily average assets under management</b>	<b>\$ 107,557</b>	<b>\$ 103,068</b>	<b>\$ 92,543</b>	<b>4.4 %</b>	<b>16.2 %</b>
<b>Managed asset net sales</b>					
Investment fund net sales	\$ 576	\$ 279	\$ (259)	106.5 %	N/M %
Mackenzie net sales through Wealth Management	65	118	39	(44.9)	66.7
	<b>\$ 641</b>	<b>\$ 397</b>	<b>\$ (220)</b>	<b>61.5 %</b>	<b>N/M %</b>

NINE MONTHS ENDED (\$ millions)				% CHANGE	
	2021 SEP. 30	2020 SEP. 30	2020 SEP. 30	2021 JUN. 30	2020 SEP. 30
Sales	\$ 8,886	\$ 6,415			38.5 %
Redemptions	7,530	6,857			9.8
<b>Net sales (redemptions)</b>	<b>1,356</b>	<b>(442)</b>			<b>N/M</b>
Investment returns	7,482	155			N/M
Net change in assets	8,838	(287)			N/M
Beginning assets	97,713	93,161			4.9
<b>Ending assets</b>	<b>\$ 106,551</b>	<b>\$ 92,874</b>			<b>14.7 %</b>
<b>Daily average assets under management</b>	<b>\$ 103,425</b>	<b>\$ 90,155</b>			<b>14.7 %</b>
<b>Managed asset net sales</b>					
Investment fund net sales	\$ 1,356	\$ (442)			N/M %
Mackenzie net sales through Wealth Management	395	81			N/M
	<b>\$ 1,751</b>	<b>\$ (361)</b>			<b>N/M %</b>

## CHANGE IN ASSETS UNDER MANAGEMENT AND ADVISEMENT – Q3 2021 VS. Q2 2021

IG Wealth Management's assets under advisement were \$114.0 billion at September 30, 2021, an increase of 1.6% from \$112.2 billion at June 30, 2021. IG Wealth Management's mutual fund assets under management were \$106.6 billion at September 30, 2021, an increase of 1.3% from \$105.2 billion at June 30, 2021. Average daily mutual fund assets were \$107.6 billion in the third quarter of 2021 compared to \$103.1 billion in the second quarter of 2021, an increase of 4.4%.

For the quarter ended September 30, 2021, sales of IG Wealth Management mutual funds through its Consultant network were \$2.7 billion, a decrease of 1.9% from the second quarter of 2021. Mutual fund redemptions, which totalled \$2.2 billion for the third quarter, decreased 13.9% from the previous quarter and the annualized quarterly redemption rate was 7.7% in the third quarter compared to 9.4% in the second quarter of 2021. IG Wealth Management mutual fund net sales were \$576 million for the current quarter compared to net sales of \$279 million in the previous quarter.

## IG WEALTH MANAGEMENT OTHER PRODUCTS AND SERVICES

### SEGREGATED FUNDS

IG Wealth Management offers segregated funds which include the IG Series of Guaranteed Investment Funds (GIFs). Select GIF policies allow for a Lifetime Income Benefit (LIB) option to provide guaranteed retirement income for life. The investment components of these segregated funds are managed by IG Wealth Management. At September 30, 2021, total segregated fund assets were \$1.5 billion, unchanged from September 30, 2020.

### INSURANCE

IG Wealth Management continues to be a leader in the distribution of life insurance in Canada. Through its arrangements with leading insurance companies, IG Wealth Management offers a broad range of term, universal life, whole life, disability, critical illness, long-term care, personal health care coverage and group insurance.

The average number of policies sold by each insurance-licensed Consultant was 2.1 for the quarter ended September 30, 2021, unchanged from 2020. For the nine months ended September 30, 2021, the average number of policies sold by each insurance-licensed Consultant was 7.2 compared to 6.4 in 2020. Distribution of insurance products is enhanced through IG Wealth Management's Insurance Planning Specialists, located throughout Canada, who assist Consultants with advanced estate planning solutions for high net worth clients.

## SECURITIES OPERATIONS

Investors Group Securities Inc. is an investment dealer registered in all Canadian provinces and territories providing clients with securities services to complement their financial and investment planning. IG Wealth Management Consultants can refer clients to one of our Wealth Planning Specialists available through Investors Group Securities Inc.

## MORTGAGE AND BANKING OPERATIONS

IG Wealth Management Mortgage Planning Specialists are located throughout each province in Canada, and work with our clients and their Consultants to develop mortgage and other lending strategies that meet the individual needs and goals of each client as part of their comprehensive financial plan.

Mortgages are offered to clients by IG Wealth Management, a national mortgage lender, and through IG Wealth Management's Solutions Banking<sup>†</sup>, provided by National Bank of Canada under a long-term distribution agreement. An All-in-One product, a comprehensive cash management solution that integrates the features of a mortgage, term loan, revolving line of credit and deposit account, is also offered through Solutions Banking<sup>†</sup>.

Mortgage fundings offered through IG Wealth Management and through Solutions Banking<sup>†</sup> for the three and nine months ended September 30, 2021 were \$258 million and \$862 million compared to \$318 million and \$823 million in 2020, a decrease of 19.0% and an increase of 4.8%, respectively. At September 30, 2021, mortgages offered through both sources totalled \$8.6 billion, compared to \$9.8 billion at September 30, 2020, a decrease of 12.1%.

Available credit associated with Solutions Banking<sup>†</sup> All-in-One accounts originated for the three and nine month periods ended September 30, 2021 were \$309 million and \$1.1 billion, respectively, compared to \$285 million and \$745 million in 2020. At September 30, 2021, the balance outstanding of Solutions Banking<sup>†</sup> All-in-One products was \$3.8 billion, compared to \$3.2 billion one year ago, and represented approximately 52% of total available credit associated with these accounts.

Other products and services offered through IG Wealth Management's Solutions Banking<sup>†</sup> include investment loans, lines of credit, personal loans, creditor insurance, deposit accounts, and credit cards. Through Solutions Banking<sup>†</sup>, clients have access to a network of banking machines, as well as a private labelled client website and client service centre. The Solutions Banking<sup>†</sup> offering supports IG Wealth Management's approach to delivering total financial solutions for our clients through a broad financial planning platform. Total outstanding lending products of IG Wealth Management clients in the Solutions Banking<sup>†</sup> offering, including Solutions Banking<sup>†</sup> mortgages totalled \$5.6 billion at September 30, 2021, compared to \$4.9 billion at September 30, 2020.

## Review of Segment Operating Results

The Wealth Management segment's adjusted net earnings are presented in Table 12 and include the operations of IG Wealth Management and Investment Planning Counsel.

### IG WEALTH MANAGEMENT

IG Wealth Management adjusted net earnings are presented in Table 13. Adjusted net earnings for the third quarter of 2021 were \$140.9 million, an increase of 20.1% from the third quarter in 2020 and an increase of 8.1% from the prior quarter. Adjusted net earnings for the nine months ended September 30, 2021 were \$381.8 million, an increase of 20.7% from 2020.

Adjusted earnings before interest and taxes for the third quarter of 2021 were \$214.8 million, an increase of 18.2% from the third quarter in 2020 and an increase of 7.4% from the prior quarter. Adjusted earnings before interest and taxes for the nine months ended September 30, 2021 were \$587.8 million, an increase of 18.2% from 2020.

### 2021 VS. 2020

#### FEE INCOME

Advisory fees include fees for providing financial advice to clients including fees related to the distribution of products, and depend largely on the level and composition of assets under advisement. Advisory fees were \$296.9 million in the third quarter of 2021, an increase of \$37.8 million or 14.6% from \$259.1 million in 2020. For the nine months ended September 30, 2021, advisory fees were \$853.2 million, an increase of \$99.6 million or 13.2% from \$753.6 million in 2020.

The increase in advisory fees in the three and nine month periods ending September 30, 2021 was primarily due to the increase in average assets under advisement of 18.3% and 16.6%, respectively, as shown in Table 10. In both periods, the increase in average assets was offset in part by a decrease in the advisory fee rate. The average advisory fee rate for the third quarter was 102.6 basis points of average assets under advisement compared to 106.2 basis points in 2020, and for the nine month period, the rate was 103.7 basis points compared to 106.6 basis points in 2020. The decrease in rates reflect changes in product and client mix as we have more high net worth clients who are eligible for lower rates.

Product and program fees depend largely on the level and composition of mutual fund assets under management. Product and program fees totalled \$233.5 million in the current quarter, up 16.2% from \$201.0 million a year ago. Product and program fees were \$665.4 million for the nine month period ended September 30, 2021 compared to \$584.8 million in 2020, an increase of 13.8%.

The increase in product and program fees in both the three and nine month periods of 2021 was primarily due to the increase in average assets under management of 16.2% and 14.7%, respectively, as shown in Table 11. The average product and program fee rate for the third quarter was 86.1 basis points of average assets under management compared to 86.2 basis points in 2020, and the rate for the nine month period was 86.0 basis points of average assets under management compared to 86.5 basis points in 2020, reflecting changes in product mix and price in both periods.

Other financial planning revenues are primarily earned from:

- Mortgage banking operations
- Distribution of insurance products through I.G. Insurance Services Inc.
- Securities trading services provided through Investors Group Securities Inc.
- Banking services provided through Solutions Banking<sup>†</sup>

Other financial planning revenues of \$39.8 million for the third quarter of 2021 increased by \$2.6 million from \$37.2 million in 2020. For the nine month period, other financial planning revenues of \$121.7 million increased by \$17.5 million from \$104.2 million in 2020. The increase in both the quarter and nine month periods was primarily due to higher earnings from the mortgage banking operations and higher distribution fee income from insurance products.

A summary of mortgage banking operations for the three and nine month periods under review is presented in Table 14.

#### NET INVESTMENT INCOME AND OTHER

Net investment income and other is primarily related to investment income earned on our cash and cash equivalents and securities and other income not related to our core business. It also includes a charge from the Strategic Investments and Other segment for the use of unallocated capital.

#### EXPENSES

IG Wealth Management incurs advisory and business development expenses that include compensation paid to our Consultants. The majority of these costs vary directly with asset or sales levels. Also included are other distribution and business development activities which do not vary directly with asset or sales levels, such as direct marketing and advertising, financial planning specialist support and other costs incurred to support our adviser networks. These expenses tend to be discretionary or vary based upon the number of consultants or clients.

Asset-based compensation fluctuates with the value of assets under advisement. Asset-based compensation increased by

TABLE 12: OPERATING RESULTS – WEALTH MANAGEMENT

THREE MONTHS ENDED (\$ millions)				% CHANGE	
	2021 SEP. 30	2021 JUN. 30	2020 SEP. 30	2021 JUN. 30	2020 SEP. 30
<b>Revenues</b>					
Wealth Management					
Advisory fees	\$ 364.5	\$ 349.1	\$ 315.3	4.4 %	15.6 %
Product and program fees	248.4	235.1	214.9	5.7	15.6
	612.9	584.2	530.2	4.9	15.6
Redemption fees	1.8	2.7	3.7	(33.3)	(51.4)
Other financial planning revenues	45.3	45.5	41.8	(0.4)	8.4
Total Wealth Management	660.0	632.4	575.7	4.4	14.6
Net investment income and other	(0.2)	0.6	0.7	N/M	N/M
	659.8	633.0	576.4	4.2	14.5
<b>Expenses</b>					
Advisory and business development					
Asset-based compensation	191.6	180.6	158.9	6.1	20.6
Sales-based compensation	14.7	13.4	9.5	9.7	54.7
Other					
Other product commissions	16.5	17.5	15.7	(5.7)	5.1
Business development	52.0	54.5	52.4	(4.6)	(0.8)
	68.5	72.0	68.1	(4.9)	0.6
Total advisory and business development	274.8	266.0	236.5	3.3	16.2
Operations and support	113.2	115.0	111.2	(1.6)	1.8
Sub-advisory	48.7	46.5	41.7	4.7	16.8
	436.7	427.5	389.4	2.2	12.1
Adjusted earnings before interest and taxes	223.1	205.5	187.0	8.6	19.3
Interest expense	22.8	22.5	22.7	1.3	0.4
Adjusted earnings before taxes	200.3	183.0	164.3	9.5	21.9
Income taxes	53.5	48.7	43.3	9.9	23.6
<b>Adjusted net earnings</b>	<b>\$ 146.8</b>	<b>\$ 134.3</b>	<b>\$ 121.0</b>	<b>9.3 %</b>	<b>21.3 %</b>
<b>NINE MONTHS ENDED</b>					
(\$ millions)					
			2021 SEP. 30	2020 SEP. 30	% CHANGE
<b>Revenues</b>					
Wealth Management					
Advisory fees			\$ 1,046.6	\$ 920.2	13.7 %
Product and program fees			708.3	626.5	13.1
			1,754.9	1,546.7	13.5
Redemption fees			8.3	12.8	(35.2)
Other financial planning revenues			137.2	118.0	16.3
Total Wealth Management			1,900.4	1,677.5	13.3
Net investment income and other			2.2	1.3	69.2
			1,902.6	1,678.8	13.3
<b>Expenses</b>					
Advisory and business development					
Asset-based compensation			544.9	461.7	18.0
Sales-based compensation			40.2	25.8	55.8
Other					
Other product commissions			54.2	49.6	9.3
Business development			165.2	168.1	(1.7)
			219.4	217.7	0.8
Total advisory and business development			804.5	705.2	14.1
Operations and support			350.2	340.4	2.9
Sub-advisory			140.2	120.5	16.3
			1,294.9	1,166.1	11.0
Adjusted earnings before interest and taxes			607.7	512.7	18.5
Interest expense			67.6	67.2	0.6
Adjusted earnings before taxes			540.1	445.5	21.2
Income taxes			144.2	118.4	21.8
<b>Adjusted net earnings</b>			<b>\$ 395.9</b>	<b>\$ 327.1</b>	<b>21.0 %</b>

TABLE 13: OPERATING RESULTS – IGM WEALTH MANAGEMENT

THREE MONTHS ENDED (\$ millions)				% CHANGE	
	2021 SEP. 30	2021 JUN. 30	2020 SEP. 30	2021 JUN. 30	2020 SEP. 30
<b>Revenues</b>					
Wealth Management					
Advisory fees	\$ 296.9	\$ 285.0	\$ 259.1	4.2 %	14.6 %
Product and program fees	233.5	221.0	201.0	5.7	16.2
	530.4	506.0	460.1	4.8	15.3
Redemption fees	1.8	2.7	3.7	(33.3)	(51.4)
Other financial planning revenues	39.8	40.4	37.2	(1.5)	7.0
Total Wealth Management	572.0	549.1	501.0	4.2	14.2
Net investment income and other	(0.5)	0.4	0.6	N/M	N/M
	571.5	549.5	501.6	4.0	13.9
<b>Expenses</b>					
Advisory and business development					
Asset-based compensation	138.4	131.2	113.1	5.5	22.4
Sales-based compensation	14.7	13.4	9.5	9.7	54.7
Other					
Other product commissions	13.3	14.4	12.9	(7.6)	3.1
Business development	43.8	46.1	46.0	(5.0)	(4.8)
	57.1	60.5	58.9	(5.6)	(3.1)
Total advisory and business development	210.2	205.1	181.5	2.5	15.8
Operations and support	101.8	101.6	100.0	0.2	1.8
Sub-advisory	44.7	42.8	38.4	4.4	16.4
	356.7	349.5	319.9	2.1	11.5
Adjusted earnings before interest and taxes	214.8	200.0	181.7	7.4	18.2
Interest expense	22.6	22.4	22.6	0.9	–
Adjusted earnings before taxes	192.2	177.6	159.1	8.2	20.8
Income taxes	51.3	47.2	41.8	8.7	22.7
<b>Adjusted net earnings</b>	<b>\$ 140.9</b>	<b>\$ 130.4</b>	<b>\$ 117.3</b>	<b>8.1 %</b>	<b>20.1 %</b>
<b>NINE MONTHS ENDED</b>					
(\$ millions)			2021 SEP. 30	2020 SEP. 30	% CHANGE
<b>Revenues</b>					
Wealth Management					
Advisory fees			\$ 853.2	\$ 753.6	13.2 %
Product and program fees			665.4	584.8	13.8
			1,518.6	1,338.4	13.5
Redemption fees			8.2	12.7	(35.4)
Other financial planning revenues			121.7	104.2	16.8
Total Wealth Management			1,648.5	1,455.3	13.3
Net investment income and other			1.3	0.5	160.0
			1,649.8	1,455.8	13.3
<b>Expenses</b>					
Advisory and business development					
Asset-based compensation			394.0	328.7	19.9
Sales-based compensation			40.2	25.8	55.8
Other					
Other product commissions			44.8	41.3	8.5
Business development			140.8	146.8	(4.1)
			185.6	188.1	(1.3)
Total advisory and business development			619.8	542.6	14.2
Operations and support			313.3	305.3	2.6
Sub-advisory			128.9	110.5	16.7
			1,062.0	958.4	10.8
Adjusted earnings before interest and taxes			587.8	497.4	18.2
Interest expense			67.1	66.8	0.4
Adjusted earnings before taxes			520.7	430.6	20.9
Income taxes			138.9	114.2	21.6
<b>Adjusted net earnings</b>			<b>\$ 381.8</b>	<b>\$ 316.4</b>	<b>20.7 %</b>

TABLE 14: MORTGAGE BANKING OPERATIONS – IG WEALTH MANAGEMENT

THREE MONTHS ENDED (\$ millions)	2021		2020	% CHANGE	
	SEP. 30	JUN. 30	SEP. 30	JUN. 30	SEP. 30
<b>Total mortgage banking income</b>					
Net interest income on securitized loans					
Interest income	\$ 35.6	\$ 37.7	\$ 44.7	(5.6) %	(20.4) %
Interest expense	27.3	27.4	35.5	(0.4)	(23.1)
Net interest income	8.3	10.3	9.2	(19.4)	(9.8)
Gains on sales <sup>(1)</sup>	1.8	(0.7)	3.2	N/M	(43.8)
Fair value adjustments	1.3	1.0	–	30.0	N/M
Other	0.2	1.3	1.8	(84.6)	(88.9)
	\$ 11.6	\$ 11.9	\$ 14.2	(2.5) %	(18.3) %
<b>Average mortgages serviced</b>					
Securitized	\$ 5,338	\$ 5,479	\$ 6,444	(2.6) %	(17.2) %
Other	2,454	2,566	2,736	(4.4)	(10.3)
	\$ 7,792	\$ 8,045	\$ 9,180	(3.1) %	(15.1) %
<b>Mortgage sales to:<sup>(2)</sup></b>					
Securitized	\$ 333	\$ 508	\$ 606	(34.4) %	(45.0) %
Other <sup>(1)</sup>	222	240	167	(7.5)	32.9
	\$ 555	\$ 748	\$ 773	(25.8) %	(28.2) %
<b>NINE MONTHS ENDED</b>					
(\$ millions)			2021	2020	% CHANGE
			SEP. 30	SEP. 30	
<b>Total mortgage banking income</b>					
Net interest income on securitized loans					
Interest income			\$ 113.9	\$ 137.0	(16.9) %
Interest expense			85.9	115.0	(25.3)
Net interest income			28.0	22.0	27.3
Gains on sales <sup>(1)</sup>			3.4	6.1	(44.3)
Fair value adjustments			1.4	(4.1)	N/M
Other			2.8	6.7	(58.2)
			\$ 35.6	\$ 30.7	16.0 %
<b>Average mortgages serviced</b>					
Securitized			\$ 5,538	\$ 6,578	(15.8) %
Other			2,534	2,774	(8.7)
			\$ 8,072	\$ 9,352	(13.7) %
<b>Mortgage sales to:<sup>(2)</sup></b>					
Securitized			\$ 1,208	\$ 1,171	3.2 %
Other <sup>(1)</sup>			696	513	35.7
			\$ 1,904	\$ 1,684	13.1 %

(1) Represents sales to institutional investors through private placements, to IG Mackenzie Mortgage and Short Term Income Fund, and to IG Mackenzie Canadian Corporate Bond Fund as well as gains realized on those sales.

(2) Represents principal amounts sold.

\$25.3 million and \$65.3 million for the three and nine month periods ended September 30, 2021 to \$138.4 million and \$394.0 million, respectively, compared to 2020. The increase was primarily due to increased average assets under advisement and Consultant performance.

IG Wealth Management sales-based compensation is based upon the level of new assets contributed to client accounts at IG Wealth Management (subject to eligibility requirements).

All sales-based compensation payments are capitalized and amortized as they reflect incremental costs to obtain a client contract.

Sales-based compensation was \$14.7 million for the third quarter of 2021, an increase of \$5.2 million from \$9.5 million in 2020. For the nine month period, sales-based compensation expense was \$40.2 million, an increase of \$14.4 million from \$25.8 million in 2020. The increase in expense is due

to additional sales-based commission being capitalized and amortized throughout 2020 and 2021.

Other advisory and business development expenses were \$57.1 million in the third quarter of 2021, compared to \$58.9 million in 2020. Other advisory and business development expenses were \$185.6 million in the nine months ended September 30, 2021, compared to \$188.1 million in 2020.

Operations and support includes costs that support our wealth management and other general and administrative functions such as product management, technology and operations, as well as other functional business units and corporate expenses. Operations and support expenses were \$101.8 million for the third quarter of 2021 compared to \$100.0 million in 2020, an increase of \$1.8 million or 1.8%. For the nine month period, operations and support expenses were \$313.3 million in 2021 compared to \$305.3 million in 2020, an increase of \$8.0 million or 2.6%.

Sub-advisory expenses were \$44.7 million for the third quarter of 2021 compared to \$38.4 million in 2020, an increase of \$6.3 million or 16.4%. For the nine month period, sub-advisory expenses were \$128.9 million in 2021 compared to \$110.5 million in 2020, an increase of \$18.4 million or 16.7%. The increase in both periods is primarily due to higher assets under management.

#### **INTEREST EXPENSE**

Interest expense, which includes allocated interest expense on long-term debt and interest expense on leases, totalled \$22.6 million in the third quarter of 2021, unchanged from 2020. For the nine month period, interest expense totalled \$67.1 million compared to \$66.8 million in 2020. Long-term debt interest expense is calculated based on a long-term debt allocation of \$1.7 billion to IG Wealth Management.

#### **Q3 2021 VS. Q2 2021**

##### **FEE INCOME**

Advisory fee income increased by \$11.9 million or 4.2% to \$296.9 million in the third quarter of 2021 compared with the second quarter of 2021. The increase in advisory fees in the third quarter was primarily due to the increase in average assets under advisement of 4.7% for the quarter, as shown in Table 10.

The average advisory fee rate for the third quarter was 102.6 basis points of average assets under management, a decrease from 104.2 basis points in the second quarter primarily due to changes in client mix.

Product and program fees were \$233.5 million in the third quarter of 2021, an increase of \$12.5 million from \$221.0 million in the second quarter of 2021. The increase in product and program fees was due to higher assets under management. The average product and program fee rate was 86.1 basis points in the current quarter, compared to 86.0 basis points in the second quarter.

Other financial planning revenues of \$39.8 million in the third quarter of 2021 decreased by \$0.6 million from \$40.4 million in the second quarter.

#### **NET INVESTMENT INCOME AND OTHER**

Net investment income and other was (\$0.5) million in the third quarter of 2021 compared to \$0.4 million in the previous quarter, a decrease of \$0.9 million.

#### **EXPENSES**

Advisory and business development expenses in the current quarter were \$210.2 million compared with \$205.1 million in the previous quarter primarily due to higher assets under advisement and Consultant performance.

Operations and support expenses were \$101.8 million for the third quarter of 2021 compared to \$101.6 million in the previous quarter, an increase of \$0.2 million or 0.2%.

#### **INVESTMENT PLANNING COUNSEL**

##### **2021 VS. 2020**

Adjusted net earnings related to Investment Planning Counsel were \$2.2 million and \$3.4 million higher in the three and nine month periods ended September 30, 2021, than the comparable periods in 2020.

##### **Q3 2021 VS. Q2 2021**

Adjusted net earnings related to Investment Planning Counsel were \$2.0 million higher in the third quarter of 2021 compared to the prior quarter.

# Asset Management

The Asset Management segment includes Mackenzie Investments (Mackenzie).

Asset Management revenue reflects:

- **Net asset management fees – third party** includes fees received from our mutual funds and fees from third parties for investment management services. Compensation paid to dealers offsets the fees earned.
- **Asset management fees – Wealth Management** includes fees received from the Wealth Management segment. Wealth Management is considered a client of the Asset Management

segment and transfer pricing is based on values for similar sized asset management mandates.

Assets managed for IG Wealth Management are included in the Asset Management segment's assets under management.

Effective January 1, 2021, each segment now reflects their results to adjusted net earnings. Debt and interest expense is allocated to a segment based on management's assessment of: i) capacity to service the debt, and ii) where the debt is being serviced. Income taxes are also reported in each segment.

## Review of the Business

Mackenzie Investments is a diversified asset management solutions provider founded in 1967. We provide investment management and related services with a wide range of investment mandates through a boutique structure and using multiple distribution channels. We are committed to delivering strong investment performance for our clients by drawing on more than 50 years of investment management experience.

