

Annual Management Report of Fund Performance

As at September 30, 2023

This Annual Management Report of Fund Performance contains financial highlights but does not contain either semi-annual or annual financial statements of the investment fund. You can obtain a copy of the semi-annual or annual financial statements at your request, and at no cost, by calling 1-888-809-3333, by writing us at Northwest & Ethical Investments L.P., 151 Yonge Street Suite 1200, Toronto, ON M5C 2W7 or by visiting our website at www.neiinvestments.com or SEDAR at www.sedarplus.ca.

Unitholders may also contact us using one of these methods to request a copy of the investment fund's proxy voting policies and procedures, proxy voting disclosure record, or quarterly portfolio disclosure.

Management Discussion of Performance

Investment Objective and Strategies

The Fund's investment objective is to achieve long-term capital growth by investing primarily in equity and equity-related securities of companies located mainly outside of Canada and the United States.

The Fund follows a responsible approach to investing, as described in the Simplified Prospectus of the Fund.

Risk

The risks associated with investing in the Fund remain as discussed in the Simplified Prospectus. The Fund is suitable for investors investing for the long term, with a medium tolerance for risk. Any changes in the Fund have not affected the overall level of risk of the Fund.

Results of Operations

The NEI International Equity RS Fund's Series A units returned 16.6% for the twelve-month period ended September 30, 2023 compared with a return of 23.6% for the benchmark explained below.

Unlike the benchmark return, the Fund's returns are after the deduction of fees and expenses paid by the Fund. Performance differences between series of units are mainly attributable to management fees charged to each series. Refer to the Past Performance section for the details of returns by series.

The benchmark for this Fund is the MSCI EAFE NR Index (C\$).

The Fund's net asset value increased by 45.42% during the period, from \$316,739,081 as at September 30, 2022 to \$460,597,310 as at September 30, 2023. This change in net assets is attributed to net unitholder activity of \$65,677,167 and \$78,181,062 to investment operations, including market appreciation (depreciation), income and expenses.



Market Overview

If the first half of the year was dominated by narratives related to the resiliency of the financial system after the collapse of certain banks, the second half of the year has mostly been driven by inflationary concerns. Investors' optimism appeared to be challenged as future uncertainty became increasingly embedded in their expectations. Repercussions from interest rates being kept at higher levels, potentially for a longer period, was one of the key areas of concern. While U.S. consumer spending withstood remarkably well despite elevated inflation levels, investors questioned the consumer's resiliency going forward. Outside of the U.S., Europe and China appear to face a weaker growth momentum and a lower economic growth outlook.

Factors That Have Affected Performance

During the period, both stock selection and sector allocation negatively impacted the Fund's relative performance.

For security selection, holdings within Industrials, Financials but also Consumer Staples detracted the most value. However, positions within the Health Care and Consumer Discretionary sectors helped to partially offset this negative performance.

With sector allocation, the Fund's higher relative weighting in the Consumer Staples and Health Care sectors but lower relative weighting in Financials detracted from relative performance. A higher relative weighting in Industrials and the lack of exposure to Real Estate and Communication Services contributed to the Fund's performance. Lastly, given the strong performance of the Energy sector towards the second half of the period, the lack of exposure to this sector detracted from overall performance.

Portfolio Changes

In the fourth quarter of 2022, the portfolio sub-advisor took advantage of valuation opportunities by adding to positions in Kerry Group PLC, Daifuku Co. Ltd., Adidas AG, and Coca Cola HBC AG and crystallized gains in LVMH Moet Hennessy Louis Vuitton SE, Novo Nordisk AS, Bunzl PLC, and Linde PLC. The position in Tencent Holdings Ltd. was liquidated while a new position in Sika AG was initiated.

