



Annual Management Report of Fund Performance | As at December 31, 2016

EMPIRE LIFE MUTUAL FUNDS[®]

Empire Life Emblem Diversified Income Portfolio

This annual management report of fund performance contains financial highlights, but does not contain either the complete interim or annual financial statements of the investment fund. You can get a copy of the interim or annual financial statements at your request, and at no cost, by calling the toll-free number 1 855 823-6883, by writing to us at 165 University Avenue, 9th Floor, Toronto, Ontario M5H 3B8 or by visiting our website at www.empirelifeinvestments.ca or SEDAR at www.sedar.com. 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.

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Empire Life Emblem Diversified Income Portfolio

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Management Discussion of Fund Performance

Investment objectives and strategies

Empire Life Emblem Diversified Income Portfolio (the "Fund") seeks to provide current income and some long-term capital growth. The Fund invests in a broadly diversified mix of fixed income and equity securities through a combination of strategic and tactical asset allocation and a value-oriented approach to security selection. The Fund's target asset mix is 80% fixed income securities (including cash) and 20% equity investments. Tactical shifts in asset allocation may be made by the portfolio manager with the objective of adding incremental value and optimizing this Fund's risk-return profile.

Risk

The overall level of risk of investing remains as discussed in the Simplified Prospectus. Any changes as a result of operations during the period have not affected the overall risk of the Fund. The Fund is suitable for the investor who seeks current income and some long-term capital growth, has a low tolerance for risk and wishes to diversify their portfolio through fixed income and equity securities to potentially reduce volatility.

Result of operations

For the twelve-month period ending December 31, 2016 (the "Period"), Empire Life Emblem Diversified Income Portfolio (the "Fund"), Series A, returned 2.12%. The net returns of other series of this Fund are provided under the section titled "Past Performance". The series have different returns due to the expenses charged to each series. The Fund's benchmark, the FTSE TMX Canada Universe Bond Index, broadly representative of the Canadian domestic bond market, returned 1.66% for the same Period. The Fund's mandate is to invest in a diversified target asset mix of equity securities (20%) and fixed-income securities and cash (80%). Fund returns are reported net of all management fees and expenses for all series, unlike the returns of the Fund's benchmark, which are based on the performance of an index that does not pay fees or incur expenses.

The Fund's blended benchmark returned 3.71% for the Period. The blended benchmark is composed of 80% FTSE TMX Canada Universe Bond Index, 5.0% S&P/TSX Composite Index, 5.0% S&P/TSX 60 Index, 5.0% S&P 500 Index, and 5.0% MSCI EAFE Index. In the portfolio manager's view, this comparison more closely reflects the market sectors in which the Fund invests, to provide a more useful comparative to the performance of the Fund.

The Fund outperformed its benchmark over the Period. Its strategic equity allocations contributed to the Fund's relative performance.

The Fund underperformed its blended benchmark over the Period as its security selection among Canadian equities and its cash position detracted from performance. A tactical overweight allocation to Canadian equities and an underweight position in international equities contributed to the Fund's performance.

During the Period, macroeconomic surprises and uncertainty were abundant; financial markets, global economies and the political arena all took unexpected turns at different points during 2016. From the U.K.'s vote to leave the European Union ("Brexit") to the Organization of the Petroleum Exporting Countries' (OPEC) oil supply deal to the late-Period election of Donald Trump as U.S. President, investors had no shortage of unexpected news to digest. Global equities posted gains and bond markets weakened following the U.S. election in response to expectations for higher inflation and gross domestic product growth. During the Period, industrial commodity prices also posted their first sustained increase since 2011, which contributed to Canadian equity market gains. European equity markets were also relatively strong despite some post-Brexit challenges, with improving manufacturing and global trade helping to reduce the probability of recession in that region. In Japan, a weak yen helped to boost export demand. Core fixed income did not perform as well over the Period, with interest rates moving upward as a result of expected higher inflation and economic growth.