Mackenzie earns asset management fees primarily from:

- Management fees earned from its investment funds, sub-advised accounts and institutional clients.
- Fees earned from its mutual funds for administrative services.
- Redemption fees on deferred sales charge and low load units.

The largest component of Mackenzie's revenues is management fees. The amount of management fees depends on the level and composition of assets under management. Management fee rates vary depending on the investment objective and the account type of the underlying assets under management. Equity based mandates have higher management fee rates than fixed income mandates and retail mutual fund accounts have higher management fee rates than sub-advised and institutional accounts.

## DEVELOPMENTS

### ACQUISITIONS

#### **GLC Asset Management Group Ltd. (GLC)**

On December 31, 2020, Mackenzie acquired GLC, a Canadian investment management firm with \$37 billion in assets under management, from Great-West Lifeco Inc. (Lifeco).

Separately, Lifeco's subsidiary, The Canada Life Assurance Company (Canada Life) acquired the fund management

contracts relating to private label Quadrus Group of Funds (QGOF). Mackenzie was previously the manager and trustee of the QGOF. Subsequent to the sale, Mackenzie continues to provide investment and administration services to the QGOF.

Benefits of the deal to Mackenzie include the following:

- The net addition of \$30.1 billion in assets under management solidifying Mackenzie as one of Canada's largest asset managers.
- Expands Mackenzie's distribution reach to the fast-growing group retirement business channel and establishes Mackenzie as one of the top three providers in Canada of investment solutions to defined contribution plans and other group retirement offerings.
- Enhances Mackenzie's investment capabilities with the addition of a new Canadian Equity boutique.

The acquisition also includes a distribution agreement with Canada Life, positioning Mackenzie as the core investment advisor to its individual and group product offerings and enhancing Canada Life's capabilities and competitiveness.

#### **Greenchip Financial Corp. (Greenchip)**

On December 22, 2020, Mackenzie acquired Greenchip, a leading Canadian firm focused exclusively on the environmental economy since 2007. The acquisition adds \$618 million in assets under management, of which \$435 million was sub-advisory mandates to the Mackenzie Global Environmental Equity Fund. Mackenzie has been a leader in bringing sustainable investing to Canadians, with an evolving suite of funds focused on environmental leadership, gender diversity and sustainability. The acquisition of Greenchip is a natural evolution reflecting the success of Greenchip's sub-advisory relationship to the Mackenzie Global Environmental Equity Fund.

## ASSET MANAGEMENT STRATEGY

Mackenzie's mission is to create a more invested world, together.

Mackenzie's objective is to become Canada's preferred global asset management solutions provider and business partner.

Mackenzie's focus is based on five key strategies:

- Win in retail in a segmented way
- Build a global institutional business with a targeted approach
- Deliver innovative investment solutions and performance
- Business processes that are simple, easy and digitized
- Continue to foster a high performance and diverse culture

These strategies impact our strategic priorities and drive future business growth. We aim to achieve this by attracting and fostering the best minds in the investment industry, responding to changing needs of financial advisors and investors with distinctive and innovative solutions, and continuing to deliver institutional quality in everything we do.

Mackenzie seeks to maximize returns on business investment by focusing our resources in areas that directly impact the success of our strategic focus: investment management, distribution and client experience.

Our investment management capabilities are delivered through a boutique structure, with separate in-house teams having distinct focuses and diverse styles. Our research and portfolio management teams are located in Toronto, Montreal, Winnipeg, Vancouver, Boston, Dublin and Hong Kong. In addition to our own investment teams, we supplement our investment capabilities with strategic partners (third party sub-advisors) in selected areas. The development of a broad range of investment capabilities and products is a key strength in supporting the evolving financial needs of investors.

Our business focuses on three key distribution channels: retail, strategic alliances and institutional.

Mackenzie primarily distributes its retail investment products through third-party financial advisors. Our sales teams work with many of the more than 30,000 independent financial advisors and their firms across Canada. Our innovative, comprehensive lineup of investment solutions covers all asset classes and parts of the globe. We offer a range of relevant products and investment solutions designed to help advisors meet the evolving needs of their clients. We regularly introduce new funds and we may merge or streamline our fund offerings to provide enhanced investment solutions.

In addition to our retail distribution team, Mackenzie also has specialty teams focused on strategic alliances and the institutional marketplace.

Within the strategic alliance channel, Mackenzie offers certain series of our mutual funds and provides sub-advisory services to third-party and related party investment programs offered by banks, insurance companies and other investment companies. Strategic alliances with related parties include providing advisory services to IG Wealth Management, Investment Planning Counsel and Great-West Lifeco Inc. (Lifeco) subsidiaries. Beginning in 2020, Mackenzie partnered with Wealthsimple and launched three ETFs. Within the strategic alliance channel, Mackenzie's primary distribution relationship is with the head office of the respective bank, insurance company or investment company.

In the institutional channel, Mackenzie provides investment management services to pension plans, foundations and other institutions. We attract new institutional business through our relationships with pension and management consultants.

Gross sales and redemption activity in strategic alliance and institutional accounts can be more pronounced than in the retail channel, given the relative size and the nature of the distribution relationships of these accounts. These accounts are also subject to ongoing reviews and rebalance activities which may result in a significant change in the level of assets under management.

Mackenzie continues to be positioned to continue to build and enhance our distribution relationships given our team of experienced investment professionals, strength of our distribution network, broad product shelf, competitively priced products and our focus on client experience and investment excellence.

## ASSETS UNDER MANAGEMENT

The changes in total assets under management are summarized in Table 15 and the changes in investment fund assets under management are summarized in Table 16.

Assets managed for the Wealth Management segment are included in total assets under management. Prior to the third quarter of 2020, assets managed by Mackenzie for IG Wealth Management were excluded from the Mackenzie reportable segment. Comparative periods have been retroactively restated.

At September 30, 2021, Mackenzie's total assets under management were \$203.3 billion, an all-time quarter-end high, and an increase of 39.3% from \$146.0 billion last year. The increase in assets under management included the impact of \$30.3 billion related to the net business acquisitions of GLC and Greenchip during the fourth quarter of 2020. Mackenzie's total assets under management (excluding sub-advisory to Wealth Management) were \$124.1 billion, also an all-time quarter-end high, and an increase of 66.4% from \$74.6 billion last year. The change in Mackenzie's assets under management is determined by investment returns generated for our clients and net contributions from our clients.

TABLE 15: CHANGE IN TOTAL ASSETS UNDER MANAGEMENT – ASSET MANAGEMENT<sup>(1)</sup>

THREE MONTHS ENDED (\$ millions)	2021		2020		% CHANGE	
	SEP. 30	JUN. 30	SEP. 30	JUN. 30	2021 JUN. 30	2020 SEP. 30
<b>Assets under management excluding sub-advisory to Wealth Management</b>						
Net sales (redemptions)						
Mutual funds <sup>(1)</sup>	\$ 829	\$ 1,103	\$ 849		(24.8) %	(2.4) %
ETF net creations <sup>(2)</sup>	320	562	97		(43.1)	N/M
Investment funds <sup>(3)</sup>	1,149	1,665	946		(31.0)	21.5
Sub-advisory, institutional and other accounts <sup>(4)</sup>	(367)	242	(319)		N/M	(15.0)
<b>Total net sales (redemptions)</b>	<b>782</b>	<b>1,907</b>	<b>627</b>		<b>(59.0)</b>	<b>24.7</b>
Investment returns	403	5,482	3,152		(92.6)	(87.2)
Net change in assets	1,185	7,389	3,779		(84.0)	(68.6)
Beginning assets	122,913	115,524	70,821		6.4	73.6
<b>Ending assets</b>	<b>\$ 124,098</b>	<b>\$ 122,913</b>	<b>\$ 74,600</b>		<b>1.0 %</b>	<b>66.4 %</b>
<b>Consolidated Assets under management<sup>(5)</sup></b>						
Mutual funds	\$ 62,680	\$ 61,717	\$ 63,599		1.6 %	(1.4) %
ETFs	5,068	4,889	3,330		3.7	52.2
Investment funds <sup>(3)</sup>	67,748	66,606	66,929		1.7	1.2
Sub-advisory, institutional and other accounts	56,350	56,307	7,671		0.1	N/M
	124,098	122,913	74,600		1.0	66.4
Sub-advisory to Wealth Management	79,242	78,788	71,388		0.6	11.0
<b>Consolidated assets under management</b>	<b>\$ 203,340</b>	<b>\$ 201,701</b>	<b>\$ 145,988</b>		<b>0.8 %</b>	<b>39.3 %</b>
<b>Average total assets<sup>(6)</sup></b>						
Excluding sub-advisory to Wealth Management	\$ 125,181	\$ 119,321	\$ 73,698		4.9 %	69.9 %
Consolidated	204,850	196,582	144,517		4.2	41.7
<b>NINE MONTHS ENDED</b>						
(\$ millions)			2021 SEP. 30	2020 SEP. 30	% CHANGE	
<b>Assets under management excluding sub-advisory to Wealth Management</b>						
Net sales (redemptions)						
Mutual funds <sup>(1)</sup>			\$ 3,393	\$ 1,580		114.7 %
ETF net creations <sup>(2)</sup>			1,287	860		49.7
Investment funds <sup>(3)</sup>			4,680	2,440		91.8
Sub-advisory, institutional and other accounts <sup>(4)</sup>			(539)	2,137		N/M
<b>Total net sales (redemptions)</b>			<b>4,141</b>	<b>4,577</b>		<b>(9.5)</b>
Investment returns			9,019	1,766		N/M
Net change in assets			13,160	6,343		107.5
Beginning assets			110,938	68,257		62.5
<b>Ending assets</b>			<b>\$ 124,098</b>	<b>\$ 74,600</b>		<b>66.4 %</b>
<b>Average total assets<sup>(6)</sup></b>						
Excluding sub-advisory to Wealth Management			\$ 119,051	\$ 69,480		71.3 %
Consolidated			196,108	139,465		40.6

(1) Mutual funds – Institutional clients, which include Mackenzie mutual funds within their investment offerings, made fund allocation changes:

- First quarter of 2021 – resulted in sales of \$367 million, redemptions of \$778 million and net redemptions of \$411 million.
- Third quarter of 2020 – resulted in sales and net sales of \$290 million.
- Second quarter of 2020 – resulted in sales and net sales of \$109 million.
- First quarter of 2020 – resulted in sales of \$373 million, redemptions of \$192 million and net sales of \$181 million.

(2) ETFs – During the second and third quarters of 2020, Wealthsimple made allocation changes which resulted in \$370 million in purchases in Mackenzie ETFs and \$325 million of redemptions from Mackenzie's ETFs, respectively.

(3) Investment fund assets under management and net sales exclude investments into Mackenzie mutual funds and ETFs by IGM investment funds.

(4) Sub-advisory, institutional and other accounts:

- Second quarter of 2021 – Mackenzie was awarded \$680 million of sub-advisory wins.
- Second quarter of 2020 – Mackenzie was awarded \$2.6 billion of sub-advisory wins.

(5) In the fourth quarter of 2020 Mackenzie Investments:

- Sold \$13.4 billion of fund management contracts relating to private label Quadrus Group of Funds (QGOF) to Great-West Lifeco Inc.
- Acquired \$183 million in mutual fund assets under management related to acquisition of Greenchip Financial Corp.
- Acquired \$43.5 billion in institutional accounts as part of transaction with Great-West Lifeco Inc.

(6) Based on daily average investment fund assets and month-end average sub-advisory, institutional and other assets.

TABLE 16: CHANGE IN INVESTMENT FUND ASSETS UNDER MANAGEMENT – ASSET MANAGEMENT<sup>(1)</sup>

THREE MONTHS ENDED (\$ millions)				% CHANGE	
	2021 SEP. 30	2021 JUN. 30	2020 SEP. 30	2021 JUN. 30	2020 SEP. 30
Sales	\$ 2,587	\$ 2,996	\$ 2,903	(13.7) %	(10.9) %
Redemptions	1,758	1,893	2,054	(7.1)	(14.4)
Mutual fund net sales (redemptions) <sup>(2)</sup>	829	1,103	849	(24.8)	(2.4)
ETF net creations <sup>(3)</sup>	320	562	97	(43.1)	N/M
<b>Investment fund net sales (redemptions)<sup>(4)</sup></b>	<b>1,149</b>	<b>1,665</b>	<b>946</b>	<b>(31.0)</b>	<b>21.5</b>
Investment returns	(7)	2,630	2,719	N/M	N/M
Net change in assets	1,142	4,295	3,665	(73.4)	(68.8)
Beginning assets	66,606	62,311	63,264	6.9	5.3
<b>Ending assets</b>	<b>\$ 67,748</b>	<b>\$ 66,606</b>	<b>\$ 66,929</b>	<b>1.7 %</b>	<b>1.2 %</b>
<b>Consists of:<sup>(5)</sup></b>					
Mutual funds	\$ 62,680	\$ 61,717	\$ 63,599	1.6 %	(1.4) %
ETFs	5,068	4,889	3,330	3.7	52.2
Investment funds	\$ 67,748	\$ 66,606	\$ 66,929	1.7 %	1.2 %
<b>Daily average investment fund assets</b>	<b>\$ 68,426</b>	<b>\$ 64,623</b>	<b>\$ 66,026</b>	<b>5.9 %</b>	<b>3.6 %</b>

NINE MONTHS ENDED (\$ millions)			% CHANGE	
	2021 SEP. 30	2020 SEP. 30	2021 SEP. 30	2020 SEP. 30
Sales	\$ 10,095	\$ 9,064	11.4 %	
Redemptions	6,702	7,484	(10.4)	
Mutual fund net sales (redemptions) <sup>(2)</sup>	3,393	1,580	114.7	
ETF net creations <sup>(3)</sup>	1,287	860	49.7	
<b>Investment fund net sales (redemptions)<sup>(4)</sup></b>	<b>4,680</b>	<b>2,440</b>	<b>91.8</b>	
Investment returns	3,818	1,278	198.7	
Net change in assets	8,498	3,718	128.6	
Beginning assets	59,250	63,211	(6.3)	
<b>Ending assets</b>	<b>\$ 67,748</b>	<b>\$ 66,929</b>	<b>1.2 %</b>	
<b>Daily average investment fund assets</b>	<b>\$ 64,594</b>	<b>\$ 63,030</b>	<b>2.5 %</b>	

(1) Investment fund assets under management and net sales excludes investments into Mackenzie mutual funds and ETFs by IGM investment funds.

(2) Mutual funds – Institutional clients, which include Mackenzie mutual funds within their investment offerings, made fund allocation changes:

- First quarter of 2021 – resulted in sales of \$367 million, redemptions of \$778 million and net redemptions of \$411 million.
- Third quarter of 2020 – resulted in sales and net sales of \$290 million.
- Second quarter of 2020 – resulted in sales and net sales of \$109 million.
- First quarter of 2020 – resulted in sales of \$373 million, redemptions of \$192 million and net sales of \$181 million.

(3) ETFs – During the second and third quarters of 2020, Wealthsimple made allocation changes which resulted in \$370 million in purchases in Mackenzie ETFs and \$325 million of redemptions from Mackenzie's ETFs, respectively.

(4) Total investment fund net sales and assets under management exclude Mackenzie mutual fund investments in ETFs.

(5) Sold \$13.4 billion of fund management contracts relating to private label Quadrus Group of Funds (QGOF) to Great-West Lifeco. Inc. Acquired \$183 million in mutual fund assets under management related to acquisition of Greenchip Financial Corp.

## CHANGE IN ASSETS UNDER MANAGEMENT – 2021 VS. 2020

Mackenzie's total assets under management at September 30, 2021 were \$203.3 billion, an increase of 39.3% from \$146.0 billion at September 30, 2020. The increase in assets under management included \$30.3 billion in net business acquisitions noted previously. Mackenzie's total assets under management, excluding the net acquisitions of \$30.3 billion related to the net business acquisitions noted previously, increased 18.5% from September 30, 2020. Assets under management excluding sub-advisory to the Wealth

Management segment were \$124.1 billion, an increase of 66.4% from \$74.6 billion at September 30, 2020.

Investment fund assets under management were \$67.7 billion at September 30, 2021, compared to \$66.9 billion at September 30, 2020, an increase of 1.2%. The net increase was inclusive of the decrease of \$13.2 billion of net assets under management related to the sale of mutual fund contracts in the divestiture of QGOF and the Greenchip acquisition, noted previously. Mackenzie's mutual fund assets under management of \$62.7 billion decreased

by 1.4% from \$63.6 billion at September 30, 2020. Mackenzie's ETF assets excluding ETFs held within IGM managed products were \$5.1 billion at September 30, 2021, an increase of 52.2% from \$3.3 billion at September 30, 2020. ETF assets inclusive of IGM managed products were \$11.9 billion at September 30, 2021 compared to \$7.5 billion at September 30, 2020.

In the three months ended September 30, 2021, Mackenzie's mutual fund gross sales were \$2.6 billion a decrease of 10.9% from \$2.9 billion in 2020. Mutual fund redemptions in the current quarter were \$1.8 billion, a decrease of 14.4% from last year. Mutual fund net sales for the three months ended September 30, 2021 were \$829 million, as compared to net sales of \$849 million last year. In the three months ended September 30, 2021, ETF net creations were \$320 million compared to \$97 million last year. Investment fund net sales in the current quarter were \$1.1 billion compared to net sales of \$946 million last year. During the current quarter, investment returns resulted in investment fund assets decreasing by \$7 million compared to increase of \$2.7 billion last year.

During the third quarter of 2020, certain third party programs, which include Mackenzie mutual funds, made fund allocation changes resulting in gross and net sales of \$290 million. Excluding these transactions in 2020, mutual fund gross sales decreased by 1.0% in the three months ended September 30, 2021 compared to last year, mutual fund redemptions decreased by 14.4% and mutual fund net sales of \$829 million in 2021 compared to mutual fund net sales of \$559 million last year.

ETF net creations were \$320 million in the third quarter of 2021, compared to \$422 million in the third quarter of 2020 after excluding the Wealthsimple redemption of \$325 million of Mackenzie ETFs.

Total net sales excluding sub-advisory to the Wealth Management segment for the three months ended September 30, 2021 were \$782 million compared to net sales of \$627 million last year. Excluding the mutual fund and ETF transactions discussed above, net sales were \$782 million for the three months ended September 30, 2021 compared to net sales of \$662 million last year. During the current quarter, investment returns resulted in assets increasing by \$403 million compared to an increase of \$3.2 billion last year.

In the nine months ended September 30, 2021, Mackenzie's mutual fund gross sales were \$10.1 billion, an increase of 11.4% from \$9.1 billion in 2020. Mutual fund redemptions in the current period were \$6.7 billion, a decrease of 10.4% from last year. Mutual fund net sales for the nine months ended September 30, 2021 were \$3.4 billion, as compared to net sales of \$1.6 billion last year. In the nine months ended September 30, 2021, ETF net creations were \$1.3 billion compared to \$860 million last year. Investment fund net sales in the current period were \$4.7 billion

compared to net sales of \$2.4 billion last year. During the current period, investment returns resulted in investment fund assets increasing by \$3.8 billion compared to an increase of \$1.3 billion last year.

During the nine months ended September 30, 2021, certain third party programs, which include Mackenzie mutual funds made fund allocation changes resulting in gross sales of \$367 million, redemptions of \$778 million and net redemptions of \$411 million. During the nine months ended September 30, 2020, certain third party programs, which include Mackenzie mutual funds made fund allocation changes resulting in gross sales of \$772 million, redemptions of \$192 million and net sales of \$580 million. Excluding these transactions in 2021 and 2020, mutual fund gross sales increased 17.3% and mutual fund redemptions decreased 18.7% in the nine months ended September 30, 2021 compared to last year and mutual fund net sales were \$3.8 billion in the current year compared to \$1.0 billion last year.

Redemptions of long-term mutual funds in the three and nine months ended September 30, 2021, were \$1.7 billion and \$6.6 billion, respectively, compared to \$1.9 billion and \$7.2 billion last year. Redemptions of long-term mutual funds excluding mutual fund allocation changes made by third party programs were \$5.8 billion in the nine months ended September 30, 2021 compared to \$7.0 billion in the comparative period last year. Mackenzie's annualized quarterly redemption rate for long-term mutual funds was 11.0% in the third quarter of 2021, compared to 12.6% in the third quarter of 2020. Mackenzie's twelve-month trailing redemption rate for long-term mutual funds was 15.6% at September 30, 2021, compared to 16.2% last year. Mackenzie's twelve month trailing redemption rate for long-term funds, excluding rebalance transactions, was 13.3% at September 30, 2021, compared to 15.5% at September 30, 2020. The corresponding average twelve-month trailing redemption rate for long-term mutual funds for all other members of IFIC was approximately 13.3% at September 30, 2021. Mackenzie's twelve-month trailing redemption rate is comprised of the weighted average redemption rate for front-end load assets, deferred sales charge and low load assets with redemption fees, and deferred sales charge assets without redemption fees (matured assets). Generally, redemption rates for front-end load assets and matured assets are higher than the redemption rates for deferred sales charge and low load assets with redemption fees.

During the nine months ended September 30, 2020, Wealthsimple purchased \$370 million and redeemed \$325 million of Mackenzie ETFs. Excluding these transactions in 2020, ETF net creations were \$1.3 billion in the current year compared to \$815 million last year.

Total net sales excluding sub-advisory to the Wealth Management segment for the nine months ended September 30, 2021 were

\$4.1 billion, compared to net sales of \$4.6 billion last year. During the second quarter of 2021, Mackenzie was awarded \$680 million of sub-advisory mandates through our strategic partnership with China Asset Management Co, Ltd. During the second quarter of 2020, Mackenzie was awarded \$2.6 billion of sub-advisory mandates from various clients. Excluding these transactions and the 2021 and 2020 transactions previously discussed, net sales were \$3.9 billion for the nine months ended September 30, 2021 compared to net sales of \$1.3 billion last year. During the nine months ended September 30, 2021, investment returns resulted in assets increasing by \$9.0 billion compared to an increase of \$1.8 billion last year.

As at September 30, 2021, Mackenzie's sub-advisory to the Wealth Management segment were \$79.2 billion or 70.7% of total Wealth Management assets under management compared to \$71.4 billion or 72.8% of total Wealth Management assets under management at September 30, 2020.

#### **CHANGE IN ASSETS UNDER MANAGEMENT – Q3 2021 VS. Q2 2021**

Mackenzie's total assets under management at September 30, 2021 were \$203.3 billion, an increase of 0.8% from \$201.7 billion at June 30, 2021. Assets under management excluding sub-advisory to the Wealth Management segment were \$124.1 billion, an increase of 1.0% from \$122.9 billion at June 30, 2021.

Investment fund assets under management were \$67.7 billion at September 30, 2021, an increase of 1.7% from \$66.6 billion at June 30, 2021. Mackenzie's mutual fund assets under management were \$62.7 billion at September 30, 2021, an increase of 1.6% from \$61.7 billion at June 30, 2021. Mackenzie's ETF assets were \$5.1 billion at September 30, 2021 compared to \$4.9 billion at June 30, 2021. ETF assets inclusive of IGM managed products were \$11.9 billion at September 30, 2021 compared to \$10.6 billion at June 30, 2021.

For the quarter ended September 30, 2021, Mackenzie mutual fund gross sales were \$2.6 billion, a decrease of 13.7% from the second quarter of 2021. Mutual fund redemptions were \$1.8 billion, a decrease of 7.1% from the second quarter of 2021. Net sales of Mackenzie mutual funds for the current quarter were \$829 million compared with net sales of \$1.1 billion in the previous quarter.

Redemptions of long-term mutual fund assets in the current quarter were \$1.7 billion, compared to \$1.9 billion in the second quarter. Mackenzie's annualized quarterly redemption rate for long-term mutual funds for the current quarter was 11.0% compared to 12.5% in the second quarter.

For the quarter ended September 30, 2021, Mackenzie ETF net creations were \$320 million compared to \$562 million in the second quarter.

Investment fund net sales in the current quarter were \$1.1 billion compared to net sales of \$1.7 billion in the second quarter.

As at September 30, 2021, Mackenzie's sub-advisory to the Wealth Management segment were \$79.2 billion or 70.7% of total Wealth Management assets under management compared to \$78.8 billion or 71.2% of total Wealth Management assets under management at June 30, 2021.

#### **INVESTMENT MANAGEMENT**

Mackenzie has \$203.3 billion in assets under management at September 30, 2021, including \$79.2 billion of sub-advisory mandates to the Wealth Management segment. It has teams located in Toronto, Montreal, Winnipeg, Vancouver, Boston, Dublin and Hong Kong.

We continue to deliver our investment offerings through a boutique structure, with separate in-house investment teams which each have a distinct focus and investment approach. This boutique approach promotes diversification of styles and ideas and provides Mackenzie with a breadth of capabilities. Oversight is conducted through a common process intended to promote superior risk-adjusted returns over time. This oversight process focuses on i) identifying and encouraging each team's performance edge, ii) promoting best practices in portfolio construction, and iii) emphasizing risk management.

Our investment team currently consists of seventeen boutiques including the following recent additions described below:

- Addition of a new Canadian Equity boutique with the acquisition of GLC at December 31, 2020.
- Addition of a new boutique, Greenchip, that focuses on thematic investing to combat climate change, through the acquisition of Greenchip Financial Corp. at December 22, 2020.
- Launch of a new sustainability-focused boutique "Betterworld" during the second quarter of 2021. This boutique will invest exclusively in companies exemplifying leadership in environmental, social and governance (ESG) behaviours and practices.

