



CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT and AFFIDAVIT
Related to Contract/Amendment/Solicitation
EDS # 126683

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting the EDS:

WSP USA Inc.

Enter d/b/a if applicable:

The Disclosing Party submitting this EDS is:

the Applicant

B. Business address of the Disclosing Party:

One Penn Plaza
New York, NY 10119
United States

C. Telephone:

206-382-5282

Fax:

717-859-7926

D. Name of contact person:

Ms. Laura S Unger

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains:

Surface Transportation Planning Studies (Categories 1 through 4)

Which City agency or department is requesting this EDS?

DEPT OF PROCUREMENT SERVICES

Specification Number

63392

Contract (PO) Number

18654

Revision Number

Release Number

User Department Project Number

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

Privately held business corporation

Is the Disclosing Party incorporated or organized in the State of Illinois?

No

State or foreign country of incorporation or organization:

New York

Registered to do business in the State of Illinois as a foreign entity?

Yes

B. DISCLOSING PARTY IS A LEGAL ENTITY:

1.a.1 Does the Disclosing Party have any directors?

Yes

1.a.3 List below the full names and titles of all executive officers and all directors, if any, of the entity. Do not include any directors who have no power to select the entity's officers.

Officer/Director: Mr. Michael J Abrahams

Title: Board Director

Role: Director

Officer/Director: Mr. Gregory A. Kelly

Title: President

Role: Both

Officer/Director: Mr. Roger W. Blair

Title: Senior Vice President

Role: Both

Officer/Director: Mr. Patrick G. Sheridan

Title: Senior Vice President & Treasurer

Role: Officer

Officer/Director: Mr. Andrew J. Lynn

Title: Vice President

Role: Officer

Officer/Director: Ms. Hillary F. Jassey

Title: Secretary

Role: Officer

Officer/Director: Mr. W. Stephen Dale

Title: Assistant Secretary

Role: Officer

Officer/Director: Mr. Cary M. Siegel

Title: Assistant Secretary

Role: Officer

Officer/Director: Mr. Gregory P. Benz

Title: Board Director

Role: Director

Officer/Director: Mr. John D. Porcari

Title: Senior Vice President

Role:	Officer

Officer/Director:	Mr. Joseph Pulicare
Title:	Senior Vice President
Role:	Both

Officer/Director:	Mr. Gerald S. Jannetti
Title:	Senior Vice President
Role:	Officer

Officer/Director:	Mr. Frank J. Medina
Title:	Senior Vice President
Role:	Officer

Officer/Director:	Mr. Bernard P. McNeilly
Title:	Senior Vice President
Role:	Officer

Officer/Director:	Mr. Garry E. Nunes
Title:	Senior Vice President
Role:	Officer

Officer/Director:	Mr. J. Steven Paquette
Title:	Senior Vice President
Role:	Officer

Officer/Director:	Mr. Eric R. Roecks
Title:	Senior Vice President
Role:	Officer

Officer/Director:	Mr. John Trotta
Title:	Senior Vice President
Role:	Officer

Officer/Director:	Mr. Gregory G. Hoer
Title:	Assistant Vice President
Role:	Officer

Officer/Director:	Mr. Peter F. Donahue
Title:	Board Director
Role:	Director

Officer/Director:	Mr. Richard F. O'Brien

Title:	Board Director
Role:	Director
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Officer/Director:	Ms. Pamela Townsend
Title:	Senior Vice President
Role:	Officer
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Officer/Director:	Mr. Nicholas Mitrakis
Title:	Controller
Role:	Officer
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Officer/Director:	Mr. Duane W. Harris
Title:	Senior Vice President
Role:	Officer
<hr/>	
Officer/Director:	Mr. Christopher J D'Aquino
Title:	Assistant Controller
Role:	Officer
<hr/>	
Officer/Director:	Mr. Christopher L Peters
Title:	Senior Vice President
Role:	Officer
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Officer/Director:	Ms. Barbara J. Arens
Title:	Senior Vice President
Role:	Officer
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Officer/Director:	Mr. Amir J. Degany
Title:	Assistant Vice President
Role:	Officer
<hr/>	
Officer/Director:	Mr. Kevin B. Reed
Title:	Vice President
Role:	Officer
<hr/>	
Officer/Director:	Mr. Leslie Gartner
Title:	Assistant Vice President
Role:	Officer
<hr/>	
Officer/Director:	Mr. Kenneth J. Harris
Title:	Assistant Vice President
Role:	Officer
<hr/>	

Officer/Director: Mr. Rex S. Plummer
Title: Assistant Vice President
Role: Officer

Officer/Director: Mr. Robert Rohlf
Title: Assistant Vice President
Role: Officer

Officer/Director: Mr. Fadi S. Walieddine
Title: Assistant Vice President
Role: Officer

2. Ownership Information

Please provide ownership information concerning each person or entity that holds, or is anticipated to hold (see next paragraph), a direct or indirect beneficial interest in excess of 7.5% of the Applicant. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate, or other similar entity. Note: Each legal entity below may be required to submit an EDS on its own behalf.

Please disclose present owners below. Please disclose anticipated owners in an attachment submitted through the "Additional Info" tab. "Anticipated owner" means an individual or entity in existence at the time application for City action is made, which is not an applicant or owner at such time, but which the applicant expects to assume a legal status, within six months of the time the City action occurs, that would render such individual or entity an applicant or owner if they had held such legal status at the time application was made.

- Parsons Brinckerhoff Holdings Inc. - 100.0% - EDS 126684
 - WSP USA Buildings Inc. - 100.0% - EDS 126685
 - WSP USA Holdings, Inc. - 100.0% - EDS 126686
 - WSP Group Consulting Inc. - 100.0% - EDS 126687
 - WSP Global Inc. - 100.0% - EDS 126688

Owner Details

Name	Business Address
Parsons Brinckerhoff Holdings Inc.	One Penn Plaza New York, NY 10119 United States

WSP Global Inc.	16 Floor - 1600 Rene-Levesque Blvd. West Montreal, Quebec H3H 1P9 Canada
WSP Group Consulting Inc.	16 Floor - 1600 Rene-Levesque Blvd. West Montreal, Quebec H3H 1P9 Canada
WSP USA Buildings Inc.	One Penn Plaza New York, NY 10119 United States
WSP USA Holdings, Inc.	One Penn Plaza New York, NY 10119 United States

SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

A. Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS?

No

B. Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS?

No

D. Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in [Chapter 2-156 of the Municipal Code](#) ("MCC")) in the Disclosing Party?

No

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in [MCC Chapter 2-156](#)), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship,

and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

1. Has the Disclosing Party retained or does it anticipate retaining any legal entities in connection with the Matter?

Yes

2. List below the names of all legal entities which are retained parties.

Name:	Metro Strategies, Inc.
Anticipated/Retained:	Retained
Business Address:	333 N. LaSalle St., Ste. 2323 Chicago, IL 60602 United States
Relationship:	Subcontractor - MWDBE
Fees (\$\$ or %):	1783.07
Estimated/Paid:	Paid

Name:	Environmental Design International, Inc.
Anticipated/Retained:	Retained
Business Address:	33 W. Monroe St., Ste. 1825 Chicago, IL 60603 United States
Relationship:	Subcontractor - MWDBE
Fees (\$\$ or %):	29977.55
Estimated/Paid:	Paid

Name:	GSG Consulting, Inc.
Anticipated/Retained:	Retained
Business Address:	855 W. Adams St., Ste 200 Chicago, IL 60607 United States
Relationship:	Subcontractor - MWDBE
Fees (\$\$ or %):	189682.89
Estimated/Paid:	Paid

Name: The Roderick Group
Anticipated/Retained: Retained
Business Address: 1327 W. Washington Blvd., Ste. 105
Chicago, IL 60657 United States
Relationship: Subcontractor - MWDBE
Fees (\$\$ or %): 26408.90
Estimated/Paid: Paid

Name: Muller + Muller, Ltd.
Anticipated/Retained: Retained
Business Address: 700 N. Sangamon St.
Chicago, IL 60642 United States
Relationship: Subcontractor - MWDBE
Fees (\$\$ or %): 44667.82
Estimated/Paid: Paid

3. Has the Disclosing Party retained or does it anticipate retaining any persons in connection with the Matter?

No

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under [MCC Section 2-92-415](#), substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage of any child support obligations by any Illinois court of competent jurisdiction?

Not applicable because no person directly or indirectly owns 10% or more of the Disclosing Party

B. FURTHER CERTIFICATIONS

1. [This certification applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any [Affiliated Entity](#) has engaged, in connection

with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e. an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

I certify the above to be true

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

I certify the above to be true

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II(B)(1) of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

I certify the above to be true

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC [Chapter 2-56 \(Inspector General\)](#) and [Chapter 2-156 \(Governmental Ethics\)](#).

I certify the above to be true

5. Neither the Disclosing Party, nor any [Contractor](#), nor any [Affiliated Entity](#) of either the Disclosing Party or any [Contractor](#), nor any [Agents](#) have, during the 5 years before the date of this EDS, or, with respect to a [Contractor](#), an [Affiliated Entity](#), or an [Affiliated Entity](#) of a [Contractor](#) during the 5 years before the date of such [Contractor's](#) or [Affiliated Entity's](#) contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in [MCC Subsection 2-92-320\(a\)\(4\)\(Contracts Requiring a Base Wage\)](#); [\(a\)\(5\)\(Debarment Regulations\)](#); or [\(a\)\(6\)\(Minimum Wage Ordinance\)](#).

I certify the above to be true

6. Neither the Disclosing Party, nor any [Affiliated Entity](#) or [Contractor](#), or any of their employees, officials, [agents](#) or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of

- bid-rigging in violation of [720 ILCS 5/33E-3](#);
- bid-rotating in violation of [720 ILCS 5/33E-4](#); or
- any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

I certify the above to be true

7. Neither the Disclosing Party nor any [Affiliated Entity](#) is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

I certify the above to be true

8. [FOR APPLICANT ONLY]

- i. Neither the Applicant nor any "controlling person" [[see MCC Chapter 1-23, Article I](#) for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to

- commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency" ; and
- ii. the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City.

NOTE: If [MCC Chapter 1-23, Article I](#) applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.

I certify the above to be true

9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the [federal System for Award Management](#) ("SAM")

I certify the above to be true

10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/ subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

I certify the above to be true

11. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago.

None

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

The Disclosing Party certifies, as defined in [MCC Section 2-32-455\(b\)](#), the Disclosing Party

is not a "financial institution"

D. CERTIFICATION REGARDING FINANCIAL INTEREST IN CITY BUSINESS

Any words or terms defined in [MCC Chapter 2-156](#) have the same meanings if used in this Part D.

1. In accordance with [MCC Section 2-156-110](#): To the best of the Disclosing Party's knowledge after reasonable inquiry, does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

No

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

If the Disclosing Party cannot make this verification, the Disclosing Party must disclose all required information in the space provided below or in an attachment in the "Additional Info" tab. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

I can make the above verification

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

Is the Matter federally funded? For the purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

No

SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other

City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

- B. The City's Governmental Ethics Ordinance, [MCC Chapter 2-156](#), imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

I acknowledge and consent to the above

The Disclosing Party understands and agrees that:

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC Article I of [Chapter 1-23](#) (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by [MCC Chapter 1-23](#) and [Section 2-154-020](#).

I acknowledge and consent to the above

APPENDIX A - FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under [MCC Section 2-154-015](#), the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all corporate officers of the Disclosing Party, if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

No

APPENDIX B - BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Pursuant to [MCC Section 2-154-010](#), is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to [MCC Section 2-92-416??](#)

No

ADDITIONAL INFO

Please add any additional explanatory information here. If explanation is longer than 1000 characters, you may add an attachment below. Please note that your EDS, including all attachments, becomes available for public viewing upon contract award. Your attachments will be viewable "as is" without manual redaction by the City. You are responsible for redacting any non-public information from your documents before uploading.

Applicant's ultimate parent company is WSP Global Inc., which is publically traded on the Toronto Stock Exchange. The following entities having more than a 7.5% interest in WSP Global, Inc. are exempt from filing an EDS under Rule 1(i) of the Rules Regarding Economic Disclosure Statement and Affidavit, but were disclosed in the March 26, 2018 Management Information Circular: the Canadian Pension Plan Investment Board ("CPPIB") owns 19.52% and the Caisse de Depot et Placement du Quebec ("CDPQ") owns 18.59%. Attached are the year-end public financial statements in accordance with the rule.

List of vendor attachments uploaded by City staff

None.

List of attachments uploaded by vendor

CPP Annual Report
Caisse Annual Report

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable appendices, are true, accurate and complete as of the date furnished to the City. Submission of this form constitutes making the oath associated with notarization.

/s/ 04/26/2018
Ms. Laura S Unger
Assistant General Counsel, Regulatory Compliance
WSP USA Inc.

This is a printed copy of the Economic Disclosure Statement, the original of which is filed electronically with the City of Chicago. Any alterations must be made electronically, alterations on this printed copy are void and of no effect.



INVESTING FOR OUR CONTRIBUTORS & BENEFICIARIES



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CPP Investment Board is an investment organization established to help ensure the Canada Pension Plan (CPP) will be there for generations to come.

We compete around the world to secure and manage public and private assets to maximize returns and deliver sustainable value. We have global teams who bring deep expertise and local knowledge.

We ensure the Fund has both asset and geographic diversification to make the Fund more resilient to single-market volatility and to safeguard the best interests of current and future beneficiaries against other factors affecting the funding of the CPP.

Our success depends on the strength of our governance framework, which safeguards our sole investment focus while upholding our accountability to the 20 million CPP contributors and beneficiaries.

Operational Highlights

Scaling Our Investment Programs

- > Grew equity programs in Public Market Investments by \$10.0 billion in assets under management through new and follow-on investments, including an approximate 20% stake in Advanced Disposal Services, Inc., the fourth largest solid waste company in the U.S.
- > Committed \$14.0 billion in Investment Partnerships including the acquisition of an 8.3% stake in MISA Investments Limited through our Thematic Investing team. MISA is the parent company of Viking Cruises, a market-leading river and ocean cruise operator with strong long-term growth drivers.
- > Deployed \$9.9 billion in Private Investments including the acquisition of Ascot Underwriting Holdings Ltd. and certain related entities, together with Ascot's management, for US\$1.1 billion. Ascot is a Lloyd's of London syndicate and a global specialty insurance underwriter with expertise spanning multiple lines of businesses.
- > Committed \$12.9 billion in Real Assets including our first infrastructure investment in Mexico, a stake in the concessionaire of the Arco Norte toll road, one of the largest federal toll road concessions in Mexico.

Developing Talent

- > Over 800 employees took part in organization-wide training programs.
- > Expanded and improved our talent development initiatives including the launch of a leadership development program for Managing Directors.
- > Welcomed the inaugural cohort of female students through the Women in Capital Markets Internship Program.
- > Provided more opportunities for employees to receive cross-functional training via secondments and international assignments.
- > Increased campus hiring for both full-time and summer internship roles.
- > Reinforced and renewed employee commitment to our unique culture through the annual *Living our Guiding Principles* sessions held across the entire organization.

Expanding Our Global Investment Activities

Grew our investments outside Canada from \$225.8 billion to \$264.7 billion during the year; this represents 83.5% of our total assets.

Continuing to Enhance Our Investment Framework

- > Completed the development of key tools for managing and governing the total Fund, including an enhanced daily process to optimize the Fund's return-risk factor exposures, leverage and liquidity, and a new Long-Term Risk Measure for use starting in fiscal 2018 (as described on page 26).

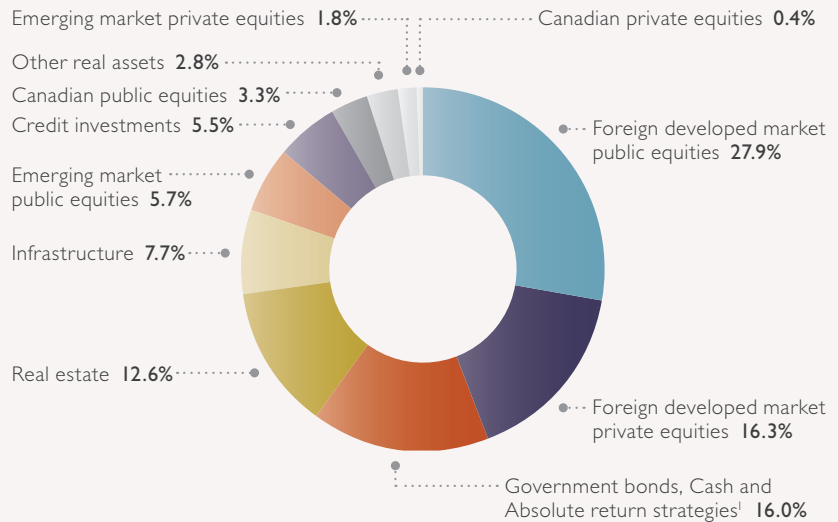
Completing the Straight-through Processing of Publicly Traded Securities

- > Completed the implementation of new trade execution and processing systems to support listed and over-the-counter securities across our public market portfolios. The benefits of this project include improved efficiencies, reduced operational risk and enhanced agility.

Performance

ASSET MIX

As at March 31, 2017



1. Net of external debt issuances.

11.8%

Fiscal 2017 Rate of Return
(net nominal)

\$33.5 Billion

Net Income After All
CPPIB Costs

\$316.7 Billion

CPP Fund Value at
March 31, 2017

23.1%

Real Assets

21.5%

Fixed Income

55.4%

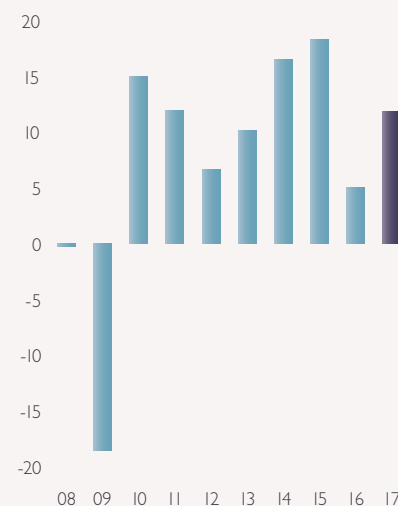
Public and Private Equities

47.1%

\$149.1 Billion
in Private Assets

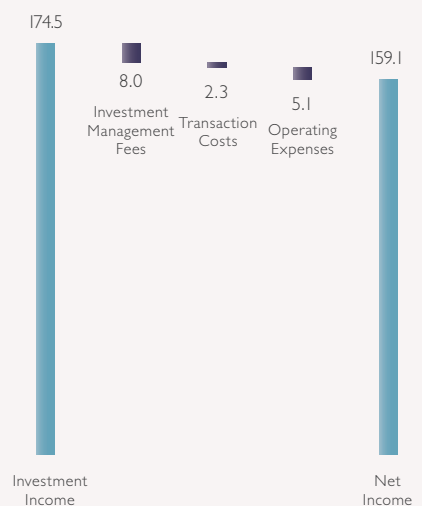
RATE OF RETURN (NET NOMINAL)

For the Year Ended March 31 (%)



CUMULATIVE NET INCOME FROM OPERATIONS

Fiscal Years 2007–2017 (\$ billions)



6.7%

10-Year Annualized Rate
of Return (net nominal)

11.8%

Five-Year Annualized Rate
of Return (net nominal)

\$146.1 Billion

Cumulative Net Income
for 10-Year Period
After All CPPIB Costs

Chairperson's Report

Dear fellow contributors to and beneficiaries of the Canada Pension Plan,

I am pleased to report to you on the work of CPPIB over the past year, on your behalf.

Dr. Heather Munroe-Blum, Chairperson



CPPIB serves a strong public purpose, playing a significant role in supporting Canada's national retirement income security system, and the confidence you place in your CPP retirement funds. We believe that transparency is the foundation of the trust that our stakeholders place in us. The confidence you have in CPPIB safeguards our singular focus on investing in your best interests, protected from other preoccupations, and at arm's length from governments.

Among the Board's prime responsibilities is to ensure that Management carries out full and timely disclosure to the Board and to the Canadian public. This Annual Report is only one facet of our extensive disclosure, which is described on page 40 of this report. CPPIB's Board holds itself highly accountable through an annual assessment process that evaluates the performance of the Board as a whole, as well as individual committees, the Chairperson and each Director (see page 89). Most importantly, the Board and Management's aspirations are closely aligned in a steadfast commitment to high standards of organizational culture and conduct, and a drive to create governance structures and strategies that support enduring value for our contributors and beneficiaries.

Global Competitiveness: A Source of Pride and Strength

The celebration this year of Canada's 150th anniversary provides a special context within which to consider key attributes that contribute to our nation's success. Among these is the outward-looking nature of Canadians. The relatively small size of our nation's population and of our economy compels us to reach out to the world and, from an economic perspective, to reach out to global markets to achieve growth.

The same can be said of CPPIB. Our global mindset allows us to capitalize on attractive long-term investment opportunities wherever these arise. This ability to "punch above our weight" in the global marketplace is a significant advantage for our beneficiaries. Our geographic diversification serves as a prudent hedge against the CPP's heavy exposure in our home market. With the exception of investment returns, virtually all other factors that impact the economic viability of the Fund – including real wage growth, birth rates, longevity, demographics and immigration – are domestic.

The Canadian market, representing less than 3% of the world's capital markets today, is too small and undiversified for CPPIB to achieve its investment mandate and properly manage risk if it invested primarily at home. By seeking out the best opportunities around the world in talented people, technology, assets and investment partners, we serve the best interests of Canadians at home.

For Canada and for CPPIB, our global perspectives and global networks are great strengths, and that is worth celebrating.

This sesquicentennial year also marks a pivotal juncture for one of Canada's most treasured assets, the Canada Pension Plan. In March 2017, legislation became effective to enhance the CPP. Anticipating the implementation of this legislation, CPPIB's Management has been working diligently to ensure the organization will be ready to manage the Additional CPP beginning in 2019, and the Board is confident that CPPIB will be well-positioned to do so.

Former Canadian Prime Minister and former federal Finance Minister, The Right Honourable Paul Martin, played an instrumental role during the development of the CPP reforms in the 1990s. In a foreword written for the Chinese translation of *Fixing the Future*, a book chronicling the steps taken to ensure Canada Pension Plan's stability, he wrote: "To all those who ask, what is the secret to the CPPIB's success: There is no secret. It is the independence of the Board combined with the crisp and unconfused language created to describe the investment board's mandate."

CPPIB's long-term objective is to maximize returns without undue risk of loss, having regard to the factors that may affect the funding of the CPP. In pursuing this objective, we anticipate short-term periods of market volatility, and our current risk profile anticipates losses of at least 12% one year in ten. Over time, we expect that this risk profile will deliver superior long-term returns.

Within this strategic framework, fiscal 2017 was a good year for CPPIB. Our diversified portfolio achieved a net return of 11.8% after all costs. Assets increased by \$37.8 billion, of which \$33.5 billion came from the net income generated by CPPIB from investment activities, after all costs, and \$4.3 billion from net contributions to

the CPP. Our 10-year real rate of return of 5.1%, after all CPPIB costs, remains above the 3.9% average rate of return that the Chief Actuary of Canada assumes in assessing the sustainability of the CPP. In his latest triennial review issued in September 2016, the Chief Actuary reported that the Base CPP is sustainable until at least 2090.

Ongoing Oversight of CPPIB's Investment Strategy

The Board's oversight of CPPIB's investment strategy is as much about managing risk as it is about managing opportunities.

The changes in the geopolitical landscape in the past year – Brexit, a new U.S. administration, and political changes across Europe and Asia – intensified further the need for Board efforts to ensure a deep understanding of the factors affecting world events in order for us to provide effective oversight of the organization. This included engagement of Management on its strategy in light of significant geopolitical developments.

Last year, the Board held a meeting in Europe, similar to one it held in Asia in 2014. Such meetings provide the Board with the opportunity to immerse ourselves in our international operations, over a few full days, meeting face-to-face with CPPIB's employees and investment partners globally. This on-the-ground experience is essential to the Board's ability to provide meaningful governance oversight and direction to the globally invested CPP Fund.

The Board was holding its international meeting in London and Brussels during the Brexit vote. Our presence there at that historic moment gave us unique insight into the challenges and geopolitical risks that global investment organizations like ours will face in the years ahead, as well as the investment opportunities.

Climate change is a key element of risk for any responsible long-term investor, and the Board works with Management to ensure CPPIB is prepared to address this challenge. Climate change is incorporated into the Enterprise Risk Management framework in the semi-annual risk reports provided to the Board.

During the year, the Investment Committee of the Board continued to oversee CPPIB's investment decisions, reviewing potential transactions proposed by Management

within the Board-approved framework. This year, the Investment Committee of the Board authorized seven major transactions or investment decisions, totalling approximately \$9.5 billion, the appointment of three new investment managers and changes to authority levels for three existing investment managers.

Last year, I wrote about the Board's role as it relates to the oversight of CPPIB's operating budget. I noted that, while we continue to expect expenses to increase as CPPIB builds a scalable platform, increases will remain measured, prudent and aimed at enhancing long-term investment returns. The steadiness in CPPIB operating expenses as a percentage of average assets over the past three years demonstrate this: 33.9 bps in fiscal 2015, 32.0 bps in fiscal 2016 and 31.3 bps in fiscal 2017.

Over the past two fiscal years, there has been a slowdown in the rate of growth of CPPIB's operating expenses, and we are committed to maintaining cost discipline in the years ahead.

The Senior Management Team remains focused on financial discipline, and CPPIB is engaged with reducing costs through automation and streamlining and adoption of best practices, among other measures. Resulting efficiencies will enable CPPIB to continuously redeploy resources to the most value-added activities.

CPPIB is also leveraging its scale to achieve economies. Whereas the assets that CPPIB manages have grown significantly over the years, the ratio of core services professionals to investment professionals has declined. And, while there has been a levelling off in this ratio recently, we expect to continue to realize efficiencies and to see the downward trend of the ratio to resume, as we realize operating leverage from investments in processes and systems. Details of our costs and expenses are found on page 46 of this report.

Board Renewal

Since its inception, CPPIB has adopted a professional approach to Board appointments. This approach is consistent with the founding principle of independence from government, attraction of dedicated and experienced directors and the exigencies of operating in the complex world of global institutional investing and risk-taking. CPPIB strives to meet rigorous

“To all those who ask, what is the secret to the CPPIB’s success: There is no secret. It is the independence of the Board combined with the crisp and unconfused language created to describe the investment board’s mandate.”

The Right Honourable Paul Martin, Canada’s former Prime Minister, and former federal Finance Minister

standards of corporate governance, following what we view to be global best practices for our industry and the companies in which we invest. Good governance starts with our Board of Directors.

Directors of CPPIB’s Board are appointed by the federal Governor-in-Council (GIC) on the recommendation of the federal finance minister, following the minister’s consultation with the finance ministers of the participating provinces and assisted by an external nominating committee. The minister must ensure there is a sufficient number of Directors with proven financial ability and other relevant work experience such that CPPIB will be able to achieve its objectives.

This past year, the Government of Canada established a framework to advance the goals of merit, diversity, openness and transparency in making GIC appointments to Crown corporations, agencies and Boards. CPPIB supports these goals. Indeed, CPPIB is well-known for our leadership on merit and diversity, and we are committed to a strong alignment with government expectations in relation to openness.

As part of this effort, beginning in September 2016 the Board posted a Notice of Appointment Opportunity on CPPIB’s website. This provides the general public with the opportunity to view the critical competencies required of a Director and to submit one’s name for consideration. Candidates arising from this process augment those identified by external executive search firms to ensure we consider the widest possible range of highly qualified applicants.

I am pleased to report that John Montalbano and Ashleigh Everett were the first Directors approved under this expanded approach, replacing Nancy Hopkins and Pierre Choquette, each of whom completed their Board mandate during the fiscal year.

Following a 2014 amendment to the *CPPIB Act*, fiscal 2017 was the first year that CPPIB’s Board included a Director who is not a resident of Canada. The amendment allows us to tap into a global talent pool and further strengthens the Board’s international experience and perspective. This is critical as we oversee an organization that now has 83.5% of its assets invested outside of Canada.

During the search for a non-resident Director, the stellar reputation of the Canadian retirement income security system, alongside CPPIB’s reputation as a sophisticated global institutional investor, proved to be invaluable. These enhance our capacity to attract outstanding candidates to our Board. In June 2016, we were delighted to welcome Jackson Tai, as he was appointed our first non-resident Director.

Deep Bench Strength

In fiscal 2017, the Board appointed a new CEO, Mark Machin. Mark, a multi-year member of CPPIB’s Senior Management Team, is deeply engaged in leading CPPIB, rapidly demonstrating strong and effective leadership. He transitioned into the role seamlessly, ensuring stability and the uninterrupted focus of the organization on the implementation of CPPIB’s sound investment strategy.

During his first year as CEO, Mark fully engaged with all aspects of the business, placing particular emphasis on Canada. He represented CPPIB at the House of Commons Standing Committee on Finance and in meetings with CPPIB’s stewards coast-to-coast. We appreciate the enthusiasm, commitment and spirit of collaboration that Mark brings as CEO.

CPPIB’s success, of course, rests on many shoulders. We have an excellent, highly experienced Senior Management Team working alongside Mark, and a superbly talented team of employees at home and

abroad. The Board and Management are committed to supporting our people across all departments, through staff development opportunities, careful succession planning and initiatives to enhance diversity at all levels, including the Board of Directors.

In Closing

Over the past two years, I’ve had the privilege of working with a highly qualified and dedicated Board of Directors. I’ve also become well acquainted with CPPIB’s committed and exceptionally skilled employees at home and throughout CPPIB’s global operations. It is a source of pride to serve as Chairperson of this organization where employees work every day with the highest level of integrity as they strive to provide a stable and secure retirement for CPP contributors and beneficiaries. Their contributions to the national fabric of Canada’s retirement income security system, and to CPPIB’s reputation, are significant. Canadians can take pride in this at all times, and it is especially noteworthy during this memorable year of national sesquicentennial celebrations.

In closing, I pause to thank our two departing directors, Pierre Choquette and Nancy Hopkins, for their outstanding contributions and dedicated service. Appointed to the Board in 2008, Pierre and Nancy have each drawn on fine personal qualities, extensive professional expertise and highly relevant business experience in providing valuable guidance and oversight to our organization. They did so through a period of significant shifts in the investment landscape including the global financial crisis, and our continued growth and evolution. All of us at CPPIB wish them well in their future endeavours.

Finally, on behalf of the Board, I take this opportunity to applaud the Senior Management Team and all CPPIB employees on their work over the past year. Their dedication to serving our 20 million contributors and beneficiaries is truly exceptional.



Dr. Heather Munroe-Blum
Chairperson

President's Message

Dear fellow Canada Pension Plan contributors and beneficiaries,

Our celebration of Canada's 150th birthday is an opportune time to reflect on the role Canada Pension Plan Investment Board (CPIB) plays in the country's retirement income system.

Mark Machin, President & Chief Executive Officer



While the Canada Pension Plan (CPP) was established more than 50 years ago, the creation of CPIB only came about in the 1990s. CPIB was established to invest contributions not needed to pay current benefits in order to build a reserve fund to help ensure the sustainability of the CPP for future generations.

Policymakers enshrined our objective into law: to seek a maximum rate of return without undue risk of loss. In doing so, we are explicitly required to act in the best interests of contributors and beneficiaries and to take into account the factors that affect the financial obligations of the CPP. These parameters provide a clear framework for virtually every decision we make.

Before CPIB began operations in 1999, CPP assets consisted entirely of non-marketable, non-transferable governments' bonds. The policymakers who created CPIB rightly deemed that exposure to capital markets was necessary to transform this 100% passive Canadian portfolio into one that would generate sufficient investment income to help sustain the CPP well into the future. Today, Canadians can be assured that the CPP will be there for future generations and that we continue to operate and invest on their behalf with a high degree of transparency and public accountability.

We work hard to earn the trust of workers who depend on the CPP to provide a foundation for their retirement years. To earn that trust, we must be open to scrutiny through both good and bad times. I had the pleasure last year of participating in my first public meeting where I answered questions about our investment strategy and activities from our contributors and beneficiaries. I also travelled across Canada, meeting the federal and provincial governments and testifying before Parliament. I look forward to continuing this dialogue with CPP contributors and beneficiaries and governments across the country in the years ahead.