The portfolio manager increased the Fund's fixed-income allocation in early 2016 in recognition of the potential for short-term financial market volatility. Also increased was the Fund's Canadian equity allocation in response to tighter commodity markets – stemming from the Alberta wildfires and output uncertainty from OPEC – as well as positive momentum for the Canadian dollar. The portfolio manager reduced the Fund's position in U.S. equities to take profit from what had been an overweight allocation. The Fund's U.S. equity position was increased slightly again after the U.S. election. The portfolio manager also reduced the Fund's international equity allocation over concerns about Brexit and a weak currency environment. At the end of the Period, the Fund had underweight allocations to fixed income (including cash) and international equities, and was overweight Canadian and U.S. equities. Despite financial market volatility early in the Period, an environment of low but positive economic growth and the continued accommodative monetary policies of global central banks, combined with a number of somewhat surprising political events, resulted in a return to an investor preference for "riskier" assets at the end of 2016.

Empire Life Emblem Diversified Income Portfolio

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Recent developments

Going into 2017, the portfolio manager expects that, as a close neighbour, Canada may benefit from strong U.S. economic growth (if it results in increased trade). However, there is still some uncertainty regarding the status of the North American Free Trade Agreement, as well as what parts of this agreement may be renegotiated. U.S. labour markets could continue to tighten, which could, in turn, boost consumer spending in 2017. The new U.S. administration may have positive near-term implications for U.S. economic growth through increased infrastructure spending, deregulation and tax cuts. A tighter monetary policy by the U.S. Federal Reserve Board could result in a stronger U.S. dollar, but may also challenge the credit cycle. Core inflation in the eurozone has been largely flat, and the portfolio manager expects the European Central Bank to maintain its accommodative monetary policy, after extending its bond-buying program near the end of the Period. The portfolio manager will be closely watching elections in the key markets of France and Germany, as much uncertainty remains in those markets heading into 2017.

Future Accounting Changes

IFRS 9 *Financial Instruments*

In July 2014, the International Accounting Standards Board published the complete version of IFRS 9, which is effective for annual periods beginning on or after January 1, 2018, with retrospective application. The new standard includes requirements on the classification and measurement of financial assets and liabilities, an expected credit loss model that replaces the existing incurred loss impairment model and new hedge accounting guidance. The Manager is currently evaluating the impact of IFRS 9 on the Fund's financial statements.

Related party transactions

Empire Life Investments Inc. is the Manager, Trustee and Portfolio Manager of the Fund. The Manager is a wholly-owned subsidiary of The Empire Life Insurance Company.

The Manager provides or arranges for the provision of all the management and administrative services for the day-to-day operations of the Fund, including providing or arranging the provision of investment advice, record keeping and other administrative services, some of which are provided by an affiliate of the Manager. In consideration of the management and administrative services, the Fund pays the Manager a monthly management fee calculated as a percentage of average daily net assets of each series of the Fund. The rates for each series are disclosed under "*Management fees*".

During the Period, the Manager absorbed \$116,316 of total expenses otherwise payable by the Fund, as compared to \$93,500* for the year ended December 31, 2015. The amount of expenses waived or absorbed is determined annually on a series by series basis at the discretion of the Manager and the Manager can terminate the waiver or absorption at any time.

* The expenses absorbed by the Manager for the year ended December 31, 2015 of \$93,500 have been revised from the \$93,374 reported in the Annual Management Report of Fund Performance for the year ended December 31, 2015. This revision has been made to conform with the presentation used in the Fund's 2016 Annual Financial Statements, where Management fee rebates have been reclassified from Management fee expense to Expenses absorbed by Manager.

Series description

The Fund offers the following series: A, T6, F and I. Series A and T6 units are available to all investors. Series T6 is designed for investors seeking regular monthly cash flows from a Fund. Series F units are only available to investors who have a fee-based account with their dealer and whose dealer has signed an agreement with Empire Life Investments Inc. Management fees are payable by the Fund on all series except series I. Series I units are available to institutional investors who meet a minimum investment threshold and who have entered into a Series I agreement. The management fee for Series I units is negotiated between Empire Life Investments Inc. and the investor and is payable directly to Empire Life Investments Inc. by the investor.

