

SPECIAL MEETINGS OF INVESTORS OF

**Sun Life Amundi Emerging Markets Debt Fund
(the “Continuing Fund”)**

and

**Sun Life Global Tactical Yield Private Pool
(the “Terminating Fund” and together with the Continuing Fund, the “Funds”)**

**to be held on
May 31, 2024 commencing at 10:30 a.m. (Toronto time)
at the offices of Borden Ladner Gervais LLP
22 Adelaide Street West, Suite 3400
Toronto, Ontario**

April 26, 2024

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MANAGEMENT INFORMATION CIRCULAR

SOLICITATION OF PROXIES

The information contained in this Management Information Circular (the “**Information Circular**”) is provided by the board of directors of SLGI Asset Management Inc., in its capacity as trustee and manager of the Funds (the “**Manager**”), **in connection with the solicitation of proxies on behalf of management of the Manager** to be used at the special meetings of the investors of the Funds.

These special meetings are to be held at the offices of **Borden Ladner Gervais LLP, 22 Adelaide Street West, Suite 3400, Toronto, Ontario, on May 31, 2024 at 10:30 a.m.** (Toronto time) (each individually, a “**Meeting**” and collectively, the “**Meetings**”) for the purposes outlined in the Notice of Meeting. The Manager anticipates that the solicitation of proxies will principally be done by mail. The cost of the solicitation will be borne by the Manager.

Quorum for each Meeting of the Funds will be two securityholders, represented in person or by proxy. If a Meeting in respect of any Fund is adjourned due to a lack of quorum, the adjourned meeting will be held at the offices of **Borden Ladner Gervais LLP, 22 Adelaide Street West, Suite 3400, Toronto, Ontario, on June 7, 2024 at 10:30 a.m.** (Toronto time). Quorum for each adjourned meeting of a Fund will be the number of securityholders present, in person or by proxy, at the adjourned meeting.

Cautionary Statement Regarding Forward-Looking Statements

Certain statements included in this Information Circular may constitute “forward-looking statements”. All statements, other than statements of historical fact, included in this Information Circular that address future activities, events, developments or financial performance, are forward-looking statements. These forward-looking statements can be identified by the use of forward-looking words such as “*may*”, “*should*”, “*will*”, “*could*”, “*expect*”, “*intend*”, “*plan*”, “*estimate*”, “*anticipate*”, “*believe*”, “*future*” or “*continue*” or the negatives thereof or similar variations. These forward-looking statements are based on certain assumptions and analyses made by the Manager in light of its experiences and its perception of historical trends, current conditions and expected future developments, as well as other factors it believes are appropriate in the circumstances. Securityholders are cautioned not to put undue reliance on such forward-looking statements, which reflect the analysis of management of the Manager only as of the date of this Information Circular and are not a guarantee of performance. Such forward-looking statements are subject to a number of uncertainties, assumptions and other factors, many of which are outside the control of the Manager that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. All forward-looking statements are expressly qualified in their entirety by the cautionary statements set forth above. The Manager undertakes no obligation, and expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable law.

PURPOSE OF THE MEETINGS

The Meetings are being called to consider the following special business:

1. for **Sun Life Amundi Emerging Markets Debt Fund** only (the “**Continuing Fund**”), the change of investment objective of the Continuing Fund (the “**Investment Objective Change**”), and the matters related thereto described in the resolution attached to this Information Circular;
2. for **Sun Life Global Tactical Yield Private Pool** only (the “**Terminating Fund**”), the merger of Sun Life Global Tactical Yield Private Pool into Sun Life Amundi Emerging Markets Debt Fund

(the “**Merger**”), and the matters related thereto described in the resolution attached to this Information Circular; and

3. for each Fund, to transact such other business as may properly come before the Meeting.

The texts of the resolutions authorizing the matters referred to in paragraphs 1 and 2 above are set out in Schedule “A” to this Information Circular.

THE PROPOSED INVESTMENT OBJECTIVE CHANGE OF SUN LIFE AMUNDI EMERGING MARKETS DEBT FUND

(applicable to securityholders of Sun Life Amundi Emerging Markets Debt Fund)

General

The Manager has reviewed the Continuing Fund's investment objective and its product offerings and has concluded that it would be desirable to undertake the Investment Objective Change as set out below in order to offer securityholders an investment opportunity in a broader global fixed income mandate while also providing access to specialized portfolio management expertise in determining the appropriate allocation within the global fixed income markets (i.e. the allocation between developed markets, emerging markets and other segments of the global fixed income markets), the potential for reduced volatility, and the potential for preservation of capital. The risk rating of the Continuing Fund is expected to change from "low to medium" to "low", and the management fees and administration fees of certain series of the Continuing Fund will be reduced.

Set out in the chart below is the existing investment objective of the Continuing Fund, the proposed new investment objective, the reason for the proposed Investment Objective Change and the effective date of the Investment Objective Change.

Sun Life Amundi Emerging Markets Debt Fund	
Existing investment objective	The Fund's investment objective is to achieve total return comprised of a combination of interest income and capital growth by investing primarily in debt securities issued by governmental and corporate issuers located in emerging market countries throughout the world.
Proposed new investment objective	The Fund's investment objective is to seek total return through investment in investment grade and non-investment grade debt securities of issuers located anywhere in the world.
Reason for the Investment Objective Change	The Manager has determined that it would be desirable to undertake the Investment Objective Change to offer securityholders: <ul style="list-style-type: none"> - an investment opportunity in a broader global fixed income mandate that invests in a larger and more diverse investment universe while also providing access to specialized portfolio management expertise in determining the appropriate allocation within the global fixed income markets (i.e. the allocation between developed markets, emerging markets and other segments of the global fixed income markets); - the potential for reduced volatility; and - the potential for preservation of capital.
Effective Date	On or about June 28, 2024

In connection with the Investment Objective Change, the following additional changes will be made to the Continuing Fund in order to better align with the Continuing Fund's new investment objective:

- **Name Change:** The Fund's name will be changed to "Sun Life MFS Global Core Plus Bond Fund".
- **Sub-Advisor Change:** The Fund's sub-advisor will be changed from Amundi (UK) Limited (acting as sub-advisor in respect of the commodity futures portion of the Fund's investment portfolio) and Amundi Canada Inc. (acting as sub-advisor in respect of the securities portion of the Fund's investment portfolio) (collectively, "**Amundi**") to MFS Investment Management Canada

Limited (“**MFS IMC**”) (with MFS Institutional Advisors, Inc. (“**MFS**”) acting as sub-advisor to MFS IMC). MFS IMC and MFS are affiliates of the Manager, and accordingly the appointment of MFS IMC and MFS as sub-advisors to the Continuing Fund was referred to the independent review committee of the Continuing Fund. The independent review committee of the Continuing Fund has reviewed the proposal to appoint MFS IMC and MFS as sub-advisors and has advised the Manager that, in its opinion, after reasonable inquiry, the proposed change of sub-advisor, if implemented, would achieve a fair and reasonable result for the Continuing Fund.

