



## Statement of Policies Concerning Related and Connected Issuers

Macquarie Private Wealth Inc. (MPW), its officers, employees and advisers must observe, in letter and spirit, all applicable laws and regulations.

The confidentiality of client information is a fundamental principle at MPW. No employee or adviser may release confidential client information unless required by law or with the client's consent.

The improper use of confidential information, or of any inside information not generally disclosed, for personal gain or for the benefit of another person, is prohibited and grounds for dismissal of an employee or adviser.

The Provincial Securities Commissions have established requirements for the disclosure of information to you concerning our relationships with certain parties.

### PLEASE READ THE IMPORTANT INFORMATION BELOW

#### Conflict of Interest Rules Statement for all Provinces Except British Columbia

##### General

**Securities laws of certain jurisdictions of Canada require securities dealers and advisers, when they trade in or advise with respect to their own securities or securities of certain other issuers to which they, or certain other parties related to them, are related or connected, to do so only in accordance with particular disclosure and other rules.**

**These rules require dealers and advisers, prior to trading with or advising their customers or clients, to inform them of the relevant relationships and connections with the issuer of the securities. Clients and customers should refer to the applicable provisions of the securities laws for the particulars of these rules and their rights to consult with a legal professional.**

Under certain circumstances, MPW may deal with clients or for clients in securities transactions where the issuer of the securities or the other party to the transaction is MPW or a party holding an ownership interest in or having a business relationship with MPW. Since these transactions may create a conflict between MPW's interests and the interests of clients, MPW is required by securities laws to disclose certain relevant matters relating to the transactions. This statement contains a general description of the required disclosure.

##### Business Activities

MPW will participate as a dealer, and as a member of a selling group and may, where authorized to do so, participate as an underwriter in distributions of securities, including securities of a related or connected issuer. Accordingly, MPW will provide a full range of services in respect of securities of other issuers. Such services shall be carried on by MPW in the ordinary course of its business as a dealer, adviser or underwriter, in accordance with its usual practices and procedures and in accordance with all applicable disclosure and other regulatory requirements.

##### Related Issuers/Connected Issuers and Nature of Relationship

A "related" issuer means a person or company that influences, or is influenced by, another person or company. A "connected" issuer is a company that has a business relationship with MPW that, in connection with a distribution of securities of the issuer, is material to a prospective purchaser of the securities.

Attached to this statement is a list of related issuers of MPW that are reporting issuers, within the meaning of applicable securities laws, together with a concise statement of the relationship between them and MPW.

##### Disclosure

Where a client deals in securities of a related issuer or, in the course of a distribution, of a connected issuer, whether or not MPW has advised the client about the trade, the confirmation of any such transaction and the monthly statement will indicate the relationship to MPW.

Where a client seeks to purchase securities during a distribution of securities where the issuer is either a related issuer or a connected issuer and where MPW has participated as an underwriter or as a member of the selling group, whether or not MPW has advised the client about the trade, MPW will:

- (a) either orally or in writing inform the client of the existence of the relationship before entering into a contract for the purchase of the securities;
- (b) ensure that all confirmations of trades and monthly statements indicate the relationship to MPW; and
- (c) ensure that full, true and plain disclosure of the relationship is contained in the prospectus or other documents being used to qualify those securities.

Where MPW advises a client in respect of the securities of a related issuer or, in the course of a distribution, a connected issuer, MPW will:

- (a) either orally or in writing inform the client of the existence of the relationship prior to advising the client; and
- (b) ensure that all confirmations of trades and monthly statements indicate the relationship to MPW.

Where MPW acts as a portfolio manager it will, before acquiring discretionary authority in respect of the securities of a related issuer or, in the course of a distribution, of a connected issuer, and once within each 12-month period thereafter, provide the client with a copy of its current Statement of Policies Concerning Related and Connected Issuers and obtain the specific and informed written consent of the client to the exercise of the discretionary authority.

##### Revision or Amendment

Revisions or amendments to this statement will be provided to each client in accordance with applicable law.

#### Conflict of Interest Rules Statement for British Columbia

##### General

Under certain circumstances MPW may deal with or for you in securities transactions where the issuer of the securities or the other party to the transaction is a firm or a party having an ownership or business relationship with MPW.

Since these transactions may create a conflict between MPW's interests and yours, MPW is required by provincial law to disclose to you certain relevant matters relating to the transactions. This statement contains a general description of the required disclosure. A complete statement of the rules is set out in Division II of Part 5 of the British Columbia Securities Rules.

**Important Concepts**

"Related party" – A party is related to MPW if, through the ownership of or direction or control over voting securities, MPW exercises a controlling influence over that party or that party exercises a controlling influence over MPW.

"Connected party" – A party is connected to MPW if, due to indebtedness or certain other relationships, a prospective purchaser of securities of the connected party might question MPW's independence from that party.

"Associated party" – An associated party is either a related party or another party in a close relationship with MPW, such as one of its partners, salespersons, directors or officers.

**Required Disclosure**

MPW must make certain disclosures where it acts as your dealer, advises you, or exercises discretion on your behalf with respect to securities issued by MPW, by a related party or, in the course of an initial distribution, by a connected party. In these situations, MPW must disclose either its relationship with the issuer of the securities, or that it is the issuer. MPW must also make disclosure to you where it knows or should know that, as a result of its acting as your dealer or adviser, or of its exercising discretion on your behalf, securities will be purchased from or sold to MPW, an associated party or, in the course of an initial distribution, a connected party.

