

AGF Management Limited

Annual Report  
2010



Strength in  
diversification



What are you doing after work?®

## Corporate profile

AGF Management Limited (AGF) is one of Canada's largest independent investment solutions firms with strong investment management roots dating back to 1957. With operations and investments in Canada, the United States, the United Kingdom, Ireland and Asia, AGF has a proud history of delivering top-quality, innovative products and services to more than one million investors. With approximately \$43.0 billion in total assets under management (AUM) and over \$3.2 billion in loan assets as at November 30, 2010, AGF provides investment management and financial solutions to retail, institutional and high-net-worth clients.

On February 1, 2011, AGF announced the completion of the acquisition of Acuity Funds Limited and Acuity Investment Management Inc. (Acuity), which brings AGF's total AUM to over \$51 billion.

AGF offers a diversified family of award-winning mutual funds, AGF Elements portfolios, the Harmony asset management program, Acuity's Alpha wrap program as well as pooled funds, closed end funds, separately managed accounts and Socially Responsible Investing (SRI) products managed by Acuity. In addition, AGF Trust is a complementary business that offers GICs, loans and mortgages through the financial advisor and mortgage broker channels. AGF trades on the Toronto Stock Exchange under the symbol AGF.B.

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OUR MISSION:

Helping investors succeed™



AGF Investments Inc.

AGF Trust Company

Smith & Williamson  
Holdings Limited\*

OUR VISION:

To be the premier Canadian-based investment solutions firm with industry-leading financial performance, talent and client relationships.

\* As at November 30, 2010, AGF Management Limited held a 30.5% interest in Smith & Williamson Holdings Limited.

# Financial highlights

CONSOLIDATED 10-YEAR REVIEW

(\$ thousands, except per share amounts)

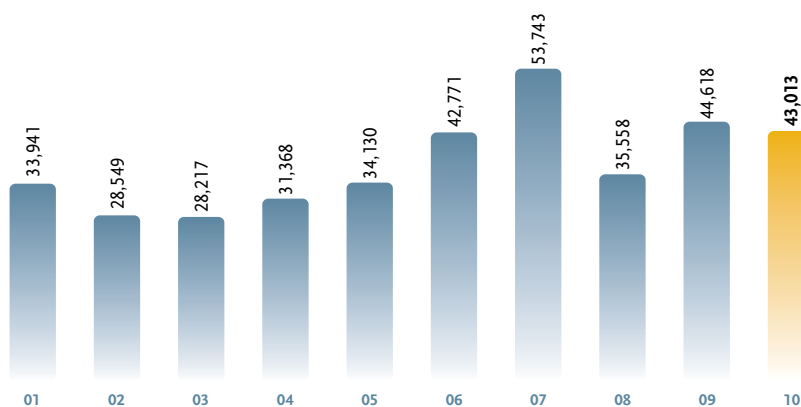
YEARS ENDED NOVEMBER 30	2010	2009	2008	2007	2006
<b>OPERATIONS</b>					
Total revenue (continuing operations)	\$ 614,578	\$ 586,114	\$ 725,570	\$ 780,320	\$ 607,202
Net income	116,775	97,694	128,592	178,687	112,657
Dividends	91,792	88,821	84,860	70,151	61,521
<b>FINANCIAL POSITION</b>					
Working capital (deficit)	\$ (581,106)	\$ (738,223)	\$ (1,360,365)	\$ (735,103)	\$ (404,223)
Long-term debt	143,678	143,648	123,740	184,486	56,000
Shareholders' equity	1,150,694	1,130,403	1,107,422	1,069,002	979,771
Return on equity	10.2%	8.7%	11.8%	17.4%	11.9%
<b>PER SHARE</b>					
Net income – basic	\$ 1.31	\$ 1.10	\$ 1.44	\$ 1.99	\$ 1.26
Dividends	1.04	1.00	0.95	0.78	0.69
Book value (continuing operations)	12.91	12.72	12.40	12.02	10.99

(\$ thousands, except per share amounts)

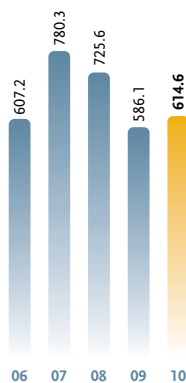
YEARS ENDED NOVEMBER 30	2005	2004	2003	2002	2001
<b>OPERATIONS</b>					
Total revenue (continuing operations)	\$ 546,567	\$ 545,393	\$ 510,571	\$ 637,660	\$ 630,525
Net income	91,872	77,287	44,016	119,839	163,754
Dividends	50,522	37,474	27,150	22,967	19,577
<b>FINANCIAL POSITION</b>					
Working capital (deficit)	\$ (31,958)	\$ 56,363	\$ 62,490	\$ 95,287	\$ (9,950)
Long-term debt	17,364	68,292	112,192	225,403	165,481
Shareholders' equity	918,326	914,366	903,360	887,566	764,707
Return on equity	10.0%	8.5%	4.9%	14.5%	26.3%
<b>PER SHARE</b>					
Net income – basic	\$ 1.02	\$ 0.85	\$ 0.48	\$ 1.34	\$ 1.84
Dividends	0.56	0.41	0.30	0.26	0.22
Book value (continuing operations)	10.30	10.08	9.79	9.74	8.56