- **Investment Strategies Change:** The investment strategies and related risks of the Continuing Fund will be amended, as described in further detail below under “Details of the Proposed Investment Objective Change” on pages 8 to 10.
- **Risk Rating:** The risk rating is expected to change from “low to medium” to “low”.
- **Management Fee Change:** The management fees for certain series of the Continuing Fund will be reduced in connection with the Investment Objective Change as reflected in the table below:

Continuing Fund Series	Current Management Fee	New Management Fee	Reduction between Current and New Management Fee
A	1.70%	0.93%	0.77%
F	0.85%	0.43%	0.42%
I	≤1.5%	≤0.93%	0.57%
IS	0.75%	0.43%	0.32%

- **Administration Fee Change:** The administration fees for certain series of the Continuing Fund will be reduced in connection with the Investment Objective Change as reflected in the table below:

Continuing Fund Series	Current Administration Fee	New Administration Fee	Reduction between Current and New Management Fee
A	0.20%	0.15%	0.05%
F	0.15%	0.10%	0.05%
IS	0.20%	0.10%	0.1%

If approved, the Investment Objective Change will be effective at the close of business on or about June 28, 2024. If the Investment Objective Change is not approved: (a) the Continuing Fund will continue to be managed as-is and the above noted changes will not be implemented; (b) the Merger proposal, also described in this Information Circular, will be suspended; and (c) the Terminating Fund will be terminated effective on or about June 28, 2024.

The Investment Objective Change is not conditional upon receiving securityholder approval for the Merger that is also described in this Information Circular, and the Manager may complete the Investment Objective Change regardless of whether the Merger proposal is approved or implemented. The Merger is conditional upon receiving securityholder approval for the Investment Objective Change of the Continuing Fund. If the Investment Objective Change is approved but the Merger is not approved, the Terminating Fund will be terminated effective on or about June 28, 2024.

Details of the Proposed Investment Objective Change

Provided securityholder approval is obtained and the Manager determines to proceed with the Investment Objective Change, it is expected that the changes described below will become effective on or about June 28, 2024:

Sun Life Amundi Emerging Markets Debt Fund		
	Current Investment Objectives and Strategies	Proposed Investment Objectives and Strategies
Fund Name	Sun Life Amundi Emerging Markets Debt Fund	Sun Life MFS Global Core Plus Bond Fund
Fund Type	Emerging Markets Fixed Income	Global Fixed Income
Sub-advisor	Amundi (UK) Limited (commodity futures) Amundi Canada Inc. (securities)	MFS Investment Management Canada Limited MFS Institutional Advisors, Inc. (sub-advisor to MFS Investment Management Canada Limited)
Investment Objectives	The Fund's investment objective is to achieve total return comprised of a combination of interest income and capital growth by investing primarily in debt securities issued by governmental and corporate issuers located in emerging market countries throughout the world.	The Fund's investment objective is to seek total return through investment in investment grade and non-investment grade debt securities of issuers located anywhere in the world.
Investment Strategies	<p>In pursuing the Fund's investment objective, the sub-advisors:</p> <ul style="list-style-type: none"> invest primarily in debt securities issued by governmental issuers located in emerging markets throughout Latin America, Africa, Central and Eastern Europe (including Russia) Asia and the Middle East; may invest a portion of the Fund's assets in debt securities of corporate issuers in the regions listed above; seek to invest in a portfolio of investment-grade securities (BBB- or above), speculative-grade securities or securities that have not been rated by any internationally-recognized rating agency; invest in debt securities that include all manner of bond issues (fixed-rate bonds, variable-rate bonds, indexed-bonds, convertible bonds, perpetual bonds and bonds with share subscription warrants), money market instruments (negotiable debt securities, treasury bills, euro commercial paper) and other interest-bearing securities, which debt securities may be of any duration; 	<p>In pursuing the Fund's investment objectives, the sub-advisor:</p> <ul style="list-style-type: none"> may invest in debt securities of issuers located anywhere in the world, including emerging markets; may invest up to 100% of the Fund's assets in foreign denominated debt securities; focuses the portfolio primarily on debt securities rated investment grade but may also invest up to 20% of the Fund's assets in non-investment grade securities; uses a bottom-up investment approach – investments are selected primarily based on fundamental analysis of issuers and/or securities and their potential in light of their current financial condition and industry position, as well as market, economic, political and regulatory conditions; considers factors for debt securities such as an instrument's credit quality, collateral characteristics, and indenture provisions and the issuer's management ability, capital structure, leverage, and ability to meet its current obligations;

	<ul style="list-style-type: none"> • may invest in asset-backed securities or mortgage-backed securities; and • take into consideration ESG factors. <p>The Fund may hold all or a portion of its assets in cash, money market instruments, bonds or other debt securities for defensive or other purposes.</p> <p>The Fund may use derivatives for hedging purposes such as to hedge some or all of its foreign currency exposure, or to provide protection for the Fund's portfolio. The Fund may also use derivatives for non-hedging purposes, such as to gain exposure to certain securities or asset classes without investing directly in such securities or asset classes, or to generate income. The Fund will only use derivatives as permitted by Canadian securities regulatory authorities.</p> <p>The Fund may enter into securities lending, repurchase and reverse repurchase transactions to earn additional returns.</p>	<ul style="list-style-type: none"> • may also consider quantitative models that systematically evaluate these and other factors; • takes into consideration ESG factors; and • may invest in securities of other investment funds, including mutual funds and exchange-traded funds, that may be managed by the Manager, sub-advisor and/or an affiliate or associate of the Manager and/or sub-advisor and, in selecting these underlying funds, uses the same criteria as it uses for selecting individual securities as described above. <p>The Fund may hold all or a portion of its assets in cash, money market instruments, bonds or other debt securities to meet subscription or redemption requests, or for defensive or other purposes, which may result in the Fund temporarily deviating from its investment objectives.</p> <p>The Fund may use derivatives for hedging purposes such as to hedge some or all of its foreign currency exposure, or to provide protection for the Fund's portfolio. The Fund may also use derivatives for non-hedging purposes, such as to gain exposure to certain securities or asset classes without investing directly in such securities or asset classes, or to generate income. The Fund will only use derivatives as permitted by Canadian securities regulatory authorities.</p> <p>The Fund may enter into securities lending, repurchase and reverse repurchase transactions to earn additional returns.</p> <p>The Fund may also engage in short selling in a manner which is consistent with the investment objective of the Fund and as permitted by Canadian securities regulatory authorities. In determining whether securities of a particular issuer should be sold short, the sub-advisor utilizes the same analysis that is described above for deciding whether to purchase the securities. Where the analysis generally produces, in the sub-advisor's view, a favourable outlook, the issuer is a candidate for purchase. Where the analysis generally produces, in the sub-advisor's view, an unfavourable outlook, the issuer is a candidate for a short sale. The Fund may engage in short selling as a complement to the Fund's current primary discipline of buying securities</p>
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		with the expectation that they will appreciate in market value.
Risks of Investing in the Fund	<ul style="list-style-type: none"> • Asset-backed and mortgage-back securities risk • Capital depletion risk⁽¹⁾ • Concentration risk⁽¹⁾ • Credit risk • Derivatives risk • Emerging markets risk • Environmental, social and governance (“ESG”) risk • Foreign investment risk • Geographic concentration risk • Inflation risk • Interest rate risk • Large transaction risk • Repurchase and reverse repurchase transactions and securities lending risk • Small company risk⁽¹⁾ • Tax risk⁽¹⁾ 	<ul style="list-style-type: none"> • Asset-backed and mortgage-backed securities risk • China bond risk⁽²⁾ • Credit risk • Derivatives risk • Emerging markets risk • Environmental, social and governance (“ESG”) risk • Foreign investment risk • Geographic concentration risk • Inflation risk • Interest rate risk • Large transaction risk • Repurchase and reverse repurchase transactions and securities lending risk • Short selling risk⁽²⁾ • Transaction costs risk⁽²⁾
Risk Rating	Low to medium	Low ⁽³⁾

(1) The Continuing Fund will no longer be subject to these risks following the implementation of the Investment Objective Change.