Mackenzie's 56% ownership interest in Northleaf enhances its investment capabilities by offering global private equity, private credit and infrastructure investment solutions to our clients.

In addition to our own investment teams, Mackenzie supplements investment capabilities through the use of third party sub-advisors and strategic beta index providers in selected areas. These include Putnam Investments Inc., TOBAM, China AMC, Impax Asset Management LLC and Rockefeller Capital Management.

During 2021, Mackenzie undertook a number of initiatives on climate change in support of the global goal to reach net zero by 2050. This builds upon Mackenzie's sustainability strategy, and these items included the following:

- Signatory to the global Net Zero Asset Managers Initiative
- Founding participant to Climate Engagement Canada
- Founding Signatory to Responsible Investment Association's Canadian Investor Statement on Climate Change

Long-term investment performance is a key measure of Mackenzie's ongoing success. At September 30, 2021, 32.5% of Mackenzie mutual fund assets were rated in the top two performance quartiles for the one year time frame, 51.9% for the three year time frame and 59.9% for the five year time frame. Mackenzie also monitors its fund performance relative to the ratings it receives on its mutual funds from the Morningstar<sup>1</sup> fund ranking service. At September 30, 2021, 84.8% of Mackenzie mutual fund assets measured by Morningstar<sup>1</sup> had a rating of three stars or better and 51.1% had a rating of four or five stars. This compared to the Morningstar<sup>1</sup> universe of 85.8% for three stars or better and 53.0% for four and five star funds at September 30, 2021. These ratings exclude the Quadrus Group of Funds<sup>1</sup>.

## PRODUCTS

Mackenzie continues to evolve its product shelf by providing enhanced investment solutions for financial advisors to offer their clients. During the third quarter, Mackenzie launched a number of new products and merged its suite of capital class funds to streamline and strengthen its product shelf.

## MUTUAL FUNDS

Mackenzie manages its product shelf through new fund launches and fund mergers to streamline fund offerings for financial advisors and investors.

During the third quarter, Mackenzie launched three new Funds:

- Mackenzie Tax-Managed Global Equity Fund seeks to provide investors with long-term tax effective rates of return by investing primarily in equity securities issued by companies of any size, anywhere in the world. The Fund utilizes a variety of tax management strategies including giving preference to companies with lower relative yield weighed against risk-adjusted return potential, favouring longer-term investment opportunities over short-term ones and utilizing tax loss harvesting. The Fund is managed by the Mackenzie Global Equity and Income Team.
- Mackenzie Betterworld Canadian Equity Fund and Mackenzie Betterworld Global Equity Fund seek to provide investors with long-term capital appreciation by investing in equity securities of companies located anywhere in the world (for the Global Equity Fund) and in Canada (for the Canadian Equity Fund), where such companies are considered to have progressive corporate practices and best-in-class environmental, social and governance practices. The portfolios are comprised mainly of large-cap equities that are well diversified across

sectors and industries. These Funds are managed by the Mackenzie Betterworld Team.

Early in the fourth quarter, Mackenzie launched four new funds:

- Furthering its commitment to offer Canadian investors expanded access to the strong growth taking place in China, the Mackenzie ChinaAMC All China Bond Fund and Mackenzie ChinaAMC Multi-Asset Funds were launched. These Funds will be sub-advised by China Asset Management Co. Ltd.
  - Mackenzie ChinaAMC All China Bond Fund seeks to generate above average income for investors with the potential for long-term capital growth by investing in China's fixed income markets, primarily in a diversified portfolio of Chinese fixed-income securities of any size, issued by companies and governments, including central government and policy bank issues, corporates, short-term bank deposits, local government funding vehicles, real estate company issues, state owned enterprises and financials.
  - Mackenzie ChinaAMC Multi Asset Fund is an all-in-one solution for those seeking exposure to China. By investing in both fixed income and equity markets, the Fund offers the potential for favourable long term asset growth with high yield potential and the diversification benefits of low correlation to other markets. The Fund provides exposure to the Chinese equity market (60 to 90 per cent composition) and to the Chinese fixed income market (10 to 40 percent composition).
- To address the needs of investors seeking retirement, Mackenzie is adding to the suite of Monthly Income Portfolios with the launch of the Mackenzie Monthly Income Growth Portfolio. This Fund is Mackenzie's first monthly income fund in the global equity balanced category. It seeks to provide investors with a diversified portfolio designed to provide a steady stream of income with long-term capital appreciation and reduced volatility. The Fund offers a fixed four per cent distribution and will be managed by Mackenzie's Multi-Asset Strategies Team.
- Mackenzie Global Green Bond Fund seeks to generate income with the potential for long-term capital appreciation by investing primarily in fixed income securities of global issuers of sustainable and responsible debt. The Fund focusses on labelled green bonds and other debt instruments that are used to finance a greener future. The Fund is managed by the Mackenzie Fixed Income Team.

On July 30, 2021, Mackenzie wound-up the Mackenzie Financial Capital Corporation on a tax-deferred basis by merging each of the 34 corporate class funds into their corresponding trust fund equivalent. Changes to tax legislation and evolving market trends have eliminated many of the benefits that were available to corporate class funds. The continuing trust funds have a substantially similar investment objective.

## EXCHANGE TRADED FUNDS

The addition of Exchange Traded Funds (ETF) has complemented Mackenzie's broad and innovative fund line-up and reflects its investor-focused vision to provide advisors and investors with new solutions to drive investor outcomes and achieve their personal goals. These ETFs offer investors another investment option to utilize in building long-term diversified portfolios.

Mackenzie's current line-up consists of 43 ETFs: 24 active and strategic beta ETFs and 19 traditional index ETFs. ETF assets under management ended the quarter at \$11.9 billion, inclusive of \$6.8 billion in investments from IGM managed products.

During the third quarter, Mackenzie launched one new ETF:

- Mackenzie Global Sustainable Bond ETF seeks to provide a steady flow of income with potential for moderate capital growth by investing primarily in fixed-income securities with a focus on sustainable and responsible global issuers. They are selected using a proprietary method which involves analyzing

more than 2,900 environmental, social and governance (ESG) performance data points. The ETF is managed by the Mackenzie Fixed Income Team.

## ALTERNATIVE FUNDS

Early in the fourth quarter, Mackenzie Northleaf Private Infrastructure Fund was launched as part of Mackenzie's ongoing commitment to expand retail investor access to private market investment solutions. The Fund seeks to achieve long-term capital appreciation and income generation primarily through investments in conservatively positioned infrastructure projects (such as wind farms, fibre networks and toll roads) across OECD countries. The Fund is managed by Mackenzie's Multi-Asset Strategies Team in partnership with Northleaf Capital Partners (Northleaf). This launch marks the second collaboration between Mackenzie and Northleaf following the launch of Mackenzie Northleaf Private Credit Fund in the first quarter of 2021.

## Review of Segment Operating Results

The Asset Management segment includes revenue earned on advisory mandates to the Wealth Management segment and investments into Mackenzie mutual funds and ETFs by the Wealth Management segment.

The Asset Management segment adjusted net earnings are presented in Table 17. Adjusted net earnings for the third quarter of 2021 were \$71.0 million, an increase of 47.0% from the third quarter in 2020 and an increase of 25.7% from the prior quarter.

Adjusted earnings before interest and taxes for the third quarter of 2021 were \$100.2 million, an increase of 42.1% from the third quarter in 2020 and 21.5% from the prior quarter.

### 2021 VS. 2020

#### REVENUES

Asset management fees are classified as either Asset management fees – third party or Asset management fees – Wealth Management.

- Net asset management fees – third party is comprised of the following:
  - Asset management fees – third party consists of management and administration fees earned from our investment funds and management fees from our third party sub-advisory, institutional and other accounts. The largest component is management fees from our investment funds. The amount of management fees depends on the level and composition of assets under management. Management fee rates vary depending on the investment objective and the account type of the underlying assets under management. For example, equity-based mandates have higher management fee rates than fixed income mandates and retail mutual fund accounts have higher management fee rates than sub-advised and institutional accounts. The majority of Mackenzie's mutual fund assets are retail and sold through third party financial advisors.
  - Redemption fees – consists of fees earned from the redemptions of mutual fund assets sold on a deferred sales charge purchase option and on a low load purchase option. Redemption fees charged for deferred sales charge assets range from 5.5% in the first year and decrease to zero after seven years. Redemption fees for low load assets range from 2.0% to 3.0% in the first year and decrease to zero after two or three years, depending on the purchase option.
  - Dealer compensation expenses – consists of asset-based and sales-based compensation. Asset-based compensation represents trailing commissions paid to dealers on certain classes of retail mutual funds and are calculated as a

percentage of mutual fund assets under management.

These fees vary depending on the fund type and the purchase option upon which the fund was sold: front-end, deferred sales charge or low load. Sales based compensation are paid to dealers on the sale of mutual funds under the deferred sales charge purchase option and on a low load purchase option.

- Asset management fees – Wealth Management consists of sub-advisory fees earned from the Wealth Management segment.

Net asset management fees – third party were \$172.5 million for the three months ended September 30, 2021, an increase of \$40.7 million or 30.9% from \$131.8 million last year. The increase in net asset management fees – third party was primarily due to a 69.9% increase in average assets under management, as shown in Table 15, partially offset by a decline in the effective net asset management fee rate. Mackenzie's net asset management fee rate was 54.7 basis points for the three months ended September 30, 2021 compared to 71.0 basis points in the comparative period in 2020. The decline in the net management fee rate was primarily due to the increase in sub-advisory assets from the GLC acquisition, which have lower effective rates. Other factors include a change in the composition of assets under management, including the impact of having a greater share in non-retail priced products.

Net asset management fees – third party were \$481.1 million for the nine months ended September 30, 2021, an increase of \$105.4 million or 28.1% from \$375.7 million last year. The increase in net asset management fees – third party was primarily due to a 71.3% increase in average assets under management partially offset by a decline in the effective net asset management fee rate. Mackenzie's net asset management fee rate was 54.0 basis points for the nine months ended September 30, 2021 compared to 72.1 basis points in the comparative period in 2020. The decline in the net management fee rate was primarily due to the increase in sub-advisory assets from the GLC acquisition, which have lower effective rates. Other factors include a change in the composition of assets under management, including the impact of having a greater share in non-retail priced products. Contributing to the increase in non-retail assets was the onboarding of \$2.6 billion of sub-advisory and institutional wins during the second quarter of 2020.

Management fees – Wealth Management were \$29.7 million for the three months ended September 30, 2021, an increase of \$3.9 million or 15.1% from \$25.8 million last year. The increase in management fees was due to an increase in the effective management fee rate and a 12.5% increase in average assets under management. Mackenzie's management fee rate was 14.8 basis points for the three months ended September 30,

TABLE 17: OPERATING RESULTS – ASSET MANAGEMENT

THREE MONTHS ENDED (\$ millions)				% CHANGE	
	2021 SEP. 30	2021 JUN. 30	2020 SEP. 30	2021 JUN. 30	2020 SEP. 30
<b>Revenues</b>					
Asset management					
Asset management fees – third party	\$ 262.5	\$ 247.2	\$ 206.4	6.2 %	27.2 %
Redemption fees	0.9	1.1	0.9	(18.2)	–
	<b>263.4</b>	<b>248.3</b>	<b>207.3</b>	<b>6.1</b>	<b>27.1</b>
Dealer compensation expenses					
Asset-based compensation	(86.9)	(82.5)	(70.6)	5.3	23.1
Sales-based compensation	(4.0)	(4.9)	(4.9)	(18.4)	(18.4)
	<b>(90.9)</b>	<b>(87.4)</b>	<b>(75.5)</b>	<b>4.0</b>	<b>20.4</b>
Net asset management fees – third party	172.5	160.9	131.8	7.2	30.9
Asset management fees – Wealth Management	29.7	28.0	25.8	6.1	15.1
Net asset management	202.2	188.9	157.6	7.0	28.3
Net investment income and other	2.2	1.1	1.1	100.0	100.0
	<b>204.4</b>	<b>190.0</b>	<b>158.7</b>	<b>7.6</b>	<b>28.8</b>
<b>Expenses</b>					
Advisory and business development	19.2	25.1	16.0	(23.5)	20.0
Operations and support	83.3	80.5	69.7	3.5	19.5
Sub-advisory	1.7	1.9	2.5	(10.5)	(32.0)
	<b>104.2</b>	<b>107.5</b>	<b>88.2</b>	<b>(3.1)</b>	<b>18.1</b>
Adjusted earnings before interest and taxes	100.2	82.5	70.5	21.5	42.1
Interest expense	5.9	6.0	5.2	(1.7)	13.5
Adjusted earnings before taxes	94.3	76.5	65.3	23.3	44.4
Income taxes	23.3	20.0	17.0	16.5	37.1
<b>Adjusted net earnings</b>	<b>\$ 71.0</b>	<b>\$ 56.5</b>	<b>\$ 48.3</b>	<b>25.7 %</b>	<b>47.0 %</b>
<b>NINE MONTHS ENDED</b>					
(\$ millions)			2021 SEP. 30	2020 SEP. 30	% CHANGE
<b>Revenues</b>					
Asset management					
Asset management fees – third party			\$ 741.6	\$ 593.3	25.0 %
Redemption fees			3.1	3.3	(6.1)
			<b>744.7</b>	<b>596.6</b>	<b>24.8</b>
Dealer compensation expenses					
Asset-based compensation			(247.7)	(204.2)	21.3
Sales-based compensation			(15.9)	(16.7)	(4.8)
			<b>(263.6)</b>	<b>(220.9)</b>	<b>19.3</b>
Net asset management fees – third party			481.1	375.7	28.1
Asset management fees – Wealth Management			84.6	74.8	13.1
Net asset management			565.7	450.5	25.6
Net investment income and other			4.5	1.9	136.8
			<b>570.2</b>	<b>452.4</b>	<b>26.0</b>
<b>Expenses</b>					
Advisory and business development			64.6	51.9	24.5
Operations and support			247.3	219.1	12.9
Sub-advisory			5.3	7.2	(26.4)
			<b>317.2</b>	<b>278.2</b>	<b>14.0</b>
Adjusted earnings before interest and taxes			253.0	174.2	45.2
Interest expense			17.7	15.5	14.2
Adjusted earnings before taxes			235.3	158.7	48.3
Income taxes			59.8	41.5	44.1
<b>Adjusted net earnings</b>			<b>\$ 175.5</b>	<b>\$ 117.2</b>	<b>49.7 %</b>

2021 compared to 14.4 basis points in the comparative period in 2020. The increase in the management fee rate was due to a change in the composition of assets under management.

Management fees – Wealth Management were \$84.6 million for the nine months ended September 30, 2021, an increase of \$9.8 million or 13.1% from \$74.8 million last year. The increase in management fees was due to an increase in the effective management fee rate and a 10.1% increase in average assets under management. Mackenzie's management fee rate was 14.7 basis points for the nine months ended September 30, 2021 compared to 14.3 basis points in the comparative period in 2020. The increase in the management fee rate was due to a change in the composition of assets under management.

Net investment income and other primarily includes investment returns related to Mackenzie's investments in proprietary funds. These investments are generally made in the process of launching a fund and are sold as third party investors subscribe. Net investment income and other was \$2.2 million for the three months ended September 30, 2021 compared to \$1.1 million last year and was \$4.5 million for the nine months ended September 30, 2021, compared to \$1.9 million last year.

## EXPENSES

Mackenzie incurs advisory and business development expenses that primarily includes wholesale distribution activities and these costs vary directly with assets or sales levels. Advisory and business development expenses were \$19.2 million for the three months ended September 30, 2021, an increase of \$3.2 million or 20.0% from \$16.0 million in 2020. Expenses for the nine months ended September 30, 2021 were \$64.6 million, an increase of \$12.7 million or 24.5% from \$51.9 million last year. The increase in the three and nine month periods ended September 30, 2021 compared to the prior year is due to higher wholesaler commissions attributed to record high level of sales partially offset by lower travel and entertainment expenses.

Operations and support includes costs associated with business operations, including technology and business processes, in-house investment management and product shelf management, corporate management and support functions. These expenses primarily reflect compensation, technology and other service provider expenses. Operations and support expenses were \$83.3 million for the three months ended September 30, 2021, an increase of \$13.6 million or 19.5% from \$69.7 million in 2020. Expenses for the nine months ended September 30, 2021 were \$247.3 million, an increase of \$28.2 million or 12.9% from \$219.1 million last year. The increase in the three and nine month periods ended September 30, 2021 compared to the prior year is due to strategic initiatives including the acquisitions during the fourth quarter of 2020.

Sub-advisory expenses were \$1.7 million for the three months ended September 30, 2021, compared to \$2.5 million in 2020. Expenses for the nine months ended September 30, 2021 were \$5.3 million, compared to \$7.2 million last year.

## INTEREST EXPENSE

Interest expense, which includes allocated interest expense on long-term debt and interest expense on leases, totalled \$5.9 million in the third quarter of 2021 compared to \$5.2 million in the third quarter of 2020. Interest expense for the nine month period was \$17.7 million compared to \$15.5 million in 2020. Long-term debt interest expense is calculated based on a long-term debt allocation of \$0.4 billion to Mackenzie.

## Q3 2021 VS. Q2 2021

### REVENUES

Net asset management fees – third party were \$172.5 million for the current quarter, an increase of \$11.6 million or 7.2% from \$160.9 million in the second quarter. The increase in net asset management fees – third party was primarily due to a 4.9% increase in average assets under management, as shown in Table 15, and an increase in the effective net asset management fee rate. Mackenzie's net asset management fee rate was 54.7 basis points for the current quarter compared to 54.1 basis points in the second quarter. The increase in the net asset management fee rate was attributed to the strength of retail which has higher rates.

Management fees – Wealth Management were \$29.7 million in the current quarter, up from \$28.0 million in the second quarter of 2021, primarily due to the increase in assets under management of 3.1% from the second quarter. The management fee rate was 14.8 basis points in the current quarter compared to 14.5 basis points in the second quarter.

Net investment income and other was \$2.2 million for the current quarter, an increase of \$1.1 million from the second quarter.

### EXPENSES

Advisory and business development expenses were \$19.2 million for the current quarter, a decrease of \$5.9 million or 23.5% from \$25.1 million in the second quarter. The decline in the current quarter is attributed to lower wholesaler commissions consistent with the decline in net investment fund net sales in the current quarter.

Operations and support expenses were \$83.3 million for the current quarter, an increase of \$2.8 million or 3.5% from \$80.5 million compared to the second quarter.

Sub-advisory expenses were \$1.7 million for the current quarter, compared to \$1.9 million in the second quarter.

# Strategic Investments and Other

## Review of Segment Operating Results

The Strategic Investments and Other segment includes investments in Great-West Lifeco Inc. (Lifeco), China Asset Management Co., Ltd. (China AMC), Northleaf Capital Group Ltd. (Northleaf), Wealthsimple Financial Corp., Portag3 Ventures LPs., and unallocated capital.

Earnings from the Strategic Investments and Other segment include the Company's proportionate share of earnings of its associates, Lifeco, China AMC and Northleaf as well as net investment income on unallocated capital.

In the third quarter of 2020, the Company sold its 24.8% equity interest in Personal Capital Corporation (Personal Capital) as discussed in the Consolidated Financial Position section of this MD&A.

Assets held by the Strategic Investments and Other segment are included in Table 18.

Unallocated capital represents capital not allocated to any of the operating companies and which would be available for investment, debt repayment, distribution to shareholders or other corporate purposes. This capital is invested in highly liquid, high quality financial instruments in accordance with the Company's Investment Policy.

Strategic Investments and Other segment adjusted net earnings are presented in Table 19.

### 2021 VS. 2020

The proportionate share of associates' earnings increased by \$12.4 million in the third quarter of 2021 compared to the third

quarter of 2020 and increased by \$38.8 million in nine months ended September 30, 2021 compared to 2020. These earnings reflect equity earnings from Lifeco, China AMC, Northleaf and, until the third quarter of 2020, Personal Capital, as discussed in the Consolidated Financial Position section of this MD&A. The increase in the third quarter of 2021 resulted primarily from increases in the proportionate share of China AMC's earnings of \$6.5 million and Lifeco's earnings of \$2.3 million. The increase in the nine month period of 2021 resulted primarily from increases in the proportionate share of China AMC's earnings of \$14.9 million and Lifeco's earnings of \$12.9 million and an increase due to Personal Capital, reflecting the sale of the Company's investment in the second quarter of 2020. The increase in both the three and nine month periods was also due to the proportionate share of Northleaf's earnings, which was \$2.9 million and \$5.1 million, respectively, net of non-controlling interest.

Net investment income and other was \$0.6 million in the third quarter of 2021, unchanged from 2020, and was \$1.6 million in the nine months ended September 30, 2021, a decrease from \$4.9 million in 2020.

### Q3 2021 VS. Q2 2021

The proportionate share of associates' earnings was \$55.9 million in the third quarter of 2021, an increase of \$7.7 million from the second quarter of 2021. Net investment income and other was \$0.6 million in the third quarter of 2021, compared to \$0.8 million in the second quarter.

TABLE 18: TOTAL ASSETS – STRATEGIC INVESTMENTS AND OTHER

(\$ millions)	2021 SEPTEMBER 30	2020 DECEMBER 31
<b>Investments in associates</b>		
Lifeco	\$ 1,001.5	\$ 962.4
China AMC	742.6	720.3
Northleaf	255.3	248.5
	<b>1,999.4</b>	<b>1,931.2</b>
<b>FVTOCI investments</b>		
Wealthsimple (direct investment only)	1,133.5	511.6
Portag3 and other investments	121.7	81.7
	<b>1,255.2</b>	<b>593.3</b>
<b>Unallocated capital and other</b>	<b>673.7</b>	<b>240.6</b>
<b>Total assets</b>	<b>\$ 3,928.3</b>	<b>\$ 2,765.1</b>
Lifeco fair value	\$ 1,439.0	\$ 1,133.2

TABLE 19: OPERATING RESULTS – STRATEGIC INVESTMENTS AND OTHER

THREE MONTHS ENDED (\$ millions)				% CHANGE		
	2021 SEP. 30	2021 JUN. 30	2020 SEP. 30	2021 JUN. 30	2020 SEP. 30	
<b>Revenues</b>						
Net investment income and other	\$ 0.6	\$ 0.8	\$ 0.6	(25.0) %	– %	
Proportionate share of associates' earnings						
Investment in Lifeco	35.3	31.3	33.0	12.8	7.0	
Investment in China AMC	17.0	15.1	10.5	12.6	61.9	
Investment in Northleaf	3.6	1.8	–	100.0	N/M	
	55.9	48.2	43.5	16.0	28.5	
	56.5	49.0	44.1	15.3	28.1	
<b>Expenses</b>						
Operations and support	1.2	1.3	1.2	(7.7)	–	
Adjusted earnings before taxes	55.3	47.7	42.9	15.9	28.9	
Income taxes	1.6	0.7	(2.0)	128.6	N/M	
Adjusted net earnings	53.7	47.0	44.9	14.3	19.6	
Non-controlling interest	0.7	0.4	–	75.0	N/M	
<b>Adjusted net earnings available to common shareholders</b>	<b>\$ 53.0</b>	<b>\$ 46.6</b>	<b>\$ 44.9</b>	<b>13.7 %</b>	<b>18.0 %</b>	
<b>NINE MONTHS ENDED</b>						
(\$ millions)				2021 SEP. 30	2020 SEP. 30	% CHANGE
<b>Revenues</b>						
Net investment income and other			\$ 1.6	\$ 4.9	(67.3) %	
Proportionate share of associates' earnings						
Investment in Lifeco			94.7	81.8	15.8	
Investment in China AMC			44.6	29.7	50.2	
Investment in Northleaf			6.4	–	N/M	
Investment in Personal Capital			–	(4.6)	100.0	
			145.7	106.9	36.3	
			147.3	111.8	31.8	
<b>Expenses</b>						
Operations and support			3.6	3.2	12.5	
Adjusted earnings before taxes			143.7	108.6	32.3	
Income taxes			3.4	(5.7)	N/M	
Adjusted net earnings			140.3	114.3	22.7	
Non-controlling interest			1.3	–	N/M	
<b>Adjusted net earnings available to common shareholders</b>			<b>\$ 139.0</b>	<b>\$ 114.3</b>	<b>21.6 %</b>	

## Consolidated Financial Position

IGM Financial's total assets were \$17.0 billion at September 30, 2021, compared to \$16.1 billion at December 31, 2020.

### OTHER INVESTMENTS

The composition of the Company's securities holdings is detailed in Table 20.

#### FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (FVTOCI)

Gains and losses on FVTOCI investments are recorded in Other comprehensive income.

#### Corporate Investments

Corporate investments is primarily comprised of the Company's investments in Wealthsimple Financial Corp. (Wealthsimple), and Portag3 Ventures LP, Portag3 Ventures II LP and Portage Ventures III LP (Portag3).

Wealthsimple is an online investment manager that provides financial investment guidance. The investment is classified at Fair Value Through Other Comprehensive Income.

