

Proven values, looking to the future

Annual Information Form

For the year ended December 31, 2023
iA Financial Corporation Inc.

March 28, 2024



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Reporting

General Information

The Corporation's name is "iA Financial Corporation Inc." (hereinafter "**iA Financial Corporation**" or the "**Corporation**").

In this Annual Information Form, "**iA Financial Group**" refers to iA Financial Corporation and its subsidiary, Industrial Alliance Insurance and Financial Services Inc. ("**iA Insurance**").

Unless otherwise indicated, all information presented in this Annual Information Form is established as at December 31, 2023 or for the year ended on that date and is presented on a consolidated basis. All amounts indicated in this Annual Information Form are denominated in Canadian dollars unless otherwise specified. The Corporation's results and financial statements are presented in accordance with the International Financial Reporting Standards ("**IFRS**"), and in accordance with the accounting requirements prescribed by the regulatory authorities. This Annual Information Form is dated and was filed on the SEDAR+ website (the System for Electronic Document Analysis and Retrieval) at sedarplus.ca on March 28, 2024, under iA Financial Corporation Inc.'s profile.

Documents Incorporated by Reference

This document should be read in conjunction with the following documents from iA Financial Corporation, certain parts of which are incorporated by reference:

- the *Management's Discussion and Analysis* for the year ended December 31, 2023 ("**Management's Discussion and Analysis**"). The *Management's Discussion and Analysis* was filed on the SEDAR+ website on February 20, 2024; and
- the *Consolidated Financial Statements* for the years ended December 31, 2023 and 2022, including the Notes to Consolidated Financial Statements (the "**Consolidated Financial Statements**"). The *Consolidated Financial Statements* were filed on the SEDAR+ website on February 20, 2024.

These documents were filed with the securities regulatory authorities of Canada and can be consulted on the SEDAR+ website at sedarplus.ca. They are also available on the Corporation's website at ia.ca/investorrelations. All elements incorporated by reference found in this Annual Information Form are made to parts of the documents filed on SEDAR+ on the dates indicated above. Other references are included for information purposes only.

Non-IFRS Financial Information

- iA Financial Corporation and iA Insurance report their financial results and statements in accordance with IFRS. They also publish certain financial measures or ratios that are not based on IFRS ("non-IFRS"). A financial measure is considered a non-IFRS measure for Canadian securities law purposes if it is presented other than in accordance with the generally accepted accounting principles ("GAAP") used for the Corporation's audited financial statements. The Corporation uses non-IFRS measures when evaluating its results and measuring its performance. The Corporation believes that non-IFRS measures provide additional information to better understand its financial results and assess its growth and earnings potential, and that they facilitate comparison of the quarterly and full year results of the Corporation's ongoing operations. Since non-IFRS measures do not have standardized definitions and meaning, they may differ from the non-IFRS financial measures used by other institutions and should not be viewed as an alternative to measures of financial performance determined in accordance with IFRS. The Corporation strongly encourages investors to review its financial statements and other publicly filed reports in their entirety and not to rely on any single financial measure. These non-IFRS measures are often accompanied by and reconciled with IFRS financial measures. For certain non-IFRS measures, there are no directly comparable amounts under IFRS. This document presents non-IFRS measures used by the Corporation when evaluating its results and measuring its performance.
- For relevant information about non-IFRS measures used in this document, see the "Non-IFRS and Additional Financial Measures" section in the *Management's Discussion and Analysis*, which is hereby incorporated by reference and is available for review at sedarplus.ca or on iA Financial Group's website at ia.ca.

Forward-Looking Statements

- This Annual Information Form may contain statements relating to strategies used by iA Financial Group or statements that are predictive in nature, that depend upon or refer to future events or conditions, or that include words such as “may”, “will”, “could”, “should”, “would”, “suspect”, “expect”, “anticipate”, “intend”, “plan”, “believe”, “estimate”, and “continue” (or the negative thereof), as well as words such as “objective”, “goal”, “guidance”, “outlook” and “forecast”, or other similar words or expressions. Such statements constitute forward-looking statements within the meaning of securities laws. In this document, forward-looking statements include, but are not limited to, information concerning possible or assumed future operating results and sustainability goals, projects and initiatives. These statements are not historical facts; they represent only expectations, estimates and projections regarding future events and are subject to change.
- Although iA Financial Group believes that the expectations reflected in such forward-looking statements are reasonable, such statements involve risks and uncertainties, and undue reliance should not be placed on such statements. In addition, certain material factors or assumptions are applied in making forward-looking statements, and actual results may differ materially from those expressed or implied in such statements.
 - Material factors and risks that could cause actual results to differ materially from expectations include, but are not limited to: insurance, market, credit, liquidity, strategic, operational and regulatory risks, such as: general business and economic conditions; level of inflation; level of competition and consolidation; changes in laws and regulations, including tax laws and changes made to capital and liquidity guidelines; actions by regulatory authorities that may affect the business or operations of iA Financial Group or its business partners; risks associated with the regional or global political and social environment; risks related to climate change including the transition to a low-carbon economy and iA Financial Group’s ability to satisfy stakeholder expectations on environmental, social and governance issues; information technology, data and information security risks, including cyber risks; fraud risk; risks related to human resources; hedging strategy risks; iA Financial Group liquidity risk, including the availability of financing to meet financial commitments at expected maturity dates; risk of incorrect design, implementation or use of a model; accuracy of information received from counterparties and the ability of counterparties to meet their obligations; and the occurrence of natural or man-made disasters, international conflicts, pandemic diseases (such as the COVID-19 pandemic) and acts of terrorism.
 - Material factors and assumptions used in the preparation of financial outlooks include, but are not limited to: accuracy of estimates, assumptions and judgments under applicable accounting policies, and no material change in accounting standards and policies applicable to the Corporation; no material variation in interest rates; no significant changes to the Corporation’s effective tax rate; no material changes in the level of the Corporation’s regulatory capital requirements; availability of options for deployment of excess capital; credit experience, mortality, morbidity, longevity and policyholder behaviour being in line with actuarial experience studies; investment returns being in line with the Corporation’s expectations and consistent with historical trends; different business growth rates per business unit; no unexpected changes in the economic, competitive, insurance, legal or regulatory environment or actions by regulatory authorities that could have a material impact on the business or operations of iA Financial Group or its business partners; no unexpected change in the number of shares outstanding; and the non-materialization of risks or other factors mentioned or discussed elsewhere in this document or found in the “Risk Management” section of the *Management’s Discussion and Analysis* that could have a material influence on the Corporation’s performance or results.
- Economic and financial instability in a context of geopolitical tensions – Unfavourable economic conditions and financial instability are causing some concern including interest rate hikes by central banks to fight against inflation. The war in Ukraine, the Hamas-Israel conflict and tension in China are also causing instability in global markets. These events could result in a reduction in the confidence of consumers and investors, significant financial volatility, more limited growth opportunities and test the Corporation’s ability to anticipate and mitigate headwinds in its markets and could negatively affect the Corporation’s financial outlook, results and operations.
- Additional information about the material factors that could cause actual results to differ materially from expectations and about material factors or assumptions applied in making forward-looking statements may be found in the “Risk Management” section of the *Management’s Discussion and Analysis*, the “Management of Risks Associated with Financial Instruments” note to the audited consolidated financial statements for the year ended December 31, 2023 and elsewhere in iA Financial Group’s filings with the Canadian Securities Administrators, which are available for review at sedarplus.ca.
- The forward-looking statements in this document reflect iA Financial Group’s expectations as of the date of this document. iA Financial Group does not undertake to update or release any revisions to these forward-looking statements to reflect events or circumstances after the date of this document or to reflect the occurrence of unanticipated events, except as required by law.

Corporate Structure

Name, Address and Incorporation

iA Financial Corporation is a stock company, incorporated on February 20, 2018, under the *Business Corporations Act* (Quebec). Upon its incorporation and until January 1, 2019, the Corporation was a wholly owned subsidiary of iA Insurance and had no commercial activities. On January 1, 2019, a plan of arrangement previously approved by iA Insurance's shareholders and ratified by the Court, was completed and implemented (the "**Arrangement**"). Consequently, on January 1, 2019, a certificate of arrangement was issued by the Quebec Enterprise Registrar to iA Financial Corporation, and it became the group's parent company holding all the issued and outstanding Common Shares of iA Insurance. In 2022, the Corporation's articles were amended to create Non-Cumulative 5-Year Rate Reset Class A Preferred Shares Series A. For a detailed description of the capital structure of the Corporation, please refer to the "Capital Structure" section on page 18 of this Annual Information Form.

iA Financial Corporation is governed by the *Business Corporations Act* (Quebec) and is not subject to the *Insurers Act* (Quebec). However, iA Financial Corporation maintains the ability to supply capital, if it considers it necessary, to iA Insurance so that the latter meets the adequacy of capital requirements under the *Insurers Act* (Quebec). Pursuant to an undertaking taken in connection with the Arrangement, iA Financial Corporation discloses its capital position on a quarterly basis. A copy of the undertaking (to which the AMF is an intervening party) was filed under the SEDAR+ profiles of both iA Financial Corporation and iA Insurance at sedarplus.ca.

The head office of iA Financial Corporation is located at 1080 Grande Allée West, Quebec City, QC, G1S 1C7.

Intercorporate Relationships

iA Financial Corporation operates through a group of subsidiaries. Information regarding the main subsidiaries of iA Financial Corporation, including its direct and indirect subsidiaries, can be found in Note 32 "Subsidiaries" to iA Financial Corporation's *Consolidated Financial Statements* on page 97. These companies were incorporated under the rules governing Canadian business corporations or under provincial or state rules applicable in the territory in which their head office is located. For more information on the operations of iA Financial Corporation and its subsidiaries, please refer to the "Analysis by Business Segment" section on pages 17 to 30 of the *Management's Discussion and Analysis*.

General Development of the Business

Three-Year History

iA Financial Corporation and its subsidiaries have pursued their development plan over the last three years. The Corporation's main areas of development during that time can be grouped into three broad categories: (i) important acquisitions, disposals or mergers, (ii) financial management initiatives and (iii) strategic initiatives.

In 2023, the Corporation has continued to demonstrate the robustness of its strategic vision established with a long-term perspective, the resilience of its business model and the soundness of its choices, particularly in terms of technology.

Major Acquisitions, Disposals and Mergers

- On October 3, 2023, the Corporation announced it has entered into a definitive merger agreement whereby iA American Holdings Inc., a subsidiary of the Corporation, will acquire Vericity Inc. Vericity comprises two entities servicing the middle-market life insurance space, with synergies between them and combining artificial intelligence and rich data analytics to deliver innovative proprietary technology: Fidelity Life, an insurance carrier licensed in all states and D.C. except for New York and Wyoming, and eFinancial, a direct-to-consumer digital agency. Vericity employs more than 400 employees. Closing is subject to obtaining the customary approvals in Canada and the United States; therefore, the merger is expected to close in the first half of 2024.
- On November 2, 2021, the Corporation announced the acquisition of 70% of Surexdirect.com Ltd. and Surexdirect.com (Ontario) Ltd, which are two companies specialized in insurance technology and leading players in digital property and casualty insurance distribution in Canada. The acquisition was effective on November 1, 2021.
- On October 1, 2021, PPI Management Inc., a subsidiary of the Corporation, completed the sale of its subsidiary, PPI Benefits Inc., to AGA Benefit Solutions.
- On July 1, 2021, Investia Financial Services Inc. and FundEX Investments Inc., which are two subsidiaries of the Corporation, amalgamated. The merger was announced publicly on July 5, 2021.

For more information about the Corporation's acquisitions and dispositions during the past three years, please read Note 4 "Acquisition and Disposal of Businesses" of iA Financial Corporation's *Consolidated Financial Statements* for the years 2021 and 2022 and Note 5 "Acquisition of Businesses" of iA Financial Corporation's *Consolidated Financial Statements* for the year 2023.

Financial Management Initiatives

- Subsequent to year-end, on February 20, 2024, the Corporation increased its dividend per outstanding Common Share. This additional dividend represents an increase in the total quarterly dividend to common shareholders of 7%.
- Normal course issuer bid – On November 7, 2023, the Corporation announced the renewal of its normal course issuer bid that allows it to redeem, from November 14, 2023 to November 13, 2024, up to 5,046,835 Common Shares, representing approximately 5% of its 100,936,705 Common Shares issued and outstanding as at October 31, 2023 (the "Current Bid"). In 2023, the Corporation purchased and cancelled a total of 982,716 Common Shares under the Current Bid and 4,968,352 Common Shares between November 14, 2022, and November 13, 2023, under the prior bid. Note that under prior bids, 2,537,514 Common Shares were redeemed in 2022 and 127,500 Common Shares were redeemed in 2021.
- Redemption of financial instruments – On September 15, 2023, iA Insurance completed the redemption of all its outstanding 3.30% subordinated debentures due September 15, 2028. These debentures represented a principal amount of \$400 million.
- Issuance of subordinated debentures – On June 20, 2023, the Corporation closed its offering of \$400 million aggregate principal amount of 5.685% fixed/floating unsecured subordinated debentures to mature on June 20, 2033. The debentures bear interest at a fixed annual rate of 5.685% for the first five years, payable semi-annually, and at an annual rate equal to Daily Compounded CORRA (as such term is defined in the supplement prospectus of the offering) plus 1.96%, for the last five years, payable quarterly. Subject to the prior approval of the AMF, the Corporation may redeem these debentures, in whole or in part, on or after June 20, 2028. The debentures were issued under a prospectus supplement dated June 15, 2023, to the short form base shelf prospectus dated April 5, 2022.

