



POWER CORPORATION
OF CANADA

2

Second Quarter Report

For the period ended
June 30, 2021

Power Corporation of Canada

TABLE OF CONTENTS

This document contains management's discussion and analysis of the financial condition, financial performance and cash flows of Power Corporation of Canada (the Corporation) for the three months and six months ended June 30, 2021 and the unaudited interim condensed consolidated financial statements of the Corporation as at and for the three months and six months ended June 30, 2021. This document has been filed with the securities regulatory authorities in each of the provinces and territories of Canada and is available under the Corporation's profile on SEDAR at www.sedar.com.

Power Corporation of Canada

PART A

Great-West Lifeco Inc.

PART B

IGM Financial Inc.

PART C

The trademarks contained in this report are owned by Power Corporation of Canada or by a Member of the Power Corporation Group of Companies®. Trademarks that are not owned by Power Corporation are used with permission.

Power Corporation of Canada

PART A

Management's Discussion and Analysis

PAGE A 2

Financial Statements and Notes

PAGE A 66

Management's Discussion and Analysis

AUGUST 6, 2021

ALL TABULAR AMOUNTS ARE IN MILLIONS OF CANADIAN DOLLARS, UNLESS OTHERWISE NOTED.

The following presents Management's Discussion and Analysis (MD&A) of the unaudited interim condensed consolidated financial condition and financial performance of Power Corporation of Canada (Power Corporation or the Corporation) (TSX: POW; POW.PR.E), a public corporation, for the six-month and three-month periods ended June 30, 2021. This MD&A should be read in conjunction with the unaudited interim condensed consolidated financial statements of Power Corporation and notes thereto for the six-month and three-month periods ended June 30, 2021 (the Interim Consolidated Financial Statements), the MD&A for the year ended December 31, 2020 (the 2020 Annual MD&A), and the audited consolidated financial statements and notes thereto for the year ended December 31, 2020 (the 2020 Consolidated Financial Statements). Additional information relating to Power Corporation, including its Annual Information Form, may be found on the Corporation's website at www.powercorporation.com and on SEDAR at www.sedar.com.

FORWARD-LOOKING STATEMENTS › Certain statements in this MD&A, other than statements of historical fact, are forward-looking statements based on certain assumptions and reflect the Corporation's current expectations, or with respect to disclosure regarding the Corporation's public subsidiaries, reflect such subsidiaries' current expectations as disclosed in their respective MD&A. Forward-looking statements are provided for the purposes of assisting the reader in understanding the Corporation's financial performance, financial position and cash flows as at and for the periods ended on certain dates and to present information about management's current expectations and plans relating to the future and the reader is cautioned that such statements may not be appropriate for other purposes. These statements may include, without limitation, statements regarding the operations, business, financial condition, expected financial results, performance, prospects, opportunities, priorities, targets, goals, ongoing objectives, strategies and outlook of the Corporation and its subsidiaries including the fintech strategy, the expected impact of the COVID-19 pandemic on the Corporation and its subsidiaries' operations, results and dividends, as well as the outlook for North American and international economies for the current fiscal year and subsequent periods, the intended effects of the Reorganization (as defined herein), the Corporation's NCIB (as defined herein), management of standalone businesses to realize value over time, fundraising activities by investment platforms, timing of the proposed GP Strategies transaction (as defined herein), and the Corporation's subsidiaries' disclosed expectations, including the acquisition of the Prudential full-service retirement business (as defined herein), ClaimSecure Inc., Ark Life (as defined herein) and related synergies, impacts, and timing thereof as well as a result of the acquisition of the retirement services business of MassMutual, Personal Capital, Northleaf and related synergies, impacts and timing thereof. Forward-looking statements include statements that are predictive in nature, depend upon or refer to future events or conditions, or include words such as "expects", "anticipates", "plans", "believes", "estimates", "seeks", "intends", "targets", "projects", "forecasts" or negative versions thereof and other similar expressions, or future or conditional verbs such as "may", "will", "should", "would" and "could".

By its nature, this information is subject to inherent risks and uncertainties that may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, that assumptions may not be correct and that objectives, strategic goals and priorities will not be achieved. A variety of factors, many of which are beyond the Corporation's and its subsidiaries' control, affect the operations, performance and results of the Corporation and its subsidiaries and their businesses, and could cause actual results to differ materially from current expectations of estimated or anticipated events or results. These factors include, but are not limited to: the impact or unanticipated impact of general economic, political and market factors in North America and internationally, fluctuations in interest rates, inflation and foreign exchange rates, monetary policies, business investment and the health of local and global equity and capital markets, management of market liquidity and funding risks, risks related to investments in private companies and illiquid securities, risks associated with financial instruments, changes in accounting policies and methods used to report financial condition (including uncertainties associated with significant judgments, estimates and assumptions), the effect of applying future accounting changes, business competition, operational and reputational risks, technological changes, cybersecurity risks, changes in government regulation and legislation, changes in tax laws, unexpected judicial or regulatory proceedings, catastrophic events, man-made disasters, terrorist attacks, wars and other conflicts, or an outbreak of a public health pandemic or other public health crises (such as COVID-19), the Corporation's and its subsidiaries' ability to complete strategic transactions, integrate acquisitions and implement other growth strategies, the Corporation's and its subsidiaries' success in anticipating and managing the foregoing factors and with respect to forward-looking statements of the Corporation's subsidiaries disclosed in this MD&A, the factors identified by such subsidiaries in their respective MD&A.

The reader is cautioned to consider these and other factors, uncertainties and potential events carefully and not to put undue reliance on forward-looking statements. Information contained in forward-looking statements is based upon certain material assumptions that were applied in drawing a conclusion or making a forecast or projection, including management's perceptions of historical trends, current conditions and expected future developments, as well as other considerations that are believed to be appropriate in the circumstances, including the availability of cash to complete purchases under the NCIB, that the list of factors in the previous paragraph, collectively, are not expected to have a material impact on the Corporation and its subsidiaries and with respect to forward-looking statements of the Corporation's subsidiaries disclosed in this MD&A, the risks identified by such subsidiaries in their respective MD&A and Annual Information Form most recently filed with the securities regulatory authorities in Canada and available at www.sedar.com. While the Corporation considers these assumptions to be reasonable based on information currently available to management, they may prove to be incorrect.

Other than as specifically required by applicable Canadian law, the Corporation undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made, or to reflect the occurrence of unanticipated events, whether as a result of new information, future events or results, or otherwise.

Additional information about the risks and uncertainties of the Corporation's business and material factors or assumptions on which information contained in forward-looking statements is based is provided in its disclosure materials, including this MD&A and its most recent Annual Information Form, filed with the securities regulatory authorities in Canada and available at www.sedar.com.

Organization of the Interim MD&A

	Page		Page
Overview			
Power Corporation of Canada	4	Capital Management	56
Publicly Traded Operating Companies	7	Risk Management	58
Alternative Asset Investment Platforms	11	Financial Instruments and Other Instruments	59
China AMC	18	Off-Balance Sheet Arrangements	60
Basis of Presentation	19	Contingent Liabilities	60
IFRS Financial Measures and Presentation	19	Commitments and Contractual Obligations	60
Non-IFRS Financial Measures and Presentation	22	Income Taxes	60
Reconciliation of IFRS and Non-IFRS Financial Measures	23	Transactions with Related Parties	61
Results of Power Corporation	24	Summary of Critical Accounting Estimates and Judgments	62
Consolidated Statements of Earnings	25	Changes in Accounting Policies	62
Non-Consolidated Statements of Earnings	27	Future Accounting Changes	63
Contribution to Net Earnings and Adjusted Net Earnings	30	Internal Control over Financial Reporting	63
Financial Position	46	Power Financial Corporation	64
Net Asset Value	51	Summary of Quarterly Results	65
Cash Flows	53		

The following abbreviations are used throughout this report:

adidas	adidas AG	NYSE	New York Stock Exchange
AIM	London Stock Exchange	Ontex	Ontex BV
Alternative asset investment platforms or Investment platforms	Alternative Asset Investment Platforms	OSE	Oslo Stock Exchange
Canada Life	The Canada Life Assurance Company	PanAgora	PanAgora Asset Management, Inc.
Canyon	Canyon Bicycles GmbH	Pargesa	Pargesa Holding SA or Pargesa SA
China AMC	China Asset Management Co., Ltd.	Parjointco	Parjointco SA
EBR	Euronext Brussels	Parques or Parques Reunidos	Parques Reunidos Servicios Centrales, S.A.
EPA	Euronext Paris	Peak	Peak Achievement Athletics Inc.
European private equity	Sagard Europe II, Sagard Europe 3, Sagard Europe 4 and Sagard NewGen	Pernod Ricard	Pernod Ricard SA
GBL	Groupe Bruxelles Lambert	Personal Capital	Personal Capital Corporation
GEA	GEA Group AG	Portage I or Portage I LP	Portag3 Ventures Limited Partnership
GLC	GLC Asset Management Group Ltd.	Portage II or Portage II LP	Portag3 Ventures II Limited Partnership
Great-West Life	The Great-West Life Assurance Company	Portage III or Portage III LP	Portage Ventures III Limited Partnership
Great-West Life & Annuity or Empower Retirement	Great-West Life & Annuity Insurance Company	Potencia or Potencia Renewables	Potencia Renewables Inc.
Holcim	Holcim Ltd.	Power Financial	Power Financial Corporation
IFRS	International Financial Reporting Standards	Power Pacific	Power Pacific Investment Management Inc.
IGM or IGM Financial	IGM Financial Inc.	Power Sustainable	Power Sustainable Capital Inc.
IG Wealth Management	Investors Group Inc.	Power Sustainable Energy	Power Sustainable Energy Infrastructure
Imerys	Imerys SA	Prudential	Prudential Financial, Inc.
IntegraMed	IntegraMed America, Inc.	PSEIP	Power Sustainable Energy Infrastructure Partnership
Investment Planning Counsel or IPC	Investment Planning Counsel Inc.	Putnam	Putnam Investments, LLC
Irish Life	Irish Life Group Limited	Sagard Credit I	Sagard Credit Partners, LP
Koho	KOHO Financial Inc.	Sagard Credit II	Sagard Credit Partners II, LP
Lifeco	Great-West Lifeco Inc.	Sagard Healthcare Royalty or SHRP	Sagard Healthcare Royalty Partners, LP
Lion or Lion Electric	The Lion Electric Co.	Sagard	Sagard Holdings Inc.
LMPG	LMPG Inc.	Sagard Holdings Management or SHMI	Sagard Holdings Management Inc.
Mackenzie or Mackenzie Investments	Mackenzie Financial Corporation	SGS	SGS SA
MassMutual	Massachusetts Mutual Life Insurance Company	SIX	Swiss Stock Exchange
MOWI	Mowi ASA	TotalEnergies	TotalEnergies SA
Nautilus or Nautilus Solar	Nautilus Solar Energy, LLC	TSX	Toronto Stock Exchange
Northleaf	Northleaf Capital Group Ltd.	Umicore	Umicore, NV/SA
		Wealthsimple	Wealthsimple Financial Corp.
		Webhelp	Webhelp Group
		XETR	XETRA Stock Exchange

Overview

POWER CORPORATION OF CANADA

Incorporated in 1925, Power Corporation (TSX: POW; POW.PR.E) is an international management and holding company that focuses on financial services in North America, Europe and Asia. Its core holdings are leading insurance, retirement, wealth management and investment businesses, including a portfolio of alternative asset investment platforms. Through Power Financial, it controls Lifeco and IGM and in recent years has implemented an active fintech strategy. It also holds jointly with the Frère Group of Belgium a controlling interest in GBL.

Power Corporation conducts its investment activities, built upon a network of deep and long-standing relationships, to provide superior returns. Investment activities include investments in alternative asset managers and investment funds, including Sagard and Power Sustainable, and interests in China resulting from more than 40 years of engagement. The Corporation aims to act like an owner with a long-term perspective and a strategic vision anchored in strong core values, whereby value is best achieved through a prudent approach to risk and through responsible corporate citizenship.

Power Corporation adheres to four overriding investing principles to pursue its objective of achieving sustainable long-term value creation in the best interests of the Corporation:

- Long-term perspective
- Leading franchises with attractive growth profiles
- Strong governance oversight
- Prudent approach to risk management

Power Corporation's value creation strategy is focused on financial services, designed to generate long-term sustainable growth in earnings and dividends, and is based upon three key levers:

- Operating company organic levers: organic growth strategies at the publicly traded operating companies;
- Operating company inorganic levers: deployment and redeployment of capital; and
- Holding company levers: actions that can be taken at the Corporation and between the Corporation and its publicly traded operating companies and investments.

Power Corporation, through its alternative asset investment platforms, is developing alternative asset management businesses which build upon the investment capabilities that have been created over many years in several high-growth asset classes. The alternative asset investment platforms are focused on growing their asset management businesses through raising third-party capital and the Corporation intends to provide seed capital to the different investment products managed by each of the alternative asset investment platforms:

- Sagard (formerly Sagard Holdings), since its inception in 2005, has evolved into a multi-strategy alternative asset manager. Sagard looks to generate attractive returns by matching investment opportunities with flexible capital solutions and pairing entrepreneurs with teams that have deep industry knowledge. Sagard invests across four asset classes: private credit, healthcare royalties, venture capital and private equity, and also offers wealth management services. Recently, Sagard sponsored a Special Purpose Acquisition Company, which is listed on the Nasdaq exchange.
- Power Sustainable is a sustainability-led global alternative asset manager with a long-term investment approach. Power Sustainable aims to create long-term value by actively investing in entrepreneurial management teams, companies and projects with sustainable business models. Power Sustainable currently manages two main platforms:
 - Power Pacific invests in China's public equity markets, selecting companies with sustainable business models that have significant alignment to China's multi-decade transformation to an innovation-led economy. Power Pacific invests with a high-conviction, fundamentals-based and research-driven investment process.
 - Power Sustainable Energy Infrastructure actively invests in the development, construction, and operation of renewable energy infrastructure assets across North America. Power Sustainable Energy Infrastructure applies the Corporation's principles of collaboration and building trusted relationships in industries that benefit from the global energy transformation.

The alternative asset investment platforms also have significant influence and controlling interests in several standalone businesses, which will be managed to create and realize value over time.

The Corporation's multi-generational relationships have been foundational in creating investment opportunities in China. China AMC, one of the largest asset managers in China, diversifies the Corporation's interests by creating strategic opportunities with other asset managers within the Power group of companies.

Reorganization

On February 13, 2020, the Corporation and Power Financial successfully completed a reorganization transaction (Reorganization), pursuant to which each common share of Power Financial held by holders of common shares of Power Financial other than the Corporation and its wholly owned subsidiaries (PFC Minority Shareholders), were exchanged for 1.05 subordinate voting shares of the Corporation and \$0.01 in cash. The Corporation acquired 238,693,580 common shares of Power Financial and issued 250,628,173 of its subordinate voting shares to PFC Minority Shareholders. Since then, the Corporation has held 100% of the issued and outstanding common shares of Power Financial, which were delisted from the TSX. Power Financial remains a reporting issuer in all of the provinces and territories of Canada, as Power Financial's First Preferred Shares and its 6.9% debentures due March 11, 2033 remain outstanding.

As part of the Reorganization, the Corporation announced that it anticipates significant near-term cost reductions of approximately \$50 million per year within two years of the Reorganization by eliminating duplicative public company-related expenses and rationalizing other general and administrative expenses. To date, the Corporation has implemented actions to achieve 89% of the targeted reduction.

COVID-19

The outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, imposing restrictions on certain non-essential businesses, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Governments and central banks have responded with significant monetary and fiscal interventions designed to stabilize economic conditions. Equity markets in particular have been volatile, experiencing material and rapid declines in the first quarter of 2020; however, the markets have since experienced recoveries.

The duration and full impacts of the COVID-19 pandemic are still unknown at this time. The distribution of vaccines has resulted in the easing of restrictions in many economies; though the COVID-19 pandemic continues to cause material disruption to businesses globally, resulting in continued economic pressures. While the conditions have become more stable, many factors continue to extend economic uncertainty including the rollout and efficacy of vaccines, emergence of new COVID-19 variants and the durability and effectiveness of government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Corporation and its operating subsidiaries in future periods. Refer to the section "Risk Management" in the 2020 Annual MD&A for a summary of how the Corporation is managing the risks related to COVID-19 and to the section "Summary of Critical Accounting Estimates and Judgments" in the 2020 Annual MD&A, to Note 2 of the Interim Financial statements and Note 2 of the 2020 Consolidated Financial Statements for additional disclosure of the impact on the Corporation's significant judgments, estimates and assumptions. Refer to Parts B and C of this MD&A for a further discussion of the potential consequences due to COVID-19 as well as a further discussion on risk management, measurement uncertainty and the potential exposures at Lifeco and IGM.

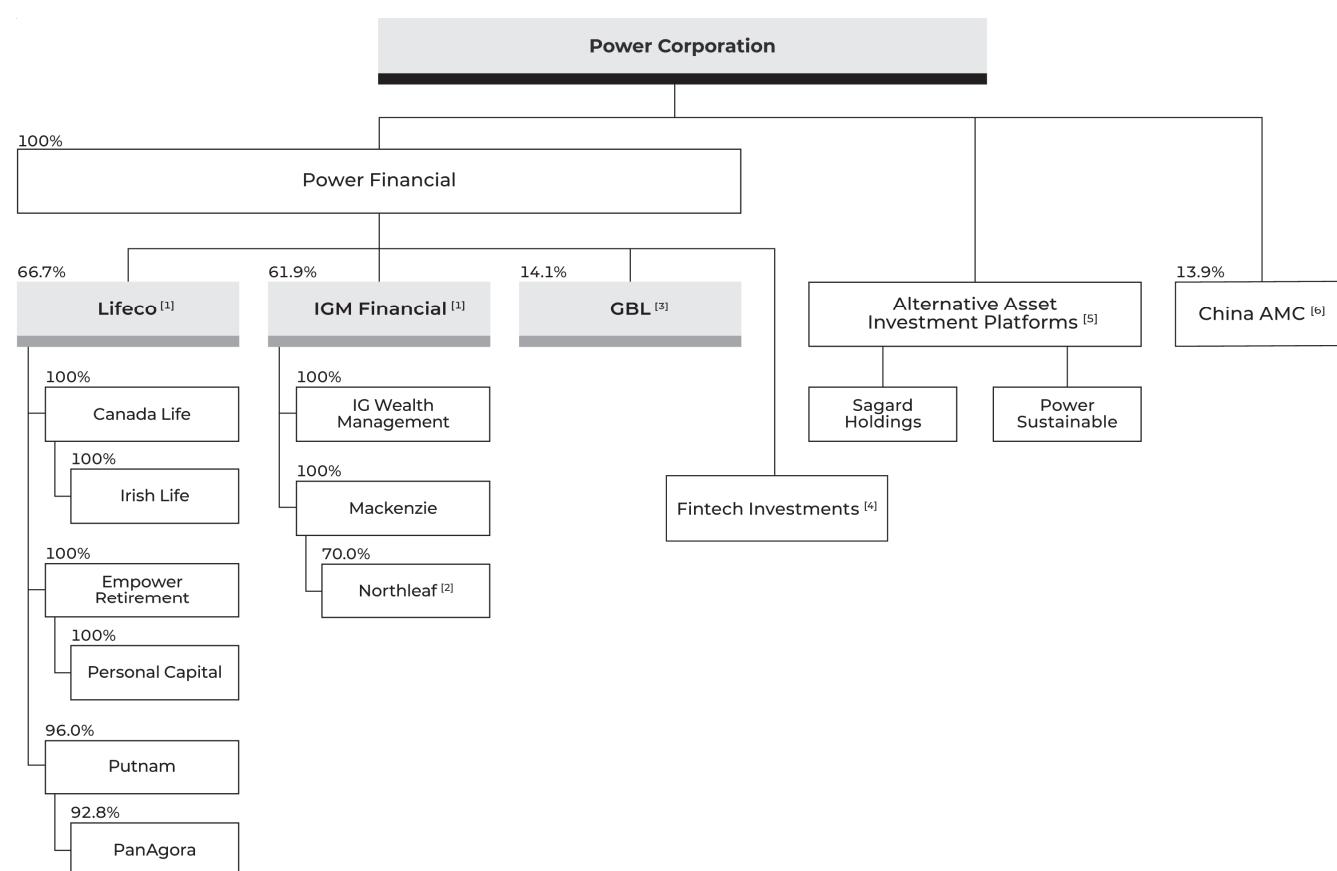
ORGANIZATION OF THE MD&A

The Corporation's MD&A consists of three parts:

- Part A – Power Corporation, presented on a consolidated and non-consolidated basis;
- Part B – Lifeco's interim MD&A, as prepared and disclosed by Lifeco in accordance with applicable securities legislation, and which is also available either directly from SEDAR (www.sedar.com) or from Lifeco's website (www.greatwestlifeco.com);
- Part C – IGM's interim MD&A, as prepared and disclosed by IGM in accordance with applicable securities legislation, and which is also available either directly from SEDAR (www.sedar.com) or from IGM's website (www.igmfinancial.com).

Lifeco (TSX: GWO) and IGM (TSX: IGM) are public companies listed on the Toronto Stock Exchange. GBL is a public company listed on the Brussels Stock Exchange (EBR: GBLB). Market capitalizations reported in the following sections are at June 30, 2021.

The following chart reflects the economic interests held by the Corporation at June 30, 2021, which include the operating subsidiaries (Lifeco and IGM) and its interest in GBL, held through Power Financial, interests held through the Corporation's alternative asset investment platforms, and an interest in China AMC.



In bold: Publicly listed holdings

[1] Lifeco, through Canada Life, holds a 3.9% interest in IGM, and IGM holds a 4.0% interest in Lifeco.

[2] Represents a 49.9% non-controlling voting interest. The interest in Northleaf is held through an acquisition vehicle in which IGM holds an 80% equity interest and Lifeco holds a 20% equity interest.

[3] Held through Parjointco, a jointly controlled corporation (50%). Parjointco has a 43.2% voting interest in GBL. Refer to the section "GBL" for a list of investments.

[4] Includes a controlling interest in Portage I, Portage II, Portage III and Wealthsimple, held through Power Financial, Lifeco and IGM.

[5] Refer to the section "Alternative Asset Investment Platforms" for a list of investments held by each investment platform.

[6] IGM also holds a 13.9% interest in China AMC.

PUBLICLY TRADED OPERATING COMPANIES

The Corporation holds controlling interests, through Power Financial, in Lifeco and IGM. It also has significant holdings in a portfolio of European-based global companies through its investment in GBL.

Lifeco

Great-West Lifeco Inc. (TSX: GWO), market capitalization of \$34.2 billion at June 30, 2021, is an international financial services holding company with interests in life insurance, health insurance, retirement and investment services, asset management and reinsurance businesses. Lifeco operates in Canada, the United States and Europe under the brands Canada Life, Empower Retirement, Putnam Investments and Irish Life. For reporting purposes, Lifeco has five reportable segments: Canada, the United States, Europe, Capital and Risk Solutions, and Corporate, which reflect geographic lines as well as the management and corporate structure of the companies.

The Canada segment is operated by Canada Life primarily through the Individual Customer and Group Customer business units. Through the Individual Customer business unit, Lifeco offers a broad portfolio of financial and benefit plan solutions for individuals, including life, disability and critical illness insurance products as well as wealth savings and income and other speciality products. Through the Group Customer business unit, Lifeco provides life, accidental death and dismemberment, disability, critical illness, health and dental protection, creditor insurance as well as retirement savings and income and annuity products and other specialty products to group clients in Canada.

On July 13, 2021, subsequent to quarter end, Canada Life announced an agreement to acquire ClaimSecure Inc., an industry-leading healthcare management firm that provides health and dental claim management services to private and public businesses in Canada. The acquisition further enhances Lifeco's workplace capabilities in Canada by extending Canada Life's presence in a growing segment of the market. Building lifetime customer relationships with the workplace plan members it serves is a strategic focus for Lifeco. The transaction is subject to customary closing conditions, including receipt of regulatory approvals, and Lifeco expects it to close in the third quarter of 2021.

The United States segment operates two primary business units, Financial Services and Asset Management. The Financial Services business unit, and specifically the Empower Retirement brand, is a leading provider of financial security products, including employer-sponsored defined contribution plans, administrative and record-keeping services, individual retirement accounts, fund management as well as investment and advisory services. This includes the retirement services business of Massachusetts Mutual Life Insurance Company (MassMutual), which Lifeco acquired on December 31, 2020. Its products and services are marketed nationwide through its sales force, brokers, consultants, advisors, third-party administrators and financial institutions. The Financial Services business unit also includes the results of Personal Capital, a hybrid wealth manager that provides financial tools and advice to individuals, following the completion of its acquisition in the third quarter of 2020. Financial Services also includes a retained block of life insurance, predominately participating policies, which are administered by Protective Life Insurance Company (Protective Life), as well as a closed retrocession block of life insurance. The Asset Management unit, Putnam, provides investment management, certain administrative functions, distribution and related services through a broad range of investment products, including the Putnam funds, its own family of mutual funds which are offered to individual and institutional investors. PanAgora, a Putnam affiliate, offers a broad range of investment solutions using sophisticated quantitative techniques.

As a result of the acquisition of Personal Capital, Lifeco expects to incur total integration expenses of US\$57 million pre-tax, of which US\$12 million pre-tax have been incurred as of June 30, 2021. The integration remains on track to be completed in the first quarter of 2022.

As of June 30, 2021, US\$48 million of pre-tax run-rate cost synergies have been achieved related to Lifeco's acquisition of MassMutual's retirement services business. Lifeco remains on track to achieve run-rate cost synergies of US\$160 million pre-tax at the end of integration in 2022 and to achieve run-rate revenue synergies of US\$30 million in 2022 and continue to grow beyond 2022.

Lifeco expects to incur integration and restructuring expenses of US\$125 million pre-tax related to the MassMutual transaction, of which US\$45 million pre-tax have been incurred as of June 30, 2021. Lifeco expects that the integration will be completed in the second half of 2022.

On July 21, 2021, subsequent to quarter end, Empower Retirement announced that it had reached a definitive agreement to acquire Prudential Financial, Inc.'s (Prudential) full-service retirement business. Prudential's full-service retirement business covers 4,300 workplace savings plans, approximately four million participants and US\$314 billion in assets under administration. The acquisition will add significant scale and capabilities and further solidifies Empower Retirement's position as the second largest retirement plan service provider in the United States and strengthens Empower Retirement's overall offering for participants and sponsors through additional expertise, an expanded product offering and new technology and expertise from Prudential. It also increases the synergy potential of Empower Retirement's 2020 acquisition of hybrid wealth manager, Personal Capital, across a larger combined business. The total transaction value of US\$3.55 billion includes purchase price consideration of US\$1.12 billion, reinsurance ceding commission of US\$0.33 billion and US\$2.1 billion of required capital to support the business. Lifeco intends to fund the transaction with \$1.5 billion (US\$1.15 billion) of limited recourse capital notes, US\$1.0 billion short-term debt, and existing capital. The transaction is subject to customary closing conditions, including receipt of regulatory approvals, and Lifeco expects the transaction to close in the first quarter of 2022.

Lifeco anticipates realizing cost synergies through the migration of Prudential's retirement services business onto Empower Retirement's record-keeping platform. Run-rate cost synergies are expected to be US\$180 million pre-tax and are expected to be phased in over 24 months. Revenue synergies of US\$20 million pre-tax are expected by Lifeco on a run-rate basis by the end of 2023 and Lifeco expects them to grow to US\$50 million by 2025. Lifeco expects to incur one-time integration expenses of US\$170 million pre-tax and transaction expenses of US\$55 million pre-tax. Lifeco expects the integration to be completed 24 months following closing.

The Europe segment comprises three distinct business units: United Kingdom (U.K.), Ireland and Germany. The U.K. and German units operate under the Canada Life brand and the Ireland business unit operates under the Irish Life brand. The core products offered by the U.K. business unit are bulk and individual payout annuities, equity-release mortgages, investments (including life bonds, retirement drawdown and pension), individual protection and group insurance. The core products offered by the Ireland business unit are savings and investments, individual and group life insurance, health insurance and pension products. The German business unit focuses on company and individual pension and individual protection products.

On July 13, 2021, subsequent to quarter end, Irish Life announced it had entered into an agreement to acquire Ark Life Assurance Company dac (Ark Life) from Phoenix Group Holdings plc for a total cash consideration of €230 million. The transaction will see approximately 150,000 policies and €2.1 billion in assets move to Irish Life. The acquisition adds scale to Irish Life's retail division and enhances Irish Life's ability to provide customers with market-leading wealth and insurance solutions. The transaction is subject to customary closing conditions, including receipt of regulatory approvals, and Lifeco expects it to close by early 2022.

The Capital and Risk Solutions segment includes the operating results of the Reinsurance business unit which operates primarily in the U.S., Barbados, Bermuda and Ireland.

At June 30, 2021, Power Financial and IGM held interests of 66.7% and 4.0%, respectively, in Lifeco's common shares, representing approximately 65% of the voting rights attached to all outstanding Lifeco voting shares. The *Insurance Companies Act* limits voting rights in life insurance companies to 65%.

See Part B of this MD&A for additional information on Lifeco.

IGM Financial

IGM Financial Inc. (TSX: IGM), market capitalization of \$10.5 billion at June 30, 2021, is a leading wealth and asset management company supporting financial advisors and the clients they serve in Canada, and institutional investors throughout North America, Europe and Asia. IGM's principal operating subsidiaries are wealth manager IG Wealth Management and asset manager Mackenzie Investments. IGM has three reportable segments: Wealth Management, Asset Management and Strategic Investments and Other.

The Wealth Management segment reflects the activities of operating companies that are principally focused on providing financial planning and related services to Canadian households and represents the activities of IG Wealth Management and Investment Planning Counsel. These firms are retail distribution organizations that serve Canadian households through their securities dealers, mutual fund dealers and other subsidiaries licensed to distribute financial products and services. The Wealth Management segment provides a comprehensive planning approach through IG Wealth Management consultants and IPC advisors by offering a broad range of financial products and services including a broad selection of mutual funds, managed portfolios, advisory accounts and unique portfolio management programs as well as insurance products and mortgage and banking solutions. IG Wealth Management distinguishes itself from its competition by offering comprehensive planning to its clients within the context of long-term relationships. Investment Planning Counsel is an independent distributor of financial products, services and advice in Canada.

The Asset Management segment reflects the activities of operating companies primarily focused on providing investment management services, and represents the operations of Mackenzie Investments. Investment management services are provided to a suite of investment funds that are distributed through third-party dealers and financial advisors, and through institutional advisory mandates to financial institutions, pensions and other institutional investors. Mackenzie Investments is a diversified asset management solutions provider and offers a wide range of investment mandates through a boutique structure and uses multiple distribution channels. Mackenzie seeks to be Canada's preferred global asset management solutions provider and business partner.

On December 31, 2020, Mackenzie, a subsidiary of IGM, acquired GLC, a Canadian investment and management firm with \$37 billion in assets under management, from Lifeco. Separately, Canada Life acquired the fund management contracts relating to the private label Quadrus Group of Funds (QGOF). Mackenzie was previously the manager and trustee of the QGOF. Subsequent to the sale, Mackenzie continues to provide investment and administration services to the QGOF.

The Strategic Investments and Other segment primarily represents the key strategic investments made by IGM, including China AMC (refer to the section "China AMC"), Lifeco, Northleaf, Wealthsimple, and the Portage Ventures funds (refer to the section "Alternative Asset Investment Platforms"), as well as unallocated capital.

On October 28, 2020, Mackenzie, together with Lifeco, acquired a non-controlling interest in Northleaf, a global private equity, private credit and infrastructure fund manager, headquartered in Toronto. Mackenzie and Lifeco executed the transaction through an acquisition vehicle 80% owned by Mackenzie and 20% owned by Lifeco. The acquisition vehicle acquired a 49.9% non-controlling voting interest and a 70% economic interest in Northleaf for cash consideration of \$241 million and up to an additional \$245 million in consideration at the end of five years, subject to the business achieving exceptional growth in certain performance measures over the period. Northleaf's assets under management, including invested capital and uninvested commitments, were \$17.4 billion at June 30, 2021. IGM has determined that the acquisition vehicle has significant influence over Northleaf, and has classified its investment in Northleaf as an associate using the equity method.

At June 30, 2021, Power Financial and Canada Life, a subsidiary of Lifeco, held interests of 61.9% and 3.9%, respectively, in IGM's common shares.

See Part C of this MD&A for additional information on IGM.

GBL

Power Financial Europe SA, a wholly owned subsidiary of Power Financial, and the Frère Group each hold a 50% interest in Parjointco. At June 30, 2021, Parjointco held a 28.2% indirect (43.2% of the voting rights) controlling interest in GBL, a Belgian holding company listed on the Brussels Stock Exchange.

GBL (EBR: GBLB), market capitalization of €15.2 billion at June 30, 2021, is one of the largest listed holding companies in Europe. A holding company focused on long-term value creation, GBL relies on a stable and supportive family shareholder base. GBL strives to maintain a diversified high-quality portfolio composed of global industrial and services companies, leaders in their sectors, in which GBL can contribute to value creation by being an active professional investor.

At June 30, 2021, GBL's portfolio was mainly comprised of investments in the following:

PUBLICLY LISTED

- | | |
|--|---|
| <ul style="list-style-type: none"> ▪ Imerys (EPA: NK) – mineral-based specialty solutions for industry ▪ SGS (SIX: SGSN) – inspection, verification, testing and certification solutions ▪ adidas (XETR: ADS) – design, development, production and distribution of sporting goods ▪ Pernod Ricard (EPA: RI) – wines and spirits ▪ Holcim (SIX: HOLN and EPA: LHN) – construction materials and solutions including cement, aggregates and concrete | <ul style="list-style-type: none"> ▪ Umicore (EBR: UMI) – materials technology and recycling of precious metals ▪ GEA (XETR: GIA) – supplier of equipment and project management for a wide range of processing industries primarily in the food and beverage sectors ▪ Ontex (EBR: ONTEX) – disposable hygiene products ▪ MOWI (OSE: MOWI) – producer of Atlantic salmon |
|--|---|

PRIVATELY HELD

- | | |
|--|--|
| <ul style="list-style-type: none"> ▪ Webhelp – provider of customer experience and business process outsourcing ▪ Canyon – direct-to-consumer manufacturer of premium bicycles | <ul style="list-style-type: none"> ▪ Parques Reunidos – operation of regional leisure parks |
|--|--|

In addition, through its subsidiary Sienna Investment Managers (formerly Sienna Capital), GBL is developing a portfolio of private equity, debt and thematic funds.

On March 9, 2021, GBL invested €0.4 billion and acquired a majority stake in Canyon Bicycles GmbH (Canyon). Canyon is a leading and fast-growing German manufacturer of premium conventional and electric bikes with global reach and a leader in direct-to-consumer distribution. GBL controls the acquisition vehicle, and held 60% of the capital jointly with co-investors at the closing of the acquisition.

During the first and second quarters of 2021, GBL reduced its exposure in certain of its investments generating total proceeds of approximately €2.0 billion:

- Holcim: GBL entered into forward sales contracts maturing during the first and second quarters, and related to a portion of its holding in Holcim (formerly LafargeHolcim), decreasing its ownership in Holcim from 7.57% at the end of 2020 to 2.14% at June 30, 2021. These sales generated a gain for GBL of €397 million.
- Umicore: GBL reduced its holding in Umicore from 18.02% of the capital at the end of 2020 to 15.92% at June 30, 2021. These sales generated a gain for GBL of €152 million.
- GEA: GBL reduced its holdings in GEA from 8.51% at the end of 2020 to 7.24% at June 30, 2021. These sales generated a loss for GBL of €1 million. In July 2021, GBL further reduced its investment in GEA to 6.64%, in which GBL expects to realize a loss of €1 million.

In July 2021, subsequent to quarter-end, GBL announced that it signed a definitive agreement to acquire a minority stake in Voodoo, a leading global developer and publisher of mobile games, in order to support the company's future development, including through acquisitions. GBL will invest €266 million, mostly through newly issued preferred shares at an equity value (post money) of €1.7 billion, representing a 16% stake for GBL. According to GBL, Voodoo is positioned at the crossroads of multiple structural trends aligned with GBL's strategic priorities, including digital, consumer experience and entertainment.

GBL's net asset value at June 30, 2021 was €23,057 million, compared with €20,498 million at December 31, 2020.

GBL's financial results and other disclosures are derived from publicly disclosed information, as issued by GBL in its half-year report at June 30, 2021. Further information on GBL's results is available on its website (www.gbl.be).

ALTERNATIVE ASSET INVESTMENT PLATFORMS

Since the launch of the first Sagard fund in Europe in 2002, Power Corporation has continued to develop alternative asset investment platforms (investment platforms) that manage portfolios on behalf of the Corporation and third-party investors in several alternative asset classes in three principal geographies: Europe, North America, and China. The investment platforms Sagard and Power Sustainable are managed locally by experienced investment professionals who have an in-depth knowledge of the local markets and benefit from collaboration within the Power group of companies. Power Corporation's investment platforms seek to generate attractive returns for their investors by: (i) attracting experienced investment teams to execute on investment strategies where the investment platforms' ecosystem gives them a competitive advantage; (ii) leveraging the global network created over decades by the Power group to drive the commercial success of their investment strategies and underlying investments; and (iii) providing flexible capital solutions to solve a range of business and financing needs.

The investment platforms comprise asset management and investing activities. Earnings from asset management activities include income earned from management fees and carried interest, net of investment platform expenses. Earnings from investing activities comprise income earned on the capital invested by the Corporation (proprietary capital) in the investment funds managed by each platform and the share of earnings (losses) of controlled and consolidated subsidiaries held within the investment platforms.

Assets under management of the investment platforms include:

- Net asset value of the investment funds managed, including unfunded capital commitments;
- Assets managed on behalf of the Corporation and clients by asset managers controlled within the investment platforms;
- Fair value of equity interests in standalone businesses; and
- Cash and other assets held by the manager.

Sagard

Sagard was founded in 2005 as a complement to the Corporation's global investment activities. Today, Sagard is a multi-strategy alternative asset manager with professionals principally located in Canada, the U.S. and Europe. Sagard seeks to generate attractive returns by matching investment opportunities with flexible capital solutions and pairing entrepreneurs with teams that have deep industry knowledge. Sagard develops long-term partnerships and empowers the growth of its investments through a unique global network of portfolio companies, limited partners, advisors and other valued relationships.

On March 26, 2021, the Corporation completed a reorganization to consolidate the alternative investment management business of Sagard under a newly formed entity, Sagard Holdings Management Inc. (SHMI). In the first quarter, the Corporation invested US\$20 million in SHMI and management of Sagard acquired an interest of 4.5% in SHMI. SHMI also created a long-term incentive program pursuant to which certain key management received, or will receive in the future, compensation in the form of equity of SHMI vesting over a 6-year period.

The operations of Sagard are comprised of asset management and investing activities.

ASSET MANAGEMENT ACTIVITIES

At June 30, 2021, Sagard had US\$8.3 billion of assets under management, including unfunded commitments, of which US\$218 million relates to equity interests in standalone businesses (see section "Standalone businesses" below), across four asset classes: private credit, healthcare royalties, venture capital and private equity, including US\$0.9 billion through its wealth management business.

The following table summarizes the funds managed by Sagard and the Corporation's interests in each of the funds:

June 30, 2021				Interest held		Commitment				Manager compensation	
(in millions; except as otherwise noted)	Currency	Vintage	Capital commitment	Power Corporation	Third parties & associated companies ^[1]	Total funded	Unfunded	Distributions to date ^[2]	NAV ^[3]	Fees ^[4]	Carried interest
			(\$)	(%)	(%)	(\$)	(%)	(\$)	(\$)	(%)	(%)
Private Credit											
Sagard Credit I ^[5]	US\$	2017	557	18.0	82.0	240	56.9	228	345	1.50 IC	15.0
Sagard Credit II ^[6]	US\$	2020	909	5.5	94.5	–	100.0	–	–	1.50 IC	20.0
Healthcare Royalties											
Sagard Healthcare Royalty Partners	US\$	2019	726	10.3	89.7	86	88.1	2	71	1.75 CC	20.0
Venture Capital											
Portage I LP ^[7, 8]	C\$	2016	399	37.9	62.1	399	–	417	2,362	2.00 IC	10.0
Portage II LP ^[7, 9]	C\$	2018	427	12.4	87.6	273	36.1	4	523	2.00 IC	20.0
Portage III LP ^[6]	US\$	2021	213	7.5	92.5	27	87.3	–	24	2.25 CC	20.0
Private Equity											
Sagard Europe II	€	2006	748	22.0	78.0	721	3.6	991	129	1.75 IC	20.0
Sagard Europe 3	€	2013	808	37.3	62.7	652	19.3	460	817	2.00 IC	20.0
Sagard Europe 4 ^[3, 6]	€	2020	429	35.1	64.9	100	76.7	–	98	1.75 CC	20.0
Sagard NewGen ^[6]	€	2020	111	54.4	45.6	71	36.0	–	68	2.00 CC	20.0

[1] Third parties and associated companies includes commitments from management as well as commitments from Lifeco (US\$50 million in Sagard Credit Partners II, \$33 million in Portage II and US\$24 million in Portage III), IGM (\$33 million in Portage II and US\$26 million in Portage III), Pargesa (€37 million in Sagard Europe II), and GBL (€113 million in Sagard Europe II, €218 million in Sagard Europe 3, €149 million in Sagard Europe 4 and €50 million in Sagard NewGen). Lifeco and IGM have invested \$23 million and \$225 million, respectively, in Portage I.

[2] Excludes distributions which have been recalled by the fund for reinvestment, as well as distributions made by the fund due to rebalancing from increases in fund size.

[3] Net asset value (NAV) of the fund includes the controlled and consolidated investments held through the fund presented at fair value.

[4] Presents the Base management fees of each fund; management fees are based on committed capital (CC) or invested capital (IC).

[5] Total funded commitment excludes US\$228 million which is recallable by the fund.

[6] Fundraising activities continue for Sagard Credit Partners II, Portage III LP, Sagard Europe 4 and Sagard NewGen.

[7] Includes an interest in Portage I and Portage II of 37.9% and 7.7%, respectively, held through Power Financial.

[8] Includes investments held by Portage I, Power Financial and IGM, through limited partnerships controlled by Power Financial, in Wealthsimple.

[9] Prior to April 1, 2021, management fees were based on committed capital. As of April 1, 2021, management fees are based on invested capital, which includes a reserve for follow-on investments as the fund has closed its investment period.

Private Credit

- Sagard Credit Partners manages US\$1,571 million of assets, including unfunded commitments.
- Sagard Credit I, a fund launched in 2017, provides credit capital directly to public and private middle-market companies across the U.S. and Canada. Sagard has committed US\$100 million, of which it has funded US\$43 million, excluding US\$14 million which is recallable by Sagard Credit I, at June 30, 2021. Sagard Credit I held investments of \$410 million (US\$331 million) at June 30, 2021.
- In October 2020, Sagard launched Sagard Credit II, its second credit fund, which will primarily invest in secured private credit, which the fund's investment manager believes to be an underserved segment in the non-sponsor-backed middle market in Canada and the U.S. At June 30, 2021, Sagard Credit II has commitments totalling US\$909 million, of which Sagard has committed US\$50 million.

In July 2021, subsequent to quarter end, Sagard Credit II completed an additional closing of approximately US\$78 million, increasing total commitments to US\$987 million.

Healthcare Royalties

- Sagard Healthcare Royalty Partners manages US\$706 million of assets, including unfunded commitments. Sagard has committed US\$75 million of which it has funded a net amount of US\$8 million at June 30, 2021. Sagard Healthcare Royalty Partners LP (SHRP), a fund launched in 2019, invests in the life sciences sector with a focus on investments protected by strong intellectual property. SHRP invests in various structures, including traditional healthcare royalties, royalty securitizations and royalty-related credit.

Venture Capital (Fintech Investments)

- Portage Ventures, the venture capital arm of Sagard, manages US\$2.7 billion (C\$3.3 billion) of assets, including unfunded commitments and an investment in Wealthsimple, a consolidated subsidiary. The Corporation, through investments held by Power Financial, together with Lifeco, IGM and Sagard, are anchor investors in the Portage I, Portage II and Portage III funds. Portage Ventures is a global fintech investor focused on identifying visionary entrepreneurs building the next generation of financial service companies. Its global focus enables the leveraging of market insights from one region to another. Through its funds, Portage Ventures has invested in more than 60 fintech companies and investment funds.
- Portage I held investments of \$127 million at June 30, 2021 (\$101 million at December 31, 2020), excluding the investment in Wealthsimple, a consolidated subsidiary discussed below.
- Portage II has total capital commitments of \$427 million, of which Sagard has committed \$20 million and Power Financial, Lifeco and IGM have each committed \$33 million for a total of \$119 million. At June 30, 2021, the fair value of Portage II's investment portfolio was \$559 million (\$369 million at December 31, 2020).
- In the first quarter of 2021, Portage Ventures launched Portage Ventures III LP, its third fintech venture fund focused on early-stage investments in the global financial technology sector. At June 30, 2021, total capital commitments amounted to US\$213 million, of which Sagard committed US\$16 million and Lifeco and IGM have committed US\$24 million and US\$26 million, respectively. Portage Ventures will continue fundraising through 2021. At June 30, 2021, the fair value of Portage III's investment portfolio was \$58 million (US\$47 million), (nil at December 31, 2020).

In July 2021, subsequent to quarter end, Portage III completed an additional closing of US\$145 million, increasing total commitments to US\$358 million.

Private Equity

- Sagard, through its subsidiary Sagard SAS, a French management company headquartered in Paris, manages US\$2.0 billion (€1.7 billion) of assets, including unfunded commitments. Sagard SAS manages investment funds dedicated to investing in mid-sized and small cap private companies based in Europe. Sagard SAS currently has four private equity funds including Sagard Europe II, Sagard Europe 3, Sagard Europe 4 and Sagard NewGen.
- Sagard Europe 4, a fund launched in 2020, currently has a total committed capital of €429 million. The Corporation has committed an amount of €150 million, which may be increased to €200 million under certain circumstances, to Sagard Europe 4. At June 30, 2021, the fair value of Sagard Europe 4's investment portfolio, excluding an investment in a controlled subsidiary, was \$135 million (€92 million), (\$127 million and €81 million, respectively, at December 31, 2020).
- Sagard NewGen, a fund launched in 2020, is a European small cap fund focused on the healthcare and technology sectors; it will invest in majority and minority holdings with deal sizes typically between €10 million and €50 million. Sagard NewGen will seek to invest in companies aiming to become leaders in their respective market that share a commitment to innovation and sustainability. The Corporation committed an amount of €60 million to Sagard NewGen. At June 30, 2021, the fair value of Sagard NewGen's investment portfolio was \$97 million (€66 million), (\$15 million and €10 million, respectively, at December 31, 2020).

Sagard SAS will continue fundraising in 2021 for Sagard Europe 4 and Sagard NewGen.

- In January 2021, Sagard announced the launch of its Canadian Private Equity platform, a strategy which will focus on the middle market in Canada. Sagard expects external fundraising efforts to begin in the second half of 2021.

Wealth Management

- Sagard holds a 64.2% controlling interest in Grayhawk Investment Strategies Inc. (Grayhawk). In April 2021, Sagard invested a further \$11 million in Grayhawk. Grayhawk, a registered portfolio manager, investment manager and exempt market dealer, manages \$1.1 billion in assets for high-net-worth (HNW) Canadian families.

Special Purpose Acquisition Company

- In the second quarter, Sagard launched Portage Fintech Acquisition Corporation (PFAC), a newly organized U.S. "blank check company" sponsored by PFTA I LP, an affiliate of Sagard. Subsequent to the end of the quarter, PFAC successfully completed an initial public offering of 24,000,000 units at a price of US\$10.00 per unit, raising gross proceeds of US\$240 million, not including exercise (if any) of the over-allotment option granted to underwriters of the offering. At July 21, 2021, the units are listed on the Nasdaq exchange and trade under the ticker symbol "PFTAU". Each unit consists of one Class A ordinary share of PFAC and one-third of one redeemable warrant. The offering closed on July 23, 2021.

PFAC intends to focus on an acquisition opportunity in industries that complement the platform's industry knowledge and capitalize on its ability to source and acquire a business in the Fintech or financial services ecosystem.

INVESTING ACTIVITIES

The Corporation holds the following investments in funds, including the investments held through Power Financial, which are managed by Sagard:

Asset class	Private Credit	Healthcare Royalties	Venture Capital			Private Equity			
June 30, 2021 (in millions of Canadian dollars)	Sagard Credit I	Sagard Healthcare Royalty Partners LP	Portage I LP ^[1]	Portage II LP	Portage III LP	Sagard Europe II	Sagard Europe 3	Sagard Europe 4	Sagard NewGen
Investments to date ^[2]	139	53	151	41	2	221	522	130	58
Share of distributions to date ^[2]	82	43	135	10	–	289	404	81	–
Fair value of the investment at June 30, 2021	78	9	863	60	2	32	390	51	54

[1] Includes investment in the controlled and consolidated subsidiary, Wealthsimple, at fair value.

[2] Includes distributions which have been recalled by the fund and distributions due to rebalancing.

Fintech Investments

Fintech investments are comprised of the Corporation's investments, primarily held through Power Financial, in the Portage I, Portage II and Portage III funds and Wealthsimple.

WEALTHSIMPLE

At June 30, 2021, Portage I, Power Financial and IGM collectively held, through a limited partnership controlled by Power Financial, an undiluted equity interest in Wealthsimple of 55.9% (74.9% at December 31, 2020), representing a voting interest of 56.5% and a fully diluted equity interest of 42.6%. Wealthsimple is one of Canada's leading financial technology companies, and operates one of the country's largest and fastest-growing digital investing platforms.

Wealthsimple continues to scale its presence in the marketplace and expand its suite of investment and savings products, which include Wealthsimple Cash, Wealthsimple Crypto, Wealthsimple Invest, Wealthsimple Save, Wealthsimple Trade and Wealthsimple for Work. At June 30, 2021, Wealthsimple had over 1.2 million clients, excluding tax clients, across the Canadian and United Kingdom markets with assets under administration of \$15.3 billion, compared with \$6.9 billion (excluding the assets under administration of U.S. clients and Wealthsimple for Advisors) at June 30, 2020, representing a year-over-year growth of 122%.

On March 4, 2021, Wealthsimple announced that it had sold its U.S. book of business. This disposal supports Wealthsimple's strategy to focus on the Canadian market. During the second quarter, Wealthsimple closed this transaction and completed the transfer of the U.S.-based customer accounts.

On May 3, 2021, Wealthsimple announced that it had signed a \$750 million equity offering, consisting of a \$250 million primary offering by Wealthsimple, as well as a \$500 million secondary offering by the Corporation, IGM and Lifeco (Power Group) pro rata to their respective ownership interests. The investment was led by Meritech Capital and Greylock Partners, and included participation from a large group of investors. The transaction closed on May 12, 2021.

At the completion of the transaction, the Power Group held a combined equity interest of 42.6%, on a fully diluted basis, representing 60.3% of the voting rights of which a 3.8% voting interest is held through a co-investment vehicle managed by Sagard. As a result of the secondary offering, the Power Group received proceeds of \$500 million and retained an interest valued at \$2.1 billion. The Corporation's share of proceeds from the secondary offering is \$187 million (\$164 million after tax, before the consideration of existing tax attributes) and it has retained a 15.9% equity interest, including its indirect interest held through Portage I, in Wealthsimple, on a fully diluted basis, valued at \$796 million.

In the first quarter of 2021, the fair value increase in Wealthsimple resulted in a charge related to the remeasurement of the put right liability of certain of the non-controlling interests and option holders in Wealthsimple to fair value and carried interest payable. The Corporation's share of the charge on the remeasurement of the put right liability was \$208 million and is included as an Adjustment, of which \$108 million was reflected as an Adjustment to Lifeco and IGM's contribution to net earnings based on their respective interests. The Corporation's share of the net charge on the carried interest payable was \$41 million comprised of:

- Asset management activities: a net carried interest earned by Sagard of \$61 million which includes an amount of \$20 million of related employee costs to be expensed over the vesting period; and
- Investing activities: an increase in the carried interest payable of the Corporation of \$102 million of which \$53 million was reflected in Lifeco and IGM's contribution to adjusted net earnings based on their respective interests.

At close of the transaction, the existing put rights held by non-controlling interests and option holders of Wealthsimple were extinguished. In the second quarter of 2021, following the close of the primary and secondary offerings and the extinguishment of the put rights, the Corporation recorded an increase in participating shareholders' equity of \$757 million (\$712 million post-tax) recognized through the statement of changes in equity.

At June 30, 2021, the Group has invested \$315 million in Wealthsimple (same at December 31, 2020).

Power Sustainable

Power Sustainable is a global multi-platform alternative asset manager with a long-term investment approach focused on sustainable strategies. It has offices in Montréal, Toronto, Shanghai, Beijing and New Jersey. Power Sustainable is comprised of two platforms: the Pacific platform invests in the China equity markets, seeking high-quality, sustainable business models with a fundamentals-based, research-driven investment process; and the Energy Infrastructure platform invests in the development, construction, and operations of renewable energy infrastructure assets in North America.

Power Sustainable has \$5.0 billion of assets under management, including unfunded commitments, of which \$2.0 billion relates to equity interests in standalone businesses (see section “Standalone Businesses” below).

POWER PACIFIC

Power Pacific invests in the mainland China A-shares (A shares) market through a Qualified Foreign Institutional Investor (QFII) licence as well as through the Hong Kong Stock Connect program. Power Pacific has a long-term, fundamentals-based investment philosophy, and benefits from ongoing growth across multiple attractive sectors in China.

Since its inception in 2005, the Corporation has invested \$360 million in Power Pacific and has received distributions of \$274 million, including distributions of \$72 million and \$25 million in the first and second quarters of 2021, respectively. At June 30, 2021, the fair value of the Corporation's investment in Power Pacific, including cash and other, was \$1,044 million (including unrealized gains of \$137 million), compared with \$1,134 million at December 31, 2020.

	June 30, 2021	December 31, 2020
Investment in A shares	829	1,025
Cash and other	215	109
Total portfolio, at fair value	1,044	1,134

Power Pacific has launched China equity investment funds and also holds a Private Fund Manager (PFM) licence in China. At June 30, 2021, Power Pacific managed \$370 million, including unfunded commitments of \$248 million, on behalf of third-party investors and will continue fundraising activities.

POWER SUSTAINABLE ENERGY INFRASTRUCTURE

At June 30, 2021, Power Sustainable Energy Infrastructure (Power Sustainable Energy) managed \$1,620 million of net assets, including unfunded commitments, and operates a leading North American-focused renewable energy platform with 1.5 GW of utility-scale and distributed energy assets, including 437 MW of assets under construction, and 639 MW of assets in advanced development projects. Through its wholly owned operating companies – Nautilus Solar and Potentia Renewables – Power Sustainable Energy has a dedicated team of over 100 in-house professionals to oversee the development, construction, financing and operation of renewable energy assets across North America.

- **Potentia Renewables:** Power Sustainable holds a 100% interest in Potentia, a renewable energy generation company, which is a fully integrated developer, operator and manager of solar and wind energy assets, active in North America and the Caribbean.
- **Nautilus Solar:** Power Sustainable holds a 100% interest in Nautilus, a company headquartered in New Jersey, U.S. that acquires, develops, finances and manages distributed solar projects across community, municipal/utility-scale, commercial and industrial markets.

Values for net assets disclosed throughout this section reflect the fair value of assets, net of liabilities and project debt.

Power Sustainable Energy actively manages these investments through Power Sustainable Energy Infrastructure Partnership (PSEIP) and through direct investments:

June 30, 2021 (in millions of Canadian dollars)	Assets under management ^[1]	Net asset value	Total assets ^[2]
PSEIP	1,123	465	1,165
Direct Investments	497	497	1,125
	1,620	962	2,290

[1] Net asset value and unfunded commitments.

[2] Represents the carrying value of total consolidated assets.

Power Sustainable Energy Infrastructure Partnership

- Power Sustainable Energy Infrastructure Partnership manages \$1,123 million of net assets, including unfunded commitments, throughout North America. In January 2021, Power Sustainable launched the Power Sustainable Energy Infrastructure Partnership, a partnership with committed capital of \$1 billion dedicated to the renewable energy sector, including a commitment of \$400 million from Power Sustainable and \$150 million from Lifeco. Power Sustainable Energy earns management fees of 0.85% to 1.00% charged on the net asset value of the partnership as well as a carried interest of 15%. At June 30, 2021, Power Sustainable has invested \$137 million in the partnership and has an unfunded commitment of \$263 million.
- At June 30, 2021, Power Sustainable Energy Infrastructure Partnership had \$1,165 million of total assets on a consolidated basis, having a net asset value of \$465 million. The fair value of the Corporation's investment in the partnership was \$178 million at June 30, 2021.

Direct Investments

- Power Sustainable Energy manages \$497 million of net assets through direct investments in projects under development and in operation in North America and the Caribbean.
- At June 30, 2021, Power Sustainable Energy had \$1,125 million in total assets on a consolidated basis. These direct investments have a combined 940 MW of solar and wind energy assets, which includes 210 MW of assets under construction, and 541 MW of assets in advanced development projects.

On January 1, 2021, certain existing operating assets and projects under development and the related project debt, in the amount of \$255 million, were transferred to the partnership from Potentia Renewables and Nautilus in exchange for consideration in cash of \$154 million and a 40% interest in the fund.

The Corporation controls the fund and consolidates the activities of the fund. Equity interests held by third parties have redemption features, subject to certain restrictions, and have been classified as a financial liability. In the first quarter of 2021, as a result of the investment by third parties in equity interests of the fund, the Corporation recognized a reduction of retained earnings of \$45 million in the statements of changes in equity, primarily related to the initial measurement of non-controlling interests.

The fair value of the Corporation's share in the energy infrastructure portfolio was \$675 million at June 30, 2021, compared with \$730 million at December 31, 2020. During the first and second quarters, the Corporation invested an additional \$34 million and \$85 million, respectively, in the portfolio and received a distribution of \$154 million.

Standalone Businesses

The Corporation also has the following equity investments in standalone businesses which are managed to realize value over time:

SAGARD

- Peak: Sagard held a 42.6% equity interest and 50% of the voting rights in Peak at June 30, 2021. Peak designs and markets sports equipment and apparel for ice hockey, baseball, softball and lacrosse under iconic brands including Bauer and Easton. The Corporation's investment is accounted for using the equity method.

In the fourth quarter of 2020, Easton Diamond Sports, LLC (Easton), a wholly owned subsidiary of Peak, and Rawlings Sporting Goods, Inc. (Rawlings), completed the previously announced definitive agreement for Rawlings to acquire Easton. As part of the agreement the existing shareholders of Peak continue to participate as minority owners in the combined organization. Peak's investment in the combined organization is accounted for using the equity method.

- GP Strategies (NYSE: GPX): Sagard held a 21.0% equity interest at June 30, 2021 in GP Strategies Corporation, a global performance improvement company offering sales and technical training, eLearning solutions, management consulting and engineering services. The Corporation accounts for its investment using the equity method.

On July 15, 2021, subsequent to quarter end, GP Strategies announced it has entered into a definitive agreement to be acquired by Learning Technologies Group (AIM: LTG.L), a provider of services and technologies for digital learning and talent management, for US\$20.85 per GP Strategies share in cash, in a transaction valued at approximately US\$394 million. The transaction is expected to be completed during the fourth quarter of 2021, subject to GP Strategies shareholder approval, regulatory approvals, and other customary closing conditions. Sagard, GP Strategies' largest shareholder, has entered into a voting and support agreement to vote its shares in favour of the transaction, subject to customary terms and conditions.

In the second quarter, Sagard recorded a reversal of a previously recognized impairment on its investment in GP Strategies of \$33 million (US\$27 million).

POWER SUSTAINABLE

- **LMPG:** Power Sustainable, through Power Sustainable Energy, held a controlling interest of 60.5% at June 30, 2021 in LMPG (formerly Lumenpulse Group Inc.), an internationally recognized designer, developer, and manufacturer of a wide range of high-performance and sustainable specification-grade LED solutions for commercial, institutional, and urban environments.

On June 11, 2021, LMPG announced that it had decided not to pursue its previously announced initial public offering, citing sub-optimal current market conditions.

- **Lion Electric:** Power Sustainable, through Power Sustainable Energy, held a 35.7% equity interest at June 30, 2021 (44.1% at December 31, 2020) in Lion Electric. An innovative manufacturer of zero-emission vehicles, Lion Electric creates, designs and manufactures all-electric class 5 to class 8 commercial urban trucks and all-electric buses and minibuses for the school, paratransit and mass transit segments. Lion is a North American leader in electric transportation and designs, builds and assembles many of its vehicles' components, including chassis, battery packs, truck cabins and bus bodies.

On November 30, 2020, Lion announced its intention to combine with Northern Genesis Acquisition Corp. (Northern Genesis). Northern Genesis, a publicly traded special-purpose acquisition company focused on a commitment to sustainability and strong alignment with environmental, social and governance principles.

On May 6, 2021, Lion announced the closing of the transaction. On that date, a wholly owned subsidiary of Lion merged with Northern Genesis, and as a result Lion is publicly listed on the TSX and the New York Stock Exchange. A US\$200 million committed private placement of common shares of Lion was completed, in which Power Sustainable invested an additional US\$17 million (C\$20 million). At the close of the transaction, Power Sustainable held an equity interest of 31.0%; the effect of the change in ownership resulted in a gain of \$62 million, net of accumulated losses which had not been recognized by the Corporation, recognized in earnings in the second quarter of 2021.

Power Sustainable also held call rights to acquire up to 13,212,480 shares from certain existing shareholders of Lion. During the second quarter, Power Sustainable exercised a portion of its outstanding call rights and acquired an additional 8,891,892 shares, on a cashless net settlement basis, increasing Power Sustainable's interest to 35.7% and resulting in an increase in the carrying value of the investment in Lion of \$222 million. The fair value of the remaining call rights was estimated to be \$27 million at June 30, 2021 (\$102 million at December 31, 2020). A gain on the revaluation of the call rights of \$147 million was recorded in net investment income on the consolidated statement of earnings in the second quarter of 2021.

CHINA AMC

Founded in 1998 as one of the first fund management companies in China, China AMC has developed and maintained its position among the market leaders in China's asset management industry. China AMC's total assets under management, excluding subsidiary assets under management, were RMB¥1,607 billion (C\$309 billion) at June 30, 2021.

The Corporation and IGM each hold interests of 13.9% in China AMC, representing a combined 27.8% interest. Together they have significant influence and account for their respective interests as an associate using the equity method.

The investment in China AMC leverages the group's global experience in wealth management and distribution. The Power group of companies benefits from the strategic relationship with China AMC which provides opportunities to work together, developing products and subadvisory relationships.

Basis of Presentation

IFRS FINANCIAL MEASURES AND PRESENTATION

The Interim Consolidated Financial Statements of the Corporation have been prepared in accordance with International Accounting Standard 34 – *Interim Financial Reporting* (IAS 34) and are presented in Canadian dollars.

Consolidated financial statements present, as a single economic entity, the assets, liabilities, revenues, expenses and cash flows of the parent company and its subsidiaries. The consolidated financial statements present the financial results of Power Corporation (parent) and its subsidiaries after the elimination of intercompany balances and transactions.

The financial statements of the Corporation include the consolidated results of Power Financial which include the results of Lifeco, IGM, Wealthsimple and the Portage I, Portage II and Portage III funds, which are controlled by Power Financial.

Power Financial's investment in GBL is held through Parjointco. Parjointco is a holding company jointly controlled by Power Financial and the Frère Group, and is accounted for using the equity method.

Under the equity method, the investment is initially recognized at cost and adjusted thereafter for changes in the share of net earnings (loss) and other comprehensive income (loss). The investment is reduced by the amount of dividends received.

The investment platforms manage and operate alternative asset investment funds in which third-party investors, the Corporation and associated companies can participate. The Corporation controls a fund when it is exposed, or has rights, to variable returns from its involvement with the fund and has the ability to affect those returns through its power to direct the relevant activities of the fund.

The following table summarizes the accounting presentation for the Corporation's holdings:

Control	Accounting Method	Earnings and Other Comprehensive Income	Impairment Testing	Impairment Reversal
Controlling interest in the entity	Consolidation	Consolidated with non-controlling interests	Goodwill and indefinite life intangible assets are tested at least annually for impairment	Impairment of goodwill cannot be reversed Impairment of intangible assets is reversed if there is evidence of recovery of value
Significant influence or joint control	Equity method	Corporation's share of earnings and other comprehensive income	Entire investment is tested for impairment	Reversed if there is evidence the investment has recovered its value
Investment	Available for sale (AFS)	Earnings consist of dividends received and gains or losses on disposals The investments are marked to market through other comprehensive income Earnings are reduced by impairment charges, if any	Impairment testing is done at the individual investment level A significant or prolonged decline in the value of the investment results in an impairment charge A share price decrease subsequent to an impairment charge leads to a further impairment	A subsequent recovery of value does not result in a reversal
	Fair value through profit or loss (FVPL)	Investments are marked to market through earnings and earnings include dividends received	n.a.	n.a.

At June 30, 2021, the Corporation's holdings were as follows:

Holdings	% economic interest	Nature of investment	Accounting method
Publicly traded operating companies^[1]			
Lifeco ^[2]	66.7	Controlling interest	Consolidation
IGM ^[3]	61.9	Controlling interest	Consolidation
GBL ^[4]	14.1	Joint control	Equity method
China AMC ^[5]	13.9	Significant influence	Equity method
Alternative asset investment platforms			
Sagard	100.0	Controlling interest	Consolidation
SHMI	94.4	Controlling interest	Consolidation
Wealthsimple ^[1, 6]	13.9	Controlling interest	Consolidation
Portage I ^[1, 7]	63.0	Controlling interest	Consolidation
Portage II ^[1, 8]	12.4	Controlling interest	Consolidation
Portage III ^[9]	7.5	Controlling interest	Consolidation
Sagard Credit I	18.0	Controlling interest	Consolidation
Sagard Healthcare Royalty	10.3	Investment	Fair value through profit or loss
Sagard Europe II	22.0	Investment	Available for sale
Sagard Europe 3	37.3	Investment	Available for sale
Sagard Europe 4	35.1	Controlling interest	Consolidation
Sagard NewGen	54.4	Controlling interest	Consolidation
Power Sustainable	100.0	Controlling interest	Consolidation
Power Pacific	100.0	Controlling interest	Consolidation
Investments	< 5.0	Investment	Available for sale
Power Sustainable Energy Infrastructure Partnership ^[10]	40.0	Controlling interest	Consolidation
Potentia	100.0	Controlling interest	Consolidation
Nautilus	100.0	Controlling interest	Consolidation
Standalone businesses			
Peak	42.6	Joint control	Equity method
LMPG	60.5	Controlling interest	Consolidation
Lion	35.7	Significant influence	Equity method
GP Strategies	21.0	Significant influence	Equity method

[1] Investments held by the Corporation through Power Financial.

[2] IGM also holds a 4.0% interest in Lifeco.

[3] Canada Life also holds a 3.9% interest in IGM.

[4] Held through Parjointco, a jointly controlled corporation (50%). Parjointco holds a controlling interest in GBL.

[5] IGM, through Mackenzie, also holds an interest of 13.9% in China AMC.

[6] Portage I and IGM also hold interests of 11.1% and 30.9%, respectively, in Wealthsimple (see also the section "Wealthsimple").

[7] Lifeco and IGM also hold equal interests of 18.5% in Portage I.

[8] Power Financial holds a 7.7% interest, Sagard holds a 4.7% interest, and Lifeco and IGM also hold equal interests of 7.7% in Portage II.

[9] Lifeco and IGM also hold interests of 11.2% and 12.4%, respectively, in Portage III.

[10] Lifeco also holds a 15.0% interest in PSEIP.

At June 30, 2021, Parjointco's main holdings were as follows:

Holdings	% economic interest	Nature of investment	Accounting method
GBL	28.2	Controlling interest	Consolidation
Publicly listed			
Imerys	54.6	Controlling interest	Consolidation
adidas	6.8	Investment	Available for sale
Pernod Ricard	7.6	Investment	Available for sale
SGS	18.9	Investment	Available for sale
Umicore	15.9	Investment	Available for sale
MOWI	7.0	Investment	Available for sale
Holcim	2.1	Investment	Available for sale
GEA	7.2	Investment	Available for sale
Ontex	20.0	Investment	Available for sale
Other investments	< 5.0	Investment	Available for sale
Privately held			
Sienna Investment Managers ^[1]	100.0	Controlling interest	Consolidation
Webhelp	60.8	Controlling interest	Consolidation
Canyon	51.9	Controlling interest	Consolidation
Parques Reunidos	23.0	Significant influence	Equity method

[1] Sienna Investment Managers holds a portfolio of investments in alternative investment funds.

The following table summarizes the classification of the investments held by the controlled and consolidated funds managed by the investment platforms:

Investment Fund	Classification of Investments held by the fund	Measurement
Sagard Credit Partners	Loans and receivables	Amortized cost
Portage I LP ^[1]	Available for sale	Fair value
Portage II LP	Fair value through profit or loss	Fair value
Portage III LP	Fair value through profit or loss	Fair value
Sagard Europe 4	Fair value through profit or loss	Fair value
Sagard NewGen	Fair value through profit or loss	Fair value

[1] Excludes investment in WealtheSimple which is controlled and consolidated by the Corporation.

This basis of presentation should be read in conjunction with the following notes to the Corporation's 2020 Consolidated Financial Statements:

- Basis of presentation and summary of significant accounting policies (Note 2);
- Investments (Note 5);
- Investments in jointly controlled corporations and associates (Note 7);
- Goodwill and intangible assets (Note 10); and
- Non-controlling interests (Note 20).

NON-IFRS FINANCIAL MEASURES AND PRESENTATION

This MD&A presents and discusses financial measures which are not in accordance with IFRS. Management uses these financial measures in its presentation and analysis of the financial performance of Power Corporation, and believes that they provide additional meaningful information to readers in their analysis of the results of the Corporation. The non-IFRS financial measures used in this MD&A are defined as follows:

Non-IFRS financial measure	Definition	Purpose
Non-consolidated basis of presentation	Power Corporation's controlling interests, held through Power Financial, in Lifeco, IGM, Portage I, Portage II, Portage III and Wealthsimple, as well as other subsidiaries and investment funds consolidated by Power Corporation are accounted for using the equity method.	Used by the Corporation to present and analyze its results, financial position and cash flows. Presents the holding company's (parent) results separately from the results of its consolidated operating companies. As a holding company, management reviews and assesses the performance of each operating company's contribution to net earnings and adjusted net earnings. This presentation is useful to the reader to assess the impact of the contribution to earnings for each subsidiary.
Adjusted net earnings	Net earnings excluding Adjustments.	Assists in the comparison of the current period's results to those of previous periods as it reflects management's view of the operating performance of the Corporation and its subsidiaries and excludes items that are not considered to be part of the underlying business results.
Adjustments	After-tax impact of any item that in management's judgment, including those identified by management of its publicly traded operating companies, would make the period-over-period comparison of results from operations less meaningful. Includes the Corporation's share of Lifeco's impact of actuarial assumption changes and management actions, direct equity and interest rate market impacts on insurance contract liabilities net of hedging, as well as items that management believes are not indicative of the underlying business results which include those identified by a subsidiary or a jointly controlled corporation.	Identifies items that are not considered part of operating performance by management, including items identified by management of its publicly traded operating companies. The exclusion of these items assists management and the reader in assessing current results as these items are not reflective of underlying business results.
Adjusted net earnings per share	Earnings per share calculated using adjusted net earnings. Adjusted net earnings divided by the weighted average number of participating shares outstanding.	Assists in comparing adjusted net earnings on a per share basis.
Net asset value	Net asset value is the fair value of Power Corporation's non-consolidated assets less its net debt and preferred shares. The investments held in public entities (including Lifeco, IGM and GBL) are measured at their market value and investments in private entities and investment funds are measured at management's estimate of fair value.	Presents the fair value of the net assets of the holding company and is used to assist in assessing value. This measure may be used by investors and analysts in determining or comparing the fair value of investments held by the company or its overall fair value.
Net asset value per share	Net asset value calculated on a per share basis. Net asset value divided by the number of participating shares outstanding.	Assists the reader in comparing net asset value on a per share basis.

These non-IFRS financial measures do not have a standard meaning and may not be comparable to similar measures used by other entities. Reconciliations of the net asset value and the non-IFRS basis of presentation with the presentation in accordance with IFRS are included throughout this MD&A.

RECONCILIATION OF IFRS AND NON-IFRS FINANCIAL MEASURES

The following tables present a reconciliation of net earnings reported in accordance with IFRS to non-IFRS financial measures: adjusted net earnings, adjustments and related per share amounts. Adjusted net earnings and adjusted net earnings per share are presented in the section "Non-Consolidated Statements of Earnings":

	Six months ended		Three months ended		
	June 30, 2021	June 30, 2020	June 30, 2021	March 31, 2021	June 30, 2020
Net earnings – IFRS financial measure ^[1]	1,550	866	994	556	666
Share of Adjustments ^[2] , net of tax					
Lifeco	57	30	25	32	(105)
IGM	99	1	1	98	(4)
GBL ^[3]	–	4	–	–	3
Alternative and other investments	100	(27)	–	100	(27)
Attributable to non-controlling interests of Power Financial	–	4	–	–	–
	256	12	26	230	(133)
Adjusted net earnings – Non-IFRS financial measure ^[1]	1,806	878	1,020	786	533

[1] Attributable to participating shareholders of Power Corporation.

[2] Refer to the section "Adjustments" for more detail on Adjustments from Lifeco, IGM, GBL, and alternative and other investments.

[3] Previously reported by Pargesa.

	Six months ended		Three months ended		
	June 30, 2021	June 30, 2020	June 30, 2021	March 31, 2021	June 30, 2020
Net earnings per share – IFRS financial measure ^[1]	2.29	1.40	1.47	0.82	0.99
Share of Adjustments ^[2] , net of tax					
Lifeco	0.09	0.05	0.04	0.05	(0.16)
IGM	0.14	–	–	0.14	(0.01)
GBL ^[3]	–	0.01	–	–	0.01
Alternative and other investments	0.15	(0.04)	–	0.15	(0.04)
	0.38	0.02	0.04	0.34	(0.20)
Adjusted net earnings per share – Non-IFRS financial measure ^[1]	2.67	1.42	1.51	1.16	0.79

[1] Attributable to participating shareholders of Power Corporation.

[2] Refer to the section "Adjustments" for more detail on Adjustments from Lifeco, IGM, GBL, and alternative and other investments. Share of Adjustments on a per share basis are presented net of amounts attributable to non-controlling interests of Power Financial.

[3] Previously reported by Pargesa.

Results of Power Corporation

This section presents:

- the “Consolidated Statements of Earnings in accordance with IFRS”; and
- the “Non-Consolidated Statements of Earnings”, which present the contributions to Power Corporation of its operating subsidiaries (Lifeco and IGM) and GBL, which are held through Power Financial, and the contribution of the Corporation’s alternative and other investments and China AMC to the net earnings and adjusted net earnings of Power Corporation.

Refer to the section “Non-IFRS Financial Measures and Presentation” for a description of the non-consolidated basis of presentation and a reconciliation of IFRS and non-IFRS financial measures.

PRESENTATION OF CORPORATE OPERATIONS (NON-CONSOLIDATED BASIS)

The Corporation completed the Reorganization and announced a change in its strategy in early 2020. In the fourth quarter of 2020, the Corporation modified the presentation of the activities held through Power Financial. Previously, Power Financial’s results including its corporate operations were presented separately by the Corporation. Subsequent to the Reorganization, the corporate operations of both the Corporation and Power Financial are being managed together and have been presented on a combined basis throughout the “Results of the Corporation” section. The investment activities of Power Financial, other than those held in publicly traded operating companies, are primarily interests held in fintech investments, all of which are managed by Sagard, and have been presented combined with the investing activities of Sagard, which represents the management and oversight structure. The comparatives in the non-consolidated earnings statements, non-consolidated balance sheets and non-consolidated statements of cash flows have been restated to reflect this change.

As well, in the second quarter of 2020, the Corporation modified the presentation of the asset management companies held by the investment platforms. Previously, the asset management activities were consolidated and included as corporate activities within the non-consolidated balance sheet of the Corporation. The activities of each asset management company are now presented within their operations. The comparatives in the non-consolidated balance sheets and non-consolidated statements of cash flows have been restated to reflect this change.

DEFERRAL OF IFRS 9, FINANCIAL INSTRUMENTS (IFRS 9)

In May 2017, the International Accounting Standards Board (IASB) issued IFRS 17, *Insurance Contracts*, which will replace IFRS 4, *Insurance Contracts* and will be applied retrospectively. In June 2020, the IASB issued amendments to IFRS 17, which include an amendment to the effective date of the standard to January 1, 2023. In addition, the IASB extended to January 1, 2023 the exemption for insurers to apply the financial instruments standard, IFRS 9, *Financial Instruments*, keeping the alignment of the effective dates for IFRS 9 and IFRS 17.

IGM, a subsidiary, and GBL, held through Parjointco, a jointly controlled corporation, do not qualify for the exemption and adopted IFRS 9 on January 1, 2018. The Corporation, in accordance with the amendment of IFRS 4 to defer the adoption of IFRS 9, is permitted but not required to retain the accounting policies applied by an associate or a jointly controlled corporation which is accounted for using the equity method. The Corporation decided to continue applying accounting policies in accordance with IAS 39, *Financial Instruments: Recognition and Measurement*, to GBL’s results. On consolidation, the Corporation has adjusted the results of both IGM and GBL to be in accordance with IAS 39. Refer to the specific discussion included in the IGM and GBL sections “Contribution to net earnings and adjusted net earnings”.

CONSOLIDATED STATEMENTS OF EARNINGS IN ACCORDANCE WITH IFRS

Power Corporation's consolidated statements of earnings for the six months and three months ended June 30, 2021 are presented below. The Corporation's reportable operating segments are Lifeco, IGM and GBL. These tables reflect the contributions to the net earnings attributable to Power Corporation's participating shareholders from its reportable operating segments and the Corporation's alternative and other investments including its investment platforms, which include controlled and consolidated investment funds and investments, and its investment in China AMC.

Consolidated net earnings - Six months ended

	Lifeco	IGM ^[1]	GBL ^[2]	Investment Platforms and Other ^[3]	Corporate ^[4]	Effect of consolidation ^[5]	Power Corporation Consolidated net earnings	
							June 30, 2021	June 30, 2020
Revenues								
Total net premiums	24,903	-	-	-	-	(10)	24,893	21,286
Net investment income	389	6	-	624	25	19	1,063	6,049
Fee income	3,551	1,712	-	143	-	(92)	5,314	4,318
Other revenues	-	-	-	232	-	-	232	327
Total revenues	28,843	1,718	-	999	25	(83)	31,502	31,980
Expenses								
Total paid or credited to policyholders	21,907	-	-	-	-	-	21,907	24,264
Commissions	1,316	625	-	-	-	(26)	1,915	1,695
Operating and administrative expenses	3,538	557	-	948	80	(67)	5,056	4,035
Financing charges	156	57	-	38	27	11	289	277
Total expenses	26,917	1,239	-	986	107	(82)	29,167	30,271
Earnings before investments in jointly controlled corporations and associates, and income taxes	1,926	479	-	13	(82)	(1)	2,335	1,709
Share of earnings of investments in jointly controlled corporations and associates	20	90	205	156	28	(76)	423	123
Earnings before income taxes	1,946	569	205	169	(54)	(77)	2,758	1,832
Income taxes	163	129	-	16	22	3	333	175
Net earnings	1,783	440	205	153	(76)	(80)	2,425	1,657
Attributable to								
Non-controlling interests	806	308	-	(253)	68	(80)	849	765
Non-participating shareholders	-	-	-	-	26	-	26	26
Participating shareholders of Power Corporation ^[5]	977	132	205	406	(170)	-	1,550	866
	1,783	440	205	153	(76)	(80)	2,425	1,657

[1] Results reported by IGM are in accordance with IFRS 9. As the Corporation has not adopted IFRS 9, adjustments in accordance with IAS 39 have been recognized on consolidation by the Corporation and included in "Effect of consolidation".

[2] Results reported by GBL are in accordance with IFRS 9. The Corporation's share of earnings of GBL includes adjustments in accordance with IAS 39.

[3] "Investment platforms and other" is comprised of the Corporation's alternative and other investments including its investment platforms, which include consolidated investment funds, standalone businesses, as well as the investment activities held through Power Financial including Portage I, Portage II and Wealthsimple.

[4] "Corporate" is comprised of the corporate operations of Power Financial and the Corporation, presented on a combined basis.

[5] The results presented for Lifeco and IGM are as reported by each operating subsidiary. The Effect of consolidation includes the elimination of intercompany transactions, the application of the Corporation's accounting method for investments under common control, and reflects adjustments in accordance with IAS 39 for IGM. The contribution from Lifeco, IGM, GBL and Investment Platforms and Other to net earnings attributable to participating shareholders of the Corporation includes the effect of consolidation.

Consolidated net earnings – Three months ended

	Lifeco	IGM ^[1]	GBL ^[2]	Investment Platforms and Other ^[3]	Corporate ^[4]	Effect of consolidation ^[5]	Power Corporation Consolidated net earnings		
							June 30, 2021	March 31, 2021	June 30, 2020
Revenues									
Total net premiums ^[6]	11,751	-	-	-	-	(5)	11,746	13,147	10,385
Net investment income (loss)	4,392	3	-	329	5	2	4,731	(3,668)	7,987
Fee income	1,800	876	-	69	-	(48)	2,697	2,617	2,126
Other revenues	-	-	-	144	-	-	144	88	133
Total revenues	17,943	879	-	542	5	(51)	19,318	12,184	20,631
Expenses									
Total paid or credited to policyholders ^[6]	14,321	-	-	-	-	-	14,321	7,586	16,559
Commissions	655	335	-	-	-	(13)	977	938	813
Operating and administrative expenses	1,787	256	-	366	40	(36)	2,413	2,643	1,942
Financing charges	77	29	-	25	14	4	149	140	127
Total expenses	16,840	620	-	391	54	(45)	17,860	11,307	19,441
Earnings before investments in jointly controlled corporations and associates, and income taxes	1,103	259	-	151	(49)	(6)	1,458	877	1,190
Share of earnings of investments in jointly controlled corporations and associates	12	48	131	109	15	(40)	275	148	65
Earnings before income taxes	1,115	307	131	260	(34)	(46)	1,733	1,025	1,255
Income taxes	106	69	-	16	(16)	1	176	157	148
Net earnings	1,009	238	131	244	(18)	(47)	1,557	868	1,107
Attributable to									
Non-controlling interests	493	96	-	(26)	34	(47)	550	299	428
Non-participating shareholders	-	-	-	-	13	-	13	13	13
Participating shareholders of Power Corporation ^[5]	516	142	131	270	(65)	-	994	556	666
	1,009	238	131	244	(18)	(47)	1,557	868	1,107

[1] Results reported by IGM are in accordance with IFRS 9. As the Corporation has not adopted IFRS 9, adjustments in accordance with IAS 39 have been recognized on consolidation by the Corporation and included in "Effect of consolidation".

[2] Results reported by GBL are in accordance with IFRS 9. The Corporation's share of earnings of GBL includes adjustments in accordance with IAS 39.

[3] "Investment platforms and other" is comprised of the Corporation's alternative and other investments including its investment platforms, which include consolidated investment funds, standalone businesses, as well as the investment activities held through Power Financial including Portage I, Portage II and Wealthsimple.

[4] "Corporate" is comprised of the corporate operations of Power Financial and the Corporation, presented on a combined basis.

[5] The results presented for Lifeco and IGM are as reported by each operating subsidiary. The Effect of consolidation includes the elimination of intercompany transactions, the application of the Corporation's accounting method for investments under common control, and reflects adjustments in accordance with IAS 39 for IGM. The contribution from Lifeco, IGM, GBL and Investment Platforms and Other to net earnings attributable to participating shareholders of the Corporation includes the effect of consolidation.

[6] Comparative figures for the three months ended March 31, 2021 have been corrected relating to an immaterial classification error in Lifeco as described in Note 20 to the Corporation's Interim Consolidated Financial Statements.

As a holding company, the Corporation evaluates the performance of each segment based on its contribution to net earnings and adjusted net earnings. A discussion of the results of Lifeco, IGM and GBL is provided in the section "Contribution to net earnings and adjusted net earnings" below.

NON-CONSOLIDATED STATEMENTS OF EARNINGS

In this section, the contribution from Lifeco and IGM to the net earnings and adjusted net earnings attributable to Power Corporation's participating shareholders are accounted for using the equity method. The contribution to the Corporation's net earnings and adjusted net earnings includes the contribution from GBL, and the Corporation's alternative and other investments including investment platforms, which includes controlled and consolidated investments accounted for using the equity method, and China AMC. The corporate operations from Power Financial and Power Corporation are presented on a combined basis.

Contribution to adjusted and net earnings

	Six months ended		Three months ended		
	June 30, 2021	June 30, 2020	June 30, 2021	March 31, 2021	June 30, 2020
Adjusted net earnings ^[1]					
Lifeco ^[2]	1,045	835	551	494	472
IGM ^[2]	273	214	148	125	114
GBL ^[2]	74	88	24	50	84
Effect of consolidation ^[3]	78	21	92	(14)	(50)
	1,470	1,158	815	655	620
Alternative and other investments ^[4]	531	26	275	256	1
China AMC	28	19	15	13	10
Corporate operating and other expenses	(129)	(114)	(38)	(91)	(51)
Dividends on non-participating and perpetual preferred shares	(94)	(95)	(47)	(47)	(47)
Non-controlling interests of Power Financial	-	(116)	-	-	-
	1,806	878	1,020	786	533
Adjustments ^[5]					
Lifeco ^[2]	(49)	(30)	(28)	(21)	105
GBL ^[2]	-	(4)	-	-	(3)
Effect of consolidation	(107)	(1)	2	(109)	4
	(156)	(35)	(26)	(130)	106
Alternative and other investments	(100)	27	-	(100)	27
Non-controlling interests of Power Financial	-	(4)	-	-	-
	(256)	(12)	(26)	(230)	133
Net earnings ^[6]	1,550	866	994	556	666

[1] For a reconciliation of Lifeco, IGM and GBL's non-IFRS adjusted net earnings to their net earnings, refer to the section "Contribution to net earnings and adjusted net earnings" below.

[2] As reported by Lifeco, IGM and GBL.

[3] See table below for details on Effect of consolidation.

[4] Includes earnings of the Corporation's investment platforms including investments held through Power Financial and earnings (losses) from standalone businesses.

[5] See "Adjustments" section below, including details on Effect of consolidation.

[6] Attributable to participating shareholders.

Contribution to adjusted and net earnings per share

	Six months ended		Three months ended		
	June 30, 2021	June 30, 2020	June 30, 2021	March 31, 2021	June 30, 2020
Adjusted net earnings per share – basic					
Lifeco ^[1]	1.54	1.23	0.81	0.73	0.70
IGM ^[1]	0.40	0.31	0.22	0.18	0.17
GBL ^[1]	0.11	0.14	0.03	0.08	0.12
Effect of consolidation ^[2]	0.12	(0.01)	0.14	(0.02)	(0.07)
	2.17	1.67	1.20	0.97	0.92
Alternative and other investments ^[3]	0.79	0.05	0.41	0.38	–
China AMC	0.04	0.03	0.02	0.02	0.01
Corporate operating and other expenses and dividends on non-participating and perpetual preferred shares	(0.33)	(0.33)	(0.12)	(0.21)	(0.14)
	2.67	1.42	1.51	1.16	0.79
Adjustments ^[4]					
Lifeco	(0.08)	(0.05)	(0.05)	(0.03)	0.16
GBL	–	(0.01)	–	–	(0.01)
Effect of consolidation	(0.15)	–	0.01	(0.16)	0.01
	(0.23)	(0.06)	(0.04)	(0.19)	0.16
Alternative and other investments	(0.15)	0.04	–	(0.15)	0.04
	(0.38)	(0.02)	(0.04)	(0.34)	0.20
Net earnings per share ^[5]	2.29	1.40	1.47	0.82	0.99

[1] As reported by Lifeco, IGM and GBL. For a reconciliation of Lifeco, IGM and GBL's non-IFRS adjusted net earnings per share to their net earnings per share, refer to the section "Contribution to net earnings and adjusted net earnings" below.

[2] See table below for details on Effect of consolidation.

[3] Includes earnings of the Corporation's investment platforms including investments held through Power Financial and earnings (losses) from standalone businesses.

[4] See "Adjustments" section below, including details on Effect of consolidation.

[5] Attributable to participating shareholders.

Effect of consolidation reflects:

- The elimination of intercompany transactions;
- The application of the Corporation's accounting method for investments under common control to the reported net earnings of the publicly traded operating companies, which include:
 - i) An adjustment related to Lifeco's investment in PSEIP; and
 - ii) An allocation of the results of the fintech portfolio, including Wealthsimple, Koho, Portage I, Portage II and Portage III, to the contributions from Lifeco and IGM based on their respective interest; and
- Adjustments in accordance with IAS 39 for IGM and GBL.

The following table summarizes the effect of consolidation on adjusted net earnings by nature for Lifeco, IGM and GBL:

	Six months ended		Three months ended		
	June 30, 2021	June 30, 2020	June 30, 2021	March 31, 2021	June 30, 2020
Lifeco					
Application of the Corporation's accounting method on investments under common control and other	(11)	(3)	(10)	(1)	(2)
IGM					
Application of the Corporation's accounting method on investments under common control	(48)	(9)	(8)	(40)	(2)
Adjustments in accordance with IAS 39 and other	6	-	3	3	(4)
	(42)	(9)	(5)	(37)	(6)
GBL					
Adjustments in accordance with IAS 39 and other	131	33	107	24	(42)
	78	21	92	(14)	(50)
Non-controlling interests of Power Financial	-	(32)	-	-	-
	78	(11)	92	(14)	(50)
Per share	0.12	(0.01)	0.14	(0.02)	(0.07)

2021 vs. 2020	Q2 2021 vs. Q2 2020 and Q1 2021
Net earnings	
\$1,550 million or \$2.29 per share, compared with \$866 million or \$1.40 per share in the corresponding period in 2020, an increase of 63.6% on a per share basis.	\$994 million or \$1.47 per share, compared with \$666 million or \$0.99 per share in the corresponding period in 2020, an increase of 48.5% on a per share basis, and \$556 million or \$0.82 per share in the first quarter of 2021.
Adjusted net earnings	
\$1,806 million or \$2.67 per share, compared with \$878 million or \$1.42 per share in the corresponding period in 2020, an increase of 88.0% on a per share basis.	\$1,020 million or \$1.51 per share, compared with \$533 million or \$0.79 per share in the corresponding period in 2020, an increase of 91.1% on a per share basis, and \$786 million or \$1.16 per share in the first quarter of 2021.
Contribution to net earnings and adjusted net earnings from Lifeco, IGM and GBL	
Contribution to net earnings of \$1,314 million, compared with \$1,123 million in the corresponding period in 2020, an increase of 17.0%.	Contribution to net earnings of \$789 million, compared with \$726 million in the corresponding period in 2020, an increase of 8.7%, and \$525 million in the first quarter of 2021.
Contribution to adjusted net earnings of \$1,470 million, compared with \$1,158 million in the corresponding period in 2020, an increase of 26.9%.	Contribution to adjusted net earnings of \$815 million, compared with \$620 million in the corresponding period in 2020, an increase of 31.5%, and \$655 million in the first quarter of 2021.

A discussion of the results of the Corporation is provided in the sections "Contribution to net earnings and adjusted net earnings", "Alternative and other investments", "China AMC", "Corporate operations", and "Adjustments" below.

CONTRIBUTION TO NET EARNINGS AND ADJUSTED NET EARNINGS

The reportable operating segments of Power Corporation are Lifeco, IGM and GBL.

LIFECO**Contribution to Power Corporation**

	Six months ended		Three months ended		
	June 30, 2021	June 30, 2020	June 30, 2021	March 31, 2021	June 30, 2020
Contribution to Power Corporation's ^[1] :					
Adjusted net earnings					
As reported by Lifeco	1,045	835	551	494	472
Effect of consolidation ^[2]	(11)	(3)	(10)	(1)	(2)
	1,034	832	541	493	470
Adjustments					
As reported by Lifeco	(49)	(30)	(28)	(21)	105
Effect of consolidation ^[3]	(8)	-	3	(11)	-
	(57)	(30)	(25)	(32)	105
Non-controlling interests of Power Financial	-	(76)	-	-	-
Net earnings	977	726	516	461	575

[1] Power Financial's average direct ownership in Lifeco was 66.8% for the quarter ended June 30, 2021 (66.9% in the corresponding period in 2020). The contributions to earnings from Power Financial for the periods prior and subsequent to the Reorganization are based on ownership of Power Financial of 64.1% and 100%, respectively.

[2] The Effect of consolidation includes the elimination of intercompany transactions and the application of the Corporation's accounting method for investments under common control including an adjustment for Lifeco's investment in PSEIP and an allocation of the results of the fintech portfolio.

[3] Refer to the section "Adjustments" below for details of the Effect of consolidation.

Adjusted and net earnings per share as reported by Lifeco

	Six months ended		Three months ended		
	June 30, 2021	June 30, 2020	June 30, 2021	March 31, 2021	June 30, 2020
Adjusted net earnings per share ^[1, 2]	1.685	1.347	0.889	0.796	0.761
Adjustments ^[3]	(0.080)	(0.048)	(0.045)	(0.034)	0.169
Net earnings per share ^[1]	1.605	1.299	0.844	0.762	0.930

[1] Attributable to Lifeco common shareholders.

[2] Described as "base earnings per common share" by Lifeco; refer to Part B of this MD&A.

[3] See "Adjustments" section below.

Adjusted and net earnings (loss) as reported by Lifeco

	Six months ended		Three months ended		
	June 30, 2021	June 30, 2020	June 30, 2021	March 31, 2021	June 30, 2020
Adjusted net earnings (loss) ^[1, 2]					
Canada	591	588	293	298	315
United States	294	100	190	104	83
Europe	385	311	184	201	179
Capital and Risk Solutions	295	256	150	145	137
Lifeco Corporate	-	(6)	9	(9)	(8)
	1,565	1,249	826	739	706
Adjustments ^[3, 4]					
Actuarial assumption changes and other management actions	42	70	37	5	122
Market-related impacts on liabilities	(43)	(114)	(19)	(24)	35
Restructuring and integration costs	(27)	-	(15)	(12)	-
Transaction costs related to the acquisitions of Personal Capital and MassMutual	(25)	-	(24)	(1)	-
Tax legislative changes impact on liabilities	(21)	-	(21)	-	-
	(74)	(44)	(42)	(32)	157
Net earnings (loss) ^[1]					
Canada	575	504	288	287	353
United States	239	83	150	89	78
Europe	380	344	185	195	253
Capital and Risk Solutions	297	280	152	145	187
Lifeco Corporate	-	(6)	9	(9)	(8)
Net earnings ^[1]	1,491	1,205	784	707	863

[1] Attributable to Lifeco common shareholders.

[2] Described as "base earnings" by Lifeco; refer to Part B of this MD&A.

[3] Described as "items excluded from base earnings" by Lifeco; refer to Part B of this MD&A.

[4] See "Adjustments" section below.

2021 vs. 2020	Q2 2021 vs. Q2 2020 and Q1 2021
Net earnings	
\$1,491 million or \$1.605 per share, compared with \$1,205 million or \$1.299 per share in the corresponding period in 2020, an increase of 23.6% on a per share basis.	\$784 million or \$0.844 per share, compared with \$863 million or \$0.930 per share in the corresponding period in 2020, a decrease of 9.2% on a per share basis, and \$707 million or \$0.762 per share in the first quarter of 2021.
Adjusted net earnings	
\$1,565 million or \$1.685 per share, compared with \$1,249 million or \$1.347 per share in the corresponding period in 2020, an increase of 25.1% on a per share basis.	\$826 million or \$0.889 per share, compared with \$706 million or \$0.761 per share in the corresponding period in 2020, an increase of 16.8% on a per share basis, and \$739 million or \$0.796 per share in the first quarter of 2021.

