



# Interim Management Report of Fund Performance

June 30, 2021

**Beutel Goodman American Equity Fund**

# Beutel Goodman American Equity Fund

This Interim Management Report of Fund Performance contains financial highlights but does not contain the complete annual or interim financial statements of the investment fund. You can get a copy of the annual or interim financial statements at your request at no cost (contact details on this page) or by visiting our website at [www.beutelgoodman.com](http://www.beutelgoodman.com) or SEDAR at [www.sedar.com](http://www.sedar.com).

Security holders may also contact us using one of these methods to request the investment fund's prospectus, proxy voting policies and procedures, proxy voting disclosure record or quarterly portfolio disclosure.

Certain portions of this report, including, but not limited to, "Results of Operations" and "Recent Developments", may contain forward-looking statements about the Fund, including its strategy, risks, expected performance and condition. Forward-looking statements include statements that are predictive in nature, that depend upon or refer to future events or conditions, or that include words such as "expects", "anticipates", "intends", "plans", "believes", "estimates" and other similar forward-looking expressions. In addition, any statement that may be made concerning future performance, strategies or prospects, and possible future Fund action, is also a forward-looking statement. Forward-looking statements are based on current expectations and forecasts about future events and are inherently subject to, among other things, risks, uncertainties and assumptions which could cause actual events, results, performance or prospects to be incorrect or to differ materially from those expressed in, or implied by, these forward-looking statements.

These risks, uncertainties and assumptions include, but are not limited to, general economic, political and market factors, domestic and international, interest and foreign exchange rates, equity and capital markets, business competition, technological change, changes in government regulations, unexpected judicial or regulatory proceedings, and catastrophic events. This list of important factors is not exhaustive. Please consider these and other factors carefully before making any investment decisions and avoid placing undue reliance on forward-looking statements. The Fund has no specific intention of updating any forward-looking statements whether as a result of new information, future events or otherwise, prior to the release of the next Management Report of Fund Performance.

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# Beutel Goodman American Equity Fund

## Management Discussion of Fund Performance

### Investment Objectives and Strategies

This Fund seeks long-term capital growth primarily through investments in common shares and other equity securities of established American issuers.

The Fund invests in equity securities selected from a universe of potential candidates whose management have consistently demonstrated a commitment to create shareholder value without undue financial leverage. A value approach is applied, and research is directed to identify stocks which can be purchased at a reasonable price.

### Risk

There were no significant changes to the investment objectives or strategies that affected the Fund's overall level of risk during the period. The risks of investing in this Fund and the suitability of the Fund for investors remain as discussed in the Prospectus.

There were no changes to the Fund's risk rating during the reporting period.

### Results of Operations

Over the six-month period ended June 30, 2021, Beutel Goodman American Equity Fund (the "Fund"), Class B underperformed its benchmark. Unlike the benchmark, the Fund's return is net of fees and expenses paid by the Fund. Detailed performance is provided under the heading "Past Performance" in this report.

U.S. equity markets remained strong over the period, trading to new record highs. Improved corporate earnings, accelerated vaccine distribution, greater political certainty and prolonged central bank stimulus continued to strengthen markets except for a spike in bond yields in February. Worries that an acceleration in economic growth would lead to rising inflation and tightening monetary policy also created some uncertainty in markets. Though there may be concerns that inflation is running hotter than expected, equity markets continued to post strong returns. Against this backdrop, the S&P 500 Index turned in positive performance over the period, with a total return in Canadian dollars of 12.02%, with Energy, Financials, Real Estate and Communication Services providing the strongest returns. Utilities, Consumer Staples and Consumer Discretionary, meanwhile, recorded the weakest performance.

### Key Contributors to Performance

- The top-performing sectors during the period relative to the benchmark were Consumer Discretionary, Information Technology and Financials.
  - A combination of both stock selection and underweight positions in Consumer Discretionary and Information Technology, both areas of relative weakness in the benchmark, contributed to the Fund's relative performance.
  - A combination of both stock selection and an overweight position in Financials, an area of relative strength in the benchmark, contributed to the Fund's relative performance.
- Over the period, the top individual contributors to Fund performance included American Express Co., eBay Inc., Omnicom Group Inc., NortonLifeLock Inc. and Ameriprise Financial Inc.