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 period and each of the other periods as shown below. This information is derived from the Fund's audited annual financial statements for the period.

Empire Life Emblem Diversified Income Portfolio

Annual Management Report of Fund Performance

The Fund's net assets per unit⁽¹⁾

Series A Units	For the year ended December 31, 2016	For the year ended December 31, 2015	For the year ended December 31, 2014†
Net Assets, beginning of period	\$ 10.03	\$ 10.20	\$ 10.00 *
Increase (decrease) from operations:			
Total revenue	0.28	0.29	0.31
Total expenses	(0.20)	(0.20)	(0.19)
Realized gains (losses)	0.05	0.08	0.13
Unrealized gains (losses)	0.08	(0.13)	0.45
Total increase (decrease) from operations⁽²⁾	\$ 0.21	\$ 0.04	\$ 0.70
Distributions:			
From income	(0.00)	(0.41)	(0.40)
From dividends	(0.40)	(0.00)	(0.00)
From capital gains	–	–	–
Return of capital	–	–	–
Total annual distributions⁽³⁾	\$ (0.40)	\$ (0.41)	\$ (0.40)
Net Assets, end of period⁽⁴⁾	\$ 9.84	\$ 10.03	\$ 10.20

Series T6 Units	For the year ended December 31, 2016	For the year ended December 31, 2015	For the year ended December 31, 2014†
Net Assets, beginning of period	\$ 9.45	\$ 9.88	\$ 10.00 *
Increase (decrease) from operations:			
Total revenue	0.26	0.28	0.30
Total expenses	(0.18)	(0.20)	(0.19)
Realized gains (losses)	0.05	0.10	0.12
Unrealized gains (losses)	0.08	(0.11)	0.39
Total increase (decrease) from operations⁽²⁾	\$ 0.21	\$ 0.07	\$ 0.62
Distributions:			
From income	(0.00)	(0.02)	(0.06)
From dividends	–	–	–
From capital gains	(0.00)	(0.04)	(0.06)
Return of capital	(0.57)	(0.59)	(0.60)
Total annual distributions⁽³⁾	\$ (0.57)	\$ (0.65)	\$ (0.72)
Net Assets, end of period⁽⁴⁾	\$ 9.08	\$ 9.45	\$ 9.88

Empire Life Emblem Diversified Income Portfolio

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Series F Units	For the year ended December 31, 2016	For the year ended December 31, 2015	For the year ended December 31, 2014†	
Net Assets, beginning of period	\$ 10.18	\$ 10.27	\$ 10.00	*
Increase (decrease) from operations:				
Total revenue	0.29	0.30	0.30	
Total expenses	(0.11)	(0.12)	(0.11)	
Realized gains (losses)	0.05	0.09	0.14	
Unrealized gains (losses)	0.08	(0.16)	0.49	
Total increase (decrease) from operations⁽²⁾	\$ 0.31	\$ 0.11	\$ 0.82	
Distributions:				
From income	(0.00)	(0.41)	(0.41)	
From dividends	(0.41)	(0.00)	(0.00)	
From capital gains	–	–	–	
Return of capital	–	–	–	
Total annual distributions⁽³⁾	\$ (0.41)	\$ (0.41)	\$ (0.41)	
Net Assets, end of period⁽⁴⁾	\$ 10.08	\$ 10.18	\$ 10.27	