CANADA

Net earnings in the six-month period ended June 30, 2021 increased by \$71 million to \$575 million, compared with the corresponding period in 2020. Adjusted net earnings in the six-month period ended June 30, 2021 were \$591 million, an increase of \$3 million compared with the same period last year, primarily due to:

- More favourable morbidity experience in Group Customer and more favourable impact of new business in Individual Customer;
- Partially offset by lower contributions from investment experience and lower surplus investment income on seed money.

Adjusted net earnings in the six-month period ended June 30, 2021 excluded Adjustments of negative \$16 million, compared with Adjustments of negative \$84 million in the corresponding period in 2020. Actuarial assumption changes and management actions were negative \$19 million primarily due to valuation model refinements, compared with negative \$51 million for the same period last year. Actuarial liability basis changes in the comparative period in 2020 included updated economic assumptions for products with long-tail cash flows and updated morbidity assumptions. Positive market-related impacts were \$3 million in the six months ended June 30, 2021, compared with negative market-related impacts of \$33 million in the same period last year, which was impacted by equity market declines and volatility in the first quarter of 2020.

Net earnings in the three-month period ended June 30, 2021 decreased by \$65 million to \$288 million, compared with the corresponding quarter in 2020. Adjusted net earnings in the three-month period ended June 30, 2021 were \$293 million, a decrease of \$22 million compared with the same quarter last year, primarily due to:

- Lower contributions from investment experience, which included the impact of an asset impairment;
- Partially offset by higher fee income due to higher markets and favourable morbidity experience in Group Customer.

Adjusted net earnings in the three-month period ended June 30, 2021 excluded Adjustments of negative \$5 million, compared with Adjustments of positive \$38 million in the corresponding quarter in 2020. Actuarial assumption changes and management actions were negative \$6 million primarily due to model refinements, compared with positive \$43 million for the same quarter last year. Actuarial liability basis changes in the comparative period in 2020 were primarily related to updated economic assumptions for products with long-tail cash flows in the second quarter of 2020. Positive market-related impacts were \$1 million in the three months ended June 30, 2021, compared with negative market-related impacts of \$5 million in the same quarter last year.

UNITED STATES

Net earnings in the six-month period ended June 30, 2021 increased by US\$131 million (C\$156 million) to US\$192 million (C\$239 million), compared with the corresponding period in 2020. Adjusted net earnings were US\$236 million (C\$294 million) in the six-month period ended June 30, 2021, an increase of US\$162 million (C\$194 million) compared with the same period last year, primarily due to:

- An increase of US\$128 million in Financial Services, primarily due to MassMutual-related base earnings of US\$90 million, growth in the existing Empower Retirement business attributable to higher average equity markets and an increase in participants as well as higher contributions from investment experience; and
- An increase of US\$36 million in Putnam, primarily due to higher fee revenue, partially offset by higher compensation expenses.
- Partially offset by a Personal Capital-related base loss of US\$18 million.

Adjusted net earnings in the six-month period ended June 30, 2021 excluded Adjustments of negative US\$44 million (C\$55 million), compared with negative US\$13 million (C\$17 million) in the corresponding period in 2020. Restructuring and integration costs of US\$22 million for the six months ended June 30, 2021 included US\$18 million of integration costs related to the MassMutual and Personal Capital acquisitions and restructuring costs of US\$4 million related to the finalization of actions undertaken at Putnam in 2019. Transaction costs related to the acquisitions of MassMutual and Personal Capital were US\$21 million in the six-month period of 2021 and included US\$17 million of additional contingent consideration expense related to the acquisition of Personal Capital based on a higher best estimate of net new assets above the amount assumed in the purchase price and US\$4 million of transaction costs related to the acquisition of MassMutual. Market-related impact on liabilities for the six-month period of 2021 was negative US\$1 million compared with negative US\$13 million for the same period last year, primarily driven by lower hedge ineffectiveness losses related to guaranteed lifetime withdrawal benefits caused by market volatility.

Net earnings in the three-month period ended June 30, 2021 increased by US\$65 million (C\$72 million) to US\$122 million (C\$150 million), compared with the corresponding quarter in 2020. Adjusted net earnings were US\$155 million (C\$190 million) in the three-month period ended June 30, 2021, an increase of US\$94 million (C\$107 million) compared with the same quarter last year, primarily due to:

- An increase of US\$86 million in Financial Services, primarily due to MassMutual-related base earnings of US\$52 million, and the same reasons discussed in the six-month period above; and
- An increase of US\$8 million in Putnam, primarily due to higher fee revenue, partially offset by higher compensation-related and asset-based expenses as well as lower net investment income.
- Partially offset by a Personal Capital-related base loss of US\$7 million.

Adjusted net earnings in the three-month period ended June 30, 2021 excluded Adjustments of negative US\$33 million (C\$40 million), compared with negative US\$4 million (C\$5 million) in the corresponding quarter in 2020. The three months ended June 30, 2021 included transaction costs of US\$20 million related to the acquisitions of MassMutual and Personal Capital as discussed in the six-month period above, integration costs related to the MassMutual and Personal Capital acquisitions of US\$9 million and restructuring costs of US\$4 million related to the finalization of actions undertaken at Putnam in 2019. Market-related impact on liabilities for the second quarter of 2021 was nil compared with negative US\$4 million for the same quarter last year, primarily due to the same reasons discussed above.

EUROPE

Net earnings in the six-month period ended June 30, 2021 increased by \$36 million to \$380 million, compared with the corresponding period in 2020. Adjusted net earnings in the six-month period ended June 30, 2021 were \$385 million, an increase of \$74 million compared with the same period last year primarily due to:

- Favourable investment and mortality experience in the U.K. and favourable morbidity experience in Ireland; and
- Favourable impact of changes to certain tax estimates in Germany, resulting from the successful conclusion of a prior period tax agreement with a foreign tax authority.
- Partially offset by unfavourable changes to certain tax estimates in the U.K.

Adjusted net earnings in the six-month period ended June 30, 2021 excluded Adjustments of negative \$5 million, compared with Adjustments of positive \$33 million in the corresponding period in 2020. The decrease in Adjustments of \$38 million was primarily due to the impact of unfavourable tax legislative changes of \$21 million due to legislative increases to future U.K. corporation tax rates resulting in the revaluation of deferred tax liabilities, and lower contributions from actuarial assumption changes, partially offset by improved market-related impacts on liabilities. In the six months ended June 30, 2021, market-related impact on liabilities was negative \$43 million, primarily due to updated cash flow projections for real estate which support insurance contract liabilities. In the same period in 2020, market-related impact on liabilities was negative \$55 million, primarily due to movements in the valuation of U.K. real estate assets as well as unhedged market movements in Ireland and Germany, partially offset by the impact of changes to certain tax estimates driven by equity markets in the U.K. Contributions from actuarial assumption changes and other management actions were a positive impact of \$59 million in the six-month period ended June 30, 2021, primarily due to updated economic assumptions and updated policyholder behaviour assumptions, compared with a positive impact of \$88 million in the corresponding period in 2020.

Net earnings in the three-month period ended June 30, 2021 decreased by \$68 million to \$185 million, compared with the corresponding quarter in 2020. Adjusted net earnings in the three-month period ended June 30, 2021 were \$184 million, an increase of \$5 million compared with the same quarter last year primarily due to:

- Favourable morbidity experience in Ireland and favourable investment experience in the U.K.; and
- Favourable impact of changes to certain tax estimates in Germany, partially offset by unfavourable changes to certain tax estimates in the U.K. for the same reasons as discussed in the six-month period above.

Adjusted net earnings in the three-month period ended June 30, 2021 excluded Adjustments of positive \$1 million, compared with Adjustments of positive \$74 million in the corresponding quarter in 2020. The decrease in Adjustments of \$73 million was primarily due to unfavourable market-related impacts on liabilities and unfavourable tax legislative changes, as discussed in the six-month period above. In the three months ended June 30, 2021, market-related impact on liabilities was negative \$19 million, as discussed in the six-month period above. In the second quarter of 2020, positive market-related impacts on liabilities of \$24 million were primarily due to favourable investment guarantee and premium deficiency reserves in Ireland. Contributions from actuarial assumption changes and other management actions were a positive impact of \$41 million in the second quarter of 2021, compared with a positive impact of \$50 million in the second quarter of 2020.

CAPITAL AND RISK SOLUTIONS

Net earnings in the six-month period ended June 30, 2021 increased by \$17 million to \$297 million, compared with the same period last year. Adjusted net earnings in the six-month period ended June 30, 2021 were \$295 million, an increase of \$39 million compared with the same period last year, primarily due to growth in business inforce partially offset by less favourable claims experience in the longevity and life businesses.

Adjusted net earnings in the six-month period ended June 30, 2021 excluded Adjustments of positive \$2 million, compared with Adjustments of positive \$24 million in the corresponding period in 2020. The decrease in Adjustments is primarily due to less favourable contributions from insurance contract liability basis changes compared with the prior year.

Net earnings in the three-month period ended June 30, 2021 decreased by \$35 million to \$152 million, compared with the same quarter last year. Adjusted net earnings in the three-month period ended June 30, 2020 were \$150 million, an increase of \$13 million compared with the same quarter last year primarily due to growth in business inforce and favourable claims experience in the life business, partially offset by less favourable claims experience in the longevity business.

Adjusted net earnings in the three-month period ended June 30, 2021 excluded Adjustments of positive \$2 million, compared with Adjustments of positive \$50 million in the corresponding quarter in 2020. The second quarter of 2020 included positive market-related impact on liabilities driven by a decrease in actuarial liabilities on a legacy block of business with investment performance guarantees reflecting market recoveries during the quarter and positive contributions from insurance contract liability basis changes.

ADJUSTMENTS

Adjustments are items excluded from net earnings in the determination of adjusted net earnings by Lifeco's management. Refer to further discussion above in each of Lifeco's operating segments.

In the first and second quarters of 2021, Adjustments of \$74 million consist of:

- In the second quarter of 2021, Adjustments were \$42 million which consisted of a positive earnings impact of \$37 million relating to actuarial assumption changes and other management actions, offset by negative market-related impacts on liabilities of \$19 million, tax legislative changes impact on liabilities of \$21 million, transaction costs related to the acquisitions of Personal Capital and MassMutual of \$24 million and restructuring and integration costs of \$15 million.
- In the first quarter of 2021, Adjustments were \$32 million which primarily consisted of a positive earnings impact of \$5 million relating to actuarial assumption changes and other management actions, offset by negative market-related impacts on liabilities of \$24 million, restructuring and integration costs of \$12 million, and transaction costs related to the acquisition of Personal Capital and MassMutual of \$1 million.

In the first and second quarters of 2020, Adjustments of \$44 million consisted of:

- In the second quarter of 2020, Adjustments were a positive earnings impact of \$157 million which consisted of a positive earnings impact of \$122 million relating to actuarial assumption changes and other management actions, and positive market-related impacts on liabilities of \$35 million.
- In the first quarter of 2020, Adjustments were \$201 million which consisted of a negative earnings impact of \$52 million relating to actuarial assumption changes and other management actions, and negative market-related impacts on liabilities of \$149 million.

The information above has been derived from Lifeco's interim and most recent Annual MD&A; see Part B of this MD&A for additional information on Lifeco's interim results. Lifeco's most recent Annual MD&A is available under its profile on SEDAR (www.sedar.com).

IGM FINANCIAL

Contribution to Power Corporation

	Six months ended		Three months ended		
	June 30, 2021	June 30, 2020	June 30, 2021	March 31, 2021	June 30, 2020
Contribution to Power Corporation's ^[1] :					
Adjusted net earnings					
As reported by IGM	273	214	148	125	114
Effect of consolidation ^[2]	(42)	(9)	(5)	(37)	(6)
	231	205	143	88	108
Adjustments					
Effect of consolidation ^[3]	(99)	(1)	(1)	(98)	4
Non-controlling interests of Power Financial	-	(17)	-	-	-
Net earnings	132	187	142	(10)	112

[1] Power Financial's average direct ownership in IGM was 62.0% for the quarter ended June 30, 2021 (62.1% in the corresponding period in 2020). The contributions to earnings from Power Financial for the periods prior and subsequent to the Reorganization are based on ownership of Power Financial of 64.1% and 100%, respectively.

[2] The Effect of consolidation includes the elimination of intercompany transactions, the application of the Corporation's accounting method for investments under common control including an allocation of the results of the fintech portfolio and reflects adjustments in accordance with IAS 39.

[3] Refer to the section "Adjustments" below for details of Effect of consolidation.

Adjusted and net earnings per share as reported by IGM (in accordance with IFRS 9)

	Six months ended		Three months ended		
	June 30, 2021	June 30, 2020	June 30, 2021	March 31, 2021	June 30, 2020
Net earnings per share ^[1]	1.84	1.45	0.99	0.85	0.77

[1] Available to IGM common shareholders.

Adjusted and net earnings by segments as reported by IGM (in accordance with IFRS 9)

	Six months ended		Three months ended		
	June 30, 2021	June 30, 2020	June 30, 2021	March 31, 2021	June 30, 2020
Wealth Management ^[1]	249	206	134	115	100
Asset Management ^[1]	105	69	57	48	37
Strategic Investments and Other ^[1]	86	69	47	39	46
Net earnings ^[2]	440	344	238	202	183

[1] In the third quarter of 2020, IGM realigned its reportable segments to better characterize IGM's business lines and improve transparency into the key drivers of its business. IGM has realigned the previously reported IG Wealth Management, Mackenzie Investments and Corporate and Other segments into three segments so that financial reporting characterizes its distinct business lines. The realigned segments include: Wealth Management, Asset Management and Strategic Investments and Other. In the first quarter of 2021, IGM further expanded its reportable segment disclosures to present net earnings, whereas previously it was presented as earnings before interest and taxes. Debt and interest expense is allocated to each segment based on IGM's assessment of: i) capacity to service the debt, and ii) where the debt is being serviced. Comparative figures have been reclassified to reflect these changes.

[2] Available to IGM common shareholders.

2021 vs. 2020	Q2 2021 vs. Q2 2020 and Q1 2021
Net earnings	
\$440 million or \$1.84 per share, compared with \$344 million or \$1.45 per share in the corresponding period in 2020, an increase of 26.9% on a per share basis.	\$238 million or \$0.99 per share, compared with \$183 million or \$0.77 per share in the corresponding period in 2020, an increase of 28.6% on a per share basis, and \$202 million or \$0.85 per share in the first quarter of 2021.

On January 1, 2018, IGM adopted IFRS 9, *Financial Instruments*. Power Financial has deferred the adoption of IFRS 9 and continues to apply IAS 39. The contribution to Power Financial includes adjustments to reverse the impact of the application of IFRS 9 by IGM.

There were no Adjustments in the first quarter and second quarters of 2021 and in the corresponding quarters in 2020. The following is a summary of each segment's net earnings:

WEALTH MANAGEMENT

Net earnings increased by \$43 million to \$249 million in the six-month period ended June 30, 2021, compared with the corresponding period in 2020. The increase in net earnings is mainly related to an increase in net earnings of IG Wealth Management of \$42 million, primarily due to:

- An increase in income from advisory fees of \$62 million, primarily due to the increase in average assets under advisement of 15.6%, offset in part by a decrease in the advisory fee rate. The average advisory fee rate for the six-month period was 104.3 basis points of average assets under advisement, compared with 106.8 basis points in 2020, reflecting changes in product and client mix as there is an increase in high-net-worth clients who are eligible for lower rates;
- An increase in income from product and program fees of \$48 million, primarily due to the increase in average assets under management of 13.9%. The average product and program fee rate for the period was 86.0 basis points of average assets under management, compared with 86.7 basis points in 2020, reflecting changes in price;
- An increase in other financial planning revenues of \$15 million to \$82 million, primarily due to higher earnings from the mortgage banking operations and higher distribution fee income from insurance products; and
- An increase in net investment income and other of \$2 million to \$2 million. Net investment income and other is primarily related to investment income earned on cash and cash equivalents and securities and other income not related to IG Wealth Management's core business. It also includes a charge from the Strategic Investments and Other segment for the use of unallocated capital.

Partially offset by:

- An increase in advisory and business development expenses of \$49 million to \$410 million in the six-month period which includes compensation paid to consultants, the majority of which vary directly with assets or sales levels. Asset-based compensation increased by \$40 million to \$256 million, mainly due to increased average assets under advisement and consultant performance. Sales-based compensation is based on the level of new assets contributed to client accounts and is capitalized and amortized as they reflect incremental costs to obtain a client contract. Sales-based compensation increased by \$9 million to \$26 million, due to additional sales-based commission being capitalized and amortized throughout 2020 and 2021;
- An increase in sub-advisory expenses of \$12 million to \$84 million, primarily due to higher assets under management;
- An increase in operations and support expenses of \$6 million to \$212 million which includes costs that support wealth management and other general and administrative functions such as product management, technology and operations, as well as other functional business units and corporate expenses; and
- A decrease in redemption fees of \$3 million to \$6 million.

Net earnings increased by \$34 million to \$134 million in the three-month period ended June 30, 2021, compared with the corresponding quarter in 2020. The increase in net earnings is mainly related to an increase in net earnings of IG Wealth Management of \$33 million, primarily due to:

- An increase in income from advisory fees of \$42 million, primarily due to the increase in average assets under advisement of 20.3%, offset in part by a decrease in the advisory fee rate. The average advisory fee rate for the three-month period was 104.2 basis points of average assets under advisement, compared with 107.1 basis points in 2020, reflecting changes in product and client mix as explained in the six-month period above;
- An increase in income from product and program fees of \$34 million, primarily due to the increase in average assets under management of 18.5%. The average product and program fee rate for the quarter was 86.0 basis points of average assets under management, compared with 86.3 basis points in 2020, reflecting changes in price; and
- An increase in other financial planning revenues of \$9 million to \$40 million, primarily due to higher earnings from the mortgage banking operations and higher distribution fee income from insurance products.

Partially offset by:

- An increase in advisory and business development expenses of \$27 million to \$205 million in the quarter. Asset-based compensation increased by \$25 million to \$131 million, mainly due to increased average assets under advisement and consultant performance. Sales-based compensation increased by \$5 million to \$13 million, due to additional sales-based commission being capitalized and amortized throughout 2020 and 2021;
- An increase in sub-advisory expenses of \$7 million to \$43 million, primarily due to higher assets under management;
- An increase in operations and support expenses of \$4 million to \$102 million; and
- A decrease in net investment income and other of \$1 million.

ASSET MANAGEMENT

The Asset Management segment includes the fees received from IGM's mutual funds, Wealth Management segment and third parties for investment management services.

Net earnings increased by \$36 million to \$105 million in the six-month period ended June 30, 2021, compared with the corresponding period in 2020, due to:

- An increase of net asset management fees, which is asset management fees offset by dealer compensation expenses, of \$71 million to \$364 million, mainly due to an increase in net asset management fees – third party of \$65 million, primarily due to a 72.1% increase in average assets under management, partially offset by a decline in the effective net asset management fee rate. Mackenzie's net asset management fee rate was 53.6 basis points for the six months ended June 30, 2021, compared with 72.6 basis points in the comparative period in 2020. The decline in the net asset management fee rate in the period was primarily due to the increase in sub-advisory assets from the GLC acquisition, which have lower effective rates, and to a change in the composition of assets under management, including the impact of having a greater share in non-retail-priced products. Management fees – Wealth Management increased by \$6 million to \$55 million; and
- An increase in net investment income and other of \$1 million to \$2 million. Net investment income and other primarily includes investment returns related to Mackenzie's investments in proprietary funds, which are generally made in the process of launching a fund and are sold as third-party investors subscribe.
- Partially offset by an increase in expenses of \$23 million to \$213 million, primarily due to an increase in operations and support expenses of \$15 million as well as the increase in advisory and business development expenses of \$10 million. Advisory and business development expenses primarily includes wholesale distribution activities which vary directly with assets or sales levels. The increase in the six-month period is due to higher wholesale commissions attributed to record high level of sales partially offset by lower travel and entertainment expenses. Operations and support expenses includes costs associated with business operations, including technology and business processes, in-house investment management and product shelf management, corporate management and support functions. These expenses primarily reflect compensation, technology and other service provider expenses.

Net earnings increased by \$20 million to \$57 million in the three-month period ended June 30, 2021, compared with the corresponding quarter in 2020, due to:

- An increase of net asset management fees, which is asset management fees offset by dealer compensation expenses, of \$44 million to \$189 million, mainly due to an increase in net asset management fees – third party of \$40 million, primarily due to a 77.3% increase in average assets under management, partially offset by a decline in the effective net asset management fee rate. Mackenzie's net asset management fee rate was 54.1 basis points for the three months ended June 30, 2021, compared with 72.0 basis points in the comparative period in 2020. The decline in the net asset management fee rate in the quarter was primarily due to the increase in sub-advisory assets from the GLC acquisition, which have lower effective rates, and to a change in the composition of assets under management, including the impact of having a greater share in non-retail-priced products. Management fees – Wealth Management increased by \$4 million to \$28 million.

Partially offset by:

- A decrease in net investment income and other of \$2 million to \$1 million; and
- An increase in expenses of \$15 million to \$108 million, primarily due to an increase in operations and support expenses of \$6 million as well as the increase in advisory and business development expenses of \$9 million, which vary directly with assets or sales levels.

ASSETS UNDER MANAGEMENT AND ADVISEMENT

Assets under advisement (AUA) are a key performance indicator for the Wealth Management segment. AUA represents savings and investment products, including assets under management where IGM provides investment management services, held within client accounts of IGM's Wealth Management segment's operating companies.

Assets under management (AUM) are the key driver of the Asset Management segment and a secondary driver of revenues and expenses within the Wealth Management segment in relation to its investment management activities. AUM are client assets where IGM provides investment management services, and include investment funds where IGM is the fund manager, investment advisory mandates to institutions, and other client accounts where IGM has discretionary portfolio management responsibilities.

Total assets under management and advisement were as follows:

(In billions of dollars)	June 30, 2021	March 31, 2021	June 30, 2020	March 31, 2020
Wealth Management				
Assets under management	110.7	106.1	94.6	86.6
Other assets under advisement	32.6	30.8	25.9	23.6
Assets under advisement	143.3	136.9	120.5	110.2
Asset Management				
Assets under management excluding sub-advisory to Wealth Management	122.9	115.5	70.8	60.9
Sub-advisory to Wealth Management	78.8	76.1	68.9	64.1
Assets under management	201.7	191.6	139.7	125.0
Consolidated^[1]				
Assets under management	233.6	221.6	165.4	147.5
Other assets under advisement ^[2]	28.4	26.9	22.9	20.9
Total assets under management and advisement^[2]	262.0	248.5	188.3	168.4

[1] Represents the consolidated assets under management and advisement of IGM. In the Wealth Management segment, assets under management is a component part of assets under advisement. All instances where the Asset Management segment is providing investment management services or distributing its products through the Wealth Management segment are eliminated in IGM reporting such that there is no double counting of the same client assets held at IGM operating companies.

[2] Includes adjustment representing the elimination of double counting where business is reflected within multiple segments.

Total average assets under management and advisement were as follows:

(In billions of dollars)	Q2	2021 Q1	Q4	Q3	Q2	2020 Q1
Wealth Management						
Assets under advisement	140.2	134.9	128.3	124.3	117.1	121.9
Assets under management	108.5	104.9	100.4	97.7	91.9	96.2
Asset Management						
Assets under management excluding sub-advisory to Wealth Management	119.3	112.7	77.2	73.7	67.3	67.1
Total assets under management	196.6	187.2	149.5	144.5	134.5	137.5
Consolidated^[1]						
Assets under management	227.8	217.6	177.6	171.4	159.2	163.3
Assets under management and advisement ^[2]	255.4	243.9	202.2	194.9	181.5	186.0

[1] Represents the consolidated assets under management and advisement of IGM. All instances where the Asset Management segment is providing investment management services or distributing its products through the Wealth Management segment are eliminated in IGM reporting such that there is no double counting of the same client assets held at IGM operating companies.

[2] Includes adjustment representing the elimination of double counting where business is reflected within multiple segments.

ADJUSTMENTS

Adjustments are items excluded from net earnings in the determination of adjusted net earnings by IGM's management.

There were no Adjustments in the first and second quarters of 2021 and in the corresponding quarters in 2020.

The information above has been derived from IGM's interim and most recent Annual MD&A; see Part C of this MD&A for more information on IGM's interim results. IGM's most recent Annual MD&A is available under its profile on SEDAR (www.sedar.com).

GBL

Contribution to Power Corporation

(In millions of Canadian dollars)	Six months ended		Three months ended		
	June 30, 2021	June 30, 2020	June 30, 2021	March 31, 2021	June 30, 2020
Contribution to Power Corporation's ^[1] :					
Adjusted net earnings (loss)					
As reported by GBL ^[2]	74	88	24	50	84
Effect of consolidation ^[3]	131	33	107	24	(42)
	205	121	131	74	42
Adjustments ^[2]	-	(4)	-	-	(3)
Non-controlling interests of Power Financial	-	(33)	-	-	-
Net earnings (loss)	205	84	131	74	39

[1] In the three-month period ended June 30, 2021, Power Financial's average indirect ownership in GBL was 14.1% (same as in the corresponding period in 2020). The contributions to earnings from Power Financial for the periods prior and subsequent to the Reorganization are based on ownership of Power Financial of 64.1% and 100%, respectively.

[2] In the fourth quarter of 2020, following the merger of Pargesa and Parjointco Switzerland SA, Pargesa was delisted from the SIX and has therefore ceased to publish quarterly financial information. Prior to the fourth quarter of 2020, the Contribution to the Corporation was based on the financial results of Pargesa which included Adjustments identified by Pargesa. As of the fourth quarter of 2020, the Contribution to the Corporation is based on the financial results of GBL. GBL does not identify Adjustments or report adjusted net earnings.

[3] The Corporation has not adopted IFRS 9. The contribution to the Corporation includes an adjustment to account for GBL under IAS 39 as described below.

Adjusted and net earnings (loss) as reported by GBL (in accordance with IFRS 9)

(In millions of euros)	Six months ended		Three months ended		
	June 30, 2021	June 30, 2020	June 30, 2021	March 31, 2021	June 30, 2020
Share of earnings (loss) of associates and consolidated operating companies of:					
Imerys	78	31	39	39	7
Webhelp	22	10	11	11	8
Pioli II/Parques Reunidos	(18)	(34)	(7)	(11)	(19)
Canyon	(1)	-	8	(9)	-
Sienna Investment Managers	48	6	37	11	16
	129	13	88	41	12
Net dividends from investments:					
SGS	104	108	-	104	-
Holcim	65	89	65	-	89
adidas	35	-	35	-	-
Pernod Ricard	27	24	27	-	24
Umicore	21	-	21	-	-
GEA	13	6	13	-	6
TotalEnergies	-	-	-	-	9
Other ^[1]	41	23	40	1	9
	306	250	201	105	137
Interest income (expenses)	(10)	(10)	(5)	(5)	(6)
Other financial income (expenses)	(57)	183	(62)	5	265
Other operating income (expenses)	(150)	(46)	(111)	(39)	(39)
Gains (losses) from disposals, impairments and reversals of non-current assets	117	(5)	(1)	118	1
Net earnings^[2, 3]	335	385	110	225	370

[1] In 2021, mainly consists of a reimbursement of withholding taxes received and to be received from the French tax authorities relating to dividends received from TotalEnergies in 2006 and 2019 (in 2020, mainly consists of reimbursement of withholding taxes relating to dividends received from Engie and TotalEnergies between 2016 and 2018).

[2] Described as "IFRS consolidated net result" in GBL's publicly disclosed information.

[3] Attributable to GBL shareholders.

2021 vs. 2020

Q2 2021 vs. Q2 2020 and Q1 2021

Net earnings

€335 million, compared with €385 million in the corresponding period in 2020, a decrease of 13.0%.

€110 million, compared with €370 million in the corresponding period in 2020, and €225 million in the first quarter of 2021.

IAS 39 adjustments to the contribution of GBL

On January 1, 2018, GBL adopted IFRS 9, *Financial Instruments*. The majority of its investments in public entities are classified as fair value through other comprehensive income (FVOCI), an elective classification for equity instruments in which all fair value changes remain permanently in OCI. GBL and Pargesa have consistent classifications in accordance with IFRS 9.

The investments in private equity and other investment funds are classified as fair value through profit or loss (FVPL). The transition requirements of IFRS 9 required that all unrealized gains and losses at January 1, 2018 on investments previously classified as available for sale remain permanently in equity. Starting January 1, 2018, subsequent changes in fair value are recorded in earnings.

Power Corporation has deferred the adoption of IFRS 9 and continues to apply IAS 39. The following table presents adjustments to the contribution of GBL to Power Corporation's earnings in accordance with IAS 39:

(In millions of Canadian dollars)	Six months ended		Three months ended		
	June 30, 2021	June 30, 2020	June 30, 2021	March 31, 2021	June 30, 2020
Disposal of interest in TotalEnergies ^[1]	-	45	-	-	-
Partial disposal of interest in Holcim ^[2]	122	-	87	35	-
Partial disposal of interest in Umicore ^[3]	33	-	33	-	-
Partial disposal of interest in GEA ^[4]	9	-	9	-	-
Impairment charges ^[5]	(8)	(45)	-	(8)	(5)
Disposal of private equity funds and other ^[6]	13	13	6	7	(4)
Reversal of unrealized (gains) losses on private equity funds and other ^[7]	(38)	(13)	(28)	(10)	(33)
Total	131	-	107	24	(42)

[1] During the second quarter of 2019, GBL sold substantially all of its 0.6% interest in TotalEnergies through forward sales contracts, which matured in January 2020 and resulted in a gain. GBL's gain of €411 million was not reflected in its earnings as the investment is classified as FVOCI. Power Corporation's share of this realized gain was \$45 million.

[2] During the first and second quarters of 2021, a portion of the investment in Holcim was disposed of, resulting in a recovery from the reversal of previous impairments. The recovery was not reflected in GBL's earnings as the investment is classified as FVOCI. Power Corporation's share was \$35 million in the first quarter and \$87 million in the second quarter.

[3] During the second quarter of 2021, a portion of the investment in Umicore was disposed of, resulting in a gain. The gain was not reflected in GBL's earnings as the investment is classified as FVOCI. Power Corporation's share was \$33 million.

[4] During the second quarter of 2021, a portion of the investment in GEA was disposed of, resulting in a recovery from the reversal of previous impairments. The recovery was not reflected in GBL's earnings as the investment is classified as FVOCI. Power Corporation's share was \$9 million.

[5] Under IFRS 9, GBL classifies the majority of its investments in public entities as FVOCI, and as a result impairment charges are not recognized in earnings. Power Corporation recognized impairment charges on the following investments:

- GEA – The investment in GEA has been previously impaired, resulting in an adjusted cost of €22.50 per share. During the first quarter of 2020, the share price decreased to €18.73, resulting in an impairment charge. Power Corporation's share was \$13 million.
- Holcim – The investment in Holcim has been previously impaired, resulting in an adjusted cost of €35.83 per share. During the first quarter of 2020, the share price decreased to €33.41, resulting in an impairment charge. Power Corporation's share was \$27 million.
- Ontex – The investment in Ontex has been previously impaired, resulting in an adjusted cost of €11.00 per share. During the first quarter of 2021, the share price decreased to €8.98, resulting in an impairment charge. Power Corporation's share was \$8 million. During the second quarter of 2020, the Corporation recorded its share of an impairment charge of \$5 million.

[6] During the first and second quarters of 2021, investments held through private equity funds and other investments, classified as FVPL in accordance with IFRS 9, were disposed of, resulting in realized gains. Power Corporation's share of the realized gain in accordance with IAS 39 was \$7 million in the first quarter and \$6 million in the second quarter of 2021 (\$17 million in the first quarter of 2020, including the reversal of a previously recognized impairment). During the second quarter of 2020, the Corporation recognized its share of \$4 million related to an impairment on an investment held through a private equity fund.

[7] GBL classifies private equity investments at FVPL in accordance with IFRS 9, and recognizes unrealized changes in fair value in earnings. Power Corporation does not recognize these unrealized fair value changes in earnings as it continues to classify these private equity funds as available for sale in accordance with IAS 39.

Other than the share of earnings of Imerys, Webhelp, Canyon, Parques and Sienna Investment Managers, a significant portion of GBL's net earnings is composed of dividends from its non-consolidated investments, which are usually declared as follows:

- | | |
|---------------------------|--|
| ▪ Holcim (second quarter) | ▪ Umicore (second and third quarters) |
| ▪ SGS (first quarter) | ▪ Pernod Ricard (second and fourth quarters) |
| ▪ adidas (second quarter) | ▪ GEA (second quarter) |

RESULTS

Net earnings in the six-month period ended June 30, 2021, decreased by €50 million to €335 million, compared with the corresponding period in 2020. The decrease in net earnings was mainly due to:

- An increase in other financial expenses of €240 million to €57 million, compared with a financial income of €183 million in 2020. Other financial expenses mainly included the negative impact of the variation of the debt held by GBL to Webhelp's minority shareholders of €185 million, compared to a positive impact of €113 million in the six-month period of 2020. The marking to market derivatives associated with exchangeable bonds of GEA and Holcim and convertible bonds in GBL shares resulted in a loss €39 million, compared to a gain of €41 million in the comparative period. These increases in expenses were partially offset by an increase in the fair value of €168 million of Sienna Investment Managers' investments in funds which are not consolidated, or equity accounted, representing an increase of €145 million compared with the corresponding period in 2020; and
- An increase in operating expenses of €104 million to €150 million mainly due to the increase in debts recorded under Webhelp's employee incentive plan of €102 million, compared with an increase of €5 million in the corresponding period, which included the effect of discounting and vesting.

Partially offset by:

- An increase in the contribution from Imerys to net earnings of €47 million to a contribution to GBL of €78 million;
- An increase in the contribution from Webhelp to net earnings of €12 million to a contribution to GBL of €22 million;
- A negative contribution from Piolin II S.à.r.l. to GBL's net earnings of €18 million, compared with a negative contribution of €34 million for the six-month period of 2020;
- An increase in the contribution from Sienna Investment Managers of €42 million to a contribution of €48 million;
- An increase in dividends of €56 million to €306 million mainly due to an increase in dividends from adidas and Umicore of €35 million and €21 million, respectively, compared with no dividends in 2020. The dividends received from SGS and Holcim decreased by €4 million and €24 million, respectively, due to a decrease in the interest held by GBL. Other dividends increased by €18 million; other dividends primarily included €37 million related to the reimbursement of withholding taxes received from the French tax authorities relating to dividends received from TotalEnergies in 2006 and 2019; and
- An increase in gains (losses) from disposals, impairments and reversals of non-current assets of €122 million to €117 million mainly due to net gains recognized by GBL on the sale of two investments held by Sienna Investment Managers in the first quarter of 2021.

Net earnings in the three-month period ended June 30, 2021, decreased by €260 million to €110 million, compared with the corresponding quarter in 2020. The decrease in net earnings was mainly due to:

- An increase in other financial expenses of €327 million to €62 million in the three-month period ended June 30, 2021, compared with financial income of €265 million in 2020. The increase is mainly due to the same reasons as discussed in the six-month period above, and also include a positive impact of marking to market derivatives associated with exchangeable bonds of GEA and Holcim of €6 million in the second quarter. Other financial expenses included the negative impact of marking to market the debt held by GBL to Webhelp's minority shareholders of €177 million in the three-month period.
- An increase in other operating expenses of €72 million to €111 million mainly for the same reasons discussed in the six-month period and includes the increase in debts recorded under Webhelp's employee incentive plan of €73 million in the quarter.

Partially offset by:

- An increase in the contribution from Imerys to net earnings of €32 million to a contribution to GBL of €39 million;
- An increase in the contribution from Webhelp to net earnings of €3 million to a contribution to GBL of €11 million;
- A negative contribution from Piolin II S.à.r.l. to GBL's net earnings of €7 million, compared with a negative contribution of €19 million for the three-month period of 2020;
- A positive contribution from Canyon to net earnings of €8 million, acquired during the first quarter of 2021.
- An increase in the contribution from Sienna Investment Managers of €21 million to a contribution of €37 million; and
- An increase in dividends of €64 million to €201 million mainly for the same reasons discussed in the six-month period.

ADJUSTMENTS

Adjustments are items excluded from net earnings in the determination of adjusted net earnings by Pargesa's management. The Contribution to the Corporation's adjusted and net earnings for the first and second quarters of 2020 includes the Corporation's share of Adjustments reported by Pargesa. GBL does not identify Adjustments or report adjusted net earnings. Pargesa reported Adjustments of SF11 million in the first and second quarters of 2020. Adjustments mainly consisted of Pargesa's share of charges of Imerys, Parques and Webhelp.

AVERAGE EXCHANGE RATES

The average exchange rates for the six-month and three-month periods ended June 30, 2021 and 2020 were as follows:

	Six months ended			Three months ended		
	June 30, 2021	June 30, 2020	Change %	June 30, 2021	June 30, 2020	Change %
Euro/CAD	1.503	1.504	(0.1)	1.480	1.523	(2.8)
SF/CAD	1.373	1.414	(2.9)	1.349	1.438	(6.2)

The information above has been derived from GBL's publicly disclosed financial information, as issued by GBL in its half-year report at June 30, 2021. Further information on GBL's results is available on its website (www.gbl.be).

ALTERNATIVE AND OTHER INVESTMENTS

Alternative and other investments are comprised of the results of the investment platforms, which includes income earned from asset management and investing activities. Asset management activities includes management fees and carried interest net of investment platform expenses. Investing activities comprises income earned on the capital invested by the Corporation (proprietary capital) in each platform and the share of earnings (losses) of controlled and consolidated subsidiaries held within the investment platforms. Other includes the share of earnings (losses) of standalone businesses and the Corporation's investments in investment and hedge funds.

Income earned from investing activities (proprietary capital) and earnings from other investments are volatile in nature as they depend on many factors, including and primarily related to the timing of realizations.

Summary of income (loss) from the Corporation's alternative and other investments:

	Six months ended		Three months ended		
	June 30, 2021	June 30, 2020	June 30, 2021	March 31, 2021	June 30, 2020
INVESTMENT PLATFORMS					
Sagard					
Asset management activities					
Management fees ^[1]	39	28	18	21	15
Investment platform expenses	(59)	(37)	(28)	(31)	(20)
	(20)	(9)	(10)	(10)	(5)
Net carried interest ^[2, 3]	82	5	11	71	6
Non-controlling interests ^[4]	-	-	2	(2)	-
	62	(4)	3	59	1
Investing activities (proprietary capital)					
Private equity and other strategies ^[5]	66	31	71	(5)	(7)
Venture capital (fintech investments) ^[6]	(31)	(6)	(6)	(25)	4
	97	21	68	29	(2)
Power Sustainable					
Asset management activities					
Management and other fees ^[1]	9	4	5	4	2
Investment platform expenses	(23)	(12)	(10)	(13)	(7)
	(14)	(8)	(5)	(9)	(5)
Net performance fees and carried interest ^[2]	2	-	(2)	4	-
	(12)	(8)	(7)	(5)	(5)
Investing activities (proprietary capital)					
Power Pacific ^[7]	279	75	54	225	(5)
Power Sustainable Energy	(13)	(24)	1	(14)	3
	254	43	48	206	(7)
Income (loss) from investment platforms	351	64	116	235	(9)
Standalone businesses ^[8]	155	(39)	154	1	5
Other					
Investment and hedge funds	19	(5)	2	17	-
Other ^[9]	6	6	3	3	5
	25	1	5	20	5
Income (loss) from alternative and other investments	531	26	275	256	1

[1] Includes management fees charged by the investment platform on proprietary capital. Management fees paid by the Corporation are deducted from income from investing activities.

[2] Net carried interest is comprised of carried interest earned on changes in fair value of investments held within each fund, net of related employee costs which are recognized over the vesting period.

[3] The first quarter of 2021 includes an amount of \$21 million in which the related cost will be recognized over the vesting period.

[4] Non-controlling interests represents equity interests held in SHMI by management of Sagard.

[5] The second quarter includes realized gains on disposals by Sagard 3 of private equity investments.

[6] Includes the Corporation's share of earnings (losses) of Wealthsimple and Koho (up to the date of deconsolidation on December 1, 2020). The first quarter of 2021 includes a charge of \$52 million related to the Corporation's share of the carried interest payable due to increases in fair value of investments held in the Portage Funds and Wealthsimple; as well, excludes a charge of \$100 million related to the remeasurement of the put right liability held by certain of the non-controlling interests in Wealthsimple to fair value which has been included in Adjustments. The increase in fair value of the Corporation's investment, including its investment held through Power Financial, in Portage I, Portage II, Portage III, Koho and Wealthsimple was \$609 million in the six-month period ended June 30, 2021, compared with an increase of \$1 million in fair value in the corresponding period in 2020.

[7] Mainly comprised of gains (losses) realized on the disposal of investments and dividends received. In the first and second quarters of 2021, the Corporation recognized realized gains on the disposal of investments in Power Pacific of \$229 million and \$54 million, respectively.

[8] In the second quarter of 2021, the Corporation recorded a net gain of \$153 million related to its investment in Lion which is comprised of i) a gain of \$62 million related to the effect of the change in ownership as a result of the completion of the merger transaction between Lion and Northern Genesis, ii) a gain of \$147 million related to the revaluation of call rights held by Power Sustainable, a portion of which were exercised during the quarter, and iii) an expense of \$56 million related to the increase in amounts payable for long-term incentive plans and deferred taxes. The Corporation also recorded a reversal of a previously recognized impairment on its investment in GP Strategies of \$33 million. Includes the Corporation's share of earnings (losses) of IntegraMed (up to the date of deconsolidation on May 20, 2020), LMPG, Lion, a jointly controlled corporation, and associates.

[9] Consists mainly of foreign exchange gains or losses and interest on cash and cash equivalents.

Impairment Charges

Impairment charges included in income from Alternative and Other investments were a recovery of \$33 million in the six-month period ended June 30, 2021, compared with a charge of \$59 million in the corresponding period in 2020, of which \$24 million were related to Sagard, \$28 million to Standalone businesses and \$7 million to investment and hedge funds.

Impairment charges included in income from Alternative and Other investments were a recovery of \$33 million in the three-month period ended June 30, 2021, compared with a charge of \$6 million in the corresponding period in 2020 related to Sagard. In the first quarter of 2021, impairment charges were nil.

Sagard

For the six-month period ended June 30, 2021, impairment charges were nil, compared with \$24 million for the same period in 2020 of which \$6 million in the second quarter of 2020 and \$18 million in the first quarter of 2020 were related to the Corporation's share of an impairment charge on an investment held in the Sagard 3 fund.

For the three-month period ended June 30, 2021, impairment charges were nil, compared with \$6 million for the same period in 2020.

Standalone businesses

For the three and six-month periods ended June 30, 2021, a recovery of \$33 million consists of a reversal of a previously recorded impairment charge on GP Strategies, compared with a \$28 million charge for the six-month period ended June 30, 2020 due to a decline in the market value at the end of March 2020. Impairment charges were nil in the three-month period ended June 30, 2020.

CHINA AMC

For the six-month period ended June 30, 2021, income from China AMC was \$28 million, compared with \$19 million in the same period in 2020.

For the three-month period ended June 30, 2021, income from China AMC was \$15 million, compared with \$10 million in the same quarter in 2020.

CORPORATE OPERATIONS

Corporate operations include operating expenses, financing charges, depreciation and income taxes.

Operating and other expenses

Summary of corporate operating and other expenses of the Corporation and Power Financial shown on a combined basis:

	Six months ended		Three months ended		
	June 30, 2021	June 30, 2020	June 30, 2021	March 31, 2021	June 30, 2020
Operating expenses	73	84	37	36	36
Financing charges ^[1]	27	28	14	13	15
Depreciation	7	8	3	4	4
Income taxes	22	(6)	(16)	38	(4)
	129	114	38	91	51

[1] Financing charges related to Power Financial were \$9 million in the six-month period ended June 30, 2021.

INCOME TAXES

The income tax expense in the first quarter of 2021 of \$38 million primarily relates to the deferred tax expense resulting from the realization of gains recorded in earnings on the sale of investments, and is a reclassification of the income tax previously recorded in other comprehensive income at December 31, 2020.

In the second quarter, the income tax recovery mainly relates to the recognition of tax attributes to offset the realized gain on the secondary sale of Wealthsimple. The realized gain and the related income tax expense have been recognized through the statement of changes in equity.

ADJUSTMENTS (EXCLUDED FROM ADJUSTED NET EARNINGS)

The following table presents the Corporation's share of Adjustments:

	Six months ended		Three months ended		
	June 30, 2021	June 30, 2020	June 30, 2021	March 31, 2021	June 30, 2020
Lifeco ^[1]					
Actuarial assumption changes and other management actions	29	47	25	4	82
Market-related impacts on liabilities	(29)	(77)	(13)	(16)	23
Transaction costs related to the acquisitions of Personal Capital and MassMutual	(17)	-	(16)	(1)	-
Tax legislative changes impact on liabilities	(14)	-	(14)	-	-
Restructuring and integration charges	(18)	-	(10)	(8)	-
	(49)	(30)	(28)	(21)	105
Effect of consolidation ^[2]	(8)	-	3	(11)	-
	(57)	(30)	(25)	(32)	105
IGM					
Effect of consolidation ^[2]	(99)	(1)	(1)	(98)	4
GBL ^[3]					
Other charges	-	(4)	-	-	(3)
Alternative and other investments	(100)	27	-	(100)	27
Non-controlling interests of Power Financial	-	(4)	-	-	-
	(256)	(12)	(26)	(230)	133

[1] As reported by Lifeco.

[2] The Effect of consolidation reflects the elimination of intercompany transactions and the application of the Corporation's accounting method for investments under common control to the Adjustments reported by Lifeco and IGM, which includes an allocation of the Adjustments related to the fintech portfolio based on their respective interest. Includes IGM's share of Lifeco's Adjustments for the impact of actuarial assumption changes and management actions and market impact on insurance contract liabilities, in accordance with the Corporation's definition of Adjusted net earnings.

[3] As previously reported by Pargesa.

Wealthsimple fundraising – Lifeco, IGM and Alternative and other investments

On May 3, 2021, Wealthsimple announced that it had signed a \$750 million equity offering. As a result, in the first quarter of 2021, the fair value increase in Wealthsimple resulted in a charge related to the remeasurement of the put right liability of certain of the non-controlling interests in Wealthsimple to fair value. The Corporation's share of the charge on the remeasurement of the put right liability was \$208 million and is included as an Adjustment. The charge has been reflected in the Adjustments of the alternative asset investment platforms, Lifeco and IGM based on their respective interest in the Effect of consolidation, of \$100 million, \$11 million and \$97 million, respectively. At close of the transaction, the existing put rights held by non-controlling interests and option holders of Wealthsimple were extinguished. The fair value changes in the put right obligations were not previously presented as an Adjustment as they were expected to be recurring.

Alternative and Other Investments

Sagard held a 91.6% interest in IntegraMed, a private healthcare services company operating a network of fertility clinics in North America. On May 20, 2020, IntegraMed entered into restructuring proceedings and accordingly the Corporation no longer controls IntegraMed. Effective May 20, 2020, the Corporation derecognized the assets and liabilities of IntegraMed resulting in a recovery on deconsolidation of \$27 million (US\$19 million) which was included in Adjustments in the second quarter of 2020.

For additional information, refer to the Lifeco and GBL "Adjustments" sections above.

Financial Position

CONSOLIDATED BALANCE SHEETS (CONDENSED)

The condensed balance sheets of Lifeco, IGM and the investment platforms and other, as well as Power Corporation's and Power Financial's combined non-consolidated balance sheet ("Corporate"), are presented below. This table reconciles the non-consolidated balance sheet, which is not in accordance with IFRS, with the condensed consolidated balance sheet of the Corporation at June 30, 2021.

	Lifeco	IGM	Investment Platforms and Other ^[1]	Corporate	Effect of consolidation	Power Corporation Consolidated balance sheets	
						June 30, 2021	December 31, 2020
Assets							
Cash and cash equivalents	6,708	967	939	1,370	(356)	9,628	10,040
Investments	188,068	7,147	1,437	4,204	(4,183)	196,673	199,985
Investments in:							
Power Financial, Lifeco and IGM	359	986	-	18,069	(19,414)	-	-
Parjointco	-	-	-	4,407	-	4,407	4,216
Other ^[2]	109	961	1,032	-	663	2,765	2,313
Funds held by ceding insurers	17,421	-	-	-	-	17,421	18,383
Reinsurance assets	20,114	-	-	-	-	20,114	22,121
Other assets	13,497	2,701	3,522	347	(229)	19,838	17,772
Intangible assets	5,469	1,333	796	2	(32)	7,568	6,279
Goodwill	8,752	2,802	597	-	613	12,764	13,963
Investments on account of segregated fund policyholders	343,679	-	-	-	-	343,679	334,032
Total assets	604,176	16,897	8,323	28,399	(22,938)	634,857	629,104
Liabilities							
Insurance and investment contract liabilities	211,562	-	-	-	-	211,562	218,047
Obligations to securitization entities	-	5,565	-	-	-	5,565	6,174
Power Corporation's debentures and other debt instruments	-	-	-	677	-	677	756
Non-recourse debentures and other debt instruments ^[3]	9,303	2,100	1,782	250	(88)	13,347	13,299
Other liabilities	11,676	3,112	2,822	1,037	362	19,009	18,063
Insurance and investment contracts on account of segregated fund policyholders	343,679	-	-	-	-	343,679	334,032
Total liabilities	576,220	10,777	4,604	1,964	274	593,839	590,371
Equity							
Perpetual preferred shares	-	-	-	2,830	(2,830)	-	-
Non-participating shares	2,714	-	-	955	(2,714)	955	956
Participating shareholders' equity	22,031	6,070	3,401	22,650	(31,502)	22,650	21,251
Non-controlling interests ^[4, 5]	3,211	50	318	-	13,834	17,413	16,526
Total equity	27,956	6,120	3,719	26,435	(23,212)	41,018	38,733
Total liabilities and equity	604,176	16,897	8,323	28,399	(22,938)	634,857	629,104

[1] Includes consolidated investment funds and their controlled investments, Wealthsimple and standalone businesses.

[2] Includes investments in jointly controlled corporation and associates.

[3] The debentures and other debt instruments of controlled and consolidated investments are secured by their assets which are non-recourse to the Corporation.

[4] Lifeco's non-controlling interests include the Participating Account surplus in subsidiaries.

[5] Non-controlling interests in Effect of consolidation represent non-controlling interests in the equity of Lifeco, IGM and controlled and consolidated investments.

Total assets of the Corporation increased to \$634.9 billion at June 30, 2021, compared with \$629.1 billion at December 31, 2020, primarily due to the impact of equity market movement and new business growth with respect to segregated funds, partially offset by a decrease in cash and cash equivalents of \$0.4 billion and a decrease in investments of \$3.3 billion which includes a decrease in Lifeco's bond portfolio, mainly due to a decline in fair values resulting from an increase in bond yields across all geographies in which Lifeco operates, as well as an impact of currency movement.

Liabilities increased to \$593.8 billion at June 30, 2021, compared with \$590.4 billion at December 31, 2020, mainly due to the following, as disclosed by Lifeco:

- Insurance and investment contract liabilities decreased by \$6.5 billion, primarily due to fair value adjustments, the impact of currency movement and normal business movements, partially offset by the impact of new business.
- Investment and insurance contracts on account of segregated fund policyholders increased by \$9.6 billion, primarily due to the impact of net market value gains and investment income of \$22.2 billion, partially offset by the negative impact of currency movement of \$8.1 billion and net withdrawals of \$5.5 billion.

Parts B and C of this MD&A include a discussion of the consolidated balance sheets of Lifeco and IGM, respectively.

NON-CONSOLIDATED BALANCE SHEETS

In the non-consolidated basis of presentation shown below, the non-consolidated balance sheets of Power Corporation and Power Financial are shown on a combined basis; investments in subsidiaries are presented using the equity method. These non-consolidated balance sheets, which are not in accordance with IFRS, enhance the MD&A and assist the reader by identifying changes in the combined non-consolidated balance sheet of Power Corporation and Power Financial.

	June 30, 2021	December 31, 2020
Assets		
Cash and cash equivalents ^[1]	1,370	1,226
Investment in:		
Lifeco	14,860	14,451
IGM	3,209	2,853
GBL ^[2]	4,407	4,216
Alternative and other investments ^[3]	3,499	3,367
China AMC	705	715
Other assets ^[4]	349	282
Total assets	28,399	27,110
Liabilities		
Debentures and other debt instruments ^[5]	927	1,006
Other liabilities	1,037	1,067
Total liabilities	1,964	2,073
Equity		
Perpetual preferred shares	2,830	2,830
Non-participating shares	955	956
Participating shareholders' equity	22,650	21,251
Total equity	26,435	25,037
Total liabilities and equity	28,399	27,110

[1] Cash equivalents include \$576 million (\$544 million at December 31, 2020) of fixed income securities with maturities of more than three months. In accordance with IFRS, these are classified as investments in the Consolidated Financial Statements.

[2] Indirectly held through Parjointco.

[3] Includes Power Financial's investments in Portage I, Portage II and Wealthsimple, presented using the equity method, and its investment in Koho.

[4] Includes \$83 million of dividends declared in the second quarter by IGM and received by Power Financial on July 30, 2021 (same as at December 31, 2020).

[5] Includes Power Financial's debentures of \$250 million at June 30, 2021 (same as at December 31, 2020).

Cash and cash equivalents

Cash and cash equivalents held by the Corporation and Power Financial amounted to \$1,370 million at June 30, 2021, compared with \$1,226 million at the end of December 2020 (see "Non-Consolidated Statements of Cash Flows" below for details).

The cash and cash equivalents held by Sagard and Power Sustainable including Power Pacific amounted to \$426 million at June 30, 2021 (\$280 million at December 31, 2020) and are included in the carrying amount of the investment platforms.

Investments

INVESTMENTS IN LIFECO, IGM AND GBL (AT EQUITY)

The table below presents a continuity of the investments in Lifeco, IGM and GBL (held through Parjointco), which are presented using the equity method for the purposes of the non-consolidated presentation; this presentation is not in accordance with IFRS. The carrying value of the investments in Lifeco, IGM and GBL, accounted for using the equity method, increased to \$22,476 million at June 30, 2021, compared with \$21,520 million at December 31, 2020:

	Lifeco	IGM	GBL ^[1]	Total
Carrying value, at the beginning of the year	14,451	2,853	4,216	21,520
Share of adjusted net earnings	1,034	231	205	1,470
Share of adjustments	(57)	(99)	–	(156)
Share of other comprehensive income (loss)	(68)	46	59	37
Dividends	(543)	(166)	(81)	(790)
Other	43	344	8	395
Carrying value, at June 30, 2021	14,860	3,209	4,407	22,476

[1] Indirectly held through Parjointco.

ALTERNATIVE AND OTHER INVESTMENTS

Alternative and other investments are comprised of the following investments:

	June 30, 2021	December 31, 2020
Carrying value, as at		
Sagard		
Asset management companies	115	163
Investments ^[1]	990	825
Power Sustainable		
Asset management companies	19	8
Power Pacific	1,044	1,134
Power Sustainable Energy	312	427
Other		
Standalone businesses	752	563
Other ^[2]	267	247
	3,499	3,367

[1] Includes Power Financial's investments in Portage I, Portage II and Wealthsimple.

[2] Includes portfolio investments in private investment funds and a select number of hedge funds. These investments are classified as available for sale and are carried at fair value. At June 30, 2021, the Corporation had outstanding commitments to make future capital contributions to these funds for an aggregate amount of \$29 million.

INVESTMENT IN CHINA AMC

The carrying value of Power Corporation's investment in China AMC was \$705 million at June 30, 2021, compared with \$715 million at December 31, 2020.

Carrying value, at the beginning of the year	715
Dividends	(27)
Share of net earnings	28
Share of other comprehensive income (loss)	(11)
Carrying value, at June 30, 2021	705

China AMC's total assets under management, excluding subsidiary assets under management, were RMB¥1,607 billion (C\$309 billion) at June 30, 2021, compared with RMB¥1,461 billion (C\$285 billion) at December 31, 2020.

EQUITY

Non-participating shares

Non-participating (preferred) shares of the Corporation consist of six series of First Preferred Shares with an aggregate stated capital of \$955 million at June 30, 2021 (\$956 million at December 31, 2020), of which \$950 million are non-cumulative. All series are perpetual preferred shares and are redeemable in whole or in part solely at the Corporation's option from specified dates.

The terms and conditions of the outstanding First Preferred Shares are described in Note 18 to the Corporation's 2020 Consolidated Financial Statements.

Participating shareholders' equity

Participating shareholders' equity was \$22,650 million at June 30, 2021, compared with \$21,251 million at December 31, 2020:

Six months ended June 30	2021	2020
Participating shareholders' equity, at the beginning of the year	21,251	13,214
Changes in participating shares		
Issuance of subordinate voting shares in acquisition of non-controlling interests of Power Financial	-	8,687
Issuance of participating preferred shares	-	206
Purchase for cancellation of subordinate voting shares under NCIB	(50)	(110)
Issuance of subordinate voting shares (2,607,076 shares in 2021 and 500,311 shares in 2020) under the Corporation's Executive Stock Option Plans	79	17
	29	8,800
Changes in retained earnings		
Net earnings before dividends on non-participating shares	1,576	892
Dividends declared	(632)	(631)
Acquisition of non-controlling interests in Power Financial	-	(2,847)
Transaction costs on acquisition of non-controlling interests in Power Financial	-	(46)
Purchase for cancellation of subordinate voting shares under NCIB	(71)	(83)
Effects of changes in capital and ownership of subsidiaries, and other ^[1]	568	72
	1,441	(2,643)
Changes in reserves		
Other comprehensive income (loss)		
Foreign currency translation adjustments	(376)	169
Investment revaluation and cash flow hedges	(318)	23
Actuarial gains (losses) on defined benefit plans	477	(182)
Share of Parjointco and other jointly controlled corporations and associates	34	(191)
Reattribution on acquisition of non-controlling interests of Power Financial	-	647
Share-based compensation, including the effect of subsidiaries ^[1]	112	62
	(71)	528
Participating shareholders' equity, at June 30	22,650	19,899

[1] Includes the effect of the change in ownership of Wealthsimple recognized in the participating shareholders' equity in the second quarter of 2021.

The book value per participating share of the Corporation was \$33.48 at June 30, 2021, compared with \$31.38 at the end of 2020.

Outstanding number of participating shares

At the date of this MD&A, there were 54,860,866 participating preferred shares of the Corporation outstanding (same as at December 31, 2020), and 621,890,046 subordinate voting shares of the Corporation outstanding, compared with 622,388,232 at December 31, 2020.

At the date of this MD&A, options were outstanding to purchase up to an aggregate of 28,159,763 subordinate voting shares of the Corporation, which includes 11,318,300 subordinate voting shares issuable pursuant to Replacement Options, under the Corporation's Executive Stock Option Plan and the Power Financial Employee Stock Option Plan.

Reorganization

On February 13, 2020, the Corporation and Power Financial successfully completed the Reorganization, pursuant to which each common share of Power Financial held by PFC Minority Shareholders, being holders of common shares of Power Financial other than the Corporation and its wholly owned subsidiaries, were exchanged for 1.05 Subordinate Voting Shares of the Corporation and \$0.01 in cash.

On February 12, 2020, in connection with the Reorganization, and in accordance with the pre-emptive right (Pre-emptive Right), in favour of holders of participating preferred shares included in the Corporation's Articles, the Corporation issued 6,006,094 Participating Preferred Shares to holders who duly exercised the Pre-emptive Right at a price of \$34.27 per Participating Preferred Share, representing a cash consideration of \$206 million. The Pre-emptive Right entitled holders of Participating Preferred Shares to acquire from the Corporation, pro rata to their respective holdings in Participating Preferred Shares an aggregate number of Participating Preferred Shares that is equal to 12.0% of the number of subordinate voting shares issued pursuant to the Reorganization.

Also, on February 13, 2020, the Corporation acquired 238,693,580 Power Financial Common Shares, in exchange for 1.05 Subordinate Voting Shares of the Corporation and \$0.01 per share in cash. The Corporation issued 250,628,173 Subordinate Voting Shares at a price of \$34.66 per Subordinate Voting Share and paid \$2 million in cash for a total consideration of \$8.7 billion.

As part of the Reorganization, the Corporation assumed the Power Financial Employee Stock Option Plan. The 13,079,888 options outstanding at February 13, 2020 under Power Financial's Employee Stock Option Plan were exchanged for 13,733,786 options to acquire Subordinate Voting Shares of the Corporation (Replacement Options). The Replacement Options each entitle the option holders to receive 1.05 Subordinate Voting Shares of the Corporation.

Normal Course Issuer Bids

The Corporation's Normal Course Issuer Bid (NCIB) that commenced on February 20, 2020 expired on February 19, 2021. The Corporation did not make any purchases under this NCIB in the first quarter of 2021. The Corporation commenced a new NCIB on February 25, 2021 which is effective until the earlier of February 24, 2022 and the date on which the Corporation has purchased the maximum permitted number of Subordinate Voting Shares. Pursuant to this bid, the Corporation may purchase up to 30 million of its Subordinate Voting Shares outstanding as at February 17, 2021 (representing approximately 5.3% of the public float of Subordinate Voting Shares outstanding) at market prices.

The Corporation commenced share buybacks at the end of February 2021 to offset dilution from the exercise of employee stock options. During the first and second quarters of 2021, the Corporation purchased for cancellation 3,325,100 (7,352,500 at June 30, 2020) Subordinate Voting Shares pursuant to its NCIB at a price of \$121 million (\$193 million at June 30, 2020). The Corporation's share capital was reduced by the average carrying value of the shares repurchased for cancellation. The excess paid over the average carrying value of stated capital was \$71 million (\$83 million in 2020) and was recognized as a reduction to retained earnings.

Net Asset Value

Net asset value is presented for Power Corporation. Net asset value represents management's estimate of the fair value of the participating shareholders' equity of the Corporation. Net asset value is the fair value of the assets of the combined Power Financial and Power Corporation non-consolidated balance sheet less their net debt and preferred shares. In determining the fair value of assets, investments in subsidiaries, jointly controlled corporations and associates are adjusted to fair value as follows:

- Investments in publicly traded companies are valued at their market value, measured as the closing share price on the reporting date;
- Investments in private entities are valued at fair value based on management's estimate using consistently applied valuation models either based on a valuation multiple or discounted cash flows. Certain valuations are prepared by external valuers or subject to review by external valuers. Market-comparable transactions are generally used to corroborate the estimated fair value. The value of investments in private entities is presented net of any management incentives;
- Investments in investment funds are valued at the fair value reported by the fund which is net of carried interest or other incentives.

The presentation of the investments in subsidiaries, jointly controlled corporations and associates at fair value is not in accordance with IFRS; net asset value is a non-IFRS financial measure.

The Corporation's net asset value per share is presented on a look-through basis. The combined non-consolidated balance sheets of Power Corporation and Power Financial include the investments held in public entities through Power Financial (Lifeco, IGM and GBL), and the net debt and preferred shares of Power Financial. The net asset value per share was \$51.60 at June 30, 2021, compared with \$41.27 at December 31, 2020, representing an increase of 25.0%.

	June 30, 2021			December 31, 2020		
	Combined non-consolidated balance sheet	Fair value adjustment	Net asset value	Combined non-consolidated balance sheet	Fair value adjustment	Net asset value
Assets						
Investments						
Power Financial						
Lifeco	14,860	7,978	22,838	14,451	4,374	18,825
IGM	3,209	3,265	6,474	2,853	2,252	5,105
GBL	4,407	(1,307)	3,100	4,216	(1,346)	2,870
Alternative and other investments						
Sagard						
Asset management companies ^[1]	115	-	115	163	-	163
Investments ^[2]	990	685	1,675	825	310	1,135
Power Sustainable						
Asset management companies ^[1]	19	-	19	8	-	8
Power Pacific	1,044	-	1,044	1,134	-	1,134
Power Sustainable Energy	312	363	675	427	303	730
Other						
Standalone businesses ^[3, 4]	752	1,252	2,004	563	788	1,351
Other	267	19	286	247	19	266
China AMC ^[5]	705	-	705	715	-	715
Cash and cash equivalents	1,370	-	1,370	1,226	-	1,226
Other assets	349	-	349	282	-	282
Total assets	28,399	12,255	40,654	27,110	6,700	33,810
Liabilities and non-participating shares						
Debentures and other debt instruments	927	-	927	1,006	-	1,006
Other liabilities ^[6]	1,037	-	1,037	1,067	-	1,067
Non-participating shares and perpetual preferred shares	3,785	-	3,785	3,786	-	3,786
Total liabilities and non-participating shares	5,749	-	5,749	5,859	-	5,859
Net value						
Participating shareholders' equity / Net asset value	22,650	12,255	34,905	21,251	6,700	27,951
Per share	33.48		51.60	31.38		41.27

[1] The management companies of the investment funds are presented at their carrying value in accordance with IFRS and are primarily composed of cash and net carried interest receivable.

[2] Includes the Corporation's investments in Portage I, Portage II and Wealthsimple, held by Power Financial.

[3] At December 31, 2020, the investment in Lion was valued based on the subscription price of US\$10.00 per share for the private placement of common shares announced as part of the merger transaction with Northern Genesis Acquisition Corp. Subsequent to the completion of the merger on May 6, 2021, Lion is publicly listed on the TSX and NYSE.

[4] An additional deferred tax liability of \$177 million has been included in the net asset value with respect to the investments in standalone businesses at fair value, without taking into account possible tax reduction strategies. The Corporation has tax attributes (not otherwise recognized on the balance sheet) that could be available to minimize the tax if the Corporation were to dispose of its interests held in the standalone businesses.

[5] Valued at carrying value in accordance with IFRS.

[6] In accordance with IAS 12, Income Taxes, no deferred tax liability is recognized with respect to temporary differences associated with investments in subsidiaries and jointly controlled corporations as the Corporation is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future. If the Corporation were to dispose of an investment in a subsidiary or a jointly controlled corporation, income taxes payable on such disposition would be minimized through careful and prudent tax planning and structuring, as well as with the use of available tax attributes not otherwise recognized on the balance sheet, including tax losses, tax basis, safe income and foreign tax surplus associated with the subsidiary or jointly controlled corporation.

Investments measured at market value and cash represent 90.0% of the total assets at fair value at June 30, 2021 (87.3% at December 31, 2020). A 10% change in the market value of publicly traded investments would result in a change in the Corporation's net asset value of \$3,483 million or \$5.15 per share.

Cash Flows

CONSOLIDATED STATEMENTS OF CASH FLOWS (CONDENSED)

The condensed cash flows of Lifeco, IGM and the Corporation's investment platforms, as well as Power Corporation's and Power Financial's non-consolidated cash flows on a combined basis, are presented below. This table reconciles the non-consolidated statement of cash flows, which is not in accordance with IFRS, to the condensed consolidated statement of cash flows of the Corporation for the six-month period ended June 30, 2021.

	Lifeco	IGM	Investment Platforms and Other ^[1]	Corporate	Effect of consolidation	Power Corporation Consolidated	
Six months ended June 30						2021	2020
Cash flows from:							
Operating activities	2,855	289	(51)	679	(700)	3,072	3,670
Financing activities	(1,006)	(823)	338	(827)	1,724	(594)	(366)
Investing activities	(2,975)	729	251	292	(1,057)	(2,760)	(2,361)
Effect of changes in exchange rates on cash and cash equivalents	(112)	–	(18)	–	–	(130)	112
Increase (decrease) in cash and cash equivalents	(1,238)	195	520	144	(33)	(412)	1,055
Cash and cash equivalents, at the beginning of the year	7,946	772	640	1,226	(544)	10,040	6,805
Cash and cash equivalents, at June 30	6,708	967	1,160	1,370	(577)	9,628	7,860

[1] Includes consolidated investment funds and their controlled investments, Wealthsimple and standalone businesses.

Consolidated cash and cash equivalents decreased by \$412 million in the six-month period ended June 30, 2021, compared with an increase of \$1,055 million in the corresponding period in 2020.

Operating activities produced a net inflow of \$3,072 million in the six-month period ended June 30, 2021, compared with a net inflow of \$3,670 million in the corresponding period in 2020.

Cash flows from financing activities, which include the issuance and repayment of capital instruments, the repurchase of participating shares, issuance of common shares and limited-life fund and redeemable units by subsidiaries, dividends paid on the participating and non-participating shares of the Corporation, and dividends paid by subsidiaries to non-controlling interests and increases and repayments of obligations to securitization entities by IGM, represented a net outflow of \$594 million in the six-month period ended June 30, 2021, compared with a net outflow of \$366 million in the corresponding period in 2020.

Cash flows from investing activities resulted in a net outflow of \$2,760 million in the six-month period ended June 30, 2021, compared with a net outflow of \$2,361 million in the corresponding period in 2020.

The Corporation increased its level of fixed income securities with maturities of more than three months, resulting in a net outflow of \$32 million in the six-month period ended June 30, 2021. In the corresponding period in 2020, there were no cash flows from fixed income securities as the level held was consistent with year-end.

Parts B and C of this MD&A include a discussion of the cash flows of Lifeco and IGM, respectively.

NON-CONSOLIDATED STATEMENTS OF CASH FLOWS

As Power Corporation is a holding company, corporate cash flows are primarily comprised of dividends received, income from investments and income (loss) from cash and cash equivalents, less operating expenses, financing charges, income taxes, and non-participating and participating share dividends.

The following combined non-consolidated statements of cash flows of Power Corporation and Power Financial, which are not presented in accordance with IFRS, have been prepared to assist the reader as they isolate the cash flows of the corporate operations.

Six months ended June 30	2021	2020
Operating activities		
Dividends		
Lifeco	543	543
IGM	166	166
GBL	81	88
China AMC	27	14
Corporate operations, net of non-cash items ^[1]	(138)	(110)
	679	701
Financing activities		
Dividends paid on:		
Non-participating shares	(26)	(26)
Participating shares	(606)	(475)
Perpetual preferred shares	(68)	(69)
Common shares	-	(108)
Issuance of participating preferred shares	-	206
Issuance of subordinate voting shares	71	15
Repurchase of subordinate voting shares	(121)	(193)
Repurchase of non-participating shares	(2)	(2)
Changes in other debt instruments	(75)	87
Other	-	(4)
	(827)	(569)
Investing activities		
Distributions and proceeds from disposal of investments	559	145
Purchase of investments	(271)	(263)
Acquisition of Power Financial non-controlling interests including transaction costs paid	-	(44)
Other	4	-
	292	(162)
Increase (decrease) in cash and cash equivalents	144	(30)
Cash and cash equivalents, at the beginning of the year	1,226	1,392
Cash and cash equivalents, at June 30	1,370	1,362

[1] Includes changes in short-term receivables from, and payables to, investment platforms.

On a non-consolidated basis, cash and cash equivalents of the Corporation and Power Financial increased by \$144 million in the six-month period ended June 30, 2021, compared with a decrease of \$30 million in the corresponding period in 2020.

Operating activities resulted in a net inflow of \$679 million in the six-month period ended June 30, 2021, compared with a net inflow of \$701 million in the corresponding period in 2020. Dividends paid by the publicly traded operating companies include:

Six months ended	June 30, 2021		June 30, 2020	
(In millions of Canadian dollars; except as otherwise noted)	Dividend per share	Total dividend received	Dividend per share	Total dividend received
Lifeco	0.8760	543	0.8760	543
IGM	1.125	166	1.125	166

- Total dividend received from Parjointco was \$81 million (SF60 million) for the period ended June 30, 2021, compared with \$88 million (SF61 million) for the period ended June 30, 2020.

The Corporation's financing activities during the six-month period ended June 30, 2021 were a net outflow of \$827 million, compared with a net outflow of \$569 million in the corresponding period in 2020, and included:

- Dividends paid on non-participating and participating shares by the Corporation of \$632 million, compared with \$501 million in the corresponding period in 2020. In the six-month period ended June 30, 2021, dividends paid on the Corporation's participating shares were \$0.8950 per share, compared with \$0.8525 per share in the corresponding period in 2020.
- Dividends paid on preferred and common shares by Power Financial, net of those received by the Corporation, of \$68 million, compared with \$177 million in the corresponding period in 2020.
- No issuance of participating preferred shares, compared with issuance for an amount of \$206 million as part of the Reorganization in the corresponding period in 2020.
- Repurchase of \$121 million of subordinate voting shares, as part of the NCIB, compared with repurchase for an amount of \$193 million in the corresponding period in 2020.
- Decrease in other debt instruments of \$75 million, compared with an increase of \$87 million in the corresponding period in 2020.
- Issuance of subordinate voting shares of the Corporation for \$71 million pursuant to the Corporation's Executive Stock Option Plan and the Power Financial Employee Stock Option Plan, compared with issuance for an amount of \$15 million in the corresponding period in 2020.

The Corporation's investing activities during the six-month period ended June 30, 2021 were a net inflow of \$292 million, compared with a net outflow of \$162 million in the corresponding period in 2020.

Proceeds from disposal of investments and purchase of investments are comprised of investment activities of the Corporation and in its investment platforms.

Capital Management

As a holding company, Power Corporation's objectives in managing its capital are to:

- provide attractive long-term returns to shareholders of the Corporation;
- provide sufficient financial flexibility to pursue its growth strategy to invest on a timely basis in its operating companies and other investments as opportunities present;
- maintain a capital structure that matches the long-term nature of its investments by maximizing the use of permanent capital; and
- maintain an appropriate credit rating to ensure stable access to the capital markets.

The Corporation manages its capital taking into consideration the risk characteristics and liquidity of its holdings. In order to maintain or adjust its capital structure, the Corporation may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue capital.

The Board of Directors of the Corporation is responsible for capital management. Management of the Corporation is responsible for establishing capital management procedures and for implementing and monitoring its capital plans. The Board of Directors of the Corporation reviews and approves capital transactions such as the issuance, redemption and repurchase of participating shares, non-participating shares and debentures. The boards of directors of the Corporation's subsidiaries, as well as those of Parjointco and GBL, oversee and have the responsibility for their respective company's capital management.

With the exception of debentures and other debt instruments, the Corporation's capital is permanent, matching the long-term nature of its investments. The capital structure of the Corporation consists of: debentures, non-participating shares, participating shareholders' equity, and non-controlling interests. The Corporation views non-participating shares as a cost-effective source of permanent capital.

The Corporation's consolidated capitalization includes the debentures, preferred shares and other debt instruments issued by its consolidated subsidiaries. Debentures and other debt instruments issued by Power Financial, Lifeco, IGM and controlled investments are non-recourse to the Corporation. The Corporation does not guarantee debt issued by its subsidiaries. Non-participating shares and total equity accounted for 75% of consolidated capitalization at June 30, 2021.

	June 30, 2021	December 31, 2020
Debentures and other debt instruments		
Power Corporation	677	756
Power Financial	250	250
Lifeco	9,303	9,693
IGM	2,100	2,100
Other ^[1]	1,782	1,344
Effect of consolidation	(88)	(88)
	13,347	13,299
	14,024	14,055
Non-participating shares		
Power Corporation	955	956
Power Financial	2,830	2,830
Lifeco	2,714	2,714
	5,544	5,544
	6,499	6,500
Equity		
Participating shareholders' equity	22,650	21,251
Non-controlling interests ^[2]	11,869	10,982
	34,519	32,233
	55,042	52,788

[1] Includes other debt instruments of controlled and consolidated investments and standalone businesses; consists of \$334 million (\$28 million in 2020) of debt under revolving credit facilities held by the investment funds and other debt held by controlled investees, \$1,302 million (\$1,176 million in 2020) of project-related debt held within the Power Sustainable Energy Infrastructure platform, and \$146 million (\$140 million in 2020) of other debt held by standalone businesses. The other debt instruments are secured by the assets of the controlled investments which are non-recourse to the Corporation. See Note 9(B) to the Interim Consolidated Financial Statements for more information.

[2] Represents the non-controlling equity interests of the Corporation's subsidiaries excluding Power Financial and Lifeco's preferred shares, which are shown in this table as non-participating shares.

Power Corporation

- The Corporation filed a short-form base shelf prospectus dated November 23, 2020, pursuant to which, for a period of 25 months thereafter, the Corporation may issue up to an aggregate of \$5 billion of First Preferred Shares, subordinate voting shares, subscription receipts and unsecured debt securities, or any combination thereof. This filing provides the Corporation with the flexibility to access debt and equity markets on a timely basis.
- The Corporation commenced a NCIB on February 25, 2021 which is effective until the earlier of February 24, 2022 and the date on which the Corporation has purchased the maximum permitted number of subordinate voting shares. Refer to the section "Participating Shareholders' Equity" for more information.

Power Financial

- Power Financial filed a short-form base shelf prospectus dated November 23, 2020, pursuant to which, for a period of 25 months thereafter, Power Financial may issue up to an aggregate of \$3 billion of First Preferred Shares and unsecured debt securities, or any combination thereof. This filing provides the Corporation with the flexibility to access debt and equity markets on a timely basis through Power Financial.

Lifeco**SUBSEQUENT EVENTS**

- On July 2, 2021, Lifeco made a payment of US\$400 million on its committed line of credit related to its acquisition of MassMutual's retirement services business (December 31, 2020).
- As part of Lifeco's announcement on July 21, 2021 that its U.S. subsidiary, Empower Retirement, had reached a definitive agreement to acquire Prudential's full-service retirement business, Lifeco announced that the transaction was expected to be funded with approximately US\$1.15 billion of limited recourse capital notes (LRCN), US\$1.0 billion of short-term debt, and existing resources.

The Corporation itself is not subject to externally imposed regulatory capital requirements; however, Lifeco and certain of its main subsidiaries, IGM's subsidiaries and certain of the Corporation's other subsidiaries are subject to regulatory capital requirements. Parts B and C of this MD&A further describe the capital management activities of Lifeco and IGM, respectively. See Note 21 to the Corporation's 2020 Consolidated Financial Statements for additional information.

RATINGS

The current rating by Standard & Poor's (S&P) of the Corporation's debentures is "A+" with a stable outlook. Dominion Bond Rating Service's (DBRS) current rating on the Corporation's debentures is "A" with a stable rating trend.

Credit ratings are intended to provide investors with an independent measure of the credit quality of the securities of a corporation and are indicators of the likelihood of payment and the capacity of a corporation to meet its obligations in accordance with the terms of each obligation. Descriptions of the rating categories for each of the agencies set forth below have been obtained from the respective rating agencies' websites. These ratings are not a recommendation to buy, sell or hold the securities of a corporation and do not address market price or other factors that might determine suitability of a specific security for a particular investor. The ratings also may not reflect the potential impact of all risks on the value of securities and are subject to revision or withdrawal at any time by the rating organization.

The "A+" rating assigned to the Corporation's debentures by S&P is the fifth highest of the 22 ratings used for long-term debt. A long-term debenture rated "A+" is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories; however, the obligor's capacity to meet its financial commitment on the obligation is still strong.

The "A" rating assigned to the Corporation's debentures by DBRS is the sixth highest of the 26 ratings used for long-term debt. A long-term debenture rated "A" implies that the capacity for repayment is substantial, but of lesser credit quality than AA, and may be vulnerable to future events, although qualifying negative factors are considered manageable.

The current rating by S&P of Power Financial's debentures is "A+" with a stable outlook. DBRS' current rating on Power Financial's debentures is "A (High)" with a stable trend.

Parts B and C of this MD&A provide information on the ratings of the debentures of Lifeco and IGM, respectively.

Risk Management

Power Corporation is an international management and holding company that focuses on financial services in North America, Europe and Asia. Its core holdings are leading insurance, retirement, wealth management and investment businesses including a portfolio of alternative asset investment platforms. The Corporation, through Power Financial, holds a controlling interest in Lifeco and IGM and also holds a joint controlling interest in Parjointco, which itself holds a controlling interest in GBL. As a result, the Corporation bears the risks associated with being a significant shareholder of these operating companies. A complete description of these risks is presented in their public disclosures. The respective boards of directors of Lifeco, IGM and GBL are responsible for the risk oversight function at their respective companies. The risk committees of the boards of directors of Lifeco and IGM are responsible for their risk oversight. Certain officers of the Corporation are members of these boards and committees of these boards, including the risk committees, and, consequently, in their role as directors, they participate in the risk oversight function at the operating companies. Parts B and C of this MD&A further describe risks related to Lifeco and IGM, respectively.

RISK OVERSIGHT

The Corporation believes that a prudent approach to risk is achieved through a governance model that focuses on the active oversight of its investments. The Board of Directors and executive officers of the Corporation have overall oversight and responsibility for risk management associated with the investment activities and operations of the holding company and maintain a comprehensive and appropriate set of policies and controls.

The Board of Directors provides oversight and carries out its risk management mandate and addresses operational risks primarily through the following committees:

- The Audit Committee addresses risks related to financial reporting and cybersecurity.
- The Human Resources Committee considers risks associated with the Corporation's compensation policies and practices.
- The Governance and Nominating Committee oversees the Corporation's approach to appropriately address potential risks related to governance matters.
- The Related Party and Conduct Review Committee reviews and considers for approval transactions with related parties of the Corporation.

There are certain risks inherent in an investment in the securities of the Corporation and in the activities of the Corporation, which investors should carefully consider before investing in securities of the Corporation. The 2020 Annual MD&A reviews certain risks that could impact the financial condition and financial performance, and the value of the equity of the Corporation. This description of risks does not include all possible risks, and there may be other risks of which the Corporation is not currently aware.

During the six-month period ended June 30, 2021, there were no changes to the Corporation's risk oversight approach, and the identification and management of the specific risks, including the risks related to the COVID-19 pandemic, as described in the 2020 Annual MD&A.

Financial Instruments and Other Instruments

FAIR VALUE MEASUREMENT

At June 30, 2021, there have been changes to the carrying amounts and fair value of the Corporation and its subsidiaries' assets and liabilities recorded at fair value since December 31, 2020. These changes did not have a material impact on the financial condition of the Corporation and its subsidiaries. See Note 18 to the Corporation's Interim Consolidated Financial Statements for additional disclosure of the Corporation's fair value measurement.

DERIVATIVE FINANCIAL INSTRUMENTS

In the course of their activities, the Corporation and its subsidiaries use derivative financial instruments. When using such derivatives, they only act as limited end-users and not as market makers in such derivatives.

The use of derivatives is monitored and reviewed on a regular basis by senior management of the Corporation and by senior management of its subsidiaries. The Corporation and its subsidiaries have each established operating policies, guidelines and procedures relating to the use of derivative financial instruments, which in particular focus on:

- prohibiting the use of derivative instruments for speculative purposes;
- documenting transactions and ensuring their consistency with risk management policies;
- demonstrating the effectiveness of the hedging relationships; and
- monitoring the hedging relationships.

There were no major changes to the Corporation and its subsidiaries' policies and procedures with respect to the use of derivative instruments in the six-month period ended June 30, 2021. The following table provides a summary of the Corporation and its subsidiaries' derivatives portfolio:

	June 30, 2021			December 31, 2020		
	Notional	Maximum credit risk	Total fair value	Notional	Maximum credit risk	Total fair value
Power Corporation	42	7	7	21	1	1
Power Financial	20	10	10	23	3	3
Lifeco	33,811	842	(231)	30,121	829	(392)
IGM	2,241	41	19	2,273	38	3
Other subsidiaries	901	28	7	260	102	88
	36,973	921	(195)	32,677	972	(298)
	37,015	928	(188)	32,698	973	(297)

During the six-month period ended June 30, 2021, there was an increase of \$4.3 billion in the notional amount of derivatives outstanding, primarily due to regular hedging activities and increases to net investment hedges by Lifeco. The Corporation and its subsidiaries' exposure to derivative counterparty risk (which represents the market value of instruments in a gain position) decreased to \$928 million at June 30, 2021 from \$973 million at December 31, 2020. The decrease was primarily due to the decrease in value of the call rights held by Power Sustainable to purchase additional shares of Lion, as a portion of the call rights were exercised during the period, partially offset by the impact of the Canadian dollar strengthening against the U.S. dollar on cross-currency swaps that pay U.S. dollars and receive Canadian dollars.

Parts B and C of this MD&A provide information on the types of derivative financial instruments used by Lifeco and IGM, respectively.

See Note 26 to the Corporation's 2020 Consolidated Financial Statements for additional information.

Off-Balance Sheet Arrangements

GUARANTEES

In the normal course of their operations, the Corporation and its subsidiaries may enter into certain agreements, the nature of which precludes the possibility of making a reasonable estimate of the maximum potential amount the Corporation or subsidiary could be required to pay third parties, as some of these agreements do not specify a maximum amount and the amounts are dependent on the outcome of future contingent events, the nature and likelihood of which cannot be determined. See also Note 32 to the Corporation's 2020 Consolidated Financial Statements.

LETTERS OF CREDIT

In the normal course of its reinsurance business, Lifeco provides letters of credit to other parties or beneficiaries. A beneficiary will typically hold a letter of credit as collateral in order to secure statutory credit for insurance and investment contract liabilities ceded to or amounts due from Lifeco. Lifeco may be required to seek collateral alternatives if it is unable to renew existing letters of credit on maturity. See also Part B of this MD&A and Note 32 to the Corporation's 2020 Consolidated Financial Statements.

Contingent Liabilities

The Corporation and its subsidiaries are from time to time subject to legal actions, including arbitrations and class actions, arising in the normal course of business. It is inherently difficult to predict the outcome of any of these proceedings with certainty, and it is possible that an adverse resolution could have a material adverse effect on the consolidated financial position of the Corporation. However, based on information presently known, it is not expected that any of the existing legal actions, either individually or in the aggregate, will have a material adverse effect on the consolidated financial position of the Corporation. See also Parts B and C of this MD&A and Note 31 to the Corporation's 2020 Consolidated Financial Statements.

Commitments and Contractual Obligations

At June 30, 2021, there have been no material changes in the contractual obligations of the Corporation and its subsidiaries from those reported in the 2020 Annual MD&A, except for:

In the six months ended June 30, 2021, Potentia entered into turbine and other purchase contracts related to the Alberta wind projects under construction of \$680 million.

Income Taxes (Non-Consolidated Basis)

The Corporation, together with Power Financial, had, at June 30, 2021, non-capital losses of \$859 million (\$842 million for which the benefits have not been recognized) available to reduce future taxable income (including capital gains). These losses expire from 2028 to 2041.

The Corporation, together with Power Financial, had, at June 30, 2021, capital losses of \$142 million (\$50 million for which the benefits have not been recognized) that can be used indefinitely to offset capital gains.

Transactions with Related Parties

Power Corporation has a Related Party and Conduct Review Committee composed entirely of Directors who are independent of management and independent of the Corporation's controlling shareholder. The mandate of this Committee is to review proposed transactions with related parties of the Corporation, including its controlling shareholder, and to approve only those transactions that it deems appropriate and that are done at market terms and conditions.

In the normal course of business, Power Corporation and its subsidiaries enter into various transactions which include capital commitments to investment funds, performance and base management fees paid to subsidiaries of the group and loans to employees. Such transactions are at market terms and conditions and are reviewed by the appropriate related party and conduct review committee.

In the normal course of business, Canada Life and Putnam enter into various transactions with related companies which include providing group insurance benefits and subadvisory services, respectively, to other companies within the Power Corporation group of companies. Such transactions are at market terms and conditions. These transactions are reviewed by the appropriate related party and conduct review committee.

Lifeco provides asset management and administrative services for employee benefit plans relating to pension and other post-employment benefits for employees of Power Corporation, Power Financial, and Lifeco and its subsidiaries. These transactions are at market terms and conditions and are reviewed by the appropriate related party and conduct review committee.

IGM enters into transactions with subsidiaries of Lifeco. These transactions are in the normal course of operations and include (i) providing certain administrative services, (ii) distributing insurance products and (iii) the sale of residential mortgages to Canada Life. These transactions are at market terms and conditions and are reviewed by the appropriate related party and conduct review committee.

During the first quarter, management of Sagard acquired an interest in SHMI, a newly formed entity, a subsidiary of Sagard. This transaction was at market terms and conditions and was reviewed by the Related Party and Conduct Review Committee. Refer to the Sagard section of "Alternative Asset Investment Platforms".

See Note 30 to the Corporation's 2020 Consolidated Financial Statements for additional information.

Summary of Critical Accounting Estimates and Judgments

In the preparation of the financial statements, management of the Corporation and the managements of its subsidiaries are required to make significant judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, net earnings, comprehensive income and related disclosures. Key sources of estimation uncertainty and areas where significant judgments are made by the management of the Corporation and the managements of its subsidiaries include: the entities to be consolidated or accounted for using the equity method, insurance and investment contract liabilities, fair value measurements, investment impairment, goodwill and intangible assets, income taxes and employee future benefits. These are described in the Corporation's 2020 Annual MD&A and the notes to the Corporation's 2020 Consolidated Financial Statements.

IMPACT OF COVID-19 ON SIGNIFICANT JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The COVID-19 pandemic has continued to result in uncertainty in global financial markets and the economic environment in which the Corporation and its subsidiaries operate. The duration and impact of the COVID-19 pandemic continues to be unknown at this time, as is the efficacy of the associated fiscal and monetary interventions by governments and central banks.

The results of the Corporation reflect the judgments of the managements of the Corporation and its subsidiaries regarding the impact of prevailing market conditions related to global credit, equities, investment properties and foreign exchange, as well as, with respect to Lifeco, prevailing health and mortality experience market conditions.

The provision for future credit losses within Lifeco's insurance contract liabilities relies upon investment credit ratings. In addition to its own credit assessments, Lifeco's practice is to use third-party independent credit ratings where available. Management judgment is required when setting credit ratings for instruments that do not have a third-party credit rating. Given rapid market changes, third-party credit rating changes may lag developments in the current environment.

The fair value of investments (Note 18 of the Interim Consolidated Financial Statements), the valuation of goodwill and other intangible assets, the valuation of insurance contract liabilities and the recoverability of deferred tax asset carrying values reflect the judgments of the managements of the Corporation and its subsidiaries.

Given the uncertainty surrounding the current environment, the actual financial results could differ from the estimates made in the preparation of the Corporation's Interim Financial Statements.

Changes in Accounting Policies

There were no changes to the Corporation's accounting policies from those reported at December 31, 2020, except for:

The Corporation adopted the *Interest Rate Benchmark Reform – Phase 2* amendments to IFRS for IAS 39, *Financial Instruments: Recognition and Measurement*, IFRS 7, *Financial Instruments: Disclosures*, IFRS 4, *Insurance Contracts* and IFRS 16, *Leases*, effective January 1, 2021. The adoption of these amendments did not have a significant impact on the Corporation's consolidated financial statements.

The Corporation actively monitors changes in IFRS, both proposed and released, by the International Accounting Standards Board (IASB) for potential impact on the Corporation.

Future Accounting Changes

The Corporation and its subsidiaries continuously monitor the potential changes proposed by the IASB and analyze the effect that changes in the standards may have on the consolidated financial statements when they become effective. The following sets out standards released and updates to the Corporation and subsidiaries' analysis since December 31, 2020:

Standard	Summary of future changes
IAS 1 – Presentation of Financial Statements	<p>In February 2021, the IASB published <i>Disclosure of Accounting Policies</i>, amendments to IAS 1, <i>Presentation of Financial Statements</i>. The amendments clarify how an entity determines whether accounting policy information is material.</p> <p>These amendments are effective for annual reporting periods beginning on or after January 1, 2023, with earlier application permitted. The Corporation and its subsidiaries are evaluating the impact for the adoption of these amendments.</p>
IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors	<p>In February 2021, the IASB published <i>Definition of Accounting Estimates</i>, amendments to IAS 8, <i>Accounting Policies, Changes in Accounting Estimates and Errors</i>. The amendments clarify the difference between an accounting policy and an accounting estimate.</p> <p>These amendments are effective for annual reporting periods beginning on or after January 1, 2023, with earlier application permitted. The Corporation and its subsidiaries are evaluating the impact for the adoption of these amendments.</p>
IAS 12 – Income Taxes	<p>In May 2021, the IASB published <i>Deferred Tax Related to Assets and Liabilities from a Single Transaction</i>, amendments to IAS 12, <i>Income Taxes</i>. The amendments clarify that for transactions in which both deductible and taxable temporary differences arise on initial recognition that result in deferred tax assets and liabilities of the same amount, deferred tax assets and liabilities are to be recognized.</p> <p>These amendments are effective for annual reporting periods beginning on or after January 1, 2023, with earlier application permitted. The Corporation and its subsidiaries are evaluating the impact for the adoption of these amendments.</p>

Internal Control over Financial Reporting

The Corporation's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and that the preparation of financial statements for external purposes is in accordance with IFRS. The Corporation's management, under the supervision of the Chief Executive Officer and the Chief Financial Officer, is responsible for establishing and maintaining effective internal control over financial reporting. All internal control systems have inherent limitations and may become ineffective because of changes in conditions. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

As a management and holding company, the Corporation's business activities are carried out through its investments in businesses, each of which has its own management team. Accordingly, the Corporation's management relies on the certifications filed by management of Lifeco and IGM pursuant to National Instrument 52-109 – *52-109 Certification of Disclosure in Issuers' Annual and Interim Filings*, as well as a sub-certification process by management at its other significant subsidiaries and investees in order to make determinations regarding the Corporation's disclosure controls and procedures and internal control over financial reporting.

There have been no changes in the Corporation's internal control over financial reporting during the three-month period ended June 30, 2021 which have materially affected, or are reasonably likely to materially affect, the Corporation's internal control over financial reporting.

LIMITATION ON DISCLOSURE CONTROLS AND PROCEDURES & INTERNAL CONTROL OVER FINANCIAL REPORTING

As permitted by securities legislation, for the period ended June 30, 2021, Lifeco's management has limited the scope of its design of Lifeco's disclosure controls and procedures and Lifeco's internal control over financial reporting to exclude controls, policies and procedures of MassMutual, which Lifeco acquired on December 31, 2020.

For the three months ended June 30, 2021, the acquired MassMutual business had revenue of \$1,331 million pre-tax and net earnings of \$56 million post-tax, including integration costs of \$7 million post-tax. For the six months ended June 30, 2021, the acquired MassMutual business had revenue of \$1,797 million pre-tax and net earnings of \$96 million post-tax, including integration costs of \$15 million post-tax. At December 31, 2020, the estimated total assets acquired, goodwill and intangible assets, updated and reported as at June 30, 2021, were \$115,450 million. Total estimated liabilities were \$112,513 million, with the final valuation of the assets acquired and liabilities assumed expected to occur during 2021.

Power Financial Corporation

Power Financial relies on certain of the continuous disclosure documents filed by Power Corporation of Canada pursuant to an exemption from the requirements of National Instrument 51-102 – *Continuous Disclosure Obligations* (NI 51-102) pursuant to Section 13.1 of NI 51-102 and as provided in the decision of the Autorité des marchés financiers and the Ontario Securities Commission, dated January 19, 2021, regarding Power Financial and Power Corporation. The following disclosure is provided further to the requirements of such decision:

At June 30, 2021	Lifeco	IGM	Corporate and other ^[1]	Effect of consolidation	Total Power Financial	Total Power Corporation
Total assets	604,176	16,897	27,157	(21,189)	627,041	634,857
Total liabilities	576,220	10,777	3,135	(93)	590,039	593,839

For the three-months ending June 30, 2021	Power Financial	Power Corporation
Cash flows from operations	1,351	1,327

[1] Includes Power Financial's investment activities including its investment in Portage I, Portage II, and Wealthsimple.