### Key Detractors from Performance

- From a sector perspective, the Fund's holdings in the Consumer Staples, Industrials and Communication Services sectors were the largest detractors from the Fund's relative performance over the period.
  - A combination of both stock selection and an overweight position in Consumer Staples, an area of relative weakness in the benchmark, detracted from the Fund's relative performance.
  - Stock selection in Industrials and Communication Services detracted from the Fund's relative performance.
- Over the period, the largest individual detractors from Fund performance included Campbell Soup Co., Verizon Communications Inc., Kimberly-Clark Corp., Organon & Co. and Merck & Co. Inc.

### Portfolio Activity

- The portfolio management team (the "team") employs a stock-selection process that is based on identifying securities trading at significant discounts to their business value. The Fund's country, sector and stock weights are outcomes of the team's investment decisions based on bottom-up fundamentals and business quality. As a byproduct of the team's bottom-up investment process, market performance and general management activity, the following changes occurred in the Fund's portfolio during the reporting period:
  - The Fund's Consumer Discretionary, Consumer Staples and Health Care sector weightings increased over the period because of relative performance and the team's buy/sell activities.
  - The Fund's Financials, Information Technology and Materials sector weightings decreased over the period because of relative performance and the team's buy/sell activities.
  - Polaris Inc. and Biogen Inc. were new additions to the Fund. Some of the more significant additions to existing Fund holdings over the period included Kimberly-Clark Corp., eBay Inc., Merck & Co., Inc. and Campbell Soup Co.
  - Some of the more significant reductions in existing holdings from the Fund over the period included American Express Co., TE Connectivity Ltd., Oracle Corp., Comcast Corp., Ameriprise Financial Inc., AmerisourceBergen Corp. and PPG Industries Inc.
- At period-end, there were 28 holdings in the Fund, up from 26 at the beginning of the period.
- The Fund's level of cash and cash equivalents ended the period relatively unchanged from the beginning of the period.

# Beutel Goodman American Equity Fund

## Recent Developments

Optimism around a potential large infrastructure plan by President Biden in the U.S. and positive trends in vaccination rates leading to a quicker-than-expected reopening of the economy have likely contributed to strong equity market performance. The market has, to a large extent, disregarded inflation concerns spurred by higher energy prices.

While these market factors are interesting, for us they serve as a reminder of why we focus on our equity investment process and the companies in our portfolios instead of attempting to forecast economic themes or time the markets. Given our unique disciplined value investment philosophy, our portfolios are unlikely to fit neatly into a predetermined definition of value. Many of our largest holdings are only now trading at levels that approach where they were pre-pandemic in terms of market price. While the market has gotten more expensive, many of our holdings remain undervalued relative to our target prices. Our focus on our process allows us to remain disciplined in searching out opportunities to own great companies trading at a discount to our estimate of intrinsic value.

## Market Risk 2021

The impact of the coronavirus (“COVID-19”) pandemic on the financial performance of the Fund’s investments will depend on future developments, including the duration and spread of the outbreak and related advisories and restrictions. This public health crisis and the impact of COVID-19 on the financial markets and the overall economy are highly uncertain and cannot be predicted. If the financial markets and/or the overall economy continue to be impacted for an extended period, the Fund’s future investment results may be materially adversely affected.

## Related Party Transactions

Beutel, Goodman & Company Ltd. (“BG”) is the Manager, Trustee and Portfolio Advisor to this Fund. The Fund pays a management fee to BG as compensation for its services. The Fund pays a fixed administration fee to BG, which in turn pays certain operating expenses of the Fund. BG as trustee of the Fund earns a fee which is paid by the Manager from the fixed administration fee paid by the Fund.

