



**MD Financial
Management Inc.**

MDPIM Pooled Funds
2023 Annual
Financial Statements

A Message Regarding Your Financial Statements

The Annual Financial Statements produced for our MDPIM Pools are an important part our commitment to keeping clients informed about their MD investments. The Annual Financial Statements are produced on a pool-by-pool basis.

If you have any questions regarding these documents, please contact your MD advisor or the MD TradeCentre at 1 800 267-2332.

Audited Annual Financial Statements for the Year Ended December 31, 2023

These audited Annual Financial Statements do not contain the Annual Management Report of Fund Performance ("MRFP") of the investment fund. If you have not received a copy of the Annual MRFP with this report, you may obtain a copy of the Annual MRFP at your request, and at no cost, by calling the toll-free number 1 800 267-2332, by writing to us at MD Financial Management Inc., 1870 Alta Vista Dr., Ottawa ON K1G 6R7, by visiting our website at md.ca or by visiting the SEDAR+ website at sedarplus.ca. Securityholders 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.

MD Financial Management Inc. wholly owns or has a majority interest in the MD Group of Companies. It provides financial products and services, is the fund manager for the MD Family of Funds and offers investment counselling services. For a detailed list of the MD Group of Companies, visit md.ca.

Commissions, trailing commissions, management fees and expenses all may be associated with mutual fund investments. Please read the prospectus before investing. Mutual funds are not guaranteed. Their values change frequently, and past performance may not be repeated. To obtain a copy of the prospectus, please call your MD Advisor, or the MD Trade Centre at 1 800 267-2332. The MD Family of Funds is managed by MD Financial Management Inc.

MDPIM Pooled Funds

Management's Responsibility for Financial Reporting

Management acknowledges responsibility for the preparation and presentation of the financial statements of MDPIM Short-Term Bond Pool, MDPIM Dividend Pool, MDPIM Canadian Equity Pool, MDPIM US Equity Pool, MDPIM International Equity Pool, MDPIM Bond Pool, MDPIM Strategic Yield Pool, MDPIM Strategic Opportunities Pool, MDPIM Emerging Markets Equity Pool, MDPIM S&P TSX Capped Composite Index Pool, MDPIM S&P 500 Index Pool and MDPIM International Equity Index Pool (collectively "the funds").

These financial statements have also been approved, in its capacity as trustee, by the Board of Directors of MD Financial Management Inc. The financial statements have been prepared by management in accordance with International Financial Reporting Standards. When alternative accounting methods exist, management has chosen those it deems most appropriate in the circumstances. Management has, where required, made these judgments and estimates on a reasonable basis to ensure that the financial statements are presented fairly in all material respects. Management also maintains strong internal controls to provide reasonable assurance that the financial information provided is reliable and accurate, that the funds' assets are appropriately accounted for and safeguarded, and that any compliance requirements arising under corporate legislation, securities regulations and internal codes of business conduct are strictly adhered to.

The Board of Directors of MD Financial Management Inc. are responsible to ensure that management fulfils its responsibilities for financial reporting and is ultimately responsible for reviewing and approving the financial statements as outlined above.

The Board of Directors meets with management and the external auditors periodically to discuss internal control, accounting and auditing matters and financial reporting issues, to satisfy themselves that each party has properly discharged its responsibilities. The Board reviews unaudited semi-annual financial statements and audited annual financial statements including the external auditors' report thereon. The Board considers these findings when making its ultimate approval of the financial statements for issuance. The Board also reviews the appointment of the external auditor annually.

The financial statements have been audited by KPMG LLP, the external auditors, in accordance with Canadian generally accepted auditing standards. KPMG LLP has full and free access to the Board of MD Financial Management Inc.

Signed on behalf of MD Financial Management Inc. in its capacity as trustee of MDPIM Short-Term Bond Pool, MDPIM Dividend Pool, MDPIM Canadian Equity Pool, MDPIM US Equity Pool, MDPIM International Equity Pool, MDPIM Bond Pool, MDPIM Strategic Yield Pool, MDPIM Strategic Opportunities Pool, MDPIM Emerging Markets Equity Pool, MDPIM S&P TSX Capped Composite Index Pool, MDPIM S&P 500 Index Pool and MDPIM International Equity Index Pool.



Pamela Allen
President and Chief Executive Officer
MD Financial Management Inc.



Rob Charters
Chief Financial Officer
MD Financial Management Inc.



KPMG LLP

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Independent Auditor's Report

To the Unitholders and Trustee of

MDPIM Short-Term Bond Pool
MDPIM Dividend Pool
MDPIM Canadian Equity Pool
MDPIM US Equity Pool
MDPIM International Equity Pool
MDPIM Bond Pool
MDPIM Strategic Yield Pool
MDPIM Strategic Opportunities Pool
MDPIM Emerging Markets Equity Pool
MDPIM S&P/TSX Capped Composite Index Pool
MDPIM S&P 500 Index Pool
MDPIM International Equity Index Pool
(collectively, the "Funds")

Opinion

We have audited the financial statements of the Funds, which comprise:

- the statements of financial position as at December 31, 2023 and December 31, 2022
- the statements of comprehensive income for the years then ended
- the statements of changes in net assets attributable to holders of redeemable units for the years then ended
- the statements of cash flows for the years then ended
- and notes to the financial statements, including a summary of material accounting policy information

(Hereinafter referred to as the "financial statements").



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In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Funds as at December 31, 2023 and December 31, 2022, and their financial performance and their cash flows for the years then ended in accordance with IFRS Accounting Standards.

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the "**Auditor's Responsibilities for the Audit of the Financial Statements**" section of our auditor's report.

We are independent of the Funds in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

Management is responsible for the other information. Other information comprises:

- the information included in the Annual Management Reports of Fund Performance of the Funds.

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audits of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit and remain alert for indications that the other information appears to be materially misstated.

We obtained the information included in the Annual Management Reports of Fund Performance of the Funds filed with the relevant Canadian Securities Commissions as at the date of this auditor's report.

If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in the auditor's report.

We have nothing to report in this regard.



Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Funds' ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Funds or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the financial reporting process of the Funds.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of the Funds.



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- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Funds' ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Funds to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

KPMG LLP

Chartered Professional Accountants, Licensed Public Accountants

Toronto, Canada

March 11, 2024

MDPIM International Equity Pool

Financial Statements

Statements of Financial Position

(in \$000's except for units outstanding and per unit amounts)

	December 31, 2023	December 31, 2022
Assets		
Current assets		
Investments (Note 3, 8 and 9)	\$ 4,275,913	\$ 4,074,693
Cash	117,983	127,063
Dividends and interest receivable	31,294	25,592
Financial derivative instruments (Note 3)	8,724	8,331
Net margin and collateral due from broker on futures contracts	-	1,898
Receivable for investment transactions	7,845	9,630
Subscriptions receivable	991	457
	4,442,750	4,247,664
Liabilities		
Current liabilities		
Accrued expenses (Note 4)	423	77
Payable for investment transactions	1,681	2,593
Deferred income taxes	7	-
Redemptions payable	475	824
Financial derivative instruments (Note 3)	-	1,881
	2,586	5,375
Net assets attributable to holders of redeemable units	\$ 4,440,164	\$ 4,242,289
Number of redeemable units outstanding (see Fund Specific Notes)	190,294,798	205,561,715
Net assets attributable to holders of redeemable units per unit	\$ 23.33	\$ 20.64

Approved by the Board of Directors of MD Financial Management Inc., Trustee



Director
(Signed by Pamela Allen)



Director
(Signed by Brent Currie)

Statements of Comprehensive Income

for the years ended December 31 (in \$000's except for per unit amounts)

	2023	2022
Income		
Net gain (loss) on investments		
Dividends	\$ 136,141	\$ 128,137
Interest for distribution purposes	6,616	2,614
Net realized gain (loss) on sale of investments	154,376	(56,380)
Change in unrealized appreciation (depreciation) of investments	418,049	(607,095)
Net gain (loss) on investments	715,182	(532,724)
Net gain (loss) on derivative instruments		
Net realized gain (loss) on derivative instruments	(40,353)	603
Change in unrealized appreciation (depreciation) of derivative instruments	2,274	(370)
Net gain (loss) on derivatives instruments	(38,079)	233
Other Income		
Foreign exchange gain (loss) on cash	1,230	6,179
Securities lending (see Fund Specific Notes)	770	472
Other	779	133
Total other income	2,779	6,784
Total income (loss)	679,882	(525,707)
Expenses		
Regulatory filing fees	77	96
Investment advisory surcharge (Note 4)	9,523	9,090
Audit fees	8	7
Custodial fees	640	615
Securityholder reporting costs	12	13
Administration fees (Note 4)	184	184
Independent Review Committee (IRC) fees	4	4
Interest expense	18	27
Withholding tax on foreign income	13,947	13,316
Capital Tax	-	(67)
Transaction costs (Note 5)	2,325	2,453
Total expenses	26,738	25,738
Operating expenses absorbed by the Fund Manager (Note 4)	(925)	(919)
Net expenses	25,813	24,819
Increase (decrease) in net assets attributable to holders of redeemable units	\$ 654,069	\$ (550,526)
Increase (decrease) in net assets attributable to holders of redeemable units per unit	\$ 3.36	\$ (2.71)

The accompanying notes are an integral part of these financial statements.

MDPIM International Equity Pool

Financial Statements

Statements of Changes in Net Assets Attributable to Holders of Redeemable Units ("Net Assets")

for the years ended December 31 (in \$000's)

	2023	2022
SERIES A		
Net assets - beginning of year	\$ 4,242,289	\$ 4,660,761
Add (deduct) changes during the year:		
Operations		
Increase (decrease) in net assets attributable to holders of redeemable units	654,069	(550,526)
Redeemable unit transactions		
Proceeds from issue of redeemable units	296,207	665,378
Cash paid for redemption of redeemable units	(744,993)	(527,134)
Units issued on reinvestment of distributions	108,838	100,770
	(339,948)	239,014
Distributions		
From net investment income	(116,246)	(106,960)
	(116,246)	(106,960)
Net assets - end of year	\$ 4,440,164	\$ 4,242,289

Statements of Cash Flows

for the years ended December 31 (in \$000's)

	2023	2022
Cash flows from (used in) operating activities		
Increase (decrease) in net assets attributable to holders of redeemable units	\$ 654,069	\$ (550,526)
Adjustments for:		
Proceeds from sale of investments	1,581,309	1,292,599
Purchase of investments	(1,209,231)	(1,510,573)
Unrealized foreign exchange (gain) loss on cash	(18)	(91)
Net realized (gain) loss on sale of investments	(154,376)	56,380
Change in unrealized (appreciation) depreciation of investments	(418,049)	607,095
Change in unrealized (appreciation) depreciation of derivative instruments	(2,274)	370
Net change in non-cash working capital	(3,451)	(6,402)
Net cash from (used in) operating activities	447,979	(111,148)
Cash flows from (used in) financing activities		
Proceeds from issue of redeemable units	295,673	667,987
Distributions to holders of redeemable units, net of reinvested distribution	(7,408)	(6,190)
Cash paid for redemption of redeemable units	(745,342)	(526,839)
Net cash from (used in) financing activities	(457,077)	134,958
Unrealized foreign exchange gain (loss) on cash	18	91
Net increase (decrease) in cash during the year	(9,080)	23,901
Cash, beginning of year	127,063	103,162
Cash, end of year	\$ 117,983	\$ 127,063
Interest received	6,651	2,163
Dividends received, net of withholding taxes	116,457	110,691

The accompanying notes are an integral part of these financial statements.

MDPIM International Equity Pool

Schedule of Investment Portfolio as at December 31, 2023

(in \$000's except for number of shares)

	Number of Shares	Average Cost (\$)	Fair Value (\$)
DOMESTIC EQUITIES			
Consumer Discretionary (0.4%)			
Magna International Inc.	88,133	5,904	6,900
Restaurant Brands International Inc.	111,949	7,223	11,590
Total for Consumer Discretionary		13,127	18,490
Industrials (0.2%)			
Canadian National Railway Company	63,071	9,395	10,504
Total for Industrials		9,395	10,504
Total for Domestic Equities (0.6%)		22,522	28,994
FOREIGN EQUITIES			
Australia (2.6%)			
Accent Group Limited	945,700	2,060	1,652
ANZ Group Holdings Limited	858,146	21,410	20,033
Bank of Queensland Limited	227,400	1,850	1,246
Beach Energy Limited	555,300	1,332	801
Bendigo and Adelaide Bank Limited	137,800	1,076	1,200
BHP Group Limited	62,269	2,510	2,828
BlueScope Steel Limited	282,797	4,260	5,964
Brambles Limited	243,007	2,583	2,981
Cochlear Limited	54,300	6,932	14,619
Coles Group Limited	219,072	3,438	3,181
CSL Limited	85,000	9,609	21,958
Elders Limited	93,300	1,009	633
Fortescue Ltd	216,285	2,768	5,669
Harvey Norman Holdings Limited	706,200	2,810	2,673
Inghams Group Limited	369,400	1,066	1,319
JB Hi-Fi Limited	36,200	1,444	1,730
McMillan Shakespeare Limited	102,800	1,544	1,480
Metcash Limited	493,600	1,265	1,554
Perseus Mining Limited	718,400	1,072	1,205
Qantas Airways Limited	280,200	1,249	1,354
Rio Tinto Limited	49,900	5,669	6,094
Southern Cross Media Group Limited	21,440	253	19
Stockland	414,900	1,757	1,666
Super Retail Group Limited	207,200	1,648	2,942
Telstra Group Limited	814,937	2,748	2,910
Transurban Group	212,133	2,533	2,620
Washington H. Soul Pattinson & Company Limited	68,842	2,018	2,036
Wesfarmers Limited	72,578	3,721	3,733
Total for Australia		91,634	116,100
Austria (0.5%)			
Erste Group Bank AG	234,565	8,517	12,610
OMV AG	80,170	4,371	4,670
Vienna Insurance Group AG	55,800	2,165	2,161
Voestalpine AG	30,501	1,140	1,275
Total for Austria		16,193	20,716
Belgium (0.4%)			
Ageas SA/NV	32,500	1,859	1,872
Azelis Group NV	320,607	12,515	10,415
Bekaert SA	34,700	1,197	2,362

Percentages shown in brackets relate investments at fair value to net assets of the Fund.