- On May 10, 2023, the Corporation increased its dividend per outstanding Common Share. This additional dividend represents an increase in the total quarterly dividend to common shareholders of 13%.
- Redemption of financial instruments – On March 31, 2023, iA Insurance completed the redemption of all its issued and outstanding Non-Cumulative 5-Year Rate Reset Class A Preferred Shares Series I. This redemption represented a principal amount of \$150 million.
- On July 28, 2022, the Corporation increased its dividend per outstanding Common Share. This additional dividend represents an increase in the total quarterly dividend to common shareholders of 8%.
- Redemption of financial instruments – On June 30, 2022, iA Insurance completed the redemption of all its issued and outstanding Non-Cumulative 5-Year Rate Reset Class A Preferred Shares Series G. This redemption represented a principal amount of \$250 million.
- Issuance of Limited Recourse Capital Notes – On June 1, 2022, the Corporation closed its offering of \$250 million aggregate principal amount of 6.611% Limited Recourse Capital Notes Series 2022-1 (Subordinated Indebtedness) (the “Notes”) to mature on June 30, 2082. The Notes bear interest at a fixed annual rate of 6.611% for the first five years, payable semi-annually, and, starting on June 30, 2027 and every fifth anniversary of such date thereafter until June 30, 2077, the interest rate on the Notes will be reset at an interest rate equal to the prevailing 5-year Government of Canada Yield on the business day prior to such interest reset date, plus 4.00%. In connection with the issuance of the Notes, the Corporation has issued 250,000 Non-Cumulative 5-Year Rate Reset Class A Preferred Shares Series A (the “Series A Shares”). The Series A Shares were issued to the Limited Recourse Trustee, Computershare Trust Company of Canada, as trust assets (the “Limited Recourse Trust”) and, in the event of a non-payment of interest on or principal of the Notes when due, the recourse of each holder of Notes shall be limited to that holder’s pro rata share of the assets of the Limited Recourse Trust, which assets will consist of the Series A Shares, except in certain limited circumstances. Until revoked, the Limited Recourse Trust waived its right to receive any and all dividends on the Series A Shares and, therefore, no dividends are expected to be declared or paid until such revocation on these shares. Subject to prior approval of the AMF, the Corporation may, on June 30, 2027, and every five years thereafter during the period from May 31 to and including June 30, redeem the Notes, in whole or in part, on not less than 10 days’ and not more than 60 days’ prior written notice from the Corporation. The Notes were issued under a prospectus supplement dated May 25, 2022, to the short form base shelf prospectus dated April 5, 2022.
- Issuance of subordinated debentures – On February 25, 2022, the Corporation closed its offering of \$300 million aggregate principal amount of 3.187% fixed/floating subordinated debentures to mature on February 25, 2032. The debentures were issued as “Sustainability Bonds” under the iA Financial Group *Sustainability Bond Framework* and represent the Corporation’s inaugural sustainability bonds. The debentures bear interest at a fixed annual rate of 3.187% for the first five years, payable semi-annually, and at an annual rate equal to the 3-month CDOR (Canadian Dollar Offered Rate), plus 0.91%, for the last five years, payable quarterly. Subject to prior approval of the AMF, the Corporation may redeem these debentures, in whole or in part, on or after February 25, 2027. The debentures were issued under a prospectus supplement dated February 22, 2022, to the short form base shelf prospectus dated February 25, 2021.
- Redemption of financial instruments – On February 23, 2022, iA Insurance completed the redemption of all its outstanding 2.64% subordinated debentures due May 23, 2027. These debentures represented a principal amount of \$250 million.
- On December 15, 2021, the Corporation increased its dividend per outstanding Common Share. This additional dividend represented an increase in the total quarterly dividend to common shareholders of 29%.

Strategic Initiatives

- With its current strategic plan, the Corporation aims at being the leading financial institution that best combines the human and digital experience. To achieve its ambition, it will focus on the following four core priorities:
 - Capital deployment, with the view to grow the Corporation and to create value.
 - Global client experience, to support our vision to become the best financial service provider with a mix of digital and physical distribution.
 - Operational efficiency, by mastering processes and leveraging technology, resources and practices.
 - Learning organization, to support and reinforce learning and development of our employees and distributors.
- The Corporation is of the view that technology can make it easier for clients and distributors to do business with it. In 2023, the Corporation continued to develop and implement many digital initiatives in its business units, notably with the aim of simplifying its sales processes and its products.
- The Corporation’s ability to generate business growth is largely attributable to the strength and diversification of its distribution networks, the excellent performance of its digital tools, the comprehensive and distinctive range of products offered as well as its strategic acquisitions. In addition, the Corporation’s business mix allows for leveraging of synergies between business units.
- The Corporation will continue to implement sustainability projects and initiatives that take into account environmental, social and governance considerations, as another important area of development.

— iA Financial Corporation hosted a virtual investor event in March 2023, providing insight into the Corporation’s strategy and outlook for the coming years. As part of its transition to IFRS 17 and IFRS 9, iA Financial Corporation has elected to provide medium-term guidance, reflecting the Corporation’s longer-term vision and aligned with its approach to sustainable growth. More information about the Corporation on medium-term guidance may be found in the “Outlook and Guidance” section of the *Management’s Discussion and Analysis*.

The following table shows the Corporation’s and its subsidiaries’ business growth in the past three fiscal years:

	Business Growth ⁽¹⁾			Variation (2023-2022)
	IFRS 17 and IFRS 9	IFRS 9	IFRS 4	
	2023	2022	2021	
In millions of dollars, unless otherwise indicated				
Net premiums, premium equivalents and deposits				
Net premiums				
General fund	9,164	7,303	6,273	25%
Segregated funds	5,428	5,857	6,891	(7%)
Total	14,592	13,160	13,164	11%
Deposits – Mutual funds	1,531	1,722	3,066	(11%)
Other deposits and premium equivalents ⁽²⁾	512	538	393	(5%)
Total	16,635	15,420	16,623	8%
Assets under management / under administration				
Assets under management				
General fund	52,009	47,094	55,082	10%
Segregated funds	41,837	37,334	39,577	12%
Mutual funds	12,204	11,611	13,955	5%
Other	4,485	3,670	2,862	22%
Subtotal	110,535	99,709	111,476	11%
Assets under administration	108,349	97,717	109,687	11%
Total	218,884	197,426	221,163	11%
INSURANCE, CANADA				
Individual Insurance				
Sales	369	387	286	(5%)
Net premiums	1,985	1,882	1,758	5%
Group Insurance				
Sales				
Employee Plans	50	46	135	9%
Special Markets	367	322	215	14%
Total	417	368	350	13%
Dealer Services				
Sales				
Creditor insurance	211	223	244	(5%)
P&C	475	392	331	21%
Total	686	615	575	12%
iA Auto and Home (iAAH)	519	457	432	14%
WEALTH MANAGEMENT				
Individual Wealth Management				
Sales				
General fund	2,700	1,203	891	124%
Segregated funds	3,581	3,908	4,818	(8%)
Mutual funds	1,531	1,722	3,066	(11%)
Total	7,812	6,833	8,775	14%
Net investment fund sales				
Segregated funds	751	1,915	3,307	(61%)
Mutual funds	(668)	(615)	1,153	(9%)
Total	83	1,300	4,460	(94%)

	Business Growth ⁽¹⁾			Variation (2023-2022)
	IFRS 17 and IFRS 9	IFRS 4		
	2023	2022	2021	
Funds under management				
General fund	4,513	2,574	2,103	75%
Segregated funds	26,650	23,451	24,722	14%
Mutual funds	12,204	11,611	13,955	5%
Other	-	-	-	-%
Total	43,367	37,636	40,780	15%
Group Savings and Retirement				
Sales				
Accumulation contracts	1,930	2,026	2,167	(5%)
Insured annuities	660	801	604	(18%)
Deposits	-	-	27	-%
Total	2,590	2,827	2,798	(8%)
Funds under management				
Accumulation contracts	15,551	14,164	15,128	10%
Insured annuities	5,685	4,741	5,098	20%
Total	21,236	18,905	20,226	12%
US OPERATIONS				
Individual Insurance				
Sales (\$CAN)	231	186	169	24%
Dealer Services				
Sales (\$CAN)	1,283	1,315	1,339	(2%)

- (1) The Corporation measures business growth by using measures that are non-IFRS and other financial measures, such as “premiums” (general fund and segregated funds), “deposits” (mutual funds), “premium equivalents”, “assets” (under management and under administration) and “sales”. Assets under administration, premiums, deposits and premium equivalents are supplementary financial measures for which there is no directly comparable IFRS financial measure. Sales, net sales and assets under management are Non-IFRS financial measures that are historical information. Such measures are not standardized financial measures under the financial reporting framework used to prepare the financial statements and might not be comparable to similar financial measures disclosed by other issuers. Sales are defined as fund entries on new business written during the period and they measure the Corporation’s ability to generate new business and defined as follows for each activity sector: Individual Insurance: first-year annualized premiums; Individual Wealth Management: net premiums for the general fund and segregated funds and deposits for mutual funds; Group Insurance – Employee Plans: first-year annualized premiums, including premium equivalents (Administrative Services Only) contracts; Group Insurance – Dealer Services: premiums before reinsurance and cancellations for creditor insurance and direct written premiums (before reinsurance) for P&C Insurance; Group Insurance – Special Markets: premiums before reinsurance; Group Savings and Retirement: gross premiums (before reinsurance) and premium equivalents, or deposits. Assets under administration (AUA) are defined as all assets with respect to which the Corporation acts only as an intermediary between a client and an external fund manager and assets under management (AUM) are defined as all assets with respect to which the Corporation establishes a contract with a client and makes investment decisions for amounts deposited in this contract. For relevant information about these measures see the “Non-IFRS and Additional Financial Measures” section in this document.
- (2) Amounts paid in connection with investment contracts and administrative services contracts.

Expected Developments

In 2024, the Corporation expects to continue diversifying its distribution networks, its geographic presence and the market segments in which it operates. The Corporation will seek to leverage development synergies between the companies of the group to maximize sales, among other things. Note that the Corporation will also remain alert to business opportunities, including potential strategic acquisitions. More information on the 2024 focus for all business units may be found in the “Analysis by Business Segment” section on pages 17 to 30 of the *Management’s Discussion and Analysis*.

Description of the Business

General Description

The Corporation and its subsidiaries operate within five segments, comprised of three operating business segments: Insurance, Canada, Wealth Management and US Operations, and two supporting segments: Investment and Corporate. The Insurance, Canada segment offers insurance products to meet all the protection needs of individuals, from group insurance to individual life and health insurance to P&C or ancillary products offered with the purchase of a motor vehicle. The Wealth Management segment offers a diversified range of savings and retirement products, including segregated and mutual funds, which are also offered to individuals and groups. Both segments have extensive and diversified distribution networks. The US Operations segment conducts business through two business units: Individual Insurance, which offers life insurance products, and Dealer Services, which provides extended warranties, all for the US market.

To sustain the group's overall performance, the Corporation relies on two supporting segments. The Investment segment strategically supports operating segments and oversees total portfolio management. Meanwhile, the Corporate segment manages all supporting corporate functions.

In terms of profitability, in 2023, the Corporation ended the year with net income attributable to common shareholders of \$769 million.

In terms of business growth, in 2023, 30% of the Corporation's premiums, premium equivalents and deposits¹ came from the Insurance, Canada segment, 62% from the Wealth Management segment, and 8% from the US Operations segment.

By region, in 2023, 3% of premiums, premium equivalents and deposits came from the Atlantic Provinces, 43% from Quebec, 25% from Ontario, 21% from the Western provinces and 8% from the United States.

For a more detailed description of the Corporation and its subsidiaries and business units, refer to the description of the Corporation beginning on page 4 of this document and to the "Analysis by Business Segment" section of the *Management's Discussion and Analysis*, which presents each of the business units.

Specialized Skills and Knowledge

To sustain the development of the group, the Corporation requires employees with a range of skills, including in information technology, sales, actuarial sciences, accounting, investing, law and communications. As the Corporation continues to focus on growth, the shortage of qualified resources is a challenge and a reality for many employers. As a result, the Corporation is constantly striving to improve internal efficiencies, foster strong employee retention through development and retraining, and attract new employees through its recruitment programs, both inside and outside Canada. In addition to being beneficial for the overall employee experience, the flexible and hybrid work environment offered by the Corporation is an opportunity to broaden the recruitment pool as talent can be more widely acquired from locations separated from physical sites.

¹ This item is a non-IFRS measure; see the "Non-IFRS Financial Information" section in this document.

Trends

Competitive Environment

The insurance and wealth management markets are very competitive. In the last few years, the environment in which the Corporation and its subsidiaries operate has been marked by a number of phenomena:

- a movement of consolidation, as several large insurers have merged their operations or acquired other companies. More recently, this movement has become more pronounced among wealth management firms;
- the maturity of the individual life insurance market in Canada, especially due to the aging of the population, low population growth and the stagnation in the number of insurance representatives;
- the adjustment of the wealth management market to the aging population's needs;
- the continued development of digital technologies among institutions; and
- the implementation and the transition to the IFRS 17 and IFRS 9 accounting standards.

In Canada, although there are many companies in the insurance market, the ten largest control about 94% of the individual insurance market, about 93% of the group insurance market (employee plans) and about 99% of the group savings and retirement market. The Corporation is among the ten largest insurers in virtually all these sectors.