(2) The Continuing Fund will be subject to these additional risks following the implementation of the Investment Objective Change.

(3) The updated risk rating is based on 10 years of return history of a reference index rather than the performance of the Continuing Fund because upon the implementation of the Investment Objective Change the Continuing Fund will not have 10 years of return history from investments in accordance with the new investment objective from which a standard deviation can be calculated.

Following the implementation of the Investment Objective Change, the Continuing Fund may, for the first time, engage in short selling. Accordingly, the Manager hereby provides notice to securityholders of the Continuing Fund that if the Investment Objective Change is approved, the Continuing Fund may engage in short selling securities. Please refer to the simplified prospectus relating to the Continuing Fund, which is available from the Manager at no charge upon request, for a description of the risks associated with short selling.

Benefits of the Investment Objective Change

The Manager believes the Investment Objective Change will be beneficial to the securityholders of the Continuing Fund for the following reasons:

- the Investment Objective Change will provide securityholders of the Continuing Fund with increased portfolio diversification opportunities compared to the Continuing Fund’s existing investment objective;
- the Investment Objective Change is expected to generate a larger profile in the marketplace by potentially attracting more investors with the broader investment objective that is less niche, enabling the Continuing Fund to obtain a “critical mass”;
- MFS IMC and MFS are expected to provide investors with specialized portfolio management expertise in determining the appropriate allocation within the global fixed income markets (i.e. the allocation between developed markets, emerging markets and other segments of the global fixed income markets);

- the Investment Objective Change will provide investors with access to a larger and more diverse investment universe, which may provide the ability to generate higher risk-adjusted returns;
- the Investment Objective Change may provide investors with the potential for reduced volatility and enhanced capital preservation by enhancing overall diversification within the mandate away from more volatile emerging markets; and
- as a result of the Investment Objective Change, the management fees of Series A, F, I and IS and the administration fees of Series A, F and IS of the Continuing Fund will be reduced.

Canadian Federal Income Tax Considerations Relating to the Investment Objective Change

This is a general summary of the principal Canadian federal income tax considerations relating to the Investment Objective Change of the Continuing Fund as described above. This summary is relevant to a securityholder of the Continuing Fund who is an individual (other than a trust) and who, at all relevant times, for the purposes of the Income Tax Act (Canada) (the “**Tax Act**”), is resident in Canada, deals at arm’s length and is not affiliated with the Continuing Fund, and holds their securities of the Continuing Fund directly as capital property or in a registered retirement savings plan (“**RRSP**”), registered retirement income fund (“**RRIF**”), deferred profit sharing plan, registered education savings plan (“**RESP**”), registered disability savings plan (“**RDSP**”), tax-free savings account (“**TFSA**”) or first home savings account (“**FHSA**”), all as defined in the Tax Act (each, a “**Registered Plan**”).

This summary is based on the current provisions of the Tax Act, all specific proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the “**Tax Proposals**”) and an understanding of the current published administrative policies and practices of the Canada Revenue Agency (the “**CRA**”). The summary does not take into account the tax laws of any province or territory of Canada or of any foreign jurisdiction. Except for the Tax Proposals, the summary does not take into account or anticipate any changes in law whether by legislative, governmental or judicial action or any changes in the administrative practices of the CRA. This summary is based on the assumption that the Continuing Fund will qualify as a “mutual fund trust” (as defined for purposes of the Tax Act) at all material times.

This summary is general in nature only and is not intended to be, nor should it be treated as, legal or tax advice. It is not exhaustive of all possible tax considerations. Securityholders are advised to consult their own tax advisors about their specific circumstances.

The Investment Objective Change is not a taxable event in and of itself. Securityholders of the Continuing Fund who continue to hold their Continuing Fund securities following the Investment Objective Change will not have a disposition of their securities and accordingly, will not realize a capital gain (or a capital loss) as a result of the Investment Objective Change. However, if the Investment Objective Change is approved, the Continuing Fund will dispose of portfolio securities and acquire new securities to reflect the change in investment objective. The Manager anticipates that there would be a material amount of unrealized losses triggered as a result of these sales. The actual amount of capital losses may be different from the current expectation due to changes in value of securities held by the Continuing Fund between the date of this Information Circular and the Investment Objective Change.

Recommendation of the Manager Relating to the Investment Objective Change

The Manager believes that the proposed Investment Objective Change is in the best interests of the Continuing Fund and its securityholders and recommends that securityholders of the Continuing Fund vote FOR the Investment Objective Change.

**THE PROPOSED MERGER OF SUN LIFE GLOBAL TACTICAL YIELD PRIVATE POOL
INTO SUN LIFE AMUNDI EMERGING MARKETS DEBT FUND**

(applicable to securityholders of Sun Life Global Tactical Yield Private Pool)

General

The Manager has reviewed its existing mutual fund line-up and has concluded that it would be desirable to merge the Terminating Fund into the Continuing Fund such that the securityholders of the Terminating Fund will become securityholders of the Continuing Fund in order to provide the securityholders of the Terminating Fund with the benefits of the larger scale of the Continuing Fund while offering them an investment opportunity with similar portfolio characteristics, reduced management fees and administration fees and access to dedicated expertise in global fixed income. It is expected that all securities of the Terminating Fund will be liquidated in order to effect the Merger with the Continuing Fund.

Details of the Proposed Merger

The Merger, if approved, will be effective at the close of business on or about June 28, 2024 immediately following the implementation of the Investment Objective Change (the “**Merger Date**”), subject to the Manager receiving the requisite approval for the Investment Objective Change of the Continuing Fund also described in this Information Circular. By approving the Merger, securityholders of the Terminating Fund are accepting the new investment objective of the Continuing Fund. See “Comparison of Investment Objectives, Investment Strategies and Risk Rating” on pages 14 to 16 for a comparison of the investment objectives of the Terminating Fund and Continuing Fund. Following the Merger, the Terminating Fund will be wound up.

If securityholders of the Terminating Fund do not approve the Merger, or if securityholders of the Continuing Fund do not approve the Investment Objective Change, the Manager hereby provides notice that the Terminating Fund will be terminated and wound up effective on or about June 28, 2024.

No sales charges, redemption fees or other fees or commissions will be payable by securityholders of the Terminating Fund in connection with the Merger. If securityholders of the Terminating Fund approve the Merger, the Manager will waive any applicable redemption charges for those securityholders who wish to submit a redemption request to redeem securities of the Terminating Fund originally purchased under the deferred sales charge option or the low load sales charge option between the business day following the Meeting and the business day immediately prior to the Merger Date. All costs and expenses associated with the Merger will be borne by the Manager.

