

ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE

For the period ended December 31, 2023

Meritage Income Portfolio

Meritage Conservative Income Portfolio

Notes on forward-looking statements

This report may contain forward-looking statements concerning the Portfolio, its future performance, its strategies or prospects or about future events or circumstances. Such forward-looking statements include, among others, statements with respect to our beliefs, plans, expectations, estimates and intentions. The use of the expressions “foresee”, “intend”, “anticipate”, “estimate”, “assume”, “believe” and “expect” and other similar terms and expressions indicate forward-looking statements.

By their very nature, forward-looking statements imply the use of assumptions and necessarily involve inherent risks and uncertainties. Consequently, there is a significant risk that the explicit or implicit forecasts contained in these forward-looking statements might not materialize or that they may not prove to be accurate in the future. A number of factors could cause future results, conditions or events to differ materially from the objectives, expectations, estimates or intentions expressed in such forward-looking statements. Such differences might be caused by several factors, including changes in Canadian and worldwide economic and financial conditions (in particular interest and exchange rates and the prices of other financial instruments), market trends, new regulatory provisions, competition, changes in technology and the potential impact of conflicts and other international events.

The foregoing list of factors is not exhaustive. Before making any investment decision, investors and others relying on our forward-looking statements should carefully consider the foregoing factors and other factors. We caution readers not to rely unduly on these forward-looking statements. We assume no obligation to update forward-looking statements in the light of new information, future events or other circumstances unless applicable legislation so provides.

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This annual management report of fund performance contains financial highlights, but does not contain the complete annual financial statements of the investment fund. You can get a copy of the annual financial statements at your request, and at no cost, by calling 1-866-603-3601, by writing to us at investments@nbc.ca, by visiting our website at www.nbinvestments.ca, by visiting SEDAR+’s website at www.sedarplus.ca, or by contacting your advisor. You may also contact us using one of these methods to request a copy of the Portfolio’s proxy voting policies and procedures, proxy voting disclosure record, or quarterly portfolio disclosure.

Management Discussion of Fund Performance

Investment Objective and Strategies

The Meritage Conservative Income Portfolio's investment objective seeks to achieve a current income and some capital appreciation over the medium-term by investing primarily in a diverse mix of fixed income and equity mutual funds.

The portfolio manager's target weighting for this Portfolio is 70-90% of net assets invested in Canadian and global fixed income securities and 10-30% of net assets invested in Canadian and global equity. This weighting may be reviewed and adjusted based on economic and market conditions. The portfolio manager may, in its sole discretion, select the underlying funds, allocate assets to the underlying funds, change the percentage holding of any underlying fund, remove any underlying fund or add other underlying funds. The Portfolio may also invest in mutual funds that hold small-cap stocks.

Risks

The global investment risk of the Portfolio remains as described in the simplified prospectus or any amendments thereto and Fund Facts.

Results of Operations

For the twelve-month period ended December 31, 2023, the Meritage Conservative Income Portfolio's Advisor Series units returned 6.11% compared to 8.30% for the Portfolio's blended benchmark. The broad-based index, the Morningstar Canada Liquid Bond Index (CAD), returned 7.12%. Unlike the indices, the Portfolio's performance is calculated after fees and expenses. Please see the *Past Performance* section for the returns of all of the Portfolio's series, which may vary mainly because of fees and expenses.

The Portfolio's net asset value dropped by 14.22% over the period, from \$116.96 million as at December 31, 2022 to \$100.33 million as at December 31, 2023.

The decline stemmed mainly from net redemptions by unitholders of the Fund.

Turbulence within U.S. regional banks, conflict in the Middle East, advances in artificial intelligence, record fluctuations in interest rates, hope for a soft landing; once again this year, the economic environment has not been kind to investors. Yet, with inflation slowing, the economy holding up, and the Federal Reserve (the Fed) opening the door to potential rate cuts, 2023 ended positively for most investors, with equities, bonds, and even cash posting appreciable gains over the period. Quite a contrast after a particularly trying 2022 on the markets.