In the individual wealth management market, the Corporation's competitors include life and health insurance companies, banks, mutual fund management companies, securities brokers and other providers. While the environment for the wealth management industry was challenging throughout 2023, iA Financial Group ranked first in Canada for 2023 gross sales of segregated funds and has ranked first in annual net sales of segregated funds since 2016. In 2023, while the macroeconomic environment for fund sales was challenging, the Individual Wealth Management business unit performed well by recording total combined positive net sales for the year but also by offering customers products which offer safety and attractive yields.

Competition in the life and health insurance industry is often waged on product development, product pricing, representative compensation and the general ability of companies to grow their distribution networks and properly train their representatives. The Corporation has maintained a healthy balance between its profitability objectives and good sales growth, thanks to frequent targeted rate adjustments.

iA Financial Corporation and its subsidiaries' business model is built on the group's ability to generate steady organic growth through the diversification of its distribution networks, its geographic presence, its extensive product offering and its market segments. The business model also rests on its ability to generate growth through strategic acquisitions.

To sustain its successful track record, the Corporation employs a variety of growth strategies:

- In the Individual Insurance and Individual Wealth Management business units, it competes with all industry players in all markets and geographic regions in Canada. Its key competitive advantages are the ability to build strong distribution networks for its products and services, its broad and evolving range of products and its high-performing digital tools;
- In the Group Insurance, Group Savings and Retirement and iA Auto and Home business units, the Corporation competes selectively by market and region where it can leverage corporate relationships and synergies;
- In the Dealer Services business unit, it operates in markets where it has fewer competitors or it holds a leading market position;
- In the US Operations segment, the Dealer Services division leverages its distinct advantage as the Canadian market leader to accelerate growth both organically and through acquisitions, whereas in its Individual Insurance division, it operates in select markets through independent marketing organizations with a customized portfolio of products and key digital capabilities.

For information about the key long-term profitability drivers for each of the Corporation's business segments, refer to the *Management's Discussion and Analysis*.

Recent Developments in the Economic and Financial Environment

In addition to competition, the Corporation must also face market conditions challenges related, in particular, to the economy and financial markets.

The Corporation's robust financial position as at December 31, 2023 and its risk management program enable it to navigate these challenges effectively and thus continue to contribute to the financial wellbeing of its clients.

The macroeconomic environment of 2023 was highly challenging amidst geopolitical tensions, inflationary pressures targeted by bold monetary policy actions by major central banks, and markets that recorded a relatively high level of volatility throughout the year. With regard to the stock market, the 2023 return of the S&P/TSX Index was +8% in Canada, +24.23% for the S&P 500 Index in US dollars, and +21.8% for the MSCI World Index in US dollars.

For more information regarding the impact of economic and financial developments in 2023 on the Corporation's profitability, refer to the "Profitability" section on pages 31 to 38 of the *Management's Discussion and Analysis*. For more information about the risk of a stock market downturn and the risk mitigation measures implemented by the Corporation in 2023, refer to the "Risk Management" section of the *Management's Discussion and Analysis*, pages 55 to 68.

Governing Legislation

iA Financial Corporation is governed by the *Business Corporations Act* (Quebec) and is not subject to the *Insurers Act* (Quebec). However, iA Financial Corporation maintains the ability to supply capital, if it considers it necessary, to iA Insurance so that the latter meets the adequacy of capital requirements under the *Insurers Act* (Quebec). Pursuant to an undertaking taken in connection with the Arrangement, iA Financial Corporation discloses its capital position on a quarterly basis. A copy of the undertaking (to which the AMF is an intervening party) was filed under the SEDAR+ profiles of both iA Financial Corporation and iA Insurance at sedarplus.ca.

Applicable laws stipulate that the financial statements of iA Financial Corporation and certain subsidiaries must be prepared in accordance with IFRS, in particular, when applicable, the provisions specific to life insurance companies. The Corporation has implemented the necessary measures to ensure its compliance with the requirements of the applicable legislation and, to the knowledge of management, currently complies with all applicable legal requirements.

iA Financial Corporation and iA Insurance are reporting issuers under the different securities laws in force in the provinces of Canada. In connection with the Arrangement on January 1, 2019, iA Financial Corporation issued Common Shares. Since the Arrangement, the Corporation has also issued debt securities. iA Insurance issued, before January 1, 2019, Common Shares, Preferred Shares and debentures. As previously mentioned, since January 1, 2019, all Common Shares of iA Insurance have been held by iA Financial Corporation, the parent company of the group. However, iA Insurance Preferred Shares and debentures issued and outstanding as at January 1, 2019 remained issued by iA Insurance and were guaranteed by iA Financial Corporation pursuant to the terms of the Arrangement.

The *Act respecting Industrial-Alliance Life Insurance Company* (Quebec) (the "**1999 Private Bill**"), as amended by the *Act to amend the Act respecting Industrial-Alliance Life Insurance Company* (Quebec) (the "**2018 Private Bill**"), collectively with the 1999 Private Bill, the "**Private Bill**"), prohibits any person and his/her affiliates from acquiring, either directly or indirectly, voting shares of iA Financial Corporation if the acquisition results in the person and his/her affiliates holding 10% or more of the voting rights attached to the shares. As such, the Private Bill further provides that in the event that an acquisition is made in contravention of the foregoing, any individual on behalf of whom the shares are acquired cannot exercise the voting rights attached to the aggregate of his/her shares for as long as they are in contravention of this provision. In addition, under the Private Bill, iA Financial Corporation must directly or indirectly hold 100% of the Common Shares of iA Insurance.

Canadian insurance subsidiaries, including iA Insurance, operate under the authority of the AMF pursuant to powers delegated by the *Insurers Act* (Quebec). The business of iA Insurance outside the province of Quebec is subject to the requirements of local regulatory authorities.

Overall, the companies of the group are licensed by the appropriate federal, provincial and state authorities to carry on business in all provinces and territories of Canada and in the 50 US states, the District of Columbia and seven territories of the United States and the United Kingdom. They are also subject to the regulation and supervision of the provinces and territories of Canada, the states and territories of the United States and the territories of the United Kingdom in which they carry on business. Such regulation and supervision relate, among other things, to: the licensing of insurers and their agents; the nature of, limitations on and valuation of investments; solvency standards; annual audit of the activities of insurance companies; annual reports and other documents pertaining to the financial condition of insurers that must be filed; and requirements regarding reserves for actuarial liabilities, unearned premiums and losses.

The *Insurers Act* (Quebec), which governs iA Insurance, provides that capital adequacy standards for life insurance companies are determined by regulation. The regulation provides for a life insurer's capital adequacy requirement to be determined by applying factors regarding certain risk components to specific on and off balance sheet assets and liabilities and by adding the results. The regulatory authorities have issued guidelines on the required capital in order to comply with

the requirements. These guidelines define the methodology to be used in determining the elements comprising the solvency ratio, including available capital, certain provisions included in actuarial provisions and the base solvency buffer.

The *Insurers Act* (Quebec) also provides for certain restrictions with respect to the dividends paid to shareholders and operations on equity. Hence, no insurer may declare dividends or pay interest, as the case may be, or distribute annual surpluses if a payment made for one or the other has the effect of rendering its liquid assets or capital insufficient to ensure sound and prudent management. When deemed appropriate, the AMF may give written instructions to an insurer concerning the adequacy of its liquid assets. This also applies to dividends declared, from time to time, by iA Insurance in favour of the Corporation.

The *Insurers Act* (Quebec) further provides that insurers must exercise their investment powers with prudence and care in accordance with any regulation and must adhere to sound and prudent investment management practices. Additional requirements (and, in certain cases, the obligation to obtain regulatory approvals) also limit certain investments.

Intellectual Property and Product Development

In general, the Corporation and its subsidiaries take the necessary measures to protect the intellectual property of their product names and their trademarks and they devote resources to develop new products that are better suited to meet client demand. It should be noted, however, that in the markets in which the Corporation and its subsidiaries operate, the competitive advantage associated with the development of new products generally does not constitute a strategic competitive advantage, since most products can be copied by competitors relatively quickly and easily.

Cyclical Business

The operations of certain sectors may fluctuate according to somewhat cyclical factors. Hence, given the contribution deadline for registered retirement savings plans (“RRSPs”), first quarter premiums and deposits are generally higher in the Individual Wealth Management business unit. In the Individual Insurance business unit, the level of sales is occasionally lower at the beginning of the year, due to the emphasis placed on RRSPs, as well as during the summer, due to summer vacations. Sales in both the Group Insurance and Group Savings and Retirement business units are subject to sometimes significant variations from one quarter to another due to the size of certain new clients. Moreover, for the Group Insurance business unit, more specifically employee plans, sales can occasionally be higher at the beginning of the year, since several contracts obtained the previous year take effect at the beginning of the year. In the Dealer Services business unit (Canada) and division (US), sales tend to be higher in the second and third quarters. Insurance products in these divisions are marketed mainly through car dealers, therefore the distribution of sales during the year is, to a certain extent, related to the seasonal nature of car sales.

Employees

As at December 31, 2023, the Corporation and its subsidiaries had more than 9,400 employees, including temporary positions.

Sustainability

Caution regarding sustainability forward looking statements

This section may contain statements relating to strategies used by iA Financial Group or statements that are predictive in nature, that depend upon or refer to future events or conditions. Such statements constitute forward-looking statements within the meaning of securities laws. In this section, forward-looking statements include, but are not limited to, information concerning iA Financial Group's strategies, initiatives and goals with regard to sustainable development, governance, environmental matters, social engagement and climate change mitigation and adaptation. These statements are not historical facts; they represent only expectations, estimates and projections regarding future events and are subject to change. Although iA Financial Group believes that the expectations reflected in such forward-looking statements are reasonable, such statements involve risks and uncertainties and undue reliance should not be placed on such statements. In addition, certain material factors or assumptions are applied in making forward-looking statements, and actual results may differ materially from the predictions, forecasts, projections, objectives, expectations, conclusions and other forward-looking statements expressed or implied in such statements. Moreover, many of the assumptions, standards, metrics and measures used in preparing this section continue to evolve and are based on assumptions considered reasonable at the time of writing but their accuracy should not be considered guaranteed. Material factors and risks which could cause actual results to differ materially from those projected, many of which are beyond the control of iA Financial Group and the effects of which may be difficult to predict, include: the need for more and higher-quality climate data and for standardization in climate measurement methods, climate conditions and weather events, the need for the active and constant stakeholder participation (including governmental and non-governmental organizations, other financial institutions, businesses and individuals), technological advancements, changing consumer behaviour, variable decarbonization efforts across economies, the need for relevant climate policy on a global scale, challenges of balancing emissions with an orderly and inclusive transition, geopolitical factors that influence global energy needs, our ability to collect and verify data, our ability to implement various initiatives across the business within the set time limits, the risk of not completing the initiatives within the set time limits or at all, or without the results intended or anticipated by iA Financial Group, the compliance of third parties with our policies and procedures and their commitment to us, financial market conditions, our commercial activities, our financial results, our situation and goals, the legal and regulatory environment and regulatory compliance (which may expose us to legal proceedings and regulatory action, the consequences of which could include regulatory restrictions, penalties and fines), and strategic, reputational, legal and regulatory, systemic, competitive and other risks.

Integrated Sustainability at iA Financial Group

In 2023, iA Financial Group identified three action levers through which it will make a significant positive impact:

1. **Physical, Mental and Financial Health:** Through its business model and the positive benefits it can create, iA Financial Group prioritizes physical, mental and financial health as an essential lever for sustainability.
2. **Education and Learning:** iA Financial Group has made education and learning its second priority. It is essential to both share our knowledge and keep learning.
3. **A Sustainable Future:** iA Financial Group is convinced that everyone, in their own way, can help make the world a better place and work together for a sustainable future.

To identify these levers, we carried out, for the first time, a materiality assessment with our stakeholders. As part of this exercise, we consulted a representative range of stakeholders: employees, senior management, directors, investors, suppliers and clients. This assessment enabled us to strengthen our strategy by leveraging related opportunities linked to 21 prioritized (environmental, social and governance ("ESG")) topics.

Our Actions in 2023

Sustainable Finance

We set up an ESG data infrastructure to assess our investment portfolios using ESG assessment tools on a larger scale.

We focused on creating a credibility scorecard for the transition plan. In 2024, this tool will enable us to gauge the readiness of the most carbon-intensive emitters in our portfolio to make the transition to a low-carbon economy. We have adopted a collaborative approach and intend to meet with these emitters to understand their approach.

We released our first publicly accessible Principles for Responsible Investment (PRI) report.

Since 2022, we have been part of two collaborative engagement initiatives—Climate 100+ and Climate Action Canada—with a view to creating a positive impact. In 2023, we took part in engagements with companies on the reference list and shared our knowledge with investors in the initiatives.

