



# Interim Management Report of Fund Performance

June 30, 2019

**Beutel Goodman American Equity Fund**

# Beutel Goodman American Equity Fund

This Interim Management Report of fund performance contains financial highlights but does not contain the complete annual or interim financial statements of the investment fund. You can get a copy of the annual or interim financial statements at your request at no cost (contact details on this page) or by visiting our website at [www.beutelgoodman.com](http://www.beutelgoodman.com) or SEDAR at [www.sedar.com](http://www.sedar.com).

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

Certain portions of this report, including, but not limited to, "Results of Operations" and "Recent Developments", may contain forward-looking statements about the Fund, including its strategy, risks, expected performance and condition. Forward-looking statements include statements that are predictive in nature, that depend upon or refer to future events or conditions, or that include words such as "expects", "anticipates", "intends", "plans", "believes", "estimates" and other similar forward-looking expressions. In addition, any statement that may be made concerning future performance, strategies or prospects, and possible future Fund action, is also a forward-looking statement. Forward-looking statements are based on current expectations and forecasts about future events and are inherently subject to, among other things, risks, uncertainties and assumptions which could cause actual events, results, performance or prospects to be incorrect or to differ materially from those expressed in, or implied by, these forward-looking statements.

These risks, uncertainties and assumptions include, but are not limited to, general economic, political and market factors, domestic and international, interest and foreign exchange rates, equity and capital markets, business competition, technological change, changes in government regulations, unexpected judicial or regulatory proceedings, and catastrophic events. This list of important factors is not exhaustive. Please consider these and other factors carefully before making any investment decisions and avoid placing undue reliance on forward-looking statements. The Fund has no specific intention of updating any forward-looking statements whether as a result of new information, future events or otherwise, prior to the release of the next Management Report of Fund Performance.

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# Beutel Goodman American Equity Fund

## Management Discussion of Fund Performance

### Investment Objectives and Strategies

This Fund seeks long-term capital growth primarily through investments in common shares and other equity securities of established American issuers.

The Fund invests in equity securities selected from a universe of potential candidates whose management have consistently demonstrated a commitment to create shareholder value without undue financial leverage. A value approach is applied, and research is directed to identify stocks which can be purchased at a reasonable price.

### Risk

There were no significant changes to the investment objectives or strategies that affected the Fund's overall level of risk during the period. The risks of investing in this Fund and the suitability of the Fund for investors remain as discussed in the Prospectus.

There were no changes to the Fund's risk rating during the reporting period.

### Results of Operations

After a sharp correction late last year, U.S. markets rebounded in the January 1 to June 30, 2019 period. Equities saw one of the best months in 30 years in January, and momentum continued through April amid rising oil prices, signs the U.S. economy and job market continue to expand solidly, and a perceived dovish U-turn in monetary policy by the U.S. Federal Reserve (the Fed). However, the mood turned somewhat risk-off in by May, amid some weakness in economic data and growing concern that a quick resolution to the U.S.-China trade war was unlikely, before rebounding in June as the prospect of rate cuts buoyed sentiment. As a result, the S&P 500 Index (CS) rose 13.4% in the period, and as July began, the U.S. economic recovery from the Great Financial Crisis, at 121 months, officially became the longest economic expansion on record.

Against this backdrop, Beutel Goodman American Equity Fund underperformed the Index. Unlike the index, the Fund's return is net of fees and expenses paid by the Fund. Please refer to the "Annual Compound Returns" in the Past Performance section for the returns of all classes of the Fund. At the sector level, relative underperformance was driven in large part by security selection in Information Technology, Communication Services, Energy and Consumer Staples. This was offset somewhat by contributions to performance primarily derived from stock selection in the Financials and Industrials sectors as well as a relative underweight in Health Care and a zero weighting in Utilities, as those sectors underperformed the broader index.