## ASSETS UNDER MANAGEMENT

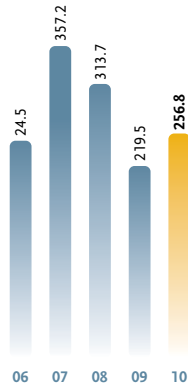
(\$ millions)



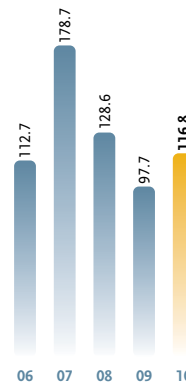
**Total Revenue from Continuing Operations**  
(\$ millions)



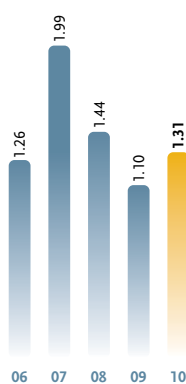
**EBITDA from Continuing Operations**  
(\$ millions)



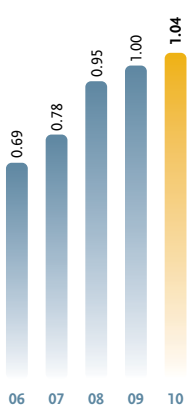
**Net Income**  
(\$ millions)



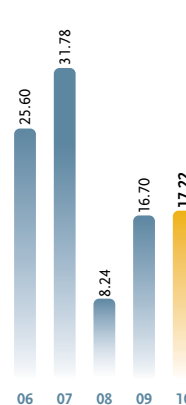
**Earnings per Share (basic)**  
(\$)



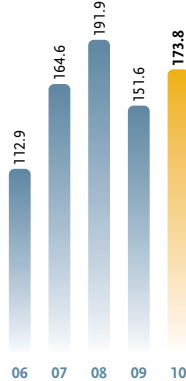
**Dividends per Share**  
(\$)



**Share Price**  
(\$)



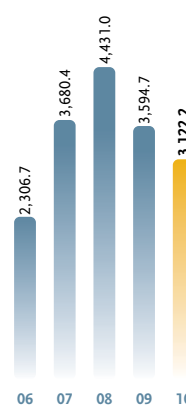
**Free Cash Flow from Operations**  
(\$ millions)



**Shareholders' Equity**  
(\$ millions)



**AGF Trust Loan Assets**  
(\$ millions)



# AGF: Strength in growth and diversification

At AGF, our focus is on continuing to provide world-class investment services and products across a diversified client base. Over the years, we have grown our business in a strategic, disciplined and prudent manner to deliver long-term value to all our stakeholders. Our business model has seen us expand into new regions, launch innovative products and grow our assets and client base, all while maintaining our integrity, independence and entrepreneurial spirit.

AGF, with over 50 years in the business, is an established Canadian brand with a global presence. Our success is built on providing our clients and investors with exceptional service and a diverse product suite that delivers long-term investment performance. Financially, our balance sheet and liquidity position remain strong, allowing us to compete successfully in an increasingly competitive and consolidating industry.

We continued our commitment to growth and diversification in 2010, with the announcement of our acquisition of Acuity. Our purchase of Acuity – an independent investment firm with an impressive track record and a disciplined approach to money management – significantly expands and strengthens our presence by increasing our scale and delivering value to all our stakeholders. The acquisition, which was completed on February 1, 2011, increased AGF's assets under management (AUM) to over \$51 billion, strengthening our position as one of the largest independent investment management firms in Canada. The acquisition also brings with it an investment management team with a history of strong performance and an AUM base split almost evenly between retail and institutional clients. This offers clients and investors a broad and more diversified product mix, especially in the popular balanced and fixed-income categories. These products complement AGF's existing line-up and, together with our new and ground-breaking offerings that we introduced in 2010, provide our clients and investors with the solutions they need to succeed.

## 2010 FINANCIAL AND OPERATION OVERVIEW

Throughout 2010, economic recovery was slower than expected, as we saw continued concern regarding the strength of the global economy, weakness in the United States and the sovereign debt crisis in Europe. At AGF, we continue to experience net redemptions as investors avoid pure equity and international categories, opting more for balanced and fixed-income funds. We are focused on returning to net sales with the offering of a more diversified product line-up through the launch of new products and the acquisition of Acuity. As always, we continue to focus on achieving long-term investment performance for our investors.

Financially, AGF earned net income of \$116.8 million, or \$1.30 per share diluted, a 19.5% increase from 2009 net income of \$97.7 million or \$1.09 per share diluted. Excluding a one-time \$9.8 million reduction in income taxes in 2009, net income increased 32.8% in 2010.

