



Independent Review Committee
2024 Report to Securityholders
Sun Life Global Investments Mutual Funds

December 31, 2024

Dear Investor:

We are pleased to publish this annual report to investors of the investment funds managed by SLGI Asset Management Inc. (the “Manager”) and listed in Schedule “A” (the “Funds”). This report relates to the financial year ended December 31, 2024.

Securities regulators have given the Funds’ Independent Review Committee (the “Committee”) a specific role to review mutual fund conflict of interest matters identified and referred to us by the Manager and to give our approval or recommendation. Our focus is on the question of whether the Manager’s proposed action achieves a fair and reasonable result for the Funds.

We held regularly scheduled meetings with the Manager on a quarterly basis in 2024 to receive the Manager’s reports of compliance with its policies. In addition, one special meeting was held to consider conflict of interest matters identified by the Manager. The Committee met privately, without members of management present, for each meeting. We completed our annual assessment of the adequacy and effectiveness of the Manager’s conflict of interest policies and procedures. We also assessed our effectiveness as an Independent Review Committee, the effectiveness and contribution of each of our members, and the independence and compensation of our members.

The members of the Committee bring to their roles a combination of educational and professional experience and skills to adequately address the scope of the conflict of interest matters that come before us. The industry information and ongoing continuing education provided to us by the Manager help us to maintain high standards and best practices in mutual fund governance.

The Manager is transparent and responsive in its dealings with the Committee. We look forward to the continuation of our effective working relationship with the Manager for the benefit of the Funds.

“Frank Lippa”

Frank Lippa

Chair of the Independent Review Committee

Members of your Independent Review Committee (“IRC”)

<u>Name</u>	<u>Residence</u>	<u>Length of Service</u>
Frank Lipka ¹	Richmond Hill, Ontario	August 19, 2020 to present
Carol Sands	Newmarket, Ontario	June 8, 2023 to present
Ann David	Montreal, Quebec	July 1, 2023 to present

Notes:

¹ Chair of the IRC from May 1, 2023 to present.

Holding of Securities

(a) Funds

As at December 31, 2024, the percentage of securities of each series of the Funds beneficially owned, directly or indirectly, in aggregate, by all members of the IRC, did not exceed 10 per cent of that series.

(b) Manager

As at December 31, 2024, no member of the IRC beneficially owned, directly or indirectly, any class or series of voting or equity securities of the Manager.

(c) Any person or company that provides services to the investment fund or the manager as at December 31, 2024

As at December 31, 2024, the percentage of securities of each class or series of voting or equity securities in any person or company that provides services to the Funds or the Manager beneficially owned, directly or indirectly, in aggregate, by all members of the IRC was insignificant and was considered by the IRC to have no impact on the independence or objectivity of its members.

Compensation and Indemnities

The aggregate compensation paid and expenses reimbursed by the Funds to the members of the IRC for the year was \$131,711. This compensation was in line with the Manager’s recommendation.

To allocate this amount among the Funds, as a general practice, the Manager considers IRC's involvement and the complexity of all funds for which the IRC has been appointed. For the purpose of allocating IRC costs across the Funds, the Manager distinguishes between two categories of Funds: Funds that are structured as fund of funds and Funds that hold direct investments. The Manager has determined that, based on the complexity of the issues to be reviewed by the IRC for the Funds in each category, it is appropriate for the Funds that are structured as fund of funds to be allocated a lesser proportion of IRC costs than Funds that hold direct investments. The Manager first attributes IRC costs to each such category of Funds, and then allocates such costs equally between the Funds in each category.

No indemnities were paid to the members of the IRC by the Funds during the period.

At least annually, the IRC reviews its compensation considering the following:

1. the best interests of the Funds;
2. that each Fund must pay its reasonable allocation of the compensation of the members of your IRC from the assets of the Fund;
3. that compensation paid to your IRC by each Fund should fairly and reasonably reflect the general and specific benefits accruing to the Fund;
4. the number, nature and complexity of the Funds for which your IRC acts; and
5. the nature and extent of the workload of each member of your IRC.

When setting compensation for the period July 1, 2024 to June 30, 2025, the IRC also considered the guidance outlined in Canadian Securities Administrators Multilateral Staff Notice 81-337 Targeted Continuous Disclosure Review and Guidance for Independent Review Committees for Investment Funds, published March 21, 2024.

Conflict of Interest Matters

Except as set out in Schedule B, the IRC is not aware of any instance in which the Manager acted in a conflict of interest matter but did not meet a condition imposed by the IRC in its recommendations or approvals. The Manager has an obligation to notify the IRC of any such instances.