In the first quarter of 2023, the portfolio sub-advisor trimmed the positions in Prudential Financial Inc., LVMH, Compagnie Financiere Richemont SA, Schneider Electric SE, ING Groep NV, Allianz SE, Novo Nordisk, and liquidated Linde. Moreover, the portfolio sub-advisor added to positions in Nidec Corp., Terumo Corp., Grifols SA, and initiated new positions in Nippon Sanso Holdings Corp., Koninklijke DSM NV, and Symrise AG.

In the second quarter of 2023, the portfolio sub-advisor trimmed LVMH, Sodexo SA, Novo Nordisk, RELX PLC, MTU Aero Engines AG, and Schneider Electric and reduced the positions in Danone, Smith & Nephew PLC and liquidated Rakuten Group Inc. The portfolio sub-advisor added to Coca-Cola HBC, Kerry Group, Nidec and DSM-Firmenich AG.

In the third quarter, the portfolio sub-advisor crystallized gains and trimmed the position in Novo Nordisk while adding to QIAGEN NV and Symrise. Lastly, the portfolio sub-advisor initiated a new position in ResMed Inc., which develops, manufactures, and markets medical equipment for the treatment of sleep disordered breathing.

ESG Activities

The following environmental, social, and governance (ESG) activities are some of those undertaken during the period related to the Fund's investment objectives and strategies.

NEI's Responsible Investing & ESG Services team (RI team) engaged 10 companies including LVMH, Danone, and Nestlé SA, on topics such as supply chain risks, equitable access, and the circular economy.



The RI team voted against management on 8% of the proxy items at 46 annual general meetings. They also voted against all four shareholder resolutions filed on ESG topics such as product pricing and share repurchase programs. Votes against shareholder resolutions were consistent with NEI's Proxy Voting Guidelines.

Recent Developments

The portfolio sub-advisor's investment approach is long-term oriented and structured to take advantage of the undervaluation of high-quality companies. The investment philosophy and process are focused on secular and sustainable growth themes that can be leveraged by global players with key competitive advantages and strong management teams. The portfolio sub-advisor encompasses the ESG-related factors into all points of its fundamental analysis and invests across a variety of growth themes to improve resilience through diversification.

The portfolio sub-advisor continues to assess the ongoing concerns that affect the companies' operations and remains alert on opportunities that would improve the Fund's risk-return profile.

The term of Marie Rounding ended on September 30, 2023. Ms. Rounding has served with distinction on the Independent Review Committee ("IRC") since 2014. After consulting with the Manager, the IRC determined it would replace Ms. Rounding with Caroline Cathcart. Ms. Cathcart was appointed as a new IRC member effective October 01, 2023, for a one-year term. As Ms. Rounding acted as the IRC chair after her term ended, Ms. McCarthy was appointed IRC Chair, effective October 5, 2023, and replaced Ms. Rounding in this role.

Related Party Transactions

Northwest & Ethical Investments L.P. ("NEI LP") is the Manager, Trustee, Portfolio Manager and Registrar of the Fund. Northwest & Ethical Investments Inc., the general partner of NEI LP, is a wholly-owned subsidiary of Aviso Wealth Inc. ("Aviso"). Aviso is also the sole limited partner of NEI LP. Aviso is a wholly-owned subsidiary of Aviso Wealth LP, which in turn is owned 50% by Desjardins Financial Holding Inc. and 50% by a limited partnership owned by the five Provincial Credit Union Centrals and The CUMIS Group Limited. Desjardins Financial Holding Inc. is a wholly-owned subsidiary of the Fédération des caisses Desjardins du Québec ("Fédération").