Specifically, global equities appreciated strongly in 2023, outperforming traditional Canadian bonds, which nonetheless had a good year. In terms of leadership, 2023 belonged mainly to U.S. technology stocks, which rebounded strongly after a more difficult 2022. This largely explains the outperformance of the U.S. stock market over Canada and emerging markets.

On the fixed-income side, while long-term bonds dominated at the end of the year, it was high-yield bonds that ended 2023 with the best performance in the category against a generally positive backdrop for risky securities. Among commodities, oil prices fell over the period, while gold rebounded amid heightened geopolitical tensions. Finally, widespread market optimism resulted in a weaker U.S. dollar against a majority of currencies at year-end, including the Canadian dollar.

Given this context, the Meritage Conservative Income Portfolio underperformed its blended benchmark over the period. The CI Canadian Bond Fund, and the TD Canadian Core Plus Bond Fund brought the most value to the Portfolio during the period. The Manulife Strategic Income Fund, and the NBI Sustainable Canadian Short-Term Bond ETF contributed the least to the Portfolio's overall return over the period.

Recent Developments

On May 1, 2023, the Fund's independent review committee (the "IRC") was increased to four members when Stéphanie Raymond-Bougie was appointed as IRC member.

Effective on or about November 15, 2023, the management fees for the Advisor Series were reduced to 1.45% while the management fees for Series F were reduced to 0.70%.

On the economic front, with inflation potentially in the Fed's comfort zone as early as in April, we can expect to see central banks gradually shift their rhetoric to pave the way for rate cuts in the second half of 2024 in the U.S., and probably even earlier in Canada. Quantifying the extent of the economic slowdown that will accompany this process is not obvious, but with the most restrictive monetary policy since the 1980s and three "no-fault" recession signals now triggered, the risks are on the downside. Moreover, with market sentiment in "extreme optimism" territory as quantified by the manager's model, it seems that the soft-landing scenario, while not impossible, is already widely discounted.

Against this backdrop, the manager continues to favor defensive positioning, with a preference for bond markets. In over 50 years, there has never been a bear market trough with a recession before the onset of the latter. In parallel, it is common to see bond yields fall significantly during (and sometimes slightly after) a major economic downturn.

Within bond markets, the manager sees this backdrop as continuing to militate in favor of a cautious positioning, with a slightly longer duration and a neutral allocation to corporate credit at most.

Related Party Transactions

National Bank of Canada ("the Bank") and its affiliated companies' roles and responsibilities related to the Portfolio are as follows:

Trustee, Custodian and Registrar

Natcan Trust Company ("NTC"), a direct or indirect wholly-owned subsidiary of the Bank, is the Portfolio's trustee. In this capacity, it is the legal owner of the Portfolio's investments.

NTC also acts as the Portfolio's custodian, registrar and transfer agent. The Manager pays NTC for its services as custodian based on the assets held by the Portfolio. In addition, a flat fee per transaction is paid to NTC. With respect to the registrar and transfer agent services for the Portfolio, a fixed annual amount is paid to NTC by the Manager.

Agent for securities lending transactions

NTC acts as the agent for securities lending transactions acts on behalf of the Portfolio in administering securities lending transactions entered into by the Portfolio. NTC is an affiliate of the Manager.

Manager

As described in the *Management Fees* section, the Portfolio pays annual management fees to National Bank Investments Inc. (the "Manager") in consideration for management services. The management fees cover mainly the Manager's costs of managing the Portfolio's investments. The Manager is an indirect wholly-owned subsidiary of National Bank of Canada (the "Bank").

Since October 29, 2013, the Manager pays the operating expenses of the Portfolio other than its "portfolio costs" (defined below) (the "variable operating expenses"), in exchange for the Portfolio's payment to the Manager of annual fixed-rate administration fees with respect to each series of the Portfolio.