Summary of Quarterly Results

	2021		2020				2019			
	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Total revenues ^[1, 2]	19,318	12,184	17,954	14,682	20,631	11,349	11,729	15,422	3,824	17,866
Assets under management [in billions]	1,423	1,144	1,142	990	942	879	941	916	907	904
Assets under administration [in billions]	2,651	2,310	2,195	1,860	1,855	1,699	1,823	1,781	1,751	1,731
Net earnings (attributable to participating shareholders)	994	556	623	505	666	200	179	359	278	292
per share – basic ^[3]	1.47	0.82	0.92	0.75	0.99	0.36	0.42	0.84	0.64	0.63
per share – diluted ^[3]	1.46	0.82	0.92	0.75	0.99	0.36	0.42	0.84	0.64	0.63
Adjusted net earnings (attributable to participating shareholders) ^[4]	1,020	786	627	483	533	345	357	308	359	251
per share – basic ^[3, 4]	1.51	1.16	0.93	0.72	0.79	0.62	0.84	0.72	0.83	0.54
Adjustments ^[4, 5]	(26)	(230)	(4)	22	133	(145)	(178)	51	(81)	41
per share – basic ^[4]	(0.04)	(0.34)	(0.01)	0.03	0.20	(0.26)	(0.42)	0.12	(0.19)	0.09

[1] The decrease in revenues in the second quarter of 2019 is due to the impact of Lifeco's sale, via indemnity reinsurance, of its U.S. individual life insurance and annuity business to Protective Life.

[2] Comparative figures for the first quarter of 2021 have been corrected relating to an immaterial classification error in Lifeco as described in Note 20 to the Corporation's Interim Consolidated Financial Statements.

[3] In the second quarter of 2019, pursuant to the Power Corporation Substantial Issuer Bid, Power Corporation repurchased approximately 9.8% of its issued and outstanding subordinate voting shares.

[4] Adjusted net earnings and adjusted net earnings per share attributable to participating shareholders, and adjustments and adjustments per share are non-IFRS financial measures. For a definition of these non-IFRS financial measures, please refer to the section "Non-IFRS Financial Measures and Presentation" in this MD&A. In the first quarter of 2021, the charge related to the remeasurement of the put right liability of certain of the non-controlling interests in Wealthsimple to fair value was presented as an Adjustment as these rights will be extinguished and thereafter will not have future fair value changes. The related amounts in the comparative periods have been reclassified as an Adjustment to reflect this presentation. In the first quarter of 2020, the definition of Adjustments was changed; refer to the definition included in the section "Non-IFRS Financial Measures and Presentation" in this MD&A. The comparative amounts have been adjusted to reflect this change.

[5] The Corporation's share of Lifeco, IGM and GBL's Adjustments, including the effect of consolidation, and Adjustments of the Corporation are as follows:

	2021		2020				2019			
	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Lifeco	(25)	(32)	7	97	105	(139)	(136)	23	(73)	39
IGM	(1)	(98)	(3)	(51)	4	(5)	(5)	1	(3)	2
GBL ^[1]	-	-	-	(2)	(3)	(1)	(15)	(4)	(5)	-
Alternative and other investments	-	(100)	-	(22)	27	-	(16)	-	-	-
Corporate operations	-	-	(8)	-	-	-	(6)	31	-	-
	(26)	(230)	(4)	22	133	(145)	(178)	51	(81)	41

[1] As previously reported by Pargesa.

Condensed Consolidated Balance Sheets

(unaudited) [in millions of Canadian dollars]	June 30, 2021	December 31, 2020
Assets		
Cash and cash equivalents	9,628	10,040
Investments [Note 4]		
Bonds	132,593	138,027
Mortgage and other loans	34,597	34,641
Shares	14,414	12,660
Investment properties	6,866	6,270
Loans to policyholders	8,203	8,387
	196,673	199,985
Funds held by ceding insurers	17,421	18,383
Reinsurance assets [Note 7]	20,114	22,121
Derivative financial instruments	928	973
Investments in jointly controlled corporations and associates [Note 5]	7,172	6,529
Owner-occupied properties and capital assets	3,446	3,217
Other assets	14,537	12,500
Deferred tax assets	927	1,082
Intangible assets	7,568	6,279
Goodwill	12,764	13,963
Investments on account of segregated fund policyholders [Note 6]	343,679	334,032
Total assets	634,857	629,104
Liabilities		
Insurance contract liabilities [Note 7]	202,682	208,902
Investment contract liabilities [Note 7]	8,880	9,145
Obligations to securitization entities	5,565	6,174
Power Corporation's debentures and other debt instruments [Note 8]	677	756
Non-recourse debentures and other debt instruments [Note 9]	13,347	13,299
Derivative financial instruments	1,116	1,270
Other liabilities	16,488	15,712
Deferred tax liabilities	1,405	1,081
Insurance and investment contracts on account of segregated fund policyholders [Note 6]	343,679	334,032
Total liabilities	593,839	590,371
Equity		
Stated capital [Note 10]		
Non-participating shares	955	956
Participating shares	9,586	9,557
Retained earnings	10,092	8,651
Reserves	2,972	3,043
Total shareholders' equity	23,605	22,207
Non-controlling interests	17,413	16,526
Total equity	41,018	38,733
Total liabilities and equity	634,857	629,104

Condensed Consolidated Statements of Earnings

(unaudited) [in millions of Canadian dollars, except per share amounts]	Three months ended June 30,		Six months ended June 30,	
	2021	2020	2021	2020
Revenues				
Premium income				
Gross premiums written	12,806	11,489	27,192	23,649
Ceded premiums	(1,060)	(1,104)	(2,299)	(2,363)
Total net premiums	11,746	10,385	24,893	21,286
Net investment income				
Regular net investment income	1,923	1,657	3,758	3,115
Change in fair value through profit or loss	2,808	6,330	(2,695)	2,934
Net investment income	4,731	7,987	1,063	6,049
Fee income	2,697	2,126	5,314	4,318
Other revenues	144	133	232	327
Total revenues	19,318	20,631	31,502	31,980
Expenses				
Policyholder benefits				
Gross	12,565	9,777	25,197	19,812
Ceded	(819)	(618)	(1,858)	(1,595)
Total net policyholder benefits	11,746	9,159	23,339	18,217
Changes in insurance and investment contract liabilities				
Gross	2,130	8,575	(3,616)	5,941
Ceded	29	(1,675)	1,427	(765)
Total net changes in insurance and investment contract liabilities	2,159	6,900	(2,189)	5,176
Policyholder dividends and experience refunds	416	500	757	871
Total paid or credited to policyholders	14,321	16,559	21,907	24,264
Commissions	977	813	1,915	1,695
Operating and administrative expenses	2,413	1,942	5,056	4,035
Financing charges	149	127	289	277
Total expenses	17,860	19,441	29,167	30,271
Earnings before investments in jointly controlled corporations and associates, and income taxes	1,458	1,190	2,335	1,709
Share of earnings of investments in jointly controlled corporations and associates [Note 5]	275	65	423	123
Earnings before income taxes	1,733	1,255	2,758	1,832
Income taxes [Note 15]	176	148	333	175
Net earnings	1,557	1,107	2,425	1,657
Attributable to				
Non-controlling interests	550	428	849	765
Non-participating shareholders	13	13	26	26
Participating shareholders	994	666	1,550	866
	1,557	1,107	2,425	1,657
Earnings per participating share [Note 17]				
Net earnings attributable to participating shareholders				
– Basic	1.47	0.99	2.29	1.40
– Diluted	1.46	0.99	2.28	1.40

Condensed Consolidated Statements of Comprehensive Income

(unaudited) [in millions of Canadian dollars]	Three months ended June 30,		Six months ended June 30,	
	2021	2020	2021	2020
Net earnings	1,557	1,107	2,425	1,657
Other comprehensive income (loss)				
Items that may be reclassified subsequently to net earnings				
Net unrealized gains (losses) on available-for-sale investments				
Unrealized gains (losses)	182	433	(122)	403
Income tax (expense) benefit	(19)	(63)	34	(55)
Realized (gains) losses transferred to net earnings	(114)	(84)	(374)	(239)
Income tax expense (benefit)	8	8	42	14
	57	294	(420)	123
Net unrealized gains (losses) on cash flow hedges				
Unrealized gains (losses)	27	5	52	(20)
Income tax (expense) benefit	(8)	3	(14)	6
Realized (gains) losses transferred to net earnings	(15)	1	(26)	1
Income tax expense (benefit)	4	-	7	-
	8	9	19	(13)
Net unrealized foreign exchange gains (losses) on translation of foreign operations				
Unrealized gains (losses) on translation	(196)	(564)	(564)	307
Income tax (expense) benefit	1	7	2	(3)
Unrealized gains (losses) on euro debt designated as hedge of net investments in foreign operations	(36)	30	44	(60)
Income tax (expense) benefit	(1)	(4)	(12)	8
	(232)	(531)	(530)	252
Share of other comprehensive income (losses) of investments in jointly controlled corporations and associates	249	238	19	(250)
Income tax (expense) benefit	-	7	4	(5)
	249	245	23	(255)
Total – items that may be reclassified	82	17	(908)	107
Items that will not be reclassified subsequently to net earnings				
Actuarial gains (losses) on defined benefit plans [Note 14]	41	(850)	891	(371)
Income tax (expense) benefit	(6)	192	(202)	85
Share of other comprehensive income (losses) of investments in jointly controlled corporations and associates	7	2	7	2
Total – items that will not be reclassified	42	(656)	696	(284)
Other comprehensive income (loss)	124	(639)	(212)	(177)
Comprehensive income	1,681	468	2,213	1,480
Attributable to				
Non-controlling interests	516	104	820	791
Non-participating shareholders	13	13	26	26
Participating shareholders	1,152	351	1,367	663
	1,681	468	2,213	1,480

Condensed Consolidated Statements of Changes in Equity

Six months ended June 30, 2021 (unaudited) [in millions of Canadian dollars]	Stated capital			Reserves				
	Non-participating shares	Participating shares	Retained earnings	Share-based compensation	Other comprehensive income [Note 16]	Total	Non-controlling interests	Total equity
Balance, beginning of year	956	9,557	8,651	293	2,750	3,043	16,526	38,733
Net earnings	-	-	1,576	-	-	-	849	2,425
Other comprehensive loss	-	-	-	-	(183)	(183)	(29)	(212)
Comprehensive income (loss)	-	-	1,576	-	(183)	(183)	820	2,213
Subordinate voting shares purchased and cancelled under Normal Course Issuer Bid [Note 10]	-	(50)	(71)	-	-	-	-	(121)
Repurchase of shares of the Corporation for cancellation	(1)	-	-	-	-	-	-	(1)
Dividends to shareholders								
Non-participating shares	-	-	(26)	-	-	-	-	(26)
Participating shares	-	-	(606)	-	-	-	-	(606)
Dividends to non-controlling interests	-	-	-	-	-	-	(464)	(464)
Expense for share-based compensation [Note 11]	-	-	-	35	-	35	18	53
Stock options exercised	-	79	-	(44)	-	(44)	36	71
Effects of changes in ownership and capital on interest in Wealthsimple [Note 3]	-	-	593	119	-	119	368	1,080
Other effects of changes in capital and ownership of subsidiaries, and other	-	-	(25)	2	-	2	109	86
Balance, end of period	955	9,586	10,092	405	2,567	2,972	17,413	41,018

Condensed Consolidated Statements of Changes in Equity (continued)

Six months ended June 30, 2020 (unaudited) [in millions of Canadian dollars]	Stated capital		Reserves					Total equity
	Non-participating shares	Participating shares	Retained earnings	Share-based compensation	Other comprehensive income [Note 16]	Total	Non-controlling interests	
Balance, beginning of year	960	726	10,780	212	1,496	1,708	22,411	36,585
Net earnings	-	-	892	-	-	-	765	1,657
Other comprehensive income (loss)	-	-	-	-	(203)	(203)	26	(177)
Comprehensive income (loss)	-	-	892	-	(203)	(203)	791	1,480
Acquisition of non-controlling interests in Power Financial and issue of subordinate voting shares [Note 10]	-	8,687	(2,847)	66	647	713	(6,555)	(2)
Related transaction costs	-	-	(46)	-	-	-	-	(46)
Issue of participating preferred shares [Note 10]	-	206	-	-	-	-	-	206
Subordinate voting shares purchased and cancelled under Normal Course Issuer Bid [Note 10]	-	(110)	(83)	-	-	-	-	(193)
Repurchase of shares of the Corporation for cancellation	(2)	-	-	-	-	-	-	(2)
Dividends to shareholders	-	-	(26)	-	-	-	-	(26)
Non-participating shares	-	-	(605)	-	-	-	-	(605)
Dividends to non-controlling interests	-	-	-	-	-	-	(464)	(464)
Expense for share-based compensation [Note 11]	-	-	-	28	-	28	12	40
Stock options exercised	-	17	-	(34)	-	(34)	32	15
Effects of changes in ownership on Parjointco's interest in Pargesa [Note 5]	-	-	66	-	22	22	-	88
Other effects of changes in capital and ownership of subsidiaries, and other	-	-	6	2	-	2	5	13
Balance, end of period	958	9,526	8,137	274	1,962	2,236	16,232	37,089

Condensed Consolidated Statements of Cash Flows

(unaudited) [in millions of Canadian dollars]	Six months ended June 30,	
	2021	2020
Operating activities		
Earnings before income taxes	2,758	1,832
Income tax paid, net of refunds	(359)	(275)
Adjusting items		
Change in insurance and investment contract liabilities	(3,286)	5,954
Change in funds held by ceding insurers	396	328
Change in reinsurance assets	1,418	(733)
Change in fair value through profit or loss	2,695	(2,934)
Other	(550)	(502)
	3,072	3,670
Financing activities		
Dividends paid		
Subsidiaries to non-controlling interests	(464)	(572)
Non-participating shares	(26)	(26)
Participating shares	(606)	(475)
	(1,096)	(1,073)
Issue of equity		
Corporation's subordinate voting shares [Note 10]	71	15
Corporation's participating preferred shares [Note 10]	-	206
Subsidiaries' common shares	360	16
Investment funds' limited-life fund and redeemable units	420	294
Repurchase or redemption of equity		
Corporation's subordinate voting shares for cancellation under normal course issuer bid [Note 10]	(121)	(193)
Corporation's non-participating shares	(2)	(2)
Investment funds' limited-life fund units	(169)	(7)
Disposition of equity interests in a subsidiary [Note 3]	500	-
Consideration paid for acquisition of Power Financial non-controlling interests, net of transaction costs	-	(46)
Corporation's increase in other debt instruments [Note 8]	-	87
Corporation's decrease in other debt instruments [Note 8]	(75)	-
Non-recourse debentures and other debt instruments [Note 9]		
Issue of debentures and senior notes	-	597
Increase in other debt instruments	484	347
Decrease in other debt instruments	(340)	(184)
Repayment of lease liabilities	(54)	(61)
Increase in obligations to securitization entities	845	552
Repayments of obligations to securitization entities and other	(1,417)	(914)
	(594)	(366)
Investment activities		
Dispositions, repayments or maturities		
Bonds	15,129	10,888
Mortgage and other loans	3,234	2,136
Shares	3,380	2,837
Change in loans to policyholders	55	(206)
Acquisitions or investments		
Bonds	(16,292)	(11,346)
Mortgage and other loans	(3,585)	(2,755)
Shares	(3,650)	(3,629)
Jointly controlled corporations and associates	(148)	(34)
Investment properties	(444)	(29)
Business acquisitions, net of cash and cash equivalents acquired	(128)	(106)
Cash derecognized on deconsolidation of a subsidiary	-	(22)
Acquisition of capital assets and other	(311)	(95)
	(2,760)	(2,361)
Effect of changes in exchange rates on cash and cash equivalents	(130)	112
Increase (decrease) in cash and cash equivalents	(412)	1,055
Cash and cash equivalents, beginning of year	10,040	6,805
Cash and cash equivalents, end of period	9,628	7,860
Net cash from operating activities includes		
Interest and dividends received	2,856	2,660
Interest paid	341	339

Notes to the Interim Condensed Consolidated Financial Statements (unaudited)

(ALL TABULAR AMOUNTS ARE IN MILLIONS OF CANADIAN DOLLARS, UNLESS OTHERWISE NOTED.)

Note 1	Corporate Information	72	Note 10	Stated Capital	87
Note 2	Basis of Presentation and Summary of Significant Accounting Policies	73	Note 11	Share-Based Compensation	88
Note 3	Business Acquisitions and Other Transactions	77	Note 12	Capital Management	90
Note 4	Investments	79	Note 13	Risk Management	92
Note 5	Investments in Jointly Controlled Corporations and Associates	80	Note 14	Pension Plans and Other Post-Employment Benefits	97
Note 6	Segregated Funds	81	Note 15	Income Taxes	98
Note 7	Insurance and Investment Contract Liabilities	82	Note 16	Other Comprehensive Income	98
Note 8	Power Corporation's Debentures and Other Debt Instruments	83	Note 17	Earnings Per Share	99
Note 9	Non-Recourse Debentures and Other Debt Instruments	84	Note 18	Fair Value Measurement	100
			Note 19	Segmented Information	104
			Note 20	Correction of Immaterial Classification Error to the Presentation of March 31, 2021 Statements of Earnings Arising from the Lifeco Segment	110

The following abbreviations are used in these Consolidated Financial Statements:

CALM	Canadian Asset Liability Method	Parjointco	Parjointco SA
Canada Life	The Canada Life Assurance Company	Personal Capital	Personal Capital Corporation
China AMC	China Asset Management Co., Ltd.	Portage I	Portag3 Ventures Limited Partnership
GBL	Groupe Bruxelles Lambert	Portage II	Portag3 Ventures II Limited Partnership
Great-West Life & Annuity	Great-West Life & Annuity Insurance Company	Portage III	Portage Ventures III Limited Partnership
IFRS	International Financial Reporting Standards	Power Corporation or the Corporation	Power Corporation of Canada
IGM or IGM Financial	IGM Financial Inc.	Power Financial	Power Financial Corporation
IG Wealth Management	Investors Group Inc.	Power Sustainable	Power Sustainable Capital Inc.
Irish Life	Irish Life Group Limited	Power Sustainable Energy Infrastructure	Power Sustainable Energy Infrastructure Partnership
Lifeco	Great-West Lifeco Inc.	Putnam	Putnam Investments, LLC
LMPG	LMPG Inc. (formerly Lumenpulse Group Inc.)	Sagard	Sagard Holdings Inc.
Mackenzie or Mackenzie Investments	Mackenzie Financial Corporation	TSX	Toronto Stock Exchange
MassMutual	Massachusetts Mutual Life Insurance Company	Wealthsimple	Wealthsimple Financial Corp.
Northleaf	Northleaf Capital Group Ltd.		

NOTE 1 Corporate Information

Power Corporation of Canada is a publicly listed company (TSX: POW; POW.PR.E) incorporated and domiciled in Canada and located at 751 Victoria Square, Montréal, Québec, Canada, H2Y 2J3.

Power Corporation is an international management and holding company that focuses on financial services in North America, Europe and Asia. Its core holdings are leading insurance, retirement, wealth management and investment businesses, including a portfolio of alternative asset investment platforms.

The unaudited Interim Condensed Consolidated Financial Statements (financial statements) of Power Corporation as at and for the three months and six months ended June 30, 2021 were approved by its Board of Directors on August 6, 2021.

NOTE 2 Basis of Presentation and Summary of Significant Accounting Policies

BASIS OF PRESENTATION

The financial statements of Power Corporation as at June 30, 2021 have been prepared in accordance with International Accounting Standard 34 – *Interim Financial Reporting* (IAS 34) using the same accounting policies as set out in Note 2 to the consolidated financial statements of the Corporation for the year ended December 31, 2020 except as described in the section Change in Accounting Policies below.

The financial statements include the accounts of Power Corporation and its subsidiaries on a consolidated basis after elimination of intercompany transactions and balances and consolidation adjustments.

The financial statements of Power Corporation include, on a consolidated basis, the results of Power Financial, a reporting issuer in all of the provinces and territories of Canada, and Lifeco and IGM Financial, which are both public companies. The amounts shown on the consolidated balance sheets, consolidated statements of earnings, consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows are mainly derived from the publicly disclosed consolidated financial statements of Lifeco and IGM Financial, all as at and for the three months and six months ended June 30, 2021. Certain notes to Power Corporation's financial statements are derived from the notes to the financial statements of Lifeco and IGM Financial.

SUBSIDIARIES

Subsidiaries are entities the Corporation controls when: (i) the Corporation has power over the entity; (ii) it is exposed or has rights to variable returns from its involvement; and (iii) it has the ability to affect those returns through its use of power over the entity. Subsidiaries of the Corporation are consolidated from the date of acquisition, being the date on which the Corporation obtains control, and continue to be consolidated until the date such control ceases. The Corporation reassesses whether or not it controls an entity if facts and circumstances indicate there are changes to one or more of the elements of control listed above.

JOINTLY CONTROLLED CORPORATIONS AND ASSOCIATES

Jointly controlled corporations are entities in which unanimous consent is required for decisions relating to relevant activities. Associates are entities in which the Corporation exercises significant influence over the entity's operating and financial policies, without having control or joint control. Investments in jointly controlled corporations and associates are accounted for using the equity method. Under the equity method, the Corporation recognizes its share of net earnings (losses) and other comprehensive income (loss) of the jointly controlled corporations and associates, and dividends received. In the case of investments in jointly controlled corporations and associates held by entities that meet the definition of a venture capital organization, the Corporation has elected to measure certain of its investments in jointly controlled corporations and associates at fair value through profit or loss.

NOTE 2 Basis of Presentation and Summary of Significant Accounting Policies (continued)**PRINCIPAL SUBSIDIARIES, JOINTLY CONTROLLED CORPORATIONS AND ASSOCIATES**

The financial statements of Power Corporation include the operations of the following direct and indirect subsidiaries and investments in jointly controlled corporations and associates:

				% equity interest	
Corporations	Classification	Incorporated in	Primary business operation	June 30, 2021	December 31, 2020
Corporate					
Power Corporation of Canada	Parent	Canada	Holding company		
China Asset Management Co., Ltd. ^[1]	Associate	China	Asset management company	27.8	27.8
Power Financial Corporation	Subsidiary	Canada	Holding company	100.0	100.0
Publicly traded companies					
Great-West Lifeco Inc. ^[2]	Subsidiary	Canada	Financial services holding company	70.7	70.8
The Canada Life Assurance Company	Subsidiary	Canada	Insurance and wealth management	100.0	100.0
Irish Life Group Limited	Subsidiary	Ireland	Insurance and wealth management	100.0	100.0
Great-West Life & Annuity Insurance Company	Subsidiary	United States	Financial services	100.0	100.0
Personal Capital Corporation	Subsidiary	United States	Financial services	100.0	100.0
Putnam Investments, LLC ^[3]	Subsidiary	United States	Financial services	96.0	96.3
IGM Financial Inc. ^[4]	Subsidiary	Canada	Wealth and asset management	65.8	66.0
IG Wealth Management	Subsidiary	Canada	Financial services	100.0	100.0
Mackenzie Financial Corporation	Subsidiary	Canada	Investment manager	100.0	100.0
Northleaf Capital Group Ltd. ^[5]	Associate	Canada	Investment manager	70.0	70.0
Parjointco SA	Joint control	Belgium	Holding company	50.0	50.0
Groupe Bruxelles Lambert ^[6]	Subsidiary	Belgium	Holding company	28.2	28.2
Alternative asset investment platforms and other					
Power Sustainable Capital Inc.	Subsidiary	Canada	Alternative asset manager	100.0	100.0
Power Sustainable Energy Infrastructure Partnership ^[7]	Subsidiary	Canada	Renewable energy fund	55.0	-
Potentia Renewables Inc.	Subsidiary	Canada	Renewable energy	100.0	100.0
Nautilus Solar Energy, LLC	Subsidiary	United States	Renewable energy	100.0	100.0
Sagard Holdings Inc.	Subsidiary	Canada	Holding Company	100.0	100.0
Sagard Holdings Management Inc. ^[8]	Subsidiary	Canada	Alternative asset manager	94.4	-
Wealthsimple Financial Corp. ^[9]	Subsidiary	Canada	Financial services	55.9	74.9
Portag3 Ventures LP ^[10]	Subsidiary	Canada	Venture capital fund	100.0	100.0
Portag3 Ventures II LP ^[11]	Subsidiary	Canada	Venture capital fund	27.9	27.9
Portage Ventures III LP ^[12]	Subsidiary	Canada	Venture capital fund	31.1	-
Sagard Credit Partners, LP	Subsidiary	Canada	Credit Fund	18.0	18.0
Sagard Europe 4	Subsidiary	France	Private equity fund	35.1	38.2
Sagard New Gen	Subsidiary	France	Private equity fund	54.4	54.4
Standalone Businesses					
LMPG Inc.	Subsidiary	Canada	Sustainable energy	60.5	60.5
Peak Achievement Athletics Inc.	Joint control	Canada	Manufacturer of sports equipment and apparel	42.6	42.6
The Lion Electric Co.	Associate	Canada	Manufacturer of zero-emission vehicles	35.7	44.1

[1] Power Corporation and Mackenzie Investments each hold an equity interest of 13.9% in China AMC.

[2] Power Financial holds a 66.7% equity interest and IGM Financial holds a 4.0% equity interest in Lifeco (66.8% and 4.0%, respectively, at December 31, 2020).

[3] Lifeco holds 100% of the voting shares and 96.0% of the total outstanding shares (96.3% at December 31, 2020).

[4] Power Financial holds a 61.9% equity interest and Canada Life holds a 3.9% equity interest in IGM Financial (62.1% and 3.9%, respectively, at December 31, 2020).

[5] Represents a 49.9% non-controlling voting interest. Held through an acquisition vehicle 80% owned by Mackenzie and 20% by Lifeco.

[6] Parjointco has a 43.2% voting interest in GBL.

[7] Power Corporation holds a 40% equity interest and Lifeco holds a 15% equity interest in Power Sustainable Energy Infrastructure Partnership.

[8] On March 26, 2021, the asset management activities of Sagard Holdings Inc. were transferred into Sagard Holdings Management Inc., a newly formed subsidiary of Sagard Holdings Inc.

[9] Power Financial, Portage I and IGM Financial hold an equity interest of 13.9%, 11.1% and 30.9%, respectively, in Wealthsimple (18.7%, 14.8% and 41.4%, respectively, at December 31, 2020).

[10] Power Financial holds a 63.0% equity interest and Lifeco and IGM Financial each hold an equity interest of 18.5% in Portage I.

[11] Power Financial, Lifeco and IGM Financial each hold an equal equity interest of 7.7% and Sagard Holdings Inc., holds 4.7% equity interest in Portage II.

[12] Sagard Holdings Inc., Lifeco and IGM Financial hold an equity interest of 7.5%, 11.2% and 12.4%, respectively, in Portage III.

NOTE 2 Basis of Presentation and Summary of Significant Accounting Policies (continued)**REORGANIZATION AND ACQUISITION OF COMMON SHARES IN POWER FINANCIAL**

On February 13, 2020, the Corporation successfully completed a reorganization transaction (Reorganization) and acquired 238,693,580 common shares of Power Financial held by minority interests in consideration of the issuance of 250,628,173 Subordinate Voting Shares of the Corporation and \$2 million paid in cash for a total consideration of \$8.7 billion. Since then, the Corporation has held 100% of the issued and outstanding common shares of Power Financial, which were delisted from the TSX. The excess of the purchase price over the carrying value of the non-controlling interests of \$6,555 million acquired was recorded as a decrease in retained earnings of \$2,847 million and a reattribution of accumulated other comprehensive income and share-based compensation reserves of \$647 million and \$66 million, respectively, in 2020. Costs of \$46 million related to the transaction were charged to retained earnings on the statements of changes in equity in 2020.

CHANGE IN ACCOUNTING POLICIES

The Corporation adopted the *Interest Rate Benchmark Reform – Phase 2* amendments to IFRS for IAS 39, *Financial Instruments: Recognition and Measurement*, IFRS 7, *Financial Instruments: Disclosures*, IFRS 4, *Insurance Contracts* and IFRS 16, *Leases*, effective January 1, 2021. The adoption of these amendments did not have a significant impact on the Corporation's consolidated financial statements.

USE OF SIGNIFICANT JUDGMENTS, ESTIMATES AND ASSUMPTIONS

In the preparation of the financial statements, management of the Corporation and management of its subsidiaries are required to make significant judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, net earnings, comprehensive income and related disclosures. Key sources of estimation uncertainty and areas where significant judgments have been made by the management of the Corporation and the management of its subsidiaries are further described in the relevant accounting policies as described in the Corporation's consolidated financial statements and notes thereto for the year ended December 31, 2020.

Impact of COVID-19 on significant judgments, estimates and assumptions

The COVID-19 pandemic has continued to result in uncertainty in global financial markets and the economic environment in which the Corporation and its subsidiaries operate. The duration and impact of the COVID-19 pandemic continues to be unknown at this time, as is the efficacy of the associated fiscal and monetary interventions by governments and central banks.

The results of the Corporation reflect the judgments of the managements of the Corporation and its subsidiaries regarding the impact of prevailing market conditions related to global credit, equities, investment properties and foreign exchange, as well as, with respect to Lifeco, prevailing health and mortality experience market conditions.

The provision for future credit losses within Lifeco's insurance contract liabilities relies upon investment credit ratings. In addition to its own credit assessments, Lifeco's practice is to use third-party independent credit ratings where available. Management judgment is required when setting credit ratings for instruments that do not have a third-party credit rating. Given rapid market changes, third-party credit rating changes may lag developments in the current environment.

The fair value of investments, the valuation of goodwill and other intangible assets, the valuation of insurance contract liabilities and the recoverability of deferred tax asset carrying values reflect the judgments of the managements of the Corporation and its subsidiaries.

Given the uncertainty surrounding the current environment, the actual financial results could differ from the estimates made in the preparation of these financial statements.

NOTE 2 Basis of Presentation and Summary of Significant Accounting Policies (continued)**FUTURE ACCOUNTING CHANGES**

The Corporation and its subsidiaries continuously monitor the potential changes proposed by the International Accounting Standards Board (IASB) and analyze the effect that changes in the standards may have on the consolidated financial statements when they become effective. The following sets out standards released and updates to the Corporation and its subsidiaries' analysis since December 31, 2020:

Standard	Summary of future changes
IAS 1 – <i>Presentation of Financial Statements</i>	<p>In February 2021, the IASB published <i>Disclosure of Accounting Policies</i>, amendments to IAS 1, <i>Presentation of Financial Statements</i>. The amendments clarify how an entity determines whether accounting policy information is material.</p> <p>These amendments are effective for annual reporting periods beginning on or after January 1, 2023, with earlier application permitted. The Corporation and its subsidiaries are evaluating the impact for the adoption of these amendments.</p>
IAS 8 – <i>Accounting Policies, Changes in Accounting Estimates and Errors</i>	<p>In February 2021, the IASB published <i>Definition of Accounting Estimates</i>, amendments to IAS 8, <i>Accounting Policies, Changes in Accounting Estimates and Errors</i>. The amendments clarify the difference between an accounting policy and an accounting estimate.</p> <p>These amendments are effective for annual reporting periods beginning on or after January 1, 2023, with earlier application permitted. The Corporation and its subsidiaries are evaluating the impact for the adoption of these amendments.</p>
IAS 12 – <i>Income Taxes</i>	<p>In May 2021, the IASB published <i>Deferred Tax Related to Assets and Liabilities from a Single Transaction</i>, amendments to IAS 12, <i>Income Taxes</i>. The amendments clarify that for transactions in which both deductible and taxable temporary differences arise on initial recognition that result in deferred tax assets and liabilities of the same amount, deferred tax assets and liabilities are to be recognized.</p> <p>These amendments are effective for annual reporting periods beginning on or after January 1, 2023, with earlier application permitted. The Corporation and its subsidiaries are evaluating the impact for the adoption of these amendments.</p>

NOTE 3 Business Acquisitions and Other Transactions**LIFECO****Acquisition of MassMutual retirement services business**

On December 31, 2020, Great-West Life & Annuity completed the purchase, via indemnity reinsurance, of the retirement services business of MassMutual and assumed the economics and risks associated with the reinsured business.

Lifeco paid a ceding commission of \$2,937 million (US\$2,312 million) net of working capital adjustments to MassMutual, and funded the transaction with existing cash, short-term debt and \$1,973 million (US\$1,500 million) in long-term debt issued on September 17, 2020. The assets acquired, liabilities assumed and ceding commission paid at the closing of this transaction are subject to future adjustments. The initial amounts assigned to the assets acquired, goodwill, intangible assets and liabilities assumed on December 31, 2020, and reported as at June 30, 2021 are as follows:

Assets acquired and goodwill	
Cash and cash equivalents	2,626
Bonds	12,006
Mortgage loans	2,326
Funds held by ceding insurers	9,928
Goodwill	1,557
Intangible assets	1,270
Other assets	652
Deferred tax assets	300
Investments on account of segregated fund policyholders	84,785
	115,450
Liabilities assumed	
Insurance contract liabilities	22,316
Investment contract liabilities	4,984
Other liabilities	428
Investment and insurance contracts on account of segregated fund policyholders	84,785
	112,513
Net assets acquired	2,937

As at June 30, 2021, the accounting for the acquisition is not finalized pending completion of a comprehensive valuation of the net assets acquired. The financial statements at June 30, 2021 reflect Lifeco's current best estimate of the purchase price allocation. Lifeco has identified and allocated provisional amounts for intangible assets within the purchase price allocation, net of \$37 million of amortization at June 30, 2021. Lifeco expects the final valuation of these assets acquired and liabilities assumed and the completion of the purchase price allocation to occur during the second half of 2021.

As a result, the excess of the purchase price over the fair value of net assets acquired, representing goodwill of \$1,557 million (US\$1,226 million) as at June 30, 2021, will be adjusted in future periods. The goodwill represents the synergies or future economic benefits arising from other assets acquired that are not individually identified and separately recognized in the acquisition of the MassMutual retirement services business. These synergies represent meaningful expense and revenue opportunities which are expected to be accretive to earnings.

Acquisition of Personal Capital Corporation

On August 17, 2020, Great-West Life & Annuity completed the acquisition of 100% of the equity of Personal Capital. Upon completion of the purchase price allocation in the fourth quarter of 2020, a contingent consideration earn-out provision of \$21 million was recognized, representing Lifeco's best estimate of growth in assets under management metrics defined in the Merger Agreement. During the second quarter of 2021, the contingent consideration provision was increased by \$16 million to \$37 million, due to growth in net new assets above the amount assumed at the date of acquisition.

The Merger Agreement allows for contingent consideration of up to \$217 million (US\$175 million) based on the achievement of growth in assets under management metrics, payable following measurements through December 31, 2021 and December 31, 2022. Changes in the fair value of the contingent consideration measured in accordance with the Merger Agreement are recognized in operating and administrative expenses in the statements of earnings.

NOTE 3 Business Acquisitions and Other Transactions (continued)**Subsequent events****Acquisition of Prudential retirement services business**

On July 21, 2021, Great-West Life & Annuity announced that it had entered into an agreement to purchase, through a share purchase and a reinsurance transaction, the full-service retirement business of Prudential Financial, Inc. (Prudential). Lifeco will assume the economics and risks associated with the reinsured business, while Prudential will continue to retain the obligation to the contract holders. Lifeco will pay a total transaction value of approximately US\$3,550 million and intends to fund the transaction with \$1,500 million (US\$1,150 million) of limited recourse capital notes and US\$1,000 million of short-term debt, in addition to existing resources. The transaction is expected to close in the first quarter of 2022, subject to regulatory and customary closing conditions.

Acquisition of Ark Life Assurance Company

On July 13, 2021, Irish Life, an indirect wholly owned subsidiary of Lifeco, announced that it had entered into an agreement to acquire Ark Life Assurance Company dac (Ark Life) from Phoenix Group Holdings plc for total cash consideration of €230 million. Ark Life is closed to new business and manages a range of pensions, savings and protection policies for its customers in the Irish market. The transaction is expected to close in the first half of 2022, subject to regulatory and customary closing conditions.

Acquisition of ClaimSecure Inc.

On July 13, 2021, Canada Life announced that it had entered into an agreement to acquire ClaimSecure Inc., a healthcare management firm that provides health and dental claim management services to private and public businesses in Canada. The transaction is expected to close in the third quarter of 2021, subject to regulatory and customary closing conditions. The acquisition is not expected to be material.

WEALTHSIMPLE

On May 3, 2021, Wealthsimple announced that it had signed a \$750 million equity offering, consisting of a \$250 million primary offering by Wealthsimple, as well as a \$500 million secondary offering by the Corporation, IGM and Lifeco pro rata to their respective ownership interests. The transaction closed on May 12, 2021 and as a result of the secondary offering, the Corporation received proceeds of \$500 million. As well, the existing put rights held by non-controlling interests and option holders of Wealthsimple were extinguished. At the close of the transaction, the Corporation held a combined equity interest of 56% in Wealthsimple.

In the first quarter of 2021, the fair value increase in Wealthsimple resulted in a charge related to the remeasurement of the put right liability of certain of the non-controlling interests and option holders in Wealthsimple to fair value and carried interest payable of \$332 million, which is included in the operating and administrative expenses in the statements of earnings.

In the second quarter of 2021, following the close of the primary and secondary offerings and the extinguishment of the put rights, the Corporation recorded an increase in retained earnings of \$638 million (\$593 million net of income taxes), in the share-based compensation reserve of \$119 million and in non-controlling interests of \$368 million, recognized through the statements of changes in equity.

NOTE 3 Business Acquisitions and Other Transactions (continued)**POWER SUSTAINABLE ENERGY INFRASTRUCTURE PARTNERSHIP**

In January 2021, Power Sustainable, a wholly owned subsidiary of the Corporation, launched Power Sustainable Energy Infrastructure Partnership, a fund with committed capital of \$1 billion dedicated to the renewable energy sector, including a commitment of \$400 million from Power Sustainable and \$150 million from Lifeco. On January 1, 2021, certain existing operating assets and projects under development, and the related project debt, in the amount of \$255 million, were transferred to the partnership from Potentia Renewables Inc. and Nautilus Solar Energy, LLC in exchange for consideration in cash of \$154 million (including \$38 million received from Lifeco) and a 55% interest in the fund, of which 15% is held by Lifeco. The Corporation controls and consolidates the activities of the fund. Equity interests held by third parties having redemption features, subject to certain restrictions, have been classified as a financial liability within other liabilities on the balance sheets. In the first quarter of 2021, as a result of the investment by third parties in equity interests of the fund, the Corporation recognized a reduction of retained earnings of \$45 million in the statements of changes in equity, primarily related to the initial measurement of non-controlling interests.

SAGARD HEALTHCARE ROYALTY PARTNERS, LP

In February 2021, Sagard announced the final closing of Sagard Healthcare Royalty Partners, LP, a fund launched in 2019 that invests in the life sciences sector, with total commitments of US\$725 million. Sagard has committed an amount of US\$75 million. At closing, the Corporation determined that it no longer controls Sagard Healthcare Royalty Partners, LP and now accounts for its interest in the fund as an investment designated at fair value through profit or loss and has derecognized the assets and liabilities of Sagard Healthcare Royalty Partners, LP with no significant impact to the Corporation's balance sheets.

NOTE 4 Investments**CARRYING VALUES AND FAIR VALUES**

Carrying values and estimated fair values of investments are as follows:

	June 30, 2021		December 31, 2020	
	Carrying value	Fair value	Carrying value	Fair value
Bonds				
Designated as fair value through profit or loss	95,912	95,912	100,729	100,729
Classified as fair value through profit or loss	1,824	1,824	2,053	2,053
Available for sale	11,385	11,385	11,897	11,897
Loans and receivables	23,472	25,699	23,348	26,545
	132,593	134,820	138,027	141,224
Mortgage and other loans				
Loans and receivables	32,310	33,558	32,546	34,607
Designated as fair value through profit or loss	2,275	2,275	2,092	2,092
Classified as fair value through profit or loss	12	12	3	3
	34,597	35,845	34,641	36,702
Shares				
Designated as fair value through profit or loss	12,350	12,350	10,498	10,498
Classified as fair value through profit or loss	364	364	199	199
Available for sale ^[1]	1,700	1,700	1,963	1,963
	14,414	14,414	12,660	12,660
Investment properties	6,866	6,866	6,270	6,270
Loans to policyholders	8,203	8,203	8,387	8,387
	196,673	200,148	199,985	205,243

[1] Fair value of certain shares available for sale cannot be reliably measured, therefore these investments are held at cost.

NOTE 5 Investments in Jointly Controlled Corporations and Associates

The carrying values of the investments in jointly controlled corporations and associates are as follows:

June 30, 2021	Jointly controlled corporations		Associates			Total
	Parjointco	Other	China AMC	Northleaf	Other ^[1]	
Carrying value, beginning of year	4,216	272	1,436	248	357	6,529
Investments	-	28	-	1	322	351
Share of earnings (losses)	205	62	55	3	98	423
Share of other comprehensive income (loss)	59	(3)	(23)	-	(7)	26
Dividends and distributions	(81)	(13)	(54)	-	-	(148)
Effects of changes in ownership and other	8	-	-	-	(17)	(9)
Carrying value, end of period	4,407	346	1,414	252	753	7,172

[1] Includes the investment in Lion Electric Co.

June 30, 2020	Jointly controlled corporations		Associates			Total
	Parjointco	Other	China AMC	Personal Capital ^[2]	Other ^[1]	
Carrying value, beginning of year	3,954	224	1,321	194	200	5,893
Investments	-	9	-	-	25	34
Derecognition	-	-	-	-	(10)	(10)
Share of earnings (losses)	117	6	38	(4)	(34)	123
Share of other comprehensive income (loss)	(314)	7	45	9	5	(248)
Dividends and distributions	(88)	(3)	(28)	-	(2)	(121)
Effects of changes in ownership and other	94	-	-	-	-	94
Carrying value, end of period	3,763	243	1,376	199	184	5,765

[1] Includes the investment in Lion Electric Co.

[2] On August 17, 2020, Great-West Life & Annuity acquired 100% of the equity of Personal Capital.

LION ELECTRIC CO.

On November 30, 2020, Lion Electric Co. (Lion) announced its intention to combine with Northern Genesis Acquisition Corp. (Northern Genesis), a publicly traded special-purpose acquisition company. On May 6, 2021, Lion announced the closing of the transaction. On that date, a wholly owned subsidiary of Lion merged with Northern Genesis and as a result Lion is publicly listed on the TSX and the New York Stock Exchange. A US\$200 million committed private placement of common shares of Lion was also completed, in which Power Sustainable invested US\$17 million (\$20 million). At the close of the transaction, Power Sustainable held an equity interest in Lion of 31% (44.1% at December 31, 2020) and retained significant influence over the investment. The effect of the change in ownership resulted in a gain of \$62 million, net of accumulated losses which had not been recognized by the Corporation. The net impact is recorded in share of earnings of investments in jointly controlled corporations and associates on the statement of earnings in the second quarter of 2021.

Power Sustainable also held call rights to acquire up to 13,212,480 additional shares from certain existing shareholders of Lion. On June 5, 2021, Power Sustainable exercised a portion of its outstanding call rights and acquired an additional 8,891,812 shares, on a cashless net settlement basis, increasing Power Sustainable's interest to 35.7% and resulting in an increase in the carrying value of the investment in Lion of \$222 million. The fair value of the remaining call rights was estimated to be \$27 million at June 30, 2021 and is included in derivative financial assets on the balance sheets. The value of the call rights was \$102 million at December 31, 2020. A gain on the revaluation of the call rights of \$147 million was recorded in net investment income on the statements of earnings during the six-month period ended June 30, 2021.

PARJOINTCO

On March 11, 2020, Parjointco and Pargesa announced an agreement for a transaction to simplify the group structure. A public exchange offer was initiated by Parjointco for all Pargesa shares not already owned by Parjointco, under which Pargesa shareholders received 0.93 shares of GBL for each Pargesa bearer share they held. Following the transaction, Pargesa was delisted from the Swiss Stock Exchange. GBL shareholders approved the implementation of double-voting rights, a condition of the transaction, at GBL's extraordinary shareholders meeting held on April 28, 2020; as a result, Parjointco retained de facto control of GBL.

NOTE 5 Investments in Jointly Controlled Corporations and Associates (continued)

Parjointco's interest in Pargesa increased from 55.5% (75.4% of the voting rights) at December 31, 2019 to 89.0% (94.0% of the voting rights) at June 30, 2020. Pargesa's interest in GBL decreased from 50.0% at December 31, 2019 to 33.6% (49.4% of the voting rights) at June 30, 2020. The transaction resulted in an increase in retained earnings of \$66 million and a reattribution of accumulated other comprehensive income of \$22 million at June 30, 2020.

Parjointco held a 100% equity interest (100% of the voting rights) in Pargesa at December 31, 2020. Pargesa held a 28.2% equity interest (43.2% of the voting rights) in GBL at December 31, 2020.

NOTE 6 Segregated Funds

The following presents details of the investments, determined in accordance with the relevant statutory reporting requirements of each region of Lifeco's operations, on account of segregated fund policyholders:

INVESTMENTS ON ACCOUNT OF SEGREGATED FUND POLICYHOLDERS

	June 30, 2021 ^[1]	December 31, 2020
Cash and cash equivalents	11,791	15,558
Bonds	60,726	65,338
Mortgage loans	2,548	2,686
Shares and units in unit trusts	124,960	112,675
Mutual funds	131,561	127,577
Investment properties	12,349	12,430
	343,935	336,264
Accrued income	441	463
Other liabilities	(3,311)	(4,185)
Non-controlling mutual fund interest	2,614	1,490
	343,679	334,032

[1] At June 30, 2021, \$84,320 million of investments on account of segregated fund policyholders are reinsured by Lifeco on a modified co-insurance basis (\$84,785 million at December 31, 2020). Included in this amount are \$563 million of cash and cash equivalents, \$13,700 million of bonds, \$25 million of shares and units in unit trusts, \$70,045 million of mutual funds, \$84 million of accrued income and \$97 million of other liabilities.

INSURANCE AND INVESTMENT CONTRACTS ON ACCOUNT OF SEGREGATED FUND POLICYHOLDERS

	Six months ended June 30,	
	2021	2020
Balance, beginning of year	334,032	231,022
Additions (deductions):		
Policyholder deposits	14,587	10,989
Net investment income	966	998
Net realized capital gains on investments	7,548	604
Net unrealized capital gains (losses) on investments	13,668	(8,921)
Unrealized gains (losses) due to changes in foreign exchange rates	(8,070)	3,422
Policyholder withdrawals	(20,124)	(9,556)
Changes in segregated fund investment in General Fund	(54)	35
General Fund investment in segregated fund	(14)	237
Net transfer from General Fund	16	5
Non-controlling mutual fund interest	1,124	(116)
	9,647	(2,303)
Balance, end of period	343,679	228,719

NOTE 6 Segregated Funds (continued)**INVESTMENTS ON ACCOUNT OF SEGREGATED FUND POLICYHOLDERS** (by fair value hierarchy level)

	June 30, 2021			
	Level 1	Level 2	Level 3	Total
Investments on account of segregated fund policyholders ^[1]	240,780	92,156	13,400	346,336

[1] Excludes other liabilities, net of other assets, of \$2,657 million.

	December 31, 2020			
	Level 1	Level 2	Level 3	Total
Investments on account of segregated fund policyholders ^[1]	224,831	98,424	13,556	336,811

[1] Excludes other liabilities, net of other assets, of \$2,779 million.

During the six months ended June 30, 2021, certain foreign equity holdings valued at \$4,715 million were transferred from Level 2 to Level 1 (\$3,190 million were transferred from Level 1 to Level 2 at December 31, 2020), primarily based on Lifeco's change in use of inputs in addition to quoted prices in active markets for certain foreign equity holdings. Level 2 assets include the assets where fair value is not available from normal market pricing sources, where inputs are utilized in addition to quoted prices in active markets and where Lifeco does not have access to the underlying asset details within an investment fund.

The following presents additional information about Lifeco's investments on account of segregated fund policyholders for which Lifeco has utilized Level 3 inputs to determine fair value:

	June 30, 2021	December 31, 2020
Balance, beginning of year	13,556	13,988
Total gains (losses) included in segregated fund investment income	(62)	78
Purchases	223	167
Sales	(317)	(712)
Transfers into Level 3	1	35
Transfers out of Level 3	(1)	-
Balance, end of period	13,400	13,556

Transfers into Level 3 are due primarily to decreased observability of inputs in valuation methodologies. Transfers out of Level 3 are due primarily to increased observability of inputs in valuation methodologies as evidenced by corroboration of market prices with multiple pricing vendors.

NOTE 7 Insurance and Investment Contract Liabilities**INSURANCE AND INVESTMENT CONTRACT LIABILITIES**

	June 30, 2021			December 31, 2020		
	Gross liability	Reinsurance assets	Net	Gross liability	Reinsurance assets	Net
Insurance contract liabilities	202,682	20,007	182,675	208,902	21,991	186,911
Investment contract liabilities	8,880	107	8,773	9,145	130	9,015
	211,562	20,114	191,448	218,047	22,121	195,926

NOTE 8 Power Corporation's Debentures and Other Debt Instruments

	June 30, 2021	December 31, 2020
POWER CORPORATION		
Debentures		
8.57% debentures due April 22, 2039, unsecured	150	150
4.81% debentures due January 31, 2047, unsecured	248	248
4.455% debentures due July 27, 2048, unsecured	248	248
	646	646
Other Debt Instruments		
Revolving credit facility with interest equal to LIBOR plus 0.70% (0.65% at December 31, 2020), unsecured	31	110
Total Power Corporation	677	756

CHANGES IN OTHER DEBT INSTRUMENTS

The table below details changes in the other debt instruments arising from financing activities, including both cash and non-cash changes.

	June 30, 2021	June 30, 2020
Balance, beginning of the year	756	683
Increase in other debt instruments	-	87
Decrease in other debt instruments	(75)	-
Changes in foreign exchange rates and other	(4)	7
Balance, end of period	677	777

NOTE 9 Non-Recourse Debentures and Other Debt Instruments**A) POWER FINANCIAL, LIFECO AND IGM**

The following table presents the debentures and other debt instruments issued by Power Financial, Lifeco and IGM. The 6.90% debentures of Power Financial are direct obligations of Power Financial and are non-recourse to the Corporation. All debentures and other debt instruments of Lifeco and its subsidiaries are direct obligations of Lifeco or its subsidiaries, as applicable, and are non-recourse to the Corporation. All of the debentures of IGM are direct obligations of IGM and are non-recourse to the Corporation.

	June 30, 2021	December 31, 2020
POWER FINANCIAL		
Debentures		
6.90% debentures due March 11, 2033, unsecured	250	250
Total Power Financial	250	250
LIFECO		
Debentures		
2.50% debentures due April 18, 2023 (€500 million), unsecured	734	774
1.75% debentures due December 7, 2026 (€500 million), unsecured	731	771
3.337% debentures due February 28, 2028, unsecured	498	498
6.40% subordinated debentures due December 11, 2028, unsecured	100	100
2.379% debentures due May 14, 2030, unsecured	597	597
6.74% debentures due November 24, 2031, unsecured	195	195
6.67% debentures due March 21, 2033, unsecured	394	394
5.998% debentures due November 16, 2039, unsecured	342	342
2.981% debentures due July 8, 2050, unsecured	493	493
7.529% capital trust debentures due June 30, 2052 (face value of \$150 million), unsecured	158	158
	4,242	4,322
Other Debt Instruments		
Commercial paper and other short-term debt instruments with interest rates from 0.162% to 0.254% (0.223% to 0.274% at December 31, 2020), unsecured	123	125
Revolving credit facility with interest equal to LIBOR plus 0.70% (US\$15 million)(US\$165 million at December 31, 2020), unsecured	19	210
Revolving credit facility with interest equal to LIBOR plus 1.00% (US\$500 million), unsecured ^[1]	620	635
Senior notes due August 12, 2025, bearing an interest rate of 0.904% (US\$500 million), unsecured	617	631
Senior notes due September 17, 2027, bearing an interest rate of 1.357% (US\$400 million), unsecured	494	505
Senior notes due May 17, 2028, bearing an interest rate of 4.047% (US\$300 million), unsecured	370	379
Senior notes due March 17, 2031, bearing an interest rate of 1.776% (US\$400 million), unsecured	493	505
Senior notes due June 3, 2047, bearing an interest rate of 4.15% (US\$700 million), unsecured	853	874
Senior notes due May 17, 2048, bearing an interest rate of 4.581% (US\$500 million), unsecured	614	628
Senior notes due September 17, 2051, bearing an interest rate of 3.075% (US\$700 million), unsecured	858	879
	5,061	5,371
Total Lifeco	9,303	9,693

[1] On July 2, 2021, Lifeco made a payment of US\$400 million on its committed line of credit related to Great-West Life & Annuity's acquisition of the retirement services business from MassMutual on December 31, 2020.

NOTE 9 Non-Recourse Debentures and Other Debt Instruments (continued)

	June 30, 2021	December 31, 2020
IGM FINANCIAL		
Debentures		
3.44% debentures due January 26, 2027, unsecured	400	400
6.65% debentures due December 13, 2027, unsecured	125	125
7.45% debentures due May 9, 2031, unsecured	150	150
7.00% debentures due December 31, 2032, unsecured	175	175
7.11% debentures due March 7, 2033, unsecured	150	150
6.00% debentures due December 10, 2040, unsecured	200	200
4.56% debentures due January 25, 2047, unsecured	200	200
4.115% debentures due December 9, 2047, unsecured	250	250
4.174% debentures due July 13, 2048, unsecured	200	200
4.206% debentures due March 21, 2050, unsecured	250	250
Debentures of IGM held by Lifeco as investments	(88)	(88)
Total IGM	2,012	2,012
Total Power Financial, Lifeco and IGM	11,565	11,955

CHANGES IN DEBENTURES AND OTHER DEBT INSTRUMENTS - POWER FINANCIAL, LIFECO AND IGM

The table below details changes in the debentures and other debt instruments arising from financing activities, including both cash and non-cash changes.

	June 30, 2021	June 30, 2020
Balance, beginning of the year	11,955	8,242
Issue of debentures and senior notes	-	597
Decrease in other debt instruments	(188)	(157)
Changes in foreign exchange rates and other	(202)	169
Balance, end of period	11,565	8,851

NOTE 9 Non-Recourse Debentures and Other Debt Instruments (continued)**B) ALTERNATIVE ASSET INVESTMENT PLATFORMS AND OTHER – PROJECT AND OTHER DEBT**

The following table presents the other debt instruments held by alternative asset investment platforms and other. All other debt instruments are credit or loan facilities that are direct obligations, and secured by the assets, of subsidiaries of the Corporation and are non-recourse to the Corporation.

	June 30, 2021	December 31, 2020
OTHER DEBT INSTRUMENTS		
Investment Funds and Other		
Revolving credit facilities up to US\$100 million, with interest equal to LIBOR plus 1.9%, secured	–	5
Revolving credit facility up to \$80 million, with interest equal to prime rate plus 0.3%, secured	31	23
Revolving credit facility up to US\$50 million, with interest equal to LIBOR plus 1.7% (US\$32 million), secured	40	–
Revolving credit facility up to \$90 million, bearing interest at various floating rates (an effective rate from 1.9% to 3.2%)(US\$3 million and US\$47 million), secured ^[1]	61	–
Revolving credit facility up to €100 million, with interest equal to EURIBOR plus 1.7% (€80 million), secured	118	–
Senior loans due from April 2027 to April 2028 with interest equal to EURIBOR plus margin between 1.5% and 3.75% (€39 million), secured ^[2]	58	–
Mezzanine loan and convertible bonds due in April 2029, bearing interest at a rate of 11% and 10%, respectively (€18 million), secured ^[2]	26	–
Renewable Energy – Project debt		
Construction loan facilities up to US\$50 million, with interest equal to LIBOR plus margin between 1.5% and 2.25%, (US\$31 million at December 31, 2020), secured (converted to loan facility in 2021)	–	38
Construction loan facility up to US\$75 million, due in December 2021, with interest equal to LIBOR plus margin between 3.1% and 3.2% (US\$41 million)(US\$59 million at December 31, 2020), secured	50	72
Construction loan facility up to \$254 million, due from February 2028 to August 2045, with interest equal to 3.62%, secured	253	199
Loan facilities due from December 2021 to January 2028, bearing interest at various rates from 1.5% to 5.5% (US\$101 million)(US\$24 million at December 31, 2020), secured	125	32
Loan facilities due from June 2024 to December 2037, bearing interest at various rates from 3.33% to 6.0%, secured	620	570
Loan facilities due from June 2025 to September 2037, bearing interest at various rates from 4.83% to 7.0% (US\$54 million), secured	66	69
Mezzanine loans due from January 2035 to June 2035, bearing interest at various rates from 7.36% to 7.5%, secured	98	100
Loan facilities due from June 2034 to August 2035, bearing interest at various rates from 4.7% to 6.07%, secured	63	68
Loan facilities due in March 2036, bearing interest at a rate of 4.4% (US\$22 million), secured	27	28
Standalone Businesses		
Revolving credit facility up to \$40 million with interest equal to prime rate plus 1.25% to 4.25%, secured	19	10
Term loan facilities due in June and December 2022, bearing interest at various floating rates (an effective rate from 6.0% to 11.0%), secured	127	130
Total alternative asset investment platforms and other	1,782	1,344

[1] Power Sustainable Energy Infrastructure has a \$120 million credit facility consisting of a revolving facility and letter of credit facility (\$45 million was undrawn at June 30, 2021).

[2] Represents debt held by entities controlled by the investment funds.

NOTE 9 Non-Recourse Debentures and Other Debt Instruments (continued)**CHANGES IN OTHER DEBT INSTRUMENTS – ALTERNATIVE ASSET INVESTMENT PLATFORMS AND OTHER**

The table below details changes in the other debt instruments arising from financing activities, including both cash and non-cash changes.

	June 30, 2021	June 30, 2020
Balance, beginning of the year	1,344	1,013
Acquisition	115	145
Increase in other debt instruments	484	347
Decrease in other debt instruments	(152)	(27)
Derecognition	-	(129)
Changes in foreign exchange rates and other	(9)	16
Balance, end of period	1,782	1,365

NOTE 10 Stated Capital**AUTHORIZED**

The authorized capital of Power Corporation consists of an unlimited number of First Preferred Shares, issuable in series; an unlimited number of Participating Preferred Shares; and an unlimited number of Subordinate Voting Shares.

ISSUED AND OUTSTANDING

	June 30, 2021		December 31, 2020	
	Number of shares	Stated capital	Number of shares	Stated capital
		\$		\$
Non-Participating Shares				
First Preferred Shares				
Cumulative Redeemable				
1986 Series	92,000	5	129,400	6
Non-cumulative Redeemable, fixed rate				
Series A	6,000,000	150	6,000,000	150
Series B	8,000,000	200	8,000,000	200
Series C	6,000,000	150	6,000,000	150
Series D	10,000,000	250	10,000,000	250
Series G	8,000,000	200	8,000,000	200
Total Non-Participating Shares		955		956
Participating Shares				
Participating Preferred Shares				
Balance, beginning of year	54,860,866	233	48,854,772	27
Issued	-	-	6,006,094	206
Balance, end of period	54,860,866	233	54,860,866	233
Subordinate Voting Shares				
Balance, beginning of year	622,388,232	9,324	377,614,607	699
Issued pursuant to the Reorganization	-	-	250,628,173	8,687
Issued under Stock Option Plan	2,607,076	79	1,497,952	48
Purchased for cancellation under Normal Course Issuer Bid	(3,325,100)	(50)	(7,352,500)	(110)
Balance, end of period	621,670,208	9,353	622,388,232	9,324
Total Participating Shares		9,586		9,557

Non-Participating Shares

During the six months ended June 30, 2021, 37,400 cumulative redeemable First Preferred Shares, 1986 Series were purchased for cancellation (40,000 shares for the six months ended June 30, 2020).

NOTE 10 Stated Capital (continued)**Participating Shares**

During the six months ended June 30, 2021, 2,607,076 Subordinate Voting Shares were issued under the Corporation's Executive Stock Option Plan for a consideration of \$71 million (500,311 Subordinate Voting Shares issued for the six months ended June 30, 2020 for a consideration of \$15 million).

During the six months ended June 30, 2021, dividends declared on the Corporation's participating shares amounted to \$0.8950 per share (\$0.8950 per share in 2020).

Normal Course Issuer Bid

On February 25, 2021, the Corporation commenced a Normal Course Issuer Bid (NCIB) which is effective until the earlier of February 24, 2022 and the date on which the Corporation has purchased the maximum permitted number of Subordinate Voting Shares. Pursuant to the NCIB, the Corporation may purchase up to 30 million of its Subordinate Voting Shares outstanding as at February 17, 2021 (representing approximately 5.3% of the public float of Subordinate Voting Shares outstanding) at market prices.

During the six months ended June 30, 2021, the Corporation purchased for cancellation 3,325,100 Subordinate Voting Shares pursuant to its NCIB for a total of \$121 million (7,352,500 Subordinate Voting Shares for a total of \$193 million during the six months ended June 30, 2020 under the previous NCIB). The Corporation's share capital was reduced by the average carrying value of the shares repurchased for cancellation. The excess paid over the average carrying value of stated capital was \$71 million and was recognized as a reduction to retained earnings (\$83 million during the six months ended June 30, 2020).

Reorganization

On February 12, 2020, in connection with the Reorganization, and in accordance with the Pre-emptive Right, the Corporation issued 6,006,094 Participating Preferred Shares to holders who duly exercised the Pre-emptive Right at a price of \$34.27 per Participating Preferred Share, representing a cash consideration of \$206 million.

Also, on February 13, 2020, the Corporation acquired 238,693,580 Power Financial Common Shares, in exchange for 1.05 Subordinate Voting Shares of the Corporation and \$0.01 per share in cash. The Corporation issued 250,628,173 Subordinate Voting Shares at a price of \$34.66 per Subordinate Voting Share and \$2 million in cash, for a total consideration of \$8.7 billion.

NOTE 11 Share-Based Compensation**STOCK OPTION PLAN**

There are 19,462,255 Subordinate Voting Shares and 11,318,300 Subordinate Voting Shares reserved for issuance under Power Corporation's Executive Stock Option Plan and under Power Financial's Employee Stock Option Plan, assumed by Power Corporation (Stock Option Plans).

A summary of the status of the Corporation's Stock Option Plans as at June 30, 2021 and 2020, and changes during the respective periods then ended, is as follows:

	June 30, 2021		June 30, 2020	
	Options	Weighted-average exercise price	Options	Weighted-average exercise price
		\$		\$
Outstanding, beginning of year	31,484,425	30.70	16,356,062	29.35
Assumption of Power Financial stock option plan	-	-	13,733,786	30.93
Granted	652,486	33.38	3,994,258	34.23
Exercised or surrendered for cash	(3,757,310)	26.88	(500,311)	29.81
Forfeited and expired	-	-	(1,097,344)	30.07
Outstanding, end of period	28,379,601	31.27	32,486,451	30.58
Options exercisable, end of period	18,763,315	30.69	20,347,877	29.76

The exercise price of the 28,379,601 outstanding options ranges from \$24.87 to \$37.55.

NOTE 11 Share-Based Compensation (continued)**Tandem share appreciation rights**

In 2020, the Corporation amended its Stock Option Plans to authorize the granting of tandem share appreciation rights (TSAR or TSARs). The Corporation's Stock Option Plans provide for the granting of TSARs in connection with options granted thereunder, at or after the time of grant of such options. A TSAR entitles the optionee to surrender to the Corporation, unexercised, the right to subscribe for a Subordinate Voting Share pursuant to the related option and to receive from the Corporation cash in an amount equal to the excess of the market value of a Subordinate Voting Share over the subscription price under the related option. During the six months ended June 30, 2021, TSARs were attached to 1,230,234 options, of which 1,150,234 were exercised to receive cash from the Corporation and 80,000 were exercised to receive Subordinate Voting Shares at an exercise price of \$26.83. At June 30, 2021 and December 31, 2020, no TSARs were attached to any outstanding options.

Compensation expense

During the six months ended June 30, 2021, Power Corporation granted 652,486 options (3,994,258 options were granted for the six months ended June 30, 2020) under its Executive Stock Option Plan. Options granted in the six months ended June 30, 2021 vest on the basis of [i] 50% three years from the date of grant and [ii] 50% four years from the date of grant.

The fair value of these options was estimated using the Black-Scholes option-pricing model with the following weighted-average assumptions:

	June 30, 2021	June 30, 2020
Dividend yield	5.9%	5.1%
Expected volatility	18.0%	16.7%
Risk-free interest rate	1.5%	1.3%
Expected life (years)	9.0	8.1
Fair value per stock option (\$/option)	1.66	1.93
Weighted-average exercise price (\$/option)	33.38	34.23

The expected volatility has been estimated based on the historical volatility of the Corporation's share price using the expected option life.

Lifeco, IGM and Wealthsimple have also established stock option plans pursuant to which options may be granted to certain officers and employees. In addition, other subsidiaries of the Corporation have established share-based compensation plans. Compensation expense is recorded based on the fair value of the options or the fair value of the equity instruments at the grant date, amortized over the vesting period. For the three months ended June 30, 2021, total compensation expense relating to the stock options granted by the Corporation and its subsidiaries amounted to \$29 million (\$14 million in 2020), and \$53 million for the six months ended June 30, 2021 (\$40 million in 2020), and was recorded in operating and administrative expenses in the statements of earnings.

NOTE 12 Capital Management

POWER CORPORATION

As a holding company, Power Corporation's objectives in managing its capital are to:

- provide attractive long-term returns to shareholders of the Corporation;
- provide sufficient financial flexibility to pursue its growth strategy to invest on a timely basis in its operating companies and other investments as opportunities present;
- maintain a capital structure that matches the long-term nature of its investments by maximizing the use of permanent capital; and
- maintain an appropriate credit rating to ensure stable access to the capital markets.

The Corporation manages its capital taking into consideration the risk characteristics and liquidity of its holdings. In order to maintain or adjust its capital structure, the Corporation may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue capital.

The capital structure of the Corporation consists of debentures, non-participating shares, participating shareholders' equity and non-controlling interests. The Corporation views non-participating shares as a cost-effective source of permanent capital. The Corporation is a long-term investor and as such holds positions in long-term investments as well as cash and fixed income securities for liquidity purposes.

The Board of Directors of the Corporation is responsible for capital management. Management of the Corporation is responsible for establishing capital management procedures and for implementing and monitoring its capital plans. The Board of Directors of the Corporation reviews and approves capital transactions such as the issuance, redemption and repurchase of participating shares, non-participating shares and debentures. The boards of directors of the Corporation's subsidiaries, as well as the one of Groupe Bruxelles Lambert, oversee and have the responsibility for their respective company's capital management.

The Corporation itself is not subject to externally imposed regulatory capital requirements. However, Lifeco and certain of its main subsidiaries, IGM's subsidiaries and certain of the Corporation's other subsidiaries are subject to regulatory capital requirements and they manage their capital as described below.

LIFECO

Lifeco manages its capital on both a consolidated basis as well as at the individual operating subsidiary level. The primary objectives of Lifeco's capital management strategy are:

- to maintain the capitalization of its regulated operating subsidiaries at a level that will exceed the relevant minimum regulatory capital requirements in the jurisdictions in which they operate;
- to maintain strong credit and financial strength ratings of Lifeco ensuring stable access to capital markets; and
- to provide an efficient capital structure to maximize shareholder value in the context of Lifeco's operational risks and strategic plans.

Lifeco has established policies and procedures designed to identify, measure and report all material risks. Management of Lifeco is responsible for establishing capital management procedures for implementing and monitoring the capital plan.

The target level of capitalization for Lifeco and its subsidiaries is assessed by considering various factors such as the probability of falling below the minimum regulatory capital requirements in the relevant operating jurisdiction, the views expressed by various credit rating agencies that provide financial strength and other ratings to Lifeco, and the desire to hold sufficient capital to be able to honour all policyholder and other obligations of Lifeco with a high degree of confidence.

NOTE 12 Capital Management (continued)

In Canada, the Office of the Superintendent of Financial Institutions (OSFI) has established a regulatory capital adequacy measurement for life insurance companies incorporated under the *Insurance Companies Act* (Canada) and their subsidiaries known as the Life Insurance Capital Adequacy Test (LICAT). The LICAT ratio compares the regulatory capital resources of a company to its required capital, defined by OSFI as the aggregate of all defined capital requirements multiplied by a scalar of 1.05. The total capital resources are provided by the sum of available capital, surplus allowance and eligible deposits. OSFI has established a supervisory target total ratio of 100%, and a supervisory minimum total ratio of 90%. Canada Life's consolidated LICAT ratio at June 30, 2021 was 126% (129% at December 31, 2020).

Other foreign operations and foreign subsidiaries of Lifeco are required to comply with local capital or solvency requirements in their respective jurisdictions.

IGM FINANCIAL

IGM's capital management objective is to maximize shareholder returns while ensuring that IGM is capitalized in a manner which appropriately supports regulatory capital requirements, working capital needs and business expansion. IGM's capital management practices are focused on preserving the quality of its financial position by maintaining a solid capital base and a strong balance sheet. IGM regularly assesses its capital management practices in response to changing economic conditions.

IGM's capital is primarily used in its ongoing business operations to support working capital requirements, long-term investments made by IGM, business expansion and other strategic objectives.

The IGM subsidiaries that are subject to regulatory capital requirements include investment dealers, mutual fund dealers, exempt market dealers, portfolio managers, investment fund managers and a trust company. These IGM subsidiaries are required to maintain minimum levels of capital based on either working capital, liquidity or shareholders' equity. At June 30, 2021, IGM subsidiaries have complied with all regulatory capital requirements.

ALTERNATIVE ASSET INVESTMENT PLATFORMS AND OTHER

Certain subsidiaries are subject to regulatory capital requirements, including portfolio managers, asset managers and an order-execution-only broker. These subsidiaries are required to maintain levels of capital based on their working capital, liquidity or shareholders' equity. At June 30, 2021, these subsidiaries have complied with all regulatory capital requirements.

NOTE 13 Risk Management

The Corporation and its subsidiaries have established policies, guidelines and procedures designed to identify, measure, monitor and mitigate risks associated with financial instruments. The key risks related to financial instruments are liquidity risk, credit risk and market risk.

- Liquidity risk is the risk that the Corporation and its subsidiaries would not be able to meet all cash outflow obligations as they come due or be able to, in a timely manner, raise capital or monetize assets at normal market conditions.
- Credit risk is the potential for financial loss to the Corporation and its subsidiaries if a counterparty in a transaction fails to meet its payment obligations. Credit risk can be related to the default of a single debt issuer, the variation of credit spreads on tradable fixed income securities and also to counterparty risk relating to derivative products.
- Market risk is the risk that the market value or future cash flows of a financial instrument will fluctuate as a result of changes in market factors. Market factors include three types of risks: foreign exchange risk, interest rate risk and equity risk.
 - Foreign exchange risk relates to the Corporation, its subsidiaries and its jointly controlled corporations and associates operating in different currencies and converting non-Canadian investments and earnings at different points in time at different foreign exchange levels when adverse changes in foreign currency exchange rates occur.
 - Interest rate risk is the risk that the fair value of a financial instrument will fluctuate following changes in the interest rates.
 - Equity risk is the potential loss associated with the sensitivity of the market price of a financial instrument arising from volatility in equity markets.

Estimates of sensitivities and risk exposure measures are included for certain risks, such as the sensitivity due to specific changes in interest rate levels projected and market prices as at the valuation date. Actual results can differ significantly from these estimates for a variety of reasons, including:

- assessment of the circumstances that led to the scenario may lead to changes in (re)investment approaches and interest rate scenarios considered;
- changes in actuarial, investment return and future investment activity assumptions;
- actual experience differing from the assumptions;
- changes in business mix, effective tax rates and other market factors;
- interactions among these factors and assumptions when more than one changes; and
- the general limitations of internal models.

For these reasons, the sensitivities should only be viewed as directional estimates of the underlying sensitivities for the respective factors based on the assumptions outlined above. Given the nature of these calculations, the Corporation cannot provide assurance that the actual impact on net earnings will be as indicated.

The following is a summary of risks in respect to the Corporation and its subsidiaries' financial instruments including the impacts due to COVID-19. In the first section below, the risk management policies and procedures of Power Corporation, Power Financial and the Corporation's alternative asset investment platforms and other (other subsidiaries) are discussed. In subsequent sections, risks related to Lifeco and IGM are discussed. For a more detailed discussion, refer to Note 22 to the Corporation's Consolidated Financial Statements for the year ended December 31, 2020.

NOTE 13 Risk Management (continued)**POWER CORPORATION, POWER FINANCIAL AND ALTERNATIVE ASSET INVESTMENT PLATFORMS AND OTHER***a) Liquidity and funding*

As a holding company, the Corporation's ability to pay dividends is dependent upon the Corporation receiving dividends from its principal operating subsidiaries and other investments. Lifeco and its subsidiaries are subject to restrictions set out in relevant corporate and insurance laws and regulations, which require that solvency and capital ratios be maintained. IGM's subsidiaries are also subject to minimum capital requirements. Regulatory requirements may change from time to time, and thereby impact the ability of the operating subsidiaries to pay dividends. Regulators continue to monitor the impact of the ongoing pandemic and key jurisdictions in which the principal operating subsidiaries operate have maintained the guidance they provided in 2020 on the payment of dividends to ensure that regulated companies maintain sufficient capital and liquidity. The declaration and payment of dividends by the Corporation in future periods remains at the discretion of its directors and is dependent on the operating performance, profitability, financial position and creditworthiness of its operating subsidiaries and other investments, as well as on their ability to pay dividends which in turn will depend on the duration of the COVID-19 pandemic and the severity and duration of the financial impacts.

Power Corporation and Power Financial believe their ongoing cash flows from operations, available cash balances and liquidity available through their lines of credit are sufficient to address their liquidity needs.

b) Equity risk

Other investments are reviewed periodically to determine whether there is objective evidence of an impairment in value. During the six-month period ended June 30, 2021, there was no impairment charge recorded on available-for-sale investments (\$59 million in 2020). As at June 30, 2021, the impact of a 10% decrease in the value of other investments would have resulted in an approximate \$152 million unrealized loss to be recorded in other comprehensive income.

GBL holds a portfolio of investments which are classified as available for sale. Unrealized gains and losses on these investments are recorded in other comprehensive income until realized. These investments are reviewed periodically to determine whether there is objective evidence of an impairment in value. As at June 30, 2021, the impact of a 10% decline in equity markets would have resulted in an approximate \$390 million unrealized loss to be recorded in other comprehensive income, representing the Corporation's share of Parjointco's unrealized losses.

Power Corporation, Power Financial and other subsidiaries' exposure and management of liquidity risk, credit risk and market risk have not changed materially since December 31, 2020.

LIFECO

The risk committee of the board of directors of Lifeco is responsible for the oversight of Lifeco's key risks. Lifeco has established policies and procedures designed to identify, measure, manage, monitor and report risks associated with financial instruments. Lifeco's approach to risk management has not changed significantly since December 31, 2020. A summary of the risks is presented below. For a more detailed discussion of Lifeco's risk governance structure and risk management approach, refer to the Risk Management note in the Corporation's December 31, 2020 financial statements.

Liquidity risk

Lifeco has the following policies and procedures in place to manage liquidity risk:

- Lifeco closely manages operating liquidity through cash flow matching of assets and liabilities and forecasting earned and required yields, to ensure consistency between policyholder requirements and the yield of assets.
- Management of Lifeco closely monitors the solvency and capital positions of its principal subsidiaries opposite liquidity requirements at the holding company. Additional liquidity is available through established lines of credit or via capital market transactions. Lifeco maintains committed lines of credit with Canadian chartered banks.

Credit risk

Concentrations of credit risk arise from exposures to a single debtor, a group of related debtors or groups of debtors that have similar credit risk characteristics in that they operate in the same geographic region or in similar industries. The characteristics are similar in that changes in economic or political environments may impact their ability to meet obligations as they come due. No significant changes have occurred from the year ended December 31, 2020.

NOTE 13 Risk Management (continued)**Market risk***a) Foreign exchange risk*

If the assets backing insurance and investment contract liabilities are not matched by currency, changes in foreign exchange rates can expose Lifeco to the risk of foreign exchange losses not offset by liability decreases.

- A 10% weakening of the Canadian dollar against foreign currencies would be expected to increase non-participating insurance and investment contract liabilities and their supporting assets by approximately the same amount, resulting in an immaterial immediate change to net earnings.
- A 10% strengthening of the Canadian dollar against foreign currencies would be expected to decrease non-participating insurance and investment contract liabilities and their supporting assets by approximately the same amount, resulting in an immaterial immediate change to net earnings.

Lifeco has net investments in foreign operations. Lifeco's debt obligations are denominated in Canadian dollars, euros and U.S. dollars. In accordance with IFRS, foreign currency translation gains and losses from net investments in foreign operations, net of related hedging activities and tax effects, are recorded in other comprehensive income. Strengthening or weakening of the Canadian dollar spot rate compared to the U.S. dollar, British pound and euro spot rates impacts Lifeco's total equity. Correspondingly, Lifeco's book value per share and capital ratios monitored by rating agencies are also impacted.

b) Interest rate risk

Projected cash flows from the current assets and liabilities are used in the CALM to determine insurance contract liabilities. Valuation assumptions have been made regarding rates of returns on supporting assets, fixed income, equity and inflation. The valuation assumptions use best estimates of future reinvestment rates and inflation assumptions with an assumed correlation together with margins for adverse deviation set in accordance with professional standards. These margins are necessary to provide for possibilities of misestimation and/or future deterioration in the best estimate assumptions and provide reasonable assurance that insurance contract liabilities cover a range of possible outcomes. Margins are reviewed periodically for continued appropriateness.

Testing under a number of interest rate scenarios (including increasing, decreasing and fluctuating rates) is done to assess reinvestment risk.

The total provision for interest rates also considers the impact of the Canadian Institute of Actuaries-prescribed scenarios:

- At June 30, 2021 and December 31, 2020, the effect of an immediate 1% parallel increase in the yield curve on the prescribed scenarios results in interest rate changes to assets and liabilities that will offset each other with no impact to net earnings.
- At June 30, 2021 and December 31, 2020, the effect of an immediate 1% parallel decrease in the yield curve on the prescribed scenarios results in interest rate changes to assets and liabilities that will offset each other with no impact to net earnings.

The total provision for interest rates is sufficient to cover a broader or more severe set of risks than the minimum arising from the current Canadian Institute of Actuaries-prescribed scenarios. The range of interest rates covered by these provisions is set in consideration of long-term historical results and is monitored quarterly, with a full review annually.

An immediate 1% parallel shift in the yield curve would not have a material impact on Lifeco's view of the range of interest rates to be covered by the provisions. If sustained however, the parallel shift could impact Lifeco's range of scenarios covered. The following table provides information on the impact to the value of liabilities net of changes in the value of assets supporting liabilities of an immediate 1% increase or 1% decrease in the interest rates at both the low and high end of the range of interest rates recognized in the provisions. For some products, interest rate risk is modelled stochastically in determining the insurance contract liabilities, and for those products, the sensitivities reflect the estimated impact of an immediate 1% increase and 1% decrease in interest rates on the liability.

NOTE 13 Risk Management (continued)

The sensitivities in the table include the impact of a parallel shift in ultimate interest rates outlined in actuarial standards.

	June 30, 2021		December 31, 2020	
	1% increase	1% decrease	1% increase	1% decrease
Change in interest rates				
Increase (decrease) in non-participating insurance and investment contract liabilities	(317)	834	(289)	1,185
Increase (decrease) in net earnings	248	(641)	224	(920)

As at June 30, 2021, the accounting for the acquisition of MassMutual is not finalized pending completion of a comprehensive valuation of the net assets acquired (Note 3). As such, the impact of the acquired business included in the sensitivities above reflects Lifeco management's current best estimate of the sensitivities.

c) Equity risk

Lifeco has investment policy guidelines in place that provide for prudent investment in equity markets with clearly defined limits to mitigate price risk.

The risks associated with segregated fund guarantees on lifetime Guaranteed Minimum Withdrawal Benefits have been mitigated through a hedging program using equity futures, currency forwards, and interest rate derivatives.

Some insurance and investment contract liabilities with long-tail cash flows are supported by publicly traded common shares and investments in other non-fixed income assets, primarily comprised of investment properties, real estate funds, private equities, and equity-release mortgages. The value of the liabilities may fluctuate with changes in the value of the supporting assets. The liabilities for other products such as segregated fund products with guarantees also fluctuate with equity values.

There may be additional market and liability impacts as a result of changes in the value of publicly traded common shares and other non-fixed income assets that will cause the liabilities to fluctuate differently than the equity values. This means that there is a greater impact on net earnings from larger decreases in equity values, relative to the change in equity values. Decreases in equity values beyond those shown in the table below would have a greater impact on net earnings, relative to the change in equity values.

The following table provides information on the expected impacts of an immediate 10% or 20% increase or decrease in the value of publicly traded common shares on insurance and investment contract liabilities and on the net earnings. The expected impacts take into account the expected changes in the value of assets supporting liabilities and hedge assets.

	June 30, 2021				December 31, 2020			
	Increase		Decrease		Increase		Decrease	
	20%	10%	10%	20%	20%	10%	10%	20%
Change in publicly traded common share values								
Increase (decrease) in non-participating insurance and investment contract liabilities	(34)	(19)	23	79	(34)	(18)	62	264
Increase (decrease) in net earnings	28	15	(20)	(68)	28	15	(51)	(208)

The following table provides information on the expected impacts of an immediate 5% or 10% increase or decrease in the value of other non-fixed income assets on insurance and investment contract liabilities and on the net earnings. The expected impacts take into account the expected changes in the value of assets supporting liabilities.

	June 30, 2021				December 31, 2020			
	Increase		Decrease		Increase		Decrease	
	10%	5%	5%	10%	10%	5%	5%	10%
Change in other non-fixed income asset values								
Increase (decrease) in non-participating insurance and investment contract liabilities	(58)	(23)	75	215	(41)	(8)	88	138
Increase (decrease) in net earnings	49	20	(58)	(165)	34	6	(69)	(108)

NOTE 13 Risk Management (continued)

The Canadian Institute of Actuaries Standards of Practice for the valuation of insurance contract liabilities establish limits on the investment return assumptions for publicly traded common shares and other non-fixed income assets which are generally based on historical returns on market indices. The sensitivities shown in the tables above allow for the impact of changes in these limits following market decreases.

The best estimate return assumptions for publicly traded common shares and other non-fixed income assets are primarily based on long-term historical averages. The following provides information on the expected impacts of a 1% increase or a 1% decrease in the best estimate assumptions:

	June 30, 2021		December 31, 2020	
	1% increase	1% decrease	1% increase	1% decrease
Change in best estimate return assumptions				
Increase (decrease) in non-participating insurance contract liabilities	(655)	827	(691)	861
Increase (decrease) in net earnings	522	(648)	556	(682)

Lifeco sponsors a number of deferred compensation arrangements for employees where payments to participants are deferred and linked to the performance of the common shares of Lifeco. Lifeco hedges its exposure to the equity risk associated with its PSU plan through the use of total return swaps.

IGM FINANCIAL

The risk management policies and procedures of IGM are discussed in the IGM section of the Corporation's Management's Discussion and Analysis (Part C) for the six months ended June 30, 2021 and in Note 22 to the Corporation's Consolidated Financial Statements for the year ended December 31, 2020 and have not changed significantly in the six-month period ended June 30, 2021.

a) Liquidity and funding

As IGM securitizes mortgages through the National Housing Act Mortgage-Backed Securities (NHA MBS) program, it is obligated to make timely payment of interest and principal payments, which will create a timing difference between the receipt of cash from clients deferring mortgage payments and the payment to the NHA MBS program of those amounts. All mortgages in the NHA MBS program are insured against default.

IGM believes its ongoing cash flows from operations, available cash balances and liquidity available through its lines of credit are sufficient to address its liquidity needs.

b) Credit risk

IGM manages credit risk related to cash and cash equivalents by adhering to its investment policy that outlines credit risk parameters and concentration limits. IGM regularly reviews the credit ratings of its counterparties. The maximum exposure to credit risk on these financial instruments is their carrying value.

IGM's allowance for credit losses was \$1 million at June 30, 2021, unchanged from December 31, 2020, and is considered adequate by IGM's management to absorb all credit-related losses in the mortgage portfolios based on: i) historical credit performance experience; ii) recent trends including the economic impact of COVID-19 and Canada's COVID-19 Economic Response Plan to support Canadians and businesses; iii) current portfolio credit metrics and other relevant characteristics; iv) its strong financial planning relationship with its clients; and v) stress testing of losses under adverse real estate market conditions.

IGM's exposure to and management of credit risk related to mortgage portfolios have not changed materially since December 31, 2020.

NOTE 14 Pension Plans and Other Post-Employment Benefits

The pension plan and other post-employment benefits expense included in net earnings and other comprehensive income are as follows:

	Three months ended June 30,		Six months ended June 30,	
	2021	2020	2021	2020
Pension plans				
Service costs	76	64	156	133
Curtailment	(1)	-	-	(1)
Net interest cost	9	13	20	23
	84	77	176	155
Post-employment benefits				
Service costs	2	1	3	2
Net interest cost	4	3	6	7
	6	4	9	9
Expense recognized in net earnings	90	81	185	164
Remeasurements				
Pension plans				
Actuarial (gains) losses	224	1,505	(680)	294
Return on assets less (greater) than discount rate	(272)	(664)	(188)	41
Change in the asset ceiling	(1)	(53)	11	16
Post-employment benefits				
Actuarial (gains) losses	8	62	(34)	20
Expense (recovery) recognized in other comprehensive income (loss)	(41)	850	(891)	371
Total expense (income)	49	931	(706)	535

The discount rates increased between 0.5% and 0.7% during the six months ended June 30, 2021 (decreased between 0.2% and 0.3% in 2020), primarily due to the increase in yields on high-quality corporate bonds.

NOTE 15 Income Taxes**INCOME TAX EXPENSE**

The components of income tax expense (recovery) recognized in net earnings are:

	Three months ended June 30,		Six months ended June 30,	
	2021	2020	2021	2020
Current taxes	(120)	60	9	129
Deferred taxes	296	88	324	46
	176	148	333	175

EFFECTIVE INCOME TAX RATE

The overall effective income tax rate for the Corporation for the six months ended June 30, 2021 was 12.1%, compared to 2.1% for the full year 2020 and 9.6% for the six months ended June 30, 2020.

The overall effective income tax rate for the six months ended June 30, 2021 is higher than the effective income tax rate for the same period last year mainly due to:

- changes in certain tax estimates and jurisdictional mix of earnings, partially offset by the impact of the resolution of outstanding issues with authorities in Europe and Canada, at Lifeco; and
- non-deductible charges associated with the increase in the put right liability on non-controlling interests and carried interest.

The effective income tax rates are generally lower than the Corporation's statutory income tax rate of 26.5% due to non-taxable investment income, lower tax in certain foreign jurisdictions and results from jointly controlled corporations and associates that are not taxable.

NOTE 16 Other Comprehensive Income

	Items that may be reclassified subsequently to net earnings			Items that will not be reclassified to net earnings		Total
	Investment revaluation and cash flow hedges	Foreign currency translation	Share of jointly controlled corporations and associates	Actuarial gains (losses) on defined benefit pension plans and other	Share of jointly controlled corporations and associates	
Six months ended June 30, 2021						
Balance, beginning of year	730	1,033	1,984	(969)	(28)	2,750
Other comprehensive income (loss)	(318)	(376)	27	477	7	(183)
Balance, end of period	412	657	2,011	(492)	(21)	2,567

	Items that may be reclassified subsequently to net earnings			Items that will not be reclassified to net earnings		Total
	Investment revaluation and cash flow hedges	Foreign currency translation	Share of jointly controlled corporations and associates	Actuarial gains (losses) on defined benefit pension plans and other	Share of jointly controlled corporations and associates	
Six months ended June 30, 2020						
Balance, beginning of year	361	694	1,031	(575)	(15)	1,496
Other comprehensive income (loss)	23	169	(215)	(182)	2	(203)
Reattribution on acquisition of non-controlling interests in Power Financial	53	324	535	(257)	(8)	647
Reattribution on changes in ownership on Parjointco's interest in Pargesa [Note 5]	-	-	24	-	(2)	22
Balance, end of period	437	1,187	1,375	(1,014)	(23)	1,962

NOTE 17 Earnings Per Share

The following is a reconciliation of the numerators and the denominators used in the computations of earnings per share:

	Three months ended June 30,		Six months ended June 30,	
	2021	2020	2021	2020
Earnings				
Net earnings attributable to shareholders	1,007	679	1,576	892
Dividends on non-participating shares	(13)	(13)	(26)	(26)
Net earnings attributable to participating shareholders	994	666	1,550	866
Dilutive effect of subsidiaries' outstanding stock options	(1)	-	-	-
Net earnings adjusted for dilutive effect	993	666	1,550	866
Number of participating shares [millions]				
Weighted average number of participating shares outstanding - Basic	676.8	676.3	676.9	618.2
Potential exercise of outstanding stock options	4.5	-	2.6	-
Weighted average number of participating shares outstanding - Diluted	681.3	676.3	679.5	618.2
Net earnings per participating share				
Basic	1.47	0.99	2.29	1.40
Diluted	1.46	0.99	2.28	1.40

For the six months ended June 30, 2021, 5.0 million stock options (32.5 million in 2020) were excluded from the computation of diluted earnings per share as they were anti-dilutive.

NOTE 18 Fair Value Measurement

The Corporation's assets and liabilities recorded at fair value have been categorized based upon the following fair value hierarchy:

Level	Definition	Financial assets and liabilities
Level 1	Utilize observable, unadjusted quoted prices in active markets for identical assets or liabilities that the Corporation has the ability to access.	<ul style="list-style-type: none"> actively exchange-traded equity securities; exchange-traded futures; mutual and segregated funds which have available prices in an active market with no redemption restrictions; open-end investment fund units and other liabilities in instances where there are quoted prices available from active markets.
Level 2	<p>Utilize other-than-quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.</p> <p>Level 2 inputs include quoted prices for similar assets and liabilities in active markets, and inputs other-than-quoted prices that are observable for the asset or liability, such as interest rates and yield curves that are observable at commonly quoted intervals.</p> <p>The fair values for some Level 2 securities were obtained from a pricing service. The pricing service inputs include, but are not limited to, benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, offers and reference data.</p>	<ul style="list-style-type: none"> assets and liabilities priced using a matrix which is based on credit quality and average life; government and agency securities; restricted shares; certain private bonds and investment funds; most investment-grade and high-yield corporate bonds; most asset-backed securities; most over-the-counter derivatives; most mortgage and other loans; deposits and certificates; most debentures and other debt instruments; most of the investment contracts that are measured at fair value through profit or loss.
Level 3	<p>Utilize one or more significant inputs that are not based on observable market inputs and include situations where there is little, if any, market activity for the asset or liability.</p> <p>The values of the majority of Level 3 securities were obtained from single-broker quotes, internal pricing models, external appraisers or by discounting projected cash flows.</p>	<ul style="list-style-type: none"> certain bonds; certain asset-backed securities; certain private equities; certain mortgage and other loans, including equity-release mortgages; investments in mutual and segregated funds where there are redemption restrictions; certain over-the-counter derivatives; investment properties; obligations to securitization entities; certain other debt instruments.

NOTE 18 Fair Value Measurement (continued)

The following tables present the Corporation's assets and liabilities recorded at fair value, including their levels in the fair value hierarchy using the valuation methods and assumptions described in the summary of significant accounting policies of the Corporation's December 31, 2020 Consolidated Financial Statements and above. Fair values represent management's estimates and are generally calculated using market information at a specific point in time and may not reflect future fair values. The calculations are subjective in nature, and involve uncertainties and matters of significant judgment (Note 2).

June 30, 2021	Level 1	Level 2	Level 3	Total fair value
Assets				
Bonds				
Fair value through profit or loss	-	97,658	78	97,736
Available for sale	-	11,385	-	11,385
Mortgage and other loans				
Fair value through profit or loss	-	12	2,275	2,287
Shares				
Fair value through profit or loss	10,858	104	1,752	12,714
Available for sale	833	64	680	1,577
Investment properties	-	-	6,866	6,866
Funds held by ceding insurers	366	14,945	-	15,311
Derivative instruments	1	922	5	928
Reinsurance assets	-	107	-	107
Other assets	418	414	267	1,099
	12,476	125,611	11,923	150,010
Liabilities				
Investment contract liabilities	-	8,880	-	8,880
Derivative instruments	2	1,101	13	1,116
Other liabilities	49	49	18	116
	51	10,030	31	10,112

December 31, 2020	Level 1	Level 2	Level 3	Total fair value
Assets				
Bonds				
Fair value through profit or loss	-	102,709	73	102,782
Available for sale	-	11,897	-	11,897
Mortgage and other loans				
Fair value through profit or loss	-	3	2,092	2,095
Shares				
Fair value through profit or loss	8,828	194	1,675	10,697
Available for sale	1,030	70	739	1,839
Investment properties	-	-	6,270	6,270
Funds held by ceding insurers	245	15,943	-	16,188
Derivative instruments	1	868	104	973
Reinsurance assets	-	130	-	130
Other assets	381	541	58	980
	10,485	132,355	11,011	153,851
Liabilities				
Investment contract liabilities	-	9,145	-	9,145
Derivative instruments	5	1,242	23	1,270
Other liabilities	79	188	44	311
	84	10,575	67	10,726

There were no significant transfers between Level 1 and Level 2 in these periods.

NOTE 18 Fair Value Measurement (continued)

The following tables present additional information about assets and liabilities measured at fair value on a recurring basis for which the Corporation and its subsidiaries have utilized Level 3 inputs to determine fair value for the six months ended June 30, 2021 and 2020.

	Bonds	Mortgages and other loans	Shares		Investment properties	Derivatives, net	Other assets (liabilities)	Total
	Fair value through profit or loss	Fair value through profit or loss	Fair value through profit or loss ^[2]	Available for sale				
Six months ended June 30, 2021								
Balance, beginning of year	73	2,092	1,675	739	6,270	81	14	10,944
Total gains (losses)								
In net earnings	1	(96)	188	78	218	8	(70)	327
In other comprehensive income ^[1]	(3)	(21)	(8)	(51)	(56)	-	-	(139)
Purchases	7	-	367	29	444	1	201	1,049
Issues	-	457	-	-	-	-	-	457
Sales	-	-	(50)	(123)	(10)	-	-	(183)
Settlements	-	(85)	-	-	-	4	-	(81)
Other	-	(72)	(1)	-	-	-	104	31
Transfer into Level 3	-	-	38	8	-	-	-	46
Transfer out of Level 3	-	-	(457)	-	-	(102)	-	(559)
Balance, end of period	78	2,275	1,752	680	6,866	(8)	249	11,892

[1] Amount of other comprehensive income for fair value through profit or loss bonds, mortgage loans and other loans, and investment properties represents the unrealized gains (losses) on foreign exchange.

[2] Includes investments in mutual and segregated funds where there are redemption restrictions. The fair value is based on observable, quoted prices.

	Bonds	Mortgages and other loans	Shares		Investment properties	Derivatives, net	Other assets (liabilities)	Total
	Fair value through profit or loss	Fair value through profit or loss	Fair value through profit or loss ^[2]	Available for sale				
Six months ended June 30, 2020								
Balance, beginning of year	67	1,314	796	689	5,887	(1)	(32)	8,720
Total gains (losses)								
In net earnings	-	83	(13)	36	(185)	(26)	(1)	(106)
In other comprehensive income ^[1]	3	(26)	(4)	(34)	(48)	-	-	(109)
Purchases	-	-	371	52	29	2	-	454
Issues	-	367	-	-	-	-	-	367
Sales	-	-	(38)	(94)	(67)	-	-	(199)
Settlements	-	(30)	-	-	-	2	-	(28)
Transfer into Level 3	-	-	357	-	-	-	-	357
Balance, end of period	70	1,708	1,469	649	5,616	(23)	(33)	9,456

[1] Amount of other comprehensive income for fair value through profit or loss bonds, mortgage loans and other loans, and investment properties represents the unrealized gains (losses) on foreign exchange.

[2] Includes investments in mutual and segregated funds where there are redemption restrictions. The fair value is based on observable, quoted prices.

Transfers into Level 3 are due primarily to decreased observability of inputs in valuation methodologies or the placement of redemption restrictions on investments in mutual and segregated funds. Transfers out of Level 3 are due primarily to increased observability of inputs in valuation methodologies as evidenced by corroboration of market prices with multiple pricing vendors or the lifting of redemption restrictions on investments in mutual and segregated funds.