Series I Units	For the year ended December 31, 2016	For the year ended December 31, 2015	For the year ended December 31, 2014†	
Net Assets, beginning of period	\$ 10.37	\$ 10.39	\$ 10.00	*
Increase (decrease) from operations:				
Total revenue	0.29	0.31	0.30	
Total expenses	(0.01)	(0.01)	(0.01)	
Realized gains (losses)	0.06	0.06	0.12	
Unrealized gains (losses)	0.07	(0.07)	0.41	
Total increase (decrease) from operations⁽²⁾	\$ 0.41	\$ 0.29	\$ 0.82	
Distributions:				
From income	(0.00)	(0.42)	(0.40)	
From dividends	(0.42)	(0.00)	(0.00)	
From capital gains	(0.00)	(0.04)	(0.00)	
Return of capital	–	–	–	
Total annual distributions⁽³⁾	\$ (0.42)	\$ (0.46)	\$ (0.40)	
Net Assets, end of period⁽⁴⁾	\$ 10.37	\$ 10.37	\$ 10.39	

Ratios and supplemental data

Series A Units	For the year ended December 31, 2016	For the year ended December 31, 2015	For the year ended December 31, 2014†	
Total Net Asset Value	\$ 6,809,653	\$ 6,274,917	\$ 1,906,431	
Number of units outstanding	692,032	625,833	186,843	
Management expense ratio ⁽⁵⁾	1.90%	1.90%	1.89%	**
Management expense ratio before waivers or absorptions	2.85%	3.05%	8.19%	**
Trading expense ratio ⁽⁶⁾	0.04%	0.06%	0.07%	**
Portfolio turnover rate ⁽⁷⁾	156.23%	183.05%	192.39%	
Net Asset Value per unit	\$ 9.84	\$ 10.03	\$ 10.20	

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	For the year ended December 31, 2016	For the year ended December 31, 2015	For the year ended December 31, 2014†
Series T6 Units			
Total Net Asset Value	\$ 1,112,653	\$ 995,916	\$ 597,279
Number of units outstanding	122,509	105,403	60,456
Management expense ratio ⁽⁵⁾	1.90%	1.90%	1.89% **
Management expense ratio before waivers or absorptions	2.38%	2.55%	6.20% **
Trading expense ratio ⁽⁶⁾	0.04%	0.06%	0.07% **
Portfolio turnover rate ⁽⁷⁾	156.23%	183.05%	192.39%
Net Asset Value per unit	\$ 9.08	\$ 9.45	\$ 9.88

	For the year ended December 31, 2016	For the year ended December 31, 2015	For the year ended December 31, 2014†
Series F Units			
Total Net Asset Value	\$ 1,091,569	\$ 891,068	\$ 295,649
Number of units outstanding	108,298	87,510	28,779
Management expense ratio ⁽⁵⁾	1.05%	1.05%	1.05% **
Management expense ratio before waivers or absorptions	1.74%	1.99%	5.34% **
Trading expense ratio ⁽⁶⁾	0.04%	0.06%	0.07% **
Portfolio turnover rate ⁽⁷⁾	156.23%	183.05%	192.39%
Net Asset Value per unit	\$ 10.08	\$ 10.18	\$ 10.27

	For the year ended December 31, 2016	For the year ended December 31, 2015	For the year ended December 31, 2014†
Series I Units			
Total Net Asset Value	\$ 34,279,094	\$ 21,420,775	\$ 4,848,920
Number of units outstanding	3,304,522	2,065,978	466,697
Management expense ratio ⁽⁵⁾	0.00%	0.00%	0.00%
Management expense ratio before waivers or absorptions	0.15%	0.26%	1.18% **
Trading expense ratio ⁽⁶⁾	0.04%	0.06%	0.07% **
Portfolio turnover rate ⁽⁷⁾	156.23%	183.05%	192.39%
Net Asset Value per unit	\$ 10.37	\$ 10.37	\$ 10.39

* Initial offering price.

** Annualized.

† From January 20, 2014 to December 31, 2014.