The administration fees are equal to a specified percentage of the net asset value of each series of the Portfolio, calculated and paid in the same manner as the Portfolio's management fees. The variable operating expenses payable by the Manager include, but are not limited to: transfer agency and recordkeeping costs; custodial costs; accounting and valuation fees; audit fees and legal fees; costs of preparing and distributing financial reports, simplified prospectuses, annual information forms, fund facts, continuous disclosure material and other securityholder communications; and costs of trustee services relating to registered tax plans, as applicable.

In addition to administration fees, the Portfolio shall also pay certain portfolio costs, namely: taxes (including, but not limited to, GST/HST and income taxes); costs of compliance with any changes to existing governmental or regulatory requirements introduced after August 1, 2013; costs of compliance with any new governmental or regulatory requirements, including any new fees introduced after August 1, 2013; interest and borrowing costs; costs related to external services that were not commonly charged in the Canadian mutual fund industry as at August 1, 2013; Independent Review Committee costs, including compensation paid to IRC members, travel expenses, insurance premiums and costs associated with their continuing education; and variable operating expenses incurred outside of the normal course of business of the Meritage Portfolios.

The Manager may, from time to time and at its sole discretion, decide to absorb a portion of a series' management fees, administration fees or Portfolio costs.

Portfolio Manager

The Manager has appointed National Bank Trust Inc. ("NBT"), an indirect wholly-owned subsidiary of the Bank, as the portfolio manager for the Portfolio. A flat fee is payable annually to NBT for its management services.

Distribution and Dealer Compensation

Portfolio securities are offered by National Bank Direct Brokerage (a division of National Bank Financial Inc., an indirect wholly owned subsidiary of the Bank), CABN Investments (a division of National Bank Investments Inc.), National Bank Financial Inc. and other affiliated entities. Each month, brokers receive a commission representing a percentage of the average daily value of the securities held by their clients. In addition, when Advisor Series securities are purchased, brokers usually receive a commission, which varies depending on the sales charge option chosen at the time of investment.

Brokerage Fees

The Portfolio may pay broker's commissions at market rates to a corporation affiliated with National Bank Investments Inc. The brokerage fees paid by the Portfolio for the period are as follows:

	Period ended December 31, 2023
Total brokerage fees	936.42
Brokerage fees paid to National Bank Financial	936.42

Holdings

As at December 31, 2023, National Bank Investments Inc. held 168.69 Portfolio securities for a value of \$1,518.22, which represented close to than 0.0012% of the net asset value of the Portfolio at that date. Transactions between National Bank Investments Inc. and the Portfolio were carried out in the normal course of business and at the Portfolio's net asset value as at the transaction date.

Administrative and Operating Services

NBT provides the Portfolio with certain services, including accounting, reporting and portfolio valuation services. The costs incurred for these services are paid by the Manager to NBT.

Management Fees

The Portfolio pays annual management fees to the Manager in consideration for management, portfolio advisory and administrative services and facilities required by the Portfolio in its day-to-day operations. As the Portfolio invests in underlying funds, the fees and expenses payable in connection with the management of the underlying funds are in addition to those payable by the Portfolio. However, the Manager makes sure that the Portfolio does not pay any management (or operating) fees that, to a reasonable person, would duplicate a fee payable by the underlying fund for the same service.

The management fees are calculated as a fixed percentage of the Portfolio's daily net asset value, are accrued on a daily basis and are paid monthly. The Portfolio is required to pay applicable taxes on the management fees.