Economic and Geopolitical Climate

The unexpected results of the Brexit vote last June and the U.S. presidential election last November reverberated across major public markets. While the consensus was that both outcomes would negatively affect stock values, global equities were resilient and posted strong gains for the year. The result was different in fixed income markets where medium- and long-term interest rates rose meaningfully in North America, leading to losses in U.S. Treasuries and relatively flat returns in Canadian government bonds.

Our Performance

The CPP Fund generated strong results on both an annual and longer-term basis, demonstrating the ability of our highly diversified global portfolio to generate steady, sustainable returns over a long horizon.

In fiscal 2017, the Fund realized a net return of 11.8% after all of our costs. CPPIB added \$33.5 billion in net income after costs and received \$4.3 billion in net contributions from workers and employers. By the end of our fiscal year, the CPP Fund grew to \$316.7 billion – an increase of \$37.8 billion over last year and \$200.1 billion over the last 10 years.

Our return-risk profile is designed to take advantage of our exceptionally long investment horizon. We tolerate short-term volatility (or swings in our annual returns) in pursuit of superior, sustainable returns over decades. With our current risk profile, we expect to incur losses of at least 12% one year in 10, while achieving superior returns over time. For instance, during the global financial crisis the Investment Portfolio lost 18.8% in value in a single year. Yet, in stark contrast, in 2015 we had our highest ever net return of 18.3%. Individuals and even pension plans with different liabilities simply would not be able to accept that same level of volatility. Our ability to do so continues to be a strong competitive advantage and allows us to generate superior returns over the long term.

Our 10-year net rate of return is 6.7% and our five-year net return is 11.8%. The Chief Actuary noted in his most recent three-year review of the CPP that investment income

from 2013–2015 was 248% higher than anticipated due to our strong investment performance.

Our Investment Strategy

Achieving Strong, Sustainable Returns Through Active Management

My predecessors decided more than a decade ago that actively managing the CPP Fund was the best way to maximize long-term returns. Following an extensive analysis of our competitive position in the market, we decided that our comparative advantages – specifically our scale, certainty of assets and long investment horizon – would be better utilized through active management. This decision was not made lightly; we could have chosen to continue passively managing the Fund. Yet, today we firmly believe it was the right decision. Other investors have some of these advantages – it is rare to possess all three.

Active management at CPPIB means that we proactively research, select and buy and sell individual securities, instead of setting a specific portfolio allocation based on an index. It also means that we seek to diversify the CPP Fund, by both asset classes and geography, beyond what we could achieve through a passive portfolio.

Our Total Portfolio Approach, described on page 21, helps us understand the underlying risks of different investment opportunities. Currently, 83.5% of the CPP Fund's assets are invested in international markets in a variety of asset classes, including private equity, infrastructure, real estate and public markets. Such diversification is vital for the CPP Fund because most factors affecting the Fund's sustainability – birth rates, longevity, domestic economic performance and wage stagnation – are Canadian in origin and beyond our control as investment managers. By actively diversifying the Fund around the world and across asset classes, we are seeking investment returns to hedge against the risk these factors pose to the level of contribution rates and benefits paid.

While we are confident active management is the right strategy, we know that actively competing with investment firms around the world to secure the best assets requires considerable operating expenses. Our

performance must justify those expenses and this is why we measure and clearly publish our results net of all costs.

We measure our active management strategy using a dollar value-added approach to compare our Investment Portfolio returns against a Reference Portfolio comprising public market indexes. By design, we do not attempt to beat the market every year, but rather look to add value over the long term.

This fiscal year, the Reference Portfolio's return of 14.9% outperformed the Investment Portfolio's net return of 11.8%. On a dollar value-added basis, the Investment Portfolio's return was \$8.2 billion below the Reference Portfolio's return after deducting all costs.

When public markets soar, as they generally did this year, we expect the Reference Portfolio which is a public equity-based benchmark to perform exceptionally well. As we continue to build a diversified portfolio beyond public equities, we expect to see swings in relative performance, either positive or negative, in any single year. What matters is the long-term value we create.

Over the five- and 10-year periods, the Investment Portfolio continued to outperform the Reference Portfolio by \$5.6 billion and \$6.7 billion.

Since starting active management, our strategy has contributed \$8.9 billion in dollar value-added after all costs. It has also created a more resilient portfolio able to weather market downturns.

Strategic Plan

In 2013, we introduced a strategic vision to evolve our investment framework and implement a multi-year business strategy by 2020.

While most organizations have a strategy or a vision, the successful companies are those that are able to skillfully implement their strategy, taking into account new developments. I am proud of my colleagues at CPPIB and their successful implementation of our strategic plan thus far and I am confident that we will meet our objectives by 2020. In the coming year, CPPIB Management will start to engage with the Board of Directors to assess the

continuing evolution of our strategic plan going beyond 2020 and I look forward to reporting back to you on this process.

Building a World-class Investment Organization

With our exceptionally long investment horizon and certainty of assets, we are building an organization that will last for generations. Compared to our Canadian pension and financial industry peers, we are a relatively young organization. Nonetheless, we are projected to manage approximately \$370 billion by 2020, with continued growth into the future. We know this with some certainty and must plan accordingly.

We need to build scalable programs today that can handle the increased size of tomorrow. To diversify the Fund prudently, we need an international presence to access and evaluate investment opportunities and closely monitor our assets. To exploit the range of investment options available, we are continuing to establish diverse programs that can tackle investment transactions of the scale and complexity of, for example, a large private company in the U.S., or a significant real estate investment in Australia, or a toll road in South America, or a stream of royalty payments from a pharmaceutical drug.

Our organization requires people with the expertise to sift through a myriad of investment opportunities and identify those that will generate above-market returns, while prudently diversifying the overall portfolio and enhancing the resiliency of the Fund.

Finding the right assets is just the beginning. Conducting due diligence, valuations and negotiations, closing deals, and then carrying out ongoing asset management, demand experienced professionals with the right skills.

Obtaining and retaining strong talent both domestically and internationally is, and will continue to be, a top priority for CPPIB. We are investing in our employees and their development through new, expanded and improved talent development initiatives.

An inclusive environment that recognizes, understands and adapts to the differences amongst our diverse talent pool in order

to recruit, develop and promote the best and brightest is critical to encouraging the diversity of thought and approaches that leads to better decision-making. By 2020, our goal is to have women represent half of all our new hires. In fiscal 2017, 48% were female, an increase of 2% over the previous year. At the end of fiscal 2017, there was 28% female representation at the Managing Director and Senior Managing Director levels, with overall female representation of 43% across all levels. While we are continuing to make progress, there is more work to be done to ensure that we are consistently hiring and developing the most talented people across our organization.

Reflections on the Year

The federal and provincial governments took a major decision in 2016 to provide an addition to the Canada Pension Plan. This decision has implications for how we think about building our organization and for how we manage the additional funding in relation to the current base CPP.

We are well prepared to manage a larger Fund; most of our investment programs, processes and technologies were specifically designed to scale up as needed. There will be greater reliance upon investment income to pay for the additional CPP, and we must take this into account. At the same time, the investment of the additional contributions will require a much more conservative return-risk profile than the base CPP Fund. Nonetheless, we are comfortable that our active strategy remains appropriate and look forward to reporting to you on the additional fund in due course.

Finally, we are continuing to evolve how we integrate climate change considerations across our investment activities, including closely following the long-term transition to a lower-carbon economy. Climate change has been a focus for our Sustainable Investing team for the last decade, yet we continue to evolve our investment approach in consideration of climate change-related risks and opportunities. As an investor with a long horizon, we have the ability to act as a patient provider of capital and to engage with the companies that we invest in to bring about change. We encourage these companies to provide better disclosure regarding risks and opportunities

related to climate change. We believe that engaging with companies on this topic and pressing for improvement, often in collaboration with other investors, will help build long-term value.

The Year Ahead

CPPIB will focus on six objectives for the next fiscal year to build our organization and deliver more value to CPP contributors and beneficiaries. In fiscal 2018, we will:

1. Scale our investment activities from all three sources of return: investment selection, diversification and strategic tilting;
2. Expand our global investment activities;
3. Continue the multi-year implementation of our enhanced investment framework;
4. Develop talent with a focus on increasing diversity, early career hiring and building future leaders from within our organization;
5. Advance our core operational functions; and
6. Prepare to accept, invest and report on the additional Canada Pension Plan contributions.

Conclusion

It truly is an honour to lead an organization focused on building a CPP Fund that will last for generations. This critical purpose is the cornerstone of our organization and is reinforced with all our employees.

Last, and certainly not least, I would like to thank our Board of Directors and all my colleagues at CPPIB for a highly successful year, and for their relentless commitment and support of our organization and our mandate.



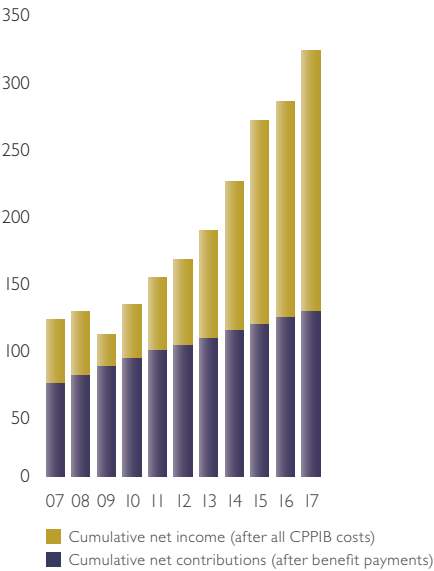
Mark Machin
President & Chief Executive Officer

Purpose

The CPP Fund has a critical purpose – to help Canadians build financial security in retirement. CPPIB’s long-term objective is to invest the Fund assets to maximize returns without undue risk of loss having regard to the factors that may affect the funding of the CPP. We invest funds for the benefit of CPP’s 20 million contributors and beneficiaries. We hold ourselves to high standards of investment management, as well as transparency and accountability.

Growth of CPP Fund

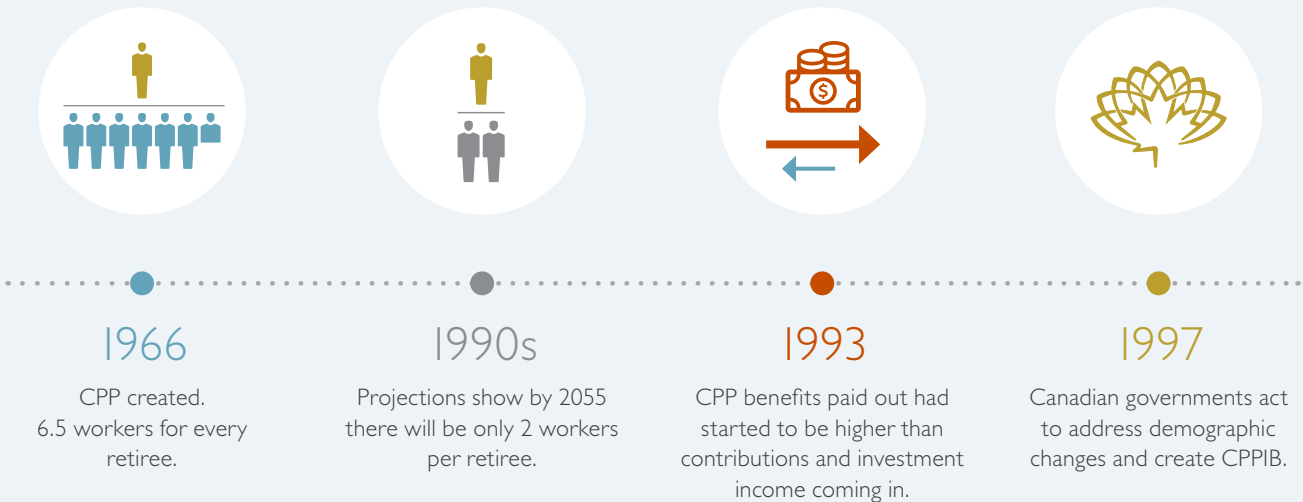
As at March 31, 2017



Since its creation, CPPIB has added \$194.1 billion in net income to the CPP Fund.

Why CPPIB was created

In the mid-1990s, concerns arose about the long-term viability of the CPP. CPP assets had started to be depleted in 1993. In response, Canada’s provincial and federal governments came together to create bold reforms to ensure the CPP would be there for generations to come. They increased the contribution rates and created Canada Pension Plan Investment Board to invest funds not currently needed to pay CPP benefits.



Our Mandate

CPPIB is separate from the Canada Pension Plan and operates at arm's length from federal and provincial governments. This independence is enshrined in federal legislation. CPPIB is required to take into account the factors that may affect the funding of the Canada Pension Plan and its ability to meet its financial obligations, and to act in the best interest of CPP's 20 million contributors and beneficiaries.

Our Purpose

To generate investment returns that will help sustain the CPP indefinitely into the future.

Our Investment Objective

To achieve a maximum rate of return without undue risk of loss having regard to the factors that may affect the funding of the CPP.

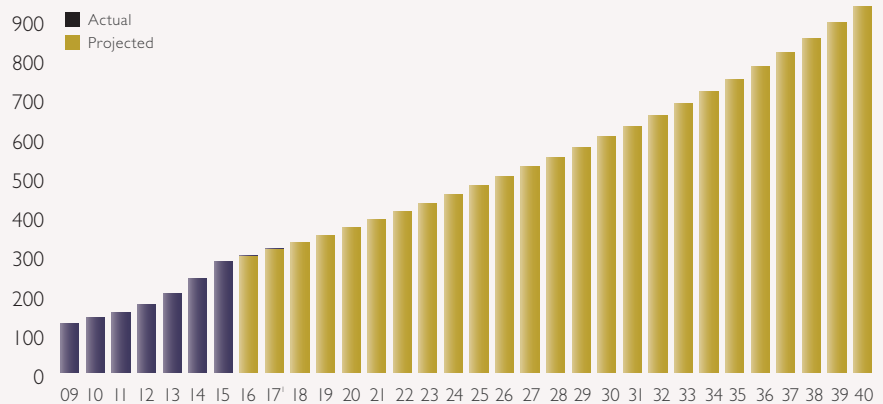
Our Accountability

We report to an independent, highly qualified, professional Board of Directors.

History and Projections of the CPP Fund

CPPIB's sole focus is investing the assets of the CPP. As at December 31, 2015, the Chief Actuary has projected that the CPP Fund will reach approximately \$370 billion by the end of 2020. We have built, and will maintain, a professional investment organization capable of handling this substantial growth.

As at December 31 (\$ Billions)



I. Table modified by CPPIB to show fiscal 2017 actual assets under management, as at March 31, 2017.

75+

Years Duration of
CPP Sustainability

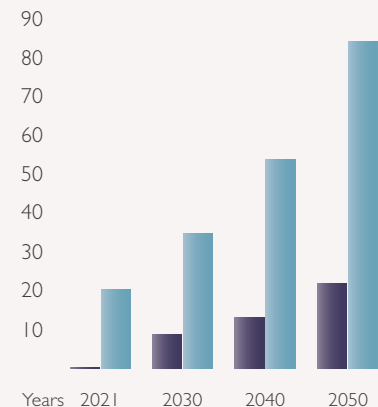
20 Million

Number of CPP Contributors
and Beneficiaries

Investment Income Required Starting at 2021

The Chief Actuary of Canada has projected that CPP contributions will exceed annual benefits paid until 2021, providing four more years in which excess CPP contributions will be available for investment. Starting in 2021, the CPP is expected to begin using a small portion of CPPIB investment earnings to supplement the contributions that constitute the primary means of funding benefits.

As at December 31 (\$ Billions)



■ Investment Income Required to Help Pay Benefits
■ Projected Investment Income

Advantages

CPPIB benefits from the CPP Fund’s exceptionally long investment horizon, certainty of assets and scale. We have also developed a world-class investment team, which we complement with top-tier external partners that support our internal capabilities. We take a disciplined, prudent long-term approach to managing the total portfolio. While no single advantage is unique to our organization, the combination of these comparative advantages provides a strong foundation for investment programs and global competitiveness that help us achieve our long-term objectives.

\$52.2 Billion

Canadian Assets in the Investment Portfolio

\$264.7 Billion

International Assets in the Investment Portfolio

45

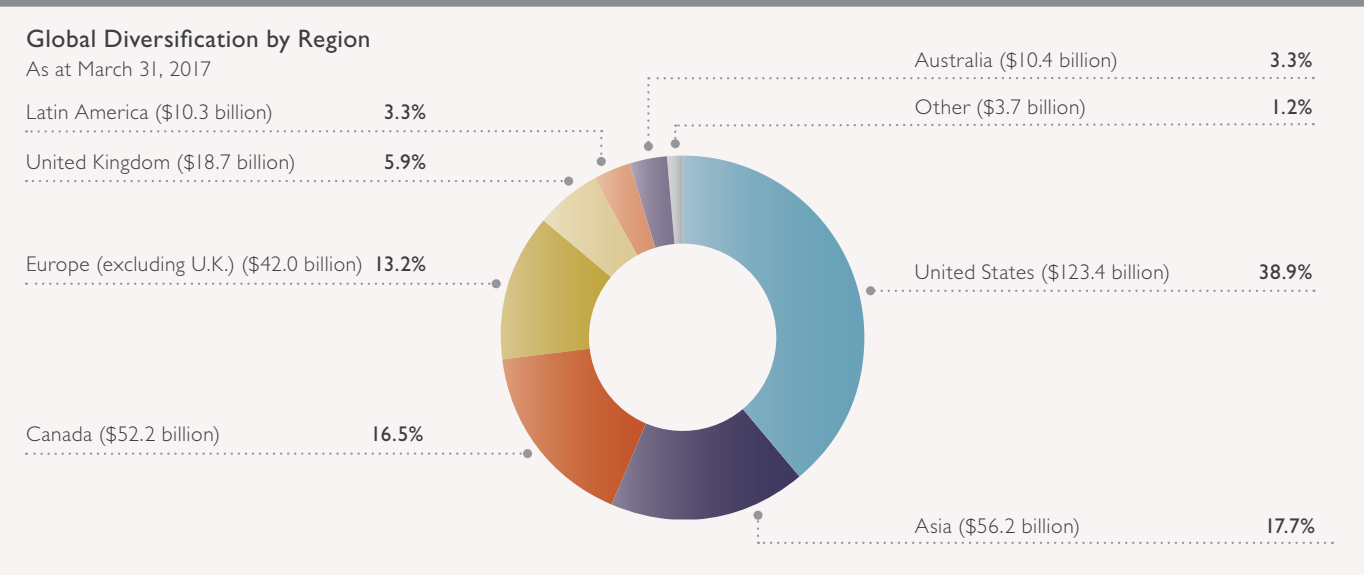
Total Number of Countries in which we have Private Holdings

227

Global Investment Partners

182

Total Number of Global Transactions in Fiscal 2017



Our Comparative Advantages

Long-Term View

The 75-year scope of the Chief Actuary’s CPP projections enables us to view opportunities, returns and risks over decades, not quarters or years. We are able to withstand short-term losses, staying the course on investments in pursuit of enhanced long-term returns.

Certainty of Assets

The CPP will collect excess contributions until 2021, providing incoming cash for new investments and allowing us to build and adjust our portfolio with discipline.

Size and Scale

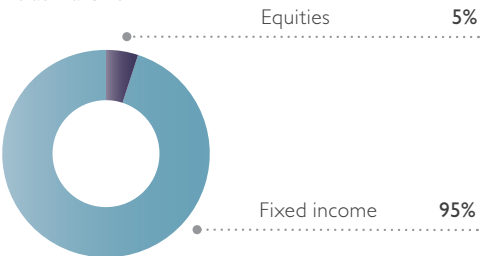
As one of the largest retirement funds in the world, we can access major opportunities globally that few others can, including in private markets.

Global Offices

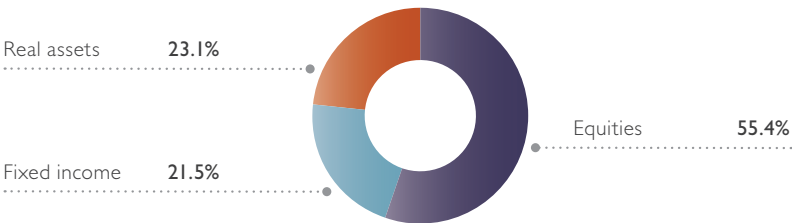


Historical Comparison of the Investment Portfolio

As at March 31

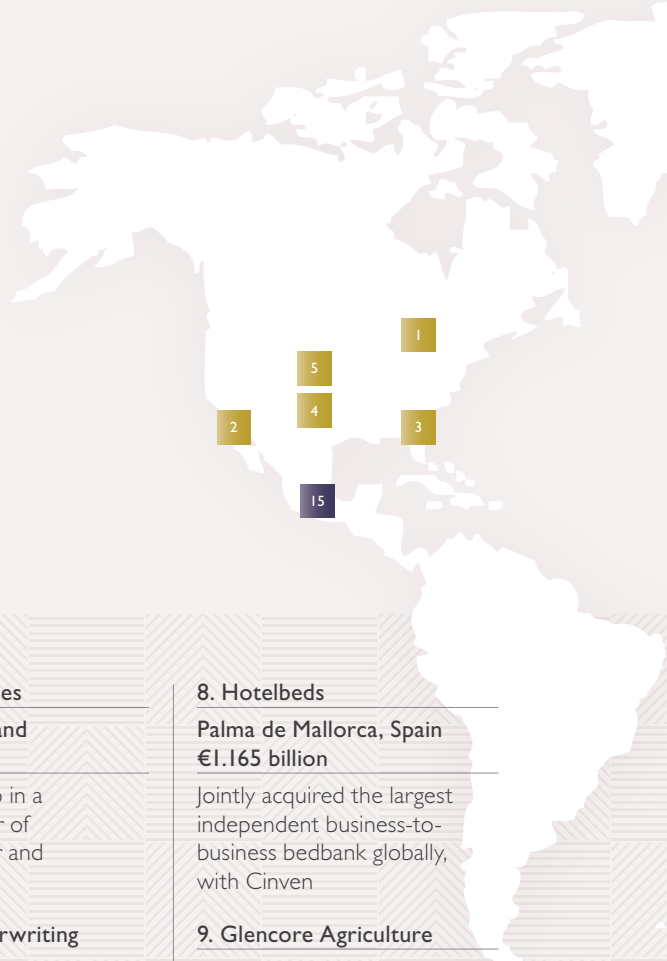


2000
\$44.5 Billion



2017
\$316.9 Billion

Global Investments



NORTH AMERICA

1. Canadian Office Portfolio

Toronto & Calgary, Canada
C\$1.175 billion

50% interest in a portfolio of seven high-quality office properties in downtown Toronto and Calgary

2. GlobalLogic

San Jose, California, U.S.

Approximate 48% stake in a global leader in digital product development services

3. Advanced Disposal

Ponte Vedra, Florida, U.S.
US\$280 million

Approximate 20% ownership in the fourth largest solid waste company in the U.S.

4. LongPoint Minerals

Denver, Colorado, U.S.
US\$450 million

Initial commitment to an oil and natural gas mineral and royalty interest acquisition company

5. U.S. Student Housing portfolio

United States
US\$1.6 billion

Acquired three student housing portfolios with GIC and The Scion Group in premier university markets across the U.S.

EUROPE

6. Viking Cruises

Basel, Switzerland
US\$250 million

8.3% ownership in a leading provider of worldwide river and ocean cruises

7. Ascot Underwriting Holdings

London, U.K.
US\$1.1 billion

Acquired a global specialty insurance underwriter with expertise in multiple lines of businesses

8. Hotelbeds

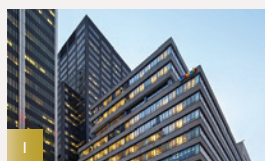
Palma de Mallorca, Spain
€1.165 billion

Jointly acquired the largest independent business-to-business bedbank globally, with Cinven

9. Glencore Agriculture

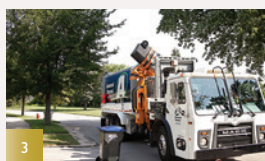
Rotterdam, Netherlands
US\$2.5 billion

40% ownership in a globally integrated agricultural business focused on procurement, storage, processing, transportation and marketing of grains and oilseeds



2

GlobalLogic®



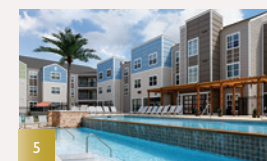
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LONGPOINT
MINERALS

7



8



15



ASIA/AUSTRALIA

10. Pacific National

Sydney, Australia
A\$1.7 billion

33% stake in one of the largest providers of rail freight services in Australia

11. Qube

Sydney, Australia
A\$300 million

9.9% ownership in Australia's largest integrated provider of import-export logistics services

12. LOGOS JV

Singapore & Indonesia
S\$200 million (Singapore) & US\$100 million (Indonesia)

Formed two joint ventures with Ivanhoe Cambridge and LOGOS to develop and acquire modern logistics facilities in Singapore and Indonesia

13. Bharti Infratel

New Delhi, India
US\$300 million

3.3% ownership in India's largest telecom infrastructure provider

12

14. Chongqing West Paradise Walk

Chongqing, China
C\$193 million

Formed a second joint venture with Longfor Properties to acquire a shopping mall in one of China's largest cities

10

11

LATIN AMERICA

15. Arco Norte

Mexico City, Mexico
C\$748 million

29% stake in one of the largest federal toll road concessions in Mexico, in partnership with IDEAL and Ontario Teachers



10



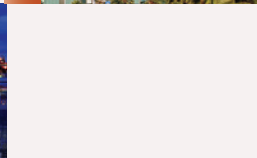
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9



11



13



14



15

Our People



PUBLIC MARKET INVESTMENTS

Fundamental Equities – Asia

In fiscal 2017, the Hong Kong-based team in Fundamental Equities almost doubled its active exposure in Asia, to C\$6.0 billion, by initiating or materially growing investments in six different companies. In fiscal 2018, adding investment capabilities in the China A-share market will foster continued growth and diversification in the portfolio.

(l–r) Hidenori Yui, Agus Tandiono, Roman Leifer, Jocelyn Chen, Michael Tao, Prem Samtani, Gloria Song

REAL ASSETS

Canadian office portfolio

We expanded our Canadian office portfolio and existing relationship with Oxford Properties Group through the acquisition of a 50% interest in seven high-quality properties totalling 4.2 million square feet at a gross purchase price of C\$1.175 billion. The portfolio is located in downtown Toronto and Calgary.

(l–r) Sophia Thai, Sharm Powell, Peter Ballon, Khan Tran



PRIVATE INVESTMENTS

GlobalLogic

We acquired a 48% stake in GlobalLogic Inc., a fast-growing global market leader in digital product development services, with a proven track record, highly experienced management team and deep customer relationships. Our investment allows us to build scale in the highly attractive software engineering services sector.

(l–r) Austin Locke, Nikki Papadopoulos, Inaki Echave, Hafiz Lalani, Viviana Castro, Dalraj Bahia

INVESTMENT PARTNERSHIPS

Viking Cruises

The Thematic Investing group, which focuses on long-horizon structural changes and mega trends across the globe, completed its first direct private investment this year. We invested US\$250 million for an 8.3% stake in Viking Cruises, a leading provider of worldwide river and ocean cruises operating more than 60 cruise vessels based in 44 countries.

(l–r) Alex Yang, Pat Naccarato, David Marrello, Daniel Fetter, Caitlin Walsh, Poul Winslow



Senior Management Team



Left to right:

Edwin Cass
Senior Managing Director &
Chief Investment Strategist

Mary Sullivan
Senior Managing Director &
Chief Talent Officer

Shane Feeney
Senior Managing Director &
Global Head of
Private Investments

Pierre Lavallée
Senior Managing Director &
Global Head of Investment
Partnerships

Patrice Walch-Watson
Senior Managing Director,
General Counsel &
Corporate Secretary

Mark Machin
President &
Chief Executive Officer

Alain Carrier
Senior Managing Director &
Head of International,
Head of Europe

Graeme Eadie
Senior Managing Director &
Global Head of Real Assets

Michel Leduc
Senior Managing Director &
Global Head of Public Affairs
and Communications

Nick Zelenczuk
Senior Managing Director &
Chief Operations Officer

Benita Warmbold
Senior Managing Director &
Chief Financial Officer

Eric Wetlaufer
Senior Managing Director &
Global Head of Public
Market Investments

Our Mission and Investment Strategy

How We Manage the CPP Fund

OUR INVESTMENT OBJECTIVE

CPPIB is governed by the *Canada Pension Plan Investment Board Act*. It directs CPPIB to act in the best interests of the Canada Pension Plan (CPP) contributors and beneficiaries, and to invest “with a view to achieving a maximum rate of return, without undue risk of loss, having regard to the factors that may affect the funding of the Canada Pension Plan.” This objective compels us to go beyond simply taking the minimum risk needed to generate a return to maintain the CPP at its current contribution rate.

The Act sets no specific investment requirements. There are no specific limitations on geographic, economic, development or social objectives. As a result, we have an unambiguous responsibility: to maximize long-term returns at an appropriate level of risk that we maintain below a level we would consider to be undue.

OUR PURPOSE

Our purpose is to help provide a foundation on which Canadians can build financial security in retirement. When the CPP began in 1966, the rate of contributions was set quite low but with the clear expectation that it would rise over the years. By 1997, there was serious concern about the long-term viability of the CPP, despite several increases in the contribution rate. In response, the federal and provincial governments worked together to place the CPP on a more secure financial footing. They made two major changes. First, they introduced a system to set contribution rates at a long-term, stable level. Second, they allowed the Fund to invest broadly in the capital markets, including equities, in order to seek higher long-term returns.

One of the most significant outcomes of the 1997 reforms was the creation of the CPP Investment Board to take over investment management of the CPP Fund.

Until March 1999, when net cash flow (the excess of CPP contributions over CPP benefits paid out and CPP expenses) started to be transferred to CPPIB for investment, the CPP Fund was invested only in non-marketable Canadian, federal, provincial and territorial bonds, (the “CPP Bonds”), with a fair market value of \$44.9 billion. Since then, we have built a professional investment organization whose investment strategy has generated \$194.1 billion in net income to date. Together with the \$77.7 billion from CPP contributions (after benefit payouts), the Fund has grown to its current fair value of \$316.7 billion.

It is critical that the Fund be managed so as to offset the risks that the CPP itself faces. The primary risk exposures of the CPP – an aging population, longer life expectancies and Canadian economic growth and employment – are highly weighted to Canada. This is a key reason why we have 83.5% of the Fund diversified into investments around the world outside Canada.

Our team is recognized globally for its breadth and depth of expertise, and for its demonstrated capability to handle the growth of the CPP Fund. But managing a fund responsibly and successfully is not only about investment skills – it is equally about the organization's culture.

CPPIB's strong and unifying culture is founded on our Guiding Principles – Integrity, Partnership and High Performance. All new employees receive in-depth orientation on the meaning and consequences of these three core principles that guide everything we do. All staff members attend an intensive workshop every year devoted to reviewing the Guiding Principles, discussing how they apply through case studies, and reinforcing their use in everyday duties. Our annual employee performance reviews include an assessment on how each employee has demonstrated these principles in their work. We evaluate employees' performance not only on their results but also on how they have achieved them.

ADDITIONAL CANADA PENSION PLAN

In December 2016, following federal and provincial agreement, Royal Assent was given to Bill C-26, an Act to amend the Canada Pension Plan. This Act increases the amount of retirement pensions and other benefits that will be paid on contributions made after 2018. It also increases the upper limit of covered earnings. Beginning in 2019, additional contributions will be required, set at levels high enough so that together with investment income they are sufficient to fully pay these additional benefits. A seven-year phase-in of the expansion begins on January 1, 2019.

The additional contributions, benefits and assets will be accounted for separately from the current “Base CPP”, under what is called the Additional Canada Pension Plan (ACPP) account. Management is working diligently to ensure the organization is ready to manage the ACPP.