At the individual security level, notable contributors to performance on an absolute-return basis included Ameriprise Financial, Inc., American Express Company and Oracle Corporation. Ameriprise strengthened in the period amid positive analyst re-ratings and earnings reports, as well as the announced sale of its non-core property & casualty insurance business, which we believe represents a step by the company to limit its exposure to capital-intensive business. American Express rose on positive quarterly results and news that it had extended deals with existing partners Delta Air and Air Canada. With a record number of new card additions, greater card acceptance at merchants and a continued shift to online retail, we believe the future looks positive for the company. Oracle rebounded off December lows due in part to a return of positive momentum for tech stocks and, in June, a strong first-quarter earnings

report. The stock's strength in the period resulted in it reaching our target price, and we consequently completed a process-driven one-third sale and a full valuation review.

Halliburton Company, Kellogg Company and Amgen Inc. were among the main detractors on an absolute-return basis. Weakness in spending in the U.S. shale industry continued to weigh on Halliburton's revenues. However, with a growing international market and improvement in the U.S. market, we continue to believe the company has upside. Kellogg's share price declined in the period due in part to lowered guidance and announcements of reorganization plans for its European and North American operations. However, the company continues to pay an attractive dividend while also repurchasing stock and we believe it will be rewarded for its efforts to reposition itself for sustainable growth. Although biopharmaceutical company Amgen Inc. largely met 2018 earnings expectations, its share price also fell in the period following management's guidance for a decline in sales in 2019 due to a number of biologics facing patent expiration and hence competition from generic brands. In addition, investors were disappointed with first-quarter growth in newer products, specifically the launch drugs Aimovig® for migraine and the cardio drug Repatha®. However, we believe investors are too focused on the short term, and are failing to recognize that Amgen is investing heavily in its pipeline and returning cash to shareholders. We consequently added to the position in the stock on the resulting weakness.

During the period, we initiated a new position in Gardner Denver Holdings Inc., a leading global provider of mission-critical flow control and compression equipment. We also added to the Fund's existing positions in Cummins Inc., Kellogg, Amgen, Amdocs Limited, Halliburton Company, Symantec Corp., BlackRock Inc., AmerisourceBergen Corp. and Harley-Davidson Inc.

Following a process-driven one-third sale of Eli Lilly and Co. in the fourth quarter of 2018, we established a new target price, which the stock subsequently surpassed again. As a result, follow a second process-driven one-third sale in the first quarter, we fully sold the position. We also completed process-driven sales of AutoZone Inc., Ingersoll-Rand plc and Oracle Corp. in the period, and trimmed our position in American Express.

Detailed performance is provided under the heading "Past Performance" in this report.

### Recent Developments

The momentum market continues, driven much more by sentiment than any kind of fundamental metrics. Investors are also crowding into areas of the market viewed as "safe"; paying up for companies perceived as offering stable growth. However, we are starting to see signs that investors are looking for valuation ceilings. While a gap between growth and value persists, the margin is narrowing. Over a trailing five-year period, the Russell 1000 Value Index has underperformed the Russell 1000 Growth Index by 44%; however, over the past year, that gap has shrunk to 3.1%. As a result, we believe fundamentals may become much more important in the months ahead.

The number of new opportunities in the U.S. equity universe is not as large as what we experienced last year, but we believe the portfolio itself remains attractively positioned versus the intrinsic values of the holdings as well as the broad market. It is rare for both these measures to be so far out of line, and thus our conviction remains high.

# Beutel Goodman American Equity Fund

We are cognizant of the increasing noise about economic weakness in U.S. and global markets, trade tensions and geopolitical uncertainty. However, we are ultimately bottom-up stock pickers and we will always remain focused on fundamentals. All of the holdings in the portfolio continue to generate free cash flow, have strong balance sheets and capital allocation policies that we feel strike the right balance between corporate needs and shareholder returns. We continue to focus on high-quality business models and company-specific catalysts that factor into attractive risk/reward profiles and, importantly, downside protection.

## Related Party Transactions

Beutel, Goodman & Company Ltd. ("BG") is the Manager, Trustee and Portfolio Advisor to this Fund. The Fund pays a management fee to BG as compensation for its services. The Fund pays a fixed administration fee to BG, which in turn pays certain operating expenses of the Fund. BG as trustee of the Fund earns a fee which is paid by the Manager from the fixed administration fee paid by the Fund.