Environment

Our climate strategy consists of five long-term objectives with the aim of contributing to the fight against climate change. The following is a brief summary of our actions over the past year on each of these objectives:

Long-term goals	Actions taken and specific measures to achieve these goals
<p>1 Reduce greenhouse gas emissions in our operations and investment portfolio</p>	<p>In 2023, iA Financial Group updated its decarbonization strategy, particularly for its GHG emission reduction targets, where new targets were adopted. By 2035 (using 2022 as the base year), we aim to:</p> <ol style="list-style-type: none"> Act as a responsible corporate citizen by reducing the GHG emission intensity of our Canadian real estate holdings by 60%;⁽¹⁾ Act as a responsible investor by reducing the carbon intensity of our public corporate bond portfolio by 40%.⁽²⁾
<p>2 Integrate climate considerations into all processes and decisions, including our investments</p>	<p>Our roadmap includes integrating climate considerations into our strategy, decision-making and reporting processes, our risk taxonomy and, more broadly, all our activities. For example, in 2024, we will begin analyzing and mapping the exposure of our investments according to some industries to develop an action plan, and we will revise the section on climate risks in the <i>Risk Appetite and Tolerance Statement</i>, including the indicators to be included in reporting.</p>
<p>3 Implement sound climate change risk management and build resilience to the physical impacts of climate change across our operations</p>	<p>In 2023, we adopted our first <i>Climate Risk Management Corporate Policy</i>, which provides a framework for our processes and practices in this area. At the same time, we also developed a roadmap for future work.</p>
<p>4 Strengthen climate-related disclosure in line with the TCFD (or any future equivalent) recommendations and facilitate disclosure by investment portfolio companies</p>	<p>iA Financial Group remains committed to transparency with its stakeholders, and discloses the following:</p> <ul style="list-style-type: none"> The <i>2023 TCFD Report</i>. The <i>2023 CDP</i>. The <i>2022 Sustainable Bond Framework</i>, based on the International Capital Market Association (ICMA) <i>2021 Sustainability Bond Guidelines</i>, <i>2021 Green Bond Principles</i> and <i>2021 Social Bond Principles</i>, and the <i>2022 Annual Sustainability Bond Use of Proceeds Report</i>. The <i>2023 Private Transparency Report</i>. GHG accounting in accordance with the GHG Protocol and the Partnership for Carbon Accounting Financials (in the appendix to our <i>2023 Sustainability Report</i>). <p>In addition, we are monitoring the development of climate change standards and regulatory frameworks, such as IFRS S1/S2, CSDS 1/CSDS 2 and AMF's draft Climate Risk Management Guideline.</p>
<p>5 Contribute to advancing the understanding of the impacts of climate change on the insurance industry</p>	<p>In 2023, iA Financial Group established a sustainability community of practice, where members can share common concerns, consolidate expertise and develop new knowledge related to ESG initiatives. Executives and employees of iA Financial Group also engage with organizations concerned with sustainability and climate change.</p>

(1) With the exception of a few buildings.

(2) The portion subject to our decarbonization commitment corresponds to investments of around \$13.5 billion as of January 16, 2023.

For more information on the Corporation's climate change initiatives and achievements, see the *2023 TCFD Report*, available on our website at ia.ca. This report is not incorporated by reference in this Annual Information Form.

Social

iA Financial Group has continued its commitment to the **Progressive Aboriginal Relations™** (PAR) certification process initiated by the Canadian Council for Aboriginal Business. In fact, we have officially completed the first phase, which consists of deploying an internal structure, notably through the implementation of an internal policy, the creation of a communications plan and the launch of awareness-raising activities such as training on Indigenous realities for our executives.

Finally, we stayed the course in philanthropy in 2023, with philanthropic contributions of \$9.4 million to various organizations helping people in Canada and the United States.

Employment Equity, Diversity, and Inclusion (“EDI”)

iA Financial Group remains committed to providing conditions conducive to an equitable, diverse and inclusive work environment so that each employee can be their authentic self at work and reach their full potential.

In 2022, iA Financial Group presented its 2022-2025 EDI strategic plan, which aims, among other things, to:

- Nurture a sustainable inclusive organization;
- Accelerate the pace at which we diversify our workforce;
- Forge lasting relationships with community partners.

The Cornerstones of Our Strategy

In 2023, we formalized our governance structure. The EDI Advisory Committee is comprised of Employee Resource Groups (“ERGs”) and senior managers. This committee allows the voice of ERGs to be heard and ensures that the EDI strategy meets the needs of the organization. In addition, a manager has been appointed to head the EDI Centre of Expertise. Supported by a consulting team, this person is responsible for the deployment of the strategy.

Self-identification: I am. You are. We are.

We are proud to have launched our first annual voluntary self-identification campaign this year, which reminds us of the importance of getting to know each other better to be able to promote EDI in tangible ways.

Rolled out for the majority of employees in Canada, this initiative provides a Canadian portrait of our organization, gives us a better understanding of our workforce demographics and helps us identify priority actions to be deployed. For this first campaign, we achieved a participation rate of 73%.⁽¹⁾

Based on these initial results the goal is to identify any issues and develop concrete action plans to address them with a view to achieving the following goals:

- A diverse, equitable and inclusive workplace;
- An engaged, empowered, resilient workforce with a strong sense of belonging;
- Our leaders will represent our diverse workforce and client base, enabling us to better meet the needs of our clients and partners.

(1) Excluding some of our subsidiaries in Canada.

In 2023, the results of the self-identification campaign⁽¹⁾ were as follows:

Representation	2023
Women ⁽²⁾	58.02%
Visible minorities ⁽³⁾	27.07%
Indigenous peoples ⁽⁴⁾	0.94%
People with disabilities/neurodivergent conditions ⁽⁵⁾	8.63%
LGBTQ+ ⁽⁶⁾	5.67%

(1) In 2023, the self-identification response rate was 73% of the workforce surveyed. This data excludes our subsidiaries located in the United States and some of our subsidiaries located in Canada.

(2) Persons who identify as female.

(3) Persons, other than Indigenous people, who are non-Caucasian in race or non-white in colour.

(4) Indigenous peoples (with or without status) include First Nations, Métis and Inuit in Canada.

(5) People with a disability means a person with one or more personal factors (impairments, disabilities, disorders or other characteristics) that prevent them from carrying out all or part of their usual activities (physical movement, working, etc.), temporarily or permanently. A person is considered neurodivergent when their neurological functions (e.g., the way they learn and process information) or behaviours differ from what is considered typical.

(6) The acronym LGBTQ+ stands for sexual and gender diverse communities: lesbian, gay, bisexual, trans (including non-binary), queer, questioning, intersex, asexual, aromantic or agender, two-spirit (2 or 2S) and other sexual or gender minorities.

Reducing Unconscious Bias and Celebrating our Differences

At iA Financial Group, EDI is a shared responsibility, and every colleague is an ally. We encourage continuous learning and explore new and diverse ways to grow.

Our managers are at the heart of our cultural transformation and every interaction is an opportunity to help create an equitable, diverse and inclusive workplace. Nearly all managers have completed the Inclusive Leadership and Unconscious Bias training offered by Catalyst. The training helps cultivate the feelings of trust, psychological security and authenticity within teams and provides tools to recognize and combat unconscious bias. In the interest of inclusivity, this training was offered virtually, by videoconference and in person.

For two years now, iA Financial Group has been asking most of its employees to complete the Introduction to EDI online training. The content familiarizes employees with the key concepts of EDI and teaches them how to recognize and address microaggressions in the workplace.

iA Financial Group launched its online employee training platform in 2023, and nearly 20% of the content is dedicated to EDI.

In addition to courses and conferences, the EDI Centre of Expertise publishes informative content on a regular basis via its quarterly newsletter and has made a dedicated section on the Intranet portal, featuring various educational tools, available to employees.

In partnership with the Catalyst organization, iA Financial Group also offers employees exclusive access to EDI content such as reports, webinars, training, articles, tools, etc.

Employee Resource Groups: Drivers of Cultural Transformation

To date, iA Financial Group has four ERGs representing our teams in Canada and the United States. In addition to the Women's Network (975 members), the LGBTQ+ Network (375 members) and the BRIDGE Network (Afrodescendant community, 140 members), the Indigenous Peoples ERG was created at the end of 2023. These communities are veritable catalysts of cultural transformation and EDI progress at iA Financial Group. They help raise awareness and mobilize employees by organizing events throughout the year. In 2023, the ERGs strengthened their collaboration so that intersectionality is reflected in discussions and initiatives.

Accelerating Parity and Diversity in Senior Management

In 2020, iA Financial Group set two targets for gender equality:

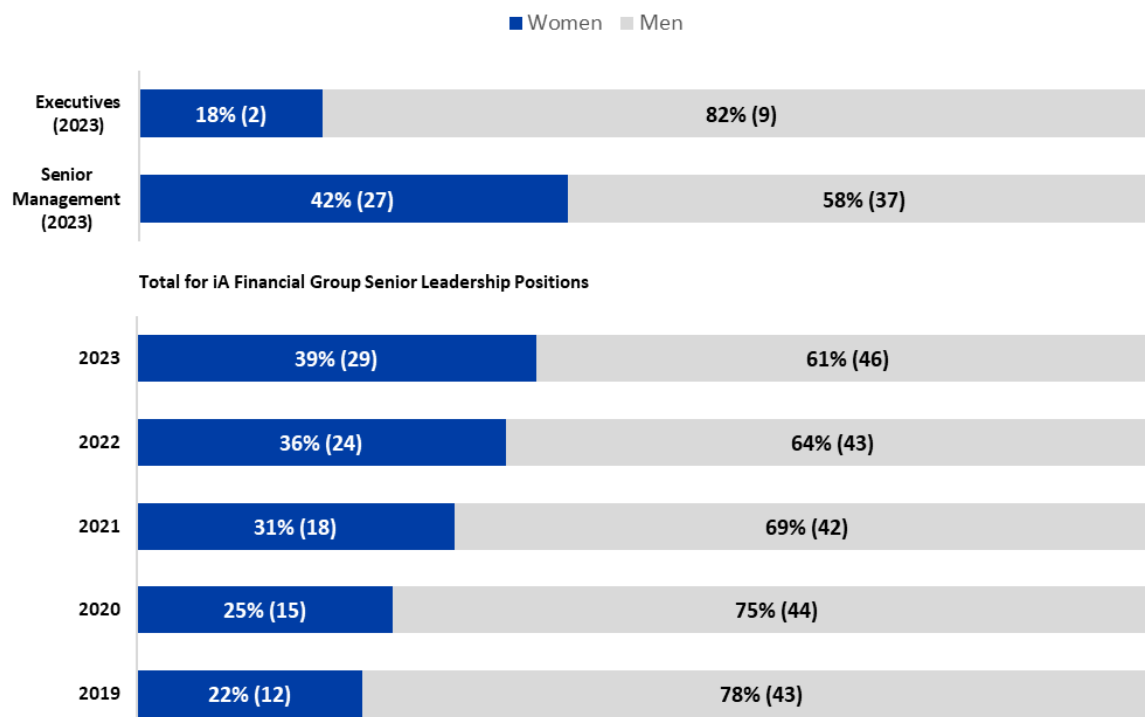
- Now and in the future, between 40% and 60% of iA Financial Group Senior Leadership Position⁽¹⁾ appointments will go to women;
- Achieve increased gender equity in iA Financial Group Senior Leadership Positions with women and men each holding between 40% and 60% of positions by 2025.

We are proud to note that women make up 39% of iA Financial Group Senior Leadership Positions and we are making great strides toward achieving our goal of 40% by 2025.

Our President and Chief Executive Officer’s continued involvement in promoting the role of women in senior management over the years has enabled the Corporation to make significant progress toward its goals. In fact, in 2023, 38% of appointments for Senior Leadership Positions were filled by women. We will continue our efforts with conviction to increase the number of women in iA Financial Group Senior Leadership Positions, in evaluating recruitment practices (senior and middle managers), training and development, and career development.

As at December 31, 2023, iA Financial Group Senior Leadership was 39% women compared to 36% in 2022, 31% in 2021, 25% in 2020 and 22% in 2019, increasing every year since 2019 for a total increase of 17 percentage points. In addition, 38% of the new appointments to iA Financial Group Senior Leadership Positions went to women in 2023, compared to 46% in 2022, 36% in 2021, 44% in 2020 and 22% in 2019.

Gender Distribution within iA Financial Group Senior Leadership Positions as at December 31, 2023



Note: The number in parentheses indicates the number of individuals.

(1) iA Financial Group Senior Leadership Position means the Corporation’s executives and senior management as well as senior management of the Group’s main Canadian subsidiaries.

Governance

iA Financial Group has always attached great importance to establishing and maintaining sound and prudent corporate governance in the interests of the Corporation and its stakeholders.

In 2023, we revised our *Sustainability Policy*, with the aim of (1) establishing an organization-wide sustainability reference framework based on the three levers named above, and (2) improving accountability to the Board of Directors and various committees.

Finally, we continue to adhere to best corporate governance practices in order to preserve the Board's independence and its ability to effectively oversee the Corporation's activities. These practices are underpinned by a strong culture of integrity and ethics, as well as a sound and prudent approach to risk management. These are the reasons why we support our various business sectors in integrating ESG factors into their respective strategic planning.

Sustainability Report

For more information on iA Financial Group's sustainability initiatives and achievements, refer to the *2023 Sustainability Report*, available on our website at ia.ca, which report is not incorporated by reference in this Annual Information Form.

Risk Factors

For information on risk factors for iA Financial Corporation and its operations, refer to the "Risk Management" section on pages 55 to 68 of the *Management's Discussion and Analysis*, and to the *Consolidated Financial Statements'* Note 8 "Management of Financial Risks Associated with Financial Instruments and Insurance Contracts" on pages 43 to 55, Note 14 "Management of Insurance Risk" on pages 61 and 62, Note 15 "Insurance Contracts and Reinsurance Contracts" on pages 63 to 79 and Note 16 "Investment Contract Liabilities, Deposits and Investment Contract Liabilities Related to Segregated Funds" on page 80.

Reorganizations

Please refer to the "General Development of the Business" section of this Annual Information Form for a description of key corporate reorganizations.

Capital Structure

General Description

The authorized capital of iA Financial Corporation consists of:

1. an unlimited number of Common Shares without par value;
2. Class A Preferred Shares, without par value, issuable in series. The number that may be issued is limited to not more than one-half of the number of Common Shares issued and outstanding at the time of the proposed issue of such Class A Preferred Shares.