INDEPENDENCE WITH ACCOUNTABILITY

The CPP Fund is managed independently of governments. All the assets in the Fund are legally and beneficially owned by CPPIB and are entirely separate from any government's assets. Unlike Old Age Security, CPP benefits do not come from tax revenues. CPP contributions by plan members and employers are not a tax but rather a separate contribution to be invested in the Fund, whose sole purpose is to help support the CPP. The money required to pay CPP benefits thus comes from only two sources:

- > Contributions from plan members and their employers, based on employment earnings covered by the CPP; and
- > Investment returns earned on the CPP Fund, after all related costs.

Canadians expect the CPP to remain free from political interference. Under the 1997 CPP reforms, the federal and provincial finance ministers enshrined that independence with carefully written legislation. It ensures that we can, and do, operate at arm's length from any government.

To maintain the public's trust through a careful balance between independence and accountability, we operate in a highly transparent way. This includes:

- > Explaining on our public website who we are, what we do and how we invest;
- > Disclosing our investment activities and major transactions;
- > Issuing timely reports about our assets, portfolio and performance results; and
- > Complying fully with all legislative requirements, such as public meetings every two years.

Similarly, our Board of Directors is accountable to the stewards of the CPP, the federal and provincial finance ministers. Our diverse Board is appointed on the recommendation of the federal finance minister, following consultation with the provinces. The governance structure and operation of CPPIB has been described as a model for independent investment of a public pension fund.

CPP members and beneficiaries can take comfort in knowing the 1996–97 reforms cannot easily be changed. Amendments to the governing CPP and CPPIB legislation require agreement by the federal government plus two-thirds of the provinces representing two-thirds of the population. This is a higher requirement than for changes to the Canadian Constitution.

CURRENT AND FUTURE STATUS OF THE CPP FUND

Every three years, the Office of the Chief Actuary of Canada reviews the contribution rate required to sustain the CPP over the next 75 years. This review takes many factors into account, including:

- > The growing base of contributors and employment earnings;
- > The rising ratio of pension benefit recipients relative to employed contributors, as baby boomers retire; and
- > Expected increases in life expectancy.

The most recent actuarial review was conducted as of December 31, 2015, and the 27th Actuarial Report was released in

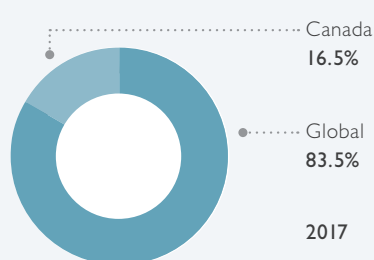
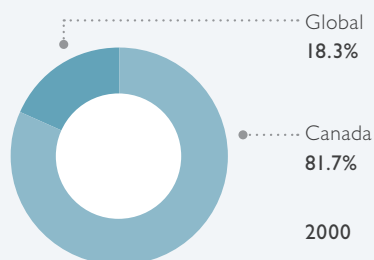
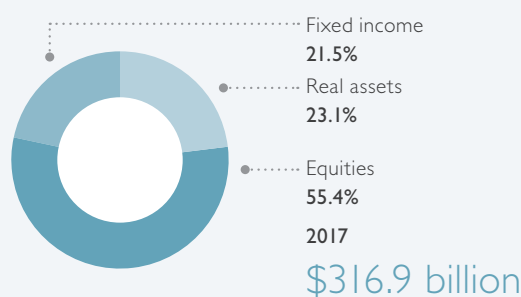
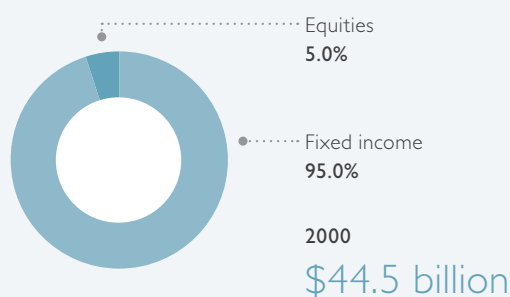
September 2016. It showed investment income over the three years since the previous review was 248% higher than expected, resulting in Fund assets that were \$70 billion higher than anticipated by the end of the period. The Report concluded that the CPP can maintain prospective benefits by continuing contributions at the current legislated rate of 9.9% of covered earnings. In fact, the current contribution rate provides a slightly higher safety margin than in the previous report.

A key assumption in the review is that, over the 75 years from 2016, CPP Fund investments will earn an average annual rate of return of 3.9% above the rate of the Canadian consumer price inflation index, after all investment costs and operating expenses.

The Chief Actuary has projected that annual CPP contributions will exceed annual benefit payments until 2021. The CPP is then expected to begin drawing on the Fund's investment earnings to supplement contributions.

HISTORICAL COMPARISON OF THE INVESTMENT PORTFOLIO

As at March 31



The 27th Actuarial Report projects that the CPP Fund will grow to approximately \$400 billion (after adjusting for inflation) by December 2025. At a current

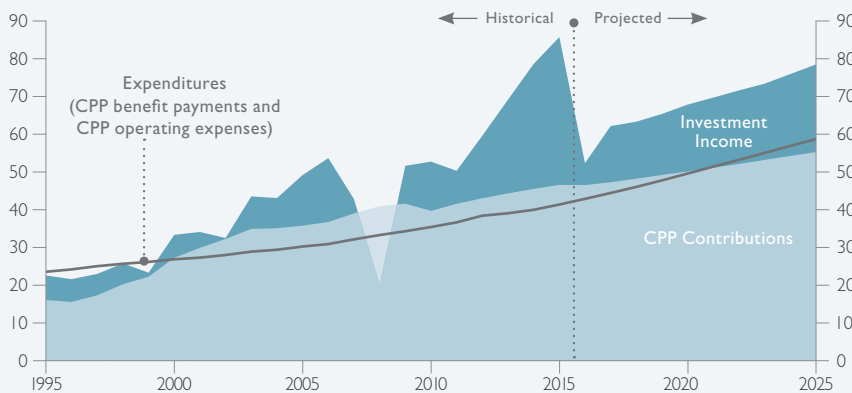
value of \$316.7 billion, the Fund is well on track towards that level.

Taken from the 27th Actuarial Report, the chart below shows CPP Revenues

(contributions plus investment income) and Expenditures (benefits paid out plus CPP operating expenses) since 1995 and projected to 2025. All figures are in billions of 2016 constant dollars.

CPP REVENUES¹ AND EXPENDITURES

As at December 31 (\$ billions of 2016 constant dollars)



1. CPP contributions and investment income net of all CPPIB costs.

From the 27th Actuarial Report:

- > The assets grow continuously over the projection period. During the period 2016 to 2020, contributions are more than sufficient to cover expenditures.
- > From 2021 onward, a portion of investment income is required to fund net cash outflows.
- > Investment income, which represents 11% of revenues in 2016, will represent 30% in 2025. This clearly illustrates the importance of investment income as a source of revenues for the Plan.

Our Investment Strategy

In this section, we explain CPPIB's approach to investing to meet the Fund's objectives. The sidebar provides a brief history of how our investment strategy has evolved over the years.

DEVELOPMENT OF INVESTMENT STRATEGY SINCE 1998

Since taking over responsibility in 1998 for the investment of the CPP Fund, CPPIB has steadily broadened and diversified the asset and geographical mix of the Fund, and the distinct strategies used to enhance long-term returns.

WHAT DIFFERENTIATES CPPIB'S INVESTMENT APPROACH

The foundation of our investment approach is the belief that the nature of the CPP Fund, our governance and independence, our culture and the strategic choices we make give CPPIB major advantages over

other investors. While no single advantage is unique to CPPIB, collectively they reinforce each other and are enjoyed by few others. These comparative advantages drive our global competitiveness, and our strategies to maximize long-term Fund returns.

OUR INHERENT ADVANTAGES

The nature of the CPP Fund itself carries three distinct investing advantages:

Long horizon – By law and its purpose, the CPP must serve Canadians for many generations to come. As a result, the CPP Fund has a much longer investment horizon than most investors. We can assess the prospects of our strategies and opportunities over decades, not quarters or years. And we can withstand short-term losses to pursue higher long-term returns. Most investors take a shorter-term approach, whether by choice or because they are forced to by business pressures or legislation. We can pursue the opportunities created by these shorter-term investors and take advantage of investments they either ignore or cannot access.

Certainty of assets to invest – The CPP Fund's future asset base and pattern of cash flows are largely predictable and quite stable. We can reliably expect annual contributions to exceed annual benefits through fiscal year 2021. More importantly, annual cash income from the investment portfolio will comfortably exceed the amounts needed to pay benefits for the foreseeable future. As a result, we are not forced to sell assets to pay benefits and can also thoughtfully design and build programs in anticipation of future investment needs. Nevertheless, we carefully maintain sufficient liquidity at all times in the Fund to make major new investments, meet any CPPIB contractual obligations, and adjust the portfolio mix. This certainty of assets and cash flows underpin our ability to act as a long-term financial partner in major transactions.

Scale – As one of the largest retirement funds in the world, we can globally access opportunities for which few others can compete. We are able to make major investments in private markets, and use

public market strategies that are not readily accessible to many investors. In addition, our size enables us to build highly skilled in-house teams. We can also develop the investment technology and operational capabilities needed to support our wide range of strategies. By handling many investment and operational activities ourselves, we can achieve a cost-effective global investing platform.

OUR DEVELOPED ADVANTAGES

The choices we make as an organization afford us three key strategic advantages:

Internal expertise – We employ a world-class investment team across eight financial centres. The team combines depth, experience and broad expertise, both in managing assets internally and working with external partners. We are able to attract and motivate high-calibre executives, investment professionals and operational specialists from around the world.

Expert partners – Internal capabilities alone could not match the variety and innovation of global capital markets and investment strategies. As a result, we also engage the specialized expertise of many top-tier external partners around the world. These organizations in several countries research and enhance access to major investment opportunities; provide in-depth, on-the-ground analysis and local knowledge; and supply ongoing asset management services.

Total Portfolio Approach – We do not allocate assets through conventional labels such as “real estate” or “equities”. Instead, we rigorously delve into the fundamental and more independent return-risk factors that underlie each asset class, strategy and type of investment. This allows us to better understand and quantify the various return-risk characteristics of each investment program. With this understanding, we can more effectively combine them into a truly diversified total portfolio that is designed to maximize expected returns at our targeted level of risk.

EVOLUTION OF OUR INVESTMENT STRATEGY

-
- 1999 Invested for the first time in publicly traded Canadian and foreign stocks, by mirroring the composition of stock market indexes.
 - 2001 Launched investment programs in private equity and real estate, initially through external funds and in later years increasingly through direct investments.
 - 2003 In-house investment staff took on the management of our index-based equity portfolios.
 - 2004 Initiated a degree of active equity management and acquired our first infrastructure assets, such as toll highways, water supply facilities, and electrical power generation and transmission systems.
 - 2005 Upon removal of all limits on investments in non-Canadian assets, we broadened our investments in both developed and emerging economies. This has steadily reduced the Fund's dependence on the narrowly based Canadian economy and capital markets.
 - 2006 Made the strategic decision to move progressively away from largely index-based investments towards the more active selection of investments, in order to capitalize on our comparative advantages.

For accountability, we established the low-cost, readily investable Reference Portfolio as the passive investment benchmark for Fund returns.
 - 2007 Began building major holdings of Canadian and Group of Seven industrialized country (G7) government bonds (beyond the legacy CPP Bonds inherited from 1998). This helps us to maintain the desired balance of equity and debt investments in the total portfolio.
 - 2009 to 2014 Expanded into private debt and commercial property mortgages (2009), intellectual property such as drug patent royalties (2010), agricultural land and other resource holdings (2013), and thematic investing (2014).
 - 2014 to Present We significantly broadened the range and size of public market strategies managed with external partners. More significantly, we also began investing in operating companies with experienced management teams, as an efficient way to build scale in a defined market or geography.

HOW WE CREATE VALUE FOR THE CPP FUND THROUGH ACTIVE MANAGEMENT

In 2006, CPPIB made the strategic decision to actively manage the Fund to a much greater degree, with the Reference Portfolio as the performance benchmark. In the 11 years since, active management has added \$8.9 billion over the Reference Portfolio target, after all costs and operating expenses. See page 25 for more details about the Reference Portfolio.

Pursuing an active, global strategy is a fundamental decision, which we take and review with considerable seriousness and rigorous analysis. Many investors seek above-market, risk-adjusted returns. Few consistently achieve them. Active management is not a low-cost approach; it increases costs and complexity as we deal with additional sources of risk. But we believe that under our mandate we have an obligation to use our comparative advantages actively. We expect that our active management will generate significant and enduring value-building growth.

Success in active management requires not only real investment insights but also well-structured processes to capitalize on them. It also means having the right resources to access and negotiate large, often complex, deals in private markets, and to manage and grow these assets over time. And, it means having the right expertise to identify and execute the best strategies in public markets. The leading long-term investors in the world's marketplaces will be those with the most talented and disciplined investment teams. As we expand our

value-creating investment programs, we allocate our internal resources and skills where they will have the most impact in diversifying risks and maximizing long-term returns.

Another way for CPPIB to increase long-term returns is to conduct itself as an active owner or lender in the companies in which we invest. We believe this conduct not only boosts long-term returns, but also improves the functioning of markets for all stakeholders.

To continue the momentum of the Focusing Capital on the Long Term initiative, in 2016 CPPIB, along with McKinsey & Company, BlackRock, Dow Chemical and Tata Sons founded FCLTGlobal as a non-profit organization dedicated to developing practical tools and approaches that encourage long-term behaviours in business and investment decision-making. More can be found at the website fcltglobal.org.

THE THREE COMPONENTS OF TOTAL PORTFOLIO RETURN

We approach the generation of total returns through three basic sources:

1. Diversification;
2. Investment selection; and
3. Strategic tilting.

Active management creates value for the CPP Fund in the following ways:

1. DIVERSIFICATION

Diversification means how we choose to deploy the Investment Portfolio over the long term across a wide range of asset classes and types, across countries and

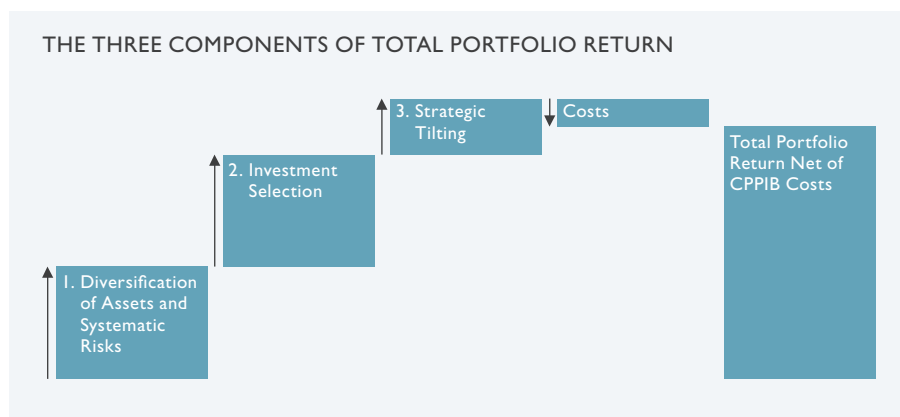
currencies, and across underlying return-risk factors. The average mix we choose over time is the single biggest influence on the Fund's total portfolio risk and return.

Our passive benchmark, the Reference Portfolio, contains only global public equities and nominal bonds issued by Canadian governments. Our decision to diversify very broadly beyond the Reference Portfolio into both other public, but also private assets, provides the most reliable source of additional long-term returns. As a result, we maintain significant investments in almost all of the primary asset classes, in both developed and emerging markets around the world. These investments are of three broad types:

- a) **Public markets securities** – The Fund profits from economic growth through equity ownership and credit investments in public corporations around the world. To help diversify the sources of total return and sustain necessary liquidity (the ability to readily sell assets when needed), the Fund also has meaningful holdings of government bonds.

Long and Short Investing

A long investment is one that generates a return when the underlying asset increases in value. An example is a traditional stock purchase. A short investment is one that generates a return when the underlying asset decreases in value. In short selling, the investor sells a stock that he/she has borrowed, and buys it back later to pay off the stock loan. If the stock's price then is lower, the investor makes a profit. Taking both kinds of positions simultaneously can be structured to greatly reduce the impact of overall market movements and increases focus on the selection of individual securities.



Several of our public markets strategies employ both long and short positions. Because the values of long and short positions offset each other, simply measuring the net assets in our active public markets programs greatly understates their impact on the portfolio. To see their impact more fully, we calculate assets under management, a figure that is more comparable to the size of assets in other areas. The chart on page 23 shows the growth of our active public market investments using this measure.

b) Private company investments –

We invest in the equity and debt of privately held companies, and in other areas such as royalties, both directly and through funds and partnerships. These investments generate returns from underlying corporate earnings in the same way as comparable public companies. However, we also expect well-selected private company investments to deliver extra returns that more than cover their higher costs and any additional risks.

- c) **Real assets** – These investments generate returns from tangible assets through very different fundamental sources, such as property income, facility user fees, oil and gas revenues, etc. They include investments in real estate, infrastructure, agricultural land, energy and natural resources. We hold them primarily through private partnerships or other entities, as both equity or debt interests.

We have made a major commitment to capitalize on our comparative advantages by investing in private markets. Over the long term, many private markets are expected to provide better net returns than the nearest public equivalents. With their potential for large transactions, private markets fit our advantages of scale and certainty. Also, these investments carry a higher return to compensate for their illiquidity, which the Fund can absorb due to its long investment horizon and certainty of assets. In addition, the special expertise that we and our partners bring is a differentiating and durable strength for success in these markets. The reputation that CPPIB has earned gives us access to private market opportunities around the world.

The key to optimal diversification is to understand both the short-term volatilities and the long-term risks underlying each broad investment area and each investment program, and how they relate to each other. Only those investment areas and programs that have fundamentally different sources of value creation can offer true diversification. The risk and expected return of the total portfolio depends primarily on how we combine systematic and non-systematic risk exposures to meet our investment goals.

Systematic and Non-systematic Risks

Investment returns cannot be earned without accepting some form of risk – as the saying goes, there is no free lunch. Investors face two general types of risk: *systematic* and *non-systematic*.

> **Systematic risks** stem from common factors that affect all investments of a particular type. These risks can be diversified, but not eliminated. We believe that over sufficiently long periods, asset prices and income will adjust to deliver the returns required by investors to justify exposure to systematic risks. The market returns earned over time from systematic risk factors are often called “beta”.

> **Non-systematic** or “idiosyncratic” risks are those that are unique to a particular selected asset or investment. The gains or losses (relative to a benchmark index) that arise from intentional exposure to non-systematic risks are often called “alpha”. Non-systematic risk can be substantially reduced through diversification within specific investment types, but this also reduces potential alpha.

As research into markets continues, the line between market-based beta and skill-based alpha is increasingly blurred. Regardless of label, CPPIB balances risk exposures to focus on maximizing total net return, at the targeted total risk level, from all sources.

The potential value-add from investment selection is comparable to that from diversification. However, it is less reliable and carries higher costs, and the net impact can be negative. Nevertheless, we believe that many of CPPIB's advantages put the odds of success in our favour.

Because of the shorter-term investing pressures and practices found in many markets, individual security prices and current valuations are often very different from the long-term intrinsic value and earnings potential that matter most to CPPIB. This creates opportunities for insightful management. Careful investment selection focused on the long term can succeed in virtually every asset class except the most price efficient, and particularly so in less-developed markets. Also, skilled management using long or short strategies in public markets can add value whether markets are rising or falling. Such pure alpha return is extremely valuable as, properly controlled, it adds relatively little to total risk in the portfolio while contributing significantly to total return.

Outperforming competitive markets is a challenging task, and doing so sustainably is even more so. The opportunity to add value also changes as market conditions favour one strategy or another. To stabilize overall performance, we carefully diversify investment selection over 25 distinct investment programs managed by separate

2. INVESTMENT SELECTION

Investment selection means how we select, buy, weight and sell specific securities, investments and sectors, through internal or external management. This alpha generation activity offers a very wide set of opportunities to the skilled manager; in both private and selected public markets.

GROWTH OF ACTIVE INVESTMENTS IN PUBLIC MARKETS

ASSET TYPE (\$ billions)	2005	2010	2015	2016	2017
Assets Under					
Active Management	1.4	16.2	66.3	71.7	71.7

Assets under management (AUM) for active investments in public markets is computed in the following ways: For internal long/short securities-based programs, we use the value of the long side of the program. For investments in externally managed funds, we use the reported net asset values. In fiscal years prior to 2017, certain AUM figures included an implied asset amount using a risk-based approach.

The chart below shows the growth of our private investing programs.

GROWTH OF PRIVATE MARKETS INVESTING PROGRAMS

ASSET TYPE (\$ billions)	2005	2010	2015	2016	2017
Private Equity ¹	2.9	16.1	50.4	51.5	57.8
Real Estate	0.4	7.0	30.3	36.7	40.1
Infrastructure	0.2	5.8	15.2	21.3	24.3
Other Real Assets ²	–	–	–	2.3	8.7
Private Debt	–	0.9	8.0	17.0	16.8
Private Real Estate Debt	–	0.3	3.8	4.1	4.8
TOTAL	3.5	30.1	107.7	132.9	152.5
% of Net Investments	4.3%	23.6%	40.7%	47.6%	48.1%

1. Includes \$3.4 billion of public equities managed within the Private Equity program.

2. Other Real Assets includes Agriculture and Natural Resources. Balances for 2016 have been recalculated to the current year's private market data. Prior to 2016, these amounts were reported within Private Equity.

Climate change

Climate change is among the most challenging issues that we consider as a long-term investor. It poses a number of significant investment risks, but also opportunities in areas such as renewable energy. We are:

- > Assessing investment strategies and processes across our investment departments as they relate to the identification and analysis of climate change risks and opportunities;
- > Identifying and considering alternative approaches to conduct a top-down assessment of climate risk for the total portfolio; and
- > Ensuring that climate change is appropriately incorporated into our risk framework.

To learn more about our approach to climate change, please see page 34 and our 2016 Report on Sustainable Investing.

groups. Several programs involve more than one strategy and some employ many. These include:

- a) **Large-scale transactions** – Taking advantage of special opportunities available only to large, sophisticated investors. Alone or with partners, we can access, structure and carry out major transactions globally in private equity, principal lending, infrastructure, real estate and natural resources.
- b) **Private markets deals** – Skillfully selecting and negotiating individual private equity and debt investments. When the opportunity presents itself, we can exit them at a time of our choosing on advantageous terms. The specialized teams in our Private Investments, Real Assets and Investment Partnerships departments focus on this activity, along with their expert external partners.
- c) **Long-term value investing** – Buying and selling individual public securities or sectors that are substantially mispriced relative to their intrinsic value. With our long investment horizon, we can be patient and profit from longer-term indicators more than most other managers. Our Fundamental Equities group, and select external specialist managers, supply this expertise.
- d) **Thematic investing** – Investing through “themes,” by anticipating long-term structural changes and broad trends such as demographic shifts or alternative energy transitions. These are developments that we expect will affect security prices significantly but which emerge over the longer term.

Our specialized teams develop investment portfolios to capitalize on these trends, working with external partners where appropriate.

We regularly review the thinking behind all investment selection programs as well as their execution. This lets us assess whether the programs remain likely to deliver meaningful and sustained value for the costs and risks involved. If our conclusion changes, we adjust or curtail the strategies.

3. STRATEGIC TILTING

Strategic tilting is a deliberate, temporary shift of asset allocations and factor exposures away from the portfolio's established long-term targets. We do this when we believe there are disparities between current market pricing and long-term fundamental values for specific asset classes. It is a value-oriented contrarian strategy, which may go against prevailing market trends. We buy when current pricing indicates that the future returns will be above our long-term expectations (e.g., buying equities as the market is falling). We sell when we project future returns will be below those expectations.

Two key factors underlie our use of strategic tilts to help generate additional returns to the Fund:

1. We believe that in the medium term, asset class returns are somewhat predictable. We also believe that asset prices have a tendency to revert towards their fundamental value over time; and
2. The strategy aligns with our long investment horizon and the ability to withstand short-term adverse movements. This allows us to be less concerned about the precise timing of when assets will return to their fundamental values.

We manage tilt positions internally, subject to Board-approved limits. While strategic tilting is not typically as powerful in the long run as the other two sources of returns, it can at times add materially to total returns, protect Fund asset values, or both.

We have formed a dedicated Strategic Tilting group to further develop our approach, extend research and improve allocation processes to make judicious shifts in asset class, currency and broad factor allocations when we are sufficiently confident of the potential reward/risk tradeoff.

BALANCING INTERNAL AND EXTERNAL EXPERTISE

Because of our size and professional environment, we can maintain expert internal teams to manage large parts of the CPP Fund. This has two main benefits.

First, it avoids external fees and lowers other management costs. We often have the skills to carry out activities similar to those of external management firms with comparable expertise but at a much lower cost. Every dollar saved is additional net income for the Fund – and much more certain than a dollar of possible return. More detail on how we control costs is found in the Managing Total Costs section on page 46.

The second benefit of internal management comes from the range of expertise that we bring to assessing investments and strategies:

- > All groups in our Public Market Investments department can draw on specialized strategies, trading and structuring capabilities designed specifically for our programs and their execution;
- > Our Fundamental Equities group has the management experience to make a major contribution to the corporate growth and operational strategies of selected public companies in which we take a substantial stake;
- > The professionals in our Real Assets, Private Investments and Investment Partnerships departments have the ability to engage and co-invest as equals with well-aligned external partners who provide access and specialist capabilities in private investments; and
- > Our international offices are critical to maintaining valuable relationships and partnerships in all international markets.

We also recognize the enormous breadth of external expertise that can benefit the Fund. We will consider engaging an external manager wherever we can add a strategy that we cannot execute as effectively on our own. These strategies must be relevant, distinct and meaningful and we must be able to scale them up as the Fund grows. Expert external managers not only provide specialist strategies, they often also share valuable knowledge with us as long-term partners.

The Board approves all external manager appointments above certain limits. The manager must demonstrate expertise and, equally important, must be judged capable of providing risk-adjusted value that will more than offset the cost of external fees. We are mindful of principal/agent conflicts, and as such, we structure external contracts and mandates with great care to align our partners with the interests of the Fund. To do so, we make use of performance-based fees, sharing of investment gains beyond threshold performance levels and deferred payouts.

Our Investment Partnerships department has the internal depth and knowledge to successfully evaluate strategies and managers, in both public and private markets around the world. Selecting, mandating, monitoring, managing and replacing external organizations demands skills that are quite different from those required to select individual investments. The experience and insights of our team enable us to distinguish solid, sustainable opportunities from those that are fleeting, weakly founded or poorly executed.

Many investors are at a disadvantage because the external managers they appoint are far more knowledgeable than their in-house staff. At CPPIB, all of our teams have the capabilities to work with any of our world-class partners as mutually respected peers.

OUR TOTAL PORTFOLIO INVESTMENT FRAMEWORK

Since the adoption of our long-term business plan in fiscal 2015, we have progressively developed our investment framework to implement the structures, accountabilities and methodologies that we believe will best enable CPPIB to meet its investment objective. We have a dual focus:

- > To achieve long-term *total returns* that will help sustain the CPP and pay pensions; and
- > To use our comparative advantages to earn long-term *net value-added returns* compared to a low-cost, passive investment strategy.

When assessing the sustainability of the CPP, the Chief Actuary assumes a long-term net annual return averaging 3.9% after inflation. If through active management, we could consistently deliver returns averaging 0.5% a year higher, then:

- > The minimum contribution rate could eventually be reduced from 9.79% of covered earnings to 9.43%. That is equivalent to a combined savings to employees and employers of more than \$1.7 billion annually at current earnings levels.
- > Alternatively, the additional returns could be used to increase benefits or held in reserve to strengthen the sustainability of the CPP.

At the same time, we must manage CPPIB's investments responsibly. We must strike the right balance along the return-risk spectrum. Due to the design of the CPP, what is prudent for the CPP Fund is materially different than for most other pensions and individual portfolios. In other words, the measure of undue risk of loss is highly specific to the particular circumstances of the CPP Fund. We are not preoccupied with short-term volatility in Fund returns. Rather, we set the risk level for the Fund by focusing on longer-term risks that could lead to increased CPP contributions or reduced CPP benefits.

To balance the maximization of returns with the control of risks, our Total Portfolio Investment Framework has three principal components:

1. Risk Appetite – Expressed by the Reference Portfolio
2. Diversification – Represented by the Strategic Portfolio
3. Management – Executed through the Target, Active and Balancing Portfolios

1. RISK APPETITE – THE REFERENCE PORTFOLIO

The foundation of investment strategy for any portfolio is to determine a prudent and appropriate risk level. At a minimum, we must accept the level of risk for the Fund that would be expected to generate the net real return required to sustain the CPP (all other assumptions being met). Depending on long-term return assumptions, we believe that a portfolio of 40% global public equities and 60% Canadian governments' bonds is the lowest risk, simplest portfolio that we can expect to meet this requirement. As noted above, however, there are major potential benefits to achieving better returns, by undertaking a higher but still prudent risk level.

Our View on Currency Hedging

Many Canadian pension funds make substantial use of currency hedging, which reduces the impact of currency changes on the value of their foreign investments. But hedging has a financial cost. And when the Canadian dollar depreciates, hedging requires setting aside cash or generating it quickly to meet hedging contract obligations.

We believe extensive hedging of foreign investments is not appropriate for the CPP Fund for the following reasons:

1. For a Canadian investor, hedging foreign equity returns reinforces, not reduces, their inherent risk. This is due to the Canadian dollar's status as a commodity currency. The dollar tends to strengthen when global equity markets are rising and weaken when they are falling. We believe that the Canadian dollar will continue to behave in this procyclical way, but we are less confident that there will be sufficient return to compensate for accepting this risk.
2. When the Canadian dollar strengthens against other currencies as a result of higher commodity prices, especially oil, the Canadian economy is likely also stronger. That in turn should mean increased earnings for CPP contributors as a result of higher real wages. As earnings rise, so should contributions to the CPP. This represents a natural hedge for the CPP, which reduces the need for explicit currency hedging of the CPP Fund's foreign investments.
3. The cost of hedging currencies of many developing countries is prohibitively high. And if these countries continue to experience higher productivity and economic growth, their currencies should tend to strengthen.
4. We can substantially mitigate currency risks by holding a broadly diversified set of currency exposures across the world, as shown on page 43.

Accordingly, for the most part, we do not hedge foreign currency exposures to the Canadian dollar. Not hedging can work in either direction. In years of major strengthening or weakening of the Canadian dollar, total performance of the CPP Fund will differ from funds with a standing policy of greater hedging. For example, when the Canadian dollar strengthened along with global equities and commodity prices in fiscal 2010, the Fund generated \$16 billion in overall investment returns despite a \$10.0 billion loss in the Canadian dollar value of our foreign holdings. On the other hand, we realized currency gains of \$9.7 billion in fiscal 2014, \$7.8 billion in fiscal 2015 and \$5.2 billion in fiscal 2016 as foreign currencies strengthened against the commodities-driven Canadian dollar. Currency movements had a relatively small positive impact in fiscal 2017.

Based on very long-term projections, the Chief Actuary estimates that contributions will finance 65–70% of future Base CPP benefits. Investment returns will finance 30–35%. In other words, contributions will be almost twice as important as investment returns in sustaining future CPP benefits. This is very different than most fully funded defined benefit pension plans, which are much more dependent on investment returns to finance the larger share of long-term benefits and hence generally more risk-averse than the CPP Fund needs to be. The funding structure of the CPP means that:

- > Short-term volatility in returns has much less impact on the CPP's sustainability and minimum required contributions than for conventionally funded plans.
- > A truly long-term perspective can be taken, in which the expected higher returns from undertaking a higher but still prudent investment risk profile tends to increasingly offset the impact of higher short-term volatility as the time horizon lengthens. In fact, it eventually reduces overall risk to the CPP.

Given these key factors, in fiscal 2014, the Board and Management of CPPIB concluded that the risk level of the Fund could and should be increased over time, with a corresponding increase in expected long-term returns. They approved a gradual increase to the equivalent risk level of a portfolio of 85% global equities and 15% Canadian governments' bonds.