We returned to our shareholders 58.3% of our free cash flow from operations (defined as cash flow from operations before net changes in non-cash balances related to operations, less selling commissions paid) through a combination of cash dividends and share repurchases.

AGF has a proven track record of increasing dividends and fiscal 2010 was no exception. Dividends paid increased by 4% to \$1.04 per share on an annual basis from \$1.00 in 2009 and we plan to maintain our dividend at the current level as we enter 2011.

## INCREASING OUR DIVERSIFIED PRODUCT LINE-UP

During the year, we launched five new products which included the AGF Traditional Income Fund, AGF Global Aggregate Bond Fund and AGF Pure Canadian Balanced Fund, designed to generate income, preserve capital and deliver sustainable long-term results, as part of our strategy to offer investors products for every life stage and market cycle.

We also launched the AGF Emerging Markets Bond Fund and AGF Emerging Markets Balanced Fund to provide investors with further access to the ongoing potential of emerging markets, while better managing risk through a diversified approach. Among the first of its kind, these exciting new products reinforce AGF's position as a leader in the emerging markets category.

These funds leverage the solid reputation and considerable expertise of both our award-winning global equities and fixed-income teams. For example, our Emerging Markets Fund has become the standard bearer of the industry in its asset class and was honoured for the fifth time for its consistent outstanding performance at the 2010 Canadian Investment Awards. The Fund continued its winning streak at the Canadian Lipper Awards, achieving the best three- and five-year returns in its category in 2010, and the best 10-year returns in 2011.

On the institutional side, we launched a Global Resources mandate and a second Emerging Markets mandate in response to strong investor interest.

#### GROWING A DIVERSIFIED GLOBAL FIRM

As a global firm, AGF continues to seek opportunities for growth both domestically and abroad. In 2009, in the midst of the global financial crisis, we strategically opened an office in Boston, which has achieved strong results in 2010 by winning a number of new mandates. Building on this success, we expanded our international reach by opening a new office in Hong Kong, dedicated to business development and client service for institutional clients in the Asia Pacific region. We also recognize the burgeoning Europe/Middle East/Africa (EMEA) region as another opportunity for growth and expanded our resources in Dublin to help manage and increase institutional sales in this region.

#### A STRONG BUSINESS MODEL BASED ON GROWTH AND DIVERSIFICATION

Throughout the year we remained focused on diversification by leveraging our strengths as an investment management firm and through our exceptional client relationships. For example, our Trust Company continues to capitalize on the strong partnerships we've established with the advisor community on the retail side of the business. In 2010, we introduced a mortgage program tailored to the needs of advisors and their clients. This program was well received and we've expanded it throughout the country.

As well, at the end of fiscal 2010, AGF Trust entered into a licence agreement with VERICO Financial Group Inc. This alliance allows us to deliver our mortgage program to one of Canada's largest and premier independent broker networks, thereby expanding our platform into the mortgage broker channel.

Our Trust business continues to be a valuable contributor to the firm, operating with a focus on strategic growth among the financial advisor and mortgage broker communities.

#### 2011 OUTLOOK

We are excited about the integration of Acuity to the AGF family and the opportunities it brings to our clients and investors. While there is still uncertainty surrounding global markets, there have been signs of recovery in the early months of 2011. AGF, with our expanded and diverse product base, is well positioned for growth and financial success.

#### IN APPRECIATION

I would like to thank everyone for their support in 2010 – our clients, unitholders, employees and partners. I wish to acknowledge the contribution of our Board of Directors, whose strong counsel and oversight are critical to our corporate success. I am pleased to welcome Ian Ihnatowycz, the founder of Acuity, who has now joined the Board of Directors of AGF Management Limited and AGF Trust. I would like to thank John Schucht, who joined our Board in 2007 and retired in 2010, for his commitment over the last three and a half years. In closing, I extend my appreciation to you – our shareholders – for your continuing support.

Yours sincerely,



**Blake C. Goldring, M.S.M., CFA**  
Chairman and Chief Executive Officer

# Executive interview

**BLAKE C. GOLDRING, M.S.M., LL.D., CFA**  
Chairman & Chief Executive Officer

Diversification is critical for investment management firms to be successful in the 21st century. With 53 years of experience, we have strategically diversified our business lines, client channels, products and regions, positioning AGF for enduring stability, success and future growth. This strength enables us to deliver on our commitment to be Canada's premier independent investment management firm.



**ROBERT BADUN, MBA** ▲  
Executive Vice-President, Investments  
AGF Investments Inc.

As a firm, we have strategically leveraged our investment management capabilities to grow our institutional assets. In 2010, we built on the previous year's growth in this important market space by expanding the scope of our operations into Hong Kong, Europe and the Middle East. Today, AGF's institutional AUM represents nearly half of the company's total assets under management.