MDPIM International Equity Pool

Schedule of Investment Portfolio as at December 31, 2023

(in \$000's except for number of shares)

	Number of Shares	Average Cost (\$)	Fair Value (\$)
Colruyt Group	30,800	964	1,841
Total for Belgium		16,535	16,490
Bermuda (0.7%)			
Aegon Ltd.	292,400	2,265	2,246
AutoStore Holdings Ltd.	1,737,547	8,162	4,524
Everest Re Group, Ltd.	18,050	4,898	8,457
Jardine Matheson Holdings Limited	236,800	18,067	12,916
PAX Global Technology Limited	1,679,000	1,066	1,727
Vtech Holdings, Ltd.	126,700	1,304	1,015
Yue Yuen Industrial (Holdings) Limited	417,000	1,306	613
Total for Bermuda		37,068	31,498
Brazil (0.3%)			
Banco Bradesco SA ADR	1,407,544	8,497	6,528
Petroleo Brasileiro SA Sponsored ADR	234,955	2,774	4,972
Total for Brazil		11,271	11,500
Cayman Islands (0.5%)			
Baidu, Inc. Sponsored ADR	43,061	8,492	6,795
CK Asset Holdings Limited	650,369	5,348	4,310
CK Hutchison Holdings Limited	707,795	7,089	5,048
Kingboard Holdings Limited	301,000	1,561	952
The United Laboratories International Holdings Limited	2,098,000	2,310	2,494
VSTECs Holdings Limited	1,133,000	1,311	845
WH Group Limited	3,547,500	3,647	3,032
Total for Cayman Islands		29,758	23,476
Chile (0.1%)			
Sociedad Quimica y Minera de Chile SA Sponsored ADR	72,908	4,285	5,818
Total for Chile		4,285	5,818
China (0.3%)			
Anhui Conch Cement Company Limited Cl. H	545,500	3,041	1,681
China Life Insurance Company Limited Cl. H	2,046,000	5,886	3,503
Shanghai Fosun Pharmaceutical (Group) Co., Ltd. Cl. H	986,900	4,259	2,844
Travelsky Technology Limited Cl. H	2,338,000	5,779	5,375
Total for China		18,965	13,403
Colombia (0.3%)			
Bancolombia SA Sponsored ADR	174,078	8,471	7,098
Ecopetrol SA ADR	263,020	4,180	4,154
Total for Colombia		12,651	11,252
Denmark (3.3%)			
A.P. Moller - Maersk A/S Cl. B	1,932	5,366	4,601
Coloplast A/S Series B	159,212	19,623	24,119
D/S Norden A/S	36,000	695	2,268
Danske Bank A/S	110,000	4,357	3,893
DSV A/S	46,849	11,394	10,920
Genmab AS	21,181	11,058	8,940
Novo Nordisk A/S Cl. B	522,154	21,612	71,564
Pandora A/S	45,770	5,357	8,379
Sydbank A/S	46,200	1,807	2,668
Topdanmark A/S	114,640	7,033	7,252
Total for Denmark		88,302	144,604

Percentages shown in brackets relate investments at fair value to net assets of the Fund.

MDPIM International Equity Pool

Schedule of Investment Portfolio as at December 31, 2023

(in \$000's except for number of shares)

	Number of Shares	Average Cost (\$)	Fair Value (\$)
Finland (1.5%)			
Cargotec OYJ Cl. B	26,200	1,272	2,021
Elisa OYJ Series A	39,576	2,890	2,432
KONE OYJ Series B	360,315	22,010	23,892
Konecranes OYJ	30,200	1,333	1,803
Nokia OYJ	379,200	2,828	1,726
Nordea Bank Abp	1,138,770	11,978	18,663
Orion OYJ Series B	31,300	1,739	1,798
Sampo OYJ Series A	236,393	15,315	13,708
TietoEVRY OYJ	20,000	737	632
Valmet OYJ	37,000	1,479	1,414
Total for Finland		61,581	68,089
France (10.4%)			
Air Liquide SA	194,205	25,534	50,059
Air Liquide SA Registered Loyalty Bonus Shares	84,428	12,729	21,751
Antin Infrastructure Partners SA	54,647	1,970	1,104
Arkema SA	14,200	1,656	2,140
AXA SA	502,453	17,609	21,733
BNP Paribas SA	52,500	3,861	4,820
Bouygues SA	94,100	4,577	4,708
Bureau Veritas SA	83,037	3,289	2,781
Capgemini SE	41,308	6,895	11,450
Carrefour SA	71,600	1,981	1,736
Compagnie de Saint-Gobain SA	45,500	2,780	4,458
Compagnie Generale des Etablissements Michelin	36,800	1,377	1,752
Credit Agricole SA	329,440	5,498	6,194
Dassault Systemes SE	361,300	18,848	23,437
Derichebourg	89,900	1,104	672
Edenred	145,207	12,054	11,553
Engie SA	66,600	1,356	1,552
Eurazeo SE	11,352	1,215	1,196
Hermes International	6,705	11,814	18,855
Ipsen SA	14,700	1,912	2,325
Ipsos	26,500	974	2,207
La Francaise des Jeux SAEM	28,265	1,690	1,360
L'Oréal SA	76,722	23,204	50,546
LVMH Moët Hennessy Louis Vuitton SE	69,890	32,774	75,116
Nexity SA	20,000	1,211	495
Orange SA	410,998	6,249	6,196
Renault SA	53,744	2,961	2,914
Rexel SA	87,500	2,009	3,187
Safran SA	135,173	20,990	31,596
Sanofi	54,000	6,553	7,094
Sartorius Stedim Biotech SA	17,886	7,704	6,295
Schneider Electric SE	57,860	7,402	15,437
Societe BIC SA	17,800	1,476	1,637
Societe Generale SA	136,654	5,763	4,828
Teleperformance SE	38,945	13,635	7,543
Television Francaise 1 SA	199,800	2,417	2,092
Thales SA	81,065	13,107	15,886
TotalEnergies SE	373,900	22,918	33,654
Verallia SA	24,300	1,368	1,244
Total for France		312,464	463,603

Percentages shown in brackets relate investments at fair value to net assets of the Fund.

MDPIM International Equity Pool

Schedule of Investment Portfolio as at December 31, 2023

(in \$000's except for number of shares)

	Number of Shares	Average Cost (\$)	Fair Value (\$)
Germany (5.6%)			
adidas AG	90,800	18,493	24,465
Allianz SE Registered Shares	14,809	4,458	5,241
Aurubis AG	14,000	1,164	1,521
BASF SE	125,204	8,953	8,933
Bayer AG Registered Shares	36,100	3,370	1,776
Bayerische Motoren Werke (BMW) AG	62,193	7,226	9,166
Beiersdorf AG	17,898	3,227	3,553
Commerzbank AG	149,008	1,702	2,345
Continental AG	82,543	13,153	9,302
CropEnergies AG	68,300	1,408	1,149
Daimler Truck Holding AG	51,100	2,154	2,543
Deutsche Bank AG Registered Shares	276,638	4,559	5,003
Deutsche Boerse AG	77,554	14,374	21,157
Deutsche Post AG Registered Shares	87,200	3,779	5,724
Deutsche Telekom AG Registered Shares	93,372	2,940	2,971
Fresenius SE & Co. KGaA	31,600	1,916	1,300
Hannover Rueck SE	10,030	3,245	3,175
Heidelberg Materials AG	56,770	5,458	6,721
Henkel AG & Co. KGaA Preferred	29,610	3,284	3,156
Infineon Technologies AG	53,200	1,719	2,940
Jungheinrich AG Preferred	34,000	1,620	1,653
Mercedes-Benz Group AG Registered Shares	83,259	8,126	7,619
Merck KGaA	138,449	28,393	29,179
MTU Aero Engines AG	26,166	7,129	7,473
Muenchener Rueckversicherungs-Gesellschaft AG Registered Shares	8,844	3,382	4,853
Porsche Automobil Holding SE Preferred Non-Voting	40,786	4,081	2,764
ProSiebenSat.1 Media SE	79,000	1,528	640
Rheinmetall AG	39,764	10,513	16,703
SAP SE	206,580	28,834	42,106
Schaeffler AG Preferred	200,600	2,699	1,641
Talanx AG	41,828	2,599	3,955
Volkswagen AG	14,500	3,440	2,513
Volkswagen AG Preferred	20,719	5,238	3,389
Vonovia SE	61,890	3,855	2,584
Total for Germany		218,019	249,213
Hong Kong (1.7%)			
AIA Group Limited	3,471,990	39,916	39,958
CLP Holdings Limited	1,335,500	16,340	14,586
Dah Sing Financial Holdings Limited	91,600	653	248
Hang Lung Properties Limited	4,423,000	13,865	8,132
Henderson Land Development Company Limited	399,034	2,161	1,634
HKT Trust and HKT Limited	1,109,824	1,897	1,759
Link Real Estate Investment Trust	363,014	3,647	2,690
Power Assets Holdings Limited	384,526	2,915	2,950
Sun Hung Kai Properties Limited	187,037	3,396	2,667
Swire Pacific Limited Cl. A	125,490	1,332	1,404
Swire Properties Limited	331,371	1,207	885
Total for Hong Kong		87,329	76,913
India (1.2%)			
HDFC Bank Limited	568,596	11,304	15,451
HDFC Bank Limited ADR	296,869	21,908	26,399

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(in \$000's except for number of shares)

	Number of Shares	Average Cost (\$)	Fair Value (\$)
ICICI Bank Limited ADR	309,803	4,033	9,786
Total for India		37,245	51,636
Ireland (1.4%)			
Accenture PLC Cl. A	35,240	13,093	16,386
Aon PLC Cl. A	77,610	20,143	29,928
Dalata Hotel Group PLC	230,800	1,480	1,557
Icon Public Limited Company	40,230	6,762	15,089
Total for Ireland		41,478	62,960
Isle of Man (0.2%)			
Entain PLC	457,598	6,856	7,659
Total for Isle of Man		6,856	7,659
Israel (0.7%)			
Check Point Software Technologies, Ltd.	66,934	10,002	13,551
CyberArk Software Ltd.	49,159	8,467	14,269
ICL Group Ltd.	217,287	2,715	1,449
Isracard Ltd.	124,501	563	585
Total for Israel		21,747	29,854
Italy (2.0%)			
A2A SPA	982,286	1,837	2,672
Assicurazioni Generali SPA	110,113	2,851	3,078
Buzzi SPA	78,207	1,606	3,151
Eni SPA	239,096	4,314	5,378
FinecoBank Banca Fineco SPA	708,776	14,875	14,111
Leonardo SPA	629,614	6,806	13,764
Mediobanca Banca di Credito Finanziario SPA	290,198	4,191	4,757
Prysmian SPA	184,434	5,862	11,142
Recordati Industria Chimica e Farmaceutica SPA	386,235	24,273	27,640
UniCredit SPA	89,001	2,436	3,199
Unipol Gruppo SPA	250,700	1,589	1,893
Total for Italy		70,640	90,785
Japan (16.8%)			
ADEKA Corporation	59,400	872	1,598
Advantest Corporation	64,853	1,918	2,959
AGC Inc.	48,400	2,217	2,377
Aisin Corporation	41,941	1,900	1,936
Alps Alpine Co., Ltd.	146,500	1,875	1,686
Amada Co., Ltd.	120,700	1,704	1,662
ANA Holdings Inc.	44,178	1,340	1,269
ARCS Company, Limited	65,600	1,949	1,713
BayCurrent Consulting, Inc.	49,200	2,200	2,279
Bridgestone Corp.	58,126	2,969	3,181
Canon Inc.	83,257	2,650	2,828
Capcom Co., Ltd.	48,175	2,233	2,061
Chubu Electric Power Company, Incorporated	191,140	3,250	3,268
Chugai Pharmaceutical Co., Ltd.	349,150	13,981	17,542
Citizen Watch Co., Ltd.	262,100	1,497	2,065
Computer Engineering & Consulting, Ltd.	43,100	859	632
Dai Nippon Printing Co., Ltd.	63,283	1,836	2,474
Daihen Corporation	44,500	1,735	2,690
Daikin Industries, Ltd.	136,360	23,374	29,350

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	Number of Shares	Average Cost (\$)	Fair Value (\$)
Daiwa House Industry Co., Ltd.	142,918	5,456	5,721
Daiwa Securities Group, Inc.	345,903	2,379	3,072
DENSO Corporation	488,300	7,064	9,705
DISCO Corporation	12,296	2,962	4,009
DTS Corporation	33,100	937	1,094
EDION Corporation	134,800	1,775	1,990
FANUC Corporation	696,390	32,421	27,145
Fuji Corporation	55,100	1,259	1,253
Hankyu Hanshin Holdings, Inc.	62,291	2,546	2,624
Hazama Ando Corporation	139,200	1,382	1,457
Hitachi, Ltd.	126,000	5,536	12,066
Honda Motor Co., Ltd.	471,610	6,211	6,460
Hosiden Corporation	104,900	1,439	1,690
Hoya Corporation	240,490	35,553	39,632
Hulic Co., Ltd.	108,780	1,257	1,505
Idemitsu Kosan Co., Ltd.	235,690	1,385	1,701
INPEX Corporation	167,552	2,328	2,992
Isuzu Motors Limited	133,600	1,889	2,271
ITOCHU Corporation	108,259	2,767	5,855
Japan Exchange Group, Inc.	236,300	4,896	6,606
Japan Petroleum Exploration Co., Ltd.	43,100	1,444	2,116
Japan Post Bank Co., Ltd.	235,607	2,387	3,178
Japan Post Holdings Co., Ltd.	260,503	2,621	3,081
Japan Post Insurance Co., Ltd.	57,979	1,368	1,364
JFE Holdings, Inc.	135,551	2,478	2,777
Kajima Corporation	134,622	2,386	2,971
Kamigumi Co., Ltd.	62,500	1,579	1,973
Kanamoto Co., Ltd.	57,500	1,612	1,578
Kandenko Co., Ltd.	86,300	1,025	1,116
Kaneka Corporation	36,100	1,351	1,213
Kanematsu Corporation	108,600	1,158	2,102
Kawasaki Kisen Kaisha, Ltd.	42,191	1,875	2,437
KDDI Corporation	496,605	20,540	20,891
Keyence Corporation	98,530	30,955	57,229
Kintetsu Group Holdings Co., Ltd.	53,291	2,424	2,235
Kirin Holdings Company, Limited	142,544	3,002	2,765
Kohnan Shoji Co., Ltd.	51,700	1,987	1,904
Komatsu, Ltd.	74,100	2,954	2,558
K's Holdings Corporation	102,200	1,285	1,268
Kureha Corporation	76,500	2,066	2,067
Kyocera Corporation	135,240	2,330	2,605
Marubeni Corporation	234,490	2,374	4,889
McDonald's Holdings Company (Japan), Ltd.	23,579	1,314	1,353
MCJ Co., Ltd.	151,200	1,748	1,556
Mebuki Financial Group, Inc.	289,400	1,210	1,163
Megmilk Snow Brand Co., Ltd.	31,500	944	625
Meiji Holdings Co., Ltd.	73,578	2,708	2,312
MIRAIT One Corp.	61,500	1,260	1,072
MISUMI Group Inc.	362,800	12,619	8,108
Mitsubishi Corporation	144,204	1,843	3,043
Mitsubishi Electric Corporation	121,586	1,999	2,274
Mitsubishi Gas Chemical Company, Inc.	83,000	1,412	1,762
Mitsubishi HC Capital Inc.	617,541	4,432	5,487
Mitsubishi UFJ Financial Group, Inc.	556,545	3,908	6,346
Mitsui & Co., Ltd.	108,512	4,938	5,357