The Merger will be effected on a taxable basis. By approving the Merger, securityholders of the Terminating Fund also accept the tax consequences of the Merger. See “Tax Impacts” on pages 17 to 18 and “Canadian Federal Income Tax Considerations Relating to the Merger” on pages 19 to 21 for further details regarding the tax consequences of the Merger for Canadian resident individuals.

The historical rates of return for the Terminating Fund and the Continuing Fund are available in the management report of fund performance for the applicable Fund. For securityholders’ convenience, a brief performance comparison for Series A securities of the Terminating Fund and the Continuing Fund is provided for each of the past five years under “Annual Returns” on page 17.

Comparison of Investment Objectives, Investment Strategies and Risk Rating

The investment objectives and investment strategies of the Continuing Fund (subject to securityholder approval of the proposed Investment Objective Change of the Continuing Fund also described in this Information Circular) and the Terminating Fund are as follows:

	Sun Life Global Tactical Yield Private Pool (Terminating Fund)	Sun Life MFS Global Core Plus Bond Fund, formerly, Sun Life Amundi Emerging Markets Debt Fund (Continuing Fund) (assuming the Investment Objective Change is implemented)
Investment Objectives	The Fund's investment objectives are to seek to achieve income and capital appreciation by primarily investing in a diversified portfolio of equity and fixed income securities around the world or indirectly by investing in mutual funds (including exchange-traded funds) that invest in such securities.	The Fund's investment objective is to seek total return through investment in investment grade and non-investment grade debt securities of issuers located anywhere in the world.
Investment Strategies	<p>In pursuing the Fund's investment objectives, the portfolio manager:</p> <ul style="list-style-type: none"> invests primarily in a mix of fixed income and equity mutual funds and typically invests between 30% and 70% of the Fund's assets in fixed income mutual funds and between 30% and 70% of the Fund's assets in equity mutual funds; uses an asset allocation strategy to determine the balance between the portion of the Fund exposed to equities and the portion of the Fund exposed to fixed income. The portfolio manager may tactically adjust the asset allocation strategy, in its sole discretion, depending on economic conditions and relative value of equity and fixed income securities; may also invest directly in equity and/or fixed income securities; may invest up to 100% of the Fund's assets in foreign securities; may invest up to 100% of the Fund's assets in securities of other mutual funds (including exchange-traded funds), including mutual funds that may be managed by the portfolio manager, subadvisor and/or an affiliate or associate of the portfolio manager and/or sub-advisor and, in selecting these underlying funds, uses the same criteria as it uses for 	<p>In pursuing the Fund's investment objectives, the sub-advisor:</p> <ul style="list-style-type: none"> may invest in debt securities of issuers located anywhere in the world, including emerging markets; may invest up to 100% of the Fund's assets in foreign denominated debt securities; focuses the portfolio primarily on debt securities rated investment grade but may also invest up to 20% of the Fund's assets in non-investment grade securities; uses a bottom-up investment approach – investments are selected primarily based on fundamental analysis of issuers and/or securities and their potential in light of their current financial condition and industry position, as well as market, economic, political and regulatory conditions; considers factors for debt securities such as an instrument's credit quality, collateral characteristics, and indenture provisions and the issuer's management ability, capital structure, leverage, and ability to meet its current obligations; may also consider quantitative models that systematically evaluate these and other factors; takes into consideration ESG factors; and

	<p>selecting individual securities as described above; and</p> <ul style="list-style-type: none"> • takes into consideration ESG factors. <p>The Fund may hold all or a portion of its assets in cash, money market instruments, bonds or other debt securities to meet subscription or redemption requests, or for defensive or other purposes.</p> <p>The Fund may use derivatives for hedging purposes such as to hedge some or all of its foreign currency exposure, or to provide protection for the Fund’s portfolio. The Fund may also use derivatives for non-hedging purposes, such as to gain exposure to certain securities or asset classes without investing directly in such securities or asset classes, or to generate income. The Fund will only use derivatives as permitted by Canadian securities regulatory authorities.</p> <p>The Fund may enter into securities lending, repurchase and reverse repurchase transactions to earn additional returns.</p> <p>The Fund may also engage in short selling in a manner which is consistent with the investment objective of the Fund and as permitted by Canadian securities regulatory authorities. In determining whether securities of a particular issuer should be sold short, the Manager utilizes the same analysis that is described above for deciding whether to purchase the securities. Where the analysis generally produces, in the Manager’s view, a favourable outlook, the issuer is a candidate for purchase. Where the analysis generally produces, in the Manager’s view, an unfavourable outlook, the issuer is a candidate for a short sale. The Fund may engage in short selling as a complement to the Fund’s current primary discipline of buying securities with the expectation that they will appreciate in market value.</p>	<ul style="list-style-type: none"> • may invest in securities of other investment funds, including mutual funds and exchange-traded funds, that may be managed by the Manager, sub-advisor and/or an affiliate or associate of the Manager and/or sub-advisor and, in selecting these underlying funds, uses the same criteria as it uses for selecting individual securities as described above. <p>The Fund may hold all or a portion of its assets in cash, money market instruments, bonds or other debt securities to meet subscription or redemption requests, or for defensive or other purposes, which may result in the Fund temporarily deviating from its investment objectives.</p> <p>The Fund may use derivatives for hedging purposes such as to hedge some or all of its foreign currency exposure, or to provide protection for the Fund’s portfolio. The Fund may also use derivatives for non-hedging purposes, such as to gain exposure to certain securities or asset classes without investing directly in such securities or asset classes, or to generate income. The Fund will only use derivatives as permitted by Canadian securities regulatory authorities.</p> <p>The Fund may enter into securities lending, repurchase and reverse repurchase transactions to earn additional returns.</p> <p>The Fund may also engage in short selling in a manner which is consistent with the investment objective of the Fund and as permitted by Canadian securities regulatory authorities. In determining whether securities of a particular issuer should be sold short, the sub-advisor utilizes the same analysis that is described above for deciding whether to purchase the securities. Where the analysis generally produces, in the sub-advisor’s view, a favourable outlook, the issuer is a candidate for purchase. Where the analysis generally produces, in the sub-advisor’s view, an unfavourable outlook, the issuer is a candidate for a short sale. The Fund may engage in short selling as a complement to the Fund’s current primary discipline of buying securities with the expectation that they will appreciate in market value.</p>
Risk Rating	Low to medium	Low ⁽¹⁾

(1) The updated risk rating is based on 10 years of return history of a reference index rather than the performance of the Continuing Fund because upon the implementation of the Investment Objective Change, the Continuing Fund will not have 10 years of return history from investments in accordance with the new investment objective from which a standard deviation can be calculated.

The Terminating Fund and the Continuing Fund both have the ability to invest globally in fixed income securities, however the Continuing Fund does not include as part of its objective exposure to equities. As a result, it is the Manager’s opinion that a reasonable person may consider the fundamental investment objectives of the Terminating Fund to be less than substantially similar to the fundamental investment objectives of the Continuing Fund. Despite these differences, the Manager believes that the proposed Merger is in the best interests of the Terminating Fund and its securityholders due to the benefits described under “Benefits of the Merger” on page 17.