As at December 31, 2023, 99,642,745 Common Shares and 250,000 Class A Preferred Shares Series A were issued and outstanding.

The Common Shares of iA Financial Corporation are listed and traded on the Toronto Stock Exchange (“**TSX**”) under the trading symbol “IAG”. The publicly issued and outstanding Class A Preferred Shares Series B of iA Insurance are traded on the TSX under the symbol “IAF.PR.B”. The Class A Preferred Shares Series I of iA Insurance are no longer traded on the TSX as they were redeemed by iA Insurance on March 31, 2023.

Common Shares

Each Common Share entitles the holder to one vote at all meetings of shareholders (except for meetings exclusively for another class or series of shareholders). Subject to the prior rights of the holders of the Class A Preferred Shares and any other shares ranking senior to the Common Shares with respect to payment of dividends, the holders of Common Shares are entitled to receive dividends when declared by the Corporation’s Board of Directors. Also, subject to the prior rights of the holders of the Class A Preferred Shares and any other shares ranking senior to the Common Shares with respect to the distribution of assets in the event of the liquidation, winding-up or dissolution of the Corporation, whether voluntary or involuntary, the holders of the Common Shares will be entitled to receive the remaining assets of the Corporation that pertain to the shareholders in equal amounts per Common Share without preference or priority of one of the Common Shares over another.

Class A Preferred Shares

The Class A Preferred Shares may be issued in one or more series with such rights and restrictions as the Board of Directors may determine. No rights, privileges or restrictions attached to a series of Class A Preferred Shares confer on the series any priority in respect of the payment of dividends or the return of capital over any other series of Class A Preferred Shares. With respect to priority in the payment of dividends and in the distribution of property upon liquidation, winding-up or dissolution of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the specific purpose of winding up the Corporation’s affairs, the Class A Preferred Shares will rank senior to the Common Shares and to any other shares ranking junior to the Class A Preferred Shares.

Series A

The Series A shares were issued as part of the offering of 6.611% Limited Recourse Capital Notes Series A, for \$1,000 per share. These Non-Cumulative 5-Year Rate Reset Class A Preferred Shares Series A were issued to the Limited Recourse Trustee, Computershare Trust Company of Canada, as trust assets (the “**Limited Recourse Trust**”) in connection with iA Financial Corporation’s Limited Recourse Capital Notes Series 2022-1 (the “**Notes**”). In the event of a non-payment of interest on or principal of the Notes when due, the recourse of each holder of Notes shall be limited to that holder’s pro rata share of the assets of the Limited Recourse Trust, which assets will consist of the Series A shares, except in certain limited circumstances. Until revoked, the Limited Recourse Trust waived its right to receive any and all dividends on the Class A Preferred Shares Series A and, therefore, no dividends are expected to be declared or paid until such revocation on these shares. Additional information regarding Class A Preferred Shares Series A is contained in the prospectus and prospectus supplement under which the shares were issued, available on the SEDAR+ website at sedarplus.ca. The Class A Preferred Shares Series A are not listed on the TSX.

Normal Course Issuer Bid Program

On November 7, 2023, the Corporation announced the renewal of its normal course issuer bid that allows it to redeem, from November 14, 2023, to November 13, 2024, up to 5,046,835 Common Shares, representing approximately 5% of its 100,936,705 Common Shares issued and outstanding as at October 31, 2023. The purchases will be made at market price at the time of purchase through the facilities of the Toronto Stock Exchange or an alternative Canadian trading system, in accordance with market rules and policies. The Common Shares purchased will be cancelled. The Corporation considers that the purchase of its Common Shares represents an appropriate use of its funds and is in the best interests of the Corporation and its shareholders. In 2023, the Corporation purchased and cancelled a total of 5,329,480 Common Shares (corresponding to 4,346,764 shares under the Prior Bid and 982,716 under the Current Bid).

Shareholders may obtain, without charge, copies of the notice of intent related to the Corporation's normal course issuer bid, approved by the Toronto Stock Exchange, upon request to the Corporate Secretary at 1080 Grande Allée West, P.O. Box 1907, Station Terminus, Quebec City, Quebec, G1K 7M3.

Constraints

Constraints on Voting Shares Under the Private Bill

The 1999 Private Bill, as amended by the 2018 Private Bill, prohibits any person and their affiliates from acquiring, either directly or indirectly, voting shares of iA Financial Corporation if the acquisition results in the person and their affiliates holding 10% or more of the voting rights attached to the shares. As such, the Private Bill further provides that in the event that an acquisition is made in contravention of the foregoing, an individual on behalf of whom the shares are acquired cannot exercise the voting rights attached to the aggregate of their shares for as long as they are in contravention of this provision. In addition, under the Private Bill, iA Financial Corporation must directly or indirectly hold 100% of the Common Shares of iA Insurance.

For information on the debentures and the share capital, refer to the *Management's Discussion and Analysis*, "Financial Position" section on pages 40 to 44, and pages 80 to 82 of iA Financial Corporation's *Consolidated Financial Statements* (Notes 18 and 19).

Credit Ratings

The subordinated debentures of the Corporation and the Class A Preferred Shares of iA Insurance are rated by independent rating agencies. These ratings confirm the Corporation's and iA Insurance's financial strength and their ability to respect their obligations to policyholders and creditors. Note that the ratings granted by the rating agencies are not recommendations to buy, sell or hold the Corporation's and iA Insurance's various securities. The rating agencies can revise or withdraw the ratings granted at any time. Furthermore, the rating agencies act independently from the Corporation and from iA Insurance.

The following table lists the ratings attributed to the Corporation and to iA Insurance as at December 31, 2023. S&P Global Ratings, DBRS Morningstar and A.M. Best ratings were all affirmed in 2023 with a stable outlook.

Rating Agency	Type of Evaluation	Ratings
iA Financial Corporation Inc.		
S&P Global Ratings	Issuer Credit Rating	A
	Limited Recourse Capital Notes	BBB+
	Subordinated Debentures	A-
DBRS Morningstar	Issuer Rating	A
	Limited Recourse Capital Notes	BBB (high)
	Subordinated Debentures	A (low)
Industrial Alliance Insurance and Financial Services Inc.		
S&P Global Ratings	Issuer Credit Rating	AA-
	Financial Strength Rating	AA-
	Preferred Shares – Canadian scale	P-1 (low)
	Preferred Shares – Global scale	A
DBRS Morningstar	Financial Strength	AA (low)
	Issuer Rating	AA (low)
	Preferred Shares	Pfd-1 (low)
A.M. Best	Financial Strength	A+ (Superior)
	Issuer Credit Rating	aa- (Superior)
	Preferred Shares	a- (Excellent)

Payments are made by the Corporation to these rating agencies in connection with regular rating work and also when ratings are requested by the Corporation for the issue of certain financial instruments.

S&P Global Ratings ("S&P")

The Financial Strength Rating reflects S&P's opinion on an insurer's capacity to meet its financial commitments to its policyholders in accordance with the terms of the contracts. The AA- rating assigned to iA Insurance indicates that it has strong financial security characteristics. The AA- rating corresponds to the fourth highest rating of a total of twenty-two (22) rankings divided into ten categories.

The S&P financial strength categories range from AAA to R. S&P adds a plus (+) or minus (-) sign to its categories between AA and CCC to show the relative standing of the securities within a major rating category. Insurers whose financial strength rating is BBB or higher are part of the group whose rating is "investment grade", while those rated BB or lower are part of the group whose rating is "speculative grade".

The Issuer Credit Rating reflects S&P's opinion on the overall creditworthiness of an issuer. The A rating of iA Financial Corporation assigned by S&P is two notches lower than the rating of iA Insurance. It reflects the structural subordination of the holding company to its regulated insurance subsidiary; the strength of cash flows from that subsidiary; and the policies,

procedures and oversight of the Canadian regulatory framework. The A rating assigned to iA Financial Corporation is the sixth highest rating. The AA- rating assigned to iA Insurance indicates that the Corporation has a strong capacity to meet its financial commitments. The AA- rating is the fourth highest rating of a total of twenty-two (22) rankings divided into ten categories. S&P Issuer Credit Rating categories range from AAA to CC. S&P adds a plus (+) or minus (-) sign to its categories between AA and CCC to show the relative standing of the securities within a major rating category.

iA Financial Corporation's Limited Recourse Capital Notes are considered as hybrid capital and have been assigned a BBB+ rating. The BBB+ ratings on both the notes and preferred shares issued with the Limited Recourse Capital Notes are two notches below the iA Financial Corporation's issuer credit rating, with one notch deducted to reflect subordination of the issuances and an additional notch deducted to reflect optional coupon and dividend cancelability.

S&P's long-term debt rating scale is based on the likelihood of payment, the obligor's capacity and willingness to meet its financial commitment on a debt in accordance with the terms of the debt, as well as the protection afforded by, and relative position of, the debt in the event of bankruptcy, reorganization, or other arrangement under the laws of bankruptcy and other laws affecting creditors' rights. The ratings reflect the level of default of payment risk.

iA Financial Corporation's subordinated debentures have been assigned an A- rating, the seventh highest rating of the twenty-two (22) rankings in the scale. The A- rating indicates that iA Financial Corporation has a strong capacity to meet its financial commitments with respect to the debentures.

S&P has a Canadian scale and a global scale for certain securities. The S&P Canadian scale is a current comparison of the creditworthiness of an obligor with respect to a specific security issued in the Canadian market, relative to securities issued by other issuers in the Canadian market. A "High" or "Low" designation reflects the relative position within a rating category.

iA Insurance's Preferred Shares have obtained an A rating on the global scale, which is the sixth highest rating of a total of twenty (20) rankings. This rating indicates that iA Insurance's Preferred Shares are somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than other similar securities in higher categories. The A rating does, however, indicate that iA Insurance has a strong capacity to meet its commitments with respect to its Preferred Shares. iA Insurance's Preferred Shares have received a P-1 (Low) rating according to the Canadian scale, which is the third highest of a total of eighteen (18) rankings.

In its rating system, S&P adds an outlook to the Financial Strength and Issuer Credit Rating. These outlooks remain "stable". They indicate the possible direction of these ratings in the medium or long term based on changes in the economic environment and/or the corporate position. The outlook can be "Positive" (meaning that the rating may be raised), "Stable" (meaning that the rating is not likely to change), "Negative" (meaning that rating may be lowered), or "Developing" (meaning that the rating may be raised or lowered).

DBRS Limited ("DBRS Morningstar")

The Financial Strength Rating represents an opinion by DBRS Morningstar as to an insurance company's capacity to make timely and full payment of its obligations on policyholder claims and benefits as well as its financial contract guarantees and benefit obligations. This rating is based on an evaluation of the various building blocks of the insurer, including franchise strength, risk profile, earnings ability, liquidity, capitalization and asset quality. DBRS Morningstar has assigned iA Insurance a financial strength rating of AA (low) with a stable outlook.

This rating corresponds to the fourth highest rating of a total of twenty-two (22) rankings from AAA to R. For categories from AA to CCC, DBRS Morningstar may add a "high" or "low" designation to indicate the relative position within a rating category, whereas the absence of such a designation indicates the rating is in the middle of the category. Insurers that are rated AA are considered to have an excellent capacity for the payment of policyholder and contract obligations. Such insurers are unlikely to be significantly vulnerable to adverse business and economic conditions.

Regarding the Issuer Rating, which reflects DBRS Morningstar's assessment of an issuer's likelihood of default, DBRS Morningstar assigned an A rating to iA Financial Corporation and an AA (low) rating to iA Insurance.

iA Financial Corporation's Issuer Rating is two notches below the Issuer Rating of its major operating subsidiary, iA Insurance. Among other factors, the two-notch differential reflects the structural subordination of the holding company's creditors to the operating company's creditors in an insolvency situation and recognizes the reliance of iA Financial Corporation on its operating companies for its earnings. The Issuer Rating of iA Financial Corporation would be positively affected as a result of an upgrade of iA Insurance's Issuer Rating. Conversely, the rating of iA Financial Corporation would be negatively affected as a result of a downgrade of iA Insurance's rating. The A rating assigned to iA Financial Corporation corresponds to the sixth highest rating of a total of twenty-two (22) rankings from AAA to R.

iA Financial Corporation's Limited Recourse Capital Notes are considered hybrid capital and have been assigned a BBB (high) rating. Hybrid capital instruments that convert to preferred shares issued by iA Financial Corporation are rated two notches below iA Financial Corporation's issuer credit rating.

The DBRS Morningstar long-term credit ratings provide opinions on risk of default. DBRS Morningstar considers risk of default to be the risk that an issuer will fail to satisfy the financial obligations in accordance with the terms under which a long-term obligation has been issued. Credit ratings are based on quantitative and qualitative considerations relevant to the issuer, and the relative ranking of claims.

DBRS Morningstar has assigned an A (low) rating to iA Financial Corporation's subordinated debentures, which is the seventh highest rating on a scale of twenty-six (26) rankings divided into ten categories. In addition, DBRS Morningstar has assigned a BBB (high) rating to iA Financial Corporation's Limited Recourse Capital Notes, which is the eighth highest rating on the aforementioned scale of twenty-six (26) rankings. The DBRS Morningstar rating categories for this type of security vary from AAA to D. For categories other than AAA and D, DBRS Morningstar may add a "high" or "low" designation to indicate the relative position within a rating category, whereas the absence of such a designation indicates the rating is in the middle of the category. The A (low) rating assigned to iA Financial Corporation means that its subordinated debentures have a "good" credit quality, which is higher than the "adequate" quality of BBB category securities, but lower than the "superior" quality of AA category securities. Protection of interest and capital is still substantial, but the degree of strength is less than with AA-rated entities. While an A rating is respectable, entities in this category are considered to be more susceptible to an unfavourable economic environment and have more pronounced cyclical tendencies than higher rated companies.