The following is a list of the time and manner in which these disclosures must be made:

- (a) Where MPW underwrites securities, the required disclosure will be contained in the prospectus or other document being used to qualify those securities.
- (b) Where MPW buys or sells securities for your account, the required disclosure will be contained in the confirmation of trade which it prepares and sends to you.
- (c) Where MPW advises you with respect to the purchase or sale of securities, the disclosure must be made prior to its giving the advice. For this purpose, this notice is written confirmation of MPW's relationship with MBL and its subsidiaries and the mutual funds managed by such firms.

In addition, where MPW exercises discretion under your authority in the purchase or sale of securities for your account, it may not exercise that discretion for the types of transactions described above unless it has obtained your prior specific and informed written consent.

**Related or Connected Issuer:**

At the present time, **Macquarie Group Ltd.** (a company listed on the Australian Stock Exchange) and other Macquarie affiliated companies and funds listed on various exchanges (such as **Macquarie Power & Infrastructure Income Fund** MPT.UN – TSX) are connected issuers to Macquarie Private Wealth Inc.

The following are also connected issuers of Macquarie Private Wealth Inc.:

Macquarie Capital Markets Canada Ltd,  
Macquarie Media Group, Macquarie Airports, SPDR S&P/ASX 50, J-REP CO Ltd., CFK Childcare Centres Ltd., Macquarie MEAG Prime REIT, Network Ltd (Australia), Macquarie Private Capital Group, van Eyk Blueprint Alternatives Plus

For a complete list of Macquarie funds go to: [www.macquarie.com.au/au/corporations/sfpc/index.htm](http://www.macquarie.com.au/au/corporations/sfpc/index.htm).

**Disclosure of Related Registrants**

Securities legislation requires a dealer or adviser to advise its clients if it has any principal shareholders, officers, partners or directors who are also principal shareholders, officers, partners or directors of another securities registrant. As well, the dealer or adviser must provide to its clients details of the policies and procedures adopted to minimize the potential for conflict of interest resulting from these relationships.

MPW is a wholly-owned subsidiary of Macquarie Bank Limited (MBL), which is a company incorporated in Australia and authorized under the Banking Act 1959 (Australia) to conduct banking business in Australia. MBL is a direct or indirect shareholder of the companies noted above. Macquarie Bank Limited.

As noted above, some of these Related Companies, including MPW, are dealers or advisers ("Related Registrants"). MBL may become a direct or indirect shareholder of other companies, including other dealers or advisors, which will therefore become Related Companies and, as applicable, Related Registrants. MPW may from time to time have directors and/or officers who are also directors and/or officers of a Related Registrant.

MBL and each Related Company, including MPW and all other Related Registrants, is a separate legal entity which carries on its business independently. MPW may enter into arrangements with the Related Companies, including Related Registrants, respecting such matters as the provision of support services, distribution of products and services, and client referrals.

Conflicts of interest resulting from the above relationships are minimized in a number of ways. Regulations, policies and procedures made by industry regulating bodies restrict and otherwise regulate the relationships among Related Companies, including Related Registrants, and govern their relationships with clients. As well, MPW has its own conflict of interest policies. Compliance with both internal and external regulations, policies and procedures are monitored at all levels of the company under the guidance of MPW's Compliance Department.

**Principal-Agent Business Disclosure**

MPW is a registered dealer under provincial and territorial securities legislation and is a member of the Investment Industry Regulatory Organization of Canada. As such, its advisers are entitled to sell mutual funds and other approved securities as permitted under its registration ("securities related business"). The Investment Industry Regulatory Organization of Canada requires MPW to provide this notice to its clients.

As your adviser is an employee of MPW, MPW will be irrevocably liable to you, and will continue to be liable to you for the acts and omissions of your adviser relating to MPW's business. By continuing to deal with MPW, you accept its offer of indemnity.

You should be aware that advisers may provide other services or products to you outside the scope of MPW's business. These adviser-offered services and products are not considered securities related business, and are the responsibility of the adviser alone. For example, your advisor may offer any one or more of the following through a separate business, none of which would be the responsibility of MPW:

- (a) Income tax preparation; or
- (b) Insurance products (through Macquarie Private Wealth Insurance Services Ltd.)

MPW thanks you for your ongoing support.

A "connected issuer" is defined by securities legislation to mean, in respect of a registrant (i.e. Macquarie Capital Markets Canada Ltd.), an issuer that has, or any related issuer of which has, any indebtedness to, or other relationship with, the registrant, a related issuer of the registrant, or a director, officer or partner of the registrant or related issuer of the registrant, that, in connection with a distribution of securities of the issuer, is material to a prospective purchaser of the securities.

A "related issuer" is defined by securities legislation to mean, in respect of a person or company:

- any other person or company that influences the person or company;
- any other person or company that is influenced by the person or company;
- any other person or company in like relation to a person or company, referred to in clause (a) or (b) or any such other person or company; or
- any other person or company designated by a securities commission as a related issuer of the person or company.

No entity within the Macquarie Group of Companies is registered as a bank or an authorized foreign bank in Canada under the Bank Act, S.C. 1991, c. 46 and no entity within the Macquarie Group of Companies is regulated in Canada as a financial institution, bank holding company or an insurance holding company. Macquarie Bank Limited ABN 46 008 583 542 (MBL) is a company incorporated in Australia and authorized under the Banking Act 1959 (Australia) to conduct banking business in Australia. MBL is not authorized to conduct business in Canada. No entity within the Macquarie Group of Companies other than MBL is an authorized deposit-taking institution for the purposes of the Banking Act 1959 (Australia), and their obligations do not represent deposits or other liabilities of MBL. MBL does not guarantee or otherwise provide assurance in respect of the obligations of any other Macquarie Group company. Macquarie Private Wealth Inc. is a member of the Canadian Investor Protection Fund and IIROC.