On May 3, 2021, Wealthsimple announced a \$750 million equity fundraising, valuing IGM's investment in Wealthsimple at \$1,448 million. As part of the transaction, IGM Financial Inc. disposed of a portion of its investment for proceeds of \$294 million (\$258 million after-tax).

In the second quarter of 2021, a realized gain of \$239 million (\$207 million after-tax) was transferred from Accumulated other comprehensive income to Other retained earnings.

The Company continues to be the largest shareholder in Wealthsimple with an interest of 23% and fair value of \$1,153 million.

Portag3 consists of early-stage investment funds dedicated to backing innovating financial services companies and are

controlled by Power Financial Corporation, a subsidiary of Power Corporation of Canada. In the nine months ended September 30, 2021, the Company invested \$6.6 million related to Portag3 for a total investment of \$59.7 million.

The total fair value of Corporate investments of \$1.3 billion at September 30, 2021 is presented net of certain costs incurred within the limited partnership structures holding the underlying investments.

#### FAIR VALUE THROUGH PROFIT OR LOSS (FVTPL)

Securities classified as FVTPL include equity securities and proprietary investment funds. Gains and losses are recorded in Net investment income and other in the Consolidated Statements of Earnings.

Certain proprietary investment funds are consolidated where the Company has made the assessment that it controls the investment fund. The underlying securities of these funds are classified as FVTPL.

### LOANS

The composition of the Company's loans is detailed in Table 21.

Loans consisted of residential mortgages and represented 32.7% of total assets at September 30, 2021, compared to 39.4% at December 31, 2020.

Loans measured at amortized cost are primarily comprised of residential mortgages sold to securitization programs sponsored by third parties that in turn issue securities to investors. An offsetting liability, Obligations to securitization entities, has been recorded and totalled \$5.3 billion at September 30, 2021, compared to \$6.2 billion at December 31, 2020.

The Company holds loans pending sale or securitization. Loans measured at fair value through profit or loss are residential mortgages held temporarily by the Company pending sale.

TABLE 20: OTHER INVESTMENTS

(\$ millions)	SEPTEMBER 30, 2021		DECEMBER 31, 2020	
	COST	FAIR VALUE	COST	FAIR VALUE
<b>Fair value through other comprehensive income</b>				
Corporate investments	\$ 223.9	\$ 1,255.2	\$ 251.4	\$ 593.3
<b>Fair value through profit or loss</b>				
Equity securities	1.5	1.7	1.5	1.5
Proprietary investment funds	76.9	81.9	35.3	37.5
	78.4	83.6	36.8	39.0
	\$ 302.3	\$ 1,338.8	\$ 288.2	\$ 632.3

TABLE 21: LOANS

(\$ millions)	2021 SEPTEMBER 30	2020 DECEMBER 31
<b>Amortized cost</b>	<b>\$ 5,550.4</b>	<b>\$ 6,329.4</b>
Less: Allowance for expected credit losses	0.7	0.8
	<b>5,549.7</b>	<b>6,328.6</b>
<b>Fair value through profit or loss</b>	<b>4.0</b>	<b>3.3</b>
	<b>\$ 5,553.7</b>	<b>\$ 6,331.9</b>

Loans held for securitization are carried at amortized cost. Total loans being held pending sale or securitization are \$317.0 million at September 30, 2021, compared to \$334.5 million at December 31, 2020.

Residential mortgages originated by IG Wealth Management are funded primarily through sales to third parties on a fully serviced basis, including Canada Mortgage and Housing Corporation (CMHC) or Canadian bank sponsored securitization programs. At September 30, 2021, IG Wealth Management serviced \$10.0 billion of residential mortgages, including \$2.4 billion originated by subsidiaries of Lifeco.

## SECURITIZATION ARRANGEMENTS

Through the Company's mortgage banking operations, residential mortgages originated by IG Wealth Management mortgage planning specialists are sold to securitization trusts sponsored by third parties that in turn issue securities to investors. The Company securitizes residential mortgages through the CMHC sponsored National Housing Act Mortgage-Backed Securities (NHA MBS) and the Canada Mortgage Bond Program (CMB Program) and through Canadian bank-sponsored asset-backed commercial paper (ABCP) programs. The Company retains servicing responsibilities and certain elements of credit risk and prepayment risk associated with the transferred assets. The Company's credit risk on its securitized mortgages is partially mitigated through the use of insurance. Derecognition of financial assets in accordance with IFRS is based on the transfer of risks and rewards of ownership. As the Company has retained prepayment risk and certain elements of credit risk associated with the Company's securitization transactions through the CMB and ABCP programs, they are accounted for as secured borrowings. The Company records the transactions under these programs as follows: i) the mortgages and related obligations are carried at amortized cost, with interest income and interest expense, utilizing the effective interest rate method, recorded over the term of the mortgages, ii) the component of swaps entered into under the CMB Program whereby the Company pays coupons on Canada Mortgage Bonds and receives investment returns on the reinvestment of repaid mortgage principal, are recorded at fair

value, and iii) cash reserves held under the ABCP program are carried at amortized cost.

In the third quarter of 2021, the Company securitized loans through its mortgage banking operations with cash proceeds of \$319.0 million compared to \$593.4 million in 2020. Additional information related to the Company's securitization activities, including the Company's hedges of related reinvestment and interest rate risk, can be found in the Financial Risk section of this MD&A and in Note 6 to the Interim Financial Statements.

## INVESTMENT IN ASSOCIATES

### *Great-West Lifeco Inc. (Lifeco)*

At September 30, 2021, the Company held a 4% equity interest in Lifeco. IGM Financial and Lifeco are controlled by Power Corporation of Canada.

The equity method is used to account for IGM Financial's investment in Lifeco, as it exercises significant influence. Changes in the carrying value for the three and nine months ended September 30, 2021 compared with 2020 are shown in Table 22.

### *China Asset Management Co., Ltd. (China AMC)*

Founded in 1998 as one of the first fund management companies in China, China AMC has developed and maintained a position among the market leaders in China's asset management industry.

China AMC's total assets under management, excluding subsidiary assets under management, were RMB¥ 1,606.6 billion (\$308.5 billion) at June 30, 2021, representing an increase of 10.0% (CAD\$ increase of 8.2%) from RMB¥ 1,461.1 billion (\$285.1 billion) at December 31, 2020.

The equity method is used to account for the Company's 13.9% equity interest in China AMC, as it exercises significant influence. Changes in the carrying value for the three and nine months ended September 30, 2021 are shown in Table 22. The change in other comprehensive income of \$16.1 million in the three month period ended September 30, 2021 was due to a 2.3% appreciation of the Chinese yuan relative to the Canadian dollar.

TABLE 22: INVESTMENT IN ASSOCIATES

(\$ millions)	SEPTEMBER 30, 2021				SEPTEMBER 30, 2020			
	LIFECO	CHINA AMC	NORTHEAF	TOTAL	LIFECO	CHINA AMC	PERSONAL CAPITAL <sup>(3)</sup>	TOTAL
THREE MONTHS ENDED								
<b>Carrying value, July 1</b>	\$ 985.8	\$ 709.5	\$ 251.7	\$ 1,947.0	\$ 958.1	\$ 689.2	\$ –	\$ 1,647.3
Dividends	(16.4)	–	–	(16.4)	(16.4)	–	–	(16.4)
Proportionate share of:								
Earnings (losses) <sup>(1)</sup>	35.3	17.0	3.6 <sup>(2)</sup>	55.9	33.0	10.5	–	43.5
Other comprehensive income (loss) and other adjustments	(3.2)	16.1	–	12.9	(31.9)	13.3	–	(18.6)
<b>Carrying value, September 30</b>	\$ 1,001.5	\$ 742.6	\$ 255.3	\$ 1,999.4	\$ 942.8	\$ 713.0	\$ –	\$ 1,655.8
NINE MONTHS ENDED								
<b>Carrying value, January 1</b>	\$ 962.4	\$ 720.3	\$ 248.5	\$ 1,931.2	\$ 896.7	\$ 662.7	\$ 194.5	\$ 1,753.9
Investment	–	–	0.4	0.4	–	–	–	–
Dividends	(49.1)	(26.8)	–	(75.9)	(49.1)	(13.7)	–	(62.8)
Proportionate share of:								
Earnings (losses) <sup>(1)</sup>	94.7	44.6	6.4 <sup>(2)</sup>	145.7	81.8	29.7	(4.6)	106.9
Other comprehensive income (loss) and other adjustments	(6.5)	4.5	–	(2.0)	13.4	34.3	8.8	56.5
Disposition	–	–	–	–	–	–	(198.7)	(198.7)
<b>Carrying value, September 30</b>	\$ 1,001.5	\$ 742.6	\$ 255.3	\$ 1,999.4	\$ 942.8	\$ 713.0	\$ –	\$ 1,655.8

(1) The proportionate share of earnings from the Company's investment in associates is recorded in the Strategic Investments and Other segment.

(2) The Company's proportionate share of Northleaf's earnings, net of Non-controlling interest, was \$2.9 million and \$5.1 million, respectively, for the three and nine month periods.

(3) In 2020, the Company sold its equity interest in Personal Capital to a subsidiary of Lifeco, Empower Retirement.

### Northleaf Capital Group Ltd. (Northleaf)

On October 28, 2020, the Company's subsidiary, Mackenzie, together with Lifeco, acquired a non-controlling interest in Northleaf, a global private equity, private credit and infrastructure fund manager headquartered in Toronto.

The transaction was executed through an acquisition vehicle 80% owned by Mackenzie and 20% owned by Lifeco for cash consideration of \$241 million and up to an additional \$245 million in consideration at the end of five years subject to the business achieving exceptional growth in certain performance measures over the period. Any additional consideration will be recognized as expense over the five year period based on the fair value of the expected payment, which is revalued at each reporting period date.

The acquisition vehicle acquired a 49.9% voting interest and a 70% economic interest in Northleaf. Mackenzie and Lifeco have an obligation and right to purchase the remaining equity and voting interest in Northleaf commencing in approximately five years and extending into future periods. The equity method is used to account for the acquisition vehicle's 70% economic

interest as it exercises significant influence. Significant influence arises from board representation, participating in the policy making process and shared strategic initiatives.

The Company controls the acquisition vehicle therefore it recognizes the full 70% economic interest in Northleaf and recognizes Non-controlling interest (NCI) related to Lifeco's net interest in Northleaf of 14%. Net of NCI, IGM's investment at December 31, 2020 was \$199.6 million, comprised of \$192.6 million in cash consideration, \$6.2 million in capitalized transaction costs and proportionate share of 2020 earnings of \$0.8 million.

Northleaf's assets under management, including invested capital and uninvested commitments, were \$18.6 billion as at September 30, 2021 (December 31, 2020 – \$14.6 billion). The increase of \$4.0 billion in assets under management during the nine month period was driven by \$4.3 billion in new commitments and an increase of \$0.1 billion related to foreign exchange on USD denominated assets, offset by a decrease of \$0.4 billion in return of capital and other.

## Consolidated Liquidity and Capital Resources

### LIQUIDITY

Cash and cash equivalents totalled \$1,123.1 million at September 30, 2021 compared with \$771.6 million at December 31, 2020 and \$992.4 million at September 30, 2020. Cash and cash equivalents related to the Company's deposit operations were \$2.4 million at September 30, 2021, compared to \$5.2 million at December 31, 2020 and \$2.8 million at September 30, 2020, as shown in Table 23.

Client funds on deposit represents cash balances held by clients within their investment accounts and with the offset included in deposit liabilities.

Working capital, which consists of current assets less current liabilities, totalled \$825.1 million at September 30, 2021, compared with \$330.8 million at December 31, 2020 and \$696.1 million at September 30, 2020 (Table 24).

Working capital, which includes unallocated capital, is utilized to:

- Finance ongoing operations, including the funding of sales commissions.
- Temporarily finance mortgages in its mortgage banking operations.
- Pay interest related to long-term debt.
- Maintain liquidity requirements for regulated entities.
- Pay quarterly dividends on its outstanding common shares.
- Finance common share repurchases and retirement of long-term debt.
- Capital investment in the business and business acquisitions.

IGM Financial continues to generate significant cash flows from its operations. Earnings before interest, taxes, depreciation and amortization before sales commissions (EBITDA before sales commissions) totalled \$422.3 million for the third quarter of 2021 compared to \$336.3 million for the third quarter of 2020

and \$379.7 million for the second quarter of 2021. For the nine months ended September 30, 2021, EBITDA before sales commissions totalled \$1,135.2 million compared to \$900.0 million for the comparative period of 2020. EBITDA before sales commissions excludes the impact of both commissions paid and commission amortization (refer to Table 1).

Earnings before interest, taxes, depreciation and amortization after sales commissions (EBITDA after sales commissions) totalled \$384.5 million in the third quarter of 2021 compared to \$306.3 million in the third quarter of 2020 and \$337.0 million in the second quarter of 2021. For the nine months ended September 30, 2021, EBITDA after sales commissions totalled \$1,007.6 million compared to \$801.8 million for the comparative period of 2020. EBITDA after sales commissions excludes the impact of commission amortization (refer to Table 1).

Refer to the Financial Instruments Risk section of this MD&A for information related to other sources of liquidity and to the Company's exposure to and management of liquidity and funding risk.

### CASH FLOWS

Table 25 – Cash Flows is a summary of the Consolidated Statements of Cash Flows which forms part of the Interim Financial Statements for the three and nine month periods ended September 30, 2021. Cash and cash equivalents increased by \$156.3 million in the third quarter of 2021 compared to an increase of \$355.5 million in 2020. For the nine months ended September 30, 2021, cash and cash equivalents increased by \$351.5 million, compared to an increase of \$272.4 million in 2020.

Adjustments to determine net cash from operating activities during the three and nine month periods of 2021 compared to 2020 consist of non-cash operating activities offset by cash operating activities:

TABLE 23: DEPOSIT OPERATIONS – FINANCIAL POSITION

(\$ millions)	2021 SEP. 30	2020 DEC. 31	2020 SEP. 30
<b>Assets</b>			
Cash and cash equivalents	\$ 2.4	\$ 5.2	\$ 2.8
Client funds on deposit	1,642.3	1,063.4	821.6
Accounts and other receivables	1.6	48.4	26.1
Loans	8.6	10.5	14.0
<b>Total assets</b>	<b>\$ 1,654.9</b>	<b>\$ 1,127.5</b>	<b>\$ 864.5</b>
<b>Liabilities and shareholders' equity</b>			
Deposit liabilities	\$ 1,641.0	\$ 1,104.9	\$ 845.7
Other liabilities	3.4	12.2	8.5
Shareholders' equity	10.5	10.4	10.3
<b>Total liabilities and shareholders' equity</b>	<b>\$ 1,654.9</b>	<b>\$ 1,127.5</b>	<b>\$ 864.5</b>

TABLE 24: WORKING CAPITAL

(\$ millions)	2021 SEP. 30	2020 DEC. 31	2020 SEP. 30
<b>Current assets</b>			
Cash and cash equivalents	\$ 1,123.1	\$ 771.6	\$ 992.4
Client funds on deposit	1,642.3	1,063.4	821.6
Accounts receivable and other assets	429.6	391.3	408.2
Current portion of securitized mortgages and other	1,173.0	1,518.6	1,723.3
	<b>4,368.0</b>	<b>3,744.9</b>	<b>3,945.5</b>
<b>Current liabilities</b>			
Accounts and other payables	807.4	756.5	723.2
Deposits and certificates	1,639.6	1,101.4	841.8
Current portion of obligations to securitization entities and other	1,095.9	1,556.2	1,684.4
	<b>3,542.9</b>	<b>3,414.1</b>	<b>3,249.4</b>
<b>Working capital</b>	<b>\$ 825.1</b>	<b>\$ 330.8</b>	<b>\$ 696.1</b>

- The add-back of amortization of capitalized sales commissions offset by the deduction of capitalized sales commissions paid.
- The add-back of amortization of capital, intangible and other assets.
- The deduction of investment in associates' equity earnings offset by dividends received.
- The add-back of pension and other post-employment benefits offset by cash contributions.
- Changes in operating assets and liabilities and other.
- The deduction of restructuring provision cash payments.
- The adjustment for other items in 2020, which included the add-back of restructuring provision and other and the deduction of the gain on the sale of the Company's investment in Personal Capital.

Financing activities during the third quarter of 2021 compared to 2020 related to:

- An increase in obligations to securitization entities of \$313.3 million and repayments of obligations to securitization entities of \$573.6 million in 2021 compared to an increase in obligations to securitization entities of \$595.4 million and repayments of obligations to securitization entities of \$664.7 million in 2020.
- The payment of regular common share dividends which totalled \$134.4 million in 2021, compared to \$134.0 million in 2020.

Financing activities during the nine months ended September 30, 2021 compared to 2020 related to:

- An increase in obligations to securitization entities of \$1,158.2 million and repayments of obligations to securitization entities of \$1,979.6 million in 2021 compared to an increase in obligations to securitization entities of \$1,147.9 million and repayments of obligations to securitization entities of \$1,569.7 million in 2020.

TABLE 25: CASH FLOWS

(\$ millions)	THREE MONTHS ENDED SEPTEMBER 30			NINE MONTHS ENDED SEPTEMBER 30		
	2021	2020	% CHANGE	2021	2020	% CHANGE
<b>Operating activities</b>						
Earnings before income taxes	\$ 349.9	\$ 235.3	48.7 %	\$ 919.1	\$ 675.6	36.0 %
Income taxes paid	(21.9)	(70.3)	68.8	(126.5)	(131.9)	4.1
Adjustments to determine net cash from operating activities	(3.0)	9.9	N/M	(178.2)	(46.1)	(286.6)
	<b>325.0</b>	<b>174.9</b>	<b>85.8</b>	<b>614.4</b>	<b>497.6</b>	<b>23.5</b>
<b>Financing activities</b>	<b>(388.6)</b>	<b>(210.7)</b>	<b>(84.4)</b>	<b>(1,212.1)</b>	<b>(847.2)</b>	<b>(43.1)</b>
<b>Investing activities</b>	<b>219.9</b>	<b>391.3</b>	<b>(43.8)</b>	<b>949.2</b>	<b>622.0</b>	<b>52.6</b>
<b>Change in cash and cash equivalents</b>	<b>156.3</b>	<b>355.5</b>	<b>(56.0)</b>	<b>351.5</b>	<b>272.4</b>	<b>29.0</b>
Cash and cash equivalents, beginning of period	966.8	636.9	51.8	771.6	720.0	7.2
<b>Cash and cash equivalents, end of period</b>	<b>\$ 1,123.1</b>	<b>\$ 992.4</b>	<b>13.2 %</b>	<b>\$ 1,123.1</b>	<b>\$ 992.4</b>	<b>13.2 %</b>

- The payment of regular common share dividends which totalled \$402.5 million in 2021, compared to \$402.1 million in 2020.

Investing activities during the third quarter of 2021 compared to 2020 primarily related to:

- The purchases of other investments totalling \$28.9 million and sales of other investments with proceeds of \$8.5 million in 2021 compared to \$0.7 million and \$6.9 million, respectively, in 2020.
- An increase in loans of \$431.4 million with repayments of loans and other of \$682.5 million in 2021 compared to \$516.7 million and \$696.4 million, respectively, in 2020 primarily related to residential mortgages in the Company's mortgage banking operations.
- Net cash used in additions to intangible assets was \$11.3 million in 2021 compared to \$13.3 million in 2020.

Investing activities during the nine months ended September 30, 2021 compared to 2020 related to:

- The purchases of other investments totalling \$85.5 million and sales of other investments with proceeds of \$310.8 million in 2021 compared to \$26.5 million and \$21.9 million, respectively, in 2020. The proceeds in 2021 reflect cash proceeds on the disposition of a portion of IGM Financial's investment in Wealthsimple.
- An increase in loans of \$1,402.3 million with repayments of loans and other of \$2,181.8 million in 2021 compared to \$1,333.9 million and \$1,799.5 million, respectively, in 2020 primarily related to residential mortgages in the Company's mortgage banking operations.
- Net cash used in additions to intangible assets was \$47.5 million in 2021 compared to \$42.5 million in 2020.

The three and nine month periods of 2020 also included the sale of the Company's investment in Personal Capital with proceeds of \$231.0 million.

## CAPITAL RESOURCES

The Company's capital management objective is to maximize shareholder returns while ensuring that the Company is capitalized in a manner which appropriately supports regulatory capital requirements, working capital needs and business expansion. The Company's capital management practices are focused on preserving the quality of its financial position by maintaining a solid capital base and a strong balance sheet. Capital of the Company consists of long-term debt and common shareholders' equity which totalled \$8.3 billion at September 30, 2021, compared to \$7.1 billion at December 31, 2020. The Company regularly assesses its capital management practices in response to changing economic conditions.

The Company's capital is primarily utilized in its ongoing business operations to support working capital requirements, long-term investments made by the Company, business expansion and other strategic objectives. Subsidiaries subject to regulatory capital requirements include investment dealers, mutual fund dealers, exempt market dealers, portfolio managers, investment fund managers and a trust company. These subsidiaries are required to maintain minimum levels of capital based on either working capital, liquidity or shareholders' equity. The Company's subsidiaries have complied with all regulatory capital requirements.

The total outstanding long-term debt was \$2.1 billion at September 30, 2021, unchanged from December 31, 2020. Long-term debt is comprised of debentures which are senior unsecured debt obligations of the Company subject to standard covenants, including negative pledges, but which do not include any specified financial or operational covenants.

Other activities in 2021 included the declaration of common share dividends of \$403.0 million or \$1.6875 per share. Changes in common share capital are reflected in the Interim Consolidated Statements of Changes in Shareholders' Equity.

Standard & Poor's (S&P) current rating on the Company's senior unsecured debentures is "A" with a stable outlook. Dominion Bond Rating Service's (DBRS) current rating on the Company's senior unsecured debentures is "A (High)" with a stable rating trend.

Credit ratings are intended to provide investors with an independent measure of the credit quality of the securities of a company and are indicators of the likelihood of payment and the capacity of a company to meet its obligations in accordance with the terms of each obligation. Descriptions of the rating categories for each of the agencies set forth below have been obtained from the respective rating agencies' websites.

These ratings are not a recommendation to buy, sell or hold the securities of the Company and do not address market price or other factors that might determine suitability of a specific security for a particular investor. The ratings also may not reflect the potential impact of all risks on the value of securities and are subject to revision or withdrawal at any time by the rating organization.

The A rating assigned to IGM Financial's senior unsecured debentures by S&P is the sixth highest of the 22 ratings used for long-term debt. This rating indicates S&P's view that the Company's capacity to meet its financial commitment on the obligation is strong, but the obligation is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher rated categories.

The A (High) rating assigned to IGM Financial's senior unsecured debentures by DBRS is the fifth highest of the 26 ratings used for long-term debt. Under the DBRS long-term rating scale,

debt securities rated A (High) are of good credit quality and the capacity for the payment of financial obligations is substantial. While this is a favourable rating, entities in the A (High) category may be vulnerable to future events, but qualifying negative factors are considered manageable.

## FINANCIAL INSTRUMENTS

Table 26 presents the carrying amounts and fair values of financial assets and financial liabilities. The table excludes fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value. These items include cash and cash equivalents, accounts and other receivables, certain other financial assets, accounts payable and accrued liabilities and certain other financial liabilities.

Fair value is determined using the following methods and assumptions:

- Other investments and other financial assets and liabilities are valued using quoted prices from active markets, when available. When a quoted market price is not readily available, valuation techniques are used that require assumptions related to discount rates and the timing and amount of future cash flows. Wherever possible, observable market inputs are used in the valuation techniques.
- Loans classified as held for trading are valued using market interest rates for loans with similar credit risk and maturity,

specifically lending rates offered to retail borrowers by financial institutions.

- Loans classified as amortized cost are valued by discounting the expected future cash flows at prevailing market yields.
- Obligations to securitization entities are valued by discounting the expected future cash flows at prevailing market yields for securities issued by these securitization entities having similar terms and characteristics.
- Deposits and certificates are valued by discounting the contractual cash flows using market interest rates currently offered for deposits with similar terms and credit risks.
- Long-term debt is valued using quoted prices for each debenture available in the market.
- Derivative financial instruments are valued based on quoted market prices, where available, prevailing market rates for instruments with similar characteristics and maturities, or discounted cash flow analysis.

See Note 13 of the Interim Financial Statements which provides additional discussion on the determination of fair value of financial instruments.

Although there were changes to both the carrying values and fair values of financial instruments, these changes did not have a material impact on the financial condition of the Company for the nine months ended September 30, 2021.