NEI LP charges the Fund a fixed administration fee in place of certain variable expenses. NEI LP in turn, pays all operating expenses of the Fund, other than specified Fund costs (e.g. the fees and expense of the Independent Review Committee ("IRC"), taxes, and brokerage commissions) which include payments to related parties. These services are in the normal course of operations and are measured at an exchange amount that is consistent with other independent parties. Desjardins Trust Inc. ("Desjardins Trust") is the custodian of the Fund. Desjardins Trust is a wholly-owned subsidiary of the Fédération. The Fund may engage in securities lending and repurchase transactions, and Desjardins Trust may act as the Fund's securities lending and repurchase transactions agent ("Agent"). Any revenue earned on such transactions is split 60%—40% between the Fund and the Agent. Desjardins Securities Inc. ("DSI") is a broker responsible for security transactions on behalf of the Fund. DSI is a wholly-owned subsidiary of the Fédération.

The Fund's sub-advisors may place a portion of the Fund's portfolio transactions with brokerage firms which are affiliates of NEI LP, provided that the affiliate's trade execution abilities and costs are comparable to those of non-affiliated qualified brokerage firms.

The Fund is distributed through Credential Asset Management Inc., Credential Qtrade Securities Inc., and members of the Fédération and other nonrelated parties by way of shared ownership. NEI LP pays to these parties distribution and servicing fees based on a percentage of the daily values of the units of each held by the dealer's clients and additionally, in some cases, on the amount of initial purchase.



NEI LP has established the IRC for the Fund in accordance with the requirements of National Instrument 81-107 – Independent Review Committee for Investment Funds in order to review conflicts of interest as they relate to investment fund management. The Fund did not rely on an approval, positive recommendation or standing instruction from the Fund's IRC with respect to any related party transactions.

This document contains forward-looking statements. Such statements are generally identifiable by the terminology used, such as "plan", "anticipate", "intend", "expect", "estimate", or other similar wording. These forward-looking statements are subject to known and unknown risks and uncertainties and other factors which may cause actual results, levels of activity and achievements to differ materially from those expressed or implied by such statements. Such factors include, but are not limited to: general economic, market and business conditions; fluctuations in securities prices, fluctuation in interest rates and foreign currency exchange rates; and actions by governmental authorities. Future events and their effects on the Fund may not be those anticipated by us. Actual results may differ materially from the results anticipated in these forward-looking statements. We do not undertake, and specifically disclaim, any obligation to update or revise any forward-looking information, whether as a result of new information, future developments or otherwise.



Financial Highlights

The following tables show selected key financial information about the Fund and are intended to help you understand the Fund's financial performance for the past five fiscal years or for the periods since inception, as applicable.

Net Assets per Unit (\$)(1)

