

# Interim Management Report of Fund Performance

June 30, 2024

**Beutel Goodman Balanced Fund**

# Beutel Goodman Balanced 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.sedarplus.ca](http://www.sedarplus.ca).

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 Balanced Fund

## Management Discussion of Fund Performance

### Investment Objectives and Strategies

This Fund invests in cash and cash equivalents, fixed-income securities and Canadian, U.S. and international equity securities.

The asset mix process is based upon the observation that over longer time periods equities have historically generated higher nominal and real rates of return than fixed income assets. Normally, the target asset mix will be 60% equity and 40% fixed income.

The Fund's advisor uses a value based approach to select equity investments which means the advisor looks for stocks that are undervalued in relation to the asset value or earnings power of the issuer. The Fund's fixed income portfolio is invested in a diversified group of Canadian government and Canadian corporate bonds.

### 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.

### Results of Operations

Over the six-month period ended June 30, 2024, Beutel Goodman Balanced Fund (the "Fund"), Class B returned 3.46% versus 5.25% for the Fund's benchmark, the 40% FTSE Canada Universe Bond Index, 30% S&P/TSX Composite Index, 13% MSCI EAFE Index (C\$), 12% S&P 500 Index (C\$), 5% FTSE Canada 91 Day T-Bill Index. Unlike the benchmark, the Fund's return is net of fees and expenses paid by the Fund. Detailed performance is provided under the heading "Past Performance" in this report.

Save for a modest setback in April, global equity markets have delivered strong performance so far in 2024, showing surprising resilience amid geopolitical challenges, higher-for-longer interest rates, stubborn inflation and economic growth that appears to be slowing. Performance during the period has been driven largely by a concentrated handful of stocks in the Information Technology and Communication Services sectors.

The equity portfolio of the Fund is divided into three portions: Canadian equities, U.S. equities and international equities. The Canadian equity, U.S. equity and international equity components underperformed their benchmarks. The fixed income portion of the Fund outperformed its benchmark.

From an asset allocation perspective, relative underperformance was driven primarily by stock selection in Canadian and U.S. equity. An overweight in U.S. equity was the primary contributor to relative performance. The selection and weighting effects in fixed income also contributed to relative performance.

### Equity Portfolio

#### Key Contributors to Performance

- Within the Canadian equity portion of the Fund, the top-performing sectors during the period relative to its benchmark were Consumer Staples and Utilities sectors.
- Within the U.S. equity portion of the Fund, the top-performing sectors during the period relative to its benchmark were the Industrials and Financials sectors.
- Within the international equity portion of the Fund, the top-performing sectors during the period relative to its benchmark were Consumer Staples and Communication Services.
- Over the period, the top individual contributors to Fund performance included QUALCOMM Inc., NetApp Inc. and American Express Company.

#### Key Detractors from Performance

- Within the Canadian equity portion of the Fund, the Consumer Discretionary and Energy sectors were the largest detractors from relative performance.
- Within the U.S. equity portion of the Fund, the Communication Services and Consumer Discretionary sectors were the largest detractors from relative performance.
- Within the international equity portion of the Fund, the Health Care and Financials sectors were the largest detractors from relative performance.
- Over the period, the largest individual detractors from Fund performance included Magna International Inc., Open Text Corp. and Rogers Communications Inc.

### Fixed-Income Portfolio

- The Fund's long duration positioning relative to the benchmark contributed to performance in a volatile bond yield environment.
- Sector allocation contributed to performance as the Fund was overweight corporate bonds amid a tightening of spreads.
- Corporate security selection in financials securities contributed to performance.
- Curve positioning and government security selection were roughly neutral during the period.