We express the appropriate risk target by means of the Reference Portfolio. This two-asset-class portfolio comprises only public market global equities and fixed-payment bonds issued by Canadian governments. Each class is represented by broad market indexes that could be passively invested in at minimal expense. The chart below shows the progression of the Reference Portfolio.

"Global equities" includes both developed and emerging markets, and takes into account their evolving market capitalization. Because we no longer have a separate allocation to Canadian equities, the composition of the S&P Global LargeMidCap equity index effectively determines the weighting of Canadian equities in the Reference Portfolio. As of March 31, 2017, this market weighting was approximately 2.6%. However, the actual Investment Portfolio will likely continue to contain a higher percentage of exposure to Canadian equities, as we take advantage of our home-country knowledge and access.

We review the appropriate risk level for the Fund at least once every three years, taking into account the increasing maturity of the CPP, its evolving funded status and then our best estimates for long-term economic and capital markets factors. We recognize that the appropriate level of total investment risk would likely be significantly different for the fully funded Additional CPP than for the current Base CPP due to different financing approaches.

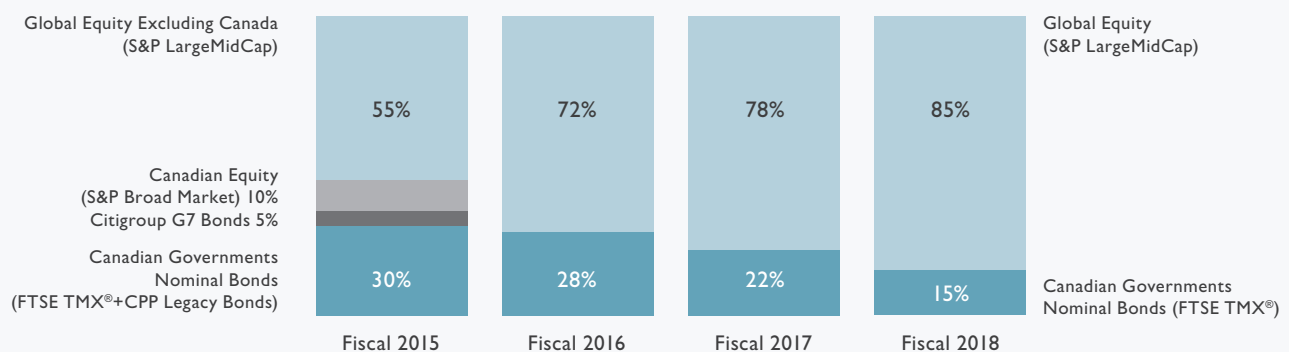
We have developed a Long-Term Risk (LTR) model for overall risk measurement, and intend to start using it in fiscal 2018. This model is significantly different from the previous more conventional mechanism, which used shorter-term measures. We will continue to use the old model for comparison.

The LTR model is more consistent with CPPIB's investment strategy and the longer average horizon of our investments. It also reflects the longer time period over which persistent underperformance of the Fund would become apparent.

In designing the LTR model we followed five key principles:

1. Use a forward-looking methodology, but have it based on a long period of historical data with a sufficiently wide range of economic and market conditions. We chose the period since 1971.
2. Base the primary measurement of risk on a five-year horizon. This is a reasonable compromise between the very long-term and practical usage.
3. Estimate risk by calculating both the size and likelihood of loss potential, in as-reported Fund values after inflation.
4. Include all major contributors to total risk, both systematic and idiosyncratic (including active portfolio management).
5. Translate the absolute value of measured risk into the equivalent equity/debt risk.

REFERENCE PORTFOLIO – A SHIFT ALONG THE RETURN-RISK SPECTRUM



After the Chief Actuary's review was published in September 2016, we began reviewing the Reference Portfolio that will be used for the upcoming three years. This review will affirm or modify our long-term risk appetite. The actual Investment Portfolio may have more or less measured risk than the Reference Portfolio. However, we will maintain it within the governance limits described on page 29.

FUND RETURN BENCHMARK

In addition to serving as the expression of risk appetite, the passive Reference Portfolio performs a second critical function as the benchmark for the total net return of the CPPIB Investment Portfolio. While the Investment Portfolio generally has risk similar to the Reference Portfolio, it has much broader composition that currently includes over 47% in private investments and is actively managed. Given the wide differences in holdings between these two portfolios and the time necessary for the long-term active strategies of the Investment Portfolio to demonstrate results, we focus ongoing performance assessments on the outcomes over five- and 10-year periods.

2. DIVERSIFYING SOURCES OF RETURN AND RISK – THE STRATEGIC PORTFOLIO

Matching the risk of a Reference Portfolio

of 85% equity and 15% debt does not mean that we simply hold 85% of the Fund in equities. This would be quite imprudent, as the portfolio's downside risk would be almost completely dominated by a single risk factor – that of the public equity markets.

We can, however, build a portfolio with a much superior return-risk profile by blending a variety of investments and strategies that fit CPPIB's comparative advantages. Each of these strategies offers an attractive return-risk tradeoff of its own, and their addition clearly reduces the dependence on public equity markets.

First, we can invest in a higher proportion of bonds and also add two major asset classes with stable and growing income, core real estate and infrastructure. By themselves, these lower the risk of the overall portfolio. To further manage the total risk towards our target, we can then add a wide variety of higher return-risk strategies, such as:

- > Replacing publicly traded companies with privately held ones;
- > Substituting some government bonds with higher-yielding credits in public or private debt;
- > Judiciously using leverage in our real estate and infrastructure investments, along with increased investment in development projects;

- > Increasing participation in selected emerging markets; and
- > Making significant use of “pure alpha” investment strategies, which rely on the skills and experience of our managers.

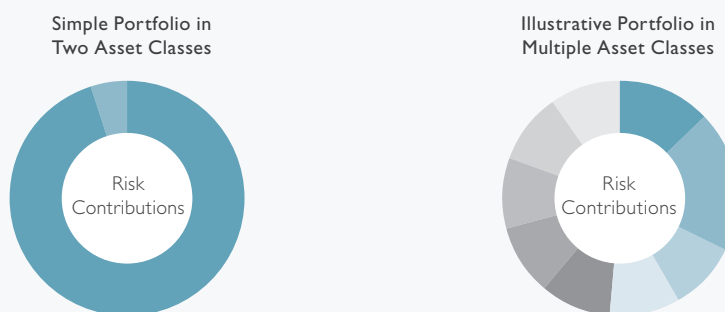
However, the resulting portfolio would still carry a lower risk level (and thus lower expected long-term return) than we believe is appropriate for the Fund and its objectives. Clearly, we do not wish to reduce high-quality but lower risk assets where we have particularly strong comparative advantages. Therefore, to raise the risk level and expected returns, we make use of a limited degree of leverage through the issuance of CPPIB short- and medium-term debt and the use of derivatives. Leverage enables us to:

- > Maintain sufficient liquidity;
- > Increase our holdings of lower risk asset classes that generate attractive risk-adjusted returns; and
- > Achieve the optimal overall return-risk profile for the investment portfolio.

Using these tools, we build the Strategic Portfolio in two steps:

- I. We first design an optimal strategic mix of key return-risk factor exposures (see page 29 for more information) best suited to meet the Fund's objectives. We do

CHARACTERISTICS OF INVESTMENT PORTFOLIO WITH ENHANCED RETURN-RISK PROFILE



	Simple Portfolio in Two Asset Classes	Illustrative Portfolio in Multiple Asset Classes
Equity/Debt Risk Equivalence	85/15	85/15
Active Programs Contribution	None	High
Public Equity Allocation	High	Moderate
Diversification	Low	High
Comparative Advantage Alignment	Low	High
Major Loss Potential in Market Extremes	High	Moderate
Best Return-Risk Profile	No	Yes

this by looking at the underlying return-risk characteristics of each asset type and incorporating the effects of active management strategies and leverage. We do not impose any investment restrictions other than the practical market limitations facing a fund of our size. The mix of factor exposures is designed to maximize expected long-term returns, at the same total risk level as the Reference Portfolio.

2. We then translate these desired long-term factor exposures into weightings of six distinct public and private asset classes. The Strategic Portfolio also expresses our long-term plan for allocating assets to four geographic regions.

The result is a highly diversified aspirational portfolio at the intended total risk level. It has both a significantly higher expected return and greater resilience to extreme downturns than the Reference Portfolio.

The strategic factor allocations we choose provide clear direction to guide the choices we make of investment programs and strategies as the Fund continues to grow. It leads to a set of "Signals" that help each investment program execute its specific mandate and collectively deliver the targeted factor exposures. For each investment group, each Signal sets out:

- > The nature, areas and types of investments;
- > Intended contributions to total portfolio return-risk profile;
- > Targeted size of assets and/or risk allocation in five years' time;
- > Long-term expected risk and returns characteristics; and
- > Geographic, sector and other guidelines.

We review the Strategic Portfolio at least every three years, when we review the Reference Portfolio.

3. MANAGEMENT – THE TARGET, ACTIVE AND BALANCING PORTFOLIOS

While the Strategic Portfolio is a long-term plan to deliver on the Fund's objectives, the actual Investment Portfolio must also take into account the practical business and investment plans of each investment department and group. Also, the values of portfolio investments change daily as investments are bought and sold. So there is inevitable movement in the weights of total portfolio holdings and risk exposures.

STRATEGIC PORTFOLIO ASSET CLASS AND GEOGRAPHIC CLASSIFICATIONS AND PERCENTAGE WEIGHTS

ASSET CLASS	% Weight
Public Equity	41%
Private Equity	21%
Public Fixed Income (high-quality government issues)	27%
Credit Investments (private debt and public fixed income excluding high-quality governments)	8%
Real Assets (public and private, including real estate, infrastructure, resources, agricultural land)	23%
Cash and Absolute Return Strategies ¹	-20%
	100%

GEOGRAPHIC REGION	% Weight
Americas Developed Markets	53%
Europe, Middle East and Africa Developed Markets	23%
Asia Pacific Developed Markets	9%
Emerging Markets	15%
	100%

¹ Sustained explicit and implicit financing of the investment holdings of the Investment Portfolio, partially offset by net assets in Absolute Return Strategies and short-term holdings. The controlled use of such financing enables the optimal diversification of the portfolio at the targeted risk level, and helps maintain necessary liquidity.

We address these naturally changing weights with our Target Portfolio and Balancing Process. These control how we actually invest assets today and over the upcoming fiscal year. The Target Portfolio uses the same six asset classes and four geographic regions as the Strategic Portfolio. It sets out the permitted ranges in terms of percentage weights for each asset class and geographic region over the year. We may also add more specific limits, such as on investments in a single country.

As always, our individual investment groups will only make an investment when there is sufficient prospect of an appropriate risk-adjusted return. We never make an active investment simply because it fills a gap in a particular asset

class or geographic region. However, the Target Portfolio ranges ensure that we achieve the desired growth, balance and control of total portfolio return-risk factor exposures, and direct available resources to the best areas of long-term opportunity.

To effectively manage the Investment Portfolio, we view it in two components – the Active Portfolio and the Balancing Portfolio:

- > The Active Portfolio is the collective holdings directly resulting from the specific investment selections of the investment departments, guided by their programs' Signals, at current valuations.

- > The Balancing Portfolio comprises the remainder of total assets, held entirely in readily tradeable public market securities. Given the factor exposures in the Active Portfolio at any time, we adjust the Balancing Portfolio to maintain the intended overall mix for the total portfolio – without undoing any strategic tilts and subject to the Target Portfolio ranges, absolute risk limits and sufficient liquidity.

The Balancing Process aggregates the risk factor exposures of the Active and Balancing Portfolios daily. When these aggregate exposures vary too much from the intended total portfolio allocations, we make optimal trades within the Balancing Portfolio to bring the Investment Portfolio back into line.

FACTOR INVESTING – IMPLEMENTING THE TOTAL PORTFOLIO APPROACH

By themselves, asset class labels do not fully convey the highly diverse nature of the investments within each class. For example, real assets such as property and infrastructure investments clearly have attributes of both equities and fixed income in addition to their specific attributes. Private and public investments may appear fundamentally similar, but their liquidity is very different as well as their respective balance of fixed and variable costs. Debt securities carry a wide range of durations and credit risk. Equities vary in their geographic sector and financial leverage exposures.

Because of all these variables, we need to have a unified measure of total exposures to the key return-risk factors, used throughout the Total Portfolio Investment Framework. We achieve this by mapping each investment or program according to how much each risk factor affects them. The key factors include:

- > Movements in equity markets;
- > Credit spreads over government bonds;
- > Real assets characteristics;
- > Country and regional influences;
- > Volatility; and
- > Illiquidity – how difficult it is to convert an asset into cash.

When we construct portfolios, we take into account how much exposure we want to each risk factor. We also use these factors to analyze how major potential new investments will affect the exposures of the total portfolio. As markets, security prices and investment values change, the Total Portfolio Approach drives how we rebalance the portfolio and avoid unintended risk exposures. For example, it has enabled us to prevent unrecognized equity-like risk from creeping into the portfolio through alternative asset classes.

GOVERNANCE FRAMEWORK

Board governance of the investment strategy has four basic elements:

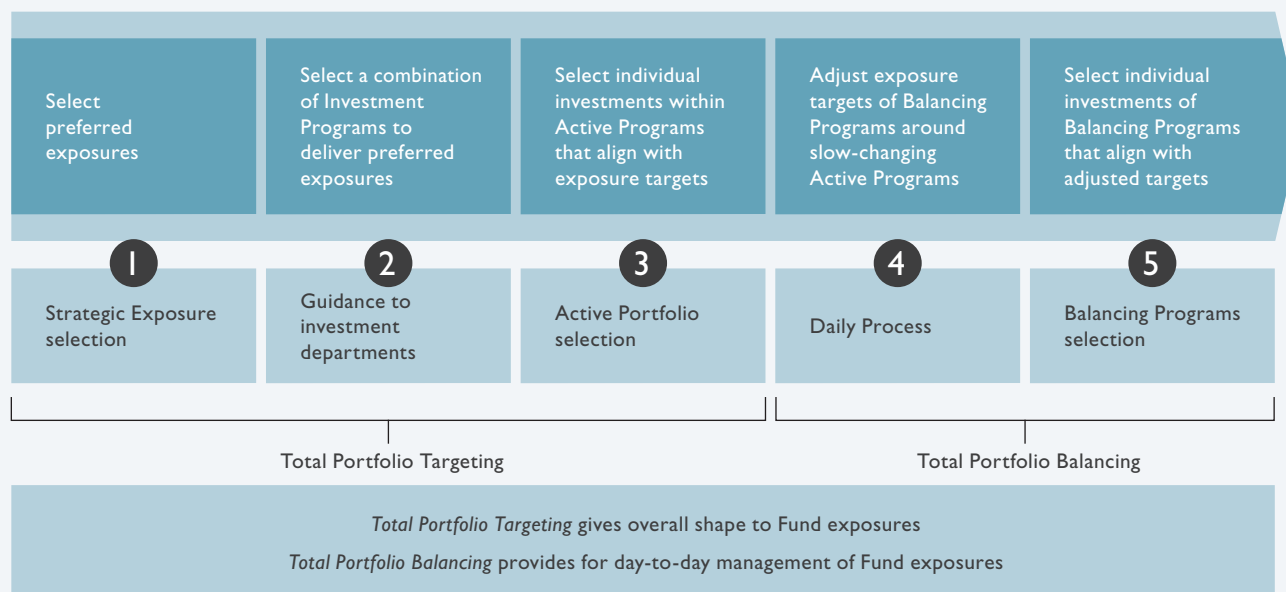
1. **Setting Absolute Risk Limits** – The lower limit is the minimum degree of risk we believe is necessary to generate the minimum expected total portfolio returns to sustain the CPP. The upper limit is the maximum degree of risk the Board believes is justifiable for the Fund, beyond which further risk-taking would be undue. Risk is expressed in portfolio equity/debt risk equivalence terms. Management must maintain the Investment Portfolio within these limits at all times.
2. **Approving the Reference Portfolio** – Every three years, the Chief Actuary releases a report on the CPP. Management then proposes the Reference Portfolio as a simple, low cost, readily investable

portfolio carrying an appropriate level of risk. This expresses the total risk target for the Investment Portfolio and also represents the benchmark for overall Fund performance.

3. **Approving the Business Plan** – This annual exercise sets out the current and longer term investment and operating plans for each department. The plan includes confirmation or adjustment of the Strategic Portfolio and the Target Portfolio ranges. The Board also approves the Absolute Risk Operating Range (AROR) for the upcoming fiscal year, always within the Absolute Risk Limits. The AROR limits how far the total risk of the Investment Portfolio can stray from that of the Reference Portfolio without specific Board approval.
4. **Approving the Risk Policy** – The Board approves this document annually. It formalizes the constraints in the three previous elements and sets out the measures the Board and Management will use to monitor and control risks. It also spells out limits on other risks, such as credit risk and the exposures to counterparties.

As required under the CPPIB Act, the Board also approves new appointments of external managers, delegating to the CEO those appointments where assets under management will be below a defined level.

TOTAL PORTFOLIO INVESTMENT FRAMEWORK



At times, Management may wish to make a strategic tilt in the total portfolio composition. If the tilt would take the portfolio outside the Target Portfolio ranges and/or the Absolute Risk Operating Range, the Board must approve it first. If market changes alone take the portfolio materially outside the Target Portfolio ranges, Management must either:

- > Present the Board with a plan to address the situation; or
- > Request a variance for a specific time period.

The Board receives comprehensive quarterly reports on the Investment Portfolio in order to monitor:

- > Investment Portfolio growth and composition;

- > Management's progress against the year's investment plans;
- > Total risk and other risk measures;
- > Total returns, and individual program contributions; and
- > Value-added versus the Reference Portfolio.

ALIGNING THE INVESTMENT FRAMEWORK THROUGHOUT THE ORGANIZATION



How We Maintain Accountability for Risk-taking and Performance

Successful investing requires clear decision-making and accountability. It also requires competitive compensation and carefully aligned performance-based incentives. The diagram above shows how we align all our activities throughout the organization.

INVESTMENT PLANNING COMMITTEE

Management's Investment Planning Committee (IPC) has overall accountability for the long-term Investment Portfolio. The IPC proposes the Risk Policy and other governance elements to the Board, and is then responsible for ensuring control of overall portfolio return-risk exposures within the Board governance framework outlined above. Each year, the IPC also approves the investment plans and Signals (as described on page 28) for all investment departments, and recommends them for CEO approval.

The IPC is the primary committee of senior management with investment responsibilities. A review of its terms of reference was undertaken during this fiscal year to confirm or clarify its responsibilities and delegations, as outlined below.

Taking into account recommendations by departments and IPC subcommittees, the IPC provides or approves:

- > The framework for governing, targeting, measuring and managing investment risk, and the Total Portfolio Investment Framework described on page 25;
- > Long-term strategy to balance and optimize the three sources of returns (see page 22);
- > Appetite for distinct return-risk factors in the Investment Portfolio;
- > Approach for managing other broad factors such as emerging markets exposure, climate change and sustainable investing practices;
- > Appropriate use and limitation of leverage in various forms. This includes recommending to the CEO and Board the level and form of full recourse borrowing by CPPIB;
- > New investment programs and their mandates, and recommendations to curtail programs; and
- > Principles and frameworks for key models and methodologies.

The IPC is also responsible for monitoring performance of the Investment Portfolio, and evaluating the success of programs. The IPC delegates specific authorities and responsibilities to investment and operational departments

for certain recommendations, next-level down decisions, implementation and program monitoring.

The IPC may undertake strategic investments that will fall under its accountability, but delegating their day-to-day management of such investments to a particular investment group.

The IPC directs the overall liquidity position of the Fund. CPPIB has the ability to raise funds through the issuance of commercial paper and medium-term notes, and other methods, which provide flexibility in managing total Fund liquidity. During the fiscal year, CPPIB expanded both our commercial paper and medium-term note programs as described on page 53; these borrowings continue to carry the highest AAA credit ratings from Standard & Poor's, Moody's and DBRS.

The chair of the IPC is the Chief Investment Strategist, who also heads the Total Portfolio Management department. The CEO is also a member of the Committee. The IPC has designated two sub-committees, one dealing with Strategic Tilts and the other with Liquidity.

Measures of success for the IPC are:

- > Absolute returns on the Investment Portfolio;
- > Total net dollar value-added relative to the Reference Portfolio; and

- > The delivery of a total portfolio at the targeted risk level, that is soundly diversified across return-risk factors and progressing efficiently as planned towards the Strategic Portfolio.

INVESTMENT RISK MANAGEMENT

The Investment Risk group within the Finance, Analytics and Risk department independently provides the IPC with basic and supplementary risk assessments. These include stress tests to estimate the potential impacts of major events. For example, we model the potential impact of incidents similar to the 1987 equity crash, the emerging markets currency and debt crisis of 1997–98, and the global financial crisis of 2008–09. As described on page 26, we have developed a long-term risk model and we also continue to develop new frameworks to better estimate emerging risks, and enhance our strategic decision-making.

We use a statistical technique called Value-at-Risk to measure the level of risk within our portfolios over a specific timeframe. (See page 122). An important element in this measurement is credit risk. This is an estimate of the potential loss if borrowers default on loans from CPPIB or if counterparties in financial contracts fail to meet their financial obligations to CPPIB.

Investment risk management is an important part of the Enterprise Risk Framework, as described on page 66.

TRANSACTION APPROVALS

Investment Management Authorities established by the CEO set out the authorities of investment departments to make specific investment transactions for the Fund. The Authorities include the requirement for approval of transactions above certain sizes by one of two committees – the Credit Investments Committee (CIC) for credit-related investments and counterparties, or the Investment Departments Decision Committee (IDDC) for all other types of transactions. Approval by the Investment Committee of the Board is also required for transactions above certain sizes.

INVESTMENT DEPARTMENTS AND GROUPS

Each investment department or group therein is accountable for:

RISK/RETURN ACCOUNTABILITY FRAMEWORK

Accountability

Board of Directors ¹	▶
Human Resources and Compensation Committee ¹	▶
Investment Planning Committee (advised/implemented by Total Portfolio Management department)	▶
Investment Departments	▶
Total Portfolio Management	▶

1. Approval of Management recommendations.

Risk/Return

• Reference Portfolio • Strategic Portfolio
• Compensation and incentive frameworks
• Target Portfolio Ranges • Departmental asset and risk targets • Program approvals and Signals • Total portfolio risk management • Investment Portfolio returns and DVA
• Active programs to generate exposures, returns and value-added
• Balancing programs to deliver intended total return-risk factor exposures

- > Decisions to propose or reject new strategies, and to resize or reposition existing strategies, within the overall guidance for total portfolio factor exposures;
- > Identification, access and selection of investment opportunities and partners;
- > Undertaking individual investment transactions to build portfolios as guided by the applicable Signals; and
- > Cost-effective execution of active portfolio management programs within their mandates.

Measures of investment success for each department or group include both absolute returns and the value-added, after all costs, compared to appropriate risk-adjusted benchmarks. Equally important is their contribution towards delivering the targeted return-risk factor exposures and total return of the Investment Portfolio.

HOW WE MEASURE AND COMPENSATE PERFORMANCE

Each year, the Human Resources and Compensation Committee (HRCC) of the Board of Directors approves the compensation structure for all levels of employees. It ties incentive compensation to the following elements:

1. Total Fund investment results, both as total return and as value-added relative to the Reference Portfolio;
2. The Department and Group performance, measured against a variety of objectives set in the annual business plan; and
3. Individual performance.

Full details of our compensation system in the Compensation Discussion and Analysis section, begins on page 70.

Investment program returns for compensation purposes are calculated after deducting all investment costs, external manager and other fees, as well as internal operating expenses.

HOW WE SET BENCHMARKS AND VALUE-ADDED TARGETS

At the total portfolio level, returns on the Reference Portfolio form the benchmark. At the investment group level, the benchmarks and long-term competitive value-added targets are established for each program. These targets represent the broad investment characteristics of each program, its risk level and its inherent opportunities. The targets are then used as part of the assessment of each investment group's success.

Our external auditors examine the methods and results for determination of actual and benchmark returns at the total Fund level and report their findings to the HRCC. An independent advisor has confirmed that our processes meet or exceed the standards in the G20 Principles on Compensation in Financial Services.

Following a review in fiscal 2016, we decided to simplify the benchmarks used for incentive compensation and reduce their number to a single benchmark and value-added target for each program. The intent is to promote greater focus on the total performance of each program when viewed as a whole and to reduce unnecessary complexity and cost. We also extended the primary evaluation period to five years.

Below are specific benchmarks used for individual investment programs to which a competitive value-added target is added for each program:

Public Markets: Most active programs aim to generate returns that are largely independent of market movements. At the start of each year, we set dollar targets for the degree of risk each of these programs is expected to take. We also set an overall target Information Ratio (a risk-adjusted measure of performance, calculated as the value-added net of returns on cash employed, divided by its annualized volatility). This gives us a dollar target that is then allocated among the respective programs. For any program incorporating deliberate systematic risk, a representative public index (or blend) is used as the benchmark.

Private Equity: Large/midcap public equity index for Developed, Emerging or Global markets depending on the program.

Natural Resources: Developed Energy large/midcap public equity index.

Infrastructure: Weighted blend of indexes of global large/midcap public equities and G7 government bonds.

Private Credit Investments including Intellectual Property: Weighted blend of three indexes, for U.S. leveraged loans, U.S. high yield corporate bonds, and emerging market bonds.

Private Real Estate Equity: Global Fund Manager Property index.

Private Real Estate Debt: Weighted blend of indexes of investment-grade Real Estate Investment Trust (REIT) bonds and leveraged loans.

Investment Departments Overview

This section provides an overview of the responsibilities of our four investment departments:

- > Public Market Investments (PMI)
- > Investment Partnerships (IP)
- > Private Investments (PI)
- > Real Assets (RA)

It also describes the responsibilities of the Total Portfolio Management (TPM) department. TPM supports the Investment Planning Committee (IPC) in coordinating the contributions of all investment programs to the Investment Portfolio and implementing the Total Portfolio Investment Framework, described on page 25.

Details about the fiscal 2017 and longer-term performance for the active portfolios of each investment department and for the IPC Portfolio begin on page 50.

TOTAL PORTFOLIO MANAGEMENT

The TPM department acts as the operational arm of the IPC. It enhances portfolio composition and performance in four broad ways:

- > Development of the recommended long-term return-risk factor allocations leading to the Strategic Portfolio, the Target Portfolio ranges, and the shorter term path for Investment Portfolio composition within those ranges;
- > Guidance and coordination for the investment departments' activities to help ensure that each contributes effectively to the total portfolio in a coherent way;
- > Guidance for the Balancing Portfolio to maintain or achieve intended overall return-risk factor exposures working with the Global Capital Markets (GCM) group in Public Market Investments to (i) optimize the efficient construction of the portfolio components through public security selections and (ii) maintain and optimize the appropriate liquidity in the Investment Portfolio; and

- > Guidance for the Fund's overall foreign currency exposures (excluding active tactical currency allocation) when needed under the approach described on page 25, working with the Treasury group in the Finance, Analytics and Risk department and GCM. Centralized currency management is more cost-effective and provides better control of overall exposures than managing currencies within each investment department.

To support all CPPIB investment activities, TPM conducts high-level investment research on asset classes, return-risk factors, portfolio construction and active management strategies. TPM also develops CPPIB's primary economic and market forecasts that help frame investment decision-making for the total portfolio and within specific investment programs.

Our annual business planning process is integral to the development of the total portfolio over time. TPM and the investment departments first scope out the full range of potentially attractive investment areas in each active program over five-year and one-year periods. Considering the portfolio as a whole, we then narrow these down to the preferred range of five-year deployment for each program. This enables us to practically achieve the aspirational return-risk factor allocations underlying the Strategic Portfolio. These directions are formalized in the ID Signals as described on page 28. To assist in comparing expected returns on prospective investments with local alternatives, TPM provides supplementary guidance to the investment departments through current expected returns for local public equity and debt markets for the anticipated terms of new investments.

Each department's annual business plan then specifies the people, international offices, technology, liquidity and other resources needed to cost-effectively support the investment plans.

TPM is also responsible for multi-year forward modelling of projected Fund returns and assets, and of expected CPP contributions, benefits and net liabilities. This asset/liability modelling and associated long-term risk assessment supports our periodic reviews of the Reference Portfolio and the Strategic Portfolio.

PUBLIC MARKET INVESTMENTS

Public Market Investments (PMI) invests in publicly traded equity securities, as well as listed and over-the-counter derivatives that are related to such securities. These active management activities are undertaken through market-neutral or long/short strategies, as previously described on page 22. PMI is also responsible for providing public market execution and funding services for all investment groups and manages a growing number of strategies on behalf of the IPC.

PMI's mandate is to:

- > Design and execute a range of equity strategies to generate additional returns from successful active management;
- > Manage public market exposures in the Balancing Portfolio, coordinating with the TPM department;
- > Coordinate and optimize Fund liquidity, including administration of CPPIB's debt issuance program; and
- > Execute public market transactions for all active programs.

In fiscal 2017, PMI restructured parts of the department to better align with our focus on the total Fund return and current business requirements. As a result of these changes PMI:

- > Formed new teams within the Global Capital Markets group to implement alternative factor exposure strategies;
- > Formed the Strategic Tilting group;
- > Wound down the Global Tactical Asset Allocation and Short Horizon Alpha programs;
- > Commenced integration of the Relationship Investments and Active Fundamental Equities (formerly known as Global Corporate Securities – Fundamental Investing) groups into a combined group called Fundamental Equities; and
- > Renamed the investment group formerly known as Global Corporate Securities – Quantitative Investing to Quantitative Equities.

PMI is now organized into the following investment groups and the Sustainable Investing group. These groups are supported by the Business Management team.

GLOBAL CAPITAL MARKETS

Global Capital Markets (GCM) provides four services critical to the efficient management of public market assets:

1. Manages the Fund's targeted market, risk and liquidity exposures within prescribed ranges, in collaboration with the TPM

department. This function includes deploying and/or raising funds for Cash, Equity and Fixed Income asset classes, as well as rebalancing asset class, currency and other exposures to target levels as market prices move. In all these activities, GCM must weigh minimization of transaction costs against close tracking to the desired portfolio composition;

2. Coordinates activities related to the prudent management of CPPIB's overall balance sheet, through its Cash & Liquidity Group. This includes assessing and analyzing the Fund's liquidity position and managing CPPIB's cash positions and asset/liability structure;
3. Executes the transactions required to fund major investments without undue negative market impact; and
4. Provides price-effective and timely execution services for active programs.

GCM also provides a wide array of value-added services over and above execution to other investment teams within CPPIB. GCM execution desks act as a central hub for implementation advice, trading strategies for dispositions and acquisitions, efficient hedge construction, and liquidity discounts.

OVERVIEW OF RESPONSIBILITIES

Board of Directors

- Approves total Fund risk appetite
- Approves Investment Policy Statement
- Approves Risk Policy
- Approves annual Business Plan
- Approves major investments and appointments of external management

Investment Planning Committee

- Targets and oversees total Fund asset, currency and risk exposures
- Approves investment programs
- Approves investment deployment Signals
- Undertakes select strategic investments

Finance, Analytics & Risk

- Recommends risk governance elements
- Provides risk measurements and assessments
- Provides returns measurements and attribution
- Manages short-term liquidity requirements

Investment Departments

- ◀▶ Total Portfolio Management
- ▶ Public Market Investments
- ▶ Investment Partnerships
- ▶ Private Investments
- ▶ Real Assets

QUANTITATIVE EQUITIES

The Quantitative Equities (QE) team manages highly diversified portfolios of securities providing exposures to desired investment factors, or common security attributes. These factors seek to identify repeatable, systematic sources of investment return from either risk premiums or market anomalies which cause temporary mispricing. By investing in a range of factors spanning multiple investment styles, regions and time horizons, the group seeks to diversify its sources of returns and reduce unnecessary volatility.

