

AMENDMENT N° 2 dated March 28, 2023

to the ANNUAL INFORMATION FORM dated May 24, 2022 as amended by AMENDMENT N° 1 dated February 15, 2023 (the “Annual Information Form”) of FDP Canadian 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 and the selection of a new portfolio sub-manager with respect to a portion of the Fund’s assets.

2. Amendments to the Annual Information Form

On March 28, 2023, the Fund Manager announced the withdrawal of Triasima Portfolio Management Inc. and the selection of Desjardins Global Asset Management Inc. (“**DGAM**”) as sub-manager of a portion of the Fund’s assets. Mr. Tommy Nguyen is the individual principally responsible for the investment advisory services provided by DGAM to the Fund.

The Fund’s assets are managed in part by DGAM, Fidelity Investments Canada ULC and Manulife Asset Management Limited, as portfolio sub-managers, whereas FDP 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 Equity Portfolio		
December 31, 1987	May 22, 2015 – formerly Professionals’ Canadian Equity Fund	March 28, 2023 – The Fund Manager, as portfolio manager of the Fund, retained Desjardins Global Asset Management Inc. as portfolio sub-manager, to replace Triasima Portfolio Management Inc. October 6, 2017 – The Fund Manager, as portfolio manager of the Fund, retained Manulife Asset Management Limited as portfolio sub-manager, to replace Professionals’ Financial – Private Management Inc. June 26, 2017 – 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.

		<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>July 4, 2013 – The Fund Manager, as portfolio manager of the Fund, retained Triasima Portfolio Management Inc. as portfolio sub-manager of part of the Fund assets.</p>
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The paragraph entitled “**Triasima Portfolio Management Inc.**” in the sub-section entitled “**Portfolio Sub-managers**” under the section entitled “**Responsibility for Fund Operations**”, on page 19 of the Annual Information Form, is hereby deleted.

The paragraph entitled “**Desjardins Global Asset Management Inc.**” in the sub-section entitled “**Portfolio Sub-managers**” under the section entitled “**Responsibility for Fund Operations**”, on page 21 of the Annual Information Form, is hereby deleted and replaced by the following:

Desjardins Global Asset Management Inc.

Desjardins Global Asset Management Inc. (“**DGAM**”) was appointed portfolio sub-manager of a portion of the assets of the FDP Canadian Dividend Equity Portfolio pursuant to a portfolio sub-advisory agreement dated August 19, 2020 and portfolio sub-manager of a portion of the assets of the FDP Canadian Equity Portfolio pursuant to a portfolio sub-advisory agreement effective March 28, 2023.

DGAM is a corporation governed by the *Business Corporations Act* (Québec), whose registered office is located at 1 Complexe Desjardins, Tour Sud, 20^e étage, Montréal (Québec) H5B 1B2.

Mr. Tommy Nguyen is the individual principally responsible for the investment advisory services provided by DGAM to the FDP Canadian Dividend Equity Portfolio and to the FDP Canadian Equity Portfolio. Mr. Nguyen is Director, Canadian Equity at DGAM, since 2015.

CERTIFICATES OF THE FUND, THE MANAGER AND THE PROMOTER

(Series A units)

FDP Canadian Equity Portfolio

(the “**Fund**”)

This Amendment N° 2 dated March 28, 2023, together with the Annual Information Form dated May 24, 2022, as amended by Amendment N° 1 dated February 15, 2023, and the Simplified Prospectus dated May 24, 2022, as amended by Amendment N° 1 dated February 15, 2023 and Amendment N° 2 dated March 28, 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 March 28, 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 Equity Portfolio

(the “**Fund**”)

To the best of our knowledge, information and belief, this Amendment N° 2 dated March 28, 2023, together with the Annual Information Form dated May 24, 2022, as amended by Amendment N° 1 dated February 15, 2023, and the Simplified Prospectus dated May 24, 2022, as amended by Amendment N° 1 dated February 15, 2023 and Amendment N° 2 dated March 28, 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 March 28, 2023

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

(s) André Sirard

André Sirard

President and Chief Executive Officer