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**CI FINANCIAL CORP.**  
**ANNUAL INFORMATION FORM**  
**March 1, 2016**

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Appendix “A”    Audit Committee Charter

Appendix “B”    Governance Committee Charter

## EXPLANATORY NOTES

Unless otherwise stated, the information in this annual information form is presented as of December 31, 2015 and all references to the Corporation's fiscal year are to the year ended December 31, 2015.

In this annual information form, unless the context otherwise requires, all references to the **Corporation** are to CI Financial Corp. and, as applicable, its predecessors, CI Financial Income Fund and CI Financial Inc. and references to **CI** or the **CI Group** are to the Corporation and its predecessors together with the entities and subsidiaries controlled by it and its predecessors.

## FORWARD-LOOKING INFORMATION

This annual information form contains forward-looking statements concerning anticipated future events, results, circumstances, performance or expectations with respect to CI and its products and services, including its business operations, strategy and financial performance and condition. When used in this annual information form, such statements use such words as “may”, “will”, “expect”, “believe”, and other similar terms. These statements are not historical facts but instead represent management's beliefs regarding future events, many of which, by their nature are inherently uncertain and beyond management control. Although management believes that the expectations reflected in such forward-looking statements are based on reasonable assumptions, such statements involve risks and uncertainties. Factors that could cause actual results to differ materially from expectations include, among other things, general economic and market conditions, including interest and foreign exchange rates, global financial markets, changes in government regulations or in tax laws, industry competition, technological developments and other factors described under “Risk Management” or discussed in other materials filed by the Corporation with applicable securities regulatory authorities from time to time, including Management's Discussion and Analysis of the Corporation's interim and annual financial statements. The material factors and assumptions applied in reaching the conclusions contained in these forward-looking statements include that the investment fund industry will remain stable and that interest rates will remain relatively stable. The reader is cautioned against undue reliance on these forward-looking statements. For a more complete discussion of the risk factors that may impact actual results, please refer to the “Risk Management” section of the Management's Discussion and Analysis accompanying the Corporation's annual financial statements.

Except as otherwise stated, these statements are made as of the date of this document and, except as required by applicable law, management and the board of directors of the Corporation (the “**Board of Directors**” or “**Board**”) undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

## CORPORATE STRUCTURE

### **Name, Address and Formation**

The Corporation is the successor to CI Financial Income Fund (the “**Fund**”), following the completion of the conversion of the Fund from an income trust to a corporate structure by way of a court-approved plan

of arrangement under the *Business Corporations Act* (Ontario) (the “**OBCA**”) on January 1, 2009 (the “**Conversion**”). The Fund had been created effective June 30, 2006 when CI Financial Inc. converted to an income trust. The Conversion effectively reversed this income trust conversion.

The Corporation was incorporated under the OBCA on November 12, 2008 and did not carry on any active business prior to the Conversion, other than executing the arrangement agreement pursuant to which the Conversion was implemented.

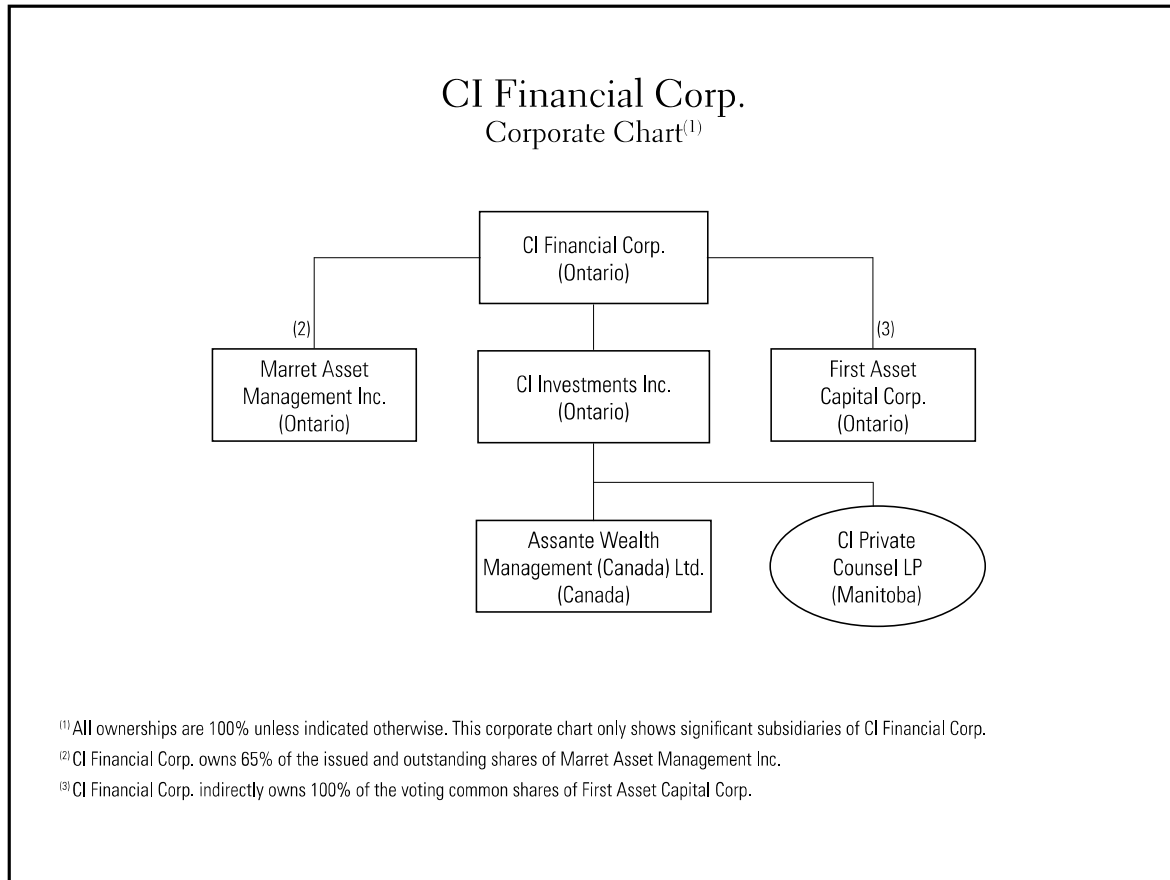
The registered and head office of the Corporation is 2 Queen Street East, Twentieth Floor, Toronto, Ontario, Canada M5C 3G7.

### **Intercorporate Relationships**

The principal business of the Corporation is carried on through its wholly-owned subsidiaries, CI Investments Inc. (“**CI Investments**”), First Asset Capital Corp. (“**First Asset**”), Marret Asset Management Inc. (“**Marret**”), Assante Wealth Management (Canada) Ltd. (“**AWM**”), and CI Private Counsel LP (“**CIPC**”).

The table below shows the principal entities controlled by the Corporation as at December 31, 2015, including (i) the percentage of votes attaching to all voting securities of the entity beneficially owned, controlled or directed by the Corporation, and (ii) the jurisdiction of incorporation or formation:

<b>Entity</b>	<b>Jurisdiction</b>	<b>Ownership %</b>
CI Investments Inc.	Ontario	100%
First Asset Capital Corp.	Ontario	100%
Marret Asset Management Inc.	Ontario	65%
Assante Wealth Management (Canada) Ltd.	Canada	100%
CI Private Counsel LP	Manitoba	100%



## GENERAL DEVELOPMENT OF THE BUSINESS

### *Three Year History*

The Corporation is a diversified wealth management firm and one of Canada’s largest independent investment management companies. Over the last three years CI has continued to execute on its strategy to maintain and grow its position as one of Canada’s largest independent investment fund companies. CI has invested in key aspects of the business to drive further growth and build on our competitive advantages. As a result, CI has been able to benefit from the continued resurgence of investor confidence over the past three years, with assets under management increasing 46% from \$76 billion to \$111 billion at December 31, 2015 and assets under administration at CI’s subsidiary AWM increasing over 38% to \$32 billion.

CI’s success over the past three years is due in large part to the scale and diversity of its product line-up and the strength of its portfolio management teams. As the industry has become increasingly competitive, CI has responded by committing resources to those areas that are critical to our growth. CI has recruited top-ranked portfolio management talent to ensure that it can offer a comprehensive range of investment

approaches and expertise in specific areas giving our clients a wide choice of styles and products all within the CI brand.

### ***Recent Developments***

#### *Appointment of New Chief Executive Officer and President*

On February 11, 2016, the Board of Directors of the Corporation announced that Chief Executive Officer and President Stephen A. MacPhail would retire effective June 30, 2016. The Board of Directors announced that Peter W. Anderson would be replacing Mr. MacPhail as Chief Executive Officer of the Corporation effective June 30, 2016 and that Sheila A. Murray, Executive Vice-President and General Counsel, would be appointed President of the Corporation effective February 11, 2016.

#### *Industry Recognition*

According to Morningstar, CI Investments led the industry with the most four- and five-star rated investment funds (including multiple versions) for 2015 and has ranked either first or second place for the past 10 years. In addition, CI Investments and its portfolio managers have won 8 Morningstar Awards (formerly Canadian Investment Awards) and 16 Lipper Fund Awards since 2013.

#### *CI Financial Debt Offering*

On December 7, 2015, the Corporation completed an offering of debt securities with an aggregate principal amount of \$450,000,000, bearing an interest rate of 2.645% per annum and maturing on December 7, 2020 (“**2020 Debentures**”). For more information about the 2020 Debentures, please refer to the “Description of Capital Structure” section of this annual information form.

#### *Acquisition of First Asset Capital Corp.*

On November 30, 2015, the Corporation purchased 100% of the issued and outstanding shares of First Asset. First Asset, which operates through its subsidiary First Asset Investment Management Inc. (“**FAIMI**”), is a Toronto-based, investment management company firm with approximately \$2.6 billion in assets under management. FAIMI is a leader in providing actively managed and factor-based exchange-traded funds to the Canadian marketplace, and it also offers a suite of mutual funds and closed-end funds.

#### *Sale of Bank of Nova Scotia’s Interest in the Corporation*

On June 17, 2014, The Bank of Nova Scotia (“**Scotiabank**”) completed a secondary offering of 72.0 million common shares of the Corporation at a price of \$31.60 per common share (the “**Offering Price**”) for gross proceeds received by Scotiabank of \$2,275,200,000. The secondary offering was completed on a bought deal basis and was underwritten by a syndicate of underwriters, led by Scotia Capital Inc., RBC Capital Markets and GMP Securities L.P. The underwriters also exercised their over-allotment option in

full, resulting in the purchase of an additional 10.8 million common shares at the Offering Price and increasing the gross proceeds received by Scotiabank to \$2,616,480,000.

The secondary offering was offered under a short form prospectus dated June 10, 2014 and is available on SEDAR at [www.sedar.com](http://www.sedar.com).

#### *Acquisition of Marret Asset Management Inc.*

On November 29, 2013, the Corporation acquired 65% of the issued and outstanding shares of Marret, a Toronto-based alternative asset management firm, with the option to purchase the remaining 35% after three years.

## **DESCRIPTION OF THE BUSINESS**

### **General**

CI is a diversified wealth management firm and one of Canada's largest independent investment fund companies. The principal business of CI is the management, marketing, distribution and administration of mutual funds, segregated funds, exchange-traded funds, structured products and other fee-earning investment products for Canadian investors. The Corporation's business is carried on through two main business segments, Asset Management through its subsidiaries CI Investments, Marret, CIPC, and FAIMI, and Asset Administration, through its subsidiary AWM.