# Beutel Goodman Balanced Fund

## Portfolio Activity

- The portfolio management team for the equity portion of the Fund (the “equity team”) employs a stock selection process that is based on identifying securities trading at a significant discount to their business value. The Fund’s sector and stock weights are outcomes of the equity team’s investment decisions based on bottom-up fundamentals and business quality. As a by-product of the equity team’s bottom-up investment process, market performance and general management activity, the following changes occurred in the Fund’s portfolio during the reporting period:
  - The Fund’s Consumer Staples, Materials, Health Care and Information Technology sector weightings increased over the period because of relative performance and the team’s buy/sell activities.
  - The Fund’s Industrials, Financials, Communication Services, Energy, Consumer Discretionary, Utilities and Real Estate sector weightings decreased over the period because of relative performance and the team’s buy/sell activities.
  - Infineon Technologies AG and Kering SA were new additions to the Fund.
  - The Fund’s position in WK Kellogg Co., Parker-Hannifin Corp., Hydro One Ltd. and Great-West Lifeco Inc. were liquidated.
- The portfolio management team for the fixed-income portion of the Fund (the “fixed-income team”) employs macroeconomic analysis, rigorous bottom-up credit research and proprietary risk-management tools and search for opportunities where the market has mispriced risk and reward. As a by-product of the fixed-income team’s investment process, market performance and general management activity, the following changes occurred in the Fund’s portfolio during the reporting period:
  - The Fund’s weightings in federal and municipal government bonds increased over the period, while the allocation in corporate and provincial bonds decreased.

## Recent Developments

Inflation has been a dominant global investment theme over the past few years, but as we reach the mid-point of 2024, many central banks around the world are now shifting to more accommodative monetary policy. However, the impacts of economic growth, as well as the myriad geopolitical events unfolding around the world, are unlikely to be uniform across Canadian, U.S. and international equity markets.

## 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	1.75	57	43
Class D	1.00	25	75
Class F	0.85	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 Balanced 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, 2024 and years ended December 31)

\$	June 2024	2023	2022	2021	2020	2019
<b>Net assets, beginning of period</b>	11.98	11.30	12.42	12.25	12.35	11.37
<b>Increase (decrease) from operations</b>						
Total revenue	0.22	0.39	0.34	0.33	0.41	0.36
Total expenses	(0.14)	(0.26)	(0.26)	(0.29)	(0.28)	(0.27)
Realized gains (losses) for the period	0.46	0.02	0.32	1.19	0.68	0.51
Unrealized gains (losses) for the period	(0.12)	0.65	(1.18)	(0.10)	(0.33)	0.78
<b>Total increase (decrease) from operations <sup>(1)</sup></b>	0.42	0.80	(0.78)	1.13	0.48	1.38
<b>Distributions to unitholders per unit:</b>						
From net investment income (excluding dividends)	0.06	0.09	0.05	0.04	0.11	0.06
From dividends	0.03	0.05	0.03	0.02	0.04	0.04
From capital gains	—	—	0.31	0.90	0.56	0.30
From return of capital	—	—	—	—	—	—
<b>Total period distributions <sup>(2)</sup></b>	0.09	0.14	0.39	0.96	0.71	0.40
<b>Net assets, end of period <sup>(3)</sup></b>	12.30	11.98	11.30	12.42	12.25	12.35

### Ratios and Supplemental Data

#### Class B Units

(for the period ended June 30, 2024 and years ended December 31)

	June 2024	2023	2022	2021	2020	2019
<b>Total net asset value (\$) (000's) <sup>(4)</sup></b>	60,696	63,367	62,016	74,433	68,276	76,672
<b>Number of outstanding units (000's) <sup>(4)</sup></b>	4,935	5,289	5,486	5,991	5,575	6,209
<b>Management expense ratio <sup>(5)</sup></b>	2.04%	2.04%	2.04%	2.04%	2.04%	2.05%
<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>	30%	41%	45%	67%	89%	63%
<b>Trading expense ratio (%) <sup>(8)</sup></b>	0.03%	0.02%	0.04%	0.05%	0.07%	0.04%
<b>Net asset value per unit, end of period</b>	12.30	11.98	11.30	12.42	12.25	12.35

### Financial Highlights per unit

#### Class D Units

(for the period ended June 30, 2024 and years ended December 31)