Increase (Dec	rease, ire	ли орста	Total			Distribu	1110113			
Net				Distributions						
			Increase (Decrease)	From						Net
Assets, Beginning Total Total	Realized Gains	Unrealized Gains	from Operations	Income (Excluding	From	From Underlying	From Capital	Return of _F	Total Distributions	Assets, End of
Series Period of Period Revenue Expenses	(Losses)	(Losses)	(2)	Dividends)	Dividends	Funds	Gains	Сарпаі	(3)(4)	Period
A Sept. 2023 15.92 0.42 -0.51	0.28	2.67	2.86	0.00	0.00	0.00	0.00	0.00	0.00	18.56
Sept. 2022 20.70 0.36 -0.49	-0.24	-4.31	-4.68	0.00	0.00	0.00	0.03	0.00	0.03	15.92
Sept. 2021 18.89 0.31 -0.53	0.42	1.43	1.63	0.00	0.00	0.00	0.00	0.00	0.00	20.70
Sept. 2020 18.12 0.39 -0.48	-0.06	0.92	0.77	0.00	0.00	0.00	0.00	0.00	0.00	18.89
Sept. 2019 17.20 0.35 -0.46	1.38	-0.65	0.62	0.00	0.00	0.00	0.00	0.00	0.00	18.12
F Sept. 2023 13.17 0.35 -0.25	0.23	2.18	2.51	0.00	0.10	0.00	0.00	0.00	0.10	15.42
Sept. 2022 17.07 0.33 -0.24	-0.19	-3.69	-3.79	0.00	0.13	0.00	0.03	0.00	0.16	13.17
Sept. 2021 15.45 0.27 -0.26	0.34	1.17	1.52	0.00	0.05	0.00	0.00	0.00	0.05	17.07
Sept. 2020 14.82 0.32 -0.25	-0.05	0.77	0.79	0.00	0.16	0.00	0.00	0.00	0.16	15.45
Sept. 2019 14.00 0.28 -0.25	1.12	-0.60	0.55	0.00	0.05	0.00	0.00	0.00	0.05	14.82
I Sept. 2023 15.78 0.42 -0.07	0.28	2.53	3.16	0.00	0.22	0.00	0.00	0.00	0.22	18.60
Sept. 2022 20.30 0.35 -0.05	-0.23	-4.36	-4.29	0.00	0.25	0.00	0.03	0.00	0.28	15.78
Sept. 2021 18.34 0.36 -0.06	0.41	1.02	1.73	0.00	0.26	0.00	0.00	0.00	0.26	20.30
Sept. 2020 17.58 0.38 -0.05	-0.05	1.18	1.46	0.00	0.41	0.00	0.00	0.00	0.41	18.34
Sept. 2019 16.37 0.32 -0.06	1.32	-0.67	0.91	0.00	0.06	0.00	0.00	0.00	0.06	17.58
O Sept. 2023 9.66 0.26 -0.05	0.17	1.38	1.76	0.00	0.18	0.00	0.00	0.00	0.18	11.34
Sept. 2022 12.45 0.23 -0.04	-0.14	-2.63	-2.58	0.00	0.17	0.00	0.02	0.00	0.19	9.66
Sept. 2021 11.27 0.24 -0.04	0.25	0.54	0.99	0.00	0.17	0.00	0.00	0.00	0.17	12.45
Sept. 2020 10.69 0.21 -0.03	-0.03	0.69	0.84	0.00	0.13	0.00	0.00	0.00	0.13	11.27
Sept. 2019 9.93 0.21 -0.04	0.80	0.39	1.36	0.00	0.01	0.00	0.00	0.00	0.01	10.69
P Sept. 2023 9.59 0.25 -0.29	0.17	1.58	1.71	0.00	0.00	0.00	0.00	0.00	0.00	11.20
Sept. 2022 12.45 0.22 -0.28	-0.14	-2.67	-2.87	0.00	0.00	0.00	0.02	0.00	0.02	9.59
Sept. 2021 11.34 0.20 -0.30	0.25	0.74	0.89	0.00	0.00	0.00	0.00	0.00	0.00	12.45
Sept. 2020 10.88 0.23 -0.27	-0.03	0.48	0.41	0.00	0.02	0.00	0.00	0.00	0.02	11.34
Sept. 2019 10.00 0.23 -0.24	0.85	0.25	1.09	0.00	0.00	0.00	0.00	0.00	0.00	10.88
PF Sept. 2023 9.82 0.26 -0.16	0.17	1.50	1.77	0.00	0.08	0.00	0.00	0.00	0.08	11.51
Sept. 2022 12.67 0.23 -0.16	-0.14	-2.70	-2.77	0.00	0.07	0.00	0.02	0.00	0.09	9.82
Sept. 2021 11.48 0.22 -0.17	0.26	0.62	0.93	0.00	0.06	0.00	0.00	0.00	0.06	12.67
Sept. 2020 10.99 0.23 -0.16	-0.03	0.47	0.51	0.00	0.11	0.00	0.00	0.00	0.11	11.48
Sept. 2019 10.00 0.23 -0.14	0.85	0.30	1.24	0.00	0.00	0.00	0.00	0.00	0.00	10.99

⁽¹⁾ All per unit figures presented in 2023 are referenced to net assets determined in accordance with IFRS and are derived from the Fund's audited annual financial statements for the period ended September 30, 2023.

⁽²⁾ Net assets and distributions are based on the actual number of units outstanding at the relevant time. The increase/decrease from operations is based on the weighted average number of units outstanding over the financial period.