On March 20, 2020, Canada Life temporarily suspended contributions to and transfers into, as well as redemptions and transfers out of, its Canadian real estate investment funds as the COVID-19 pandemic impacted the global property market and made it difficult to value the properties with the same degree of certainty as usual. As a result of these restrictions, Lifeco's investment in these funds with a fair value of \$357 million was transferred on March 20, 2020 from Level 1 to Level 3.

NOTE 18 Fair Value Measurement (continued)

On January 11, 2021, Canada Life lifted the temporary suspension on contributions to and transfers into its Canadian real estate investment funds, and on April 19, 2021, the temporary suspension on redemptions and transfers out was fully lifted, as confidence over the valuation of the underlying properties returned as a result of increased market activity. As a result of the lifting of these temporary suspensions, Lifeco's investment in these funds with a fair value of \$457 million was transferred on April 19, 2021 from Level 3 to Level 1.

The following table sets out information about significant unobservable inputs used at period-end in measuring assets categorized as Level 3 in the fair value hierarchy.

Type of asset	Valuation approach	Significant unobservable input	Input value	Inter-relationship between key unobservable inputs and fair value measurement
Investment properties	Investment property valuations are generally determined using property valuation models based on expected capitalization rates and models that discount expected future net cash flows. The determination of the fair value of investment property requires the use of estimates such as future cash flows (such as future leasing assumptions, rental rates, capital and operating expenditures) and discount, reversionary and overall capitalization rates applicable to the asset based on current market rates.	Discount rate	Range of 3.4% – 12.6%	A decrease in the discount rate would result in an increase in fair value. An increase in the discount rate would result in a decrease in fair value.
		Reversionary rate	Range of 3.5% – 7.0%	A decrease in the reversionary rate would result in an increase in fair value. An increase in the reversionary rate would result in a decrease in fair value.
		Vacancy rate	Weighted average of 3.7%	A decrease in the expected vacancy rate would generally result in an increase in fair value. An increase in the expected vacancy rate would generally result in a decrease in fair value.
Mortgage and other loans – equity-release mortgages (fair value through profit or loss)	The valuation approach for equity-release mortgages is to use an internal valuation model to determine the projected asset cash flows, including the stochastically calculated cost of the no-negative-equity guarantee for each individual loan, to aggregate these across all loans and to discount those cash flows back to the valuation date. The projection is done monthly until expected redemption of the loan either voluntarily or on the death/entering into long-term care of the loanholders.	Discount rate	Range of 3.6% – 4.6%	A decrease in the discount rate would result in an increase in fair value. An increase in the discount rate would result in a decrease in fair value.
Shares	The determination of the fair value of shares requires the use of estimates such as future cash flows, discount rates, projected earnings multiples, or recent transactions.	Discount rate	Various	A decrease in the discount rate would result in an increase in fair value. An increase in the discount rate would result in a decrease in fair value.

NOTE 19 Segmented Information

The Corporation's reportable segments are Lifeco, IGM Financial and GBL, which represents the Corporation's investments in publicly traded operating companies. These reportable segments, in addition to the corporate and asset management activities, reflect Power Corporation's management structure and internal financial reporting. The Corporation evaluates the performance based on the operating segment's contribution to earnings. The following provides a brief description of the three reportable operating segments:

- **Lifeco** is a financial services holding company with interests in life insurance, health insurance, retirement and investment management services, asset management and reinsurance businesses primarily in Canada, the United States and Europe.
- **IGM Financial** is a leading wealth and asset management company supporting financial advisors and the clients they serve in Canada, and institutional investors through North America, Europe and Asia.
- **GBL** is indirectly held through Parjointco. GBL is a Belgian holding company focused on long-term and sustainable value creation. GBL relies on a stable and supportive family shareholder base. Its portfolio is comprised of global industrial and services companies, leaders in their markets, in which GBL plays its role of professional shareholder.

Alternative asset investment platforms and other are comprised of the results of:

- Alternative asset management businesses, Power Sustainable and Sagard;
- Entities managed by the alternative asset managers which are required to be consolidated under IFRS; and
- Standalone businesses representing a subsidiary, a jointly controlled corporation and associates which are managed to realize value over time.

Corporate activities comprise management of the corporate activities of the Corporation and Power Financial, including the cash and non-participating shares, which fund a portion of the capital invested in other operations.

Effect of consolidation includes consolidation elimination entries.

The contribution to earnings of each segment includes the share of net earnings resulting from the investments that Lifeco and IGM have in each other as well as certain adjustments which are made on consolidation.

COMPARATIVE FIGURES

In the fourth quarter of 2020, the Corporation modified the presentation of its segmented disclosure. Power Financial's results, including its corporate operations, were previously presented separately by the Corporation. The corporate operations of both the Corporation and Power Financial are being managed together and have been presented on a combined basis as Corporate. Alternative asset investment platforms and other have been presented separately, which is consistent with the management and oversight structure. The comparative figures for the three-month and six-month periods ended June 30, 2020 have been restated to conform to the current period's presentation.

NOTE 19 Segmented Information (continued)**CONSOLIDATED NET EARNINGS**

Three months ended June 30, 2021	Lifeco	IGM ^[1]	GBL	Alternative asset investment platforms and other	Corporate	Effect of consolidation	Total
Revenues							
Total net premiums	11,751	-	-	-	-	(5)	11,746
Net investment income (loss)	4,392	3	-	329	5	2	4,731
Fee income ^[2]	1,800	876	-	69	-	(48)	2,697
Other revenues	-	-	-	144	-	-	144
Total revenues	17,943	879	-	542	5	(51)	19,318
Expenses							
Total paid or credited to policyholders	14,321	-	-	-	-	-	14,321
Commissions	655	335	-	-	-	(13)	977
Operating and administrative expenses	1,787	256	-	366	40	(36)	2,413
Financing charges	77	29	-	25	14	4	149
Total expenses	16,840	620	-	391	54	(45)	17,860
Earnings before investments in jointly controlled corporations and associates, and income taxes	1,103	259	-	151	(49)	(6)	1,458
Share of earnings of investments in jointly controlled corporations and associates	12	48	131	109	15	(40)	275
Earnings before income taxes	1,115	307	131	260	(34)	(46)	1,733
Income taxes	106	69	-	16	(16)	1	176
Net earnings	1,009	238	131	244	(18)	(47)	1,557
Attributable to							
Non-controlling interests	493	96	-	(26)	34	(47)	550
Non-participating shareholders	-	-	-	-	13	-	13
Participating shareholders ^{[3][4]}	516	142	131	270	(65)	-	994
	1,009	238	131	244	(18)	(47)	1,557

[1] Results reported by IGM include an adjustment for IFRS 9 related to the classification of mortgage loans. As the Corporation has not yet adopted IFRS 9, this impact has been adjusted by the Corporation on consolidation and included in "Effect of consolidation".

[2] Dealer compensation expenses at IGM are included in commission expenses.

[3] The contribution from Lifeco, IGM, GBL and alternative asset investment platforms and other to net earnings attributable to participating shareholders of the Corporation includes the effect of consolidation.

[4] The contribution from Lifeco and IGM includes an allocation for the results of Wealthsimple and the venture capital funds based on their respective interests.

NOTE 19 Segmented Information (continued)**CONSOLIDATED NET EARNINGS**

Three months ended June 30, 2020	Lifeco	IGM ^[1]	GBL	Alternative asset investment platforms and other	Corporate	Effect of consolidation	Total
Revenues							
Total net premiums	10,390	-	-	-	-	(5)	10,385
Net investment income (loss)	7,908	17	-	80	5	(23)	7,987
Fee income ^[2]	1,406	716	-	23	-	(19)	2,126
Other revenues	-	-	-	133	-	-	133
Total revenues	19,704	733	-	236	5	(47)	20,631
Expenses							
Total paid or credited to policyholders	16,559	-	-	-	-	-	16,559
Commissions	565	257	-	-	-	(9)	813
Operating and administrative expenses	1,476	260	-	204	40	(38)	1,942
Financing charges	69	28	-	12	15	3	127
Total expenses	18,669	545	-	216	55	(44)	19,441
Earnings before investments in jointly controlled corporations and associates, and income taxes	1,035	188	-	20	(50)	(3)	1,190
Share of earnings of investments in jointly controlled corporations and associates	6	43	39	8	10	(41)	65
Earnings before income taxes	1,041	231	39	28	(40)	(44)	1,255
Income taxes	95	48	-	6	(4)	3	148
Net earnings	946	183	39	22	(36)	(47)	1,107
Attributable to							
Non-controlling interests	371	71	-	(1)	34	(47)	428
Non-participating shareholders	-	-	-	-	13	-	13
Participating shareholders ^{[3][4]}	575	112	39	23	(83)	-	666
	946	183	39	22	(36)	(47)	1,107

[1] Results reported by IGM include an adjustment for IFRS 9 related to the classification of mortgage loans. As the Corporation has not yet adopted IFRS 9, this impact has been adjusted by the Corporation on consolidation and included in "Effect of consolidation".

[2] Dealer compensation expenses at IGM are included in commission expenses.

[3] The contribution from Lifeco, IGM, GBL and alternative asset investment platforms and other to net earnings attributable to participating shareholders of the Corporation includes the effect of consolidation.

[4] The contribution from Lifeco and IGM includes an allocation for the results of Wealthsimple and the venture capital funds based on their respective interests.

NOTE 19 Segmented Information (continued)**CONSOLIDATED NET EARNINGS**

Six months ended June 30, 2021	Lifeco	IGM ^[1]	GBL	Alternative asset investment platforms and other	Corporate	Effect of consolidation	Total
Revenues							
Total net premiums	24,903	-	-	-	-	(10)	24,893
Net investment income (loss)	389	6	-	624	25	19	1,063
Fee income ^[2]	3,551	1,712	-	143	-	(92)	5,314
Other revenues	-	-	-	232	-	-	232
Total revenues	28,843	1,718	-	999	25	(83)	31,502
Expenses							
Total paid or credited to policyholders	21,907	-	-	-	-	-	21,907
Commissions	1,316	625	-	-	-	(26)	1,915
Operating and administrative expenses	3,538	557	-	948	80	(67)	5,056
Financing charges	156	57	-	38	27	11	289
Total expenses	26,917	1,239	-	986	107	(82)	29,167
Earnings before investments in jointly controlled corporations and associates, and income taxes	1,926	479	-	13	(82)	(1)	2,335
Share of earnings of investments in jointly controlled corporations and associates	20	90	205	156	28	(76)	423
Earnings before income taxes	1,946	569	205	169	(54)	(77)	2,758
Income taxes	163	129	-	16	22	3	333
Net earnings	1,783	440	205	153	(76)	(80)	2,425
Attributable to							
Non-controlling interests	806	308	-	(253)	68	(80)	849
Non-participating shareholders	-	-	-	-	26	-	26
Participating shareholders ^{[3][4]}	977	132	205	406	(170)	-	1,550
	1,783	440	205	153	(76)	(80)	2,425

[1] Results reported by IGM include an adjustment for IFRS 9 related to the classification of mortgage loans. As the Corporation has not yet adopted IFRS 9, this impact has been adjusted by the Corporation on consolidation and included in "Effect of consolidation".

[2] Dealer compensation expenses at IGM are included in commission expenses.

[3] The contribution from Lifeco, IGM, GBL and alternative asset investment platforms and other to net earnings attributable to participating shareholders of the Corporation includes the effect of consolidation.

[4] The contribution from Lifeco and IGM includes an allocation for the results of Wealthsimple and the venture capital funds based on their respective interests.

NOTE 19 Segmented Information (continued)**CONSOLIDATED NET EARNINGS**

Six months ended June 30, 2020	Lifeco	IGM ^[1]	GBL	Alternative asset investment platforms and other	Corporate	Effect of consolidation	Total
Revenues							
Total net premiums	21,296	-	-	-	-	(10)	21,286
Net investment income (loss)	5,829	26	-	190	1	3	6,049
Fee income ^[2]	2,847	1,469	-	46	-	(44)	4,318
Other revenues	-	-	-	327	-	-	327
Total revenues	29,972	1,495	-	563	1	(51)	31,980
Expenses							
Total paid or credited to policyholders	24,264	-	-	-	-	-	24,264
Commissions	1,190	527	-	-	-	(22)	1,695
Operating and administrative expenses	2,983	536	-	465	92	(41)	4,035
Financing charges	134	55	-	50	28	10	277
Total expenses	28,571	1,118	-	515	120	(53)	30,271
Earnings before investments in jointly controlled corporations and associates, and income taxes	1,401	377	-	48	(119)	2	1,709
Share of earnings of investments in jointly controlled corporations and associates	11	63	117	(26)	19	(61)	123
Earnings before income taxes	1,412	440	117	22	(100)	(59)	1,832
Income taxes	82	96	-	(5)	(6)	8	175
Net earnings	1,330	344	117	27	(94)	(67)	1,657
Attributable to							
Non-controlling interests	604	157	33	(28)	66	(67)	765
Non-participating shareholders	-	-	-	-	26	-	26
Participating shareholders ^{[3][4]}	726	187	84	55	(186)	-	866
	1,330	344	117	27	(94)	(67)	1,657

[1] Results reported by IGM include an adjustment for IFRS 9 related to the classification of mortgage loans. As the Corporation has not yet adopted IFRS 9, this impact has been adjusted by the Corporation on consolidation and included in "Effect of consolidation".

[2] Dealer compensation expenses at IGM are included in commission expenses.

[3] The contribution from Lifeco, IGM, GBL and alternative asset investment platforms and other to net earnings attributable to participating shareholders of the Corporation includes the effect of consolidation.

[4] The contribution from Lifeco and IGM includes an allocation for the results of Wealthsimple and the venture capital funds based on their respective interests.

NOTE 19 Segmented Information (continued)**TOTAL ASSETS AND LIABILITIES**

				Alternative asset investment platforms and other		Effect of consolidation	Total
June 30, 2021	Lifeco	IGM ^[2]	GBL		Corporate		
Cash and cash equivalents	6,708	967	-	1,160	793	-	9,628
Investments	187,953	5,902	-	2,244	842	(268)	196,673
Investments in jointly controlled corporations and associates	59	968	4,407	1,033	705	-	7,172
Other assets	51,036	2,700	-	3,505	347	(215)	57,373
Goodwill and intangible assets	14,651	4,137	-	1,542	2	-	20,332
Investments on account of segregated fund policyholders	343,679	-	-	-	-	-	343,679
Total assets ^[1]	604,086	14,674	4,407	9,484	2,689	(483)	634,857
Insurance and investment contract liabilities	211,562	-	-	-	-	-	211,562
Obligation to securitization entities	-	5,565	-	-	-	-	5,565
Power Corporation's debentures and other debt instruments	-	-	-	-	677	-	677
Non-recourse debentures and other debt instruments	9,303	2,100	-	1,782	250	(88)	13,347
Other liabilities	11,665	2,959	-	3,258	1,037	90	19,009
Insurance and investment contracts on account of segregated fund policyholders	343,679	-	-	-	-	-	343,679
Total liabilities	576,209	10,624	-	5,040	1,964	2	593,839

				Alternative asset investment platforms and other		Effect of consolidation	Total
December 31, 2020	Lifeco	IGM ^[2]	GBL		Corporate		
Cash and cash equivalents	7,946	772	-	640	682	-	10,040
Investments	190,579	6,381	-	2,440	791	(206)	199,985
Investments in jointly controlled corporations and associates	65	971	4,216	562	715	-	6,529
Other assets	53,065	2,271	-	2,873	280	(213)	58,276
Goodwill and intangible assets	14,821	4,126	-	1,293	2	-	20,242
Investments on account of segregated fund policyholders	334,032	-	-	-	-	-	334,032
Total assets ^[1]	600,508	14,521	4,216	7,808	2,470	(419)	629,104
Insurance and investment contract liabilities	218,047	-	-	-	-	-	218,047
Obligation to securitization entities	-	6,174	-	-	-	-	6,174
Power Corporation's debentures and other debt instruments	-	-	-	-	756	-	756
Non-recourse debentures and other debt instruments	9,693	2,100	-	1,344	250	(88)	13,299
Other liabilities	11,706	2,685	-	2,709	1,067	(104)	18,063
Insurance and investment contracts on account of segregated fund policyholders	334,032	-	-	-	-	-	334,032
Total liabilities	573,478	10,959	-	4,053	2,073	(192)	590,371

[1] Total assets of Lifeco and IGM operating segments include the allocation of goodwill and certain consolidation adjustments.

[2] Assets reported by IGM include an adjustment for IFRS 9 related to the classification of mortgage loans. As the Corporation has not yet adopted IFRS 9, this impact has been adjusted by the Corporation on consolidation and included in "Effect of consolidation".

NOTE 19 Segmented Information (continued)**CONDENSED STATEMENTS OF CASH FLOWS**

	Lifeco	IGM	Alternative asset investment platforms and other	Corporate	Effect of consolidation	Total
Six months ended June 30, 2021						
Operating activities	2,855	289	(51)	679	(700)	3,072
Financing activities	(1,006)	(823)	338	(827)	1,724	(594)
Investing activities	(2,975)	729	251	292	(1,057)	(2,760)
Effect of changes in exchange rates on cash and cash equivalents	(112)	-	(18)	-	-	(130)
Increase (decrease) in cash and cash equivalents	(1,238)	195	520	144	(33)	(412)
Cash and cash equivalents, beginning of the year	7,946	772	640	1,226	(544)	10,040
Cash and cash equivalents, end of period	6,708	967	1,160	1,370	(577)	9,628

	Lifeco	IGM	Alternative asset investment platforms and other	Corporate	Effect of consolidation	Total
Six months ended June 30, 2020						
Operating activities	3,388	323	(21)	701	(721)	3,670
Financing activities	(427)	(637)	733	(569)	534	(366)
Investing activities	(1,818)	231	(549)	(162)	(63)	(2,361)
Effect of changes in exchange rates on cash and cash equivalents	98	-	14	-	-	112
Increase (decrease) in cash and cash equivalents	1,241	(83)	177	(30)	(250)	1,055
Cash and cash equivalents, beginning of the year	4,628	720	382	1,392	(317)	6,805
Cash and cash equivalents, end of period	5,869	637	559	1,362	(567)	7,860

NOTE 20 Correction of Immaterial Classification Error to the Presentation of March 31, 2021 Statements of Earnings Arising from the Lifeco Segment

The following classification error, considered to be immaterial, was corrected by Lifeco and by the Corporation and relates to certain items in the statements of earnings for the first quarter of 2021.

Gross premiums written were overstated by \$1,209 million and gross policyholder benefits were overstated by \$1,209 million. The amounts were determined during the ongoing integration of the MassMutual acquisition and relate to a difference in the administration and reporting of certain client activity. The restated numbers conform to the Corporation's accounting policies and have no impact on March 31, 2021 reported net earnings.

A summary of the impacts of the correction of the error for the March 31, 2021 financial statements is presented below.

	Gross premiums written	Gross policyholder benefits
Three months ended March 31, 2021		
Amounts previously reported	15,595	13,841
Reclassification	(1,209)	(1,209)
Revised amount	14,386	12,632

Great-West Lifeco Inc.

PART B

Management's Discussion and Analysis

PAGE B 2

Financial Statements and Notes

PAGE B 46

Please note that the bottom of each page in Part B contains two different page numbers. A page number with the prefix "B" refers to the number of such page in this document and the page number without any prefix refers to the number of such page in the original document issued by Great-West Lifeco Inc.

The attached documents concerning Great-West Lifeco Inc. are documents prepared and publicly disclosed by such subsidiary. Certain statements in the attached documents, other than statements of historical fact, are forward-looking statements based on certain assumptions and reflect the current expectations of the subsidiary as set forth therein. Forward-looking statements are provided for the purposes of assisting the reader in understanding the subsidiary's financial performance, financial position and cash flows as at and for the periods ended on certain dates and to present information about the subsidiary's management's current expectations and plans relating to the future and the reader is cautioned that such statements may not be appropriate for other purposes.

By its nature, forward-looking information is subject to inherent risks and uncertainties that may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, that assumptions may not be correct and that objectives, strategic goals and priorities will not be achieved.

For further information provided by the subsidiary as to the material factors that could cause actual results to differ materially from the content of forward-looking statements, the material factors and assumptions that were applied in making the forward-looking statements, and the subsidiary's policy for updating the content of forward-looking statements, please see the attached documents, including the section entitled Cautionary Note Regarding Forward-Looking Information. The reader is cautioned to consider these factors and assumptions carefully and not to put undue reliance on forward-looking statements.

**MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE PERIOD ENDED JUNE 30, 2021
DATED: AUGUST 3, 2021**

This Management's Discussion and Analysis (MD&A) presents management's view of the financial condition, financial performance and cash flows of Great-West Lifeco Inc. (Lifeco or the Company) for the three and six months ended June 30, 2021 and includes a comparison to the corresponding periods in 2020, to the three months ended March 31, 2021, and to the Company's financial condition as at December 31, 2020. This MD&A provides an overall discussion, followed by analysis of the performance of Lifeco's four major reportable segments: Canada, United States (U.S.), Europe and Capital and Risk Solutions.

TABLE OF CONTENTS

Basis of Presentation and Summary of Accounting Principles	Segmented Operating Results
1 Cautionary Note Regarding Forward-Looking Information	25 Canada
2 Cautionary Note Regarding Non-IFRS Financial Measures	28 United States
	33 Europe
	36 Capital and Risk Solutions
	37 Lifeco Corporate
Consolidated Operating Results	
3 Financial Highlights	
3 Developments	
5 COVID-19 Pandemic Impacts	
6 Base and Net Earnings	Risk Management and Control Practices
9 Income Taxes	37 Risk Management and Control Practices
10 Premiums and Deposits and Sales	
10 Net Investment Income	Accounting Policies
12 Fee and Other Income	37 International Financial Reporting Standards
13 Net Policyholder Benefits, Dividends and Experience Refunds	
	Other Information
Consolidated Financial Position	38 Non-IFRS Financial Measures
14 Assets	42 Disclosure Controls and Procedures
17 Liabilities	42 Internal Control Over Financial Reporting
18 Lifeco Capital Structure	43 Transactions with Related Parties
	43 Quarterly Financial Information
Liquidity and Capital Management	44 Translation of Foreign Currency
19 Liquidity	44 Additional Information
20 Cash Flows	
20 Commitments/Contractual Obligations	
20 Capital Management and Adequacy	
23 Return on Equity	
24 Ratings	

BASIS OF PRESENTATION AND SUMMARY OF ACCOUNTING POLICIES

The condensed consolidated interim unaudited financial statements of Lifeco, which are the basis for data presented in this report, have been prepared in accordance with International Financial Reporting Standards (IFRS) unless otherwise noted and are presented in millions of Canadian dollars unless otherwise indicated. This MD&A should be read in conjunction with the Company's condensed consolidated interim unaudited financial statements for the period ended June 30, 2021. Also refer to the 2020 Annual MD&A and audited consolidated financial statements in the Company's 2020 Annual Report.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This MD&A may contain forward-looking information. Forward-looking information includes statements that are predictive in nature, depend upon or refer to future events or conditions, or include words such as "will", "may", "expects", "anticipates", "intends", "plans", "believes", "estimates", "objective", "target", "potential" and other similar expressions or negative versions thereof. These statements include, without limitation, statements about the Company's operations, business, financial condition, expected financial performance (including revenues, earnings or growth rates), ongoing business strategies or prospects, anticipated global economic conditions and possible future actions by the Company, including statements made with respect to the expected cost (including deferred consideration), benefits, timing of integration activities and revenue and expense synergies of acquisitions and divestitures, including but not limited to the proposed acquisition of the full-service retirement

business of Prudential Financial Inc. (Prudential) and the acquisitions of Personal Capital Corporation (Personal Capital) and the retirement services business of Massachusetts Mutual Life Insurance Company (MassMutual), the timing and completion of the proposed acquisition of the retirement business of Prudential and expected earnings per share accretion, expected earnings contribution of Empower Retirement (and expected earnings growth), expected capital management activities and use of capital, estimates of risk sensitivities affecting capital adequacy ratios, expected dividend levels, expected cost reductions and savings, expected expenditures or investments (including but not limited to investment in technology infrastructure and digital capabilities), the impact of regulatory developments on the Company's business strategy and growth objectives, the expected impact of the current pandemic health event resulting from the novel coronavirus ("COVID-19") and related economic and market impacts on the Company's business operations, financial results and financial condition.

Forward-looking statements are based on expectations, forecasts, estimates, predictions, projections and conclusions about future events that were current at the time of the statements and are inherently subject to, among other things, risks, uncertainties and assumptions about the Company, economic factors and the financial services industry generally, including the insurance, mutual fund and retirement solutions industries. They are not guarantees of future performance, and the reader is cautioned that actual events and results could differ materially from those expressed or implied by forward-looking statements. In particular, in calculating the expected earnings per share accretion figures in respect of the proposed acquisition of the retirement business of Prudential, management has estimated certain after-tax forecast pro forma adjustments to earnings based on the following assumptions: a USD-CAD exchange rate of 1.25; pre-tax expense synergies of US\$180 million and pre-tax revenue synergies of US\$20 million; incremental financing costs and foregone investment income of \$97 million; and amortization of intangibles. Many of these assumptions are based on factors and events that are not within the control of the Company and there is no assurance that they will prove to be correct. Whether or not actual results differ from forward-looking information may depend on numerous factors, developments and assumptions, including, without limitation, the severity, magnitude and impact of the novel coronavirus (COVID-19) pandemic (including the effects of the COVID-19 pandemic and the effects of governments' and other businesses' responses to the COVID-19 pandemic on the economy and the Company's financial results, financial condition and operations), the duration of COVID-19 impacts and the availability and adoption of vaccines, the emergence of COVID-19 variants, assumptions around sales, fee rates, asset breakdowns, lapses, plan contributions, redemptions and market returns, the ability to integrate the acquisitions of Personal Capital and the retirement services business of MassMutual, the ability to leverage Empower Retirement's, Personal Capital's and MassMutual's retirement services businesses and achieve anticipated synergies, customer behaviour (including customer response to new products), the Company's reputation, market prices for products provided, sales levels, premium income, fee income, expense levels, mortality experience, morbidity experience, policy and plan lapse rates, participant net contribution, reinsurance arrangements, liquidity requirements, capital requirements, credit ratings, taxes, inflation, interest and foreign exchange rates, investment values, hedging activities, global equity and capital markets (including continued access to equity and debt markets), industry sector and individual debt issuers' financial conditions (including developments and volatility arising from the COVID-19 pandemic, particularly in certain industries that may comprise part of the Company's investment portfolio), business competition, impairments of goodwill and other intangible assets, the Company's ability to execute strategic plans and changes to strategic plans, technological changes, breaches or failure of information systems and security (including cyber attacks), payments required under investment products, changes in local and international laws and regulations, changes in accounting policies and the effect of applying future accounting policy changes, changes in actuarial standards, unexpected judicial or regulatory proceedings, catastrophic events, continuity and availability of personnel and third party service providers, the Company's ability to complete strategic transactions and integrate acquisitions, unplanned material changes to the Company's facilities, customer and employee relations or credit arrangements, levels of administrative and operational efficiencies, changes in trade organizations, and other general economic, political and market factors in North America and internationally.

The reader is cautioned that the foregoing list of assumptions and factors is not exhaustive, and there may be other factors listed in other filings with securities regulators, including factors set out in the Company's 2020 Annual MD&A under "Risk Management and Control Practices" and "Summary of Critical Accounting Estimates" and in the Company's annual information form dated February 10, 2021 under "Risk Factors", which, along with other filings, is available for review at www.sedar.com. The reader is also cautioned to consider these and other factors, uncertainties and potential events carefully and not to place undue reliance on forward-looking information.

Other than as specifically required by applicable law, the Company does not intend to update any forward-looking information whether as a result of new information, future events or otherwise.

CAUTIONARY NOTE REGARDING NON-IFRS FINANCIAL MEASURES

This MD&A contains some non-IFRS financial measures. Terms by which non-IFRS financial measures are identified include, but are not limited to, "base earnings (loss)", "base earnings (loss) (US\$)", "base earnings per common share (EPS)", "return on equity (ROE)", "base return on equity", "core net earnings (loss)", "constant currency basis", "impact of currency movement", "premiums and deposits", "sales", "net cash flows and net asset flows", "assets under management" and "assets under administration". Non-IFRS financial measures are used to provide management and investors with additional measures of performance to help assess results where no comparable IFRS measure exists. However, non-IFRS financial measures do not have standard meanings prescribed by IFRS and are not directly comparable to similar measures used by other companies. Refer to the "Non-IFRS Financial Measures" section in this MD&A for the appropriate reconciliations of these non-IFRS financial measures to measures prescribed by IFRS as well as additional details on each measure.

CONSOLIDATED OPERATING RESULTS

Selected consolidated financial information

(in Canadian \$ millions, except for per share amounts)

	As at or for the three months ended			For the six months ended	
	June 30 2021	March 31 2021	June 30 2020	June 30 2021	June 30 2020
Earnings					
Base earnings ⁽¹⁾	\$ 826	\$ 739	\$ 706	\$ 1,565	\$ 1,249
Net earnings - common shareholders	784	707	863	1,491	1,205
Per common share					
Basic:					
Base earnings ⁽¹⁾	0.889	0.796	0.761	1.685	1.347
Net earnings	0.844	0.762	0.930	1.605	1.299
Diluted net earnings	0.842	0.761	0.930	1.604	1.299
Dividends paid	0.438	0.438	0.438	0.876	0.876
Book value	23.70	23.36	21.98		
Base return on equity ⁽¹⁾	13.9 %	13.6 %	13.7 %		
Return on equity ⁽¹⁾	15.0 %	15.7 %	12.1 %		
Total premiums and deposits⁽¹⁾⁽²⁾⁽³⁾	\$ 36,804	\$ 45,063	\$ 43,134	\$ 81,867	\$ 89,611
Fee and other income	1,800	1,751	1,406	3,551	2,847
Net policyholder benefits, dividends and experience refunds⁽³⁾	12,162	11,934	9,659	24,096	19,088
Total assets per financial statements	\$ 604,176	\$ 592,759	\$ 457,996		
Proprietary mutual funds and institutional net assets ⁽¹⁾	358,297	350,882	315,326		
Total assets under management⁽¹⁾	962,473	943,641	773,322		
Other assets under administration ⁽¹⁾	1,193,449	1,134,222	889,929		
Total assets under administration⁽¹⁾	\$2,155,922	\$2,077,863	\$1,663,251		
Total equity	\$ 27,956	\$ 27,385	\$ 26,109		
The Canada Life Assurance Company consolidated LICAT Ratio⁽⁴⁾	126 %	123 %	132 %		

⁽¹⁾ This metric is a non-IFRS measure. Refer to the "Non-IFRS Financial Measures" section of this document for additional details.

⁽²⁾ 2020 comparative figures have been reclassified to reflect presentation adjustments in the Canada segment.

⁽³⁾ Comparative figures for the three months ended March 31, 2021 have been corrected relating to an immaterial classification error in the U.S. segment as described in note 16 to the Company's June 30, 2021 condensed consolidated interim unaudited financial statements.

⁽⁴⁾ The Life Insurance Capital Adequacy Test (LICAT) Ratio is based on the consolidated results of The Canada Life Assurance Company (Canada Life), Lifeco's major Canadian operating subsidiary. Refer to the "Capital Management and Adequacy" section of this document for additional details.

DEVELOPMENTS

Medium Term Financial Objectives

The Company introduced financial objectives for the upcoming three to five year period. The Company aims to create value through disciplined capital deployment to achieve 8-10% base EPS growth per annum, 14-15% base return on equity and to deliver strong cash generation.

Base EPS and base return on equity are non-IFRS measures. Refer to the "Non-IFRS Financial Measures" section of this document for additional details.

Strategic Transactions

The Corporation announced strategic business transactions in the U.S., Canada and Ireland to add scale and grow and extend their businesses.

United States

Subsequent to June 30, 2021, on July 21, 2021, a Lifeco subsidiary, Great-West Life & Annuity Insurance Company (GWL&A), which operates primarily as 'Empower Retirement' announced a definitive agreement to acquire Prudential Financial, Inc.'s (Prudential) full-service retirement business. Prudential's full-service retirement business covers 4,300 workplace savings plans, approximately four million participants and US\$314 billion in assets under administration¹. The acquisition will add significant scale and capabilities further solidifies Empower Retirement's position as the second largest retirement plan service provider in the United States and strengthens Empower Retirement's overall offering for participants and sponsors through additional expertise, an expanded product offering and new technology and expertise from Prudential. It also increases the synergy potential of Empower Retirement's 2020 acquisition of hybrid wealth manager, Personal Capital, across a larger combined business.

The total transaction value of US\$3.55 billion includes purchase price consideration of US\$1.12 billion, reinsurance ceding commission of US\$0.33 billion and US\$2.1 billion of required capital to support the business. The Company intends to fund the transaction with \$1.5 billion (US\$1.15 billion) of limited recourse capital notes, US\$1.0 billion short-term debt, and existing capital.

Empower Retirement anticipates realizing cost synergies through the migration of Prudential's retirement services business onto Empower Retirement's recordkeeping platform. Run rate cost synergies are expected to be US\$180 million pre-tax and are expected to be phased in over 24 months. Revenue synergies of US\$20 million pre-tax are expected on a run rate basis by the end of 2023 and are expected to grow to US\$50 million by 2025.

Prudential's full-service retirement business is expected to contribute approximately US\$325 million after-tax earnings to Empower Retirement on a run-rate basis by the end of 2023 (approximately US\$245 million² after financing costs and foregone investment income), with high cash generation.

EPS accretion of 8-9%³ is expected on a run-rate basis by the end of 2023.

Empower Retirement's contribution to Great-West Lifeco's earnings is expected to grow to 30%⁴ by the end of 2023, shifting the overall earnings profile with strong cash generation from this scalable business with high growth potential.

Empower Retirement expects to incur one-time integration expenses of US\$170 million pre-tax and transaction expenses of US\$55 million pre-tax. The integration is expected to be completed 24 months following closing.

Empower Retirement will acquire Prudential's full-service retirement business with both a share purchase and a reinsurance transaction. GWL&A will acquire the shares of Prudential Retirement Life and Annuity Insurance Company and business written by The Prudential Insurance Company of America will be reinsured by Great-West

-
- (1) Assets under administration is a non-IFRS financial measure. Refer to the "Non-IFRS Financial Measures" section of this document for additional details.
- (2) Based on unlevered earnings of Prudential's full-service retirement business (run rate end of 2023) less financing costs and foregone investment income, which is converted to Canadian dollars at an exchange rate of 1.25.
- (3) Based on (i) Great-West Lifeco's mid-term financial objectives of 8-10% EPS growth per annum, as noted in Great-West Lifeco's news release dated June 8, 2021, (ii) Institutional Brokers Estimate System (IBES) consensus earnings estimates, and (iii) estimated earnings of Prudential's retirement services business after fully reflecting synergies and excluding integration costs on a run-rate basis at the end of 2023.
- (4) Based on Empower's contribution as a percentage of Great-West Lifeco's base earnings in 2020 (excluding corporate earnings). Empower's base earnings include on a pro-forma basis estimated fully synergized earnings for MassMutual's acquired retirement business expected for 2022, and Prudential's estimated fully synergized earnings on a run-rate basis expected by year end 2023.

Life & Annuity Insurance Company and Great-West Life & Annuity Insurance Company of New York (for New York business).

The transaction is subject to customary closing conditions, including receipt of regulatory approvals, and is expected to close in the first quarter of 2022.

Canada

Subsequent to June 30, 2021, on July 13, 2021, a Lifeco subsidiary, The Canada Life Assurance Company (Canada Life) announced an agreement to acquire ClaimSecure Inc., an industry-leading healthcare management firm that provides health and dental claim management services to private and public businesses in Canada. The acquisition further enhances the Company's workplace capabilities in Canada by extending Canada Life's presence in a growing segment of the market. Building lifetime customer relationships with the workplace plan members it serves is a strategic focus for the Company.

The transaction is subject to customary closing conditions, including receipt of regulatory approvals, and is expected to close in the third quarter of 2021.

Europe

Subsequent to June 30, 2021, on July 13, 2021, a Lifeco subsidiary, Irish Life Group Limited (Irish Life) announced it had entered into an agreement to acquire Ark Life Assurance Company dac (Ark Life) from Phoenix Group Holdings plc for a total cash consideration of €230 million. The transaction will see approximately 150,000 policies and €2.1 billion in assets move to Irish Life. The acquisition adds scale to Irish Life's retail division and enhances Irish Life's ability to provide customers with market-leading wealth and insurance solutions.

The transaction is subject to customary closing conditions, including receipt of regulatory approvals, and is expected to close by early 2022.

Capital Transactions

Subsequent to June 30, 2021, on July 2, 2021, the Company made a payment of US\$400 million on its committed line of credit related to GWL&A's acquisition of the retirement services business from MassMutual on December 31, 2020, reducing the Company's leverage ratio.

COVID-19 PANDEMIC IMPACTS

The COVID-19 pandemic continues to cause material disruption to businesses globally, resulting in continued economic pressures. While several vaccines for COVID-19 have been approved and are being rolled out, many factors continue to extend economic uncertainty, including: the availability, adoption and uncertainty around the effectiveness of vaccines; the emergence of COVID-19 variants; and the extent and timing of related government and central bank actions.

The Company's financial outlook for the remainder of 2021 will depend in part on the duration and intensity of the COVID-19 pandemic impacts as discussed above. The impact of the pandemic on mortality, longevity, disability and other claims experience in future periods remains uncertain, however, net impacts to date have not been material. The Company continues to manage risks of changes to mortality and longevity rates by issuing a diversified range of insurance and annuity products along with using reinsurance and capital market solutions.

The Company's well-diversified businesses, combined with business strength, resilience and experience, puts the Company in a strong position to manage the current environment and leverage opportunities for the future. Lifeco's strategies are equally resilient and flexible, positioning the Company to manage through the recovery and continue to identify and pursue opportunities, including organic growth and acquisition activities, while supporting customers and employees in a new environment.

NET EARNINGS

Consolidated base earnings and net earnings of Lifeco include the base earnings and net earnings of Canada Life and its operating subsidiaries, GWL&A and Putnam, together with Lifeco's corporate operating results.

Base earnings⁽¹⁾ and Net earnings - common shareholders					
	For the three months ended			For the six months ended	
	June 30 2021	March 31 2021	June 30 2020	June 30 2021	June 30 2020
Base earnings (loss)⁽¹⁾					
Canada	\$ 293	\$ 298	\$ 315	\$ 591	\$ 588
United States	190	104	83	294	100
Europe	184	201	179	385	311
Capital and Risk Solutions	150	145	137	295	256
Lifeco Corporate	9	(9)	(8)	—	(6)
Lifeco base earnings⁽¹⁾	\$ 826	\$ 739	\$ 706	\$ 1,565	\$ 1,249
Items excluded from base earnings ⁽¹⁾					
Actuarial assumption changes and other management actions ⁽¹⁾	\$ 37	\$ 5	\$ 122	\$ 42	\$ 70
Market-related impacts on liabilities ⁽¹⁾	(19)	(24)	35	(43)	(114)
Tax legislative changes impact on liabilities ⁽¹⁾	(21)	—	—	(21)	—
Transaction costs related to the acquisitions of Personal Capital and MassMutual ⁽¹⁾⁽²⁾	(24)	(1)	—	(25)	—
Restructuring and integration costs ⁽¹⁾	(15)	(12)	—	(27)	—
Items excluded from Lifeco base earnings⁽¹⁾	\$ (42)	\$ (32)	\$ 157	\$ (74)	\$ (44)
Net earnings (loss) - common shareholders					
Canada	\$ 288	\$ 287	\$ 353	\$ 575	\$ 504
United States	150	89	78	239	83
Europe	185	195	253	380	344
Capital and Risk Solutions	152	145	187	297	280
Lifeco Corporate	9	(9)	(8)	—	(6)
Lifeco net earnings - common shareholders	\$ 784	\$ 707	\$ 863	\$ 1,491	\$ 1,205

(1) This metric is a non-IFRS measure. Refer to the "Non-IFRS Financial Measures" section of this document for additional details.

(2) The transaction costs incurred to date relate to the acquisitions of Personal Capital and the retirement services business of MassMutual and are included in the U.S. Corporate business unit.

The information in the table above is a summary of results of the Company's base earnings and net earnings. Additional commentary is included in the "Segmented Operating Results" section of this document.

Base earnings

Base earnings for the second quarter of 2021 of \$826 million (\$0.889 per common share) increased by \$120 million from \$706 million (\$0.761 per common share) a year ago. The increase was primarily due to MassMutual business related base earnings of \$63 million (US\$52 million) as well as the impact of higher equity markets across all jurisdictions. The Company also had favourable morbidity experience in the Europe and Canada segments. The Company acquired the retirement services business of MassMutual on December 31, 2020.

For the six months ended June 30, 2021, Lifeco's base earnings were \$1,565 million (\$1.685 per common share) compared to \$1,249 million (\$1.347 per common share) a year ago. The increase was primarily due to MassMutual business related base earnings of \$111 million (US\$90 million), business growth in the Capital and Risk Solutions segment as well as the impact of higher equity markets across all jurisdictions. The Company also had favourable morbidity experience in the Europe and Canada segments.

Net earnings

Lifeco's net earnings for the three month period ended June 30, 2021 of \$784 million (\$0.844 per common share) decreased by \$79 million compared to \$863 million (\$0.930 per common share) a year ago. The decrease was primarily due to less favourable contributions from actuarial assumptions changes and market-related impacts on liabilities, which were strong positive contributors in the second quarter of 2020 due to impacts of significant market recoveries following the COVID-19 pandemic related shocks in the first quarter of 2020. Restructuring, integration and transaction costs in the U.S. as well as the negative tax related impacts in the United Kingdom (U.K.) also contributed to the decline. These items were partially offset by an increase in base earnings.

For the six months ended June 30, 2021, Lifeco's net earnings were \$1,491 million (\$1.605 per common share) compared to \$1,205 million (\$1.299 per common share) a year ago. The increase was primarily due to an increase in base earnings, partially offset by higher restructuring, integration and transaction costs in the U.S. as well as the negative tax related impacts in the U.K.

Lifeco's net earnings for the three month period ended June 30, 2021 of \$784 million (\$0.844 per common share) increased by \$77 million or 11% compared to \$707 million (\$0.762 per common share) in the previous quarter. The increase in net earnings was primarily due to higher average equity markets in all jurisdictions, partially offset by lower impact of changes to certain tax estimates in Europe.

Actuarial Assumption Changes and Other Management Actions

For the three months ended June 30, 2021, actuarial assumption changes and other management actions, excluding transaction costs related to the acquisition of MassMutual's retirement services business, resulted in a positive net earnings impact of \$37 million. This compares to a positive impact of \$122 million for the same quarter last year, and a positive impact of \$5 million for the previous quarter.

In Europe, net earnings were positively impacted by \$41 million, primarily due to adjusted economic assumptions and updated policyholder behaviour assumptions. In Canada, net earnings were negatively impacted by \$6 million, primarily due to model refinements. In Capital and Risk Solutions, net earnings were positively impacted by \$2 million, due to model refinements.

For the six months ended June 30, 2021, actuarial assumption changes and other management actions resulted in a positive net earnings impact of \$42 million compared to \$70 million for the same period in 2020.

Actuarial Standards Update

In June 2021, the Canadian Actuarial Standards Board published revised standards for the valuation of insurance contract liabilities, with an effective date of October 15, 2021. The revised standards include decreases to ultimate reinvestment rates, revised calibration criteria for stochastic risk-free interest rates and an increase to the maximum net credit spread on reinvestments over the long term. While the Company is still reviewing the impacts of the changes, it anticipates an increase in liabilities for the Canadian and U.S. segments. Initial estimates indicate the impact to net earnings of these changes, and other annual updates in the calibration of stochastic scenarios, to be within the range of \$50 to \$75 million.

Market-Related Impacts

In the regions where the Company operates, average equity market levels for the three months ended June 30, 2021 were higher in the U.S., Canada, the U.K. and broader Europe compared to the same period in 2020. Markets ended the quarter at higher levels compared to March 31, 2021. For the six months ended June 30, 2021, average equity market levels were higher in the U.S., Canada, the U.K. and broader Europe compared to the same period in 2020.

Comparing the second quarter of 2021 to the second quarter of 2020, average equity market levels were up by 43% in the U.S. (as measured by S&P 500), up 34% in broader Europe (as measured by EURO STOXX 50), up 32% in

Canada (as measured by S&P TSX), and up 17% in the U.K. (as measured by FTSE 100). The major equity indices finished the second quarter of 2021 up by 8% in Canada, 8% in the U.S., 5% in the U.K. and 4% in broader Europe compared to March 31, 2021.

In countries where the Company operates, interest rates for the most part decreased while credit spreads for the most part remained consistent during the quarter.

Market-related impacts on liabilities negatively impacted net earnings by \$19 million in the second quarter of 2021 (positive impact of \$35 million in the second quarter of 2020). The negative impact of \$19 million in the second quarter of 2021 primarily reflects updated cash flow projections for real estate which support insurance contract liabilities. In the second quarter of 2020, the positive market-related impacts reflected the impact of equity market recoveries in-period, following the COVID-19 pandemic related shocks in the first quarter of 2020. This impacted the value of segregated fund and variable annuity guarantees, including related hedging ineffectiveness, as well as the valuation of insurance contract liabilities which are supported by equities and real estate.

For the six months ended June 30, 2021, market-related impacts on liabilities negatively impacted net earnings by \$43 million (negative impact of \$114 million year-to-date in 2020). The 2021 year-to-date negative impact was primarily due to updated cash flow projections for real estate which support insurance contract liabilities. While equity markets rebounded in the second quarter of 2020, the 2020 year-to-date negative impact reflects the significant decline and volatility in equity markets and interest rates in the first quarter of 2020, driven by the COVID-19 pandemic. This impacted the value of segregated fund and variable annuity guarantees, including related hedging ineffectiveness and was only partially recovered in-period in 2020.

In order to mitigate the Company's exposure to interest rate fluctuations, the Company follows disciplined processes for matching asset and liability cash flows. As a result, the impact of changing interest rates is mostly mitigated in the current period, including the impact of changes in fair values of bonds backing insurance contract liabilities recorded through profit or loss which was mostly offset by a corresponding change in the insurance contract liabilities.

For a further description of the Company's sensitivity to equity market and interest rate fluctuations, including expanded sensitivity disclosure as a result of current market conditions, refer to "Financial Instruments Risk Management", note 6 to the Company's condensed consolidated interim unaudited financial statements for the period ended June 30, 2021.

Foreign Currency

The average currency translation rate for the second quarter of 2021 decreased for the U.S. dollar and the euro and was comparable for the British pound compared to the second quarter of 2020. The overall impact of currency movement on the Company's net earnings for the three months ended June 30, 2021 was a decrease of \$31 million (decrease of \$31 million year-to-date) compared to translation rates a year ago.

From March 31, 2021 to June 30, 2021, the market rates at the end of the reporting period used to translate U.S. dollar and British pound assets and liabilities to the Canadian dollar decreased, while the euro was comparable. The movements in end-of-period exchange rates resulted in post-tax unrealized foreign exchange losses from the translation of foreign operations, including related hedging activities, of \$222 million in-quarter (\$500 million net unrealized loss year-to-date) recorded in other comprehensive income.

Refer to the "Non-IFRS Financial Measures" section of this document for additional details.

Translation rates for the reporting period and comparative periods are detailed in the "Translation of Foreign Currency" section.

INCOME TAXES

The Company's effective income tax rate is generally lower than the statutory income tax rate of 26.5% due to benefits related to non-taxable investment income and lower income tax in foreign jurisdictions.

Effective income tax rate	For the three months ended			For the six months ended	
	June 30 2021	March 31 2021	June 30 2020	June 30 2021	June 30 2020
Base earnings - Common shareholders ⁽¹⁾	9.2 %	9.8 %	7.8 %	9.5 %	10.5 %
Net earnings - Common shareholders	12.1 %	9.5 %	9.0 %	10.9 %	6.4 %
Base earnings - Total Lifeco ⁽¹⁾	7.3 %	7.4 %	8.1 %	7.3 %	9.8 %
Net earnings - Total Lifeco	9.5 %	6.9 %	9.1 %	8.4 %	5.8 %

⁽¹⁾ This metric is a non-IFRS measure. Refer to the "Non-IFRS Financial Measures" section of this document for additional details.

In the second quarter of 2021, the Company had an effective income tax rate on base earnings of 7.3%, which was down from 8.1% in the second quarter of 2020. The decrease was primarily due to the impact of the resolution of outstanding issues with tax authorities in Europe and Canada, partially offset by changes in certain tax estimates.

In the second quarter of 2021, the Company had an overall effective income tax rate on net earnings of 9.5%, comparable to 9.1% in the second quarter of 2020. The second quarter of 2021 included the impact of the resolution of outstanding issues with tax authorities in Europe and Canada which were offset by changes in certain tax estimates as well as the impact of the revaluation of deferred tax liabilities in the U.K. due to a future tax rate increase from 19% to 25% for 2023 onwards.

The Company had an effective income tax rate on base earnings of 7.3% for the six months ended June 30, 2021, compared to 9.8% for the same period last year. The decrease in the effective income tax rate for the six months ended June 30, 2021 was primarily due to the impact of the resolution of outstanding issues with tax authorities in Europe and Canada, partially offset by changes in certain tax estimates.

The Company had an overall effective income tax rate on net earnings of 8.4% for the six months ended June 30, 2021, compared to 5.8% for the same period last year. The increase was primarily due to changes in certain tax estimates and jurisdictional mix of earnings, partially offset by the impact of the resolution of outstanding issues with tax authorities in Europe and Canada.

Refer to note 14 to the Company's condensed consolidated interim unaudited financial statements for the period ended June 30, 2021 for further details.

PREMIUMS AND DEPOSITS AND SALES

Premiums and deposits ⁽¹⁾	For the three months ended			For the six months ended	
	June 30 2021	March 31 2021	June 30 2020	June 30 2021	June 30 2020
Canada ⁽²⁾	\$ 6,819	\$ 7,675	\$ 5,660	\$ 14,494	\$ 12,660
United States ⁽³⁾	17,207	21,488	24,348	38,695	48,759
Europe	6,496	8,434	8,151	14,930	18,611
Capital and Risk Solutions ⁽⁴⁾	6,282	7,466	4,975	13,748	9,581
Total premiums and deposits⁽¹⁾⁽²⁾⁽³⁾	\$ 36,804	\$ 45,063	\$ 43,134	\$ 81,867	\$ 89,611

Sales ⁽¹⁾⁽⁴⁾	For the three months ended			For the six months ended	
	June 30 2021	March 31 2021	June 30 2020	June 30 2021	June 30 2020
Canada	\$ 3,345	\$ 4,733	\$ 2,390	\$ 8,078	\$ 6,022
United States	36,368	98,939	28,227	135,307	81,458
Europe	5,926	7,226	7,141	13,152	16,809
Total sales⁽¹⁾⁽⁴⁾	\$ 45,639	\$ 110,898	\$ 37,758	\$ 156,537	\$ 104,289

(1) This metric is a non-IFRS measure. Refer to the "Non-IFRS Financial Measures" section of this document for additional details.

(2) 2020 comparative figures have been reclassified to reflect presentation adjustments in the Canada segment.

(3) Comparative figures for the three months ended March 31, 2021 have been corrected relating to an immaterial classification error in the U.S. segment as described in note 16 to the Company's June 30, 2021 condensed consolidated interim unaudited financial statements.

(4) Sales is not a relevant measure for the Capital and Risk Solutions segment due to the nature of operations.

The information in the table above is a summary of results for the Company's total premiums and deposits and sales. Additional commentary regarding premiums and deposits and sales is included, as applicable, in the "Segmented Operating Results" section.

NET INVESTMENT INCOME

Net investment income	For the three months ended			For the six months ended	
	June 30 2021	March 31 2021	June 30 2020	June 30 2021	June 30 2020
Investment income earned (net of investment properties expenses)	\$ 1,651	\$ 1,573	\$ 1,546	\$ 3,224	\$ 2,864
Net allowances for credit losses on loans and receivables	(26)	(6)	—	(32)	(9)
Net realized gains	35	30	92	65	140
Regular investment income	1,660	1,597	1,638	3,257	2,995
Investment expenses	(49)	(41)	(42)	(90)	(85)
Regular net investment income	1,611	1,556	1,596	3,167	2,910
Changes in fair value through profit or loss	2,793	(5,551)	6,318	(2,758)	2,930
Net investment income	\$ 4,404	\$ (3,995)	\$ 7,914	\$ 409	\$ 5,840

Net investment income in the second quarter of 2021, decreased by \$3,510 million compared to the same quarter last year. The changes in fair value through profit and loss were primarily due to a smaller decline in bond yields across all geographies in the second quarter of 2021 compared to the same quarter last year, which had a less favourable impact on the fair value of bonds in invested assets.

Regular net investment income in the second quarter of 2021 of \$1,611 million increased by \$15 million compared to the same quarter last year. The increase was primarily due to income earned on bonds and mortgages acquired through the MassMutual transaction in the fourth quarter of 2020, partially offset by lower net realized gains and a

commercial mortgage impairment in the second quarter of 2021. Net realized gains include gains on available-for-sale securities of \$1 million for the second quarter of 2021 compared to \$78 million for the same quarter last year.

For the six months ended June 30, 2021, net investment income decreased by \$5,431 million compared to the same period last year. The changes in fair value through profit and loss were primarily due to an increase in bond yields across all geographies, partially offset by an increase in Canadian equity markets in the first half of 2021. This is compared to a decline in bond yields across all geographies, partially offset by a decrease in Canadian equity markets during the first half of 2020.

Regular net investment income for the six months ended June 30, 2021 of \$3,167 million, which excludes changes in fair value through profit or loss, increased by \$257 million compared to the same period last year. The increase was primarily due to the same reasons discussed for the in-quarter results. Net realized gains include gains on available-for-sale securities of \$11 million for the six months ended June 30, 2021 compared to \$117 million for the same period last year.

Credit Markets

As a result of the COVID-19 pandemic, many areas of the credit markets exhibited extreme volatility in March of 2020 with spreads widening in investment grade and high yield markets. However, since March 2020, credit spreads narrowed significantly. Some downgrades have been seen across industries from the rating agencies, particularly to issuers in sectors most affected by economic shutdowns or perceived deterioration in future business models. The Company experienced a positive impact from rating changes during the second quarter of 2021 compared to a negative impact from downgrades in the second quarter of 2020. There could be a negative impact from downgrades in future periods if economies that are currently open are shut down or restricted due to a resurgence of COVID-19 cases, causing economic uncertainty.

In the second quarter of 2021, the Company experienced net charges on impaired investments, including dispositions, which negatively impacted common shareholders' net earnings by \$10 million (\$2 million net negative impact in the second quarter of 2020), primarily due to a commercial mortgage impairment. Net charges on impaired investments reflect net allowances for credit losses included in net investment income and the associated release of actuarial provisions for future credit losses, as applicable. Separately, related to non-impaired invested assets, changes in credit ratings in the Company's fixed income portfolio resulted in a net decrease in provisions for future credit losses in insurance contract liabilities, which positively impacted common shareholders' net earnings by \$4 million (\$25 million net negative impact in the second quarter of 2020), primarily due to upgrades of various corporate bond holdings.

For the six months ended June 30, 2021, the Company experienced net charges on impaired investments, including dispositions, which negatively impacted common shareholders' net earnings by \$11 million (\$4 million net negative impact year-to-date in 2020), primarily due to a commercial mortgage impairment. Separately, related to non-impaired invested assets, changes in credit ratings in the Company's fixed income portfolio resulted in a net increase in provisions for future credit losses in insurance contract liabilities, which negatively impacted common shareholders' net earnings by \$4 million year-to-date (\$44 million net negative impact year-to-date in 2020), primarily due to net downgrades of various corporate bond holdings.

FEE AND OTHER INCOME

In addition to providing traditional risk-based insurance products, the Company also provides certain products on a fee-for-service basis. The most significant of these products are segregated funds and mutual funds, for which the Company earns investment management fees on assets managed and other fees, as well as administrative services only (ASO) contracts, under which the Company provides group benefit plan administration on a cost-plus basis.

Fee and other income	For the three months ended			For the six months ended	
	June 30 2021	March 31 2021	June 30 2020	June 30 2021	June 30 2020
Canada					
Segregated funds, mutual funds and other	\$ 440	\$ 416	\$ 374	\$ 856	\$ 764
ASO contracts	52	53	36	105	86
	<u>492</u>	<u>469</u>	<u>410</u>	<u>961</u>	<u>850</u>
United States					
Segregated funds, mutual funds and other	960	927	654	1,887	1,319
Europe					
Segregated funds, mutual funds and other	346	353	340	699	673
Capital and Risk Solutions					
Reinsurance and other	2	2	2	4	5
Total fee and other income	<u>\$ 1,800</u>	<u>\$ 1,751</u>	<u>\$ 1,406</u>	<u>\$ 3,551</u>	<u>\$ 2,847</u>

The information in the table above is a summary of gross fee and other income for the Company. Additional commentary regarding fee and other income is included, as applicable, in the "Segmented Operating Results" section.

NET POLICYHOLDER BENEFITS, DIVIDENDS AND EXPERIENCE REFUNDS

Net policyholder benefits, dividends and experience refunds

	For the three months ended			For the six months ended	
	June 30 2021	March 31 2021	June 30 2020	June 30 2021	June 30 2020
Canada	\$ 2,530	\$ 2,633	\$ 2,264	\$ 5,163	\$ 4,496
United States ⁽¹⁾	2,145	2,167	1,236	4,312	2,759
Europe	1,026	936	1,075	1,962	1,930
Capital and Risk Solutions	6,461	6,198	5,084	12,659	9,903
Total	\$ 12,162	\$ 11,934	\$ 9,659	\$ 24,096	\$ 19,088

⁽¹⁾ Comparative figures for the three months ended March 31, 2021 have been corrected relating to an immaterial classification error in the U.S. segment as described in note 16 to the Company's June 30, 2021 condensed consolidated interim unaudited financial statements.

Net policyholder benefits, dividends and experience refunds include life and health claims, policy surrenders, maturities, annuity payments, segregated fund guarantee payments, policyholder dividends and experience refund payments. The amounts do not include benefit payments for ASO contracts, segregated funds or mutual funds.

For the three months ended June 30, 2021, net policyholder benefits, dividends and experience refunds were \$12.2 billion, an increase of \$2.5 billion from the same quarter last year, driven by higher net policyholder benefits. The increase in benefit payments was primarily due to new reinsurance agreements and volume changes relating to existing business in the Capital and Risk Solutions segment, higher group insurance benefits in the Canada segment and higher surrender benefits in the U.S. segment. The higher surrender benefits in the U.S. segment were primarily driven by the MassMutual retirement services business, which was acquired, via indemnity reinsurance, on December 31, 2020.

For the six months ended June 30, 2021, net policyholder benefits, dividends and experience refunds were \$24.1 billion, an increase of \$5.0 billion from the same period last year, primarily due to the same reasons discussed for the in-quarter results.

CONSOLIDATED FINANCIAL POSITION

ASSETS

Assets under administration ⁽¹⁾					
June 30, 2021					
	Canada	United States	Europe	Capital and Risk Solutions	Total
Assets					
Invested assets	\$ 87,817	\$ 52,299	\$ 48,178	\$ 6,950	\$ 195,244
Goodwill and intangible assets	5,645	5,566	3,010	—	14,221
Other assets	4,113	29,385	9,309	8,225	51,032
Investments on account of segregated fund policyholders	96,953	117,384	129,342	—	343,679
Total assets	194,528	204,634	189,839	15,175	604,176
Proprietary mutual funds and institutional net assets ⁽¹⁾	5,852	290,790	61,655	—	358,297
Total assets under management⁽¹⁾	200,380	495,424	251,494	15,175	962,473
Other assets under administration ⁽¹⁾	20,336	1,160,944	12,169	—	1,193,449
Total assets under administration⁽¹⁾	\$ 220,716	\$ 1,656,368	\$ 263,663	\$ 15,175	\$ 2,155,922
December 31, 2020					
	Canada	United States	Europe	Capital and Risk Solutions	Total
Assets					
Invested assets	\$ 87,732	\$ 54,522	\$ 50,793	\$ 5,951	\$ 198,998
Goodwill and intangible assets	5,625	5,729	3,037	—	14,391
Other assets	3,661	30,347	10,151	8,910	53,069
Investments on account of segregated fund policyholders	90,680	117,982	125,370	—	334,032
Total assets	187,698	208,580	189,351	14,861	600,490
Proprietary mutual funds and institutional net assets ⁽¹⁾	7,311	284,251	59,381	—	350,943
Total assets under management⁽¹⁾	195,009	492,831	248,732	14,861	951,433
Other assets under administration ⁽¹⁾	18,554	994,989	10,871	—	1,024,414
Total assets under administration⁽¹⁾	\$ 213,563	\$ 1,487,820	\$ 259,603	\$ 14,861	\$ 1,975,847

⁽¹⁾ This metric is a non-IFRS measure. Refer to the "Non-IFRS Financial Measures" section of this document for additional details.

Total assets under administration (AUA) at June 30, 2021 increased by \$180 billion to \$2.2 trillion compared to December 31, 2020, primarily due to the impact of equity market movement and new business growth primarily with respect to segregated funds, proprietary mutual funds and institutional net assets and other AUA, partially offset by the impact of currency movement.

Total assets at June 30, 2021 reflect management's current best estimate of the purchase price allocation related to the MassMutual transaction, including estimates for goodwill and intangible assets. Final valuation of the assets acquired and liabilities assumed and the completion of the purchase price allocation are expected to occur during the second half of 2021.

INVESTED ASSETS

The Company manages its general fund assets to support the cash flow, liquidity and profitability requirements of the Company's insurance and investment products. The Company follows prudent and conservative investment policies, so that assets are not unduly exposed to concentration, credit or market risks. Within the framework of the Company's policies, the Company implements strategies and reviews and adjusts them on an ongoing basis considering liability cash flows and capital market conditions. The majority of investments of the general fund are in medium-term and long-term fixed-income investments, primarily bonds and mortgages, reflecting the characteristics of the Company's liabilities.

Bond portfolio – It is the Company's policy to acquire primarily investment grade bonds subject to prudent and well-defined investment policies. Modest investments in below investment grade rated securities may occur while not changing the overall discipline and conservative approach to the investment strategy. The total bond portfolio, including short-term investments, was \$132.1 billion or 68% of invested assets at June 30, 2021 compared to \$137.6 billion or 69% at December 31, 2020. The decrease in the bond portfolio was primarily due to a decline in fair values resulting from an increase in bond yields across all geographies. The overall quality of the bond portfolio remained high, with 99% of the portfolio rated investment grade and 74% rated A or higher.

Bond credit ratings reflect bond rating agency activity up to June 30, 2021. Management continues to closely monitor bond rating agency activity and general market conditions as economies emerge from the pandemic.

Bond portfolio quality

	June 30, 2021		December 31, 2020	
AAA	\$ 18,877	14 %	\$ 21,820	16 %
AA	33,162	25	35,530	26
A	46,271	35	45,673	33
BBB	32,669	25	33,382	24
BB or lower	1,147	1	1,187	1
Total	\$ 132,126	100 %	\$ 137,592	100 %

At June 30, 2021, non-investment grade bonds were \$1.1 billion or 0.9% of the bond portfolio compared to \$1.2 billion or 0.9% of the bond portfolio at December 31, 2020.

Mortgage portfolio – It is the Company's practice to acquire high quality commercial mortgages meeting strict underwriting standards and diversification criteria. The Company has a well-defined risk-rating system, which it uses in its underwriting and credit monitoring processes for commercial loans. Residential loans are originated by the Company's mortgage specialists in accordance with well-established underwriting standards and are well diversified across each geographic region, including specific diversification requirements for non-insured mortgages. Equity release mortgages are originated in the Europe segment following well-defined lending criteria and held in both the Canada and Europe segments. Equity release mortgages are loans provided to people who want to continue living in their homes while accessing some of the underlying equity value in their homes. Loans are typically repaid when the borrower dies or moves into long-term care.

Mortgage portfolio						
	June 30, 2021				December 31, 2020	
	Insured	Non-insured	Total		Total	
Mortgage loans by type						
Single family residential	\$ 500	\$ 1,550	\$ 2,050	7 %	\$ 2,063	7 %
Multi-family residential	3,056	4,210	7,266	26	7,353	27
Equity release	—	2,275	2,275	8	2,020	7
Commercial	227	16,546	16,773	59	16,367	59
Total	\$ 3,783	\$ 24,581	\$ 28,364	100 %	\$ 27,803	100 %

The total mortgage portfolio was \$28.4 billion or 15% of invested assets at June 30, 2021, compared to \$27.8 billion or 14% of invested assets at December 31, 2020. Total insured loans were \$3.8 billion or 13% of the mortgage portfolio.

Provision for future credit losses

As a component of insurance contract liabilities, the total actuarial provision for future credit losses is determined consistent with the Canadian Institute of Actuaries' Standards of Practice and includes provisions for adverse deviation. The provisions reflect the current credit ratings and potential future rating migration. No provision is held for government or government related debt rated A+ or higher where the issuer is monetarily sovereign.

At June 30, 2021, the aggregate of impairment provisions was \$39 million compared to \$62 million at December 31, 2020, a decrease of \$23 million primarily due to a disposal of an impaired commercial mortgage, partly offset by a new commercial mortgage impairment in the second quarter of 2021. The total actuarial provision for future credit losses in insurance contract liabilities was \$3,142 million at June 30, 2021 compared to \$3,368 million at December 31, 2020, a decrease of \$226 million primarily due to interest rate movements and normal business activity, currency impacts, asset default provision releases and assumption updates.

The aggregate of impairment provisions of \$39 million (\$62 million at December 31, 2020) and actuarial provision for future credit losses in insurance contract liabilities of \$3,142 million (\$3,368 million at December 31, 2020) represents 1.8% of bond and mortgage assets, including funds held by ceding insurers, at June 30, 2021 (1.9% at December 31, 2020).

DERIVATIVE FINANCIAL INSTRUMENTS

During the second quarter of 2021, there were no major changes to the Company's policies and procedures with respect to the use of derivative financial instruments. The Company's derivative transactions are generally governed by International Swaps and Derivatives Association, Inc. (ISDA) Master Agreements, which provide for legally enforceable set-off and close-out netting of exposure to specific counterparties in the event of an early termination of a transaction, which includes, but is not limited to, events of default and bankruptcy. In the event of an early termination, the Company is permitted to set off receivables from a counterparty against payables to the same counterparty, in the same legal entity, arising out of all included transactions. The Company's ISDA Master Agreements may include Credit Support Annex provisions, which require both the pledging and accepting of collateral in connection with its derivative transactions.

At June 30, 2021, total financial collateral, including initial margin and overcollateralization, received on derivative assets was \$251 million (\$211 million at December 31, 2020) and pledged on derivative liabilities was \$450 million (\$560 million at December 31, 2020). Collateral received on derivatives assets increased and collateral pledged on derivatives liabilities decreased, primarily driven by the impact of the Canadian dollar strengthening against the U.S. dollar on cross-currency swaps that pay U.S. and receive Canadian dollars.

During the six month period ended June 30, 2021, the outstanding notional amount of derivative contracts increased by \$3.7 billion to \$33.8 billion, primarily due to regular hedging activities and increases to net investment hedges. During the second quarter of 2021, the Company entered into a net investment hedge, with a notional amount of €1 billion, to reduce the volatility of its Canadian dollar exposure to net investments in foreign operations in the Europe segment.

The Company's exposure to derivative counterparty credit risk, which reflects the current fair value of those instruments in a gain position, increased to \$842 million at June 30, 2021 from \$829 million at December 31, 2020. The increase was primarily driven by the impact of the Canadian dollar strengthening against the U.S. dollar on cross-currency swaps that pay U.S. dollars and receive Canadian dollars. There were no changes to derivative counterparty ratings during the second quarter of 2021 and all had investment grade ratings as of June 30, 2021.

LIABILITIES

Total liabilities	June 30 2021	December 31 2020
Insurance and investment contract liabilities	\$ 211,562	\$ 218,047
Other general fund liabilities	20,979	21,396
Investment and insurance contracts on account of segregated fund policyholders	343,679	334,032
Total	\$ 576,220	\$ 573,475

Total liabilities increased by \$2.7 billion to \$576.2 billion at June 30, 2021 from December 31, 2020.

Insurance and investment contract liabilities decreased by \$6.5 billion, primarily due to fair value adjustments, the impact of currency movement and normal business movements, partially offset by the impact of new business. Investment and insurance contracts on account of segregated fund policyholders increased by \$9.6 billion, primarily due to the impact of net market value gains and investment income of \$22.2 billion, partially offset by the negative impact of currency movement of \$8.1 billion and net withdrawals of \$5.5 billion. Other general fund liabilities decreased by \$0.4 billion, primarily due to a decrease of \$0.4 billion in debentures and other debt instruments as well as a decrease of \$0.1 billion in derivative financial instruments.

Insurance and investment contract liabilities represent the amounts that, together with estimated future premiums and investment income, will be sufficient to pay estimated future benefits, dividends and expenses on policies in-force. Insurance and investment contract liabilities are determined using generally accepted actuarial practices, according to standards established by the Canadian Institute of Actuaries. Also, refer to the "Summary of Critical Accounting Estimates" section of the 2020 Annual MD&A for further details.

Segregated Fund and Variable Annuity Guarantees

The Company offers retail segregated fund products, unitized with profits (UWP) products and variable annuity products that provide for certain guarantees tied to the market values of the investment funds.

Guaranteed minimum withdrawal benefit (GMWB) products offered by the Company in the U.S. and Germany, and previously offered in Canada and Ireland, provide income guarantees and in addition, may provide death and maturity guarantees. The Company has a hedging program in place to manage a portion of the market and interest rate risk associated with options embedded in its GMWB products. At June 30, 2021, the amount of GMWB products in-force in Canada, the U.S., Ireland and Germany were \$3,310 million (\$3,375 million at December 31, 2020).

Segregated fund and variable annuity guarantee exposure

	Market Value	June 30, 2021			
		Investment deficiency by benefit type			
		Income	Maturity	Death	Total ⁽¹⁾
Canada	\$ 35,133	\$ —	\$ 10	\$ 22	\$ 22
United States	20,724	1	—	19	20
Europe	11,115	3	—	757	757
Capital and Risk Solutions ⁽²⁾	888	219	—	—	219
Total	\$ 67,860	\$ 223	\$ 10	\$ 798	\$ 1,018

⁽¹⁾ A policy can only receive a payout from one of the three trigger events (income election, maturity or death). Total deficiency measures the point-in-time exposure assuming the most costly trigger event for each policy occurred on June 30, 2021.

⁽²⁾ Capital and Risk Solutions exposure is to markets in Canada and the U.S.

Investment deficiency at June 30, 2021 of \$1,018 million decreased by \$299 million compared to December 31, 2020, primarily due to an increase in market values. The investment deficiency measures the point-in-time exposure to a trigger event (i.e., income election, maturity or death) assuming it occurred on June 30, 2021 and does not include the impact of the Company's hedging program for GMWB products. The actual cost to the Company will depend on the trigger event having occurred and the market values at that time. The actual claims before tax associated with these guarantees were \$2 million in-quarter (\$4 million for the second quarter of 2020) and \$5 million year-to-date (\$12 million year-to-date for 2020) with the majority arising in the Capital and Risk Solutions segment related to a legacy block of business.

LIFECO CAPITAL STRUCTURE

In establishing the appropriate mix of capital required to support the operations of the Company and its subsidiaries, management utilizes a variety of debt, equity and other hybrid instruments considering both the short and long-term capital needs of the Company.

DEBENTURES AND OTHER DEBT INSTRUMENTS

At June 30, 2021, debentures and other debt instruments decreased by \$390 million to \$9,303 million compared to December 31, 2020 primarily due to the impact of currency movement.

Subsequent to June 30, 2021, on July 2, 2021, the Company made a payment of US\$400 million on its committed line of credit related to GWL&A's acquisition of the retirement services business from MassMutual on December 31, 2020, reducing the Company's leverage ratio.

See the "Developments" section on page 3 of this document for details on announced additional short term and long term debt related to the announced acquisition of Prudential's retirement business.

SHARE CAPITAL AND SURPLUS

Share capital outstanding at June 30, 2021 was \$8,427 million, which comprises \$5,713 million of common shares and \$2,714 million of preferred shares. Preferred shares included \$2,464 million of non-cumulative First Preferred Shares and \$250 million of 5-year rate reset First Preferred Shares.

The Company renewed its normal course issuer bid (NCIB) effective January 27, 2021 for one year to purchase and cancel up to but no more than 20,000,000 of its common shares at market prices in order to mitigate the dilutive effect of stock options granted under the Company's Stock Option Plan and for other capital management purposes. During the three months ended June 30, 2021, the Company did not purchase any common shares under the current NCIB (nil for the three months ended June 30, 2020). The Company does not currently intend to engage in share repurchases that reduce its outstanding shares while the Office of the Superintendent of Financial Institutions (OSFI) maintains its expectation that the institutions it regulates suspend share buybacks due to ongoing impacts of the COVID-19 pandemic.

LIQUIDITY AND CAPITAL MANAGEMENT AND ADEQUACY

LIQUIDITY

The Company's liquidity requirements are largely self-funded, with short-term obligations being met by internal funds and maintaining levels of liquid investments adequate to meet anticipated liquidity needs. The Company holds cash, cash equivalents and short-term bonds at the Lifeco holding company level and with the Lifeco consolidated subsidiary companies. At June 30, 2021, the Company and its operating subsidiaries held cash, cash equivalents and short-term bonds of \$9.0 billion (\$11.2 billion at December 31, 2020) and other liquid assets and marketable securities of \$96.4 billion (\$100.2 billion at December 31, 2020). Included in the cash, cash equivalents and short-term bonds at June 30, 2021 was \$0.9 billion (\$0.9 billion at December 31, 2020) held at the Lifeco holding company level which includes cash at Great-West Lifeco U.S. LLC, the Company's U.S. holding company. Cash, cash equivalents and short-term bonds decreased at June 30, 2021 compared to December 31, 2020 as a result of the reinvestment of cash acquired through the acquisition of the retirement services business of MassMutual at the end of 2020. In addition, the Company maintains committed lines of credit with Canadian chartered banks for unanticipated liquidity needs, if required.

The Company does not have a formal common shareholder dividend policy. Dividends on outstanding common shares of the Company are declared and paid at the sole discretion of the Board of Directors of the Company. The decision to declare a dividend on the common shares of the Company takes into account a variety of factors including the level of earnings, adequacy of capital and availability of cash resources.

As a holding company, the Company's ability to pay dividends and, in part, its ability to deploy capital is dependent upon the Company receiving dividends from its operating subsidiaries. The Company's operating subsidiaries are subject to regulation in a number of jurisdictions, each of which maintains its own regime for determining the amount of capital that must be held in connection with the different businesses carried on by the operating subsidiaries. The requirements imposed by the regulators in any jurisdiction may change from time to time, and thereby impact the ability of the operating subsidiaries to pay dividends to the Company. Regulators in Canada and the U.K., where some of the Company's regulated subsidiaries operate, have maintained the guidance they provided in 2020 on the payment of dividends and other shareholder distributions during the ongoing pandemic. In Ireland, the Central Bank of Ireland (CBI) updated its previous guidance to cap dividends by significant insurance firms during the first three quarters of 2021. Irish Life Assurance plc is a significant insurance firm for this purpose but the Company's other regulated operating Irish subsidiaries are not.

CASH FLOWS

Cash flows	For the three months ended June 30		For the six months ended June 30	
	2021	2020	2021	2020
Cash flows relating to the following activities:				
Operations	\$ 1,062	\$ 1,458	\$ 2,855	\$ 3,388
Financing	(477)	40	(1,006)	(427)
Investment	556	(1,107)	(2,975)	(1,818)
	1,141	391	(1,126)	1,143
Effects of changes in exchange rates on cash and cash equivalents	(49)	(157)	(112)	98
Increase (decrease) in cash and cash equivalents in the period	1,092	234	(1,238)	1,241
Cash and cash equivalents, beginning of period	5,616	5,635	7,946	4,628
Cash and cash equivalents, end of period	\$ 6,708	\$ 5,869	\$ 6,708	\$ 5,869

The principal source of funds for the Company on a consolidated basis is cash provided by operating activities, including premium income, net investment income and fee income. These funds are used primarily to pay policy benefits, policyholder dividends and claims, as well as operating expenses and commissions. Cash flows generated by operations are mainly invested to support future liability cash requirements. Cash flows related to financing activities include the issuance and repayment of capital instruments, and associated dividends and interest payments.

In the second quarter of 2021, cash and cash equivalents increased by \$1,092 million from March 31, 2021. Cash flows provided by operations during the second quarter of 2021 were \$1,062 million, a decrease of \$396 million compared to the second quarter of 2020. Cash flows used by financing of \$477 million were primarily used for the payments of dividends to common and preferred shareholders of \$441 million and a decrease in the line of credit of a subsidiary of \$80 million. For the three months ended June 30, 2021, net cash inflows from investments were \$556 million.

For the six months ended June 30, 2021, cash and cash equivalents decreased by \$1,238 million from December 31, 2020. Cash flows provided by operations were \$2,855 million, a decrease of \$533 million compared to the same period in 2020. Cash flows used in financing of \$1,006 million were primarily used for the payment of dividends to common and preferred shareholders of \$880 million and a decrease in line of credit of a subsidiary of \$188 million. For the six months ended June 30, 2021, cash flows were used by the Company to acquire an additional \$2,975 million of investment assets.

COMMITMENTS/CONTRACTUAL OBLIGATIONS

Commitments/contractual obligations have not changed materially from December 31, 2020.

CAPITAL MANAGEMENT AND ADEQUACY

At the holding company level, the Company monitors the amount of consolidated capital available and the amounts deployed in its various operating subsidiaries. The amount of capital deployed in any particular company or country is dependent upon local regulatory requirements as well as the Company's internal assessment of capital requirements in the context of its operational risks and requirements and strategic plans. The Company's practice is to maintain the capitalization of its regulated operating subsidiaries at a level that will exceed the relevant minimum regulatory capital requirements in the jurisdictions in which they operate. The capitalization decisions of the Company and its operating subsidiaries also give consideration to the impact such actions may have on the opinions expressed by various credit rating agencies that provide financial strength and other ratings to the Company.

In Canada, OSFI has established a regulatory capital adequacy measurement for life insurance companies incorporated under the Insurance Companies Act (Canada) and their subsidiaries, known as the Life Insurance Capital Adequacy Test (LICAT).

The LICAT Ratio compares the regulatory capital resources of a company to its required capital. The required capital is calibrated so that a life insurer can both withstand severe stress events and support the continuity of existing business. The LICAT guideline uses a risk-based approach for measuring specific life insurer risks and for aggregating the results to calculate the amount of a life insurer's capital requirements.

OSFI has established a Supervisory Target Total Ratio of 100%, and a Supervisory Minimum Total Ratio of 90%. The internal target range of the LICAT Ratio for Lifeco's major Canadian operating subsidiary is 110% to 120% (on a consolidated basis).

Canada Life's consolidated LICAT Ratio at June 30, 2021 was 126% (129% at December 31, 2020). The LICAT Ratio does not take into account any impact from \$0.9 billion of liquidity at the Lifeco holding company level at June 30, 2021 (\$0.9 billion at December 31, 2020). The continued phasing in of the impact of the LICAT interest rate scenario shift in North America (described below) during 2020 contributed a 1 point decrease to the ratio this quarter.

The following provides a summary of the LICAT information and ratios for Canada Life:

LICAT Ratio	June 30 2021	Dec. 31 2020
Tier 1 Capital	\$ 12,418	\$ 11,593
Tier 2 Capital	4,205	4,568
Total Available Capital	16,623	16,161
Surplus Allowance & Eligible Deposits	13,563	14,226
Total Capital Resources	\$ 30,186	\$ 30,387
Required Capital	\$ 24,008	\$ 23,607
Total LICAT Ratio (OSFI Supervisory Target = 100%)⁽¹⁾	126 %	129 %

⁽¹⁾ Total Ratio (%) = (Total Capital Resources / Required Capital)

LICAT Sensitivities

Caution Related to Sensitivities

This section includes estimates of Canada Life consolidated LICAT Ratio sensitivities for certain risks. Actual results can differ significantly from these estimates for a variety of reasons including:

- Assessment of the circumstances that led to the scenario may lead to changes in (re)investment approaches and interest rate scenarios considered;
- Actual experience differing from the assumptions;
- Changes in business mix, effective income tax rates and other market factors;
- Interactions among these factors and assumptions when more than one changes; and
- The general limitations of the Company's internal models.

For these reasons, the sensitivities should only be viewed as directional estimates of the underlying sensitivities for the respective factors. Given the nature of these calculations, the Company cannot provide assurance that the actual impact on the Canada Life consolidated LICAT Ratio will be as estimated.

Publicly Traded Common Stocks

The following table sets out the estimated immediate impact to Canada Life's consolidated LICAT Ratio of certain instantaneous changes in publicly traded common stock values as at June 30, 2021. These sensitivity estimates assume instantaneous shocks, followed by a return to historical average growth levels for broader equity markets. The sensitivity estimates relate to publicly traded common stocks and do not cover other non-fixed income assets. These estimates are illustrative as actual equity exposures may vary due to active management of the public stock portfolios.

Immediate change in publicly traded common stock values	June 30, 2021			
	20% increase	10% increase	10% decrease	20% decrease
Potential increase (decrease) on LICAT Ratio	0 points	1 point	1 point	0 points

Interest Rates

Canada Life's consolidated LICAT Ratio will generally increase in an environment of declining interest rates and vice-versa. Lower interest rates will increase the value of the Company's surplus assets and other regulatory capital resources. These sensitivity estimates are illustrative. Sensitivity to interest rates is dependent on many factors and may result in non-linear impacts to the LICAT Ratio. Actual movement in credit spreads or government treasury rates may produce different movements in Canada Life's consolidated LICAT Ratio. These sensitivities do not include a change in the ultimate interest rates outlined in Actuarial Standards or the impact of a LICAT interest rate risk scenario shift.

Immediate parallel shift in yield curve	June 30, 2021	
	50 bps increase	50 bps decrease
Potential increase (decrease) on LICAT Ratio	(2 points)	3 points

LICAT sensitivities are rounded to the nearest point.

LICAT Interest Rate Scenario Shift

The LICAT interest rate risk capital requirements are based on the results of the most adverse of four scenarios. The determination of the most adverse scenario is dependent on government treasury rates and credit spreads, as well as the position of the Company's assets and liabilities. A change in the level and term structure of interest rates used can cause a shift in the interest rate scenario applied in the LICAT calculation. This results in a discontinuity where capital requirements can change materially. OSFI prescribes a smoothing calculation to address potential volatility in the interest rate risk capital requirement for participating insurance products. The smoothing calculation averages the participating interest rate risk capital requirements over the trailing six quarters, thereby reducing unwarranted volatility.

The Company experienced a shift to a different adverse LICAT interest rate scenario in North America during the third quarter of 2020. Allowing for the smoothing approach, the shift in scenario reduced the current quarter's LICAT Ratio by 1 point, with the remaining impact being phased in over the next 2 quarters, if we remain on the current scenario.

In the event of a shift back to the previous most adverse LICAT interest rate scenario, the Company estimates the LICAT Ratio would increase by approximately 1 point per quarter for six quarters.

OSFI Regulatory Capital Initiatives

OSFI issued an Advisory effective for January 1, 2021, which confirmed the interest rate risk smoothing calculation on participating insurance, and provided clarification of available capital for certain participating insurance blocks.

The Advisory will remain in effect until January 1, 2023, when it will be subsequently incorporated into the LICAT guideline. The noted clarification is not expected to be material to the Company.

The International Accounting Standards Board (IASB) has issued IFRS 17, *Insurance Contracts*, which will replace IFRS 4, *Insurance Contracts* with an effective date of January 1, 2023. IFRS 17 includes new requirements for the recognition, measurement, presentation and disclosure of insurance contracts the Company issues and reinsurance contracts it holds. The new standard is expected to have a significant impact for insurers related to the timing of earnings recognition from insurance contracts and on the presentation and disclosure of results. Adoption of the standard is expected to lead to further review and possible amendments to the OSFI LICAT Guideline. Refer to the "Accounting Policies - International Financial Reporting Standards" section of the Company's 2020 Annual MD&A for further details.

During the second quarter, OSFI launched a Quantitative Impact Study for IFRS 17 and IFRS 9, *Financial Instruments*. The Company will participate in this public consultation. The Company will continue to work with OSFI, the Canadian Institute of Actuaries, and other industry participants, as the LICAT guideline further evolves to allow for adaptations relating to the IFRS 17 accounting standard and developments relating to Segregated Fund Guarantee Risk requirements.

RETURN ON EQUITY (ROE)⁽¹⁾

	June 30 2021	March 31 2021	June 30 2020
Base Return on Equity⁽¹⁾			
Canada	17.4 %	18.7 %	17.7 %
U.S. Financial Services	8.6 %	6.7 %	9.1 %
U.S. Asset Management (Putnam)	3.4 %	2.7 %	(0.3)%
Europe	13.0 %	12.9 %	12.5 %
Capital and Risk Solutions	38.9 %	39.4 %	38.8 %
Total Lifeco Base Earnings Basis⁽¹⁾	13.9 %	13.6 %	13.7 %
	June 30 2021	March 31 2021	June 30 2020
Return on Equity⁽¹⁾			
Canada	16.5 %	18.3 %	14.4 %
U.S. Financial Services	6.0 %	4.7 %	9.3 %
U.S. Asset Management (Putnam)	14.2 %	13.3 %	(11.3)%
Europe	16.2 %	17.3 %	15.2 %
Capital and Risk Solutions	42.7 %	46.7 %	36.7 %
Total Lifeco Net Earnings Basis	15.0 %	15.7 %	12.1 %

⁽¹⁾ This metric is a non-IFRS measure. Refer to the "Non-IFRS Financial Measures" section of this document for additional details.

The Company reported base return on equity of 13.9% at June 30, 2021, compared to 13.6% at March 31, 2021 and 13.7% at June 30, 2020. The Company reported return on equity of 15.0% at June 30, 2021, compared to 15.7% at March 31, 2021 and 12.1% at June 30, 2020.

The Company has a capital allocation methodology, which allocates financing costs in proportion to allocated capital. For the Canadian, European and Capital and Risk Solutions segments (essentially Canada Life), this allocation method generally tracks the regulatory capital requirements, while for U.S. Financial Services and U.S. Asset Management (Putnam), it tracks the financial statement carrying value of the business units. Total leverage capital is consistently allocated across all business units in proportion to total capital resulting in a debt-to-equity ratio in each business unit consistent with the consolidated Company.

RATINGS

Lifeco maintains ratings from five independent ratings companies. Credit ratings are intended to provide investors with an independent measure of the credit quality of a corporation and securities of a corporation, and are indicators of the likelihood of payment and the capacity of a corporation to meet its obligations in accordance with the terms of each obligation.

In the second quarter of 2021, the credit ratings for Lifeco and its major operating subsidiaries were unchanged (set out in table below). The Company continued to receive strong ratings relative to its North American peer group resulting from its conservative risk profile, stable net earnings and strong capitalization. These ratings are not a recommendation to buy, sell or hold the securities of the Company or its subsidiaries and do not address market price or other factors that might determine suitability of a specific security for a particular investor. The ratings also may not reflect the potential impact of all risks on the value of securities and are subject to revision or withdrawal at any time by the rating agency.

Lifeco's operating companies are assigned a group rating from each rating agency. This group rating is predominantly supported by the Company's leading position in the Canadian insurance market and competitive positions in the U.S. and European markets. Each of Lifeco's operating companies benefits from the strong implicit financial support and collective ownership by Lifeco. There were no changes to the Company's group credit ratings in second quarter of 2021.

Rating agency	Measurement	Lifeco	Canada Life	Irish Life	GWL&A
A.M. Best Company	Financial Strength		A+		A+
DBRS Morningstar	Issuer Rating	A (high)	AA		NR
	Financial Strength		AA		
	Senior Debt	A (high)			
	Subordinated Debt		AA (low)		
Fitch Ratings	Insurer Financial Strength		AA	AA	AA
	Senior Debt	A			
	Subordinated Debt		A+		
Moody's Investors Service	Insurance Financial Strength		Aa3		Aa3
S&P Global Ratings	Insurer Financial Strength		AA		AA
	Senior Debt	A+			
	Subordinated Debt		AA-		

As part of Lifeco's announcement on July 21, 2021, that its U.S. subsidiary, Empower Retirement, had reached a definitive agreement to acquire Prudential's full-service retirement business, Lifeco announced that the transaction was expected to be funded with approximately US\$1.15 billion of limited recourse capital notes ("LRCN"), US\$1.0 billion of short-term debt, and existing resources. In addition, Lifeco noted that the short-term financing would facilitate leverage ratio reduction as the business generates meaningful earnings and cash.

Following the announcement, and having regard to the financing plan and its impact on leverage in the near-term, all five rating agencies affirmed the ratings as set out above. Four of the five agencies affirmed the rating outlook as stable; Fitch's rating outlook remains negative.

SEGMENTED OPERATING RESULTS

The consolidated operating results of Lifeco, including the comparative figures, are presented on an IFRS basis after capital allocation. Consolidated operating results for Lifeco comprise the net earnings of Canada Life and its operating subsidiaries, GWL&A (Financial Services) and Putnam (Asset Management), together with Lifeco's corporate results. The following sections analyze the performance of Lifeco's four major reportable segments: Canada, United States (U.S.), Europe, and Capital and Risk Solutions.

TRANSLATION OF FOREIGN CURRENCY

For the United States, Europe and Capital and Risk Solutions segments, foreign currency assets and liabilities are translated into Canadian dollars at the market rate at the end of the financial period. All income and expense items are translated at an average rate for the period.

Impact of currency movement is a non-IFRS financial measure. Refer to the "Non-IFRS Financial Measures" section of this document for additional details.

CANADA

The Canada segment of Lifeco includes the operating results of the Canadian businesses operated by Canada Life, together with an allocation of a portion of Lifeco's corporate results. There are two primary business units included in this segment. Through the Individual Customer business unit, the Company provides life, disability and critical illness insurance products as well as wealth savings and income products to individual clients. Through the Group Customer business unit, the Company provides life, accidental death and dismemberment, disability, critical illness, health and dental protection, creditor insurance as well as retirement savings and income and annuity products and other specialty products to group clients in Canada.

DEVELOPMENTS

- On April 19, 2021, Canada Life fully lifted the suspension on redemptions and transfers out of its Canadian real estate investment funds which had been temporarily suspended on March 20, 2020, as economic conditions caused by the COVID-19 situation resulted in valuation uncertainty in the real estate industry. This followed the partial lifting of the suspension, on January 11, 2021, of contributions and transfers into the Canadian real estate investment funds as confidence over the valuation of the underlying properties returned as a result of increased market activity.
- During the second quarter of 2021, Canada Life launched new products and services to improve customer experience and help customers meet their financial and wellness objectives:
 - *My Term* launched on April 5, 2021, a new customizable product allowing customers to choose the coverage option that works for them.
 - Group Customer's implementation of artificial intelligence enhancements should provide value-added insights to improve both renewal and long term disability management and realize the best outcomes for the Company's plan sponsors and members.
- On April 26, 2021, Canada Life introduced an advisor platform named Advisor Solutions to evolve the way the Company partners with advisors who do direct business with Canada Life. Through this platform, advisors receive customized support based on the needs and characteristics of their individual practices.
- As of June 30, 2021, Canada Life has surpassed a milestone of providing 500,000 group members and their dependents with virtual health options through partnership with Dialogue.
- Subsequent to June 30, 2021, on July 13, 2021, Canada Life announced an agreement to acquire ClaimSecure Inc., an industry-leading healthcare management firm that provides health and dental claim management services to private and public businesses in Canada. The transaction is subject to customary closing conditions, including receipt of regulatory approvals, and is expected to close in the third quarter of 2021.

SELECTED FINANCIAL INFORMATION - CANADA

	For the three months ended			For the six months ended	
	June 30 2021	March 31 2021	June 30 2020	June 30 2021	June 30 2020
Base earnings (loss)⁽¹⁾					
Individual Customer	\$ 162	\$ 138	\$ 159	\$ 300	\$ 297
Group Customer	189	154	195	343	338
Canada Corporate	(58)	6	(39)	(52)	(47)
Base earnings (loss)⁽¹⁾	\$ 293	\$ 298	\$ 315	\$ 591	\$ 588
Items excluded from base earnings⁽¹⁾					
Actuarial assumption changes and other management actions ⁽¹⁾	\$ (6)	\$ (13)	\$ 43	\$ (19)	\$ (51)
Market-related impacts on liabilities ⁽¹⁾	1	2	(5)	3	(33)
Net earnings - common shareholders	\$ 288	\$ 287	\$ 353	\$ 575	\$ 504
Premiums and deposits⁽¹⁾⁽²⁾					
Individual Customer	\$ 2,747	\$ 2,977	\$ 2,290	\$ 5,724	\$ 5,074
Group Customer	4,072	4,698	3,370	8,770	7,586
Premiums and deposits⁽¹⁾⁽²⁾	\$ 6,819	\$ 7,675	\$ 5,660	\$ 14,494	\$ 12,660
Sales⁽¹⁾					
Individual Insurance	\$ 99	\$ 109	\$ 98	\$ 208	\$ 216
Individual Wealth	2,549	3,243	1,679	5,792	4,463
Group Insurance	101	276	75	377	194
Group Wealth	596	1,105	538	1,701	1,149
Sales⁽¹⁾	\$ 3,345	\$ 4,733	\$ 2,390	\$ 8,078	\$ 6,022
Wealth management net cash flows⁽¹⁾					
Individual Customer	\$ 222	\$ 323	\$ 119	\$ 545	\$ 214
Group Customer	(198)	(304)	359	(502)	261
Wealth management net cash flows⁽¹⁾	\$ 24	\$ 19	\$ 478	\$ 43	\$ 475
Fee and other income					
Individual Customer	\$ 284	\$ 266	\$ 233	\$ 550	\$ 479
Group Customer	192	188	163	380	342
Canada Corporate	16	15	14	31	29
Fee and other income	\$ 492	\$ 469	\$ 410	\$ 961	\$ 850
Total assets	\$ 194,528	\$ 187,684	\$ 178,345		
Proprietary mutual funds and institutional net assets ⁽¹⁾	5,852	6,437	6,785		
Total assets under management⁽¹⁾	200,380	194,121	185,130		
Other assets under administration ⁽¹⁾	20,336	19,412	17,263		
Total assets under administration⁽¹⁾	\$ 220,716	\$ 213,533	\$ 202,393		

⁽¹⁾ This metric is a non-IFRS measure. Refer to the "Non-IFRS Financial Measures" section of this document for additional details.

⁽²⁾ 2020 comparative figures have been reclassified to reflect presentation adjustments.

Base and net earnings

In the second quarter of 2021, Canada segment's net earnings of \$288 million decreased by \$65 million compared to the same quarter last year. Base earnings of \$293 million decreased by \$22 million compared to the same quarter last year, primarily due to lower contributions from investment experience, which included the impact of an asset impairment, partially offset by higher fee income due to higher markets and favourable morbidity experience in Group Customer.

Items excluded from base earnings were negative \$5 million compared to positive \$38 million for the same quarter last year. Actuarial assumption changes and management actions were negative \$6 million compared to positive \$43 million for the same quarter last year. The actuarial liability assumption changes in the second quarter of last year were primarily related to updated economic assumptions for products with long-tail cash flows. Market-related impacts were positive \$1 million in the second quarter of 2021 compared to negative market-related impacts of \$5 million in the same quarter last year.

For the six months ended June 30, 2021, net earnings increased by \$71 million to \$575 million compared to the same period last year. Base earnings of \$591 million increased by \$3 million compared to the same period last year, primarily due to more favourable morbidity experience in Group Customer and more favourable impact of new business in Individual Customer, partially offset by lower contributions from investment experience and lower surplus investment income on seed money.

