

AMENDMENT N° 2 dated September 5, 2018

**to the ANNUAL INFORMATION FORM dated May 24, 2018
as amended by AMENDMENT N° 1 dated June 6, 2018 (the “Annual Information Form”) of the
FDP US Index Equity Portfolio (now known as the “FDP US Equity Portfolio”), Series A
(the “US Fund”)**

Unless otherwise specifically defined, terms used in this Amendment have the meanings given to such terms in the Annual Information Form.

1. Introduction

The Annual Information Form relating to the offering of units issued by the US Fund is hereby amended to reflect the merger of the FDP US Dividend Equity Portfolio (the “**US Dividend Fund**”) into the US Fund on August 31, 2018 and the change of name of the US Fund for “FDP US Equity Portfolio” also on August 31, 2018.

2. Amendments to the Annual Information Form

On August 27, 2018, unitholders of the US Dividend Fund and unitholders of the US Fund voted to approve the proposed merger of these two funds scheduled to take place on or about August 31, 2018 (the “**Merger Date**”).

Professionals’ Financial - Mutual Funds Inc., as investment fund manager of the US Dividend Fund and of the US Fund, operated the merger on the Merger Date. All holders of units in the US Dividend Fund have received units of the equivalent series of the US Fund and the US Fund was renamed “FDP US Equity Portfolio”.

The periodic investment plans in the US Dividend Fund were automatically transferred to the US Fund after the Merger Date.

The Annual Information Form is amended as follows:

- (a) On page 3 of the Annual Information Form, the following insert is added above the title “**Name and Formation of the Funds**”:

Merger of the FDP US Dividend Equity Portfolio into the FDP US Equity Portfolio (formerly known as the “FDP US Index Equity Portfolio”)

On August 31, 2018, the Fund Manager merged the FDP US Dividend Equity Portfolio into the FDP US Index Equity Portfolio and the latter was renamed “FDP US Equity Portfolio”. In this Annual Information Form, all references to the “FDP US Dividend Equity Portfolio” are redacted and all references to the “FDP US Index Equity Portfolio” are replaced by “FDP US Equity Portfolio”.

- (b) The information with respect to the US Fund that is provided in the table starting on page 3 of the Annual Information Form under the section entitled “**Name and Formation of the Funds**” is hereby deleted and replaced with the following:

FDP US Equity Portfolio		
July 24, 2000	<p>August 31, 2018 – formerly FDP US Index Equity Portfolio</p> <p>May 22, 2015 – formerly Professionals’ American Index Fund</p>	<p>August 31, 2018 – The Fund Manager merged the FDP US Dividend Equity Portfolio into the Fund and the Fund was renamed “FDP US Equity Portfolio”.</p> <p>May 19, 2017 – The Fund Manager has closed and terminated the Series T4, Series T5, Series T6 and Series T of the Fund.</p> <p>May 24, 2016 – The Fund Manager has created and authorized the issuance of Series T4, Series T5, Series T6 and Series T units of the Fund.</p> <p>May 22, 2014 – The Fund Manager redesignated the issued and outstanding “units” of the Funds as “Series A units” of the Fund.</p> <p>December 17, 2012 – The Fund’s investment objectives were amended for clarification purposes and to allow the Fund to track the performance of American stock market indices, other than the Standard & Poor’s 500 Index.</p>

CERTIFICATES OF THE FUND, THE MANAGER AND THE PROMOTER

FDP US Equity Portfolio, Series A

(the “**Fund**”)

This Amendment N° 2 dated September 5, 2018, together with the Annual Information Form dated May 24, 2018, as amended by Amendment N° 1 dated June 6, 2018, and the Simplified Prospectus dated May 24, 2018, as amended by Amendment N° 1 dated June 6, 2018 and Amendment N° 2 dated September 5, 2018, and the documents incorporated by reference into the Simplified Prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the Simplified Prospectus, as amended, as required by the securities legislation of Québec, Ontario and New Brunswick and do not contain any misrepresentations.

Dated September 5, 2018

PROFESSIONALS’ FINANCIAL - MUTUAL FUNDS INC., as manager and promoter of the Fund and on behalf of the Trustee of the Fund.

(signed) “André Sirard”

André Sirard
Chairman of the Board,
President and Chief Executive Officer

(signed) “Stéphane Legault”

Stéphane Legault
Chief Financial Officer

On behalf of the Board of Directors of PROFESSIONALS’ FINANCIAL - MUTUAL FUNDS INC., as manager and promoter of the Fund.

(signed) “Sylvain Bellavance”

Sylvain Bellavance
Director

(signed) “Diane Francoeur”

Diane Francoeur
Director

CERTIFICATE OF THE PRINCIPAL DISTRIBUTOR

FDP US Equity Portfolio, Series A

(the “**Fund**”)

To the best of our knowledge, information and belief, this Amendment N° 2 dated September 5, 2018, together with the Annual Information Form dated May 24, 2018, as amended by Amendment N° 1 dated June 6, 2018, and the Simplified Prospectus dated May 24, 2018, as amended by Amendment N° 1 dated June 6, 2018 and Amendment N° 2 dated September 5, 2018, and the documents incorporated by reference into the Simplified Prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the Simplified Prospectus, as amended, as required by the securities legislation of Québec, Ontario and New Brunswick and do not contain any misrepresentations.

Dated September 5, 2018

PROFESSIONALS’ FINANCIAL - PRIVATE MANAGEMENT INC., as principal distributor of the Fund.

(signed) “André Sirard”

André Sirard
President and Chief Executive Officer