TABLE 26: FINANCIAL INSTRUMENTS

(\$ millions)	SEPTEMBER 30, 2021		DECEMBER 31, 2020	
	CARRYING VALUE	FAIR VALUE	CARRYING VALUE	FAIR VALUE
<b>Financial assets recorded at fair value</b>				
Other investments				
– Fair value through other comprehensive income	\$ 1,255.2	\$ 1,255.2	\$ 593.3	\$ 593.3
– Fair value through profit or loss	83.6	83.6	39.0	39.0
Loans				
– Fair value through profit or loss	4.0	4.0	3.3	3.3
Derivative financial instruments	44.9	44.9	37.3	37.3
<b>Financial assets recorded at amortized cost</b>				
Loans				
– Amortized cost	5,549.7	5,630.6	6,328.6	6,532.8
<b>Financial liabilities recorded at fair value</b>				
Derivative financial instruments	19.0	19.0	34.5	34.5
<b>Financial liabilities recorded at amortized cost</b>				
Deposits and certificates	1,641.0	1,641.3	1,104.9	1,105.4
Obligations to securitization entities	5,268.2	5,390.3	6,173.9	6,345.2
Long-term debt	2,100.0	2,499.1	2,100.0	2,653.8

## Risk Management

IGM Financial is exposed to a variety of risks that are inherent in our business activities. Our ability to manage these risks is key to our ongoing success. The Company emphasizes a strong risk management culture and the implementation of an effective risk management approach. Our approach coordinates risk management across the organization and its business units and seeks to ensure prudent and measured risk-taking in order to achieve an appropriate balance between risk and return. Fundamental to our enterprise risk management program is protecting and enhancing our reputation.

### RISK MANAGEMENT FRAMEWORK

The Company's risk management approach is undertaken through our comprehensive Enterprise Risk Management (ERM) Framework which is composed of five core elements: risk governance, risk appetite, risk principles, a defined risk management process, and risk management culture. The ERM Framework is established under our ERM Policy, which is approved by the Executive Risk Management Committee.

### RISK GOVERNANCE

Our risk governance structure emphasizes ownership of risk management in each business unit and oversight by an executive Risk Management Committee accountable to the Risk Committee of the Board (Risk Committee) and ultimately to the Board of Directors. Additional oversight is provided by the ERM Department, compliance groups, and Internal Audit Department.

The Risk Committee provides primary oversight and carries out its risk management mandate. The Risk Committee is responsible for assisting the Board in reviewing and overseeing the risk governance structure and risk management program of the Company by: i) ensuring that appropriate procedures are in place to identify and manage risks and establish risk tolerances, ii) ensuring that appropriate policies, procedures and controls are implemented to manage risks, and iii) reviewing the risk management process on a regular basis to ensure that it is functioning effectively.

Other specific risks are managed with the support of the following Board committees:

- The Audit Committee has specific risk oversight responsibilities in relation to financial disclosure, internal controls and the control environment as well as our compliance activities, including administration of the Code of Conduct.
- The Human Resource Committee oversees compensation policies and practices.
- The Governance and Nominating Committee oversees corporate governance practices.

- The Related Party and Conduct Review Committee oversees conflicts of interest.

Management oversight for risk management resides with the executive Risk Management Committee which is comprised of the Chief Executive Officers of IGM Financial, IG Wealth Management and Mackenzie Investments, the Chief Financial Officer, the General Counsel, the Chief Operating Officer, the Chief Strategy and Corporate Development Officer and the Chief Human Resources Officer. The committee is responsible for oversight of IGM Financial's risk management process by: i) establishing and maintaining the risk framework and policy; ii) defining the risk appetite; iii) ensuring our risk profile and processes are aligned with corporate strategy and risk appetite; and iv) establishing "tone at the top" and reinforcing a strong culture of risk management.

The Chief Executive Officers of the operating companies have overall responsibility for overseeing risk management of their respective companies.

The Company has assigned responsibility for risk management using the Three Lines of Defence model, with the First Line reflecting the business units having primary responsibility for risk management, supported by Second Line risk management functions and a Third Line (the Internal Audit function) providing assurance and validation of the design and effectiveness of the ERM Framework.

In response to the impact of COVID-19, the Company is focusing our teams on addressing and managing COVID-19 issues and has established new committees and processes where required.

#### *First Line of Defence*

The leaders of the various business units and support functions have primary ownership and accountability for the ongoing risk management associated with their respective activities. Responsibilities of business unit and support function leaders include: i) establishing and maintaining procedures for the identification, assessment, documentation and escalation of risks, ii) implementing control activities to mitigate risks, iii) identifying opportunities for risk reduction or transfer, and iv) aligning business and operational strategies with the risk culture and risk appetite of the organization as established by the Risk Management Committee.

#### *Second Line of Defence*

The Enterprise Risk Management (ERM) Department provides oversight, analysis and reporting to the Risk Management Committee on the level of risks relative to the established risk appetite for all activities of the Company. Other responsibilities include: i) developing and maintaining the enterprise risk

management program and framework, ii) managing the enterprise risk management process, and iii) providing guidance and training to business unit and support function leaders.

The Company has a number of committees of senior business leaders which provide oversight of specific business risks, including the Financial Risk Management and Operational Risk Management committees. These committees perform critical reviews of risk assessments, risk management practices and risk response plans developed by business units and support functions.

Other oversight accountabilities reside with the Company's corporate and compliance groups which are responsible for ensuring compliance with policies, laws and regulations.

### **Third Line of Defence**

The Internal Audit Department is the third line of defence and provides independent assurance to senior management and the Board of Directors on the effectiveness of risk management policies, processes and practices.

### **RISK APPETITE AND RISK PRINCIPLES**

The Risk Management Committee establishes the Company's appetite for different types of risk through the Risk Appetite Framework. Under the Risk Appetite Framework, one of four appetite levels is established for each risk type and business activity of the Company. These appetite levels range from those where the Company has no appetite for risk and seeks to minimize any losses, to those where the Company readily accepts exposure while seeking to ensure that risks are well understood and managed. These appetite levels guide our business units as they engage in business activities, and inform them in establishing policies, limits, controls and risk transfer activities.

A Risk Appetite Statement and Risk Principles provide further guidance to business leaders and employees as they conduct risk management activities. The Risk Appetite Statement's emphasis is to maintain the Company's reputation and brand, ensure financial flexibility, and focus on mitigating operational risk.

### **RISK MANAGEMENT PROCESS**

The Company's risk management process is designed to foster:

- Ongoing assessment of risks and tolerance in a changing operating environment.
- Appropriate identification and understanding of existing and emerging risks and risk response.
- Timely monitoring and escalation of risks based upon changing circumstances.

Significant risks that may adversely affect the Company's ability to achieve its strategic and business objectives are identified through the Company's ongoing risk management process.

We use a consistent methodology across our organizations and business units for identification and assessment of risks. Risks are assessed by evaluating the impact and likelihood of the potential risk event after consideration of controls and any risk transfer activities. The results of these assessments are considered relative to risk appetite and tolerances and may result in action plans to adjust the risk profile.

Risk assessments are monitored and reviewed on an ongoing basis by business units and by oversight areas including the ERM Department. The ERM Department promotes and coordinates communication and consultation to support effective risk management and escalation. The ERM Department regularly reports on the results of risk assessments and on the assessment process to the Risk Management Committee and to the Board Risk Committee.

### **RISK MANAGEMENT CULTURE**

Risk management is intended to be everyone's responsibility within the organization. The ERM Department engages all business units in workshops to foster awareness and incorporation of our risk framework into our business activities.

We have an established business planning process which reinforces our risk management culture. Our compensation programs are typically objectives-based, and do not encourage or reward excessive or inappropriate risk taking, and often are aligned specifically with risk management objectives.

Our risk management program emphasizes integrity, ethical practices, responsible management and measured risk-taking with a long-term view. Our standards of integrity and ethics are reflected within our Code of Conduct which applies to directors, officers and employees.

### **KEY RISKS OF THE BUSINESS**

Significant risks that may adversely affect our ability to achieve strategic and business objectives are identified through our ongoing risk management process.

We use a consistent methodology across our organizations and business units to identify and assess risks, considering factors both internal and external to the organization. These risks are broadly grouped into five categories: financial, operational, strategic, business, and environmental and social.

#### **1) FINANCIAL RISK**

##### **LIQUIDITY AND FUNDING RISK**

This is the risk of an inability to generate or obtain sufficient cash in a timely and cost-effective manner to meet contractual or anticipated commitments as they come due or arise.

Our liquidity management practices include:

- Maintaining liquid assets and lines of credit to satisfy near term liquidity needs.
- Ensuring effective controls over liquidity management processes.
- Performing regular cash forecasts and stress testing.
- Regular assessment of capital market conditions and the Company's ability to access bank and capital market funding.
- Ongoing efforts to diversify and expand long-term mortgage funding sources.
- Oversight of liquidity management by the Financial Risk Management Committee, a committee of finance and other business leaders.

A key funding requirement is the funding of Consultant network compensation paid for the distribution of financial products and services. This compensation continues to be paid from operating cash flows.

The Company also maintains sufficient liquidity to fund and temporarily hold mortgages pending sale or securitization to long-term funding sources and to manage any derivative collateral requirements. Through its mortgage banking operations, residential mortgages are sold to third parties including certain mutual funds, institutional investors through private placements, Canadian bank-sponsored securitization trusts, and by issuance and sale of National Housing Act Mortgage-Backed Securities (NHA MBS) securities including sales to Canada Housing Trust under the CMB Program. The Company maintains committed capacity within certain Canadian bank-sponsored securitization trusts. Capacity for sales under the CMB Program consists of participation in new CMB issues and reinvestment of principal repayments held in the Principal Reinvestment Accounts. The Company's continued ability to fund residential mortgages through Canadian bank-sponsored securitization trusts and NHA MBS is dependent on securitization market conditions and government regulations that are subject to change. A condition

of the NHA MBS and CMB Program is that securitized loans be insured by an insurer that is approved by CMHC. The availability of mortgage insurance is dependent upon market conditions and is subject to change.

As part of ongoing liquidity management during 2021 and 2020, the Company:

- Continued to assess additional funding sources for the Company's mortgage banking operations.
- Received proceeds of \$310.8 million from the sales of a portion of the Company's investment in Wealthsimple and other investments in 2021.
- Received proceeds from the sales of the Company's investment in Personal Capital and the Quadrus Group of Funds of \$262.8 million in 2020.
- Acquisition of GLC for \$185 million and Northleaf for \$241 million in 2020.

The Company's contractual obligations are reflected in Table 27.

In addition to IGM Financial's current balance of cash and cash equivalents, liquidity is available through the Company's lines of credit. The Company's lines of credit with various Schedule I Canadian chartered banks totalled \$825 million at September 30, 2021, unchanged from December 31, 2020. The lines of credit at September 30, 2021 consisted of committed lines of \$650 million and uncommitted lines of \$175 million, unchanged from December 31, 2020. The Company has accessed its uncommitted lines of credit in the past; however, any advances made by a bank under the uncommitted lines of credit are at the bank's sole discretion. As at September 30, 2021 and December 31, 2020, the Company was not utilizing its committed lines of credit or its uncommitted lines of credit.

The actuarial valuation for funding purposes related to the Company's registered defined benefit pension plan, based on a measurement date of December 31, 2020, was completed in

TABLE 27: CONTRACTUAL OBLIGATIONS

AS AT SEPTEMBER 30, 2021 (\$ millions)	DEMAND	LESS THAN 1 YEAR	1-5 YEARS	AFTER 5 YEARS	TOTAL
Derivative financial instruments	\$ -	\$ 8.4	\$ 10.5	\$ 0.1	\$ 19.0
Deposits and certificates	1,639.2	0.4	0.6	0.8	1,641.0
Obligations to securitization entities	-	1,087.5	4,170.5	10.2	5,268.2
Leases <sup>(1)</sup>	-	29.7	92.0	116.8	238.5
Long-term debt	-	-	-	2,100.0	2,100.0
Pension funding <sup>(2)</sup>	-	3.3	-	-	3.3
<b>Total contractual obligations</b>	<b>\$ 1,639.2</b>	<b>\$ 1,129.3</b>	<b>\$ 4,273.6</b>	<b>\$ 2,227.9</b>	<b>\$ 9,270.0</b>

(1) Includes remaining lease payments related to office space and equipment used in the normal course of business.

(2) The next required actuarial valuation will be completed based on a measurement date of December 31, 2021. Pension funding requirements beyond 2021 are subject to significant variability and will be determined based on future actuarial valuations. Pension contribution decisions are subject to change, as contributions are affected by many factors including market performance, regulatory requirements, changes in assumptions and management's ability to change funding policy.

June 2021. The valuation determines the plan surplus or deficit on both a solvency and going concern basis. The solvency basis determines the relationship between the plan assets and its liabilities assuming that the plan is wound up and settled on the valuation date. A going concern valuation compares the relationship between the plan assets and the present value of the expected future benefit cash flows, assuming the plan will be maintained indefinitely. Based on the actuarial valuation, the registered pension plan had a solvency deficit of \$61.3 million compared to \$47.2 million in the previous actuarial valuation, which was based on a measurement date of December 31, 2017. The increase in the solvency deficit resulted primarily as a result of lower interest rates and is required to be funded over five years. The registered pension plan had a going concern surplus of \$79.2 million compared to \$46.1 million in the previous valuation. The next required actuarial valuation will be based on a measurement date of December 31, 2021. During the year, the Company has made contributions of \$11.1 million (2020 – \$19.2 million). The Manitoba Government announced that they will temporarily waive certain contributions businesses are required to make to their defined benefit pension plans including solvency funding payments for the 13 months from December 2020 to December 2021. IGM has elected this special payment moratorium and as a result, the Company expects to only make current service cost annual contributions of approximately \$14.4 million in 2021, with \$3.3 million remaining for the rest of 2021. Pension contribution decisions are subject to change, as contributions are affected by many factors including market performance, regulatory requirements, changes in assumptions and management's ability to change funding policy.

Management believes cash flows from operations, available cash balances and other sources of liquidity described above are sufficient to meet the Company's liquidity needs. The Company continues to have the ability to meet its operational cash flow requirements, its contractual obligations, and its declared dividends. The current practice of the Company is to declare and pay dividends to common shareholders on a quarterly basis at the discretion of the Board of Directors. The declaration of dividends by the Board of Directors is dependent on a variety of factors, including earnings which are significantly influenced by the impact that debt and equity market performance has on the Company's fee income and commission and certain other expenses. The Company's liquidity position and its management of liquidity and funding risk have not changed materially since December 31, 2020.

#### **CREDIT RISK**

This is the risk of financial loss to the Company if a counterparty to a transaction fails to meet its obligations.

The Company's cash and cash equivalents, other investment holdings, mortgage portfolios, and derivatives are subject to

credit risk. The Company monitors its credit risk management practices on an ongoing basis to evaluate their effectiveness.

#### **Cash and Cash Equivalents and Client Funds on Deposit**

At September 30, 2021, cash and cash equivalents of \$1,123.1 million (December 31, 2020 – \$771.6 million) consisted of cash balances of \$320.6 million (December 31, 2020 – \$76.6 million) on deposit with Canadian chartered banks and cash equivalents of \$802.5 million (December 31, 2020 – \$695.0 million). Cash equivalents are comprised of Government of Canada treasury bills totalling \$147.1 million (December 31, 2020 – \$96.0 million), provincial government treasury bills and promissory notes of \$421.8 million (December 31, 2020 – \$148.8 million), and bankers' acceptances and other corporate commercial paper of \$233.6 million (December 31, 2020 – \$450.2 million).

Client funds on deposit of \$1,642.3 million (December 31, 2020 – \$1,063.4 million) represent cash balances held in client accounts which are deposited at Canadian financial institutions.

The Company manages credit risk related to cash and cash equivalents by adhering to its Investment Policy that outlines credit risk parameters and concentration limits. The Company regularly reviews the credit ratings of its counterparties. The maximum exposure to credit risk on these financial instruments is their carrying value.

The Company's exposure to and management of credit risk related to cash and cash equivalents and fixed income securities have not changed materially since December 31, 2020.

#### **Mortgage Portfolio**

As at September 30, 2021, residential mortgages, recorded on the Company's balance sheet, of \$5.6 billion (December 31, 2020 – \$6.3 billion) consisted of \$5.2 billion sold to securitization programs (December 31, 2020 – \$6.0 billion), \$317.0 million held pending sale or securitization (December 31, 2020 – \$334.5 million) and \$11.4 million related to the Company's intermediary operations (December 31, 2020 – \$14.1 million).

The Company manages credit risk related to residential mortgages through:

- Adhering to its lending policy and underwriting standards;
- Its loan servicing capabilities;
- Use of client-insured mortgage default insurance and mortgage portfolio default insurance held by the Company; and
- Its practice of originating its mortgages exclusively through its own network of Mortgage Planning Specialists and IG Wealth Management Consultants as part of a client's IG Living Plan.

In certain instances, credit risk is also limited by the terms and nature of securitization transactions as described below:

- Under the NHA MBS program totalling \$2.7 billion (December 31, 2020 – \$3.2 billion), the Company is obligated to make timely payment of principal and coupons irrespective of whether such payments were received from the mortgage borrower. However, as required by the NHA MBS program, 100% of the loans are insured by an approved insurer.
- Credit risk for mortgages securitized by transfer to bank-sponsored securitization trusts totalling \$2.5 billion (December 31, 2020 – \$2.8 billion) is limited to amounts held in cash reserve accounts and future net interest income, the fair values of which were \$62.3 million (December 31, 2020 – \$73.0 million) and \$41.1 million (December 31, 2020 – \$45.6 million), respectively, at September 30, 2021. Cash reserve accounts are reflected on the balance sheet, whereas rights to future net interest income are not reflected on the balance sheet and will be recorded over the life of the mortgages.

At September 30, 2021, residential mortgages recorded on balance sheet were 53.2% insured (December 31, 2020 – 55.3%). As at September 30, 2021, impaired mortgages on these portfolios were \$4.5 million, compared to \$4.8 million at December 31, 2020. Uninsured non-performing mortgages over 90 days on these portfolios were \$2.4 million at September 30, 2021, compared to \$2.3 million at December 31, 2020.

The Company also retains certain elements of credit risk on mortgage loans sold to the IG Mackenzie Mortgage and Short Term Income Fund and to the IG Mackenzie Canadian Corporate Bond Fund through an agreement to repurchase mortgages in certain circumstances benefiting the funds. These loans are not recorded on the Company's balance sheet as the Company has transferred substantially all of the risks and rewards of ownership associated with these loans.

The Company regularly reviews the credit quality of the mortgages and the adequacy of the allowance for expected credit losses.

The Company's allowance for expected credit losses was \$0.7 million at September 30, 2021, compared to \$0.8 million at December 31, 2020, and is considered adequate by management to absorb all credit-related losses in the mortgage portfolios based on: i) historical credit performance experience, ii) recent trends including the economic impact of COVID-19 and Canada's COVID-19 Economic Response Plan to support Canadians and businesses, iii) current portfolio credit metrics and other relevant characteristics, iv) our strong financial planning relationship with our clients, and v) stress testing of losses under adverse real estate market conditions.

The Company's exposure to and management of credit risk related to mortgage portfolios have not changed materially since December 31, 2020.

### **Derivatives**

The Company is exposed to credit risk through derivative contracts it utilizes to hedge interest rate risk, to facilitate securitization transactions and to hedge market risk related to certain stock-based compensation arrangements. These derivatives are discussed more fully under the Market Risk section of this MD&A.

To the extent that the fair value of the derivatives is in a gain position, the Company is exposed to credit risk that its counterparties fail to fulfil their obligations under these arrangements.

The Company's derivative activities are managed in accordance with its Investment Policy which includes counterparty limits and other parameters to manage counterparty risk. The aggregate credit risk exposure related to derivatives that are in a gain position of \$42.8 million (December 31, 2020 – \$35.8 million) does not give effect to any netting agreements or collateral arrangements. The exposure to credit risk, considering netting agreements and collateral arrangements and including rights to future net interest income, was \$0.4 million at September 30, 2021 (December 31, 2020 – \$3.8 million). Counterparties are all Canadian Schedule I chartered banks and, as a result, management has determined that the Company's overall credit risk related to derivatives was not significant at September 30, 2021. Management of credit risk related to derivatives has not changed materially since December 31, 2020.

Additional information related to the Company's securitization activities and utilization of derivative contracts can be found in Note 6 to the Interim Financial Statements and in Notes 2, 6 and 22 to the Annual Financial Statements.

### **MARKET RISK**

This is the risk of loss arising from changes in the values of the Company's financial instruments due to changes in foreign exchange rates, interest rates or equity prices.

#### **Interest Rate Risk**

IGM Financial is exposed to interest rate risk on its mortgage portfolio and on certain of the derivative financial instruments used in our mortgage banking operations.

The Company manages interest rate risk associated with its mortgage banking operations by entering into interest rate swaps with Canadian Schedule I chartered banks as follows:

- The Company has in certain instances funded floating rate mortgages with fixed rate Canada Mortgage Bonds as part of the securitization transactions under the CMB Program. As previously discussed, as part of the CMB Program, the Company is party to a swap whereby it is entitled to receive investment returns on reinvested mortgage principal and

is obligated to pay Canada Mortgage Bond coupons. This swap had a negative fair value of \$4.7 million (December 31, 2020 – negative \$21.1 million) and an outstanding notional amount of \$0.4 billion at September 30, 2021 (December 31, 2020 – \$0.7 billion). The Company enters into interest rate swaps with Canadian Schedule I chartered banks to hedge the risk that the interest rates earned on floating rate mortgages and reinvestment returns decline. The fair value of these swaps totalled \$9.3 million (December 31, 2020 – \$19.9 million), on an outstanding notional amount of \$1.5 billion at September 30, 2021 (December 31, 2020 – \$1.3 billion). The net fair value of these swaps of \$4.6 million at September 30, 2021 (December 31, 2020 – negative \$1.2 million) is recorded on the balance sheet and has an outstanding notional amount of \$1.9 billion (December 31, 2020 – \$2.0 billion).

- The Company is exposed to the impact that changes in interest rates may have on the value of mortgages committed to or held pending sale or securitization to long-term funding sources. The Company enters into interest rate swaps to hedge the interest rate risk related to funding costs for mortgages held by the Company pending sale or securitization. Hedge accounting is applied to the cost of funds on certain securitization activities. The effective portion of fair value changes of the associated interest rate swaps are initially recognized in Other comprehensive income and subsequently recognized in Wealth Management revenue over the term of the related Obligations to securitization entities. The fair value of these swaps was \$0.7 million (December 31, 2020 – negative \$0.3 million) on an outstanding notional amount of \$109.5 million at September 30, 2021 (December 31, 2020 – \$191.3 million).

As at September 30, 2021, the impact to annual net earnings of a 100 basis point increase in interest rates would have been a decrease of approximately \$1.8 million (December 31, 2020 – decrease of \$1.3 million). The Company's exposure to and management of interest rate risk have not changed materially since December 31, 2020.

#### **Equity Price Risk**

IGM Financial is exposed to equity price risk on our equity investments which are classified as either fair value through other comprehensive income or fair value through profit or loss or investments in associates. The fair value of the equity investments was \$1,338.8 million at September 30, 2021 (December 31, 2020 – \$632.3 million), as shown in Table 20.

The Company sponsors a number of deferred compensation arrangements for employees where payments to participants are deferred and linked to the performance of the common shares of IGM Financial Inc. The Company hedges its exposure to this risk through the use of forward agreements and total return swaps.

#### **Foreign Exchange Risk**

IGM Financial is exposed to foreign exchange risk on its investment in China AMC. Changes to the carrying value due to changes in foreign exchange rates is recognized in Other comprehensive income. As at September 30, 2021, a 5% appreciation (depreciation) in Canadian currency relative to foreign currencies would decrease (increase) the aggregate carrying value of foreign investments by approximately \$35.1 million (\$38.8 million).

The Company's proportionate share of China AMC's earnings, recorded in Proportionate share of associates' earnings in the Consolidated Statements of Earnings, is also affected by changes in foreign exchange rates. For the quarter ended September 30, 2021, the impact to net earnings of a 5% appreciation (depreciation) in Canadian currency relative to foreign currencies would decrease (increase) the Company's proportionate share of associates' earnings (losses) by approximately \$0.8 million (\$0.9 million).

#### **RISKS RELATED TO ASSETS UNDER MANAGEMENT AND ADVISEMENT**

At September 30, 2021, IGM Financial's total assets under management and advisement were \$265.2 billion compared to \$240.0 billion at December 31, 2020.

The Company's primary sources of revenues are advisory fees and asset management fees which are applied as an annual percentage of the level of assets under management and advisement. As a result, the level of the Company's revenues and earnings are indirectly exposed to a number of financial risks that affect the value of assets under management and advisement on an ongoing basis. These include market risks, such as changes in equity prices, interest rates and foreign exchange rates, as well as credit risk on debt securities, loans and credit exposures from other counterparties within our client portfolios.

Changing financial market conditions may also lead to a change in the composition of the Company's assets under management between equity and fixed income instruments, which could result in lower revenues depending upon the management fee rates associated with different asset classes and mandates.

The Company believes that over the long term, exposure to investment returns on its client portfolios is beneficial to the Company's results and consistent with stakeholder expectations, and generally it does not engage in risk transfer activities such as hedging in relation to these exposures.

The Company's exposure to the value of assets under management and advisement aligns it with the experience of its clients. Assets under management are broadly diversified by asset class, geographic region, industry sector, investment team and style. The Company regularly reviews the sensitivity of its

assets under management, revenues, earnings and cash flow to changes in financial markets.

## 2) OPERATIONAL RISK

This is the risk of financial loss, reputational damage or regulatory actions resulting from inadequate or failed internal processes or systems, human interaction or external events. This excludes business risk, which is a separate category in our ERM framework.