The Asset Management segment provides the majority of CI's income and derives its revenues principally from the fees earned on the management of several families of mutual, segregated, pooled, exchange-traded, and closed-end funds, structured products and discretionary accounts. The Asset Administration segment derives its revenues principally from commissions and fees earned on the sale of mutual funds and other financial products, and ongoing service to clients and capital market activities.

CI Investments is an investment fund management company engaged in the business of sponsoring, managing, distributing and administering investment funds in Canada. These products are distributed primarily through brokers, independent financial planners and insurance advisors, including AWM financial advisors.

AWM's subsidiaries include financial services distribution companies engaged in the business of providing financial planning, investment advice, wealth management, estate and succession planning and insurance services.

As at December 31, 2015, CI, through its subsidiaries, managed approximately 225 funds and 60 exchange-traded funds, closed-end investment funds or limited partnerships which are sold under various fund family names including Black Creek Funds, Cambridge Funds, CI Funds, CI Guaranteed Retirement Cash Flow Series, CI Hedge Funds, CI LifeCycle Portfolios, First Asset Funds, Harbour Funds, Marret Funds, Portfolio Series, Portfolio Select Series, Signature Funds, Synergy Funds, and United Funds. All



the CI funds are collectively hereafter referred to as the “**Managed Funds**”. CI Investments also manages or administers segregated funds, and acts as portfolio sub-advisor to other institutions.

At December 31, 2015, CI Investments had \$111.1 billion assets under management.

As at December 31, 2015, AWM, through its subsidiaries Assante Capital Management Ltd., Assante Financial Management Ltd. and Assante Estate and Insurance Services Inc., administered approximately \$32 billion in mutual funds, stocks, bonds, GIC’s, insurance products and other investments for its clients.

CI’s financial results are driven primarily by the level of its assets under management, which are in turn driven by the returns earned by its funds and the net sales of the funds. As at December 31, 2015, the CI Group, managed and advised on approximately \$146 billion in client assets and the number of unitholder accounts under management of CI Investments exceeded two million.

## **Asset Management Segment**

### *Summary*

The Asset Management segment is carried on by CI Investments, Marret, and FAIMI (collectively, “**Fund Managers**”), and CIPC. The Managed Funds are offered primarily through investment dealers, mutual fund dealers, and insurance advisors, including AWM financial advisors, in all jurisdictions in Canada. Financial information regarding the Asset Management segment is provided in the Corporation’s annual financial statements for the fiscal year ended December 31, 2015 and related Management’s Discussion and Analysis, which are available on SEDAR at [www.sedar.com](http://www.sedar.com).

### *Products and Services*

#### *Managed Funds*

As at December 31, 2015, the Fund Managers managed 285 Managed Funds which are sold under various fund family names including Black Creek Funds, Cambridge Funds, CI Funds, CI Guaranteed Retirement Cash Flow Series, CI Hedge Funds, CI LifeCycle Portfolios, First Asset Funds, Harbour Funds, Marret Funds, Portfolio Series, Portfolio Select Series, Signature Funds, Synergy Funds, and United Funds. The Managed Funds are sold or available for sale in all provinces and territories of Canada. CI Investments also manages or administers segregated funds.

The CI Group offers Canadian investors a wide range of Canadian and international investment products through a network of investment dealers, mutual fund dealers, and insurance agents, which include AWM financial advisors. A vast majority of the Managed Funds are managed by six separate groups of in-house portfolio managers who are all employees of CI Investments. Certain other Managed Funds are managed by Marret, FAIMI, or third-party investment advisory firms, pursuant to sub-advisory agreements. All of the portfolio managers are supported by a team of marketing, administrative and technical specialists. The diversity of the Managed Funds allows CI to take advantage of the expected continued growth in the Canadian investment fund industry. The CI Group offers investors what management believes to be the broadest selection of investment funds in the Canadian mutual fund industry.

### ***Management of the Managed Funds***

The Fund Managers are promoters and managers of all of the Managed Funds. The Fund Managers provide all of the management services required by the Managed Funds including managing or arranging for the management of investment portfolios, marketing of the Managed Funds, keeping of securityholder records and accounts, reporting to securityholders and processing transactions relating to the purchase, transfer and redemption of securities of Managed Funds.

The Fund Managers have each entered into management agreements with each of their respective Managed Funds. For the management and administrative services provided to the Managed Funds, the Fund Managers are generally paid a fee based on the average daily net asset value of each of the Managed Funds. The net asset value of a Managed Fund depends primarily on the market value of its portfolio investments. The management fees paid to the Fund Managers are comparable to other management fees charged in the Canadian investment fund industry.

In general, each Managed Fund is responsible for its own administrative and operating expenses including, without limitation, audit and legal fees, registry and transfer agency fees, custodian fees, portfolio and investment costs, expenses relating to communication with securityholders, all costs imposed by statute or regulation, and applicable Goods and Services Tax and Harmonized Sales Tax, where applicable. CI Investments bears all of the operating expenses of the open-end mutual funds managed by CI Investments (other than certain taxes, borrowing costs, new governmental fees and forward contract costs) in return for fixed annual administration fees.

### ***Portfolio Managers***

The Fund Managers currently use in-house and third-party investment managers to provide investment advice regarding the investment portfolios of the Managed Funds. Pursuant to investment advisor agreements between the Fund Managers and certain investment management firms, the Fund Managers have retained third-party investment management firms to provide advice regarding the investment portfolios of certain Managed Funds. In general, the Fund Managers pay third-party investment management firms an annual fee equal to a percentage of the net asset value of the Managed Funds. Generally, these rates are reduced as the net asset value exceeds certain specified levels.

### ***Distribution and Marketing of the Managed Funds***

Like other asset management companies not affiliated with financial institutions, the Fund Managers rely on investment dealers and mutual fund dealers for the sale of securities of the Managed Funds. Individual variable annuity contracts and variable annuity policies including the CI Guaranteed Investment Funds and SunWise Segregated Funds are sold through licensed life insurance agents.

The management of CI believes that the following factors are responsible for increasing and retaining assets in the Managed Funds: diversity of products offered by the CI Group; experience and acknowledged success of the investment managers of the Managed Funds; service levels provided to the dealer and the investor; and performance of the Managed Funds. CI Investments focuses on service and

assistance to dealers and agents who are selling the Managed Funds, including providing materials to communicate the important features of the Managed Funds to investors and providing access to the investment managers.

The Fund Managers generally pay trailer fees to assist dealers in providing ongoing service to clients. These fees are payable to dealers in respect of their sales representatives who have client assets in qualifying Managed Funds throughout a calendar month. Payment is made either monthly or quarterly and is equal to a percentage of the total client assets of such sales representatives throughout the month.

CI Investments has a program to spend a certain amount to assist dealers and their representatives in marketing the Managed Funds. This program is subject to regulatory requirements and may be discontinued or modified at any time.

### ***Sales Charges Relating to the Distribution of the Managed Funds***

For certain Managed Fund, investors may choose to purchase securities under the deferred sales charge method or under the initial sales commission method.

In general, if the investor purchases under the deferred sales charge method, no initial commission is paid, the entire investment is invested in securities and, upon redemption within seven years of purchase, a redemption fee will be deducted from the proceeds of redemption. On redemption, the redemption fee is calculated as a percentage of the net asset value at the time of the issue of the securities, which percentage decreases, for the standard deferred sales charge option, over a seven year period from 5.5% in the first year to nil at the end of the period, and for the low-load sales charge option, over a three-year period from 3.0% in the first year to nil at the end of the period. The redemption fee will be deferred in respect of redemptions of securities of a Managed Fund up to a maximum established by the Fund Managers from time to time.

In general, if the investor purchases securities of the Managed Funds under the initial sales commission method, a sales commission is paid at the time of purchase and no commission is charged at the time of redemption. For purchases of securities of the Managed Funds under the initial sales commission method, the commission is negotiable between the dealer and the investor, with the maximum generally ranging from 1% to 5%. No fees or charges are otherwise deducted by the Managed Funds on redemption except for applicable short-term trading fees and in the case of a registered plan or on a transfer to other Managed Funds.

### ***Specialized Skill and Knowledge***

The Fund Managers have highly skilled and experienced employees necessary to meet the challenges of the evolving asset management industry. CI has the expertise to continue to meet the investment needs of its clients, develop new products, increase market share penetration through targeting of knowledgeable, successful investment dealers, mutual fund dealers and life insurance agents and other alternative distribution channels, and enhance investor awareness. CI's objective is to continue to offer a wide range of investment products that are managed by a diversified group of investment advisors and build on its

strength in both international and domestic equity, income and balanced fund products. CI Investments' experienced marketing teams have been instrumental in enabling CI Investments to achieve market share growth through the investment dealer and mutual fund dealer network and life insurance agents.

To handle future growth, CI will continue, as appropriate, to upgrade its advanced information systems and increase internal training and development, all with the objective of ensuring that it provides accurate and timely service to registered dealers and agents selling the Fund Managers' products and to investors. As a result of its investment in computer facilities and its efficient approach to service and marketing, CI believes that the Fund Managers will not have to increase their personnel in the same proportion as the growth in assets of the Managed Funds under their management.

### ***Competitive Conditions***

The Canadian mutual fund industry has grown from \$3.6 billion to \$1.2 trillion of mutual fund assets during the period from December 1980 to December 2015 (according to The Investment Funds Institute of Canada).

The long-term growth in the mutual fund industry is attributable to many factors including a decline in inflation, lower interest rates and increased marketing of mutual funds. Government policies, at both the federal and provincial levels, also are contributing significantly to this growth by encouraging Canadians to save for retirement by increasing contribution levels.

The growth in the mutual fund industry has resulted in increased competition. Since the entrance of the banks and trust companies into the mutual fund industry in the late 1980s, competition from financial institutions has increased significantly. With the entrance of the banks and trust companies and, more recently, insurance companies, the market has developed into two distinct segments: mutual fund groups owned by chartered banks, insurance companies and major trust companies; and the independent mutual fund groups. According to data from The Investment Funds Institute of Canada, as at December 31, 2015, mutual fund companies owned by chartered banks, insurance companies or major trust companies had a combined market share of approximately 50% all mutual fund assets. Several foreign mutual fund groups also currently operate in Canada. The addition of well capitalized foreign mutual fund groups in the Canadian mutual fund industry has increased competition even further. A discussion on competitive conditions affecting CI also appears under the heading "Risk Management – Competition" in the Management's Discussion and Analysis for the year ended December 31, 2015, available on SEDAR at [www.sedar.com](http://www.sedar.com).

There has been significant consolidation among Canadian mutual fund management companies, driven by a desire to achieve economies of scale in marketing, distribution and administration. The consequences of this consolidation include:

- (a) a decline in the number of mutual fund and institutional asset management companies listed on the Toronto Stock Exchange ("TSX");
- (b) a segmentation of the industry into two distinct parts: mutual fund management groups owned in whole or in part by chartered banks, insurance companies, major trust

companies or other large domestic and foreign groups, and independent mutual fund management companies; and

- (c) an increasing concentration of the larger industry participants in terms of mutual fund assets under management. As at December 31, 2015, the 10 largest Canadian mutual fund management companies controlled approximately 75% of the total industry mutual fund assets under management according to information available by the Investment Funds Institute of Canada.