The Terminating Fund does not have a sub-advisor, whereas if the Investment Objective Change is implemented, the sub-advisor of the Continuing Fund will be MFS IMC (with MFS acting as a sub-advisor to MFS IMC). As a result, there will be a significant change in the individuals who will be principally responsible for the day to day management of the Continuing Fund from those that were responsible for the Terminating Fund.

Comparison of Fund Size and Management Fees

The following table sets out the net asset value, management and administration fees for each series, and the MER for Series A of the Terminating Fund and the Continuing Fund. Holders of securities of each series of the Terminating Fund will receive securities of an equivalent series of the Continuing Fund, determined on a dollar-for-dollar basis:

Fund (Terminating Fund is shaded)	Net Asset Value as at March 31, 2024	Management Fee and Administration Fee (%) per Annum (Administration Fee in Brackets)					MER of Series A ²
		Series A	Series DB	Series F	Series I	Series IS	
Sun Life Amundi Emerging Markets Debt Fund (before Investment Objective Change)	\$ 22,659,831	1.70% (0.20%)	1.15% (0.20%)	0.85% (0.15%)	≤1.50% ⁽¹⁾ (0.03%)	0.75% (0.20%)	2.10%
Sun Life MFS Global Core Plus Bond Fund, formerly, Sun Life Amundi Emerging Markets Debt Fund (after Investment Objective Change)	unchanged	0.93% (0.15%)	unchanged	0.43% (0.10%)	≤0.93% ⁽¹⁾ (0.03%)	0.43% (0.10%)	unchanged
Sun Life Global Tactical Yield Private Pool	\$ 14,826,623	1.68% (0.20%)	-	0.68% (0.20%)	≤1.50% ⁽¹⁾ (0.05%)	-	2.08%

(1) Negotiated and paid directly by investors but the management fee will not exceed 1.50% or the Series A management fee of the same fund, whichever is less.

(2) MER as at December 31, 2023.

As a result of the Merger, Series A, Series F, and Series I securities of the Terminating Fund will merge into Series A, Series F, and Series I securities of the Continuing Fund, respectively.

In addition to the payment of the management fee and the administration fee, the Terminating Fund and the Continuing Fund are both responsible for the payment of their fund costs, including: (a) borrowing costs incurred by the mutual fund from time to time; (b) fees and expenses payable to or in connection with the mutual fund’s independent review committee; (c) taxes payable by the mutual fund; and (d) the costs of complying with any new regulatory or legal requirement imposed on the mutual fund. Each of the

Terminating Fund and the Continuing Fund also pays costs in connection with brokerage commissions and other portfolio transaction costs, including any tax applicable to such costs, which are expenses of the mutual fund, but are not included in the MER of a series of the mutual fund.

As a result of the Merger, securityholders of the Terminating Fund will receive securities of the Continuing Fund that have a management fee and administration fee that is lower than the management fee and administration fee charged in respect of their securities of the Terminating Fund. It is the Manager's view that a reasonable person would consider the fee structures of the Terminating Fund and the Continuing Fund to be substantially similar.

Annual Returns

The table below shows the total annual returns for Series A securities of both the Terminating Fund and Continuing Fund for the periods shown ending December 31. The Continuing Fund outperformed the Terminating Fund in 2022 and 2023 and underperformed the Terminating Fund in 2021. Please note that past performance is not indicative of future performance. In particular, the past performance of the Continuing Fund is not indicative of the future performance of the Continuing Fund given that the investment objective of the Continuing Fund will change if the Investment Objective Change is approved by securityholders of the Continuing Fund.

Fund (Terminating Fund is shaded)	2023 (%)	2022 (%)	2021 (%)	2020 (%)	2019 (%)
Sun Life Amundi Emerging Markets Debt Fund	10.1	-7.7	-7.7	0.9	6.0
Sun Life Global Tactical Yield Private Pool	8.3	-9.0	8.5	-	-

Benefits of the Merger

The Manager believes the Merger will be beneficial to the securityholders of the Terminating Fund for the following reasons:

- securityholders of the Terminating Fund will receive securities of the Continuing Fund that have a management fee and administration fee that is lower than that charged in respect of the series of securities of the Terminating Fund that they currently hold; and
- the Terminating Fund has failed to attract significant assets from investors and remains sub-scale at less than \$15 million as of March 31, 2024. The low level of assets in the Terminating Fund makes it challenging for the Fund to be managed efficiently. The Manager believes the Continuing Fund is a more viable long-term investment vehicle due to its greater size and scale and will allow securityholders of the Terminating Fund to benefit from the Continuing Fund's ability to provide more effective portfolio implementation, and an opportunity for better risk-adjusted returns.

Tax Impacts

The Merger will be completed on a taxable basis. In a taxable merger, non-registered securityholders of the Terminating Fund who have an unrealized gain on their investment will be deemed to realize a capital gain at the Merger Date, and this gain will be reported on their 2024 tax return.

The Merger will result in capital loss carryforwards of the Terminating Fund expiring. However, capital loss carryforwards of the Continuing Fund are preserved for the benefit of both existing securityholders of

Continuing Fund and securityholders of the Terminating Fund who become investors of the Continuing Fund following the Merger. The Manager has the option of completing the Merger on a non-taxable basis. However, if the Merger is completed on a non-taxable basis, all capital loss carryforwards of the Continuing Fund will expire. As March 31, 2024, the Continuing Fund had capital loss carryforwards of approximately \$12 million.

Despite the fact that the Merger is being completed on a taxable basis, the Manager believes that the transaction is in the best interests of securityholders of the Terminating Fund for the reasons set out above.

Procedure for the Merger

The proposed Merger will be structured as follows:

- Prior to effecting the Merger, any portfolio assets of the Terminating Fund which are not suitable for the Continuing Fund or acceptable to the sub-advisor of the Continuing Fund will be sold. As a result, the Terminating Fund will temporarily hold cash or cash equivalents and will not be fully invested in accordance with its investment objectives for a brief period of time prior to the Merger.
- The value of the Terminating Fund's portfolio and other assets will be determined at the close of business on the Merger Date in accordance with its declaration of trust.
- The Terminating Fund will declare, pay and automatically reinvest a distribution to its securityholders of a sufficient amount of its net income and net realized capital gains, if any, to ensure that the Terminating Fund will not be subject to tax for its current taxation year.
- The Continuing Fund will acquire the investment portfolio and other assets of the Terminating Fund in exchange for securities of the Continuing Fund.
- The Continuing Fund will not assume any liabilities of the Terminating Fund and the Terminating Fund will retain sufficient assets to satisfy its estimated liabilities, if any, as of the Merger Date.
- The securities of the Continuing Fund received by the Terminating Fund will have a total net asset value equal to the value of the assets acquired by the Continuing Fund from the Terminating Fund, and the securities of the Continuing Fund will be issued at the applicable series net asset value per security as of the close of business on the Merger Date.
- On the Merger Date, the securities of the Continuing Fund received by the Terminating Fund will be distributed to securityholders of the Terminating Fund on a dollar-for-dollar basis in exchange for their securities in the Terminating Fund, with securityholders of each series of the Terminating Fund receiving the corresponding series of securities of the Continuing Fund in the manner described in further detail below.
- As soon as reasonably possible following the Merger, the Terminating Fund will be wound up.

Suspending redemptions and purchases of securities of the Terminating Fund

If the proposed Merger is approved, the right to redeem or switch securities of the Terminating Fund will end as of the close of business on the Merger Date.