The Fund did not rely on any recommendation or approval of its Independent Review Committee to proceed with any transaction involving related parties because it did not conduct any related party transactions, except for certain inter-fund trades and the management and administrative fees as described above, as approved by the Independent Review Committee by standing instructions, and subject to regulatory requirements.

**Management Fees:** As Manager, BG is paid a management fee from each class of the Fund based on the average daily net asset value of the particular class. The fee is payable monthly, in arrears, and is calculated at the annualized rate specified for each class of the Fund as set out in the table below. Management fees for Class I units are negotiated and paid directly by the investor, not by the Fund, and, therefore, are not listed.

	Maximum Annual Management Fee Rate %	As a Percentage of Management Fees	
		Dealer Compensation %	General Administration, Investment Advice and Profit %
Class B	1.85	54	46
Class D	1.25	20	80
Class F	0.90	0	100

**Administration Fee:** The Manager receives a fixed administration fee to pay certain operating expenses of the Fund. These expenses include audit and legal fees; custodian and transfer agent fees; costs attributable to the issue, redemption and change of units, including the cost of the security holder record-keeping system; expenses incurred in respect of preparing and distributing all regulatory reports; fund accounting and valuation costs; independent review committee fees and filing fees, including those incurred by us. The administration fee may vary by class of units and by Fund.

BG, as trustee of the Fund, earns a fee which is paid by the Manager from the administration fee paid by the Fund.

# Beutel Goodman American Equity Fund

## Financial Highlights

The following tables show selected key financial information about the Fund and are intended to help you understand the Fund's financial performance for the 6 month period ended June 30 of the current year and for the past 5 years ended December 31. The December 31 information is derived from the Fund's audited annual financial statements and is provided for each class of units.

### Financial Highlights per unit

#### Class B Units

(for the period ended June 30, 2021 and years ended December 31)

\$	June 2021	2020	2019	2018	2017	2016
<b>Net assets, beginning of period</b>	23.72	24.08	20.27	22.05	21.16	19.42
<b>Increase (decrease) from operations</b>						
Total revenue	0.26	1.42	0.57	0.53	0.48	0.63
Total expenses	(0.31)	(0.71)	(0.57)	(0.55)	(0.56)	(0.52)
Realized gains (losses) for the period	1.72	1.81	1.20	1.89	2.37	1.42
Unrealized gains (losses) for the period	1.12	(1.25)	3.13	(2.25)	(0.08)	0.92
<b>Total increase (decrease) from operations<sup>(1)</sup></b>	2.79	1.27	4.33	(0.38)	2.21	2.45
<b>Distributions to unitholders per unit:</b>						
From net investment income (excluding dividends)	–	–	–	–	–	–
From dividends	–	0.52	–	–	–	0.14
From capital gains	–	1.49	0.53	1.36	1.66	0.61
From return of capital	–	–	–	–	–	–
<b>Total period distributions<sup>(2)</sup></b>	–	2.01	0.53	1.36	1.66	0.75
<b>Net assets, end of period<sup>(3)</sup></b>	26.51	23.72	24.08	20.27	22.05	21.16

### Ratios and Supplemental Data

#### Class B Units

(for the period ended June 30, 2021 and years ended December 31)

	June 2021	2020	2019	2018	2017	2016
<b>Total net asset value (\$) (000's)<sup>(4)</sup></b>	72,753	70,108	82,861	80,079	97,107	53,042
<b>Number of outstanding units (000's)<sup>(4)</sup></b>	2,745	2,955	3,442	3,950	4,405	2,506
<b>Management expense ratio<sup>(5)</sup></b>	2.16%	2.16%	2.16%	2.17%	2.17%	2.17%
<b>Management expense ratio before waivers or absorptions<sup>(6)</sup></b>	N/A	N/A	N/A	N/A	N/A	N/A
<b>Portfolio turnover rate<sup>(7)</sup></b>	25%	41%	17%	32%	37%	24%
<b>Trading expense ratio (%)<sup>(8)</sup></b>	0.06%	0.06%	0.03%	0.04%	0.06%	0.05%
<b>Net asset value per unit, end of period</b>	26.51	23.72	24.08	20.27	22.05	21.16