- (1) This information is derived from the Fund's interim and annual audited financial statements. The financial statements are prepared using International Financial Reporting Standards (IFRS).
- (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, or both.
- (4) This is not a reconciliation of the beginning and ending net assets per unit.
- (5) The management expense ratio (MER) is based on total expenses (excluding withholding tax and other transaction costs) as an annualized percentage of daily average net asset value during the Period.
- (6) 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.
- (7) The Fund's portfolio turnover rate indicates how actively the Fund's portfolio advisor manages its portfolio investments. 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 year. The higher a fund's portfolio turnover rate in a year, the greater the trading costs payable by the fund in the year, and the greater the chance of an investor receiving taxable capital gains in the year. There is not necessarily a relationship between a high turnover rate and the performance of a fund. Portfolio turnover rate is calculated based on the lesser of the cumulative cost of purchases or cumulative proceeds of sales divided by the average market value of the portfolio, excluding short-term investments.

Management fees

The management fee for Series A, T6 and F units is an annualized rate calculated as a percentage of net assets of the applicable series of the Fund and accrued daily and paid monthly to Empire Life Investments Inc. The management fee for Series I units is negotiated and paid directly by the investor, not by the Fund.

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The Fund's management fees were used by Empire Life Investments Inc. to pay for the costs of the overall business and affairs of the Fund including activities related to making units of the Fund available to investors, and providing or arranging for the provision of investment advisory services and marketing services to the Fund.

	Management fee rates	As percentage of management fees	
		Dealer compensation	General administration, investment advice and profit
Series A	1.60%	60.34%	39.66%
Series T6	1.60%	36.06%	63.94%
Series F	0.75%	-	100.00%

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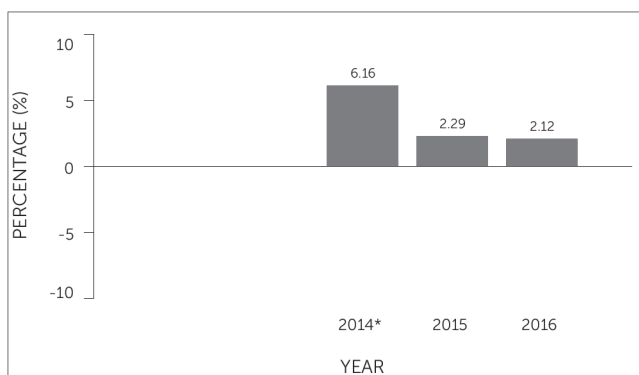
Past performance

The indicated rates of return assume reinvestment of all distributions. They do not take into account sales, redemption, distribution or optional sales charges that would have reduced returns. The past performance of the Fund is not necessarily an indication of how it will perform in the future.

Year-by-year returns

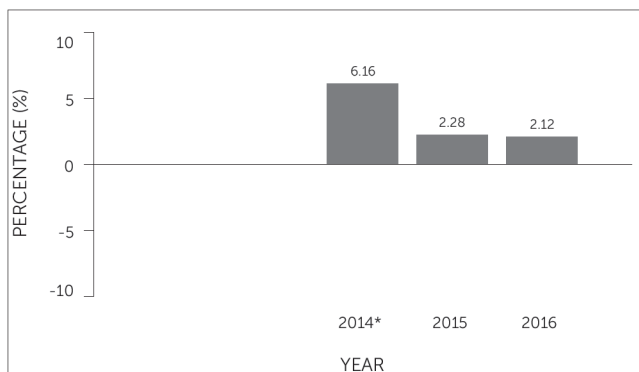
The following bar charts show the annual performance for each series of the Fund. The charts show, in percentage terms, how much an investment made on the first day of each financial year would have increased or decreased by the end of the period.