Under the heading *Distribution*, expenses include the broker's compensation consisting of the maximum annual trailer fees and sales commissions paid to brokers. Under the heading *Other*, the fees relate mainly to investment management, investment advisory services, general administration and profit. The breakdown of the main services received in consideration for the management fees, as a percentage of the management fees collected from the Portfolio, is as follows:

Series	Management Fees	Distribution	Others [†]
Advisor Series*			
Front-end load**	1.45%	51.72%	48.28%
Back-end load - 1 to 6 years	1.45%	17.24%	82.76%
Low load - 1 to 3 years	1.45%	17.24%	82.76%
Low load - 4 years and more	1.45%	51.72%	48.28%
Series F	0.70%	—	100.00%
Series O	N/A***	—	100.00%

^(†) Includes all costs related to management, investment advisory services, general administration and profit.

^(*) Excluding sales commissions paid on the Advisor Series with the low sales charge option and deferred sales charge option, which are not included in the management fees.

^(**) Rate applicable for all investments, including Advisor Series existing before May 14, 2015, systematic investment programs, reinvested distributions and switches.

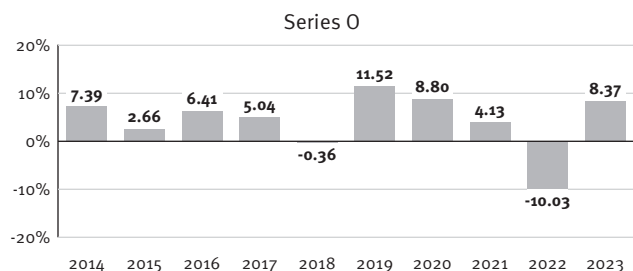
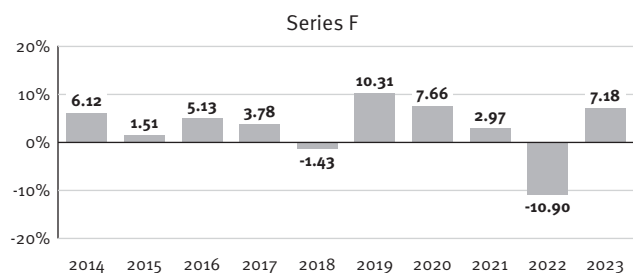
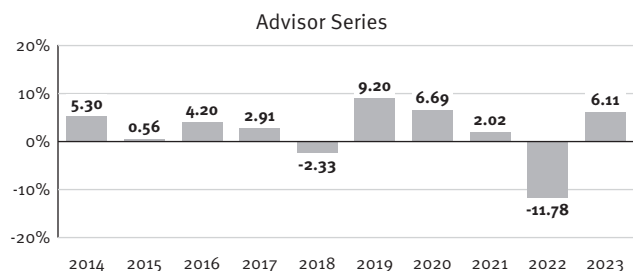
^(***) The Series O is only available to selected investors that have been approved and have entered into an O Series units account agreement with National Bank Investments Inc. The criteria for approval may include the size of the investment, the expected level of account activity and the investor's total investments with NBII. No management fees are charged to the portfolio with respect to the O Series units. Management fees are negotiated with and paid directly by investors and are in addition to the fixed-rate administration fee. NBII does not pay any commissions or service fees to dealers who sell O Series units. There are no sales charges payable by investors who purchase O Series units.

Past Performance

The performance of each series of the Portfolio presented below is calculated as of December 31 of each year. It assumes that all distributions made in the periods shown were reinvested in additional securities and does not take into account sales, redemption charges, distributions, or optional charges that would have reduced returns. Past performance of a series of the Portfolio does not necessarily indicate how it will perform in the future.

Annual Returns

The bar charts indicate the performance for each the Portfolio's series in existence greater than one year during the years shown, and illustrate how the performance has changed from year to year. They show, in percentage terms, how much an investment made on January 1 (or made commencing from the start of the series) would have grown or decreased by December 31 of that year, in the case of the Annual management report of fund performance, or by June 30, in the case of the Interim management report of fund performance.