### Financial Highlights per unit

#### Class D Units

(for the period ended June 30, 2021 and years ended December 31)

\$	June 2021	2020	2019	2018	2017	2016
<b>Net assets, beginning of period</b>	16.44	16.71	14.06	15.24	14.56	13.35
<b>Increase (decrease) from operations</b>						
Total revenue	0.18	1.01	0.40	0.36	0.33	0.43
Total expenses	(0.16)	(0.38)	(0.29)	(0.27)	(0.27)	(0.26)
Realized gains (losses) for the period	1.20	1.26	0.84	1.31	1.66	0.99
Unrealized gains (losses) for the period	0.78	(0.95)	2.18	(1.55)	0.03	0.67
<b>Total increase (decrease) from operations<sup>(1)</sup></b>	2.00	0.94	3.13	(0.15)	1.75	1.83
<b>Distributions to unitholders per unit:</b>						
From net investment income (excluding dividends)	–	–	–	–	–	–
From dividends	–	0.50	0.11	0.05	0.04	0.18
From capital gains	–	1.04	0.37	0.95	1.15	0.42
From return of capital	–	–	–	–	–	–
<b>Total period distributions<sup>(2)</sup></b>	–	1.54	0.48	1.00	1.19	0.60
<b>Net assets, end of period<sup>(3)</sup></b>	18.43	16.44	16.71	14.06	15.24	14.56

### Ratios and Supplemental Data

#### Class D Units

(for the period ended June 30, 2021 and years ended December 31)

	June 2021	2020	2019	2018	2017	2016
<b>Total net asset value (\$) (000's)<sup>(4)</sup></b>	109,971	106,147	127,607	123,443	156,798	128,919
<b>Number of outstanding units (000's)<sup>(4)</sup></b>	5,966	6,456	7,638	8,779	10,291	8,853
<b>Management expense ratio<sup>(5)</sup></b>	1.49%	1.50%	1.50%	1.50%	1.50%	1.50%
<b>Management expense ratio before waivers or absorptions<sup>(6)</sup></b>	N/A	N/A	N/A	N/A	N/A	N/A
<b>Portfolio turnover rate<sup>(7)</sup></b>	25%	41%	17%	32%	37%	24%
<b>Trading expense ratio (%)<sup>(8)</sup></b>	0.06%	0.06%	0.03%	0.04%	0.06%	0.05%
<b>Net asset value per unit, end of period</b>	18.43	16.44	16.71	14.06	15.24	14.56

# Beutel Goodman American Equity Fund

## Financial Highlights

The following tables show selected key financial information about the Fund and are intended to help you understand the Fund's financial performance for the 6 month period ended June 30 of the current year and for the past 5 years ended December 31. The December 31 information is derived from the Fund's audited annual financial statements and is provided for each class of units.

### Financial Highlights per unit

#### Class F Units

(for the period ended June 30, 2021 and years ended December 31)

\$	June 2021	2020	2019	2018	2017	2016
<b>Net assets, beginning of period</b>	16.60	16.86	14.21	15.43	14.78	13.54
<b>Increase (decrease) from operations</b>						
Total revenue	0.18	1.00	0.41	0.37	0.33	0.43
Total expenses	(0.13)	(0.32)	(0.23)	(0.22)	(0.23)	(0.22)
Realized gains (losses) for the period	1.21	1.29	0.84	1.36	1.68	1.01
Unrealized gains (losses) for the period	0.79	(0.90)	2.20	(1.67)	(0.09)	0.65
<b>Total increase (decrease) from operations<sup>(1)</sup></b>	2.05	1.07	3.22	(0.16)	1.69	1.87
<b>Distributions to unitholders per unit:</b>						
From net investment income (excluding dividends)	—	—	—	—	—	—
From dividends	—	0.56	0.19	0.14	0.13	0.24
From capital gains	—	1.06	0.37	0.96	1.17	0.43
From return of capital	—	—	—	—	—	—
<b>Total period distributions<sup>(2)</sup></b>	—	1.62	0.56	1.10	1.30	0.67
<b>Net assets, end of period<sup>(3)</sup></b>	18.65	16.60	16.86	14.21	15.43	14.78