For the six months ended June 30, 2021, items excluded from base earnings were negative \$16 million compared to negative \$84 million for the same period last year. Actuarial assumption changes and management actions were negative \$19 million compared to negative \$51 million for the same period last year. Actuarial liability basis changes in the same period last year included updated economic assumptions for products with long-tail cash flows and updated morbidity assumptions. Positive market-related impacts were \$3 million compared to negative market-related impacts of \$33 million for the same period last year, which was impacted by equity market declines and volatility in the first quarter of 2020.

For the second quarter of 2021, net earnings attributable to the participating account were \$195 million compared to \$33 million for the same quarter last year, primarily due to favourable actuarial assumption changes and management actions.

For the six months ended June 30, 2021, net earnings attributable to the participating account were \$221 million compared to net earnings of \$44 million for the same period last year, primarily due to favourable actuarial assumption changes and management actions.

Sales

Sales for the second quarter of 2021 of \$3.3 billion increased by \$1.0 billion compared to the same quarter last year, primarily due to higher individual segregated fund and mutual fund sales.

For the six months ended June 30, 2021, sales increased by \$2.1 billion to \$8.1 billion compared to the same period last year, primarily due to large case group wealth and insurance sales in the first quarter of this year as well as higher individual segregated fund and mutual fund sales.

In the second quarter of 2021, wealth management net cash inflows were \$24 million compared to \$478 million for the same quarter last year. Net cash flows for the second quarter of 2021 decreased compared to the same quarter last year due to higher group terminations and higher withdrawals. Net cash inflows for the six months ended June 30, 2021 were \$43 million compared to \$475 million for the same period last year, primarily due to higher large group terminations, higher withdrawals and the loss of an institutional mandate. These items were partially offset by higher individual segregated fund and mutual fund sales.

Fee and other income

Fee and other income for the second quarter of 2021 of \$492 million increased by \$82 million compared to the same quarter last year. The increase was primarily due to higher fee income in Individual Customer and Group Customer as a result of higher average assets under administration driven by higher average equity market levels.

For the six months ended June 30, 2021, fee and other income increased by \$111 million to \$961 million compared to the same period last year, primarily due to the same reasons discussed for the in-quarter results.

UNITED STATES

The United States segment operating results for Lifeco include the results of GWL&A (which operates primarily as 'Empower Retirement'), Putnam Investments (Putnam) and the results of the insurance businesses in the U.S. branch of Canada Life, together with an allocation of a portion of Lifeco's corporate results.

Through its Financial Services business unit, and specifically the Empower Retirement brand, the Company provides an array of financial security products, including employer-sponsored defined contribution plans, administrative and recordkeeping services, individual retirement accounts, fund management as well as investment and advisory services. This includes the retirement services business acquired from MassMutual on December 31, 2020. The Financial Services business unit also includes the results of Personal Capital, a hybrid wealth manager that provides financial tools and advice to individuals, following the completion of its acquisition in the third quarter of 2020. In addition, a retained block of life insurance, predominately participating policies, which are now administered by Protective Life, as well as a closed retrocession block of life insurance are also included in the Financial Services business unit.

Through its Asset Management business unit, and specifically Putnam, the Company provides investment management, certain administrative functions, distribution and related services, through a broad range of investment products.

DEVELOPMENTS

Financial Services Developments

- Subsequent to June 30, 2021, on July 21, 2021, Empower Retirement announced a definitive agreement to acquire the retirement services business of Prudential Financial, Inc. (Prudential), further solidifying Empower Retirement's position as the second largest retirement plan service provider in the United States. Empower Retirement will acquire the retirement services business of Prudential for a total value of approximately US\$3.55 billion. The transaction is expected to close in the first quarter of 2022, subject to regulatory approval and other customary closing conditions.

See the "Developments" section on page 3 of this document for further details.

- As of June 30, 2021, US\$48 million of pre-tax run rate cost synergies have been achieved related to the Empower Retirement's acquisition of MassMutual's retirement services business compared to US\$40 million pre-tax as of March 31, 2021. Empower Retirement remains on track to achieve run rate cost synergies of US\$160 million pre-tax at the end of integration in 2022 and to achieve run rate revenue synergies of US\$30 million in 2022 and continue to grow beyond 2022.

Empower Retirement expects to incur restructuring and integration expenses of US\$125 million pre-tax related to the MassMutual transaction. The integration is expected to be completed in the second half of 2022.

(in US\$ millions)	For the three months ended		For the six months ended	Total incurred to date
	June 30 2021	March 31 2021	June 30 2021	June 30 2021
Restructuring and integration (pre-tax)	\$ 8	\$ 8	\$ 16	\$ 45
Restructuring and integration (post-tax)	6	6	12	35
Transaction costs (pre-tax)	3	1	4	55
Transaction costs (post-tax)	3	1	4	44

- As a result of the acquisition of Personal Capital in the third quarter of 2020, Empower Retirement expects to incur total integration expenses of US\$57 million pre-tax. The integration remains on track to be completed in the first quarter of 2022. Empower Retirement recognized a contingent consideration transaction expense of US\$17 million in the second quarter of 2021 based on a higher best estimate of net new assets above the amount assumed in the purchase price.

(in US\$ millions)	For the three months ended		For the six months ended	Total incurred to date
	June 30 2021	March 31 2021	June 30 2021	June 30 2021
Restructuring and integration (pre-tax)	\$ 5	\$ 4	\$ 9	\$ 12
Restructuring and integration (post-tax)	3	3	6	8
Transaction costs (pre-tax)	17	—	17	39
Transaction costs (post-tax)	17	—	17	37

- Empower Retirement assets under administration (AUA) were US\$1.1 trillion at June 30, 2021, up from US\$958 billion at December 31, 2020. Empower Retirement participant accounts have grown to 12.6 million at June 30, 2021, up from 11.9 million at December 31, 2020. The increases in AUA and participants since December 31, 2020 were primarily driven by the completion of a large plan sale with approximately 316,000 participants and US\$49 billion in AUA.

Asset Management Developments

- Putnam's average assets under management (AUM) for the three months ended June 30, 2021 were US\$197.2 billion, an increase of US\$37.0 billion compared to the same quarter last year.
- Putnam continues to sustain strong investment performance relative to its peers. As of June 30, 2021, approximately 74% and 91% of Putnam's fund assets performed at levels above the Lipper median on a three-year and five-year basis, respectively. In addition, 61% and 76% of Putnam's fund assets were in the Lipper top quartile on a three-year and five-year basis, respectively. Putnam has 24 funds currently rated 4-5 stars by Morningstar.
- On May 16, 2021, Putnam launched its first actively managed exchange-traded funds (ETFs), which are based on four of the firm's leading equity strategies. The new ETFs offerings, Putnam Sustainable Leaders ETF (PLDR), Putnam Sustainable Future ETF (PFUT), Putnam Focused Large Cap Growth ETF (PGRO) and Putnam Focused Large Cap Value ETF (PVAL), currently provides an array of retail mutual funds, separately managed accounts, collective investment trusts, private funds and non-U.S. funds.

SELECTED FINANCIAL INFORMATION - UNITED STATES

	For the three months ended			For the six months ended	
	June 30 2021	March 31 2021	June 30 2020	June 30 2021	June 30 2020
Base earnings (loss) (US\$)⁽¹⁾					
Financial Services	\$ 139	\$ 84	\$ 53	\$ 223	\$ 95
Asset Management (Putnam) Core ⁽¹⁾	25	5	19	30	(5)
Asset Management (Putnam) Non-core ⁽¹⁾	(8)	(8)	(10)	(16)	(17)
Total Asset Management (Putnam)	17	(3)	9	14	(22)
U.S. Corporate	(1)	—	(1)	(1)	1
Base earnings (loss) (US\$)⁽¹⁾	\$ 155	\$ 81	\$ 61	\$ 236	\$ 74
Items excluded from base earnings (loss) (US\$)⁽¹⁾					
Market-related impact on liabilities ⁽¹⁾	—	(1)	(4)	(1)	(13)
Transaction costs related to the acquisitions of Personal Capital and MassMutual ⁽¹⁾⁽²⁾	(20)	(1)	—	(21)	—
Restructuring and integration costs ⁽¹⁾	(13)	(9)	—	(22)	—
Net earnings - common shareholders (US\$)	\$ 122	\$ 70	\$ 57	\$ 192	\$ 61
Net earnings - common shareholders (C\$)	\$ 150	\$ 89	\$ 78	\$ 239	\$ 83
Sales (US\$)⁽¹⁾					
Financial Services	\$ 19,448	\$ 65,231	\$ 5,196	\$ 84,679	\$ 30,256
Asset Management (Putnam)	10,120	12,674	15,111	22,794	29,775
Sales (US\$)⁽¹⁾	\$ 29,568	\$ 77,905	\$ 20,307	\$ 107,473	\$ 60,031
Sales (C\$)⁽¹⁾	\$ 36,368	\$ 98,939	\$ 28,227	\$ 135,307	\$ 81,458
Fee and other income (US\$)					
Financial Services	\$ 537	\$ 493	\$ 266	\$ 1,030	\$ 545
Asset Management (Putnam)					
Investment management fees	169	163	138	332	287
Performance fees	1	1	(1)	2	(3)
Service fees	29	29	27	58	55
Underwriting & distribution fees	45	44	39	89	82
Total Asset Management (Putnam) Fees	\$ 244	\$ 237	\$ 203	\$ 481	\$ 421
Fee and other income (US\$)	\$ 781	\$ 730	\$ 469	\$ 1,511	\$ 966
Fee and other income (C\$)	\$ 960	\$ 927	\$ 654	\$ 1,887	\$ 1,319
Total assets (US\$)	\$ 165,027	\$ 161,886	\$ 67,489		
Proprietary mutual funds and institutional net assets ⁽¹⁾	234,508	226,069	184,699		
Total assets under management⁽¹⁾	399,535	387,955	252,188		
Other assets under administration ⁽¹⁾	936,245	876,583	601,032		
Total assets under administration (US\$)⁽¹⁾	\$ 1,335,780	\$ 1,264,538	\$ 853,220		
Total assets under administration (C\$)⁽¹⁾	\$ 1,656,368	\$ 1,593,318	\$ 1,160,379		

⁽¹⁾ This metric is a non-IFRS measure. Refer to the "Non-IFRS Financial Measures" section of this document for additional details.

⁽²⁾ The transaction costs incurred to date relate to the acquisitions of Personal Capital and the retirement services business of MassMutual and are included in the U.S. Corporate business unit.

Base and net earnings

In the second quarter of 2021, the U.S. segment's net earnings of US\$122 million increased by US\$65 million compared to the same quarter last year. Base earnings of US\$155 million increased by US\$94 million compared to the same quarter last year, primarily due to an increase of US\$86 million in Financial Services and an increase of US\$8 million in Putnam. The increase in Financial Services was primarily due to MassMutual related base earnings of US\$52 million, growth in the existing Empower Retirement business attributable to higher average equity markets and an increase in participants as well as higher contributions from investment experience. These items were partially offset by a Personal Capital related base loss of US\$7 million. The increase in Putnam's results was primarily due to higher fee revenue, partially offset by higher compensation related and asset-based expenses as well as lower net investment income.

Items excluded from base earnings for the second quarter of 2021 were negative US\$33 million compared to negative US\$4 million for the same quarter last year. Transaction costs related to the acquisitions of MassMutual and Personal Capital were US\$20 million in the second quarter of 2021 and included US\$17 million of additional contingent consideration expense related to the acquisition of Personal Capital based on a higher best estimate of net new assets above the amount assumed in the purchase price and US\$3 million of transaction costs related to the acquisition of MassMutual. Integration and restructuring costs for the second quarter of US\$13 million included US\$9 million of integration costs related to the MassMutual and Personal Capital acquisitions and restructuring costs of US\$4 million related to the finalization of actions undertaken at Putnam in 2019. Market-related impact on liabilities for the second quarter of 2021 were nil compared to negative US\$4 million for the same quarter last year, primarily driven by lower hedge ineffectiveness losses related to guaranteed lifetime withdrawal benefits caused by market volatility.

For the six months ended June 30, 2021, net earnings increased by US\$131 million to US\$192 million compared to the same period last year. Base earnings of US\$236 million increased by US\$162 million compared to the same period last year, primarily due to an increase of US\$128 million in Financial Services and an increase of US\$36 million in Putnam. The increase in Financial Services was primarily due to MassMutual related base earnings of US\$90 million and the same reasons discussed for the in-quarter results, partially offset by a Personal Capital related base loss of US\$18 million. The increase in Putnam's results was primarily due to higher fee revenue, partially offset by higher compensation expenses.

For the six months ended June 30, 2021, items excluded from base earnings were negative US\$44 million compared to negative US\$13 million for the same period last year. Restructuring and integration costs of US\$22 million for the six months ended June 30, 2021 included US\$18 million of integration costs related to the MassMutual and Personal Capital acquisitions and restructuring costs of US\$4 million related to the finalization of actions undertaken at Putnam in 2019. Transaction costs related to the acquisitions of MassMutual and Personal Capital were US\$21 million for the six months ended June 30, 2021 and included US\$17 million of additional contingent consideration expense related to the acquisition of Personal Capital based on a higher best estimate of net new assets above the amount assumed in the purchase price and US\$4 million of transaction costs related to the acquisition of MassMutual. Market-related impact on liabilities for the six months ended June 30, 2021 were negative US\$1 million compared to negative US\$13 million for the same period last year, primarily due to the same reason discussed for the in-quarter results.

Sales

Sales in the second quarter of 2021 of US\$29.6 billion increased by US\$9.3 billion compared to the same quarter last year. The increase was primarily due to an increase in Empower Retirement large plan sales and Personal Capital related sales, partially offset by lower Putnam mutual fund and institutional sales. Large plan sales can be highly variable from period to period and tend to be lower margin; however, contribute to covering fixed overhead costs.

For the six months ended June 30, 2021, sales increased by US\$47.4 billion to US\$107.5 billion compared to the same period last year, primarily due to the same reasons discussed for the in-quarter results. Empower Retirement large plan sales for the first quarter of 2021 included one new client with approximately 316,000 participants.

Fee and other income

Fee income is derived primarily from assets under management, assets under administration, shareholder servicing fees, administration and recordkeeping services, investment advisory services, investment management fees, performance fees, transfer agency and other service fees, as well as underwriting and distribution fees. Performance fee income for the Asset Management business varies based on seasonality.

Fee and other income for the second quarter of 2021 of US\$781 million increased by US\$312 million compared to the same quarter last year. The increase was primarily due to MassMutual related fee income of US\$164 million and Personal Capital related fee income of US\$35 million. In addition, Empower Retirement fee income and Putnam investment management, underwriting and distribution fees increased compared to the same quarter last year driven by higher average equity markets.

For the six months ended June 30, 2021, fee and other income increased by US\$545 million to US\$1,511 million compared to the same period last year, primarily due to MassMutual related fee income of US\$311 million, and Personal Capital related fee income of US\$66 million. In addition, Empower Retirement fee income and Putnam investment management, underwriting and distribution fees increased compared to the same period last year driven by higher average equity markets.

ASSETS UNDER MANAGEMENT - PUTNAM (US\$)⁽¹⁾

	For the three months ended			For the six months ended	
	June 30 2021	March 31 2021	June 30 2020	June 30 2021	June 30 2020
Beginning assets	\$ 193,470	\$ 191,554	\$ 148,912	\$ 191,554	\$ 181,724
Sales - Mutual funds ⁽¹⁾	5,525	6,869	7,012	12,394	16,223
Redemptions - Mutual funds	(6,992)	(7,114)	(6,036)	(14,106)	(20,127)
Net asset flows - Mutual funds ⁽¹⁾	(1,467)	(245)	976	(1,712)	(3,904)
Sales - Institutional ⁽¹⁾	4,595	5,805	8,099	10,400	13,552
Redemptions - Institutional	(6,811)	(7,536)	(5,695)	(14,347)	(17,402)
Net asset flows - Institutional ⁽¹⁾	(2,216)	(1,731)	2,404	(3,947)	(3,850)
Net asset flows - Total ⁽¹⁾	(3,683)	(1,976)	3,380	(5,659)	(7,754)
Impact of market/performance	8,784	3,892	16,234	12,676	(5,444)
Ending assets	\$ 198,571	\$ 193,470	\$ 168,526	\$ 198,571	\$ 168,526
Average assets under management⁽¹⁾					
Mutual funds	97,139	94,342	79,341	95,763	82,820
Institutional assets	100,088	99,595	80,857	99,845	83,431
Total average assets under management⁽¹⁾	\$ 197,227	\$ 193,937	\$ 160,198	\$ 195,608	\$ 166,251

⁽¹⁾ This metric is a non-IFRS measure. Refer to the "Non-IFRS Financial Measures" section of this document for additional details.

Putnam's average AUM for the three months ended June 30, 2021 were US\$197.2 billion, an increase of US\$37.0 billion compared to the same quarter last year, primarily due to the cumulative impact of positive markets over the twelve month period. Net asset outflows for the second quarter of 2021 were US\$3.7 billion compared to net asset inflows of US\$3.4 billion in the same quarter last year. In-quarter mutual fund outflows were US\$1.5 billion and

institutional net asset outflows were US\$2.2 billion (mutual fund inflows were US\$1.0 billion and institutional net asset inflows were US\$2.4 billion for the comparative period in 2020).

Average AUM for the six months ended June 30, 2021 were US\$195.6 billion, an increase of US\$29.4 billion compared to the same period last year, primarily due to the cumulative impact of positive markets over the twelve month period. Net asset outflows for the six months ended June 30, 2021 were US\$5.7 billion, an improvement compared to US\$7.8 billion in the same period last year. Year-to-date mutual fund net asset outflows were US\$1.7 billion and institutional net asset outflows were US\$3.9 billion (mutual fund net asset outflows were US\$3.9 billion and institutional net asset outflows were US\$3.9 billion for the comparative period in 2020).

EUROPE

The Europe segment is comprised of three distinct business units serving customers in the U.K., Ireland and Germany, together with an allocation of a portion of Lifeco's corporate results, offering protection and wealth management products, including payout annuity products. The U.K. and German business units operate under the Canada Life brand and the Ireland business unit operates under the Irish Life brand.

The core products offered in the U.K. business unit are bulk and individual payout annuities, equity release mortgages, investments (including life bonds, retirement drawdown and pension), individual protection and group insurance.

The core products offered by Irish Life Group Limited (Irish Life) in Ireland are savings and investments, individual and group life insurance, health insurance and pension products. Irish Life Health offers individual and corporate health plans. Irish Life Investment Managers (ILIM) is one of the Company's fund management operations in Ireland. In addition to managing assets on behalf of companies in the Lifeco group, ILIM also manages assets for a wide range of institutional and retail clients, occupational defined benefit and defined contribution pension schemes, large multinational corporations, charities and domestic companies.

The German business unit focuses on company and individual pension, and individual protection products.

DEVELOPMENTS

- On April 16 2021, Irish Life removed the deferral period for redemptions and transfers from a key Irish property fund, following the removal of third party appraisal uncertainty clauses in the Irish property market.
- In the second quarter of 2021, a 50:50 joint venture agreement was reached to form a new life assurance company with Allied Irish Banks plc (AIB) and Canada Life Irish Holding Company Limited. The new life assurance company, which is expected to launch over the next 18 months, will offer AIB customers a range of life protection, pensions, savings and investment options enhanced by integrated digital solutions with continued access to qualified financial advisors. Once established, the existing distribution agreement between AIB and Irish Life will cease. The joint venture agreement is subject to customary regulatory approval and authorization processes.
- In the second quarter of 2021, ASSEKURATA Assekuranz Rating-Agentur GmbH (Assekurata), a German financial strength rating agency, reconfirmed Canada Life Assurance Europe plc, a subsidiary of Canada Life, AA- Credit Rating. This is among the highest ratings Assekurata has awarded any life insurance company in Germany.
- Subsequent to June 30, 2021, on July 13, 2021, Irish Life announced it had entered into an agreement to acquire Ark Life Assurance Company dac (Ark Life) from Phoenix Group Holdings plc for a total cash consideration of €230 million. Ark Life is closed to new business and manages a range of pensions, savings and protection policies for its customers in the Irish market. The transaction will see approximately 150,000 policies and €2.1 billion in assets move to Irish Life. The transaction is subject to customary closing conditions, including receipt of regulatory approvals, and is expected to close by early 2022.

SELECTED FINANCIAL INFORMATION - EUROPE

	For the three months ended			For the six months ended	
	June 30 2021	March 31 2021	June 30 2020	June 30 2021	June 30 2020
Base earnings (loss)⁽¹⁾					
United Kingdom	\$ 53	\$ 120	\$ 88	\$ 173	\$ 160
Ireland	68	43	53	111	80
Germany	72	40	41	112	77
Europe Corporate	(9)	(2)	(3)	(11)	(6)
Base earnings (loss)⁽¹⁾	\$ 184	\$ 201	\$ 179	\$ 385	\$ 311
Items excluded from base earnings⁽¹⁾					
Actuarial assumption changes and other management actions ⁽¹⁾	\$ 41	\$ 18	\$ 50	\$ 59	\$ 88
Market-related impact on liabilities ⁽¹⁾	(19)	(24)	24	(43)	(55)
Tax legislative changes impact on liabilities ⁽¹⁾	(21)	—	—	(21)	—
Net earnings - common shareholders	\$ 185	\$ 195	\$ 253	\$ 380	\$ 344
Sales⁽¹⁾					
Insurance	\$ 766	\$ 597	\$ 702	\$ 1,363	\$ 1,219
Wealth management	5,160	6,629	6,439	11,789	15,590
Sales⁽¹⁾	\$ 5,926	\$ 7,226	\$ 7,141	\$ 13,152	\$ 16,809
Wealth and investment only net cash flows⁽¹⁾					
United Kingdom	\$ 172	\$ 25	\$ 24	\$ 197	\$ 305
Ireland	95	503	(92)	598	2,349
Germany	219	214	219	433	408
Wealth and investment only net cash flows⁽¹⁾	\$ 486	\$ 742	\$ 151	\$ 1,228	\$ 3,062
Fee and other income					
United Kingdom	\$ 39	\$ 46	\$ 44	\$ 85	\$ 83
Ireland	192	191	185	383	374
Germany	115	116	111	231	216
Fee and other income	\$ 346	\$ 353	\$ 340	\$ 699	\$ 673
Total assets	\$ 189,839	\$ 185,490	\$ 172,705		
Proprietary mutual funds and institutional net assets ⁽¹⁾	61,655	59,598	57,351		
Total assets under management⁽¹⁾	251,494	245,088	230,056		
Other assets under administration ⁽¹⁾⁽²⁾	12,169	10,315	55,262		
Total assets under administration⁽¹⁾⁽²⁾	\$ 263,663	\$ 255,403	\$ 285,318		

⁽¹⁾ This metric is a non-IFRS measure. Refer to the "Non-IFRS Financial Measures" section of this document for additional details.

⁽²⁾ At June 30, 2021, total assets under administration excludes \$7.8 billion of assets managed for other business units within the Lifeco group of companies (\$7.3 billion at March 31, 2021 and \$7.5 billion at June 30, 2020).

Base and net earnings

In the second quarter of 2021, the Europe segment's net earnings of \$185 million decreased by \$68 million compared to the same quarter last year. Base earnings of \$184 million increased by \$5 million compared to the same quarter last year, primarily due to favourable morbidity experience in Ireland, favourable investment experience in the U.K. and the favourable impact of changes to certain tax estimates in Germany, resulting from the successful conclusion of a prior period tax agreement with a foreign tax authority. These items were partially offset by unfavourable changes to certain tax estimates in the U.K.

Items excluded from base earnings for the second quarter of 2021 were positive \$1 million compared to positive \$74 million for the same quarter last year, primarily due to unfavourable market-related impacts on liabilities and unfavourable tax legislative changes. In the second quarter of 2021, the negative impact of tax legislative changes on liabilities of \$21 million was due to legislative increases to future U.K. corporation tax rates resulting in the revaluation of deferred tax liabilities. In the second quarter of 2021, market-related impact on liabilities were negative \$19 million, primarily due to updated cash flow projections for real estate which support insurance contract liabilities. In the second quarter of 2020, positive market-related impacts on liabilities of \$24 million were primarily due to favourable investment guarantee and premium deficiency reserves in Ireland.

For the six months ended June 30, 2021, net earnings increased by \$36 million to \$380 million compared to the same period last year. Base earnings of \$385 million increased by \$74 million compared to the same period last year, primarily due to favourable investment and mortality experience in the U.K., favourable morbidity experience in Ireland as well as the favourable impact of changes to certain tax estimates in Germany, resulting from the successful conclusion of a prior period tax agreement with a foreign tax authority. These items were partially offset by unfavourable changes to certain tax estimates in the U.K.

For the six months ended June 30, 2021, items excluded from base earnings decreased by \$38 million to negative \$5 million compared to the same period last year, primarily due to the impact of unfavourable tax legislative changes on liabilities, as discussed for the in-quarter results, and lower contributions from actuarial assumption changes, partially offset by improved market-related impacts on liabilities. For the six months ended June 30, 2021, market-related impact on liabilities were negative \$43 million, primarily due to updated cash flow projections for real estate which support insurance contract liabilities. For the six months ended June 30, 2020, market-related impact on liabilities were negative \$55 million, primarily due to movements in the valuation of U.K. real estate assets as well as unhedged market movements in Ireland and Germany, partially offset by the impact of changes to certain tax estimates driven by equity markets in the U.K.

Sales

Sales for the second quarter of 2021 decreased by \$1.2 billion to \$5.9 billion compared to the same quarter last year, primarily due to lower fund management sales in Ireland and the impact of currency movement, partially offset by higher wealth management sales in the U.K. and Ireland.

For the six months ended June 30, 2021, sales decreased by \$3.7 billion to \$13.2 billion compared to the same period last year, primarily due to lower fund management and wealth management sales in Ireland, partially offset by higher wealth sales in the U.K. and the impact of currency movement.

In the second quarter of 2021, wealth and investment only net cash inflows were \$486 million compared to \$151 million for the same quarter last year. The increase was primarily due to positive wealth management sales across all business units. For the six months ended June 30, 2021, net cash inflows were \$1,228 million compared to \$3,062 million for the same period last year, primarily due to lower fund management sales in Ireland.

Fee and other income

Fee and other income for the second quarter of 2021 increased by \$6 million to \$346 million compared to the same quarter last year, primarily due to higher management fees on segregated fund assets in Ireland and Germany. The increase was partially offset by the loss of fee income from Irish Progressive Services International Limited, which was sold in the third quarter of 2020.

For the six months ended June 30, 2021, fee and other income increased by \$26 million to \$699 million compared to the same period last year. The increase was primarily due to higher management fees on segregated fund assets across all business units.

CAPITAL AND RISK SOLUTIONS

The Capital and Risk Solutions segment of Lifeco includes the operating results of the Reinsurance business unit which operates primarily in the U.S., Barbados, Bermuda and Ireland, together with an allocation of a portion of Lifeco's corporate results. Capital and Risk Solutions Corporate consists of items not associated directly with or allocated to the Reinsurance business unit as well as the results for the legacy international businesses.

DEVELOPMENTS

- In the second quarter of 2021, the Company entered into two new longevity reinsurance agreements with insurance companies in the U.K. The agreements cover over £600 million of pension liabilities and over 3,000 in-payment and deferred policies. In exchange for ongoing premium payments, Canada Life will pay the actual benefit obligations incurred by the insurance companies.

SELECTED FINANCIAL INFORMATION - CAPITAL AND RISK SOLUTIONS

	For the three months ended			For the six months ended	
	June 30 2021	March 31 2021	June 30 2020	June 30 2021	June 30 2020
Base earnings (loss)⁽¹⁾					
Reinsurance	\$ 151	\$ 146	\$ 138	\$ 297	\$ 258
Capital and Risk Solutions Corporate	(1)	(1)	(1)	(2)	(2)
Base earnings (loss)⁽¹⁾	\$ 150	\$ 145	\$ 137	\$ 295	\$ 256
Items excluded from base earnings⁽¹⁾					
Actuarial assumption changes and other management actions ⁽¹⁾	\$ 2	\$ —	\$ 29	\$ 2	\$ 33
Market-related impact on liabilities ⁽¹⁾	—	—	21	—	(9)
Net earnings - common shareholder	\$ 152	\$ 145	\$ 187	\$ 297	\$ 280
Premiums and deposits⁽¹⁾					
Reinsurance	\$ 6,278	\$ 7,462	\$ 4,970	\$ 13,740	\$ 9,571
Capital and Risk Solutions Corporate	4	4	5	8	10
Premiums and deposits⁽¹⁾	\$ 6,282	\$ 7,466	\$ 4,975	\$ 13,748	\$ 9,581
Total assets⁽²⁾	\$ 15,175	\$ 15,609	\$ 15,161		

⁽¹⁾ This metric is a non-IFRS measure. Refer to the "Non-IFRS Financial Measures" section of this document for additional details.

⁽²⁾ The Capital and Risk Solutions segment does not have assets under management or other assets under administration.

Base and net earnings

In the second quarter of 2021, the Capital and Risk Solutions segment's net earnings of \$152 million decreased by \$35 million compared to the same quarter last year. Base earnings of \$150 million increased by \$13 million compared to the same quarter last year, primarily due to growth in business in-force and favourable claims experience in the life business, partially offset by less favourable claims experience in the longevity business.

Items excluded from base earnings were positive \$2 million compared to positive \$50 million for the same quarter last year. The second quarter of 2020 included positive market-related impact on liabilities driven by a decrease in actuarial liabilities on a legacy block of business with investment performance guarantees reflecting market recoveries during the quarter and positive contributions from insurance contract liability basis changes.

For the six months ended June 30, 2021, net earnings increased by \$17 million to \$297 million compared to the same period last year. Base earnings of \$295 million increased by \$39 million compared to the same period last year, primarily due to growth in business in-force, partially offset by less favourable claims experience in the longevity and life businesses.

For the six months ended June 30, 2021, items excluded from base earnings decreased by \$22 million to \$2 million compared to the same period last year, primarily due to less favourable contributions from insurance contract liability basis changes compared to the prior year.

Premiums and deposits

Reinsurance premiums can vary significantly from period to period depending on the terms of underlying treaties. For certain life reinsurance transactions, premiums will vary based on the form of the transaction. Treaties where insurance contract liabilities are assumed on a proportionate basis will typically have significantly higher premiums than treaties where claims are not incurred by the reinsurer until a threshold is exceeded. Earnings are not directly correlated to premiums received.

Premiums and deposits for the second quarter of 2021 of \$6.3 billion increased by \$1.3 billion compared to the same quarter last year, primarily due to the restructuring of existing reinsurance agreements.

For the six months ended June 30, 2021, premiums and deposits increased by \$4.2 billion to \$13.7 billion compared to the same period last year, primarily due to new and restructured reinsurance agreements.

LIFECO CORPORATE OPERATING RESULTS

The Lifeco Corporate segment includes operating results for activities of Lifeco that are not associated with the major business units of the Company.

For the three months ended June 30, 2021, Lifeco Corporate had net earnings of \$9 million compared to a net loss of \$8 million for the same quarter last year, primarily due to changes in certain tax estimates, partially offset by lower net investment income as well as higher operating expenses driven by variable compensation related expenses.

For the six months ended June 30, 2021, Lifeco Corporate net earnings were nil compared to a net loss of \$6 million for the same period last year, primarily due to the same reasons discussed for the in-quarter results.

RISK MANAGEMENT AND CONTROL PRACTICES

The Company's Enterprise Risk Management (ERM) Framework facilitates the alignment of business strategy with risk appetite, informs and improves the deployment of capital; and supports the identification, mitigation and management of exposure to risk and potential losses. The Company's Risk Function is responsible for establishing and maintaining the Risk Appetite Framework (RAF), the supporting risk policies and risk limit structure, and provides independent risk oversight across the Company's operations. The Board of Directors is ultimately responsible for the Company's risk governance and associated risk policies. These include the ERM Policy, which establishes the guiding principles of risk management, and the RAF, which reflects the levels and types of risk that the Company is willing to accept to achieve its business objectives. During the second quarter of 2021, there were no significant changes to the Company's risk management and control practices, including the risks (financial, operational, regulatory and other risks) related to the COVID-19 pandemic. Refer to the Company's 2020 Annual MD&A for a detailed description of the Company's risk management and control practices.

ACCOUNTING POLICIES

INTERNATIONAL FINANCIAL REPORTING STANDARDS

There were IFRS changes in 2021 which did not have a significant impact on the Company. As well, due to the evolving nature of IFRS, there are changes to standards that could impact the Company in future reporting periods. The Company actively monitors future IFRS changes proposed by the International Accounting Standards Board (IASB) to assess if the changes to the standards may have an impact on the Company's results or operations.

The Company adopted the *Interest Rate Benchmark Reform – Phase 2* amendments to IFRS for IAS 39, *Financial Instruments: Recognition and Measurement*, IFRS 7, *Financial Instruments: Disclosures*, IFRS 4, *Insurance*

Contracts and IFRS 16, *Leases*, effective January 1, 2021. The adoption of these amendments did not have a significant impact on the Company's consolidated financial statements.

In February 2021, the IASB published *Disclosure of Accounting Policies*, amendments to IAS 1, *Presentation of Financial Statements*. The amendments clarify how an entity determines whether accounting policy information is material. These amendments are effective for annual reporting periods beginning on or after January 1, 2023, with earlier application permitted. The Company is evaluating the impact for the adoption of these amendments.

In February 2021, the IASB published *Definition of Accounting Estimates*, amendments to IAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*. The amendments clarify the difference between an accounting policy and an accounting estimate. These amendments are effective for annual reporting periods beginning on or after January 1, 2023, with earlier application permitted. The Company is evaluating the impact for the adoption of these amendments.

In May 2021, the IASB published *Deferred Tax Related to Assets and Liabilities from a Single Transaction*, amendments to IAS 12, *Income Taxes*. The amendments clarify that for transactions in which both deductible and taxable temporary differences arise on initial recognition that result in deferred tax assets and liabilities of the same amount, deferred tax assets and liabilities are to be recognized. These amendments are effective for annual reporting periods beginning on or after January 1, 2023, with earlier application permitted. The Company is evaluating the impact for the adoption of these amendments.

For a further description of accounting policies, including future accounting standard changes, refer to note 2 to the Company's annual consolidated financial statements for the period ended December 31, 2020.

There have been no other significant changes to the future accounting policies that could impact the Company, in addition to the disclosure in the December 31, 2020 Annual MD&A.

OTHER INFORMATION

NON-IFRS FINANCIAL MEASURES

The Company uses several non-IFRS measures to measure overall performance of the Company and to assess each of its business units. A financial measure is considered a non-IFRS measure for Canadian securities law purposes if it is presented other than in accordance with generally accepted accounting principles used for the Company's consolidated financial statements. The consolidated financial statements of the Company have been prepared in compliance with IFRS as issued by the IASB. Non-IFRS measures do not have a standardized meaning under IFRS and may not be comparable to similar financial measures presented by other issuers.

Base earnings and base earnings per common share

Base earnings (loss) and financial measures based on base earnings (loss), including base earnings per common share and base return on equity, are non-IFRS financial measures. Base earnings reflect management's view of the underlying business performance of the Company and provides an alternate measure to understand the underlying business performance compared to IFRS net earnings. Base earnings (loss) exclude:

- The impact of actuarial assumption changes and other management actions;
- The net earnings impact related to the direct equity and interest rate market impacts on insurance and investment contract liabilities, net of hedging, and related deferred tax liabilities, which includes:
 - the impact of hedge ineffectiveness related to segregated fund guarantee liabilities that are hedged and the performance of the related hedge assets;
 - the impact on segregated fund guarantee liabilities not hedged;
 - the impact on general fund equity and investment properties supporting insurance contract liabilities;
 - other market impacts on insurance and investment contract liabilities and deferred tax liabilities, including those arising from the difference between actual and expected market movements; and
- Certain items that management believes are not indicative of the Company's underlying business results including restructuring costs, integration costs related to business acquisitions, material legal settlements, material impairment charges related to goodwill and intangible assets, impact of substantially enacted income tax rate changes and other tax impairments and net gains, losses or costs related to the disposition or acquisition of a business.

Base earnings

	For the three months ended			For the six months ended	
	June 30 2021	March 31 2021	June 30 2020	June 30 2021	June 30 2020
Base earnings	\$ 826	\$ 739	\$ 706	\$ 1,565	\$ 1,249
Items excluded from Lifeco base earnings:					
Actuarial assumption changes and other management actions	37	5	122	42	70
Market-related impact on liabilities	(19)	(24)	35	(43)	(114)
Tax legislative changes impact on liabilities	(21)	—	—	(21)	—
Transaction costs related to the acquisitions of Personal Capital and MassMutual	(24)	(1)	—	(25)	—
Restructuring and integration costs	(15)	(12)	—	(27)	—
Net earnings - common shareholders	\$ 784	\$ 707	\$ 863	\$ 1,491	\$ 1,205

Base earnings per common share - basic

	\$ 0.889	\$ 0.796	\$ 0.761	\$ 1.685	\$ 1.347
Items excluded from Lifeco base earnings:					
Actuarial assumption changes and other management actions	0.039	0.006	0.131	0.045	0.075
Market-related impact on liabilities	(0.020)	(0.026)	0.038	(0.046)	(0.123)
Tax legislative changes impact on liabilities	(0.022)	—	—	(0.022)	—
Transaction costs related to the acquisitions of Personal Capital and MassMutual	(0.026)	(0.001)	—	(0.027)	—
Restructuring and integration costs	(0.016)	(0.013)	—	(0.030)	—
Net earnings per common share - basic	\$ 0.844	\$ 0.762	\$ 0.930	\$ 1.605	\$ 1.299

Return on equity (ROE)

The Company has a capital allocation methodology, which allocates financing costs in proportion to allocated capital. For the Canadian, European and Capital and Risk Solutions segments (essentially Canada Life), this allocation method generally tracks the regulatory capital requirements, while for U.S. Financial Services and U.S. Asset Management (Putnam), it tracks the financial statement carrying value of the business units. Total leverage capital is consistently allocated across all business units in proportion to total capital resulting in a debt-to-equity ratio in each business unit mirroring the consolidated Company.

The capital allocation methodology allows the Company to calculate comparable ROE for each business unit. These ROEs are therefore based on the capital the business unit has been allocated and the financing charges associated with that capital. IFRS does not prescribe the calculation of ROE and therefore a comparable measure under IFRS is not available. To determine ROE and base ROE, respectively, net earnings (loss) and base earnings (loss) for the trailing four quarters are divided by the average common shareholders' equity over the trailing four quarters. This measure provides an indicator of business unit profitability.

Premiums and deposits

Total premiums and deposits include premiums on risk-based insurance and annuity products net of ceded reinsurance (as defined under IFRS), premium equivalents on self-funded group insurance ASO contracts, deposits on individual and group segregated fund products as well as deposits on proprietary mutual funds and institutional accounts. This measure provides an indicator of top-line growth.

Premiums and deposits ⁽¹⁾⁽²⁾					
	For the three months ended			For the six months ended	
	June 30 2021	March 31 2021	June 30 2020	June 30 2021	June 30 2020
Amounts reported in the financial statements					
Net premium income (Life insurance, guaranteed annuities and insured health products)	\$ 11,751	\$ 13,152	\$ 10,390	\$ 24,903	\$ 21,296
Policyholder deposits (segregated funds):					
Individual products	3,956	4,152	3,156	8,108	7,494
Group products	2,678	3,801	1,597	6,479	3,665
Premiums and deposits reported in the financial statements	\$ 18,385	\$ 21,105	\$ 15,143	\$ 39,490	\$ 32,455
Self-funded premium equivalents (ASO contracts) and other	2,021	1,703	520	3,724	1,332
Proprietary mutual funds and institutional deposits	16,398	22,255	27,471	38,653	55,824
Total premiums and deposits	\$ 36,804	\$ 45,063	\$ 43,134	\$ 81,867	\$ 89,611

(1) 2020 comparative figures have been reclassified to reflect presentation adjustments in the Canada segment.

(2) Comparative figures for the three months ended March 31, 2021 have been corrected relating to an immaterial classification error in the U.S. segment as described in note 16 to the Company's June 30, 2021 condensed consolidated interim unaudited financial statements.

Assets under management (AUM) and assets under administration (AUA)

Assets under management and assets under administration are non-IFRS measures that provide an indicator of the size and volume of the Company's overall business.

Assets under management include internally and externally managed funds where the Company has oversight of the investment policies. Services provided in respect of assets under management include the selection of investments, the provision of investment advice and discretionary portfolio management on behalf of clients.

Other assets under administration includes assets where the Company only provides administration services for which the Company earns fees and other income. These assets are beneficially owned by the clients and the Company does not direct the investing activities. Services provided relating to assets under administration include recordkeeping, safekeeping, collecting investment income, settling of transactions or other administrative services. Administrative services are an important aspect of the overall business of the Company and should be considered when comparing volumes, size and trends.

Total assets under administration includes total assets per financial statements, proprietary mutual funds and institutional net assets and other assets under administration.

Assets under administration

	June 30 2021	March 31 2021	Dec. 31 2020	June 30 2020
Total assets per financial statements	\$ 604,176	\$ 592,759	\$ 600,490	\$ 457,996
Proprietary mutual funds and institutional net assets	358,297	350,882	350,943	315,326
Total assets under management	962,473	943,641	951,433	773,322
Other assets under administration	1,193,449	1,134,222	1,024,414	889,929
Total assets under administration	\$ 2,155,922	\$ 2,077,863	\$ 1,975,847	\$ 1,663,251

Sales

Sales is a non-IFRS measure for which there is no comparable measure in IFRS and is an indicator of new business growth. Sales are measured according to product type:

- For risk-based insurance and annuity products, sales include 100% of single premium and annualized premiums expected in the first twelve months of the plan.
- Group insurance and ASO sales reflect annualized premiums and premium equivalents for new policies and new benefits covered or expansion of coverage on existing policies.
- For individual wealth management products, sales include deposits on segregated fund products, proprietary mutual funds and institutional accounts as well as deposits on non-proprietary mutual funds.
- For group wealth management products, sales include assets transferred from previous plan providers and the expected annual contributions from the new plan.

Net cash flows and net asset flows

Net cash flows and net asset flows are non-IFRS measures presented by the Company for which there is no comparable measure in IFRS and is an indicator of the Company's ability to attract and retain business. Net cash flows and net asset flows are measured by the following:

- Canada wealth management net cash flows include cash inflows and outflows related to segregated fund assets and proprietary and non-proprietary mutual funds.
- Europe wealth and investment only net cash flows include cash inflows and outflows related to segregated fund assets, proprietary mutual funds and institutional net assets as well as other assets under administration.
- Putnam net asset flows include the mutual fund and institutional sales and redemptions.

Impact of currency movement

Items impacting the Company's Consolidated Statements of Earnings, such as income and benefits and expenses and net earnings, are translated into Canadian dollars at an average rate for the period. For items impacting the Company's Consolidated Balance Sheets, such as assets and liabilities, period end rates are used for currency translation purposes.

Throughout this document a number of terms are used to highlight the impact of foreign exchange on results, such as: "constant currency basis" and "impact of currency movement". These measures highlight the impact of changes in currency translation rates on Canadian dollar equivalent IFRS and non-IFRS results and have been calculated using the average or period end rates, as appropriate, in effect at the date of the comparative prior period. These measures facilitate the comparability of results between periods.

Core net earnings (loss)

For its Asset Management business unit in the U.S segment, the Company discloses core net earnings (loss), which is a measure of the business unit's performance. Core net earnings (loss) includes the impact of dealer commissions and software amortization and excludes the impact of certain corporate financing charges and allocations, certain tax adjustments and other non-recurring transactions.

Core net earnings⁽¹⁾

	For the three months ended			For the six months ended	
	June 30 2021	March 31 2021	June 30 2020	June 30 2021	June 30 2020
Core net earnings (loss)	\$ 30	\$ 7	\$ 26	\$ 37	\$ (6)
Less: non-core net earnings (loss)	(9)	(10)	(14)	(19)	(24)
Net earnings (loss)	<u>\$ 21</u>	<u>\$ (3)</u>	<u>\$ 12</u>	<u>\$ 18</u>	<u>\$ (30)</u>
Core net earnings (loss) (US\$)	\$ 25	\$ 5	\$ 19	\$ 30	\$ (5)
Less: non-core net earnings (loss) (US\$)	(8)	(8)	(10)	(16)	(17)
Net earnings (loss) (US\$)	<u>\$ 17</u>	<u>\$ (3)</u>	<u>\$ 9</u>	<u>\$ 14</u>	<u>\$ (22)</u>

⁽¹⁾ For the Asset Management business unit, there were no differences between net earnings (loss) and base earnings (loss) in the periods presented.

DISCLOSURE CONTROLS AND PROCEDURES

The Company's disclosure controls and procedures are designed to provide reasonable assurance that information relating to the Company which is required to be disclosed in reports filed under provincial and territorial securities legislation is: (a) recorded, processed, summarized and reported within the time periods specified in the provincial and territorial securities legislation, and (b) accumulated and communicated to the Company's senior management, including the President and Chief Executive Officer and the Executive Vice-President and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

INTERNAL CONTROL OVER FINANCIAL REPORTING

The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The Company's management is responsible for establishing and maintaining effective internal control over financial reporting. All internal control systems have inherent limitations and may become ineffective because of changes in conditions. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

There have been no changes during the six month period ended June 30, 2021 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Limitation on Disclosure Controls and Procedures & Internal Control Over Financial Reporting

As permitted by securities legislation, for the period ended June 30, 2021, the Company's management has limited the scope of its design of the Company's disclosure controls and procedures and the Company's internal control over financial reporting to exclude controls, policies and procedures of the MassMutual retirement services business, which the Company acquired on December 31, 2020.

For the three months ended June 30, 2021, the acquired MassMutual business had revenue of \$1,331 million pre-tax and net earnings of \$56 million post-tax (base earnings of \$63 million post-tax excluding integration costs of \$7 million post-tax). For the six months ended June 30, 2021, the acquired MassMutual business had revenue of \$1,797 million pre-tax and net earnings of \$96 million post tax (base earnings of \$111 million post-tax excluding integration costs of \$15 million post-tax). At December 31, 2020, the estimated total assets acquired, goodwill and intangible assets, and updated and reported as at June 30, 2021, were \$115,450 million. Total estimated liabilities were \$112,513 million with the final valuation of the assets acquired and liabilities assumed expected to occur during 2021.

TRANSACTIONS WITH RELATED PARTIES

Related party transactions have not changed materially from December 31, 2020.

QUARTERLY FINANCIAL INFORMATION

Quarterly financial information

(in Canadian \$ millions, except per share amounts)

	2021		2020				2019	
	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3
Total revenue⁽¹⁾	\$ 17,955	\$ 10,908	\$ 16,860	\$ 13,740	\$ 19,710	\$ 10,273	\$ 10,689	\$ 14,374
Common shareholders								
Base earnings⁽²⁾								
Total	\$ 826	\$ 739	\$ 741	\$ 679	\$ 706	\$ 543	\$ 831	\$ 677
Basic - per share	0.889	0.796	0.799	0.732	0.761	0.585	0.895	0.729
Diluted - per share	0.888	0.796	0.799	0.732	0.761	0.585	0.894	0.728
Net earnings								
Total	\$ 784	\$ 707	\$ 912	\$ 826	\$ 863	\$ 342	\$ 513	\$ 730
Basic - per share	0.844	0.762	0.983	0.891	0.930	0.369	0.552	0.786
Diluted - per share	0.842	0.761	0.983	0.891	0.930	0.369	0.552	0.785

(1) Comparative figures for the three months ended March 31, 2021 have been corrected relating to an immaterial classification error in the U.S. segment as described in note 16 to the Company's June 30, 2021 condensed consolidated interim unaudited financial statements.

(2) Base earnings attributable to common shareholders and base earnings per common share are non-IFRS measures of earnings performance. The following items were excluded from base earnings in each quarter:

Items excluded from base earnings	2021		2020				2019	
	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3
Actuarial assumption changes and other management actions	\$ 37	\$ 5	\$ (23)	\$ 66	\$ 122	\$ (52)	\$ (78)	\$ 81
Market-related impact on liabilities	(19)	(24)	(31)	18	35	(149)	(13)	(28)
Tax legislative changes impact on liabilities	(21)	—	—	—	—	—	—	—
Net gain/charge on business dispositions	—	—	143	94	—	—	8	—
Transaction costs related to the acquisitions of Personal Capital and MassMutual	(24)	(1)	(47)	(31)	—	—	—	—
Revaluation of a deferred tax asset	—	—	196	—	—	—	(199)	—
Restructuring and integration costs	(15)	(12)	(67)	—	—	—	(36)	—
Total	\$ (42)	\$ (32)	\$ 171	\$ 147	\$ 157	\$ (201)	\$ (318)	\$ 53

Lifeco's consolidated net earnings attributable to common shareholders were \$784 million for the second quarter of 2021 compared to \$863 million reported a year ago. On a per share basis, this represents \$0.844 per common share (\$0.842 diluted) for the second quarter of 2021 compared to \$0.930 per common share (\$0.930 diluted) a year ago.

Total revenue for the second quarter of 2021 was \$17,955 million and comprises premium income of \$11,751 million, regular net investment income of \$1,611 million, a positive change in fair value through profit or loss on investment assets of \$2,793 million and fee and other income of \$1,800 million.

TRANSLATION OF FOREIGN CURRENCY

Through its operating subsidiaries, Lifeco conducts business in multiple currencies. The four primary currencies are the Canadian dollar, U.S. dollar, British pound and the euro. Throughout this document, foreign currency assets and liabilities are translated into Canadian dollars at the market rate at the end of the reporting period. All income and expense items are translated at an average rate for the period. The rates employed are:

Translation of foreign currency							
Period ended	June 30 2021	Mar. 31 2021	Dec. 31 2020	Sept. 30 2020	June 30 2020	Mar. 31 2020	
United States dollar							
Balance sheet	\$ 1.24	\$ 1.26	\$ 1.27	\$ 1.33	\$ 1.36	\$ 1.40	
Income and expenses	\$ 1.23	\$ 1.27	\$ 1.30	\$ 1.33	\$ 1.39	\$ 1.34	
British pound							
Balance sheet	\$ 1.71	\$ 1.73	\$ 1.74	\$ 1.72	\$ 1.68	\$ 1.74	
Income and expenses	\$ 1.72	\$ 1.75	\$ 1.72	\$ 1.72	\$ 1.72	\$ 1.72	
Euro							
Balance sheet	\$ 1.47	\$ 1.47	\$ 1.55	\$ 1.56	\$ 1.52	\$ 1.55	
Income and expenses	\$ 1.48	\$ 1.53	\$ 1.55	\$ 1.56	\$ 1.53	\$ 1.48	

Additional information relating to Lifeco, including Lifeco's most recent consolidated financial statements, CEO/CFO certification and Annual Information Form are available at www.sedar.com.

CONSOLIDATED STATEMENTS OF EARNINGS *(unaudited)*

(in Canadian \$ millions except per share amounts)

	For the three months ended		For the six months ended	
	June 30	June 30	June 30	June 30
	2021	2020	2021	2020
Income				
Premium income				
Gross premiums written	\$ 12,811	\$ 11,494	\$ 27,202	\$ 23,659
Ceded premiums	(1,060)	(1,104)	(2,299)	(2,363)
Total net premiums	11,751	10,390	24,903	21,296
Net investment income (note 5)				
Regular net investment income	1,611	1,596	3,167	2,910
Changes in fair value through profit or loss	2,793	6,318	(2,758)	2,930
Total net investment income	4,404	7,914	409	5,840
Fee and other income	1,800	1,406	3,551	2,847
	17,955	19,710	28,863	29,983
Benefits and expenses				
Policyholder benefits				
Gross	12,565	9,777	25,197	19,812
Ceded	(819)	(618)	(1,858)	(1,595)
Total net policyholder benefits	11,746	9,159	23,339	18,217
Changes in insurance and investment contract liabilities				
Gross	2,130	8,575	(3,616)	5,941
Ceded	29	(1,675)	1,427	(765)
Total net changes in insurance and investment contract liabilities	2,159	6,900	(2,189)	5,176
Policyholder dividends and experience refunds	416	500	757	871
Total paid or credited to policyholders	14,321	16,559	21,907	24,264
Commissions	655	565	1,316	1,190
Operating and administrative expenses	1,559	1,294	3,092	2,629
Premium taxes	121	121	244	237
Financing charges	77	69	156	134
Amortization of finite life intangible assets	86	61	165	117
Restructuring and integration expenses (note 4)	21	—	37	—
Earnings before income taxes	1,115	1,041	1,946	1,412
Income taxes (note 14)	106	95	163	82
Net earnings before non-controlling interests	1,009	946	1,783	1,330
Attributable to non-controlling interests	192	49	226	58
Net earnings	817	897	1,557	1,272
Preferred share dividends (note 11)	33	34	66	67
Net earnings - common shareholders	\$ 784	\$ 863	\$ 1,491	\$ 1,205
Earnings per common share (note 11)				
Basic	\$ 0.844	\$ 0.930	\$ 1.605	\$ 1.299
Diluted	\$ 0.842	\$ 0.930	\$ 1.604	\$ 1.299

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME *(unaudited)*

(in Canadian \$ millions)

	For the three months ended		For the six months ended	
	June 30	June 30	June 30	June 30
	2021	2020	2021	2020
Net earnings	\$ 817	\$ 897	\$ 1,557	\$ 1,272
Other comprehensive income (loss)				
Items that may be reclassified subsequently to Consolidated Statements of Earnings				
Unrealized foreign exchange gains (losses) on translation of foreign operations	(186)	(523)	(532)	260
Income tax (expense) benefit	1	—	—	—
Unrealized gains (losses) on hedges of the net investment in foreign operations	(36)	30	44	(60)
Income tax (expense) benefit	(1)	(4)	(12)	8
Unrealized gains (losses) on available-for-sale assets (notes 5, 7)	152	228	(50)	250
Income tax (expense) benefit	(24)	(40)	17	(44)
Realized (gains) losses on available-for-sale assets	(1)	(78)	(11)	(116)
Income tax expense (benefit)	1	9	3	12
Unrealized gains (losses) on cash flow hedges	25	(3)	44	2
Income tax (expense) benefit	(7)	1	(12)	—
Realized (gains) losses on cash flow hedges	(15)	1	(26)	1
Income tax expense (benefit)	4	—	7	—
Non-controlling interests	(15)	(6)	86	(83)
Income tax (expense) benefit	3	6	(21)	24
Total items that may be reclassified	(99)	(379)	(463)	254
Items that will not be reclassified to Consolidated Statements of Earnings				
Re-measurements on defined benefit pension and other post-employment benefit plans (note 13)	33	(629)	664	(302)
Income tax (expense) benefit	(7)	159	(165)	75
Non-controlling interests	(4)	64	(59)	26
Income tax (expense) benefit	—	(15)	15	(6)
Total items that will not be reclassified	22	(421)	455	(207)
Total other comprehensive income (loss)	(77)	(800)	(8)	47
Comprehensive income	\$ 740	\$ 97	\$ 1,549	\$ 1,319

CONSOLIDATED BALANCE SHEETS *(unaudited)*

(in Canadian \$ millions)

	June 30 2021	December 31 2020
Assets		
Cash and cash equivalents	\$ 6,708	\$ 7,946
Bonds (note 5)	132,126	137,592
Mortgage loans (note 5)	28,364	27,803
Stocks (note 5)	12,977	11,000
Investment properties (note 5)	6,866	6,270
Loans to policyholders	8,203	8,387
	<u>195,244</u>	<u>198,998</u>
Funds held by ceding insurers	17,421	18,383
Reinsurance assets (note 8)	20,114	22,121
Goodwill	8,752	10,106
Intangible assets	5,469	4,285
Derivative financial instruments	842	829
Owner occupied properties	734	741
Fixed assets	409	426
Other assets	4,075	3,347
Premiums in course of collection, accounts and interest receivable	6,196	6,102
Current income taxes	392	145
Deferred tax assets	849	975
Investments on account of segregated fund policyholders (note 9)	343,679	334,032
Total assets	<u>\$ 604,176</u>	<u>\$ 600,490</u>
Liabilities		
Insurance contract liabilities (note 8)	\$ 202,682	\$ 208,902
Investment contract liabilities (note 8)	8,880	9,145
Debentures and other debt instruments	9,303	9,693
Funds held under reinsurance contracts	1,575	1,648
Derivative financial instruments	1,073	1,221
Accounts payable	2,704	2,698
Other liabilities	5,166	5,147
Current income taxes	216	343
Deferred tax liabilities	942	646
Investment and insurance contracts on account of segregated fund policyholders (note 9)	343,679	334,032
Total liabilities	<u>576,220</u>	<u>573,475</u>
Equity		
Non-controlling interests		
Participating account surplus in subsidiaries	3,075	2,871
Non-controlling interests in subsidiaries	136	116
Shareholders' equity		
Share capital		
Preferred shares	2,714	2,714
Common shares (note 10)	5,713	5,651
Accumulated surplus	15,660	14,990
Accumulated other comprehensive income	479	487
Contributed surplus	179	186
Total equity	<u>27,956</u>	<u>27,015</u>
Total liabilities and equity	<u>\$ 604,176</u>	<u>\$ 600,490</u>

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY *(unaudited)*

(in Canadian \$ millions)

June 30, 2021						
	Share capital	Contributed surplus	Accumulated surplus	Accumulated other comprehensive income	Non- controlling interests	Total equity
Balance, beginning of year	\$ 8,365	\$ 186	\$ 14,990	\$ 487	\$ 2,987	\$ 27,015
Net earnings	—	—	1,557	—	226	1,783
Other comprehensive income (loss)	—	—	—	(8)	(21)	(29)
	8,365	186	16,547	479	3,192	28,769
Dividends to shareholders						
Preferred shareholders (note 11)	—	—	(66)	—	—	(66)
Common shareholders	—	—	(814)	—	—	(814)
Shares exercised and issued under share-based payment plans (note 10)	62	(44)	—	—	35	53
Share-based payment plans expense	—	36	—	—	—	36
Equity settlement of Putnam share-based plans	—	—	—	—	(22)	(22)
Shares cancelled under Putnam share-based plans	—	1	—	—	(1)	—
Dilution loss on non-controlling interests	—	—	(7)	—	7	—
Balance, end of period	\$ 8,427	\$ 179	\$ 15,660	\$ 479	\$ 3,211	\$ 27,956

June 30, 2020						
	Share capital	Contributed surplus	Accumulated surplus	Accumulated other comprehensive income	Non- controlling interests	Total equity
Balance, beginning of year	\$ 8,347	\$ 175	\$ 13,660	\$ 495	\$ 2,866	\$ 25,543
Net earnings	—	—	1,272	—	58	1,330
Other comprehensive income	—	—	—	47	39	86
	8,347	175	14,932	542	2,963	26,959
Dividends to shareholders						
Preferred shareholders (note 11)	—	—	(67)	—	—	(67)
Common shareholders	—	—	(813)	—	—	(813)
Shares exercised and issued under share-based payment plans (note 10)	13	(49)	—	—	49	13
Share-based payment plans expense	—	32	—	—	—	32
Equity settlement of Putnam share-based plans	—	—	—	—	(15)	(15)
Shares cancelled under Putnam share-based plans	—	2	—	—	(2)	—
Dilution loss on non-controlling interests	—	—	(7)	—	7	—
Balance, end of period	\$ 8,360	\$ 160	\$ 14,045	\$ 542	\$ 3,002	\$ 26,109

CONSOLIDATED STATEMENTS OF CASH FLOWS *(unaudited)*

(in Canadian \$ millions)

	For the six months ended June 30	
	2021	2020
Operations		
Earnings before income taxes	\$ 1,946	\$ 1,412
Income taxes paid, net of refunds received	(248)	(216)
Adjustments:		
Change in insurance and investment contract liabilities	(3,286)	5,954
Change in funds held by ceding insurers	396	328
Change in funds held under reinsurance contracts	(49)	61
Change in reinsurance assets	1,418	(733)
Changes in fair value through profit or loss	2,758	(2,930)
Other	(80)	(488)
	2,855	3,388
Financing Activities		
Issue of common shares (note 10)	62	13
Issue of debentures and senior notes	—	597
Decrease in credit line of subsidiary	(188)	(156)
Increase (decrease) in debentures and other debt instruments	—	(1)
Dividends paid on common shares	(814)	(813)
Dividends paid on preferred shares	(66)	(67)
	(1,006)	(427)
Investment Activities		
Bond sales and maturities	14,788	10,737
Mortgage loan repayments	1,611	1,026
Stock sales	2,004	1,981
Investment property sales	10	67
Change in loans to policyholders	55	(206)
Business acquisitions, net of cash and cash equivalents acquired	—	(43)
Investment in bonds	(15,902)	(10,945)
Investment in mortgage loans	(2,526)	(1,764)
Investment in stocks	(2,571)	(2,642)
Investment in investment properties	(444)	(29)
	(2,975)	(1,818)
Effect of changes in exchange rates on cash and cash equivalents	(112)	98
Increase (decrease) in cash and cash equivalents	(1,238)	1,241
Cash and cash equivalents, beginning of period	7,946	4,628
Cash and cash equivalents, end of period	\$ 6,708	\$ 5,869
Supplementary cash flow information		
Interest income received	\$ 2,522	\$ 2,342
Interest paid	171	145
Dividend income received	159	159

CONDENSED NOTES TO CONSOLIDATED INTERIM FINANCIAL STATEMENTS (unaudited)

(in Canadian \$ millions except per share amounts)

1. Corporate Information

Great-West Lifeco Inc. (Lifeco or the Company) is a publicly listed company (Toronto Stock Exchange: GWO), incorporated and domiciled in Canada. The registered address of the Company is 100 Osborne Street North, Winnipeg, Manitoba, Canada, R3C 1V3. Lifeco is a member of the Power Corporation of Canada (Power Corporation) group of companies and is a subsidiary of Power Corporation.

Lifeco is a financial services holding company with interests in the life insurance, health insurance, retirement savings, investment management and reinsurance businesses, primarily in Canada, the United States and Europe through its operating subsidiaries including The Canada Life Assurance Company (Canada Life), Great-West Life & Annuity Insurance Company (GWL&A) and Putnam Investments, LLC (Putnam).

The condensed consolidated interim unaudited financial statements (financial statements) of the Company as at and for the three and six months ended June 30, 2021 were approved by the Board of Directors on August 3, 2021.

2. Basis of Presentation and Summary of Accounting Policies

These financial statements should be read in conjunction with the Company's December 31, 2020 consolidated annual audited financial statements and notes thereto.

The financial statements of the Company at June 30, 2021 have been prepared in compliance with the requirements of International Accounting Standard (IAS) 34, *Interim Financial Reporting* as issued by the International Accounting Standards Board (IASB) using the same accounting policies and methods of computation followed in the consolidated annual audited financial statements for the year ended December 31, 2020 except as described below.

Changes in Accounting Policies

The Company adopted the *Interest Rate Benchmark Reform – Phase 2* amendments to IFRS for IAS 39, *Financial Instruments: Recognition and Measurement*, IFRS 7, *Financial Instruments: Disclosures*, IFRS 4, *Insurance Contracts* and IFRS 16, *Leases*, effective January 1, 2021. The adoption of these amendments did not have a significant impact on the Company's consolidated financial statements.

2. *Basis of Presentation and Summary of Accounting Policies (cont'd)*

The Company actively monitors changes in IFRS, both proposed and released, by the IASB for potential impact on the Company. The following sets out standards released and updates to the Company's analysis since the year ended December 31, 2020:

Standard	Summary of Future Changes
IAS 1 – <i>Presentation of Financial Statements</i>	<p>In February 2021, the IASB published <i>Disclosure of Accounting Policies</i>, amendments to IAS 1, <i>Presentation of Financial Statements</i>. The amendments clarify how an entity determines whether accounting policy information is material.</p> <p>These amendments are effective for annual reporting periods beginning on or after January 1, 2023, with earlier application permitted. The Company is evaluating the impact for the adoption of these amendments.</p>
IAS 8 – <i>Accounting Policies, Changes in Accounting Estimates and Errors</i>	<p>In February 2021, the IASB published <i>Definition of Accounting Estimates</i>, amendments to IAS 8, <i>Accounting Policies, Changes in Accounting Estimates and Errors</i>. The amendments clarify the difference between an accounting policy and an accounting estimate.</p> <p>These amendments are effective for annual reporting periods beginning on or after January 1, 2023, with earlier application permitted. The Company is evaluating the impact for the adoption of these amendments.</p>
IAS 12 – <i>Income Taxes</i>	<p>In May 2021, the IASB published <i>Deferred Tax Related to Assets and Liabilities from a Single Transaction</i>, amendments to IAS 12, <i>Income Taxes</i>. The amendments clarify that for transactions in which both deductible and taxable temporary differences arise on initial recognition that result in deferred tax assets and liabilities of the same amount, deferred tax assets and liabilities are to be recognized.</p> <p>These amendments are effective for annual reporting periods beginning on or after January 1, 2023, with earlier application permitted. The Company is evaluating the impact for the adoption of these amendments.</p>

Use of Significant Judgments, Estimates and Assumptions

In preparation of these financial statements, management is required to make significant judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, net earnings and related disclosures. Although some uncertainty is inherent in these judgments and estimates, management believes that the amounts recorded are reasonable. Key sources of estimation uncertainty and areas where significant judgments have been made are further described in the relevant accounting policies as described in note 2 of the Company's December 31, 2020 consolidated annual audited financial statements and notes thereto.

Impact of COVID-19 on Significant Judgments, Estimates and Assumptions

The COVID-19 pandemic has continued to result in uncertainty in global financial markets and the economic environment in which the Company operates. The duration and impact of the COVID-19 pandemic continues to be unknown at this time, as is the efficacy of the associated fiscal and monetary interventions by governments and central banks.

The results of the Company reflect management's judgments regarding the impact of prevailing market conditions related to global credit, equities, investment properties and foreign exchange, as well as prevailing health and mortality experience.

2. *Basis of Presentation and Summary of Accounting Policies (cont'd)*

The provision for future credit losses within the Company's insurance contract liabilities relies upon investment credit ratings. In addition to its own credit assessments, the Company's practice is to use third party independent credit ratings where available. Management judgment is required when setting credit ratings for instruments that do not have a third party credit rating. Given rapid market changes, third party credit rating changes may lag developments in the current environment.

The fair value of portfolio investments (note 5), the valuation of goodwill and other intangible assets, the valuation of insurance contract liabilities (note 8) and the recoverability of deferred tax asset carrying values reflect management's judgment.

Given the uncertainty surrounding the current environment, the actual financial results could differ from the estimates made in preparation of these financial statements.

3. Business Acquisitions and Subsequent Events

(a) Acquisition of MassMutual Retirement Services Business

On December 31, 2020, GWL&A completed the purchase, via indemnity reinsurance, of the retirement services business of Massachusetts Mutual Life Insurance Company (MassMutual) and assumed the economics and risks associated with the reinsured business. The acquisition strengthens the Company's position as a leader in the U.S. retirement market. The Company anticipates realizing cost synergies through the migration of MassMutual's retirement services business onto the Company's recordkeeping platform.

The Company paid a ceding commission of \$2,937 (U.S. \$2,312) net of working capital adjustments to MassMutual, and funded the transaction with existing cash, short-term debt and \$1,973 (U.S. \$1,500) in long-term debt issued on September 17, 2020. The assets acquired, liabilities assumed and ceding commission paid at the closing of this transaction are subject to future adjustments.

The initial amounts assigned to the assets acquired, goodwill, intangible assets and liabilities assumed on December 31, 2020, and reported as at June 30, 2021 are as follows:

Assets acquired and goodwill

Cash and cash equivalents	\$ 2,626
Bonds	12,006
Mortgage Loans	2,326
Funds held by ceding insurers	9,928
Goodwill	1,557
Intangible assets	1,270
Other assets	231
Premiums in the course of collection, accounts and interest receivable	421
Deferred tax assets	300
Investments on account of segregated fund policyholders	84,785
Total assets acquired and goodwill	\$ 115,450

Liabilities assumed

Insurance contract liabilities	\$ 22,316
Investment contract liabilities	4,984
Accounts payable	31
Other liabilities	397
Investment and insurance contracts on account of segregated fund policyholders	84,785
Total liabilities assumed	\$ 112,513

As at June 30, 2021, the accounting for the acquisition is not finalized pending completion of a comprehensive valuation of the net assets acquired. The financial statements at June 30, 2021 reflect management's current best estimate of the purchase price allocation. The Company has identified and allocated provisional amounts for intangible assets within the purchase price allocation, net of \$37 of amortization at June 30, 2021. Final valuation of the assets acquired and liabilities assumed and the completion of the purchase price allocation are expected to occur during the second half of 2021.

As a result, the excess of the purchase price over the fair value of net assets acquired, representing goodwill of \$1,557 (U.S. \$1,226) as at June 30, 2021, will be adjusted in future periods.

3. Business Acquisitions and Subsequent Events (cont'd)

The goodwill represents the excess of the purchase price over the fair value of the net assets, representing the synergies or future economic benefits arising from other assets acquired that are not individually identified and separately recognized in the acquisition of the MassMutual retirement services business. These synergies represent meaningful expense and revenue opportunities which are expected to be accretive to earnings.

(b) Acquisition of Personal Capital Corporation

On August 17, 2020, GWL&A completed the acquisition of 100% of the equity of Personal Capital Corporation. Upon completion of the purchase price allocation in the fourth quarter of 2020, a contingent consideration earn-out provision of \$26 (U.S. \$20) was recognized, representing management's best estimate of growth in assets under management metrics defined in the Merger Agreement. During the second quarter of 2021, the contingent consideration provision was increased by \$21 (U.S. \$17) to \$47 (U.S. \$37), due to growth in net new assets above the amount assumed at the date of acquisition.

The Merger Agreement allows for contingent consideration of up to \$217 (U.S. \$175) based on the achievement of growth in assets under management metrics, payable following measurements through December 31, 2021 and December 31, 2022. Changes in the fair value of the contingent consideration measured in accordance with the Merger Agreement subsequent to the completion of the purchase price allocation are recognized in operating and administrative expenses in the Consolidated Statements of Earnings.

Subsequent Events - Acquisitions and Other Transactions

(c) Acquisition of Prudential Retirement Services Business

On July 21, 2021, GWL&A announced that it had entered into an agreement to purchase, through a share purchase and a reinsurance transaction, the full-service retirement business of Prudential Financial, Inc. (Prudential). The Company will assume the economics and risks associated with the reinsured business, while Prudential will continue to retain the obligation to the contract holders. The Company will pay a total transaction value of approximately U.S. \$3,550, and intends to fund the transaction with \$1,500 (U.S. \$1,150) of limited recourse capital notes and U.S. \$1,000 of short-term debt, in addition to existing resources. The transaction is expected to close in the first quarter of 2022, subject to regulatory and customary closing conditions.

(d) Acquisition of Ark Life Assurance Company

On July 13, 2021, Irish Life Group Limited (Irish Life), an indirect wholly-owned subsidiary of the Company, announced that it had entered into an agreement to acquire Ark Life Assurance Company dac (Ark Life) from Phoenix Group Holdings plc for total cash consideration of €230. Ark Life is closed to new business and manages a range of pensions, savings and protection policies for its customers in the Irish market. The transaction is expected to close in the first half of 2022, subject to regulatory and customary closing conditions.

(e) Acquisition of ClaimSecure Inc.

On July 13, 2021, Canada Life announced that it had entered into an agreement to acquire ClaimSecure Inc., a healthcare management firm that provides health and dental claim management services to private and public businesses in Canada. The transaction is expected to close in the third quarter of 2021, subject to regulatory and customary closing conditions. The acquisition is not expected to be material.

(f) Debentures and Other Debt Instruments

On July 2, 2021, the Company made a payment of U.S. \$400 on its committed line of credit related to GWL&A's acquisition of the retirement services business from MassMutual on December 31, 2020.

4. Restructuring and Integration Expenses

(a) Canada Restructuring

At June 30, 2021, the Company has a restructuring provision of \$67 remaining in other liabilities. The change in the restructuring provision for the Canada restructuring is set out below:

	June 30 2021	December 31 2020
Balance, beginning of year	\$ 86	\$ —
Restructuring expenses	—	92
Amounts used	(19)	(6)
Balance, end of period	<u>\$ 67</u>	<u>\$ 86</u>

The Company expects to pay out substantially all of these amounts by December 31, 2022.

(b) GWL&A Restructuring

The Company recorded integration expenses of \$15 and \$31 in the Consolidated Statement of Earnings during three and six months ended June 30, 2021. At June 30, 2021, the Company has a restructuring provision of \$10 remaining in other liabilities. The change in the restructuring provision for the GWL&A restructuring is set out below:

	June 30 2021	December 31 2020
Balance, beginning of year	\$ 37	\$ —
Restructuring expenses	—	37
Amounts used	(25)	—
Changes in foreign exchange rates	(2)	—
Balance, end of period	<u>\$ 10</u>	<u>\$ 37</u>

The Company expects to pay out a significant portion of these amounts during the year. The Company expects to incur further restructuring and integration expenses associated with the acquisition of MassMutual (note 3) during the year.

5. Portfolio Investments

(a) Carrying values and estimated fair values of portfolio investments are as follows:

	June 30, 2021		December 31, 2020	
	Carrying value	Fair value	Carrying value	Fair value
Bonds				
Designated fair value through profit or loss ⁽¹⁾	\$ 96,022	\$ 96,022	\$ 100,839	\$ 100,839
Classified fair value through profit or loss ⁽¹⁾	1,824	1,824	2,053	2,053
Available-for-sale	10,808	10,808	11,352	11,352
Loans and receivables	23,472	25,699	23,348	26,545
	132,126	134,353	137,592	140,789
Mortgage loans				
Residential				
Designated fair value through profit or loss ⁽¹⁾	2,275	2,275	2,020	2,020
Loans and receivables	9,316	9,706	9,416	10,024
	11,591	11,981	11,436	12,044
Commercial	16,773	17,531	16,367	17,589
	28,364	29,512	27,803	29,633
Stocks				
Designated fair value through profit or loss ⁽¹⁾	12,183	12,183	10,335	10,335
Available-for-sale ⁽²⁾	189	189	20	20
Available-for-sale, at cost ⁽²⁾⁽³⁾	123	123	163	163
Equity method	482	525	482	445
	12,977	13,020	11,000	10,963
Investment properties	6,866	6,866	6,270	6,270
Total	\$ 180,333	\$ 183,751	\$ 182,665	\$ 187,655

⁽¹⁾ A financial asset is designated as fair value through profit or loss on initial recognition if it eliminates or significantly reduces an accounting mismatch. Changes in the fair value of financial assets designated as fair value through profit or loss are generally offset by changes in insurance contract liabilities, since the measurement of insurance contract liabilities is determined with reference to the assets supporting the liabilities.

A financial asset is classified as fair value through profit or loss on initial recognition if it is part of a portfolio that is actively traded for the purpose of earning investment income.

⁽²⁾ During the three months ended June 30, 2021, reliable measure of fair value was identified for certain stocks previously classified as available-for-sale, at cost. These stocks had a carrying value of \$40 and were remeasured at a fair value of \$147. The difference between the carrying value and fair value of \$107 was recognized as an unrealized gain on available-for-sale assets in the Consolidated Statements of Comprehensive Income. These stocks are now classified as available-for-sale.

⁽³⁾ Fair value cannot be reliably measured, therefore the investments are held at cost.

5. Portfolio Investments (cont'd)

(b) Included in portfolio investments are the following:

Carrying amount of impaired investments

	June 30 2021	December 31 2020
Impaired amounts by classification		
Fair value through profit or loss	\$ 17	\$ 20
Available-for-sale	18	17
Loans and receivables	74	23
Total	\$ 109	\$ 60

The carrying amount of impaired investments includes \$31 bonds, \$74 mortgage loans and \$4 stocks at June 30, 2021 (\$35 bonds, \$23 mortgage loans and \$2 stocks at December 31, 2020). The above carrying values for loans and receivables are net of allowances of \$34 at June 30, 2021 and \$57 at December 31, 2020.

(c) Net investment income comprises the following:

For the three months ended June 30, 2021	Bonds	Mortgage loans	Stocks	Investment properties	Other	Total
Regular net investment income:						
Investment income earned	\$ 1,094	\$ 227	\$ 84	\$ 101	\$ 177	\$ 1,683
Net realized gains						
Available-for-sale	1	—	—	—	—	1
Other classifications	1	20	6	—	7	34
Net allowances for credit losses on loans and receivables	—	(26)	—	—	—	(26)
Other income (expenses)	—	—	—	(32)	(49)	(81)
	1,096	221	90	69	135	1,611
Changes in fair value through profit or loss assets:						
Classified fair value through profit or loss	2	—	—	—	—	2
Designated fair value through profit or loss	1,665	46	738	—	193	2,642
Recorded at fair value through profit or loss	—	—	—	149	—	149
	1,667	46	738	149	193	2,793
Total	\$ 2,763	\$ 267	\$ 828	\$ 218	\$ 328	\$ 4,404

5. Portfolio Investments (cont'd)

For the three months ended June 30, 2020	Bonds	Mortgage loans	Stocks	Investment properties	Other	Total
Regular net investment income:						
Investment income earned	\$ 922	\$ 222	\$ 84	\$ 96	\$ 252	\$ 1,576
Net realized gains						
Available-for-sale	78	—	—	—	—	78
Other classifications	2	12	—	—	—	14
Net allowances for credit losses on loans and receivables	—	—	—	—	—	—
Other income (expenses)	—	—	—	(30)	(42)	(72)
	1,002	234	84	66	210	1,596
Changes in fair value through profit or loss assets:						
Classified fair value through profit or loss	58	—	—	—	—	58
Designated fair value through profit or loss	5,402	205	808	—	(80)	6,335
Recorded at fair value through profit or loss	—	—	—	(75)	—	(75)
	5,460	205	808	(75)	(80)	6,318
Total	\$ 6,462	\$ 439	\$ 892	\$ (9)	\$ 130	\$ 7,914

For the six months ended June 30, 2021	Bonds	Mortgage loans	Stocks	Investment properties	Other	Total
Regular net investment income:						
Investment income earned	\$ 2,116	\$ 455	\$ 161	\$ 204	\$ 355	\$ 3,291
Net realized gains						
Available-for-sale	11	—	—	—	—	11
Other classifications	6	31	6	—	11	54
Net allowances for credit losses on loans and receivables	—	(32)	—	—	—	(32)
Other income (expenses)	—	—	—	(67)	(90)	(157)
	2,133	454	167	137	276	3,167
Changes in fair value through profit or loss assets:						
Classified fair value through profit or loss	(46)	—	—	—	—	(46)
Designated fair value through profit or loss	(3,978)	(88)	1,360	—	(224)	(2,930)
Recorded at fair value through profit or loss	—	—	—	218	—	218
	(4,024)	(88)	1,360	218	(224)	(2,758)
Total	\$ (1,891)	\$ 366	\$ 1,527	\$ 355	\$ 52	\$ 409

5. Portfolio Investments (cont'd)

For the six months ended June 30, 2020	Bonds	Mortgage loans	Stocks	Investment properties	Other	Total
Regular net investment income:						
Investment income earned	\$ 1,826	\$ 441	\$ 163	\$ 201	\$ 294	\$ 2,925
Net realized gains						
Available-for-sale	116	—	1	—	—	117
Other classifications	4	19	—	—	—	23
Net allowances for credit losses on loans and receivables	—	(9)	—	—	—	(9)
Other income (expenses)	—	—	—	(61)	(85)	(146)
	1,946	451	164	140	209	2,910
Changes in fair value through profit or loss assets:						
Classified fair value through profit or loss	72	—	—	—	—	72
Designated fair value through profit or loss	3,834	106	(1,005)	—	108	3,043
Recorded at fair value through profit or loss	—	—	—	(185)	—	(185)
	3,906	106	(1,005)	(185)	108	2,930
Total	\$ 5,852	\$ 557	\$ (841)	\$ (45)	\$ 317	\$ 5,840

Investment income earned comprises income from investments that are classified as available-for-sale, loans and receivables and investments classified or designated as fair value through profit or loss. Investment income from bonds and mortgages includes interest income and premium and discount amortization. Income from stocks includes dividends, distributions from private equity and equity income from the investment in IGM Financial Inc. Investment properties income includes rental income earned on investment properties, ground rent income earned on leased and sub-leased land, fee recoveries, lease cancellation income, and interest and other investment income earned on investment properties. Other income includes policyholder loan income, foreign exchange gains and losses, income earned from derivative financial instruments and other miscellaneous income.

6. Financial Instruments Risk Management

The Company has policies relating to the identification, measurement, management, monitoring and reporting of risks associated with financial instruments. The key risks related to financial instruments are credit risk, liquidity risk and market risk (currency, interest rate and equity). The Risk Committee of the Board of Directors is responsible for the oversight of the Company's key risks. The Company's approach to risk management has not substantially changed from that described in the Company's 2020 Annual Report. Certain risks have been outlined below. For a discussion of the Company's risk governance structure and risk management approach, see the "Financial Instruments Risk Management" note in the Company's December 31, 2020 consolidated annual audited financial statements.

The Company has also established policies and procedures designed to identify, measure and report all material risks. Management is responsible for establishing capital management procedures for implementing and monitoring the capital plan. The Board of Directors reviews and approves all capital transactions undertaken by management.

(a) Credit Risk

Credit risk is the risk of loss resulting from an obligor's potential inability or unwillingness to fully meet its contractual obligations.

Concentration of Credit Risk

Concentrations of credit risk arise from exposures to a single obligor, a group of related obligors or groups of obligors that have similar credit risk characteristics and operate in the same geographic region or in similar industries. The characteristics are similar in that changes in economic or political environments may impact their ability to meet obligations as they come due. No significant changes have occurred from the year ended December 31, 2020.

(b) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet all cash outflow obligations as they come due. The following policies and procedures are in place to manage this risk:

- The Company closely manages operating liquidity through cash flow matching of assets and liabilities and forecasting earned and required yields, to ensure consistency between policyholder requirements and the yield of assets.
- Management closely monitors the solvency and capital positions of its principal subsidiaries opposite liquidity requirements at the holding company. Additional liquidity is available through established lines of credit or via capital market transactions. The Company maintains committed lines of credit with Canadian chartered banks.

(c) Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate as a result of changes in market factors which include three types: currency risk, interest rate (including related inflation) risk and equity risk.

Caution Related to Risk Sensitivities

These financial statements include estimates of sensitivities and risk exposure measures for certain risks, such as the sensitivity due to specific changes in interest rate levels projected and market prices as at the valuation date. Actual results can differ significantly from these estimates for a variety of reasons including:

- Assessment of the circumstances that led to the scenario may lead to changes in (re)investment approaches and interest rate scenarios considered,
- Changes in actuarial, investment return and future investment activity assumptions,
- Actual experience differing from the assumptions,

6. *Financial Instruments Risk Management (cont'd)*

- Changes in business mix, effective income tax rates and other market factors,
- Interactions among these factors and assumptions when more than one changes, and
- The general limitations of the Company's internal models.

For these reasons, the sensitivities should only be viewed as directional estimates of the underlying sensitivities for the respective factors based on the assumptions outlined above. Given the nature of these calculations, the Company cannot provide assurance that the actual impact on net earnings attributed to shareholders will be as indicated.

(i) **Currency Risk**

Currency risk relates to the Company operating and holding financial instruments in different currencies. For the assets backing insurance and investment contract liabilities that are not matched by currency, changes in foreign exchange rates can expose the Company to the risk of foreign exchange losses not offset by liability decreases.

- A 10% weakening of the Canadian dollar against foreign currencies would be expected to increase non-participating insurance and investment contract liabilities and their supporting assets by approximately the same amount resulting in an immaterial immediate change to net earnings. A 10% strengthening of the Canadian dollar against foreign currencies would be expected to decrease non-participating insurance and investment contract liabilities and their supporting assets by approximately the same amount resulting in an immaterial immediate change in net earnings.

The Company has net investments in foreign operations. The Company's debt obligations are denominated in Canadian dollars, euros and U.S. dollars. In accordance with IFRS, foreign currency translation gains and losses from net investments in foreign operations, net of related hedging activities and tax effects, are recorded in accumulated other comprehensive income. Strengthening or weakening of the Canadian dollar spot rate compared to the U.S. dollar, British pound and euro spot rates impacts the Company's total equity. Correspondingly, the Company's book value per share and capital ratios monitored by rating agencies are also impacted.

(ii) **Interest Rate Risk**

Interest rate risk exists if asset and liability cash flows are not closely matched and interest rates change causing a difference in value between the asset and liability.

Projected cash flows from the current assets and liabilities are used in the Canadian Asset Liability Method to determine insurance contract liabilities. Valuation assumptions have been made regarding rates of returns on supporting assets, fixed income, equity and inflation. The valuation assumptions use best estimates of future reinvestment rates and inflation assumptions with an assumed correlation together with margins for adverse deviation set in accordance with professional standards. These margins are necessary to provide for possibilities of misestimation and/or future deterioration in the best estimate assumptions and provide reasonable assurance that insurance contract liabilities cover a range of possible outcomes. Margins are reviewed periodically for continued appropriateness.

Testing under a number of interest rate scenarios (including increasing, decreasing and fluctuating rates) is done to assess reinvestment risk.

The total provision for interest rates also considers the impact of the Canadian Institute of Actuaries prescribed scenarios:

- At June 30, 2021 and December 31, 2020, the effect of an immediate 1% parallel increase in the yield curve on the prescribed scenarios results in interest rate changes to assets and liabilities that will offset each other with no impact to net earnings.

6. Financial Instruments Risk Management (cont'd)

- At June 30, 2021 and December 31, 2020, the effect of an immediate 1% parallel decrease in the yield curve on the prescribed scenarios results in interest rate changes to assets and liabilities that will offset each other with no impact to net earnings.

The total provision for interest rates is sufficient to cover a broader or more severe set of risks than the minimum arising from the current Canadian Institute of Actuaries prescribed scenarios. The range of interest rates covered by these provisions is set in consideration of long-term historical results and is monitored quarterly with a full review annually.

An immediate 1% parallel shift in the yield curve would not have a material impact on the Company's view of the range of interest rates to be covered by the provisions.

If sustained however, the parallel shift could impact the Company's range of scenarios covered. The following table provides information on the impact to the value of liabilities net of changes in the value of assets supporting liabilities of an immediate 1% increase or 1% decrease in the interest rates at both the low and high end of the range of interest rates recognized in the provisions. For some products, interest rate risk is modelled stochastically in determining the insurance contract liabilities, and for those products, the sensitivities reflect the estimated impact of an immediate 1% increase and 1% decrease in interest rates on the liability.

The sensitivities in the table include the impact of a parallel shift in ultimate interest rates outlined in actuarial standards.

	June 30, 2021		December 31, 2020	
	1% increase	1% decrease	1% increase	1% decrease
Change in interest rates				
Increase (decrease) in non-participating insurance and investment contract liabilities	\$ (317)	\$ 834	\$ (289)	\$ 1,185
Increase (decrease) in net earnings	\$ 248	\$ (641)	\$ 224	\$ (920)

As at June 30, 2021, the accounting for the acquisition of MassMutual is not finalized pending completion of a comprehensive valuation of the net assets acquired (note 3). As such, the impact of the acquired business included in the sensitivities above reflects management's current best estimate of the sensitivities.

(iii) Equity Risk

Equity risk is the uncertainty associated with the valuation of assets and liabilities arising from changes in equity markets and other pricing risk. To mitigate pricing risk, the Company has investment policy guidelines in place that provide for prudent investment in equity markets within clearly defined limits. The risks associated with segregated fund guarantees on lifetime Guaranteed Minimum Withdrawal Benefits have been mitigated through a hedging program using equity futures, currency forwards, and interest rate derivatives.

Some insurance and investment contract liabilities with long-tail cash-flows are supported by publicly traded common stocks and investments in other non-fixed income assets, primarily comprised of investment properties, real estate funds, private stocks, and equity release mortgages. The value of the liabilities may fluctuate with changes in the value of the supporting assets. The liabilities for other products such as segregated fund products with guarantees also fluctuate with equity values.

6. Financial Instruments Risk Management (cont'd)

There may be additional market and liability impacts as a result of changes in the value of publicly traded common stocks and other non-fixed income assets that will cause the liabilities to fluctuate differently than the equity values. This means that there is a greater impact on net earnings from larger falls in equity values, relative to the change in equity values. Falls in equity values beyond those shown in the table below would have a greater impact on net earnings, relative to the change in equity values.

The following table provides information on the expected impacts of an immediate 10% or 20% increase or decrease in the value of publicly traded common stocks on insurance and investment contract liabilities and on the shareholders' net earnings of the Company. The expected impacts take into account the expected changes in the value of assets supporting liabilities and hedge assets.

	June 30, 2021				December 31, 2020			
	20% increase	10% increase	10% decrease	20% decrease	20% increase	10% increase	10% decrease	20% decrease
Change in publicly traded common stock values								
Increase (decrease) in non-participating insurance and investment contract liabilities	\$ (34)	\$ (19)	\$ 23	\$ 79	\$ (34)	\$ (18)	\$ 62	\$ 264
Increase (decrease) in net earnings	\$ 28	\$ 15	\$ (20)	\$ (68)	\$ 28	\$ 15	\$ (51)	\$ (208)

The following table provides information on the expected impacts of an immediate 5% or 10% increase or decrease in the value of other non-fixed income assets on insurance and investment contract liabilities and on the shareholders' net earnings of the Company. The expected impacts take into account the expected changes in the value of assets supporting liabilities.

	June 30, 2021				December 31, 2020			
	10% increase	5% increase	5% decrease	10% decrease	10% increase	5% increase	5% decrease	10% decrease
Change in other non-fixed income asset values								
Increase (decrease) in non-participating insurance and investment contract liabilities	\$ (58)	\$ (23)	\$ 75	\$ 215	\$ (41)	\$ (8)	\$ 88	\$ 138
Increase (decrease) in net earnings	\$ 49	\$ 20	\$ (58)	\$ (165)	\$ 34	\$ 6	\$ (69)	\$ (108)

The Canadian Institute of Actuaries Standards of Practice for the valuation of insurance contract liabilities establish limits on the investment return assumptions for publicly traded common stocks and other non-fixed income assets which are generally based on historical returns on market indices. The sensitivities shown in the tables above allow for the impact of changes in these limits following market falls.

The best estimate return assumptions for publicly traded common stocks and other non-fixed income assets are primarily based on long-term historical averages. The following provides information on the expected impacts of a 1% increase or 1% decrease in the best estimate assumptions:

6. Financial Instruments Risk Management (cont'd)

	June 30, 2021		December 31, 2020	
	1% increase	1% decrease	1% increase	1% decrease
Change in best estimate return assumptions				
Increase (decrease) in non-participating insurance contract liabilities	\$ (655)	\$ 827	\$ (691)	\$ 861
Increase (decrease) in net earnings	\$ 522	\$ (648)	\$ 556	\$ (682)

The Company sponsors a number of deferred compensation arrangements for employees where payments to participants are deferred and linked to the performance of the common shares of Lifeco. The Company hedges its exposure to the equity risk associated with its Performance Share Unit Plan through the use of total return swaps.

7. Fair Value Measurement

The Company's assets and liabilities recorded at fair value have been categorized based upon the following fair value hierarchy:

Level 1: Fair value measurements utilize observable, quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access. Assets and liabilities utilizing Level 1 inputs include actively exchange-traded equity securities, exchange-traded futures, and mutual and segregated funds which have available prices in an active market with no redemption restrictions.

Level 2: Fair value measurements utilize inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets and liabilities in active markets, and inputs other than quoted prices that are observable for the asset or liability, such as interest rates and yield curves that are observable at commonly quoted intervals. The fair values for some Level 2 securities were obtained from a pricing service. The pricing service inputs include, but are not limited to, benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, offers and reference data. Level 2 assets and liabilities include those priced using a matrix which is based on credit quality and average life, government and agency securities, restricted stock, some private bonds and investment funds, most investment-grade and high-yield corporate bonds, most asset-backed securities, most over-the-counter derivatives, and mortgage loans. Investment contracts that are measured at fair value through profit or loss are mostly included in the Level 2 category.

Level 3: Fair value measurements utilize one or more significant inputs that are not based on observable market inputs and include situations where there is little, if any, market activity for the asset or liability. The values of the majority of Level 3 securities were obtained from single broker quotes, internal pricing models, or external appraisers. Assets and liabilities utilizing Level 3 inputs generally include certain bonds, certain asset-backed securities, some private equities, investments in mutual and segregated funds where there are redemption restrictions, certain over-the-counter derivatives, investment properties and equity release mortgages.

7. Fair Value Measurement (cont'd)

The following presents the Company's assets and liabilities measured at fair value on a recurring basis by hierarchy level:

Assets measured at fair value	June 30, 2021			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 6,708	\$ —	\$ —	\$ 6,708
Financial assets at fair value through profit or loss				
Bonds	—	97,768	78	97,846
Mortgage loans	—	—	2,275	2,275
Stocks	10,805	88	1,290	12,183
Total financial assets at fair value through profit or loss	10,805	97,856	3,643	112,304
Available-for-sale financial assets				
Bonds	—	10,808	—	10,808
Stocks	3	1	185	189
Total available-for-sale financial assets	3	10,809	185	10,997
Investment properties	—	—	6,866	6,866
Funds held by ceding insurers	366	14,945	—	15,311
Derivatives ⁽¹⁾	1	841	—	842
Reinsurance assets	—	107	—	107
Other assets:				
Trading account assets	369	365	267	1,001
Other ⁽²⁾	49	49	—	98
Total assets measured at fair value	\$ 18,301	\$ 124,972	\$ 10,961	\$ 154,234
Liabilities measured at fair value				
Derivatives ⁽³⁾	\$ 2	\$ 1,071	\$ —	\$ 1,073
Investment contract liabilities	—	8,880	—	8,880
Other liabilities	49	49	—	98
Total liabilities measured at fair value	\$ 51	\$ 10,000	\$ —	\$ 10,051

⁽¹⁾ Excludes collateral received from counterparties of \$250.

⁽²⁾ Includes collateral received under securities lending agreements.

⁽³⁾ Excludes collateral pledged to counterparties of \$338.

There were no transfers of the Company's assets and liabilities between Level 1 and Level 2 in the period.

7. Fair Value Measurement (cont'd)

Assets measured at fair value	December 31, 2020			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 7,946	\$ —	\$ —	\$ 7,946
Financial assets at fair value through profit or loss				
Bonds	—	102,819	73	102,892
Mortgage loans	—	—	2,020	2,020
Stocks	8,773	188	1,374	10,335
Total financial assets at fair value through profit or loss	8,773	103,007	3,467	115,247
Available-for-sale financial assets				
Bonds	—	11,352	—	11,352
Stocks	3	1	16	20
Total available-for-sale financial assets	3	11,353	16	11,372
Investment properties	—	—	6,270	6,270
Funds held by ceding insurers	245	15,943	—	16,188
Derivatives ⁽¹⁾	1	828	—	829
Reinsurance assets	—	130	—	130
Other assets:				
Trading account assets	302	353	58	713
Other ⁽²⁾	79	188	—	267
Total assets measured at fair value	\$ 17,349	\$ 131,802	\$ 9,811	\$ 158,962
Liabilities measured at fair value				
Derivatives ⁽³⁾	\$ 5	\$ 1,216	\$ —	\$ 1,221
Investment contract liabilities	—	9,145	—	9,145
Other liabilities	79	188	—	267
Total liabilities measured at fair value	\$ 84	\$ 10,549	\$ —	\$ 10,633

⁽¹⁾ Excludes collateral received from counterparties of \$210.

⁽²⁾ Includes collateral received under securities lending arrangements.

⁽³⁾ Excludes collateral pledged to counterparties of \$442.

There were no transfers of the Company's assets and liabilities between Level 1 and Level 2 in the period.