Annual Compounded Performance

The following table shows the Portfolio's annual compound returns for each series in existence greater than one year and for each of the periods ended on December 31, 2023, compared with the following benchmarks:

The blended benchmark (the "Benchmark") is composed of:

- Morningstar® Canada Liquid Bond Index (CAD) (80%)
- Morningstar® Canada Large-Mid Index (CAD) (20%)

The broad-based index is the Morningstar® Canada Liquid Bond Index (CAD).

Meritage Conservative Income Portfolio

	1 year	3 years	5 years	10 years	Since inception
Advisor Series¹	6.11%	(1.52)%	2.16%	2.13%	–
Benchmark	8.30%	0.16%	3.80%	3.82%	–
Broad-based index	7.12%	(2.32)%	1.75%	2.70%	–
Series F²	7.18%	(0.56)%	3.15%	3.07%	–
Benchmark	8.30%	0.16%	3.80%	3.82%	–
Broad-based index	7.12%	(2.32)%	1.75%	2.70%	–
Series O²	8.37%	0.51%	4.26%	4.22%	–
Benchmark	8.30%	0.16%	3.80%	3.82%	–
Broad-based index	7.12%	(2.32)%	1.75%	2.70%	–

¹Commencement of operations: September 25, 2006

²Commencement of operations: October 31, 2013

A discussion of the Portfolio's relative performance in comparison to the index (or indices) can be found in the *Results of Operations* Section of this report.

Index Descriptions

The **Morningstar® Canada Liquid Bond Index** offers diversified exposure to federal debt securities guaranteed by the federal government, to provincial debt securities guaranteed by the provincial government and to corporate debt securities denominated in Canadian dollars in order to maintain liquidity. Small issuances, issuances with limited terms and issuances with credit ratings lower than those of investment-grade securities are excluded from the index.

The **Morningstar® Canada Large-Mid Index** measures the performance of Canadian stock exchanges by targeting 90% of shares, based on their order of importance in terms of market capitalization.

Financial Highlights

The following tables show selected key financial information about the Portfolio and are intended to help you understand the Portfolio's financial performance for the accounting periods shown.

Advisor Series

Net Assets per Unit ⁽¹⁾		Commencement of operations: September 25, 2006				
Accounting Period Ended	2023 December 31	2022 December 31	2021 December 31	2020 December 31	2019 December 31	
Net Assets, Beginning of Accounting Period Shown⁽⁴⁾	6.39	7.60	7.77	7.87	7.50	
Increase (Decrease) from Operations (\$)						
Total revenue	0.22	0.20	0.20	0.23	0.25	
Total expenses	(0.13)	(0.14)	(0.15)	(0.16)	(0.16)	
Realized gains (losses)	(0.07)	(0.09)	0.11	0.38	0.03	
Unrealized gains (losses)	0.36	(0.89)	(0.02)	0.05	0.58	
Total Increase (Decrease) from Operations (\$)⁽²⁾	0.38	(0.92)	0.14	0.50	0.70	
Distributions (\$)						
From net investment income (excluding dividends)	0.04	—	—	—	0.01	
From dividends	0.06	0.06	0.05	0.06	0.08	
From capital gains	—	—	0.01	0.29	—	
Return of capital	0.14	0.26	0.27	0.26	0.22	
Total Annual Distributions (\$)⁽³⁾	0.24	0.32	0.33	0.61	0.31	
Net Assets, End of Accounting Period Shown (\$)⁽⁴⁾	6.53	6.39	7.60	7.77	7.87	

Ratios and Supplemental Data

Accounting Period Ended	2023 December 31	2022 December 31	2021 December 31	2020 December 31	2019 December 31
Total net asset value (000's of \$) ⁽⁵⁾	66,877	76,564	105,395	115,402	117,638
Number of units outstanding ⁽⁶⁾	10,237,132	11,988,185	13,875,315	14,856,614	14,953,649
Management expense ratio (%) ⁽⁴⁾	2.01	2.05	2.05	2.05	2.07
Management expense ratio before waivers or absorptions (%)	2.04	2.07	2.07	2.07	2.09
Trading expense ratio (%) ⁽⁷⁾	0.01	0.01	—	0.01	0.01
Portfolio turnover rate (%) ⁽⁸⁾	—	12.23	1.21	12.93	0.56
Net asset value per unit (\$)	6.53	6.39	7.60	7.77	7.87