Approvals and Standing Instructions

The Manager received approvals and relied on standing instructions with respect to the following activities. In each case, the standing instructions require the Manager to comply with its related policy and procedures and to report periodically to your IRC.

1. Allowing the Funds to purchase and hold securities of the related issuer, Sun Life Financial Inc.
2. Allowing the Funds to purchase or sell equity and debt securities from or to a related dealer when the related dealer is acting as principal.
3. Allowing the Funds to purchase securities of Affiliate Investment Vehicles without prior investor consent.

Positive Recommendations and Standing Instructions

The Manager received positive recommendations and relied on standing instructions with respect to the conflict of interest matters addressed by the following policies. In each case, the standing instructions require the Manager to comply with its related policy and procedures and to report periodically to your IRC.

1. Personal Trading Policy, which restricts most personal trading by certain individuals employed by the Manager but allows those individuals to trade in certain securities for their own account subject to controls.
2. Allocation of Fees and Expenses Policy, which sets out the process the Manager will follow in charging expenses to the Funds; allocating expenses between the Manager and the Funds and allocating expenses among the Funds and other funds managed by the Manager or an affiliate, including expenses charged by related parties for services provided to the Manager and the Funds.
3. Brokerage Commission (Soft Dollar) Policy, which sets out the steps the Manager will follow to obtain order execution for the Funds as well as certain additional goods and services (generally, research) for the benefit of its clients, including the Funds, using brokerage commissions paid by the Funds.
4. Trading Policy, which covers a number of different areas, including: (i) error correction, which directs the circumstances and manner in which the Manager will correct trading errors in the portfolio investments of a Fund; and (ii) fair allocations of investment opportunities.
5. Fund Asset Valuation Policy, which directs how a Fund's securities will be valued in order to obtain a fair net asset value of the Fund.
6. Proxy Voting Policy, which directs how the Manager will vote a Fund's proxies of securities issued by Sun Life Financial Inc. and its affiliates and when voting a Fund's proxy will raise a possible conflict of interest for the Manager or a sub-advisor related to the Manager.
7. Short-Term, Excessive or Late Trading Policy, which sets out the steps the Manager will take to monitor, detect and deter short-term trading and market timing and to prohibit late trading by securityholders in units or shares of the Funds.
8. Policy on Client Name Registered Investments in Terminating Funds or Series, which sets out the process the Manager will follow to switch remaining client name registered investments in a terminating fund or series into the Sun Life Money Market Fund.
9. Large Investments in the Funds Policy, which sets out the steps the Manager will take to monitor, detect and report on large investments in the Funds, including investments made by the Manager and its affiliates.
10. Seed Capital Redemption Policy, which sets out the process the Manager will follow to allow a redemption of seed capital invested in a Fund by the Manager or its affiliates.
11. Dealing with Fund Capacity Issues Policy, which sets out the steps the Manager will take when its internal portfolio managers redeem securities held in a client account

of a Fund for which there are identified concerns or limits about capacity.

12. Gifts and Entertainment Policy, which requires the Manager to monitor the acceptance or offering of gifts and entertainment by any SLGI employees or Sun Life employees that provide investment management services to the Manager or the Funds.
13. In-Specie Transactions for Funds that are Reporting Issuers Policy, which outlines the process the Manager will follow to undertake in-specie transactions with an affiliated entity as well as between the Funds.
14. Limited Selective Disclosure Policy, which sets out the framework for the Manager to provide fund information to institutional investors.
15. Use of Affiliated Trade Support Services Providers Policy, which sets out the framework for the Manager to oversee its affiliate that provides trade desk support services to the Manager.
16. Fund on Fund Transactions Policy, which outlines the process the Manager will follow with respect to fund of fund investments, effective January 1, 2025.

Positive Recommendations

The IRC provided a positive recommendation for the following conflict of interest matter referred to the IRC by the Manager:

1. The IRC was of the opinion that the Manager's proposed course of actions with respect to i) replacing the sub-advisors of Sun Life Amundi Emerging Markets Debt Fund (the "EMD Fund"), Amundi (UK) Limited, and Amundi Canada Inc., respectively, with an affiliate of the Manager, MFS Investment Management Canada Limited ("Action 1"), and ii) conditional on receiving securityholder approval relating to Action 1 and concerning proposed changes to the fundamental investment objectives of the EMD Fund, the merger of the Sun Life Global Tactical Yield Private Pool ("GTU Fund") into a newly re-purposed global fixed income fund ("Action 2"), would achieve a fair and reasonable result for the EMD Fund and GTU Fund. The IRC gave a positive recommendation to each of the proposed actions on March 6, 2024.
2. The IRC was of the opinion that the Manager's proposed course of action with respect to replacing the sub-advisor of the Sun Life Schroder Global Mid Cap Fund (which was subsequently renamed Sun Life Global Mid Cap Fund) (the "Fund"), Schroders Investment Management North America, with two sub-advisors, with the assets to be split evenly between Acadian Asset Management LLC and an affiliate of the Manager, MFS Investment Canada Limited, where MFS Institutional Advisors Inc. will act as sub-advisor to MFS Investment Canada Limited, would achieve a fair and reasonable result for the Fund. The IRC gave a positive recommendation to the proposed action on July 23, 2024.