The mutual fund industry is facing public and regulatory pressure to improve the transparency of fees paid by investors. In response, the Canadian Securities Administrators published Client Relationship Model Phase 2 (“CRM2”) amendments to National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*. The CRM2 amendments introduce new requirements for client statements, charges and compensation disclosure, and performance reporting. These amendments came into force on July 15, 2013 and are phased-in over a three period, with the final phase effective July 15, 2016. CI has developed extensive educational material and conducted hundreds of presentations to ensure a successful implementation of CRM2 and to help advisors demonstrate the value of their advice.

The following table sets forth the aggregate net asset value for the Canadian mutual fund industry and CI Investments’ aggregate relative position in the Canadian mutual fund industry.

**Mutual Fund Assets**  
**As at December 31, 2015**  
**(in billions of dollars except percentages)**

Total Canadian mutual fund industry <sup>(1)</sup>	\$1,231
CI Investments’ Managed Funds	\$111
CI Investments’ total assets under management as an aggregate % of total industry	9%

Notes:

- (1) Source: The Investment Funds Institute of Canada and CI Financial.

In Canada, the investment management industry, and in particular the mutual fund segment, is a highly-regulated industry. Applicable securities legislation imposes restrictions on, among other things, incentives that may be offered to dealers and the forms of advertising which may be used by mutual fund managers, and disclosure and reporting requirements on the Managed Funds. A discussion on regulatory and legal risks affecting CI appears under the heading “Risk Management – Regulatory and Legal Risk” in the Management’s Discussion and Analysis for the year ended December 31, 2015, available on SEDAR at [www.sedar.com](http://www.sedar.com).

### ***New Products***

In the year ended December 31, 2015, CI Investments introduced the following new funds: CI U.S. Income US\$ Pool, Cambridge Canadian Dividend Corporate Class, Cambridge Pure Canadian Equity Corporate Class, Cambridge Stock Selection Fund, Cambridge Bond Fund, Cambridge U.S. Dividend US\$ Fund, Signature Real Estate Pool, Signature Preferred Share Pool, and Signature Tactical Bond Pool. CI acquired First Asset Capital Corp. on November 30, 2015, which, through its subsidiary FAIMI, offers a wide range of exchange-traded funds, mutual funds and closed-end funds, further adding to the suite of products offered by CI.

### ***Intangible Properties***

CI Investments owns a number of registered and unregistered trade-marks such as CI Investments, CI Funds, Synergy Funds, Harbour Funds, Signature Funds, United Pools, Optima Strategy, and Cambridge. These trade-marks are important elements in differentiating the Managed Funds from CI Investments' competitors and marketing the Managed Funds to clients and advisors.

### **Asset Administration Segment**

#### ***Summary***

The Asset Administration segment, carried on by AWM and its subsidiaries, along with CIPC, offers clients in Canada a wide range of products and services, which encompass a multidisciplinary approach to financial planning, investment advice, wealth management, estate and succession planning and insurance services. Financial information regarding the Asset Administration segment is provided in the Corporation's annual financial statements for the fiscal year ended December 31, 2015 and related Management's Discussion and Analysis, which are available on SEDAR at [www.sedar.com](http://www.sedar.com). Results of CIPC are not included as part of the Asset Administration segment for financial reporting purposes.

#### ***Products and Services***

The principal businesses of AWM and CIPC are the provision of products and services tailored to meet the specific objectives and the financial planning and financial management needs of their clients. These products and services are developed and/or distributed through AWM and its subsidiaries, which include a securities dealer, a mutual fund dealer and insurance agents.

AWM's affiliates provide a wide range of products and services, including portfolio management, investment advisory services, distribution of securities (including mutual funds), insurance products and banking services and wealth management, including financial, tax and estate planning services.

AWM's unique distribution strategy and operating platform distinguish it in its sector. Its distribution network provides AWM direct access to experienced advisors with an established and growing base of clients. Through these advisors, many of those clients are electing to delegate responsibility for portfolio

management, manager selection and monitoring, and wealth management to AWM's core group of investment and wealth management professionals.

AWM's operating platform is designed to allow the advisor to work with a team of professionals to provide best-in-class advice and one-stop solutions for many of the increasingly complicated and sophisticated needs of its clients.

AWM's products and services are built on a foundation of some combination of portfolio management, investment advice, distribution of securities, insurance products, and banking products and financial, tax, succession, wealth and estate planning. The principal markets for AWM's products and services are affluent and high net-worth individuals residing in Canada.

CIPC provides discretionary investment counsel services on a referral basis through its Assante Private Client division and directly to investors through its Stonegate Private Counsel division.

### ***Specialized Skill and Knowledge***

AWM and CIPC have highly-skilled and experienced advisors and employees necessary to meet the challenges of the evolving investment advisory industry. AWM and CIPC believe they have the expertise to continue to meet the specific objectives and the financial planning and financial management needs of their clients, to increase market share penetration through targeting mass affluent and affluent segments of the Canadian investor landscape, and to enhance investor understanding of the elements necessary to provide financial well-being. AWM and CIPC's objective are to continue to offer a complete suite of wealth management services to their clients to assist them in achieving their financial goals.

To handle future growth, AWM and CIPC will continue, as appropriate, to upgrade their advanced information systems and increase training and development for their advisors and employees, as well as continuing to enhance their compliance infrastructure to promote stronger governance, all with the objective of ensuring that they provide accurate and timely service to their advisors and clients.

### ***Competitive Conditions***

The financial services industry is very competitive with many institutions and companies such as banks, trust companies, insurance companies, portfolio managers, security brokerage companies and mutual fund dealers all competing for the business of affluent clients. In addition, foreign-based mutual fund companies and banks have also established operations in Canada. The financial services industry in Canada has also moved toward offering comprehensive fee-based investment management services for clients.

AWM believes that it is well-positioned in terms of its competitors in the marketplace. While there is a larger number of organizations providing financial advisory and financial management services or manufacturing investment products, very few of them are similar to AWM in providing financial product manufacturing integrated with the delivery of a full menu of products and services (including proprietary products) through their own distribution network. The operation of a unified financial advisory business in Canada is designed to provide synergies and economies of scale for AWM's wealth management

programs and financial advisor network. A discussion on competitive conditions affecting AWM also appears under the heading “Risk Management – Competition” in the Management’s Discussion and Analysis for the year ended December 31, 2015, available on SEDAR at [www.sedar.com](http://www.sedar.com).

### ***Intangible Properties***

AWM, through CI Investments, owns certain registered and unregistered trade-marks such as Assante and Assante Wealth Management. These trade-marks are important elements in differentiating AWM’s services from those offered by its competitors.

### **Cycles**

Generally, revenues are consistent throughout the year, with a slight increase in the first quarter due to increased investment activity during the Canadian RRSP season.

### **Employees**

As at December 31, 2015, 1,546 people were employed by the CI Group.

## **RISK MANAGEMENT**

There is risk inherent in the conduct of a wealth management business. Some factors which introduce or exacerbate risk are within the control of management and others are, by their nature, outside of direct control but must still be managed. Effective risk management is a key component to achieving CI’s business objectives. It is an on-going process involving the Board of Directors, management and other personnel. Management has developed an enterprise wide approach to risk management that involves executives in each core business unit and operating area of CI. These executives identify and evaluate risks, applying both a quantitative and a qualitative analysis and then assess the likelihood of occurrence of a particular risk event. They then identify mitigating factors or strategies and a course for implementing mitigation procedures to bring each risk event to an acceptable risk level.

A discussion of risks affecting CI appears under the heading “Risk Management” in the Management’s Discussion and Analysis for the year ended December 31, 2015 and is incorporated by reference and available on SEDAR at [www.sedar.com](http://www.sedar.com).

## **DESCRIPTION OF CAPITAL STRUCTURE**

The following is a brief summary of the Corporation’s authorized share capital and its outstanding debt securities. The authorized share capital is established in the Corporation’s articles of incorporation, as amended. This summary may not be complete and is subject to, and qualified in its entirety by reference to, CI’s articles of incorporation, as amended, and to the CI Financial Trust Indenture (as defined below) pursuant to which the 2020 Debentures are created and outstanding.



The Corporation's authorized share capital consists of an unlimited number of common shares and an unlimited number of preference shares, issuable in series. As at March 1, 2016 there were 275,634,278 common shares issued and outstanding. No preference shares have been issued by the Corporation.

### **Common Shares**

Holders of common shares are entitled to one vote per share at meetings of shareholders of the Corporation, to receive dividends if, as and when declared by the Board (subject to the rights of shares, if any, having priority over the common shares) and to receive *pro rata* the remaining property and assets of the Corporation upon its dissolution or winding up, subject to the rights of shares, if any, having priority over the common shares.

### **Preference Shares**

Each series of preference shares shall consist of such number of shares and have such rights, privileges, restrictions and conditions as may be determined by the Board prior to the issuance thereof. Holders of preference shares, except as required by law or as provided in the rights, privileges, restrictions and conditions of a particular series, will not be entitled to vote at meetings of shareholders of the Corporation. With respect to the payment of dividends and distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the preference shares of each series shall rank on a parity with the preference shares of every other series and are entitled to preference over the common shares and any other shares ranking junior to the preference shares from time to time and may also be given such other preferences over the common shares and any other shares ranking junior to the preference shares as may be determined at the time of creation of such series.

### **2020 Debentures**

On December 7, 2015, the Corporation completed an offering of \$450 million principal amount of debentures due December 7, 2020. The offering was made on an agency basis and issued under a prospectus supplement dated December 2, 2015 to the Corporation's short form base shelf prospectus dated January 6, 2014. Interest on the 2020 Debentures is paid semi-annually in arrears on December 7 and June 7 in each year, commencing June 7, 2016, at a rate of 2.645% per annum.

The 2020 Debentures were created and issued pursuant to the provisions of a trust indenture, as amended and supplemented from time to time, dated December 16, 2009 between the Corporation and Computershare Trust Company of Canada (the "**CI Financial Trust Indenture**"), providing for the creation and issuance of up to \$2,000,000,000 aggregate principal amount of debt securities.

If a Change of Control Triggering Event occurs, the Corporation will be required to make an offer to repurchase the 2020 Debentures at a price payable in cash equal to 101% of the outstanding principal amount of the 2020 Debentures together with accrued and unpaid interest, to the date of purchase. A Change of Control Triggering Event occurs if there is both a Change of Control of the Corporation and a Rating Event. A Change of Control occurs if there is a sale of all or substantially all of the assets of the

Corporation or the acquisition of beneficial ownership of more than 50% of the votes attaching to the shares of the Corporation that ordinarily have voting power for the election of directors of the Corporation. A Rating Event occurs if, following a Change of Control or announcement of a Change of Control, the rating of the 2020 Debentures is lowered to below investment grade rating (below BBB- for Standard & Poor's Ratings Services, a division of the McGraw-Hill Companies, Inc., ("S&P") and BBB (low) for DBRS Limited ("DBRS")) by each of the rating agencies who rate the 2020 Debentures, if there are two or less than two such agencies, and by two out of three of the agencies, if the 2020 Debentures are rated by three agencies.

Reference is made to the CI Financial Trust Indenture for a full description of the terms of the 2020 Debentures. The CI Financial Trust Indenture, amendments, and supplements are available on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Ratings**

The Corporation has received an issuer rating of A (low) from DBRS and the 2020 Debentures are rated A (low) with a "Stable" trend by DBRS. The "A (low)" rating assigned to the 2020 Debentures represents the third highest of the ten rating categories available from DBRS for long-term debt. Under the DBRS system, debt securities rated A (low) are of satisfactory credit quality and protection of interest and principal is considered substantial. While this is a favourable rating, entities in the A (low) category are considered to be more susceptible to adverse economic conditions and have greater cyclical tendencies than higher-rated companies. A reference to "high" or "low" reflects the relative strength within the rating category, while the absence of either a "high" or "low" designation indicates the rating is placed in the middle category. According to DBRS, the "Stable" trend helps give investors an understanding of DBRS's opinion regarding the outlook for the rating.

