

AMENDMENT N° 1 dated February 15, 2023

to the ANNUAL INFORMATION FORM dated May 24, 2022 (the “Annual Information Form”) of FDP Canadian Dividend Equity Portfolio, Series A (the “Fund”)

Unless otherwise specifically defined, all capitalized terms used herein have the same meaning as set forth in the Annual Information Form.

1. Introduction

The Annual Information Form is hereby amended to reflect the withdrawal of a portfolio sub-manager with respect to a portion of the Fund’s assets.

2. Amendments to the Annual Information Form

On February 2, 2023, the Fund Manager announced the withdrawal of Manulife Asset Management Limited as sub-manager of a portion of the Fund’s assets.

The Fund’s assets are managed in part by Desjardins Global Asset Management Inc. and Beutel, Goodman & Company Ltd, as portfolio sub-managers, whereas the Fund Manager continues to ensure internally the management of the remainder of the Fund’s assets, as portfolio manager of the Fund.

The Annual Information Form is amended as follows:

The information with respect to the 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 Canadian Dividend Equity Portfolio		
February 1, 2008	May 22, 2015 – formerly Professionals’ Canadian Dividend Fund	January 30, 2023 – The Fund Manager, as portfolio manager of the Fund, took back under its management the assets of the Fund which had been entrusted to Manulife Asset Management Limited as portfolio sub-manager pursuant to the terms of an investment advisory services agreement dated June 26, 2017. August 25, 2020 – The Fund Manager, as portfolio manager of the Fund, retained Desjardins Global Asset Management Inc. as portfolio sub-manager, to replace Lincluden Investment Management Limited. October 6, 2017 – The Fund Manager, as portfolio manager of the Fund, retained Beutel, Goodman & Company Ltd. as portfolio sub-manager, to replace Professionals’ Financial – Private Management Inc. June 26, 2017 – The Fund Manager, as portfolio manager of the Fund, retained Lincluden Investment Management Limited and Manulife Asset Management Limited, as portfolio sub-managers, to manage part of the Fund assets as of July 1 st , 2017. Moreover, the Fund Manager announced its intention to increase the management fees of the Fund, from 0.95% to 1.10%, as of October 1 st , 2017. May 19, 2017 – The Fund Manager has closed and terminated the

		Series T4, Series T5, Series T6 and Series T of the Fund. 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. May 22, 2014 – The Fund Manager redesignated the issued and outstanding “units” of the Funds as “Series A units” of the Fund.
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The paragraph entitled “**Manulife Asset Management Limited**” in the sub-section entitled “**Portfolio Sub-managers**” under the section entitled “**Responsibility for Fund Operations**”, on page 20 of the Annual Information Form, is hereby deleted and replaced by the following:

Manulife Asset Management Limited

Manulife Asset Management Limited (“**Manulife**”) was appointed portfolio sub-adviser of part of the assets of FDP Canadian Equity Portfolio pursuant to a portfolio sub-advisory agreement dated June 26, 2017, as amended on October 6, 2017.

Manulife is a corporation governed by the *Canada Business Corporations Act*, whose registered office is located at 200 Bloor Street East, Toronto, Ontario M4W 1E5.

Messrs. Alan W. Wicks and Conrad Dabiet are the individuals principally responsible for the investment advisory services provided to FDP Canadian Equity Portfolio by Manulife. Mr. Wicks is Senior Managing Director and Senior portfolio adviser at Manulife, which he established in 1996. Mr. Dabiet is Managing Director and portfolio adviser at Manulife since 2003.

CERTIFICATES OF THE FUND, THE MANAGER AND THE PROMOTER

(Series A units)

FDP Canadian Dividend Equity Portfolio

(the “**Fund**”)

This Amendment N° 1 dated February 15, 2023, together with the Annual Information Form dated May 24, 2022 and the Simplified Prospectus dated May 24, 2022, as amended by Amendment N° 1 dated February 15, 2023, 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 February 15, 2023

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

(s) André Sirard

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

(s) David Bergevin

David Bergevin
Senior Manager, Finance and Risk Management,
also acting as Chief Financial Officer

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

(s) Alain Dugal

Alain Dugal
Director

(s) Richard Gagnon

Richard Gagnon
Director

CERTIFICATE OF THE PRINCIPAL DISTRIBUTOR

(Series A units)

FDP Canadian Dividend Equity Portfolio

(the “**Fund**”)

To the best of our knowledge, information and belief, this Amendment N° 1 dated February 15, 2023, together with the Annual Information Form dated May 24, 2022 and the Simplified Prospectus dated May 24, 2022, as amended by Amendment N° 1 dated February 15, 2023, 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 February 15, 2023

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

(s) André Sirard

André Sirard

President and Chief Executive Officer