⁽³⁾ Distributions were paid in cash or reinvested in additional units of the Fund.

⁽⁴⁾ Distributions (if any) that may have been made that included return of capital in excess of short term earnings were made to minimize disruption and provide stability to investors who have elected to take their distributions in the form of cash, and as disclosed in the Simplified Prospectus. These amounts are reviewed at each calendar year-end and management engages in discussions with the sub-advisor to determine the most applicable strategy on a go forward basis and will take any action(s) as needed for the long term stability of the Fund.



Ratios and Supplemental Data

					Management Expense Ratio			Net Asset
		Total Net	Number of Units	Management	before Waivers		Portfolio	Value
		Asset Value	Outstanding	•	and Absorptions	0 1	Turnover Rate	per Unit
Series	Period	(000's of \$)	(000's)	(%) (1)	(%)	Ratio (%) (2)	(%) (3)(4)	(\$)
Α	Sept. 2023	19,729	1,063	2.33	2.33	0.12	15.82	18.56
	Sept. 2022	19,031	1,196	2.34	2.49	0.07	14.13	15.92
	Sept. 2021	30,038	1,451	2.31	2.58	0.09	6.88	20.70
	Sept. 2020	22,260	1,179	2.33	2.65	0.11	11.79	18.89
	Sept. 2019	24,264	1,339	2.32	2.64	0.10	8.78	18.12
F	Sept. 2023	10,223	663	1.21	1.21	0.12	15.82	15.42
	Sept. 2022	9,282	705	1.24	1.31	0.07	14.13	13.17
	Sept. 2021	12,586	737	1.26	1.46	0.09	6.88	17.07
	Sept. 2020	10,384	672	1.37	1.54	0.11	11.79	15.45
	Sept. 2019	12,347	833	1.38	1.53	0.10	8.78	14.82
I	Sept. 2023	375,731	20,197	N/A	N/A	0.12	15.82	18.60
	Sept. 2022	241,916	15,328	N/A	N/A	0.07	14.13	15.78
	Sept. 2021	364,538	17,954	N/A	N/A	0.09	6.88	20.30
	Sept. 2020	131,888	7,191	N/A	N/A	0.11	11.79	18.34
	Sept. 2019	96,884	5,512	N/A	N/A	0.10	8.78	17.58
0	Sept. 2023	19,947	1,759	0.05	0.05	0.12	15.82	11.34
	Sept. 2022	15,309	1,584	0.05	0.05	0.07	14.13	9.66
	Sept. 2021	19,882	1,596	0.06	0.06	0.09	6.88	12.45
	Sept. 2020	6,205	551	0.06	0.06	0.11	11.79	11.27
	Sept. 2019	2,086	195	0.06	0.06	0.10	8.78	10.69
P	Sept. 2023	10,508	938	2.19	2.19	0.12	15.82	11.20
	Sept. 2022	10,074	1,051	2.18	2.18	0.07	14.13	9.59
	Sept. 2021	15,003	1,205	2.17	2.23	0.09	6.88	12.45
	Sept. 2020	8,253	728	2.22	2.33	0.11	11.79	11.34
	Sept. 2019	8,136	748	2.29	2.40	0.10	8.78	10.88
PF	Sept. 2023	24,459	2,124	1.05	1.05	0.12	15.82	11.51
	Sept. 2022	21,128	2,152	1.05	1.05	0.07	14.13	9.82
	Sept. 2021	26,203	2,067	1.08	1.11	0.09	6.88	12.67
	Sept. 2020	9,748	849	1.12	1.18	0.11	11.79	11.48
	Sept. 2019	7,631	695	1.15	1.20	0.10	8.78	10.99

⁽¹⁾ Management expense ratio is based on total expenses (excluding commissions and other portfolio transaction costs, as well as withholding taxes) for the stated period and is expressed as an annualized percentage of daily average net asset value during the period.