Series F

Net Assets per Unit ⁽¹⁾		Commencement of operations: September 25, 2006				
Accounting Period Ended	2023 December 31	2022 December 31	2021 December 31	2020 December 31	2019 December 31	
Net Assets, Beginning of Accounting Period Shown⁽⁴⁾	7.57	8.92	9.04	9.08	8.57	
Increase (Decrease) from Operations (\$)						
Total revenue	0.27	0.23	0.24	0.26	0.29	
Total expenses	(0.08)	(0.08)	(0.09)	(0.10)	(0.10)	
Realized gains (losses)	(0.09)	(0.11)	0.14	0.45	0.04	
Unrealized gains (losses)	0.40	(1.12)	(0.03)	0.07	0.63	
Total Increase (Decrease) from Operations (\$)⁽²⁾	0.50	(1.08)	0.26	0.68	0.86	
Distributions (\$)						
From net investment income (excluding dividends)	0.12	0.06	0.03	0.06	0.09	
From dividends	0.07	0.09	0.11	0.10	0.10	
From capital gains	—	—	0.01	0.32	—	
Return of capital	0.10	0.23	0.24	0.23	0.18	
Total Annual Distributions (\$)⁽³⁾	0.29	0.38	0.39	0.71	0.37	
Net Assets, End of Accounting Period Shown (\$)⁽⁴⁾	7.81	7.57	8.92	9.04	9.08	

Ratios and Supplemental Data

Accounting Period Ended	2023 December 31	2022 December 31	2021 December 31	2020 December 31	2019 December 31
Total net asset value (000's of \$) ⁽⁵⁾	33,450	40,390	59,055	57,615	49,905
Number of units outstanding ⁽⁶⁾	4,283,625	5,337,289	6,620,186	6,372,322	5,498,292
Management expense ratio (%) ⁽⁴⁾	1.08	1.11	1.10	1.10	1.12
Management expense ratio before waivers or absorptions (%)	1.12	1.13	1.13	1.12	1.14
Trading expense ratio (%) ⁽⁷⁾	0.01	0.01	—	0.01	0.01
Portfolio turnover rate (%) ⁽⁸⁾	—	12.23	1.21	12.93	0.56
Net asset value per unit (\$)	7.81	7.57	8.92	9.04	9.08

Series O

Net Assets per Unit⁽⁴⁾

Commencement of operations: October 31, 2013

Accounting Period Ended	2023 December 31	2022 December 31	2021 December 31	2020 December 31	2019 December 31
Net Assets, Beginning of Accounting Period Shown⁽⁴⁾	8.65	10.10	10.13	10.10	9.44
Increase (Decrease) from Operations (\$)					
Total revenue	0.31	0.27	0.27	0.29	0.31
Total expenses	—	—	—	—	—
Realized gains (losses)	(0.10)	(0.13)	0.15	0.50	0.04
Unrealized gains (losses)	0.49	(1.12)	(0.01)	0.08	0.71
Total Increase (Decrease) from Operations (\$)⁽²⁾	0.70	(0.98)	0.41	0.87	1.06
Distributions (\$)					
From net investment income (excluding dividends)	0.23	0.14	0.08	0.16	0.21
From dividends	0.08	0.13	0.18	0.13	0.11
From capital gains	—	—	0.01	0.37	—
Return of capital	0.05	0.17	0.17	0.17	0.10
Total Annual Distributions (\$)⁽³⁾	0.36	0.44	0.44	0.83	0.42
Net Assets, End of Accounting Period Shown (\$)⁽⁴⁾	9.00	8.65	10.10	10.13	10.10