\$	June 2024	2023	2022	2021	2020	2019
<b>Net assets, beginning of period</b>	20.16	19.00	20.84	20.52	20.70	19.04
<b>Increase (decrease) from operations</b>						
Total revenue	0.38	0.65	0.57	0.55	0.70	0.60
Total expenses	(0.15)	(0.27)	(0.26)	(0.28)	(0.29)	(0.28)
Realized gains (losses) for the period	0.78	0.04	0.61	2.01	1.15	0.85
Unrealized gains (losses) for the period	(0.21)	1.10	(2.10)	(0.14)	(0.59)	1.34
<b>Total increase (decrease) from operations <sup>(1)</sup></b>	0.80	1.52	(1.18)	2.14	0.97	2.51
<b>Distributions to unitholders per unit:</b>						
From net investment income (excluding dividends)	0.16	0.25	0.17	0.16	0.29	0.21
From dividends	0.09	0.13	0.10	0.10	0.12	0.12
From capital gains	—	—	0.53	1.51	0.95	0.51
From return of capital	—	—	—	—	—	—
<b>Total period distributions <sup>(2)</sup></b>	0.25	0.38	0.80	1.77	1.36	0.84
<b>Net assets, end of period <sup>(3)</sup></b>	20.69	20.16	19.00	20.84	20.52	20.70

### Ratios and Supplemental Data

#### Class D Units

(for the period ended June 30, 2024 and years ended December 31)

	June 2024	2023	2022	2021	2020	2019
<b>Total net asset value (\$) (000's) <sup>(4)</sup></b>	91,315	97,418	110,640	170,176	170,767	197,614
<b>Number of outstanding units (000's) <sup>(4)</sup></b>	4,413	4,833	5,824	8,165	8,323	9,548
<b>Management expense ratio <sup>(5)</sup></b>	1.20%	1.21%	1.20%	1.20%	1.20%	1.20%
<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>	30%	41%	45%	67%	89%	63%
<b>Trading expense ratio (%) <sup>(8)</sup></b>	0.03%	0.02%	0.04%	0.05%	0.07%	0.04%
<b>Net asset value per unit, end of period</b>	20.69	20.16	19.00	20.84	20.52	20.70

# Beutel Goodman Balanced 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, 2024 and years ended December 31)

\$	June 2024	2023	2022	2021	2020	2019
<b>Net assets, beginning of period</b>	12.14	11.45	12.60	12.42	12.53	11.54
<b>Increase (decrease) from operations</b>						
Total revenue	0.22	0.39	0.35	0.33	0.42	0.37
Total expenses	(0.08)	(0.14)	(0.15)	(0.16)	(0.16)	(0.16)
Realized gains (losses) for the period	0.47	0.02	0.25	1.21	0.70	0.52
Unrealized gains (losses) for the period	(0.12)	0.67	(0.99)	(0.12)	(0.28)	0.77
<b>Total increase (decrease) from operations <sup>(1)</sup></b>	0.49	0.94	(0.54)	1.26	0.68	1.50
<b>Distributions to unitholders per unit:</b>						
From net investment income (excluding dividends)	0.10	0.17	0.14	0.11	0.19	0.14
From dividends	0.05	0.09	0.08	0.07	0.08	0.08
From capital gains	—	—	0.32	0.92	0.58	0.31
From return of capital	—	—	—	—	—	—
<b>Total period distributions <sup>(2)</sup></b>	0.15	0.25	0.54	1.10	0.85	0.53
<b>Net assets, end of period <sup>(3)</sup></b>	12.46	12.14	11.45	12.60	12.42	12.53

### Ratios and Supplemental Data

#### Class F Units

(for the period ended June 30, 2024 and years ended December 31)

	June 2024	2023	2022	2021	2020	2019
<b>Total net asset value (\$) (000's) <sup>(4)</sup></b>	84,366	89,523	91,440	66,637	54,724	58,002
<b>Number of outstanding units (000's) <sup>(4)</sup></b>	6,770	7,375	7,989	5,288	4,407	4,627
<b>Management expense ratio <sup>(5)</sup></b>	1.05%	1.06%	1.06%	1.06%	1.06%	1.06%
<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>	30%	41%	45%	67%	89%	63%
<b>Trading expense ratio (%) <sup>(8)</sup></b>	0.03%	0.02%	0.04%	0.05%	0.07%	0.04%
<b>Net asset value per unit, end of period</b>	12.46	12.14	11.45	12.60	12.42	12.53