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(in \$'000's except for number of shares)

	Number of Shares	Average Cost (\$)	Fair Value (\$)
Mitsui Chemicals, Inc.	57,100	1,846	2,237
Mitsui O.S.K. Lines, Ltd.	99,138	3,521	4,214
Mitsui-Soko Holdings Co., Ltd.	27,300	1,085	1,204
Mizuho Financial Group, Inc.	239,099	4,534	5,419
MonotaRO Co., Ltd.	159,500	3,464	2,300
MS&AD Insurance Group Holdings, Inc.	58,927	2,326	3,064
Murata Manufacturing Co., Ltd.	1,157,600	29,121	32,394
Nichias Corp.	55,400	1,113	1,761
Nichiha Corporation	30,700	1,152	853
NIKON Holdings Co., Ltd.	38,700	1,003	1,118
Nintendo Co., Ltd.	48,001	3,160	3,324
Nippon Express Holdings, Inc.	15,500	1,226	1,165
Nippon Sanso Holdings Corporation	333,100	8,828	11,770
Nippon Soda Co., Ltd.	51,400	1,937	2,617
Nippon Steel Corporation	103,291	2,271	3,127
Nippon Suisan Kaisha, Ltd.	158,800	904	1,133
Nippon Telegraph and Telephone Corporation	3,880,676	4,584	6,278
Nippon Yusen Kabushiki Kaisha	106,461	2,554	4,372
Nissin Foods Holdings Co., Ltd.	49,638	1,618	2,294
Niterra Co., Ltd.	59,100	1,489	1,858
Nomura Holdings, Inc.	295,700	2,002	1,766
Nomura Real Estate Holdings, Inc.	30,918	960	1,075
Nomura Research Institute, Ltd.	237,100	6,868	9,103
Obayashi Corporation	191,604	2,098	2,192
OBIC Co., Ltd.	86,566	16,601	19,697
ONO Pharmaceutical Co., Ltd.	174,705	5,819	4,135
Oracle Corporation Japan	10,722	849	1,094
ORIX Corporation	105,700	2,135	2,624
Osaka Gas Co., Ltd.	108,981	2,416	3,014
Panasonic Holdings Corporation	197,421	2,884	2,565
Renesas Electronics Corporation	102,622	2,264	2,440
Resona Holdings, Inc.	349,829	1,786	2,348
Sankyu Inc.	32,600	1,930	1,583
Santen Pharmaceutical Co., Ltd.	42,600	554	562
Sawai Group Holdings Co., Ltd.	13,200	802	645
SECOM Co., Ltd.	75,900	7,054	7,229
Seino Holdings Co., Ltd.	152,700	2,700	3,064
Sekisui House, Ltd.	109,500	2,735	3,215
Shimadzu Corporation	291,200	12,284	10,752
Shin-Etsu Chemical Co., Ltd.	637,900	12,385	35,320
SMC Corporation	50,320	21,442	35,657
SoftBank Corp.	211,314	3,334	3,490
Sojitz Corporation	102,140	1,768	3,047
Subaru Corporation	99,300	2,053	2,401
Sumitomo Corporation	171,952	3,990	4,970
Sumitomo Forestry Co., Ltd.	58,300	1,249	2,295
Sumitomo Mitsui Financial Group, Inc.	95,394	4,464	6,157
Sumitomo Mitsui Trust Holdings, Inc.	105,866	2,243	2,690
Sumitomo Rubber Industries, Ltd.	110,500	1,552	1,586
Sundrug Co., Ltd.	87,000	4,104	3,700
Systemex Corporation	247,500	21,116	18,223
Takeda Pharmaceutical Company Limited	142,968	5,273	5,438
Terumo Corporation	251,200	10,934	10,862
The Chiba Bank, Ltd.	165,100	1,309	1,577
The Kansai Electric Power Company, Incorporated	205,103	3,661	3,599

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(in \$000's except for number of shares)

	Number of Shares	Average Cost (\$)	Fair Value (\$)
The Yokohama Rubber Company, Limited	80,900	1,785	2,449
Toagosei Co., Ltd.	96,700	1,172	1,244
Tobu Railway Co., Ltd.	53,894	1,705	1,913
Tokai Rika Co., Ltd.	42,100	1,014	857
Tokuyama Corporation	90,700	2,558	2,033
Tokyo Electron, Ltd.	14,971	2,662	3,526
Tokyo Gas Co., Ltd.	118,006	3,004	3,585
Tokyo Seimitsu Co., Ltd.	19,000	1,047	1,538
Toppan, Inc.	75,309	1,723	2,776
Tosoh Corporation	72,782	1,481	1,229
Towa Pharmaceutical Co., Ltd.	16,200	260	358
Toyota Boshoku Corporation	85,500	1,873	1,791
transcosmos inc.	45,200	1,496	1,278
Tsuruha Holdings, Inc.	106,200	13,239	12,885
USS Co., Ltd.	54,421	1,234	1,448
Valor Holdings Co., Ltd.	61,500	1,867	1,408
Yamaha Motor Co., Ltd.	237,294	2,226	2,798
ZOZO, Inc.	37,171	1,472	1,107
Total for Japan		618,509	744,033
Jersey (1.0%)			
Experian PLC	475,800	15,269	25,692
Ferguson PLC	48,271	9,285	12,268
Glencore PLC	349,450	2,749	2,778
Man Group Limited	441,900	1,154	1,732
Total for Jersey		28,457	42,470
Kazakhstan (0.1%)			
Kaspi.kz Joint Stock Company GDR Reg S	33,484	3,793	4,083
Total for Kazakhstan		3,793	4,083
Luxembourg (0.7%)			
ArcelorMittal SA	99,853	3,643	3,752
B&M European Value Retail SA	1,146,638	10,543	10,821
Eurofins Scientific SE	183,791	19,167	15,934
Total for Luxembourg		33,353	30,507
Mexico (0.3%)			
Grupo Financiero Banorte, SAB de CV Cl. O	1,080,400	7,022	14,425
Total for Mexico		7,022	14,425
Netherlands (6.0%)			
ABN AMRO Bank NV CVA	187,200	4,077	3,727
Adyen NV	9,429	15,901	16,106
ASM International NV	11,631	6,726	8,025
ASML Holding NV	81,002	32,463	81,037
ASR Nederland NV	38,800	2,501	2,431
BE Semiconductor Industries NV	18,053	3,215	3,605
CNH Industrial NV	98,100	1,855	1,592
Ferrari NV	42,360	13,551	18,918
Heineken NV	60,630	7,765	8,174
IMCD NV	92,218	18,530	21,321
ING Groep NV	723,290	10,016	14,347
Koninklijke Ahold Delhaize NV	582,043	20,564	22,144
Koninklijke KPN NV	765,783	3,562	3,493

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	Number of Shares	Average Cost (\$)	Fair Value (\$)
NN Group NV	44,900	2,265	2,354
Randstad NV	20,500	1,742	1,703
Signify NV	50,900	2,121	2,259
Stellantis NV	240,084	4,776	7,453
STMicroelectronics NV	54,200	3,161	3,604
Wolters Kluwer NV	234,300	25,914	44,118
Total for Netherlands		180,705	266,411
New Zealand (0.1%)			
Spark New Zealand Limited	520,763	2,100	2,260
Total for New Zealand		2,100	2,260
Norway (1.4%)			
Austevoll Seafood ASA	71,600	1,227	692
DNB Bank ASA	692,697	16,207	19,500
Equinor ASA	362,560	16,820	15,219
Equinor ASA ADR	268,516	7,107	11,257
Norsk Hydro ASA	1,081,600	5,948	9,641
Orkla ASA	360,893	3,957	3,707
Yara International ASA	40,900	2,632	1,926
Total for Norway		53,898	61,942
Panama (0.2%)			
Carnival Corporation	340,391	8,113	8,362
Total for Panama		8,113	8,362
Portugal (0.1%)			
Galp Energia, SGPS, SA	150,587	2,976	2,935
Sonae SGPS SA	1,294,900	1,790	1,714
Total for Portugal		4,766	4,649
Singapore (1.7%)			
Ascendas Real Estate Investment Trust	8,403,303	24,204	25,496
City Developments Limited	148,576	1,092	989
DBS Group Holdings Limited	764,493	17,514	25,593
First Resources Limited	698,000	980	1,001
Jardine Cycle & Carriage Limited	99,500	2,769	2,964
Keppel Corporation Limited	412,414	2,582	2,922
Oversea-Chinese Banking Corporation Limited	264,996	3,019	3,449
Singapore Airlines Limited	420,069	2,465	2,759
Singapore Exchange Limited	249,271	2,382	2,455
Singapore Technologies Engineering Limited	453,268	1,630	1,767
United Overseas Bank Limited	192,565	4,489	5,492
UOL Group Limited	130,197	897	818
Wilmar International, Ltd.	543,849	1,943	1,945
Total for Singapore		65,966	77,650
South Korea (0.6%)			
Samsung Electronics Co., Ltd.	313,445	20,753	25,260
Total for South Korea		20,753	25,260
Spain (2.5%)			
ACS Actividades de Construccion y Servicios SA	59,971	1,798	3,527
Amadeus IT Group, SA	350,562	26,980	33,315
Banco Santander SA	438,800	2,524	2,427
Enagas SA	69,988	2,054	1,565

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	Number of Shares	Average Cost (\$)	Fair Value (\$)
Endesa SA	47,300	1,677	1,278
Iberdrola SA	191,966	3,197	3,327
Indra Sistemas SA	141,000	1,766	2,894
Industria de Diseno Textil, SA	978,774	39,614	56,567
Mapfre, SA	675,400	2,507	1,920
Repsol, SA	310,933	6,884	6,110
Total for Spain		89,001	112,930
Sweden (1.7%)			
Atlas Copco AB Cl. A	668,450	6,746	15,252
Atlas Copco AB Cl. B	936,100	13,945	18,388
Bilia AB Cl. A	124,700	1,861	2,214
Boliden AB	41,800	1,188	1,728
Epiroc AB Series A	273,057	7,509	7,260
Industrivarden AB Cl. A	74,663	2,721	3,232
Investor Aktiebolag Cl. B	144,580	3,683	4,446
Skandinaviska Enskilda Banken AB Series A	114,400	1,621	2,087
SKF AB Series B	85,500	2,179	2,263
Svenska Handelsbanken AB Series A	367,200	4,814	5,281
Swedbank AB Series A	146,900	3,462	3,933
Volvo AB Cl. B	227,900	4,879	7,850
Total for Sweden		54,608	73,934
Switzerland (10.3%)			
ABB Ltd. Registered Shares	63,429	2,648	3,735
Adecco Group AG Registered Shares	35,100	2,535	2,289
Alcon Inc.	176,190	14,064	18,288
Baloise Holding AG Registered Shares	8,600	1,184	1,786
Barry Callebaut AG Registered Shares	970	2,726	2,172
Bucher Industries AG	2,700	1,662	1,503
Chocoladefabriken Lindt & Spruengli AG Registered Shares	17	2,137	2,732
Chubb Limited	65,840	14,438	19,717
Coca-Cola HBC AG DI	93,756	3,227	3,647
Ems-Chemie Holding AG Registered	2,049	2,294	2,199
Forbo Holding AG Registered Shares	700	1,389	1,163
Geberit AG	4,655	3,855	3,964
Holcim AG	89,539	6,621	9,317
Julius Baer Group Ltd.	131,580	10,147	9,797
Kuehne + Nagel International AG Registered Shares	65,809	12,869	30,060
Lonza Group AG Registered Shares	27,600	23,900	15,386
Nestlé SA Registered Shares	397,818	51,734	61,008
Novartis AG Registered Shares	354,382	39,834	47,413
Novartis AG Sponsored ADR	61,370	6,866	8,211
Partners Group Holding AG	11,109	16,516	21,282
Roche Holding AG Non-Voting	212,616	79,606	81,653
Sandoz Group AG	23,340	834	998
Schindler Holding AG Participation Certificate	56,300	15,626	18,670
SGS SA	170,038	20,011	19,459
Sika AG Registered Shares	42,710	10,132	18,491
Swiss Life Holding AG Registered Shares	4,500	3,899	4,145
Swiss Prime Site AG Registered Shares	21,985	2,691	3,116
Swisscom AG Registered Shares	4,131	2,855	3,294
The Swatch Group AG Bearer Shares	4,600	1,489	1,662
UBS Group AG Registered Shares	150,800	3,332	6,206
VAT Group AG	45,551	12,144	30,289