The Corporation has received a corporate credit rating from S&P of A- with a "Stable" outlook. In addition, the 2020 Debentures are rated A- with a "Stable" outlook by S&P. The "A-" rating is the third highest of the ten major rating categories for long-term debt and indicates S&P's view that the Corporation's capacity to meet its financial commitment on the obligations is strong, but the obligations are somewhat susceptible to adverse effects of changes in circumstances and economic conditions than obligations in higher rated categories. S&P uses "+" or "-" designations to indicate the relative standing of securities within a particular ratings category. According to S&P, the "Stable" rating outlook means that the rating is not likely to change over the intermediate term.

CI paid customary rating fees to DBRS and S&P in connection with the ratings. Other than in the ordinary course of customary ratings fees as aforesaid, in the past two years, CI did not make any payments to either DBRS or S&P in respect of any other services provided by either DBRS or S&P to CI.

Credit ratings are intended to provide investors with an independent assessment of the credit quality of an issue or issuer of securities and do not speak to the suitability of particular securities for any particular investor. A security rating is therefore not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by the rating agency.

## SHAREHOLDER RIGHTS PLAN

The Corporation entered into an agreement (the “**Rights Plan Agreement**”) dated as of May 1, 2014 with Computershare Investor Services Inc., as rights agent, in connection with the adoption of a shareholder rights plan (the “**Rights Plan**”). The Rights Plan Agreement supersedes and replaces the rights plan agreement of the Corporation dated as of January 1, 2009 and was ratified and approved at the annual and special meeting of shareholders on June 11, 2014.

The Rights Plan will terminate at the close of the annual meeting of shareholders in 2017.

The Notice of Meeting and Management Information Circular of the Corporation dated May 1, 2014 includes a summary of the Rights Plan approved by the shareholders. The complete text may be found on SEDAR at [www.sedar.com](http://www.sedar.com).

## DIVIDENDS

### Current Dividend Policy

The Corporation pays a monthly cash dividend. At its February 2016 meeting, the Board declared dividends of \$0.11 per Common Share to be paid to shareholders of record on each of February 29, 2016, March 31, 2016 and April 30, 2016. Dividends are paid at the discretion of the Board and the dividend rate will be reviewed from time to time by the Board after giving consideration to CI’s cash flow, financial position, net earnings, sales outlook and other relevant factors.

### Historical Dividend Record

#### 2015

During 2015 the Corporation declared dividends to shareholders as follows:

<u>Record Date</u>	<u>Payment Date</u>	<u>Dividend per Common Share (\$)</u>
January 31, 2015	February 13, 2015	0.105
February 28, 2015	March 13, 2015	0.105
March 31, 2015	April 15, 2015	0.105
April 30, 2015	May 15, 2015	0.105
May 31, 2015	June 15, 2015	0.110
June 30, 2015	July 15, 2015	0.110
July 31, 2015	August 14, 2015	0.110
August 31, 2015	September 15, 2015	0.110
September 30, 2015	October 15, 2015	0.110
October 31, 2015	November 13, 2015	0.110
November 30, 2015	December 15, 2015	0.110
December 31, 2015	January 15, 2016	0.110
	Total	<b>1.300</b>

**2014**

During 2014 the Corporation declared dividends to shareholders as follows:

<u>Record Date</u>	<u>Payment Date</u>	<u>Dividend per Common Share (\$)</u>
January 31, 2014	February 14, 2014	0.095
February 28, 2014	March 14, 2014	0.095
March 31, 2014	April 15, 2014	0.095
April 30, 2014	May 15, 2014	0.095
May 31, 2014	June 13, 2014	0.100
June 30, 2014	July 15, 2014	0.100
July 31, 2014	August 15, 2014	0.100
August 31, 2014	September 15, 2014	0.100
September 30, 2014	October 15, 2014	0.100
October 31, 2014	November 14, 2014	0.100
November 30, 2014	December 15, 2014	0.105
December 31, 2014	January 15, 2015	0.105
	Total	<b>1.190</b>

**2013**

During 2013 the Corporation declared dividends to shareholders as follows:

<u>Record Date</u>	<u>Payment Date</u>	<u>Dividend per Common Share (\$)</u>
January 31, 2013	February 15, 2013	0.080
February 28, 2013	March 15, 2013	0.085
March 31, 2013	April 15, 2013	0.085
April 30, 2013	May 15, 2013	0.085
May 31, 2013	June 14, 2013	0.090
June 30, 2013	July 15, 2013	0.090
July 31, 2013	August 15, 2013	0.090
August 31, 2013	September 13, 2013	0.090
September 30, 2013	October 15, 2013	0.090
October 31, 2013	November 15, 2013	0.090
November 30, 2013	December 13, 2013	0.095
December 31, 2013	January 15, 2014	0.095
	Total	<b>1.065</b>

## MARKET FOR SECURITIES

### Trading Price and Volume

The common shares are listed and posted for trading on the TSX under the trading symbol “CIX”. The price ranges and volume traded of the common shares on the TSX for each month for the fiscal year ended December 31, 2015 are set out below.

Month	Price (\$)		Trading Volume
	High	Low	
January	33.55	31.07	10,006,149
February	35.50	32.27	10,827,480
March	36.00	34.83	11,572,431
April	36.16	34.85	8,431,107
May	36.25	34.64	9,911,991
June	35.11	33.38	10,330,878
July	34.35	31.43	11,332,109
August	33.37	27.84	13,028,375
September	31.17	29.17	11,845,898
October	32.44	29.48	9,321,640
November	31.84	30.59	6,386,552
December	31.88	29.74	7,176,555


### ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER


Designation of class	Number of securities held in escrow or that are subject to a contractual restriction on transfer	Percentage of class as at March 1, 2016
Common Shares	572,901	0.2%


The Corporation acts as escrow agent with respect to the above shares which are being held in escrow for the benefit of the shareholders of Marret pursuant to the terms of the share purchase agreement. On or about November 29, 2016, the escrow period will end and, upon Marret achieving certain financial performance thresholds, up to 572,901 shares will be released with any remaining shares held in escrow to be cancelled by the Corporation.


**DIRECTORS AND OFFICERS**


The following table sets out important information regarding each of the Directors at March 4, 2016.

 <p><b>Sonia A. Baxendale</b> Toronto, Ontario Canada Director Since 2013 <b>Independent</b> Age: 53 Areas of Expertise: Financial Services; Senior Executive / Strategic Leadership; Talent Management &amp; Executive Compensation  2015 votes in favour: 99.95%</p>	<p>Mrs. Baxendale was a senior executive at Canadian Imperial Bank of Commerce for almost 20 years and was most recently the President of Retail Banking and Wealth Management at that bank until 2011. She has experience leading significant line and support operations, executing acquisitions, joint ventures and strategic partnerships globally. Prior to joining CIBC, Mrs. Baxendale had experience in marketing, brand and product management at American Express and prior to that at Saatchi &amp; Saatchi Advertising. Mrs. Baxendale has an Honours B.A. from the University of Toronto.</p>	
	<p align="center"><b>CI Shares owned or controlled</b> 2,500</p>	
	<p align="center">(\$ value based on closing price of CI shares on March 4, 2016)</p>	<p align="center"><b>Total Value as a Multiple of Share Ownership Target</b></p>
	<p align="center">\$71,575</p>	<p align="center">0.34</p>
<p><b>Board Committees</b> Human Resources and Compensation (Chair)</p>		
<p><b>Other Board Directorships</b> Mrs. Baxendale is a director of Foresters Insurance.</p>		


 <p><b>Ronald D. Besse</b> Toronto, Ontario Canada Director Since 1995 <b>Independent</b> Age: 77 Areas of Expertise: Financial Expert; Business Administration; Governance</p> <p>2015 votes in favour: 97.36%</p>	<p>Mr. Besse is currently the President of Besseco Holdings Inc., a private investment company. In prior positions, Mr. Besse was the Chairman, President and Chief Executive Officer of Gage Learning Corporation and related predecessor companies from 1978 until 2003. Mr. Besse was a director of Rogers Communications Inc. from 1984-2012 and served as Chair of the Audit Committee of that organization for a number of years. Mr. Besse graduated from the Business Administration Program at Ryerson University (1960) and was awarded the Alumni Award of Distinction, Business Administration (1998) and an Honorary Doctorate of Commerce (2004). Mr. Besse is a member of the World President's Organization and is a past president of the Canadian Book Publisher's Council.</p>	
	<p><b>CI Shares owned or controlled</b> 99,025</p>	
	<p><b>(\$ value based on closing price of CI shares on March 4, 2016)</b></p>	<p><b>Total Value as a Multiple of Share Ownership Target</b></p>
	<p>\$2,835,086</p>	<p>12.06</p>
	<p><b>Board Committees</b> Human Resources and Compensation; Governance</p>	
	<p><b>Other Board Directorships</b> Mr. Besse has served as a Director of several companies in the past.</p>	


 <p><b>Paul W. Derksen</b> Clarksburg, Ontario Canada Director Since 2002 <b>Independent</b> Age: 65 Areas of Expertise: Financial Expert; Chartered Accountant</p> <p>2015 votes in favour: 98.42%</p>	<p>Mr. Derksen is the Lead Director of the Corporation. Mr. Derksen was the Executive Vice-President and Chief Financial Officer of Sun Life Financial Inc. until March 2007, where he was responsible for Sun Life Financial's Actuarial, Investment and Risk Management functions and for Mergers &amp; Acquisitions and Investor Relations. Prior to joining Sun Life, Mr. Derksen was Executive Vice President and Chief Financial Officer of CT Financial Services Inc. and Canada Trustco Mortgage Company and Chairman of Truscan Property Fund, Canada Trustco's real estate investment subsidiary and Executive Vice-President of Merrill Lynch Canada Inc. Mr. Derksen is a Chartered Accountant and holds an Honours B.A. in Business Administration from the Ivey School of Business at the University of Western Ontario.</p>	
	<p><b>CI Shares owned or controlled</b> 16,148</p>	
	<p><b>(\$ value based on closing price of CI shares on March 4, 2016)</b></p>	<p><b>Total Value as a Multiple of Share Ownership Target</b></p>
	<p>\$462,317</p>	<p>1.68</p>
	<p><b>Board Committees</b> Audit; Human Resources and Compensation; Governance</p>	


 <p><b>William T. Holland</b> Toronto, Ontario Canada Director Since 1994 <b>Not Independent</b> Age: 57 Areas of Expertise: Mutual Funds; Financial Services</p> <p>2015 votes in favour: 98.20%</p>	<p>Mr. Holland is the Chairman of the Corporation. He has been employed by the Corporation or its predecessors since 1989 holding increasingly senior positions. Prior to September 2010 he had been the Chief Executive Officer of the Corporation, a position he held for more than 10 years.</p>	
	<p><b>CI Shares owned or controlled</b> 8,400,046</p>	
	<p><b>(\$ value based on closing price of CI shares on March 4, 2016)</b></p>	<p><b>Total Value as a Multiple of Share Ownership Target</b></p>
	<p>\$240,493,317</p>	<p>192.39</p>
<p><b>Other Board Directorships</b></p> <p>Mr. Holland is on the Board of NEXJ Systems Inc, a public company which provides enterprise client relationship management solutions for the financial services, insurance and healthcare industries. He is also on the Board of InfraReDx, Inc., a private medical device company and has recently been appointed to the Board of Infor Acquisition Corp.</p>		