The Fund did not rely on any recommendation or approval of its Independent Review Committee to proceed with any transaction involving related parties because it did not conduct any related party transactions, except for certain inter-fund trades and the management and administrative fees as described above, as approved by the Independent Review Committee by standing instructions, and subject to regulatory requirements.

**Management Fees:** As Manager, BG is paid a management fee from each class of the Fund based on the average daily net asset value of the particular class. The fee is payable monthly, in arrears, and is calculated at the annualized rate specified for each class of the Fund as set out in the table below. Management fees for Class I units are negotiated and paid directly by the investor, not by the Fund, and, therefore, are not listed.

	Maximum Annual Management Fee Rate %	As a Percentage of Management Fees	
		Dealer Compensation %	General Administration, Investment Advice and Profit %
Class B	1.85	55	45
Class D	1.25	20	80
Class F	0.90	0	100

**Administration Fee:** The Manager receives a fixed administration fee to pay certain operating expenses of the Fund. These expenses include audit and legal fees; custodian and transfer agent fees; costs attributable to the issue, redemption and change of units, including the cost of the security holder record-keeping system; expenses incurred in respect of preparing and distributing all regulatory reports; fund accounting and valuation costs; independent review committee fees and filing fees, including those incurred by us. The administration fee may vary by class of units and by Fund.

BG, as trustee of the Fund, earns a fee which is paid by the Manager from the administration fee paid by the Fund.

# Beutel Goodman American Equity Fund

## Financial Highlights

The following tables show selected key financial information about the Fund and are intended to help you understand the Fund's financial performance for the 6 month period ended June 30 of the current year and for the past 5 years ended December 31. The December 31 information is derived from the Fund's audited annual financial statements and is provided for each class of units.

### Financial Highlights per unit

#### Class B Units

(for the period ended June 30, 2019 and years ended December 31)

\$	June 2019	2018	2017	2016	2015	2014
<b>Net assets, beginning of period</b>	20.27	22.05	21.16	19.42	18.23	15.98
<b>Increase (decrease) from operations</b>						
Total revenue	0.28	0.53	0.48	0.63	0.45	0.40
Total expenses	(0.28)	(0.55)	(0.56)	(0.52)	(0.54)	(0.49)
Realized gains (losses) for the period	0.94	1.89	2.37	1.42	1.80	2.30
Unrealized gains (losses) for the period	1.17	(2.25)	(0.08)	0.92	0.75	1.63
<b>Total increase (decrease) from operations<sup>(1)</sup></b>	2.11	(0.38)	2.21	2.45	2.46	3.84
<b>Distributions to unitholders per unit:</b>						
From net investment income (excluding dividends)	—	—	—	—	—	—
From dividends	—	—	—	0.14	—	0.01
From capital gains	—	1.36	1.66	0.61	1.48	1.46
From return of capital	—	—	—	—	—	—
<b>Total period distributions<sup>(2)</sup></b>	—	1.36	1.66	0.75	1.48	1.47
<b>Net assets, end of period<sup>(3)</sup></b>	22.34	20.27	22.05	21.16	19.42	18.23

### Ratios and Supplemental Data

#### Class B Units

(for the period ended June 30, 2019 and years ended December 31)

	June 2019	2018	2017	2016	2015	2014
<b>Total net asset value (\$) (000's)<sup>(4)</sup></b>	81,162	80,079	97,107	53,042	43,843	29,672
<b>Number of outstanding units (000's)<sup>(4)</sup></b>	3,633	3,950	4,405	2,506	2,258	1,627
<b>Management expense ratio<sup>(5)</sup></b>	2.16%	2.17%	2.17%	2.17%	2.18%	2.14%
<b>Management expense ratio before waivers or absorptions<sup>(6)</sup></b>	N/A	N/A	N/A	N/A	N/A	N/A
<b>Portfolio turnover rate<sup>(7)</sup></b>	10%	32%	37%	24%	39%	38%
<b>Trading expense ratio (%)<sup>(8)</sup></b>	0.03%	0.04%	0.06%	0.05%	0.07%	0.08%
<b>Net asset value per unit, end of period</b>	22.34	20.27	22.05	21.16	19.42	18.23