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	Number of Shares	Average Cost (\$)	Fair Value (\$)
Zurich Insurance Group AG	5,013	2,667	3,473
Total for Switzerland		375,932	457,125
Taiwan (2.3%)			
ASE Technology Holding Co., Ltd.	1,837,401	6,282	10,677
Hon Hai Precision Industry Co., Ltd.	1,295,480	5,096	5,839
MediaTek Inc.	260,000	8,580	11,347
Taiwan Semiconductor Manufacturing Company Limited	1,570,000	20,816	40,037
Taiwan Semiconductor Manufacturing Company Limited Sponsored ADR	240,600	9,444	33,156
Total for Taiwan		50,218	101,056
United Kingdom (14.8%)			
3i Group PLC	267,330	4,621	10,904
Admiral Group PLC	202,480	10,019	9,165
Airtel Africa PLC	519,400	1,000	1,142
Allfunds Group PLC	512,526	9,014	4,835
Anglo American PLC	72,600	2,512	2,414
Ashtead Group PLC	345,885	28,956	31,757
AstraZeneca PLC	215,310	37,414	38,425
Auto Trader Group PLC	234,681	2,328	2,855
Aviva PLC	266,400	2,636	1,952
BAE Systems PLC	1,992,895	21,814	37,360
Barclays PLC	5,545,011	13,962	14,311
Barratt Developments PLC	137,000	1,400	1,298
Bellway PLC	27,237	917	1,178
BP PLC	396,173	3,183	3,102
BT Group PLC	880,200	3,572	1,832
Bunzl PLC	521,492	20,988	28,048
Burberry Group PLC	92,385	3,269	2,223
Centrica PLC	2,054,492	6,200	4,871
Coca-Cola Europacific Partners PLC	18,900	1,633	1,671
Compass Group PLC	1,443,915	41,561	52,280
Computacenter PLC	26,451	1,040	1,243
Crest Nicholson Holdings PLC	246,700	1,921	903
Diageo PLC	1,186,184	59,526	57,077
Diploma PLC	233,318	10,097	14,083
Drax Group PLC	293,200	1,648	2,426
Dunelm Group PLC	57,700	731	1,066
Evraz PLC	285,858	2,012	-
GSK PLC	604,810	18,435	14,803
Halma Public Limited Company	215,957	7,732	8,314
Hargreaves Lansdown PLC	102,672	2,456	1,268
HSBC Holdings PLC	337,076	3,499	3,608
InterContinental Hotels Group PLC	192,595	15,218	23,049
Intertek Group PLC	364,610	29,430	26,088
J Sainsbury PLC	596,600	2,573	3,043
Kingfisher PLC	603,700	2,923	2,476
Legal & General Group PLC	454,200	1,922	1,919
Lloyds Banking Group PLC	2,358,300	2,882	1,892
London Stock Exchange Group PLC	163,860	22,857	25,667
Marks and Spencer Group PLC	418,300	2,427	1,921
Mitchells & Butlers PLC	318,400	2,209	1,382
National Grid PLC	148,056	2,618	2,649
Natwest Group PLC	849,493	3,204	3,142
Next PLC	26,060	2,409	3,565

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	Number of Shares	Average Cost (\$)	Fair Value (\$)
OSB Group PLC	332,000	2,332	2,593
Paragon Banking Group PLC	131,800	941	1,547
Pets at Home Group PLC	230,100	1,193	1,237
Prudential PLC	1,447,700	31,161	21,594
Qinetiq Group PLC	304,400	1,504	1,585
RELX PLC	1,165,189	36,158	61,206
Rentokil Initial PLC	1,121,225	10,081	8,438
Rio Tinto PLC	24,953	2,226	2,456
Rio Tinto PLC Sponsored ADR	90,757	6,061	8,954
Shell PLC	525,438	17,114	22,755
Shell PLC ADR	205,499	15,513	17,917
Smiths Group PLC	30,352	851	902
Standard Chartered PLC	242,600	2,163	2,719
Tesco PLC	1,325,645	6,144	6,498
The Sage Group PLC	208,327	4,028	4,118
The Weir Group PLC	301,530	7,322	9,593
Unilever PLC	417,690	31,755	26,796
Vesuvius PLC	124,000	752	1,006
Vistry Group PLC	59,000	1,093	910
Vodafone Group PLC	2,679,151	3,262	3,084
Total for United Kingdom		598,422	659,115
United States (0.2%)			
Southern Copper Corporation	86,257	8,464	9,837
Total for United States		8,464	9,837
Exchange Traded Funds (1.2%)			
iShares Core MSCI EAFE ETF	593,253	53,870	55,301
Total for Exchange Traded Funds		53,870	55,301
Total for Foreign Equities (95.7%)		3,441,971	4,246,919
Total for Investments (96.3%)		3,464,493	4,275,913
Cash and Other Net Assets (3.7%)			164,251
Total Net Assets Attributable to Holders of Redeemable Units (100.0%)			4,440,164

Schedule of Derivative Instruments

(in \$000's)

FORWARD CURRENCY CONTRACTS

Contracts	Pay	Receive	Contract Rate	Due Date	Fair Value (\$)	Counterparty	Rating of the Counterparty*
1	84,065 Canadian Dollar	94,149 Australian dollar	1.120	03/20/2024	1,055	Canadian Imperial Bank of Commerce	A+
1	438,610 Canadian Dollar	46,280,503 Japanese Yen	105.516	03/21/2024	1,051	Bank of Montreal	A+
1	28 Canadian Dollar	2,959 Japanese Yen	106.681	01/04/2024	-	State Street Bank and Trust Co.	AA-
1	57,849 Euro Currency	85,059 Canadian Dollar	1.470	03/20/2024	267	Royal Bank of Canada	AA-
1	493,183 Hong Kong Dollar	85,942 Canadian Dollar	0.174	03/20/2024	2,193	Royal Bank of Canada	AA-
1	206,838 Pound Sterling	352,768 Canadian Dollar	1.706	03/20/2024	3,658	State Street Bank and Trust Co.	AA-
1	33,113 U.S. Dollar	165,335 Brazilian Real	4.993	03/20/2024	897	Royal Bank of Canada	AA-
1	363,675 U.S. Dollar	492,916 Canadian Dollar	1.355	03/20/2024	11,536	Toronto-Dominion Bank	AA-
					20,657		
1	40,641 Canadian Dollar	27,640 Euro Currency	0.680	03/20/2024	(127)	Royal Bank of Canada	AA-
1	23 Canadian Dollar	2,470 Japanese Yen	106.402	01/05/2024	-	State Street Bank and Trust Co.	AA-
1	266,731 Canadian Dollar	156,392 Pound Sterling	0.586	03/20/2024	(2,766)	State Street Bank and Trust Co.	AA-

Percentages shown in brackets relate investments at fair value to net assets of the Fund.

MDPIM International Equity Pool

Schedule of Investment Portfolio as at December 31, 2023

(in \$000's)

Schedule of Derivative Instruments (continued)

Contracts	Pay	Receive	Contract Rate	Due Date	Fair Value (\$)	Counterparty	Rating of the Counterparty*
1	366,855 Canadian Dollar	270,666 U.S. Dollar	0.738	03/20/2024	(8,586)	Toronto-Dominion Bank	AA-
1	19,992,023 Japanese Yen	189,469 Canadian Dollar	0.009	03/21/2024	(454)	Bank of Montreal	A+
					(11,933)		
Total Forward Currency Contracts					8,724		

* Source: Standard & Poor's Credit Rating Agency

MDPIM International Equity Pool

Fund Specific Notes

(in \$000's)

Financial Instruments

MDPIM International Equity Pool (the "Fund") invests in a diversified portfolio of global equity securities as well as derivative contracts as shown in the Schedule of Investment Portfolio. These investments expose the Fund to risks associated with financial instruments. The Fund's exposure and sensitivity to these risks are presented below. A description of the risks and how the Fund manages these risks is discussed in Note 8 of the Notes to the Financial Statements.

Credit Risk

The Fund's credit risk is concentrated in investments in preferred shares and derivative instruments. The Fund's maximum exposure to credit risk is the carrying value of preferred shares as presented on the Schedule of Investment Portfolio as well as the cash presented on the Statements of Financial Position. The Fund's maximum exposure to credit risk from derivative instruments is the carrying value of financial derivative instrument assets as presented on the Statements of Financial Position.

As at December 31, 2023 and December 31, 2022, the Fund invested in preferred shares with the following credit ratings:

Credit Rating	% of Net Assets Attributable to Holders of Redeemable Units December 31, 2023	% of Net Assets Attributable to Holders of Redeemable Units December 31, 2022
Preferred Shares		
Pfd-2	0.2%	0.1%
Unrated	0.1%	0.2%
Total	0.3%	0.3%

All credit ratings are from external credit rating agencies such as Dominion Bond Rating Service, Standard & Poor's and Moody's.

Currency Risk

Exposures to foreign currencies as at December 31, 2023 and December 31, 2022 are presented in the table below.

Currency	Cash and Other Net Assets Attributable to Holders of Redeemable Units	Investments at Fair Value	Derivative Exposure	Net Currency Exposure	% of Net Assets Attributable to Holders of Redeemable Units
December 31, 2023					
U.S. Dollar	\$ 51,604	\$ 372,201	\$ (174,000)	\$ 249,805	5.6%
European Euro	8,474	1,348,277	(44,283)	1,312,468	29.6%
Australian Dollar	345	116,100	85,120	201,565	4.5%
Brazilian Real	-	-	44,727	44,727	1.0%
Danish Krone	2,477	144,604	(12)	147,069	3.3%
Hong Kong Dollar	381	110,353	(83,584)	27,150	0.6%
Indian Rupee	(6)	15,451	-	15,445	0.3%
Israeli Shekel	29	2,034	-	2,063	0.0%
Japanese Yen	1,621	744,033	249,790	995,444	22.4%
Mexican Peso	-	14,425	-	14,425	0.3%

Currency	Cash and Other Net Assets Attributable to Holders of Redeemable Units	Investments at Fair Value	Derivative Exposure	Net Currency Exposure	% of Net Assets Attributable to Holders of Redeemable Units
New Taiwan Dollar	161	67,900	-	68,061	1.5%
New Zealand Dollar	5	2,260	-	2,265	0.1%
Norwegian Krone	387	55,208	-	55,595	1.3%
British Pound	1,214	644,604	(85,145)	560,673	12.6%
Singapore Dollar	372	77,650	-	78,022	1.8%
South Korean Won	-	25,260	-	25,260	0.6%
Swedish Krona	72	92,597	-	92,669	2.1%
Swiss Franc	18,139	425,551	-	443,690	10.0%
Total	\$ 85,275	\$ 4,258,508	\$ (7,387)	\$ 4,336,396	97.6%

December 31, 2022

U.S. Dollar	\$ 51,243	\$ 301,761	\$ (7,642)	\$ 345,362	8.1%
European Euro	11,263	1,245,289	(176,112)	1,080,440	25.5%
Australian Dollar	425	126,598	-	127,023	3.0%
Brazilian Real	-	-	41,824	41,824	1.0%
Danish Krone	1,773	194,386	-	196,159	4.6%
Hong Kong Dollar	431	182,565	(36)	182,960	4.3%
Indian Rupee	-	15,169	-	15,169	0.4%
Israeli Shekel	123	15,141	-	15,264	0.4%
Japanese Yen	3,004	702,077	88,434	793,515	18.7%
Mexican Peso	6	17,143	41,292	58,441	1.4%
New Taiwan Dollar	164	55,935	-	56,099	1.3%
New Zealand Dollar	5	2,608	-	2,613	0.1%
Norwegian Krone	101	65,787	10	65,898	1.6%
British Pound	1,727	530,085	(252,926)	278,886	6.6%
Singapore Dollar	91	87,525	-	87,616	2.1%
South Korean Won	7	22,379	-	22,386	0.5%
Swedish Krona	742	87,773	(224)	88,291	2.1%
Swiss Franc	13,910	406,445	260,028	680,383	16.0%
Total	\$ 85,015	\$ 4,058,666	\$ (5,352)	\$ 4,138,329	97.7%

As at December 31, 2023, if the Canadian Dollar had strengthened against all other currencies by 10%, the Net Assets Attributable to Holders of Redeemable Units of the Fund could have decreased by approximately \$433,640 or 9.8% of Net Assets Attributable to Holders of Redeemable Units (December 31, 2022 - \$413,833 or 9.8%). Conversely, had the Canadian Dollar weakened against all other currencies by 10%, the Net Assets Attributable to Holders of Redeemable Units of the Fund could have increased by approximately \$433,640 or 9.8% of Net Assets Attributable to Holders of Redeemable Units (December 31, 2022 - \$413,833 or 9.8%). These sensitivities are estimates. Actual results may vary and the variance may be material.

Interest Rate Risk

The majority of the Fund's financial assets are non-interest bearing. The maturity dates of the interest-bearing assets held by the Fund are less than one year. Therefore, the Fund's exposure to interest rate risk is not significant.

MDPIM International Equity Pool

Fund Specific Notes

(in \$000's)

Liquidity Risk

The Fund's financial liabilities are all due within one year. Redeemable units are redeemable on demand at the holder's option; however, the Fund does not expect the contractual maturity will be representative of the actual cash outflows, as holders of these instruments typically retain them for a longer period.

Other Price Risk

As at December 31, 2023, 96.3% (December 31, 2022 - 96.0%) of the Fund's Net Assets Attributable to Holders of Redeemable Units were invested in equity financial instruments traded in active markets. If prices of securities traded on these markets decrease by 10%, with all other factors remaining constant, Net Assets Attributable to Holders of Redeemable Units could fall by approximately \$427,591 (December 31, 2022 - \$407,469). Conversely, if prices increase by 10%, Net Assets Attributable to Holders of Redeemable Units could rise by approximately \$427,591 (December 31, 2022 - \$407,469). These sensitivities are estimates. Actual results may vary and the variance may be significant.