We are exposed to a broad range of operational risks, including information technology security and system failures, errors relating to transaction processing, financial models and valuations, fraud and misappropriation of assets, and inadequate application of internal control processes.

Operational risks relating to people and processes are mitigated through policies and process controls. Oversight of risks and ongoing evaluation of the effectiveness of controls is provided by the Company's Compliance Department, ERM Department and Internal Audit Department.

The Company has an insurance review process where it assesses and determines the nature and extent of insurance that is appropriate to provide adequate protection against unexpected losses, and where it is required by law, regulators or contractual agreements.

Operational risk affects all business activities, including the processes in place to manage other risks. As a result, operational risk can be difficult to measure, given that it forms part of other risks of the Company and may not always be separately identified.

The Company's risk management framework emphasizes operational risk management and internal control. The Company has a very low appetite for risk in this area.

The business unit leaders are responsible for management of the day to day operational risks of their respective business units. Specific programs, policies, training, standards and governance processes have been developed to help manage operational risk.

The Company has a crisis response plan which outlines crisis response coordination policies and procedures in the event of a crisis that could significantly impact the organization's reputation, brands or business operations. The Company executes simulation exercises on a regular basis. The Company has a crisis assessment team comprised of senior leadership who are responsible for crisis confirmation and management. In addition, this team is responsible for setting strategy, overseeing response and ensuring appropriate subject matter experts are engaged in the scenario-dependent crisis response team.

The Company also has a business continuity management program to enable critical operations and processes to function in the event of a business disruption.

For the health and safety of the Company's employees and clients and to help efforts to limit the speed and spread of the COVID-19 infection, the Company moved substantially all of its employees and Consultants to work from home and temporarily closed its offices in March 2020. The Company is continuously assessing its plan and protocols, and taking direction from external governing bodies such as the Medical Officers of Health, to determine when employees and advisors will return to the office.

The Company's business continuity plan has been effective at ensuring the Company is able to continue operations and provide client service with minimal disruptions.

## TECHNOLOGY AND CYBER RISK

We use systems and technology to support business operations and the client and financial advisor experience. As a result, we

TABLE 28: IGM FINANCIAL ASSETS UNDER MANAGEMENT – ASSET AND CURRENCY MIX

AS AT SEPTEMBER 30, 2021	INVESTMENT FUNDS	TOTAL
Cash	1.4 %	1.1 %
Short-term fixed income and mortgages	3.7	3.5
Other fixed income	24.0	23.7
Domestic equity	21.0	25.1
Foreign equity	47.4	44.7
Real Property	2.5	1.9
	100.0 %	100.0 %
CAD	52.2 %	53.5 %
USD	30.9	31.6
Other	16.9	14.9
	100.0 %	100.0 %

are exposed to risks relating to technology and cyber security such as data breaches, identity theft and hacking, including the risk of denial of service or malicious software attacks. The volume of these activities in our society has increased since the onset of COVID-19. Such attacks could compromise confidential information of the Company and that of clients or other stakeholders, and could result in negative consequences including lost revenue, litigation, regulatory scrutiny or reputational damage. To remain resilient to such threats, we have established enterprise-wide cyber security programs, benchmarked capabilities to sound industry practices, and implemented threat and vulnerability assessment and response capabilities. Extended duration of work from home programs introduces increased need to mitigate risk of potential data loss.

### **OUTSOURCING**

We regularly engage third parties to provide expertise and efficiencies that support our operational activities. Our exposure to third party service provider risk could include reputational, regulatory and other operational risks. Policies, standard operating procedures and dedicated resources, including a supplier code of conduct and outsourcing policy, have been developed and implemented to specifically address third party service provider risk. We perform due diligence and monitoring activities before entering into contractual relationships with third-party service providers and on an ongoing basis. As our reliance on external service providers continues to grow, we continue to enhance resources and processes to support third party risk management.

### **MODEL RISK**

We use a variety of models to assist in: the valuation of financial instruments, operational scenario testing, management of cash flows, capital management, and assessment of potential acquisitions. These models incorporate internal assumptions, observable market inputs and available market prices. Effective controls exist over the development, implementation and application of these models. However, changes in the internal assumptions or other factors affecting the models could have an adverse effect on the Company's consolidated financial position and reputation.

### **LEGAL AND REGULATORY COMPLIANCE**

This is the risk of not complying with laws, contractual agreements or regulatory requirements. These risks relate to regulation governing product distribution, investment management, accounting, reporting and communications.

IGM Financial is subject to complex and changing legal, taxation and regulatory requirements, including the requirements of agencies of the federal, provincial and territorial governments in Canada which regulate the Company and its activities.

The Company and its subsidiaries are also subject to the requirements of self-regulatory organizations to which they belong. These and other regulatory bodies regularly adopt new laws, rules, regulations and policies that apply to the Company and its subsidiaries. These requirements include those that apply to IGM Financial as a publicly traded company and those that apply to the Company's subsidiaries based on the nature of their activities. They include regulations related to the management and provision of financial products and services, including securities, insurance and mortgages, and other activities carried on by the Company in the markets in which it operates. Regulatory standards affecting the Company and the financial services industry are significant and continually evolve. The Company and its subsidiaries are subject to reviews as part of the normal ongoing process of oversight by the various regulators.

Failure to comply with laws, rules or regulations could lead to regulatory sanctions and civil liability, and may have an adverse reputational or financial effect on the Company. The Company manages legal and regulatory compliance risk through its efforts to promote a strong culture of compliance. The monitoring of regulatory developments and their impact on the Company is overseen by the Regulatory Initiatives Committee chaired by the Executive Vice-President, General Counsel. The Company also continues to develop and maintain compliance policies, processes and oversight, including specific communications on compliance and legal matters, training, testing, monitoring and reporting. The Audit Committee of the Board receives regular reporting on compliance initiatives and issues.

IGM Financial promotes a strong culture of ethics and integrity through its Code of Conduct approved by the Board of Directors, which outlines standards of conduct that apply to all IGM Financial directors, officers and employees. The Code of Conduct references many policies relating to the conduct of directors, officers and employees. Other corporate policies cover anti-money laundering and privacy. Training is provided on these policies on an annual basis. Individuals subject to the Code of Conduct attest annually that they understand the requirements and have complied with its provisions.

Business units are responsible for management of legal and regulatory compliance risk, and implementing appropriate policies, procedures and controls. The Company's Compliance Departments are responsible for providing oversight of all regulated compliance activities. The Internal Audit Department also provides oversight concerning regulatory compliance matters.

### **PRIVACY**

Our clients entrust us with their personal information, and we have a legal and ethical responsibility to protect it. In accordance with Canadian privacy laws, we collect only personal

information that is necessary to provide our products and services to clients, or where we have consent to do so. We do not disclose personal information about clients unless required by law, when necessary to provide products or services to them, or as otherwise authorized by them.

If we need to share clients' personal information with third-party service providers, we remain responsible for that information and protect it through contracts that commit the service providers to maintain levels of protection comparable to ours.

Our operating companies have comprehensive procedures to respond to any privacy breaches, mitigate risks and prevent re-occurrence. If a breach is determined to pose a real risk of significant harm to a client, we will notify the individual, and the federal and/or provincial Privacy Commissioner where applicable, in a timely manner.

Privacy is covered in our annual, mandatory compliance training for employees. Topics include our privacy obligations, privacy tips and best practices, and how to handle privacy breaches, complaints and access to information requests. Each operating company also has its own Privacy Officer, who provides guidance to staff and manages our response to privacy concerns.

Each operating company has its own privacy-related procedures relevant to its business and we have an overarching Privacy Policy applicable across IGM Financial. We also conducted training for advisors and IG field staff on handling client privacy and security during the pandemic, and issued guidelines to all employees on how to protect client personal information and confidential business documents while working from home.

### CONTINGENCIES

The Company is subject to legal actions arising in the normal course of its business. In December 2018, a proposed class action was filed in the Ontario Superior Court against Mackenzie which alleges that the company should not have paid mutual fund trailing commissions to order execution only dealers. Although it is difficult to predict the outcome of any such legal actions, based on current knowledge and consultation with legal counsel, management does not expect the outcome of any of these matters, individually or in aggregate, to have a material adverse effect on the Company's consolidated financial position.

### 3) STRATEGIC RISK

This is the risk of potential adverse impacts resulting from inadequate or inappropriate governance, oversight, management of incentives and conflicts, regulatory developments and strategy.

IGM Financial believes in the importance of good corporate governance and the central role played by directors in the governance process. We believe that sound corporate governance is essential to the well-being of the Company and our shareholders.

Oversight of IGM Financial is performed by the Board of Directors directly and through its five committees. The Company's President and Chief Executive Officer has overall responsibility for management of the Company. The Company's activities are carried out principally by three operating companies – Investors Group Inc., Mackenzie Financial Corporation and Investment Planning Counsel Inc. – each of which are managed by a President and Chief Executive Officer.

We have a business planning process that supports development of an annual business plan, approved by the Board of Directors, which incorporates objectives and targets for the Company. Components of management compensation are associated with the achievement of earnings targets and other objectives associated with the plan. Strategic plans and direction are part of this planning process and are integrated into the Company's risk management program.

### REGULATORY DEVELOPMENT RISK

This is the potential for changes to regulatory, legal, or tax requirements that may have an adverse impact on the Company's business activities or financial results.

We are exposed to the risk of changes in laws, taxation and regulation that could have an adverse impact on the Company. Particular regulatory initiatives may have the effect of making the products of the Company's subsidiaries appear to be less competitive than the products of other financial service providers, to third party distribution channels and to clients. Regulatory differences that may impact the competitiveness of the Company's products include regulatory costs, tax treatment, disclosure requirements, transaction processes or other differences that may be as a result of differing regulation or application of regulation. Regulatory developments may also impact product structures, pricing, and dealer and advisor compensation. While the Company and its subsidiaries actively monitor such initiatives, and where feasible comment upon or discuss them with regulators, the ability of the Company and its subsidiaries to mitigate the imposition of differential regulatory treatment of financial products or services is limited.

The Company continuously monitors regulatory developments, guidance and communications. Each of the Company's subsidiaries is currently engaged in the implementation of the Canadian Securities Administrators (CSA) Client Focused Reforms, which come into effect January 1, 2022.

### ACQUISITION RISK

The Company is exposed to risks related to its acquisitions and strategic investments. The Company undertakes thorough due diligence prior to completing an acquisition, but there is no assurance that the Company will achieve the expected strategic objectives or cost and revenue synergies subsequent to an

acquisition. Subsequent changes in the economic environment and other unanticipated factors may affect the Company's ability to achieve expected earnings growth or expense reductions. The success of an acquisition is dependent on retaining assets under management, clients, and key employees of an acquired company.

#### 4) BUSINESS RISK

##### GENERAL BUSINESS CONDITIONS

This risk refers to the potential for unfavourable impacts on IGM Financial resulting from competitive or other external factors relating to the marketplace.

Global economic conditions, changes in equity markets, demographics and other factors including geopolitical risk and government instability, can affect investor confidence, income levels and savings decisions. This could result in reduced sales of IGM Financial's products and services and/or result in investors redeeming their investments. These factors may also affect the level and volatility of financial markets and the value of the Company's assets under management, as described more fully under the Risks Related to Assets Under Management section of this MD&A.

To manage this risk, the Company, across its operating subsidiaries, communicates with clients and underscores the importance of financial planning across economic cycles. The Company and the industry continue to take steps to educate Canadian investors on the merits of financial planning, diversification and long-term investing. In periods of volatility, Consultants and independent financial advisors play a key role in assisting investors in maintaining perspective and focus on their long-term objectives.

Redemption rates for long-term funds are summarized in Table 29 and are discussed in the Wealth Management and the Asset Management Segment Operating Results sections of this MD&A.

##### CATASTROPHIC EVENTS OR LOSS

Catastrophic events or loss refers to the risk that events such as earthquakes, floods, fire, tornadoes, pandemics, or terrorism could adversely affect the Company's financial performance.

Catastrophic events can cause economic uncertainty, affect investor confidence, income levels and financial planning decisions. This could affect the level and volatility of financial

markets and the level of the Company's assets under management and advisement.

The global COVID-19 pandemic has caused economic disruption, adversely impacted economic conditions, has caused significant volatility in the level of financial markets, and has increased unemployment in Canada and globally.

In response, the Company implemented its business continuity plans and transitioned substantially all of its employees and Consultants to working from home.

It is difficult to predict how significant the COVID-19 pandemic and government measures taken in response will be to world economies, our clients and our business. This event could have a material impact on the financial positions and results of the Company, subject to duration and severity.

##### PRODUCT / SERVICE OFFERING

This risk refers to the potential for unfavourable impacts on IGM Financial resulting from inadequate product or service performance, quality or breadth.

IGM Financial and its subsidiaries operate in a highly competitive environment, competing with other financial service providers, investment managers and product and service types. Client development and retention can be influenced by a number of factors, including investment performance, products and services offered by competitors, relative service levels, relative pricing, product attributes, reputation and actions taken by competitors. This competition could have an adverse impact upon the Company's financial position and operating results. Please refer to The Competitive Landscape section of this MD&A for further discussion.

We provide Consultants, independent financial advisors, as well as retail and institutional clients with a high level of service and support and a broad range of investment products, with a focus on building enduring relationships. The Company's subsidiaries also continually review their respective product and service offering and pricing to ensure competitiveness in the marketplace.

We strive to deliver strong investment performance on our products relative to benchmarks and peers. Poor investment

TABLE 29: TWELVE MONTH TRAILING REDEMPTION RATE FOR LONG-TERM FUNDS

	2021 SEP. 30	2020 SEP. 30
<b>IGM Financial Inc.</b>		
IG Wealth Management	9.6 %	9.8 %
Mackenzie	15.6 %	16.2 %
Counsel	23.0 %	19.0 %

performance relative to benchmarks or peers could reduce the level of assets under management and sales and asset retention, as well as adversely impact our brands and reputation. Meaningful and/or sustained underperformance could affect the Company's results. Our objective is to cultivate investment processes and disciplines that give us a competitive advantage, and we do this by diversifying our assets under management and product shelf by investment team, brand, asset class, mandate, style and geographic region.

#### **BUSINESS / CLIENT RELATIONSHIPS**

This risk refers to the potential for unfavourable impacts on IGM Financial resulting from changes to key business or client relationships. These relationships primarily include IG Wealth Management clients and Consultants, Mackenzie retail distribution, strategic and significant business partners, clients of Mackenzie funds, and sub-advisors and other product suppliers.

*IG Wealth Management Consultant network* – IG Wealth Management derives all of its mutual fund sales through its Consultant network. IG Wealth Management Consultants have regular direct contact with clients which can lead to a strong and personal client relationship based on the client's confidence in that individual Consultant. The market for financial advisors is extremely competitive. The loss of a significant number of key Consultants could lead to the loss of client accounts which could have an adverse effect on IG Wealth Management's results of operations and business prospects. IG Wealth Management is focused on strengthening its distribution network of Consultants and on responding to the complex financial needs of its clients by delivering a diverse range of products and services in the context of personalized financial advice, as discussed in the Wealth Management Review of the Business section of this MD&A.

*Asset Management* – Mackenzie derives the majority of its mutual fund sales through third party financial advisors. Financial advisors generally offer their clients investment products in addition to, and in competition with Mackenzie. Mackenzie also derives sales of its investment products and services from its strategic alliance and institutional clients. Due to the nature of the distribution relationship in these relationships and the relative size of these accounts, gross sale and redemption activity can be more pronounced in these accounts than in a retail relationship. Mackenzie's ability to market its investment products is highly dependent on continued access to these distribution networks. Lack of access could have a material adverse effect on Mackenzie's operating results and business prospects. Mackenzie is well positioned to manage this risk and to continue to build and enhance its distribution relationships. Mackenzie's diverse portfolio of financial products and its long-term investment performance record, marketing, educational and service support has made Mackenzie one of Canada's

leading investment management companies. These factors are discussed further in the Asset Management Review of the Business section of this MD&A.

#### **PEOPLE RISK**

This risk refers to the potential inability to attract or retain employees or Consultants, develop them to an appropriate level of proficiency, or manage engagement and personnel succession or transition.

Management, investment and distribution personnel play an important role in developing, implementing, managing and distributing products and services offered by IGM Financial. The loss of these individuals or an inability to attract, retain and motivate sufficient numbers of qualified personnel could negatively affect IGM Financial's business and financial performance.

We have a Diversity and Inclusion Strategy with the purpose of driving an inclusive, equitable and consistent experience for employees and clients that supports our business objectives now and into the future. To achieve the desired outcomes, we focus on three pillars of action: raising awareness; improving inclusive leadership behaviours; and building external partnerships and community engagement.

COVID-19 has caused significant disruption in peoples' lives both professionally and personally. The Company's actions have included:

- Implementing a work at home strategy to maintain social distance for our employees and Consultants.
- Providing the tools and processes to enable our employees and Consultants to continue to operate effectively from home.
- Providing Employee Assistance Programs and other programs to support the mental and physical well-being of our employees, Consultants, and their families.
- Developing a return to office strategy to safely allow employees and advisors to return to the office when appropriate.

#### **5) ENVIRONMENTAL AND SOCIAL RISK**

This is the potential for financial loss or other unfavourable impacts resulting from environmental or social issues connected to our business operations or investment activities.

Environmental risks include issues such as climate change, biodiversity, pollution, waste, and the unsustainable use of energy, water and other resources. Social risks include issues such as human rights, labour standards, diversity and inclusion, and community impacts.

IGM Financial has a long-standing commitment to responsible management, as articulated in our Corporate Sustainability Statement approved by the Board of Directors. The Board's risk management oversight includes ensuring that material

environmental and social risks are appropriately identified, managed and monitored.

The Company's executive Risk Management Committee is responsible for oversight of the risk management process. Other management committees provide oversight of specific risks including the Corporate Sustainability (CS) Committee and the Diversity and Inclusion Executive Council. The CS Committee is composed of senior executives who are responsible for ensuring implementation of policy and strategy, establishing goals and initiatives, measuring progress, and approving annual reporting for environmental, social and governance (ESG) matters.

Our commitment to responsible management is demonstrated through various mechanisms. These include our Code of Conduct for employees, contractors, and directors; our Supplier Code of Conduct for the firms that do business with us; our Respectful Workplace Policy; our Diversity Policy; our Environmental Policy; and other related policies.

IG Wealth Management and Mackenzie Investments are signatories to the Principles for Responsible Investment (PRI). IG Wealth Management sub-advisors were also required to be signatories to the PRI by the end of 2019. Under the PRI, investors formally commit to incorporate ESG issues into their investment decision making and active ownership processes. In addition, IG Wealth Management, Mackenzie Investments and Investment Planning Counsel have implemented Responsible Investment Policies outlining the practices at each company.

IGM Financial reports annually on ESG management and performance in its Corporate Sustainability Report available on our website. The Company has been recognized for demonstrating strong ESG performance through positions earned on the FTSE4Good Index Series, Jantzi Social Index, Corporate Knights' 2021 Global 100 and Best 50 Corporate Citizens, and has been recognized by CDP at the leadership level for the past four years for its climate disclosures.

We believe that financial services companies have an important role to play in addressing climate change.

IGM Financial is a long-standing participant in the CDP (formerly Carbon Disclosure Project), which promotes corporate disclosures on greenhouse gas emissions and climate change management including setting and monitoring emission reduction targets.

Global practices are continually evolving relating to the identification, analysis, and management of climate risks and opportunities. The Financial Stability Board's Task Force on Climate-related Financial Disclosures (TCFD) was established in response to investor demand for enhanced information on climate-related risks and opportunities. IGM Financial and its operating companies support the TCFD recommendations which include a framework for consistent, voluntary climate-related

financial disclosures that provide decision-useful information to investors, analysts, rating agencies and other stakeholders.

## TCFD DISCLOSURE

The TCFD recommends that organizations disclose information about climate-related risks and opportunities in four areas: governance, strategy, risk management, and metrics and targets. Full implementation of TCFD will be a multi-year journey.

**Governance:** IGM Financial's Board is responsible for providing oversight on risk and strategy, which includes climate-related matters. Through its Risk Committee, the Board is responsible for ensuring that material climate-related issues are appropriately identified, managed and monitored. Our Chief Financial Officer (CFO) oversees implementation of the Corporate Sustainability and Enterprise Risk Management programs. We have established an enterprise wide TCFD Working Group of senior leaders to lead the planning and implementation of the TCFD recommendations. This working group is focused on enhancing our knowledge and tools to quantify climate risks in tandem with our industry, further integrating climate into our business strategy, operations and product offering, evolving our engagement approach with investee companies, and addressing increased disclosure expectations.

**Strategy:** Climate-related opportunities are identified and assessed within IGM Financial through our business planning processes which define our strategic priorities, initiatives and budgets. In addition to our commitments described above to be responsible investors through engagement and integration of material climate issues into our investment processes, we also offer investment products with specific environmental or social mandates.

At Mackenzie Investments, sustainable investing is one of our key areas of strategic emphasis, and we have established a dedicated function which reports to the CEO. Beyond integrating environmental considerations into investment processes across our boutiques, we have an investment boutique, Greenchip, which focuses on thematic investing to combat climate change. Mackenzie also introduced a new sustainability-focused boutique "Betterworld". This boutique will invest exclusively in companies exemplifying leadership in environmental, social and governance (ESG) behaviours and practices.

During 2021, Mackenzie undertook a number of initiatives on climate change in support of the global goal to reach net zero by 2050. These initiatives included the following:

- Signatory to the global Net Zero Asset Managers Initiative
- Founding participant to Climate Engagement Canada
- Founding Signatory to Responsible Investment Association's Canadian Investor Statement on Climate Change
- Launch of two fixed income funds (Mackenzie Global Green Bond Fund and Mackenzie Global Sustainable Bond ETF)

- Launch of Mackenzie Betterworld Canadian Equity Fund and Mackenzie Betterworld Global Equity Fund in addition to our Greenchip offerings

At IG Wealth Management, we have integrated environmental and climate issues into our sub-advisory selection and oversight processes, and have requirements for all sub-advisors to our product offering to be UN PRI signatories. We have a Sustainable and Responsible Investing Committee whose responsibilities include incorporation of climate change awareness and management into our product and service offerings, and we have established education and communication programs for our financial planners.

During 2021, IG Wealth Management also became a Founding Signatory to Responsible Investment Association's Canadian Investor Statement on Climate Change.

In addition, IG Wealth Management announced that it will be launching IG Climate Action Portfolios, a suite of four diversified managed solutions. These portfolios were developed with leading global asset managers and will provide clients with a new way to support the world's transition to net zero emissions. The portfolios will invest in both equity and fixed income securities that are believed to reduce the risks or are expected to benefit from the opportunities associated with climate change and the transition to a net zero emission global economy.

**Risk Management:** Assessment and management of climate-related risks is integrated into our ERM framework. At Mackenzie Investments, our boutique investment teams are each responsible for determining when and how climate change is material and how to incorporate transition and physical risks into their investment process. The teams have access to ESG data tools and a service provider for comprehensive global investor engagement who places a priority on climate change engagement. To help aid in the assessment of material climate risks and opportunities, Mackenzie Investments is in the process of implementing the Sustainability Accounting Standards Board framework and a tool to enhance climate data and analytics. We are following the development of climate scenario tools for our industry in order to incorporate scenario planning to enhance our understanding of how our clients and the Company will be impacted by various climate change scenarios.

**Metrics and Targets:** We set, monitor and report on climate change-related metrics and targets annually in our CDP response and our CS Report which are available at [igmfinancial.com/en/corporate-sustainability](http://igmfinancial.com/en/corporate-sustainability). We are reviewing tools to expand our reporting of emissions metrics in our investment portfolios. We have set emission reduction and renewable energy targets in our operations and are on track to meet these goals. As we continue to develop our climate strategy, we will review our targets to continue measuring our progress.

## The Financial Services Environment

Canadians held \$5.6 trillion in discretionary financial assets with financial institutions at December 31, 2020 based on the most recent report from Investor Economics. The nature of holdings was diverse, ranging from demand deposits held for short-term cash management purposes to longer-term investments held for retirement purposes. Approximately 64% (\$3.6 trillion) of these financial assets are held within the context of a relationship with a financial advisor, and this is the primary channel serving the longer-term savings needs of Canadians. Of the \$2.0 trillion held outside of a financial advisory relationship, approximately 59% consisted of bank deposits.

Financial advisors represent the primary distribution channel for IGM Financial's products and services, and the core emphasis of our business model is to support these financial advisors as they work with clients to plan for and achieve their financial goals. Multiple sources of emerging research show significantly better financial outcomes for Canadians who use financial advisors compared to those who do not. We actively promote the value of financial advice and the importance of a relationship with an advisor to develop and remain focused on long-term financial plans and goals.

Approximately 40% of Canadian discretionary financial assets or \$2.2 trillion resided in investment funds at December 31, 2020, making it the largest financial asset class held by Canadians. Other asset types include deposit products and direct securities such as stocks and bonds. Approximately 76% of investment funds are comprised of mutual fund products, with other product categories including segregated funds, hedge funds, pooled funds, closed end funds and exchange traded funds. With \$180 billion in investment fund assets under management at September 30, 2021, IGM Financial is among the country's largest investment fund managers. We believe that investment funds are likely to remain the preferred savings vehicle of Canadians. They offer the benefits of diversification, professional management, flexibility and convenience, and are available in a broad range of mandates and structures to meet most investor requirements and preferences.