⁽²⁾ The trading expense ratio represents total commissions and other portfolio transaction costs expressed as an annualized percentage of daily average net asset value during the period.

⁽³⁾ The portfolio turnover rate indicates how actively the Fund's sub-advisor manages its investment holdings. A portfolio turnover rate of 100% is equivalent to the Fund buying and selling all of the securities in its portfolio once in the course of the period. The higher the portfolio turnover rate in a period, the greater the trading costs payable by the Fund in the period, and the greater the chance of an investor receiving taxable capital gains in the period. There is not necessarily a relationship between a high turnover rate and the performance of a Fund.

⁽⁴⁾ At the close of business on April 16, 2021, the NEI International Equity Fund was merged into the NEI International Equity RS Fund. The portfolio turnover rates exclude the value of securities acquired and sold to realign the Fund's holdings.



Management Fees

The Manager is responsible for the management, supervision and administration of the Fund. The Manager receives from the Fund management fees, before HST, calculated daily on the net asset value of the Fund at an annual rate shown below. The Fund does not pay management fees for Series I and O units. Series I and O unitholders pay a negotiated fee directly to NEI Investments.

The management fee covers the cost of investment advisory fees, sales, marketing, and distribution expenses of the Fund. In addition, the Manager may pay a trailer fee to dealers out of this management fee. The trailer fee is a percentage of the average daily value of the units of the Fund held by the dealer's clients. No trailer fees are paid in respect of any Series F and PF units of the Fund.

The following table shows the major services paid for out of management fees as a percentage of the management fee for all applicable series of the Fund:

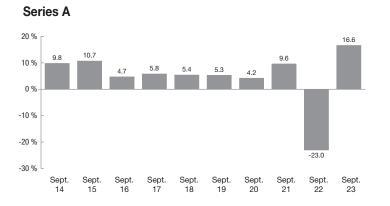
	Investment Advisory and				
	Management Fee (%)	Other Fees (%)	Trailer Fee (%)		
Series A	1.80	48.17	51.83		
Series F	0.80	100.00	N/A		
Series P	1.70	41.17	58.83		
Series PF	0.70	100.00	N/A		

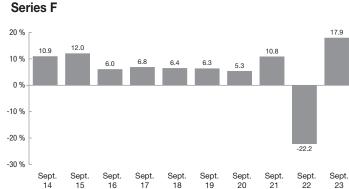
Past Performance

The performance information provided will not necessarily indicate how the Fund will perform in the future. The information shown assumes that distributions made by the Fund in the periods shown were reinvested in additional units of the relevant series of the Fund. In addition, the information does not take into account sales, redemption, distribution or other optional charges that would have reduced returns or performance.

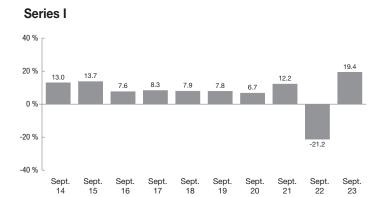
Year-by-Year Returns

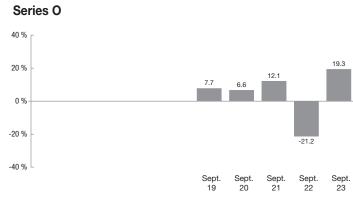
The following charts show the annual performance for each series of units of the Fund for each period shown and illustrate how the Fund's performance has varied from period to period. The charts indicate how much an investment made on the first day of each financial period would have grown or decreased by the last day of each financial period.