### Ratios and Supplemental Data

#### Class F Units

(for the period ended June 30, 2021 and years ended December 31)

	June 2021	2020	2019	2018	2017	2016
<b>Total net asset value (\$) (000's)<sup>(4)</sup></b>	170,081	151,778	189,841	150,722	158,075	72,157
<b>Number of outstanding units (000's)<sup>(4)</sup></b>	9,120	9,143	11,259	10,609	10,245	4,883
<b>Management expense ratio<sup>(5)</sup></b>	1.09%	1.10%	1.10%	1.10%	1.11%	1.10%
<b>Management expense ratio before waivers or absorptions<sup>(6)</sup></b>	N/A	N/A	N/A	N/A	N/A	N/A
<b>Portfolio turnover rate<sup>(7)</sup></b>	25%	41%	17%	32%	37%	24%
<b>Trading expense ratio (%)<sup>(8)</sup></b>	0.06%	0.06%	0.03%	0.04%	0.06%	0.05%
<b>Net asset value per unit, end of period</b>	18.65	16.60	16.86	14.21	15.43	14.78

### Financial Highlights per unit

#### Class I Units

(for the period ended June 30, 2021 and years ended December 31)

\$	June 2021	2020	2019	2018	2017	2016
<b>Net assets, beginning of period</b>	17.84	18.16	15.29	16.62	15.88	14.53
<b>Increase (decrease) from operations</b>						
Total revenue	0.20	0.98	0.44	0.40	0.36	0.47
Total expenses	(0.04)	(0.15)	(0.08)	(0.07)	(0.07)	(0.09)
Realized gains (losses) for the period	1.31	1.49	0.91	1.47	1.81	1.08
Unrealized gains (losses) for the period	0.85	(0.74)	2.39	(1.76)	0.07	0.74
<b>Total increase (decrease) from operations<sup>(1)</sup></b>	2.32	1.58	3.66	0.04	2.17	2.20
<b>Distributions to unitholders per unit:</b>						
From net investment income (excluding dividends)	—	—	—	—	—	—
From dividends	—	0.84	0.38	0.32	0.28	0.39
From capital gains	—	1.15	0.40	1.05	1.27	0.46
From return of capital	—	—	—	—	—	—
<b>Total period distributions<sup>(2)</sup></b>	—	1.99	0.78	1.37	1.55	0.85
<b>Net assets, end of period<sup>(3)</sup></b>	20.14	17.84	18.16	15.29	16.62	15.88

### Ratios and Supplemental Data

#### Class I Units

(for the period ended June 30, 2021 and years ended December 31)

	June 2021	2020	2019	2018	2017	2016
<b>Total net asset value (\$) (000's)<sup>(4)</sup></b>	1,726,487	1,444,066	1,133,044	978,918	984,877	787,418
<b>Number of outstanding units (000's)<sup>(4)</sup></b>	85,726	80,956	62,383	64,030	59,275	49,576
<b>Management expense ratio<sup>(5)</sup></b>	0.07%	0.07%	0.07%	0.07%	0.07%	0.11%
<b>Management expense ratio before waivers or absorptions<sup>(6)</sup></b>	0.11%	0.11%	0.11%	0.11%	0.11%	N/A
<b>Portfolio turnover rate<sup>(7)</sup></b>	25%	41%	17%	32%	37%	24%
<b>Trading expense ratio (%)<sup>(8)</sup></b>	0.06%	0.06%	0.03%	0.04%	0.06%	0.05%
<b>Net asset value per unit, end of period</b>	20.14	17.84	18.16	15.29	16.62	15.88