 <p><b>H.B. Clay Horner</b> Toronto, Ontario Canada Director Since 2011 <b>Independent</b> Age: 56 Areas of Expertise: Lawyer; Mergers and Acquisitions</p> <p>2015 votes in favour: 99.92%</p>	<p>Mr. Horner is the Chairman and a partner of Osler, Hoskin &amp; Harcourt LLP, specializing in corporate finance, securities and mergers and acquisitions, including cross-border transactions. Mr. Horner holds a B.A. from Queen's University, LLB from the University of Toronto and LLM from Harvard University.</p>	
	<p><b>CI Shares owned or controlled</b> 4,600</p>	
	<p><b>(\$ value based on closing price of CI shares on March 4, 2016)</b></p>	<p><b>Total Value as a Multiple of Share Ownership Target</b></p>
	<p>\$131,698</p>	<p>0.63</p>
<p><b>Board Committees</b></p> <p>Human Resources and Compensation; Governance (Chair)</p>		





 <p><b>Stephen A. MacPhail</b> Toronto, Ontario Canada Director Since 2010 <b>Not Independent</b> Age: 59 Areas of Expertise: Financial Expert</p> <p>2015 votes in favour: 98.53%</p>	<p>Mr. MacPhail was appointed the Chief Executive Officer of the Corporation in September 2010. He has been employed at CI or its predecessors since 1994 in increasingly senior positions including Chief Financial Officer, Chief Operating Officer and President. Mr. MacPhail has a BComm from McMaster University and a Masters of Business Administration from York University.</p> <p>The Corporation has a policy restricting the Chief Executive Officer from sitting on the Board of Directors of any public companies in recognition of the fact that our mutual funds invest in many publicly-traded companies and as a result the Chief Executive Officer's membership on public company Boards could lead to conflicts of interest.</p>	
	<p><b>CI Shares owned or controlled</b> 928,896</p>	
	<p><b>(\$ value based on closing price of CI shares on March 4, 2016)</b></p>	<p><b>Total Value as a Multiple of Share Ownership Target</b></p>
	<p>\$26,594,292</p>	<p>7.09</p>

 <p><b>David P. Miller</b> Toronto, Ontario Canada Director Since 2013 <b>Independent</b> Age: 66 Areas of Expertise: Lawyer; Mergers and Acquisitions; Options</p> <p>2015 votes in favour: 99.95%</p>	<p>Mr. Miller is Chief Legal Officer and Secretary of Rogers Communications Inc. He has been with Rogers for over 25 years in increasingly senior roles, and has extensive experience in acquisitions and public and private financing. Mr. Miller holds a BCL and LLB from McGill University.</p>	
	<p><b>CI Shares owned or controlled</b> 5,700</p>	
	<p><b>(\$ value based on closing price of CI shares on March 4, 2016)</b></p>	<p><b>Total Value as a Multiple of Share Ownership Target</b></p>
	<p>\$163,191</p>	<p>0.78</p>
<p><b>Board Committees</b> Audit; Governance</p>		
<p><b>Other Board Directorships</b> Mr. Miller is the Chairman of the Advisory Board of Atlantic Packaging Ltd.</p>		

 <p><b>Stephen T. Moore</b> Toronto, Ontario Canada Director Since 2007 <b>Independent</b> Age: 62 Areas of Expertise: Wealth Management  2015 votes in favour: 99.47%</p>	<p>Mr. Moore is the Managing Director of Newhaven Asset Management Inc., a wealth management company. Prior to January 2006, Mr. Moore held a number of senior positions in the financial services industry focused in the areas of investment research, institutional sales, corporate finance and private equity. Mr. Moore was a member of the Board of Governors of CI Investments Inc. until July 2007 which has responsibility for addressing any actual or perceived conflicts of interest that may arise in connection with management of the mutual funds managed by CI Investments Inc. Mr. Moore holds a B.A. in Economics and a Masters of Business Administration from Queen's University.</p>	
	<p><b>CI Shares owned or controlled</b> 19,671</p>	
	<p><b>(\$ value based on closing price of CI shares on March 4, 2016)</b></p>	<p><b>Total Value as a Multiple of Share Ownership Target</b></p>
	<p>\$563,181</p>	<p>2.68</p>
	<p><b>Board Committees</b> Audit; Human Resources and Compensation</p>	
	<p><b>Other Board Directorships</b> Mr. Moore is a trustee of the Advantaged Preferred Share Trust and a director of Pivot Technology Solutions Inc. and Prodigy Ventures Inc.</p>	

 <p><b>Tom P. Muir</b> FCPA, FCA, FCBV Toronto, Ontario Canada Director Since 2011 <b>Independent</b> Age: 60 Areas of Expertise: Financial Expert; Corporate Finance; Mergers and Acquisitions  2015 votes in favour: 99.24%</p>	<p>Mr. Muir is a Co-Managing Director of Muir Detlefsen &amp; Associates Limited, since September 2007. His prior positions include Executive Vice-President and Chief Financial Officer of Maple Leaf Foods Inc. and Co-Head of the Investment Banking Group and Member of the Executive Committee at RBC Dominion Securities Inc. Mr. Muir is a Fellow, Chartered Professional Accountant and a Fellow, Chartered Business Valuator. Mr. Muir has a BComm from the University of Toronto.</p>	
	<p><b>CI Shares owned or controlled</b> 20,392</p>	
	<p><b>(\$ value based on closing price of CI shares on March 4, 2016)</b></p>	<p><b>Total Value as a Multiple of Share Ownership Target</b></p>
	<p>\$583,823</p>	<p>2.34</p>
	<p><b>Board Committees</b> Audit (Chair)</p>	
	<p><b>Other Board Directorships</b> Mr. Muir is a director of Solium Capital Inc., a public company that provides cloud-enabled services for global equity administration, and Brewers Retail Limited in Ontario. He has been a member of the Board of Directors of a number of other public companies in the past.</p>	

 <p><b>A. Winn Oughtred</b> Toronto, Ontario Canada Director Since 1994 <b>Independent</b> Age: 73 Areas of Expertise: Lawyer</p> <p>2015 votes in favour: 97.36%</p>	<p>Mr. Oughtred is a retired lawyer. He practiced corporate and securities law for over 40 years and was counsel to Borden Ladner Gervais LLP, from January 1 to May 31, 2009 after retiring as a partner of the firm on December 31, 2008. Mr. Oughtred was a managing partner of Borden Ladner Gervais' Toronto office from 2005 to 2008. Mr Oughtred is a certified director by the Institute of Corporate Directors. Mr. Oughtred received his LLB from Osgoode Hall Law School.</p>	
	<p><b>CI Shares owned or controlled</b></p>	
	<p>17,525 and 1,274,510 (direct and indirect) (control and direction)</p>	
	<p><b>(\$ value based on closing price of CI shares on March 4, 2016)</b></p>	<p><b>Total Value as a Multiple of Share Ownership Target</b></p>
	<p>\$36,990,962</p>	<p>176.15</p>
	<p><b>Board Committees</b></p> <p>Audit</p>	
	<p><b>Other Board Directorships</b></p> <p>Mr. Oughtred is a director of Oppenheimer Holdings Inc. He is also a member of the Independent Review Committee of the Guardian Capital Funds.</p>	

 <p><b>David J. Riddle</b> Vancouver, British Columbia Canada Director Since 1997 <b>Independent</b> Age: 60 Areas of Expertise: Mutual Funds</p> <p>2015 votes in favour: 98.37%</p>	<p>Mr. Riddle has been the President of C-MAX Capital Inc., a private investment company, since 2000. Mr. Riddle has over 30 years' experience in the financial services industry with major Canadian investment dealers and as a senior executive in the mutual fund industry. Mr. Riddle received a Bachelor of Arts in Economics from the University of Calgary.</p>	
	<p><b>CI Shares owned or controlled</b></p>	
	<p>1,206,541</p>	
	<p><b>(\$ value based on closing price of CI shares on March 4, 2016)</b></p>	<p><b>Total Value as a Multiple of Share Ownership Target</b></p>
	<p>\$34,543,269</p>	<p>164.49</p>
	<p><b>Board Committees</b></p> <p>Human Resources and Compensation</p>	
	<p><b>Other Board Directorships</b></p>	

The term of office of each director will expire at the termination of the next annual meeting of holders of the common shares or until his successor is elected or appointed.

### EXECUTIVE OFFICERS

The following chart sets out information concerning the executive officers of the Corporation and its subsidiaries.

<b>Name</b>	<b>Position</b>
<b>WILLIAM T. HOLLAND</b> Toronto, Ontario, Canada	Chairman, CI Financial Corp.
<b>STEPHEN A. MACPHAIL</b> Toronto, Ontario, Canada	Chief Executive Officer, CI Financial Corp. (until June 30, 2016)
<b>PETER W. ANDERSON</b> Toronto, Ontario, Canada	Chief Executive Officer, CI Financial Corp. (effective June 30, 2016)
<b>SHEILA A. MURRAY</b> Toronto, Ontario, Canada	President, General Counsel and Secretary, CI Financial Corp.
<b>DOUGLAS J. JAMIESON</b> Toronto, Ontario, Canada	Executive Vice-President and Chief Financial Officer, CI Financial Corp.
<b>DAVID C. PAULI</b> Mississauga, Ontario, Canada	Executive Vice-President and Chief Operating Officer, CI Financial Corp.
<b>DEREK J. GREEN</b> Toronto, Ontario, Canada	President, CI Investments Inc.
<b>STEVEN J. DONALD</b> Oakville, Ontario, Canada	President, Assante Wealth Management (Canada) Ltd.
<b>NEAL A. KERR</b> Toronto, Ontario, Canada	Executive Vice-President, Investment Management, CI Investments Inc.

Each of the current executive officers has held the same principal occupation within the five preceding years, except Sheila Murray who prior to February 2016 was the Executive Vice-President, General Counsel and Secretary.

As at March 4, 2016, the directors and executive officers of the Corporation as a group beneficially owned, directly or indirectly, or exercised control or direction over approximately 12,818,775 common shares (representing approximately 4.7% of the outstanding common shares).

### Corporate Cease Trade Orders or Bankruptcies

To the knowledge of the Corporation, except as set forth below, none of the directors or executive officers of the Corporation (a) are, as at the date hereof, or have been, within the 10 years before the date of this annual information form, a director, chief executive officer or chief financial officer of any company that, (i) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days (an “**Order**”) that was issued while the person was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to an Order that was issued

after the person ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer, (b) are, as at the date of this annual information form, or have been within 10 years before the date of this annual information form, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, or (c) have, within the 10 years before the date of this annual information form, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

Mr. Moore was, prior to January 26, 2010, a trustee of Impax Energy Services Income Trust (the “Trust”). On December 14, 2009, the Trust filed for creditor protection in order to facilitate an orderly sale and wind-up of operations. On January 26, 2010, all of the trustees and directors of the Trust resigned following the sale of substantially all of the assets of the Trust. Upon the resignations of the trustees and directors, trading in the units of the Trust was suspended for failure to maintain a minimum number of directors as required under the rules of the TSX Venture Exchange.