Traditional distinctions between bank branches, full-service brokerages, financial planning firms and insurance agent sales forces have become obscured as many of these financial service providers strive to offer comprehensive financial advice implemented through access to a broad product shelf. Accordingly, the Canadian financial services industry is characterized by a number of large, diversified, vertically-integrated participants, similar to IGM Financial, that offer both financial planning and investment management services.

Canadian banks distribute financial products and services through their traditional bank branches, as well as through their

full service and discount brokerage subsidiaries. Bank branches continue to place increased emphasis on both financial planning and mutual funds. In addition, each of the "big six" banks has one or more mutual fund management subsidiaries. Collectively, mutual fund assets of the "big six" bank-owned mutual fund managers and affiliated firms represented 46% of total industry long-term mutual fund assets at September 30, 2021.

The Canadian mutual fund industry continues to be very concentrated, with the 10 largest firms and their subsidiaries representing 72% of industry long-term mutual fund assets and 72% of total mutual fund assets under management at September 30, 2021. We anticipate continuing consolidation in this segment of the industry as smaller participants are acquired by larger organizations.

We believe that the financial services industry will continue to be influenced by the following trends:

- Shifting demographics as the number of Canadians in their prime savings and retirement years continues to increase.
- Changes in investor attitudes based on economic conditions.
- Continued importance of the role of the financial advisor.
- Public policy related to retirement savings.
- Changes in the regulatory environment.
- A highly competitive landscape.
- Advancing and changing technology.

### THE COMPETITIVE LANDSCAPE

Our subsidiaries IG Wealth Management and Investment Planning Counsel compete directly with other retail financial service providers in the advice segment, including other financial planning firms, as well as full service brokerages, banks and insurance companies. Our asset management subsidiary, Mackenzie Investments, competes directly with other investment managers for assets under management, and our products compete with stocks, bonds and other asset classes for a share of Canadians' investment assets.

Competition from other financial service providers, alternative product types or delivery channels, and changes in regulations or public preferences could impact the characteristics of our product and service offerings, including pricing, product structures, dealer and advisor compensation and disclosure. We monitor developments on an ongoing basis, and engage in policy discussions and develop product and service responses as appropriate.

IGM Financial continues to focus on our commitment to provide quality investment advice and financial products, service innovations, effective and responsible management of the

Company and long-term value for our clients and shareholders. We are midway through a five-year transformation to modernize our digital platforms and technology infrastructure to enhance operations, achieve efficiencies and improve the service experience for our clients. We believe that IGM Financial is well-positioned to meet competitive challenges and capitalize on future growth opportunities.

Our competitive strength includes:

- Broad and diversified distribution through more than 35,000 financial advisors, with an emphasis on comprehensive financial planning.
- Broad product capabilities, leading brands and quality sub-advisory relationships.
- Enduring client relationships and the long-standing heritages and cultures of its subsidiaries.
- Benefits of being part of the Power Corporation group of companies.

#### **BROAD AND DIVERSIFIED DISTRIBUTION**

In addition to owning two of Canada's largest financial planning organizations, IG Wealth Management and Investment Planning Counsel, IGM Financial has, through Mackenzie, access to

distribution through over 30,000 independent financial advisors. Mackenzie also, in its growing strategic alliance business, partners with global manufacturing and distribution entities to provide investment management services.

#### **BROAD PRODUCT CAPABILITIES**

Our subsidiaries continue to develop and launch innovative products and strategic investment planning tools to assist advisors in building optimized portfolios for clients.

#### **ENDURING CLIENT RELATIONSHIPS**

IGM Financial enjoys significant advantages as a result of the enduring relationships that advisors have developed with clients. In addition, our subsidiaries have strong heritages and cultures which are challenging for competitors to replicate.

#### **PART OF THE POWER CORPORATION GROUP OF COMPANIES**

As part of the Power Corporation group of companies, IGM Financial benefits through expense savings from shared service arrangements, as well as through access to distribution, products and capital.

## Critical Accounting Estimates and Policies

### SUMMARY OF CRITICAL ACCOUNTING ESTIMATES

There were no changes to the Company's assumptions related to critical accounting estimates from those reported at December 31, 2020 except as follows:

- *Employee benefits* –The Company maintains a number of employee benefit plans. These plans include a funded registered defined benefit pension plan (RPP) for all eligible employees, unfunded supplementary executive retirement plans for certain executive officers (SERPs) and an unfunded post-employment health care and life insurance plan for eligible retirees.

Discount rates have increased significantly since December 31, 2020. The discount rate on the Company's RPP at September 30, 2021 was 3.55% compared to 2.70% at December 31, 2020. The pension plan assets increased to \$546.5 million at September 30, 2021 from \$517.0 million at December 31, 2020. The total defined benefit pension plan obligation was \$559.9 million at September 30, 2021 compared to \$650.1 million at December 31, 2020. The defined benefit pension plan had an accrued benefit liability

of \$13.4 million at September 30, 2021 compared to \$133.1 million at December 31, 2020. Total gains recorded in Other comprehensive income, including the defined benefit pension plan, the SERPs and post-employment benefit plans, were \$27.3 million (\$19.9 million after tax) and \$143.0 million (\$104.4 million after tax) for the three and nine months ended September 30, 2021.

### CHANGES IN ACCOUNTING POLICIES

IGM Financial has not adopted any changes in accounting policies in 2021.

### FUTURE ACCOUNTING CHANGES

The Company continuously monitors the potential changes proposed by the International Accounting Standards Board (IASB) and analyzes the effect that changes in the standards may have on the Company's operations.

The IASB is currently undertaking a number of projects which will result in changes to existing IFRS standards that may affect the Company. Updates will be provided as the projects develop.

## Internal Control Over Financial Reporting

During the third quarter of 2021, there have been no changes in the Company's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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## Other Information

### TRANSACTIONS WITH RELATED PARTIES

There were no changes to the types of related party transactions from those reported at December 31, 2020. For further information on transactions involving related parties, see Notes 8, 26 and 29 to the Company's Annual Financial Statements.

### SEDAR

Additional information relating to IGM Financial, including the Company's most recent financial statements and Annual Information Form, is available at [www.sedar.com](http://www.sedar.com).

### OUTSTANDING SHARE DATA

Outstanding common shares of IGM Financial as at September 30, 2021 totalled 239,149,672. Outstanding stock options as at September 30, 2021 totalled 12,249,010 of which 6,711,635 were exercisable. As at October 31, 2021, outstanding common shares totalled 239,189,966 and outstanding stock options totalled 12,204,261 of which 6,671,341 were exercisable.

# Interim Condensed Consolidated Financial Statements

## CONSOLIDATED STATEMENTS OF EARNINGS

(unaudited) (in thousands of Canadian dollars, except per share amounts)	THREE MONTHS ENDED SEPTEMBER 30		NINE MONTHS ENDED SEPTEMBER 30	
	2021	2020	2021	2020
<b>Revenues (Note 3)</b>				
Wealth management	\$ 655,052	\$ 571,640	\$ 1,886,141	\$ 1,665,439
Asset management	263,436	207,412	744,738	596,611
Dealer compensation expense	(85,913)	(71,366)	(249,323)	(208,843)
Net asset management	177,523	136,046	495,415	387,768
Net investment income and other (Note 7)	2,500	39,501	8,109	45,104
Proportionate share of associates' earnings (Note 7)	55,903	43,434	145,645	106,858
	890,978	790,621	2,535,310	2,205,169
<b>Expenses</b>				
Advisory and business development	293,981	252,529	869,131	757,062
Operations and support	197,641	256,361	600,865	636,885
Sub-advisory	20,757	18,518	60,958	52,919
Interest	28,636	27,911	85,252	82,688
	541,015	555,319	1,616,206	1,529,554
Earnings before income taxes	349,963	235,302	919,104	675,615
Income taxes	78,382	44,389	207,407	140,284
<b>Net earnings</b>	271,581	190,913	711,697	535,331
Non-controlling interest (Note 7)	(733)	–	(1,280)	–
<b>Net earnings available to common shareholders</b>	\$ 270,848	\$ 190,913	\$ 710,417	\$ 535,331
<b>Earnings per share (in dollars) (Note 14)</b>				
– Basic	\$ 1.13	\$ 0.80	\$ 2.98	\$ 2.25
– Diluted	\$ 1.13	\$ 0.80	\$ 2.97	\$ 2.25

(See accompanying notes to interim condensed consolidated financial statements)

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(unaudited) (in thousands of Canadian dollars)	THREE MONTHS ENDED SEPTEMBER 30		NINE MONTHS ENDED SEPTEMBER 30	
	2021	2020	2021	2020
<b>Net earnings</b>	\$ 271,581	\$ 190,913	\$ 711,697	\$ 535,331
<b>Other comprehensive income (loss), net of tax</b>				
<b>Items that will not be reclassified to Net earnings</b>				
Fair value through other comprehensive income investments (Note 4)				
Other comprehensive income (loss), net of tax of \$39, \$(39,457), \$(125,320), and \$(39,495)	(233)	252,811	802,992	253,038
Employee benefits				
Net actuarial gains (losses), net of tax of \$(7,379), \$721, \$(38,616) and \$5,230	19,948	(1,950)	104,412	(14,137)
Investment in associates – employee benefits and other				
Other comprehensive income (loss), net of tax of nil	910	(16,945)	22,940	(2,748)
<b>Items that may be reclassified subsequently to Net earnings</b>				
Investment in associates and other				
Other comprehensive income (loss), net of tax of \$(2,160), \$(1,126), \$(3,302) and \$(1,500)	10,225	(6,980)	(17,981)	48,514
	30,850	226,936	912,363	284,667
<b>Total comprehensive income</b>	\$ 302,431	\$ 417,849	\$ 1,624,060	\$ 819,998

(See accompanying notes to interim condensed consolidated financial statements)

## CONSOLIDATED BALANCE SHEETS

(unaudited)  
(in thousands of Canadian dollars)

SEPTEMBER 30  
2021

DECEMBER 31  
2020

### Assets

Cash and cash equivalents	\$ 1,123,052	\$ 771,585
Other investments (Note 4)	1,338,841	632,300
Client funds on deposit	1,642,271	1,063,442
Accounts and other receivables	418,104	444,458
Income taxes recoverable	24,124	30,366
Loans (Note 5)	5,553,704	6,331,855
Derivative financial instruments	44,910	37,334
Other assets	68,463	49,782
Investment in associates (Note 7)	1,999,438	1,931,168
Capital assets	320,445	329,690
Capitalized sales commissions	302,259	231,085
Deferred income taxes	27,277	84,624
Intangible assets	1,330,404	1,321,590
Goodwill	2,802,066	2,803,075
	<b>\$ 16,995,358</b>	<b>\$ 16,062,354</b>

### Liabilities

Accounts payable and accrued liabilities	\$ 530,886	\$ 486,575
Income taxes payable	64,815	7,146
Derivative financial instruments	19,042	34,514
Deposits and certificates	1,640,991	1,104,889
Other liabilities	361,130	536,141
Obligations to securitization entities (Note 6)	5,268,206	6,173,886
Lease obligations	197,976	188,334
Deferred income taxes	512,323	388,079
Long-term debt	2,100,000	2,100,000
	<b>10,695,369</b>	<b>11,019,564</b>

### Shareholders' Equity

Share capital		
Common shares	1,633,504	1,598,381
Contributed surplus	52,287	51,663
Retained earnings	3,721,436	3,207,469
Accumulated other comprehensive income (loss)	842,077	136,364
Non-controlling interest	50,685	48,913
	<b>6,299,989</b>	<b>5,042,790</b>
	<b>\$ 16,995,358</b>	<b>\$ 16,062,354</b>

These interim condensed consolidated financial statements were approved and authorized for issuance by the Board of Directors on November 4, 2021.

(See accompanying notes to interim condensed consolidated financial statements)

## CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

NINE MONTHS ENDED SEPTEMBER 30

<i>(unaudited)</i> <i>(in thousands of Canadian dollars)</i>	SHARE CAPITAL – COMMON SHARES (Note 8)	CONTRIBUTED SURPLUS	RETAINED EARNINGS	ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS) (Note 11)	NON- CONTROLLING INTEREST	TOTAL SHAREHOLDERS' EQUITY
<b>2021</b>						
<b>Balance, beginning of period</b>	\$ 1,598,381	\$ 51,663	\$ 3,207,469	\$ 136,364	\$ 48,913	\$ 5,042,790
Net earnings	-	-	711,697	-	-	711,697
Other comprehensive income (loss), net of tax	-	-	-	912,363	-	912,363
<b>Total comprehensive income</b>	-	-	711,697	912,363	-	1,624,060
Common shares						
Issued under stock option plan	35,123	-	-	-	-	35,123
Stock options						
Current period expense	-	2,833	-	-	-	2,833
Exercised	-	(2,209)	-	-	-	(2,209)
Common share dividends	-	-	(402,979)	-	-	(402,979)
Non-controlling interest	-	-	(1,280)	-	1,772	492
Transfer out of fair value through other comprehensive income (Note 4)	-	-	206,650	(206,650)	-	-
Other	-	-	(121)	-	-	(121)
<b>Balance, end of period</b>	\$ 1,633,504	\$ 52,287	\$ 3,721,436	\$ 842,077	\$ 50,685	\$ 6,299,989
<b>2020</b>						
<b>Balance, beginning of period</b>	\$ 1,597,860	\$ 48,677	\$ 2,980,260	\$ (127,702)	\$ -	\$ 4,499,095
Net earnings	-	-	535,331	-	-	535,331
Other comprehensive income (loss), net of tax	-	-	-	284,667	-	284,667
<b>Total comprehensive income</b>	-	-	535,331	284,667	-	819,998
Common shares						
Issued under stock option plan	521	-	-	-	-	521
Stock options						
Current period expense	-	2,196	-	-	-	2,196
Exercised	-	(24)	-	-	-	(24)
Common share dividends	-	-	(402,145)	-	-	(402,145)
Other	-	-	(2,413)	-	-	(2,413)
<b>Balance, end of period</b>	\$ 1,598,381	\$ 50,849	\$ 3,111,033	\$ 156,965	\$ -	\$ 4,917,228

(See accompanying notes to interim condensed consolidated financial statements)

## CONSOLIDATED STATEMENTS OF CASH FLOWS

(unaudited) (in thousands of Canadian dollars)	NINE MONTHS ENDED SEPTEMBER 30	
	2021	2020
<b>Operating activities</b>		
Earnings before income taxes	\$ 919,104	\$ 675,615
Income taxes paid	(126,472)	(131,859)
Adjustments to determine net cash from operating activities		
Capitalized sales commission amortization	40,530	25,788
Capitalized sales commissions paid	(111,704)	(81,484)
Amortization of capital, intangible and other assets	74,432	62,000
Proportionate share of associates' earnings, net of dividends received	(69,707)	(44,110)
Pension and other post-employment benefits	12,459	(1,795)
Restructuring provisions and other	-	74,460
Gain on sale of Personal Capital Corporation	-	(37,232)
Changes in operating assets and liabilities and other	(77,871)	(38,711)
Cash from operating activities before restructuring provision payments	660,771	502,672
Restructuring provision cash payments	(46,339)	(5,067)
	<b>614,432</b>	<b>497,605</b>
<b>Financing activities</b>		
Net decrease in deposits and certificates	(3,693)	(4,833)
Increase in obligations to securitization entities	1,158,187	1,147,867
Repayments of obligations to securitization entities and other	(1,979,586)	(1,569,728)
Repayments of lease obligations	(17,464)	(18,869)
Issue of common shares	32,914	498
Common share dividends paid	(402,506)	(402,137)
	<b>(1,212,148)</b>	<b>(847,202)</b>
<b>Investing activities</b>		
Purchase of other investments	(85,548)	(26,511)
Proceeds from the sale of other investments	310,768	21,921
Increase in loans	(1,402,262)	(1,333,880)
Repayment of loans and other	2,181,770	1,799,511
Net additions to capital assets	(8,012)	(27,512)
Net cash used in additions to intangible assets	(47,533)	(42,549)
Proceeds from sale of Personal Capital Corporation	-	231,005
	<b>949,183</b>	<b>621,985</b>
Increase in cash and cash equivalents	351,467	272,388
Cash and cash equivalents, beginning of period	771,585	720,005
<b>Cash and cash equivalents, end of period</b>	<b>\$ 1,123,052</b>	<b>\$ 992,393</b>
Cash	\$ 320,555	\$ 57,153
Cash equivalents	802,497	935,240
	<b>\$ 1,123,052</b>	<b>\$ 992,393</b>
Supplemental disclosure of cash flow information related to operating activities		
Interest and dividends received	\$ 192,359	\$ 205,543
Interest paid	\$ 167,864	\$ 195,774

(See accompanying notes to interim condensed consolidated financial statements)

# Notes to the Interim Condensed Consolidated Financial Statements

September 30, 2021 (unaudited) (In thousands of Canadian dollars, except shares and per share amounts)

## NOTE 1 CORPORATE INFORMATION

IGM Financial Inc. (the Company) is a publicly listed company (TSX: IGM), incorporated and domiciled in Canada. The registered address of the Company is 447 Portage Avenue, Winnipeg, Manitoba, Canada. The Company is controlled by Power Corporation of Canada.

IGM Financial Inc. is a wealth and asset management company which serves the financial needs of Canadians through its principal subsidiaries, each operating distinctly within the advice segment of the financial services market. The Company's wholly-owned principal subsidiaries are Investors Group Inc. and Mackenzie Financial Corporation (Mackenzie).

## NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The unaudited Interim Condensed Consolidated Financial Statements of the Company (Interim Financial Statements) have been prepared in accordance with International Accounting Standard 34, *Interim Financial Reporting*, using the accounting policies as set out in this note and in Note 2 to the Consolidated Financial Statements for the year ended December 31, 2020. The Interim Financial Statements should be read in conjunction with the Consolidated Financial Statements in the 2020 IGM Financial Inc. Annual Report.

### FUTURE ACCOUNTING CHANGES

The Company continuously monitors the potential changes proposed by the IASB and analyzes the effect that changes in the standards may have on the Company's operations.

## NOTE 3 REVENUES FROM CONTRACTS WITH CUSTOMERS

	THREE MONTHS ENDED SEPTEMBER 30		NINE MONTHS ENDED SEPTEMBER 30	
	2021	2020	2021	2020
Advisory fees	\$ 359,688	\$ 311,194	\$ 1,032,371	\$ 908,153
Product and program fees	248,309	214,861	708,253	626,430
	607,997	526,055	1,740,624	1,534,583
Redemption fees	1,836	3,757	8,288	12,845
Other financial planning revenues	45,219	41,828	137,229	118,011
Wealth management	655,052	571,640	1,886,141	1,665,439
Asset management	263,436	207,412	744,738	596,611
Dealer compensation expense	(85,913)	(71,366)	(249,323)	(208,843)
Net asset management	177,523	136,046	495,415	387,768
Net revenues from contracts with customers	\$ 832,575	\$ 707,686	\$ 2,381,556	\$ 2,053,207

Wealth management revenue is earned by providing financial planning, investment advisory and related financial services. Advisory fees, related to financial planning, are associated with assets under management and advisement. Product and program fees, related to investment management and administration services, are associated with assets under management. Other financial planning revenues include insurance, banking products and services, and mortgage lending activities.

Asset management revenue, related to investment management advisory and administrative services, depends on the level and composition of assets under management.

## NOTE 4 OTHER INVESTMENTS

	SEPTEMBER 30, 2021		DECEMBER 31, 2020	
	COST	FAIR VALUE	COST	FAIR VALUE
Fair value through other comprehensive income (FVTOCI)				
Corporate investments	\$ 223,950	\$ 1,255,219	\$ 251,417	\$ 593,273
Fair value through profit or loss (FVTPL)				
Equity securities	1,476	1,701	1,499	1,513
Proprietary investment funds	76,905	81,921	35,254	37,514
	78,381	83,622	36,753	39,027
	\$ 302,331	\$ 1,338,841	\$ 288,170	\$ 632,300

Wealthsimple Financial Corp. (Wealthsimple) is an online investment manager that provides financial investment guidance. The investment is classified at Fair Value Through Other Comprehensive Income.

On May 3, 2021, Wealthsimple announced a \$750 million equity fundraising, valuing IGM Financial Inc.'s investment in Wealthsimple at \$1,448 million. As part of the transaction, IGM Financial Inc. disposed of a portion of its investment for proceeds of \$294 million (\$258 million after-tax).

In the second quarter of 2021, a realized gain of \$239 million (\$207 million after-tax) was transferred from Accumulated other comprehensive income to Other retained earnings.

The Company continues to be the largest shareholder in Wealthsimple with an interest of 23% and fair value of \$1,153 million.

## NOTE 5 LOANS

	CONTRACTUAL MATURITY			SEPTEMBER 30 2021 TOTAL	DECEMBER 31 2020 TOTAL
	1 YEAR OR LESS	1 - 5 YEARS	OVER 5 YEARS		
<b>Amortized cost</b>					
Residential mortgages	\$ 1,150,336	\$ 4,394,846	\$ 5,245	\$ 5,550,427	\$ 6,329,342
Less: Allowance for expected credit losses				723	778
				5,549,704	6,328,564
<b>Fair value through profit or loss</b>				4,000	3,291
				\$ 5,553,704	\$ 6,331,855

The change in the allowance for expected credit losses is as follows:

Balance, beginning of period	\$ 778	\$ 675
Write-offs, net of recoveries	(293)	(562)
Expected credit losses	238	665
Balance, end of period	\$ 723	\$ 778

Total credit impaired loans as at September 30, 2021 were \$4,509 (December 31, 2020 – \$4,807).

Total interest income on loans was \$119.8 million (2020 – \$144.8 million). Total interest expense on obligations to securitization entities, related to securitized loans, was \$85.9 million (2020 – \$115.0 million). Gains realized on the sale of residential mortgages totalled \$3.4 million (2020 – \$6.1 million). Fair value adjustments related to mortgage banking operations totalled \$1.4 million (2020 – negative \$4.1 million). These amounts were included in Wealth management revenue. Wealth management revenue also includes other mortgage banking related items including portfolio insurance, issue costs, and other items.

## NOTE 6 SECURITIZATIONS

The Company securitizes residential mortgages through the Canada Mortgage and Housing Corporation (CMHC) sponsored National Housing Act Mortgage-Backed Securities (NHA MBS) Program and Canada Mortgage Bond (CMB) Program and through Canadian bank-sponsored asset-backed commercial paper (ABCP) programs. These transactions do not meet the requirements for derecognition as the Company retains prepayment risk and certain elements of credit risk. Accordingly, the Company has retained these mortgages on its balance sheets and has recorded offsetting liabilities for the net proceeds received as Obligations to securitization entities which are recorded at amortized cost.

The Company earns interest on the mortgages and pays interest on the obligations to securitization entities. As part of the CMB transactions, the Company enters into a swap transaction whereby the Company pays coupons on CMBs and receives investment returns on the NHA MBS and the reinvestment of repaid mortgage principal. A component of this swap, related to the obligation to pay CMB coupons and receive investment returns on repaid mortgage principal, and the hedging swap used to manage exposure to changes in variable rate investment returns, are recorded as derivatives with a fair value of \$4.6 million at September 30, 2021 (December 31, 2020 – negative \$1.2 million).

All mortgages securitized under the NHA MBS and CMB Program are insured by CMHC or another approved insurer under the program. As part of the ABCP transactions, the Company has provided cash reserves for credit enhancement which are recorded at cost. Credit risk is limited to these cash reserves and future net interest income as the ABCP Trusts have no recourse to the Company's other assets for failure to make payments when due. Credit risk is further limited to the extent these mortgages are insured.

SEPTEMBER 30, 2021	SECURITIZED MORTGAGES	OBLIGATIONS TO SECURITIZATION ENTITIES	NET
Carrying value			
NHA MBS and CMB Program	\$ 2,744,556	\$ 2,755,305	\$ (10,749)
Bank sponsored ABCP	2,481,289	2,512,901	(31,612)
<b>Total</b>	<b>\$ 5,225,845</b>	<b>\$ 5,268,206</b>	<b>\$ (42,361)</b>
Fair value	\$ 5,298,280	\$ 5,390,306	\$ (92,026)
<b>DECEMBER 31, 2020</b>			
Carrying value			
NHA MBS and CMB Program	\$ 3,216,158	\$ 3,307,428	\$ (91,270)
Bank sponsored ABCP	2,767,743	2,866,458	(98,715)
<b>Total</b>	<b>\$ 5,983,901</b>	<b>\$ 6,173,886</b>	<b>\$ (189,985)</b>
Fair value	\$ 6,186,410	\$ 6,345,189	\$ (158,779)

The carrying value of Obligations to securitization entities, which is recorded net of issue costs, includes principal payments received on securitized mortgages that are not due to be settled until after the reporting period. Issue costs are amortized over the life of the obligation on an effective interest rate basis.