**MARTIN HUBBES, CFA** ▶  
Executive Vice-President  
& Chief Investment Officer  
AGF Investments Inc.

AGF's award-winning investment management teams offer a diverse selection of investment styles and disciplines. We remain strongly committed to helping investors succeed by providing excellence in money management.



◀ **MARIO CAUSARANO, CA**  
President & Chief Operating Officer  
AGF Trust Company

AGF Trust continues to be a profitable contributor to AGF's core business. As one of AGF's diversified business lines, Trust complements the investment management side of the business by leveraging the dynamic relationships that AGF has with the financial advisor community.



**ROBERT J. BOGART, CPA**

Executive Vice-President & Chief Financial Officer

AGF's diversified business model and conservative capital structure help drive the execution of our growth plans. Our strong cash flow gives us the ability to reinvest in our company, make strategic acquisitions and return value to our shareholders through dividends and share buybacks.



**GORDON FORRESTER, CA ▶**

Executive Vice-President,  
Product & Marketing and Head of Retail  
AGF Investments Inc.

Taking a strategic approach to product development and marketing ensures that we offer a diversified range of products to suit investors at every life stage. We continue to focus on developing AGF's time-honoured brand that our clients have grown to trust, recognize and respect.



**ROSE CAMMARERI ▲**

Executive Vice-President, Retail Distribution  
AGF Investments Inc.

Our dedicated sales team works diligently to strengthen relationships with our clients and strategic partners through excellence in client service. We focus on fully understanding the diverse needs of our clients and delivering tailored solutions to help them succeed.



**◀ JUDY G. GOLDRING, LL.B**

Executive Vice-President,  
Chief Operating Officer & General Counsel  
AGF Management Limited

Our shared services teams work efficiently behind the scenes to support the growth of our core businesses, providing knowledge and advice, and ensuring that we have a culture of strong corporate governance and compliance. In 2010, we centralized our operations to become more streamlined and cost effective while delivering greater value for all stakeholders.

# Investing in our communities in 2010



As a proud Canadian company with a global reach, AGF is strongly committed to giving back to the community. Our mission of helping investors succeed extends to our communities.

We have a long history of supporting organizations that promote health, protect the environment, foster a vibrant arts culture and invest in education and future leaders to make our community a better place to live and work.

We take a strategic approach to choosing which charities, causes and campaigns to support. In fact, in 2010 AGF conducted an investor survey and the findings reinforced what we have always believed – that investing in the community is important to our clients and helps to differentiate us from our competitors.

In 2010, we revamped our Corporate Social Responsibility program to focus on our thematic approach to giving.

## Investing in health and well-being

AGF has a devoted history of supporting local, national and international initiatives and organizations. It is through these endeavours that AGF gives back to its clients, employees and supporters by contributing to a healthy and happy lifestyle for everyone. Some of the people and projects AGF supports are:

### JDRF RIDE FOR DIABETES RESEARCH:

When it comes to investing in causes, AGF doesn't shy away from a little friendly competition. Since 2004, AGF has proudly participated in JDRF's annual Ride for Diabetes Research, raising funds to help find a cure for diabetes and its complications through the support of research.

- » In 2010 for the third consecutive year, Judy Goldring, Executive Vice-President, Chief Operating Officer and General Counsel, co-chaired the Toronto Ride as over 128 enthusiastic AGF employees rode stationary bikes against other wealth management firms to help raise close to \$3 million for diabetes research.
- » A record-setting number of 313 riders from 17 firms within the wealth management sector participated in the 2010 Ride, raising a historic \$232,156.

### THE UNITED WAY OF GREATER TORONTO:

AGF is a proud supporter of the United Way of Greater Toronto. In 1956, Dr. C.C. Goldring, father of AGF's co-founder, C. Warren Goldring, was a part of the first board of directors for the United Community Fund, which later became known as the United Way. To this day, AGF continues to actively participate in the annual United Way corporate fundraising drive and in 2010 employees raised \$135,843.64 in donations.

### HUMANITARIAN ASSISTANCE:

When a member of the global community is in need of emergency humanitarian assistance, AGF is ready to help. In 2010 our "Show Some Heart for Haiti" campaign raised \$2,367.31 in employee donations from AGF Investments, \$2,075 from AGF Trust and \$10,000 in corporate donations to support the Red Cross Haiti Earthquake fund. As well, our "Help for Pakistan" campaign raised a total of \$11,652.50 for the Canadian Red Cross through employee donations and AGF's matching contribution.



## Investing in the environment

AGF has a long tradition and well-established history of supporting community causes and helping to protect the environment. We are committed to partnering with organizations that promote environmental sustainability and conservation through our involvement in:

### WWF-CANADA:

AGF first began partnering with WWF-Canada in the early 1980s to raise awareness about the Sumatran tiger – our corporate symbol. Over the years, we have worked with WWF-Canada to save the highly endangered Sumatran tiger and to educate the public about the WWF-Canada's efforts to protect all endangered species.