Concentration Risk

Concentration risk arises as a result of the concentration of exposures within the same category. The following table summarizes the Fund's concentration risk as a percentage of Net Assets Attributable to Holders of Redeemable Units:

Market Segment	December 31, 2023	December 31, 2022
Domestic Equities		
Consumer Discretionary	0.4%	0.4%
Industrials	0.2%	0.2%
Foreign Equities		
Australia	2.6%	3.0%
Austria	0.5%	0.5%
Belgium	0.4%	0.5%
Bermuda	0.7%	0.9%
Brazil	0.3%	0.2%
Cayman Islands	0.5%	1.5%
Chile	0.1%	0.2%
China	0.3%	0.4%
Colombia	0.3%	0.3%
Cyprus	-	0.0%
Denmark	3.3%	4.6%
Finland	1.5%	1.8%
France	10.4%	10.8%
Germany	5.6%	5.9%
Hong Kong	1.7%	2.4%
India	1.2%	1.2%
Ireland	1.4%	1.2%
Isle of Man	0.2%	0.2%
Israel	0.7%	0.9%
Italy	2.0%	1.8%
Japan	16.8%	16.5%
Jersey	1.0%	0.9%
Kazakhstan	0.1%	0.1%
Luxembourg	0.7%	0.9%
Mexico	0.3%	0.4%
Netherlands	6.0%	5.0%

Market Segment	December 31, 2023	December 31, 2022
New Zealand	0.1%	0.1%
Norway	1.4%	1.7%
Panama	0.2%	-
Portugal	0.1%	0.0%
Singapore	1.7%	2.1%
South Korea	0.6%	0.5%
Spain	2.5%	1.8%
Sweden	1.7%	1.7%
Switzerland	10.3%	10.2%
Taiwan	2.3%	2.0%
United Kingdom	14.8%	13.0%
United States	0.2%	0.2%
Exchange Traded Funds	1.2%	0.0%
Cash and Other Net Assets (Liabilities)	3.7%	4.0%
Total	100.0%	100.0%

Fair Value Hierarchy

The following is a summary of the Fund's use of quoted market prices (Level 1), internal models using observable market information as inputs (Level 2), and internal models without observable market information (Level 3) in the valuation of the Fund's securities. The inputs or methodologies used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	(Level 3)	Total
December 31, 2023				
Domestic Equities	\$ 28,994	\$ -	\$ -	\$ 28,994
Foreign Equities	379,788	3,867,131	-	4,246,919
Financial Derivative Instruments – Assets	-	8,724	-	8,724
Total	\$ 408,782	\$ 3,875,855	\$ -	\$ 4,284,637
December 31, 2022				
Domestic Equities	\$ 27,182	\$ -	\$ -	\$ 27,182
Foreign Equities	4,047,511	-	-	4,047,511
Financial Derivative Instruments – Assets	-	8,331	-	8,331
Financial Derivative Instruments – Liabilities	-	(1,881)	-	(1,881)
Total	\$ 4,074,693	\$ 6,450	\$ -	\$ 4,081,143

For the period from January 1, 2023 to December 31, 2023, equity investments of approximately \$3,511,998 were transferred from Level 1 to Level 2. Transfers are primarily attributable to the valuation techniques used for foreign equity securities, as discussed in the accompanying Notes to Financial Statements. For the period from January 1, 2022 to December 31, 2022, Russian related assets of \$286 were transferred from Level 1 to Level 2 and subsequently, \$39 were transferred from Level 2 to Level 3. The transfers were due to trading restrictions and economic sanctions on Russian related assets held by the Fund. As at December 31, 2023 and December 31, 2022, Russian related assets held by the Fund are valued at \$nil as trading restrictions and default risk have increased volatility and liquidity concerns.

MDPIM International Equity Pool

Fund Specific Notes

(in \$000's)

Level 3 Reconciliation

The following is a reconciliation of investments measured at fair value using internal models without observable market information (Level 3) for the period from January 1, 2023 to December 31, 2023 and January 1, 2022 to December 31, 2022.

	2023	2022
Beginning balance	-	-
Purchases	-	-
Sales	(473)	-
Transfer into Level 3	-	22
Transfer out of Level 3	-	-
Realized gain (loss) on sale of investments	(1,590)	-
Change in unrealized appreciation (depreciation) of investments	2,063	(22)
Ending Balance	-	-
Net change in unrealized appreciation (depreciation) during the period for assets held at year end	-	(22)

MDPIM International Equity Pool

Fund Specific Notes

Redeemable Unit Transactions

for the years ended December 31

	2023	2022
SERIES A		
Outstanding, beginning of year	205,561,715	193,648,588
Issued	18,245,085	37,743,825
Redeemed	(33,512,002)	(25,830,698)
Outstanding, end of year	190,294,798	205,561,715

Securities on Loan

(in \$000's)	December 31, 2023	December 31, 2022
Fair value of securities loaned	\$ 39,879	\$ 32,171
Fair value of collateral (non-cash)	\$ 41,919	\$ 33,814

State Street Bank and Trust Co. is entitled to receive payments out of the gross amount generated from the securities lending transactions of the Fund and bears all operational costs directly related to securities lending as well as the cost of borrower default indemnification.

The table below sets out a reconciliation of the gross amount generated from the securities lending transactions of the Fund to the revenue from securities lending disclosed under securities lending income in the Fund's Statements of Comprehensive Income.

for the years ended December 31 (in \$000's)	2023	2022
Gross amount generated from the securities lending transactions	\$ 955	\$ 597
Amounts paid to State Street Bank and Trust Co.	\$ (185)	\$ (125)
Net securities lending income as reported in the Statements of Comprehensive Income	\$ 770	\$ 472

Investment in Unconsolidated Structured Entities

as at December 31, 2023

Investee Fund	Fair Value (in \$000's)	Ownership % in the Investee Funds
iShares Core MSCI EAFE ETF	55,301	0.0%

as at December 31, 2022

Investee Fund	Fair Value (in \$000's)	Ownership % in the Investee Funds
iShares Core MSCI EAFE ETF	483	0.0%

Amounts Subject to Master Netting Arrangements

(in \$000's)

In the normal course of business, the Fund enters into various enforceable master netting arrangements with its derivative counterparties.

The following tables present the Fund's financial assets and liabilities subject to enforceable master netting arrangements. The tables are presented by financial instrument type.

FINANCIAL ASSETS

	Gross Asset	Gross Liabilities Offset	Net Amounts Presented	Financial Instruments Eligible for Offset	Net
December 31, 2023					
Forward currency contracts	\$ 20,657	\$ 11,933	\$ 8,724	\$ -	\$ 8,724
Total	\$ 20,657	\$ 11,933	\$ 8,724	\$ -	\$ 8,724

December 31, 2022

Forward currency contracts	\$ 21,687	\$ 13,356	\$ 8,331	\$ -	\$ 8,331
Total	\$ 21,687	\$ 13,356	\$ 8,331	\$ -	\$ 8,331

FINANCIAL LIABILITIES

	Gross Liability	Gross Asset Offset	Net Amounts Presented	Financial Instruments Eligible for Offset	Net
December 31, 2023					
Forward currency contracts	\$ 11,933	\$ 11,933	\$ -	\$ -	\$ -
Total	\$ 11,933	\$ 11,933	\$ -	\$ -	\$ -

December 31, 2022

Forward currency contracts	\$ 15,237	\$ 13,356	\$ 1,881	\$ -	\$ 1,881
Total	\$ 15,237	\$ 13,356	\$ 1,881	\$ -	\$ 1,881

Notes to Financial Statements

For 12 months ended December 31, 2023 and 2022

1. Name and formation of the Funds

ESTABLISHMENT OF THE FUNDS

The MDPIIM Pooled Funds (individually a “Fund” and collectively the “Funds”) are unincorporated mutual fund trusts formed under the laws of the province of Ontario pursuant to the Declarations of Trust, and the creation dates are as follows:

	Series A Units	Private Trust Units	Series D Units	Series I Units	Series F Units
MDPIIM Short-Term Bond Pool	December 6, 2002				
MDPIIM Bond Pool	March 24, 2010				
MDPIIM Dividend Pool	January 4, 2007				
MDPIIM Strategic Yield Pool	January 23, 2013				
MDPIIM Canadian Equity Pool	June 16, 1999	August 9, 2000			
MDPIIM US Equity Pool	August 6, 1999	August 9, 2000			
MDPIIM International Equity Pool	December 6, 2002				
MDPIIM Strategic Opportunities Pool	January 23, 2013				
MDPIIM Emerging Markets Equity Pool	April 11, 2014		March 19, 2018	March 19, 2018	March 19, 2018
MDPIIM S&P/TSX Capped Composite Index Pool	March 20, 2017				November 21, 2017
MDPIIM S&P 500 Index Pool	March 20, 2017				November 21, 2017
MDPIIM International Equity Index Pool	March 20, 2017				November 21, 2017

On June 14, 2019, the name of MDPIIM Canadian Bond Pool was changed to MDPIIM Short-Term Bond Pool and MDPIIM Canadian Long Term Bond Pool was changed to MDPIIM Bond Pool.

MD Financial Management Inc. (“the Manager”) is the Manager and Trustee of the Funds. The Manager is a wholly-owned subsidiary of The Bank of Nova Scotia (“Scotiabank”). The address of the Funds’ registered office is 1870 Alta Vista, Ottawa, Ontario.

The financial statements of the Funds include the Statements of Financial Position as of December 31, 2023 and December 31, 2022, as applicable, and the Statements of Comprehensive Income, the Statements of Changes in Net Assets Attributable to Holders of Redeemable Units or Shares and the Statements of Cash Flows for the periods ended December 31, 2023 and 2022, except for Funds established during either period, in which case the information provided relates to the period from creation date to December 31, 2023 or 2022. The Schedule of Investment Portfolio for each of the Funds is at December 31, 2023.

These financial statements were authorized for issue by the Manager on March 11, 2024.

SERIES OF UNITS

All MDPIIM Pooled Funds offer either “Private Trust Series” or “Series A” units which may be purchased by either MD Private Investment Counsel (an operating division of MD Financial Management Inc.) or MD Private Trust Company clients who have appointed MD Private Investment Counsel to provide discretionary portfolio management services and advice to them or MD Private Trust Company to provide trust services.

The MDPIIM Canadian Equity Pool and MDPIIM US Equity Pool “Series A” units are available to all qualified investors. These units are closed to new subscribers. Investors holding “Series A” units of these Funds are allowed to hold their units, as well as subscribe for additional “Series A” units of the Funds.

“Series D” units are available to qualified investors who acquire securities through an order execution only trading platform approved by MD Management Limited.

“Series F” units are available to all MD Management Ltd. clients who are qualified eligible investors and who have a fee-based account with MD Management Ltd.

“Series I” units were established to support the MD Precision Conservative Portfolio, the MD Precision Moderate Balanced Portfolio, the MD Precision Balanced Growth Portfolio, the MD Precision Maximum Growth Portfolio, the MD Precision Balanced Income Portfolio and the MD Precision Moderate Growth Portfolio. These units are only available to the six Funds listed above and certain institutional investors, and are not charged management fees.

2. Basis of presentation

These financial statements have been prepared in compliance with IFRS Accounting Standards. The preparation of these financial statements in accordance with IFRS Accounting Standards requires the use of judgment in applying accounting policies and to make estimates and assumptions concerning the future. Significant accounting judgments and estimates made by the Manager are disclosed in Note 7.

Notes to Financial Statements

For 12 months ended December 31, 2023 and 2022

3. Material accounting policy information

FUNCTIONAL AND PRESENTATION CURRENCY

The financial statements are presented in Canadian dollars, which is the Funds' functional currency. Cash, investments and other assets and liabilities denominated in foreign currencies are translated into Canadian dollars at the rate of exchange prevailing on each valuation date. Transactions during the year in currencies other than Canadian dollars are translated into Canadian dollars at the rate of exchange prevailing on the trade date of the transaction. The difference in the foreign exchange rate between trade date and settlement date of a transaction is recognized in income on the Statements of Comprehensive Income. Foreign exchange gains and losses relating to cash are presented as "Foreign exchange gain (loss) on cash" and those relating to other financial assets and liabilities are presented within net gains or losses on the sale of investments or derivatives.

All financial information is presented in Canadian dollars and has been rounded to the nearest thousand, unless otherwise stated.

FINANCIAL INSTRUMENTS

The Funds classify and measure financial instruments in accordance with IFRS 9 "Financial Instruments" (IFRS 9). All financial assets and liabilities are recognized in the Statements of Financial Position when the Funds become party to the contractual requirements of the instrument. Financial instruments are derecognized when the right to receive cash flows from the instrument has expired or the Funds have transferred substantially all the risks and rewards of ownership. As such, investment purchase and sale transactions are recorded as of the trade date.

The Funds classify investments, including derivatives, as fair value through profit or loss (FVTPL). Investment classification is based on both the Funds' business model for managing those investments and their contractual cash flow characteristics. The portfolio of investments is managed and performance is evaluated on a fair value basis in accordance with the Funds' investment strategy. The Funds are primarily focused on fair value information and use that information to assess performance and to make decisions. The contractual cash flows of the Funds' debt securities are generally principal and interest, however, the collection of contractual cash flows is only incidental to achieving the Funds' business model's objective. Consequently, all investments are measured at FVTPL. Subsequent to initial recognition, investments, including derivatives, are measured at FVTPL. Gains and losses arising from changes in the fair value are included in the Statements of Comprehensive Income for the years in which they arise.

The Funds' obligation for net assets attributable to holders of redeemable units is measured at FVTPL, with fair value being the redemption amount at the reporting date.

Cash is measured at fair value upon recognition and subsequently at amortized cost.

Other financial assets and liabilities, such as accrued interest and dividends receivable, accounts receivable for investment transactions, subscriptions receivable, amounts receivable for securities lending transactions, distributions payable, accounts payable for investment transactions and redemptions payable are recognized initially at fair value, net of transaction costs, and subsequently stated at amortized cost using the effective interest rate method. Under this method, these financial assets and liabilities reflect the amount required to be received or paid, discounted, when appropriate, at the contracts' effective interest rate.

NET ASSETS VERSUS NET ASSET VALUE

The Funds' accounting policies for measuring the fair value of their investments and derivatives are identical to those used in measuring the net asset value (NAV) for transactions with unitholders in accordance with Part 14 of National Instruments 81-106 Investment Funds for Continuous Disclosure ("NI 81-106").