## NOTE 7 INVESTMENT IN ASSOCIATES

	LIFECO	CHINA AMC	NORTHLEAF	PERSONAL CAPITAL	TOTAL
<b>SEPTEMBER 30, 2021</b>					
Balance, beginning of period	\$ 962,388	\$ 720,282	\$ 248,498	\$ –	\$ 1,931,168
Additions	–	–	449	–	449
Dividends	(49,061)	(26,877)	–	–	(75,938)
Proportionate share of:					
Earnings (losses)	94,635	44,609	6,401 <sup>(1)</sup>	–	145,645
Other comprehensive income (loss) and other adjustments	(6,479)	4,593	–	–	(1,886)
Balance, end of period	\$ 1,001,483	\$ 742,607	\$ 255,348	\$ –	\$ 1,999,438
<b>SEPTEMBER 30, 2020</b>					
Balance, beginning of period	\$ 896,651	\$ 662,694	\$ –	\$ 194,537	\$ 1,753,882
Dividends	(49,062)	(13,686)	–	–	(62,748)
Proportionate share of:					
Earnings (losses)	81,850	29,648	–	(4,640)	106,858
Other comprehensive income (loss) and other adjustments	13,413	34,313	–	8,817	56,543
Disposition	–	–	–	(198,714)	(198,714)
Balance, end of period	\$ 942,852	\$ 712,969	\$ –	\$ –	\$ 1,655,821

(1) The Company's proportionate share of Northleaf's earnings net of Non-controlling interest was \$5,121.

The Company uses the equity method to account for its investments in Great-West Lifeco Inc. (Lifeco), China Asset Management Co., Ltd. (China AMC) and Northleaf Capital Group Ltd. (Northleaf) as it exercises significant influence.

During the third quarter of 2020, the Company sold its equity interest in Personal Capital Corporation (Personal Capital) to a subsidiary of Lifeco, Empower Retirement, for proceeds of \$232.8 million (USD \$176.2 million) and up to an additional USD \$24.6 million in consideration subject to Personal Capital achieving certain target growth objectives. As a result of the sale, the Company derecognized its investment in Personal Capital and recorded an accounting gain of \$37.2 million (\$31.4 million net of tax) in Net investment income and other.

## NOTE 8 SHARE CAPITAL

### AUTHORIZED

Unlimited number of:

- First preferred shares, issuable in series
- Second preferred shares, issuable in series
- Class 1 non-voting shares
- Common shares, no par value

### ISSUED AND OUTSTANDING

	SEPTEMBER 30, 2021		SEPTEMBER 30, 2020	
	SHARES	STATED VALUE	SHARES	STATED VALUE
Common shares:				
Balance, beginning of period	238,308,284	\$ 1,598,381	238,294,090	\$ 1,597,860
Issued under Stock Option Plan	841,388	35,123	14,194	521
Balance, end of period	239,149,672	\$ 1,633,504	238,308,284	\$ 1,598,381

## NOTE 9 CAPITAL MANAGEMENT

The capital management policies, procedures and activities of the Company are discussed in the Capital Resources section of the Company's Management's Discussion and Analysis contained in the Third Quarter 2021 Report to Shareholders and in Note 18 to the Consolidated Financial Statements in the 2020 IGM Financial Inc. Annual Report and have not changed significantly since December 31, 2020.

## NOTE 10 SHARE-BASED PAYMENTS

### STOCK OPTION PLAN

	SEPTEMBER 30 2021	DECEMBER 31 2020
Common share options		
– Outstanding	12,249,010	11,930,224
– Exercisable	6,711,635	6,326,067

In the third quarter of 2021, there were 32,695 options granted to employees (2020 – 567,200). In the nine months ended September 30, 2021, the Company granted 1,648,345 options to employees (2020 – 2,104,365). The weighted-average fair value of options granted during the nine months ended September 30, 2021, has been estimated at \$2.73 per option (2020 – \$1.43) using the Black-Scholes option pricing model. The weighted-average closing share price at the grant dates was \$35.19.

Other assumptions used in these valuation models include:

	NINE MONTHS ENDED SEPTEMBER 30	
	2021	2020
Exercise price	\$ 35.29	\$ 36.82
Risk-free interest rate	1.29%	1.11%
Expected option life	7 years	7 years
Expected volatility	23.00%	18.62%
Expected dividend yield	6.41%	6.45%

Expected volatility has been estimated based on the historic volatility of the Company's share price over seven years which is reflective of the expected option life. Options vest over a period of up to 7.5 years from the grant date and are exercisable no later than 10 years after the grant date.

## NOTE 11 ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

	EMPLOYEE BENEFITS	OTHER INVESTMENTS	INVESTMENT IN ASSOCIATES AND OTHER	TOTAL
<b>SEPTEMBER 30, 2021</b>				
Balance, beginning of period	\$ (196,949)	\$ 293,448	\$ 39,865	\$ 136,364
Other comprehensive income (loss)	104,412	802,992	4,959	912,363
Transfer out of FVTOCI	–	(206,650)	–	(206,650)
Balance, end of period	\$ (92,537)	\$ 889,790	\$ 44,824	\$ 842,077
<b>SEPTEMBER 30, 2020</b>				
Balance, beginning of period	\$ (165,947)	\$ 46,363	\$ (8,118)	\$ (127,702)
Other comprehensive income (loss)	(14,137)	253,038	45,766	284,667
Balance, end of period	\$ (180,084)	\$ 299,401	\$ 37,648	\$ 156,965

Amounts are recorded net of tax.

## NOTE 12 RISK MANAGEMENT

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The risk management policies and procedures of the Company are discussed in the Financial Instruments Risk section of the Company's Management's Discussion and Analysis contained in the Third Quarter 2021 Report to Shareholders and in Note 21 to the Consolidated Financial Statements in the 2020 IGM Financial Inc. Annual Report and have not changed significantly since December 31, 2020.

## NOTE 13 FAIR VALUE OF FINANCIAL INSTRUMENTS

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Fair values are management's estimates and are calculated using market conditions at a specific point in time and may not reflect future fair values. The calculations are subjective in nature, involve uncertainties and are matters of significant judgment.

All financial instruments measured at fair value and those for which fair value is disclosed are classified into one of three levels that distinguish fair value measurements by the significance of the inputs used for valuation.

Fair value is determined based on the price that would be received for an asset or paid to transfer a liability in the most advantageous market, utilizing a hierarchy of three different valuation techniques, based on the lowest level input that is significant to the fair value measurement in its entirety.

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Observable inputs other than Level 1 quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; or inputs other than quoted prices that are observable or corroborated by observable market data; and

Level 3 – Unobservable inputs that are supported by little or no market activity. Valuation techniques are primarily model-based.

Markets are considered inactive when transactions are not occurring with sufficient regularity. Inactive markets may be characterized by a significant decline in the volume and level of observed trading activity or through large or erratic bid/offer spreads. In those instances where traded markets are not considered sufficiently active, fair value is measured using valuation models which may utilize predominantly observable market inputs (Level 2) or may utilize predominantly non-observable market inputs (Level 3). Management considers all reasonably available information including indicative broker quotations, any available pricing for similar instruments, recent arm's length market transactions, any relevant observable market inputs, and internal model-based estimates. Management exercises judgment in determining the most appropriate inputs and the weighting ascribed to each input as well as in the selection of valuation methodologies.

Fair value is determined using the following methods and assumptions:

Other investments and other financial assets and financial liabilities are valued using quoted prices from active markets, when available. When a quoted market price is not readily available, valuation techniques are used that require assumptions related to discount rates and the timing and amount of future cash flows. Wherever possible, observable market inputs are used in the valuation techniques.

Loans classified as Level 2 are valued using market interest rates for loans with similar credit risk and maturity.

Loans classified as Level 3 are valued by discounting the expected future cash flows at prevailing market yields.

Obligations to securitization entities are valued by discounting the expected future cash flows at prevailing market yields for securities issued by these securitization entities having similar terms and characteristics.

Deposits and certificates are valued by discounting the contractual cash flows using market interest rates currently offered for deposits with similar terms and credit risks.

Long-term debt is valued using quoted prices for each debenture available in the market.

Derivative financial instruments are valued based on quoted market prices, where available, prevailing market rates for instruments with similar characteristics and maturities, or discounted cash flow analysis.

Level 1 financial instruments include exchange-traded equity investments and open-end investment fund units and other financial liabilities in instances where there are quoted prices available from active markets.

NOTE 13 FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

Level 2 assets and liabilities include fixed income securities, loans, derivative financial instruments, deposits and certificates and long-term debt. The fair value of fixed income securities is determined using quoted market prices or independent dealer price quotes. The fair value of derivative financial instruments and deposits and certificates are determined using valuation models, discounted cash flow methodologies, or similar techniques using primarily observable market inputs. The fair value of long-term debt is determined using indicative broker quotes.

Level 3 assets and liabilities include investments with little or no trading activity valued using broker-dealer quotes, loans, other financial assets, obligations to securitization entities and derivative financial instruments. Derivative financial instruments consist of principal reinvestment account swaps which represent the component of a swap entered into under the CMB Program whereby the Company pays coupons on Canada Mortgage Bonds and receives investment returns on the reinvestment of repaid mortgage principal. Fair value is determined by discounting the projected cashflows of the swaps. The notional amount, which is an input used to determine the fair value of the swap, is determined using an average unobservable prepayment rate of 15% which is based on historical prepayment patterns. An increase (decrease) in the assumed mortgage prepayment rate increases (decreases) the notional amount of the swap.

The following table presents the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. The table distinguishes between those financial instruments recorded at fair value and those recorded at amortized cost. The table also excludes fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value. These items include cash and cash equivalents, accounts and other receivables, certain other financial assets, accounts payable and accrued liabilities and certain other financial liabilities.

	CARRYING VALUE	FAIR VALUE			TOTAL
		LEVEL 1	LEVEL 2	LEVEL 3	
<b>SEPTEMBER 30, 2021</b>					
<b>Financial assets recorded at fair value</b>					
Other investments					
– FVTOCI	\$ 1,255,219	\$ –	\$ –	\$ 1,255,219	\$ 1,255,219
– FVTPL	83,622	73,467	9,887	268	83,622
Loans					
– FVTPL	4,000	–	4,000	–	4,000
Derivative financial instruments	44,910	–	38,816	6,094	44,910
<b>Financial assets recorded at amortized cost</b>					
Loans					
– Amortized cost	5,549,704	–	332,308	5,298,280	5,630,588
<b>Financial liabilities recorded at fair value</b>					
Derivative financial instruments	19,042	–	8,220	10,822	19,042
<b>Financial liabilities recorded at amortized cost</b>					
Deposits and certificates	1,640,991	–	1,641,273	–	1,641,273
Obligations to securitization entities	5,268,206	–	–	5,390,306	5,390,306
Long-term debt	2,100,000	–	2,499,081	–	2,499,081
<b>DECEMBER 31, 2020</b>					
<b>Financial assets recorded at fair value</b>					
Other investments					
– FVTOCI	\$ 593,273	\$ –	\$ –	\$ 593,273	\$ 593,273
– FVTPL	39,027	38,748	–	279	39,027
Loans					
– FVTPL	3,291	–	3,291	–	3,291
Derivative financial instruments	37,334	–	35,389	1,945	37,334
<b>Financial assets recorded at amortized cost</b>					
Loans					
– Amortized cost	6,328,564	–	346,428	6,186,410	6,532,838
<b>Financial liabilities recorded at fair value</b>					
Derivative financial instruments	34,514	–	11,466	23,048	34,514
<b>Financial liabilities recorded at amortized cost</b>					
Deposits and certificates	1,104,889	–	1,105,384	–	1,105,384
Obligations to securitization entities	6,173,886	–	–	6,345,189	6,345,189
Long-term debt	2,100,000	–	2,653,814	–	2,653,814

There were no significant transfers between Level 1 and Level 2 in 2021 and 2020.

NOTE 13 FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

The following table provides a summary of changes in Level 3 assets and liabilities measured at fair value on a recurring basis.

	BALANCE JANUARY 1	GAINS (LOSSES) INCLUDED IN NET EARNINGS <sup>(1)</sup>	GAINS (LOSSES) INCLUDED IN OTHER COMPREHENSIVE INCOME	PURCHASES AND ISSUANCES	SETTLEMENTS	TRANSFERS IN (OUT)	BALANCE SEPTEMBER 30
<b>SEPTEMBER 30, 2021</b>							
Other investments							
– FVTOCI	\$ 593,273	\$ –	\$ 928,312	\$ 9,062	\$ –	\$ (275,428) <sup>(2)</sup>	\$ 1,255,219
– FVTPL	279	20	–	–	31	–	268
Derivative financial instruments, net	(21,103)	8,817	–	1,877	(5,681)	–	(4,728)
<b>SEPTEMBER 30, 2020</b>							
Other investments							
– FVTOCI	\$ 301,196	\$ –	\$ 292,532	\$ 4,371	\$ –	\$ –	\$ 598,099
– FVTPL	563	(228)	–	–	–	–	335
Derivative financial instruments, net	(906)	(26,649)	–	1,466	(3,382)	–	(22,707)

(1) Included in Wealth management revenue or Net investment income and other in the Consolidated Statements of Earnings.

(2) Related to the disposition of a portion of IGM Financial Inc.'s investment in WealtheSimple (Note 4).

NOTE 14 EARNINGS PER COMMON SHARE

	THREE MONTHS ENDED SEPTEMBER 30		NINE MONTHS ENDED SEPTEMBER 30	
	2021	2020	2021	2020
<b>Earnings</b>				
Net earnings	\$ 271,581	\$ 190,913	\$ 711,697	\$ 535,331
Non-controlling interest	(733)	–	(1,280)	–
Net earnings available to common shareholders	\$ 270,848	\$ 190,913	\$ 710,417	\$ 535,331
<b>Number of common shares (in thousands)</b>				
Weighted average number of common shares outstanding	238,970	238,308	238,642	238,306
Add: Potential exercise of outstanding stock options <sup>(1)</sup>	1,605	–	914	–
Average number of common shares outstanding – diluted basis	240,575	238,308	239,556	238,306
<b>Earnings per common share (in dollars)</b>				
– Basic	\$ 1.13	\$ 0.80	\$ 2.98	\$ 2.25
– Diluted	\$ 1.13	\$ 0.80	\$ 2.97	\$ 2.25

(1) Excludes 158 thousand shares for the three months ended September 30, 2021 (2020 – 3,023 thousand) related to outstanding stock options that were anti-dilutive. Excludes 420 thousand shares for the nine months ended September 30, 2021 (2020 – 3,056 thousand) related to outstanding stock options that were anti-dilutive.

## NOTE 15 COVID-19

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Governments worldwide have enacted emergency measures to combat the spread of a novel strain of coronavirus (COVID-19). These measures, which include the implementation of travel bans, closing of non-essential businesses, self-imposed quarantine periods and social distancing, have caused significant volatility in global equity markets and material disruption to global businesses. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions.

The Company has implemented its business continuity plan as a result of these events, which has included moving substantially all employees and consultants to work from home and further supporting the Company's information technology infrastructure.

The distribution of vaccines has resulted in the easing of restrictions in many economies and has contributed to strong gains in certain economic sectors during 2021. However, there is uncertainty regarding the effectiveness of vaccines against new variants of the virus, and this contributes towards uncertainty of the timing of a full economic recovery. As a result, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operating subsidiaries in future periods.

## NOTE 16 SEGMENTED INFORMATION

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The Company's reportable segments are:

- Wealth Management
- Asset Management
- Strategic Investments and Other

These segments reflect the Company's internal financial reporting and performance measurement.

- **Wealth Management** – reflects the activities of operating companies that are principally focused on providing financial planning and related services to Canadian households. This segment includes the activities of IG Wealth Management and Investment Planning Counsel. These firms are retail distribution organizations who serve Canadian households through their securities dealers, mutual fund dealers and other subsidiaries licensed to distribute financial products and services. A majority of the revenues of this segment are derived from providing financial advice and distributing financial products and services to Canadian households. This segment also includes the investment management activities of these organizations, including mutual fund management and discretionary portfolio management services.
- **Asset Management** – reflects the activities of operating companies primarily focused on providing investment management services, and represents the operations of Mackenzie Investments. Investment management services are provided to a suite of investment funds that are distributed through third party dealers and financial advisors, and also through institutional advisory mandates to financial institutions, pensions and other institutional investors.
- **Strategic Investments and Other** – primarily represents the key strategic investments made by the Company, including China Asset Management Co., Ltd., Great-West Lifeco Inc., Northleaf Capital Group Ltd., Wealhsimple Financial Corp., and Portag3 Ventures LPs. Unallocated capital is also included within this segment.

Effective January 1, 2021, the Company expanded its reportable segment disclosures to report to Net earnings, whereas previously it was reported to Earnings before interest and taxes. The Company restated comparative figures in its segment results to conform to the current period's presentation. These changes further build on the disclosure enhancements announced by the Company in the third quarter of 2020, which were introduced to improve transparency into key drivers of each business line and help stakeholders understand and assess components of value.

NOTE 16 SEGMENTED INFORMATION (continued)

2021

THREE MONTHS ENDED SEPTEMBER 30	WEALTH MANAGEMENT	ASSET MANAGEMENT	STRATEGIC INVESTMENTS AND OTHER	INTERSEGMENT	TOTAL
Revenues					
Wealth management	\$ 659,982	\$ -	\$ -	\$ (4,930)	\$ 655,052
Asset management	-	293,109	-	(29,673)	263,436
Dealer compensation	-	(90,834)	-	4,921	(85,913)
Net asset management	-	202,275	-	(24,752)	177,523
Net investment income and other	(226)	2,143	646	(63)	2,500
Proportionate share of associates' earnings	-	-	55,903	-	55,903
	659,756	204,418	56,549	(29,745)	890,978
Expenses					
Advisory and business development	274,796	19,194	-	(9)	293,981
Operations and support	113,271	83,235	1,197	(62)	197,641
Sub-advisory	48,730	1,701	-	(29,674)	20,757
	436,797	104,130	1,197	(29,745)	512,379
	222,959	100,288	55,352	-	378,599
Interest expense <sup>(1)</sup>	22,695	5,941	-	-	28,636
Earnings before income taxes	200,264	94,347	55,352	-	349,963
Income taxes	53,486	23,359	1,537	-	78,382
	146,778	70,988	53,815	-	271,581
Non-controlling interest	-	-	(733)	-	(733)
Net earnings available to common shareholders	\$ 146,778	\$ 70,988	\$ 53,082	\$ -	\$ 270,848

(1) Interest expense includes interest on long-term debt and interest on leases.

NOTE 16 SEGMENTED INFORMATION (continued)

2020

THREE MONTHS ENDED SEPTEMBER 30	WEALTH MANAGEMENT	ASSET MANAGEMENT	STRATEGIC INVESTMENTS AND OTHER	INTERSEGMENT	TOTAL SEGMENT	ADJUSTMENTS <sup>(2)</sup>	TOTAL
Revenues							
Wealth management	\$ 575,798	\$ -	\$ -	\$ (4,158)	\$ 571,640	\$ -	\$ 571,640
Asset management	-	233,142	-	(25,730)	207,412	-	207,412
Dealer compensation	-	(75,508)	-	4,142	(71,366)	-	(71,366)
Net asset management	-	157,634	-	(21,588)	136,046	-	136,046
Net investment income and other	615	1,087	612	(45)	2,269	37,232	39,501
Proportionate share of associates' earnings	-	-	43,434	-	43,434	-	43,434
	576,413	158,721	44,046	(25,791)	753,389	37,232	790,621
Expenses							
Advisory and business development	236,461	16,070	-	(2)	252,529	-	252,529
Operations and support	111,224	69,600	1,137	(60)	181,901	74,460	256,361
Sub-advisory	41,705	2,542	-	(25,729)	18,518	-	18,518
	389,390	88,212	1,137	(25,791)	452,948	74,460	527,408
	187,023	70,509	42,909	-	300,441	(37,228)	263,213
Interest expense <sup>(1)</sup>	22,696	5,215	-	-	27,911	-	27,911
Earnings before income taxes	164,327	65,294	42,909	-	272,530	(37,228)	235,302
Income taxes	43,299	16,946	(1,882)	-	58,363	(13,974)	44,389
	\$ 121,028	\$ 48,348	\$ 44,791	\$ -	214,167	(23,254)	190,913
Gain on sale of Personal Capital					31,387	(31,387)	-
Restructuring and other charges					(54,641)	54,641	-
Net earnings available to common shareholders					\$ 190,913	\$ -	\$ 190,913

(1) Interest expense includes interest on long-term debt and interest on leases.

(2) Gain on sale of Personal Capital and Restructuring and other changes, as well as the tax related to these items, are not related to a specific segment and therefore excluded from segment results. These items have been added back to their respective revenue or expense line item to reconcile Total Segment results to the Company's Consolidated Statements of Earnings.

NOTE 16 SEGMENTED INFORMATION (continued)

2021

NINE MONTHS ENDED SEPTEMBER 30	WEALTH MANAGEMENT	ASSET MANAGEMENT	STRATEGIC INVESTMENTS AND OTHER	INTERSEGMENT	TOTAL
Revenues					
Wealth management	\$ 1,900,417	\$ -	\$ -	\$ (14,276)	\$ 1,886,141
Asset management	-	829,290	-	(84,552)	744,738
Dealer compensation	-	(263,583)	-	14,260	(249,323)
Net asset management	-	565,707	-	(70,292)	495,415
Net investment income and other	2,194	4,507	1,595	(187)	8,109
Proportionate share of associates' earnings	-	-	145,645	-	145,645
	1,902,611	570,214	147,240	(84,755)	2,535,310
Expenses					
Advisory and business development	804,547	64,600	-	(16)	869,131
Operations and support	350,226	247,268	3,559	(188)	600,865
Sub-advisory	140,205	5,304	-	(84,551)	60,958
	1,294,978	317,172	3,559	(84,755)	1,530,954
	607,633	253,042	143,681	-	1,004,356
Interest expense <sup>(1)</sup>	67,540	17,712	-	-	85,252
Earnings before income taxes	540,093	235,330	143,681	-	919,104
Income taxes	144,197	59,834	3,376	-	207,407
	395,896	175,496	140,305	-	711,697
Non-controlling interest	-	-	(1,280)	-	(1,280)
Net earnings available to common shareholders	\$ 395,896	\$ 175,496	\$ 139,025	\$ -	\$ 710,417
Identifiable assets	\$ 8,775,093	\$ 1,489,856	\$ 3,928,343	\$ -	\$ 14,193,292
Goodwill	1,491,687	1,310,379	-	-	2,802,066
Total assets	\$ 10,266,780	\$ 2,800,235	\$ 3,928,343	\$ -	\$ 16,995,358

(1) Interest expense includes interest on long-term debt and interest on leases.

NOTE 16 SEGMENTED INFORMATION (continued)

2020

NINE MONTHS ENDED SEPTEMBER 30	WEALTH MANAGEMENT	ASSET MANAGEMENT	STRATEGIC INVESTMENTS AND OTHER	INTERSEGMENT	TOTAL SEGMENT	ADJUSTMENTS <sup>(2)</sup>	TOTAL
<b>Revenues</b>							
Wealth management	\$ 1,677,528	\$ -	\$ -	\$ (12,089)	\$ 1,665,439	\$ -	\$ 1,665,439
Asset management	-	671,439	-	(74,828)	596,611	-	596,611
Dealer compensation	-	(220,908)	-	12,065	(208,843)	-	(208,843)
Net asset management	-	450,531	-	(62,763)	387,768	-	387,768
Net investment income and other	1,255	1,842	4,912	(137)	7,872	37,232	45,104
Proportionate share of associates' earnings	-	-	106,858	-	106,858	-	106,858
	1,678,783	452,373	111,770	(74,989)	2,167,937	37,232	2,205,169
<b>Expenses</b>							
Advisory and business development	705,163	51,909	-	(10)	757,062	-	757,062
Operations and support	340,412	219,024	3,140	(151)	562,425	74,460	636,885
Sub-advisory	120,502	7,245	-	(74,828)	52,919	-	52,919
	1,166,077	278,178	3,140	(74,989)	1,372,406	74,460	1,446,866
	512,706	174,195	108,630	-	795,531	(37,228)	758,303
Interest expense <sup>(1)</sup>	67,225	15,463	-	-	82,688	-	82,688
Earnings before income taxes	445,481	158,732	108,630	-	712,843	(37,228)	675,615
Income taxes	118,396	41,491	(5,629)	-	154,258	(13,974)	140,284
	\$ 327,085	\$ 117,241	\$ 114,259	\$ -	558,585	(23,254)	535,331
Gain on sale of Personal Capital					31,387	(31,387)	-
Restructuring and other charges					(54,641)	54,641	-
Net earnings available to common shareholders					\$ 535,331	\$ -	\$ 535,331
Identifiable assets	\$ 9,020,730	\$ 1,345,287	\$ 2,836,847	\$ -	\$ 13,202,864	-	\$ 13,202,864
Goodwill	1,491,687	1,168,580	-	-	2,660,267	-	2,660,267
Total assets	\$ 10,512,417	\$ 2,513,867	\$ 2,836,847	\$ -	\$ 15,863,131	-	\$ 15,863,131

(1) Interest expense includes interest on long-term debt and interest on leases.

(2) Gain on sale of Personal Capital and Restructuring and other changes, as well as the tax related to these items, are not related to a specific segment and therefore excluded from segment results. These items have been added back to their respective revenue or expense line item to reconcile Total Segment results to the Company's Consolidated Statements of Earnings.