### **Penalties and Sanctions**

To the knowledge of CI, none of the directors or executive officers of CI nor any personal holding company owned or controlled by any of them (i) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or (ii) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

## **LEGAL PROCEEDINGS AND REGULATORY ACTIONS**

### **Legal Proceedings**

CI Investments is a party to two class action proceedings brought by investors in CI mutual funds, in each case asking for unspecified damages resulting from CI Investments’ alleged failure to implement measures to fully protect the funds’ investors against costs of frequent trading activity. These proceedings were instituted in the provinces of Ontario and Quebec in 2004. The Quebec class action was authorized on September 17, 2010. On December 12, 2013, the Supreme Court of Canada denied an appeal by CI Investments in the Ontario class action. The decision is not a finding of liability against CI Investments, but simply allows the Ontario class action against CI Investments and one other mutual fund company to proceed. CI Investments intends to vigorously defend itself in the both class actions on the basis that, among other things, the affected investors in its funds were fully compensated by CI

Investments through a compensation program that was established in 2004 in a settlement agreement with the Ontario Securities Commission (“OSC”).

### **Regulatory Actions**

In 2015, Assante Capital Management Ltd. entered into a settlement agreement with, and paid a fine of \$400,000 (and \$30,000 towards costs) to, the Investment Industry Regulatory Organization of Canada in connection with certain supervision inadequacies related to a branch in Red Deer, Alberta.

In April 2015, CI Investments discovered an administrative error. Approximately \$156.1 million of interest had not been properly recorded as an asset in the accounting records of certain funds, on total assets of approximately \$9.8 billion as of May 29, 2015, with the result being that the net asset values of these funds, and any funds that had invested in these funds, had been understated for several years. The interest at all times remained in bank accounts as an asset of these funds and was never comingled with the property of CI Investments. Once the error was discovered, CI Investments, with the assistance of an independent consulting firm, undertook a comprehensive investigation into how the error occurred and developed a plan to put affected investors into the economic position they would have been in if the interest had been recorded (the “Plan”). CI Investments also enhanced its systems and processes to help prevent similar errors from occurring in the future. CI Investments self-reported the error to the OSC. On February 10, 2016, CI Investments entered into a no-contest settlement agreement with the OSC in connection with the administrative error. As part of the no-contest settlement agreement, CI Investments agreed to, among other things, implement the Plan and make a voluntary payment of \$8 million (and \$50,000 towards costs) to the OSC.

From time to time, in the ordinary course of business, CI is assessed fees or fines by securities regulatory authorities in relation to administrative matters, including late filings or reporting, which may be considered penalties or sanctions pursuant to Canadian securities regulations but which are not, individually or in the aggregate, material to CI. CI paid administrative filing fees relating to late filings to the OSC in the aggregate amount of \$27,700. Various other legal proceedings are pending that challenge certain of our practices or actions. We consider that the aggregate liability resulting from these other proceedings will not be material to our financial position or results of operations.

### **TRANSFER AGENT AND REGISTRAR**

Computershare Investor Services Inc. acts as Transfer Agent and Registrar for the common shares and maintains registers of transfers of the common shares in Toronto, Montreal and Vancouver.

### **MATERIAL CONTRACTS**

The following contracts can reasonably be regarded as material to CI:

- (a) The CI Financial Trust Indenture together with the Fourth Supplement Indenture dated December 7, 2015, pursuant to which the 2020 Debentures have been issued.

- (b) The revolving credit facility between CI and the Toronto-Dominion Bank and Canadian Imperial Bank of Commerce which was amended and restated on December 11, 2015 which provides for a \$350 million credit facility with a revolving period that extends to December 11, 2018.

## **INTERESTS OF EXPERTS**

Ernst & Young LLP, Chartered Accountants, the external auditors of the Corporation, reported on the fiscal 2015 audited financial statements of the Corporation which were filed by the Corporation with securities regulators pursuant to National Instrument 51-102 – *Continuous Disclosure Obligations*. Ernst & Young LLP is independent with respect to the Corporation in accordance with the Rules of Professional Conduct of the Institute of Chartered Accountants of Ontario.

## **AUDIT COMMITTEE INFORMATION**

### **Audit Committee's Charter**

The Audit Committee has adopted a written charter that sets out its mandate and responsibilities. A copy of the charter is attached hereto as Appendix "A".

### **Composition of the Audit Committee**

The Audit Committee is comprised of five Directors, each of whom is independent and financially literate (as such terms are defined under National Instrument 52-110 – *Audit Committees*): Paul W. Derksen, David P. Miller, Stephen T. Moore, Tom P. Muir (Chairman) and A. Winn Oughtred.

### **Relevant Education and Experience**

The following summarizes the education and experience of each Audit Committee member that is relevant to the performance of his responsibilities as an Audit Committee member.

*Paul W. Derksen*, 65, is a Corporate Director. Prior to March, 2007, Mr. Derksen was Executive Vice-President and Chief Financial Officer of Sun Life Financial Inc., where he was responsible for Sun Life Financial's Actuarial, Investment and Risk Management functions and for Mergers & Acquisitions and Investor Relations. Mr. Derksen was Executive Vice-President and Chief Financial Officer of CT Financial Services Inc. and Canada Trustco Mortgage Company, Chairman of Truscan Property Fund, Canada Trustco's real estate investment subsidiary, and Executive Vice-President of Merrill Lynch Canada Inc. Mr. Derksen is a Chartered Accountant and holds an Honours B.A. in Business Administration from the Ivey School of Business at the University of Western Ontario.

*David P. Miller*, 66, Mr. Miller is Chief Legal Officer and Secretary of Rogers Communications Inc. He has been with Rogers for over 25 years in increasingly senior roles, and has extensive experience in acquisitions and public and private financing. Mr. Miller holds a BCL and LLB from McGill University.

*Stephen T. Moore*, 62, is the Managing Director of Newhaven Asset Management Inc., a wealth management company. Prior to January 2006, Mr. Moore held a number of senior positions in the financial services industry focused in the areas of investment research, institutional sales, corporate finance and private equity. Mr. Moore was a member of the Board of Governors of CI Investments until July 2007 which has responsibility for addressing any actual or perceived conflicts of interest that may arise in connection with the management of the mutual funds managed by CI Investments Inc. Mr. Moore holds a B.A. in Economics and a Masters of Business Administration from the Queen's University.

*Tom P. Muir*, 60, is a Co-Managing Director of Muir Detlefsen & Associates Limited, an investment company. His prior positions include Executive Vice-President and Chief Financial Officer of Maple Leaf Foods Inc. and Co-Head of the Investment Banking Group at RBC Dominion Securities Inc. He ran the Family Office for the G. Wallace F. McCain Family, and has served on the Board of Directors of numerous public and private companies. Mr. Muir is a Fellow, Chartered Professional Accountant and Fellow, Chartered Business Valuator. Mr. Muir has a BComm from University of Toronto.

*A. Winn Oughtred*, 73, is a Corporate Director. Mr. Oughtred is a retired lawyer. He practiced corporate and securities law for over 40 years and was counsel to Borden Ladner Gervais LLP, from January 1 to May 31, 2009 after retiring as a partner of the firm on December 31, 2008. Mr. Oughtred was a managing partner of Borden Ladner Gervais' Toronto office from 2005 to 2008. Mr Oughtred is a certified director by the Institute of Corporate Directors. Mr. Oughtred received his LLB from Osgoode Hall Law School.

### **Pre-Approval Policies and Procedures**

The following policies and procedures have been adopted by the Audit Committee for the engagement of CI's external auditors for non-audit services.

On proposed non-audit services, the timing of which is not urgent, management is required to submit a request for pre-approval of same at the next quarterly Audit Committee meeting.

For all other proposed non-audit services, the Committee has delegated to its Chairman the responsibility and authority to review and, in his discretion, approve the proposed non-audit services under the following procedures. Designated finance personnel are required to submit to the Chairman of the committee, in writing, a request for pre-approval of the particular non-audit service, such request to disclose all necessary details of the proposed non-audit services such as the scope of work, the estimated time for completion, and the estimated fees for such services. Except in extenuating circumstances, requests shall be made to the Chairman prior to the engagement of the auditors for the particular service. Upon receipt of the request, the Chairman of the committee shall promptly either accept the request or decline the request with brief reasons, in either case in writing and after taking into account the impact of the services on the auditors' independence. Management must present any requested pre-approvals to the committee at its next quarterly meeting. CI shall retain all correspondence pertaining to the requests in its records.



*External Auditors' Service Fee*

The aggregate amounts paid or accrued by CI with respect to fees, excluding expenses, payable to the external auditors for audit, audit-related, tax and other services for the fiscal years ended December 31, 2015 and December 31, 2014 were as follows:

Type of Service	Fiscal year ended December 31, 2015 (\$)	Fiscal year ended December 31, 2014 (\$)
Audit.....	1,192,000	1,162,000
Audit-Related <sup>(1)</sup> .....	255,000	265,000
Tax <sup>(2)</sup> .....	95,000	120,000
All Other Fees.....	25,000	25,000
Canadian Public Accountability Board	23,240	23,240
Total	1,590,240	1,595,240

Notes:

- (1) The services comprising these fees were quarterly reviews, translation, and acquisition analysis.
- (2) The services comprising these fees were tax returns and other tax advice.

**ADDITIONAL INFORMATION**

**General**

Additional information relating to CI may be found on SEDAR at [www.sedar.com](http://www.sedar.com).

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of common shares, options to purchase common shares, and securities authorized for issuance under equity compensation plans, is contained in the Management Information Circular of CI for its most recent Annual Meeting of Shareholders. This information will be updated in the Management Information Circular for the 2016 Annual Meeting of Shareholders to be held on June 9, 2016. Additional financial information is provided in CI's financial statements and management's discussion and analysis for its most recently completed fiscal year.

**APPENDIX “A”**

**CI FINANCIAL CORP.**

**AUDIT COMMITTEE CHARTER**

As of January 1, 2016

**1. Introduction**

The Audit Committee (the “**Committee**” or the “**Audit Committee**”) of CI Financial Corp. (the “**Company**”) is a committee of the Board of Directors (the “**Board**”). The Committee shall oversee the accounting and financial reporting practices of the Company and the audits of the Company’s financial statements, as well as exercise the responsibilities and duties set out in this Charter.

**2. Membership**

*Number of Members*

The Committee shall be appointed by the Board and shall be comprised of at least three members of the Board.

*Independence of Members*

Each member of the Committee must be independent. “Independent” shall have the meaning, as the context requires, given to it in National Instrument 52-110 – *Audit Committees* (the “**Instrument**”), as may be amended from time to time.

*Chair*

At the time of the annual appointment of the members of the Audit Committee, the Board shall appoint a Chair of the Audit Committee. The Chair shall be a member of the Audit Committee, preside over all Audit Committee meetings, coordinate the Audit Committee’s compliance with this Charter, work with management to develop the Audit Committee’s annual work-plan and provide reports of the Audit Committee to the Board.

*Financial Literacy of Members*

At the time of his or her appointment to the Committee, each member of the Committee shall have, or shall acquire within a reasonable time following appointment to the Committee, the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements, or shall otherwise meet the financial literacy requirements of the Instrument.

*Term of Members*

The members of the Committee shall be appointed annually by the Board. Each member of the Committee shall serve at the pleasure of the Board until the member resigns, is removed, or ceases to be a member of the Board. If the Chair is not elected by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

### **3. Meetings**

#### ***Number of Meetings***

The Committee may meet as many times per year as necessary to carry out its responsibilities.

#### ***Quorum***

No business may be transacted by the Committee at a meeting unless a quorum of the Committee is present. A majority of members of the Committee shall constitute a quorum.