Managing programs across North America, Europe and Asia, the team focuses on refining existing strategies and factors for greater efficacy and developing new strategies and factors that can be implemented at a scale that is meaningful for the Fund. In addition to their research and investment activities, the quantitative team also focuses on sourcing and managing new data for use in investing and developing analytics, and collaborates on this work with other teams across the organization.

FUNDAMENTAL EQUITIES

There are two distinct programs within Fundamental Equities (FE).

> **Relationship Investments** – Relationship Investments (RI) makes significant direct minority investments in public (or soon-to-be-public) issuers where an investment by CPPIB can make a meaningful difference to the success of the company and therefore generate long-term outperformance relative to peers. Since the group's inception in 2009, RI has expanded its geographic reach to include companies listed on Canadian, American, European and key Asian exchanges. The team has a physical presence in the Toronto, Hong Kong and London offices. RI is also establishing a presence in Latin America. Investments can range from \$100 million to several billion dollars for a 5–25% ownership position. Each investment involves an active ongoing relationship with the company's management team and board of directors; such relationships are forged over time, while the team conducts extensive due diligence on the company. The group focuses particularly on transformative growth opportunities and transactions involving the

strengthening of balance sheets, or the transition of large ownership blocks. In most cases, RI obtains governance rights commensurate with the importance of its stake, while the company benefits from having a supportive cornerstone investor with a longer time horizon.

> **Active Fundamental Equities** – The Active Fundamental Equities (AFE) investment process takes advantage of structural advantages accruing to CPPIB as a long-term investor. Unlike other long/short managers, CPPIB's advantage as a long-term investor allows AFE to focus decision-making on intrinsic value over multiple years. AFE therefore benefits from considerably lower portfolio turnover and correspondingly lower transaction costs. AFE further generates alpha by exploiting security-specific research insights, where risks are concentrated in idiosyncratic positions and diversified across traditional quantitative factors. AFE research and investment teams use deep fundamental research to build long/short portfolios consisting of mispriced securities and regardless of investment style (i.e., value or growth). The portfolio is global in scope, encompassing both developed and emerging markets, and leverages the team's physical presence in Toronto, London, Hong Kong and New York.

STRATEGIC TILTING

Strategic Tilting (ST) manages the research and portfolio management activities needed to support and implement strategic tilting at the total Fund level. Strategic tilts are deviations away from the total portfolio's strategic asset allocation weights based on an assessment of the relative attractiveness of those assets at any point in time. Strategic tilts can be applied to major asset classes that are important to the Fund such as equity markets, bonds, credit and major currencies. See also page 24 for a further description.

SUSTAINABLE INVESTING

The Sustainable Investing (SI) group brings expertise in environmental, social and governance (ESG) matters to its work with investment professionals across all of CPPIB's investment departments. We believe that considering ESG factors in investment decisions and asset management activities

will lead to better long-term investment performance across the Fund. A company's approach to ESG often serves as a good indicator of the quality of the business and its management and board oversight, as well as how it will perform over the long term.

The Sustainable Investing group is focused on two core functions:

> **ESG Integration** – Sustainable Investing works with investment teams in Public Market Investments, Investment Partnerships, Private Investments and Real Assets to ensure that ESG risks and opportunities are incorporated into investment decision-making and asset management activities. Given CPPIB's mandate to pursue maximum investment returns without undue risk of loss, we integrate ESG factors into our investment analysis alongside other investment considerations rather than screening investments or, conversely, targeting investments, based on ESG factors alone. Sustainable Investing works with investment teams across CPPIB to establish and refine ESG-related investment processes, acting as internal experts.

> **Engagement** – Sustainable Investing supports CPPIB's role as an active, engaged owner and works to enhance long-term performance of companies in which we invest by engaging, either individually or collaboratively, with other investors. We encourage companies to provide better disclosure and adopt better practices on ESG factors that we believe are material to the long-term performance of the company. We pursue the full spectrum of engagement ranging from exercising our proxy voting rights to direct discussions with the board chairperson. We provide public disclosure of our Proxy Voting Principles and Guidelines that are updated annually. We also publicly disclose our proxy voting intentions in advance of shareholder meetings. Sustainable Investing actively engages with companies and stakeholders in a variety of means, including through engagement platforms such as the United Nations-supported Principles for Responsible Investment (PRI) initiative, the Canadian Coalition for Good Governance and Hermes Equity Ownership Services. Engagement activity is directed at

companies that present material ESG risks and opportunities as determined by research on the company, industry and region, along with industry standards and global best practices on ESG factors. Rather than excluding companies from our investment portfolio based on ESG factors, we work to promote positive change by working with companies on ESG issues that we believe are material to investment value. Sustainable Investing has four engagement focus areas: climate change, water, human rights and executive compensation.

In fiscal 2017, we introduced human rights as an engagement focus area. We have been engaging on human rights-related matters through the extractive industries (otherwise known as the oil & gas and mining sectors) focus area, but we decided to broaden the scope of human rights engagements to include other sectors such as consumer goods and information technology. As such, our prior work under the former extractive industries focus area will now be captured by the new human rights focus area and the existing climate change and water focus areas, and a separate extractives industries focus area is no longer necessary.

At CPPIB, we believe that it is our responsibility to take climate change into account to ensure that we are making sound investments over the long term. We dedicate resources toward understanding climate change risks and opportunities across our portfolio because we think this makes investment sense. Not only does climate change present a complex array of investment risks, it also presents attractive investment opportunities, including in the renewable energy sector.

We are pursuing a comprehensive approach that integrates climate change considerations across our investment activities. Climate change has been one of our engagement focus areas for a decade. As an investor with a long horizon, CPPIB has the ability to act as a patient provider of capital and to engage with the companies that we invest in to bring about change. We believe that engaging with companies on this topic and, often in collaboration with other investors, pressing for improvement will help build long-term value. This year, we led and participated in collaborative engagements alongside other global investors through which we pressed large

greenhouse gas emitters in oil & gas, utilities, and other sectors for improved disclosure related to climate change risks.

During fiscal 2017, SI launched an internal Climate Change Working Group, in order to more effectively channel our efforts with respect to climate change and coordinate work that is taking place in various parts of the organization. This is an investment-driven initiative to consider the impact of climate change on CPPIB's investments and to recommend actions to address these risks and opportunities. We are doing work to thoughtfully consider the impact of climate change on our portfolio as a whole, as well as on individual investments across our investment departments.

In May 2016, Stephanie Leait, CPPIB's Head of Sustainable Investing, joined the Financial Stability Board's (FSB) Task Force on Climate-related Financial Disclosures. The Task Force has 32 international members from the private sector. Members include capital providers, insurers, large global companies from a range of sectors, accounting and consulting firms, and credit rating agencies and is chaired by Michael Bloomberg. The FSB established the Task Force to develop recommendations for more efficient and effective climate-related financial disclosures so as to promote more informed investment, credit and insurance underwriting decisions. This mandate is well aligned with CPPIB's longstanding engagement work with companies related to climate change. The Task Force released its initial report and recommendations for public consultation in December 2016, and expects to issue its final report and recommendations to the FSB in June 2017.

We continue to support the annual Climate Change Information Request by the CDP (formerly the Carbon Disclosure Project), which seeks increased disclosure and management of climate change risks from approximately 6,000 companies globally on behalf of investors. During the fiscal year, we supported over 50 shareholder proposals related to climate change at companies in our portfolio.

The approach and activities of the Sustainable Investing and investment teams are further described in the *2016 Report on Sustainable Investing*. The report is published annually and is available on the CPPIB website.

INVESTMENT PARTNERSHIPS

Investment Partnerships (IP) establishes and broadens relationships with CPPIB's external managers through private and public market funds and related co-investments. IP currently maintains relationships with over 160 premier private equity and hedge fund managers around the globe. In addition, we make direct private equity investments in Asia, and identify long-term thematic investment opportunities. The IP department comprises three groups: External Portfolio Management, Thematic Investing, and Funds, Secondaries & Co-investments.

EXTERNAL PORTFOLIO MANAGEMENT

External Portfolio Management (EPM) creates value by engaging external managers whose distinct strategies and expertise in public markets are accretive and complement the overall CPPIB portfolio. These strategies are expected to offer attractive, sustainable results on a risk-adjusted basis, with value-added that has low correlation to that of internal investment programs. Each mandate must also be sufficiently scalable to be meaningful for the Fund's current size and expected growth.

Our external managers are valued partners with whom we seek strong long-term relationships. Unlike many traditional multi-manager programs, EPM does not make aggressive shifts in assets between strategies and managers. Rather, we control exposures and risks through balancing various types of strategies and generating a diversified return stream.

THEMATIC INVESTING

Thematic Investing (TI) conducts research and makes investments to capitalize on large structural changes and mega trends across the globe. As these evolve over many years, in some cases decades, they align well with our long-term investment strategy. Capital may be deployed using public or private asset classes. An example of TI's research is evolving demographics.

FUNDS, SECONDARIES & CO-INVESTMENTS

Working as one global team, Funds, Secondaries & Co-Investments (FSC) is a leading investor in private equity with three main streams of activity:

- > **Funds** – The Funds team focuses on identifying, making and monitoring capital commitments to large- and middle-market buyout and growth equity funds in North America, Europe and Latin America. We have a well-established portfolio of large private equity managers while we pursue new relationships in the middle market and with emerging managers. The Funds portfolio plays a critical role in the generation of investment opportunities for our direct investment platforms, in particular our Direct Private Equity and Secondaries & Co-Investments teams.
- > **Secondaries & Co-Investments (S&C)** – We participate in the secondaries market by acquiring interests in existing funds (LP Secondaries) and providing partial or whole-fund liquidity solutions to existing funds (Direct Secondaries). Secondaries transactions range in size from small single fund Limited Partner (LP) interests to portfolios in excess of \$1 billion. The Co-Investment program focuses on minority investments alongside our private equity partners, with a target investment size of up to \$275 million.
- > **Private Equity Asia (PE Asia)** – This team focuses on commitments to both regional and single-country private equity funds in Asia, and participates in the secondaries market in Asia. PE Asia also co-invests and makes co-sponsorship investments with General Partners in our funds portfolio and with other like-minded strategic partners.

PRIVATE INVESTMENTS

Private Investments (PI) invests in a wide range of private equity and credit assets. In some cases, the markets for these private assets are comparable in size to their public equivalents. They are well-suited for large, patient, knowledgeable investors. We seek to harvest the return premiums for investing in less liquid and longer-term assets, and for meeting particular financing needs of the entities to which we provide capital. Further, with expert partners, we can generate skill-based additional returns in a wide variety of ways:

- > At the inception of the investment, through access to the best opportunities, superior information, unique insights, and expert structuring and financing of transactions;

- > During the holding period, through careful stewardship, enhanced governance, and improvements in operations and profitability; and
- > Upon exit, through selection of the optimal path, timing and terms.

While early investments were made entirely through funds, we now have the required expertise to undertake direct investments. Nevertheless, partnerships with leading fund managers remain important to our strategy.

In fiscal 2017, our Infrastructure and Agriculture groups merged with Real Estate Investments to form a new department, Real Assets. This change creates better alignment with our Strategic Portfolio. The PI department is now organized into four specialized groups:

DIRECT PRIVATE EQUITY

Direct Private Equity (DPE) focuses on large direct private equity transactions across North America and Europe. DPE has three primary investment strategies: i) Co-Sponsorships, where DPE invests directly in leveraged buyouts alongside private equity fund partners or acquires stakes in existing portfolio companies of private equity funds; ii) Strategic Investments, which includes opportunities that do not fit the traditional private equity return-risk framework or are not reasonably accessible by private equity funds; and iii) Financial Institutions, where DPE invests in financial institutions at scale, focusing on control investments in operating platforms that provide long-term growth and cash yield, special situations and partnerships with aligned parties.

PRINCIPAL CREDIT INVESTMENTS

Principal Credit Investments (PCI) focuses on investing in sub-investment-grade corporate debt through both primary and secondary transactions. With investments in the Americas, Europe and Asia, the group provides debt financing across the entire capital structure. This includes term loans, high-yield bonds, mezzanine lending, structured products and other solutions for borrowers.

The group participates in unique event-driven opportunities such as acquisitions, refinancings, restructurings and recapitalizations. In select cases, PCI may also commit to debt funds in order

to access manager expertise in new markets or where other strategic benefits exist. PCI also includes Antares Capital, a leading provider of financing solutions to middle market private equity sponsors in North America, and a sub-group that specializes in acquiring intellectual property rights, primarily in pharmaceuticals and technology.

NATURAL RESOURCES

Natural Resources (NR) invests directly in companies, strategic partnerships and direct resource interests in energy (oil and gas, midstream and oilfield services) as well as metals and mining. The group may partner with operators or like-minded investors but could also act alone. Interest in the sector is driven by compelling fundamentals that offer attractive long-term returns to deploy significant capital, which aligns well with CPPIB's investment principles and comparative advantages. The group aims to build a scalable and balanced portfolio diversified across geography, subsectors and commodities.

PORTFOLIO VALUE CREATION

Portfolio Value Creation (PVC) supports ongoing asset management activities across all direct portfolio holdings. The PVC group is actively involved in the governance and management of CPPIB's private and real assets. The group monitors developments in portfolio companies, and identifies and helps resolve emerging issues related to both governance and operational matters. The group also assists investment teams in defining and executing commercial and operational due diligence, selecting advisors and reviewing conclusions.

REAL ASSETS

Real Assets (RA) is focused on building a globally diversified portfolio that delivers stable and growing income to the Fund. The RA portfolio consists of investments in the real estate, infrastructure and agriculture sectors. Assets in these sectors are typically long-term, asset-intensive businesses with a steady income stream that rises with inflation over time. Exposure to real assets, which is generally under-represented in the public markets, also provides diversification benefits to the Fund. The Real Assets department comprises two groups: Real Estate and Infrastructure.

REAL ESTATE

The Real Estate (RE) group invests in high-quality commercial properties managed by experienced local operating partners. The group takes a targeted approach by focusing on select markets that can bring sufficient scale to investment activities.

The real estate portfolio consists primarily of investments in top-tier, income-producing properties that generate a stable income stream, suitable for long-term ownership. RE pursues development-oriented strategies where attractive risk-adjusted returns are supported by favourable supply/demand dynamics. This “build to core” strategy is designed to manufacture high-quality assets that will be suitable for long-term investment once completed. As the portfolio has matured, select value-added investments have been included with the goal of enhancing the portfolio's core return profile. Such programs are typically asset rehabilitation or repositioning strategies that require active asset management.

RE remains focused on core geographic markets and sectors: (i) the key developed markets of Canada, the U.S., the U.K., Western Europe and Australia, as well as the key emerging markets of Brazil, China and India; and (ii) the four main commercial property sectors of office, retail, industrial and multi-family residential. These markets and sectors are among the largest and most liquid in the real estate investable universe and continue to form the majority of our portfolio.

RE is active in both real estate equity and debt investments:

REAL ESTATE EQUITY

The Real Estate Equity programs form the majority of RA's real estate portfolio. The programs are organized geographically into the Americas, Europe and Asia sub-groups. The Equity group's primary activity is to source best-in-class real estate owner/operators in select markets. Partnerships are formed through co-ownership structures such as joint ventures (JV), where significant co-ownership stakes are sought from them in order to ensure alignment of interests. These partners provide the necessary local market expertise and are also responsible for the day-to-day management of our properties.

The group's goal of building scalable programs requires significant capital investments from its JV partners, who tend to be large, well-capitalized, listed real estate companies. In recent years, we have also made a number of strategic investments in real estate operating companies in order to broaden the group's opportunity set.

PRIVATE REAL ESTATE DEBT

The Private Real Estate Debt group (PRED) complements the equity program by providing debt financing across the capital structure of quality properties. PRED's geographic and sector focus is broadly consistent with that of the RE Equity group, enabling it to leverage our in-house market knowledge and existing relationships. The two groups work closely by sharing market intelligence with the ultimate goal of providing a one-stop capital solution to potential partners.

INFRASTRUCTURE

The Infrastructure group invests globally in large-scale infrastructure assets that provide essential services with minimal substitution risk, within the utilities, transport and energy sectors. The group focuses on investing in lower risk, asset-intensive businesses with stable and predictable long-term returns that operate within strong regulatory environments, and which afford us significant shareholding stakes and meaningful governance rights. The Infrastructure team also manages CPPIB's agriculture investments.

The Infrastructure group targets private and public-to-private equity investment opportunities in both developed and developing countries, and often invests with other like-minded partners. The Infrastructure group can also deploy additional capital to re-invest in its portfolio companies, and work alongside management teams to drive operational and financial improvements through proactive asset management initiatives.

Our Internal Capabilities

We believe our dynamic culture is the foundation of our dedicated, results-driven organization. Our talented, committed employees are the primary reason for

our strong performance and reputation around the world. In recognition of that competitive advantage, we work diligently to ensure our culture is enriched and strengthened as we evolve and grow; notably by aligning our employees with our mandate, business priorities and values and engaging them through critical initiatives. And we continue to build our global capabilities and enhance our talent strategy to support our continued success.

GLOBAL WORKFORCE

This year, we expanded our workforce to support our active investment programs and global operations. At the end of fiscal 2017, our workforce grew to 1,392, an increase of 10% over 2016. Total employees in each location were: Toronto – 1,140, London – 113, Hong Kong – 83, New York – 24, São Paulo – 14, Mumbai – 8, Luxembourg – 4 and Sydney – 6.

In February 2017, we formalized our existing operations in Sydney, Australia with a stand-alone office. We have \$10.4 billion invested in Australia, representing 3.3% of the Fund's total assets. Australia is an important market for us, and establishing a formal presence in Sydney allows us to better manage current and future investments.

As we expand our global presence, we continue to identify new opportunities for workforce mobility, allowing employees to work in different international offices to further their career. In the past year, 36 employees began new assignments or permanently moved to other offices, up from 18 the previous year. An additional 39 employees started new secondments. This internal mobility provides positive opportunities for personal and career development and fosters cultural alignment and collaboration across our offices.

TALENT DEVELOPMENT

We strive to provide all our employees with opportunities to grow and build their careers. Our talent development programs span the employee lifecycle – from new recruits to our most senior leaders. Opportunities include formal and on-the-job training, coaching and networking. The programs provide a rich, diverse array of learning

opportunities for all levels, and foster collaboration and engagement with peers across the organization.

Ours is a knowledge-based and talent-driven organization, as we compete with the best to recruit and develop top-tier people. We need exceptional leaders who can focus on nurturing our talent from within. As a result, we are placing more emphasis on enhancing leadership skills.

This year, we introduced a new development program for Managing Directors that focuses on their critical roles as leaders of the business. The new program, called INSPIRE, was developed with careful consideration for our culture, mandate and purpose. The INSPIRE curriculum combines instructor-led sessions with virtual training, development assignments, assessments, coaching and roundtable discussions. We are also launching the LEAD program for Director-level employees, to address competencies specific to their responsibilities. We expect approximately 55 employees to participate in these two leadership programs in the coming year.

We gained momentum in the areas of development and career opportunities:

- > We promoted 200 employees in the past year, and filled 24% of our open positions internally;
- > Over 800 employees took part in organization-wide training programs targeted at various levels of the CPPIB career path – from recent graduates to new managers to Managing Directors; and,
- > Over 190 employees took advantage of Grow your Talent, a training program that equips leaders with the foundational skills and tools to provide feedback and coach employees.

We continue to engage in comprehensive succession planning, with a focus on our senior leaders, to ensure we have a robust talent pipeline.

DIVERSITY AND INCLUSION

As a global organization, we have always believed that diversity of background, experiences and perspectives is a key contributor to our high performance. Diversity ultimately leads to better

decisions and business results. Our workforce must reflect the communities and countries where we do business to be relevant across our global markets and to attract the right talent.

To date, our diversity efforts have focused on attracting, developing and retaining talented women. This goal remains a priority. Indeed, we expect half of our new hires will be women by 2020. In this past year 48% of our new hires were women, an increase of 2% from 2016. We had 28% female representation at our Managing Director and Senior Managing Director levels at the end of fiscal 2017, and 43% across all levels of the organization. These numbers show improvement from the previous year, but we recognize we have more work to do.

In addition to these objectives, we continue our partnership with *Women in Capital Markets* (WCM), the largest network of professional women in the Canadian financial sector. In June 2016, we welcomed the inaugural group of female students in our new four-month summer WCM Internship Program, which focuses on attracting qualified university students to the investment industry. We are also pleased to note that in November 2016, our Chief Financial Officer, Benita Warmbold was honoured by the *Women's Executive Network* (WXN) as one of Canada's Most Powerful Women: Top 100 Award Winners. Benita was also one of 11 women inducted into the WXN Hall of Fame. Together these initiatives help advance representation of women in the workplace and identify potential talent for CPPIB.

We held a number of events to increase awareness and support of women in the talent pipeline. For example, a session called "Views from the Top" featured members from CPPIB's Board of Directors sharing advice on family and career management. Participation in our career mentoring program increased by 40%, and we held learning sessions on networking, negotiations and presentation skills in various departments.

This year, our diversity efforts evolved beyond gender to better reflect the diversity of our growing talent base. In recognition of this, we recently

established a new *Diversity and Inclusion Council* across the organization. In addition, we launched Out@cpbib, an organization-wide initiative to encourage the recruitment, retention and development of top LGBT talent and foster a welcoming environment.

Although we have made progress on our Employment Equity Plan, we still have opportunities in the representation of females, aboriginals and persons with disabilities in our workforce. Nevertheless, at the Employment Equity Achievement Awards (EEAA) in April 2016, the Federal Minister of Employment, Workforce Development and Labour recognized us with the Improved Representation award. This award recognized CPPIB for achieving the highest increase in our sector in workforce representation among designated groups between 2010 and 2014.

CULTURE

We are proud of our distinctive culture, which is anchored by our public purpose and driven by our Guiding Principles of Integrity, High Performance and Partnership. We ensure the culture is reinforced, celebrated and sustained among our global teams through our annual interactive *Living our Guiding Principles* leader-led employee sessions. Our Guiding Principles are further embedded into the daily routine of our employees through the hiring and on-boarding process, and reinforced through our regular Code of Conduct attestation, compliance requirements and information security policies, among others.

This past year, in partnership with McKinsey & Company, we conducted intensive research to collect employee feedback and gauge the alignment of our employees with our culture and current talent initiatives. These insights allowed us to solidify our talent strategy and shape our practices as a growing global organization. The research findings suggest our culture is strong and reinforces our Guiding Principles and talent priorities. In fact, the survey shows we are in the top decile of leading global companies across many measures of organizational health and talent management. Our purpose and values remain meaningful and credible, and provide the foundation for challenging, interesting work that attracts top talent and encourages high performance.

Our culture is also reinforced through the individual actions of our employees in volunteer and community activities. We encourage and support employee volunteer efforts through paid time off. We also have our *Get Involved* program, a company-wide committee that organizes and executes volunteer and charity events that address environmental, economic and social needs in the communities in which we operate. Many teams have proactively engaged in a wide range of community activities on their own initiative. As just one example, our Toronto-based team raised more than \$585,000 for United Way, with more than 60% of local employees contributing to the annual fundraising campaign.

SENIOR APPOINTMENTS

A number of senior executives took on new Management roles this past year, evidence of our deep bench strength and continued focus on developing the best talent in our industry.

Alain Carrier was promoted to Senior Managing Director, Head of International and joined the Senior Management Team. Alain is responsible for CPPIB's international investment activities and continues as Head of Europe. Graeme Eadie was appointed Senior Managing Director & Global Head of Real Assets, a new department that was announced in September 2016 that brings together the Real Estate Investments department and the existing Infrastructure and Agriculture groups. He was most recently Senior Managing Director & Global Head of Real Estate Investments. Shane Feeney was promoted to Senior Managing Director & Global Head of Private Investments and is a member of the Senior Management Team. He is responsible for CPPIB's private investment activities.

We also announced that Benita Warmbold, our Senior Managing Director and Chief Financial Officer, will retire from her position effective June 9, 2017. Since joining CPPIB in 2008, Benita has made important contributions to the growth and strategic direction of the organization, as well as the Finance, Analytics and Risk department.

Furthering Operational Capabilities

Our operational capabilities aim to support the growth and globalization of CPPIB's investment programs. During fiscal 2017, we continued to advance our processes and controls with a view to achieving economies of scale in support of the unique requirements of our investment programs and enhanced investment framework.

This year, we completed our multi-year trading process initiative by establishing an integrated, straight-through trade life cycle process for publicly traded securities that is scalable to support increasing transaction volumes and complexity. We streamlined and automated the administrative elements of trade execution, resulting in reduced transaction processing time, costs and operational risk.

Our Information Technology (IT) operating model comprises the people, processes and systems that provide the organization with the tools to accomplish its business objectives efficiently and effectively. We are continually improving this model to meet the needs of the investment and core services departments while adding greater value and efficiency to our organization. During fiscal 2017, we evolved our IT Infrastructure Service operating model, resulting in permanent cost and resource effort savings while maintaining or improving service quality standards.

During the year, we advanced our multi-year initiative to renew critical financial accounting and reporting systems and processes. In fiscal 2017, we completed the redesign of key processes and systems, increasing efficiency and optimizing controls throughout in alignment with the target operating model.

We also launched a multi-year initiative to deliver a new enterprise operating model for data including acquiring, validating, managing and distributing portfolio, market and reference data across our organization. The new data operating model will rationalize and increase the efficiency of our data management activities.

Accountability

CPPIB is accountable to Parliament and to the federal and provincial finance ministers who serve as the joint stewards of the CPP. We report to Parliament through the federal finance minister, who tables our Annual Report in the House of Commons. We file quarterly financial statements with the federal and provincial finance ministers and publish them on our website.

In addition, we hold public meetings every two years in the provinces that participate in the CPP. These meetings offer Canadians and stakeholder groups the opportunity to ask questions and learn more about CPPIB. Our next public meetings will be held in 2018. We are also committed to timely and continuous disclosure of significant investments and events.

Every three years, we provide information to the Office of the Chief Actuary of Canada for its evaluation of the CPP. In September 2016, the Chief Actuary released the 27th Actuarial Report on the CPP reflecting the period ended December 31, 2015. We also provide any information the federal and provincial finance ministers request for their periodic reviews of the CPP.

As required for all Crown corporations, every six years we undergo an external Special Examination of our records, systems and practices. Our Board of Directors appoints an external examiner to conduct this examination. The most recent Special Examination completed in early 2016 resulted in a clean opinion. A copy of the report is available on our website. The next Special Examination will be in 2022.

All public reports issued by CPPIB are subject to review and approval by the Audit Committee of our Board of Directors, which then recommends their approval to the full Board. This includes the Financial Statements and the Annual Report.

We seek to meet or exceed both legislated requirements and industry norms in maintaining high standards of conduct and business practice, and our commitment to ethical conduct. Our comprehensive governance and accountability framework includes measures designed to preserve the public trust.

One of these measures is our Code of Conduct for Directors and employees. This Code, which is available on our website, requires everyone at CPPIB to act as whistle-blowers if they become aware of a suspected breach. This can be done confidentially to an external conduct review advisor who is not part of Management or the Board of Directors. The Honourable Frank Iacobucci was appointed to this position in fiscal 2006. He is a former justice of the Supreme Court of Canada, former member of the Ontario Securities Commission and author of five major books on business law. Mr. Iacobucci submits a report and meets in person with the Board at least once a year to discuss his activities.

We have also adopted internal standards and policies to ensure we act responsibly at all times as a major capital markets participant.

DISCLOSURE

We believe in transparency as the foundation of public trust. Our disclosure policy reflects the level of information that will help inform CPP contributors and beneficiaries about how we are managing CPPIB's investments. This policy is designed to foster a better understanding of what drives performance and sustainability of the Fund over time. Our disclosure includes the quarterly release of investment results and the Annual Report, which contain extensive information about Fund performance and investment activities.

We strive for consistent disclosure at the organizational level and within investment programs, recognizing that each program has unique legal, competitive and practical requirements. We are also committed to timely and continuous disclosure of significant investments and dispositions as well as material events.

Our website contains comprehensive information about how we operate. This includes details of our investments and partners. It also provides access to CPPIB's governing legislation and regulations, by-laws, governance manual and policies. These policies include the investment statements that guide us in managing the long-term CPP Fund Investment Portfolio and the short-term Cash for Benefits portfolio. We also maintain alternative digital channels to widely communicate new developments.

We substantially exceed our statutory disclosure requirements, and we are committed to reviewing our disclosure policies and practices on an ongoing basis to ensure that they keep pace with the evolution of the organization and the needs of Canadians.

Financial Review

This Annual Report contains forward-looking statements reflecting Management's objectives, outlook and expectations as at May 11, 2017.

These statements involve risks and uncertainties. Therefore, our future investment activities may vary from those outlined herein.

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The following information provides analysis of the operations and financial position of the Canada Pension Plan Investment Board and should be read in conjunction with the Financial Statements and accompanying notes for the year ending March 31, 2017. The Financial Statements have been prepared in accordance with International Financial Reporting Standards.

Management's Discussion & Analysis

Financial Performance

Fiscal 2017 was a year punctuated by global political change that reverberated across major markets. The outcomes of the Brexit vote in June and the U.S. presidential election in November were largely unexpected among market participants and led to volatility in asset price performance. While initially there was a consensus that both outcomes would negatively affect stock values, global equities proved resilient and registered strong gains for the CPPIB fiscal year ending March 31, 2017. The impact was quite different for fixed income. Medium- and long-term interest rates rose meaningfully in both Canada and the U.S., leading to historically significant losses in government bond markets in our third quarter. Bond markets

responded to the new policy agenda in the U.S., which includes tax cuts and infrastructure spending, by propelling rates higher on the expectation of increases in both economic growth and inflation in the U.S. Additionally, the U.S. Federal Reserve raised its target interest rate by 25 basis points in December 2016 and again in March 2017. The December increase raised the U.S. short-term rate above the equivalent Canadian rate for the first time in a decade.

The highly diversified CPP Fund earned a strong net return of 11.8% for the year, delivering net income after all costs of \$33.5 billion – the second largest amount in the Fund's history.

The chart below provides the asset weightings of the Fund's long-term Investment Portfolio, by asset category, as described on page 28.

ASSET MIX

ASSET CLASS	As at March 31, 2017		As at March 31, 2016 ¹	
	(\$ billions)	(%)	(\$ billions)	(%)
PUBLIC EQUITIES				
Canadian	10.5	3.3%	11.9	4.3%
Foreign	88.4	27.9%	66.9	24.0%
Emerging	17.9	5.7%	12.9	4.6%
	116.8	36.9%	91.7	32.9%
PRIVATE EQUITIES				
Canadian	1.2	0.4%	1.6	0.5%
Foreign	51.6	16.3%	45.7	16.4%
Emerging	5.8	1.8%	4.7	1.7%
	58.6	18.5%	52.0	18.6%
GOVERNMENT BONDS				
Non-marketable	24.0	7.6%	24.4	8.8%
Marketable	58.2	18.3%	32.5	11.6%
	82.2	25.9%	56.9	20.4%
CREDIT INVESTMENTS	17.5	5.5%	17.0	6.1%
REAL ASSETS				
Real estate	40.1	12.6%	36.7	13.1%
Infrastructure	24.3	7.7%	21.3	7.6%
Other ²	8.7	2.8%	2.3	0.9%
	73.1	23.1%	60.3	21.6%
EXTERNAL DEBT ISSUANCE	(19.9)	(6.3%)	(15.6)	(5.6%)
CASH AND ABSOLUTE RETURN STRATEGIES³	(11.4)	(3.6%)	16.8	6.0%
INVESTMENT PORTFOLIO	316.9	100%	279.1	100.0%
CASH FOR BENEFITS PORTFOLIO	–	–	–	–
NET INVESTMENTS⁴	316.9	100%	279.1	100.0%

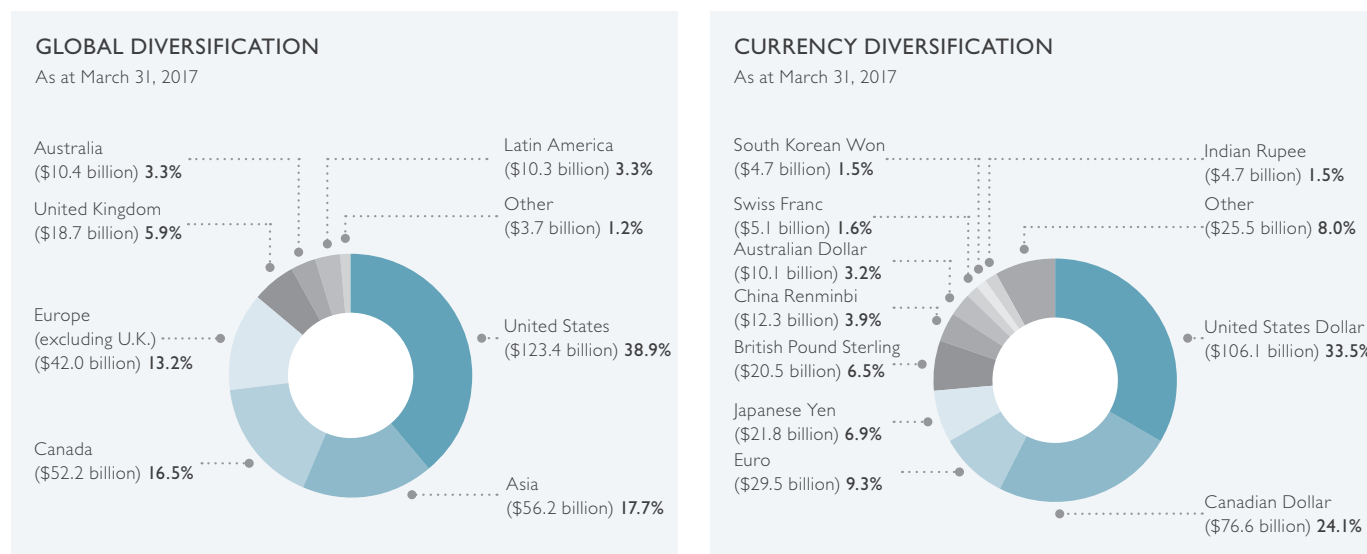
1. Certain comparative figures and percentages have been updated to be consistent with the current year's presentation.