### Financial Highlights per unit

#### Class D Units

(for the period ended June 30, 2019 and years ended December 31)

\$	June 2019	2018	2017	2016	2015	2014
<b>Net assets, beginning of period</b>	14.06	15.24	14.56	13.35	12.52	10.95
<b>Increase (decrease) from operations</b>						
Total revenue	0.19	0.36	0.33	0.43	0.31	0.27
Total expenses	(0.14)	(0.27)	(0.27)	(0.26)	(0.26)	(0.24)
Realized gains (losses) for the period	0.65	1.31	1.66	0.99	1.24	1.60
Unrealized gains (losses) for the period	0.82	(1.55)	0.03	0.67	0.53	1.06
<b>Total increase (decrease) from operations<sup>(1)</sup></b>	1.52	(0.15)	1.75	1.83	1.82	2.69
<b>Distributions to unitholders per unit:</b>						
From net investment income (excluding dividends)	—	—	—	—	—	—
From dividends	—	0.05	0.04	0.18	0.07	0.07
From capital gains	—	0.95	1.15	0.42	1.02	1.00
From return of capital	—	—	—	—	—	—
<b>Total period distributions<sup>(2)</sup></b>	—	1.00	1.19	0.60	1.09	1.07
<b>Net assets, end of period<sup>(3)</sup></b>	15.55	14.06	15.24	14.56	13.35	12.52

### Ratios and Supplemental Data

#### Class D Units

(for the period ended June 30, 2019 and years ended December 31)

	June 2019	2018	2017	2016	2015	2014
<b>Total net asset value (\$) (000's)<sup>(4)</sup></b>	126,821	123,443	156,798	128,919	106,897	76,674
<b>Number of outstanding units (000's)<sup>(4)</sup></b>	8,157	8,779	10,291	8,853	8,009	6,126
<b>Management expense ratio<sup>(5)</sup></b>	1.50%	1.50%	1.50%	1.50%	1.50%	1.47%
<b>Management expense ratio before waivers or absorptions<sup>(6)</sup></b>	N/A	N/A	N/A	N/A	N/A	N/A
<b>Portfolio turnover rate<sup>(7)</sup></b>	10%	32%	37%	24%	39%	38%
<b>Trading expense ratio (%)<sup>(8)</sup></b>	0.03%	0.04%	0.06%	0.05%	0.07%	0.08%
<b>Net asset value per unit, end of period</b>	15.55	14.06	15.24	14.56	13.35	12.52

# Beutel Goodman American Equity Fund

## Financial Highlights

The following tables show selected key financial information about the Fund and are intended to help you understand the Fund's financial performance for the 6 month period ended June 30 of the current year and for the past 5 years ended December 31. The December 31 information is derived from the Fund's audited annual financial statements and is provided for each class of units.

### Financial Highlights per unit

#### Class F Units

(for the period ended June 30, 2019 and years ended December 31)

\$	June 2019	2018	2017	2016	2015	2014
<b>Net assets, beginning of period</b>	14.21	15.43	14.78	13.54	12.71	11.12
<b>Increase (decrease) from operations</b>						
Total revenue	0.20	0.37	0.33	0.43	0.32	0.28
Total expenses	(0.11)	(0.22)	(0.23)	(0.22)	(0.21)	(0.20)
Realized gains (losses) for the period	0.67	1.36	1.68	1.01	1.21	1.63
Unrealized gains (losses) for the period	0.78	(1.67)	(0.09)	0.65	0.54	1.12
<b>Total increase (decrease) from operations<sup>(1)</sup></b>	1.54	(0.16)	1.69	1.87	1.86	2.83
<b>Distributions to unitholders per unit:</b>						
From net investment income (excluding dividends)	—	—	—	—	—	—
From dividends	—	0.14	0.13	0.24	0.13	0.11
From capital gains	—	0.96	1.17	0.43	1.04	1.03
From return of capital	—	—	—	—	—	—
<b>Total period distributions<sup>(2)</sup></b>	—	1.10	1.30	0.67	1.17	1.14
<b>Net assets, end of period<sup>(3)</sup></b>	15.74	14.21	15.43	14.78	13.54	12.71