After the Merger, the former securityholders of the Terminating Fund will be able to redeem or switch the securities of the Continuing Fund that they received on the Merger Date.

Effective following the close of business on March 8, 2024, securities of the Terminating Fund were no longer available for purchase by new investors, but continued to be available to existing investors, including investors purchasing under pre-authorized purchase plans existing before March 8, 2024. If securityholders of the Terminating Fund approve the Merger, and subject to securityholders of the Continuing Fund approving the Investment Objective Change, then such pre-authorized purchase plans will be suspended at the close of business on or about the business day immediately preceding the Merger Date and will be re-established to purchase the same series of the Continuing Fund following the completion of the Merger.

If securityholders of the Terminating Fund do not approve the Merger, or securityholders of the Continuing Fund do not approve the Investment Objective Change, then such pre-authorized purchase plans will be suspended immediately following the Meetings and the Terminating Fund will be terminated effective on or about June 28, 2024.

If securityholders of the Terminating Fund approve the Merger, the Manager will waive any applicable redemption charges for those securityholders who wish to submit a redemption request to redeem securities of the Terminating Fund originally purchased under the deferred sales charge option or the low load sales charge option between the business day following the Meeting and the business day immediately prior to the Merger Date.

Canadian Federal Income Tax Considerations Relating to the Merger

This is a general summary of the principal Canadian federal income tax considerations of the Merger described above. This summary is relevant to a securityholder of the Terminating Fund who is an individual (other than a trust) and who, at all relevant times, for the purposes of the Tax Act, is resident in Canada, deals at arm's length and is not affiliated with the Terminating Fund and the Continuing Fund, and holds their securities of the Terminating Fund directly as capital property or a Registered Plan.

This summary is based on the current provisions of the Tax Act, all specific Tax Proposals and an understanding of the current published administrative policies and practices of the CRA. The summary does not take into account the tax laws of any province or territory of Canada or of any foreign jurisdiction. Except for the Tax Proposals, the summary does not take into account or anticipate any changes in law whether by legislative, governmental or judicial action or any changes in the administrative practices of the CRA. This summary is based on the assumption that the Terminating Fund and Continuing Fund will qualify as a "mutual fund trust" (as defined for purposes of the Tax Act) at all material times.

This summary is general in nature only and is not intended to be, nor should it be treated as, legal or tax advice. It is not exhaustive of all possible tax considerations. Securityholders are advised to consult their own tax advisors about their specific circumstances.

Redemption and Switches Prior to the Merger

If you redeem securities of the Terminating Fund or switch such securities into a trust fund managed by the Manager before the Merger Date, you will realize a capital gain (or capital loss) to the extent that the proceeds of redemption or switch are more (or less) than the total of your adjusted cost base of the securities and any reasonable costs of disposition. Unless the securities are held in your Registered Plan, one-half of any such capital gain (a "**taxable capital gain**") must be included in computing your income and one-half of any such capital loss (an "**allowable capital loss**") may be deducted against taxable capital gains, subject to, and in accordance with, the detailed provisions of the Tax Act. If your securities are held in a Registered Plan, withdrawals from the Registered Plan, other than withdrawals from a TFSA and certain permitted withdrawals from an RESP, RDSP or FHSA, are generally fully taxable.

Tax Consequences of the Merger

This part of the summary applies to securityholders of the Terminating Fund who hold their securities outside of a Registered Plan.

The Merger has been structured as a taxable merger which will permit the accumulated unused losses in the Continuing Fund to be carried forward to shelter possible future gains within the Continuing Fund following the completion of the Merger.

As discussed above under “Procedure for the Merger”, prior to effecting the Merger, the Terminating Fund will sell some or all of the securities in its portfolio. As a result, the Terminating Fund may realize a capital gain (or capital loss) equal to the amount by which the proceeds of disposition received for a particular asset exceed (or are exceeded by) the adjusted cost base of that asset and any reasonable costs of disposition. To ensure that the Terminating Fund will not be subject to tax for its current taxation year that includes the Merger Date, prior to the transfer of assets to the Continuing Fund, the Terminating Fund will distribute a sufficient amount of its net income and net realized capital gains, if any, to securityholders. The determination of net realized capital gains will include any capital gains or capital losses realized on the sale of assets, described above, and the application of loss carry-forwards available within the Terminating Fund. These distributions will be automatically reinvested in additional securities of the Terminating Fund and may not be paid in cash.

Securityholders of the Terminating Fund will be subject to the same tax consequences on distributions made in connection with the Merger as on regular distributions made by the Terminating Fund. Unless securities are held in a Registered Plan, securityholders will receive a statement for income tax purposes identifying the amounts required to be included in their income for the 2024 taxation year.

On the Merger Date, the Terminating Fund will transfer all remaining assets and cash to the Continuing Fund in exchange for securities of the Continuing Fund.

The cost to the Terminating Fund of the securities of the Continuing Fund received in the course of the Merger will be equal to the fair market value of the Terminating Fund’s assets transferred to the Continuing Fund. The distribution by the Terminating Fund of securities of the Continuing Fund to securityholders in exchange for securities of the Terminating Fund will not result in a capital gain or loss to the Terminating Fund, provided that such distribution occurs immediately after the transfer of the assets to the Continuing Fund. Any remaining loss carryforwards of the Terminating Fund will expire unused upon the Merger.

Upon the distribution by the Terminating Fund of securities of the Continuing Fund in exchange for securities of the Terminating Fund, securityholders of the Terminating Fund will have a disposition of their securities of the Terminating Fund and will receive proceeds of disposition equal to the fair market value of the securities of the Continuing Fund. As a result, securityholders will realize a capital gain (or capital loss) equal to the amount by which such proceeds of disposition exceed (or are exceeded by) the adjusted cost base of the securityholder’s securities of the Terminating Fund and any reasonable costs of disposition. One-half of any such capital gain must be included in computing a securityholder’s income and one-half of any such capital loss may be deducted against taxable capital gains subject to, and in accordance with, the detailed provisions of the Tax Act. A securityholder will acquire securities of the Continuing Fund received as a result of the Merger at a cost equal to the fair market value of such securities at the time of the Merger. This cost will likely be different from the adjusted cost base of the securities of the Terminating Fund which were exchanged. The cost of the new securities of the Continuing Fund will be averaged with the adjusted cost base of any other securities of the same series of the Continuing Fund already held by the securityholder.

Securities of Terminating Fund Held in a Registered Plan and Qualification for Investment

If securities of the Terminating Fund are held in a Registered Plan, capital gains realized on the redemption of securities will generally be exempt from tax until withdrawn from the Registered Plan. Withdrawals from Registered Plans (other than a withdrawal from a TFSA and certain permitted withdrawals from a RESP or RDSP) are generally taxable. Provided that the Continuing Fund qualifies at all relevant times as a “mutual fund trust” within the meaning of the Tax Act, securities of the Continuing Fund will be qualified investments under the Tax Act for Registered Plans.

Provided that the annuitant, holder or subscriber of an RRSP, RRIF, RESP, RDSP or TFSA deals at arm’s length with the Continuing Fund and does not hold a “significant interest” (as defined in the Tax Act) in the Continuing Fund, the securities of the Continuing Fund will not be a prohibited investment under the Tax Act for the Registered Plan.