2. Other consists of Natural Resources and Agriculture investments, which were previously reported under Private Equities.

3. The negative balance of \$11.4 billion in Cash & Absolute Return Strategies represents the net amount of financing through derivatives and repurchase agreements, and the current net position from Absolute Return Strategies.

4. Excludes non-investment assets such as premises and equipment and non-investment liabilities, totalling \$(0.2) billion for fiscal 2017. As a result, net investments will differ from the net assets figure of \$316.7 billion.

The charts below illustrate the global diversification of our portfolio, by region or country and by currency exposure. Canadian assets represented 16.5% of the portfolio at the end of fiscal 2017, and totalled \$52.2 billion. Foreign assets represented 83.5% and totalled \$264.7 billion. Private assets made up 47.1% of the portfolio. Foreign currency exposures represented 75.9% and totalled \$240.3 billion. Currency diversification represents the underlying currency exposure of our investments whereas global diversification represents the geographic exposure.



PORTFOLIO RETURNS¹

ASSET CLASS	Fiscal 2017	Fiscal 2016 ²
PUBLIC EQUITIES		
Canadian	19.2%	(6.4%)
Foreign	18.9%	(2.8%)
Emerging	18.9%	(8.7%)
PRIVATE EQUITIES		
Canadian	8.6%	4.0%
Foreign	15.8%	8.8%
Emerging	15.4%	17.0%
GOVERNMENT BONDS		
Marketable	(0.9%)	2.3%
Non-marketable	1.8%	(0.2%)
CREDIT INVESTMENTS	13.9%	8.4%
REAL ASSETS		
Real estate	8.3%	12.3%
Infrastructure	7.4%	9.3%
Other ³	16.8%	(7.7%)
INVESTMENT PORTFOLIO⁴	12.2%	3.7%

1. Investment results are calculated and reported on a time-weighted unhedged Canadian dollar basis, before CPPIB operating expenses.

2. Certain comparative figures and percentages have been updated to be consistent with the current year's presentation.

3. Other consists of Natural Resources and Agriculture investments, which were previously reported under Private Equities.

4. The total Fund return in fiscal 2017 includes performance of \$(854) million from currency management activities, \$(308) million from cash and liquidity management activities, and a gain of \$1.4 billion from absolute return strategies, which are not attributed to an asset class.

	%	Fiscal 2017 \$ billions	%	Fiscal 2016 \$ billions
TOTAL FUND NET RETURNS^{1, 2, 3}				
1-year return	11.8%	33.5	3.4%	9.1
5-year return	11.8%	129.6	10.6%	105.6
10-year return	6.7%	146.1	6.8%	125.6

1. The rate of return reflects the performance of the Investment Portfolio, which excludes the Cash for Benefits portfolio.

2. Percentage returns are annualized, dollar figures are cumulative.

3. After all CPPIB costs.

TOTAL FUND PERFORMANCE

The CPP Fund ended its fiscal year on March 31, 2017, with net assets of \$316.7 billion, an increase of \$37.8 billion from the prior year. This increase consisted of \$33.5 billion in net income after all CPPIB costs and \$4.3 billion in net CPP contributions.

The Investment Portfolio delivered a gross return of 12.2% for fiscal 2017, or 11.8% on a net basis after all CPPIB costs. The return reflects gains from global equities as well as strong performance from our active programs across the investment departments. Foreign currencies made a small contribution following several years of significant gains.

The primary source of return in fiscal 2017 was the Investment Portfolio's broad direct and indirect exposures to global equity markets. While public equities experienced some volatility the major indexes nevertheless yielded double-digit returns. In local currency terms, the U.S. S&P 500 index returned 17.2% and German DAX returned 23.6%, while the Canadian S&P/TSX Composite returned 18.6%. A strong gain of 23.3% in the U.K.'s FTSE 100 Index reflected the impact of a dramatically weakened British pound, which is beneficial to British-based companies with international exposure.

Fixed income investments were relatively flat in fiscal 2017 as the impact from rising medium- and long-term interest rates in North America reduced returns. The U.S. 10-year Treasury yield increased by 62 basis points, which led the Canadian government 10-year yield 39 basis points higher. U.S. Treasuries lost 1.4% for the year, while Canadian government bonds gained 0.6%. The U.S. Federal Reserve raised its target rate by 25 basis points to 0.75% in December 2016 and again to 1.0% in March 2017, while the Bank of Canada remained on hold for the year at 0.5%. The jump in longer-term rates occurred mostly in November with yields rising as a result of higher growth

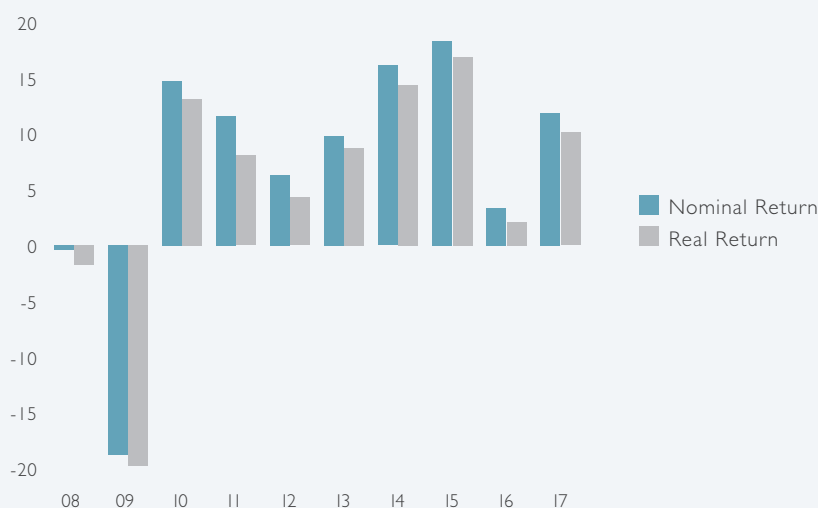
expectations following the outcome of the U.S. election and subsequent policy agenda. The Fund's direct fixed income exposure is primarily held in Canadian and U.S. government bonds.

The Canadian dollar's performance was mixed in fiscal 2017, strengthening against the British pound and euro, while weakening against the strong U.S. dollar and Japanese yen. The loonie benefited from a 32% increase in the price of crude oil and moderately strong employment data. The impact on Fund performance was a small currency gain of \$1.9 billion as the 3.1% rise in the U.S. dollar was partly offset by the Brexit-induced fall in the British pound and the euro, which weakened by 10.3% and 3.2%, respectively. The CPP Fund is a global portfolio that holds assets denominated in many foreign currencies. We generally do not hedge these widely diversified currency exposures back to the Canadian dollar – our view on currency hedging is explained on page 25. The Fund's largest foreign currency exposure is to the U.S. dollar, followed by the euro and the Japanese yen.

As a long-term investor, evaluating performance over five- and 10-year periods provides a much more meaningful assessment than for any single year. For the five-year period ending March 31, 2017, the CPP Fund generated an annualized nominal return of 11.8% after deducting all CPPIB costs. For the 10-year period, the Fund generated an annualized nominal return of 6.7% after all costs. In the 27th Actuarial Report on the CPP, the Chief Actuary of Canada noted that investment income in the calendar years 2013 to 2015 was 248% above the previous actuarial report's projections. In determining the CPP's sustainability, the Report also assumes that the Fund's long-term prospective real rate of return will average 3.9%, after all CPPIB costs and adjusting for inflation. The CPP Fund generated annualized net real returns of 10.3% and 5.1% for the most recent five- and 10-year periods.

RATE OF RETURN (NET)

For the year ended March 31 (%)



REFERENCE PORTFOLIO RETURNS

The Reference Portfolio is a two-asset passive portfolio comprising public market global equities and nominal bonds issued by Canadian governments, each represented by broad market indexes. As such, it provides a clear benchmark for long-term total portfolio returns at a comparable level of risk. See page 25 for more information.

ASSET CLASS	Benchmark	2017 Return (%)	2016 Return (%)
Equity	S&P Global Equity LargeMidCap Index ¹	19.2%	(1.9%)
Fixed Income	FTSE TMX Canada All Government Bond Index	0.6%	0.8%
Total CPP Reference Portfolio		14.9%	(1.0%)

1. Net of tax, unhedged.

PERFORMANCE AGAINST REFERENCE PORTFOLIO

The CPP Fund earned a net return of 11.8% and net income of \$33.5 billion in fiscal 2017 after deducting all costs, against the Reference Portfolio's return of 14.9%. The Reference Portfolio's gain reflected the strong performance of global public equity markets in the fiscal year. The Investment Portfolio's performance is well within normal variation in any single year; and more importantly, the Investment Portfolio has outperformed the Reference Portfolio over the past five- and 10-year periods.

We measure the difference between the Investment Portfolio performance and that of the Reference Portfolio in dollar terms, or dollar value-added (DVA), after deducting all costs. In fiscal 2017, net DVA was negative \$8.2 billion, but over the past five- and 10-year periods net DVA gains of \$5.6 billion and \$6.7 billion were earned.

Two sources account for most of this year's underperformance relative to the Reference Portfolio:

1. The largest single effect is the much broader diversification of the Investment Portfolio, including its major commitment to private asset classes such as private equity, infrastructure and real estate, as compared to the Reference Portfolio's heavy weight in public equities (78% for 2017).

The diversified allocation of assets to major asset classes on average in fiscal 2017 is shown below:

	Fiscal 2017 ¹ %
AVERAGE ASSET CLASS WEIGHTS	
Public Equities	35%
Private Equities	19%
Real Assets ¹	22%
Credit Investments	6%
Government Bonds	20%
Cash and Absolute Return Strategies	(2%)

1. Includes 13% for real estate, 7% for infrastructure, and 2% for natural resources and agriculture.

When global public equity markets have a strong year, the equities-dominated Reference Portfolio will naturally tend to generate higher returns than the more diversified Investment Portfolio. In years when asset class returns are more mixed across the spectrum, and especially when public equity markets are falling, the Investment Portfolio will tend to outperform, as in 2016. Our total portfolio construction process is described on page 25. By including a limited degree of leverage in the Investment Portfolio we can better diversify and stabilize its returns through a higher allocation to bonds and asset classes with underlying bond-like exposures. These exposures, as well

as this year's lower average effective allocation of 72% to equity exposures in the Investment Portfolio than in the Reference Portfolio, led to negative added value from asset allocation.

2. Another major impact arises from the nature of the valuation process for private investments. The fair values reported for investments in private markets are determined by appraisal processes. These tend to generate investment values that in the short term are less volatile than, and slightly lag, the prices of comparable public market equivalents. In periods when public markets rise rapidly, such as this year in equities, we expect little or even negative DVA in private investments, which now comprise 47.1% of the portfolio. Conversely, in periods of sharp public market losses, we expect private investments to outperform their public counterparts. While using our comparative advantages to invest substantially in private markets may introduce volatility into our short-term *relative* performance against the Reference Portfolio, we believe it will create greater net value for the Fund over the long term.

We do not place undue emphasis on results, whether positive or negative, in any single year. Consistent with our long-term time horizon, we focus on tracking absolute and value-added performance over rolling five-year periods. This aligns with the measurement period of our compensation framework, as described on page 70. While it does not necessarily represent a full-market cycle, the five-year period provides a reasonable basis for assessing longer-term performance over multiple such periods.

On a longer-term basis, Reference Portfolio and net value-added returns have been as follows:

	%	Fiscal 2017 \$ billions
REFERENCE PORTFOLIO RETURNS¹		
1-year	14.9%	41.6
5-year	11.2%	124.0
10-year	6.5%	139.3

1. Percentage returns are annualized, dollar figures are cumulative.

	Fiscal 2017 \$ billions
NET VALUE-ADDED RETURNS^{1,2}	
1-year	(8.2)
5-year	5.6
10-year	6.7

1. Relative to CPP Reference Portfolio. Figures are cumulative.

2. After all CPPIB costs.

Given our long investment horizon, we track cumulative value-added returns since the inception of the Reference Portfolio on April 1, 2006 (fiscal 2007). Cumulative value-added returns over the past 11 years totals \$8.9 billion, after all costs. This is net of all costs, external and internal, including operating costs allocated to the investment departments and also other operating costs that are not attributable to specific departments.

CASH FOR BENEFITS PORTFOLIO

Since 2004, we have been responsible for the short-term cash management program that supports monthly benefit payments made by the CPP. This Cash for Benefits portfolio is segregated from the long-term Investment Portfolio and invested only in liquid money market instruments. The primary objective is to ensure the CPP can meet benefit payment obligations on any business day.

A secondary objective is to match or exceed the benchmark return of the FTSE TMX Canada 91-day Treasury Bill Index. The portfolio earned 0.7% or \$8.6 million for fiscal 2017 versus 0.5% for the index. Over the course of the year, this short-term portfolio had an average balance of approximately \$1.1 billion.

MANAGING TOTAL COSTS

BUILDING CPPIB TODAY AND FOR THE FUTURE

CPPIB seeks to maximize investment returns while avoiding undue risk of loss having regard to the factors that may affect the funding of the CPP. These objectives guide all decisions, whether it is creating a new investment program, investing in technology systems, or opening a new office. As a result, we only incur costs, internal or external, when sufficiently confident of enhanced long-term returns for the Fund net of all costs, remaining vigilant as we continue to build an organization designed to realize our public purpose.

In 2006, CPPIB made the decision to adopt an active management strategy in order to create value-building growth, generating investment returns that will exceed passive management over the long run. Our decision to manage the Fund actively was not made lightly. This strategy is not a low-cost approach. It comes with the necessary cost and complexity of building an enduring organization with diverse, internationally competitive investment programs designed to maximize long-term, risk-adjusted returns. To justify active management, results relative to risk must be measured against available alternatives to ensure we deliver superior returns over numerous economic cycles and multiple generations.

Ultimately, the benefits of our active management can be distilled down to one word: stability. Generating above-market returns over time can help cushion the impact of other factors affecting the sustainability of the CPP in the long term, such as wage growth, demographics, fertility, immigration and longevity, most of which are completely outside the control of CPPIB.

CPPIB's costs have increased over the years, consistent with the growth in the investment portfolio and the development of our active management strategy. We have, and continue to develop, the in-house capabilities required to operate as a truly global investment organization. These capabilities include world-class investment

skills, expertise in critical corporate functions, sophisticated systems and the establishment of a local presence in key regions to access the best opportunities and manage the Fund's investments. While maintaining offices in key international markets increases operating expenses this is more than offset by the value we derive.

Continuing to build internal investment expertise and capabilities where CPPIB has comparative advantages not only makes good business sense from economic and competitive perspectives, but it is also in the CPP Fund's best interest. Infrastructure investing is a case in point. We estimate that the total costs for an externally managed \$18 billion pool of committed capital on average would range from \$700 million to \$800 million per year. By contrast, the fully costed internal management of our \$18 billion infrastructure portfolio (at cost) is approximately \$70 million.

In order to obtain the diversification and skills we require, it is not practical to build all capabilities in-house and in these instances, we use external managers to complement our internal programs. To ensure we derive the appropriate value from managers, we only partner with top-tier managers and fee arrangements are structured in a manner to ensure our interests are aligned. See page 48 for more details.

Scale is an important consideration in light of the projected growth in our investment portfolio. Scale allows us to attract and retain expert professionals from across the world, both inside and outside the organization. It also ensures the critical mass we need to realistically compete for the world's most attractive investments and win against formidable competitors. It has allowed the organization to establish and effectively manage 25 distinct investment programs, meeting the goal of diversification and to leverage insights from one program to enhance others.

One example of increasing economies of scale is the trend in the ratio of core services professionals to investment professionals. Core services represent the business areas such as information technology, governance, operations and finance that partner with and support the investment teams. While the assets we manage and oversee have grown significantly over the years, the ratio of core services to investment professionals has declined. In fiscal 2011, the ratio was 1.10 and has declined to 1.03 in fiscal 2017. While there has been a levelling off in the ratio recently, we expect efficiencies to continue and the downward trend to resume as we realize operating leverage from investments in processes and systems.

One of the ways we assess our cost-effectiveness is through participation in external benchmarking studies. Results from a 2016 research and benchmarking study completed by CEM Benchmarking¹ (CEM) indicate that CPPIB full-time-equivalent staffing levels for investment departments is aligned with the benchmark, while the number of CPPIB core services full-time equivalent² staffing is about 10% lower than the peer comparator benchmark developed by CEM. We continue to monitor these relationships closely and we are comfortable that this level of core services staffing provides us with the resourcing necessary to support investment activities and properly govern and administer the assets we manage.

1. CEM Benchmarking Inc. is an independent provider of objective and actionable benchmarking information for large pools of capital including pension funds, endowments/foundations and sovereign wealth funds.

2. Full-time staffing includes both full-time CPPIB employees and contractors.

GROWTH OF CPPIB

The base CPP Fund assets are expected to grow to more than \$900 billion by 2040. Given this expected growth, we need the capacity to deploy capital prudently to maximize returns, which requires CPPIB to build capabilities today for the growth of tomorrow.

	Fiscal 2017	Fiscal 2006 (before active management)
Net Assets	\$316.7 billion	\$98.0 billion
% foreign investments	83.5%	35.7%
Total employees	1,392	164
Number of offices	Eight	One
Number of investment programs	25	Six
Number of external partners	227	62

COST GOVERNANCE FRAMEWORK

Our framework includes expense management policies and authorities, as well as monthly expense reporting to Senior Management and quarterly reporting to the Board of Directors to ensure that growth is pursued in a responsible and cost-effective manner consistent with the Board-approved business plan and operating budget. In addition, our employee travel and expense policy ensures that the expenses incurred by employees are reasonable and appropriate to the needs of our business. Oversight also includes regular reviews by the Internal Audit group.

We are committed to continually updating CPP Fund contributors and beneficiaries on our results. We report total Fund returns after all costs associated with active management. We have been and remain committed to continually evolving our expense disclosure.

FISCAL 2017 TOTAL COSTS

To manage the \$316.7 billion portfolio (as at March 31, 2017) and to generate the \$33.5 billion of net income after all costs, CPPIB incurred total costs of \$2,834 million for fiscal 2017.

This consisted of \$923 million for operating expenses, \$1,464 million for investment management fees and \$447 million for transaction costs. In comparison, total costs for fiscal 2016 were \$2,643 million, which comprised \$876 million for operating expenses, \$1,330 million for investment management fees, and \$437 million for transaction costs.

Since inception of our active management strategy CPPIB has provided \$159.1 billion in net income after all CPPIB costs to the Fund and provided \$8.9 billion in dollar value-added, after all costs, compared to what a passive portfolio might have provided over the same time period.



OPERATING EXPENSES

\$923 million

WHAT DOES IT PAY FOR?

Personnel, global offices, technology systems and other operating costs.

WHY DO WE INCUR THE COSTS?

In order to prudently maximize the CPP Fund, we invest in top-tier talent and have offices in key markets to access and monitor the best investment opportunities.



INVESTMENT MANAGEMENT FEES

\$987 million management fees
\$477 million performance fees

WHAT DOES IT PAY FOR?

External managers for their specific expertise and performance.

WHY DO WE INCUR THE COSTS?

External managers help diversify the Fund through different strategies and regions and produce exceptional performance, net of all costs.



TRANSACTION COSTS

\$447 million

WHAT DOES IT PAY FOR?

External legal and tax advisors, consultants and trading commissions.

WHY DO WE INCUR THE COSTS?

Pursuing complex, large investment opportunities in public and private markets requires us to conduct greater due diligence including complying with international regulatory and tax regimes.

This level of total costs reflects the internal and external resources required to invest, manage and govern the total Fund assets across 25 distinct investment programs, in 46 countries around the world where we have private holdings.

OPERATING EXPENSES

Operating expenses reflect the direct costs incurred to manage the CPP Fund. Operating expenses were \$923 million this year compared to \$876 million in fiscal 2016. The fiscal 2017 operating expense ratio of 31.3 cents for every \$100 of invested assets is lower compared to the fiscal 2016 operating expense ratio of 32.0 cents and lower than the fiscal 2015 ratio of 33.9 cents.

The \$47 million year-over-year increase in total operating expenses is primarily due to higher personnel costs related to salaries, incentive compensation and one-time severance costs. These costs reflect the impact of increased staffing levels, continued strong Fund performance and the impact of a one-time severance charge associated with a restructuring of our PMI department.

Total personnel expenses were \$625 million in fiscal 2017, an increase of \$31 million versus the prior year. Total employee-based compensation increased due to higher staff levels both in Canada and internationally to support growth and expansion.

Approximately 32% of our personnel expenses are denominated in foreign currencies and that percentage is expected to increase in the coming years as we continue to hire specialized talent, expertise and skills in our international offices. International growth continues to be primarily investment-related professionals who typically come at a higher cost than the core services staff who are primarily centralized in our Toronto office location.

General operating expenses of \$244 million were \$13 million higher on a year-over-year basis largely due to increases in market data and research costs, and premises expenses related to office rent to accommodate staffing levels, as well as higher communications costs and employee travel expenses, and the impact of increasing taxes assessed on our international office operations.

Departments are continually looking at ways to reduce costs. For example, in fiscal 2017, Operations and Technology achieved approximately \$10 million in permanent savings. These savings include reductions in emerging market custodial fees, outsourced IT infrastructure and services agreements, as well as efficiencies and contract renegotiations across our data services.

INVESTMENT MANAGEMENT FEES

Given our broadly diversified portfolio, we seek exposure to a wide range of asset classes and active strategies but in some cases it would not be practical or cost-efficient to build a dedicated in-house team. In addition, we seek managers who have the highest capabilities and returns in the world, net of all costs incurred.

In the five-year period since fiscal 2013, these programs have delivered \$41.3 billion of net investment income to CPPIB. In addition, our private external partners have also provided us with a large number of attractive direct investment opportunities, resulting in \$19.8 billion of investments and \$12.1 billion of net investment income with no associated fees.

The amounts referred to in the category of investment management fees include management fees primarily paid to hedge funds and private equity funds, as well as performance fees paid to hedge fund managers. Management fees are paid to external fund managers for investing and managing capital committed by CPPIB.

Total investment management fees paid to external asset managers amounted to \$1,464 million in fiscal 2017 compared to \$1,330 million in fiscal 2016. The \$1,464 million in fiscal 2017 reflects \$987 million in management fees paid primarily to hedge funds and private equity funds and \$477 million in performance fees. The \$134 million year-over-year increase in investment management fees is due to the continued growth in the level of assets and commitments with external managers and the strong returns generated by these external managers.

USE OF EXTERNAL FUND MANAGERS

The vast majority of our investment management fees are related to our Investment Partnerships programs. External Portfolio Management (EPM) manages public market funds and Funds, Secondaries & Co-investments (FSC) manages private equity funds, as described below.

INVESTMENT MANAGEMENT FEES IN PUBLIC MARKET FUNDS (EPM)

EPM invests in managers that are expected to generate attractive, sustainable results on a risk-adjusted basis, net of all costs.

Since fiscal 2013, our managers have delivered \$8.4 billion of net investment income.

Most of our fee terms are more advantageous than the prevailing standard. Our fees are lower than industry average because we negotiate aggressively. When negotiating fees and other terms, our primary focus is achieving alignment between the manager's incentives and our investment goals. Some examples of our approach to improve alignment, reduce costs and increase net returns include:

- > Trading lower management fees for higher performance fees;
- > Considering longer commitment periods in exchange for lower fee structures;
- > Making co-investments with no management fee and lower performance fees;
- > Instituting performance hurdles; and
- > Investing in emerging managers, where we can usually achieve lower fees and secure scarce investment capacity.

Fee arrangements are reviewed regularly and we negotiated improved fees with several of our managers in fiscal 2017. We can be limited in our ability to negotiate lower fees where managers are capacity constrained, but we have declined allocations with a number of high-quality managers when we were unable to negotiate acceptable terms.

INVESTMENT MANAGEMENT FEES IN PRIVATE EQUITY FUNDS, SECONDARIES & CO-INVESTMENTS

FSC invests in the funds of private equity managers who we expect will outperform public alternatives on a risk-adjusted basis, and will provide direct investment opportunities to CPPIB, most importantly for our Direct Private Equity, Private Equity Asia and Co-investment programs.

Our management fees are generally below the industry average fee levels. Some examples of our approach to drive down our costs include:

- > Securing direct investment opportunities while paying no fees by being a large investor in the funds that we select;
- > Using our scale to secure larger allocations at reduced fees; and
- > Making commitments early in the fundraising process when this allows us to obtain lower fee structures.

Since fiscal 2013, our managers have delivered \$23.0 billion of net investment income. In addition, CPPIB has generated net investment income of \$12.1 billion on direct investments sourced from FSC managers over this same period.

TRANSACTION COSTS

Transaction costs for fiscal 2017 totalled \$447 million compared to \$437 million in the prior year, a marginal increase of \$10 million over the prior year. This year, we completed 19 global transactions valued at over \$500 million each involving complex due diligence and negotiations.

Transaction costs include a variety of non-recurring expenses including due diligence consulting services, as well as legal and tax advisory fees required to support the acquisition and dispositions of private market assets or, in the case of public markets, commissions paid when trading securities.

Given the nature of these costs, they will vary from year to year according to the number, size and complexity of our investing activities in any given period. These costs are expected to increase over time as we continue to increase our private asset holdings and dispositions, as well as our public markets trading activities in both developed and emerging markets given the expected growth in the Fund.

CUMULATIVE NET INCOME FROM OPERATIONS

\$ billions

Fiscal Years 2007–2017



Notes 8 and 9 to the Financial Statements provide additional total cost information on pages 124 and 125.

Performance of Investment Departments

The following section provides details about the assets, activities and performance of each investment department. A description of each department's responsibilities is found on pages 32 to 37. We conduct all our investment activity in accordance with the Statement

of Investment Objectives, Policies, Return Expectations and Risk Management (the Investment Statement) approved by our Board of Directors and the Policy on Sustainable Investing discussed on page 34. These and other Board policies are available on our website, www.cppib.com.

The table below shows the year-end composition of net investment assets:

YEAR-END COMPOSITION OF NET INVESTMENTS BY DEPARTMENT AND ASSET CLASS

For the year ended March 31, 2017 \$ billions	Public Market Investments ¹	Investment Partnerships	Private Investments	Real Assets	Total
Public Equities	113.4	1.5	1.9	—	116.8
Private Equities	—	38.7	19.9	—	58.6
Government Bonds	81.0	—	1.2	—	82.2
Credit Investments	1.3	—	11.4	4.8	17.5
Real Assets	—	—	4.3	68.8	73.1
External Debt Issuance	(19.9)	—	—	—	(19.9)
Cash and Absolute Return Strategies ²	(12.0)	0.6	—	—	(11.4)
Total	163.8	40.8	38.7	73.6	316.9

1. Public Market Investments include \$164.0 billion of assets managed on behalf of the Investment Planning Committee.

2. The negative balance of \$11.4 billion in Cash & Absolute Return Strategies represents the net amount of financing through derivatives and repurchase agreements, and the current net position from Absolute Return Strategies. Net investments reported for Absolute Return Strategies are based on the value of investments net of funding and hedges. Total assets under management for Public Market Investments and Investment Partnerships are reported within the respective departmental section on page 52 and page 56.

This year, we successfully executed a wide range of investment programs, expanded our internal capabilities internationally and further broadened our global reach in pursuit of our long-term objectives. We believe that a local presence in key markets is critical to accessing the most attractive investment opportunities around the world. This ensures diligent asset management, while maintaining professionals with expertise specific to each market.

In fiscal 2017, we concluded 38 transactions across all of our investment programs, each with a value of over \$300 million. We made these sizeable and complex transactions in 11 countries — evidence of our deep internal capabilities and wide global reach.

The chart below shows the contributions of each investment department to net income, after all CPPIB costs, for the current fiscal year as well as the historical five- and 10-year periods. The net income in fiscal 2017 reflects the Fund's growing scale and the solid returns for the year. Foreign currency translation contributed \$1.9 billion to net income this year, following substantial contributions over the past five-year periods totalling \$23.9 billion as the Canadian dollar generally weakened. Over the past 10 years, the Fund has grown by approximately \$200 billion, with close to three-quarters of this increase coming from investment income.

NET INCOME BY INVESTMENT DEPARTMENT

As at March 31, 2017

\$ millions	Fiscal 2017	5-year	10-year
Public Market Investments	(685)	8,367	8,597
Investment Partnerships ¹	6,823	N/A	N/A
Private Investments	5,174	35,875	39,819
Real Assets ²	4,998	25,681	29,178
Total Before IPC Portfolio¹	16,310	79,458	87,129
IPC Portfolio ³	17,120	50,074	58,838
Total⁴	33,430	129,532	145,967

1. Total net income for 5-year and 10-year include the past two years' net income of \$9,535 million from Investment Partnerships. Investment Partnerships was created on April 1, 2015 by combining External Portfolio Management, Thematic Investing and Funds, Secondaries & Co-investments. If the historical results were reallocated, the 5- and 10-year net income for Investment Partnerships would be \$32,982 million and \$36,900 million, respectively.

2. Real Estate (equity and debt), Infrastructure, and Agriculture performance are reported under Real Assets for all history.

3. Includes performance from Cash & Liquidity Group.

4. Excludes \$9 million, \$56 million and \$142 million from the Cash for Benefits portfolio for fiscal 2017, 5-year and 10-year periods, respectively.

The dollar value-added (DVA) contributions of the investment departments shown in the chart below are measured relative to the respective portfolios' return comparators, in each case computed as blended returns on underlying return-risk factors weighted to represent the specific programs in each department.

As explained on page 45, for fiscal 2017 the negative DVA primarily arose from two sources:

- i. For the IPC, the more diversified asset allocation of the Investment Portfolio relative to the Reference Portfolio dominated by 78% in public equities. Currency hedging

activities to maintain desired total Canadian dollar exposure also generated losses this year of \$0.7 billion, which was included in the IPC portfolio; and

- ii. For private markets, the slower-moving asset valuations relative to their public market comparables driven by rising equity markets.