## Investing in arts and culture

AGF celebrates Canada's vibrant arts culture scene. We believe the arts are essential to a thriving community. For decades, AGF has supported organizations that educate and invest in emerging talent and showcase new cinema as an early supporter of:

### THE TORONTO INTERNATIONAL FILM FESTIVAL:

AGF has gala screenings for our clients and partners. AGF is a longtime supporter of the Festival and we are proud to continue to give our support to one of the world's most important cultural events.

## Investing in our future

At AGF we believe investing in our future is about making a difference in the lives of young people. It's about making sure our youth have access to quality education so that they have the best opportunity to learn, grow and become contributing members of society through:

### CANADA COMPANY:

Founded in 2006, Canada Company is a charitable, non-partisan organization that serves to build the bridge between business and community leaders and the Canadian Military. The goal of the organization is to ensure that the men and women in our Canadian Forces receive the widest support, care and recognition that they deserve through initiatives like the Canada Company Scholarship Fund.

- » Launched in October 2007 with funding support from the business community, the Scholarship Fund assists young people who have lost a parent serving on active missions.
- » At the 2010 Scholarship ceremony Blake Goldring, Chairman of Canada Company and Chairman and CEO of AGF Management Limited, was joined by the Honourable Peter MacKay, Minister of National Defence, aboard the HMCS Fredericton to present scholarships to eight surviving offspring of fallen Canadian Forces personnel.
- » In 2010, AGF's corporate golf tournament raised \$62,932.55 for Canada Company.

### JUNIOR ACHIEVEMENT:

For over 50 years Junior Achievement (JA) programs have taught the importance of staying in school, financial literacy and the benefits of setting goals for the future. For almost a decade, AGF independent investment counsel firm Highstreet Asset Management Inc. has donated approximately \$50,000, sponsored and volunteered for many JA programs.

To learn more about how AGF's Corporate Social Responsibility initiatives make a difference in our own neighbourhoods and abroad go to: [www.AGF.com/community](http://www.AGF.com/community)

## Scorecard

2010	Objectives	Results
1	Continue to improve client-centric model in investment management businesses while enhancing our profitability.	Increased revenue, controlled expenses resulting in improved EBITDA margin
2	Capitalize on strategic synergies within businesses and between businesses.	Leveraging the advisor channel – Trust launched a prime residential mortgage product in the advisor channel
3	Promote international investment management competency across multiple channels.	Launched five new funds covering multiple investment strategies for retail investors and new mandates for institutional clients
4	Pursue strategic opportunities.	Acquisition of Acuity strengthened AGF's position as one of Canada's largest independent investment management firms
2011	Objectives	Plans
1	Continue to improve client-centric model in investment management business.	Predictable excellence in investment management capabilities, client relationships and product offerings Increase assets under management, control SG&A expenses and therefore improve margins Continue to deliver value to our stakeholders through share performance in dividends and share buybacks
2	Promote international investment management competency across multiple channels.	Position AGF as the global investment manager of choice for both retail and institutional clients
3	Pursue strategic opportunities.	Review strategic opportunities to maximize shareholder value
4	Ongoing focus on client relationship management and service.	Offer competitive and comprehensive product suites that meet the needs of investors at all stages of life

# Corporate Governance practices

AGF Management Limited (AGFML) is committed to ensuring its corporate governance practices evolve with best practices. Each of its directors is actively engaged in his or her duties as a steward of the corporation, tasked with the protection and promotion of shareholder interests. To help galvanize the alignment of interests, AGFML's Board has established a policy that each board member owns at least three times his or her annual retainer in AGF Class B Non-Voting shares and/or Deferred Share Units.

AGF operates in a highly regulated environment and complies with all legislative and regulatory requirements for its businesses. Regulators include securities commissions and regulators of financial institutions in the respective jurisdictions in which AGF operates.

## BEST PRACTICES IN CORPORATE GOVERNANCE IN PLACE AT AGF MANAGEMENT LIMITED

- » All three of the Board's committees meet independence guidelines in terms of composition.
- » The Board conducts an annual review of its performance, the performance of each of the Board's committees, and the performance of each director.
- » All directors are required to own at least three times their annual retainer in AGF Class B Non-Voting shares and/or Deferred Share Units. New directors have 24 months upon appointment to obtain such ownership.
- » At each meeting of the Board and Board committees, time is specifically reserved for independent discussion without management present.
- » An orientation and education program is in place for all new directors, as well as a continuing education program for all directors.
- » All directors, officers and employees of AGF must acknowledge their adherence annually to AGF's Code of Business Conduct and Ethics.