DBRS Morningstar has assigned a Pfd-1 (low) rating to the iA Insurance Preferred Shares. This is the third highest rating of a scale that is made up of sixteen (16) rankings. The DBRS Morningstar ratings are divided into six categories that vary from Pfd-1 to D. The DBRS Morningstar preferred share rating scale is used in the Canadian securities market and is meant to give an indication of the risk that an issuer will not fulfil its obligations with respect to both principal and interest commitments in respect of preferred shares issued. The Pfd-1 rating indicates that the Preferred Shares are of "superior" credit quality. This indicates that protection of dividends and principal is superior, and earnings and balance sheet have strong characteristics. The Pfd-1 rating generally corresponds to companies whose senior bonds are rated in the AAA or AA category. The "high" or "low" designation reflects the relative position within a rating category, whereas the absence of such a designation indicates the rating is in the middle of the category.

The outlook assigned to all ratings granted to iA Insurance by DBRS Morningstar reflects the opinion of DBRS Morningstar as to the direction that the rating could take based on the economic conditions and current trends. The outlook can be "Positive", "Stable" or "Negative". Currently, the outlook assigned to all ratings granted to iA Insurance by DBRS Morningstar is "Stable".

A.M. Best

The Financial Strength Rating represents an opinion by A.M. Best as to an insurance company's financial strength and ability to meet its ongoing insurance policy and contract obligations. A.M. Best assigned the A+ (Superior) rating to iA Insurance for its financial strength, which means that, in the opinion of A.M. Best, iA Insurance has a robust balance sheet, a solid operating performance and a stable trend in its operating results. Insurers that are rated A+ (Superior) have a superior capacity to meet their ongoing insurance obligations. This is the second highest rating out of a total of sixteen (16) rankings. The A.M. Best ratings range from A++ to S.

The A.M. Best Issuer Credit Rating is based on the issuer's capacity to meet its ongoing financial obligations to its creditors. Ratings of bbb and higher are assigned to issuers of a group designated as "investment grade", while bb or lower ratings are assigned to "speculative grade" issuers. The aa- rating assigned to iA Insurance is the fourth highest of a total of twenty-four (24) rankings and indicates that the issuer has a "superior" capacity to meet its commitments. The A.M. Best scale contains rankings that range from aaa to s. A positive (+) or negative (-) sign indicates that the credit quality is closer to the top or bottom of the category.

A.M. Best uses a scale that is similar in all respects to the one used for the Issuer Credit Rating to rank long-term debt. The ratings and designations added to the ratings also have the same meanings as those assigned to the Issuer Credit Ratings. The Preferred Shares obtained an a- rating, which is the seventh highest ranking out of twenty-three (23).

The descriptions of the ratings above are derived from public information published by each rating agency.

Dividends

The declaration and payment of dividends is the responsibility of the Board of Directors and depends on the financial results of the Corporation, as well as its financial position and other factors that the Board of Directors deems relevant. The dividend payout rate to common shareholders is between 25% and 35% of core earnings. Dividends are declared quarterly at meetings of the Board of Directors held in February, May, August and November, and dividends are also paid quarterly in accordance with the applicable legislative provisions.

The Corporation is a holding company that operates through subsidiaries and its ability to pay dividends to its shareholders depends primarily on the funds it receives from its subsidiaries. The subsidiaries are subject to certain corporate or regulatory restrictions that may limit their ability to pay dividends or make other distributions in favour of the Corporation. Additional information on these restrictions is presented in this Annual Information Form, in the “Governing Legislation” section.

iA Financial Corporation’s Common Shares

The Corporation paid a dividend of \$0.675 per Common Share in the first quarter of 2023 and a dividend of \$0.765 per Common Share in the last three quarters of 2023, for a total annual dividend of \$2.97 per Common Share. The Corporation therefore paid out a total of \$304 million in dividends to common shareholders in 2023 (\$276.7 million in 2022 and \$223.6 million in 2021). The Corporation announced an increase of its dividend per outstanding Common Share for the disclosure of the fourth quarter 2023. The quarterly dividend result is therefore \$0.820 per Common Share, representing an increase in the total quarterly dividend to common shareholders of 7%, and was paid in the first quarter of 2024.

On November 7, 2012, iA Insurance established a Dividend Reinvestment and Share Purchase Plan for its common shareholders. This program was transferred to iA Financial Corporation at the time the Arrangement took effect on January 1, 2019. The plan allows participants to have their dividend payments automatically reinvested in Common Shares of the Corporation, as well as to make cash purchases of additional Common Shares from the Corporation. This plan provides that the Common Shares required for the Dividend Reinvestment will be, at the option of the Corporation, either treasury issuance Common Shares or Common Shares purchased on the Canadian open market. In 2021, 2022 and 2023, the Corporation acquired the Common Shares on the Canadian open market under the plan.

iA Insurance’s Common and Preferred Shares

iA Insurance declared dividends to the Corporation, its sole common shareholder, for a total of \$525 million in 2023. Of this amount, \$509 million has been paid during 2023 and the remaining balance will be paid during 2024. iA Insurance declared and paid dividends of \$300 million in 2022 and \$250 million in 2021.

On February 28, 2018, iA Insurance issued 6,000,000 Class A Preferred Shares Series I for a total value of \$150 million. These Preferred Shares entitle the holders, when declared by the Board of Directors of iA Insurance, to a fixed non-cumulative quarterly dividend of \$0.30 per Preferred Share. iA Insurance paid \$1.8 million in dividends to holders of Class A Preferred Shares Series I in 2023 (\$7.2 million in 2022 and in 2021). On March 31, iA Insurance redeemed all of the 6,000,000 Class A Preferred Shares Series I at a price of \$25.00 per share which represented a principal amount of \$150 million.

On June 1, 2012, iA Insurance issued 6,000,000 Class A Preferred Shares Series G for a total value of \$150 million. On June 28, 2012, iA Insurance closed the issuance of 4,000,000 Class A Preferred Shares Series G for a total value of \$100 million. These Preferred Shares entitle the holders, when declared by the Board of Directors of iA Insurance, to a non-cumulative quarterly dividend adjusted every five years. The initial dividend annual rate was \$1.0750 per Preferred Share. On June 30, 2017, the annual rate was revised to \$0.94425 per Preferred Share. iA Insurance paid \$4.7 million in dividends to holders of Class A Preferred Shares Series G in 2022 (\$9.4 million in 2021). On June 30, 2022, the Corporation redeemed all of the 10,000,000 Class A Preferred Shares Series G at a price of \$25.00 per share which represented a principal amount of \$250 million.

On February 24, 2006, iA Insurance issued 5,000,000 Class A Preferred Shares Series B worth a total of \$125 million. These Preferred Shares entitle the holders, when declared by the Board of Directors of iA Insurance, to a fixed non-cumulative quarterly dividend of \$0.2875 per Preferred Share. iA Insurance paid \$5.8 million in dividends to holders of Class A Preferred Shares Series B in 2023 (\$5.8 million in 2022 and in 2021).

Market for Securities of iA Financial Corporation

Trading Price and Volume

The Corporation's Common Shares have been traded on the Toronto Stock Exchange since January 4, 2019, under the symbol IAG.

The following table shows the monthly minimum and maximum price and total monthly volume of iA Financial Corporation Common Shares traded on the Toronto Stock Exchange in 2023. iA Financial Corporation Common Shares closed at a price of \$90.33 for 2023 compared to \$79.27 at the end of 2022.

IAG (Common Shares) Transactions on the Toronto Stock Exchange in 2023

	Maximum Price	Minimum Price	Volume	Value
	\$	\$	#	\$
January 2023	83.02	79.27	4,249,798	344,870,379
February 2023	91.98	80.93	4,752,937	409,680,894
March 2023	93.15	80.67	8,260,874	698,569,556
April 2023	91.61	84.92	3,623,081	316,494,476
May 2023	91.68	81.78	5,196,591	450,317,503
June 2023	93.86	86.14	5,082,659	455,098,736
July 2023	93.90	88.99	3,352,151	305,831,559
August 2023	91.66	82.30	5,211,122	450,164,871
September 2023	89.07	83.83	4,341,322	373,740,209
October 2023	86.94	77.61	4,973,465	408,853,746
November 2023	90.71	80.74	6,262,451	544,658,054
December 2023	93.47	78.97	4,068,266	372,091,131
Year 2023	93.90	77.61	59,374,717	5,130,371,114

Directors and Executive Officers

Name, Occupation and Security Holdings

As of the date of this Annual Information Form, the directors and executive officers of the Corporation (as listed in the following tables) beneficially owned (or had control or direction over), as a group, directly or indirectly, 157 814 Common Shares of iA Financial Corporation (excluding deferred share units and performance share units), representing approximately 0.16% of the issued and outstanding Common Shares.

In addition, no director or executive officer of the Corporation beneficially owned (or had control or direction over) any voting shares in any subsidiary of the Corporation not wholly owned by the Corporation.

The following table presents, as of the date of the Annual Information Form, the members of the Board of Directors of iA Financial Corporation. All directors will hold office until the close of the next annual meeting of shareholders.

Additional Information on the Directors and Officers

Directors of iA Financial Corporation

Name and place of residence	Duties over the last five years	Director since	Membership on committees of the Board
WILLIAM F. CHINERY Residence: Toronto, Ontario, Canada	— For more than five years: Corporate director	May 2021	— Investment Committee
BENOIT DAIGNAULT Residence: Hudson, Quebec, Canada	— Since 2019: Corporate director — 2014-2019: President and Chief Executive Officer at Export Development Canada	May 2019	— Investment Committee — Human Resources and Compensation Committee
NICOLAS DARVEAU-GARNEAU Residence: Los Gatos, California, United States	— Since 2023: Corporate director — 2022-2023: Chief Growth and Strategy Officer of Coveo Solutions Inc. (a leading applied artificial intelligence software company providing digital solutions for companies) — 2017-2022: Chief Strategist at Google Search	May 2018	— Human Resources and Compensation Committee
MARTIN GAGNON Residence: Montreal Quebec, Canada	— Since 2023: Corporate director — 2016-2023: Executive Vice-President, Wealth Management and Co-President and Co-CEO of National Bank Financial, National Bank of Canada	January 2024	— Investment Committee
ALKA GAUTAM Residence: North York Ontario, Canada	— Since 2023: Corporate director — 2015-2023: President & CEO of RGA Canada — 2019-2023: Executive Vice-President, Global Operations of Reinsurance Group of America, Incorporated (RGA)	January 2024	— Audit Committee
EMMA K. GRIFFIN Residence: Henley on Thames, Oxfordshire, United Kingdom	— For more than five years: Corporate director	November 2016	— Investment Committee (Chair) — Risk, Governance and Ethics Committee

Name and place of residence	Duties over the last five years	Director since	Membership on committees of the Board
GINETTE MAILLÉ Residence: Montreal, Quebec, Canada	<ul style="list-style-type: none"> — Since 2024: Corporate director — 2023: Executive Vice-President and Special Advisor to the President and CEO at Aéroports de Montréal (not-for-profit corporation responsible for the management, operation and development of Montreal's Pierre Elliott Trudeau International Airport and Montreal-Mirabel International Airport) — 2017-2023: Vice-President, Finance and Administration and Chief Financial Officer at Aéroports de Montréal 	July 2019	— Audit Committee
JACQUES MARTIN Residence: Larchmont, New York, United States	<ul style="list-style-type: none"> — For more than five years: Corporate director 	January 2011	<ul style="list-style-type: none"> — Chair of the Board of Directors — Risk, Governance and Ethics Committee (Chair) — Human Resources and Compensation Committee
MONIQUE MERCIER Residence: Outremont, Quebec, Canada	<ul style="list-style-type: none"> — For more than five years: Corporate director 	May 2019	<ul style="list-style-type: none"> — Audit Committee — Human Resources and Compensation Committee
DANIELLE G. MORIN Residence: Longueuil, Quebec, Canada	<ul style="list-style-type: none"> — For more than five years: Corporate director 	May 2014	<ul style="list-style-type: none"> — Risk, Governance and Ethics Committee — Audit Committee (Chair)
MARC POULIN Residence: Outremont, Quebec, Canada	<ul style="list-style-type: none"> — For more than five years: Corporate director 	May 2018	<ul style="list-style-type: none"> — Human Resources and Compensation Committee (Chair) — Audit Committee
SUZANNE RANCOURT Residence: Île-des-Soeurs, Verdun, Quebec, Canada	<ul style="list-style-type: none"> — For more than five years: Corporate director 	May 2021	<ul style="list-style-type: none"> — Risk, Governance and Ethics Committee — Audit Committee
DENIS RICARD Residence: Quebec City, Quebec, Canada	<ul style="list-style-type: none"> — Since 2018: President and Chief Executive Officer 	September 2018	
OUMA SANANIKONE Residence: New York, New York, United States	<ul style="list-style-type: none"> — For more than five years: Corporate director 	May 2022	— Investment Committee
REBECCA SCHECHTER Residence: Needham, Massachusetts, United States	<ul style="list-style-type: none"> — Since 2022: Senior Vice-President, and General Manager of Dragon Ambient eXperience (DAX) at Nuance Communications Inc. (a Microsoft company focused on transforming the provider-patient experience and improving total health outcomes) — 2020-2022: Chief Executive Officer, Optum Behavior Health — 2018-2020: Senior Vice-President, Optum Health 	May 2022	— Risk, Governance and Ethics Committee
LUDWIG W. WILLISCH Residence: Old Greenwich, Connecticut, United States	<ul style="list-style-type: none"> — For more than five years: Corporate director 	July 2021	

The following table presents, as of the date of this Annual Information Form, the executive officers of iA Financial Corporation, all of whom are members of the Executive Committee.