#### ***Calling of Meetings***

The Chair, any member of the Audit Committee, the external auditors, the Chairman of the Board, the Chief Executive Officer or the Chief Financial Officer may call a meeting of the Audit Committee by notifying the Company's Corporate Secretary who will notify the members of the Audit Committee. The Chair shall chair all Audit Committee meetings that he or she attends, and in the absence of the Chair, the members of the Audit Committee present may appoint a chair from their number for a meeting.

#### ***Minutes; Reporting to the Board***

The Committee shall maintain minutes or other records of meetings and activities of the Committee in sufficient detail to convey the substance of all discussions held. Upon approval of the minutes by the Committee, the minutes shall be available to the other members of the Board. However, the Chair shall report orally to the Board on any matter in his or her view requiring the immediate attention of the Board.

#### ***Attendance of Non-Members***

The external auditors are entitled to attend and be heard at each meeting of the Audit Committee. Other Board members are also entitled to attend meetings of the Audit Committee. In addition, the Committee may invite to a meeting any officers or employees of the Company, legal counsel, advisors and other persons whose attendance it considers necessary or desirable in order to carry out its responsibilities. At least once per year the Committee shall meet with the internal auditor and management in separate sessions to discuss any matters that the Committee or such individuals consider appropriate.

#### ***Meetings without Management***

The Committee shall hold meetings, or portions of meetings, at which management is not present.

The Committee shall meet at least quarterly with the auditors without the presence of management.

#### ***Access to Management***

The Committee shall have unrestricted access to the Company's management and employees and the books and records of the Company.

#### ***Consultation***

The Audit Committee shall have the authority to retain external legal counsel, consultants or other advisors to assist it in fulfilling its responsibilities and to set and pay the respective compensation for these advisors without consulting or obtaining the approval of the Board or any Company officer. The Company shall provide appropriate funding, as determined by the Committee, for the services of these advisors. The Committee shall also be permitted to communicate directly with the internal audit staff of

the Company and entities controlled by the Company (together, the “**Company Group**”) (if any) and the auditors.

#### **4. Duties and Responsibilities**

The Committee shall have the functions and responsibilities set out below as well as any other functions that are specifically delegated to the Committee by the Board and that the Board is authorized to delegate by applicable laws and regulations. In addition to these functions and responsibilities, the Committee shall perform the duties required of an audit committee by (i) any exchange upon which securities of the Company are traded, or (ii) any governmental or regulatory body exercising authority over the Company, in each case, as are in effect from time to time (collectively, the “**Applicable Requirements**”) including the functions and responsibilities set out in the Instrument. In addition to those responsibilities set out below, the Committee shall receive regular reports on cyber security, compliance systems and procedures and the Company’s risk management policies and procedures.

##### *Financial Executives*

The Committee shall review and discuss with management and the Board the appointment of key financial executives and recommend qualified candidates to the Board, as appropriate.

##### *Financial Reports*

###### (a) **General**

Management is responsible for the preparation, presentation and integrity of the Company’s financial statements and financial disclosures and for the appropriateness of the accounting principles and the reporting policies used by the Company. The auditors are responsible for auditing the Company’s annual consolidated financial statements and for reviewing the Company’s unaudited interim financial statements. The Audit Committee is responsible for overseeing the Company’s financial statements and financial disclosures.

###### (b) **Review of Annual Financial Reports**

Prior to public release, the Audit Committee shall review the annual consolidated audited financial statements of the Company, the auditors’ report thereon and the related management’s discussion and analysis of the Company’s financial condition and results of operation (“**MD&A**”). At the Committee meeting at which the Company’s annual statements are to be reviewed, the Committee shall meet, in person, with representatives of the auditors and with the Company management to obtain information regarding the annual statements and the results of the audit including, but not limited to information concerning:

1. the Company’s disclosure controls and procedures and the Company’s internal control over financial reporting;
2. accounting policies, judgments and estimates used by management;
3. areas of audit emphasis;
4. applicable regulatory compliance; and
5. independence of auditors.

After completing its review, if advisable, the Audit Committee shall approve, and recommend for Board approval, the annual financial statements and the related MD&A.

**(c) Review of Interim Financial Reports**

The Audit Committee shall review the interim consolidated financial statements of the Company, the auditors' review report thereon and the related MD&A. After completing its review, if advisable, the Audit Committee shall approve and recommend for Board approval the interim financial statements and the related MD&A. The review by the Committee shall be completed prior to the issuance of a press release respecting the interim financial results. The Committee shall meet, in person, with representatives of the auditors and with the Company management to obtain information regarding the interim statements and to discuss the results of their preparation and review. At each meeting, the Committee will request that the auditors communicate to the Committee their findings based on the interim procedures performed by the auditors. In addition, the Committee will request that the auditors communicate any findings which would modify or change the report provided by the auditors to the Committee in connection with the Company's last annual statements.

**(d) Review Considerations**

In addition to the procedures referred to above, when conducting its review of the annual financial statements or the interim financial statements, the Audit Committee may:

- (i) receive a report from internal legal counsel, as requested, regarding any litigation claim or other contingency that could have a material effect on the financial statements;
- (ii) review the status of accounting policies followed and critical accounting and other significant estimates and judgements underlying the financial statements as presented by management;
- (iii) review any material effects of regulatory accounting initiatives or off-balance sheet structures on the financial statements as presented by management, including requirements relating to complex or unusual transactions, significant changes to accounting principles and alternative treatments under International Financial Reporting Standards;
- (iv) review any material changes in accounting policies and any significant changes or developments in accounting practices, independence standards and reporting practices and their impact on the financial statements as presented by management;
- (v) review with management and the auditors any significant financial reporting issues discussed during the fiscal period and the method of resolution;
- (vi) receive and review a report from management or internal audit on the effectiveness of financial disclosure procedures and internal controls over financial reporting;
- (vii) review any problems experienced by the auditors in performing the annual audit or quarterly procedures, including any restrictions imposed by management or significant accounting issues on which there was a disagreement with management;
- (viii) obtain an explanation from management of all significant variances between comparative reporting periods;

- (ix) review the post-audit or management letter, containing the recommendations of the auditors, and management's response and subsequent follow up to matters raised by the auditors;
- (x) review "whistleblowing" complaints received by Lead Director;
- (xi) review any other matters, related to the financial statements, that are brought forward by the auditors or management or which are required to be communicated to the Audit Committee under accounting policies, auditing standards or Applicable Requirements; and
- (xii) review interim and annual chief executive officer and chief financial officer certifications on financial statements and controls required by the Instrument.

**(e) Approval of Other Financial Disclosures**

Prior to public release, the Audit Committee shall review and, if advisable, approve and recommend for Board approval financial disclosure in a prospectus or other securities offering document of the Company, press releases disclosing, or based upon, financial results of the Company and any other material financial disclosure, publicly disseminated, other than press releases regarding monthly sales.

***Other***

The Audit Committee or the Chair shall be available to review with management and the auditors any material accounting and financial issues affecting the Company not dealt with in annual and quarterly reviews.

***Managing the Relationship with the Auditors***

**(a) Appointment and Compensation**

The Audit Committee shall review and, if advisable, select and recommend for shareholder approval the appointment of, the auditors. The Audit Committee shall have ultimate authority to approve all audit engagement terms and fees, including the auditors' audit plan.

**(b) Resolution of Disagreements**

The Audit Committee shall resolve any disagreements between management of the Company and the auditors as to financial reporting matters brought to its attention.

**(c) Discussions with Auditors**

At least annually, the Audit Committee shall discuss with the auditors such matters as are required by applicable auditing standards to be discussed by the auditors with the Audit Committee. The Committee shall ensure that the Company requires and instructs the auditors to report directly to the Committee.

**(d) Audit Plan**

At least annually, and prior to the commencement of each audit, the Audit Committee shall review a summary of the auditors' annual audit plan. The Audit Committee shall consider and review with the auditors any material changes to the scope of the plan.

**(e) Quarterly Review Report**

The Audit Committee shall review a report prepared by the auditors in respect of each of the interim financial statements of the Company.

**(f) Independence of Auditors**

At least annually, and before the auditors issue their report on the annual financial statements, the Audit Committee shall obtain from the auditors a formal written statement describing all relationships between the auditors and the Company; discuss with the auditors any disclosed relationships or services that may affect the objectivity and independence of the auditors; and obtain written confirmation from the auditors that they are objective and independent within the meaning of the applicable Rules of Professional Conduct/Code of Ethics adopted by the provincial institute or order of chartered accountants to which the auditors belong and other Applicable Requirements.

**(g) Evaluation and Rotation of Lead Partner**

At least annually, the Audit Committee shall review the qualifications and performance of the lead partner(s) of the auditors and discuss, if necessary any abridgment or acceleration of the current policy of rotating lead partners of the external auditors.

**(h) Requirement for Pre-Approval of Non-Audit Services**

The Audit Committee shall approve in advance any retainer of the auditors to perform any non-audit service to the Company that it deems advisable in accordance with Applicable Requirements and Board approved policies and procedures. The Audit Committee may delegate pre-approval authority to a member of the Audit Committee. The decisions of any member of the Audit Committee to whom this authority has been delegated must be presented to the full Audit Committee at its next scheduled Audit Committee meeting.

**(i) Approval of Hiring Policies**

The Audit Committee shall review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company and the mutual funds managed by the Company or its affiliates.

**(j) Communication with Internal Auditor**

The internal auditor shall report regularly to the Committee. The Committee shall review with the internal auditor any problem or difficulty the internal auditor may have encountered including, without limitation, any restrictions on the scope of activities or access to required information, and any significant reports to management prepared by the internal auditing department and management's responses thereto.

The Committee shall periodically review and approve the mandate, plan, budget and staffing of the internal audit department. The Committee shall direct management to make changes it deems advisable in respect of the internal audit function.

The Committee shall review the appointment, performance and replacement of the senior internal auditing executive and the activities, reporting responsibilities and qualifications of the persons responsible for the internal audit function.

### ***Internal Controls***

#### **(a) General**

The Audit Committee shall review the Company's disclosure controls and procedures and internal controls over financial reporting.

#### **(b) Establishment, Review and Approval**

The Audit Committee shall oversee management's design, implementation and maintenance of appropriate systems of internal controls in accordance with Applicable Requirements, including internal controls over financial reporting and disclosure controls and procedures and to review, evaluate and approve these procedures. At least annually, the Audit Committee shall consider and review with management and the auditors:

- (i) the effectiveness of, or weaknesses or deficiencies in: the design or operation of the Company's internal controls (including computerized information system controls and security); the overall control environment for managing business risks; and accounting, financial and disclosure controls (including, without limitation, controls over financial reporting), non-financial controls, and legal and regulatory controls and the impact of any identified weaknesses in internal controls on management's conclusions;
- (ii) any significant changes in internal controls over financial reporting that are disclosed, or considered for disclosure, including those in the Company's periodic regulatory filings;
- (iii) the Company's fraud prevention and detection procedure, including deficiencies in internal controls that may impact the integrity of financial information, or may expose the Company to other significant internal or external fraud losses and the extent of those losses and any disciplinary action in respect of fraud taken against management or other employees who have a significant role in financial reporting; and
- (iv) any related significant issues and recommendations of the auditors together with management's responses thereto, including the timetable for implementation of recommendations to correct weaknesses in internal controls over financial reporting and disclosure controls and procedures.