## THE BOARD OF DIRECTORS

### Mandate of the Board

AGF's Board is responsible for the stewardship of the Corporation, including overseeing the conduct of the business and affairs of the Corporation. The Board has a written charter that is reviewed annually. All material relating to the strategic plan, which takes into account the risks and opportunities of the business, is reviewed at least annually by the Board and discussed with management. Any transaction having a significant impact on the strategic plan and other significant decisions that affect the AGF Group of Companies is approved by the Board. It assesses the effectiveness of the Board committees based on reports from the committees. In addition, each director annually completes a Board and Board Committee Self-Assessment questionnaire, the result of which is taken into consideration for the annual election of directors and appointment of Board committee members. The Board appoints the Chief Executive Officer and other executive officers.

The Board meets with senior executives on a regular basis to receive and consider reports on the affairs of the Corporation. The Board expects these reports to be comprehensive, accurate and timely. All material communications to shareholders are approved by the Board. Additionally, the Board reviews and approves annual and interim reports to shareholders, including financial statements and management's discussion and analysis.

# Committees of the Board

The Board has established three committees: the Nominating and Corporate Governance Committee, the Audit Committee and the Compensation Committee. The key responsibilities under the mandate of each committee are described below. Each chairman, who is an independent director, is responsible for directing the meetings of the committee and for ensuring that the roles and responsibilities of the committee have been met. The chairman of the committee is also responsible for reporting to the Board on those matters that the committee has dealt with since the last regular meeting of the Board. Each committee regularly examines its effectiveness in fulfilling its roles and responsibilities and reports its findings to the Board. The committees may convene meetings without management present whenever the committees feel it is necessary. Each chairman also acts as a liaison between management and the Board.

Committee	Members	Key Responsibilities
Nominating and Corporate Governance Committee	Donald G. Lang (chair) William Morneau G. Wayne Squibb	Review, at least annually, committee charter as well as the charters of the Board and Board committees and recommend to the Board the adoption of or amendment to such charters.  Consider the size and composition of the Board to facilitate effective decision making and make recommendations to the Board on changes to board composition.  Identify, review and make recommendations to the Board regarding new director nominees. Evaluate the contribution of each individual director.
Audit Committee	Douglas L. Derry (chair) Winthrop H. Smith, Jr. G. Wayne Squibb	Oversee the integrity of financial reporting. Oversee internal controls and disclosure controls. Oversee the performance of the internal audit function, including the resolution of disagreements between management and the internal auditor regarding internal controls. Oversee adequacy of compliance policies and review reports from regulators. Be directly responsible for the selection, compensation, retention and oversight of the work of the external auditors, including the resolution of disagreements between management and the external auditors; the external auditors report directly to the committee.
Compensation Committee	William Morneau (chair) Donald G. Lang Winthrop H. Smith, Jr. G. Wayne Squibb	Review, assess and oversee the executive compensation policies and programs and monitor the overall effectiveness of the AGF Group's general compensation programs in achieving its strategic objectives. Set performance objectives for the CEO that encourage the AGF Group of Companies' long-term financial success and regularly measure the CEO's performance against these objectives. Review AGF's plans for CEO and executive officers' succession. Review the compensation and performance objectives of all executive officers.

# Board of Directors

## INDEPENDENCE FROM MANAGEMENT

AGF Management Limited's Board has nine directors, the majority of whom are independent from management. The independent directors are: Douglas L. Derry, Ian O. Ihnatowycz, Donald G. Lang, Winthrop H. Smith, Jr. (lead director), William Morneau, and G. Wayne Squibb. John F. Schucht resigned from the Board on September 23, 2010. Ian Ihnatowycz was appointed to the Board on February 1, 2011. Representatives from management on the Board are Blake C. Goldring, W. Robert Farquharson and Judy G. Goldring. Blake C. Goldring indirectly owns all of the voting shares of Goldring Capital Corporation, which owns 80% of the voting shares of the corporation. Blake C. Goldring and Judy G. Goldring are indirect shareholders of Goldring Capital Corporation and are parties to a unanimous shareholders' agreement. Mr. Farquharson holds 20% of the voting shares of the corporation.

## BIOGRAPHIES

### Douglas L. Derry, FCA (2000)

Corporate Director

Douglas L. Derry is a former Partner at PricewaterhouseCoopers, LLP, where he worked for 29 years until 1997. Mr. Derry sits on the boards of several public and private corporations. Mr. Derry holds an Honours BA in Business Administration from the Richard Ivey School of Business at the University of Western Ontario and is a Fellow of the Institute of Chartered Accountants of Ontario.

### W. Robert Farquharson, CFA (1977)

Vice-Chairman, AGF Management Limited

W. Robert (Bob) Farquharson serves as Vice-Chairman at AGF. He joined AGF in 1963 as an analyst and remains today as a portfolio manager. Mr. Farquharson holds a Bachelor of Commerce degree from the University of Toronto and the Chartered Financial Analyst designation. He is also Chairman of AGF Asset Management Asia Ltd. and AGFIA Limited.