Executive Officers of iA Financial Corporation

Name, occupation and place of residence	Duties over the last five years	With the Corporation since
ALAIN BERGERON Executive Vice-President and Chief Investment Officer Residence: Toronto, Ontario, Canada	— Appointed to current position in 2019 — 2013-2019: Senior Vice-President and Portfolio Manager, MacKenzie Investments	September 2019
DENIS BERTHIAUME Executive Vice-President, Strategy and Performance and Co-Head of Acquisitions Residence: Longueuil, Quebec, Canada	— Appointed to current position in 2023 — 2022-2023: President at Optimum Actuariat conseil inc. — 2020-2022: Advisor — 2016-2019: First Executive Vice-President and Chief Operating Officer, Desjardins Financial Corporation Inc.	August 2023
STEPHAN BOURBONNAIS Executive Vice-President, Wealth Management Residence: Candiac, Quebec, Canada	— Appointed to current position in 2023 — 2021-2023: President and Chief Executive Officer, iA Private Wealth — 2013-2021: Senior Vice-President and Regional Director, Eastern Canada, TD Wealth Management	February 2021
STÉPHANIE BUTT THIBODEAU Executive Vice-President and Chief Talent and Culture Officer Residence: Orleans, Ontario, Canada	— Appointed to current position in 2022 — 2016-2022: Senior Vice-President, People and Culture, Export Development Canada	May 2022
ÉRIC JOBIN Executive Vice-President, Chief Financial Officer and Chief Actuary Residence: Saint-Gabriel-de-Valcartier, Quebec, Canada	— Appointed to current position in 2023 — 2023: Executive Vice-President, Operational Efficiency — 2020-2023: Executive Vice-President, Group Benefits and Retirement Solutions — 2020: Senior Vice-President, Group Benefits and Retirement Solutions (interim) — 2017-2020: Vice-President, Actuarial and Finance	January 1994
RENÉE LAFLAMME Executive Vice-President Individual Insurance, Savings and Retirement Residence: Quebec City, Quebec, Canada	— Appointed to current position in 2018	April 1998
PIERRE MIRON Executive Vice-President, and Chief Growth Officer Canadian Operations Residence: Repentigny, Quebec, Canada	— Appointed to current position in 2023 — 2021-2023: Executive Vice-President and Chief Transformation Officer — 2020-2021: Executive Vice-President, Information Technology and Investment Operations — 2018-2020: Executive Vice-President, Information Technology	September 2018
SEAN O'BRIEN Executive Vice-President, Group Benefits and Retirement Solutions Residence: Toronto, Ontario, Canada	— Appointed to current position in 2023 — 2020-2023: Executive Vice-President, Wealth Management — 2020: Executive Vice-President, Dealer Services and Special Risks — 2018-2020: Senior Vice-President, iA Dealer Services	October 2015
DENIS RICARD President and Chief Executive Officer Residence: Quebec City, Quebec, Canada	— Appointed to current position in 2018	June 1985
PHILIPPE SARFATI Executive Vice-President and Chief Risk Officer Residence: Toronto, Ontario, Canada	— Appointed to current position in 2021 — 2018-2021: Chief Risk Officer, Concentra Bank	September 2021
MICHAEL L. STICKNEY Executive Vice-President, Chief Growth Officer US Operations and Co-Head of Acquisitions Residence: Scottsdale, Arizona, United States	— Appointed to current position in 2023 — 2019-2023: Executive Vice-President and Chief Growth Officer — 2005-2019: Executive Vice-President US Development	November 1987

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Except as disclosed below, to the knowledge of the directors and the members of management of the Corporation, no director or executive officer of the Corporation:

- a) is, as of the date of this Annual Information Form, or has been, within ten (10) years before the date of this Annual Information Form, a director, chief executive officer or chief financial officer of any corporation, including the Corporation, that:
 - (i) while the director or executive officer was acting in the capacity of director, chief executive officer or chief financial officer, was the subject of a cease trade or similar order or an order that denied it access to any exemption under securities legislation for a period of more than 30 consecutive days;
 - (ii) was the subject of a cease trade or similar order or an order that denied it access to any exemption under securities legislation for a period of more than 30 consecutive days after the director or executive officer ceased to act in the capacity of director, chief executive officer or chief financial officer and which resulted from an event that occurred while the director or executive officer was acting in the capacity of director, chief executive officer or chief financial officer;
 - (iii) while the director or executive officer was acting in the capacity of director, chief executive officer or chief financial officer, or during the fiscal year after the director or executive officer ceased to act in such capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets;
- b) has, within ten (10) years before the date of this Annual Information Form, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the director's or executive officer's assets;

The only exception to the foregoing is:

- (i) Ms. Emma K. Griffin was a director of ED&F Man Holdings Limited ("**ED&F Man**") from December 2020 to September 2023, as one of two directors appointed at the request of the banks. At the time of her appointment, the ED&F Man Group had been facing significant financial distress and had just implemented a financial refinancing through a scheme of arrangement to extend the maturity of certain of its financial indebtedness and borrow new money from its lenders. The 2020 refinancing avoided immediate insolvency, but the continued financial pressure meant a further refinancing process was required in order for it to survive. ED&F Man commenced a restructuring plan under Part 26A of the *Companies Act 2006* (United Kingdom) on February 3, 2022. On February 24, 2022, the Court granted ED&F Man permission to convene seven meetings for the relevant classes of shareholders and creditors. On March 16, 2022, the classes voted on the proposed plan. Six classes each approved by over the prescribed 75% in value of those voting (in person or by proxy) in the relevant class. In one class, the approval was 69.66% by value of those voting. The final "sanction" hearing occurred on March 23, 2022, at which the English court sanctioned the plan, pursuant to which the plan became binding as a matter of English law on all shareholders and creditors in those seven classes irrespective of how or if they voted.

Furthermore, to the knowledge of the Corporation, no director or executive officer of the Corporation has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in deciding whether to vote for the proposed director.

Audit Committee

Mandate

The Audit Committee's mandate is to support the Board in its responsibilities regarding the Corporation's financial reporting and disclosure to shareholders and other stakeholders, the internal control environment, the head of internal audit, the external auditor, and the Corporation's Chief Financial Officer and Chief Actuary of the Corporation. Among other things, the Committee must ensure that the processes are in place to provide reasonable assurance that financial information is reliable and that the Corporation's financial statements are prepared in accordance with financial reporting standards and the applicable legal and regulatory requirements. The Audit Committee receives quarterly reporting on major digital investment projects and information technology operations including cybersecurity operations. It also receives reporting on information security and data governance programs on a regular basis. The full text of the Audit Committee's Charter is enclosed as Schedule A to this Annual Information Form.

Composition of the Audit Committee



Alka Gautam



Ginette Maillé



Monique Mercier



Danielle G. Morin
(Chair)



Marc Poulin



Suzanne Rancourt

The Audit Committee is composed entirely of independent directors.

The Board believes that the members of the Audit Committee possess the combined knowledge, experience and profiles necessary to fulfil the Committee's mandate. Each of its members has the financial literacy within the meaning of audit committee rules adopted by the Canadian Securities Administrators. The members of the Committee have acquired the necessary knowledge and experience to fulfil their duties as members of the Committee, having served as chief executive officers, chief financial officers, executive officers, or directors of other corporations or through their academic backgrounds and professional designations.

Alka Gautam is a corporate director. She has more than 20 years of experience in the reinsurance and insurance industries. From 2000 to 2023, she held various senior leadership positions including CFO, CRO, COO and, since 2015, President and CEO of RGA Life Reinsurance Company of Canada (RGA Canada) where she was responsible for leading all business activities of RGA's Canadian operations, including establishing, implementing and overseeing short- and long-term goals, strategies, and operating and financial plans. From 2019 to 2023, Ms. Gautam was also Executive Vice-President, Global Operations at Reinsurance Group of America Incorporated (RGA). From 2015 to 2023, she was an executive member of the Board of Directors of RGA Canada. Prior to joining RGA, from 1996 to 2000, Ms. Gautam was Senior Manager, Financial Institutions and Real Estate Group at KPMG LLP (KPMG) and held positions of increasing responsibility at KPMG between 1990 and 1996. From 2016 to 2023, Ms. Gautam was a member of the Board of Directors of the Canadian Life and Health Insurance Association (CLHIA) and throughout her tenure, she was a member of and chaired the Board of Directors and various CLHIA standing committees. From 2020 to 2023, she also was a member of the Board of Directors of LL Global, Inc. (LIMRA and LOMA). Ms. Gautam holds a Bachelor of Science and a Master of Business Administration from Dalhousie University. She holds the Institute of Chartered Accountants of Nova Scotia CPA designation and has her ICD.D designation from the Institute of Corporate Directors.

Ginette Maillé is a corporate director. She was Executive Vice-President and Special Advisor to the President and CEO at Aéroports de Montréal from July 2023 until December 2023. Prior to that appointment, she served as Vice-President, Finance and Administration and Chief Financial Officer. She has more than 30 years of financial, operational and strategic experience in startups and large companies, both private and publicly listed (TSX and NASDAQ), operating nationally and internationally. In particular, she was with Yellow Pages Ltd. for 14 years, where she held the position of Vice-President and Chief Accounting Officer to later be promoted to Executive Vice-President and Chief Financial Officer. She has also held management positions in the field of information technology, particularly in the area of digital transformation. She sat on the board of Financial Executives International Canada (Quebec chapter) from 2014 to 2017. Ms. Maillé is currently a member of the Boards of Directors of La Fondation Le Chaînon and of Association d'entraide Le Chaînon inc. A Chartered Professional Accountant, Ms. Maillé holds a Bachelor of Accounting Science from Université du Québec à Montréal and has her ICD.D designation from the Institute of Corporate Directors.

Monique Mercier is a corporate director. She is also a Senior Advisor with the law firm Bennett Jones. During her career, she has held various executive roles in the telecommunications and technology industry. From 2014 until she retired in December 2018, she held the position of Executive Vice-President, Corporate Affairs and Chief Legal and Governance Officer at TELUS. She oversaw legal and regulatory affairs, government relations, media, real estate and sustainable development. She began her career at Stikeman Elliott as a tax lawyer in 1984. She then worked at BCE and Bell Canada International before joining Emergis in 1999, which was acquired by TELUS in 2008. Ms. Mercier previously sat on the Board of Directors of the Bank of Canada. She gives back to the community through her involvement on the Board of Directors of the Thoracic Surgery Research Foundation of Montreal. Ms. Mercier holds a degree from the Faculty of Law at Université de Montréal and a master's degree in political science from Oxford University, where she was awarded the prestigious Commonwealth Scholarship. In June 2018, Ms. Mercier received a Lifetime Achievement Award at the Canadian General Counsel Awards. In 2017, she received the title of Emeritus Lawyer from the Quebec Bar. In 2016, she was honoured as Woman of the Year by Women in Communications and Technology (WCT). In 2015, she was inducted into the Hall of Fame of the Women's Executive Network Top 100 Most Powerful Women in Canada. Ms. Mercier also sits on the Board of Directors of Innergex Renewable Energy Inc., Alamos Gold Inc. and TMX Group Limited.

Danielle G. Morin is a corporate director. She has extensive experience in finance, including more than 35 years of experience in various sectors of the financial services industry. She worked for Sun Life Assurance Company of Canada from 1977 until 1990 and for the Laurentian Imperial Company from 1990 until 1994, where she was Senior Vice-President and Chief Operating Officer. She then worked for Desjardins Group in the group pensions and pooled investment funds areas, before joining Canagex Inc., a Desjardins Group investment subsidiary, as Vice-President, Finance and Operations, in 1999. In 2001, she joined the Public Sector Pension Investment Board as Senior Vice-President of Financial Operations. Ms. Morin then worked as Senior Vice-President, Distribution and Client Services, at Standard Life Investments Inc., from 2006 until 2013. Ms. Morin has been on the boards of ASSURIS, Standard Life Investments Inc., Université Laval and the Fondation de l'Université Laval. Ms. Morin graduated from the Institute of Corporate Directors where she got her ICD.D designation and obtained her bachelor's degree in actuarial science from Université Laval. She was a Fellow of the Canadian Institute of Actuaries from 1980 to 2019.

Marc Poulin currently serves as a corporate director. He was a senior-level manager in the food industry in Canada. Over the last 19 years he was at Sobeys Inc., he held, successively, the roles of Vice-President, Purchasing and Merchandising, Executive Vice-President and Assistant General Manager (Quebec), Head of Operations for Quebec and, from 2012 to 2016, President and Chief Executive Officer. He also served as President and Chief Executive Officer of Empire Company Limited from 2012 to 2016. Prior thereto, Mr. Poulin had held the strategic positions of Vice-President at Desjardins-Laurentian Life Group and at Culinar. Mr. Poulin is a member of the Board of Directors and of the Human Resources and Corporate Governance Committee of Richelieu Hardware Ltd. He also currently advises various private companies in the food industry. Mr. Poulin holds a bachelor's degree in actuarial science from Université Laval and an MBA from the J.L. Kellogg Graduate School of Management in Evanston (Illinois).