Schedule “A”

Funds covered by this report

As of December 31, 2024

Sun Life Acadian International Equity Fund

Sun Life Aditya Birla India Fund

Sun Life BlackRock Canadian Composite Equity Fund

Sun Life BlackRock Canadian Equity Fund

Sun Life BlackRock Canadian Universe Bond Fund

Sun Life Core Advantage Credit Private Pool

Sun Life Crescent Specialty Credit Private Pool

Sun Life Dynamic Equity Income Fund

Sun Life Dynamic Strategic Yield Fund

Sun Life Granite Balanced Growth Portfolio

Sun Life Granite Balanced Portfolio

Sun Life Granite Conservative Portfolio

Sun Life Granite Enhanced Income Portfolio

Sun Life Granite Growth Portfolio

Sun Life Granite Income Portfolio

Sun Life Granite Moderate Portfolio

Sun Life Granite Tactical Completion Fund

Sun Life JPMorgan International Equity Fund

Sun Life Risk Managed U.S. Equity Fund

Sun Life KBI Global Dividend Private Pool

Sun Life KBI Sustainable Infrastructure Private Pool

Sun Life MFS Canadian Bond Fund

Sun Life MFS Canadian Equity Fund

Sun Life MFS Diversified Income Fund

Sun Life MFS Global Core Plus Bond Fund (formerly, Sun Life Amundi Emerging Markets Debt Fund)

Sun Life MFS Global Growth Fund

Sun Life MFS Global Total Return Fund

Sun Life MFS Global Value Fund

Sun Life MFS International Opportunities Fund

Sun Life MFS International Value Fund

Sun Life MFS Low Volatility Global Equity Fund

Sun Life MFS Low Volatility International Equity Fund
Sun Life MFS U.S. Equity Fund
Sun Life MFS U.S. Growth Fund
Sun Life MFS U.S. Mid Cap Growth Fund
Sun Life MFS U.S. Value Fund
Sun Life Milestone 2025 Fund
Sun Life Milestone 2030 Fund
Sun Life Milestone 2035 Fund
Sun Life Milestone Global Equity Fund
Sun Life Money Market Fund
Sun Life Multi-Strategy Bond Fund
Sun Life Net Zero Target Bond Fund
Sun Life Nuveen Flexible Income Fund
Sun Life Real Assets Private Pool
Sun Life Schroder Emerging Markets Fund
Sun Life Global Mid Cap Fund (formerly, Sun Life Schroder Global Mid Cap Fund)
Sun Life Tactical Balanced ETF Portfolio
Sun Life Tactical Conservative ETF Portfolio
Sun Life Tactical Equity ETF Portfolio
Sun Life Tactical Fixed Income ETF Portfolio
Sun Life Tactical Growth ETF Portfolio
Sun Life U.S. Core Fixed Income Fund
Sun Life Wellington Opportunistic Fixed Income Private Pool
Sun Life Granite Balanced Class*
Sun Life Granite Balanced Growth Class*
Sun Life Granite Conservative Class*
Sun Life Granite Growth Class*
Sun Life Granite Moderate Class*
Sun Life MFS Global Growth Class*
Sun Life MFS International Opportunities Class*
Sun Life MFS U.S. Growth Class*
Sun Life Money Market Class*

**each a class of shares of Sun Life Global Investments Corporate Class Inc., a mutual fund corporation.*

Schedule “B”

- 1) The Recommendation Standing Instruction, Large Investments in the Funds Policy, stipulates that the Manager, when acting as portfolio manager to SLGI’s managed solutions, must provide notice to portfolio sub-advisors prior to executing large redemptions. The Manager identified a breach of this condition that occurred on September 10, 2024 concerning the Sun Life BlackRock Canadian Universe Bond Fund (the “Impacted Fund”) which resulted in an overdraft that exceeded the 10% borrowing limit established by the exemptive relief dated May 24, 2024. The Manager covered the one day overdraft and ensured that there was no harm to the Impacted Fund and its securityholders. The IRC is satisfied that the Manager has taken appropriate action to deal with the matter and has enhanced its procedures and oversight to prevent reoccurrence.