INCOME RECOGNITION

Gains and losses arising from changes in fair value of non-derivative financial assets are shown in the Statements of Comprehensive Income as "Change in unrealized appreciation (depreciation) of investments" and as "Net realized gain (loss) on sale of investments" when positions are sold.

Gains and losses arising from changes in fair value of derivatives are shown in the Statements of Comprehensive Income as "Change in unrealized appreciation (depreciation) on derivative instruments" and as Net realized gain (loss) on derivative instruments" when positions are closed out or have expired, where applicable.

The interest for distribution purposes shown on the Statements of Comprehensive Income represents the coupon interest received by the Funds, accounted for on an accrual basis. Dividend income and distributions to unitholders are recorded on the ex-dividend date. Distributions from underlying funds out of interest, foreign income and related withholding taxes, Canadian dividends and net realized capital gains are recognized when declared. Realized gains or losses from investment transactions and the unrealized appreciation or depreciation of investments are computed on an average cost basis, which exclude brokerage commissions and other trading expenses. Brokerage commissions and other trading expenses are charged to income as incurred.

OFFSETTING FINANCIAL INSTRUMENTS

Financial assets and liabilities are offset and the net amount reported in the Statements of Financial Position when the Funds currently have a legally enforceable right to set-off the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. In the normal course of business, the Funds may enter into various master netting agreements or similar agreements that do not meet the criteria for offsetting in the Statements of Financial Position but still allow for the related amounts to be set off in certain circumstances, such as bankruptcy or termination of the contracts. Financial assets and liabilities that are subject to master netting or comparable agreements and the related potential effect of offsetting are disclosed in the respective Fund Specific Notes.

Notes to Financial Statements

For 12 months ended December 31, 2023 and 2022

Transactions with counterparties are governed by separate master netting agreements. Each agreement allows for net settlement of certain open contracts where the Fund and respective counterparty both elect to settle on a net basis. In the absence of such an election, contracts will be settled on a gross basis. However, each party to the master netting agreement will have the option to settle all open contracts on a net basis in the event of default of the other party.

NON-CASH TRANSACTIONS

Non-cash transactions on the Statements of Cash Flows include reinvested distributions from the underlying mutual funds and stock dividends from equity investments. These amounts represent non-cash income recognized in the Statements of Comprehensive Income. In addition, reclassifications between series of the same fund are also non-cash in nature and have been excluded from "Proceeds from issue of redeemable units" and "Cash paid on redemption of redeemable units" on the Statements of Cash Flows.

FAIR VALUE MEASUREMENT

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Investments are categorized as FVTPL and are recorded at fair value. In the case of securities traded in an active market, fair value is based on quoted market prices at the close of trading on the reporting date as provided by independent pricing services. The Funds use the last traded market price for both financial assets and financial liabilities where the last traded price falls within the day's bid-ask spread. In circumstances where the last traded price is not within the bid-ask spread, the Manager determines the point within the bid-ask spread that is most representative of fair value based on the specific facts and circumstances. In the case of investments not traded in an active market, or for those securities for which the Manager feels the latest market prices are not reliable, fair value is estimated based on valuation techniques established by the Manager. Valuation techniques established by the Manager are based on observable market data except in situations where there is no relevant or reliable market data. The value of securities estimated using valuation techniques not based on observable market data, if any, is disclosed in the Financial Instruments Risks section of the financial statements.

FINANCIAL DERIVATIVES INSTRUMENTS

A derivative is a financial contract between two parties, the value of which is derived from the value of an underlying asset such as an equity, bond, commodity, interest rate or currency. Certain Funds may use derivatives, such as options, futures, forward contracts, swap contracts, and other similar instruments, in a manner considered appropriate to achieving the Fund's investment objectives. Derivatives may be used to protect a security price, currency exchange rate or interest rate from negative changes (hedging) or to provide exposure to securities, indices, or currencies without investing in them directly (non-hedging). Derivatives contain various risks including the potential inability for the counterparty to fulfil their obligations under the terms of the contract, the potential for illiquid markets and the potential price risk which may expose the Funds to gains and/or losses in excess of the amounts shown on the Statements of Financial Position. Derivatives with unrealized gains are reported as financial derivative instruments under current assets and derivatives with unrealized losses are reported as financial derivative instruments under current liabilities.

Forward Currency Contracts

Certain Funds may enter into forward currency contracts for either hedging or non-hedging purposes where such activity is consistent with their investment objectives and as permitted by the Canadian securities regulatory authorities. A forward currency contract is an agreement between two parties to buy and sell a currency at a set price on a future date. Investments in forward currency contracts are entered into with approved counterparties and are recorded at fair value. The fair value of a forward currency contract fluctuates with changes in foreign currency exchange rates. The fair value of forward currency contracts is reported as financial derivative instruments in the Statements of Financial Position. Forward currency contracts are marked to market daily and the changes in fair value of forward currency contracts are recorded in "Change in unrealized appreciation (depreciation) of derivative instruments". Upon closing of the contracts, the accumulated gains or losses are reported in "Net realized gain (loss) on sale of derivative instruments". The contractual amounts of open contracts are disclosed in the Schedule of Investment Portfolio in the Schedule of Derivative Instruments.

Futures Contracts

Futures contracts are valued on each valuation day using the closing market price posted on the related public exchange. The fair value of future contracts is reported as "Financial Derivative Instruments" in the Statements of Financial Position. All gains or losses arising from futures contracts are recorded as part of "Change in unrealized appreciation (depreciation) of derivative instruments" in the Statements of Comprehensive Income until the contracts are closed out or expire, at which time the gains or losses are realized and reported as "Net realized gain (loss) on derivative instruments".

Credit Default Swaps

Certain Funds may enter into credit default swap contracts, primarily to manage and/or gain exposure to credit risk where such activity is consistent with their investment objectives and as permitted by the Canadian securities regulatory authorities. A credit default swap is an agreement between the Fund and a counterparty whereby the buyer of the contract receives credit protection and the seller of the contract guarantees the credit worthiness of a referenced debt obligation. The underlying referenced debt obligation may be a single issuer of corporate or sovereign debt, a credit index, or a tranche of a credit index. The credit risk exposure of a Fund to the referenced asset is comparable to the exposure that would have resulted if the Fund were invested directly in the referenced debt obligation. If the Funds are buyers of protection and a credit event occurs, as defined under the terms of that particular swap agreement, the Funds will either (i) receive the notional amount of the credit default swap contract from the seller in exchange for the referenced debt obligation or (ii) receive a net settlement amount equal to the notional amount of the credit default swap contract less the recovery amount of value of the referenced debt obligation. If the Funds are sellers of protection and a credit event occurs, as defined under the terms of that particular swap agreement, the Funds will either (i) pay to the buyer of protection an amount equal to the notional amount of the swap and take delivery of the referenced obligation, other deliverable obligations or underlying securities comprising the referenced index or (ii) pay a net settlement amount in the form of cash or securities equal to the notional amount of the swap less the recovery value of the referenced obligation or underlying securities comprising the referenced index. The maximum credit risk to the Fund as a seller of protection is the notional amount of the contract.

Notes to Financial Statements

For 12 months ended December 31, 2023 and 2022

Over the term of the contract, the buyer pays the seller a periodic stream of payments, provided that no event of default has occurred. Such periodic payments paid or received are accrued daily and are included in the Statements of Comprehensive Income in Net Interest Income (Expense) from Swap Contracts. Credit Default Swaps are disclosed in the Schedule of Derivative Instruments. The change in value of a credit default swap contract and any upfront premium paid or received is included in the Statements of Financial Position as Financial Derivative Instruments. When the credit default swap contracts are closed out, gains or losses, including upfront premiums, are realized and included in the Statements of Comprehensive Income in "Net realized gain (loss) on derivative instruments". Pursuant to the terms of the credit default swap contract, cash or securities may be required to be deposited as collateral.

Interest Rate Swaps

Certain Funds may enter into interest rate swap contracts, primarily to manage and/or gain exposure to fluctuations in interest rates. An interest rate swap is an agreement between the Fund and a counterparty whereby the parties agree to exchange a fixed payment for a floating payment that is linked to an interest rate and an agreed upon notional amount.

Over the term of the contract, each party will pay to the other party a periodic stream of payments. Such periodic payments paid or received are accrued daily and are included in the Statements of Comprehensive Income in Net Interest Income (Expense) from Swap Contracts. Interest Rate Swaps are disclosed in the Schedule of Derivative Instruments. The change in value of an interest rate swap contract and any upfront premium paid or received is included in the Statements of Financial Position as Financial Derivative Instruments. When the interest rate swap contracts are closed out, gains or losses, as well as any upfront premiums, are realized and included in the Statements of Comprehensive Income in Net realized gain (loss) on derivative instruments.

Total Return Swaps

Certain Funds may enter into total return swap contracts primarily to manage and/or gain exposure to the underlying reference asset. An total return swap is an agreement between the Fund and a counterparty where single or multiple cash flows are exchanged based on the price of an underlying reference asset and based on a fixed or variable rate.

Over the term of the contract, the Funds will pay to the counterparty a periodic stream of payments based on fixed or variable rate. Such periodic payments paid are accrued daily and are included in the Statements of Comprehensive Income in Net Interest Income (Expense) from Swap Contracts. At the maturity date, a net cash flow is exchanged where the total return is equivalent to the return of the underlying reference asset less a financing rate, if any. As a receiver, the Funds would receive payments based on any net positive total return and would owe payments in the event of a net negative total return. Total return swaps are disclosed in the Schedule of Derivative Instruments. The change in value of an total return swap contract is included in the Statements of Financial Position as Financial Derivative Instruments. When the total return swap contracts are closed out, gains or losses are realized and included in the Statements of Comprehensive Income in Net realized gain (loss) on derivative instruments.

Cross Currency Swaps

Certain Funds may enter into cross currency swap contracts, primarily to manage and/or gain exposure to currency risk. A cross currency swap is an agreement between the Fund and a counterparty whereby the parties agree to exchange interest payments and principal on loans denominated in two different currencies.

Over the term of the contract, each party will pay to the other party a periodic stream of payments. Such periodic payments paid or received are accrued daily and are included in the Statements of Comprehensive Income in Net Interest Income (Expense) from Swap Contracts. Cross currency swaps are disclosed in the Schedule of Derivative Instruments. The change in value of a cross currency swap contract and any upfront premium paid or received is included in the Statements of Financial Position as Financial Derivative Instruments. When the cross currency swap contracts are closed out, gains or losses, as well as any upfront premiums, are realized and included in the Statements of Comprehensive Income in Net realized gain (loss) on derivative instruments.

Foreign Currency Option Contracts

Certain Funds may purchase foreign currency options. Purchasing foreign currency options gives the Fund the right, but not the obligation to buy or sell the currency and will specify the amount of currency and a rate of exchange that may be exercised by a specified date. These options may be used as a hedge against possible variations in foreign exchange rates or to gain exposure to foreign currencies.

Foreign currency option contracts are disclosed in the Schedule of Derivative Instruments. The change in value of a foreign currency option contract and any premiums paid are included in the Statements of Financial Position as Financial Derivative Instruments. When the foreign currency option contracts are closed out, gains or losses, as well as any premiums paid, are realized and included in the Statements of Comprehensive Income in Net realized gain (loss) on derivative instruments.

CAPITAL RISK MANAGEMENT

Units issued and outstanding are considered to be the capital of the Funds. The Funds do not have any specific capital requirements on the subscription and redemption of units, other than certain minimum subscription. The Funds' units are offered for sale on any business day and may be redeemed or issued at the Net Asset Value (NAV) per unit for the respective series on that business day. A business day refers to any day the Toronto Stock Exchange is open for business. The NAV for each series is computed daily by calculating the value of that series' proportionate share of net assets and liabilities of the Fund common to all series less liabilities attributable to that series. Expenses directly attributable to a series are charged to that series. Assets, common liabilities, revenues and other expenses are allocated proportionately to each series based upon the relative NAVs of each series. The NAV per unit is determined by dividing the NAV of each series of a Fund by the total number of units of that series outstanding.

INCREASE (DECREASE) IN NET ASSETS ATTRIBUTABLE TO HOLDERS OF REDEEMABLE UNITS PER UNIT

"Increase (decrease) in net assets attributable to holders of redeemable units per unit" in the Statements of Comprehensive Income represents the increase or decrease in net assets attributable to holders of redeemable units attributable to each series of units for the year, divided by the weighted average units outstanding in that series during the year.

Notes to Financial Statements

For 12 months ended December 31, 2023 and 2022

SECURITIES LENDING TRANSACTIONS

A Fund may lend portfolio securities to earn additional income through a securities lending agreement with its custodian. The aggregate market value of all securities loaned by the Fund cannot exceed 50% of the assets of the Fund. The Fund receives collateral in the form of securities deemed acceptable under National Instrument 81-102, "Mutual Funds" ("NI81-102") of at least 102% of the fair value of securities on loan. Collateral held is typically government and corporate bonds.

Income from securities lending is recorded as "Securities lending" on a monthly basis when it is receivable. Securities lending details are listed in Securities on Loan included in the Fund Specific Notes. The securities lending agent earns 20% of the gross income generated through any securities lending transactions in the Funds.

REDEEMABLE UNITS

Certain Funds issue different series of redeemable units, which are redeemable at the holder's option and do not have identical rights. Such units are classified as financial liabilities. Redeemable units can be put back to the Funds at any date for cash equal to a proportionate share of the Funds' net asset value attributable to the series. The redeemable units are carried at the redemption amount that is payable at the Statements of Financial Position date if the holder exercises the right to put the unit back to the Funds. Funds with only one series do not meet the criteria to be classified as equity as they impose on the Fund the obligation to deliver cash other than on redemption. Each such Fund must distribute its taxable income to unitholders annually and has provided unitholders the option to receive such distributions in cash.

INVOLVEMENT IN UNCONSOLIDATED STRUCTURED ENTITIES

A structured entity is an entity that has been designed so that voting or similar rights are not the dominant factor in deciding who controls the entity, such as when any voting rights relate to administrative tasks only and the relevant activities are directed by means of contractual arrangements.