### Ratios and Supplemental Data

#### Class F Units

(for the period ended June 30, 2019 and years ended December 31)

	June 2019	2018	2017	2016	2015	2014
<b>Total net asset value (\$) (000's)<sup>(4)</sup></b>	166,764	150,722	158,075	72,157	54,805	35,693
<b>Number of outstanding units (000's)<sup>(4)</sup></b>	10,596	10,609	10,245	4,883	4,047	2,809
<b>Management expense ratio<sup>(5)</sup></b>	1.10%	1.10%	1.11%	1.10%	1.10%	1.10%
<b>Management expense ratio before waivers or absorptions<sup>(6)</sup></b>	N/A	N/A	N/A	N/A	N/A	N/A
<b>Portfolio turnover rate<sup>(7)</sup></b>	10%	32%	37%	24%	39%	38%
<b>Trading expense ratio (%)<sup>(8)</sup></b>	0.03%	0.04%	0.06%	0.05%	0.07%	0.08%
<b>Net asset value per unit, end of period</b>	15.74	14.21	15.43	14.78	13.54	12.71

### Financial Highlights per unit

#### Class I Units

(for the period ended June 30, 2019 and years ended December 31)

\$	June 2019	2018	2017	2016	2015	2014
<b>Net assets, beginning of period</b>	15.29	16.62	15.88	14.53	13.62	11.89
<b>Increase (decrease) from operations</b>						
Total revenue	0.21	0.40	0.36	0.47	0.34	0.30
Total expenses	(0.04)	(0.07)	(0.07)	(0.09)	(0.07)	(0.06)
Realized gains (losses) for the period	0.72	1.47	1.81	1.08	1.39	1.72
Unrealized gains (losses) for the period	0.86	(1.76)	0.07	0.74	0.62	1.11
<b>Total increase (decrease) from operations<sup>(1)</sup></b>	1.75	0.04	2.17	2.20	2.28	3.07
<b>Distributions to unitholders per unit:</b>						
From net investment income (excluding dividends)	—	—	—	—	—	—
From dividends	—	0.32	0.28	0.39	0.28	0.22
From capital gains	—	1.05	1.27	0.46	1.13	1.11
From return of capital	—	—	—	—	—	—
<b>Total period distributions<sup>(2)</sup></b>	—	1.37	1.55	0.85	1.41	1.33
<b>Net assets, end of period<sup>(3)</sup></b>	17.02	15.29	16.62	15.88	14.53	13.62

### Ratios and Supplemental Data

#### Class I Units

(for the period ended June 30, 2019 and years ended December 31)

	June 2019	2018	2017	2016	2015	2014
<b>Total net asset value (\$) (000's)<sup>(4)</sup></b>	1,061,237	978,918	984,877	787,418	675,737	531,249
<b>Number of outstanding units (000's)<sup>(4)</sup></b>	62,341	64,030	59,275	49,576	46,502	38,993
<b>Management expense ratio<sup>(5)</sup></b>	0.07%	0.07%	0.07%	0.11%	0.11%	0.11%
<b>Management expense ratio before waivers or absorptions<sup>(6)</sup></b>	0.11%	0.11%	0.11%	N/A	N/A	N/A
<b>Portfolio turnover rate<sup>(7)</sup></b>	10%	32%	37%	24%	39%	38%
<b>Trading expense ratio (%)<sup>(8)</sup></b>	0.03%	0.04%	0.06%	0.05%	0.07%	0.08%
<b>Net asset value per unit, end of period</b>	17.02	15.29	16.62	15.88	14.53	13.62