Securityholders should consult their own tax advisor for advice on whether or not securities of a Continuing Fund would be a prohibited investment for their RRSP, RRIF, TFSA, RDSP or RESP.

Tax Consequences of Investing in the Continuing Fund

Please refer to the simplified prospectus relating to the Continuing Fund, which is available from the Manager at no charge upon request, for a description of the income tax consequences of acquiring, holding and disposing of securities of the Continuing Fund.

If you switch your securities of the Terminating Fund into another mutual fund managed by the Manager, the switch will be a redemption and will trigger a capital gain (or loss).

Recommendation of the Manager and Independent Review Committee Positive Recommendation Relating to the Merger

The Manager believes that the proposed Merger is in the best interests of the Terminating Fund and its securityholders and recommends that securityholders of the Terminating Fund vote FOR the Merger.

The independent review committee of the Terminating Fund has reviewed the proposed Merger and has advised the Manager that, in its opinion, after reasonable inquiry, the proposed Merger, if implemented, would achieve a fair and reasonable result for the Terminating Fund.

ADDITIONAL INFORMATION

Additional information regarding the Funds is contained in the simplified prospectus and the most recently filed fund facts document (the “**Fund Facts**”), interim and annual management reports of fund performances, and interim unaudited and annual audited financial statements for the Funds. Copies of the Fund Facts relating to the Continuing Fund will be mailed to securityholders of the Terminating Fund. Securityholders should review the Fund Facts carefully.

You may obtain a copy of the simplified prospectus, annual information form, Fund Facts, the most recent interim and annual financial statements and the most recent interim and annual management reports of fund performance by accessing the System for Electronic Document Analysis and Retrieval (**SEDAR+**) website at www.sedarplus.ca. You may also obtain these documents by accessing the Manager’s website at www.sunlifeglobalinvestments.com, by calling the toll-free telephone number at 1-877-344-1434 or by emailing a request to info@sunlifeglobalinvestments.com.

REQUIRED APPROVALS

The Investment Objective Change of the Continuing Fund will not take place unless approved by a majority of the votes (i.e., more than 50%) of the outstanding securities of the Continuing Fund cast at the Meeting. The Merger will not take place unless approved by a majority of the votes (i.e., more than 50%) of the outstanding securities of the Terminating Fund cast at the Meeting, and unless the Investment Objective Change of the Continuing Fund is approved by a majority of the votes of the outstanding securities of the Continuing Fund cast at the Meeting.

Securityholders of each Fund are entitled to one vote for each whole security held and are not entitled to vote fractional securities. Holders of securities of record of a Fund at the close of business on April 15, 2024 will be entitled to vote at the Meeting in respect of the Fund, except to the extent that such securities are redeemed before the Meeting or that a transferee of securities after that date complies with the required procedures in order to qualify to vote the transferred securities. If your securities were transferred to you from another holder after April 15, 2024 (this would occur only in unusual circumstances, such as death of a holder), you should contact the Manager to determine the documentation necessary to transfer the securities on the Manager’s records. You will only be able to vote the transferred securities after the transfer has been recorded on the Manager’s records.

Quorum for each Meeting of a Fund will be two securityholders, represented in person or by proxy. In order for each Meeting to be duly constituted, the required quorum must be present at the Meeting. If a Meeting of a Fund is adjourned due to a lack of quorum, quorum for the adjourned meeting will be the number of securityholders present, in person or by proxy, at the adjourned meeting.

MANAGEMENT OF THE FUNDS

Management of the day-to-day affairs of the Terminating Fund and the Continuing Fund is the responsibility of the Manager pursuant to a master management agreement.

Pursuant to a sub-advisory agreement between the Manager and Amundi, Amundi provides investment advisory services in respect of the Continuing Fund. The Continuing Fund pays management fees to the Manager for the services provided and the Manager pays a portion of these fees to Amundi. If the Investment Objective Change of the Continuing Fund is approved, the sub-advisors of the Continuing Fund will be changed from Amundi to MFS IMC (with MFS acting as sub-advisor to MFS IMC).

Since January 1, 2023, the beginning of the last completed financial year for the Funds, until March 31, 2024, the total management fees (inclusive of goods and services tax) paid by each Fund to the Manager in respect of all series of securities, as applicable (other than Series I securities of the Funds, in respect of which no management fees are paid by the Funds) were as follows:

Name of Fund	Management Fees Paid During the Financial Year Ended December 31, 2023	Management Fees Paid During the Period from January 1, 2024 to March 31, 2024
Sun Life Global Tactical Yield Private Pool	\$62,915	\$9,815
Sun Life Amundi Emerging Markets Debt Fund	\$356,204	\$79,954

The names and municipalities of residence of the insiders of each Fund, who include certain directors and the executive officers of the Manager are: S. Patricia Callon, Toronto, Ontario; Chhad Aul, Toronto, Ontario; Oricia Smith, Etobicoke, Ontario; Vida Mascarenhas, Toronto, Ontario; Jacques Goulet, Toronto, Ontario; Courtney Learmont, Etobicoke, Ontario; Thomas Reid, Newmarket, Ontario; Michael Schofield, Waterloo, Ontario; and Hema Latha Sinnakaundan, Oakville, Ontario

In addition to the directors and executive officers named above, the securityholders set out below are considered to be insiders of the relevant Fund because as of the close of business on March 31, 2024, each of them owned more than 10% of the securities of the applicable Fund.

Name of Fund	Holder of Securities	Province of Residence
Sun Life Global Tactical Yield Private Pool	Sun Life Global Investments Canada Inc.	Ontario

The Manager is compensated by the Funds as described earlier in this section. Other than this compensation to the Manager, or the purchase, sale and ownership of securities of the Funds, none of the insiders received any form of compensation from the Funds and none of them was indebted to or had any transaction or arrangement with the Funds during 2023. The Manager is an indirect wholly-owned subsidiary of Sun Life Financial Inc. Sun Life Financial Inc. is a public company listed on the Toronto Stock Exchange, the New York Stock Exchange and the Philippine Stock Exchange, and its corporate office address is One York Street, Toronto, Ontario M5J 0B6.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy are directors and/or officers of the Manager. **You have the right to appoint some other person (who need not be a securityholder of the Fund) to attend or act on your behalf at the Meeting by striking out the printed names and inserting the name of such other person in the blank space provided in the form of proxy, or by completing another proxy in the proper form. To be valid, proxies must be delivered or mailed to Data Processing Centre, P.O. Box 3700, Stn Industrial Park, Markham, Ontario L3R 9Z9, and must be signed and received at Data Processing Centre not later than 24 hours (excluding Saturdays, Sundays and holidays) before the start of the Meeting, or of any adjourned, postponed or continued meeting. You may also vote in person, by telephone, or by internet. If you choose to vote by telephone, you may enter your vote instruction by telephone at 1-800-474-7493 (English) or 1-800-474-7501 (French). You may also vote via the internet at www.proxyvote.com. If voting by telephone or by internet, your vote must be submitted on the day before the date of the Meeting at the latest (May 30, 2024), as the telephone and internet voting services cannot be used on the day of the Meeting. You may also deposit your proxy with the Chair of the Meeting prior to the commencement of the Meeting at the latest.**

If you submit a proxy, you may revoke it in relation to any matter, provided a vote has not already been taken on that matter. You can revoke your proxy by:

- completing and signing a proxy bearing a later date and depositing it as described above;
- depositing a written revocation executed by you, or by your attorney who you have authorized in writing to act on your behalf, at the above address at any time up to and including the last business day preceding the day of the Meeting, or any postponement(s), adjournment(s) or continuance(s), at which the proxy is to be used, or with the Chair of the Meeting before the beginning of the Meeting on the day of the Meeting or any postponements(s), adjournment(s) or continuance(s); or
- any other manner permitted by law.