Suzanne Rancourt is a corporate director with more than 30 years of experience in consulting and management in finance and information technology. From 2006 to 2016, Ms. Rancourt was Vice-President Enterprise Risks and Internal Audit at CGI. Since her arrival at CGI in 1985, she held increasingly senior positions in consulting, strategy and information technology, business development, project management and corporate functions in a multinational environment. Prior to her arrival at CGI, Ms. Rancourt began her career as an auditor and worked in operations, finance and accounting in distribution, retail and financial industries. Ms. Rancourt is chair of the Board of Directors of the Institute of Corporate Directors (Quebec Chapter). Ms. Rancourt holds a Bachelor of Business Administration from Université du Québec à Montréal and an ICD.D designation from the Institute of Corporate Directors. She is a Chartered Professional Accountant (CPA) and was appointed Fellow of the Ordre des comptables professionnels agréés du Québec (Quebec CPA Order) in 2024. Ms. Rancourt also sits on the Boards of Directors of WSP Global Inc.

Engagement of Non-Audit Services

The purpose of the Corporation's *External Auditor Independence Policy* is to ensure the auditor's independence. It provides that any service contract with the external auditor for non-audit services must be approved either by the committee or its chair based on the value of the fees related to those services. The committee or its chair, as the case may be, must take into account the following guiding principles: (i) when the service requested could be useful or could accelerate the audit services provided by the auditor, such as services related to the due diligence in the process of an acquisition, or (ii) when the service requested could require in-depth knowledge of the Corporation, (iii) when the auditor is the bidder having presented the best tender following a call for tenders, or (iv) when only the auditor is able to provide this service.

External Auditor Service Fees

Deloitte LLP (“Deloitte”) has been the external auditor of the Corporation and of iA Insurance since 1940. The Corporation has incurred the following fees with Deloitte for various services rendered during the last two financial years:

	2023 (thousands of dollars)	2022 (thousands of dollars)
Audit Fees These fees were incurred to audit the financial statements of iA Financial Corporation, iA Insurance, and its segregated funds.	4,151	3,162
Audit Fees of Subsidiaries These fees were incurred to audit the financial statements of certain subsidiaries of iA Financial Corporation, except for iA Insurance.	2,797	2,291
Total Audit Fees	6,948	5,453
Audit-related Fees These fees were incurred for assurance and related services that are reasonably related to the performance of the audit or review of the financial statements such as special reports, services related to the issuance of share capital, additional work related to the adoption of IFRS 17 and IFRS 9 and audit work on externally managed properties.	1,526	3,613
Tax Fees	0	31
Other Fees (fees for non-audit-services) These fees were incurred for consulting services related to cybersecurity strategy, external industry analysis and risk management.	852	387
Total	9,326	9,484

Please note that we have changed the basis of presentation for the fees. The above amounts are the fees incurred for the current financial year plus new adjustments relating to the previous year and are no longer on a “paid” basis. Year 2022 has been restated to make the information comparable.

Overall, in 2023, the total fees we have incurred with Deloitte slightly decreased by 2%. The 2023 increase in Total Audit Fees results from adjustments in hourly rates and adjustments related to the adoption of IFRS 17 and IFRS 9. This increase is offset by the decrease of Audit-related Fees in 2023 resulting from additional work conducted in 2022 for the IFRS 17 and IFRS 9 transition.

Indebtedness of Directors, Executive Officers and Employees

The Corporation does not grant loans to directors and executive officers to acquire its shares or, except for routine indebtedness, for other purposes. Consequently, with the exception of routine indebtedness, no director, executive officer, former executive member or employee is indebted to the Corporation or to one of its subsidiaries.

Legal Proceedings and Regulatory Actions

In the ordinary course of its business, from time to time, the Corporation is named as defendant in legal proceedings or class action suits for damages and costs and for damages and losses sustained by plaintiffs. While it is not possible to estimate the outcome of the various proceedings involving the Corporation at this time, the Corporation believes that these legal proceedings will not have a material negative effect on its financial position or on its consolidated results.

Since January 1, 2023, (a) no penalties or sanctions have been imposed on the Corporation (i) by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority, or (ii) by a court or regulatory body that would likely be considered material to a reasonable investor in making an investment decision, and (b) iA Financial Corporation has not entered into any settlement agreements with a court relating to Canadian securities legislation or with a Canadian securities regulatory authority.

Transfer Agent and Registrar

iA Financial Corporation has retained the services of Computershare Investor Services Inc. as its share transfer agent and registrar. The transfer books are kept in Montreal. Computershare can be contacted at:

1500 Robert-Bourassa Boulevard, 7th Floor
Montreal, Quebec H3A 3S8
Canada

Telephone: 514-982-7555
1-877-684-5000 (toll free)
Email: ia@computershare.com

Interests of Experts

Deloitte LLP, the Corporation's external auditor, prepared the auditor's report related to the audited *Consolidated Financial Statements* for the financial years ended December 31, 2023 and 2022. Deloitte LLP is independent of the Corporation within the meaning of the *Code of Ethics of the Ordre des comptables professionnels agréés du Québec*.

Additional Information

Additional information on the Corporation is available on the SEDAR+ website at sedarplus.ca. Finally, additional financial information is provided in the *Consolidated Financial Statements* and the *Management's Discussion and Analysis* for its most recently completed financial year. Other information, including directors' and officers' remuneration and securities authorized for issuance under equity compensation plans, is provided in the Corporation's Management Information Circular issued in connection with its most recent annual meeting of shareholders, filed on the SEDAR+ website at sedarplus.ca and on the Corporation's website at ia.ca.

SCHEDULE A

AUDIT COMMITTEE CHARTER

iA Financial Corporation Inc. the “Corporation”

The Audit Committee (the “**Committee**”) supports the Board of Directors (the “**Board**”) in its responsibilities for the Corporation's financial reporting and disclosure to shareholders and other stakeholders, the internal control environment, compliance and financial crime, the head of internal audit, the external auditor, and the Corporation's Chief Financial Officer.

Composition and Quorum

The Committee shall be constituted in accordance with the Corporation's by-laws and *Regulation 52-110 Audit Committees (“Regulation 52-110”)*.

The Committee shall consist of at least three members appointed by the Board from among the directors of the Corporation. The members shall be financially literate to perform their role.⁽¹⁾

In addition, all members of the Committee shall be independent as defined by the Canadian Securities Administrators in Multilateral Instrument 52-110 and under the Corporation's *Board Independence Policy*.

A majority of the members in office shall constitute a quorum at meetings of the Committee.

Roles and Responsibilities

The Committee shall have the following responsibilities:

1. Financial Disclosure and Internal Controls

- Oversee that processes are in place to provide reasonable assurance that the financial information is reliable and that the Corporation's financial statements are prepared in accordance with financial reporting standards and applicable legal and regulatory requirements.
- Review with management and the external auditor the interim and annual financial statements, the results of the external audit reviews thereof, the management's discussion and analysis and the related press release, and obtain explanations from management of any material variances between the corresponding periods before recommending to the Board their approval and release.
- Obtain from the President and Chief Executive Officer and the Chief Financial Officer the certifications required by Regulation 52-109 respecting Certification of Disclosure in Issuers' Annual and Interim Filings.
- Oversee that effective internal controls and disclosure procedures are in place to review the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, other than financial statements, management's discussion and analysis and annual and interim earnings press releases.
- Periodically review the *Corporation's Disclosure Policy* and periodically assess the adequacy of the procedures derived from it.
- Review with the external auditor any difficulties or problems related to its audit and management's response thereto, and if appropriate, resolve any disagreements between management and the external auditor regarding financial reporting.
- Monitor the integrity and quality of internal control systems through discussions with management, supervisory functions, the head of internal audit and the Corporation's external auditor.
- Periodically review reports from management relating in whole or in part to the operation of the Corporation's financial reporting system, and any other control mechanisms or waivers thereof.
- Oversee that measures are in place for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal controls or auditing matters, including the confidential, anonymous submission by employees of the Corporation of concerns regarding accounting, auditing or financial reporting matters.
- Review management's quarterly report on the financial impacts and the impacts on financial reporting of the Corporation's anti-financial crime programs.

(1) In accordance with Regulation 52-110, a financially literate person is one who has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

2. Head of Internal Audit

- Approve and recommend to the Board the appointment and, when required, the removal of the head of internal audit.
- Approve annually the compensation of the head of internal audit as well as his or her objectives.
- Evaluate annually the performance of the head of internal audit.
- Review the annual assessment of the effectiveness of the internal audit function.
- Adopt and periodically review the Corporation's Internal Audit Charter, which specifies, among other things, the role, mission, authority, status, and responsibilities of the internal audit function.
- Review and approve the annual internal audit plan, oversee that it is focused on the Corporation's inherent and significant risks and periodically monitor its implementation.
- Approve annually the projected budget and resources for the Corporation's internal audit function.
- Validate the adequacy of the scope and authority of the head of internal audit and the Corporation's internal audit function and oversee that the function has, at all times, the resources, authority and access to the information necessary to carry out its mandate.
- Receive quarterly updates from the head of internal audit on the completion of the audit plan or any other related matters.
- Review quarterly audit reports, follow up on recommendations issued by internal audit regarding identified deficiencies, and oversee that management takes appropriate action to remedy them.
- Receive and review a quarterly report from the head of internal audit on incidents associated with financial crime and fraud.
- Oversee the independence and objectivity of the internal audit function by, among other things, receiving an annual certification from the head of internal audit confirming its independence, the independence of the internal audit function and compliance with its code of ethics and internal auditing standards, and by ensuring that the internal audit function has unrestricted access to Committee members.

3. External auditor

- Validate the competence and independence of the external auditor.
- Monitor the work of the external auditor and receive the external auditor's annual written statement regarding its relationships with the Corporation and the member companies of iA Financial Group and discuss any relationships that may affect its objectivity or independence.
- Recommend to the Board the accounting firm to be submitted to a vote of the shareholders for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for the Corporation and its subsidiaries, and recommend that the compensation be determined by the Board.
- Pre-authorize all audit services, determine the non-audit services that may be performed by the external auditor and pre-approve all such non-audit services, all in accordance with the *External Auditor Independence Policy* and Regulation 52-110.
- Adopt and periodically review the *External Auditor Independence Policy* governing the contracting of non-audit services and the hiring of persons related to the external auditor.
- Review and approve the external auditor's fees for both audit and permitted non-audit services.
- Review the audit plan with the external auditor and management and approve it annually.
- Periodically monitor the implementation of the external auditor's audit plan and oversee the follow-up of its recommendations and the actions that management has committed to take to achieve them.
- Monitor compliance with applicable requirements regarding the rotation of the external auditor's partners involved, and the external auditor's participation in the Canadian Public Accountability Board program.
- Review all significant correspondence between the external auditor and senior management regarding audit findings.
- In the relationship with the external auditor, oversee compliance with accounting and actuarial practices, where applicable, and their prudent and appropriate nature.
- Review the annual report on the external auditor's internal quality control procedure and review the efficiency and quality of the work performed by the external auditor.

4. Chief Financial Officer

- Evaluate annually the performance of the Chief Financial Officer.
- Periodically monitor capital adequacy against the internal target ratio and the target operating level of the solvency ratio approved by the Board.

5. Other responsibilities

- Receive and review the quarterly report from management on major investment projects, including digital investment projects.
- Receive and review the quarterly report from management on information technology operations and related programs and also receive information on best practices and industry trends. Receive and review a more specific annual report on information security programs and data governance.
- Review management's quarterly report on litigation matters outside the ordinary course of business for the Corporation and its subsidiaries that could have an adverse effect on the Corporation's financial condition or results.

6. Generally

- Validate that there is coordination between the supervisory functions of the 2nd line of defence, internal audit and external audit.
- Retain and compensate accounting, legal or other advisors, subject to notification to the Chair of the Board. Such notice shall be accompanied by a description of the mandate to be given to the expert.
- Carry out such other responsibilities as may be assigned from time to time by the Board.

Mode Of Operation

Frequency: The Committee shall hold at least four regularly scheduled meetings per year and may meet at special meetings as required. The Chair of the Committee, the Chair of the Board or the President and Chief Executive Officer of the Corporation may call a meeting at any time.

Chair: The Board shall appoint the Chair of the Committee, who shall be independent and shall not be the Chair of the Board or of any other committee. In the absence of the Chair, the members of the Committee shall elect a Chair from among themselves.

Secretary: The Secretary of the Corporation or, in his or her absence, the Assistant Secretary of the Corporation or such other person as may be designated by the members of the Committee shall act as Secretary of the Committee.

Agenda: The Chair of the Committee shall establish the agenda for each Committee meeting in consultation with the President and Chief Executive Officer, the Chief Financial Officer and the Secretary of the Corporation. The agenda and relevant materials shall be distributed to Committee members in a timely manner prior to Committee meetings.

Reporting: The Chair of the Committee shall report regularly to the Board on the Committee's deliberations, findings and recommendations.

Communication: The Committee shall have direct lines of communication at all times with the external auditor, the head of internal audit and the Chief Financial Officer and all other supervisory functions of the Corporation.

In camera: Following each regularly scheduled meeting, the Committee shall meet in camera and shall meet separately with the external auditor and the head of internal audit. Management, the Chief Compliance Officer and the Chief Financial Officer shall meet separately with the Committee in camera at least once a year.

Charter review: The Committee shall periodically review its charter and report to the Board on any changes that may be required.

**ANNUAL
INFORMATION
FORM**

iA Financial Corporation Inc.

**Proven values,
looking to
the future**

INVESTED IN YOU.

iA Financial Group is a tradename under which **iA Financial Corporation Inc.** operates and a trademark of **Industrial Alliance Insurance and Financial Services Inc.** used under license.

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