### Financial Highlights per unit

#### Class I Units

(for the period ended June 30, 2024 and years ended December 31)

\$	June 2024	2023	2022	2021	2020	2019
<b>Net assets, beginning of period</b>	20.82	19.65	21.62	21.30	21.51	19.80
<b>Increase (decrease) from operations</b>						
Total revenue	0.39	0.67	0.60	0.58	0.73	0.63
Total expenses	(0.03)	(0.05)	(0.05)	(0.06)	(0.07)	(0.06)
Realized gains (losses) for the period	0.81	0.04	0.56	2.09	1.20	0.89
Unrealized gains (losses) for the period	(0.24)	1.15	(2.01)	(0.14)	(0.50)	1.38
<b>Total increase (decrease) from operations <sup>(1)</sup></b>	0.93	1.81	(0.90)	2.47	1.36	2.84
<b>Distributions to unitholders per unit:</b>						
From net investment income (excluding dividends)	0.25	0.43	0.35	0.33	0.48	0.38
From dividends	0.13	0.22	0.21	0.21	0.20	0.21
From capital gains	—	—	0.55	1.58	0.99	0.53
From return of capital	—	—	—	—	—	—
<b>Total period distributions <sup>(2)</sup></b>	0.38	0.64	1.11	2.12	1.67	1.12
<b>Net assets, end of period <sup>(3)</sup></b>	21.37	20.82	19.65	21.62	21.30	21.51

### Ratios and Supplemental Data

#### Class I Units

(for the period ended June 30, 2024 and years ended December 31)

	June 2024	2023	2022	2021	2020	2019
<b>Total net asset value (\$) (000's) <sup>(4)</sup></b>	2,643,261	2,670,880	2,640,989	3,072,834	3,451,081	3,773,493
<b>Number of outstanding units (000's) <sup>(4)</sup></b>	123,688	128,271	134,414	142,126	162,008	175,409
<b>Management expense ratio <sup>(5)</sup></b>	0.07%	0.07%	0.07%	0.07%	0.07%	0.07%
<b>Management expense ratio before waivers or absorptions <sup>(6)</sup></b>	0.11%	0.11%	0.11%	0.11%	0.11%	0.11%
<b>Portfolio turnover rate <sup>(7)</sup></b>	30%	41%	45%	67%	89%	63%
<b>Trading expense ratio (%) <sup>(8)</sup></b>	0.03%	0.02%	0.04%	0.05%	0.07%	0.04%
<b>Net asset value per unit, end of period</b>	21.37	20.82	19.65	21.62	21.30	21.51

# Beutel Goodman Balanced 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 period 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.**

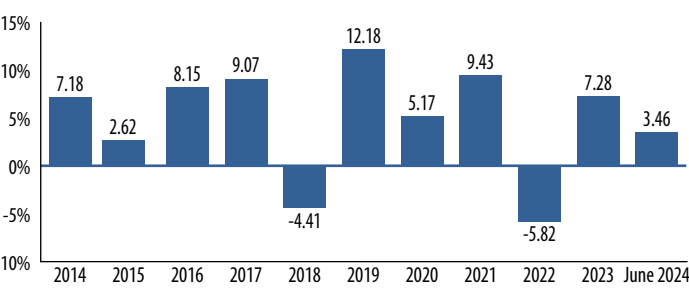
**Please remember that the past performance of the Fund is not an accurate prediction of future returns.**

# Beutel Goodman Balanced Fund

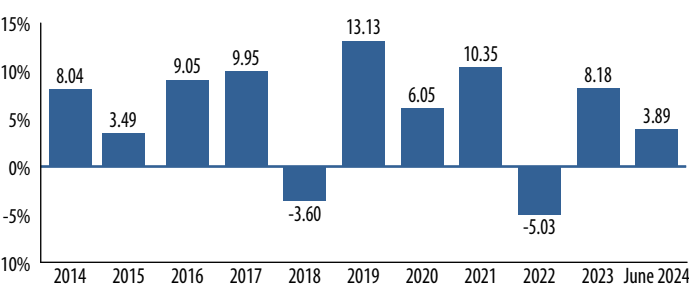
## Year-by-Year Returns

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.