7. Fair Value Measurement (cont'd)

The following presents additional information about assets and liabilities measured at fair value on a recurring basis which the Company classifies as Level 3 in the fair value hierarchy:

	June 30, 2021						
	Fair value through profit or loss bonds	Fair value through profit or loss mortgage loans	Fair value through profit or loss stocks ⁽⁴⁾	Available-for-sale stocks	Investment properties	Trading account assets	Total Level 3 assets
Balance, beginning of year	\$ 73	\$ 2,020	\$ 1,374	\$ 16	\$ 6,270	\$ 58	\$ 9,811
Total gains (losses)							
Included in net earnings	1	(96)	121	—	218	8	252
Included in other comprehensive income ⁽¹⁾⁽²⁾	(3)	(21)	—	113	(56)	—	33
Purchases	7	—	301	16	444	201	969
Issues	—	457	—	—	—	—	457
Sales	—	—	(49)	—	(10)	—	(59)
Settlements	—	(85)	—	—	—	—	(85)
Transfers into Level 3 ⁽²⁾⁽³⁾	—	—	—	40	—	—	40
Transfers out of Level 3 ⁽³⁾	—	—	(457)	—	—	—	(457)
Balance, end of period	\$ 78	\$ 2,275	\$ 1,290	\$ 185	\$ 6,866	\$ 267	\$ 10,961
Total gains (losses) for the period included in net investment income	\$ 1	\$ (96)	\$ 121	\$ —	\$ 218	\$ 8	\$ 252
Change in unrealized gains (losses) for the period included in earnings for assets held at June 30, 2021	\$ 1	\$ (89)	\$ 121	\$ —	\$ 218	\$ 8	\$ 259

- (1) Amount of other comprehensive income for fair value through profit or loss bonds, mortgage loans and investment properties represents the unrealized gains (losses) on foreign exchange.
- (2) During the three months ended June 30, 2021, certain stocks previously classified as available-for-sale, at cost were remeasured at a fair value of \$147, are now classified as available-for-sale, and have been transferred into Level 3 as reliable measure of fair value was identified during the period. The carrying value of \$40 was transferred into Level 3 and the difference between the carrying value and fair value of \$107 was recognized as an unrealized gain on available-for-sale assets with an income tax expense of \$15 in the Consolidated Statements of Comprehensive Income.
- (3) Transfers into Level 3 are due primarily to decreased observability of inputs in valuation methodologies or the placement of redemption restrictions on investments in mutual and segregated funds. Transfers out of Level 3 are due primarily to increased observability of inputs in valuation methodologies as evidenced by corroboration of market prices with multiple pricing vendors or the lifting of redemption restrictions on investments in mutual and segregated funds.
- (4) Includes investments in mutual and segregated funds where there are redemption restrictions. The fair value is based on observable, quoted prices.

7. Fair Value Measurement (cont'd)

	December 31, 2020						
	Fair value through profit or loss bonds	Fair value through profit or loss mortgage loans	Fair value through profit or loss stocks ⁽⁴⁾	Available-for-sale stocks	Investment properties	Trading account assets	Total Level 3 assets
Balance, beginning of year	\$ 67	\$ 1,314	\$ 678	\$ 4	\$ 5,887	\$ —	\$ 7,950
Total gains (losses)							
Included in net earnings	2	156	16	—	(74)	—	100
Included in other comprehensive income ⁽¹⁾	4	15	—	1	21	—	41
Purchases	—	—	406	11	481	—	898
Issues	—	622	—	—	—	—	622
Sales	—	—	(83)	—	(73)	—	(156)
Settlements	—	(87)	—	—	—	—	(87)
Transferred from owner occupied properties ⁽²⁾	—	—	—	—	28	—	28
Transfers into Level 3 ⁽³⁾	—	—	357	—	—	58	415
Transfers out of Level 3 ⁽³⁾	—	—	—	—	—	—	—
Balance, end of year	\$ 73	\$ 2,020	\$ 1,374	\$ 16	\$ 6,270	\$ 58	\$ 9,811
Total gains (losses) for the year included in net investment income	\$ 2	\$ 156	\$ 16	\$ —	\$ (74)	\$ —	\$ 100
Change in unrealized gains (losses) for the year included in earnings for assets held at December 31, 2020	\$ 2	\$ 145	\$ 17	\$ —	\$ (73)	\$ —	\$ 91

- (1) Amount of other comprehensive income for fair value through profit or loss bonds, mortgage loans and investment properties represents the unrealized gains (losses) on foreign exchange.
- (2) As a result of the sale of Irish Progressive Services International Limited, a property with a fair value of \$28 was reclassified from owner occupied properties to investment properties. The reclassification resulted in the recognition of revaluation surplus on the transfer to investment properties of \$11 and income tax expense of \$(1) in the Consolidated Statements of Comprehensive Income.
- (3) Transfers into Level 3 are due primarily to decreased observability of inputs in valuation methodologies or the placement of redemption restrictions on investments in mutual and segregated funds. Transfers out of Level 3 are due primarily to increased observability of inputs in valuation methodologies as evidenced by corroboration of market prices with multiple pricing vendors or the lifting of redemption restrictions on investments in mutual and segregated funds.
- (4) Includes investments in mutual and segregated funds where there are redemption restrictions. The fair value is based on observable, quoted prices.

On March 20, 2020, Canada Life temporarily suspended contributions to and transfers into, as well as redemptions and transfers out of, its Canadian real estate investment funds as the COVID-19 pandemic impacted the global property market and made it difficult to value the properties with the same degree of certainty as usual. As a result of these restrictions, the Company's investment in these funds with a fair value of \$357 was transferred on March 20, 2020 from Level 1 to Level 3.

On January 11, 2021, Canada Life lifted the temporary suspension on contributions to and transfers into its Canadian real estate investment funds, and on April 19, 2021, the temporary suspension on redemptions and transfers out was fully lifted, as confidence over the valuation of the underlying properties returned as a result of increased market activity. As a result of the lifting of these temporary suspensions, the Company's investment in these funds with a fair value of \$457 was transferred on April 19, 2021 from Level 3 to Level 1.

7. Fair Value Measurement (cont'd)

The following sets out information about significant unobservable inputs used at period-end in measuring assets categorized as Level 3 in the fair value hierarchy:

Type of asset	Valuation approach	Significant unobservable input	Input value	Inter-relationship between key unobservable inputs and fair value measurement
Investment properties	Investment property valuations are generally determined using property valuation models based on expected capitalization rates and models that discount expected future net cash flows. The determination of the fair value of investment property requires the use of estimates such as future cash flows (such as future leasing assumptions, rental rates, capital and operating expenditures) and discount, reversionary and overall capitalization rates applicable to the asset based on current market rates.	Discount rate	Range of 3.4% - 12.6%	A decrease in the discount rate would result in an increase in fair value. An increase in the discount rate would result in a decrease in fair value.
		Reversionary rate	Range of 3.5% - 7.0%	A decrease in the reversionary rate would result in an increase in fair value. An increase in the reversionary rate would result in a decrease in fair value.
		Vacancy rate	Weighted average of 3.7%	A decrease in the expected vacancy rate would generally result in an increase in fair value. An increase in the expected vacancy rate would generally result in a decrease in fair value.
Mortgage loans - equity release mortgages (fair value through profit or loss)	The valuation approach for equity release mortgages is to use an internal valuation model to determine the projected asset cash flows, including the stochastically calculated cost of the no negative-equity guarantee for each individual loan, to aggregate these across all loans and to discount those cash flows back to the valuation date. The projection is done monthly until expected redemption of the loan either voluntarily or on the death/entering into long term care of the loanholders.	Discount rate	Range of 3.6% - 4.6%	A decrease in the discount rate would result in an increase in fair value. An increase in the discount rate would result in a decrease in fair value.

8. Insurance and Investment Contract Liabilities

June 30, 2021			
	Gross liability	Reinsurance assets	Net
Insurance contract liabilities	\$ 202,682	\$ 20,007	\$ 182,675
Investment contract liabilities	8,880	107	8,773
Total	\$ 211,562	\$ 20,114	\$ 191,448
December 31, 2020			
	Gross liability	Reinsurance assets	Net
Insurance contract liabilities	\$ 208,902	\$ 21,991	\$ 186,911
Investment contract liabilities	9,145	130	9,015
Total	\$ 218,047	\$ 22,121	\$ 195,926

9. Segregated Funds

The following presents details of the investments, determined in accordance with the relevant statutory reporting requirements of each region of the Company's operations, on account of segregated fund policyholders:

(a) Investments on account of segregated fund policyholders

	June 30 2021	December 31 2020
Cash and cash equivalents	\$ 11,791	\$ 15,558
Bonds	60,726	65,338
Mortgage loans	2,548	2,686
Stocks and units in unit trusts	124,960	112,675
Mutual funds	131,561	127,577
Investment properties	12,349	12,430
	<u>343,935</u>	<u>336,264</u>
Accrued income	441	463
Other liabilities	(3,311)	(4,185)
Non-controlling mutual funds interest	2,614	1,490
Total ⁽¹⁾	<u><u>\$ 343,679</u></u>	<u><u>\$ 334,032</u></u>

⁽¹⁾ At June 30, 2021, \$84,320 of investments on account of segregated fund policyholders are reinsured by the Company on a modified coinsurance basis (\$84,785 at December 31, 2020) (note 3). Included in this amount are \$563 of cash and cash equivalents, \$13,700 of bonds, \$25 of stocks and units in unit trusts, \$70,045 of mutual funds, \$84 of accrued income and \$(97) of other liabilities.

(b) Investment and insurance contracts on account of segregated fund policyholders

	For the six months ended June 30 2021	2020
Balance, beginning of year	\$ 334,032	\$ 231,022
Additions (deductions):		
Policyholder deposits	14,587	10,989
Net investment income	966	998
Net realized capital gains on investments	7,548	604
Net unrealized capital gains (losses) on investments	13,668	(8,921)
Unrealized gains (losses) due to changes in foreign exchange rates	(8,070)	3,422
Policyholder withdrawals	(20,124)	(9,556)
Change in Segregated Fund investment in General Fund	(54)	35
Change in General Fund investment in Segregated Fund	(14)	237
Net transfer from General Fund	16	5
Non-controlling mutual funds interest	1,124	(116)
Total	<u>9,647</u>	<u>(2,303)</u>
Balance, end of period	<u><u>\$ 343,679</u></u>	<u><u>\$ 228,719</u></u>

9. Segregated Funds (cont'd)

(c) Investments on account of segregated fund policyholders by fair value hierarchy level (note 7)

	June 30, 2021			
	Level 1	Level 2	Level 3	Total
Investments on account of segregated fund policyholders ⁽¹⁾	\$ 240,780	\$ 92,156	\$ 13,400	\$ 346,336

⁽¹⁾ Excludes other liabilities, net of other assets, of \$2,657.

	December 31, 2020			
	Level 1	Level 2	Level 3	Total
Investments on account of segregated fund policyholders ⁽¹⁾	\$ 224,831	\$ 98,424	\$ 13,556	\$ 336,811

⁽¹⁾ Excludes other liabilities, net of other assets, of \$2,779.

During the first six months of 2021, certain foreign stock holdings valued at \$4,715 have been transferred from Level 2 to Level 1 (\$3,190 were transferred from Level 1 to Level 2 at December 31, 2020) primarily based on the Company's change in use of inputs in addition to quoted prices in active markets for certain foreign stock holdings. Level 2 assets include those assets where fair value is not available from normal market pricing sources, where inputs are utilized in addition to quoted prices in active markets and where the Company does not have access to the underlying asset details within an investment fund.

The following presents additional information about the Company's investments on account of segregated fund policyholders for which the Company has utilized Level 3 inputs to determine fair value:

	June 30 2021	December 31 2020
Balance, beginning of year	\$ 13,556	\$ 13,988
Total gains (losses) included in segregated fund investment income	(62)	78
Purchases	223	167
Sales	(317)	(712)
Transfers into Level 3	1	35
Transfers out of Level 3	(1)	—
Balance, end of period	\$ 13,400	\$ 13,556

Transfers into Level 3 are due primarily to decreased observability of inputs in valuation methodologies. Transfers out of Level 3 are due primarily to increased observability of inputs in valuation methodologies as evidenced by corroboration of market prices with multiple pricing vendors.

10. Share Capital

Common Shares

	For the six months ended June 30			
	2021		2020	
	Number	Carrying value	Number	Carrying value
Common shares				
Balance, beginning of year	927,853,106	\$ 5,651	927,281,186	\$ 5,633
Exercised and issued under stock option plan	1,791,000	62	403,720	13
Balance, end of period	929,644,106	\$ 5,713	927,684,906	\$ 5,646

During the six months ended June 30, 2021, 1,791,000 common shares were exercised under the Company's stock plan with a carrying value of \$62, including \$8 from contributed surplus transferred upon exercise (403,720 with a carrying value of \$13, including \$2 from contributed surplus transferred upon exercise during the six months ended June 30, 2020).

On January 25, 2021, the Company announced the renewal of its normal course issuer bid (NCIB) commencing January 27, 2021 and terminating January 26, 2022 to purchase for cancellation up to but not more than 20,000,000 of its common shares at market prices. The Company does not currently intend to engage in share repurchases that reduce its outstanding shares while the Office of the Superintendent of Financial Institutions (OSFI) maintains its expectation that the institutions it regulates suspend share buybacks due to ongoing impacts of the COVID-19 pandemic.

During the six months ended June 30, 2021, the Company did not purchase any common shares under the current normal course issuer bid (nil during the six months ended June 30, 2020 under the previous normal course issuer bid).

11. Earnings per Common Share

	For the three months ended June 30		For the six months ended June 30	
	2021	2020	2021	2020
Earnings				
Net earnings	\$ 817	\$ 897	\$ 1,557	\$ 1,272
Preferred share dividends	(33)	(34)	(66)	(67)
Net earnings - common shareholders	\$ 784	\$ 863	\$ 1,491	\$ 1,205
Number of common shares				
Average number of common shares outstanding	929,067,870	927,680,346	928,603,750	927,610,227
Add: Potential exercise of outstanding stock options	1,608,286	—	865,344	108,290
Average number of common shares outstanding - diluted basis	930,676,156	927,680,346	929,469,094	927,718,517
Basic earnings per common share	\$ 0.844	\$ 0.930	\$ 1.605	\$ 1.299
Diluted earnings per common share	\$ 0.842	\$ 0.930	\$ 1.604	\$ 1.299
Dividends per common share	\$ 0.438	\$ 0.438	\$ 0.876	\$ 0.876

12. Capital Management

(a) Policies and Objectives

Managing capital is the continual process of establishing and maintaining the quantity and quality of capital appropriate for the Company and ensuring capital is deployed in a manner consistent with the expectations of the Company's stakeholders. For these purposes, the Board considers the key stakeholders to be the Company's shareholders, policyholders and holders of subordinated liabilities in addition to the relevant regulators in the various jurisdictions where the Company and its subsidiaries operate.

The Company manages its capital on both a consolidated basis as well as at the individual operating subsidiary level. The primary objectives of the Company's capital management strategy are:

- to maintain the capitalization of its regulated operating subsidiaries at a level that will exceed the relevant minimum regulatory capital requirements in the jurisdictions in which they operate;
- to maintain strong credit and financial strength ratings of the Company ensuring stable access to capital markets; and
- to provide an efficient capital structure to maximize shareholders' value in the context of the Company's operational risks and strategic plans.

The capital planning process is the responsibility of the Company's Chief Financial Officer. The capital plan is approved by the Company's Board of Directors on an annual basis. The Board of Directors reviews and approves all capital transactions undertaken by management.

The target level of capitalization for the Company and its subsidiaries is assessed by considering various factors such as the probability of falling below the minimum regulatory capital requirements in the relevant operating jurisdiction, the views expressed by various credit rating agencies that provide financial strength and other ratings to the Company, and the desire to hold sufficient capital to be able to honour all policyholder and other obligations of the Company with a high degree of confidence.

12. Capital Management (cont'd)

(b) Regulatory Capital

In Canada, OSFI has established a regulatory capital adequacy measurement for life insurance companies incorporated under the Insurance Companies Act (Canada) and their subsidiaries.

The Life Insurance Capital Adequacy Test (LICAT) Ratio compares the regulatory capital resources of a company to its required capital, defined by OSFI, as the aggregate of all defined capital requirements. The total capital resources are provided by the sum of Available Capital, Surplus Allowance and Eligible Deposits.

The following provides a summary of the LICAT information and ratios for Canada Life:

	June 30 2021	December 31 2020
Tier 1 Capital	\$ 12,418	\$ 11,593
Tier 2 Capital	4,205	4,568
Total Available Capital	16,623	16,161
Surplus Allowance & Eligible Deposits	13,563	14,226
Total Capital Resources	\$ 30,186	\$ 30,387
 Required Capital	 \$ 24,008	 \$ 23,607
 Total LICAT Ratio (OSFI Supervisory Target = 100%) ⁽¹⁾	 126 %	 129 %

⁽¹⁾ Total Ratio (%) = (Total Capital Resources / Required Capital)

Other foreign operations and foreign subsidiaries of the Company are required to comply with local capital or solvency requirements in their respective jurisdictions.

13. Pension Plans and Other Post-Employment Benefits

The total pension plans and other post-employment benefits expense included in operating expenses and other comprehensive income are as follows:

	For the three months ended June 30		For the six months ended June 30	
	2021	2020	2021	2020
Pension plans				
Service costs	\$ 67	\$ 56	\$ 138	\$ 116
Net interest costs	5	8	11	14
Curtailment	(1)	—	—	(1)
	<u>71</u>	<u>64</u>	<u>149</u>	<u>129</u>
Other post-employment benefits				
Service costs	1	—	2	1
Net interest costs	3	3	5	6
	<u>4</u>	<u>3</u>	<u>7</u>	<u>7</u>
Pension plans and other post-employment benefits expense - Consolidated Statements of Earnings	<u>75</u>	<u>67</u>	<u>156</u>	<u>136</u>
Pension plans - re-measurements (gain) loss				
Actuarial (gain) loss	190	1,209	(498)	249
Return on assets (greater) less than assumed	(229)	(580)	(148)	20
Administrative expenses less than assumed	—	(1)	—	(2)
Change in the asset ceiling	(1)	(53)	11	16
Pension plans re-measurement (gain) loss	<u>(40)</u>	<u>575</u>	<u>(635)</u>	<u>283</u>
Other post-employment benefits - re-measurements				
Actuarial (gain) loss	7	54	(29)	19
Pension plans and other post-employment benefits re-measurements - other comprehensive (income) loss	<u>(33)</u>	<u>629</u>	<u>(664)</u>	<u>302</u>
Total pension plans and other post- employment benefits (income) expense including re-measurements	<u>\$ 42</u>	<u>\$ 696</u>	<u>\$ (508)</u>	<u>\$ 438</u>

The following sets out the weighted average discount rate used to re-measure the defined benefit obligation for pension plans and other post-employment benefits at the following dates:

	June 30		December 31	
	2021	2020	2020	2019
Weighted average discount rate	2.7 %	2.4 %	2.2 %	2.6 %

14. Income Taxes

(a) Income Tax Expense

Income tax expense (recovery) consists of the following:

	For the three months ended June 30		For the six months ended June 30	
	2021	2020	2021	2020
Current income taxes	\$ (163)	\$ 10	\$ (67)	\$ 53
Deferred income taxes	269	85	230	29
Total income tax expense	\$ 106	\$ 95	\$ 163	\$ 82

(b) Effective Income Tax Rate

The effective income tax rates are generally lower than the Company's statutory income tax rate of 26.50% due to benefits related to non-taxable investment income and lower income tax in certain foreign jurisdictions.

The overall effective income tax rate for the three months ended June 30, 2021 was 9.5% which is comparable to 9.1% for the three months ended June 30, 2020. The effective income tax rate for the three months ended June 30, 2021 included the impact of the resolution of outstanding issues with tax authorities in Europe and Canada which were offset by changes in certain tax estimates as well as the impact of the revaluation of deferred tax liabilities in the United Kingdom due to a future rate increase from 19% to 25% for 2023 onwards.

The overall effective income tax rate for the six months ended June 30, 2021 was 8.4% compared to 5.8% for the six months ended June 30, 2020. The effective income tax rate for the six months ended June 30, 2021 was higher than the effective income tax rate for the six months ended June 30, 2020 primarily due to changes in certain tax estimates and jurisdictional mix of earnings, partially offset by the impact of the resolution of outstanding issues with tax authorities in Europe and Canada.

The effective income tax rate for the shareholder account for the three months ended June 30, 2021 was 12.1% compared to 9.0% for the three months ended June 30, 2020.

The effective income tax rate for the shareholder account for the six months ended June 30, 2021 was 10.9% compared to 6.4% for the six months ended June 30, 2020.

15. Segmented Information

(a) Consolidated Net Earnings

For the three months ended June 30, 2021

	Canada	United States	Europe	Capital and Risk Solutions	Lifeco Corporate	Total
Income						
Total net premiums	\$ 3,290	\$ 1,245	\$ 934	\$ 6,282	\$ —	\$ 11,751
Net investment income						
Regular net investment income	703	481	360	71	(4)	1,611
Changes in fair value through profit or loss	1,518	822	314	138	1	2,793
Total net investment income (loss)	2,221	1,303	674	209	(3)	4,404
Fee and other income	492	960	346	2	—	1,800
	6,003	3,508	1,954	6,493	(3)	17,955
Benefits and expenses						
Paid or credited to policyholders	4,489	2,353	1,204	6,275	—	14,321
Other ⁽¹⁾	936	873	446	55	25	2,335
Financing charges	34	34	6	2	1	77
Amortization of finite life intangible assets	30	42	14	—	—	86
Restructuring and integration expenses	—	21	—	—	—	21
Earnings (loss) before income taxes	514	185	284	161	(29)	1,115
Income taxes	30	39	75	3	(41)	106
Net earnings before non-controlling interests	484	146	209	158	12	1,009
Non-controlling interests	195	(4)	1	—	—	192
Net earnings	289	150	208	158	12	817
Preferred share dividends	28	—	5	—	—	33
Net earnings before capital allocation	261	150	203	158	12	784
Impact of capital allocation	27	—	(18)	(6)	(3)	—
Net earnings - common shareholders	\$ 288	\$ 150	\$ 185	\$ 152	\$ 9	\$ 784

⁽¹⁾ Includes commissions, operating and administrative expenses, and premium taxes.

15. Segmented Information (cont'd)

For the three months ended June 30, 2020

	Canada	United States	Europe	Capital and Risk Solutions	Lifeco Corporate	Total
Income						
Total net premiums	\$ 3,083	\$ 1,403	\$ 929	\$ 4,975	\$ —	\$ 10,390
Net investment income						
Regular net investment income	807	343	357	88	1	1,596
Changes in fair value through profit or loss	3,290	943	1,641	444	—	6,318
Total net investment income	4,097	1,286	1,998	532	1	7,914
Fee and other income	410	654	340	2	—	1,406
	7,590	3,343	3,267	5,509	1	19,710
Benefits and expenses						
Paid or credited to policyholders	6,251	2,517	2,534	5,257	—	16,559
Other ⁽¹⁾	832	665	422	54	7	1,980
Financing charges	32	25	7	3	2	69
Amortization of finite life intangible assets	27	22	12	—	—	61
Earnings (loss) before income taxes	448	114	292	195	(8)	1,041
Income taxes	65	17	11	4	(2)	95
Net earnings (loss) before non-controlling interests	383	97	281	191	(6)	946
Non-controlling interests	33	16	1	(1)	—	49
Net earnings (loss)	350	81	280	192	(6)	897
Preferred share dividends	29	—	5	—	—	34
Net earnings (loss) before capital allocation	321	81	275	192	(6)	863
Impact of capital allocation	32	(3)	(22)	(5)	(2)	—
Net earnings (loss) - common shareholders	\$ 353	\$ 78	\$ 253	\$ 187	\$ (8)	\$ 863

⁽¹⁾ Includes commissions, operating and administrative expenses, and premium taxes.

15. Segmented Information (cont'd)

For the six months ended June 30, 2021

	Canada	United States	Europe	Capital and Risk Solutions	Lifeco Corporate	Total
Income						
Total net premiums	\$ 6,486	\$ 2,791	\$ 1,878	\$ 13,748	\$ —	\$ 24,903
Net investment income						
Regular net investment income	1,416	964	659	136	(8)	3,167
Changes in fair value through profit or loss	(730)	(402)	(1,380)	(249)	3	(2,758)
Total net investment income (loss)	686	562	(721)	(113)	(5)	409
Fee and other income	961	1,887	699	4	—	3,551
	<u>8,133</u>	<u>5,240</u>	<u>1,856</u>	<u>13,639</u>	<u>(5)</u>	<u>28,863</u>
Benefits and expenses						
Paid or credited to policyholders	5,294	2,992	414	13,207	—	21,907
Other ⁽¹⁾	1,858	1,760	890	114	30	4,652
Financing charges	67	71	12	4	2	156
Amortization of finite life intangible assets	53	85	27	—	—	165
Restructuring and integration expenses	—	37	—	—	—	37
Earnings (loss) before income taxes	<u>861</u>	<u>295</u>	<u>513</u>	<u>314</u>	<u>(37)</u>	<u>1,946</u>
Income taxes	63	53	86	4	(43)	163
Net earnings before non-controlling interests	<u>798</u>	<u>242</u>	<u>427</u>	<u>310</u>	<u>6</u>	<u>1,783</u>
Non-controlling interests	221	3	2	—	—	226
Net earnings	<u>577</u>	<u>239</u>	<u>425</u>	<u>310</u>	<u>6</u>	<u>1,557</u>
Preferred share dividends	57	—	9	—	—	66
Net earnings before capital allocation	<u>520</u>	<u>239</u>	<u>416</u>	<u>310</u>	<u>6</u>	<u>1,491</u>
Impact of capital allocation	55	—	(36)	(13)	(6)	—
Net earnings - common shareholders	<u>\$ 575</u>	<u>\$ 239</u>	<u>\$ 380</u>	<u>\$ 297</u>	<u>\$ —</u>	<u>\$ 1,491</u>

⁽¹⁾ Includes commissions, operating and administrative expenses, and premium taxes.

15. Segmented Information (cont'd)

For the six months ended June 30, 2020

	Canada	United States	Europe	Capital and Risk Solutions	Lifeco Corporate	Total
Income						
Total net premiums	\$ 6,330	\$ 3,665	\$ 1,720	\$ 9,581	\$ —	\$ 21,296
Net investment income						
Regular net investment income	1,423	655	650	172	10	2,910
Changes in fair value through profit or loss	1,084	633	977	236	—	2,930
Total net investment income	2,507	1,288	1,627	408	10	5,840
Fee and other income	850	1,319	673	5	—	2,847
	9,687	6,272	4,020	9,994	10	29,983
Benefits and expenses						
Paid or credited to policyholders	7,203	4,723	2,758	9,580	—	24,264
Other ⁽¹⁾	1,747	1,339	852	107	11	4,056
Financing charges	64	49	13	6	2	134
Amortization of finite life intangible assets	50	43	24	—	—	117
Earnings (loss) before income taxes	623	118	373	301	(3)	1,412
Income taxes	82	15	(25)	11	(1)	82
Net earnings (loss) before non-controlling interests	541	103	398	290	(2)	1,330
Non-controlling interests	44	14	1	(1)	—	58
Net earnings (loss)	497	89	397	291	(2)	1,272
Preferred share dividends	57	—	10	—	—	67
Net earnings (loss) before capital allocation	440	89	387	291	(2)	1,205
Impact of capital allocation	64	(6)	(43)	(11)	(4)	—
Net earnings (loss) - common shareholders	\$ 504	\$ 83	\$ 344	\$ 280	\$ (6)	\$ 1,205

⁽¹⁾ Includes commissions, operating and administrative expenses, and premium taxes.

The revenue by source currency for Capital and Risk Solutions:

	For the three months ended June 30		For the six months ended June 30	
	2021	2020	2021	2020
Revenue				
United States	\$ 5,458	\$ 4,195	\$ 10,470	\$ 8,197
United Kingdom	458	632	615	752
Other	577	682	2,554	1,045
Total revenue	\$ 6,493	\$ 5,509	\$ 13,639	\$ 9,994

15. Segmented Information (cont'd)

(b) Consolidated Total Assets and Liabilities

		June 30, 2021				
		Canada	United States	Europe	Capital and Risk Solutions	Total
Assets						
Invested assets	\$	87,817	\$ 52,299	\$ 48,178	\$ 6,950	\$ 195,244
Goodwill and intangible assets		5,645	5,566	3,010	—	14,221
Other assets		4,113	29,385	9,309	8,225	51,032
Investments on account of segregated fund policyholders		96,953	117,384	129,342	—	343,679
Total	\$	194,528	\$ 204,634	\$ 189,839	\$ 15,175	\$ 604,176
Liabilities						
Insurance and investment contract liabilities	\$	81,240	\$ 73,039	\$ 45,553	\$ 11,730	\$ 211,562
Other liabilities		7,656	8,258	4,178	887	20,979
Investment and insurance contracts on account of segregated fund policyholders		96,953	117,384	129,342	—	343,679
Total	\$	185,849	\$ 198,681	\$ 179,073	\$ 12,617	\$ 576,220

15. Segmented Information (cont'd)

December 31, 2020					
	Canada	United States	Europe	Capital and Risk Solutions	Total
Assets					
Invested assets	\$ 87,732	\$ 54,522	\$ 50,793	\$ 5,951	\$ 198,998
Goodwill and intangible assets	5,625	5,729	3,037	—	14,391
Other assets	3,661	30,347	10,151	8,910	53,069
Investments on account of segregated fund policyholders	90,680	117,982	125,370	—	334,032
Total	\$ 187,698	\$ 208,580	\$ 189,351	\$ 14,861	\$ 600,490
Liabilities					
Insurance and investment contract liabilities	\$ 81,556	\$ 76,793	\$ 48,243	\$ 11,455	\$ 218,047
Other liabilities	7,731	8,004	4,767	894	21,396
Investment and insurance contracts on account of segregated fund policyholders	90,680	117,982	125,370	—	334,032
Total	\$ 179,967	\$ 202,779	\$ 178,380	\$ 12,349	\$ 573,475

The assets by source currency for Capital and Risk Solutions:

	June 30 2021	December 31 2020
Assets		
United States	\$ 6,234	\$ 6,667
United Kingdom	6,944	7,572
Other	1,997	622
Total assets	\$ 15,175	\$ 14,861

16. Correction of Immaterial Classification Error to Presentation of March 31, 2021 Consolidated Statements of Earnings

The following immaterial classification error was corrected related to certain Consolidated Statements of Earnings items for the first quarter of 2021.

Gross premiums written were overstated by \$1,209 and gross policyholder benefits were overstated by \$1,209. The amounts were determined during the ongoing integration of the MassMutual acquisition and relate to a difference in the administration and reporting of certain client activity. The restated numbers conform to the Company's accounting policies and have no impact on March 31, 2021 reported net earnings.

A summary of the impacts of the correction of the error for the March 31, 2021 financial statements is presented below.

Increase (decrease)	Gross premiums written	Gross policyholder benefits
For the three months ended March 31, 2021		
Amounts previously reported	\$ 15,600	\$ 13,841
Reclassification	(1,209)	(1,209)
Revised amount	<u>\$ 14,391</u>	<u>\$ 12,632</u>

IGM Financial Inc.

PART C

Management's Discussion and Analysis

PAGE C 2

Financial Statements and Notes

PAGE C 62

Please note that the bottom of each page in Part C contains two different page numbers. A page number with the prefix "C" refers to the number of such page in this document and the page number without any prefix refers to the number of such page in the original document issued by IGM Financial Inc.

The attached documents concerning IGM Financial Inc. are documents prepared and publicly disclosed by such subsidiary. Certain statements in the attached documents, other than statements of historical fact, are forward-looking statements based on certain assumptions and reflect the current expectations of the subsidiary as set forth therein. Forward-looking statements are provided for the purposes of assisting the reader in understanding the subsidiary's financial performance, financial position and cash flows as at and for the periods ended on certain dates and to present information about the subsidiary's management's current expectations and plans relating to the future and the reader is cautioned that such statements may not be appropriate for other purposes.

By its nature, forward-looking information is subject to inherent risks and uncertainties that may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, that assumptions may not be correct and that objectives, strategic goals and priorities will not be achieved.

For further information provided by the subsidiary as to the material factors that could cause actual results to differ materially from the content of forward-looking statements, the material factors and assumptions that were applied in making the forward-looking statements, and the subsidiary's policy for updating the content of forward-looking statements, please see the attached documents, including the section entitled Forward-Looking Statements. The reader is cautioned to consider these factors and assumptions carefully and not to put undue reliance on forward-looking statements.

Management's Discussion and Analysis

The Management's Discussion and Analysis (MD&A) presents management's view of the results of operations and financial condition of IGM Financial Inc. (IGM Financial or the Company) as at and for the three and six months ended June 30, 2021 and should be read in conjunction with the unaudited Interim Condensed Consolidated Financial Statements (Interim Financial Statements) as well as the 2020 IGM Financial Inc. Annual Report and the 2021 IGM Financial Inc. First Quarter Report to Shareholders filed on www.sedar.com. Commentary in the MD&A as at and for the three and six months ended June 30, 2021 is as of August 4, 2021.

Basis of Presentation and Summary of Accounting Policies

The Interim Financial Statements of IGM Financial, which are the basis of the information presented in the Company's MD&A, have been prepared in accordance with International Accounting Standard 34, *Interim Financial Reporting* (IFRS) and are presented in Canadian dollars (Note 2 of the Interim Financial Statements).

Forward-looking Statements

Certain statements in this report, other than statements of historical fact, are forward-looking statements based on certain assumptions and reflect IGM Financial's current expectations. Forward-looking statements are provided to assist the reader in understanding the Company's financial position and results of operations as at and for the periods ended on certain dates and to present information about management's current expectations and plans relating to the future. Readers are cautioned that such statements may not be appropriate for other purposes. These statements may include, without limitation, statements regarding the operations, business, financial condition, expected financial results, performance, prospects, opportunities, priorities, targets, goals, ongoing objectives, strategies and outlook of the Company, as well as the outlook for North American and international economies, for the current fiscal year and subsequent periods. Forward-looking statements include statements that are predictive in nature, depend upon or refer to future events or conditions, or include words such as "expects", "anticipates", "plans", "believes", "estimates", "seeks", "intends", "targets", "projects", "forecasts" or negative versions thereof and other similar expressions, or future or conditional verbs such as "may", "will", "should", "would" and "could".

This information is based upon certain material factors or assumptions that were applied in drawing a conclusion or making a forecast or projection as reflected in the forward-looking statements, including the perception of historical trends, current conditions and expected future developments, as well as other factors that are believed to be appropriate in the circumstances. While the Company considers these assumptions to be reasonable based on information currently available to management, they may prove to be incorrect.

By its nature, this information is subject to inherent risks and uncertainties that may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, that assumptions may not be correct and that objectives, strategic goals and priorities will not be achieved.

A variety of material factors, many of which are beyond the Company's and its subsidiaries' control, affect the operations, performance and results of the Company,

and its subsidiaries, and their businesses, and could cause actual results to differ materially from current expectations of estimated or anticipated events or results. These factors include, but are not limited to: the impact or unanticipated impact of general economic, political and market factors in North America and internationally, interest and foreign exchange rates, global equity and capital markets, management of market liquidity and funding risks, changes in accounting policies and methods used to report financial condition (including uncertainties associated with critical accounting assumptions and estimates), the effect of applying future accounting changes, operational and reputational risks, business competition, technological change, changes in government regulations and legislation, changes in tax laws, unexpected judicial or regulatory proceedings, catastrophic events, outbreaks of disease or pandemics (such as COVID-19), the Company's ability to complete strategic transactions, integrate acquisitions and implement other growth strategies, and the Company's and its subsidiaries' success in anticipating and managing the foregoing factors.

The reader is cautioned that the foregoing list is not exhaustive of the factors that may affect any of the Company's forward-looking statements. The reader is also cautioned to consider these and other factors, uncertainties and potential events carefully and not place undue reliance on forward-looking statements.

Other than as specifically required by applicable Canadian law, the Company undertakes no obligation to update any forward-looking statements to reflect events or circumstances after the date on which such statements are made, or to reflect the occurrence of unanticipated events, whether as a result of new information, future events or results, or otherwise.

Additional information about the risks and uncertainties of the Company's business and material factors or assumptions on which information contained in forward-looking statements is based is provided in its disclosure materials, including this Management's Discussion and Analysis and its most recent Annual Information Form, filed with the securities regulatory authorities in Canada, available at www.sedar.com.

Non-IFRS Financial Measures and Additional IFRS Measures

Net earnings available to common shareholders, which is an additional measure in accordance with IFRS, may be subdivided into two components consisting of:

- Adjusted net earnings available to common shareholders; and
- Other items, which include the after-tax impact of any item that management considers to be of a non-recurring nature or that could make the period-over-period comparison of results from operations less meaningful.

"Adjusted net earnings available to common shareholders", "adjusted diluted earnings per share" (EPS) and "adjusted return on average common equity" (ROE) are non-IFRS financial measures which are used to provide management and investors with additional measures to assess earnings performance. These non-IFRS financial measures do not have standard meanings prescribed by IFRS and may not be directly comparable to similar measures used by other companies.

"Earnings before interest and taxes" (EBIT), "adjusted earnings before interest and taxes" (Adjusted EBIT), "earnings before interest, taxes, depreciation and amortization before sales commissions" (EBITDA before sales commissions), and "earnings before interest, taxes, depreciation and amortization after sales commissions" (EBITDA after sales commissions) are also non-IFRS financial measures. EBIT, Adjusted EBIT, EBITDA before

sales commissions and EBITDA after sales commissions are alternative measures of performance utilized by management, investors and investment analysts to evaluate and analyze the Company's results. EBITDA before sales commissions excludes all sales commissions. EBITDA after sales commissions includes all sales commissions and highlights aggregate cash flows. Other items of a non-recurring nature, or that could make the period-over-period comparison of results from operations less meaningful, are further excluded to arrive at EBITDA before sales commissions and EBITDA after sales commissions. These non-IFRS financial measures do not have standard meanings prescribed by IFRS and may not be directly comparable to similar measures used by other companies.

"Earnings before income taxes" and "net earnings available to common shareholders" are additional IFRS measures which are used to provide management and investors with additional measures to assess earnings performance. These measures are considered additional IFRS measures as they are in addition to the minimum line items required by IFRS and are relevant to an understanding of the entity's financial performance.

Refer to the appropriate reconciliations of non-IFRS financial measures to reported results in accordance with IFRS in Tables 1 to 4.

Summary of Consolidated Operating Results

IGM Financial Inc. (TSX:IGM) is a leading wealth and asset management company supporting financial advisors and the clients they serve in Canada, and institutional investors throughout North America, Europe and Asia. The Company operates through a number of operating subsidiaries and also holds a number of strategic investments that provide benefits to these subsidiaries while furthering the Company's growth prospects. The Company's principle operating subsidiaries are wealth manager IG Wealth Management and asset manager Mackenzie Investments. The Company also operates through wealth manager Investment Planning Counsel and has strategic investments in Great-West Lifeco Inc. (Lifeco), China Asset Management Co., Ltd. (China AMC), Northleaf Capital Group Ltd. (Northleaf), and Wealthsimple Financial Corp. (Wealthsimple) as described more fully later in this MD&A.

In the third quarter of 2020, the Company realigned its financial reporting and related disclosures to reflect its current reportable segments of Wealth Management, Asset Management and Strategic Investments and Other. In the first quarter of 2021, the Company further expanded its reportable segment disclosures to report to Net Earnings. These segments are described later in this MD&A.

IGM Financial's assets under management and advisement were \$262.0 billion as at June 30, 2021, the highest level in the history of the Company, compared with \$188.3 billion at June 30, 2020 and \$240.0 billion at December 31, 2020, as detailed in Tables 6 and 7. Average total assets under management and advisement for the second quarter of 2021 were \$255.4 billion compared to \$181.5 billion in the second quarter of 2020. Average total assets under management and advisement for the six months ended June 30, 2021 were \$249.7 billion compared to \$183.9 billion for the six months ended June 30, 2020.

Total assets under management were \$233.6 billion at June 30, 2021, also the highest all-time level, compared with \$165.4 billion at June 30, 2020 and \$214.0 billion at December 31, 2020. Average total assets under management for the second quarter of 2021 were \$227.8 billion compared to \$159.2 billion in the second quarter of 2020. Average total assets under management for the six months ended June 30, 2021 were \$222.8 billion compared to \$161.5 billion for the comparative period in 2020.

Net earnings available to common shareholders for the three months ended June 30, 2021 were \$237.4 million and a record high of 99 cents per share compared with net earnings available to common shareholders of \$183.5 million or 77 cents per share for the comparative period in 2020. Net earnings available to common shareholders for the six months ended June 30, 2021 were \$439.6 million or \$1.84 per share compared to net earnings

available to common shareholders of \$344.4 million or \$1.45 per share for the comparative period in 2020.

Shareholders' equity was \$6.1 billion as at June 30, 2021 compared to \$5.0 billion at December 31, 2020. Return on average common equity based on net earnings for the six months ended June 30, 2021 was 15.5% compared with 15.0% for the comparative period in 2020. Excluding the impact of fair value through other comprehensive income investments net of tax, return on average common equity at June 30, 2021 is 17.9%. The quarterly dividend per common share declared in the second quarter of 2021 was 56.25 cents, unchanged from the first quarter of 2021.

WEALTHSIMPLE FINANCIAL CORP. (WEALTHSIMPLE)

Wealthsimple is an online investment manager that provides financial investment guidance.

On May 3, 2021, Wealthsimple announced a \$750 million equity fundraising, valuing IGM's investment in Wealthsimple at \$1,448 million. As part of the transaction, IGM Financial Inc. disposed of a portion of its investment for proceeds of \$294 million (\$258 million after-tax).

The Company continues to be the largest shareholder in Wealthsimple with an interest of 23% and fair value of \$1,153 million.

COVID-19

Governments worldwide have enacted emergency measures to combat the spread of a novel strain of coronavirus (COVID-19). These measures, which include the implementation of travel bans, closing of non-essential businesses, self-imposed quarantine periods and social distancing, have caused significant volatility in global equity markets and material disruption to global businesses. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions.

The distribution of vaccines has resulted in the easing of restrictions in many economies and has contributed to strong gains in certain economic sectors during 2021. However, vaccine effectiveness against new variants of the virus contribute towards uncertainty of the timing of a full economic recovery. As a result, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operating subsidiaries in future periods.

COVID-19 has the current and ongoing potential to expose the Company to a number of risks inherent in our business activities.

These include: liquidity risk; credit risk; business risk and risks related to assets under management and advisement; operational risk; governance, oversight and strategic risk; regulatory developments; and people risk. These risks are discussed in further detail in the Risk Management section of this MD&A.

MARKET OVERVIEW

Returns in financial markets have remained strong in 2021 with a continued upward trend since the first quarter of 2020:

- The S&P TSX Composite index increased by 7.3% in the first quarter of 2021 and 7.8% in the second quarter of 2021.
- U.S. equity markets, as measured by the S&P 500 index, increased by 5.8% in the first quarter of 2021 and 8.2% in the second quarter of 2021.
- The FTSE TMX Canada Universe Bond index decreased by 5.7% in the first quarter of 2021, while in the second quarter of 2021 the index increased by 1.0%. These 2021 quarterly total returns reflect approximate changes in long-term interest rates of an increase of 0.50% in the first quarter and a decrease of 0.15% in the second quarter.
- Our clients experienced an average investment return in the first quarter of 2021 of 2.7% and 4.5% in the second quarter of 2021.

IGM Financial's assets under management and advisement increased by 9.2% from \$240.0 billion at December 31, 2020 to \$262.0 billion at June 30, 2021, and increased by 39.2% from \$188.3 billion at June 30, 2020. The increase included \$30.3 billion in net business acquisitions in the fourth quarter of GLC Asset Management Group Ltd. (GLC) and Greenchip Financial Corp. (Greenchip).

REPORTING CHANGES

Effective January 1, 2021, the Company expanded its reportable segment disclosures to report to Net earnings, whereas previously it reported to Earnings before interest and taxes. These changes further build on the disclosure enhancements announced by the Company in the third quarter of 2020, which were introduced to improve transparency into key drivers of each business line and help stakeholders understand and assess components of value. The Company's reportable segments are Wealth Management, Asset Management and Strategic Investments & Other.

Prior period comparative information has been restated to reflect these changes.

These changes have no impact on the reported earnings of the Company.

TABLE 1: RECONCILIATION OF NON-IFRS FINANCIAL MEASURES

(\$ millions)	THREE MONTHS ENDED			SIX MONTHS ENDED	
	2021 JUN. 30	2021 MAR. 31	2020 JUN. 30	2021 JUN. 30	2020 JUN. 30
Net earnings available to common shareholders – IFRS	\$ 237.4	\$ 202.2	\$ 183.5	\$ 439.6	\$ 344.4
Net earnings per share⁽¹⁾ available to common shareholders – IFRS	\$ 0.99	\$ 0.85	\$ 0.77	\$ 1.84	\$ 1.45
EBITDA before sales commissions – Non-IFRS measure	\$ 379.7	\$ 333.2	\$ 292.0	\$ 712.9	\$ 563.7
Sales-based commissions paid	(42.7)	(47.1)	(27.5)	(89.8)	(68.2)
EBITDA after sales commissions – Non-IFRS measure	337.0	286.1	264.5	623.1	495.5
Sales-based commissions paid subject to amortization	37.7	40.2	23.4	77.9	56.4
Amortization of capitalized sales commissions	(13.6)	(12.1)	(8.6)	(25.7)	(16.3)
Amortization of capital, intangible and other assets	(25.5)	(24.0)	(20.4)	(49.5)	(40.5)
Adjusted Earnings before interest and income taxes – Non-IFRS measure	335.6	290.2	258.9	625.8	495.1
Interest expense ⁽²⁾	(28.5)	(28.1)	(27.5)	(56.6)	(54.8)
Earnings before income taxes	307.1	262.1	231.4	569.2	440.3
Income taxes	69.3	59.7	47.9	129.0	95.9
Net earnings	237.8	202.4	183.5	440.2	344.4
Non-controlling interest	0.4	0.2	–	0.6	–
Net earnings available to common shareholders – IFRS	\$ 237.4	\$ 202.2	\$ 183.5	\$ 439.6	\$ 344.4

(1) Diluted earnings per share.

(2) Interest expense includes interest on long-term debt and interest on leases.

These changes are intended to:

- Better reflect the business performance of underlying segments
- Reflect the capacity for financial leverage within the segments
- Encourage sum-of-parts approach to value assessment

To calculate segment Net earnings, debt and interest is allocated to each segment based on management's assessment of:

i) capacity to service the debt, and ii) where the debt is being serviced. Income tax expense is calculated based on revenue and expenses included in each segment.

REPORTABLE SEGMENTS

The segments as described below reflect the Company's internal financial reporting and performance measurement (Tables 2 and 3):

- **Wealth Management** – reflects the activities of operating companies that are principally focused on providing financial planning and related services to Canadian households. This segment includes the activities of IG Wealth Management and Investment Planning Counsel. These firms are retail distribution organizations who serve Canadian households through their securities dealers, mutual fund dealers and

TABLE 2: CONSOLIDATED OPERATING RESULTS BY SEGMENT – Q2 2021 VS. Q2 2020

THREE MONTHS ENDED (\$ millions)	WEALTH MANAGEMENT		ASSET MANAGEMENT		STRATEGIC INVESTMENTS & OTHER		INTERSEGMENT ELIMINATIONS		TOTAL	
	2021 JUN. 30	2020 JUN. 30	2021 JUN. 30	2020 JUN. 30	2021 JUN. 30	2020 JUN. 30	2021 JUN. 30	2020 JUN. 30	2021 JUN. 30	2020 JUN. 30
Revenues										
Wealth management	\$ 632.4	\$ 535.0	\$ –	\$ –	\$ –	\$ –	\$ (4.8)	\$ (3.9)	\$ 627.6	\$ 531.1
Asset management	–	–	276.3	214.5	–	–	(28.0)	(23.8)	248.3	190.7
Dealer compensation expense	–	–	(87.4)	(69.9)	–	–	4.7	3.8	(82.7)	(66.1)
Net asset management	–	–	188.9	144.6	–	–	(23.3)	(20.0)	165.6	124.6
Net investment income and other	0.6	1.8	1.1	3.0	0.8	2.8	–	–	2.5	7.6
Proportionate share of associates' earnings	–	–	–	–	48.2	43.3	–	–	48.2	43.3
	633.0	536.8	190.0	147.6	49.0	46.1	(28.1)	(23.9)	843.9	706.6
Expenses										
Advisory and business development	266.0	229.4	25.1	16.0	–	–	–	–	291.1	245.4
Operations and support	115.0	109.6	80.5	74.7	1.3	1.1	–	–	196.8	185.4
Sub-advisory	46.5	38.6	1.9	2.2	–	–	(28.0)	(23.9)	20.4	16.9
	427.5	377.6	107.5	92.9	1.3	1.1	(28.0)	(23.9)	508.3	447.7
Adjusted earnings before interest and taxes	205.5	159.2	82.5	54.7	47.7	45.0	(0.1)	–	335.6	258.9
Interest expense ⁽¹⁾	22.5	22.3	6.0	5.2	–	–	–	–	28.5	27.5
Adjusted earnings before income taxes	183.0	136.9	76.5	49.5	47.7	45.0	(0.1)	–	307.1	231.4
Income taxes	48.7	36.4	20.0	12.9	0.7	(1.4)	(0.1)	–	69.3	47.9
Adjusted net earnings	134.3	100.5	56.5	36.6	47.0	46.4	–	–	237.8	183.5
Non-controlling interest	–	–	–	–	0.4	–	–	–	0.4	–
Adjusted net earnings available to common shareholders⁽²⁾	\$ 134.3	\$ 100.5	\$ 56.5	\$ 36.6	\$ 46.6	\$ 46.4	\$ –	\$ –	237.4	183.5
Other items, net of tax									–	–
Net earnings available to common shareholders									\$ 237.4	\$ 183.5

(1) Interest expense includes interest on long-term debt and interest on leases.

(2) Refer to Non-IFRS Financial Measures and Additional IFRS Measures in this MD&A for an explanation of the Company's use of non-IFRS financial measures.

TABLE 3: CONSOLIDATED OPERATING RESULTS BY SEGMENT – SIX MONTHS ENDED

SIX MONTHS ENDED (\$ millions)	WEALTH MANAGEMENT		ASSET MANAGEMENT		STRATEGIC INVESTMENTS & OTHER		INTERSEGMENT ELIMINATIONS		TOTAL	
	2021 JUN. 30	2020 JUN. 30	2021 JUN. 30	2020 JUN. 30	2021 JUN. 30	2020 JUN. 30	2021 JUN. 30	2020 JUN. 30	2021 JUN. 30	2020 JUN. 30
Revenues										
Wealth management	\$ 1,240.4	\$ 1,101.8	\$ –	\$ –	\$ –	\$ –	\$ (9.3)	\$ (8.0)	\$ 1,231.1	\$ 1,093.8
Asset management	–	–	536.2	438.3	–	–	(54.9)	(49.1)	481.3	389.2
Dealer compensation expense	–	–	(172.7)	(145.4)	–	–	9.3	7.9	(163.4)	(137.5)
Net asset management	–	–	363.5	292.9	–	–	(45.6)	(41.2)	317.9	251.7
Net investment income and other	2.4	0.6	2.3	0.8	1.0	4.3	(0.1)	(0.1)	5.6	5.6
Proportionate share of associates' earnings	–	–	–	–	89.8	63.4	–	–	89.8	63.4
	1,242.8	1,102.4	365.8	293.7	90.8	67.7	(55.0)	(49.3)	1,644.4	1,414.5
Expenses										
Advisory and business development	529.7	468.7	45.4	35.9	–	–	–	(0.1)	575.1	504.5
Operations and support	237.0	229.2	164.0	149.4	2.4	2.0	(0.1)	(0.1)	403.3	380.5
Sub-advisory	91.5	78.8	3.6	4.7	–	–	(54.9)	(49.1)	40.2	34.4
	858.2	776.7	213.0	190.0	2.4	2.0	(55.0)	(49.3)	1,018.6	919.4
Adjusted earnings before interest and taxes	384.6	325.7	152.8	103.7	88.4	65.7	–	–	625.8	495.1
Interest expense ⁽¹⁾	44.8	44.5	11.8	10.3	–	–	–	–	56.6	54.8
Adjusted earnings before income taxes	339.8	281.2	141.0	93.4	88.4	65.7	–	–	569.2	440.3
Income taxes	90.7	75.1	36.5	24.5	1.8	(3.7)	–	–	129.0	95.9
Adjusted net earnings	249.1	206.1	104.5	68.9	86.6	69.4	–	–	440.2	344.4
Non-controlling interest	–	–	–	–	0.6	–	–	–	0.6	–
Adjusted net earnings available to common shareholders⁽²⁾	\$ 249.1	\$ 206.1	\$ 104.5	\$ 68.9	\$ 86.0	\$ 69.4	\$ –	\$ –	439.6	344.4
Other items, net of tax									–	–
Net earnings available to common shareholders									\$ 439.6	\$ 344.4

(1) Interest expense includes interest on long-term debt and interest on leases.

(2) Refer to Non-IFRS Financial Measures and Additional IFRS Measures in this MD&A for an explanation of the Company's use of non-IFRS financial measures.

other subsidiaries licensed to distribute financial products and services. A majority of the revenues of this segment are derived from providing financial advice and distributing financial products and services to Canadian households. This segment also includes the investment management activities of these organizations, including mutual fund management and discretionary portfolio management services.

- **Asset Management** – reflects the activities of operating companies primarily focused on providing investment management services, and represents the operations of Mackenzie Investments. Investment management services are provided to a suite of investment funds that are

distributed through third party dealers and financial advisors, and through institutional advisory mandates to financial institutions, pensions and other institutional investors.

- **Strategic Investments and Other** – primarily represents the key strategic investments made by the Company, including China Asset Management Co., Ltd., Great-West Lifeco Inc., Northleaf Capital Group Ltd., Wealthsimple Financial Corp., and Portag3 Ventures LPs, as well as unallocated capital. Investments are classified in this segment (as opposed to the Wealth Management or Asset Management segment) when warranted due to different market segments, growth profiles or other unique characteristics.

TABLE 4: CONSOLIDATED OPERATING RESULTS BY SEGMENT – Q2 2021 VS. Q1 2021

THREE MONTHS ENDED (\$ millions)	WEALTH MANAGEMENT		ASSET MANAGEMENT		STRATEGIC INVESTMENTS & OTHER		INTERSEGMENT ELIMINATIONS		TOTAL	
	2021 JUN. 30	2021 MAR. 31	2021 JUN. 30	2021 MAR. 31	2021 JUN. 30	2021 MAR. 31	2021 JUN. 30	2021 MAR. 31	2021 JUN. 30	2021 MAR. 31
Revenues										
Wealth management	\$ 632.4	\$ 608.0	\$ –	\$ –	\$ –	\$ –	\$ (4.8)	\$ (4.5)	\$ 627.6	\$ 603.5
Asset management	–	–	276.3	259.9	–	–	(28.0)	(26.9)	248.3	233.0
Dealer compensation expense	–	–	(87.4)	(85.3)	–	–	4.7	4.6	(82.7)	(80.7)
Net asset management	–	–	188.9	174.6	–	–	(23.3)	(22.3)	165.6	152.3
Net investment income and other	0.6	1.8	1.1	1.2	0.8	0.2	–	(0.1)	2.5	3.1
Proportionate share of associates' earnings	–	–	–	–	48.2	41.6	–	–	48.2	41.6
	633.0	609.8	190.0	175.8	49.0	41.8	(28.1)	(26.9)	843.9	800.5
Expenses										
Advisory and business development	266.0	263.7	25.1	20.3	–	–	–	–	291.1	284.0
Operations and support	115.0	122.0	80.5	83.5	1.3	1.1	–	(0.1)	196.8	206.5
Sub-advisory	46.5	45.0	1.9	1.7	–	–	(28.0)	(26.9)	20.4	19.8
	427.5	430.7	107.5	105.5	1.3	1.1	(28.0)	(27.0)	508.3	510.3
Adjusted earnings before interest and taxes	205.5	179.1	82.5	70.3	47.7	40.7	(0.1)	0.1	335.6	290.2
Interest expense ⁽¹⁾	22.5	22.3	6.0	5.8	–	–	–	–	28.5	28.1
Adjusted earnings before income taxes	183.0	156.8	76.5	64.5	47.7	40.7	(0.1)	0.1	307.1	262.1
Income taxes	48.7	42.0	20.0	16.5	0.7	1.1	(0.1)	0.1	69.3	59.7
Adjusted net earnings	134.3	114.8	56.5	48.0	47.0	39.6	–	–	237.8	202.4
Non-controlling interest	–	–	–	–	0.4	0.2	–	–	0.4	0.2
Adjusted net earnings available to common shareholders ⁽²⁾	\$ 134.3	\$ 114.8	\$ 56.5	\$ 48.0	\$ 46.6	\$ 39.4	\$ –	\$ –	237.4	202.2
Other items, net of tax									–	–
Net earnings available to common shareholders									\$ 237.4	\$ 202.2

(1) Interest expense includes interest on long-term debt and interest on leases.

(2) Refer to Non-IFRS Financial Measures and Additional IFRS Measures in this MD&A for an explanation of the Company's use of non-IFRS financial measures.

Assets under Management and Advisement (AUM&A)

represents the consolidated AUM and AUA of IGM Financial. In the Wealth Management segment, AUM is a component part of AUA. All instances where the asset management segment is providing investment management services or distributing its products through the Wealth Management segment are eliminated in our reporting such that there is no double-counting of the same client savings held at IGM operating companies.

Assets under Advisement (AUA) are the key driver of the Wealth Management segment. AUA are savings and investment products held within client accounts of our Wealth Management segment operating companies.

Assets under Management (AUM) are the key driver of the Asset Management segment. AUM are a secondary driver of revenues and expenses within the Wealth Management segment in relation to its investment management activities. AUM are client assets where we provide investment management services, and include investment funds where we are the fund manager, investment advisory mandates to institutions, and other client accounts where we have discretionary portfolio management responsibilities.

FINANCIAL PRESENTATION

The financial presentation includes revenues and expenses to align with the key drivers of business activity and to reflect our emphasis on business growth and operational efficiency. The categories are as follows:

- **Wealth management revenue** – revenues earned by the Wealth Management segment for providing financial planning, investment advisory and related financial services. Revenues include financial advisory fees, investment management and related administration fees, distribution revenue associated with insurance and banking products and services, and net investment income and other revenue relating to mortgage lending activities.
- **Asset management revenue** – revenues earned by the Asset Management segment related to investment management advisory and administrative services.
- **Dealer compensation** – asset-based and sales-based compensation paid to dealers by the Asset Management segment.
- **Advisory and business development expenses** – expenses incurred on activities directly associated with providing financial planning services to clients of the Wealth Management segment. Expenses include compensation, recognition

and other support provided to our financial advisors, field management, product & planning specialists; expenses associated with facilities, technology and training relating to our financial advisors and specialists; other business development activities including direct marketing and advertising; and wholesale distribution activities performed by the Asset Management segment. A significant component of these expenses vary directly with levels of assets under management or advisement, business development measures including sales and client acquisition, and the number of advisor and client relationships.

- **Operations and support expenses** – expenses associated with business operations, including technology and business processes; in-house investment management and product shelf management; corporate management and support functions. These expenses primarily reflect compensation and technology and other service provider expenses.
- **Sub-advisory expenses** – reflects fees relating to investment management services provided by third party or related party investment management organizations. These fees typically are variable with the level of assets under management. These fees include investment advisory services performed for the Wealth Management segment by the Asset Management segment.

Interest expense represents interest expense on long-term debt and leases. Interest expense is allocated to each segment based on management's assessment of: i) capacity to service the debt, and ii) where the debt is being serviced.

Income taxes are reported in each segment. IGM Financial consolidated changes in the effective tax rates are detailed in Table 5.

Tax planning may result in the Company recording lower levels of income taxes. Management monitors the status of its income tax filings and regularly assesses the overall adequacy of its provision for income taxes and, as a result, income taxes recorded in prior years may be adjusted in the current year. The effect of changes in management's best estimates reported in adjusted net earnings is reflected in Other items, which also includes, but is not limited to, the effect of lower effective income tax rates on foreign operations.

Other items include the after-tax impact of any item that management considers to be of a non-recurring nature or that could make the period-over-period comparison of results from operations less meaningful. There were no Other items in the periods under review as reflected in Tables 2, 3, and 4.

TABLE 5: EFFECTIVE INCOME TAX RATE

	THREE MONTHS ENDED			SIX MONTHS ENDED	
	2021 JUN. 30	2021 MAR. 31	2020 JUN. 30	2021 JUN. 30	2020 JUN. 30
Income taxes at Canadian federal and provincial statutory rates	26.61 %	26.64 %	26.68 %	26.62 %	26.67 %
Effect of:					
Proportionate share of associates' earnings	(3.69)	(3.77)	(4.67)	(3.73)	(3.56)
Tax loss consolidation ⁽¹⁾	–	–	(1.20)	–	(1.25)
Other items	(0.34)	(0.10)	(0.13)	(0.22)	(0.08)
Effective income tax rate – net earnings	22.58 %	22.77 %	20.68 %	22.67 %	21.78 %

(1) See Note 26 – Related Party Transactions of the Consolidated Financial Statements included in the 2020 IGM Financial Inc. Annual Report (Annual Financial Statements). The benefits from the tax loss consolidation arrangements ended at December 31, 2020.

SUMMARY OF CHANGES IN TOTAL ASSETS UNDER MANAGEMENT AND ADVISEMENT

Assets under management and advisement were \$262.0 billion at June 30, 2021 compared to \$188.3 billion at June 30, 2020, an increase of 39.2%. Total assets under management were \$233.6 billion at June 30, 2021 compared to \$165.4 billion at June 30, 2020, an increase of 41.2%. Changes in assets under management and advisement are detailed in Table 6. The increase in assets under management and advisement included \$30.3 billion in net business acquisitions from the fourth quarter of 2020 of GLC Asset Management Group Ltd. (GLC) and Greenchip Financial Corp. (Greenchip).

Changes in assets under management for the Wealth Management and Asset Management segments are discussed further in each of their respective Review of the Business sections in the MD&A.

SUMMARY OF QUARTERLY RESULTS

The Summary of Quarterly Results in Table 7 includes the eight most recent quarters and the reconciliation of non-IFRS financial measures to net earnings in accordance with IFRS.

Changes in average daily investment fund assets under management over the eight most recent quarters, as shown in Table 7, largely reflect the impact of changes in domestic and foreign markets and net sales of the Company.

TABLE 6: ASSETS UNDER MANAGEMENT AND ADVISEMENT

	WEALTH MANAGEMENT				ASSET MANAGEMENT		INTERCOMPANY ELIMINATIONS ⁽¹⁾		CONSOLIDATED	
	IG WEALTH MANAGEMENT		INVESTMENT PLANNING COUNSEL		MACKENZIE INVESTMENTS					
	2021 JUN. 30	2020 JUN. 30	2021 JUN. 30	2020 JUN. 30	2021 JUN. 30	2020 JUN. 30	2021 JUN. 30	2020 JUN. 30	2021 JUN. 30	2020 JUN. 30
THREE MONTHS ENDED										
Gross flows										
Mutual fund gross sales ⁽²⁾⁽³⁾	\$ 2,794	\$ 1,780	\$ 182	\$ 110	\$ 2,996	\$ 2,505	\$ –	\$ –	\$ 5,972	\$ 4,395
Dealer gross inflows	3,220	1,901	1,121	1,063	–	–	–	–	4,341	2,964
Net flows										
Mutual fund net sales ⁽²⁾⁽³⁾	279	(133)	(60)	(60)	1,103	376	–	–	1,322	183
ETF net creations ⁽⁴⁾	–	–	–	–	562	681	–	–	562	681
Investment fund net sales	279	(133)	(60)	(60)	1,665	1,057	–	–	1,884	864
Institutional SMA net sales ⁽⁵⁾	–	–	–	–	242	2,542	–	–	242	2,542
Mackenzie net sales through Wealth Management	118	28	38	15	–	–	(156)	(43)	–	–
IGM product net sales	397	(105)	(22)	(45)	1,907	3,599	(156)	(43)	2,126	3,406
Other dealer net flows	273	43	138	199	–	–	1	1	412	243
Total net flows	670	(62)	116	154	1,907	3,599	(155)	(42)	2,538	3,649
SIX MONTHS ENDED										
Gross flows										
Mutual fund gross sales ⁽²⁾⁽³⁾	\$ 6,145	\$ 4,466	\$ 412	\$ 303	\$ 7,508	\$ 6,161	\$ –	\$ –	\$ 14,065	\$ 10,930
Dealer gross inflows	6,856	4,907	2,720	2,381	–	–	–	–	9,576	7,288
Net flows										
Mutual fund net sales ⁽²⁾⁽³⁾	780	(183)	(169)	(141)	2,564	731	–	–	3,175	407
ETF Net creations ⁽⁴⁾	–	–	–	–	967	763	–	–	967	763
Investment fund net sales	780	(183)	(169)	(141)	3,531	1,494	–	–	4,142	1,170
Institutional SMA net sales ⁽⁵⁾	–	–	–	–	(172)	2,456	–	–	(172)	2,456
Mackenzie net sales through Wealth Management	330	42	106	29	–	–	(436)	(71)	–	–
IGM product net sales	1,110	(141)	(63)	(112)	3,359	3,950	(436)	(71)	3,970	3,626
Other dealer net flows	575	460	170	382	–	–	2	2	747	844
Total net flows	1,685	319	107	270	3,359	3,950	(434)	(69)	4,717	4,470
Assets under Management and Advisement										
Wealth Management										
AUM	\$ 105,218	\$ 89,533	\$ 5,485	\$ 5,041			\$ –	\$ –	\$ 110,703	\$ 94,574
Mackenzie assets sold through Wealth Management	822	213	3,430	2,815			–	–	4,252	3,028
Other AUA	6,145	4,090	22,256	18,781			(11)	(6)	28,390	22,865
AUA	112,185	93,836	31,171	26,637			(11)	(6)	143,345	120,467
Asset Management										
Mutual funds					\$ 61,717	\$ 60,132			61,717	60,132
ETFs					4,889	3,132			4,889	3,132
Investment funds					66,606	63,264			66,606	63,264
Institutional SMA					56,307	7,557			56,307	7,557
Total ex sub-advisory to Wealth Management					122,913	70,821			122,913	70,821
Sub-advisory to Wealth Management					78,788	68,927			78,788	68,927
Total AUM					201,701	139,748			201,701	139,748
ETFs										
Distributed to third parties					4,889	3,132			4,889	3,132
Held within IGM managed products					5,748	3,511	(5,748)	(3,511)	–	–
Total ETFs					10,637	6,643	(5,748)	(3,511)	4,889	3,132
Consolidated										
AUM	105,218	89,533	5,485	5,041	201,701	139,748	(78,788)	(68,927)	233,616	165,395
Mackenzie assets sold through Wealth Management	822	213	3,430	2,815	–	–	(4,252)	(3,028)	–	–
Other AUA	6,145	4,090	22,256	18,781	–	–	(11)	(6)	28,390	22,865
AUM&A	112,185	93,836	31,171	26,637	201,701	139,748	(83,051)	(71,961)	262,006	188,260

(1) Consolidated results eliminate double counting where business is reflected within multiple segments.

(2) IG Wealth Management and Investment Planning Counsel AUM and net sales include separately managed accounts.

(3) During the second quarter and the six month period, institutional clients, which include Mackenzie mutual funds within their investment offerings, made fund allocation changes which resulted in:

Year to date 2021 – sales of \$367 million and net redemptions of \$411 million.

Q2 2020 – sales and net sales of \$109 million.

Year to date 2020 – sales of \$482 million and net sales of \$290 million.

(4) ETFs – During the second quarter of 2020, Wealthsimple purchased \$370 million of Mackenzie ETFs.

(5) Sub-advisory, institutional and other accounts:

Q2 2021 – Mackenzie was awarded \$680 million of sub-advisory wins.

Q2 2020 – Mackenzie was awarded \$2.6 billion of sub-advisory wins.

TABLE 7: SUMMARY OF QUARTERLY RESULTS

	2021 Q2	2021 Q1	2020 Q4	2020 Q3	2020 Q2	2020 Q1	2019 Q4	2019 Q3
Consolidated statements of earnings (\$ millions)								
Revenues								
Wealth management	\$ 627.6	\$ 603.5	\$ 594.2	\$ 571.6	\$ 531.1	\$ 562.7	\$ 587.1	\$ 581.1
Asset management	248.3	233.0	216.3	207.4	190.7	198.5	203.4	201.2
Dealer compensation expense	(82.7)	(80.7)	(74.3)	(71.3)	(66.1)	(71.4)	(69.8)	(68.9)
Net asset management	165.6	152.3	142.0	136.1	124.6	127.1	133.6	132.3
Net investment income and other	2.5	3.1	3.2	2.2	7.6	(2.0)	6.7	2.0
Proportionate share of associates' earnings	48.2	41.6	40.1	43.5	43.3	20.1	32.6	28.9
	843.9	800.5	779.5	753.4	706.6	707.9	760.0	744.3
Expenses								
Advisory and business development	291.1	284.0	283.1	252.6	245.4	259.1	270.9	257.1
Operations and support	196.8	206.5	189.0	181.9	185.4	195.1	182.6	180.3
Sub-advisory	20.4	19.8	18.3	18.5	16.9	17.5	18.1	17.4
Interest ⁽¹⁾	28.5	28.1	27.9	27.9	27.5	27.3	27.8	27.8
	536.8	538.4	518.3	480.9	475.2	499.0	499.4	482.6
Earnings before undernoted	307.1	262.1	261.2	272.5	231.4	208.9	260.6	261.7
Gain on sale of Personal Capital	—	—	—	37.2	—	—	—	—
Gain on sale of Quadrus Group of Funds								
net of acquisition costs	—	—	25.2	—	—	—	—	—
Proportionate share of associate's adjustments	—	—	3.4	—	—	—	—	—
Restructuring and other	—	—	—	(74.5)	—	—	—	—
Proportionate share of associate's one-time charges	—	—	—	—	—	—	(9.2)	—
Earnings before income taxes	307.1	262.1	289.8	235.2	231.4	208.9	251.4	261.7
Income taxes	69.3	59.7	60.5	44.3	47.9	48.0	59.8	59.2
Net earnings	237.8	202.4	229.3	190.9	183.5	160.9	191.6	202.5
Non-controlling interest	0.4	0.2	0.2	—	—	—	—	—
Net earnings available to common shareholders	\$ 237.4	\$ 202.2	\$ 229.1	\$ 190.9	\$ 183.5	\$ 160.9	\$ 191.6	\$ 202.5
Reconciliation of Non-IFRS financial measures⁽²⁾ (\$ millions)								
Adjusted net earnings available to common shareholders – non-IFRS measure	\$ 237.4	\$ 202.2	\$ 204.3	\$ 214.2	\$ 183.5	\$ 160.9	\$ 200.8	\$ 202.5
Other items:								
Gain on sale of Personal Capital, net of tax	—	—	—	31.4	—	—	—	—
Gain on sale of Quadrus Group of Funds								
net of acquisition costs, net of tax	—	—	21.4	—	—	—	—	—
Proportionate share of associate's adjustments	—	—	3.4	—	—	—	—	—
Restructuring and other, net of tax	—	—	—	(54.7)	—	—	—	—
Proportionate share of associate's one-time charges	—	—	—	—	—	—	(9.2)	—
Net earnings available to common shareholders – IFRS	\$ 237.4	\$ 202.2	\$ 229.1	\$ 190.9	\$ 183.5	\$ 160.9	\$ 191.6	\$ 202.5
Earnings per Share (¢)								
Adjusted net earnings available to common shareholders ⁽¹⁾								
– Basic	99	85	86	90	77	68	84	85
– Diluted	99	85	86	90	77	68	84	85
Net earnings available to common shareholders								
– Basic	99	85	96	80	77	68	80	85
– Diluted	99	85	96	80	77	68	80	85
Average assets under management and advisement (\$ billions)								
Investment fund assets under management	\$ 173.1	\$ 165.5	\$ 169.8	\$ 163.7	\$ 152.6	\$ 158.5	\$ 159.5	\$ 156.8
Total assets under management	227.8	217.6	177.6	171.4	159.2	163.3	164.5	162.1
Assets under management and advisement	255.4	243.9	202.2	194.9	181.5	186.0	187.4	184.7
Ending assets under management and advisement (\$ billions)								
Investment fund assets under management	\$ 177.3	\$ 168.4	\$ 162.3	\$ 164.9	\$ 157.8	\$ 143.2	\$ 161.8	\$ 157.6
Total assets under management	233.6	221.6	214.0	172.6	165.4	147.5	166.8	162.5
Assets under management and advisement	262.0	248.5	240.0	196.4	188.3	168.4	190.0	185.1

(1) Interest expense includes interest on long-term debt and interest on leases.

(2) Refer to Non-IFRS Financial Measures and Additional IFRS Measures in this MD&A in addition to the Summary of Consolidated Operating Results section included in the MD&A of the 2020 IGM Financial Inc. Annual Report for an explanation of Other items used to calculate the Company's Non-IFRS financial measures.

Wealth Management

The Wealth Management segment consists of both IG Wealth Management and Investment Planning Counsel, Inc. (IPC).

Wealth Management revenue consists of:

- **Advisory fees** are related to providing financial advice to clients including fees related to the distribution of products.
- **Product and program fees** are related to the management of investment products and include management, administration and other related fees.
- **Other financial planning revenues** are fees related to providing clients other financial products including mortgages, insurance and banking products.

Sub-advisory fees are paid between segments and to third parties for investment management services provided to our investment products. Wealth Management is considered a client of the Asset Management segment and transfer pricing is based on values for similar sized asset management mandates.

Effective January 1, 2021, each segment now reflects their results to adjusted net earnings. Debt and interest expense is allocated to segment based on management's assessment of: i) capacity to service the debt, and ii) where the debt is being serviced. Income taxes are also reported in each segment.

Review of the Business

IG Wealth Management, founded in 1926, provides comprehensive personal financial planning and wealth management services to Canadians through our exclusive network of 3,319 Consultants. IG Wealth Management clients are more than one million individuals, families and business owners.

Investment Planning Counsel, founded in 1996, is an independent distributor of financial products, services and advice in Canada, with 690 financial advisors.

The Wealth Management segment provides a comprehensive planning approach, through IG Wealth Management Consultants and IPC Advisors, by offering a broad range of financial products and services.

The review of the business in the Wealth Management section primarily relates to IG Wealth Management as it represents 97% of adjusted net earnings of the total segment.

IG WEALTH MANAGEMENT STRATEGY

IG Wealth Management's promise is to inspire financial confidence.

Our strategic mandate is to be Canada's financial partner of choice.

Canadians hold \$5.6 trillion in discretionary financial assets with financial institutions at December 31, 2020 based on the most recent report from Investor Economics, and we view these savings as IG Wealth Management's addressable market. 76% of these savings are held by households with over \$1 million, which are referred to as high net worth, and another 20% reside with households with between \$100,000 and \$1 million, which are referred to as mass affluent. These segments tend to have more complicated financial needs, and IG Wealth Management's focus on providing comprehensive financial planning solutions positions it well to compete and grow in these segments.

Our value proposition is to deliver better Gamma, better Beta and better Alpha.

We seek to deliver our value proposition through:

- Superior Advice – Acquiring a deep knowledge of Canadian investors and using those insights to shape everything we do.
- Segmented Client Experiences – Creating segmented experiences personalized throughout our clients' lifetimes.
- Entrepreneurial Advisors – Inspiring our entrepreneurial advisors to constantly deliver an engaging experience and a holistic plan that seeks to deliver superior outcomes.
- Powerful Financial Solutions – Providing our clients with a comprehensive suite of well-constructed, high-performing and competitively priced solutions.
- Business processes that are simple, easy and digitized – Re-designing client and advisor interactions to simplify processes, reduce errors, and digitize the experience with an appropriate cost structure.
- A high-performing and diverse culture.

DELIVERING GAMMA

THE VALUE OF ALL EFFORTS THAT SIT OUTSIDE OF INVESTMENT PORTFOLIO CONSTRUCTION. THIS INCLUDES THE VALUE THAT A FINANCIAL ADVISOR ADDS TO A CLIENT RELATIONSHIP, AND COMES FROM THE CREATION AND FOLLOW THROUGH OF A WELL-CONSTRUCTED FINANCIAL PLAN.

Entrepreneurial Advisors, Superior Advice

Our financial advisors provide value to clients by developing insight into their specific needs, creating and implementing well-constructed financial plans and offering superior advice. IG Wealth Management has a national distribution network of more than 3,000 highly qualified financial advisors (called

Consultants) in communities throughout Canada. Our advisory services are most suited to individuals with complicated financial needs.

All IG Wealth Management Consultant practices hold a credentialed financial planning designation or are enrolled in a program. These designations are nationally recognized financial planning qualifications that require an individual to demonstrate financial planning competence through education, standardized examinations, continuing education requirements, and accountability to ethical standards.

The following provides a breakdown of the IG Wealth Management Consultant network into its significant components at June 30, 2021:

- 1,775 Consultant practices (1,841 at June 30, 2020), which reflect Consultants with more than four years of experience. These practices may include Associates as described below. The level and productivity of Consultant practices is a key measurement of our business as they serve clientele representing approximately 95% of AUM.
- 439 New Consultants (464 at June 30, 2020), which are those Consultants with less than four years of experience.
- 1,105 Associates and Regional Directors (1,013 at June 30, 2020). Associates are licensed team members of Consultant practices who provide financial planning services and advice to the clientele served by the team.
- IG Wealth Management had a total Consultant network of 3,319 (3,318 at June 30, 2020).

IG Wealth Management's recruiting standards increase the likelihood of success while also enhancing our culture and brand.

Our training curriculum is reviewed and refreshed each year to offer new Consultants important building blocks to develop client relationships. As Consultants progress, they develop their skills as financial planners and business managers through a selection of focused educational programs.

We also support Consultants and clients through our network of product and planning specialists, who assist in the areas of advanced financial planning, mortgages and banking, insurance, and securities. These specialists help to ensure that we are providing comprehensive financial planning across all elements of a client's financial life. Clients are served by our Mutual Fund Dealers Association of Canada (MFDA) and Investment Industry Regulatory Organization of Canada (IIROC) licensed Consultants or specialists.

Segmented Client Experiences

IG Wealth Management distinguishes itself from our competition by offering comprehensive planning to our clients within the context of long-term relationships. A primary focus is on advising and attracting high net worth and mass affluent clients.

For the distinct needs of the high net worth market, we offer IG Private Wealth Management which includes investment management, retirement, tax and estate planning services.

IG Living Plan™ is our holistic, client-centric approach to financial planning that reflects the evolving needs, goals and aspirations of Canadian families and individuals. The IG Living Plan Portal, which is based on Conquest Planning, provides a single, integrated view of a client's entire financial picture and uses predictive tools to determine planning strategies customized to the individual.

The IG Living Plan leverages the expertise of IG Wealth Management's Consultants who serve approximately one million clients located in communities throughout Canada.

IG Wealth Management has a full range of products that allow us to provide a tailored IG Living Plan that evolves over time. These products include:

- Powerful financial solutions that include investment vehicles that match risk and investment performance to each client's needs and requirements.
- Insurance products that include a variety of different policy types from the leading insurers in Canada.
- Mortgage and banking solutions that are offered as part of a comprehensive financial plan.
- Charitable Giving Program, a donor-advised giving program which enables Canadians to make donations and build an enduring charitable giving legacy with considerably less expense and complexity than setting up and administering their own private foundation.

IG Wealth Management's National Service Centre is focused on supporting more than 200,000 clients with less complex requirements while allowing our Consultant practices to focus on those clients with more complex needs.

IG Wealth Management Consultants are focused on the high net worth and mass affluent segments of the market, which we define as households with over \$1 million and between \$100k and \$1 million, respectively.

Assets under advisement for clients with household assets greater than \$1 million (defined as "high net worth") totalled \$37.9 billion at June 30, 2021, an increase of 51.9% from one year ago, and represented 34% of total assets under advisement.

Assets under advisement for clients with household assets between \$100 thousand and \$1 million (defined as "mass affluent") totalled \$64.7 billion at June 30, 2021, an increase of 11.0% from one year ago, and represented 57% of total assets under advisement.

Assets under advisement for clients with household assets less than \$100 thousand (defined as "mass market") totalled

\$9.7 billion at June 30, 2021, a decrease of 9.1% from one year ago, and represented 9% of total assets under advisement.

Business Processes

IG Wealth Management continually seeks to enhance our systems and business processes so our Consultants can serve clients more effectively. We look to enhance client and advisor interactions on an ongoing basis to simplify processes, reduce errors, and digitize the experience with an appropriate cost structure.

The IG Wealth Management Advisor Portal is a customer relationship management platform based on Salesforce launched in 2020. It enables our Consultants to manage client relationships, improve their efficiency through digitized workflows, and access data-driven reporting to help better run their practices.

IG Wealth Management's dealer platform provides increased automation and supports both MFDA and IIROC licensed advisors as well as new products on our investment dealer platform designed to support the high net worth segment of our client base.

A High-Performing and Diverse Culture

It is essential that we offer competitive compensation and benefits to attract and retain outstanding people. Our training and development approach, along with our use of feedback from periodic employee and advisor surveys, positions our employees and advisors to better serve our clients.

DELIVERING BETA AND ALPHA

BETA – THE VALUE CREATED BY WELL-CONSTRUCTED INVESTMENT PORTFOLIOS – ACHIEVING EXPECTED INVESTMENT RETURNS FOR THE LOWEST POSSIBLE RISK.

ALPHA – THE VALUE OF ACTIVE MANAGEMENT – ACHIEVING RETURNS SUPERIOR TO PASSIVE BENCHMARKS WITH A SIMILAR COMPOSITION AND RISK PROFILE.

IG Wealth Management strives to achieve expected investment returns for the lowest possible risk through well-constructed investment portfolios (Beta), and to create value for clients through active management (Alpha). To do this, we select and engage high-quality sub-advisors so our clients have access to a diverse range of investment products and solutions. Each asset manager is selected through a proven and rigorous process. We oversee all sub-advisors to ensure that their activities are consistent with their investment philosophies and with the investment objectives and strategies of the products they advise.

IG Wealth Management's relationships include Mackenzie Investments and other world class investment firms such as BlackRock, T. Rowe Price, PIMCO, China AMC, Putnam and JP Morgan Asset Management.

Powerful Financial Solutions

We provide clients with an extensive suite of well-constructed and competitively priced financial solutions. We regularly enhance the scope and diversity of our investment offering with new funds and product changes that enable clients to achieve their goals.

Our solutions include:

- A deep and broad selection of mutual funds, diversified by manager, asset category, investment style, geography, market capitalization and sector.
- Managed portfolios that rebalance investments to ensure that a chosen mix of risk and return is maintained. These solutions include IG Core Portfolios, IG Managed Payout Portfolios, Investors Portfolios, and IG Managed Risk Portfolios.
- *IG Advisory Account (IGAA) and unbundled fee structures* – The IGAA is a fee-based account that improves client experience by offering the ability to simplify and consolidate selected investments into a single account while providing all of our clients with a transparent advisory fee. IGAA accounts increase fee transparency and can hold most securities and investment products available in the marketplace to individual investors.
- *iProfile™ Portfolios* – iProfile Portfolios are a suite of four managed solutions that provide comprehensive diversification and are designed to suit personal preferences for risk tolerance and investment goals. These portfolios provide exposure similar to the investments of the iProfile Private Pools, and are available to households with investments held at IG Wealth Management in excess of \$100,000.
- *iProfile™ Private Portfolios* – iProfile Private Portfolios are model portfolios comprised of iProfile Private Pools, available for households with investments held at IG Wealth Management in excess of \$250,000. iProfile Private Portfolios have been designed to deliver strong risk-adjusted returns by diversifying across asset classes, management styles and geographic regions. Recent enhancements include the launch of new discretionary model portfolios and six new iProfile Private Pools to support the new models: three iProfile Active Allocation Private Pools, iProfile Alternatives Private Pool with mandates including long-short, global macro and global equity hedge strategies, iProfile ETF Private Pool providing exposure to index Exchange Traded Funds (ETF) and iProfile Low Volatility Private Pool with Canadian, U.S., International and Emerging Market geographic coverage.

In addition, we have incorporated investments in private assets with the introduction of a Private Credit Mandate in the iProfile Fixed Income Private Pool. The pool has committed to three Northleaf Capital Partners' private credit investments that focus on loans to middle market companies in North America and Europe, as well as to Sagard and PIMCO.

- Segregated funds that provide for long-term investment growth potential combined with risk management, benefit guarantee features and estate planning efficiencies.
- Separately managed accounts (discretionary dealer-managed accounts).

A growing portion of IG Wealth Management's client assets are in unbundled fee structures. We continue to migrate our clients to unbundled fee products, a significant change for IG Wealth Management and the Canadian mutual fund industry overall. Unbundled fee products separate the advisory fee that is charged directly to a client's account from the fees charged to the underlying investment funds. This separation provides clients with greater transparency into the fees they pay, and allows IG Wealth Management to offer competitive pricing, particularly for high net worth clients. This allows IG Wealth Management to differentiate pricing by client segment, ensuring that it is competitive and rewards client loyalty while encouraging consolidation of client wealth at IG and attracting new clients.

We have discontinued offering bundled purchase options for substantially all investment products.

IG Wealth Management monitors its investment performance by comparing to certain benchmarks. Morningstar[†] fund ranking service is one of the rankings monitored when determining fund performance.

At June 30, 2021, 76.2% of IG Wealth Management mutual fund assets had a rating of three stars or better from Morningstar[†] fund ranking service and 32.7% had a rating of four or five stars. This compared to the Morningstar[†] universe of 85.5% for three stars or better and 53.4% for four and five star funds at June 30, 2021. Morningstar Ratings[†] are an objective, quantitative measure of a fund's three, five and ten year risk-adjusted performance relative to comparable funds.

WEALTH MANAGEMENT ASSETS UNDER MANAGEMENT AND ADVISEMENT

Assets under management and advisement are key performance indicators for the Wealth Management segment.

Wealth Management's assets under advisement were at a record high level of \$143.3 billion at June 30, 2021, an increase of 19.0% from June 30, 2020. The level of assets under advisement are influenced by three factors: client inflows, client outflows and investment returns.

Wealth Management's assets under management were also at a record high level of \$110.7 billion, an increase of 17.1% from June 30, 2020. The level of assets under management are influenced by sales, redemptions and investment returns.

Changes in Wealth Management assets under advisement and assets under management for the periods under review are reflected in Tables 8 and 9.

IG WEALTH MANAGEMENT ASSETS UNDER MANAGEMENT AND ADVISEMENT

Assets under advisement (AUA) are a key performance indicator for IG Wealth Management. AUA represents savings and investment products, including Assets Under Management where we provide investment management services, that are held within our clients' accounts. Advisory fees are charged based on an annual percentage of substantially all AUA, through the IG Advisory Account fee, and represent the majority of the fees earned from our clients. Our Consultants' compensation is also based on AUA and net assets contributed by our clients.

IG Wealth Management's assets under advisement and mutual fund assets under management were at all-time high record levels at June 30, 2021. Assets under advisement were \$112.2 billion at June 30, 2021, an increase of 19.6% from June 30, 2020, and mutual fund assets under management were \$105.2 billion, an increase of 17.5%.

Changes in IG Wealth Management assets under advisement and management for the periods under review are reflected in Tables 10 and 11.

For the quarter ended June 30, 2021, gross client inflows of IG Wealth Management assets under advisement were \$3.2 billion, an increase of 69.4% from \$1.9 billion in the comparable period in 2020. Net client inflows were at an all-time second quarter level high of \$670 million, an improvement of \$732 million from net client outflows of \$62 million in the comparable period in 2020. During the second quarter, investment returns resulted in an increase of \$4.5 billion in assets under advisement compared to an increase of \$8.1 billion in the second quarter of 2020.

For the six months ended June 30, 2021, gross client inflows of IG Wealth Management assets under advisement were \$6.9 billion, the highest year to date result in the history of the company, and represented an increase of 39.7% from \$4.9 billion in the comparable period in 2020. Net client inflows were \$1.7 billion in the six month period, an improvement of \$1.4 billion from net client inflows of \$319 million in the comparable period in 2020. During 2021, investment returns resulted in an increase of \$7.2 billion in assets under advisement compared to a decrease of \$3.6 billion in 2020.

Changes in mutual fund assets under management for the periods under review are reflected in Table 11.

TABLE 8: CHANGE IN ASSETS UNDER ADVISEMENT – WEALTH MANAGEMENT

THREE MONTHS ENDED (\$ millions)	2021 JUN. 30	2021 MAR. 31	2020 JUN. 30	% CHANGE	
				2021 MAR. 31	2020 JUN. 30
Gross client inflows	\$ 4,341	\$ 5,235	\$ 2,964	(17.1) %	46.5 %
Gross client outflows	3,554	4,228	2,871	(15.9)	23.8
Net flows	787	1,007	93	(21.8)	N/M
Investment returns	5,682	3,286	10,175	72.9	(44.2)
Net change in assets	6,469	4,293	10,268	50.7	(37.0)
Beginning assets	136,876	132,583	110,199	3.2	24.2
Ending assets under advisement	\$ 143,345	\$ 136,876	\$ 120,467	4.7 %	19.0 %
IG Wealth Management	112,185	106,995	93,836	4.9	19.6
Investment Planning Counsel	31,171	29,891	26,637	4.3	17.0
Average assets under advisement	\$ 140,158	\$ 134,873	\$ 117,084	3.9 %	19.7 %
IG Wealth Management	109,667	105,491	91,156	4.0	20.3
Investment Planning Counsel	30,501	29,391	25,934	3.8	17.6

SIX MONTHS ENDED (\$ millions)	2021 JUN. 30	2020 JUN. 30	% CHANGE
Gross client inflows	\$ 9,576	\$ 7,288	31.4 %
Gross client outflows	7,782	6,697	16.2
Net flows	1,794	591	N/M
Investment returns	8,968	(4,944)	N/M
Net change in assets	10,762	(4,353)	N/M
Beginning assets	132,583	124,820	6.2
Ending assets under advisement	\$ 143,345	\$ 120,467	19.0 %
IG Wealth Management	112,185	93,836	19.6
Investment Planning Counsel	31,171	26,637	17.0
Average assets under advisement	\$ 137,530	\$ 119,467	15.1 %
IG Wealth Management	107,591	93,039	15.6
Investment Planning Counsel	29,949	26,434	13.3

In addition to net sales of \$279 million in the second quarter of 2021 to IG fund products, there were net sales to Mackenzie fund products of \$118 million for a total of \$397 million in net sales to IGM products. For the six month period, net sales to IG fund products were \$780 million and net sales to Mackenzie fund products were \$330 million for a total of \$1.1 billion in net sales to IGM products.

At June 30, 2021, \$66.4 billion, or 63% of IG Wealth Management's mutual fund assets under management, were in products with unbundled fee structures, up 72.6% from \$38.5 billion at June 30, 2020 which represented 43% of assets under management.

CHANGE IN ASSETS UNDER MANAGEMENT AND ADVISEMENT – 2021 VS. 2020

IG Wealth Management's assets under advisement were \$112.2 billion at June 30, 2021, an increase of 19.6% from \$93.8 billion at June 30, 2020. IG Wealth Management's mutual fund assets under management were \$105.2 billion at June 30, 2021, representing an increase of 17.5% from

\$89.5 billion at June 30, 2020. Average daily mutual fund assets were \$103.1 billion in the second quarter of 2021, up 18.5% from \$87.0 billion in the second quarter of 2020. Average daily mutual fund assets were \$101.3 billion for the six months ended June 30, 2021, up 13.9% from \$88.9 billion in 2020.

For the quarter ended June 30, 2021, sales of IG Wealth Management mutual funds through its Consultant network were \$2.8 billion, an increase of 57.0% from the comparable period in 2020. Mutual fund redemptions totalled \$2.5 billion, an increase of 31.5% from 2020. IG Wealth Management mutual fund net sales for the second quarter of 2021 were \$279 million compared with net redemptions of \$133 million in 2020. During the second quarter, investment returns resulted in an increase of \$4.2 billion in mutual fund assets compared to an increase of \$7.8 billion in the second quarter of 2020.

IG Wealth Management's annualized quarterly redemption rate for long-term funds was 9.4% in the second quarter of 2021, compared to 8.3% in the second quarter of 2020. IG Wealth

TABLE 9: CHANGE IN ASSETS UNDER MANAGEMENT – WEALTH MANAGEMENT

THREE MONTHS ENDED (\$ millions)	2021 JUN. 30	2021 MAR. 31	2020 JUN. 30	% CHANGE	
				2021 MAR. 31	2020 JUN. 30
Sales	\$ 2,976	\$ 3,581	\$ 1,890	(16.9) %	57.5 %
Redemptions	2,757	3,189	2,083	(13.5)	32.4
Net sales (redemptions)	219	392	(193)	(44.1)	N/M
Investment returns	4,431	2,628	8,168	68.6	(45.8)
Net change in assets	4,650	3,020	7,975	54.0	(41.7)
Beginning assets	106,053	103,033	86,599	2.9	22.5
Ending assets under management	\$ 110,703	\$ 106,053	\$ 94,574	4.4 %	17.1 %
IG Wealth Management	105,218	100,745	89,533	4.4	17.5
Investment Planning Counsel	5,485	5,308	5,041	3.3	8.8
Daily average mutual fund assets	\$ 108,470	\$ 104,899	\$ 91,911	3.4 %	18.0 %
IG Wealth Management	103,068	99,564	86,985	3.5	18.5
Investment Planning Counsel	5,402	5,335	4,926	1.3	9.7

SIX MONTHS ENDED (\$ millions)	2021 JUN. 30	2020 JUN. 30	% CHANGE
Sales	\$ 6,557	\$ 4,769	37.5 %
Redemptions	5,946	5,093	16.7
Net sales (redemptions)	611	(324)	N/M
Investment returns	7,059	(3,654)	N/M
Net change in assets	7,670	(3,978)	N/M
Beginning assets	103,033	98,552	4.5
Ending assets under management	\$ 110,703	\$ 94,574	17.1 %
IG Wealth Management	105,218	89,533	17.5
Investment Planning Counsel	5,485	5,041	8.8
Daily average mutual fund assets	\$ 106,697	\$ 94,028	13.5 %
IG Wealth Management	101,326	88,947	13.9
Investment Planning Counsel	5,371	5,081	5.7

Management's twelve month trailing redemption rate for long-term funds was 10.0% at June 30, 2021, unchanged from June 30, 2020, and remains well below the corresponding average redemption rate for all other members of the Investment Funds Institute of Canada (IFIC) of approximately 14.6% at June 30, 2021. IG Wealth Management's redemption rate has been very stable compared to the overall mutual fund industry, reflecting our focus on financial planning.

For the six months ended June 30, 2021, sales of IG Wealth Management mutual funds through its Consultant network were \$6.1 billion, an increase of 37.6% from 2020. Mutual fund redemptions totalled \$5.4 billion, an increase of 15.4% from 2020. Net sales of IG Wealth Management mutual funds were \$780 million compared with net redemptions of \$183 million in 2020. During 2021, investment returns resulted in an increase of \$6.7 billion in mutual fund assets compared to a decrease of \$3.4 billion in 2020.

CHANGE IN ASSETS UNDER MANAGEMENT AND ADVISEMENT – Q2 2021 VS. Q1 2021

IG Wealth Management's assets under advisement were \$112.2 billion at June 30, 2021, an increase of 4.9% from \$107.0 billion at March 31, 2021. IG Wealth Management's mutual fund assets under management were \$105.2 billion at June 30, 2021, an increase of 4.4% from \$100.7 billion at March 31, 2021. Average daily mutual fund assets were \$103.1 billion in the second quarter of 2021 compared to \$99.6 billion in the first quarter of 2021, an increase of 3.5%.

For the quarter ended June 30, 2021, sales of IG Wealth Management mutual funds through its Consultant network were \$2.8 billion, a decrease of 16.6% from the first quarter of 2021. Mutual fund redemptions, which totalled \$2.5 billion for the second quarter, decreased 11.8% from the previous quarter and the annualized quarterly redemption rate was 9.4% in the second quarter compared to 11.2% in the first quarter.