### Blake C. Goldring, M.S.M., LL.D., CFA (2000)

Chairman and CEO, AGF Management Limited

Blake C. Goldring is the Chairman and CEO of AGF Management Limited. He first joined AGF in 1987 and held a series of senior positions before being appointed President in 1997, CEO in 2000, and Chairman in 2006. Prior to that, he worked in corporate banking for a major Canadian bank. Mr. Goldring holds an Honours BA in Economics from the University of Toronto and an MBA from INSEAD in France. He holds the Chartered Financial Analyst designation and is a member of the Toronto Society of Financial Analysts and a Fellow of the Institute of Canadian Bankers. He is also Chairman and CEO of AGF Trust Company.

### Judy G. Goldring, LL.B. (2007)

Executive Vice-President, Chief Operating Officer, & General Counsel, AGF Management Limited

Judy G. Goldring joined AGF as Vice-President and General Counsel in 1998, became General Counsel and Senior Vice-President, Business Operations, in 2001, and became General Counsel and Senior Vice-President, Law and Corporate Affairs in 2004. In 2009 Judy became Executive Vice-President, Chief Operating Officer and General Counsel. Before joining AGF, Ms. Goldring specialized in regulatory and administrative law. She earned her LL.B from Queen's University and was called to the Bar in Ontario. She is on the Board of Directors of AGF Investments Inc. and AGF Trust Company and the Board of Directors/Advisory Board of the AGF Group of Funds. She is a member of the Governing Council of the University of Toronto and the Investment Funds Institute of Canada (IFIC) Board. She is also a member of the Law Society of Upper Canada and the Canadian Bar Association.

### Ian O. Ihnatowycz, B.Sc., CFA, MBA (2011)

Corporate Director

Ian O. Ihnatowycz, formerly Chief Executive Officer, President and Director of Acuity Investment Management Inc. and Acuity Funds Ltd., founded Acuity in 1990 to provide discretionary asset management for pension, foundation and private clients as well as mutual and pooled funds. Acuity was acquired by AGF in 2011. Mr. Ihnatowycz has served on the boards of numerous not-for-profit and professional organizations and private companies, and is currently a member of the Ivey Advisory Board of the Richard Ivey School of Business, a member of the Board of Directors of The Royal Conservatory and Chair of The Royal Conservatory Council. Mr. Ihnatowycz earned a B.Sc. from the University of Toronto, an MBA from the Richard Ivey School of Business and holds the CFA and Chartered Director designations.

### Donald G. Lang, HBA (2006)

Executive Chairman, CCL Industries Inc.

Donald G. Lang has spent 28 years in progressive positions with CCL Industries, including President and CEO from 2000 to 2008, and now serves as Executive Chairman. CCL Industries is an international consumer products packaging company with 60 production facilities globally, working with corporate teams in North and South America, Europe, Asia and Africa. Mr. Lang previously served as an Advisory Board Member for the Richard Ivey School of Business at the University of Western Ontario, from which he holds an Honours degree. Mr. Lang serves on a number of public and private boards.

### William Morneau, MBA (2000)

Executive Chairman of Morneau Sobeco

William (Bill) Morneau is Executive Chairman of Morneau Sobeco, which provides human resource consulting and outsourcing services. Mr. Morneau is Chair of the Board of Directors at St. Michael's Hospital in Toronto and Chair of the Board of Directors at the C.D. Howe Institute. He is also on the board of the Art Gallery of Ontario Foundation, the Canadian Merit Scholarship Foundation, the London School of Economics North American Advisory Committee and the Canadian INSEAD Foundation. Mr. Morneau holds a B.A. from the University of Western Ontario, an M.Sc. (Econ.) from the London School of Economics and an M.B.A. from INSEAD in Fontainebleau, France.

### Winthrop H. Smith, Jr., MBA (2002) lead director

Chairman, WHS Holdings LLC

Winthrop H. Smith Jr. spent 27 years at Merrill Lynch, where he was most recently Executive Vice-President, Merrill Lynch & Co., and President, International Private Client Group, and Chairman, Merrill Lynch International, Inc. Mr. Smith holds an undergraduate degree from Amherst College and an MBA from the Wharton School of Business, University of Pennsylvania. Mr. Smith is a majority partner in a resort operation and serves on a number of public and private boards.

### G. Wayne Squibb (2009)

President and CEO, Realstar Group

G. Wayne Squibb is President and CEO of Realstar Group, an international property company headquartered in Toronto. Realstar, a company he co-founded in 1973, specializes in rental apartments, hotels, healthcare centres and land lease communities. Mr. Squibb holds a BA from the University of New Brunswick. He serves on a number of not-for-profit boards in addition to several corporate boards.