Series A



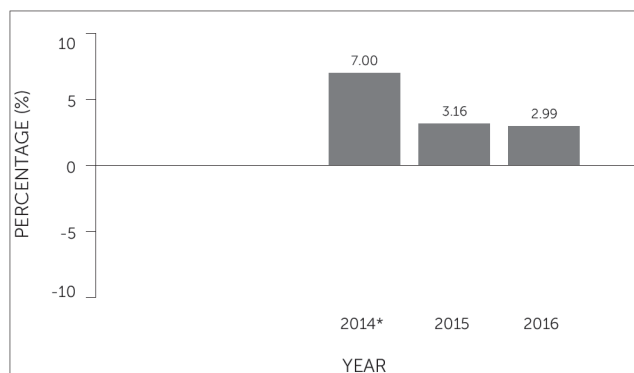
*From January 17, 2014 to December 31, 2014 (not annualized)

Series T6



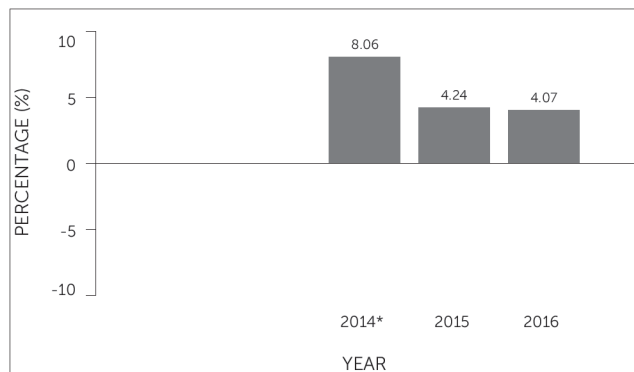
*From January 17, 2014 to December 31, 2014 (not annualized)

Series F



*From January 17, 2014 to December 31, 2014 (not annualized)

Series I



*From January 17, 2014 to December 31, 2014 (not annualized)

Annual Compound Returns

The Annual Compound Returns table shows the Fund's historical annual compound returns for each series of the Fund for the periods indicated. The annual compound returns are also compared to a broad based index and the Fund's blended index, as described below.

	1 Year	3 Years	5 Years	Since Inception*	Inception Date
Series A units ¹	2.1%	N/A	N/A	3.6%	January 20, 2014
Series I units ¹	4.1%	N/A	N/A	5.5%	January 20, 2014
Series T6 units ¹	2.1%	N/A	N/A	3.6%	January 20, 2014
Series F units ¹	3.0%	N/A	N/A	4.4%	January 20, 2014
FTSE TMX Canada Bond Index ²	1.7%			4.6%	(3 year return)
Blended Benchmark ³	3.7%			5.7%	(3 year return)

- (1) Net of all fees and expenses paid by the fund
- (2) The FTSE TMX Canada Universe Bond Index is broadly representative of the Canadian bond market. The FTSE TMX Canada Universe Bond Index is the broadest and most widely used measure of performance of marketable government and corporate bonds outstanding in the Canadian market.
- (3) The blended index is composed of 80% FTSE TMX Canada Universe Bond Index, 5% S&P/TSX Composite Index, 5% S&P/TSX 60 Index, 5% S&P 500 Index and 5% MSCI EAFE Index.

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Summary of investment portfolio

The summary of investment portfolio may have changed since December 31, 2016, due to ongoing portfolio transactions of the Fund. Quarterly updates are available within 60 days after quarter-end, except for December 31st, the Fund's fiscal year-end, when they are available within 90 days.