TABLE 10: CHANGE IN ASSETS UNDER ADVISEMENT – IG WEALTH MANAGEMENT

THREE MONTHS ENDED (\$ millions)	2021 JUN. 30	2021 MAR. 31	2020 JUN. 30	% CHANGE	
				2021 MAR. 31	2020 JUN. 30
Gross client inflows	\$ 3,220	\$ 3,636	\$ 1,901	(11.4) %	69.4 %
Gross client outflows	2,550	2,621	1,963	(2.7)	29.9
Net flows	670	1,015	(62)	(34.0)	N/M
Investment returns	4,520	2,707	8,064	67.0	(43.9)
Net change in assets	5,190	3,722	8,002	39.4	(35.1)
Beginning assets	106,995	103,273	85,834	3.6	24.7
Ending assets	\$ 112,185	\$ 106,995	\$ 93,836	4.9 %	19.6 %
Average assets under advisement	\$ 109,667	\$ 105,491	\$ 91,156	4.0 %	20.3 %

SIX MONTHS ENDED (\$ millions)	2021 JUN. 30	2020 JUN. 30	% CHANGE	
Gross client inflows	\$ 6,856	\$ 4,907	39.7 %	
Gross client outflows	5,171	4,588	12.7	
Net flows	1,685	319	N/M	
Investment returns	7,227	(3,583)	N/M	
Net change in assets	8,912	(3,264)	N/M	
Beginning assets	103,273	97,100	6.4	
Ending assets	\$ 112,185	\$ 93,836	19.6 %	
Average assets under advisement	\$ 107,591	\$ 93,039	15.6 %	

TABLE 11: CHANGE IN ASSETS UNDER MANAGEMENT – IG WEALTH MANAGEMENT

THREE MONTHS ENDED (\$ millions)	2021 JUN. 30	2021 MAR. 31	2020 JUN. 30	% CHANGE	
				2021 MAR. 31	2020 JUN. 30
Sales	\$ 2,794	\$ 3,351	\$ 1,780	(16.6) %	57.0 %
Redemptions	2,515	2,850	1,913	(11.8)	31.5
Net sales (redemptions)	279	501	(133)	(44.3)	N/M
Investment returns	4,194	2,531	7,765	65.7	(46.0)
Net change in assets	4,473	3,032	7,632	47.5	(41.4)
Beginning assets	100,745	97,713	81,901	3.1	23.0
Ending assets	\$ 105,218	\$ 100,745	\$ 89,533	4.4 %	17.5 %
Daily average assets under management	\$ 103,068	\$ 99,564	\$ 86,985	3.5 %	18.5 %
Managed asset net sales					
Investment fund net sales	\$ 279	\$ 501	\$ (133)	(44.3) %	N/M %
Mackenzie net sales through Wealth Management	118	212	28	(44.3)	N/M
	\$ 397	\$ 713	\$ (105)	(44.3) %	N/M %

SIX MONTHS ENDED (\$ millions)	2021 JUN. 30	2020 JUN. 30	% CHANGE	
Sales	\$ 6,145	\$ 4,466	37.6 %	
Redemptions	5,365	4,649	15.4	
Net sales (redemptions)	780	(183)	N/M	
Investment returns	6,725	(3,445)	N/M	
Net change in assets	7,505	(3,628)	N/M	
Beginning assets	97,713	93,161	4.9	
Ending assets	105,218	\$ 89,533	17.5 %	
Daily average assets under management	\$ 101,326	\$ 88,947	13.9 %	
Managed asset net sales				
Investment fund net sales	\$ 780	\$ (183)	N/M %	
Mackenzie net sales through Wealth Management	330	42	N/M	
	\$ 1,110	\$ (141)	N/M %	

of 2021. IG Wealth Management mutual fund net sales were \$279 million for the current quarter compared to net sales of \$501 million in the previous quarter.

IG WEALTH MANAGEMENT OTHER PRODUCTS AND SERVICES

SEGREGATED FUNDS

IG Wealth Management offers segregated funds which include the IG Series of Guaranteed Investment Funds (GIFs). Select GIF policies allow for a Lifetime Income Benefit (LIB) option to provide guaranteed retirement income for life. The investment components of these segregated funds are managed by IG Wealth Management. At June 30, 2021, total segregated fund assets were \$1.6 billion, compared to \$1.5 billion at June 30, 2020.

INSURANCE

IG Wealth Management continues to be a leader in the distribution of life insurance in Canada. Through its arrangements with leading insurance companies, IG Wealth Management offers a broad range of term, universal life, whole life, disability, critical illness, long-term care, personal health care coverage and group insurance.

The average number of policies sold by each insurance-licensed Consultant was 2.5 for the quarter ended June 30, 2021, compared to 2.2 in 2020. For the six months ended June 30, 2021, the average number of policies sold by each insurance-licensed Consultant was 5.1 compared to 4.3 in 2020. Distribution of insurance products is enhanced through IG Wealth Management's Insurance Planning Specialists, located throughout Canada, who assist Consultants with advanced estate planning solutions for high net worth clients.

SECURITIES OPERATIONS

Investors Group Securities Inc. is an investment dealer registered in all Canadian provinces and territories providing clients with securities services to complement their financial and investment planning. IG Wealth Management Consultants can refer clients to one of our Wealth Planning Specialists available through Investors Group Securities Inc.

MORTGAGE AND BANKING OPERATIONS

IG Wealth Management Mortgage Planning Specialists are located throughout each province in Canada, and work with our clients and their Consultants to develop mortgage and other lending strategies that meet the individual needs and goals of each client as part of their comprehensive financial plan.

Mortgages are offered to clients by IG Wealth Management, a national mortgage lender, and through IG Wealth Management's Solutions Banking[†], provided by National Bank of Canada under a long-term distribution agreement. An All-in-One product, a comprehensive cash management solution that integrates the features of a mortgage, term loan, revolving line of credit and deposit account, is also offered through Solutions Banking[†].

Mortgage fundings offered through IG Wealth Management and through Solutions Banking[†] for the three and six months ended June 30, 2021 were \$371 million and \$604 million compared to \$318 million and \$504 million in 2020, an increase of 16.7% and 19.8%, respectively. At June 30, 2021, mortgages offered through both sources totalled \$8.9 billion, compared to \$10.0 billion at June 30, 2020, a decrease of 11.2%.

Available credit associated with Solutions Banking[†] All-in-One accounts originated for the three and six month periods ended June 30, 2021 were \$422 million and \$748 million, respectively, compared to \$251 million and \$460 million in 2020. At June 30, 2021, the balance outstanding of Solutions Banking[†] All-in-One products was \$3.7 billion, compared to \$3.0 billion one year ago, and represented approximately 52% of total available credit associated with these accounts.

Other products and services offered through IG Wealth Management's Solutions Banking[†] include investment loans, lines of credit, personal loans, creditor insurance, deposit accounts, and credit cards. Through Solutions Banking[†], clients have access to a network of banking machines, as well as a private labelled client website and client service centre. The Solutions Banking[†] offering supports IG Wealth Management's approach to delivering total financial solutions for our clients through a broad financial planning platform. Total outstanding lending products of IG Wealth Management clients in the Solutions Banking[†] offering, including Solutions Banking[†] mortgages totalled \$5.5 billion at June 30, 2021, compared to \$4.8 billion at June 30, 2020.

Review of Segment Operating Results

The Wealth Management segment's adjusted net earnings are presented in Table 12 and include the operations of IG Wealth Management and Investment Planning Counsel.

IG WEALTH MANAGEMENT

IG Wealth Management adjusted net earnings are presented in Table 13. Adjusted net earnings for the second quarter of 2021 were \$130.4 million, an increase of 34.2% from the second quarter in 2020 and an increase of 18.0% from the prior quarter. Adjusted net earnings for the six months ended June 30, 2021 were \$240.9 million, an increase of 21.0% from 2020.

Adjusted earnings before interest and taxes for the second quarter of 2021 were \$200.0 million, an increase of 29.4% from the second quarter in 2020 and an increase of 15.6% from the prior quarter. Adjusted earnings before interest and taxes for the six months ended June 30, 2021 were \$373.0 million, an increase of 18.2% from 2020.

2021 VS. 2020

FEE INCOME

Advisory fees include fees for providing financial advice to clients including fees related to the distribution of products, and depend largely on the level and composition of assets under advisement. Advisory fees were \$285.0 million in the second quarter of 2021, an increase of \$42.2 million or 17.4% from \$242.8 million in 2020. For the six months ended June 30, 2021, advisory fees were \$556.3 million, an increase of \$61.8 million or 12.5% from \$494.5 million in 2020.

The increase in advisory fees in the three and six month periods ending June 30, 2021 was primarily due to the increase in average assets under advisement of 20.3% and 15.6%, respectively, as shown in Table 10. In both periods, the increase in average assets was offset in part by a decrease in the advisory fee rate. The average advisory fee rate for the second quarter was 104.2 basis points of average assets under advisement compared to 107.1 basis points in 2020, and for the six month period, the rate was 104.3 basis points compared to 106.8 basis points in 2020. The decrease in rates reflect changes in product and client mix as we have more high net worth clients who are eligible for lower rates.

Product and program fees depend largely on the level and composition of mutual fund assets under management. Product and program fees totalled \$221.0 million in the current quarter, up 18.1% from \$187.1 million a year ago. Product and program fees were \$431.9 million for the six month period ended June 30, 2021 compared to \$383.8 million in 2020, an increase of 12.5%.

The increase in product and program fees in both the three and six month periods of 2021 was primarily due to the increase in average assets under management of 18.5% and 13.9%, respectively, as shown in Table 11. The average product and program fee rate for the second quarter was 86.0 basis points of average assets under management compared to 86.3 basis points in 2020, and the rate for the six month period was 86.0 basis points of average assets under management compared to 86.7 basis points in 2020, reflecting changes in price in both periods.

Other financial planning revenues are primarily earned from:

- Mortgage banking operations
- Distribution of insurance products through I.G. Insurance Services Inc.
- Securities trading services provided through Investors Group Securities Inc.
- Banking services provided through Solutions Banking[†]

Other financial planning revenues of \$40.4 million for the second quarter of 2021 increased by \$9.3 million from \$31.1 million in 2020. For the six month period, other financial planning revenues of \$81.9 million increased by \$14.9 million from \$67.0 million in 2020. The increase in both the quarter and six month periods was primarily due to higher earnings from the mortgage banking operations and higher distribution fee income from insurance products.

A summary of mortgage banking operations for the three and six month periods under review is presented in Table 14.

NET INVESTMENT INCOME AND OTHER

Net investment income and other is primarily related to investment income earned on our cash and cash equivalents and securities and other income not related to our core business. It also includes a charge from the Strategic Investments and Other segment for the use of unallocated capital.

EXPENSES

IG Wealth Management incurs advisory and business development expenses that include compensation paid to our Consultants. The majority of these costs vary directly with asset or sales levels. Also included are other distribution and business development activities which do not vary directly with asset or sales levels, such as direct marketing and advertising, financial planning specialist support and other costs incurred to support our adviser networks. These expenses tend to be discretionary or vary based upon the number of consultants or clients.

Asset-based compensation fluctuates with the value of assets under advisement. Asset-based compensation

TABLE 12: OPERATING RESULTS – WEALTH MANAGEMENT

THREE MONTHS ENDED (\$ millions)	2021	2021	2020	% CHANGE	
	JUN. 30	MAR. 31	JUN. 30	2021 MAR. 31	2020 JUN. 30
Revenues					
Wealth Management					
Advisory fees	\$ 349.1	\$ 333.0	\$ 296.4	4.8 %	17.8 %
Product and program fees	235.1	224.8	200.4	4.6	17.3
	584.2	557.8	496.8	4.7	17.6
Redemption fees	2.7	3.8	2.9	(28.9)	(6.9)
Other financial planning revenues	45.5	46.4	35.3	(1.9)	28.9
Total Wealth Management	632.4	608.0	535.0	4.0	18.2
Net investment income and other	0.6	1.8	1.8	(66.7)	(66.7)
	633.0	609.8	536.8	3.8	17.9
Expenses					
Advisory and business development					
Asset-based compensation	180.6	172.7	148.1	4.6	21.9
Sales-based compensation	13.4	12.1	8.6	10.7	55.8
Other					
Other product commissions	17.5	20.2	15.8	(13.4)	10.8
Business development	54.5	58.7	56.9	(7.2)	(4.2)
	72.0	78.9	72.7	(8.7)	(1.0)
Total advisory and business development	266.0	263.7	229.4	0.9	16.0
Operations and support	115.0	122.0	109.6	(5.7)	4.9
Sub-advisory	46.5	45.0	38.6	3.3	20.5
	427.5	430.7	377.6	(0.7)	13.2
Adjusted earnings before interest and taxes	205.5	179.1	159.2	14.7	29.1
Interest expense	22.5	22.3	22.3	0.9	0.9
Adjusted earnings before taxes	183.0	156.8	136.9	16.7	33.7
Income taxes	48.7	42.0	36.4	16.0	33.8
Adjusted net earnings	\$ 134.3	\$ 114.8	\$ 100.5	17.0 %	33.6 %
SIX MONTHS ENDED (\$ millions)			2021 JUN. 30	2020 JUN. 30	% CHANGE
Revenues					
Wealth Management					
Advisory fees			\$ 682.1	\$ 604.9	12.8 %
Product and program fees			459.9	411.6	11.7
			1,142.0	1,016.5	12.3
Redemption fees			6.5	9.1	(28.6)
Other financial planning revenues			91.9	76.2	20.6
Total Wealth Management			1,240.4	1,101.8	12.6
Net investment income and other			2.4	0.6	N/M
			1,242.8	1,102.4	12.7
Expenses					
Advisory and business development					
Asset-based compensation			353.3	302.8	16.7
Sales-based compensation			25.5	16.3	56.4
Other					
Other product commissions			37.7	33.9	11.2
Business development			113.2	115.7	(2.2)
			150.9	149.6	0.9
Total advisory and business development			529.7	468.7	13.0
Operations and support			237.0	229.2	3.4
Sub-advisory			91.5	78.8	16.1
			858.2	776.7	10.5
Adjusted earnings before interest and taxes			384.6	325.7	18.1
Interest expense			44.8	44.5	0.7
Adjusted earnings before taxes			339.8	281.2	20.8
Income taxes			90.7	75.1	20.8
Adjusted net earnings			\$ 249.1	\$ 206.1	20.9 %

TABLE 13: OPERATING RESULTS – IG WEALTH MANAGEMENT

THREE MONTHS ENDED (\$ millions)	2021	2021	2020	% CHANGE	
	JUN. 30	MAR. 31	JUN. 30	2021 MAR. 31	2020 JUN. 30
Revenues					
Wealth Management					
Advisory fees	\$ 285.0	\$ 271.3	\$ 242.8	5.0 %	17.4 %
Product and program fees	221.0	210.9	187.1	4.8	18.1
	506.0	482.2	429.9	4.9	17.7
Redemption fees	2.7	3.7	2.9	(27.0)	(6.9)
Other financial planning revenues	40.4	41.5	31.1	(2.7)	29.9
Total Wealth Management	549.1	527.4	463.9	4.1	18.4
Net investment income and other	0.4	1.4	1.6	(71.4)	(75.0)
	549.5	528.8	465.5	3.9	18.0
Expenses					
Advisory and business development					
Asset-based compensation	131.2	124.4	106.0	5.5	23.8
Sales-based compensation	13.4	12.1	8.6	10.7	55.8
Other					
Other product commissions	14.4	17.1	13.2	(15.8)	9.1
Business development	46.1	50.9	50.1	(9.4)	(8.0)
	60.5	68.0	63.3	(11.0)	(4.4)
Total advisory and business development	205.1	204.5	177.9	0.3	15.3
Operations and support	101.6	109.9	97.6	(7.6)	4.1
Sub-advisory	42.8	41.4	35.5	3.4	20.6
	349.5	355.8	311.0	(1.8)	12.4
Adjusted earnings before interest and taxes	200.0	173.0	154.5	15.6	29.4
Interest expense	22.4	22.1	22.1	1.4	1.4
Adjusted earnings before taxes	177.6	150.9	132.4	17.7	34.1
Income taxes	47.2	40.4	35.2	16.8	34.1
Adjusted net earnings	\$ 130.4	\$ 110.5	\$ 97.2	18.0 %	34.2 %
SIX MONTHS ENDED (\$ millions)			2021 JUN. 30	2020 JUN. 30	% CHANGE
Revenues					
Wealth Management					
Advisory fees			\$ 556.3	\$ 494.5	12.5 %
Product and program fees			431.9	383.8	12.5
			988.2	878.3	12.5
Redemption fees			6.4	9.0	(28.9)
Other financial planning revenues			81.9	67.0	22.2
Total Wealth Management			1,076.5	954.3	12.8
Net investment income and other			1.8	(0.1)	N/M
			1,078.3	954.2	13.0
Expenses					
Advisory and business development					
Asset-based compensation			255.6	215.6	18.6
Sales-based compensation			25.5	16.3	56.4
Other					
Other product commissions			31.5	28.4	10.9
Business development			97.0	100.8	(3.8)
			128.5	129.2	(0.5)
Total advisory and business development			409.6	361.1	13.4
Operations and support			211.5	205.3	3.0
Sub-advisory			84.2	72.1	16.8
			705.3	638.5	10.5
Adjusted earnings before interest and taxes			373.0	315.7	18.2
Interest expense			44.5	44.2	0.7
Adjusted earnings before taxes			328.5	271.5	21.0
Income taxes			87.6	72.4	21.0
Adjusted net earnings			\$ 240.9	\$ 199.1	21.0 %

TABLE 14: MORTGAGE BANKING OPERATIONS – IG WEALTH MANAGEMENT

THREE MONTHS ENDED (\$ millions)				% CHANGE	
	2021 JUN. 30	2021 MAR. 31	2020 JUN. 30	2021 MAR. 31	2020 JUN. 30
Total mortgage banking income					
Net interest income on securitized loans					
Interest income	\$ 37.7	\$ 40.6	\$ 44.4	(7.1) %	(15.1) %
Interest expense	27.4	31.2	39.7	(12.2)	(31.0)
Net interest income	10.3	9.4	4.7	9.6	119.1
Gains on sales ⁽¹⁾	(0.7)	2.3	1.1	N/M	N/M
Fair value adjustments	1.0	(0.9)	(1.4)	N/M	N/M
Other	1.3	1.3	2.3	–	(43.5)
	\$ 11.9	\$ 12.1	\$ 6.7	(1.7) %	77.6 %
Average mortgages serviced					
Securitizations	\$ 5,479	\$ 5,795	\$ 6,562	(5.5) %	(16.5) %
Other	2,566	2,583	2,816	(0.7)	(8.9)
	\$ 8,045	\$ 8,378	\$ 9,378	(4.0) %	(14.2) %
Mortgage sales to:⁽²⁾					
Securitizations	\$ 508	\$ 367	\$ 318	38.4 %	59.7 %
Other ⁽¹⁾	240	234	120	2.6	100.0
	\$ 748	\$ 601	\$ 438	24.5 %	70.8 %
SIX MONTHS ENDED					
(\$ millions)			2021 JUN. 30	2020 JUN. 30	% CHANGE
Total mortgage banking income					
Net interest income on securitized loans					
Interest income			\$ 78.3	\$ 92.3	(15.2) %
Interest expense			58.6	79.5	(26.3)
Net interest income			19.7	12.8	53.9
Gains on sales ⁽¹⁾			1.6	2.9	(44.8)
Fair value adjustments			0.1	(4.1)	N/M
Other			2.6	4.8	(45.8)
			\$ 24.0	\$ 16.4	46.3 %
Average mortgages serviced					
Securitizations			\$ 5,637	\$ 6,646	(15.2) %
Other			2,575	2,794	(7.8)
			\$ 8,212	\$ 9,440	(13.0) %
Mortgage sales to:⁽²⁾					
Securitizations			\$ 875	\$ 566	54.6 %
Other ⁽¹⁾			474	346	37.0
			\$ 1,349	\$ 912	47.9 %

(1) Represents sales to institutional investors through private placements, to Investors Mortgage and Short Term Income Fund, and to Investors Canadian Corporate Bond Fund as well as gains realized on those sales.

(2) Represents principal amounts sold.

increased by \$25.2 million and \$40.0 million for the three and six month periods ended June 30, 2021 to \$131.2 million and \$255.6 million, respectively, compared to 2020. The increase was primarily due to increased average assets under advisement and Consultant performance.

IG Wealth Management sales-based compensation is based upon the level of new assets contributed to client accounts at IG Wealth Management (subject to eligibility requirements). All sales-based compensation payments are capitalized and amortized as they reflect incremental costs to obtain a client contract.

Sales-based compensation was \$13.4 million for the second quarter of 2021, an increase of \$4.8 million from \$8.6 million in 2020. For the six month period, sales-based compensation expense was \$25.5 million, an increase of \$9.2 million from \$16.3 million in 2020. The increase in expense is due to additional sales-based commission being capitalized and amortized throughout 2020 and 2021.

Other advisory and business development expenses were \$60.5 million in the second quarter of 2021, compared to \$63.3 million in 2020. Other advisory and business development expenses were \$128.5 million in the six months ended June 30, 2021, compared to \$129.2 million in 2020.

Operations and support includes costs that support our wealth management and other general and administrative functions such as product management, technology and operations, as well as other functional business units and corporate expenses. Operations and support expenses were \$101.6 million for the second quarter of 2021 compared to \$97.6 million in 2020, an increase of \$4.0 million or 4.1%. For the six month period, operations and support expenses were \$211.5 million in 2021 compared to \$205.3 million in 2020, an increase of \$6.2 million or 3.0%.

Sub-advisory expenses were \$42.8 million for the second quarter of 2021 compared to \$35.5 million in 2020, an increase of \$7.3 million or 20.6%. For the six month period, sub-advisory expenses were \$84.2 million in 2021 compared to \$72.1 million in 2020, an increase of \$12.1 million or 16.8%. The increase in both periods is primarily due to higher assets under management.

INTEREST EXPENSE

Interest expense, which includes allocated interest expense on long-term debt and interest expense on leases, totalled \$22.4 million in the second quarter of 2021, compared to \$22.1 million in 2020. For the six month period, interest expense totalled \$44.5 million compared to \$44.2 million in 2020. Long-term debt interest expense is calculated based on a long-term debt allocation of \$1.7 billion to IG Wealth Management.

Q2 2021 VS. Q1 2021

FEE INCOME

Advisory fee income increased by \$13.7 million or 5.0% to \$285.0 million in the second quarter of 2021 compared with the first quarter of 2021. The increase in advisory fees in the second quarter was primarily due to the increase in average assets under advisement of 4.0% for the quarter, as shown in Table 10. The average advisory fee rate for the second quarter was 104.2 basis points of average assets under management, compared to 104.3 basis points in the first quarter.

Product and program fees were \$221.0 million in the second quarter of 2021, an increase of \$10.1 million from \$210.9 million in the first quarter of 2021. The increase in product and program fees was due to higher assets under management. The average product and program fee rate was 86.0 basis points in the current quarter, unchanged from the first quarter.

Other financial planning revenues of \$40.4 million in the second quarter of 2021 decreased by \$1.1 million from \$41.5 million in the first quarter primarily due to lower distribution income from insurance products.

NET INVESTMENT INCOME AND OTHER

Net investment income and other was \$0.4 million in the second quarter of 2021 compared to \$1.4 million in the previous quarter, a decrease of \$1.0 million.

EXPENSES

Advisory and business development expenses in the current quarter were \$205.1 million compared with \$204.5 million in the previous quarter.

Operations and support expenses were \$101.6 million for the second quarter of 2021 compared to \$109.9 million in the previous quarter, a decrease of \$8.3 million or 7.6% due to the seasonality of expenses.

INVESTMENT PLANNING COUNSEL

2021 VS. 2020

Adjusted net earnings related to Investment Planning Counsel were \$0.6 million and \$1.2 million higher in the three and six month periods ended June 30, 2021, than the comparable periods in 2020.

Q2 2021 VS. Q1 2021

Adjusted net earnings related to Investment Planning Counsel were \$0.4 million lower in the second quarter of 2021 compared to the prior quarter.

Asset Management

The Asset Management segment includes Mackenzie Investments.

Asset Management revenue reflects:

- **Net asset management fees – third party** includes fees received from our mutual funds and fees from third parties for investment management services. Compensation paid to dealers offsets the fees earned.
- **Asset management fees – Wealth Management** includes fees received from the Wealth Management segment. Wealth Management is considered a client of the Asset Management

segment and transfer pricing is based on values for similar sized asset management mandates.

Assets managed for IG Wealth Management are included in the Asset Management segment's assets under management.

Effective January 1, 2021, each segment now reflects their results to adjusted net earnings. Debt and interest expense is allocated to a segment based on management's assessment of: i) capacity to service the debt, and ii) where the debt is being serviced. Income taxes are also reported in each segment.

Review of the Business

Mackenzie Investments is a diversified asset management solutions provider founded in 1967. We provide investment management and related services with a wide range of investment mandates through a boutique structure and using multiple distribution channels. We are committed to delivering strong investment performance for our clients by drawing on more than 50 years of investment management experience.

Mackenzie earns asset management fees primarily from:

- Management fees earned from its investment funds, sub-advised accounts and institutional clients.
- Fees earned from its mutual funds for administrative services.
- Redemption fees on deferred sales charge and low load units.

The largest component of Mackenzie's revenues is management fees. The amount of management fees depends on the level and composition of assets under management. Management fee rates vary depending on the investment objective and the account type of the underlying assets under management. Equity based mandates have higher management fee rates than fixed income mandates and retail mutual fund accounts have higher management fee rates than sub-advised and institutional accounts.

DEVELOPMENTS

ACQUISITIONS

GLC Asset Management Group Ltd. (GLC)

On December 31, 2020, Mackenzie acquired GLC, a Canadian investment management firm with \$37 billion in assets under management, from Great-West Lifeco Inc. (Lifeco).

Separately, Lifeco's subsidiary, The Canada Life Assurance Company (Canada Life) acquired the fund management

contracts relating to private label Quadrus Group of Funds (QGOF). Mackenzie was previously the manager and trustee of the QGOF. Subsequent to the sale, Mackenzie continues to provide investment and administration services to the QGOF.

Benefits of the deal to Mackenzie include the following:

- The net addition of \$30.1 billion in assets under management solidifying Mackenzie as one of Canada's largest asset managers.
- Expands Mackenzie's distribution reach to the fast-growing group retirement business channel and establishes Mackenzie as one of the top three providers in Canada of investment solutions to defined contribution plans and other group retirement offerings.
- Enhances Mackenzie's investment capabilities with the addition of a new Canadian Equity boutique.

The acquisition also includes a distribution agreement with Canada Life, positioning Mackenzie as the core investment advisor to its individual and group product offerings and enhancing Canada Life's capabilities and competitiveness.

Greenchip Financial Corp. (Greenchip)

On December 22, 2020, Mackenzie acquired Greenchip, a leading Canadian firm focused exclusively on the environmental economy since 2007. The acquisition adds \$618 million in assets under management, of which \$435 million was sub-advisory mandates to the Mackenzie Global Environmental Equity Fund. Mackenzie has been a leader in bringing sustainable investing to Canadians, with an evolving suite of funds focused on environmental leadership, gender diversity and sustainability. The acquisition of Greenchip is a natural evolution reflecting the success of Greenchip's sub-advisory relationship to the Mackenzie Global Environmental Equity Fund.

ASSET MANAGEMENT STRATEGY

Mackenzie seeks to be Canada's preferred global asset management solutions provider and business partner.

Mackenzie's vision: We are committed to the financial success of investors, through *their* eyes. This vision impacts our strategic priorities and drives future business growth. Our strategic mandate is two-fold: win in the Canadian retail space and build meaningful strategic relationships. We aim to achieve this mandate by attracting and fostering the best minds in the investment industry, responding to changing needs of financial advisors and investors with distinctive and innovative solutions, and continuing to deliver institutional quality in everything we do.

To support this vision and strategic mandate our employees strive to:

- Deliver competitive and consistent risk-adjusted performance
- Offer innovative and high quality investment solutions
- Accelerate distribution
- Advance brand leadership
- Drive operational excellence and discipline
- Enable a high-performing and diverse culture

Mackenzie seeks to maximize returns on business investment by focusing our resources in areas that directly impact the success of our strategic mandate: investment management, distribution and client experience.

Our investment management capabilities are delivered through a boutique structure, with separate in-house teams having distinct focuses and diverse styles. Our research and portfolio management teams are located in Toronto, Montreal, Winnipeg, Boston, Dublin and Hong Kong. In addition to our own investment teams, we supplement our investment capabilities with strategic partners (third party sub-advisors) in selected areas. The development of a broad range of investment capabilities and products is a key strength in supporting the evolving financial needs of investors.

Our business focuses on three key distribution channels: retail, strategic alliances and institutional.

Mackenzie primarily distributes its retail investment products through third-party financial advisors. Our sales teams work with many of the more than 30,000 independent financial advisors and their firms across Canada. Our innovative, comprehensive lineup of investment solutions covers all asset classes and parts of the globe. We offer a range of relevant products and investment solutions designed to help advisors meet the evolving needs of their clients. We regularly introduce new funds and we may merge or streamline our fund offerings to provide enhanced investment solutions.

In addition to our retail distribution team, Mackenzie also has specialty teams focused on strategic alliances and the institutional marketplace.

Within the strategic alliance channel, Mackenzie offers certain series of our mutual funds and provides sub-advisory services to third-party and related party investment programs offered by banks, insurance companies and other investment companies. Strategic alliances with related parties include providing advisory services to IG Wealth Management, Investment Planning Counsel and Great-West Lifeco Inc. (Lifeco) subsidiaries. Beginning in 2020, Mackenzie partnered with Wealthsimple and launched three ETFs. Within the strategic alliance channel, Mackenzie's primary distribution relationship is with the head office of the respective bank, insurance company or investment company.

In the institutional channel, Mackenzie provides investment management services to pension plans, foundations and other institutions. We attract new institutional business through our relationships with pension and management consultants.

Gross sales and redemption activity in strategic alliance and institutional accounts can be more pronounced than in the retail channel, given the relative size and the nature of the distribution relationships of these accounts. These accounts are also subject to ongoing reviews and rebalance activities which may result in a significant change in the level of assets under management.

Mackenzie continues to be positioned to continue to build and enhance our distribution relationships given our team of experienced investment professionals, strength of our distribution network, broad product shelf, competitively priced products and our focus on client experience and investment excellence.

ASSETS UNDER MANAGEMENT

The changes in total assets under management are summarized in Table 15 and the changes in investment fund assets under management are summarized in Table 16.

Assets managed for the Wealth Management segment are included in total assets under management. Prior to the third quarter of 2020, assets managed by Mackenzie for IG Wealth Management were excluded from the Mackenzie reportable segment. Comparative periods have been retroactively restated.

At June 30, 2021, Mackenzie's total assets under management were \$201.7 billion, an all-time high, and an increase of 44.3% from \$139.7 billion last year. The increase in assets under management included the impact of \$30.3 billion related to the net business acquisitions of GLC and Greenchip during the fourth quarter of 2020. Mackenzie's total assets under management (excluding sub-advisory to Wealth Management) were \$122.9 billion, also an all-time high, and an increase of 73.6% from \$70.8 billion last year. The change in Mackenzie's

TABLE 15: CHANGE IN TOTAL ASSETS UNDER MANAGEMENT – ASSET MANAGEMENT⁽¹⁾

THREE MONTHS ENDED (\$ millions)	2021	2021	2020	% CHANGE	
	JUN. 30	MAR. 31	JUN. 30	2021 MAR. 31	2020 JUN. 30
Assets under management excluding sub-advisory to Wealth Management					
Net sales (redemptions)					
Mutual funds ⁽¹⁾	\$ 1,103	\$ 1,461	\$ 376	(24.5) %	193.4 %
ETF net creations ⁽²⁾	562	405	681	38.8	(17.5)
Investment funds ⁽³⁾	1,665	1,866	1,057	(10.8)	57.5
Sub-advisory, institutional and other accounts ⁽⁴⁾	242	(414)	2,542	N/M	(90.5)
Total net sales (redemptions)	1,907	1,452	3,599	31.3	(47.0)
Investment returns	5,482	3,134	6,324	74.9	(13.3)
Net change in assets	7,389	4,586	9,923	61.1	(25.5)
Beginning assets	115,524	110,938	60,898	4.1	89.7
Ending assets	\$ 122,913	\$ 115,524	\$ 70,821	6.4 %	73.6 %
Consolidated Assets under management ⁽⁵⁾					
Mutual funds	\$ 61,717	\$ 58,137	\$ 60,132	6.2 %	2.6 %
ETFs	4,889	4,174	3,132	17.1	56.1
Investment funds ⁽³⁾	66,606	62,311	63,264	6.9	5.3
Sub-advisory, institutional and other accounts	56,307	53,213	7,557	5.8	N/M
	122,913	115,524	70,821	6.4	73.6
Sub-advisory to Wealth Management	78,788	76,041	68,927	3.6	14.3
Consolidated assets under management	\$ 201,701	\$ 191,565	\$ 139,748	5.3 %	44.3 %
Average total assets ⁽⁶⁾					
Excluding sub-advisory to Wealth Management	\$ 119,321	\$ 112,718	\$ 67,304	5.9 %	77.3 %
Consolidated	196,582	187,213	134,501	5.0	46.2
SIX MONTHS ENDED					
(\$ millions)		2021	2020	% CHANGE	
		JUN. 30	JUN. 30		
Assets under management excluding sub-advisory to Wealth Management					
Net sales (redemptions)					
Mutual funds ⁽¹⁾		\$ 2,564	\$ 731		N/M %
ETF net creations ⁽²⁾		967	763		26.7
Investment funds ⁽³⁾		3,531	1,494		136.3
Sub-advisory, institutional and other accounts ⁽⁴⁾		(172)	2,456		N/M
Total net sales (redemptions)		3,359	3,950		(15.0)
Investment returns		8,616	(1,386)		N/M
Net change in assets		11,975	2,564		N/M
Beginning assets		110,938	68,257		62.5
Ending assets		\$ 122,913	\$ 70,821		73.6 %
Average total assets ⁽⁶⁾					
Excluding sub-advisory to Wealth Management		\$ 116,055	\$ 67,424		72.1 %
Consolidated		191,940	136,816		40.3

(1) Mutual funds – Institutional clients, which include Mackenzie mutual funds within their investment offerings, made fund allocation changes:

- First quarter of 2021 – resulted in sales of \$367 million, redemptions of \$778 million and net redemptions of \$411 million.
- Second quarter of 2020 – resulted in sales and net sales of \$109 million.
- First quarter of 2020 – resulted in sales of \$373 million, redemptions of \$192 million and net sales of \$181 million.

(2) ETFs – During the second quarter of 2020, Wealthsimple purchased \$370 million of Mackenzie ETFs.

(3) Investment Fund assets under management and net sales exclude investments into Mackenzie mutual funds and ETFs by IGM investment funds.

(4) Sub-advisory, institutional and other accounts:

- Second quarter of 2021 – Mackenzie was awarded \$680 million of sub-advisory wins.
- Second quarter of 2020 – Mackenzie was awarded \$2.6 billion of sub-advisory wins.

(5) In the fourth quarter of 2020 Mackenzie Investments:

- Sold \$13.4 billion of fund management contracts relating to private label Quadrus Group of Funds (QGOF) to Great-West Lifeco. Inc.
- Acquired \$183 million in mutual fund assets under management related to acquisition of Greenchip Financial Corp.
- Acquired \$43.5 billion in institutional accounts as part of transaction with Great-West Lifeco Inc.

(6) Based on daily average investment fund assets and month-end average sub-advisory, institutional and other assets.

TABLE 16: CHANGE IN INVESTMENT FUND ASSETS UNDER MANAGEMENT – ASSET MANAGEMENT⁽¹⁾

THREE MONTHS ENDED (\$ millions)	2021 JUN. 30	2021 MAR. 31	2020 JUN. 30	% CHANGE	
				2021 MAR. 31	2020 JUN. 30
Sales	\$ 2,996	\$ 4,512	\$ 2,505	(33.6) %	19.6 %
Redemptions	1,893	3,051	2,129	(38.0)	(11.1)
Mutual fund net sales (redemptions) ⁽²⁾	1,103	1,461	376	(24.5)	193.4
ETF net creations ⁽³⁾	562	405	681	38.8	(17.5)
Investment fund net sales (redemptions)⁽⁴⁾	1,665	1,866	1,057	(10.8)	57.5
Investment returns	2,630	1,195	5,584	120.1	(52.9)
Net change in assets	4,295	3,061	6,641	40.3	(35.3)
Beginning assets	62,311	59,250	56,623	5.2	10.0
Ending assets	\$ 66,606	\$ 62,311	\$ 63,264	6.9 %	5.3 %
Consists of:⁽⁵⁾					
Mutual funds	\$ 61,717	\$ 58,137	\$ 60,132	6.2 %	2.6 %
ETFs	4,889	4,174	3,132	17.1	56.1
Investment funds	\$ 66,606	\$ 62,311	\$ 63,264	6.9 %	5.3 %
Daily average investment fund assets	\$ 64,623	\$ 60,647	\$ 60,667	6.6 %	6.5 %

SIX MONTHS ENDED (\$ millions)	2021 JUN. 30	2020 JUN. 30	% CHANGE
Sales	\$ 7,508	\$ 6,161	21.9 %
Redemptions	4,944	5,430	(9.0)
Mutual fund net sales (redemptions) ⁽²⁾	2,564	731	N/M
ETF net creations ⁽³⁾	967	763	26.7
Investment fund net sales (redemptions)⁽⁴⁾	3,531	1,494	136.3
Investment returns	3,825	(1,441)	N/M
Net change in assets	7,356	53	N/M
Beginning assets	59,250	63,211	(6.3)
Ending assets	\$ 66,606	\$ 63,264	5.3 %
Daily average investment fund assets	\$ 62,646	\$ 61,515	1.8 %

(1) Investment Fund assets under management and net sales excludes investments into Mackenzie mutual funds and ETFs by IGM investment funds.

(2) Mutual funds – Institutional clients, which include Mackenzie mutual funds within their investment offerings, made fund allocation changes:

- First quarter of 2021 – resulted in sales of \$367 million, redemptions of \$778 million and net redemptions of \$411 million.
- Second quarter of 2020 – resulted in sales and net sales of \$109 million.
- First quarter of 2020 – resulted in sales of \$373 million, redemptions of \$192 million and net sales of \$181 million.

(3) ETFs – During the second quarter of 2020, Wealthsimple purchased \$370 million of Mackenzie ETFs.

(4) Total investment fund net sales and assets under management exclude Mackenzie mutual fund investments in ETFs.

(5) Sold \$13.4 billion of fund management contracts relating to private label Quadrus Group of Funds (QGOF) to Great-West Lifeco. Inc. Acquired \$183 million in mutual fund assets under management related to acquisition of Greenchip Financial Corp.

assets under management is determined by investment returns generated for our clients and net contributions from our clients.

CHANGE IN ASSETS UNDER MANAGEMENT – 2021 VS. 2020

Mackenzie's total assets under management at June 30, 2021 were \$201.7 billion an increase of 44.3% from \$139.7 billion. The increase in assets under management included \$30.3 billion in net business acquisitions noted previously. Mackenzie's total assets under management, excluding the net acquisitions of \$30.3 billion related to the net business acquisitions noted previously, increased 22.7% from June 30, 2020. Assets under management excluding sub-advisory to the Wealth

Management segment were \$122.9 billion, an increase of 73.6% from \$70.8 billion at June 30, 2020.

Investment fund assets under management were \$66.6 billion at June 30, 2021, compared to \$63.3 billion at June 30, 2020, an increase of 5.3%. The net increase was inclusive of the decrease of \$13.2 billion of net assets under management related to the sale of mutual fund contracts in the divestiture of QGOF and the Greenchip acquisition, noted previously. Mackenzie's mutual fund assets under management of \$61.7 billion increased by 2.6% from \$60.1 billion at June 30, 2020. Mackenzie's ETF assets excluding ETFs held within IGM managed products were \$4.9 billion at June 30, 2021, an increase of 56.1%

from \$3.1 billion at June 30, 2020. ETF assets inclusive of IGM managed products were \$10.6 billion at June 30, 2021 compared to \$6.6 billion at June 30, 2020.

In the three months ended June 30, 2021, Mackenzie's mutual fund gross sales were \$3.0 billion, a record high and an increase of 19.6% from \$2.5 billion in 2020. Mutual fund redemptions in the current quarter were \$1.9 billion, a decrease of 11.1% from last year. Mutual fund net sales for the three months ended June 30, 2021 were \$1.1 billion, as compared to net sales of \$376 million last year. In the three months ended June 30, 2021, ETF net creations were \$562 million compared to \$681 million last year. Investment fund net sales in the current quarter were \$1.7 billion compared to net sales of \$1.1 billion last year. During the current quarter, investment returns resulted in investment fund assets increasing by \$2.6 billion compared to an increase of \$5.6 billion last year.

During the second quarter of 2020, certain third party programs, which include Mackenzie mutual funds, made fund allocation changes resulting in gross and net sales of \$109 million. Excluding these transactions in 2020, mutual fund gross sales increased by 25.0% in the three months ended June 30, 2021 compared to last year, mutual fund redemptions decreased by 11.1% and mutual fund net sales of \$1.1 billion in 2021 compared to mutual fund net sales of \$267 million last year.

During the second quarter of 2020, Wealthsimple purchased \$370 million of Mackenzie ETFs. Excluding this transaction in 2020, ETF net creations were \$562 million in the current quarter compared to \$311 million last year.

Total net sales excluding sub-advisory to the Wealth Management segment for the three months ended June 30, 2021 were \$1.9 billion compared to net sales of \$3.6 billion last year. During the second quarter of 2021, Mackenzie was awarded \$680 million of sub-advisory mandates through our strategic partnership with China Asset Management Co, Ltd. During the second quarter of 2020, Mackenzie was awarded \$2.6 billion of sub-advisory mandates from various clients. Excluding these transactions and the mutual fund and ETF transactions discussed above, net sales were \$1.2 billion for the three months ended June 30, 2021 compared to net sales of \$496 million last year. During the current quarter, investment returns resulted in assets increasing by \$5.5 billion compared to an increase of \$6.3 billion last year.

In the six months ended June 30, 2021, Mackenzie's mutual fund gross sales were \$7.5 billion, an increase of 21.9% from \$6.2 billion in 2020. Mutual fund redemptions in the current period were \$4.9 billion, a decrease of 9.0% from last year. Mutual fund net sales for the six months ended June 30, 2021 were \$2.6 billion, as compared to net sales of \$731 million last year. In the six months ended June 30, 2021, ETF net creations were \$967 million compared to \$763 million last

year. Investment fund net sales in the current period were \$3.5 billion compared to net sales of \$1.5 billion last year. During the current period, investment returns resulted in investment fund assets increasing by \$3.8 billion compared to a decrease of \$1.4 billion last year.

During the six months ended June 30, 2021, certain third party programs, which include Mackenzie mutual funds made fund allocation changes resulting in gross sales of \$367 million, redemptions of \$778 million and net redemptions of \$411 million. During the six months ended June 30, 2020, certain third party programs, which include Mackenzie mutual funds made fund allocation changes resulting in gross sales of \$482 million, redemptions of \$192 million and net sales of \$290 million. Excluding these transactions in 2021 and 2020, mutual fund gross sales increased 25.7% and mutual fund redemptions decreased 20.5% in the six months ended June 30, 2021 compared to last year and mutual fund net sales were \$3.0 billion in the current year compared to \$441 million last year.

Redemptions of long-term mutual funds in the three and six months ended June 30, 2021, were \$1.9 billion and \$4.9 billion, respectively, compared to \$2.0 billion and \$5.2 billion last year. Redemptions of long-term mutual funds excluding mutual fund allocation changes made by third party programs were \$1.9 billion in the three months and \$4.1 billion in the six months ended June 30, 2021 compared to \$2.0 billion and \$5.0 billion in the comparative periods last year. Mackenzie's annualized quarterly redemption rate for long-term mutual funds was 12.5% in the second quarter of 2021, compared to 14.1% in the second quarter of 2020. Mackenzie's twelve-month trailing redemption rate for long-term mutual funds was 16.0% at June 30, 2021, compared to 16.5% last year. Mackenzie's twelve month trailing redemption rate for long-term funds, excluding rebalance transactions, was 13.8% at June 30, 2021, compared to 15.8% at June 30, 2020. The corresponding average twelve-month trailing redemption rate for long-term mutual funds for all other members of IFIC was approximately 14.2% at June 30, 2021. Mackenzie's twelve-month trailing redemption rate is comprised of the weighted average redemption rate for front-end load assets, deferred sales charge and low load assets with redemption fees, and deferred sales charge assets without redemption fees (matured assets). Generally, redemption rates for front-end load assets and matured assets are higher than the redemption rates for deferred sales charge and low load assets with redemption fees.

During the six months ended June 2020, Wealthsimple purchased \$370 million of Mackenzie ETFs. Excluding this transaction in 2020, ETF net creations were \$967 million in the current year compared to \$393 million last year.

Total net sales excluding sub-advisory to the Wealth Management segment for the six months ended June 30, 2021

were \$3.4 billion, compared to net sales of \$4.0 billion last year. Excluding the 2021 and 2020 transactions previously discussed, net sales were \$3.1 billion for the six months ended June 30, 2021 compared to net sales of \$666 million last year. During the six months ended June 30, 2021, investment returns resulted in assets increasing by \$8.6 billion compared to a decrease of \$1.4 billion last year.

As at June 30, 2021, Mackenzie's sub-advisory to the Wealth Management segment were \$78.8 billion or 71.2% of total Wealth Management assets under management compared to \$68.9 billion or 72.9% of total Wealth Management assets under management at June 30, 2020.

CHANGE IN ASSETS UNDER MANAGEMENT – Q2 2021 VS. Q1 2021

Mackenzie's total assets under management at June 30, 2021 were \$201.7 billion, an increase of 5.3% from \$191.6 billion at March 31, 2021. Assets under management excluding sub-advisory to the Wealth Management segment were \$122.9 billion, an increase of 6.4% from \$115.5 billion at March 31, 2021.

Investment fund assets under management were \$66.6 billion at June 30, 2021, an increase of 6.9% from \$62.3 billion at March 31, 2021. Mackenzie's mutual fund assets under management were \$61.7 billion at June 30, 2021, an increase of 6.2% from \$58.1 billion at March 31, 2021. Mackenzie's ETF assets were \$4.9 billion at June 30, 2021 compared to \$4.2 billion at March 31, 2021. ETF assets inclusive of IGM managed products were \$10.6 billion at June 30, 2021 compared to \$9.5 billion at March 31, 2021.

For the quarter ended June 30, 2021, Mackenzie mutual fund gross sales were \$3.0 billion, a decrease of 33.6% from the first quarter of 2021. Mutual fund redemptions were \$1.9 billion, a decrease of 38.0% from the first quarter of 2021. Net sales of Mackenzie mutual funds for the current quarter were \$1.1 billion compared with net sales of \$1.5 billion in the previous quarter.

During the first quarter, certain third party programs, which include Mackenzie mutual funds, made fund allocation changes resulting in gross sales of \$367 million, redemptions of \$778 million and net redemptions of \$411 million. Excluding these mutual fund allocation changes made by third party programs during the first quarter of 2021, mutual fund gross sales decreased 27.7%, redemptions decreased 16.7% and mutual fund net sales were \$1.1 billion in the current quarter compared to net sales of \$1.9 million in the previous quarter.

Redemptions of long-term mutual fund assets in the current quarter were \$1.9 billion, compared to \$3.0 billion in the first quarter. Mackenzie's annualized quarterly redemption rate for long-term mutual funds for the current quarter was 12.5% compared to 20.6% in the first quarter. Mackenzie's annualized

quarterly redemption rate for long-term mutual funds excluding rebalance transactions was 15.2% in the first quarter of 2021. Redemptions of long-term mutual funds excluding mutual fund allocation changes made by third party programs were \$1.9 billion in the three months ended June 30, 2021 compared to \$2.2 billion in the first quarter. Net sales of long-term funds for the current quarter were \$1.1 billion compared to net sales of \$1.4 billion in the previous quarter.

For the quarter ended June 30, 2021, Mackenzie ETF net creations were \$562 million compared to \$405 million in the first quarter.

Investment fund net sales in the current quarter were \$1.7 billion compared to net sales of \$1.9 billion in the first quarter.

As at June 30, 2021, Mackenzie's sub-advisory to the Wealth Management segment were \$78.8 billion or 71.2% of total Wealth Management assets under management compared to \$76.0 billion or 71.7% of total Wealth Management assets under management at March 31, 2021.

INVESTMENT MANAGEMENT

Mackenzie has \$201.7 billion in assets under management at June 30, 2021, including \$78.8 billion of sub-advisory mandates to the Wealth Management segment. It has teams located in Toronto, Montreal, Winnipeg, Vancouver, Boston, Dublin and Hong Kong.

We continue to deliver our investment offerings through a boutique structure, with separate in-house investment teams which each have a distinct focus and investment approach. This boutique approach promotes diversification of styles and ideas and provides Mackenzie with a breadth of capabilities. Oversight is conducted through a common process intended to promote superior risk-adjusted returns over time. This oversight process focuses on i) identifying and encouraging each team's performance edge, ii) promoting best practices in portfolio construction, and iii) emphasizing risk management.

Our investment team currently consists of seventeen boutiques including the following recent additions described below:

- Addition of a new Canadian Equity boutique with the acquisition of GLC at December 31, 2020.
- Addition of a new Greenchip boutique with the acquisition of Greenchip Financial Corp. at December 22, 2020.
- Launch of a new sustainability-focused boutique "Betterworld" during the second quarter of 2021. This boutique will invest exclusively in companies exemplifying leadership in environmental, social and governance (ESG) behaviours and practices.

The investment in Northleaf enhances our investment capabilities by offering global private equity, private credit and infrastructure investment solutions to our clients.

In addition to our own investment teams, Mackenzie supplements investment capabilities through the use of third party sub-advisors and strategic beta index providers in selected areas. These include Putnam Investments Inc., TOBAM, China AMC, Impax Asset Management LLC and Rockefeller Capital Management.

Long-term investment performance is a key measure of Mackenzie's ongoing success. At June 30, 2021, 27.8% of Mackenzie mutual fund assets were rated in the top two performance quartiles for the one year time frame, 56.4% for the three year time frame and 60.3% for the five year time frame. Mackenzie also monitors its fund performance relative to the ratings it receives on its mutual funds from the Morningstar¹ fund ranking service. At June 30, 2021, 87.5% of Mackenzie mutual fund assets measured by Morningstar¹ had a rating of three stars or better and 47.3% had a rating of four or five stars. This compared to the Morningstar¹ universe of 85.5% for three stars or better and 53.4% for four and five star funds at June 30, 2021. These ratings exclude the Quadrus Group of Funds¹.

PRODUCTS

Mackenzie continues to evolve its product shelf by providing enhanced investment solutions for financial advisors to offer their clients. During the second quarter, Mackenzie launched a number of new products and announced an upcoming mutual fund merger to streamline and strengthen its product shelf.

MUTUAL FUNDS

Mackenzie manages its product shelf through new fund launches and fund mergers to streamline fund offerings for financial advisors and investors.

During the second quarter and early third quarter, Mackenzie launched three new Funds:

- Mackenzie Greenchip Global Balanced Fund is Canada's first environmental thematic fund for retail investors. It is focused primarily on investing in the environmental economy and is managed by a unique combination of two investment teams. The equities sleeve is run by the Mackenzie Greenchip boutique, a pre-eminent Canadian investment management team that focuses exclusively on environmental thematic investing. The equity component of the Fund will generally invest in medium and large market capitalization companies that are focused on developing products or services that are directly supporting various environmental sectors. The fixed income sleeve is managed by the Mackenzie Fixed Income Team, an early adopter of sustainable investing with a proven proprietary process. The bond portion of the Fund will invest primarily in labelled green bonds and other debt instruments that are used to finance environmental and sustainable solutions.

- Mackenzie Global Sustainable Bond Fund helps address investors' demand for sustainable fixed income solutions. The Fund seeks to provide moderate capital growth by investing primarily in fixed income securities of issuers across all geographies and is one of just a handful of sustainable fixed income products currently available in Canada. The Fund is managed by the Mackenzie Fixed Income Team and follows an approach that leverages both labelled environmental, social, governance (ESG) bonds coupled with best-in-class ESG issuers to maximize impact and deliver long-term risk adjusted returns.
- Mackenzie Tax-Managed Global Equity Fund seeks to provide investors with long-term tax effective rates of return by investing primarily in equity securities issued by companies of any size, anywhere in the world. The fund will utilize a variety of tax management strategies including giving preference to companies with lower relative yield weighted against risk-adjusted return potential, favouring longer-term investment opportunities over short-term ones and utilizing tax loss harvesting. The Fund will be managed by Mackenzie's Global Equity and Income Team.

With the creation of the "Betterworld" boutique noted above, early in the third quarter of 2021, Mackenzie filed a preliminary prospectus for the launch of the Betterworld Canadian Equity Fund and the Betterworld Global Equity Fund. These Funds are expected to be launched later in the third quarter or early fourth quarter and seek to provide long-term capital appreciation by investing in equity securities of companies that are considered to have progressive environmental, social and governance practices.

Mackenzie also filed a preliminary prospectus for the launch of the Mackenzie ChinaAMC All China Bond Fund. This fund will be launched during the third quarter and seeks to generate above-average income with the potential for long-term capital growth by investing primarily in a diversified portfolio of fixed-income securities of any size issued by Chinese companies or governments. This fund will be sub-advised by China Asset Management Company Limited.

During the second quarter of 2021, Mackenzie announced its intention to wind-up Mackenzie Financial Capital Corporation. This will impact its suite of 34 corporate class funds, resulting in the merging of each Fund into its corresponding trust fund equivalent, on a tax deferred basis. Changes to tax legislation and evolving market trends have eliminated many of the benefits that were available to corporate class funds. The continuing trust funds have or will have a substantially similar investment objective. The mergers will take place on or about July 30, 2021. In addition, on June 4, 2021 Mackenzie merged Mackenzie Global Credit Opportunities Fund into the Mackenzie North American Corporate Bond Fund.

EXCHANGE TRADED FUNDS

The addition of Exchange Traded Funds (ETF) has complemented Mackenzie's broad and innovative fund line-up and reflects its investor-focused vision to provide advisors and investors with new solutions to drive investor outcomes and achieve their personal goals. These ETFs offer investors another investment option to utilize in building long-term diversified portfolios.

Mackenzie's current line-up consists of 42 ETFs: 23 active and strategic beta ETFs and 19 traditional index ETFs. ETF assets under management ended the quarter at \$10.6 billion, inclusive of \$5.7 billion in investments from IGM managed products.

During the second quarter, Mackenzie partnered with Wealthsimple to launch one new ETF:

- Wealthsimple Shariah World Equity Index is Canada's first Shariah compliant ETF and seeks to replicate the performance of the Dow Jones Islamic Market Developed Markets Quality and Low Volatility Index. This launch compliments our two existing socially responsible ETFs, Wealthsimple North American Socially Responsible Index ETF and Wealthsimple Developed Markets Excluding North America Socially Responsible Index ETF.

Review of Segment Operating Results

The Asset Management segment includes revenue earned on advisory mandates to the Wealth Management segment and investments into Mackenzie mutual funds and ETFs by the Wealth Management segment.

The Asset Management segment adjusted net earnings are presented in Table 17. Adjusted net earnings for the second quarter of 2021 were \$56.5 million, an increase of 54.4% from the second quarter in 2020 and an increase of 17.7% from the prior quarter.

Adjusted earnings before interest and taxes for the second quarter of 2021 were \$82.5 million, an increase of 50.8% from the second quarter in 2020 and 17.4% from the prior quarter.

2021 VS. 2020

REVENUES

Asset management fees are classified as either Asset management fees – third party or Asset management fees – Wealth Management.

- Net asset management fees – third party is comprised of the following:
 - Asset management fees – third party consists of management and administration fees earned from our investment funds and management fees from our third party sub-advisory, institutional and other accounts. The largest component is management fees from our investment funds. The amount of management fees depends on the level and composition of assets under management. Management fee rates vary depending on the investment objective and the account type of the underlying assets under management. For example, equity-based mandates have higher management fee rates than fixed income mandates and retail mutual fund accounts have higher management fee rates than sub-advised and institutional accounts. The majority of Mackenzie's mutual fund assets are retail and sold through third party financial advisors.
 - Redemption fees – consists of fees earned from the redemptions of mutual fund assets sold on a deferred sales charge purchase option and on a low load purchase option. Redemption fees charged for deferred sales charge assets range from 5.5% in the first year and decrease to zero after seven years. Redemption fees for low load assets range from 2.0% to 3.0% in the first year and decrease to zero after two or three years, depending on the purchase option.
 - Dealer compensation expenses – consists of asset-based and sales-based compensation. Asset-based compensation represents trailing commissions paid to dealers on certain classes of retail mutual funds and are calculated as a

percentage of mutual fund assets under management.

These fees vary depending on the fund type and the purchase option upon which the fund was sold: front-end, deferred sales charge or low load. Sales based compensation are paid to dealers on the sale of mutual funds under the deferred sales charge purchase option and on a low load purchase option.

- Asset management fees – Wealth Management consists of sub-advisory fees earned from the Wealth Management segment.

Net asset management fees – third party were \$160.9 million for the three months ended June 30, 2021, an increase of \$40.1 million or 33.2% from \$120.8 million last year. The increase in net asset management fees – third party was primarily due to a 77.3% increase in average assets under management, as shown in Table 15, partially offset by a decline in the effective net asset management fee rate. Mackenzie's net asset management fee rate was 54.1 basis points for the three months ended June 30, 2021 compared to 72.0 basis points in the comparative period in 2020. The decline in the net management fee rate was primarily due to the increase in sub-advisory assets from the GLC acquisition, which have lower effective rates. Other factors include a change in the composition of assets under management, including the impact of having a greater share in non-retail priced products.

Net asset management fees – third party were \$308.6 million for the six months ended June 30, 2021, an increase of \$64.7 million or 26.5% from \$243.9 million last year. The increase in net asset management fees – third party was primarily due to a 72.1% increase in average assets under management partially offset by a decline in the effective net asset management fee rate. Mackenzie's net asset management fee rate was 53.6 basis points for the six months June 30, 2021 compared to 72.6 basis points in the comparative period in 2020. The decline in the net management fee rate was primarily due to the increase in sub-advisory assets from the GLC acquisition, which have lower effective rates. Other factors include a change in the composition of assets under management, including the impact of having a greater share in non-retail priced products. Contributing to the increase in non-retail assets was the onboarding of \$2.6 billion of sub-advisory and institutional wins during the second quarter of 2020.

Management fees – Wealth Management were \$28.0 million for the three months ended June 30, 2021, an increase of \$4.2 million or 17.6% from \$23.8 million last year. The increase in management fees was due to an increase in the effective management fee rate and a 15.0% increase in average assets under management. Mackenzie's management fee rate was

TABLE 17: OPERATING RESULTS – ASSET MANAGEMENT

THREE MONTHS ENDED (\$ millions)	2021	2021	2020	% CHANGE	
	JUN. 30	MAR. 31	JUN. 30	2021 MAR. 31	2020 JUN. 30
Revenues					
Asset management					
Asset management fees – third party	\$ 247.2	\$ 231.9	\$ 189.8	6.6 %	30.2 %
Redemption fees	1.1	1.1	0.9	–	22.2
	248.3	233.0	190.7	6.6	30.2
Dealer compensation expenses					
Asset-based compensation	(82.5)	(78.3)	(65.8)	5.4	25.4
Sales-based compensation	(4.9)	(7.0)	(4.1)	(30.0)	19.5
	(87.4)	(85.3)	(69.9)	2.5	25.0
Net asset management fees – third party	160.9	147.7	120.8	8.9	33.2
Asset management fees – Wealth Management	28.0	26.9	23.8	4.1	17.6
Net asset management	188.9	174.6	144.6	8.2	30.6
Net investment income and other	1.1	1.2	3.0	(8.3)	(63.3)
	190.0	175.8	147.6	8.1	28.7
Expenses					
Advisory and business development	25.1	20.3	16.0	23.6	56.9
Operations and support	80.5	83.5	74.7	(3.6)	7.8
Sub-advisory	1.9	1.7	2.2	11.8	(13.6)
	107.5	105.5	92.9	1.9	15.7
Adjusted earnings before interest and taxes	82.5	70.3	54.7	17.4	50.8
Interest expense	6.0	5.8	5.2	3.4	15.4
Adjusted earnings before taxes	76.5	64.5	49.5	18.6	54.5
Income taxes	20.0	16.5	12.9	21.2	55.0
Adjusted net earnings	\$ 56.5	\$ 48.0	\$ 36.6	17.7 %	54.4 %
SIX MONTHS ENDED					
(\$ millions)			2021	2020	% CHANGE
			JUN. 30	JUN. 30	
Revenues					
Asset management					
Asset management fees – third party			\$ 479.1	\$ 386.9	23.8 %
Redemption fees			2.2	2.4	(8.3)
			481.3	389.3	23.6
Dealer compensation expenses					
Asset-based compensation			(160.8)	(133.6)	20.4
Sales-based compensation			(11.9)	(11.8)	0.8
			(172.7)	(145.4)	18.8
Net asset management fees – third party			308.6	243.9	26.5
Asset management fees – Wealth Management			54.9	49.0	12.0
Net asset management			363.5	292.9	24.1
Net investment income and other			2.3	0.8	187.5
			365.8	293.7	24.5
Expenses					
Advisory and business development			45.4	35.9	26.5
Operations and support			164.0	149.4	9.8
Sub-advisory			3.6	4.7	(23.4)
			213.0	190.0	12.1
Adjusted earnings before interest and taxes			152.8	103.7	47.3
Interest expense			11.8	10.3	14.6
Adjusted earnings before taxes			141.0	93.4	51.0
Income taxes			36.5	24.5	49.0
Adjusted net earnings			\$ 104.5	\$ 68.9	51.7 %

14.5 basis points for the three months ended June 30, 2021 compared to 14.2 basis points in the comparative period in 2020. The increase in the management fee rate was due to a change in the composition of assets under management.

Management fees – Wealth Management were \$54.9 million for the six months ended June 30, 2021, an increase of \$5.9 million or 12.0% from \$49.0 million last year. The increase in management fees was due to an increase in the effective management fee rate and a 9.4% increase in average assets under management. Mackenzie's management fee rate was 14.6 basis points for the six months ended June 30, 2021 compared to 14.2 basis points in the comparative period in 2020. The increase in the management fee rate was due to a change in the composition of assets under management.

Net investment income and other primarily includes investment returns related to Mackenzie's investments in proprietary funds. These investments are generally made in the process of launching a fund and are sold as third party investors subscribe. Net investment income and other was \$1.1 million for the three months ended June 30, 2021 compared to \$3.0 million last year and was \$2.3 million for the six months ended June 30, 2021, compared to \$0.8 million last year.

EXPENSES

Mackenzie incurs advisory and business development expenses that primarily includes wholesale distribution activities and these costs vary directly with assets or sales levels. Advisory and business development expenses were \$25.1 million for the three months ended June 30, 2021, an increase of \$9.1 million or 56.9% from \$16.0 million in 2020. Expenses for the six months ended June 30, 2021 were \$45.4 million, an increase of \$9.5 million or 26.5% from \$35.9 million last year. The increase in the three months and six months ended June 2021 compared to the prior year is due to higher wholesaler commissions attributed to record high level of sales partially offset by lower travel and entertainment expenses.

Operations and support includes costs associated with business operations, including technology and business processes, in-house investment management and product shelf management, corporate management and support functions. These expenses primarily reflect compensation, technology and other service provider expenses. Operations and support expenses were \$80.5 million for the three months ended June 30, 2021, an increase of \$5.8 million or 7.8% from \$74.7 million in 2020. Expenses for the six months ended June 30, 2021 were \$164.0 million, an increase of \$14.6 million or 9.8% from \$149.4 million last year.

Sub-advisory expenses were \$1.9 million for the three months ended June 30, 2021, compared to \$2.2 million in 2020.

Expenses for the six months ended June 30, 2021 were \$3.6 million, compared to \$4.7 million last year.

INTEREST EXPENSE

Interest expense, which includes allocated interest expense on long-term debt and interest expense on leases, totalled \$6.0 million in the second quarter of 2021 compared to \$5.2 million in the second quarter of 2020. Interest expense for the six month period was \$11.8 million compared to \$10.3 million in 2020. Long-term debt interest expense is calculated based on a long-term debt allocation of \$0.4 billion to Mackenzie.

Q2 2021 VS. Q1 2021

REVENUES

Net asset management fees – third party were \$160.9 million for the current quarter, an increase of \$13.2 million or 8.9% from \$147.7 million in the first quarter. The increase in net asset management fees – third party was primarily due to a 5.9% increase in average assets under management, as shown in Table 15, and an increase in the effective net asset management fee rate. Mackenzie's net asset management fee rate was 54.1 basis points for the current quarter compared to 53.2 basis points in the first quarter. The increase in the net asset management fee rate was attributed to the strength of retail which has higher rates.

Management fees – Wealth Management were \$28.0 million in the current quarter, up from \$26.9 million in the first quarter of 2021, primarily due to the increase in assets under management of 3.7% from the first quarter. The management fee rate was 14.5 basis points in the current quarter compared to 14.7 basis points in the first quarter.

Net investment income and other was \$1.1 million for the current quarter, a decrease of \$0.1 million from the first quarter.

EXPENSES

Advisory and business development expenses were \$25.1 million for the current quarter, an increase of \$4.8 million or 23.6% from \$20.3 million in the first quarter. The increase in the current quarter is due to higher wholesaler commissions attributed to record high level of sales.

Operations and support expenses were \$80.5 million for the current quarter, a decrease of \$3.0 million or 3.6% from \$83.5 million compared to the first quarter.

Sub-advisory expenses were \$1.9 million for the current quarter, compared to \$1.7 million in the first quarter.

Strategic Investments and Other

Review of Segment Operating Results

The Strategic Investments and Other segment includes investments in Great-West Lifeco Inc. (Lifeco), China Asset Management Co., Ltd. (China AMC), Northleaf Capital Group Ltd. (Northleaf), Wealthsimple Financial Corp., Portag3 Ventures LPs., and unallocated capital.

Earnings from the Strategic Investments and Other segment include the Company's proportionate share of earnings of its associates, Lifeco, China AMC and Northleaf as well as net investment income on unallocated capital.

In the third quarter of 2020, the Company sold its 24.8% equity interest in Personal Capital Corporation (Personal Capital) as discussed in the Consolidated Financial Position section of this MD&A.

Assets held by the Strategic Investments and Other segment are included in Table 18.

Unallocated capital represents capital not allocated to any of the operating companies and which would be available for investment, debt repayment, distribution to shareholders or other corporate purposes. This capital is invested in highly liquid, high quality financial instruments in accordance with the Company's Investment Policy.

Strategic Investments and Other segment adjusted net earnings are presented in Table 19.

2021 VS. 2020

The proportionate share of associates' earnings increased by \$4.9 million in the second quarter of 2021 compared to the second quarter of 2020 and increased by \$26.4 million in

six months ended June 30, 2021 compared to 2020. These earnings reflect equity earnings from Lifeco, China AMC, Northleaf and, until the third quarter of 2020, Personal Capital, as discussed in the Consolidated Financial Position section of this MD&A. The increase in the second quarter of 2021 resulted primarily from an increase in the proportionate share of China AMC's earnings of \$4.8 million and an increase in Personal Capital reflecting the sale of the Company's investment in the second quarter of 2020, offset in part by a decrease in Lifeco's earnings of \$3.2 million. The increase in the six month period of 2021 resulted primarily from increases in the proportionate share of Lifeco's earnings of \$10.6 million, China AMC's earnings of \$8.4 million and an increase in Personal Capital reflecting the sale of the Company's investment in the second quarter of 2020. The increase in both the three and six month periods was also due to the proportionate share of Northleaf's earnings, which was \$1.4 million and \$2.2 million, respectively, net of non-controlling interest.

Net investment income and other decreased to \$0.8 million in the second quarter of 2021 from \$2.8 million in 2020 and decreased to \$1.0 million in the six months ended June 30, 2021 from \$4.3 million in 2020.

Q2 2021 VS. Q1 2021

The proportionate share of associates' earnings was \$48.2 million in the second quarter of 2021, an increase of \$6.6 million from the first quarter of 2021. Net investment income and other was \$0.8 million in the second quarter of 2021, compared to \$0.2 million in the first quarter.

TABLE 18: TOTAL ASSETS – STRATEGIC INVESTMENTS AND OTHER

(\$ millions)	2021 JUNE 30	2020 DECEMBER 31
Investments in associates		
Lifeco	\$ 985.8	\$ 962.4
China AMC	709.5	720.3
Northleaf	251.7	248.5
	1,947.0	1,931.2
FVTOCI investments		
Wealthsimple (direct investment only)	1,133.4	511.6
Portag3 and other investments	121.7	81.7
	1,255.1	593.3
Unallocated capital and other	582.8	240.6
Total assets	\$ 3,784.9	\$ 2,765.1
Lifeco fair value	1,373.6	1,133.2

TABLE 19: OPERATING RESULTS – STRATEGIC INVESTMENTS AND OTHER

THREE MONTHS ENDED (\$ millions)	% CHANGE				
	2021 JUN. 30	2021 MAR. 31	2020 JUN. 30	2021 MAR. 31	2020 JUN. 30
Revenues					
Net investment income and other	\$ 0.8	\$ 0.2	\$ 2.8	N/M %	(71.4) %
Proportionate share of associates' earnings					
Investment in Lifeco	31.3	28.1	34.5	11.4	(9.3)
Investment in China AMC	15.1	12.5	10.3	20.8	46.6
Investment in Northleaf	1.8	1.0	–	80.0	N/M
Investment in Personal Capital	–	–	(1.5)	–	100.0
	48.2	41.6	43.3	15.9	11.3
	49.0	41.8	46.1	17.2	6.3
Expenses					
Operations and support	1.3	1.1	1.1	18.2	18.2
Adjusted earnings before taxes	47.7	40.7	45.0	17.2	6.0
Income taxes	0.7	1.1	(1.4)	(36.4)	N/M
Adjusted net earnings	47.0	39.6	46.4	18.7	1.3
Non-controlling interest	0.4	0.2	–	100.0	N/M
Adjusted net earnings available to common shareholders	\$ 46.6	\$ 39.4	\$ 46.4	18.3 %	0.4 %
SIX MONTHS ENDED					
(\$ millions)			2021 JUN. 30	2020 JUN. 30	% CHANGE
Revenues					
Net investment income and other			\$ 1.0	\$ 4.3	(76.7) %
Proportionate share of associates' earnings					
Investment in Lifeco			59.4	48.8	21.7
Investment in China AMC			27.6	19.2	43.8
Investment in Northleaf			2.8	–	N/M
Investment in Personal Capital			–	(4.6)	100.0
			89.8	63.4	41.6
			90.8	67.7	34.1
Expenses					
Operations and support			2.4	2.0	20.0
Adjusted earnings before taxes			88.4	65.7	34.6
Income taxes			1.8	(3.7)	N/M
Adjusted net earnings			86.6	69.4	24.8
Non-controlling interest			0.6	–	N/M
Adjusted net earnings available to common shareholders			\$ 86.0	\$ 69.4	23.9 %

Consolidated Financial Position

IGM Financial's total assets were \$16.9 billion at June 30, 2021, compared to \$16.1 billion at December 31, 2020.

OTHER INVESTMENTS

The composition of the Company's securities holdings is detailed in Table 20.

FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (FVTOCI)

Gains and losses on FVTOCI investments are recorded in Other comprehensive income.

Corporate Investments

Corporate investments is primarily comprised of the Company's investments in Wealthsimple Financial Corp. (Wealthsimple), and Portag3 Ventures LP, Portag3 Ventures II LP and Portage Ventures III LP (Portag3).

Wealthsimple is an online investment manager that provides financial investment guidance. The investment is classified at Fair Value Through Other Comprehensive Income.

On May 3, 2021, Wealthsimple announced a \$750 million equity fundraising, valuing IGM's investment in Wealthsimple at \$1,448 million. As part of the transaction, IGM Financial Inc. disposed of a portion of its investment for proceeds of \$294 million (\$258 million after-tax).

In the second quarter of 2021, a realized gain of \$239 million (\$207 million after-tax) was transferred from Accumulated other comprehensive income to Other retained earnings.

The Company continues to be the largest shareholder in Wealthsimple with an interest of 23% and fair value of \$1,153 million.

Portag3 consists of early-stage investment funds dedicated to backing innovating financial services companies and are

controlled by Power Financial Corporation, a subsidiary of Power Corporation of Canada. In the six months ended June 30, 2021, the Company invested \$6.2 million related to Portag3 for a total investment of \$59.3 million.

The total fair value of Corporate investments of \$1.3 billion at June 30, 2021 is presented net of certain costs incurred within the limited partnership structures holding the underlying investments.

FAIR VALUE THROUGH PROFIT OR LOSS (FVTPL)

Securities classified as FVTPL include equity securities and proprietary investment funds. Gains and losses are recorded in Net investment income and other in the Consolidated Statements of Earnings.

Certain proprietary investment funds are consolidated where the Company has made the assessment that it controls the investment fund. The underlying securities of these funds are classified as FVTPL.

LOANS

The composition of the Company's loans is detailed in Table 21.

Loans consisted of residential mortgages and represented 34.5% of total assets at June 30, 2021, compared to 39.4% at December 31, 2020.

Loans measured at amortized cost are primarily comprised of residential mortgages sold to securitization programs sponsored by third parties that in turn issue securities to investors. An offsetting liability, Obligations to securitization entities, has been recorded and totalled \$5.6 billion at June 30, 2021, compared to \$6.2 billion at December 31, 2020.

The Company holds loans pending sale or securitization. Loans measured at fair value through profit or loss are residential mortgages held temporarily by the Company pending sale. Loans

TABLE 20: OTHER INVESTMENTS

(\$ millions)	JUNE 30, 2021		DECEMBER 31, 2020	
	COST	FAIR VALUE	COST	FAIR VALUE
Fair value through other comprehensive income				
Corporate investments	\$ 223.6	\$ 1,255.1	\$ 251.4	\$ 593.3
Fair value through profit or loss				
Equity securities	1.6	1.7	1.5	1.5
Proprietary investment funds	56.2	60.5	35.3	37.5
	57.8	62.2	36.8	39.0
	\$ 281.4	\$ 1,317.3	\$ 288.2	\$ 632.3

TABLE 21: LOANS

(\$ millions)	2021 JUNE 30	2020 DECEMBER 31
Amortized cost	\$ 5,818.5	\$ 6,329.4
Less: Allowance for expected credit losses	0.7	0.8
	5,817.8	6,328.6
Fair value through profit or loss	12.3	3.3
	\$ 5,830.1	\$ 6,331.9

held for securitization are carried at amortized cost. Total loans being held pending sale or securitization are \$354.8 million at June 30, 2021, compared to \$334.5 million at December 31, 2020.

Residential mortgages originated by IG Wealth Management are funded primarily through sales to third parties on a fully serviced basis, including Canada Mortgage and Housing Corporation (CMHC) or Canadian bank sponsored securitization programs. At June 30, 2021, IG Wealth Management serviced \$10.4 billion of residential mortgages, including \$2.4 billion originated by subsidiaries of Lifeco.

SECURITIZATION ARRANGEMENTS

Through the Company's mortgage banking operations, residential mortgages originated by IG Wealth Management mortgage planning specialists are sold to securitization trusts sponsored by third parties that in turn issue securities to investors. The Company securitizes residential mortgages through the CMHC sponsored National Housing Act Mortgage-Backed Securities (NHA MBS) and the Canada Mortgage Bond Program (CMB Program) and through Canadian bank-sponsored asset-backed commercial paper (ABCP) programs. The Company retains servicing responsibilities and certain elements of credit risk and prepayment risk associated with the transferred assets. The Company's credit risk on its securitized mortgages is partially mitigated through the use of insurance. Derecognition of financial assets in accordance with IFRS is based on the transfer of risks and rewards of ownership. As the Company has retained prepayment risk and certain elements of credit risk associated with the Company's securitization transactions through the CMB and ABCP programs, they are accounted for as secured borrowings. The Company records the transactions under these programs as follows: i) the mortgages and related obligations are carried at amortized cost, with interest income and interest expense, utilizing the effective interest rate method, recorded over the term of the mortgages, ii) the component of swaps entered into under the CMB Program whereby the Company pays coupons on Canada Mortgage Bonds and receives investment returns on the reinvestment of repaid mortgage principal, are recorded at fair

value, and iii) cash reserves held under the ABCP program are carried at amortized cost.

In the second quarter of 2021, the Company securitized loans through its mortgage banking operations with cash proceeds of \$487.4 million compared to \$306.7 million in 2020. Additional information related to the Company's securitization activities, including the Company's hedges of related reinvestment and interest rate risk, can be found in the Financial Risk section of this MD&A and in Note 6 to the Interim Financial Statements.

INVESTMENT IN ASSOCIATES

Great-West Lifeco Inc. (Lifeco)

At June 30, 2021, the Company held a 4% equity interest in Lifeco. IGM Financial and Lifeco are controlled by Power Corporation of Canada.

The equity method is used to account for IGM Financial's investment in Lifeco, as it exercises significant influence. Changes in the carrying value for the three and six months ended June 30, 2021 compared with 2020 are shown in Table 22.

China Asset Management Co., Ltd. (China AMC)

Founded in 1998 as one of the first fund management companies in China, China AMC has developed and maintained a position among the market leaders in China's asset management industry.

China AMC's total assets under management, excluding subsidiary assets under management, were RMB¥ 1,606.6 billion (\$308.5 billion) at June 30, 2021, representing an increase of 10.0% (CAD\$ increase of 8.2%) from RMB¥ 1,461.1 billion (\$285.1 billion) at December 31, 2020.

The equity method is used to account for the Company's 13.9% equity interest in China AMC, as it exercises significant influence. Changes in the carrying value for the three and six months ended June 30, 2021 are shown in Table 22. The change in other comprehensive income of \$0.7 million in the three month period ended June 30, 2021 was due to a 0.1% appreciation of the Chinese yuan relative to the Canadian dollar.

TABLE 22: INVESTMENT IN ASSOCIATES

(\$ millions)	JUNE 30, 2021				JUNE 30, 2020			
	LIFECO	CHINA AMC	NORTHLEAF	TOTAL	LIFECO	CHINA AMC	PERSONAL CAPITAL ⁽³⁾	TOTAL
THREE MONTHS ENDED								
Carrying value, April 1	\$ 968.6	\$ 693.7	\$ 249.6	\$ 1,911.9	\$ 907.0	\$ 703.5	\$ 207.9	\$ 1,818.4
Investment	–	–	0.3	0.3	–	–	–	–
Dividends	(16.3)	–	–	(16.3)	(16.3)	–	–	(16.3)
Proportionate share of:								
Earnings (losses) ⁽¹⁾	31.3	15.1	1.8 ⁽²⁾	48.2	34.5	10.3	(1.5)	43.3
Other comprehensive income (loss) and other adjustments	2.2	0.7	–	2.9	32.9	(24.6)	(7.7)	0.6
Transfer to Other assets (held for sale)	–	–	–	–	–	–	(198.7)	(198.7)
Carrying value, June 30	\$ 985.8	\$ 709.5	\$ 251.7	\$ 1,947.0	\$ 958.1	\$ 689.2	\$ –	\$ 1,647.3
SIX MONTHS ENDED								
Carrying value, January 1	\$ 962.4	\$ 720.3	\$ 248.5	\$ 1,931.2	\$ 896.7	\$ 662.7	\$ 194.5	\$ 1,753.9
Investment	–	–	0.4	0.4	–	–	–	–
Dividends	(32.7)	(26.8)	–	(59.5)	(32.7)	(13.7)	–	(46.4)
Proportionate share of:								
Earnings (losses) ⁽¹⁾	59.4	27.6	2.8 ⁽²⁾	89.8	48.8	19.2	(4.6)	63.4
Other comprehensive income (loss) and other adjustments	(3.3)	(11.6)	–	(14.9)	45.3	21.0	8.8	75.1
Transfer to Other assets (held for sale)	–	–	–	–	–	–	(198.7)	(198.7)
Carrying value, June 30	\$ 985.8	\$ 709.5	\$ 251.7	\$ 1,947.0	\$ 958.1	\$ 689.2	\$ –	\$ 1,647.3

(1) The proportionate share of earnings from the Company's investment in associates is recorded in the Strategic Investments and Other segment.

(2) The Company's proportionate share of Northleaf's earnings, net of Non-controlling interest, was \$1.4 million and \$2.2 million, respectively, for the three and six month periods.

(3) In 2020, the Company sold its equity interest in Personal Capital to a subsidiary of Lifeco, Empower Retirement.

Northleaf Capital Group Ltd. (Northleaf)

On October 28, 2020, the Company's subsidiary, Mackenzie, together with Lifeco, acquired a non-controlling interest in Northleaf, a global private equity, private credit and infrastructure fund manager headquartered in Toronto.

The transaction was executed through an acquisition vehicle 80% owned by Mackenzie and 20% owned by Lifeco for cash consideration of \$241 million and up to an additional \$245 million in consideration at the end of five years subject to the business achieving exceptional growth in certain performance measures over the period. Any additional consideration will be recognized as expense over the five year period based on the fair value of the expected payment, which is revalued at each reporting period date.

The acquisition vehicle acquired a 49.9% voting interest and a 70% economic interest in Northleaf. Mackenzie and Lifeco have an obligation and right to purchase the remaining equity and voting interest in Northleaf commencing in approximately five years and extending into future periods. The equity method is used to account for the acquisition vehicle's 70% economic

interest as it exercises significant influence. Significant influence arises from board representation, participating in the policy making process and shared strategic initiatives.

The Company controls the acquisition vehicle therefore it recognizes the full 70% economic interest in Northleaf and recognizes Non-controlling interest (NCI) related to Lifeco's net interest in Northleaf of 14%. Net of NCI, IGM's investment at December 31, 2020 was \$199.6 million, comprised of \$192.6 million in cash consideration, \$6.2 million in capitalized transaction costs and proportionate share of 2020 earnings of \$0.8 million.

Northleaf's assets under management, including invested capital and uninvested commitments, were \$17.4 billion as at June 30, 2021 (December 31, 2020 – \$14.6 billion). The increase of \$2.8 billion in assets under management during the six month period was driven by \$3.2 billion in new commitments, offset by a decrease of \$0.2 billion related to foreign exchange on USD denominated assets, and a decrease of \$0.2 billion in return of capital and other.

Consolidated Liquidity and Capital Resources

LIQUIDITY

Cash and cash equivalents totalled \$966.8 million at June 30, 2021 compared with \$771.6 million at December 31, 2020 and \$636.9 million at June 30, 2020. Cash and cash equivalents related to the Company's deposit operations were \$0.5 million at June 30, 2021, compared to \$5.2 million at December 31, 2020 and \$2.3 million at June 30, 2020, as shown in Table 23.

Client funds on deposit represents cash balances held by clients within their investment accounts and with the offset included in deposit liabilities.

Working capital, which consists of current assets less current liabilities, totalled \$646.2 million at June 30, 2021 compared with \$330.8 million at December 31, 2020 and \$603.8 million at June 30, 2020 (Table 24).

Working capital, which includes unallocated capital, is utilized to:

- Finance ongoing operations, including the funding of sales commissions.
- Temporarily finance mortgages in its mortgage banking operations.
- Pay interest and dividends related to long-term debt and preferred shares.
- Maintain liquidity requirements for regulated entities.
- Pay quarterly dividends on its outstanding common shares.
- Finance common share repurchases and retirement of long-term debt.

IGM Financial continues to generate significant cash flows from its operations. Earnings before interest, taxes, depreciation and amortization before sales commissions (EBITDA before sales commissions) totalled \$379.7 million for the second quarter

of 2021 compared to \$292.0 million for the second quarter of 2020 and \$333.2 million for the first quarter of 2021. For the six months ended June 30, 2021, EBITDA before sales commissions totalled \$712.9 million compared to \$563.7 million for the comparative period of 2020. EBITDA before sales commissions excludes the impact of both commissions paid and commission amortization (refer to Table 1).

Earnings before interest, taxes, depreciation and amortization after sales commissions (EBITDA after sales commissions) totalled \$337.0 million in the second quarter of 2021 compared to \$264.5 million in the second quarter of 2020 and \$286.1 million in the first quarter of 2021. For the six months ended June 30, 2021, EBITDA after sales commissions totalled \$623.1 million compared to \$495.5 million for the comparative period of 2020. EBITDA after sales commissions excludes the impact of commission amortization (refer to Table 1).

Refer to the Financial Instruments Risk section of this MD&A for information related to other sources of liquidity and to the Company's exposure to and management of liquidity and funding risk.

CASH FLOWS

Table 25 – Cash Flows is a summary of the Consolidated Statements of Cash Flows which forms part of the Interim Financial Statements for the three and six month periods ended June 30, 2021. Cash and cash equivalents increased by \$309.0 million in the second quarter of 2021 compared to a decrease of \$72.6 million in 2020. For the six months ended June 30, 2021, cash and cash equivalents increased by \$195.2 million, compared to a decrease of \$83.1 million in 2020.

TABLE 23: DEPOSIT OPERATIONS – FINANCIAL POSITION

(\$ millions)	2021 JUN. 30	2020 DEC. 31	2020 JUN. 30
Assets			
Cash and cash equivalents	\$ 0.5	\$ 5.2	\$ 2.3
Client funds on deposit	1,473.0	1,063.4	779.9
Accounts and other receivables	0.4	48.4	21.3
Loans	11.6	10.5	15.3
Total assets	\$ 1,485.5	\$ 1,127.5	\$ 818.8
Liabilities and shareholders' equity			
Deposit liabilities	\$ 1,463.4	\$ 1,104.9	\$ 799.3
Other liabilities	11.7	12.2	9.3
Shareholders' equity	10.4	10.4	10.2
Total liabilities and shareholders' equity	\$ 1,485.5	\$ 1,127.5	\$ 818.8

TABLE 24: WORKING CAPITAL

(\$ millions)	2021 JUN. 30	2020 DEC. 31	2020 JUN. 30
Current assets			
Cash and cash equivalents	\$ 966.8	\$ 771.6	\$ 636.9
Client funds on deposit	1,473.0	1,063.4	779.9
Accounts receivable and other assets	434.0	391.3	570.8
Current portion of securitized mortgages and other	1,088.9	1,518.6	1,746.2
	3,962.7	3,744.9	3,733.8
Current liabilities			
Accounts and other payables	758.6	756.5	622.6
Deposits and certificates	1,462.1	1,101.4	795.2
Current portion of obligations to securitization entities and other	1,095.8	1,556.2	1,712.2
	3,316.5	3,414.1	3,130.0
Working capital	\$ 646.2	\$ 330.8	\$ 603.8

Adjustments to determine net cash from operating activities during the three and six month periods of 2021 compared to 2020 consist of non-cash operating activities offset by cash operating activities:

- The add-back of amortization of capitalized sales commissions offset by the deduction of capitalized sales commissions paid.
- The add-back of amortization of capital, intangible and other assets.
- The deduction of investment in associates' equity earnings offset by dividends received.
- The add-back of pension and other post-employment benefits offset by cash contributions.
- Changes in operating assets and liabilities and other.
- The deduction of restructuring provision cash payments.

Financing activities during the second quarter of 2021 compared to 2020 related to:

- An increase in obligations to securitization entities of \$492.9 million and repayments of obligations to securitization entities of \$727.0 million in 2021 compared to an increase in obligations to securitization entities of \$312.3 million and repayments of obligations to securitization entities of \$512.6 million in 2020.
- The payment of regular common share dividends which totalled \$134.1 million in 2021, compared to \$134.0 million in 2020.

Financing activities during the six months ended June 30, 2021 compared to 2020 related to:

TABLE 25: CASH FLOWS

(\$ millions)	THREE MONTHS ENDED JUNE 30			SIX MONTHS ENDED JUNE 30		
	2021	2020	% CHANGE	2021	2020	% CHANGE
Operating activities						
Earnings before income taxes	\$ 307.1	\$ 231.4	32.7 %	\$ 569.2	\$ 440.3	29.3 %
Income taxes paid	(49.2)	(19.5)	(152.3)	(104.5)	(61.6)	(69.6)
Adjustments to determine net cash from operating activities	(20.9)	20.5	N/M	(175.2)	(56.0)	N/M
	237.0	232.4	2.0	289.5	322.7	(10.3)
Financing activities	(355.1)	(342.3)	(3.7)	(823.6)	(636.5)	(29.4)
Investing activities	427.1	37.3	N/M	729.3	230.7	216.1
Change in cash and cash equivalents	309.0	(72.6)	N/M	195.2	(83.1)	N/M
Cash and cash equivalents, beginning of period	657.8	709.5	(7.3)	771.6	720.0	7.2
Cash and cash equivalents, end of period	\$ 966.8	\$ 636.9	51.8 %	\$ 966.8	\$ 636.9	51.8 %

- An increase in obligations to securitization entities of \$844.9 million and repayments of obligations to securitization entities of \$1,405.9 million in 2021 compared to an increase in obligations to securitization entities of \$552.5 million and repayments of obligations to securitization entities of \$905.0 million in 2020.
- The payment of regular common share dividends which totalled \$268.1 million in 2021, unchanged from 2020.

Investing activities during the second quarter of 2021 compared to 2020 primarily related to:

- The purchases of other investments totalling \$20.8 million and sales of other investments with proceeds of \$286.7 million in 2021 compared to \$6.8 million and \$14.5 million, respectively, in 2020. The proceeds in 2021 reflect cash proceeds on the disposition of a portion of IGM Financial's investment in Wealthsimple.
- An increase in loans of \$590.4 million with repayments of loans and other of \$772.1 million in 2021 compared to \$495.9 million and \$555.9 million, respectively, in 2020 primarily related to residential mortgages in the Company's mortgage banking operations.
- Net cash used in addition to intangible assets was \$17.4 million in 2021 compared to \$18.4 million in 2020.

Investing activities during the six months ended June 30, 2021 compared to 2020 related to:

- The purchases of other investments totalling \$56.7 million and sales of other investments with proceeds of \$302.2 million in 2021 compared to \$25.9 million and \$15.0 million, respectively, in 2020. The proceeds in 2021 reflect cash proceeds on the disposition of a portion of IGM Financial's investment in Wealthsimple.
- An increase in loans of \$970.9 million with repayments of loans and other of \$1,499.3 million in 2021 compared to \$817.2 million and \$1,103.1 million, respectively, in 2020 primarily related to residential mortgages in the Company's mortgage banking operations.
- Net cash used in addition to intangible assets was \$36.3 million in 2021 compared to \$29.3 million in 2020.

CAPITAL RESOURCES

The Company's capital management objective is to maximize shareholder returns while ensuring that the Company is capitalized in a manner which appropriately supports regulatory capital requirements, working capital needs and business expansion. The Company's capital management practices are focused on preserving the quality of its financial position by maintaining a solid capital base and a strong balance sheet. Capital of the Company consists of long-term debt

and common shareholders' equity which totalled \$8.2 billion at June 30, 2021, compared to \$7.1 billion at December 31, 2020. The Company regularly assesses its capital management practices in response to changing economic conditions.

The Company's capital is primarily utilized in its ongoing business operations to support working capital requirements, long-term investments made by the Company, business expansion and other strategic objectives. Subsidiaries subject to regulatory capital requirements include investment dealers, mutual fund dealers, exempt market dealers, portfolio managers, investment fund managers and a trust company. These subsidiaries are required to maintain minimum levels of capital based on either working capital, liquidity or shareholders' equity. The Company's subsidiaries have complied with all regulatory capital requirements.

The total outstanding long-term debt was \$2.1 billion at June 30, 2021, unchanged from December 31, 2020. Long-term debt is comprised of debentures which are senior unsecured debt obligations of the Company subject to standard covenants, including negative pledges, but which do not include any specified financial or operational covenants.

Other activities in 2021 included the declaration of common share dividends of \$268.5 million or \$1.125 per share. Changes in common share capital are reflected in the Interim Consolidated Statements of Changes in Shareholders' Equity.

Standard & Poor's (S&P) current rating on the Company's senior unsecured debentures is "A" with a stable outlook. Dominion Bond Rating Service's (DBRS) current rating on the Company's senior unsecured debentures is "A (High)" with a stable rating trend.

Credit ratings are intended to provide investors with an independent measure of the credit quality of the securities of a company and are indicators of the likelihood of payment and the capacity of a company to meet its obligations in accordance with the terms of each obligation. Descriptions of the rating categories for each of the agencies set forth below have been obtained from the respective rating agencies' websites.

These ratings are not a recommendation to buy, sell or hold the securities of the Company and do not address market price or other factors that might determine suitability of a specific security for a particular investor. The ratings also may not reflect the potential impact of all risks on the value of securities and are subject to revision or withdrawal at any time by the rating organization.

The A rating assigned to IGM Financial's senior unsecured debentures by S&P is the sixth highest of the 22 ratings used for long-term debt. This rating indicates S&P's view that the Company's capacity to meet its financial commitment on the

obligation is strong, but the obligation is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher rated categories.

The A (High) rating assigned to IGM Financial's senior unsecured debentures by DBRS is the fifth highest of the 26 ratings used for long-term debt. Under the DBRS long-term rating scale, debt securities rated A (High) are of good credit quality and the capacity for the payment of financial obligations is substantial. While this is a favourable rating, entities in the A (High) category may be vulnerable to future events, but qualifying negative factors are considered manageable.

FINANCIAL INSTRUMENTS

Table 26 presents the carrying amounts and fair values of financial assets and financial liabilities. The table excludes fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value. These items include cash and cash equivalents, accounts and other receivables, certain other financial assets, accounts payable and accrued liabilities and certain other financial liabilities.

Fair value is determined using the following methods and assumptions:

- Other investments and other financial assets and liabilities are valued using quoted prices from active markets, when available. When a quoted market price is not readily available, valuation techniques are used that require assumptions related to discount rates and the timing and amount of future

cash flows. Wherever possible, observable market inputs are used in the valuation techniques.

- Loans classified as held for trading are valued using market interest rates for loans with similar credit risk and maturity, specifically lending rates offered to retail borrowers by financial institutions.
- Loans classified as amortized cost are valued by discounting the expected future cash flows at prevailing market yields.
- Obligations to securitization entities are valued by discounting the expected future cash flows at prevailing market yields for securities issued by these securitization entities having similar terms and characteristics.
- Deposits and certificates are valued by discounting the contractual cash flows using market interest rates currently offered for deposits with similar terms and credit risks.
- Long-term debt is valued using quoted prices for each debenture available in the market.
- Derivative financial instruments are valued based on quoted market prices, where available, prevailing market rates for instruments with similar characteristics and maturities, or discounted cash flow analysis.

See Note 13 of the Interim Financial Statements which provides additional discussion on the determination of fair value of financial instruments.

Although there were changes to both the carrying values and fair values of financial instruments, these changes did not have a material impact on the financial condition of the Company for the six months ended June 30, 2021.

TABLE 26: FINANCIAL INSTRUMENTS

(\$ millions)	JUNE 30, 2021		DECEMBER 31, 2020	
	CARRYING VALUE	FAIR VALUE	CARRYING VALUE	FAIR VALUE
Financial assets recorded at fair value				
Other investments				
– Fair value through other comprehensive income	\$ 1,255.1	\$ 1,255.1	\$ 593.3	\$ 593.3
– Fair value through profit or loss	62.2	62.2	39.0	39.0
Loans				
– Fair value through profit or loss	12.3	12.3	3.3	3.3
Derivative financial instruments	41.3	41.3	37.3	37.3
Financial assets recorded at amortized cost				
Loans				
– Amortized cost	5,817.8	5,901.7	6,328.6	6,532.8
Financial liabilities recorded at fair value				
Derivative financial instruments	22.3	22.3	34.5	34.5
Financial liabilities recorded at amortized cost				
Deposits and certificates	1,463.4	1,463.7	1,104.9	1,105.4
Obligations to securitization entities	5,564.8	5,701.4	6,173.9	6,345.2
Long-term debt	2,100.0	2,538.8	2,100.0	2,653.8

Risk Management

IGM Financial is exposed to a variety of risks that are inherent in our business activities. Our ability to manage these risks is key to our ongoing success. The Company emphasizes a strong risk management culture and the implementation of an effective risk management approach. Our approach coordinates risk management across the organization and its business units and seeks to ensure prudent and measured risk-taking in order to achieve an appropriate balance between risk and return. Fundamental to our enterprise risk management program is protecting and enhancing our reputation.