EXERCISE OF DISCRETION BY PROXIES

The management representatives designated in the enclosed form of proxy will vote the securities for which they are appointed proxy in accordance with your instructions as indicated on the form of proxy.

In the absence of such direction, such securities will be voted by the management representatives in favour of the resolutions set out in Schedule “A” to this Information Circular.

The enclosed form of proxy confers discretionary authority on the designated management representatives relating to amendments to or variations of matters identified in the Notice of Meeting and relating to other matters which may properly come before the Meeting. At the date of this Information Circular, the Manager does not know of any such amendments, variations or other matters.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The capital of the Terminating Fund and the Continuing Fund may be divided into an unlimited number of classes and series. An unlimited number of securities of each series of each Fund may be issued. As at the end of business on April 15, 2024, each series of the Terminating Fund and Continuing Fund had the following numbers of issued and outstanding securities:

	Number of Securities Issued and Outstanding
Sun Life Global Tactical Yield Private Pool	
Series A	161,870.349
Series F	73,821.500
Series O	1,163,825.933
Sun Life Amundi Emerging Markets Debt Fund	
Series A	3,569,330.940
Series DB	0.000
Series F	2,167,900.744
Series I	295,799.803

Each whole security of a Fund entitles the holder to one vote on all matters relating to such Fund.

The board of directors of the Manager have fixed April 15, 2024 to be the date for determining which securityholders of a Fund are entitled to receive notice of, and to vote at, a Meeting.

The quorum requirement for each Fund is set out above under “Required Approvals” on page 22.

To the knowledge of the directors and senior officers of the Manager, as of the close of business on March 31, 2024, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, more than 10% of the voting rights attached to the securities of any series of a Fund entitled to be voted at the Meetings except as follows:

Fund	Series	Holder Of Securities	Number of Securities Held	Percentage of the Series Issued and Outstanding
Sun Life Global Tactical Yield Private Pool	I	Sun Life Global Investments Canada Inc.	1,163,826	100%

As of March 31, 2024, none of the directors or executive officers of the Manager owned more than 10% of the issued and outstanding securities of any series of a Fund.

Securities of the Funds that are held by other mutual funds managed by the Manager will not be voted at the Meetings. **The Manager intends to vote any securities of the Funds that it owns at the Meetings in favour of the proposed resolutions and the Manager understands that certain companies affiliated with it, including Sun Life Assurance Company of Canada, may vote the securities of the Fund held by them at the Meetings in favour of the proposed resolutions. These affiliates hold these securities in connection with their obligations towards their respective clients, the nature of which is determined by reference to each Fund.**

CERTIFICATE

The contents of this Information Circular and its distribution to securityholders of the Funds have been approved by the board of directors of the Manager.

DATED at Toronto, Ontario on April 26, 2024

By Order of the Board of Directors of SLGI Asset Management Inc., as trustee and manager of the Funds

(signed) "Oricia Smith"

Name: Oricia Smith

Title: President

SCHEDULE “A” – RESOLUTIONS

**Resolution of Sun Life Amundi Emerging Markets Debt Fund
(the “Fund”)**

(for Sun Life Amundi Emerging Markets Debt Fund only)

WHEREAS it is in the best interests of the Fund and its securityholders to change the investment objective of the Fund as described in the management information circular dated April 26, 2024 (the “**Information Circular**”);

BE IT RESOLVED THAT:

1. the change of investment objective of the Fund as described in the Information Circular is hereby approved;
2. all amendments to any agreements to which the Fund is a party that are required to give effect to the matters approved in this resolution be and are hereby authorized and approved;
3. all amendments to any agreements to which SLGI Asset Management Inc., as manager and trustee of the Fund (the “**Manager**”), is a party that are required to give effect to the matters approved in this resolution be and are hereby authorized and approved;
4. any one officer or director of the Manager is hereby authorized and directed, on behalf of the Fund, to execute and deliver all such documents and do all such other acts and things as may be necessary or desirable for the implementation of this resolution;
5. the Manager be and is hereby authorized to delay the implementation of the investment objective change until a date that is no later than December 31, 2024 without further approval of the investors of the Fund; and
6. the Manager be and is hereby authorized to revoke this resolution for any reason whatsoever in its sole and absolute discretion, without further approval of the investors of the Fund, at any time prior to the implementation of the changes described above for any reason if it is considered to be in the best interests of the Fund and its securityholders not to proceed.

**Resolution of Sun Life Global Tactical Yield Private Pool
(the “Terminating Fund”)**

(for Sun Life Global Tactical Yield Private Pool only)

WHEREAS it is in the best interests of the Terminating Fund and its securityholders to merge the Terminating Fund into Sun Life Amundi Emerging Markets Debt Fund (the “**Continuing Fund**”) as described in the management information circular dated April 26, 2024 (the “**Information Circular**”);

BE IT RESOLVED THAT:

1. the merger of the Terminating Fund into the Continuing Fund as described in the Information Circular be and the same is hereby authorized and approved;
2. SLGI Asset Management Inc. (the “**Manager**”), as trustee and manager of the Terminating Fund and the Continuing Fund, be and is hereby authorized to:
 - (a) on, or shortly before, the date of the merger, cause the Terminating Fund to distribute its net income and net realized capital gains for its current tax year, if any, to the extent necessary to eliminate the Terminating Fund’s liability for tax;
 - (b) sell the net assets of the Terminating Fund to the Continuing Fund in exchange for securities of the applicable series of the Continuing Fund;
 - (c) distribute the securities of the Continuing Fund received by the Terminating Fund to securityholders of the Terminating Fund in exchange for all of these securityholders’ existing securities of the Terminating Fund on a dollar-for-dollar and series-by-series basis; and
 - (d) wind up the Terminating Fund as soon as reasonably possible following the merger;
3. all amendments to any agreements to which the Terminating Fund is a party that are required to give effect to the matters approved in this resolution be and are hereby authorized and approved;
4. all amendments to any agreements to which the Manager is a party that are required to give effect to the matters approved in this resolution be and are hereby authorized and approved;
5. any one officer or director of the Manager be and is hereby authorized and directed, on behalf of the Terminating Fund, to execute and deliver all such documents and do all such other acts and things as may be necessary or desirable for the implementation of this resolution;
6. the Manager be and is hereby authorized to delay the implementation of the merger until a date that is no later than December 31, 2024 without further approval of the investors of the Terminating Fund; and
7. the Manager be and is hereby authorized to revoke this resolution for any reason whatsoever in its sole and absolute discretion, without further approval of the investors of the Terminating Fund, at any time prior to the implementation of the changes described above if it is considered to be in the best interests of the Terminating Fund and its securityholders not to proceed.

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