NET VALUE-ADDED CONTRIBUTIONS OF INVESTMENT DEPARTMENTS^{1, 2}

\$ billions	1-Year	5-Year	10-Year
Public Market Investments	(0.7)	3.9	4.0
Investment Partnerships ³	(1.9)	N/A	N/A
Private Investments	(0.5)	0.5	2.5
Real Assets ⁴	(1.3)	3.5	3.7
Total Before IPC Portfolio ³	(4.4)	9.6	12.0
IPC Portfolio ⁵	(3.7)	(4.1)	(5.4)
Total	(8.2)	5.6	6.7

1. After all CPPIB costs.

2. Foreign currency fluctuations have no impact on value-added of investment departments. The currency impact is reported in the IPC Portfolio. See page 25 for more details.

3. Total value-added for 5-Year and 10-Year include past two years' value-added of \$1.8 billion from Investment Partnerships. Investment Partnerships was created on April 1, 2015 by combining External Portfolio Management, Thematic Investing, and Funds, Secondaries & Co-Investments. If the historical results were reallocated, the 5-year and 10-year total value-added for Investment Partnerships would be \$2.5 billion and \$5.5 billion respectively.

4. Real Estate (equity and debt), Infrastructure, and Agriculture performance are reported under Real Assets for all history.

5. Includes performance from Cash & Liquidity Group.

INVESTMENT PLANNING COMMITTEE AND TOTAL PORTFOLIO MANAGEMENT

The largest element in the IPC Portfolio is the public markets Balancing Portfolio (see page 28). It consists primarily of equity holdings. Following widespread equity market gains in fiscal 2017, the Balancing Portfolio earned net income of \$17.7 billion this year. The small active component of the IPC portfolio earned \$0.6 billion. Other total portfolio management activities generated a loss of \$1.2 billion.

Public Market Investments

At A Glance

NET INCOME

-\$0.7 billion

ASSETS UNDER MANAGEMENT

\$34.3 billion

KEY FOCUS THIS YEAR

- > Scaling PMI's investment activities from a bottom-up perspective.
- > Operationalizing CPPIB's enterprise-wide business plan and facilitating a greater focus on total return.
- > Implementing the PMI organizational restructuring.

SUMMARY

At the end of fiscal 2017, assets under management (AUM) of \$34.3 billion are actively managed by internal teams, not including programs managed on behalf of the IPC.

The distribution and development of PMI's AUM is shown below at the current and prior year ends, reflecting a decrease this year.

As discussed on page 33, PMI restructured parts of the department which included winding down the Global Tactical Asset Allocation (GTAA) and Short Horizon Alpha (SHA) programs. Fundamental Equities increased its AUM as Relationship Investments funded new and follow-on investments and Active Fundamental Equities (AFE) continued to scale its portfolio. Quantitative Equities also increased its AUM, in line with its planned increase in active risk in fiscal 2017.

PMI ASSETS UNDER MANAGEMENT (AUM) FOR ACTIVE PROGRAMS

PMI Group \$ billions	March 31, 2017	March 31, 2016
Fundamental Equities		
Relationship Investments	9.8	7.5
Active Fundamental Equities	13.7	7.8
Quantitative Equities	10.4	8.5
PMI Common	0.4	0.6
Global Tactical Asset Allocation	—	3.4
Short Horizon Alpha	—	11.4
Total	34.3	39.2

To calculate the size of PMI's activities on a comparable basis, we compute their AUM in the following ways: For internal long/short securities-based programs, we use the value of the long side of the program. For investments in externally managed funds, we use the reported net asset values. In fiscal years prior to 2017, certain AUM figures included an implied asset amount using a risk-based approach. Note that balances managed by the Cash & Liquidity Group on behalf of the Investment Planning Committee are excluded from the table above.

The following chart shows the combined value-added generated by PMI's active investment programs in fiscal 2017. PMI reports returns only in dollar amounts, as activities are conducted on a market-neutral or long/short basis for which there is no generally accepted and appropriate underlying asset base for measuring returns in percentage terms.

PUBLIC MARKET INVESTMENTS – ACTIVE	Fiscal 2017 \$ billions	Fiscal 2016 \$ billions
CONTRIBUTION TO PORTFOLIO NET VALUE-ADDED¹		
1-year	(0.7)	0.6
5-year ²	3.9	4.6
10-year ²	4.0	4.7

1. After all CPPIB costs.

2. External Portfolio Management and Thematic Investing performance is reported under Public Market Investments up to March 31, 2015.

Results were mixed across the investments groups, with PMI having negative overall performance for the one-year period. This was amid global markets that continued to be impacted by central bank policy decisions and negative policy rates, the Brexit vote, the U.S. presidential election and oil price volatility. The distribution of results across investment groups was consistent with the expectation that groups will not all move in the same direction in any given year. PMI remains confident in their collective ability to continue to generate and sustain significant value creation over the longer term. PMI manages to a five-year investment horizon which continues to be strong.

FISCAL 2017 ACTIVITIES

In fiscal 2017, collaborating across investment groups both within PMI and across CPPIB remained a priority. PMI continued to play a critical role in operationalizing CPPIB's enterprise-wide business plan, advancing top-down strategic tilting, equity factor investing and cash and liquidity management capabilities. The departmental restructuring allowed PMI to better align with CPPIB's focus on the total Fund and current business requirements, while continuing to scale investment activities from a bottom-up perspective. Further details about these activities are included in the group summaries below.

GLOBAL CAPITAL MARKETS

As part of the PMI restructuring in November 2016, Global Capital Markets (GCM) took on expanded responsibilities for translating investment signals from Total Portfolio Management (TPM). GCM created three new investment teams dedicated to Credit, Volatility and Carry, leveraging existing resources from the former Short Horizon Alpha (SHA) and Global Tactical Asset Allocation (GTAA) groups. Specifically, these teams will provide a public credit portfolio investment platform to be used in the implementation of the new credit balancing portfolio for the Fund, as well as product expertise, research analytics and risk management to facilitate the build out of the Volatility and Carry factor exposure programs (as described on page 29).

CASH & LIQUIDITY GROUP

The Cash & Liquidity Group (CLG) within GCM is responsible for overseeing CPPIB's unsecured and secured debt financing programs and works closely with Total Portfolio Management and Finance, Analytics & Risk in the planning and monitoring of total Fund liquidity and collateral.

CPPIB is currently authorized by the Board to issue various forms of unsecured indebtedness with up to \$25 billion aggregate principal outstanding at any one time.

In 2009, CPPIB established a Canadian commercial paper program, followed by a U.S. program in 2012. During the fiscal year, we

further diversified its issuance by introducing a euro commercial paper program. The combined commercial paper programs, which totalled \$11.1 billion at March 31, 2017, provide a flexible source of short-term financing across a broadly diversified investor base.

In addition, during the fiscal year CPPIB established a global medium-term note program, under which CPPIB can issue unsecured senior notes globally, on a private placement basis. This program, when combined with the existing Canadian program, had \$8.8 billion outstanding at March 31, 2017. Term debt will continue to play an important role in diversifying the liquidity profile of the total portfolio.

To date, the Term Debt program has been very successful and well received by the international investment community. We have launched two programs so far with over 200 investors from more than 30 countries participating in our issuance.

As the breadth of CPPIB investment activities continues to grow, CLG will play an important role in planning and monitoring total Fund liquidity. CLG works closely with the Total Portfolio Management group to help forecast the Fund's balance sheet and ensures liquidity and financing considerations are reflected in long-term portfolio allocation decisions.

In addition, CLG collaborates with Finance, Analytics & Risk to ensure the maintenance of a robust liquidity policy framework, including daily monitoring, stress analysis and escalation procedures. During fiscal 2017, CPPIB established a US\$3.5 billion committed credit facility to provide additional liquidity support to our financing activities. Because CLG is responsible for funding and liquidity management across the organization, the results of their activities are included within IPC rather than within PMI's investment results.

FUNDAMENTAL EQUITIES

In fiscal 2017, work began to combine the Relationship Investments and Global Corporate Securities – Fundamental Investing groups into an integrated team called Fundamental Equities (FE). This team is responsible for the full spectrum of fundamental-based equity investing. The integration provides the benefit of combined resources of the two teams focusing on the themes, sectors and companies that can generate the greatest returns for the Fund, while actively engaging with management teams and boards where CPPIB can have positive impact and influence.

RELATIONSHIP INVESTMENTS

In fiscal 2017, Relationship Investments (RI) continued to scale its portfolio and further diversified its holdings by investing in new regions and sectors. Moreover, the group commenced an initiative to launch a Direct Equity Investing business out of the São Paulo

office, responsible for covering all of Latin America. During the year RI completed several transactions. Among the highlights:

- > Invested US\$280 million in the convertible preferred equity securities of a parent company of Advanced Disposal Services, Inc., which converted to common equity of Advanced Disposal upon its initial public offering. This represents an approximate 20% ownership stake in the company. Based in Ponte Vedra, Florida, Advanced Disposal is the fourth largest solid waste company in the U.S., providing integrated, non-hazardous solid waste collection, transfer, disposal and recycling services to residential, commercial, industrial and municipal customers across 16 U.S. states and the Bahamas.
- > Invested A\$300 million for 9.9% ownership in Qube Holdings Limited (Qube). The investment was used to fund Qube's share of the purchase price for Asciano Limited, which was acquired by a consortium of global investors including CPPIB. Qube is the largest integrated provider of import-export logistics services in Australia, and acquired 50% of the ports assets of Asciano in this transformative transaction.
- > Completed a follow-on investment totalling approximately \$400 million in Kotak Mahindra Bank (Kotak). Kotak is a leading private-sector bank holding company in India, with additional lines of business in life insurance, brokerage and asset management.

While RI's portfolio underperformed this year as a result of the write-off of a pre-IPO turn-around investment that suffered operational challenges and a liquidity crisis, RI remains confident in its ability to generate long-term above-market returns. The team has a track record of adding value through active engagement with management teams and boards, and remains particularly focused on supporting existing portfolio companies as they pursue accretive M&A.

ACTIVE FUNDAMENTAL EQUITIES

In fiscal 2017, Active Fundamental Equities (AFE) significantly grew gross capital deployed, including considerable expansion outside of North America. The team continued to conduct in-depth thematic research, most notably on communications infrastructure, e-commerce logistics, biosimilars and media to determine potential future investment opportunities for AFE and other investment groups across the organization. AFE also received approval for a new strategy to invest actively in securities listed in the China A-share market.

The AFE portfolio is structured such that at least 80% of the total risk of the program is attributable to security-specific risk from investments at any point in time. Systematic factor risks such as industry, geography or style tilts consume less than 20% of the portfolio's risk and do not unduly influence the overall portfolio performance. The negative performance from AFE was predominantly idiosyncratic in nature with the largest detractors to performance stemming from specific healthcare investments. Overall, the portfolio continued to perform within expected gain/loss parameters.

QUANTITATIVE EQUITIES

In fiscal 2017, the Quantitative Equities (QE) team refined and expanded its global strategies based on new data sources and novel analytic techniques. The team also continued its partnership with Total Portfolio Management (TPM) to advance the Equity

Factor Investing initiative, as part of CPPIB's enterprise-wide business plan. This program has been integrated into TPM's Signals process and the QE team is now focused on implementation.

After a slow start in the first quarter of fiscal 2017, the quantitative equity strategies delivered strong returns over the course of the year. All three factor categories (value, sentiment and quality) delivered positive performance. Value was weak in the first quarter, but performed strongly in the remaining quarters. The performance of sentiment factors was less consistent through the year, but finished with a positive result. Fiscal 2017 was a year with no shortage of macro-related events but with a risk-controlled investment process, the quantitative equity strategies performed well. Brexit had no significant impact on performance, and the quantitative equity book experienced positive performance after the U.S. election.

GLOBAL TACTICAL ASSET ALLOCATION

The Global Tactical Asset Allocation (GTAA) portfolio was wound down in November 2016. GTAA's underperformance in fiscal 2017 was primarily driven by the Fixed Income program (FITX). The largest detractor was a short position in Japanese 10-year bonds (JGBs) versus a long view on U.S. Treasuries. As with all GTAA programs, FITX placed relatively high weight on long-run valuation signals that aligned well with our comparative advantages. However, this valuation style did not perform well across global bond markets over the course of the past fiscal year. The best performing portfolio within GTAA was the Commodities program.

STRATEGIC TILTING

Strategic Tilting involves changing the overall asset class exposure of the total Fund to take into account the relative attractiveness of certain assets at any point in time. A major milestone in this initiative was the creation in November 2016 of a Strategic Tilting group within PMI, which will be responsible for research into the Strategic Tilting process. The Strategic Tilting group will initially focus on designing an appropriate governance structure to manage the Strategic Tilting program.

SHORT HORIZON ALPHA

Prior to the restructuring, Short Horizon Alpha (SHA) had a positive year from both a DVA and project standpoint. The group's specific portfolio structure of running diversified exposure across credit and volatility while adding tail hedges via quantitative relative value provided high quality returns over the course of the past year. The group wound down positions in November 2016.

LOOKING AHEAD

Building on the progress made in fiscal 2017, PMI groups will continue to support CPPIB's total return approach, advancing top-down strategic tilting, equity factor investing and cash and liquidity management capabilities. In particular, PMI will focus its efforts on:

- > Further developing the Direct Investing initiative in Latin America and supporting the delivery of desired levels of emerging markets exposure;
- > Building on knowledge-sharing initiatives and refining the case study approach as a means to analyze and communicate learning from strategies, projects and investments; and
- > Continuing to refine and operationalize the new organizational structure.

Investment Partnerships

At A Glance

NET INCOME

\$6.8 billion

ASSETS UNDER MANAGEMENT

\$77.8 billion

KEY FOCUS THIS YEAR

- > Continuing to build strong relationships with external managers.
- > Proactive sourcing efforts to gain access to attractive fund managers, secondary transactions and co-investments.

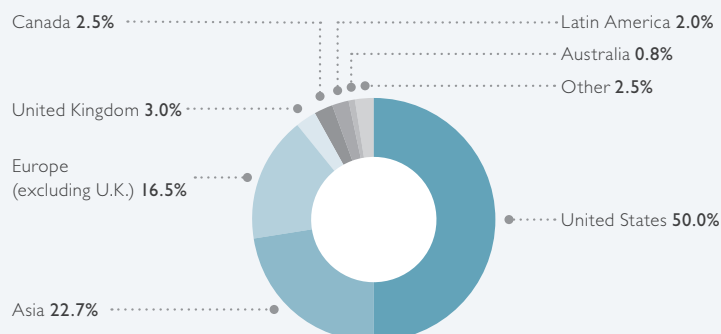
SUMMARY

Investment Partnerships (IP) assets under management grew from \$68.0 billion at the end of fiscal 2016 to \$77.8 billion at the end of fiscal 2017.

As at March 31, 2017, IP maintains over 160 relationships across both our public and private funds. The growth of our portfolio was mainly driven by a combination of investment and foreign exchange gains. The IP team also grew from 101 to 123 members across Toronto, London and Hong Kong.

INVESTMENT PARTNERSHIPS – GEOGRAPHIC DIVERSIFICATION

As at March 31, 2017



The following tables show IP's assets under management by group and the combined value-added generated by IP's active investment programs in fiscal 2017. We report performance for IP as a whole only in dollar amounts, as many of the activities conducted in

public markets are conducted on a long/short or partially funded basis for which there is no generally accepted and appropriate underlying asset base for measuring returns in percentage terms.

INVESTMENT PARTNERSHIPS ASSETS UNDER MANAGEMENT (AUM)

\$ billions	March 31, 2017	March 31, 2016
External Portfolio Management	34.6	30.5
Thematic Investing	2.9	1.7
Funds, Secondaries & Co-Investments	40.3	35.8
Total	77.8	68.0

To calculate the size of assets under management for absolute return strategies used for the EPM and TI programs, we compute their AUM in the following ways. For investments in externally managed funds, we use the reported net asset values. For long/short securities-based programs, we use the value of the long side of the program.

INVESTMENT PARTNERSHIPS	Fiscal 2017 \$ billions	Fiscal 2016 \$ billions
CONTRIBUTION TO PORTFOLIO NET VALUE-ADDED ^{1,2}		
1-year	(1.9)	3.8
2-year ³	1.8	N/A

1. After all CPPIB costs.

2. Foreign currency fluctuations have no impact on departmental value-added. See page 25 for more details.

3. Investment Partnerships was created on April 1, 2015 by combining External Portfolio Management, Thematic Investing, and Funds, Secondaries & Co-Investments. If the historical results were reallocated, the 5-year and 10-year dollar value-added would be \$2.5 billion and \$5.5 billion, respectively.

In fiscal 2017, IP earned significant net income due to strong performance from the Funds, Secondaries & Co-Investments (FSC) and External Portfolio Management (EPM) portfolios. While the IP portfolio continues to outperform its return comparators over the long term, the public market equity rally caused value-added returns to be negative for fiscal 2017. Additional context on each group's performance can be found below.

FISCAL 2017 ACTIVITIES

In fiscal 2017, IP sharpened its focus on maximizing the total relationship value generated by our external manager partners, including direct investments sourced by our partners. IP updated its investment decision-making process to explicitly recognize the total relationship value generated by our partners. In addition, IP continued to leverage its relationships by significantly expanding its co-investment activities globally.

Activities in fiscal 2017 for each IP group are described below.

EXTERNAL PORTFOLIO MANAGEMENT

In fiscal 2017, most of External Portfolio Management's (EPM) strategies performed well, led by multi-strategy, fixed income and equity long/short investments. One of our longest standing partners was a key contributor to the multi-strategy portfolio's gains, as the manager's thesis for a core long-term holding came to fruition and generated significant profits for the EPM portfolio.

EPM continued to scale its portfolio by making additional investments in high-conviction managers, and improved portfolio transparency and alignment with our partners. EPM's assets under management grew to \$34.6 billion from \$30.5 billion last year.

We added seven new mandates, increased funding to five existing mandates and redeemed six mandates. Allocations were made primarily in global macro and fixed income strategies. The portfolio now includes 53 managers, down from 57 at the end of fiscal 2016. Overall, they direct 71 mandates.

Building on our partnership model, we enhanced our Managed Account Platform, expanding our capability to co-invest alongside our managers and increasing our coverage of emerging managers.

Led by EPM's team in Asia, CPPIB received approval for its first Renminbi Qualified Foreign Institutional Investor (RQFII) quota from the Chinese government, receiving RMB 100 million of quota. The RQFII program allows foreign investors to access China's capital markets and provides greater investment flexibility than allowed under the Qualified Foreign Institutional Investor (QFII) program. CPPIB was one of the first pension funds globally to be granted an RQFII license.

THEMATIC INVESTING

In fiscal 2017, Thematic Investing (TI) continued to grow in both personnel and the assets it manages, and expanded its geographic focus to include countries outside of North America. TI increased its headcount from nine to 18 people and its assets under management from approximately \$1.7 billion to \$2.9 billion. TI launched investment strategies related to its research on disruptive technologies. TI also completed its first direct private investment during the year, investing US\$250 million in Viking Cruises to support and accelerate the company's growth initiatives and strengthen its balance sheet. TI also researched and launched its first systematic thematic portfolio designed to capture the economic growth potential that can result from shifts in a population's age structure.

In fiscal 2017, TI continued scaling its exposure and adding new strategies but remained concentrated in the healthcare, consumer discretionary and information technology sectors. Those sectors underperformed broad market indexes that were supported by strong performance in sectors such as financials and energy. In the long term TI expects to outperform the broader market but in the short term may experience underperformance when sharp sector rotations occur.

FUNDS, SECONDARIES & CO-INVESTMENTS

Funds, Secondaries & Co-Investments (FSC) currently manages more than \$67.4 billion in total exposure and maintains relationships with 112 general partners globally in pursuit of investments that will outperform public equity benchmarks. In fiscal 2017, FSC increased its portfolio by \$4.4 billion to a total of \$40.3 billion in carrying value, primarily due to foreign exchange gains driven by the U.S. dollar appreciating against the Canadian dollar, and \$4.9 billion in investment gains across a number of funds.

FUNDS

The Funds team currently has relationships with 80 fund managers with \$46.2 billion of total exposure (up 11% from fiscal 2016), which includes both investments and commitments. The group's investment portfolio value increased to \$25.0 billion in 181 funds at year-end 2017, from \$22.4 billion in 167 funds last year. In fiscal 2017, we deployed \$5.0 billion, received \$5.8 billion back from asset realizations from our fund managers, and generated a 15.7% net return. Fundraising activity by private equity firms remained steady in fiscal 2017. In this environment, the Funds team made a total of \$6.3 billion of commitments, including \$5.6 billion commitments to its existing managers, as well as introduced three new managers to its portfolio. The pipeline of new fund commitments remains strong and the team expects to continue making additional commitments to both new and existing private equity manager relationships.

SECONDARIES & CO-INVESTMENTS

Secondaries & Co-Investments (S&C) generated an 18.2% net return in fiscal 2017 with total exposure at year-end of \$7.7 billion, which is approximately in line with the prior year. The secondaries market, particularly at the larger end, has been unusually competitive and the S&C team has chosen to be disciplined. New secondaries investments totalled \$0.5 billion in seven transactions. This compares to total distributions from our secondaries portfolio of \$2.9 billion as the managers took advantage of favourable valuations to sell underlying companies. This distribution activity

was led by significant realizations in S&C's direct secondary portfolio including Mattress Firm, Milk Specialties and ILC Industries managed, respectively, by JW Childs, Kainos Capital and Behrman Capital. S&C continues to have a cautious outlook for secondaries and is actively focusing on segments of the market where it can secure transactions with attractive risk-adjusted returns.

By contrast, S&C's co-investments business had its most active year since inception investing \$1.2 billion in 14 transactions. We expected this increase in investment activity following the expansion of the scope of our co-investment program last year, which allowed us to increase penetration into Funds' mid-market manager relationships and to selectively co-underwrite transactions.

PRIVATE EQUITY ASIA

Private Equity Asia (PE Asia) grew its portfolio from \$10.8 billion to \$13.4 billion in total exposure in fiscal 2017. We closed five direct investments for \$0.8 billion, offset by \$1.2 billion in distributions across the portfolio. The team made a total of \$1.9 billion in commitments to five funds, and closed its first secondary transaction in collaboration with the S&C team for \$0.1 billion. Our team continued to strengthen our General Partner network and seek attractive and sizeable private equity deal opportunities in the region, which is consistent with CPPIB's strategy of increasing exposure in the emerging markets as well as in the private equity asset class. PE Asia generated a 12.8% net return in fiscal 2017.

The team continues to focus on building a diversified portfolio, amid subdued investment activities across the region and taking into account the various challenges of each regional market. PE Asia added Warburg Pincus as a new relationship by committing to their China companion fund and also closed its first investment in Japan in Accordia Golf alongside our partner MBK Partners. The team also acquired a 3.3% direct ownership interest in Bharti Infratel Limited for US\$300 million, as part of the purchase of a 10.3% stake alongside funds advised by KKR, from India's Bharti Airtel Limited. Bharti Infratel deploys, owns and manages telecom towers and communication structures for various mobile operators, and is India's leading player.

Following year end, we signed an agreement alongside Baring Private Equity Asia to acquire all of the outstanding shares of, and to privatize, Nord Anglia Education, Inc. (Nord Anglia) for US\$4.3 billion, including the repayment of debt. Nord Anglia operates 43 leading private schools globally in 15 countries in China, Europe, Middle East, North America and South East Asia. The transaction is subject to shareholder approval and customary closing conditions.

LOOKING AHEAD

In fiscal 2018, IP will focus its efforts on:

- > Continuing to broaden its relationships with external managers to expand its existing programs;
- > Creating further opportunities for other CPPIB investment strategies; and
- > Expanding the number of themes that it covers while narrowing its investment focus on selected areas within those themes that it expects will have the most significant impact.

Private Investments At A Glance

FISCAL 2017 NET RETURN

15.0%

NET INCOME

\$5.2 billion

NET ASSETS

\$38.7 billion

PERCENTAGE OF TOTAL FUND

12.2%

KEY FOCUS THIS YEAR

- > Building scale through our platforms.
- > Strengthening the governance and management of our assets.

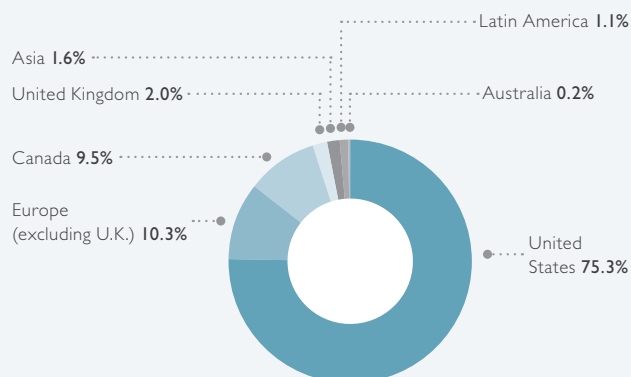
SUMMARY

Private Investments (PI) assets grew from \$34.2 billion at the end of fiscal 2016 to \$38.7 billion at the end of fiscal 2017. This growth was driven by new investment activities totalling \$9.9 billion, valuation gains of \$3.7 billion and foreign exchange gains of \$0.7 billion, partially offset by dispositions totalling

\$9.7 billion. PI's assets represent approximately 12.2% of the CPP Fund. This figure excludes investments made in private companies by the Infrastructure and Agriculture groups, which are now part of the Real Assets department. As shown below, PI's investments are diversified by industry and geography.

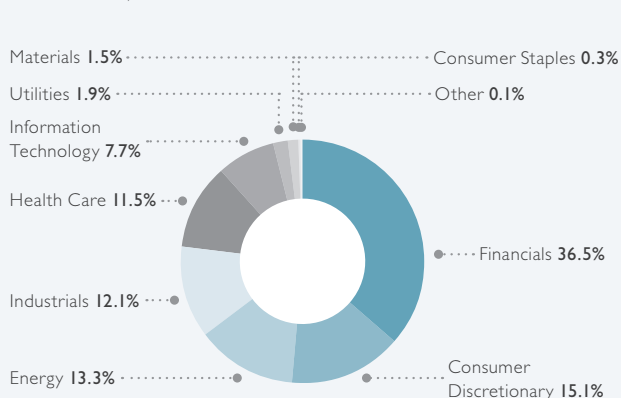
PRIVATE INVESTMENTS – GEOGRAPHIC DIVERSIFICATION

As at March 31, 2017



PRIVATE INVESTMENTS BY SECTOR

As at March 31, 2017



The first table below summarizes aggregated returns in absolute terms with rates of return calculated on an unhedged time-weighted basis. The second table shows dollars of net value-added.

PRIVATE INVESTMENTS	Fiscal 2017 %	Fiscal 2016 %
RETURNS		
1-year excluding foreign currency impact ¹	13.3%	4.1%
1-year ¹	15.3%	6.7%
1-year net ²	15.0%	6.2%
1-year return comparator ³	15.8%	0.3%

PRIVATE INVESTMENTS	Fiscal 2017 \$ billions	Fiscal 2016 \$ billions
CONTRIBUTION TO PORTFOLIO NET VALUE-ADDED^{2, 3, 4}		
1-year	(0.5)	1.3
5-year ^{5, 6}	0.5	2.4
10-year ^{5, 6}	2.5	3.8

1. After transaction costs and management fees, but before operating expenses.

2. After all CPPIB costs.

3. Return comparator is the weighted return of return-risk factors representative of the department's investment programs. Value-added is relative to the return comparator.

4. Foreign currency fluctuations have no impact on departmental value-added. See page 25 for more details.

5. Funds, Secondaries & Co-Investments performance is reported under Private Investments up to March 31, 2015. If the historical results were reallocated, the 5-year and 10-year dollar value-added would be \$2.7 billion and \$2.6 billion respectively.

6. Infrastructure and Agriculture performance are excluded for all history.

In fiscal 2017, the Private Investments department delivered solid absolute returns. This was due to a combination of strong income flows from our direct equity and debt investments, large realizations and valuation gains. The gains resulted from strong operating results in several portfolio companies, the partial recovery in commodity prices and rising public company comparable multiples. Strong public market gains in fiscal 2017 put pressure on short-term value-added returns, however, the Private Investments portfolio continues to outpace relevant public market indexes' returns over the long term. Over the past five years, the PI portfolio has generated a net return of 20.5% and net income of \$19.5 billion¹.

FISCAL 2017 ACTIVITIES

In fiscal 2017, PI deployed \$9.9 billion in capital, continuing on its growth trajectory. This was possible in a highly competitive market because of PI's focus on platform investing as an alternate source of long-term capital deployment. As at March 31, 2017, PI's four platforms totalled \$10.9 billion in asset value, representing 28.2% of the PI portfolio. A platform is an investment vehicle, which allows us to achieve scale in a defined market or geography, by leveraging the investment's management expertise (e.g., deal origination or execution, specialized expertise, relationships), in the most resource efficient manner.

In fiscal 2016, Wolf Infrastructure, the Natural Resources (NR) group's first platform investment, was established as a midstream energy infrastructure investment vehicle focused on opportunities in Western Canada. In fiscal 2017, Wolf closed its first acquisition of a 50% ownership interest in Access Pipeline from Devon Energy Corp for \$1.4 billion with an equity investment of \$683 million from CPPIB. The Access Pipeline system includes pipelines that transport blended bitumen and diluent within Alberta. This is a strategic cornerstone asset for the Wolf vehicle from which management expects to build a broader midstream business over time.

In November 2016, Direct Private Equity (DPE) acquired Ascot Underwriting together with Ascot management, from American International Group (AIG) for a total consideration of US\$1.1 billion. Ascot is a global specialty property and casualty (P&C) insurance underwriter operating primarily in the Lloyd's of London insurance market. Ascot is PI's latest platform investment following Wilton Re, Antares and Wolf, and marks the first step in DPE's property & casualty insurance "build" platform strategy in the sector.

PI's largest platform, Antares, grew its loan portfolio by US\$3.2 billion since the acquisition in August 2015. In November 2016, PI sold a 16% equity stake in Antares to a private investment fund managed by Northleaf Capital Partners.

Additional activities in fiscal 2017 for each PI sub-group are described below.

DIRECT PRIVATE EQUITY

In fiscal 2017, the private equity markets in North America and Europe saw a continued rise in valuation of potential acquisition targets and intensifying competition for new investment opportunities amongst private equity fund managers, corporations and public markets. DPE has remained disciplined in executing its investment program and continues to focus on strategic investments and platforms that may not be accessible to smaller or more traditional private equity investors.

At year end, the DPE portfolio consisted of 28 direct investments valued at \$17.6 billion compared with 28 valued at \$15.7 billion one year earlier. The growth in the portfolio was driven primarily by \$1.8 billion in valuation gains as proceeds from realizations offset new investments totalling \$0.2 billion.

1. Excludes Funds, Secondaries & Co-investments, Infrastructure and Agriculture.

This year, in addition to the Ascot acquisition, DPE successfully executed two other major transactions:

- > Jointly acquired Hotelbeds Group alongside European private equity firm Cinven for a total enterprise value of €1.165 billion. Based in Spain, Hotelbeds is the largest independent business-to-business (B2B) bedbank globally, offering hotel rooms to the travel industry from its inventory of 75,000 hotels in over 180 countries.
- > Acquired a 48% stake in GlobalLogic Holdings Limited from Apax Partners. GlobalLogic is a California-based product engineering services company with over 11,000 employees worldwide.

Following year-end, DPE signed a definitive agreement with Blackstone to jointly acquire Ascend Learning, LLC (Ascend). Ascend is a leading provider of technology-based educational content and tools for students, educational institutions and employers in healthcare and other high-growth professions. The transaction is subject to customary regulatory approvals.

NATURAL RESOURCES

The recovery of oil and natural gas prices has resulted in increased cash flow for many energy companies and more consolidation activities. Valuations and credit spreads have improved for upstream, midstream and mining companies as compared to last year. The NR group continued to support its portfolio companies in navigating commodity price volatility taking advantage of attractive opportunities to grow. During the year, the group added a new Managing Director in New York with strong industry knowledge and sector relationships in an effort to expand the group's presence globally.

At year end, the NR portfolio consisted of nine direct investments valued at \$4.3 billion compared with \$1.4 billion a year earlier. The growth in the portfolio was driven primarily by \$2.4 billion in new investment activity and \$0.7 billion in valuation gains.