RISK MANAGEMENT FRAMEWORK

The Company's risk management approach is undertaken through our comprehensive Enterprise Risk Management (ERM) Framework which is composed of five core elements: risk governance, risk appetite, risk principles, a defined risk management process, and risk management culture. The ERM Framework is established under our ERM Policy, which is approved by the Executive Risk Management Committee.

RISK GOVERNANCE

Our risk governance structure emphasizes ownership of risk management in each business unit and oversight by an executive Risk Management Committee accountable to the Risk Committee of the Board (Risk Committee) and ultimately to the Board of Directors. Additional oversight is provided by the ERM Department, compliance groups, and Internal Audit Department.

The Risk Committee provides primary oversight and carries out its risk management mandate. The Risk Committee is responsible for assisting the Board in reviewing and overseeing the risk governance structure and risk management program of the Company by: i) ensuring that appropriate procedures are in place to identify and manage risks and establish risk tolerances, ii) ensuring that appropriate policies, procedures and controls are implemented to manage risks, and iii) reviewing the risk management process on a regular basis to ensure that it is functioning effectively.

Other specific risks are managed with the support of the following Board committees:

- The Audit Committee has specific risk oversight responsibilities in relation to financial disclosure, internal controls and the control environment as well as our compliance activities, including administration of the Code of Conduct.
- The Human Resource Committee oversees compensation policies and practices.
- The Governance and Nominating Committee oversees corporate governance practices.

- The Related Party and Conduct Review Committee oversees conflicts of interest.

Management oversight for risk management resides with the executive Risk Management Committee which is comprised of the Chief Executive Officers of IGM Financial, IG Wealth Management and Mackenzie Investments, the Chief Financial Officer, the General Counsel, the Chief Operating Officer, the Chief Strategy and Corporate Development Officer and the Chief Human Resources Officer. The committee is responsible for oversight of IGM Financial's risk management process by: i) establishing and maintaining the risk framework and policy; ii) defining the risk appetite; iii) ensuring our risk profile and processes are aligned with corporate strategy and risk appetite; and iv) establishing "tone at the top" and reinforcing a strong culture of risk management.

The Chief Executive Officers of the operating companies have overall responsibility for overseeing risk management of their respective companies.

The Company has assigned responsibility for risk management using the Three Lines of Defence model, with the First Line reflecting the business units having primary responsibility for risk management, supported by Second Line risk management functions and a Third Line (the Internal Audit function) providing assurance and validation of the design and effectiveness of the ERM Framework.

In response to the impact of COVID-19, the Company is focusing our teams on addressing and managing COVID-19 issues and has established new committees and processes where required.

First Line of Defence

The leaders of the various business units and support functions have primary ownership and accountability for the ongoing risk management associated with their respective activities. Responsibilities of business unit and support function leaders include: i) establishing and maintaining procedures for the identification, assessment, documentation and escalation of risks, ii) implementing control activities to mitigate risks, iii) identifying opportunities for risk reduction or transfer, and iv) aligning business and operational strategies with the risk culture and risk appetite of the organization as established by the Risk Management Committee.

Second Line of Defence

The Enterprise Risk Management (ERM) Department provides oversight, analysis and reporting to the Risk Management Committee on the level of risks relative to the established risk appetite for all activities of the Company. Other responsibilities

include: i) developing and maintaining the enterprise risk management program and framework, ii) managing the enterprise risk management process, and iii) providing guidance and training to business unit and support function leaders.

The Company has a number of committees of senior business leaders which provide oversight of specific business risks, including the Financial Risk Management and Operational Risk Management committees. These committees perform critical reviews of risk assessments, risk management practices and risk response plans developed by business units and support functions.

Other oversight accountabilities reside with the Company's corporate and compliance groups which are responsible for ensuring compliance with policies, laws and regulations.

Third Line of Defence

The Internal Audit Department is the third line of defence and provides independent assurance to senior management and the Board of Directors on the effectiveness of risk management policies, processes and practices.

RISK APPETITE AND RISK PRINCIPLES

The Risk Management Committee establishes the Company's appetite for different types of risk through the Risk Appetite Framework. Under the Risk Appetite Framework, one of four appetite levels is established for each risk type and business activity of the Company. These appetite levels range from those where the Company has no appetite for risk and seeks to minimize any losses, to those where the Company readily accepts exposure while seeking to ensure that risks are well understood and managed. These appetite levels guide our business units as they engage in business activities, and inform them in establishing policies, limits, controls and risk transfer activities.

A Risk Appetite Statement and Risk Principles provide further guidance to business leaders and employees as they conduct risk management activities. The Risk Appetite Statement's emphasis is to maintain the Company's reputation and brand, ensure financial flexibility, and focus on mitigating operational risk.

RISK MANAGEMENT PROCESS

The Company's risk management process is designed to foster:

- Ongoing assessment of risks and tolerance in a changing operating environment.
- Appropriate identification and understanding of existing and emerging risks and risk response.
- Timely monitoring and escalation of risks based upon changing circumstances.

Significant risks that may adversely affect the Company's ability to achieve its strategic and business objectives are identified through the Company's ongoing risk management process.

We use a consistent methodology across our organizations and business units for identification and assessment of risks. Risks are assessed by evaluating the impact and likelihood of the potential risk event after consideration of controls and any risk transfer activities. The results of these assessments are considered relative to risk appetite and tolerances and may result in action plans to adjust the risk profile.

Risk assessments are monitored and reviewed on an ongoing basis by business units and by oversight areas including the ERM Department. The ERM Department promotes and coordinates communication and consultation to support effective risk management and escalation. The ERM Department regularly reports on the results of risk assessments and on the assessment process to the Risk Management Committee and to the Board Risk Committee.

RISK MANAGEMENT CULTURE

Risk management is intended to be everyone's responsibility within the organization. The ERM Department engages all business units in workshops to foster awareness and incorporation of our risk framework into our business activities.

We have an established business planning process which reinforces our risk management culture. Our compensation programs are typically objectives-based, and do not encourage or reward excessive or inappropriate risk taking, and often are aligned specifically with risk management objectives.

Our risk management program emphasizes integrity, ethical practices, responsible management and measured risk-taking with a long-term view. Our standards of integrity and ethics are reflected within our Code of Conduct which applies to directors, officers and employees.

KEY RISKS OF THE BUSINESS

Significant risks that may adversely affect our ability to achieve strategic and business objectives are identified through our ongoing risk management process.

We use a consistent methodology across our organizations and business units to identify and assess risks, considering factors both internal and external to the organization. These risks are broadly grouped into five categories: financial, operational, strategic, business, and environmental and social.

1) FINANCIAL RISK

LIQUIDITY AND FUNDING RISK

This is the risk of an inability to generate or obtain sufficient cash in a timely and cost-effective manner to meet contractual or anticipated commitments as they come due or arise.

Our liquidity management practices include:

- Maintaining liquid assets and lines of credit to satisfy near term liquidity needs.
- Ensuring effective controls over liquidity management processes.
- Performing regular cash forecasts and stress testing.
- Regular assessment of capital market conditions and the Company's ability to access bank and capital market funding.
- Ongoing efforts to diversify and expand long-term mortgage funding sources.
- Oversight of liquidity management by the Financial Risk Management Committee, a committee of finance and other business leaders.

A key funding requirement is the funding of Consultant network compensation paid for the distribution of financial products and services. This compensation continues to be paid from operating cash flows.

The Company also maintains sufficient liquidity to fund and temporarily hold mortgages pending sale or securitization to long-term funding sources and to manage any derivative collateral requirements. Through its mortgage banking operations, residential mortgages are sold to third parties including certain mutual funds, institutional investors through private placements, Canadian bank-sponsored securitization trusts, and by issuance and sale of National Housing Act Mortgage-Backed Securities (NHA MBS) securities including sales to Canada Housing Trust under the CMB Program. The Company maintains committed capacity within certain Canadian bank-sponsored securitization trusts. Capacity for sales under the CMB Program consists of participation in new CMB issues and reinvestment of principal repayments held in the Principal Reinvestment Accounts. The Company's continued ability to fund residential mortgages through Canadian bank-sponsored

securitization trusts and NHA MBS is dependent on securitization market conditions and government regulations that are subject to change. A condition of the NHA MBS and CMB Program is that securitized loans be insured by an insurer that is approved by CMHC. The availability of mortgage insurance is dependent upon market conditions and is subject to change.

As part of ongoing liquidity management during 2021 and 2020, the Company:

- Continued to assess additional funding sources for the Company's mortgage banking operations.
- Received proceeds of \$302.2 million from the sales of a portion of the Company's investment in Wealthsimple and other investments in 2021.
- Received proceeds from the sales of the Company's investment in Personal Capital and the Quadrus Group of Funds of \$262.8 million in 2020.
- Acquisition of GLC for \$185.0 million and Northleaf for \$241 million in 2020.

The Company's contractual obligations are reflected in Table 27.

In addition to IGM Financial's current balance of cash and cash equivalents, liquidity is available through the Company's lines of credit. The Company's lines of credit with various Schedule I Canadian chartered banks totalled \$825 million at June 30, 2021, unchanged from December 31, 2020. The lines of credit at June 30, 2021 consisted of committed lines of \$650 million and uncommitted lines of \$175 million, unchanged from December 31, 2020. The Company has accessed its uncommitted lines of credit in the past; however, any advances made by a bank under the uncommitted lines of credit are at the bank's sole discretion. As at June 30, 2021 and December 31, 2020, the Company was not utilizing its committed lines of credit or its uncommitted lines of credit.

TABLE 27: CONTRACTUAL OBLIGATIONS

AS AT JUNE 30, 2021 (\$ millions)	DEMAND	LESS THAN 1 YEAR	1-5 YEARS	AFTER 5 YEARS	TOTAL
Derivative financial instruments	\$ –	\$ 10.3	\$ 12.0	\$ –	\$ 22.3
Deposits and certificates	1,461.6	0.4	0.6	0.8	1,463.4
Obligations to securitization entities	–	1,085.5	4,456.6	22.7	5,564.8
Leases ⁽¹⁾	–	29.3	94.2	120.6	244.1
Long-term debt	–	–	–	2,100.0	2,100.0
Pension funding ⁽²⁾	–	5.8	–	–	5.8
Total contractual obligations	\$ 1,461.6	\$ 1,131.3	\$ 4,563.4	\$ 2,244.1	\$ 9,400.4

(1) Includes remaining lease payments related to office space and equipment used in the normal course of business.

(2) The next required actuarial valuation will be completed based on a measurement date of December 31, 2021. Pension funding requirements beyond 2021 are subject to significant variability and will be determined based on future actuarial valuations. Pension contribution decisions are subject to change, as contributions are affected by many factors including market performance, regulatory requirements, changes in assumptions and management's ability to change funding policy.

The actuarial valuation for funding purposes related to the Company's registered defined benefit pension plan, based on a measurement date of December 31, 2020, was completed in June 2021. The valuation determines the plan surplus or deficit on both a solvency and going concern basis. The solvency basis determines the relationship between the plan assets and its liabilities assuming that the plan is wound up and settled on the valuation date. A going concern valuation compares the relationship between the plan assets and the present value of the expected future benefit cash flows, assuming the plan will be maintained indefinitely. Based on the actuarial valuation, the registered pension plan had a solvency deficit of \$61.3 million compared to \$47.2 million in the previous actuarial valuation, which was based on a measurement date of December 31, 2017. The increase in the solvency deficit resulted primarily as a result of lower interest rates and is required to be funded over five years. The registered pension plan had a going concern surplus of \$79.2 million compared to \$46.1 million in the previous valuation. The next required actuarial valuation will be based on a measurement date of December 31, 2021. During the year, the Company has made contributions of \$5.9 million (2020 – \$13.0 million). The Manitoba Government announced that they will temporarily waive certain contributions businesses are required to make to their defined benefit pension plans including solvency funding payments for the 13 months from December 2020 to December 2021. IGM has elected this special payment moratorium and as a result, the Company expects to only make current service cost annual contributions of approximately \$11.7 million in 2021, with \$5.8 million remaining for the rest of 2021. Pension contribution decisions are subject to change, as contributions are affected by many factors including market performance, regulatory requirements, changes in assumptions and management's ability to change funding policy.

Management believes cash flows from operations, available cash balances and other sources of liquidity described above are sufficient to meet the Company's liquidity needs. The Company continues to have the ability to meet its operational cash flow requirements, its contractual obligations, and its declared dividends. The current practice of the Company is to declare and pay dividends to common shareholders on a quarterly basis at the discretion of the Board of Directors. The declaration of dividends by the Board of Directors is dependent on a variety of factors, including earnings which are significantly influenced by the impact that debt and equity market performance has on the Company's fee income and commission and certain other expenses. The Company's liquidity position and its management of liquidity and funding risk have not changed materially since December 31, 2020.

CREDIT RISK

This is the risk of financial loss to the Company if a counterparty to a transaction fails to meet its obligations.

The Company's cash and cash equivalents, other investment holdings, mortgage portfolios, and derivatives are subject to credit risk. The Company monitors its credit risk management practices on an ongoing basis to evaluate their effectiveness.

Cash and Cash Equivalents and Client Funds on Deposit

At June 30, 2021, cash and cash equivalents of \$966.8 million (December 31, 2020 – \$771.6 million) consisted of cash balances of \$186.8 million (December 31, 2020 – \$76.6 million) on deposit with Canadian chartered banks and cash equivalents of \$780.0 million (December 31, 2020 – \$695.0 million). Cash equivalents are comprised of Government of Canada treasury bills totalling \$103.8 million (December 31, 2020 – \$96.0 million), provincial government treasury bills and promissory notes of \$335.3 million (December 31, 2020 – \$148.8 million), and bankers' acceptances and other short-term notes issued by Canadian chartered banks of \$340.9 million (December 31, 2020 – \$450.2 million).

Client funds on deposit of \$1,473.0 million (December 31, 2020 – \$1,063.4 million) represent cash balances held in client accounts which are deposited at Canadian financial institutions.

The Company manages credit risk related to cash and cash equivalents by adhering to its Investment Policy that outlines credit risk parameters and concentration limits. The Company regularly reviews the credit ratings of its counterparties. The maximum exposure to credit risk on these financial instruments is their carrying value.

The Company's exposure to and management of credit risk related to cash and cash equivalents and fixed income securities have not changed materially since December 31, 2020.

Mortgage Portfolio

As at June 30, 2021, residential mortgages, recorded on the Company's balance sheet, of \$5.8 billion (December 31, 2020 – \$6.3 billion) consisted of \$5.4 billion sold to securitization programs (December 31, 2020 – \$6.0 billion), \$354.8 million held pending sale or securitization (December 31, 2020 – \$334.5 million) and \$15.0 million related to the Company's intermediary operations (December 31, 2020 – \$14.1 million).

The Company manages credit risk related to residential mortgages through:

- Adhering to its lending policy and underwriting standards;
- Its loan servicing capabilities;
- Use of client-insured mortgage default insurance and mortgage portfolio default insurance held by the Company; and
- Its practice of originating its mortgages exclusively through its own network of Mortgage Planning Specialists and IG Wealth Management Consultants as part of a client's IG Living Plan.

In certain instances, credit risk is also limited by the terms and nature of securitization transactions as described below:

- Under the NHA MBS program totalling \$2.8 billion (December 31, 2020 – \$3.2 billion), the Company is obligated to make timely payment of principal and coupons irrespective of whether such payments were received from the mortgage borrower. However, as required by the NHA MBS program, 100% of the loans are insured by an approved insurer.
- Credit risk for mortgages securitized by transfer to bank-sponsored securitization trusts totalling \$2.6 billion (December 31, 2020 – \$2.8 billion) is limited to amounts held in cash reserve accounts and future net interest income, the fair values of which were \$67.4 million (December 31, 2020 – \$73.0 million) and \$40.5 million (December 31, 2020 – \$45.6 million), respectively, at June 30, 2021. Cash reserve accounts are reflected on the balance sheet, whereas rights to future net interest income are not reflected on the balance sheet and will be recorded over the life of the mortgages. This risk is further mitigated by insurance with 0.9% of mortgages held in ABCP Trusts insured at June 30, 2021 (December 31, 2020 – 3.0%).

At June 30, 2021, residential mortgages recorded on balance sheet were 52.4% insured (December 31, 2020 – 55.3%). As at June 30, 2021, impaired mortgages on these portfolios were \$4.3 million, compared to \$4.8 million at December 31, 2020. Uninsured non-performing mortgages over 90 days on these portfolios were \$2.3 million at June 30, 2021, unchanged from December 31, 2020.

The Company also retains certain elements of credit risk on mortgage loans sold to the Investors Mortgage and Short Term Income Fund and to the Investors Canadian Corporate Bond Fund through an agreement to repurchase mortgages in certain circumstances benefiting the funds. These loans are not recorded on the Company's balance sheet as the Company has transferred substantially all of the risks and rewards of ownership associated with these loans.

The Company regularly reviews the credit quality of the mortgages and the adequacy of the allowance for expected credit losses.

The Company's allowance for expected credit losses was \$0.7 million at June 30, 2021, compared to \$0.8 million at December 31, 2020, and is considered adequate by management to absorb all credit-related losses in the mortgage portfolios based on: i) historical credit performance experience, ii) recent trends including the economic impact of COVID-19 and Canada's COVID-19 Economic Response Plan to support Canadians and businesses, iii) current portfolio credit metrics and other relevant characteristics, iv) our strong financial planning relationship with our clients, and v) stress testing of losses under adverse real estate market conditions.

The Company's exposure to and management of credit risk related to mortgage portfolios have not changed materially since December 31, 2020.

Derivatives

The Company is exposed to credit risk through derivative contracts it utilizes to hedge interest rate risk, to facilitate securitization transactions and to hedge market risk related to certain stock-based compensation arrangements. These derivatives are discussed more fully under the Market Risk section of this MD&A.

To the extent that the fair value of the derivatives is in a gain position, the Company is exposed to credit risk that its counterparties fail to fulfil their obligations under these arrangements.

The Company's derivative activities are managed in accordance with its Investment Policy which includes counterparty limits and other parameters to manage counterparty risk. The aggregate credit risk exposure related to derivatives that are in a gain position of \$39.4 million (December 31, 2020 – \$35.8 million) does not give effect to any netting agreements or collateral arrangements. The exposure to credit risk, considering netting agreements and collateral arrangements and including rights to future net interest income, was \$1.9 million at June 30, 2021 (December 31, 2020 – \$3.8 million). Counterparties are all Canadian Schedule I chartered banks and, as a result, management has determined that the Company's overall credit risk related to derivatives was not significant at June 30, 2021. Management of credit risk related to derivatives has not changed materially since December 31, 2020.

Additional information related to the Company's securitization activities and utilization of derivative contracts can be found in Note 6 to the Interim Financial Statements and in Notes 2, 6 and 22 to the Annual Financial Statements.

MARKET RISK

This is the risk of loss arising from changes in the values of the Company's financial instruments due to changes in foreign exchange rates, interest rates or equity prices.

Interest Rate Risk

IGM Financial is exposed to interest rate risk on its mortgage portfolio and on certain of the derivative financial instruments used in our mortgage banking operations.

The Company manages interest rate risk associated with its mortgage banking operations by entering into interest rate swaps with Canadian Schedule I chartered banks as follows:

- The Company has in certain instances funded floating rate mortgages with fixed rate Canada Mortgage Bonds as part

of the securitization transactions under the CMB Program. As previously discussed, as part of the CMB Program, the Company is party to a swap whereby it is entitled to receive investment returns on reinvested mortgage principal and is obligated to pay Canada Mortgage Bond coupons. This swap had a negative fair value of \$8.1 million (December 31, 2020 – negative \$21.1 million) and an outstanding notional amount of \$0.5 billion at June 30, 2021 (December 31, 2020 – \$0.7 billion). The Company enters into interest rate swaps with Canadian Schedule I chartered banks to hedge the risk that the interest rates earned on floating rate mortgages and reinvestment returns decline. The fair value of these swaps totalled \$10.2 million (December 31, 2020 – \$19.9 million), on an outstanding notional amount of \$1.5 billion at June 30, 2021 (December 31, 2020 – \$1.3 billion). The net fair value of these swaps of \$2.1 million at June 30, 2021 (December 31, 2020 – negative \$1.2 million) is recorded on the balance sheet and has an outstanding notional amount of \$2.0 billion (December 31, 2020 – \$2.0 billion).

- The Company is exposed to the impact that changes in interest rates may have on the value of mortgages committed to or held pending sale or securitization to long-term funding sources. The Company enters into interest rate swaps to hedge the interest rate risk related to funding costs for mortgages held by the Company pending sale or securitization. Hedge accounting is applied to the cost of funds on certain securitization activities. The effective portion of fair value changes of the associated interest rate swaps are initially recognized in Other comprehensive income and subsequently recognized in Wealth Management revenue over the term of the related Obligations to securitization entities. The fair value of these swaps was \$0.5 million (December 31, 2020 – negative \$0.3 million) on an outstanding notional amount of \$154.7 million at June 30, 2021 (December 31, 2020 – \$191.3 million).

As at June 30, 2021, the impact to annual net earnings of a 100 basis point increase in interest rates would have been a decrease of approximately \$1.8 million (December 31, 2020 – decrease of \$1.3 million). The Company's exposure to and management of interest rate risk have not changed materially since December 31, 2020.

Equity Price Risk

IGM Financial is exposed to equity price risk on our equity investments which are classified as either fair value through other comprehensive income or fair value through profit or loss or investments in associates. The fair value of the equity investments was \$1,317.3 million at June 30, 2021 (December 31, 2020 – \$632.3 million), as shown in Table 20.

The Company sponsors a number of deferred compensation arrangements for employees where payments to participants

are deferred and linked to the performance of the common shares of IGM Financial Inc. The Company hedges its exposure to this risk through the use of forward agreements and total return swaps.

Foreign Exchange Risk

IGM Financial is exposed to foreign exchange risk on its investment in China AMC. Changes to the carrying value due to changes in foreign exchange rates is recognized in Other comprehensive income. A 5% appreciation (depreciation) in Canadian currency relative to foreign currencies would decrease (increase) the aggregate carrying value of foreign investments by approximately \$33.5 million (\$37.0 million).

The Company's proportionate share of China AMC's earnings, recorded in Proportionate share of associates' earnings in the Consolidated Statements of Earnings, is also affected by changes in foreign exchange rates. A 5% appreciation (depreciation) in Canadian currency relative to foreign currencies would decrease (increase) the Company's proportionate share of associates' earnings (losses) by approximately \$0.7 million (\$0.8 million).

RISKS RELATED TO ASSETS UNDER MANAGEMENT AND ADVISEMENT

At June 30, 2021, IGM Financial's total assets under management and advisement were \$262.0 billion compared to \$240.0 billion at December 31, 2020.

The Company's primary sources of revenues are advisory fees and asset management fees which are applied as an annual percentage of the level of assets under management and advisement. As a result, the level of the Company's revenues and earnings are indirectly exposed to a number of financial risks that affect the value of assets under management and advisement on an ongoing basis. These include market risks, such as changes in equity prices, interest rates and foreign exchange rates, as well as credit risk on debt securities, loans and credit exposures from other counterparties within our client portfolios.

Changing financial market conditions may also lead to a change in the composition of the Company's assets under management between equity and fixed income instruments, which could result in lower revenues depending upon the management fee rates associated with different asset classes and mandates.

The Company believes that over the long term, exposure to investment returns on its client portfolios is beneficial to the Company's results and consistent with stakeholder expectations, and generally it does not engage in risk transfer activities such as hedging in relation to these exposures.

The Company's exposure to the value of assets under management and advisement aligns it with the experience of

its clients. Assets under management are broadly diversified by asset class, geographic region, industry sector, investment team and style. The Company regularly reviews the sensitivity of its assets under management, revenues, earnings and cash flow to changes in financial markets.

2) OPERATIONAL RISK

This is the risk of financial loss, reputational damage or regulatory actions resulting from inadequate or failed internal processes or systems, human interaction or external events. This excludes business risk, which is a separate category in our ERM framework.

We are exposed to a broad range of operational risks, including information technology security and system failures, errors relating to transaction processing, financial models and valuations, fraud and misappropriation of assets, and inadequate application of internal control processes.

Operational risks relating to people and processes are mitigated through policies and process controls. Oversight of risks and ongoing evaluation of the effectiveness of controls is provided by the Company's Compliance Department, ERM Department and Internal Audit Department.

The Company has an insurance review process where it assesses and determines the nature and extent of insurance that is appropriate to provide adequate protection against unexpected losses, and where it is required by law, regulators or contractual agreements.

Operational risk affects all business activities, including the processes in place to manage other risks. As a result, operational risk can be difficult to measure, given that it forms part of other risks of the Company and may not always be separately identified.

The Company's risk management framework emphasizes operational risk management and internal control. The Company has a very low appetite for risk in this area.

The business unit leaders are responsible for management of the day to day operational risks of their respective business units. Specific programs, policies, training, standards and governance processes have been developed to help manage operational risk.

The Company has a crisis response plan which outlines crisis response coordination policies and procedures in the event of a crisis that could significantly impact the organization's reputation, brands or business operations. The Company executes simulation exercises on a regular basis. The Company has a crisis assessment team comprised of senior leadership who are responsible for crisis confirmation and management. In addition, this team is responsible for setting strategy, overseeing response and ensuring appropriate subject matter experts are engaged in the scenario-dependent crisis response team.

The Company also has a business continuity management program to enable critical operations and processes to function in the event of a business disruption.

For the health and safety of the Company's employees and clients and to help efforts to limit the speed and spread of the COVID-19 infection, the Company moved substantially all of its employees and Consultants to work from home and temporarily closed its offices in March 2020. The Company is continuously assessing its plan and protocols, and taking direction from external governing bodies such as the Medical Officers of Health, to determine when employees and advisors will return to the office.

The Company's business continuity plan has been effective at ensuring the Company is able to continue operations and provide client service with minimal disruptions.

TECHNOLOGY AND CYBER RISK

We use systems and technology to support business operations and the client and financial advisor experience. As a result, we

TABLE 28: IGM FINANCIAL ASSETS UNDER MANAGEMENT – ASSET AND CURRENCY MIX

AS AT JUNE 30, 2021	INVESTMENT FUNDS	TOTAL
Cash	0.1 %	1.3 %
Short-term fixed income and mortgages	3.7	3.6
Other fixed income	24.5	24.1
Domestic equity	21.2	26.1
Foreign equity	48.0	43.0
Real Property	2.5	1.9
	100.0 %	100.0 %
CAD	51.2 %	56.4 %
USD	31.6	28.9
Other	17.2	14.7
	100.0 %	100.0 %

are exposed to risks relating to technology and cyber security such as data breaches, identity theft and hacking, including the risk of denial of service or malicious software attacks. The volume of these activities in our society has increased since the onset of COVID-19. Such attacks could compromise confidential information of the Company and that of clients or other stakeholders, and could result in negative consequences including lost revenue, litigation, regulatory scrutiny or reputational damage. To remain resilient to such threats, we have established enterprise-wide cyber security programs, benchmarked capabilities to sound industry practices, and implemented threat and vulnerability assessment and response capabilities. Extended duration of work from home programs introduces increased need to mitigate risk of potential data loss.

OUTSOURCING

We regularly engage third parties to provide expertise and efficiencies that support our operational activities. Our exposure to third party service provider risk could include reputational, regulatory and other operational risks. Policies, standard operating procedures and dedicated resources, including a supplier code of conduct and outsourcing policy, have been developed and implemented to specifically address third party service provider risk. We perform due diligence and monitoring activities before entering into contractual relationships with third-party service providers and on an ongoing basis. As our reliance on external service providers continues to grow, we continue to enhance resources and processes to support third party risk management.

MODEL RISK

We use a variety of models to assist in: the valuation of financial instruments, operational scenario testing, management of cash flows, capital management, and assessment of potential acquisitions. These models incorporate internal assumptions, observable market inputs and available market prices. Effective controls exist over the development, implementation and application of these models. However, changes in the internal assumptions or other factors affecting the models could have an adverse effect on the Company's consolidated financial position and reputation.

LEGAL AND REGULATORY COMPLIANCE

This is the risk of not complying with laws, contractual agreements or regulatory requirements. These risks relate to regulation governing product distribution, investment management, accounting, reporting and communications.

IGM Financial is subject to complex and changing legal, taxation and regulatory requirements, including the requirements of agencies of the federal, provincial and territorial governments in Canada which regulate the Company and its activities.

The Company and its subsidiaries are also subject to the requirements of self-regulatory organizations to which they belong. These and other regulatory bodies regularly adopt new laws, rules, regulations and policies that apply to the Company and its subsidiaries. These requirements include those that apply to IGM Financial as a publicly traded company and those that apply to the Company's subsidiaries based on the nature of their activities. They include regulations related to the management and provision of financial products and services, including securities, insurance and mortgages, and other activities carried on by the Company in the markets in which it operates. Regulatory standards affecting the Company and the financial services industry are significant and continually evolve. The Company and its subsidiaries are subject to reviews as part of the normal ongoing process of oversight by the various regulators.

Failure to comply with laws, rules or regulations could lead to regulatory sanctions and civil liability, and may have an adverse reputational or financial effect on the Company. The Company manages legal and regulatory compliance risk through its efforts to promote a strong culture of compliance. The monitoring of regulatory developments and their impact on the Company is overseen by the Regulatory Initiatives Committee chaired by the Executive Vice-President, General Counsel. The Company also continues to develop and maintain compliance policies, processes and oversight, including specific communications on compliance and legal matters, training, testing, monitoring and reporting. The Audit Committee of the Board receives regular reporting on compliance initiatives and issues.

IGM Financial promotes a strong culture of ethics and integrity through its Code of Conduct approved by the Board of Directors, which outlines standards of conduct that apply to all IGM Financial directors, officers and employees. The Code of Conduct references many policies relating to the conduct of directors, officers and employees. Other corporate policies cover anti-money laundering and privacy. Training is provided on these policies on an annual basis. Individuals subject to the Code of Conduct attest annually that they understand the requirements and have complied with its provisions.

Business units are responsible for management of legal and regulatory compliance risk, and implementing appropriate policies, procedures and controls. The Company's Compliance Departments are responsible for providing oversight of all regulated compliance activities. The Internal Audit Department also provides oversight concerning regulatory compliance matters.

PRIVACY

Our clients entrust us with their personal information, and we have a legal and ethical responsibility to protect it. In accordance with Canadian privacy laws, we collect only personal information that is necessary to provide our products and

services to clients, or where we have consent to do so. We do not disclose personal information about clients unless required by law, when necessary to provide products or services to them, or as otherwise authorized by them.

If we need to share clients' personal information with third-party service providers, we remain responsible for that information and protect it through contracts that commit the service providers to maintain levels of protection comparable to ours.

Our operating companies have comprehensive procedures to respond to any privacy breaches, mitigate risks and prevent re-occurrence. If a breach is determined to pose a real risk of significant harm to a client, we will notify the individual, and the federal and/or provincial Privacy Commissioner where applicable, in a timely manner.

Privacy is covered in our annual, mandatory compliance training for employees. Topics include our privacy obligations, privacy tips and best practices, and how to handle privacy breaches, complaints and access to information requests. Each operating company also has its own Privacy Officer, who provides guidance to staff and manages our response to privacy concerns.

Each operating company has its own privacy-related procedures relevant to its business and we have an overarching Privacy Policy applicable across IGM Financial. We also conducted training for advisors and IG field staff on handling client privacy and security during the pandemic, and issued guidelines to all employees on how to protect client personal information and confidential business documents while working from home.

CONTINGENCIES

The Company is subject to legal actions arising in the normal course of its business. In December 2018, a proposed class action was filed in the Ontario Superior Court against Mackenzie which alleges that the company should not have paid mutual fund trailing commissions to order execution only dealers. Although it is difficult to predict the outcome of any such legal actions, based on current knowledge and consultation with legal counsel, management does not expect the outcome of any of these matters, individually or in aggregate, to have a material adverse effect on the Company's consolidated financial position.

3) STRATEGIC RISK

This is the risk of potential adverse impacts resulting from inadequate or inappropriate governance, oversight, management of incentives and conflicts, regulatory developments and strategy.

IGM Financial believes in the importance of good corporate governance and the central role played by directors in the governance process. We believe that sound corporate governance is essential to the well-being of the Company and our shareholders.

Oversight of IGM Financial is performed by the Board of Directors directly and through its five committees. The Company's President and Chief Executive Officer has overall responsibility for management of the Company. The Company's activities are carried out principally by three operating companies – Investors Group Inc., Mackenzie Financial Corporation and Investment Planning Counsel Inc. – each of which are managed by a President and Chief Executive Officer.

We have a business planning process that supports development of an annual business plan, approved by the Board of Directors, which incorporates objectives and targets for the Company. Components of management compensation are associated with the achievement of earnings targets and other objectives associated with the plan. Strategic plans and direction are part of this planning process and are integrated into the Company's risk management program.

REGULATORY DEVELOPMENT RISK

This is the potential for changes to regulatory, legal, or tax requirements that may have an adverse impact on the Company's business activities or financial results.

We are exposed to the risk of changes in laws, taxation and regulation that could have an adverse impact on the Company. Particular regulatory initiatives may have the effect of making the products of the Company's subsidiaries appear to be less competitive than the products of other financial service providers, to third party distribution channels and to clients. Regulatory differences that may impact the competitiveness of the Company's products include regulatory costs, tax treatment, disclosure requirements, transaction processes or other differences that may be as a result of differing regulation or application of regulation. Regulatory developments may also impact product structures, pricing, and dealer and advisor compensation. While the Company and its subsidiaries actively monitor such initiatives, and where feasible comment upon or discuss them with regulators, the ability of the Company and its subsidiaries to mitigate the imposition of differential regulatory treatment of financial products or services is limited.

The Company continuously monitors regulatory developments, guidance and communications, and has been engaged in ongoing discussions with regulators as the industry works to address issues resulting from COVID-19.

ACQUISITION RISK

The Company is exposed to risks related to its acquisitions and strategic investments. The Company undertakes thorough due diligence prior to completing an acquisition, but there is no assurance that the Company will achieve the expected strategic objectives or cost and revenue synergies subsequent to an acquisition. Subsequent changes in the economic environment

and other unanticipated factors may affect the Company's ability to achieve expected earnings growth or expense reductions. The success of an acquisition is dependent on retaining assets under management, clients, and key employees of an acquired company.

4) BUSINESS RISK

GENERAL BUSINESS CONDITIONS

This risk refers to the potential for unfavourable impacts on IGM Financial resulting from competitive or other external factors relating to the marketplace.

Global economic conditions, changes in equity markets, demographics and other factors including geopolitical risk and government instability, can affect investor confidence, income levels and savings decisions. This could result in reduced sales of IGM Financial's products and services and/or result in investors redeeming their investments. These factors may also affect the level and volatility of financial markets and the value of the Company's assets under management, as described more fully under the Risks Related to Assets Under Management section of this MD&A.

To manage this risk, the Company, across its operating subsidiaries, communicates with clients and underscores the importance of financial planning across economic cycles. The Company and the industry continue to take steps to educate Canadian investors on the merits of financial planning, diversification and long-term investing. In periods of volatility, Consultants and independent financial advisors play a key role in assisting investors in maintaining perspective and focus on their long-term objectives.

Redemption rates for long-term funds are summarized in Table 29 and are discussed in the Wealth Management and the Asset Management Segment Operating Results sections of this MD&A.

CATASTROPHIC EVENTS OR LOSS

Catastrophic events or loss refers to the risk that events such as earthquakes, floods, fire, tornadoes, pandemics, or terrorism could adversely affect the Company's financial performance.

Catastrophic events can cause economic uncertainty, affect investor confidence, income levels and financial planning decisions. This could affect the level and volatility of financial markets and the level of the Company's assets under management and advisement.

The global COVID-19 pandemic has caused economic disruption, adversely impacted economic conditions, has caused significant volatility in the level of financial markets, and has increased unemployment in Canada and globally.

In response, the Company has implemented its business continuity plans and has transitioned substantially all of its employees and Consultants to working from home.

It is difficult to predict how significant the COVID-19 pandemic and government measures taken in response will be to world economies, our clients and our business. This event could have a material impact on the financial positions and results of the Company, subject to duration and severity.

PRODUCT / SERVICE OFFERING

This risk refers to the potential for unfavourable impacts on IGM Financial resulting from inadequate product or service performance, quality or breadth.

IGM Financial and its subsidiaries operate in a highly competitive environment, competing with other financial service providers, investment managers and product and service types. Client development and retention can be influenced by a number of factors, including investment performance, products and services offered by competitors, relative service levels, relative pricing, product attributes, reputation and actions taken by competitors. This competition could have an adverse impact upon the Company's financial position and operating results. Please refer to The Competitive Landscape section of this MD&A for further discussion.

We provide Consultants, independent financial advisors, as well as retail and institutional clients with a high level of service and support and a broad range of investment products, with a focus on building enduring relationships. The Company's subsidiaries also continually review their respective product

TABLE 29: TWELVE MONTH TRAILING REDEMPTION RATE FOR LONG-TERM FUNDS

	2021 JUN. 30	2020 JUN. 30
IGM Financial Inc.		
IG Wealth Management	10.0 %	10.0 %
Mackenzie	16.0 %	16.5 %
Counsel	23.4 %	19.3 %

and service offering and pricing to ensure competitiveness in the marketplace.

We strive to deliver strong investment performance on our products relative to benchmarks and peers. Poor investment performance relative to benchmarks or peers could reduce the level of assets under management and sales and asset retention, as well as adversely impact our brands and reputation. Meaningful and/or sustained underperformance could affect the Company's results. Our objective is to cultivate investment processes and disciplines that give us a competitive advantage, and we do this by diversifying our assets under management and product shelf by investment team, brand, asset class, mandate, style and geographic region.

BUSINESS / CLIENT RELATIONSHIPS

This risk refers to the potential for unfavourable impacts on IGM Financial resulting from changes to key business or client relationships. These relationships primarily include IG Wealth Management clients and Consultants, Mackenzie retail distribution, strategic and significant business partners, clients of Mackenzie funds, and sub-advisors and other product suppliers.

IG Wealth Management Consultant network – IG Wealth Management derives all of its mutual fund sales through its Consultant network. IG Wealth Management Consultants have regular direct contact with clients which can lead to a strong and personal client relationship based on the client's confidence in that individual Consultant. The market for financial advisors is extremely competitive. The loss of a significant number of key Consultants could lead to the loss of client accounts which could have an adverse effect on IG Wealth Management's results of operations and business prospects. IG Wealth Management is focused on strengthening its distribution network of Consultants and on responding to the complex financial needs of its clients by delivering a diverse range of products and services in the context of personalized financial advice, as discussed in the Wealth Management Review of the Business section of this MD&A.

Asset Management – Mackenzie derives the majority of its mutual fund sales through third party financial advisors. Financial advisors generally offer their clients investment products in addition to, and in competition with Mackenzie. Mackenzie also derives sales of its investment products and services from its strategic alliance and institutional clients. Due to the nature of the distribution relationship in these relationships and the relative size of these accounts, gross sale and redemption activity can be more pronounced in these accounts than in a retail relationship. Mackenzie's ability to market its investment products is highly dependent on continued access to these distribution networks. Lack of access could have a material adverse effect on Mackenzie's operating results and business prospects. Mackenzie

is well positioned to manage this risk and to continue to build and enhance its distribution relationships. Mackenzie's diverse portfolio of financial products and its long-term investment performance record, marketing, educational and service support has made Mackenzie one of Canada's leading investment management companies. These factors are discussed further in the Asset Management Review of the Business section of this MD&A.

PEOPLE RISK

This risk refers to the potential inability to attract or retain employees or Consultants, develop them to an appropriate level of proficiency, or manage engagement and personnel succession or transition.

Management, investment and distribution personnel play an important role in developing, implementing, managing and distributing products and services offered by IGM Financial. The loss of these individuals or an inability to attract, retain and motivate sufficient numbers of qualified personnel could negatively affect IGM Financial's business and financial performance.

We have a Diversity and Inclusion Strategy with the purpose of driving an inclusive, equitable and consistent experience for employees and clients that supports our business objectives now and into the future. To achieve the desired outcomes, we focus on three pillars of action: raising awareness; improving inclusive leadership behaviours; and building external partnerships and community engagement.

COVID-19 has caused significant disruption in peoples' lives both professionally and personally. The Company's actions have included:

- Implementing a work at home strategy to maintain social distance for our employees and Consultants.
- Providing the tools and processes to enable our employees and Consultants to continue to operate effectively from home.
- Providing Employee Assistance Programs and other programs to support the mental and physical well-being of our employees, Consultants, and their families.
- Developing a return to office strategy to safely allow employees and advisors to return to the office when appropriate.

5) ENVIRONMENTAL AND SOCIAL RISK

This is the potential for financial loss or other unfavourable impacts resulting from environmental or social issues connected to our business operations or investment activities.

Environmental risks include issues such as climate change, biodiversity, pollution, waste, and the unsustainable use of energy, water and other resources. Social risks include issues such as human rights, labour standards, diversity and inclusion, and community impacts.

IGM Financial has a long-standing commitment to responsible management, as articulated in our Corporate Sustainability Statement approved by the Board of Directors. The Board's risk management oversight includes ensuring that material environmental and social risks are appropriately identified, managed and monitored.

The Company's executive Risk Management Committee is responsible for oversight of the risk management process. Other management committees provide oversight of specific risks including the Corporate Sustainability (CS) Committee and the Diversity and Inclusion Executive Council. The CS Committee is composed of senior executives who are responsible for ensuring implementation of policy and strategy, establishing goals and initiatives, measuring progress, and approving annual reporting for environmental, social and governance (ESG) matters.

Our commitment to responsible management is demonstrated through various mechanisms. These include our Code of Conduct for employees, contractors, and directors; our Supplier Code of Conduct for the firms that do business with us; our Respectful Workplace Policy; our Diversity Policy; our Environmental Policy; and other related policies.

IG Wealth Management and Mackenzie Investments are signatories to the Principles for Responsible Investment (PRI). IG Wealth Management sub-advisors were also required to be signatories to the PRI by the end of 2019. Under the PRI, investors formally commit to incorporate ESG issues into their investment decision making and active ownership processes. In addition, IG Wealth Management, Mackenzie Investments and Investment Planning Counsel have implemented Responsible Investment Policies outlining the practices at each company.

IGM Financial reports annually on ESG management and performance in its Corporate Sustainability Report available on our website. The Company has been recognized for demonstrating strong ESG performance through positions earned on the FTSE4Good Index Series, Jantzi Social Index, Corporate Knights' 2021 Global 100 and Best 50 Corporate Citizens, and has been recognized by CDP at the leadership level for the past four years for its climate disclosures.

We believe that financial services companies have an important role to play in addressing climate change.

IGM Financial is a long-standing participant in the CDP (formerly Carbon Disclosure Project), which promotes corporate disclosures on greenhouse gas emissions and climate change management including setting and monitoring emission reduction targets.

Global practices are continually evolving relating to the identification, analysis, and management of climate risks and opportunities. The Financial Stability Board's Task Force on Climate-related Financial Disclosures (TCFD) was established

in response to investor demand for enhanced information on climate-related risks and opportunities. IGM Financial and its operating companies support the TCFD recommendations which include a framework for consistent, voluntary climate-related financial disclosures that provide decision-useful information to investors, analysts, rating agencies and other stakeholders.

TCFD DISCLOSURE

The TCFD recommends that organizations disclose information about climate-related risks and opportunities in four areas: governance, strategy, risk management, and metrics and targets. Full implementation of TCFD will be a multi-year journey.

Governance: IGM Financial's Board is responsible for providing oversight on risk and strategy, which includes climate-related matters. Through its Risk Committee, the Board is responsible for ensuring that material climate-related issues are appropriately identified, managed and monitored. Our Chief Financial Officer (CFO) oversees implementation of the Corporate Sustainability and Enterprise Risk Management programs. We have established an enterprise wide TCFD Working Group of senior leaders to lead the planning and implementation of the TCFD recommendations. This working group is focused on enhancing our knowledge and tools to quantify climate risks in tandem with our industry, further integrating climate into our business strategy, operations and product offering, evolving our engagement approach with investee companies, and addressing increased disclosure expectations.

Strategy: Climate-related opportunities are identified and assessed within IGM Financial through our business planning processes which define our strategic priorities, initiatives and budgets. In addition to our commitments described above to be responsible investors through engagement and integration of material climate issues into our investment processes, we also offer investment products with specific environmental or social mandates.

At Mackenzie Investments, sustainable investing is one of our key areas of strategic emphasis, and we have established a dedicated function which reports to the CEO. We also have an investment boutique, Greenchip, which is exclusively focused on thematic investing to fight climate change.

At IG Wealth Management, we have integrated environmental and climate issues into our sub-advisory selection and oversight processes, and have requirements for all sub-advisors to our product offering to be UN PRI signatories. We have a Sustainable and Responsible Investing Committee whose responsibilities include incorporation of climate change awareness and management into our product and service offerings, and we have established education and communication programs for our financial planners.

Risk Management: Assessment and management of climate-related risks is integrated into our ERM framework. At Mackenzie Investments, our boutique investment teams are each responsible for determining when and how climate change is material and how to incorporate transition and physical risks into their investment process. The teams have access to ESG data tools and a service provider for comprehensive global investor engagement who places a priority on climate change engagement. To help aid in the assessment of material climate risks and opportunities, Mackenzie Investments is in the process of implementing the Sustainability Accounting Standards Board framework and a tool to enhance climate data and analytics. We are following the development of climate scenario tools

for our industry in order to incorporate scenario planning to enhance our understanding of how our clients and the Company will be impacted by various climate change scenarios.

Metrics and Targets: We set, monitor and report on climate change-related metrics and targets annually in our CDP response and our CS Report which are available at igmfinancial.com/en/corporate-sustainability. We are reviewing tools to expand our reporting of emissions metrics in our investment portfolios. We have set emission reduction and renewable energy targets in our operations and are on track to meet these goals. As we continue to develop our climate strategy, we will review our targets to continue measuring our progress.

The Financial Services Environment

Canadians held \$5.6 trillion in discretionary financial assets with financial institutions at December 31, 2020 based on the most recent report from Investor Economics. The nature of holdings was diverse, ranging from demand deposits held for short-term cash management purposes to longer-term investments held for retirement purposes. Approximately 64% (\$3.6 trillion) of these financial assets are held within the context of a relationship with a financial advisor, and this is the primary channel serving the longer-term savings needs of Canadians. Of the \$2.0 trillion held outside of a financial advisory relationship, approximately 59% consisted of bank deposits.

Financial advisors represent the primary distribution channel for IGM Financial's products and services, and the core emphasis of our business model is to support these financial advisors as they work with clients to plan for and achieve their financial goals. Multiple sources of emerging research show significantly better financial outcomes for Canadians who use financial advisors compared to those who do not. We actively promote the value of financial advice and the importance of a relationship with an advisor to develop and remain focused on long-term financial plans and goals.

Approximately 40% of Canadian discretionary financial assets or \$2.2 trillion resided in investment funds at December 31, 2020, making it the largest financial asset class held by Canadians. Other asset types include deposit products and direct securities such as stocks and bonds. Approximately 76% of investment funds are comprised of mutual fund products, with other product categories including segregated funds, hedge funds, pooled funds, closed end funds and exchange traded funds. With \$177 billion in investment fund assets under management at June 30, 2021, IGM Financial is among the country's largest investment fund managers. We believe that investment funds are likely to remain the preferred savings vehicle of Canadians. They offer the benefits of diversification, professional management, flexibility and convenience, and are available in a broad range of mandates and structures to meet most investor requirements and preferences.

Traditional distinctions between bank branches, full-service brokerages, financial planning firms and insurance agent sales forces have become obscured as many of these financial service providers strive to offer comprehensive financial advice implemented through access to a broad product shelf. Accordingly, the Canadian financial services industry is characterized by a number of large, diversified, vertically-integrated participants, similar to IGM Financial, that offer both financial planning and investment management services.

Canadian banks distribute financial products and services through their traditional bank branches, as well as through their

full service and discount brokerage subsidiaries. Bank branches continue to place increased emphasis on both financial planning and mutual funds. In addition, each of the "big six" banks has one or more mutual fund management subsidiaries. Collectively, mutual fund assets of the "big six" bank-owned mutual fund managers and affiliated firms represented 47% of total industry long-term mutual fund assets at June 30, 2021.

The Canadian mutual fund industry continues to be very concentrated, with the 10 largest firms and their subsidiaries representing 73% of industry long-term mutual fund assets and 73% of total mutual fund assets under management at June 30, 2021. We anticipate continuing consolidation in this segment of the industry as smaller participants are acquired by larger organizations.

We believe that the financial services industry will continue to be influenced by the following trends:

- Shifting demographics as the number of Canadians in their prime savings and retirement years continues to increase.
- Changes in investor attitudes based on economic conditions.
- Continued importance of the role of the financial advisor.
- Public policy related to retirement savings.
- Changes in the regulatory environment.
- A highly competitive landscape.
- Advancing and changing technology.

THE COMPETITIVE LANDSCAPE

Our subsidiaries IG Wealth Management and Investment Planning Counsel compete directly with other retail financial service providers in the advice segment, including other financial planning firms, as well as full service brokerages, banks and insurance companies. Our asset management subsidiary, Mackenzie Investments, competes directly with other investment managers for assets under management, and our products compete with stocks, bonds and other asset classes for a share of Canadians' investment assets.

Competition from other financial service providers, alternative product types or delivery channels, and changes in regulations or public preferences could impact the characteristics of our product and service offerings, including pricing, product structures, dealer and advisor compensation and disclosure. We monitor developments on an ongoing basis, and engage in policy discussions and develop product and service responses as appropriate.

IGM Financial continues to focus on our commitment to provide quality investment advice and financial products, service innovations, effective and responsible management of the

Company and long-term value for our clients and shareholders. We are midway through a five-year transformation to modernize our digital platforms and technology infrastructure to enhance operations, achieve efficiencies and improve the service experience for our clients. We believe that IGM Financial is well-positioned to meet competitive challenges and capitalize on future growth opportunities.

Our competitive strength includes:

- Broad and diversified distribution through more than 35,000 financial advisors, with an emphasis on comprehensive financial planning.
- Broad product capabilities, leading brands and quality sub-advisory relationships.
- Enduring client relationships and the long-standing heritages and cultures of its subsidiaries.
- Benefits of being part of the Power Corporation group of companies.

BROAD AND DIVERSIFIED DISTRIBUTION

In addition to owning two of Canada's largest financial planning organizations, IG Wealth Management and Investment Planning Counsel, IGM Financial has, through Mackenzie, access to

distribution through over 30,000 independent financial advisors. Mackenzie also, in its growing strategic alliance business, partners with global manufacturing and distribution entities to provide investment management services.

BROAD PRODUCT CAPABILITIES

Our subsidiaries continue to develop and launch innovative products and strategic investment planning tools to assist advisors in building optimized portfolios for clients.

ENDURING CLIENT RELATIONSHIPS

IGM Financial enjoys significant advantages as a result of the enduring relationships that advisors have developed with clients. In addition, our subsidiaries have strong heritages and cultures which are challenging for competitors to replicate.

PART OF THE POWER CORPORATION GROUP OF COMPANIES

As part of the Power Corporation group of companies, IGM Financial benefits through expense savings from shared service arrangements, as well as through access to distribution, products and capital.

Critical Accounting Estimates and Policies

SUMMARY OF CRITICAL ACCOUNTING ESTIMATES

There were no changes to the Company's assumptions related to critical accounting estimates from those reported at December 31, 2020 except as follows:

- *Goodwill and intangible assets* – The Company completed its annual impairment tests of goodwill and indefinite life intangible assets based on April 1, 2021 financial information and determined there was no impairment in the value of those assets.

The Company tests the fair value of goodwill and indefinite life intangible assets for impairment at least once a year and more frequently if an event or circumstance indicates the asset may be impaired.

An impairment loss is recognized if the amount of the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows (cash generating units). Finite life intangible assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable.

These tests involve the use of estimates and assumptions appropriate in the circumstances. In assessing the recoverable amounts, valuation approaches are used that include discounted cash flow analysis and application of capitalization multiples to financial and operating metrics based upon precedent acquisition transactions and trading comparables. Assumptions and estimates employed include future changes in assets under management resulting from net sales and investment returns, pricing and profit margin changes, discount rates, and capitalization multiples.

- *Employee benefits* – The Company maintains a number of employee benefit plans. These plans include a funded

registered defined benefit pension plan (RPP) for all eligible employees, unfunded supplementary executive retirement plans for certain executive officers (SERPs) and an unfunded post-employment health care and life insurance plan for eligible retirees.

Discount rates have increased significantly since December 31, 2020. The discount rate on the Company's RPP at June 30, 2021 was 3.35% compared to 2.70% at December 31, 2020. The pension plan assets increased to \$539.2 million at June 30, 2021 from \$517.0 million at December 31, 2020. The total defined benefit pension plan obligation was \$574.5 million at June 30, 2021 compared to \$650.1 million at December 31, 2020. The defined benefit pension plan had an accrued benefit liability of \$35.3 million at June 30, 2021 compared to \$133.1 million at December 31, 2020. Total gains recorded in Other comprehensive income, including the defined benefit pension plan, the SERPs and post-employment benefit plans, were \$1.8 million (\$1.3 million after tax) and \$115.7 million (\$84.5 million after tax) for the three and six months ended June 30, 2021.

CHANGES IN ACCOUNTING POLICIES

IGM Financial has not adopted any changes in accounting policies in 2021.

FUTURE ACCOUNTING CHANGES

The Company continuously monitors the potential changes proposed by the International Accounting Standards Board (IASB) and analyzes the effect that changes in the standards may have on the Company's operations.

The IASB is currently undertaking a number of projects which will result in changes to existing IFRS standards that may affect the Company. Updates will be provided as the projects develop.

Internal Control Over Financial Reporting

During the second quarter of 2021, there have been no changes in the Company's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Other Information

TRANSACTIONS WITH RELATED PARTIES

There were no changes to the types of related party transactions from those reported at December 31, 2020. For further information on transactions involving related parties, see Notes 8, 26 and 29 to the Company's Annual Financial Statements.

SEDAR

Additional information relating to IGM Financial, including the Company's most recent financial statements and Annual Information Form, is available at www.sedar.com.

OUTSTANDING SHARE DATA

Outstanding common shares of IGM Financial as at June 30, 2021 totalled 238,875,044. Outstanding stock options as at June 30, 2021 totalled 12,498,687 of which 6,755,502 were exercisable. As at July 31, 2021, outstanding common shares totalled 238,878,564 and outstanding stock options totalled 12,491,218 of which 6,751,982 were exercisable.

Interim Condensed Consolidated Financial Statements

CONSOLIDATED STATEMENTS OF EARNINGS

(unaudited) (in thousands of Canadian dollars, except per share amounts)	THREE MONTHS ENDED JUNE 30		SIX MONTHS ENDED JUNE 30	
	2021	2020	2021	2020
Revenues (Note 3)				
Wealth management	\$ 627,638	\$ 531,066	\$ 1,231,089	\$ 1,093,799
Asset management	248,312	190,757	481,302	389,199
Dealer compensation expense	(82,701)	(66,096)	(163,410)	(137,477)
Net asset management	165,611	124,661	317,892	251,722
Net investment income and other	2,475	7,502	5,609	5,603
Proportionate share of associates' earnings (Note 7)	48,153	43,379	89,742	63,424
	843,877	706,608	1,644,332	1,414,548
Expenses				
Advisory and business development	291,124	245,419	575,150	504,533
Operations and support	196,685	185,417	403,224	380,524
Sub-advisory	20,472	16,899	40,201	34,401
Interest	28,496	27,470	56,616	54,777
	536,777	475,205	1,075,191	974,235
Earnings before income taxes	307,100	231,403	569,141	440,313
Income taxes	69,354	47,861	129,025	95,895
Net earnings	237,746	183,542	440,116	344,418
Non-controlling interest (Note 7)	(357)	–	(547)	–
Net earnings available to common shareholders	\$ 237,389	\$ 183,542	\$ 439,569	\$ 344,418
Earnings per share (in dollars) (Note 14)				
– Basic	\$ 0.99	\$ 0.77	\$ 1.84	\$ 1.45
– Diluted	\$ 0.99	\$ 0.77	\$ 1.84	\$ 1.45

(See accompanying notes to interim condensed consolidated financial statements)

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(unaudited) (in thousands of Canadian dollars)	THREE MONTHS ENDED JUNE 30		SIX MONTHS ENDED JUNE 30	
	2021	2020	2021	2020
Net earnings	\$ 237,746	\$ 183,542	\$ 440,116	\$ 344,418
Other comprehensive income (loss), net of tax				
Items that will not be reclassified to Net earnings				
Fair value through other comprehensive income investments (Note 4)				
Other comprehensive income (loss), net of tax of \$(325), \$284, \$(125,359), and \$(38)	2,080	(1,841)	803,225	227
Employee benefits				
Net actuarial gains (losses), net of tax of \$(497), \$25,474, \$(31,237) and \$4,509	1,349	(68,883)	84,464	(12,187)
Investment in associates – employee benefits and other				
Other comprehensive income (loss), net of tax of nil	17,437	8,628	22,030	14,197
Items that may be reclassified subsequently to Net earnings				
Investment in associates and other				
Other comprehensive income (loss), net of tax of \$(1,373), \$1,903, \$(1,142) and \$(374)	(10,601)	3,913	(28,206)	55,494
	10,265	(58,183)	881,513	57,731
Total comprehensive income	\$ 248,011	\$ 125,359	\$ 1,321,629	\$ 402,149

(See accompanying notes to interim condensed consolidated financial statements)

CONSOLIDATED BALANCE SHEETS

(unaudited)
(in thousands of Canadian dollars)

	JUNE 30 2021	DECEMBER 31 2020
Assets		
Cash and cash equivalents	\$ 966,814	\$ 771,585
Other investments (Note 4)	1,317,345	632,300
Client funds on deposit	1,473,022	1,063,442
Accounts and other receivables	433,040	444,458
Income taxes recoverable	43,507	30,366
Loans (Note 5)	5,830,108	6,331,855
Derivative financial instruments	41,257	37,334
Other assets	61,872	49,782
Investment in associates (Note 7)	1,947,018	1,931,168
Capital assets	330,466	329,690
Capitalized sales commissions	283,250	231,085
Deferred income taxes	33,483	84,624
Intangible assets	1,333,405	1,321,590
Goodwill	2,802,066	2,803,075
	\$ 16,896,653	\$ 16,062,354
Liabilities		
Accounts payable and accrued liabilities	\$ 503,957	\$ 486,575
Income taxes payable	36,194	7,146
Derivative financial instruments	22,319	34,514
Deposits and certificates	1,463,429	1,104,889
Other liabilities	384,266	536,141
Obligations to securitization entities (Note 6)	5,564,826	6,173,886
Lease obligations	201,322	188,334
Deferred income taxes	500,526	388,079
Long-term debt	2,100,000	2,100,000
	10,776,839	11,019,564
Shareholders' Equity		
Share capital		
Common shares	1,621,172	1,598,381
Contributed surplus	52,230	51,663
Retained earnings	3,585,231	3,207,469
Accumulated other comprehensive income (loss)	811,227	136,364
Non-controlling interest	49,954	48,913
	6,119,814	5,042,790
	\$ 16,896,653	\$ 16,062,354

These interim condensed consolidated financial statements were approved and authorized for issuance by the Board of Directors on August 4, 2021.

(See accompanying notes to interim condensed consolidated financial statements)

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

SIX MONTHS ENDED JUNE 30

<i>(unaudited)</i> <i>(in thousands of Canadian dollars)</i>	SHARE CAPITAL – COMMON SHARES (Note 8)	CONTRIBUTED SURPLUS	RETAINED EARNINGS	ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS) (Note 11)	NON- CONTROLLING INTEREST	TOTAL SHAREHOLDERS' EQUITY
2021						
Balance, beginning of period	\$ 1,598,381	\$ 51,663	\$ 3,207,469	\$ 136,364	\$ 48,913	\$ 5,042,790
Net earnings	–	–	440,116	–	–	440,116
Other comprehensive income (loss), net of tax	–	–	–	881,513	–	881,513
Total comprehensive income	–	–	440,116	881,513	–	1,321,629
Common shares						
Issued under stock option plan	22,791	–	–	–	–	22,791
Stock options						
Current period expense	–	1,832	–	–	–	1,832
Exercised	–	(1,265)	–	–	–	(1,265)
Common share dividends	–	–	(268,457)	–	–	(268,457)
Non-controlling interest	–	–	(547)	–	1,041	494
Transfer out of fair value through other comprehensive income (Note 4)	–	–	206,650	(206,650)	–	–
Balance, end of period	\$ 1,621,172	\$ 52,230	\$ 3,585,231	\$ 811,227	\$ 49,954	\$ 6,119,814
2020						
Balance, beginning of period	\$ 1,597,860	\$ 48,677	\$ 2,980,260	\$ (127,702)	\$ –	\$ 4,499,095
Net earnings	–	–	344,418	–	–	344,418
Other comprehensive income (loss), net of tax	–	–	–	57,731	–	57,731
Total comprehensive income	–	–	344,418	57,731	–	402,149
Common shares						
Issued under stock option plan	521	–	–	–	–	521
Stock options						
Current period expense	–	1,463	–	–	–	1,463
Exercised	–	(24)	–	–	–	(24)
Common share dividends	–	–	(268,097)	–	–	(268,097)
Other	–	–	(2,735)	–	–	(2,735)
Balance, end of period	\$ 1,598,381	\$ 50,116	\$ 3,053,846	\$ (69,971)	\$ –	\$ 4,632,372

(See accompanying notes to interim condensed consolidated financial statements)

CONSOLIDATED STATEMENTS OF CASH FLOWS

(unaudited)
(in thousands of Canadian dollars)

SIX MONTHS ENDED JUNE 30

	2021	2020
Operating activities		
Earnings before income taxes	\$ 569,141	\$ 440,313
Income taxes paid	(104,576)	(61,643)
Adjustments to determine net cash from operating activities		
Capitalized sales commission amortization	25,710	16,305
Capitalized sales commissions paid	(77,876)	(56,391)
Amortization of capital, intangible and other assets	49,557	40,490
Proportionate share of associates' earnings, net of dividends received	(30,157)	(17,030)
Pension and other post-employment benefits	9,239	438
Changes in operating assets and liabilities and other	(107,461)	(36,178)
Cash from operating activities before restructuring provision payments	333,577	326,304
Restructuring provision cash payments	(44,116)	(3,559)
	289,461	322,745
Financing activities		
Net decrease in deposits and certificates	(3,716)	(4,038)
Increase in obligations to securitization entities	844,878	552,481
Repayments of obligations to securitization entities and other	(1,405,948)	(905,028)
Repayments of lease obligations	(12,151)	(12,317)
Issue of common shares	21,525	498
Common share dividends paid	(268,139)	(268,089)
	(823,551)	(636,493)
Investing activities		
Purchase of other investments	(56,696)	(25,859)
Proceeds from the sale of other investments	302,231	15,006
Increase in loans	(970,888)	(817,182)
Repayment of loans and other	1,499,252	1,103,064
Net additions to capital assets	(8,316)	(15,078)
Net cash used in additions to intangible assets	(36,264)	(29,292)
	729,319	230,659
Increase (decrease) in cash and cash equivalents	195,229	(83,089)
Cash and cash equivalents, beginning of period	771,585	720,005
Cash and cash equivalents, end of period	\$ 966,814	\$ 636,916
Cash	\$ 186,821	\$ 59,731
Cash equivalents	779,993	577,185
	\$ 966,814	\$ 636,916
Supplemental disclosure of cash flow information related to operating activities		
Interest and dividends received	\$ 139,932	\$ 146,668
Interest paid	\$ 113,715	\$ 133,567

(See accompanying notes to interim condensed consolidated financial statements)

Notes to the Interim Condensed Consolidated Financial Statements

June 30, 2021 (unaudited) (In thousands of Canadian dollars, except shares and per share amounts)

NOTE 1 CORPORATE INFORMATION

IGM Financial Inc. (the Company) is a publicly listed company (TSX: IGM), incorporated and domiciled in Canada. The registered address of the Company is 447 Portage Avenue, Winnipeg, Manitoba, Canada. The Company is controlled by Power Corporation of Canada.

IGM Financial Inc. is a wealth and asset management company which serves the financial needs of Canadians through its principal subsidiaries, each operating distinctly within the advice segment of the financial services market. The Company's wholly-owned principal subsidiaries are Investors Group Inc. and Mackenzie Financial Corporation (Mackenzie).

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The unaudited Interim Condensed Consolidated Financial Statements of the Company (Interim Financial Statements) have been prepared in accordance with International Accounting Standard 34, *Interim Financial Reporting*, using the accounting policies as set out in this note and in Note 2 to the Consolidated Financial Statements for the year ended December 31, 2020. The Interim Financial Statements should be read in conjunction with the Consolidated Financial Statements in the 2020 IGM Financial Inc. Annual Report.

FUTURE ACCOUNTING CHANGES

The Company continuously monitors the potential changes proposed by the IASB and analyzes the effect that changes in the standards may have on the Company's operations.

NOTE 3 REVENUES FROM CONTRACTS WITH CUSTOMERS

	THREE MONTHS ENDED JUNE 30		SIX MONTHS ENDED JUNE 30	
	2021	2020	2021	2020
Advisory fees	\$ 344,223	\$ 292,480	\$ 672,683	\$ 596,959
Product and program fees	235,136	200,392	459,944	411,569
	579,359	492,872	1,132,627	1,008,528
Redemption fees	2,692	2,919	6,452	9,088
Other financial planning revenues	45,587	35,275	92,010	76,183
Wealth management	627,638	531,066	1,231,089	1,093,799
Asset management	248,312	190,757	481,302	389,199
Dealer compensation expense	(82,701)	(66,096)	(163,410)	(137,477)
Net asset management	165,611	124,661	317,892	251,722
Net revenues from contracts with customers	\$ 793,249	\$ 655,727	\$ 1,548,981	\$ 1,345,521

Wealth management revenue is earned by providing financial planning, investment advisory and related financial services. Advisory fees, related to financial planning, are associated with assets under management and advisement. Product and program fees, related to investment management and administration services, are associated with assets under management. Other financial planning revenues include insurance, banking products and services, and mortgage lending activities.

Asset management revenue, related to investment management advisory and administrative services, depends on the level and composition of assets under management.

NOTE 4 OTHER INVESTMENTS

	JUNE 30, 2021		DECEMBER 31, 2020	
	COST	FAIR VALUE	COST	FAIR VALUE
Fair value through other comprehensive income (FVTOCI)				
Corporate investments	\$ 223,610	\$ 1,255,150	\$ 251,417	\$ 593,273
Fair value through profit or loss (FVTPL)				
Equity securities	1,551	1,745	1,499	1,513
Proprietary investment funds	56,201	60,450	35,254	37,514
	57,752	62,195	36,753	39,027
	\$ 281,362	\$ 1,317,345	\$ 288,170	\$ 632,300

Wealthsimple Financial Corp. (Wealthsimple) is an online investment manager that provides financial investment guidance. The investment is classified at Fair Value Through Other Comprehensive Income.

On May 3, 2021, Wealthsimple announced a \$750 million equity fundraising, valuing IGM Financial Inc.'s investment in Wealthsimple at \$1,448 million. As part of the transaction, IGM Financial Inc. disposed of a portion of its investment for proceeds of \$294 million (\$258 million after-tax).

In the second quarter of 2021, a realized gain of \$239 million (\$207 million after-tax) was transferred from Accumulated other comprehensive income to Other retained earnings.

The Company continues to be the largest shareholder in Wealthsimple with an interest of 23% and fair value of \$1,153 million.

NOTE 5 LOANS

	CONTRACTUAL MATURITY			JUNE 30 2021 TOTAL	DECEMBER 31 2020 TOTAL
	1 YEAR OR LESS	1 – 5 YEARS	OVER 5 YEARS		
Amortized cost					
Residential mortgages	\$ 1,060,125	\$ 4,748,095	\$ 10,313	\$ 5,818,533	\$ 6,329,342
Less: Allowance for expected credit losses				677	778
				5,817,856	6,328,564
Fair value through profit or loss				12,252	3,291
				\$ 5,830,108	\$ 6,331,855

The change in the allowance for expected credit losses is as follows:

Balance, beginning of period	\$ 778	\$ 675
Write-offs, net of recoveries	(206)	(562)
Expected credit losses	105	665
Balance, end of period	\$ 677	\$ 778

Total credit impaired loans as at June 30, 2021 were \$4,254 (December 31, 2020 – \$4,807).

Total interest income on loans was \$82.2 million (2020 – \$97.5 million). Total interest expense on obligations to securitization entities, related to securitized loans, was \$58.6 million (2020 – \$79.5 million). Gains realized on the sale of residential mortgages totalled \$1.6 million (2020 – \$2.9 million). Fair value adjustments related to mortgage banking operations totalled \$0.1 million (2020 – negative \$4.1 million). These amounts were included in Wealth management revenue. Wealth management revenue also includes other mortgage banking related items including portfolio insurance, issue costs, and other items.

NOTE 6 SECURITIZATIONS

The Company securitizes residential mortgages through the Canada Mortgage and Housing Corporation (CMHC) sponsored National Housing Act Mortgage-Backed Securities (NHA MBS) Program and Canada Mortgage Bond (CMB) Program and through Canadian bank-sponsored asset-backed commercial paper (ABCP) programs. These transactions do not meet the requirements for derecognition as the Company retains prepayment risk and certain elements of credit risk. Accordingly, the Company has retained these mortgages on its balance sheets and has recorded offsetting liabilities for the net proceeds received as Obligations to securitization entities which are recorded at amortized cost.

The Company earns interest on the mortgages and pays interest on the obligations to securitization entities. As part of the CMB transactions, the Company enters into a swap transaction whereby the Company pays coupons on CMBs and receives investment returns on the NHA MBS and the reinvestment of repaid mortgage principal. A component of this swap, related to the obligation to pay CMB coupons and receive investment returns on repaid mortgage principal, and the hedging swap used to manage exposure to changes in variable rate investment returns, are recorded as derivatives with a fair value of \$2.1 million at June 30, 2021 (December 31, 2020 – negative \$1.2 million).

All mortgages securitized under the NHA MBS and CMB Program are insured by CMHC or another approved insurer under the program. As part of the ABCP transactions, the Company has provided cash reserves for credit enhancement which are recorded at cost. Credit risk is limited to these cash reserves and future net interest income as the ABCP Trusts have no recourse to the Company's other assets for failure to make payments when due. Credit risk is further limited to the extent these mortgages are insured.

	SECURITIZED MORTGAGES	OBLIGATIONS TO SECURITIZATION ENTITIES	NET
JUNE 30, 2021			
Carrying value			
NHA MBS and CMB Program	\$ 2,827,719	\$ 2,869,657	\$ (41,938)
Bank sponsored ABCP	2,633,082	2,695,169	(62,087)
Total	\$ 5,460,801	\$ 5,564,826	\$ (104,025)
Fair value	\$ 5,546,596	\$ 5,701,423	\$ (154,827)
DECEMBER 31, 2020			
Carrying value			
NHA MBS and CMB Program	\$ 3,216,158	\$ 3,307,428	\$ (91,270)
Bank sponsored ABCP	2,767,743	2,866,458	(98,715)
Total	\$ 5,983,901	\$ 6,173,886	\$ (189,985)
Fair value	\$ 6,186,410	\$ 6,345,189	\$ (158,779)

The carrying value of Obligations to securitization entities, which is recorded net of issue costs, includes principal payments received on securitized mortgages that are not due to be settled until after the reporting period. Issue costs are amortized over the life of the obligation on an effective interest rate basis.

NOTE 7 INVESTMENT IN ASSOCIATES

	LIFECO	CHINA AMC	NORTHLEAF	PERSONAL CAPITAL	TOTAL
JUNE 30, 2021					
Balance, beginning of period	\$ 962,388	\$ 720,282	\$ 248,498	\$ –	\$ 1,931,168
Additions	–	–	466	–	466
Dividends	(32,708)	(26,877)	–	–	(59,585)
Proportionate share of:					
Earnings (losses)	59,410	27,598	2,734 ⁽¹⁾	–	89,742
Other comprehensive income (loss) and other adjustments	(3,237)	(11,536)	–	–	(14,773)
Balance, end of period	\$ 985,853	\$ 709,467	\$ 251,698	\$ –	\$ 1,947,018
JUNE 30, 2020					
Balance, beginning of period	\$ 896,651	\$ 662,694	\$ –	\$ 194,537	\$ 1,753,882
Dividends	(32,708)	(13,686)	–	–	(46,394)
Proportionate share of:					
Earnings (losses)	48,887	19,177	–	(4,640)	63,424
Other comprehensive income (loss) and other adjustments	45,289	20,957	–	8,817	75,063
Transfer to Other assets	–	–	–	(198,714)	(198,714)
Balance, end of period	\$ 958,119	\$ 689,142	\$ –	\$ –	\$ 1,647,261

(1) Net of Non-controlling interest, the Company's proportionate share of Northleaf's earnings was \$2,187.

The Company uses the equity method to account for its investments in Great-West Lifeco Inc., China Asset Management Co., Ltd. and Northleaf Capital Group Ltd. as it exercises significant influence. In 2020, the Company sold its equity interest in Personal Capital Corporation to a subsidiary of Lifeco, Empower Retirement.

NOTE 8 SHARE CAPITAL

AUTHORIZED

Unlimited number of:

- First preferred shares, issuable in series
- Second preferred shares, issuable in series
- Class 1 non-voting shares
- Common shares, no par value

ISSUED AND OUTSTANDING

	JUNE 30, 2021		JUNE 30, 2020	
	SHARES	STATED VALUE	SHARES	STATED VALUE
Common shares:				
Balance, beginning of period	238,308,284	\$ 1,598,381	238,294,090	\$ 1,597,860
Issued under Stock Option Plan	566,760	22,791	14,194	521
Balance, end of period	238,875,044	\$ 1,621,172	238,308,284	\$ 1,598,381

NOTE 9 CAPITAL MANAGEMENT

The capital management policies, procedures and activities of the Company are discussed in the Capital Resources section of the Company's Management's Discussion and Analysis contained in the Second Quarter 2021 Report to Shareholders and in Note 18 to the Consolidated Financial Statements in the 2020 IGM Financial Inc. Annual Report and have not changed significantly since December 31, 2020.

NOTE 10 SHARE-BASED PAYMENTS

STOCK OPTION PLAN

	JUNE 30 2021	DECEMBER 31 2020
Common share options		
– Outstanding	12,498,687	11,930,224
– Exercisable	6,755,502	6,326,067

In the second quarter of 2021, there were 11,310 options granted to employees (2020 – nil). In the six months ended June 30, 2021, the Company granted 1,615,650 options to employees (2020 – 1,537,165). The weighted-average fair value of options granted during the six months ended June 30, 2021, has been estimated at \$2.70 per option (2020 – \$1.31) using the Black-Scholes option pricing model. The weighted-average closing share price at the grant dates was \$34.98.

Other assumptions used in these valuation models include:

	SIX MONTHS ENDED JUNE 30	
	2021	2020
Exercise price	\$ 35.08	\$ 38.65
Risk-free interest rate	1.29%	1.32%
Expected option life	7 years	7 years
Expected volatility	23.00%	17.00%
Expected dividend yield	6.44%	6.18%

Expected volatility has been estimated based on the historic volatility of the Company's share price over seven years which is reflective of the expected option life. Options vest over a period of up to 7.5 years from the grant date and are exercisable no later than 10 years after the grant date.

NOTE 11 ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

	EMPLOYEE BENEFITS	OTHER INVESTMENTS	INVESTMENT IN ASSOCIATES AND OTHER	TOTAL
JUNE 30, 2021				
Balance, beginning of period	\$ (196,949)	\$ 293,448	\$ 39,865	\$ 136,364
Other comprehensive income (loss)	84,464	803,225	(6,176)	881,513
Transfer out of FVTOCI	–	(206,650)	–	(206,650)
Balance, end of period	\$ (112,485)	\$ 890,023	\$ 33,689	\$ 811,227
JUNE 30, 2020				
Balance, beginning of period	\$ (165,947)	\$ 46,363	\$ (8,118)	\$ (127,702)
Other comprehensive income (loss)	(12,187)	227	69,691	57,731
Balance, end of period	\$ (178,134)	\$ 46,590	\$ 61,573	\$ (69,971)

Amounts are recorded net of tax.

NOTE 12 RISK MANAGEMENT

The risk management policies and procedures of the Company are discussed in the Financial Instruments Risk section of the Company's Management's Discussion and Analysis contained in the Second Quarter 2021 Report to Shareholders and in Note 21 to the Consolidated Financial Statements in the 2020 IGM Financial Inc. Annual Report and have not changed significantly since December 31, 2020.

NOTE 13 FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair values are management's estimates and are calculated using market conditions at a specific point in time and may not reflect future fair values. The calculations are subjective in nature, involve uncertainties and are matters of significant judgment.

All financial instruments measured at fair value and those for which fair value is disclosed are classified into one of three levels that distinguish fair value measurements by the significance of the inputs used for valuation.

Fair value is determined based on the price that would be received for an asset or paid to transfer a liability in the most advantageous market, utilizing a hierarchy of three different valuation techniques, based on the lowest level input that is significant to the fair value measurement in its entirety.

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Observable inputs other than Level 1 quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; or inputs other than quoted prices that are observable or corroborated by observable market data; and

Level 3 – Unobservable inputs that are supported by little or no market activity. Valuation techniques are primarily model-based.

Markets are considered inactive when transactions are not occurring with sufficient regularity. Inactive markets may be characterized by a significant decline in the volume and level of observed trading activity or through large or erratic bid/offer spreads. In those instances where traded markets are not considered sufficiently active, fair value is measured using valuation models which may utilize predominantly observable market inputs (Level 2) or may utilize predominantly non-observable market inputs (Level 3). Management considers all reasonably available information including indicative broker quotations, any available pricing for similar instruments, recent arm's length market transactions, any relevant observable market inputs, and internal model-based estimates. Management exercises judgment in determining the most appropriate inputs and the weighting ascribed to each input as well as in the selection of valuation methodologies.

Fair value is determined using the following methods and assumptions:

Other investments and other financial assets and financial liabilities are valued using quoted prices from active markets, when available. When a quoted market price is not readily available, valuation techniques are used that require assumptions related to discount rates and the timing and amount of future cash flows. Wherever possible, observable market inputs are used in the valuation techniques.

Loans classified as Level 2 are valued using market interest rates for loans with similar credit risk and maturity.

Loans classified as Level 3 are valued by discounting the expected future cash flows at prevailing market yields.

Obligations to securitization entities are valued by discounting the expected future cash flows at prevailing market yields for securities issued by these securitization entities having similar terms and characteristics.

Deposits and certificates are valued by discounting the contractual cash flows using market interest rates currently offered for deposits with similar terms and credit risks.

Long-term debt is valued using quoted prices for each debenture available in the market.

Derivative financial instruments are valued based on quoted market prices, where available, prevailing market rates for instruments with similar characteristics and maturities, or discounted cash flow analysis.

Level 1 financial instruments include exchange-traded equity investments and open-end investment fund units and other financial liabilities in instances where there are quoted prices available from active markets.

Level 2 assets and liabilities include fixed income securities, loans, derivative financial instruments, deposits and certificates and long-term debt. The fair value of fixed income securities is determined using quoted market prices or independent dealer price quotes. The fair value of derivative financial instruments and deposits and certificates are determined using valuation models, discounted cash flow methodologies, or similar techniques using primarily observable market inputs. The fair value of long-term debt is determined using indicative broker quotes.

NOTE 13 FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

Level 3 assets and liabilities include investments with little or no trading activity valued using broker-dealer quotes, loans, other financial assets, obligations to securitization entities and derivative financial instruments. Derivative financial instruments consist of principal reinvestment account swaps which represent the component of a swap entered into under the CMB Program whereby the Company pays coupons on Canada Mortgage Bonds and receives investment returns on the reinvestment of repaid mortgage principal. Fair value is determined by discounting the projected cashflows of the swaps. The notional amount, which is an input used to determine the fair value of the swap, is determined using an average unobservable prepayment rate of 15% which is based on historical prepayment patterns. An increase (decrease) in the assumed mortgage prepayment rate increases (decreases) the notional amount of the swap.

The following table presents the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. The table distinguishes between those financial instruments recorded at fair value and those recorded at amortized cost. The table also excludes fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value. These items include cash and cash equivalents, accounts and other receivables, certain other financial assets, accounts payable and accrued liabilities and certain other financial liabilities.

	CARRYING VALUE	FAIR VALUE			
		LEVEL 1	LEVEL 2	LEVEL 3	TOTAL
JUNE 30, 2021					
Financial assets recorded at fair value					
Other investments					
– FVTOCI	\$ 1,255,150	\$ –	\$ –	\$ 1,255,150	\$ 1,255,150
– FVTPL	62,195	52,102	9,764	329	62,195
Loans					
– FVTPL	12,252	–	12,252	–	12,252
Derivative financial instruments	41,257	–	36,113	5,144	41,257
Financial assets recorded at amortized cost					
Loans					
– Amortized cost	5,817,856	–	355,077	5,546,596	5,901,673
Financial liabilities recorded at fair value					
Derivative financial instruments	22,319	–	9,063	13,256	22,319
Financial liabilities recorded at amortized cost					
Deposits and certificates	1,463,429	–	1,463,723	–	1,463,723
Obligations to securitization entities	5,564,826	–	–	5,701,423	5,701,423
Long-term debt	2,100,000	–	2,538,842	–	2,538,842
DECEMBER 31, 2020					
Financial assets recorded at fair value					
Other investments					
– FVTOCI	\$ 593,273	\$ –	\$ –	\$ 593,273	\$ 593,273
– FVTPL	39,027	38,748	–	279	39,027
Loans					
– FVTPL	3,291	–	3,291	–	3,291
Derivative financial instruments	37,334	–	35,389	1,945	37,334
Financial assets recorded at amortized cost					
Loans					
– Amortized cost	6,328,564	–	346,428	6,186,410	6,532,838
Financial liabilities recorded at fair value					
Derivative financial instruments	34,514	–	11,466	23,048	34,514
Financial liabilities recorded at amortized cost					
Deposits and certificates	1,104,889	–	1,105,384	–	1,105,384
Obligations to securitization entities	6,173,886	–	–	6,345,189	6,345,189
Long-term debt	2,100,000	–	2,653,814	–	2,653,814

There were no significant transfers between Level 1 and Level 2 in 2021 and 2020.

NOTE 13 FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

The following table provides a summary of changes in Level 3 assets and liabilities measured at fair value on a recurring basis.

	BALANCE JANUARY 1	GAINS (LOSSES) INCLUDED IN NET EARNINGS ⁽¹⁾	GAINS (LOSSES) INCLUDED IN OTHER COMPREHENSIVE INCOME	PURCHASES AND ISSUANCES	SETTLEMENTS	TRANSFERS IN (OUT)	BALANCE JUNE 30
JUNE 30, 2021							
Other investments							
– FVTOCI	\$ 593,273	\$ –	\$ 928,584	\$ 8,721	\$ –	\$ (275,428) ⁽²⁾	\$ 1,255,150
– FVTPL	279	50	–	–	–	–	329
Derivative financial instruments, net	(21,103)	7,425	–	1,358	(4,208)	–	(8,112)
JUNE 30, 2020							
Other investments							
– FVTOCI	\$ 301,196	\$ –	\$ 265	\$ 4,371	\$ –	\$ –	\$ 305,832
– FVTPL	563	(205)	–	–	–	–	358
Derivative financial instruments, net	(906)	(26,082)	–	1,226	(1,929)	–	(23,833)

(1) Included in Wealth management revenue or Operations and support expenses in the Consolidated Statements of Earnings.

(2) Related to the disposition of a portion of IGM Financial Inc.'s investment in Wealthsimple (Note 4).

NOTE 14 EARNINGS PER COMMON SHARE

	THREE MONTHS ENDED JUNE 30		SIX MONTHS ENDED JUNE 30	
	2021	2020	2021	2020
Earnings				
Net earnings	\$ 237,746	\$ 183,542	\$ 440,116	\$ 344,418
Non-controlling interest	(357)	–	(547)	–
Net earnings available to common shareholders	\$ 237,389	\$ 183,542	\$ 439,569	\$ 344,418
Number of common shares (in thousands)				
Weighted average number of common shares outstanding	238,625	238,308	238,475	238,305
Add: Potential exercise of outstanding stock options ⁽¹⁾	1,196	–	573	–
Average number of common shares outstanding – diluted basis	239,821	238,308	239,048	238,305
Earnings per common share (in dollars)				
– Basic	\$ 0.99	\$ 0.77	\$ 1.84	\$ 1.45
– Diluted	\$ 0.99	\$ 0.77	\$ 1.84	\$ 1.45

(1) Excludes 286 thousand shares for the three months ended June 30, 2021 (2020 – 4,613 thousand) related to outstanding stock options that were anti-dilutive.

Excludes 655 thousand shares for the six months ended June 30, 2021 (2020 – 3,131 thousand) related to outstanding stock options that were anti-dilutive.

NOTE 15 COVID-19

Governments worldwide have enacted emergency measures to combat the spread of a novel strain of coronavirus (COVID-19). These measures, which include the implementation of travel bans, closing of non-essential businesses, self-imposed quarantine periods and social distancing, have caused significant volatility in global equity markets and material disruption to businesses globally resulting in an economic slowdown. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions.

The Company has implemented its business continuity plan as a result of these events, which has included moving substantially all employees and consultants to work from home and further supporting the Company's information technology infrastructure.

The distribution of vaccines has resulted in the easing of restrictions in many economies and has contributed to strong gains in certain economic sectors during 2021. However, vaccine effectiveness against new variants of the virus contribute towards uncertainty of the timing of a full economic recovery. As a result, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operating subsidiaries in future periods.

NOTE 16 SEGMENTED INFORMATION

The Company's reportable segments are:

- Wealth Management
- Asset Management
- Strategic Investments and Other

These segments reflect the Company's internal financial reporting and performance measurement.

- **Wealth Management** – reflects the activities of operating companies that are principally focused on providing financial planning and related services to Canadian households. This segment includes the activities of IG Wealth Management and Investment Planning Counsel. These firms are retail distribution organizations who serve Canadian households through their securities dealers, mutual fund dealers and other subsidiaries licensed to distribute financial products and services. A majority of the revenues of this segment are derived from providing financial advice and distributing financial products and services to Canadian households. This segment also includes the investment management activities of these organizations, including mutual fund management and discretionary portfolio management services.
- **Asset Management** – reflects the activities of operating companies primarily focused on providing investment management services, and represents the operations of Mackenzie Investments. Investment management services are provided to a suite of investment funds that are distributed through third party dealers and financial advisors, and also through institutional advisory mandates to financial institutions, pensions and other institutional investors.
- **Strategic Investments and Other** – primarily represents the key strategic investments made by the Company, including China Asset Management Co., Ltd., Great-West Lifeco Inc., Northleaf Capital Group Ltd., Wealtheasy Financial Corp., and Portag3 Ventures LPs. Unallocated capital is also included within this segment.

Effective January 1, 2021, the Company expanded its reportable segment disclosures to report to Net earnings, whereas previously it was reported to Earnings before interest and taxes. The Company restated comparative figures in its segment results to conform to the current period's presentation. These changes further build on the disclosure enhancements announced by the Company in the third quarter of 2020, which were introduced to improve transparency into key drivers of each business line and help stakeholders understand and assess components of value.

NOTE 16 SEGMENTED INFORMATION (continued)

2021

THREE MONTHS ENDED JUNE 30	WEALTH MANAGEMENT	ASSET MANAGEMENT	STRATEGIC INVESTMENTS AND OTHER	INTERSEGMENT	TOTAL
Revenues					
Wealth management	\$ 632,438	\$ –	\$ –	\$ (4,800)	\$ 627,638
Asset management	–	276,278	–	(27,966)	248,312
Dealer compensation	–	(87,496)	–	4,795	(82,701)
Net asset management	–	188,782	–	(23,171)	165,611
Net investment income and other	673	1,169	697	(64)	2,475
Proportionate share of associates' earnings	–	–	48,153	–	48,153
	633,111	189,951	48,850	(28,035)	843,877
Expenses					
Advisory and business development	266,036	25,093	–	(5)	291,124
Operations and support	114,967	80,585	1,197	(64)	196,685
Sub-advisory	46,542	1,896	–	(27,966)	20,472
	427,545	107,574	1,197	(28,035)	508,281
	205,566	82,377	47,653	–	335,596
Interest expense ⁽¹⁾	22,586	5,910	–	–	28,496
Earnings before income taxes	182,980	76,467	47,653	–	307,100
Income taxes	48,633	19,950	771	–	69,354
	134,347	56,517	46,882	–	237,746
Non-controlling interest	–	–	(357)	–	(357)
Net earnings available to common shareholders	\$ 134,347	\$ 56,517	\$ 46,525	\$ –	\$ 237,389

(1) Interest expense includes interest on long-term debt and interest on leases.

NOTE 16 SEGMENTED INFORMATION (continued)

2020

THREE MONTHS ENDED JUNE 30	WEALTH MANAGEMENT	ASSET MANAGEMENT	STRATEGIC INVESTMENTS AND OTHER	INTERSEGMENT	TOTAL
Revenues					
Wealth management	\$ 534,934	\$ –	\$ –	\$ (3,868)	\$ 531,066
Asset management	–	214,613	–	(23,856)	190,757
Dealer compensation	–	(69,977)	–	3,881	(66,096)
Net asset management	–	144,636	–	(19,975)	124,661
Net investment income and other	1,807	2,965	2,776	(46)	7,502
Proportionate share of associates' earnings	–	–	43,379	–	43,379
	536,741	147,601	46,155	(23,889)	706,608
Expenses					
Advisory and business development	229,420	16,001	–	(2)	245,419
Operations and support	109,606	74,706	1,136	(31)	185,417
Sub-advisory	38,565	2,190	–	(23,856)	16,899
	377,591	92,897	1,136	(23,889)	447,735
	159,150	54,704	45,019	–	258,873
Interest expense ⁽¹⁾	22,297	5,173	–	–	27,470
Earnings before income taxes	136,853	49,531	45,019	–	231,403
Income taxes	36,399	12,927	(1,465)	–	47,861
	100,454	36,604	46,484	–	183,542
Non-controlling interest	–	–	–	–	–
Net earnings available to common shareholders	\$ 100,454	\$ 36,604	\$ 46,484	\$ –	\$ 183,542

(1) Interest expense includes interest on long-term debt and interest on leases.

NOTE 16 SEGMENTED INFORMATION (continued)

2021

SIX MONTHS ENDED JUNE 30	WEALTH MANAGEMENT	ASSET MANAGEMENT	STRATEGIC INVESTMENTS AND OTHER	INTERSEGMENT	TOTAL
Revenues					
Wealth management	\$ 1,240,435	\$ –	\$ –	\$ (9,346)	\$ 1,231,089
Asset management	–	536,181	–	(54,879)	481,302
Dealer compensation	–	(172,749)	–	9,339	(163,410)
Net asset management	–	363,432	–	(45,540)	317,892
Net investment income and other	2,420	2,364	949	(124)	5,609
Proportionate share of associates' earnings	–	–	89,742	–	89,742
	1,242,855	365,796	90,691	(55,010)	1,644,332
Expenses					
Advisory and business development	529,751	45,406	–	(7)	575,150
Operations and support	236,955	164,033	2,362	(126)	403,224
Sub-advisory	91,475	3,603	–	(54,877)	40,201
	858,181	213,042	2,362	(55,010)	1,018,575
	384,674	152,754	88,329	–	625,757
Interest expense ⁽¹⁾	44,845	11,771	–	–	56,616
Earnings before income taxes	339,829	140,983	88,329	–	569,141
Income taxes	90,711	36,475	1,839	–	129,025
	249,118	104,508	86,490	–	440,116
Non-controlling interest	–	–	(547)	–	(547)
Net earnings available to common shareholders	\$ 249,118	\$ 104,508	\$ 85,943	\$ –	\$ 439,569
Identifiable assets	\$ 8,880,546	\$ 1,429,072	\$ 3,784,969	\$ –	\$ 14,094,587
Goodwill	1,491,687	1,310,379	–	–	2,802,066
Total assets	\$ 10,372,233	\$ 2,739,451	\$ 3,784,969	\$ –	\$ 16,896,653

(1) Interest expense includes interest on long-term debt and interest on leases.

NOTE 16 SEGMENTED INFORMATION *(continued)*

2020

SIX MONTHS ENDED JUNE 30	WEALTH MANAGEMENT	ASSET MANAGEMENT	STRATEGIC INVESTMENTS AND OTHER	INTERSEGMENT	TOTAL
Revenues					
Wealth management	\$ 1,101,730	\$ –	\$ –	\$ (7,931)	\$ 1,093,799
Asset management	–	438,297	–	(49,098)	389,199
Dealer compensation	–	(145,400)	–	7,923	(137,477)
Net asset management	–	292,897	–	(41,175)	251,722
Net investment income and other	640	755	4,300	(92)	5,603
Proportionate share of associates' earnings	–	–	63,424	–	63,424
	1,102,370	293,652	67,724	(49,198)	1,414,548
Expenses					
Advisory and business development	468,702	35,839	–	(8)	504,533
Operations and support	229,188	149,424	2,003	(91)	380,524
Sub-advisory	78,797	4,703	–	(49,099)	34,401
	776,687	189,966	2,003	(49,198)	919,458
	325,683	103,686	65,721	–	495,090
Interest expense ⁽¹⁾	44,529	10,248	–	–	54,777
Earnings before income taxes	281,154	93,438	65,721	–	440,313
Income taxes	75,097	24,545	(3,747)	–	95,895
	206,057	68,893	69,468	–	344,418
Non-controlling interest	–	–	–	–	–
Net earnings available to common shareholders	\$ 206,057	\$ 68,893	\$ 69,468	\$ –	\$ 344,418
Identifiable assets	\$ 8,985,679	\$ 1,275,523	\$ 2,527,675	\$ –	\$ 12,788,877
Goodwill	1,491,687	1,168,580	–	–	2,660,267
Total assets	\$ 10,477,366	\$ 2,444,103	\$ 2,527,675	\$ –	\$ 15,449,144

(1) Interest expense includes interest on long-term debt and interest on leases.

Page intentionally left blank.

Corporate Information

Power Corporation of Canada

751 Victoria Square
Montréal, Québec, Canada H2Y 2J3
514-286-7400
1-800-890-7440
corporate.secretary@powercorp.com

161 Bay Street, Suite 5000
Toronto, Ontario, Canada M5J 2S1
416-607-2250

www.powercorporation.com

This document is also available on the Corporation's website and on SEDAR at www.sedar.com.

STOCK LISTINGS

Shares of Power Corporation of Canada are listed on the Toronto Stock Exchange:

Subordinate Voting Shares: POW

Participating Preferred Shares: POW.PR.E

First Preferred Shares, 1986 Series: POW.PR.F

First Preferred Shares, Series A: POW.PR.A

First Preferred Shares, Series B: POW.PR.B

First Preferred Shares, Series C: POW.PR.C

First Preferred Shares, Series D: POW.PR.D

First Preferred Shares, Series G: POW.PR.G

TRANSFER AGENT AND REGISTRAR

Computershare Investor Services Inc.

Offices in:

Montréal, Québec; Toronto, Ontario;

Vancouver, British Columbia

www.investorcentre.com

SHAREHOLDER SERVICES

Shareholders with questions relating to the payment of dividends, change of address, share certificates, direct registration and estate transfers should contact the Transfer Agent:

Computershare Investor Services Inc.

Shareholder Services

100 University Avenue, 8th Floor

Toronto, Ontario, Canada M5J 2Y1

Telephone: 1-800-564-6253 (toll-free in Canada and the U.S.)

or 514-982-7555

www.computershare.com



Power Corporation of Canada is a certified Imagine Canada Caring Company, recognized for leadership and excellence in community investment.



To learn more about the organizations we support, visit www.PowerCorporationCommunity.com