**The date next to each name indicates the year in which that person first became a director.**

## BOARD OF DIRECTORS

**AGF Management Limited and  
AGF Trust Company**

Douglas L. Derry, FCA<sup>4</sup>  
 W. Robert Farquharson, CFA  
 Blake C. Goldring, M.S.M., CFA<sup>1,2</sup>  
 Judy G. Goldring, LL.B  
 Ian O. Ihnatowycz, B.Sc., MBA, CFA<sup>10</sup>  
 Donald G. Lang, HBA<sup>6,7</sup>  
 William Morneau, MBA<sup>8</sup>  
 Winthrop H. Smith, Jr., MBA<sup>9</sup>  
 G. Wayne Squibb

**Mutual Fund Corporations and Trusts**

W. Robert Farquharson, CFA  
 William D. Cameron  
 Judy G. Goldring, LL.B  
 Paul Hogan  
 Martin Hubbes, CFA  
 H. Ian Macdonald  
 Joseph E. Martin  
 Louise Morwick, MBA, FSA, CFA  
 John B. Newman<sup>3,4,5</sup>

**AGF Asset Management Asia Ltd.**

W. Robert Farquharson, CFA<sup>3</sup>  
 Blake C. Goldring, M.S.M., CFA  
 Dr. Soo Ann Lee  
 Yong Siang Lee  
 Eng Hock Ong, CFA

**AGF International Advisors  
Company Limited**

John L. Arnold  
 Blake C. Goldring, M.S.M., CFA<sup>3</sup>  
 David M. Kennedy  
 Oliver J. Tattan  
 Michael C. Brady

**AGFIA Limited**

John Arnold  
 Joseph Casey  
 Viscount Cobham  
 W. Robert Farquharson, CFA<sup>3</sup>  
 Blake C. Goldring, M.S.M., CFA  
 Kenneth Peare  
 Ian Steers

## EXECUTIVE OFFICERS

**Blake C. Goldring, M.S.M., CFA**  
 Chairman & Chief Executive Officer

**W. Robert Farquharson, CFA**  
 Vice-Chairman

**Robert Badun, MBA**  
 Executive Vice-President, Investments  
 AGF Investments Inc.

**Robert J. Bogart, CPA**  
 Executive Vice-President &  
 Chief Financial Officer

**Rose Cammareri**  
 Executive Vice-President, Retail Distribution  
 AGF Investments Inc.

**Mario Causarano, CA**  
 President & Chief Operating Officer  
 AGF Trust Company

**Gordon Forrester, CA**  
 Executive Vice-President,  
 Product & Marketing and Head of Retail  
 AGF Investments Inc.

**Judy G. Goldring, LL.B**  
 Executive Vice-President,  
 Chief Operating Officer & General Counsel  
 AGF Management Limited

**Martin Hubbes, CFA**  
 Executive Vice-President &  
 Chief Investment Officer  
 AGF Investments Inc.

## PORTFOLIO MANAGERS

**W. Robert Farquharson, CFA**  
 Vice-Chairman

**Martin Hubbes, CFA**  
 Executive Vice-President &  
 Chief Investment Officer

**Jean L. Charbonneau, MBA**  
 Senior Vice-President

**Anthony Genua**  
 Senior Vice-President

**Robert Lyon, CFA**  
 Senior Vice-President

**Patricia Perez-Coutts, CFA**  
 Senior Vice-President

**Stephen W. Way, CFA**  
 Senior Vice-President

**Peter Frost, MBA, CFA**  
 Vice-President

**Tom Nakamura, CFA**  
 Vice-President

**Caterina Prato, MBA, CFA**  
 Vice-President

**Tristan M. Sones, CFA**  
 Vice-President

**Michael White, CFA**  
 Vice-President

**Coulter Wright, MBA, CFA**  
 Vice-President

**Terry Chong, MBA, CFA**  
 Portfolio Manager

**Ani Markova, CFA**  
 Portfolio Manager

<sup>1</sup> Chairman of the Board of AGF Management Limited

<sup>2</sup> Chairman of the Board of AGF Trust Company

<sup>3</sup> Chairman of the Board

<sup>4</sup> Chairman of the Audit Committee

<sup>5</sup> Chair of the Audit Advisory Committee

<sup>6</sup> Chairman of the Nominating and Corporate Governance Committee of AGF Management Limited

<sup>7</sup> Chairman of the Conduct Review Committee of AGF Trust Company

<sup>8</sup> Chairman of the Compensation Committee of AGF Management Limited

<sup>9</sup> Lead Director

<sup>10</sup> Appointed February 1, 2011

**AGF Management Limited**

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Toronto ON M5C 2V6

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**Doherty & Associates Limited**

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Ottawa ON K1P 5A9

**Highstreet Asset Management Inc.**

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Company Limited**

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Dublin, 2, Ireland

**AGF Investments America Inc.**

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**AGFIA Limited**

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Dublin, 2, Ireland

**AGF Asset Management Asia Limited**

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**AGF Investments Asia Limited**

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SHAREHOLDER INFORMATION

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PricewaterhouseCoopers LLP

**Registrar and Transfer Agents**

Computershare Trust  
Company of Canada  
1 800 564-6253

**Stock Exchange Listing**

AGF.B





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