Certain Funds' investment strategy entails trading in other funds on a regular basis. The Funds consider all of their investments in other funds ("Investee Funds") to be investments in unconsolidated structured entities. The Funds invest in Investee Funds whose objectives range from conserving principal to maximizing dividend income to long-term capital growth and whose investment strategies do not include leverage. The Investee Funds finance their operations by issuing redeemable units which are puttable at the holder's option and entitle the holder to a proportionate stake in the respective Investee Fund's net assets. The Funds hold redeemable units in each of their Investee Funds and the Funds have the right to request redemption of their investment in Investee Funds daily. The Funds' investments in Investee Funds are subject to the terms and conditions of the respective Investee Fund's offering documentation. The change in fair value of each Investee Fund is included in the Statements of Comprehensive Income in "Change in unrealized appreciation (depreciation) of investments". The Funds' maximum exposure to loss from their interest in Investee Funds is equal to the fair value of their investments in Investee Funds. Once a Fund has disposed of its shares in an Investee Fund the Fund ceases to be exposed to any risk from that investee fund.

Certain Funds invest in Exchange Traded Funds ("ETFs") which are disclosed on the Schedule of Investment Portfolio and these Funds have determined that their investments in such ETFs are deemed unconsolidated structured entities. These ETFs replicate, to the extent possible, the performance of the applicable benchmark indices, or seek to provide long-term capital growth or income, as applicable, by investing primarily in and holding the constituent securities of the applicable benchmark indices in substantially the same proportion as they are reflected in the applicable benchmark indices or seek to track the investment results of applicable benchmark indices. The ETFs finance their operations by issuing redeemable shares which are puttable at the holder's option and entitle the holder to a proportional stake in the respective ETF's net asset value. The underlying ETFs are listed on a recognized public stock exchange.

Certain Funds invest in mortgage-related and other asset-backed securities ("MBS"). These securities include mortgage pass-through securities, collateralized mortgage obligations, commercial mortgage-backed securities, asset-backed securities, collateralized debt obligations and other securities that directly or indirectly represent a participation in, or are secured by and payable from, mortgage loans on real property. The debt and equity securities issued by these securities may include tranches with varying levels of subordination. These securities may provide a monthly payment which consists of both interest and principal payments. Mortgage-related securities are created from pools of residential or commercial mortgage loans, including mortgage loans made by savings and loan institutions, mortgage bankers, commercial banks and others. Asset-backed securities are created from many types of assets, including auto loans, credit card receivables, home equity loans, and student loans. The Funds' maximum exposure to loss from their interest in MBS is equal to the fair value of their investments in such securities as disclosed on the Schedule of Investment Portfolio.

A table has been included in the Fund Specific Notes section of the financial statements which describes the types of structured entities that the Funds do not consolidate but in which they hold an interest.

CHANGES IN ACCOUNTING POLICIES

The funds adopted Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2) from January 1, 2023. Although the amendments did not result in any changes to the accounting policies themselves, they impacted the accounting policy information disclosed in the financial statements.

The amendments require the disclosure of 'material' rather than 'significant' accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful, entity-specific accounting policy information that users need to understand other information in the financial statements.

The Manager reviewed the accounting policies and made updates to the information disclosed within Note 3 in certain instances in line with the amendments.

4. Expenses

MANAGEMENT FEES AND INVESTMENT ADVISORY SURCHARGE

Certain series of the Funds pay the Manager a management fees. The management fees cover the cost of managing the Funds, arranging for investment analysis, recommendations and investment decision making for the Funds, arranging for distribution of the Funds, marketing and promotion of the Funds and providing or arranging for others services for the Funds. The management fee is an annualized rate based on the net asset value of each series of the Funds. The management fees paid by the Funds are calculated and accrued daily and payable weekly.

Notes to Financial Statements

For 12 months ended December 31, 2023 and 2022

No management fee is charged by Manager of the Funds in respect of: all units of MDPI International Equity Pool, MDPI Short-Term Bond Pool, MDPI Bond Pool, MDPI Dividend Pool, MDPI Strategic Opportunities Pool, MDPI Global Tactical Opportunities Pool and MDPI Strategic Yield Pool; the Private Trust Series of MDPI Canadian Equity Pool and MDPI US Equity Pool; and Series A of MDPI S&P/TSX Capped Composite Index Pool, MDPI S&P 500 Index Pool, MDPI International Equity Index Pool and MDPI Emerging Markets Equity Pool, since investors in these units and series of units have agreed to pay a separate scaled managed account fee based on assets under management directly to MD Private Investment Counsel. The maximum fee is 1.56%.

The following series of Funds pay the Manager an annual management fee, exclusive of sales taxes, as follows:

Fund	Series A	Series D	Series F	Private Trust Units
MDPI Canadian Equity Pool	1.25%	n/a	n/a	-
MDPI US Equity Pool	1.25%	n/a	n/a	-
MDPI Emerging Markets Equity Pool	0.40%	1.08%	0.71%	n/a
MDPI S&P/TSX Capped Composite Index Pool	-	n/a	0.04%	n/a
MDPI S&P 500 Index Pool	-	n/a	0.07%	n/a
MDPI International Equity Index Pool	-	n/a	0.19%	n/a

Series A unitholders of MDPI International Equity Pool are responsible for the payment of an Investment Advisory Surcharge charged by the Fund's advisor. The Manager absorbs a portion of this advisory fee, and as a result the Fund is responsible for the payment of a portion of the fee charged, which varies in the range of 0.20% to 0.30% of the NAV.

Series A unitholders of MDPI Emerging Markets Equity Pool are responsible for the payment of Investment Advisory Surcharge charged by the Fund's advisor. The Manager absorbs a portion of this advisory fee, and as a result the Fund is responsible for the payment of a portion of the fee charged, which varies in the range of 0.40% to 0.50% of the NAV.

ADMINISTRATION FEES

Each Fund (except for MDPI Emerging Market Equity Pool in respect of Series I, Series F and Series D) pays for certain operating expenses as allowed by the securities regulator which relate to that particular Fund. Operating expenses include, but are not limited to, securities commission fees, audit fees, custodial fees, IRC fees and expenses, issue costs, all expenses related to the prospectus and to meetings of unitholders as well as Fund servicing costs. Operating expenses which relate to the series of units as a whole are proportionately allocated among those Funds to which they relate. The Manager of the Funds can, at any time, waive or absorb any operating expense for which the Fund is responsible.

The Manager pays certain operating expenses of the Series F and Series D units of MDPI Emerging Markets Equity Pool in return for an administration fee of 0.20%, calculated as a fixed annual percentage of the Funds' net asset value. These expenses include regulatory filing fees and other day-to-day operating expenses including, but not limited to, audit fees, legal fees custodial fees, all expenses related to the prospectus and to meetings of unitholders, expenses related to fund accounting, fund valuation, unitholder reporting and record keeping, IRC fees and other expenses. The administration fee is accrued daily and paid monthly. No administration fee is charged in respect of Series I units of MDPI Emerging Markets Equity Pool. Administration fees for Series I units are paid directly by investors.

AUDIT FEES

The fees paid or payable to KPMG LLP as the external auditor of all Funds managed by the Manager, for the fiscal years of the funds are as follows:

	(\$)
Audit fees	236,635
Fees for the services other than audit	26,285

5. Related Party Transactions

The Manager is a wholly-owned subsidiary of The Bank of Nova Scotia ("Scotiabank"). Scotiabank also owns, directly or indirectly, 100% of Scotia Securities Inc. and Tangerine Investment Funds Limited, each a mutual fund dealer, and Scotia Capital Inc. (which includes Scotia McLeod and Scotia iTRADE), an investment dealer.

The Manager, on behalf of the Funds, may enter into transactions or arrangements with other members of Scotiabank or certain companies that are related or connected to the Manager (each a "related party"). All transactions between the Funds and the related parties are in the normal course of business and are carried out at arm's length terms.

- The Manager earns management fees for acting as trustee and manager of the Funds, as applicable and an administration fee in return for paying certain operating expenses as detailed in Note 4. Certain Funds also pay the Manager an Investment Advisory Fee Surcharge, as detailed in Note 4. The management fee, administration fee and investment advisory fee surcharge are disclosed in separate lines in the Statements of Comprehensive Income.

Notes to Financial Statements

For 12 months ended December 31, 2023 and 2022

- Decisions about the purchase and sale of each Fund's portfolio investments are made by appointed Portfolio Managers of each Fund. Provided that the pricing, service and other terms are comparable to those offered by other dealers, a portion of the portfolio transactions may be executed for the Funds by a related party to the Funds. In such cases, the related party will receive commissions from the Funds. Brokerage fees paid to related parties for the years ended December 31, 2023 and 2022 are as follows (in \$000's):

Fund	December 31, 2023	December 31, 2022
MDPIM Dividend Pool	70	37
MDPIM Strategic Yield Pool	8	20
MDPIM Canadian Equity Pool	290	202
MDPIM Strategic Opportunities Pool	20	6
MDPIM Emerging Markets Equity Pool	-	3
MDPIM S&P/TSX Capped Composite Index Pool	3	2
MDPIM US Equity Pool	15	41

- The Manager received approval from the Independent Review Committee to invest the Funds' overnight cash with Scotiabank with interest paid by Scotiabank to the Funds based on prevailing market rates. The interest earned by the Funds is included in "Interest for distribution purposes" in the Statements of Comprehensive Income.
- The Funds may invest in investment funds managed by the Manager, which are disclosed in the Schedule of Investment Portfolio for the respective Funds.
- The Manager has received approval from the Independent Review Committee for the Funds to purchase securities of related parties, such as investments in securities of Scotiabank. Any related party securities held by the Funds are disclosed in the Schedule of Investment Portfolio for the respective Funds. The Funds are also permitted to enter into derivative transactions with Scotiabank as counterparty.
- Distributions received from related party funds are included in "Income from Underlying Funds" in the Statements of Comprehensive Income.

INDEPENDENT REVIEW COMMITTEE

The Manager has established an Independent Review Committee ("IRC") as required under National Instrument 81-107, "Independent Review Committee for Investment Funds" ("81-107"). The IRC reviews conflict of interest matters related to the operations of the Funds. In addition, in some circumstances, in place of obtaining unitholder approval, a Fund may be reorganized with or its assets transferred to another mutual fund managed by the Manager or an affiliate. This requires IRC approval, and that unitholders are sent a written notice at least 60 days before the effective date. The approval of the IRC is also required for a change of auditor.

The IRC is composed of four persons who are independent of the Manager, the Funds and entities related to the Manager.

The Manager pays all IRC fees on behalf of the Funds and allocates these fees equally across each Fund. The Manager recovers these costs via the administration fee charged to the Funds. For the year ended December 31, 2023, each Fund managed by the Manager paid approximately \$4,000 in IRC Fees.

SHORT-TERM TRADING/EARLY REDEMPTION FEE

Clients who redeem or switch units or shares of an MD Fund are charged an early redemption fee equal to 2.00% of the amount redeemed or switched if the redemption or switch occurs within thirty (30) days of the date that the units or shares were purchased or switched. Redemption fees are recorded as income in the period of early redemption.

The early redemption fee does not apply to redemptions or switches:

- made in connection with any systematic and scheduled withdrawal program;
- where the amount of the redemption or switch is less than \$10,000; or
- made as a result of the recommendation of an MD Financial Consultant or MD Portfolio Manager related to a financial plan.

6. Redeemable units

The Funds' capital is represented by an unlimited number of authorized units without nominal or par value. All series of units are redeemable on demand by unitholders at the redemption amount represented by respective NAV of that series. Each unit entitles the unitholder to one vote at unitholder meetings and participates equally, with respect to other units of the same series, in any dividends or distributions, liquidation or other rights of that series. Distributions on units of a Fund are reinvested in additional units or at the option of the unitholder, paid in cash. The Funds' capital is managed in accordance with each of the Funds' investment objectives, policies and restrictions as outlined in the Funds' prospectus or offering documents, as applicable. The Funds have no specific restrictions or specific capital requirements on the subscription or redemption of units, other than minimum subscription requirements.

The units of each series of Funds are issued and redeemed at their net asset value per unit of each series which is determined as of the close of business on each day that the Toronto Stock Exchange is open for trading. The net asset value per unit is calculated by dividing the net asset value per series by the total number of outstanding units in each series. The number of units issued and redeemed are presented in the Fund Specific Notes.

7. Critical accounting estimates and judgments

The preparation of financial statements requires management to use judgment in applying its accounting policies and to make estimates and assumptions about the future. These estimates are based on information available as at the date of issuance of the financial statements. Actual results could materially differ from those estimates. The following discusses the most significant accounting judgments and estimates that the Funds have made in preparing the financial statements:

INVESTMENT ENTITIES

In accordance with IFRS 10 "Consolidated Financial Statements", the Manager has determined that the Funds meet the definition of an Investment Entity which requires the Funds obtain funds from one or more investors for the purpose of providing investment management services, commit to their investors that their business purpose is to invest funds solely for returns from capital appreciation, investment income, or both; and measure and evaluate the performance of their investments on a fair value basis. Consequently, the Funds do not consolidate their investment in subsidiaries, if any, but instead measure these at fair value through profit or loss, as required by the accounting standard.

Notes to Financial Statements

For 12 months ended December 31, 2023 and 2022

FAIR VALUE MEASUREMENT OF SECURITIES AND DERIVATIVES NOT QUOTED IN AN ACTIVE MARKET

The Funds may, from time to time, hold financial instruments that are not quoted in active markets. The fair value of such securities may be determined by the Funds using reputable pricing sources or indicative prices from market makers. Broker quotes obtained from pricing sources may be indicative but not executable or binding. Where no market data is available, the Fund may value positions using internal valuation models as determined appropriate by the Manager and based on valuation methods and techniques generally recognized as standard within the industry. Models use observable data to the extent practicable; however, the Manager may be required to make certain assumptions and/or estimates regarding risks, volatility and correlations as required. Changes in assumptions and estimates could affect the reported fair values of financial instruments. The Funds consider observable data to be market data that is readily available, regularly distributed or updated, reliable and verifiable and provided by independent sources that are actively involved in the relevant market.