Top 25 Holdings	Percentage of Net Asset Value (%)
Government of Canada 1.500% Jun 1, 2026*	5.5
Government of Canada 1.500% Jun 1, 2023*	3.1
Government of Canada 3.500% Dec 1, 2045*	2.8
Cash & Cash Equivalents	2.1
Province of Ontario 2.800% Jun 2, 2048*	1.9
Province of Ontario 2.900% Dec 2, 2046*	1.8
Toronto-Dominion Bank 2.171% Apr 2, 2018*	1.5
Bank of Montreal 1.610% Oct 28, 2021*	1.4
Province of Ontario 2.400% Jun 2, 2026*	1.3
Manitoba Telecom Services Inc. 4.000% May 27, 2024*	1.3
Leisureworld Senior Care Limited Partnership 3.474% Feb 3, 2021*	1.3
Province of Quebec 3.500% Dec 1, 2045*	1.1
Bell Canada 3.000% Oct 3, 2022*	1.1
Shoppers Drug Mart Corporation 2.360% May 24, 2018*	1.1
Scotiabank Capital Trust Floating Rate 5.650% Dec 31, 2056*	1.0
Ford Credit Canada Limited 3.700% Aug 2, 2018*	1.0
CI Financial Corporation 2.645% Dec 7, 2020*	0.9
Canadian Imperial Bank of Commerce Capital Trust 9.976% Jun 30, 2108*	0.9
Choice Properties Real Estate Investment Trust 3.554% Jul 5, 2018*	0.9
Loblaw Companies Limited 4.860% Sep 12, 2023*	0.9
Toronto-Dominion Bank	0.9
Royal Bank of Canada	0.9
Bank of Montreal 2.100% Oct 6, 2020*	0.8
Metro Inc. 3.200% Dec 1, 2021*	0.8
Government of Canada 0.750% Sep 1, 2021*	0.8
	37.1

* Debt instruments

Portfolio by Category

Asset Type	Percentage of Net Asset Value (%)
Fixed Income	70.4
Equities	26.1
Cash & Cash Equivalents	2.1
Other Net Assets (Liabilities)	1.4
	100.0

Sector	Percentage of Net Asset Value (%)
Canadian Corporate Bonds	40.3
Government Bonds	13.2
Provincial Bonds	12.4
Financials	6.9
U.S. Corporate Bonds	4.1
Energy	3.7
Industrials	3.1
Information Technology	2.8
Consumer Staples	2.3
Cash & Cash Equivalents	2.1
Consumer Discretionary	1.7
Telecommunication Services	1.6
Health Care	1.5
Other Net Assets (Liabilities)	1.4
Materials	1.0
Exchange Traded Funds	0.6
Utilities	0.6
Municipal Bonds	0.4
Real Estate	0.3
	100.0

Country	Percentage of Net Asset Value (%)
Canada	82.2
United States	11.8
Cash & Cash Equivalents	2.1
Other Net Assets (Liabilities)	1.4
United Kingdom	0.6
Japan	0.4
Ireland	0.3
Netherlands	0.2
Bermuda	0.2
Germany	0.1
Denmark	0.1
Australia	0.1
Switzerland	0.1
Finland	0.1
Norway	0.1
France	0.1
Spain	0.1
Belgium	0.0
Jersey	0.0
Italy	0.0
Sweden	0.0
Luxembourg	0.0
Cayman Islands	0.0
India	0.0
	100.0

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A NOTE ON FORWARD-LOOKING STATEMENTS

This report may contain forward-looking statements about the Fund, including its strategy, expected performance and condition. Forward-looking statements include statements that are predictive in nature, that depend upon or refer to future events or conditions, or that include words such as "expects," "anticipates," "intends," "plans," "believes," "estimates" or negative versions thereof and similar expressions. In addition, any statement that may be made concerning future performance, strategies or prospects, and possible future Fund action, is also a forward-looking statement.

Forward-looking statements are the opinions and views of Empire Life Investments Inc. based on current expectations and projections about future events and are inherently subject to, among other things, risks, uncertainties and assumptions about the Fund and economic factors and are subject to change without notice. Forward-looking statements are not guarantees of future performance, and actual events and results could differ materially from those expressed or implied in any forward-looking statements made by the Fund. Any number of important factors could contribute to these digressions, including, but not limited to, general economic, political and market factors in North America and internationally, interest and foreign exchange rates, global equity and capital markets, business competition, technological change, changes in government regulations, unexpected judicial or regulatory proceedings, and catastrophic events.

The above-mentioned list of important factors is not exhaustive. You should consider these and other factors carefully before making any investment decisions and avoid placing undue reliance on forward-looking statements. The Fund has no specific intention of updating any forward-looking statements whether as a result of new information, future events or otherwise.

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MF-REG-901-EN 03/17