Ratios and Supplemental Data

Accounting Period Ended	2023 December 31	2022 December 31	2021 December 31	2020 December 31	2019 December 31
Total net asset value (000's of \$) ⁽⁵⁾	2	1	2	1	1
Number of units outstanding ⁽⁵⁾	169	162	154	148	136
Management expense ratio (%) ⁽⁶⁾	0.03	0.03	0.02	0.02	0.01
Management expense ratio before waivers or absorptions (%)	0.17	0.03	0.02	1.32	1.07
Trading expense ratio (%) ⁽⁷⁾	0.01	0.01	—	0.01	0.01
Portfolio turnover rate (%) ⁽⁸⁾	—	12.23	1.21	12.93	0.56
Net asset value per unit (\$)	9.00	8.65	10.10	10.13	10.10

⁽¹⁾ This information is derived from the Portfolio's Annual Audited Financial Statements. The net assets per unit presented in the financial statements might differ from the net asset value calculated for fund pricing purposes. The differences are explained in the notes to the financial statements.

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

⁽³⁾ Distributions were paid in cash or reinvested in additional units of the Portfolio, or both.

⁽⁴⁾ The net assets are calculated in accordance with IFRS.

⁽⁵⁾ This information is provided as at the last day of the accounting period shown.

⁽⁶⁾ Management expense ratio is based on total expenses including sales taxes for the accounting period indicated (excluding commission, other portfolio transaction costs and withholding taxes) and is expressed as an annualized percentage of daily average net value during the accounting period. The management expense ratio includes, if necessary, the management expenses from its underlying funds, as described in Article 15.2 of Regulation 81-106.

⁽⁷⁾ The trading expense ratio represents total commissions and other portfolio transaction costs expressed as an annualized percentage of daily average net asset value during the accounting period. The trading expense ratio includes, if necessary, the trading expenses from its underlying funds, as described in Article 15.2 of Regulation 81-106.

⁽⁸⁾ The portfolio's turnover rate indicates how actively the Portfolio's manager manages its portfolio investments. A portfolio turnover rate of 100% is equivalent to the Portfolio buying and selling all of the securities in its portfolio once in the course of the accounting period. The higher a portfolio's turnover rate in an accounting period, the greater the trading costs payable by the Portfolio in the accounting period, and the greater the chance of an investor receiving taxable capital gains in the accounting period. There is not necessarily a relationship between a high turnover rate and the performance of a Portfolio.

Summary of Investment Portfolio

As of December 31, 2023

Portfolio Top Holdings

	% of Net Asset Value
TD Canadian Core Plus Bond Fund, Series O	31.2
CI Signature Canadian Bond Fund, Class I	31.1
BMO Dividend Fund - I	7.7
RBC Canadian Dividend Fund , Series O	7.0
RP Strategic Income Plus Fund, Class O	6.7
Manulife Strategic Income Fund, Series I	6.6
NBI Sustainable Canadian Short Term Bond ETF	5.0
Capital Group Global Equity Fund, Series I	5.0
Cash, Money Market and Other Net Assets	(0.3)
	<u>100.0</u>

Net asset value \$100,328,417

Asset Mix

	% of Net Asset Value
Fixed Income Funds	75.5
Canadian Equity Funds	14.8
Global Equity Funds	5.0
Exchange Traded Funds	5.0
Cash, Money Market and Other Net Assets	(0.3)

The above table shows the top 25 positions held by the Portfolio. In the case of a Portfolio with fewer than 25 positions, all positions are indicated.

The Summary of Investment Portfolio may change due to ongoing portfolio transactions of the Portfolio. A quarterly update is available. Please consult the website www.nbinvestments.ca, or contact your advisor.

The prospectus and other information on the underlying investment funds are available on the website indicated above or on SEDAR+'s website at www.sedarplus.ca.