# Beutel Goodman American Equity Fund

- (1) Net asset value per unit and distributions to unitholders per unit are based on the actual number of units outstanding for the relevant class at the relevant time. The increase (decrease) from operations is based on the weighted average number of units outstanding for the relevant class over the fiscal period.
- (2) Distributions were paid in cash or automatically reinvested in additional units of the Fund.
- (3) This is not a reconciliation of the beginning and ending net assets per unit.
- (4) This information is provided as at period end of the period shown.
- (5) Management expense ratio is based on total expenses (excluding commissions and other portfolio transaction costs) for the stated period and is expressed as an annualized percentage of daily average net asset value during the period.
- (6) The Manager may have waived or absorbed some of the fund expenses. If this had occurred, the management fee ratio before any such waiver or absorption is listed. The Manager may terminate the waiver or absorption at any time, at its discretion. It is not known when such waivers or absorptions will be terminated.
- (7) The Fund's portfolio turnover rate indicates how actively the Fund's portfolio advisor manages its portfolio investments. A portfolio turnover rate of 100% is equivalent to the Fund buying and selling all of the securities in its portfolio once in the course of the fiscal year. The higher a Fund's portfolio turnover rate in a year, the greater the trading costs payable by the Fund in the year, and the greater the chance of an investor receiving taxable capital gains in the year. There is not necessarily a relationship between a higher turnover rate and the performance of a Fund. Portfolio turnover rate equals the lesser of the costs of purchases and proceeds of sales of portfolio securities for the period divided by the average value of the portfolio securities of the Fund calculated on a monthly basis, excluding short-term securities.
- (8) The trading expense ratio represents total commissions and other portfolio transaction costs disclosed in the Statements of Comprehensive Income expressed as an annualized percentage of daily average net asset value of the Fund during the period.

## Past Performance

The performance returns below:

- are calculated as of **December 31** in each year and for the **first 6 months** of the current year;
- assume **all distributions** made by the Fund **are reinvested** to purchase additional units; and
- show the returns of the particular class of the Fund after any applicable management fees and operating expenses have been deducted, **but are not reduced by any redemption charges, optional charges or income taxes payable by you that would have reduced returns on performance.**

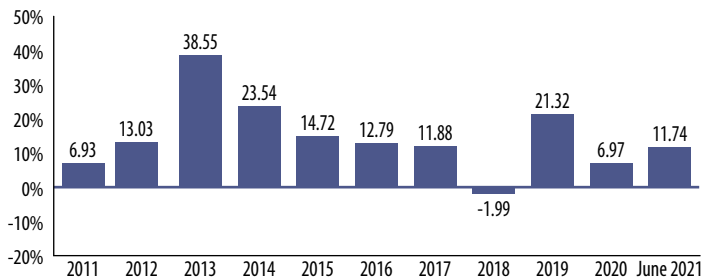
**Please remember that the past performance of the Fund is not an accurate prediction of future returns.**

# Beutel Goodman American Equity Fund

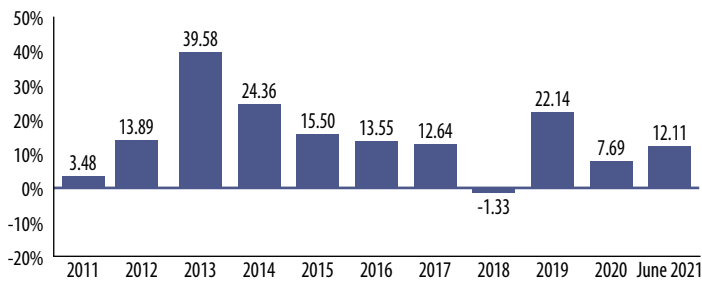
## Year-by-Year Returns

The bar chart indicates the Fund's annual performance for each of the year's shown and for the current 6 month period, illustrating how the Fund's performance has changed from year to year. The bar chart shows in percentage terms how much an investment made on the first day of each financial year or period would have grown or decreased by the last day of each financial year or period.