### ***Compliance with Legal and Regulatory Requirements***

The Audit Committee shall review reports from the Company's Corporate Secretary and other management members on: legal or compliance matters that may have a material impact on the Company; the effectiveness of the Company's compliance policies; and any material communications received from regulators. The Audit Committee shall review management's evaluation of and representations relating to compliance with applicable law and guidance, and management's plans to remediate any deficiencies identified.

### ***Audit Committee Whistleblower Procedures***

The Audit Committee shall establish procedures for (a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and (b) the confidential, anonymous submission by employees of the Company of concerns regarding



questionable accounting or auditing matters. Any such complaints or concerns that are received shall be reviewed by the Audit Committee and, if the Audit Committee determines that the matter requires further investigation, it will direct the Chair of the Audit Committee to engage outside advisors, as necessary or appropriate, to investigate the matter and will work with management and the general counsel to reach a satisfactory conclusion. The details of such whistleblower procedures will be described in the Company's Code of Business Conduct and Ethics and available on the employee website.

#### ***Audit Committee Disclosure***

The Audit Committee shall approve any audit committee disclosures required by Applicable Requirements to be included in the Company's disclosure documents.

#### ***Delegation***

The Audit Committee may, to the extent permissible by Applicable Requirements, designate a sub-committee to review any matter within this Charter as the Audit Committee deems appropriate.

#### **5. Charter Review**

The Committee shall review and update this Charter annually and present it to the Board for approval.

#### **6. No Rights Created**

This Charter is a statement of broad policies and is intended as a component of the governance framework within which the Committee assists the Board in directing the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Articles and By-laws, it is not intended to establish any legally binding obligations.

**APPENDIX “B”**

**CI FINANCIAL CORP.**

**GOVERNANCE COMMITTEE CHARTER**

As of January 1, 2016

**1. Purpose And Scope**

At CI Financial Corp. (the “**Company**”), “Corporate Governance” is the process and structure used to oversee the management of the business affairs of the Company. The process and structure define the division of power between, and establish mechanisms for achieving accountability by, the Board of Directors (the “**Board**”) and senior management. The Governance Committee (the “**Committee**”) is responsible for developing the Company’s approach to governance issues and overseeing the corporate governance process.

**2. Membership**

*Number of Members*

The Committee shall be appointed by the Board and shall be comprised of at least three members of the Board.

*Independence of Members*

Each member of the Committee shall be independent. “Independent” shall have the meaning, as the context requires, given to it in National Policy 58-101 – *Disclosure of Corporate Governance Practices*, as may be amended from time to time.

*Term of Members*

The members of the Committee shall be appointed annually by the Board. Each member of the Committee shall serve at the pleasure of the Board until the member resigns, is removed, or ceases to be a member of the Board. Unless a Chair is elected by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

**3. Meetings**

*Number of Meetings*

The Committee shall meet as many times per year as required to carry out its duties and responsibilities.

*Location of Meetings*

The Committee may meet at any place within or outside of Canada and may conduct meetings by conference call.

*Calling of Meetings*

A meeting of the Committee may be called by the Chair of the Committee, by the Chairman of the Board, or by a majority of the Committee members, on not less than 48 hours notice to the members of the Committee specifying the place, date and time of the meeting. Meetings may be held at any time without

notice if all members of the Committee waive notice. If a meeting of the Committee is called at the request of anyone other than the Chairman of the Board or the Chairman of the Committee, the person(s) calling such meeting shall so inform the Chairman of the Board and the Chair of the Committee.

### ***Quorum***

No business may be transacted by the Committee at a meeting unless a majority of members of the Committee is present.

### ***Minutes; Reporting to the Board***

The Chair (or, in the absence of the Chair, the acting Chair) of the Committee shall appoint a person to act as secretary of meetings of the Committee.

The secretary shall maintain minutes or other records of meetings and activities of the Committee in sufficient detail to convey the substance of all discussions held. Upon approval of the minutes by the Committee, the minutes shall be made available to the members of the Board. However, the Chair may report orally to the Board on any matter in his or her view requiring the immediate attention of the Board.

### ***Attendance of Non-Members***

The Committee may invite to a meeting any directors, officers or employees of the Company, legal counsel, advisors and other persons whose attendance it considers necessary or desirable in order to carry out its responsibilities.

### ***Attendance of Management***

In its discretion, the Committee may elect to conduct all or any part of any meeting in the absence of management.

### ***Agenda***

The agenda for meetings of the Committee shall be established by the Chair in consultation with appropriate members of the Committee and senior management of the Company.

### ***Procedure***

The procedures for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those applicable to meetings of the Board.

## **4. Duties and Responsibilities**

Subject to the powers and duties of the Board, the Board has delegated the following powers and duties to be performed by the Committee on behalf of and for the Board:

### ***Composition and Qualifications for the Board***

The Committee shall develop and update a long-term plan for the composition of the Board that takes into consideration the current strengths, competencies, skills, experience and any anticipated retirement dates of the Board members as well as the strategic direction of the Company, and it shall report to the Board thereon at least annually.

The Committee shall undertake on an annual basis an examination of the size of the Board, with a view to determining the impact of the number of directors on the effectiveness of the Board, and then recommend to the Board, if necessary, a reduction or increase in the size of the Board.

### ***Assessments***

The Committee will ensure that an appropriate system is in place to annually evaluate the effectiveness of the Board as a whole as well as the committees of the Board with a view to ensuring that they are fulfilling their respective responsibilities and duties. In connection with these evaluations, each year every director will be requested to provide his or her assessment of the effectiveness of the Board and each committee as well as the contribution and performance of the individual directors. These evaluations should take into account the competencies and skills each director is expected to bring to his or her particular role on the Board or on a committee, as well as any other relevant facts.

### ***Compensation of the Directors***

The Committee shall recommend to the Board for its approval the terms for the compensation of directors, the Chairman of the Board (if applicable) and those acting as committee chairs and committee members that adequately reflect the responsibilities they are assuming.

### ***Succession Planning***

The Committee shall review the Company's succession planning for directors and report to the Board with respect thereto. The Committee will on a regular basis review each director's continuation on the Board. This process also will allow each director the opportunity to confirm his or her desire to continue as a member of the Board.

### ***Nominations***

The Committee shall, in consultation with the Chairman of the Board and the Chief Executive Officer, as required, recruit and identify individuals qualified to become new Board members and recommend to the Board new director nominees for the next annual meeting of shareholders or for appointment by the Board between shareholder meetings.

In making its recommendations, the Committee shall consider the competencies and skills that the Board considers to be necessary for the Board as a whole to possess, the competencies and skills that the Board considers each existing director to possess, and the competencies and skills any new nominee will bring to the boardroom. Such an assessment shall be based primarily on the following criteria:

- judgment, character, expertise, skills and knowledge useful to the oversight of the Company's business and the business of its subsidiaries,
- diversity of viewpoints, backgrounds, experiences and other demographics,
- business or other relevant experience (including current or previous experience on other boards),
- the extent to which the interplay of the individual's expertise, skills, knowledge and experience with that of other members of the Board will build a board that is effective, collegial and responsive to the needs of the Company and its subsidiaries, and

- the appropriate level of representation on the Board by directors who are independent of management and who are neither officers nor employees of the Company or any of its subsidiaries.

The Committee shall also consider the amount of time and resources that nominees have available to fulfill their duties as a Board member.

The Committee shall assess, against regulatory requirements and the Company's standards for directors' independence, whether a candidate would be independent and advise the Board of that assessment.

The Committee shall also, in consultation with the Chairman of the Board, annually or as required, recommend to the Board, the individual Directors to serve on the various Committees.

### ***Removal of a Director***

The Committee may also recommend, for Board approval, the removal of a director from the Board or from a Board Committee if he or she is no longer qualified to serve as a director under applicable requirements or for any other reason the Committee considers appropriate.

### ***Conflicts of Interest***

The Committee shall monitor conflicts of interest (real or perceived) of both the Board and management in accordance with the Code of Business Conduct and Ethics.

### ***Corporate Governance Overview***

The Committee shall conduct a periodic review of the Company's corporate governance policies and make policy recommendations aimed at enhancing Board and committee effectiveness. The Committee shall review overall governance principles, monitor disclosure and best practices of comparable and leading companies, and bring forward to the Board a list of corporate governance issues for review, discussion or action by the Board or a Committee thereof.

The Committee shall review the disclosure in the Company's public disclosure documents relating to corporate governance practices and prepare recommendations to the Board regarding any other reports required or recommended on corporate governance.

The Committee shall propose agenda items and content for submission to the Board related to corporate governance issues and provide periodic updates on recent developments in corporate governance to the Board.

The Committee shall conduct a periodic review of the relationship between management and the Board, with a view to ensuring that the Board functions independently of management and to ensuring effective communication and the provision of information to directors in a timely manner.

### ***Education of Board Members***

The Committee shall review, monitor and make recommendations regarding the ongoing development of existing directors. The Committee shall ensure that there is an orientation program for new directors which introduces them to the operation of the business and affairs of the Company and the role of, and expectations as to the contributions to be made, by the Board and its committees. The Committee shall work with management to make opportunities available to the directors to learn more about the Company and the industry and to meet with employees.

### ***Responsibilities of Board Members and Committees***

The Committee shall review annually the Board of Directors' Mandate and where necessary, recommend that changes be made. In addition, the Committee shall recommend procedures to ensure that the Board and the committees function independently of management.

### ***Review of Breaches of the Code of Business Conduct and Ethics***

The Committee shall receive reports from the Chief Executive Officer regarding breaches of the Code of Business Conduct and Ethics, and shall in turn report those breaches to the Board. The Committee shall review investigations and any resolutions of complaints received under the Code of Business Conduct and Ethics and report annually to the Board thereon.

### ***Whistleblowing***

The Governance Committee shall be responsible for review and consideration of any report or complaint made pursuant to the Company's whistleblowing policy and any other complaints of which the Chairman is advised which are or could be of a material nature.

### ***Other Directorships and Significant Activities***

The Chair of the Governance Committee is to be notified before a director accepts membership on other boards of directors (or similar bodies) or any audit committee or other significant committee assignment on any other board of directors (or similar body), or establishing other significant relationships with businesses, institutions, governmental units or regulatory entities, particularly those that may result in significant time commitments or a change in the director's relationship to the Company or its affiliates. The Governance Committee shall consider the matter and advise the director accordingly.

### ***Continuation of Board Members***

When a director's principal occupation or business association changes substantially from the position he or she held when originally invited to join the Board (determined by reference to factors such as country of principal residence, principal occupation, industry affiliation, other boards on which the director serves etc.), the Chairman of the Governance Committee is to be advised of such change by the director. The Governance Committee will consider whether the director should continue on the Board and recommend to the Board whether, in light of all the circumstances, the Board should request that the director resign.

## **5. Functioning of Committee**

The Committee shall have unrestricted access to Company personnel and documents and the resources it determines to be necessary or advisable to permit it to carry out its duties and responsibilities.

The Committee may, at the Company's expense, engage such outside advisers as it determines necessary or advisable to permit it to carry out its duties and responsibilities.

## **6. No Rights Created**

This Charter is a statement of broad policies and is intended as a component of the flexible governance framework within which the Committee assists the Board in directing the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Articles and By-laws, it is not intended to establish any legally binding obligations.

**7. Annual Review of the Charter**

The Committee shall review and reassess the Charter for adequacy at least annually and make changes as it deems necessary. The Committee shall report to the Board on the adequacy of the Charter at the first regularly scheduled Board meeting following the fiscal year end of the Company.