CLASSIFICATION AND MEASUREMENT OF FINANCIAL INSTRUMENTS

In classifying and measuring financial instruments held by the Funds, the Manager is required to make judgments in determining the most appropriate classification in accordance with IFRS 9. The Manager has assessed the Funds' business model and considered that the Funds' investments, including derivatives, are managed and performance evaluated as a group on a fair value basis. The Manager has concluded that FVTPL in accordance with IFRS 9 provides the most appropriate measurement and presentation for the Funds' investments.

8. Financial instrument risk

The Funds use financial instruments in order to achieve their respective investment objectives. The Funds' investments are presented in the respective Schedule of Investment Portfolio, which groups securities by asset type, geographic region and/or market segment.

The use of financial instruments subjects the Funds to a variety of financial instrument risks. The Funds' risk management practices include setting investment policies to limit exposures to financial instrument risks and employing experienced and professional investment advisors to invest the Funds' capital in securities within the constraints of investment policies. The Manager regularly monitors the Fund advisors' performance and compliance with the investment policies.

The significant financial instrument risks, to which the Funds are exposed, along with the specific risk management practices related to those risks, are presented below. Fund specific disclosures are presented in the "Financial Instruments Risks" section of the financial statements.

Market disruptions associated with geopolitical conflicts have had a global impact, and uncertainties exist as long as to the long-term implications. Such disruptions can adversely affect the financial instrument risks associated with the Funds.

CREDIT RISK

Credit risk is the risk that a counterparty to a financial instrument will not honour its obligation under the terms of the instrument, resulting in a loss. The Funds are exposed to credit risk through domestic and foreign bonds, preferred shares, derivative contracts, cash and short-term investments, amounts due from brokers, dividends and interest receivable and other receivables. A Fund may engage in securities lending pursuant to the terms of an agreement which includes restrictions as set out in the Canadian Securities Legislation. Collateral held is in the form of highly rated fixed income instruments. All securities under lending agreements are fully collateralized.

Credit risks arising from short-term investments and fixed income securities, including domestic and foreign bonds and preferred shares, are generally limited to the fair value of the investments as shown in the Schedule of Investment Portfolio. The Funds limit exposure to individual issuers/sectors and credit quality ratings. The credit worthiness of issuers in which the Funds invest are reviewed regularly and the portfolios are adjusted as required to match the minimum requirement as set forth in each Fund's prospectus. Each individual Fund's exposure to credit risk, if any, is presented in the Financial Instruments Risk section of the Financial Statements.

Credit risks arising from cash are limited to the carrying value as shown on the Statements of Financial Position, except in the case of MD Money Fund, where the credit risk is limited to the fair value of investments as shown on the Schedule of Investment Portfolio. The Funds manage credit risk on cash and short-term investments by investing in high grade short-term notes with credit ratings of R-1 (low) or higher as well as limiting exposure to any single issuer.

Certain derivative contracts are subject to netting arrangements whereby if one party to a derivative contract defaults, all amounts with the counterparty are terminated and settled on a net basis. As such, the maximum credit loss on derivative contracts is the financial derivative instrument asset in the Statements of Financial Position. Each Fund manages credit risk on derivatives by only entering into agreements with counterparties that have an approved credit rating. Credit risk on amounts due from brokers is minimal since transactions are settled through clearinghouses where securities are only delivered for payment when cash is received.

Credit risk related to securities lending transactions is limited by the fact that the value of cash or securities held as collateral by the Funds in connection with these transactions is at least 102% of the fair value of the securities loaned. The collateral and loaned securities are marked to market each business day. The aggregate dollar value of portfolio securities lent and collateral held is presented in the Fund Specific Notes.

LIQUIDITY RISK

Liquidity risk is the risk that the Funds will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Funds' exposure to liquidity risk arises primarily from the daily cash redemption of units. All Funds' financial liabilities come due within one year, other than those derivatives with longer maturities as disclosed in the Schedule of Investment Portfolio. To manage this liquidity requirement, the Funds invest primarily in liquid securities that can readily be sold in active markets and each Fund may borrow up to 5% of its NAV. At year end, no Fund had borrowed against its respective line of credit.

Notes to Financial Statements

For 12 months ended December 31, 2023 and 2022

CURRENCY RISK

Currency risk is the risk that the values of financial assets and liabilities denominated in foreign currencies fluctuate due to changes in foreign exchange rates. To the extent the Funds hold assets and liabilities denominated in foreign currencies, the Funds are exposed to currency risk. The Funds may also use forward contracts at the discretion of the Manager. Each individual Fund's exposure to currency risk, if any, is presented in the "Financial Instruments Risks" section of the financial statements.

INTEREST RATE RISK

Interest rate risk is the risk that the fair value (measured as the present value) of cash flows associated with interest bearing financial instruments will fluctuate due to changes in the prevailing market rates of interest. In general, as interest rates rise, the fair value of interest bearing financial instruments will fall. Financial instruments with a longer term to maturity will generally have a higher interest rate risk.

The Funds' interest-bearing financial instruments that subject the Funds to interest rate risk include domestic and foreign bonds and mortgage related and other asset back securities. The Funds' may also be exposed indirectly to interest rate risk through their position in interest rate swaps presented in the Schedule of Derivative Instruments. Short-term money market instruments are also interest bearing and therefore subject to interest rate risk. However, due to the short-term nature of the securities, the interest rate risk is generally not significant.

Interest rate risk management practices employed by the Funds include setting target durations based on the appropriate benchmark indices and monitoring the Funds' durations relative to the benchmarks. If interest rates are anticipated to rise, the Funds' durations can be shortened to limit potential losses. Conversely, if interest rates are anticipated to fall, the durations can be lengthened to increase potential gains. Each individual Fund's exposure to interest rate risk, if any, is presented in the "Financial Instruments Risks" section of the financial statements.

OTHER PRICE RISK

Other price risk is the risk that the fair value of financial instruments may decline because of changes in market prices of the financial instruments, other than declines due to interest rate risk and currency risk. Other price risk stems from financial instruments' sensitivity to changes in the overall market (market risk) as well as factors specific to the individual financial instrument. Other price risk attributable to individual investments is managed through diversification of the portfolio and security selection and adjustments to fair value when there is significant volatility in international markets after markets are closed. Each individual Fund's exposure to other price risk, if any, is presented in the "Financial Instruments Risks" section of the financial statements.

Details of each Fund's exposure to financial instruments risks including fair value hierarchy classification are available in the "Financial Instruments Risks" section of the financial statements of each Fund.

FINANCIAL RISKS FROM UNDERLYING MUTUAL FUNDS

Certain Funds may invest in other mutual funds. The Funds' investments in mutual funds are subject to the terms and conditions of the respective mutual fund's offering documentation and are susceptible to the risks related to the underlying mutual funds' financial instruments. The Funds' maximum exposure to loss from their interests in mutual funds is equal to the total fair value of their investment in mutual funds. Once the Funds dispose of their shares in an underlying mutual fund, the Funds cease to be exposed to any risk from that mutual fund. The exposure to underlying mutual fund investments is disclosed in the "Financial Instruments Risks" section of the financial statements of each Fund.

9. Fair value measurement

The Funds classify fair value measurements within a hierarchy that prioritizes the inputs to Funds' valuation techniques used in measuring fair value. Under these provisions, an entity is required to classify each financial instrument into one of three fair value levels as follows:

- Level 1 for unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 for inputs, other than quoted prices included in Level 1, that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and,
- Level 3 for inputs that are based on unobservable market data.

The classification of a financial instrument is based on the lowest level of input that is significant to the determination of fair value.

All fair value measurements are recurring. The carrying values of cash, receivable for investment transactions, dividends and interest receivable, subscriptions receivable, payable for investment transactions, redemptions payable, distributions payable and the Fund's obligation for net assets attributable to holders of redeemable units approximate their fair values due to their short-term nature. Fair values of securities and derivatives are classified as Level 1 when the related security or derivative is actively traded and a quoted price is available. If an instrument classified as Level 1 ceases to be actively traded, it is transferred out of Level 1. In such cases, fair value is determined using observable market data (eg. transactions for similar securities of the same issuer) and the instruments are reclassified into Level 2, unless the measurement of its fair value requires the use of significant unobservable inputs, in which case it is classified as Level 3. Changes in valuation methods may result in transfers into or out of the assets' or liabilities' assigned levels. The level summary based on the hierarchy inputs is disclosed in the "Financial Instrument Risks" section of each Fund.

Level 3 financial instruments are reviewed by the Funds' fair valuation committee. The fair valuation committee considers the appropriateness of the valuation model inputs, as well as the valuation result, using valuation methods recognized as standard within the industry. Quantitative information about the unobservable inputs, sensitivity of the fair value measurements to changes in unobservable inputs and interrelationships between those inputs are disclosed in the Fund Specific Notes under "Fair value measurement" if significant unobservable inputs are used when valuing Level 3 financial instruments.

Notes to Financial Statements

For 12 months ended December 31, 2023 and 2022

EQUITIES

The Funds' equity positions are classified as Level 1 when the security is actively traded and a reliable price is observable. The Funds subscribe to the services of a third-party valuation service provider to provide fair value adjustments, when a defined threshold is met, to the prices of foreign securities due to changes in the value of securities in North American markets following the closure of the foreign markets. The parameters used to apply the fair value adjustments are based on observable market data. Where applicable, the foreign securities will be considered Level 2 priced securities.

BONDS AND SHORT-TERM INVESTMENTS

Debt securities generally trade in the OTC market rather than on a securities exchange. Bonds including government, corporate, convertible and municipal bonds and notes, bank loans, US and Canadian treasury obligations, sovereign issues and foreign bonds are normally valued by pricing service providers that use broker-dealer quotations, reported trades and valuations from their internal pricing models. These internal pricing models use inputs which are observable including interest rate curves, credit spreads and volatilities. The inputs that are significant to valuation are generally observable and therefore the Funds' bonds and short-term investments have been classified as Level 2, unless the determination of fair value requires significant unobservable input, in which the measurement is classified as Level 3.

INVESTMENTS IN MUTUAL FUNDS AND EXCHANGE TRADED FUNDS

The Funds' positions in the mutual funds and exchange traded funds are typically in positions that are actively traded and a reliable price is observable and as such is classified as Level 1.

FINANCIAL DERIVATIVE INSTRUMENTS

Derivatives consisting of foreign currency forward contracts, interest rate swaps, credit default swaps and foreign currency options which are valued based primarily on the contract notional amount, the difference between the contract rate and the forward market rate for the same currency, interest rate and credit spreads. These derivative financial instruments have been classified as Level 2.

Futures contracts and options that are traded on a national securities exchange are stated at the last reported sale or settlement price on the day of valuation. To the extent these financial derivative instruments are actively traded they are categorized as Level 1.

FAIR VALUATION OF INVESTMENTS (INCLUDING UNLISTED SECURITIES)

If the valuation methods described above are not appropriate, the Funds will estimate the fair value of an investment using established fair valuation procedures, such as consideration of public information, broker quotes, valuation models, discounts from market prices of similar securities or discounts applied due to restrictions on the disposition of securities, and external fair value service providers.

The extent of Funds' use of quoted market prices (Level 1), internal models using observable market information as inputs (Level 2), and internal models without observable market information (Level 3) in the valuation of securities is summarized in each Fund's "Financial Instruments Risks" section of the financial statements.

10. Income Taxes

Each of the Funds qualifies as a mutual fund trust under the provisions of the Income Tax Act (Canada) and, accordingly, is subject to tax on its income for the year, including net realized capital gains which are not paid or payable to its unitholders as at the end of the year. It is the intention of the Manager that all annual net investment income and sufficient net realizable taxable capital gains will be distributed to unitholders annually by December 31, such that there are no Canadian income taxes payable by the Funds. Accordingly, the Funds do not record Canadian income taxes in their financial statements.

LOSSES CARRIED FORWARD

Capital losses can be carried forward indefinitely to reduce future net realized capital gains. Non-capital losses for income tax purposes may be carried forward up to twenty years and applied against all sources of income. Since the Funds do not record income taxes, the tax benefit of capital and non-capital losses have not been reflected in the Statements of Financial Position. As of December 31, 2023, the following Funds have capital and non-capital losses available for carry forward as presented below (in \$'000's):

Fund	Year of expiry	Non-Capital Loss \$	Capital Loss \$
MDPIM Short-Term Bond Pool		-	225,634
MDPIM Bond Pool		-	449,081
MDPIM Dividend Pool		-	163,729
MDPIM Strategic Yield Pool		-	152,102
MDPIM Canadian Equity Pool		-	-
MDPIM US Equity Pool		-	-
MDPIM International Equity Pool		-	23,228
MDPIM Strategic Opportunities Pool		-	-
MDPIM Emerging Markets Equity Pool		-	239,639
MDPIM S&P/TSX Capped Composite Index Pool		-	-
MDPIM S&P 500 Index Pool		-	190
MDPIM International Equity Index Pool		-	5,603

WITHHOLDING TAXES

The Funds currently incur withholding taxes imposed by certain countries on investment income and in some cases, capital gains. Such income and gains are recorded on a gross basis and the related withholding taxes are shown as a separate expense in the Statements of Comprehensive Income.

Notes to Financial Statements

For 12 months ended December 31, 2023 and 2022

11. Soft Dollar Commissions

Soft dollar commissions refers to the portion of total brokerage commissions paid to certain brokers that was available for payment to third party vendors for providing research, statistical or investment decision making services. These services assist the Manager and its sub-advisors with their investment decision making for the Funds. The ascertainable soft dollar commissions paid in connection with the investment portfolio transactions for the years ended December 31, 2023 and December 31, 2022 are set out below (in \$000's):

Fund	2023 \$	2022 \$
MDPIM Dividend Pool	89	156
MDPIM Strategic Yield Pool	31	55
MDPIM Canadian Equity Pool	356	586
MDPIM US Equity Pool	57	317
MDPIM International Equity Pool	107	77
MDPIM Strategic Opportunities Pool	31	28
MDPIM Emerging Markets Equity Pool	499	414



**MD Financial
Management Inc.**