# Beutel Goodman American Equity Fund

- (1) Net asset value per unit and distributions to unitholders per unit are based on the actual number of units outstanding for the relevant class at the relevant time. The increase (decrease) from operations is based on the weighted average number of units outstanding for the relevant class over the fiscal period.
- (2) Distributions were paid in cash or automatically reinvested in additional units of the Fund.
- (3) This is not a reconciliation of the beginning and ending net assets per unit.
- (4) This information is provided as at period end of the period shown.
- (5) Management expense ratio is based on total expenses (excluding commissions and other portfolio transaction costs) for the stated period and is expressed as an annualized percentage of daily average net asset value during the period.
- (6) The Manager may have waived or absorbed some of the fund expenses. If this had occurred, the management fee ratio before any such waiver or absorption is listed. The Manager may terminate the waiver or absorption at any time, at its discretion. It is not known when such waivers or absorptions will be terminated.
- (7) The Fund's portfolio turnover rate indicates how actively the Fund's portfolio advisor manages its portfolio investments. A portfolio turnover rate of 100% is equivalent to the Fund buying and selling all of the securities in its portfolio once in the course of the fiscal year. The higher a Fund's portfolio turnover rate in a year, the greater the trading costs payable by the Fund in the year, and the greater the chance of an investor receiving taxable capital gains in the year. There is not necessarily a relationship between a higher turnover rate and the performance of a Fund. Portfolio turnover rate equals the lesser of the costs of purchases and proceeds of sales of portfolio securities for the year divided by the average value of the portfolio securities of the Fund calculated on a monthly basis, excluding short-term securities.
- (8) The trading expense ratio represents total commissions and other portfolio transaction costs disclosed in the Statements of Comprehensive Income expressed as an annualized percentage of daily average net asset value of the Fund during the period.

## Past Performance

The performance returns below:

- are calculated as of **December 31** in each year and for the **first 6 months** of the current year;
- assume **all distributions** made by the Fund **are reinvested** to purchase additional units; and
- show the returns of the particular class of the Fund after any applicable management fees and operating expenses have been deducted, **but are not reduced by any redemption charges, optional charges or income taxes payable by you that would have reduced returns on performance.**

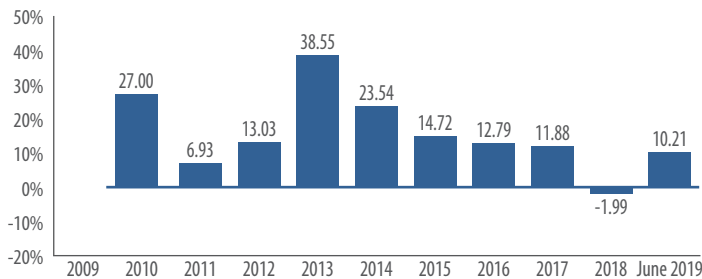
**Please remember that the past performance of the Fund is not an accurate prediction of future returns.**

# Beutel Goodman American Equity Fund

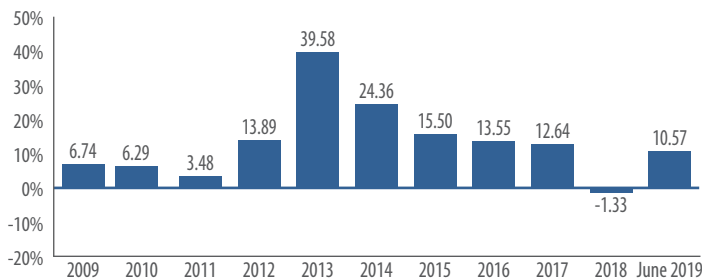
## Year-by-Year Returns

The bar chart indicates the Fund's annual performance for each of the year's shown and for the current 6 month period, illustrating how the Fund's performance has changed from year to year. The bar chart shows in percentage terms how much an investment made on the first day of each financial year or period would have grown or decreased by the last day of each financial year or period.