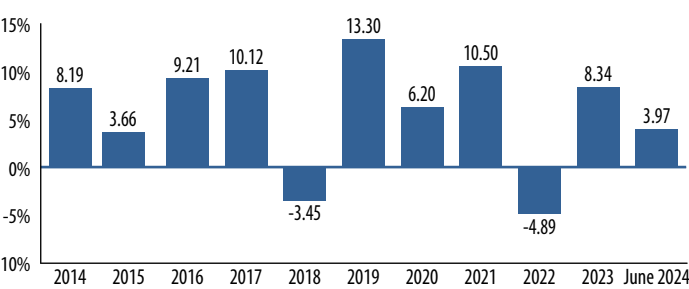
### Class B



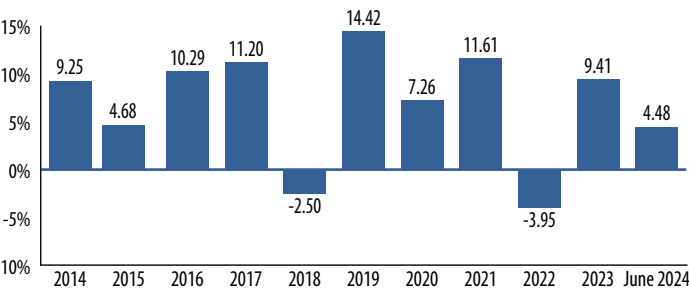
### Class D



### Class F



### Class I





# Beutel Goodman Balanced Fund

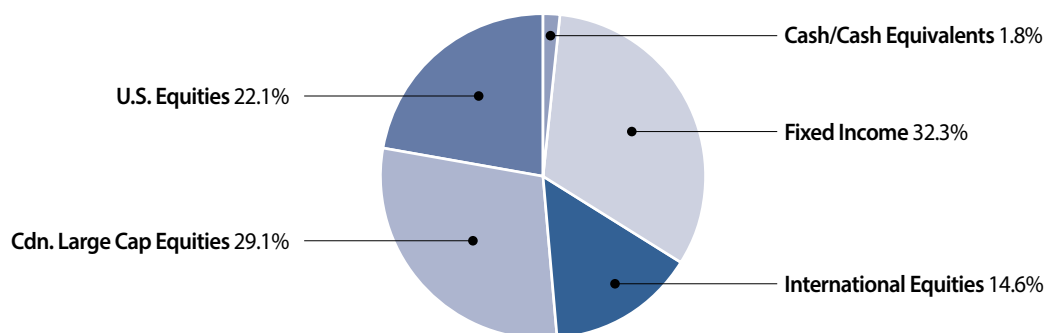
## Summary of Investment Portfolio

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	Coupon Rate (%)	Maturity Date	% of Net Assets	Issuer Name	Coupon Rate (%)	Maturity Date	% of Net Assets
1. Canadian Government Bond	3.000	1-Jun-34	2.55	14. Bank of Montreal			1.10
2. Royal Bank of Canada			2.30	15. Gen Digital Inc.			1.06
3. The Toronto-Dominion Bank			2.05	16. Biogen Inc.			1.05
4. Government of Canada	4.675	15-Aug-24	1.47	17. Kimberly-Clark Corp.			1.04
5. Province of Ontario	4.150	2-Jun-34	1.40	18. Suncor Energy Inc.			1.04
6. Manulife Financial Corp.			1.34	19. NetApp Inc.			1.03
7. Canadian National Railway Co.			1.29	20. Kellanova			1.01
8. Amgen Inc.			1.25	21. Sun Life Financial Inc.			1.00
9. RB Global Inc.			1.23	22. Comcast Corp., Class A			0.99
10. Rogers Communications Inc., Class B			1.15	23. Province of Ontario	4.700	2-Jun-37	0.97
11. Metro Inc.			1.12	24. eBay Inc.			0.95
12. Alimentation Couche-Tard Inc.			1.11	25. Canadian Pacific Kansas City Ltd.			0.93
13. TC Energy Corp.			1.10				

### Asset Mix





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