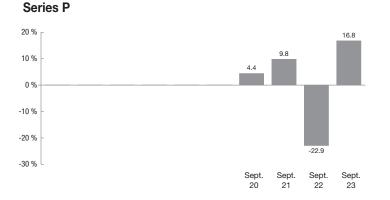


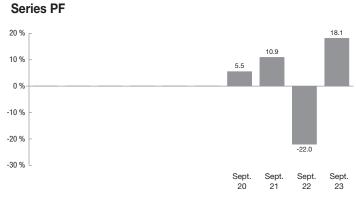














Annualized Compound Returns

The following table shows the annual compound returns for all series of the Fund. All returns are in Canadian dollars, on a total return basis, net of fees. For comparison, the returns for the benchmark are included. A discussion regarding the relative performance of the Fund is found in the Results of Operations section of this report and a description of indexes can be found in the Annualized Compound Returns section of this report.

The benchmark for this Fund is the MSCI EAFE NR Index (C\$).

The MSCI EAFE Index is composed of over 1,000 large company stocks from over 20 of the world's industrialized nations. It does not include stocks issued in North America.

While the Fund uses this benchmark for long-term performance comparisons, it is not managed relative to the composition of the Index. As a result, the Fund may experience periods when its performance is not aligned with the Index, either positively or negatively. Please see the "Results of Operations" section of this report for a discussion of recent performance results.

Group/Investment	1 Yr (%)	3 Yrs (%)	5 Yrs (%)	10 Yrs (%)	Since Inception ^(*) (%)
MSCI EAFE NR Index (C\$)	23.6	6.2	4.2	6.7	**
NEI International Equity RS Fund, Series A	16.6	-0.5	1.6	4.4	N/A
NEI International Equity RS Fund, Series F	17.9	0.6	2.6	5.5	N/A
NEI International Equity RS Fund, Series I	19.4	1.8	4.0	7.0	N/A
NEI International Equity RS Fund, Series O	19.3	1.8	3.9	N/A	3.6
NEI International Equity RS Fund, Series P	16.8	-0.4	N/A	N/A	2.4
NEI International Equity RS Fund, Series PF	18.1	0.7	N/A	N/A	3.6

^{*}Since inception returns are not provided for series that have been in existence for more than 10 years.

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^{**}The return of the benchmark since inception for each applicable series is as follows: Series O: 3.9%, Series P: 5.4%, Series PF: 5.4%.



Summary of Investment Portfolio as at September 30, 2023

Total Net Asset Value: \$460,597,310

Top	Holdings	%
1	Reed Elsevier	4.1
2	Schneider Electric	3.6
3	SAP	3.6
4	Novo Nordisk, Class B	3.5
5	LVMH Moët Hennessy Louis Vuitton	3.2
6	Cash and Equivalents	3.1
7	Experian	3.1
8	Air Liquide	3.0
9	Coca-Cola HBC	2.8
10	Compagnie Financière Richemont, Class A	2.7
11	ABB	2.7
12	Bunzl	2.6
13	Air Water	2.6
14	Diageo	2.6
15	Sanofi	2.5
16	Fresenius SE & Co.	2.4
17	Heineken	2.4
18	Sodexo	2.4
19	Allianz	2.4
20	Hoya	2.3
21	Terumo	2.2
22	Kerry Group, Class A	2.2
23	ING Groep	2.2
24	QIAGEN	2.2
25	Capgemini	2.1
	Total	68.5

Net Asset Value Mix	%
Equity	96.9
Cash and Equivalents	3.1
Total	100.0
Sector Allocation	%
Industrials	22.5
Health Care	21.7
Consumer Staples	17.7
Materials	11.1
Consumer Discretionary	9.8
Financials	8.4
Information Technology	5.7
Cash and Equivalents	3.1
Total	100.0
Geographic Distribution	%
France	24.4
United Kingdom	17.9
Japan	14.1
Germany	12.7
Switzerland	12.2
Other Countries	8.8
Netherlands	6.8
Cash and Equivalents	3.1

[&]quot;Other Countries" geographic category includes all countries individually representing less than 5% of the Fund's net asset value.

The Summary of Investment Portfolio may change due to ongoing portfolio transactions of the investment fund. Updates are available quarterly.