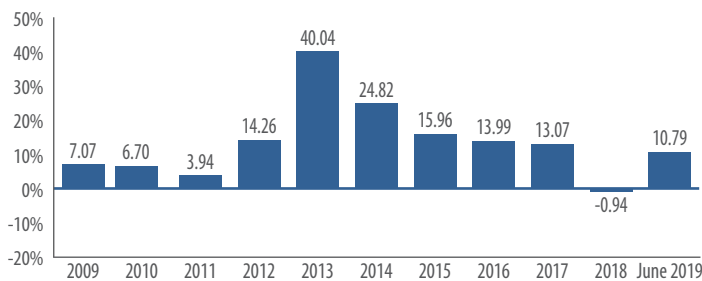
### Class B



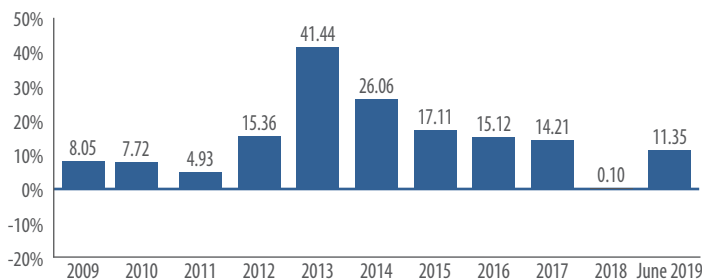
### Class D



### Class F



### Class I





# Beutel Goodman American Equity Fund

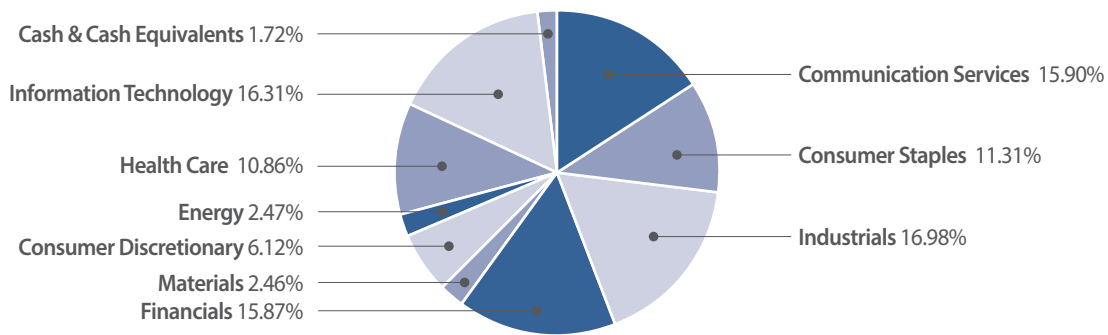
## Summary of Investment Portfolio

The following information may change due to the ongoing portfolio transactions of the Fund. More current information regarding the holdings of the Fund may be obtained on our website at [www.beutelgoodman.com](http://www.beutelgoodman.com).

### Summary of Top 25 Holdings

Issuer Name	% of Net Assets	Issuer Name	% of Net Assets
1. Verizon Communications Inc.	5.95	14. Harley-Davidson Inc.	3.88
2. Omnicom Group Inc.	5.39	15. Symantec Corp.	3.87
3. AmerisourceBergen Corp.	5.10	16. Oracle Corp.	3.42
4. American Express Co.	5.01	17. BlackRock Inc.	2.95
5. Parker Hannifin Corp.	4.95	18. Flowserve Corp.	2.73
6. Amdocs Ltd.	4.67	19. Campbell Soup Co.	2.70
7. Ameriprise Financial Inc.	4.57	20. Gardner Denver Holdings Inc.	2.67
8. Comcast Corp.	4.55	21. Ingersoll-Rand PLC	2.56
9. Kimberly-Clark Corp.	4.53	22. Halliburton Co.	2.47
10. Amgen Inc.	4.42	23. LyondellBasell Industries NV	2.46
11. KLA-Tencor Corp.	4.34	24. AutoZone Inc.	2.24
12. Kellogg Co.	4.07	25. JPMorgan Chase & Co.	2.07
13. Cummins Inc.	4.05		

### Asset Mix





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