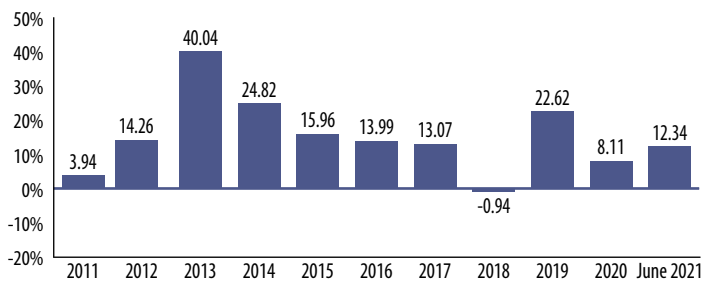
### Class B



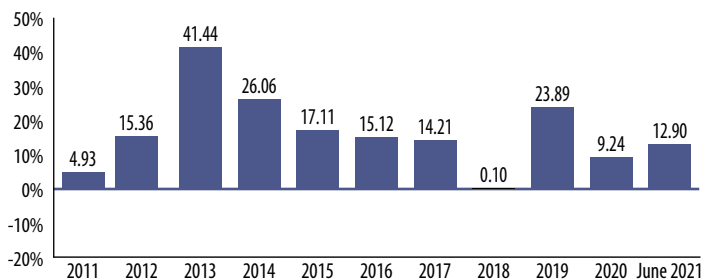
### Class D



### Class F



### Class I





# Beutel Goodman American Equity Fund

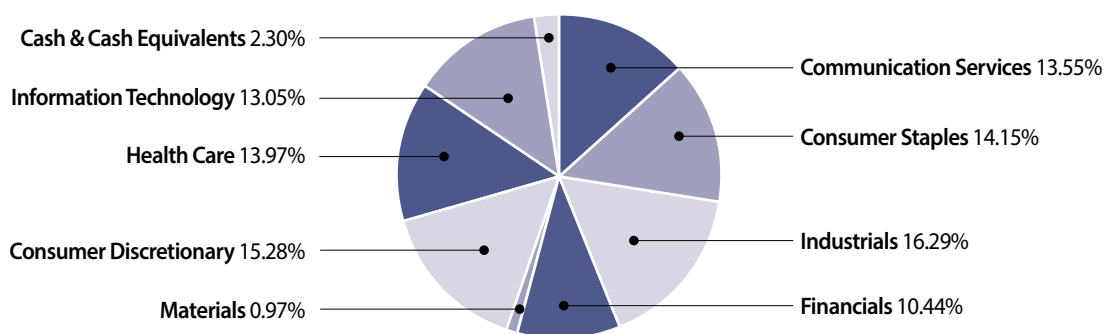
## Summary of Investment Portfolio

The following information may change due to the ongoing portfolio transactions of the Fund. More current information regarding the holdings of the Fund may be obtained on our website at [www.beutelgoodman.com](http://www.beutelgoodman.com).

### Summary of Top 25 Holdings

Issuer Name	% of Net Assets	Issuer Name	% of Net Assets
1. Omnicom Group Inc.	5.66	14. Flowserve Corp.	3.82
2. eBay Inc.	5.48	15. Oracle Corp.	3.74
3. Merck & Co Inc.	5.14	16. NortonLifeLock Inc.	3.60
4. Amdocs Ltd.	5.01	17. Comcast Corp., Class A	3.24
5. Amgen Inc.	4.99	18. AmerisourceBergen Corp.	3.09
6. Westinghouse Air Brake Technologies Corp.	4.87	19. SEI Investments Co.	2.70
7. Harley-Davidson Inc.	4.86	20. American Express Co.	2.64
8. Kimberly-Clark Corp.	4.85	21. AutoZone Inc.	2.56
9. Kellogg Co.	4.69	22. Polaris Inc.	2.36
10. Ingersoll Rand Inc.	4.64	23. Cummins Inc.	2.20
11. Verizon Communications Inc.	4.63	24. PPG Industries Inc.	0.97
12. Campbell Soup Co.	4.59	25. JPMorgan Chase & Co.	0.82
13. Ameriprise Financial Inc.	4.26		

### Asset Mix





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