In addition to the acquisition of Access Pipeline, notable transactions this fiscal year included:

- > Acquired all of the Denver Julesburg Basin oil and gas assets in Colorado owned by Encana Corporation for US\$609 million, through Crestone Peak Resources LLC, a joint entity with The Broe Group. CPPIB owns a 95% interest in Crestone Peak Resources.
- > Invested additional equity into Teine Energy Ltd. to support Teine's acquisition of Penn West Petroleum's oil and gas assets in Saskatchewan for \$975 million. Since 2010, we have invested approximately \$1.3 billion in Teine and hold approximately 90% of the company on a fully diluted basis.

PRINCIPAL CREDIT INVESTMENTS

Credit market volatility continued into the first quarter of fiscal 2017 resulting in the slowest quarter of new issuance volumes since the recession. Sentiment improved thereafter on the back of a rally in commodities and lower rated issuers. As a result, both high yield and leveraged loan markets experienced their best year on a total returns basis since 2009. The Principal Credit Investments (PCI) team was active in the secondary market building positions during periods of market volatility.

At year end, PCI assets totalled \$16.8 billion, compared to \$17.0 billion at the end of fiscal 2016. The portfolio maintained its size within the year as dispositions offset new investment activity and valuation gains of \$1.7 billion and \$1.2 billion, respectively.

The credit portfolio is geographically diversified, with 72% in North America, 19% in Europe, 5% in Asia Pacific and 4% in Latin America. The Europe and North America teams have been increasingly active in the secondary market, with the Hong Kong and New York offices ramping up on the group's presence globally.

Notable PCI transactions this fiscal year included:

- > Deployed US\$152.8 million in the first lien term loan of Pretium Packaging LLC. Based in Missouri, Pretium designs and manufactures custom rigid plastic containers for food and beverage, household and industrial, pharmaceutical and personal care customers.
- > Invested US\$110 million in the first lien term loan of an infrastructure and security software company.

Through the Intellectual Property (IP) and royalties team, PCI continues to invest in such assets as patents, trademarks, copyrights and mineral rights. This fiscal year, the group closed two major royalty investments. One was within the energy royalty sector committing US\$450 million to LongPoint Minerals LLC, a company focused on the acquisition of oil and natural gas mineral and royalty interests in the U.S. Another was in health care with the acquisition of a portion of Dana-Farber Cancer Institute's royalty interests on immuno-oncology drugs used for the treatment of metastatic cancer.

PORTFOLIO VALUE CREATION

Portfolio Value Creation (PVC) supports deal teams globally across the entire investment lifecycle. This year, PVC continued to scale its capabilities and embed standard processes to support the oversight and management of CPPIB's direct investments. In combination with the Legal department, PVC rolled out Transaction Common Documents guidelines across Private Investments. PVC provided Day-1 transition support and 100-day planning for new assets brought into CPPIB portfolios via a rigorous onboarding approach that establishes robust long-term processes and controls. The team continued to execute a robust monitoring process across major CPPIB portfolio companies. As CPPIB is focused on governing our assets for the long term, PVC continued its roll-out of guidelines for governing our assets through a director training program. In addition, PVC provided support on commercial and operational due diligences. The team also worked with investment teams and management to identify and realize several opportunities to drive value creation in portfolio assets across the Fund.

LOOKING AHEAD

PI's sub-groups will continue to support CPPIB's objectives of scaling investment activities and focusing on total return.

- > DPE will continue to execute on the Co-Sponsorship strategy by investing directly alongside world-class private equity fund partners, invest in financial institutions at scale and build its portfolio of Strategic Investments.
- > Natural Resources will focus on establishing stand-alone infrastructure and processes for its new investment vehicles, deliver organic growth through existing portfolio companies and platforms, and evaluate opportunities in the renewable energy sector.
- > PCI will continue to focus on direct investing and origination in leveraged finance markets, deploy additional capital from existing platform and deployment vehicles, and leverage its investment partnership in Latin America for further growth in the region.
- > PVC will create value by reducing risk through an optimal approach to commercial/operational and ESG diligence, appropriate governance standards and director guidelines, smooth asset transition into the portfolio, and effective monitoring.

Real Assets

At A Glance

FISCAL 2017 NET RETURN

7.5%

NET INCOME

\$5.0 billion

NET ASSETS

\$73.6 billion

PERCENTAGE OF TOTAL FUND

23.2%

KEY FOCUS THIS YEAR

- > Pursuing selective growth in target markets and sectors.
- > Continuing to build out global execution capabilities.

SUMMARY

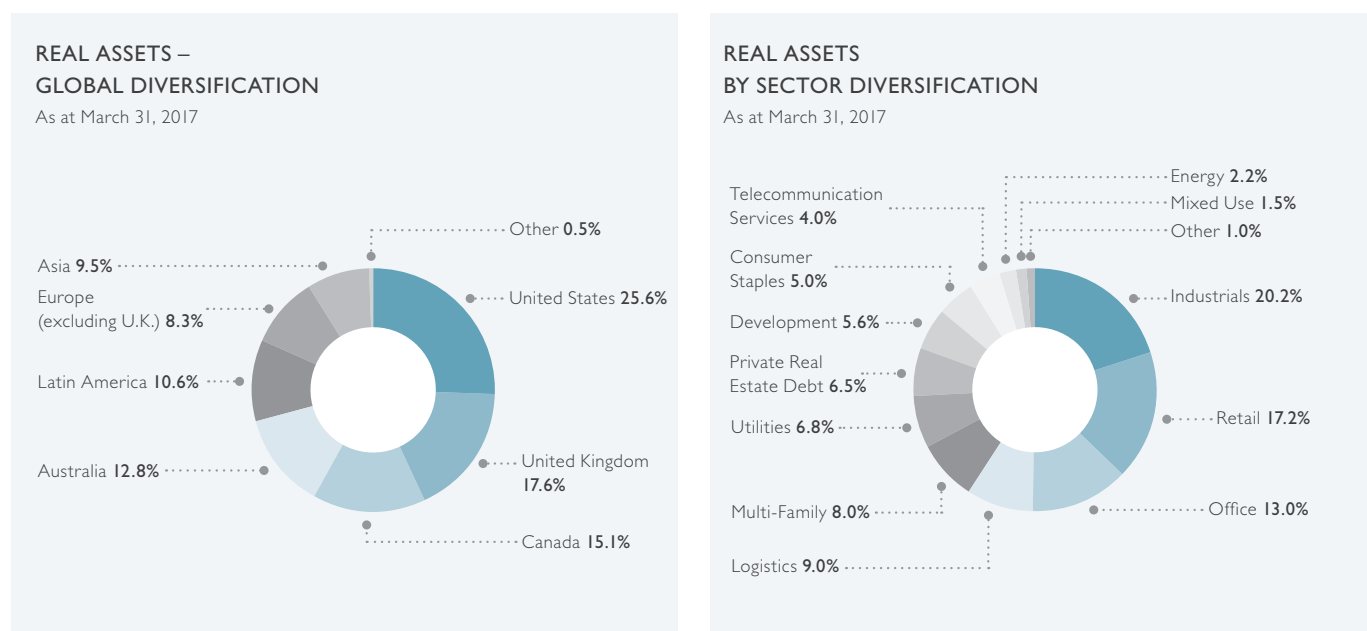
The Real Assets (RA) portfolio increased from \$63.0 billion at the end of fiscal 2016 to a current \$73.6 billion, representing a net increase of \$10.6 billion. The change in portfolio value was the net result of several factors: (i) new investment activity totalling \$12.4 billion; (ii) asset dispositions and return of capital of \$4.8 billion; and (iii) changes in valuation and foreign exchange movement during the year totalling \$3.0 billion.

The RA portfolio represents 23.2% of the Fund, managed by 135 professionals located across seven offices globally. Our geographic footprint spans five continents and consists of 166 investments.

In fiscal 2017, CPPIB sought to consolidate its long-horizon, inflation-linked private investment programs into a single department with a common strategy and investment approach. As a result, we

combined the Infrastructure and Agriculture groups within Private Investments and the equity and debt programs within Real Estate Investments to form the Real Assets investment department. The investment groups within Real Assets share a number of similarities with respect to risk profile and the capital intensive and long-dated nature of its investment activities. The Infrastructure and Real Estate groups are also amongst our most global businesses and the reorganization allows greater efficiencies and resource sharing across local offices. Concurrently, we also formed a new strategy function within RA to improve the level of co-ordination between the investment groups and to assist with top-down portfolio design and construction. We expect this function will play a key role in integrating the groups under the new department and to build a common strategy and investment approach for Real Assets.

The charts below provide a summary of RA's holdings by geography and sector:



The two tables below show RA's performance in absolute terms and relative to its return comparator of weighted factor returns. The first table summarizes the absolute returns of all assets (equity value) with rates of return calculated on a time-weighted basis.

The second table shows the DVA generated by the department compared to the return comparator:

REAL ASSETS	Fiscal 2017 %	Fiscal 2016 %
RETURNS		
1-year excluding foreign currency impact ¹	8.3	10.1
1-year ¹	7.8	10.9
1-year net ²	7.5	10.6
1-year return comparator ³	10.4	(0)

REAL ASSETS	Fiscal 2017 \$ billions	Fiscal 2016 \$ billions
CONTRIBUTION TO PORTFOLIO NET VALUE-ADDED^{2, 3, 4}		
1-year	(1.3)	5.8
5-year ⁵	3.5	5.7
10-year ⁵	3.7	5.9

1. After transaction costs and management fees, but before operating expenses.

2. After all CPPIB costs.

3. Return comparator is the weighted return of return-risk factors representative of the department's investment programs. Value-added is relative to the return comparator.

4. Foreign currency fluctuations have no impact on departmental value-added. See page 25 for more details.

5. Real Estate (equity and debt), Infrastructure, and Agriculture performance are reported under Real Assets for all history.

RA's overall return comparator comprises four components reflecting the four different types of investments pursued by the department. Each component assigns different weights to the factor returns underlying each type of investment. For example, programs with a higher return-risk profile are assigned a larger equity weight in the comparator to account for the higher volatility in returns.

Three of the department's four investment programs underperformed against their respective performance objectives this year. Our private real estate debt program performed well this year, aided by pre-payment income received from several borrowers and by a strong collateral base which did not experience any credit loss.

FISCAL 2017 ACTIVITIES

The global real asset markets are now entering their eighth year of expansion. While the pace of asset appreciation this year has moderated compared to previous years, competition for high-quality assets and experienced operating partners remains intense. Amid a low growth environment and political uncertainty, investors continue to target income-oriented investments in real estate and infrastructure that provide stable cash flows with the potential for future income growth through inflationary pressures. Despite record pricing and a low yielding environment for high-quality assets globally, an attractive financing environment continues to allow investors to earn reasonable levered returns relative to other asset classes.

The outcome of the U.S. election during the second half of the fiscal year spurred a more optimistic economic outlook, leading to a rise in long-term bond yields in anticipation of inflationary pressures from increased infrastructure spending and corporate tax cuts. Market returns expectations for private real assets have yet to adjust to the new higher yielding environment, but we are beginning to see corresponding adjustments in listed real assets such as REITs in the public markets.

It is challenging to predict when interest rates will begin to revert to more normal levels and when and if corresponding adjustment to private asset values will occur. But as an interest-rate sensitive asset class, the path to a higher-yielding environment will be disruptive to real assets such as real estate and infrastructure.

RA has been mindful of the potential risks to the portfolio from a rising interest rate environment and in fiscal 2017 continued to execute our multi-year plan to prepare our portfolio for this potential event. First, while the teams were very active in assessing potential opportunities globally this year, we remained disciplined in our approach. As a result, many opportunities were not pursued due to pricing consideration and our new investment activity was lower in fiscal 2017 compared to previous years. Second, we took advantage of the favourable pricing environment by exiting investments where we believe the investment outlook for the asset was no longer attractive. As a result, the department had another record year in asset sales in fiscal 2017. Third, RA continued to build its franchise by strengthening its relationships with operating partners through incremental investment activity in areas with attractive return-risk attributes. Finally, to build for the future, the department continued to focus in select emerging markets and in areas that have attractive long-term fundamentals and the potential for outsized growth.

REAL ESTATE – EQUITY

Fiscal 2017 marked another year of steady growth for the Real Estate Equity portfolio, which at the end of the year totalled \$40.1 billion, an increase of 9.2% from fiscal 2016. The Equity programs represent 89.3% of the overall real estate portfolio and 54.5% of the Real Assets portfolio. A slowdown in new investment activity and valuation gains coupled with an active dispositions program resulted in moderate growth in the portfolio in fiscal 2017 compared to previous years. Specifically, the value increase in the portfolio was the result of several factors: (i) \$4.6 billion in new investment activity, (ii) valuation increases mainly due to improved market conditions and foreign exchange of \$1.6 billion, offset by \$2.8 billion in return of capital from asset sales.

At year end, the Real Estate Equity portfolio consisted of 121 investments with 60 operating partners, managed by a team of 75 professionals across six offices globally. The Real Estate Equity portfolio remains well diversified across major markets globally, with 86% in developed markets such as North America, Western Europe and Australia and 14% in the emerging markets including China, India and Brazil.

The slowdown in new investment activity and rise in asset sales is consistent with our view of the robust pricing environment for high quality real estate assets and the strong competition for widely marketed trophy commercial properties in global gateway cities. Notwithstanding these conditions, the team has been successful in securing attractive opportunities in major markets due to our strong execution capabilities locally and from our long-standing relationships with our operating partners who continue to be a valuable source of deal flow.

Major transactions undertaken by the Real Estate Equity groups in fiscal 2017 are highlighted below:

- > Acquired a 50% interest in a portfolio of prime office properties totalling 4.2 million square feet at a gross purchase price of C\$1.175 billion from Oxford Properties Group. The portfolio comprises seven office buildings located in the downtown core of Toronto and Calgary, Canada.
- > CPPIB Liberty Living Inc., a wholly owned subsidiary of CPPIB, invested additional equity into Liberty Living to support its acquisition of the Union State Portfolio of student accommodation for a total consideration of approximately £460 million. The portfolio comprises 6,484 beds within 13 student residences across the U.K., Germany and Spain. This transaction transforms Liberty Living into the second largest off-campus student housing operator in the U.K. We acquired Liberty Living in 2015.
- > Invested \$181 million to acquire an additional 11% interest in Brazilian retail owner/operator, Aliance Shopping Centers, and participated in the follow-on equity offering in October 2016. The transaction increased our total ownership in the company to 40.2%.
- > Signed an agreement to acquire a 50% interest in a diversified portfolio of top-tier office and retail properties in New Zealand from the Public Sector Pension Investment Board, for a gross value of C\$545 million. Our equity investment is approximately C\$233 million. Located primarily in Auckland and Wellington, the portfolio comprises 13 office and retail properties totalling approximately 2.9 million square feet. The acquisition provides a meaningful entry into the New Zealand commercial real estate market. The transaction is subject to customary regulatory approvals and closing conditions.
- > Divested a 45% interest in 1221 Avenue of the Americas, a 2.7-million-square-foot prime office building located in midtown Manhattan for a total net proceeds of US\$955 million.
- > Sold our 50% interest in four Canadian-based power centres to joint venture partner, RioCan REIT for a total net proceeds of \$351 million.
- > Following year end, formed a strategic relationship to invest in India's retail sector through a \$330 million commitment to a joint venture with Phoenix Mills Limited to invest in prime retail shopping centres in the largest Indian cities.

REAL ESTATE – DEBT

The Private Real Estate Debt (PRED) program, which represents 10.7% of the Real Estate portfolio and 6.5% of the Real Assets portfolio, totalled \$4.8 billion at year end, an increase of 18.2% from fiscal 2016. Borrowers successfully repaid several loans in the portfolio this year, offsetting much of the new investments made this year. That resulted in more moderate growth in the loan portfolio compared to previous years. Specifically, the value increase in the portfolio was the result of several factors: (i) \$2.1 billion in new investment activity, (ii) valuation increases mainly due to improved market conditions and foreign exchange of \$118.8 million, offset by \$1.4 billion in return of capital loan repayments.

The PRED program is managed by a team of 12 professionals located in Toronto and London.

Major transactions undertaken by the PRED groups in fiscal 2017 are highlighted below:

- > Invested US\$125 million in a senior mezzanine loan secured by the equity interest in State Street Financial Center, a 36-storey, Class A office property located in the financial district of Boston, Massachusetts.
- > Invested US\$155 million in a senior mezzanine loan secured by the equity interest in The Cosmopolitan Hotel of Las Vegas, a luxury hotel located in Las Vegas, Nevada.
- > Invested €150 million in a €180 million first mortgage bond secured by prime real estate assets in Bucharest. The assets are owned by Globalworth Real Estate Investments Ltd. This represents our first entry into the Romanian real estate debt market.
- > Committed £240 million in a five-year corporate mezzanine debt facility sponsored by Lone Star for the refinancing of their acquisition of Quintain Estates & Development and the development of 2,633 residential units over a 45-acre site at Wembley Park, London, U.K.

INFRASTRUCTURE

At year end, the Infrastructure portfolio, which includes holdings in agriculture, consisted of 20 direct investments valued at \$28.7 billion compared with \$22.2 billion a year earlier. The change in value was the result of several factors: (i) \$5.8 billion in new investment activity, (ii) valuation increases mainly due to improved market conditions and foreign exchange of \$1.2 billion, offset by \$0.5 billion in return of capital from dispositions.

The Infrastructure portfolio remains well diversified globally with 74.8% in developed markets such as North America, Western Europe and Australia and select emerging markets, 25.2% primarily in Latin America. Infrastructure investments represent 39% of the Real Assets portfolio. The Infrastructure portfolio is managed by a team of 48 professionals located across five offices globally.

New capital sources have entered the infrastructure market since the group was formed more than a decade ago, intensifying competition for infrastructure opportunities globally. We remained disciplined in our approach and despite such challenging conditions, successfully executed several major transactions:

- > Acquired Pacific National, a leading Australian rail logistics company, through participation in the A\$9.05 billion take-private of Asciano Limited. CPPIB's total investment was approximately A\$1.7 billion, and we are now the largest shareholder in Pacific National with a 33% holding.
- > Invested \$748 million to acquire a 29% interest in Arco Norte, a 224-kilometre toll road concession located in Central Mexico. The toll road is managed by the Slim Group through their infrastructure arm, IDEAL, who continues to hold a 51% interest in the investment. This transaction represents our first infrastructure investment in Mexico.
- > Acquired a 40% interest in Glencore Agriculture for US\$2.5 billion, a globally integrated agriculture business with principal activities including the procurement, storage, processing, transportation and marketing of grains and oilseeds.

LOOKING AHEAD

While different economic variables affect real estate and infrastructure assets, both sectors are cyclical in nature. The recent rise of long bond yields coupled with moderate asset appreciation are both factors indicating we are approaching a new phase in the current cycle. Accordingly, we expect investors will place greater emphasis on income generation with more tempered expectations for capital appreciation, which will result in a moderation of total returns going forward. We expect this uncertain investment climate will continue to be challenging for market participants. But as patient and disciplined investors, we remain focused on selectively deploying our capital in opportunities that will generate returns for the CPP Fund.

Fiscal 2018 Objectives for CPPIB

The corporate objectives for fiscal 2018 are:

1. Scaling our investment activities from all three sources of return: investment selection, diversification and strategic tilting in alignment with the long-term vision for asset classes and weights indicated by the Strategic Portfolio.
2. Expanding our global investment activities, including the substantial scaling of our emerging markets programs, to build a diversified investment portfolio aligned with the long-term vision for geographic composition indicated by the Strategic Portfolio.
3. Continuing the multi-year implementation of our enhanced investment framework, including launching the daily process to optimize the Fund's factor exposures, leverage and liquidity.
4. Developing talent with a focus on increasing diversity, early career hiring and building future leaders from within our organization.
5. Advancing our core operational functions, including data management and financial accounting and reporting, to add efficiency, reduce costs and operational risk.
6. Preparing to accept, invest and report on the Additional Canada Pension Plan (ACPP) contributions that start in January 2019.

Enterprise Risk Management

CPPIB's activities expose us to a broad range of risks in addition to investment risks. All risks are managed within an Enterprise Risk Management (ERM) framework with the goal of ensuring that the risks we take are commensurate with and rewarded by long-term benefits.

RISK ENVIRONMENT

The environment in which we operate evolves and may impact our risk profile and development of our risk management practices. This past year, we closely monitored a number of developments with a view to assessing their potential impact on our operations over time.

- > The unpredictable global political landscape has created a high level of uncertainty for investors. The most significant near-term impact of the U.S. election and the Brexit vote has been movements in public equity markets, which could affect short-term results. We are monitoring the longer-term implications of U.S. government policy, monetary policy and political events in Europe.
- > The push by large institutional investors into alternative assets such as real estate, private equity and infrastructure has driven valuations to record highs. This competitive environment has made it increasingly difficult to source attractive opportunities with adequate returns. We remain focused on identifying opportunities where we can leverage our comparative advantages, such as our ability to invest at scale and manage complexity, to create value over the longer term.
- > Authorities around the world have continued their focus on systemic risk and tax avoidance practices, in some cases singling out major investors and multinationals. As a large, global investor, CPPIB monitors these and other regulatory and tax developments to understand potential impacts.

- > The strong U.S. dollar and labour markets have made it more challenging to attract and retain talented and specialized investment professionals in Canada and globally. We must ensure that our recruitment, talent development and succession planning practices are effective.
- > Recent high-profile cyber security breaches in both the public and private sectors have illustrated the difficulties organizations are facing trying to keep pace with the rapidly evolving cyber threat environment. We continually enhance our practices to ensure our information is protected.
- > Climate change presents a complex array of physical and non-physical risks and opportunities across our investment activities. CPPIB is dedicating resources to ensure we are effectively considering these risks and opportunities. This is discussed more thoroughly in the Sustainable Investing section on page 34.

ENHANCING OUR RISK MANAGEMENT PRACTICES

Effective risk management combined with our comparative advantages puts us in a position to capitalize on opportunities in situations when others cannot. During fiscal 2017, we made a number of enhancements to our risk management practices:

- > Expanded our scenario analysis capabilities with the introduction of a cross-functional working group that facilitates the identification and quantification of plausible stress scenarios, including geopolitical risks;
- > Created a model review working group tasked with validating strategically important risk models;
- > Added legal and compliance professionals, and enhanced our compliance management processes;
- > Improved our controls and monitoring processes to help ensure we prevent and respond effectively to cyber threats and data loss incidents; and
- > Established an internal Climate Change Working Group (CCWG) with the objective of better addressing climate change as a long-term investment consideration in the years ahead; and, incorporated climate change into our ERM Framework and semi-annual enterprise risk reports to the Board of Directors.

Our ERM framework is based on a strong governance structure, having a risk-aware culture, risk policies, defined risk appetite and risk limits; processes for identifying, assessing, mitigating, monitoring and reporting all key existing and emerging risks; and control practices with independent assurance that these practices are working properly. We define a key risk as one that could have a significant impact on our ability to execute our mandate.

RISK GOVERNANCE

Risk governance at CPPIB is the accountability of the Board, Management and their respective committees. The Board of Directors oversees our efforts to achieve a "maximum rate of return, without undue risk of loss having regard to the factors that may affect the funding of the CPP" in accordance with CPPIB's mandate. To this end, the Board is responsible for the oversight of enterprise risks, ensuring that Management has identified key risks and established appropriate strategies to manage them. Risk appetite is established for each key risk and risk category. Board committees have the

- > The Investment Committee establishes CPPIB's investment policies, and approves and monitors investment activities and risk levels. It also reviews the approach to investment risk management;
- > The Audit Committee oversees financial reporting, tax, information systems and technology and associated risks, external and internal audit, and internal control policies and practices;
- > The Human Resources and Compensation Committee is responsible for overseeing risks related to our employees and employment practices. The HRCC reviews and recommends the compensation framework, reviews organizational structure, and ensures a succession planning program is in place; and
- > The Governance Committee ensures that CPPIB follows appropriate governance best practices and monitors application of the Code of Conduct and conflict of interest guidelines.

The President & CEO, by way of delegation from the Board of Directors, is accountable for all risks beyond those matters specifically reserved for the Board or Board committees. The responsibility for risk management is further distributed throughout the organization starting with the Senior Management Team (SMT).

The SMT ensures that strategic and business planning, and risk management are integrated. Through the business planning process, the SMT ensures that plans align with our overall strategy and risk appetite and that adequate resources and processes are in place to identify and effectively manage key risks. The leaders of each department are responsible for appropriately managing the risks assumed within their areas of responsibility.

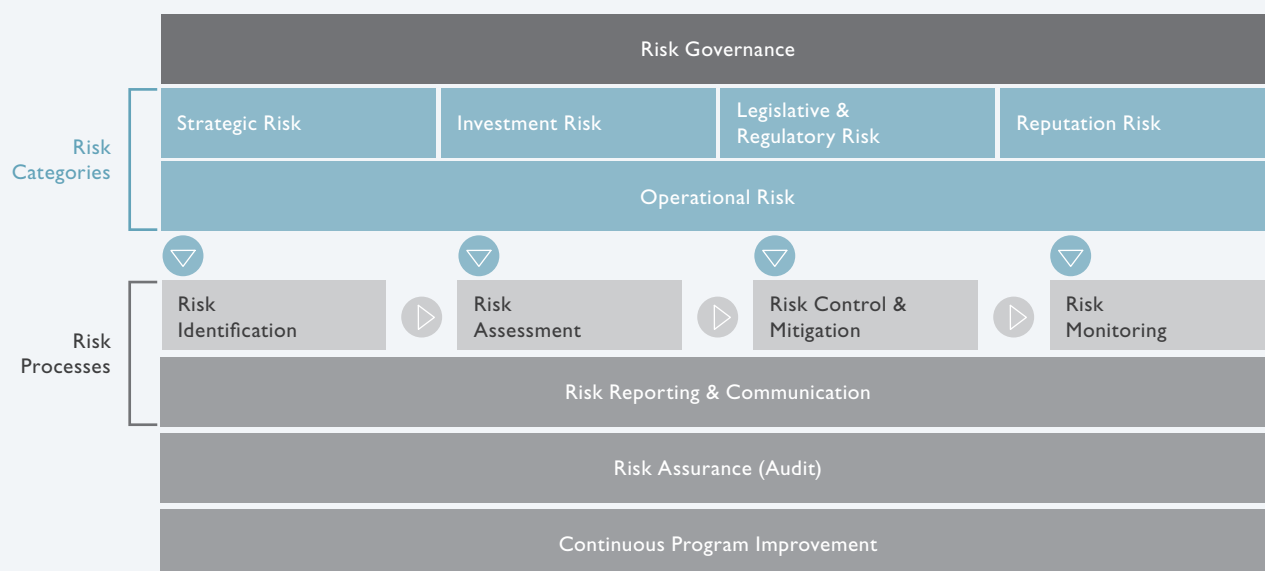
The Chief Operations Officer (COO) oversees the ERM framework for CPPIB.

The Chief Financial Officer (CFO) is accountable for the Investment Risk group which measures, monitors and reports investment risks independently from the investment departments. The Internal Audit department plays an important role as it provides independent assurance that controls and mitigants are properly designed and operating effectively.

Our approach to investment risk governance is described further on page 29.

The diagram below depicts CPPIB's ERM Framework.

ENTERPRISE RISK MANAGEMENT FRAMEWORK



The following sections describe each of our five principal risk categories and risk management strategies:

Strategic Risk: This is the risk that CPPIB will make inappropriate strategic choices or be unable to successfully execute selected strategies or adapt to changes in the external business, political or socioeconomic environment over the long term. Managing strategic risk effectively is critical to achieving our mandate.

A number of important processes control and mitigate strategic risks:

- > Board discussion and review of our overall strategy is conducted at least annually;
- > Detailed business planning, that takes into account our strategy and longer-term objectives, is carried out by each department and reviewed by the President & CEO, leading to an annual business plan approved by Management and the Board;
- > Strategies are prepared for each investment program to ensure alignment with CPPIB's overall strategy and comparative advantages;
- > Quarterly reviews of the portfolio and associated investment risks are completed, in the context of capital market and emerging economic conditions; and
- > Quarterly reporting and discussion of our progress, challenges and risks related to achieving the approved business plan are conducted by both Management and the Board.

Investment Risk: This is the risk of loss due to participation in investment markets. It includes market risk (including currency, interest rate, equity price, commodity price and credit spread risk), credit risk (including counterparty risk) and liquidity risk, in both internally and externally managed portfolios. It is managed and monitored in accordance with the Risk Policy approved annually by the Board of Directors.

We have risk committees to oversee our investment risk exposures. The Investment Committee of the Board receives regular reporting on our assets, investment income, investment returns, risk measures and stress testing results. Management's Investment Planning Committee reviews the risks in the portfolio at least monthly through commentaries prepared by TPM and the Investment Risk group.

Additional information related to our investment risk exposures and risk measurement and management processes is included in note 5 to our Financial Statements on page 118.

Legislative and Regulatory Risk: This is the risk of loss due to actual or proposed changes to and/or non-compliance with applicable laws, regulations, rules and mandatory industry practices, including those defined in the *CPPIB Act*. Failure to comply could result in financial penalties or portfolio losses and damage to our reputation.

Our compliance program is designed to promote adherence to regulatory obligations worldwide, and to help ensure awareness of the laws and regulations that affect us and the risks associated with failing to comply. We monitor emerging legal and regulatory issues as well as proposed regulatory changes, and take a constructive role in these developments when appropriate. Input is regularly sought from external legal counsel to keep us informed on emerging issues.

Our Tax group plays a key role to support decision-making, overseeing tax risk management and evaluating overall tax practices. We review key tax risk issues both as part of transaction due diligence and at the total Fund level.

Operational Risk: This is the risk of loss due to actions of people, or inadequate or failed internal processes or systems as a result of either internal or external factors. Operational risk encompasses a broad range of risks, including those associated with:

- > Human resource management and employment practices;
- > Employee misconduct including breaches of the Code of Conduct, fraud and unauthorized trading;
- > Ability to recover from business interruptions and disasters;
- > Transaction processing, operations and project execution;
- > Data, models, user-developed applications and information security; and
- > Accuracy of financial reporting.

Risk can take the form of direct financial losses, indirect financial losses appearing as operating inefficiencies, regulatory sanctions or penalties, or damage to our reputation. Operational risk can also directly impact our ability to manage other key risks.

Each member of the Senior Management Team bears primary accountability for managing operational risks within their department. We manage operational risk through internal controls that are subject to internal audit reviews. We also conduct an annual review as part of the CEO/CFO certification of internal control over financial reporting. The Finance, Analytics and Risk department, and the Operations and Technology department maintain formal protocols for implementing new investment products and technologies, managing data, models and user-developed applications, ensuring information security, and establishing continuity plans for potential business interruptions. Also, we purchase property and casualty insurance, as well as director and officer liability coverage.

Reputation Risk: This is the risk of loss of credibility due to internal or external factors and is often related to, or results from, other categories of risk. This risk can arise from our internal business practices or those of our business partners or the companies in which we are investors. Business partners include third parties hired to perform some of our administrative functions as well as investment organizations with whom we have a contractual arrangement. A loss of reputation could impact our position as a partner, investor and employer of choice and impede our ability to execute our strategy.

The responsibility for managing reputation risk extends to every employee and Director. This is clearly detailed and communicated through our Code of Conduct and our Guiding Principles of Integrity, Partnership and High Performance, which apply to all employees and all business activities. The Code of Conduct, as an example, requires all employees and Directors to disclose any personal trading or business interests that might lead to a real, potential or perceived conflict of interest.

The Senior Managing Director & Global Head of Public Affairs and Communications oversees our Issues Management Framework, which has several dimensions related to reputation management. We require that reputation risk assessments be part of the investment decision-making process through the Reputation Risk Framework protocol, and business strategy development and execution. Our Issues Management Executive Committee addresses significant issues as they arise. There are protocols for escalation and management of reputation risks and issues relating to our existing portfolio companies. Additionally, we continue to proactively build our reputation and brand with key stakeholders globally to support our business objectives and mitigate risk.

Organizational Accountability

CEO/CFO CERTIFICATION

During the year, we completed an evaluation of internal control over financial reporting and disclosure controls and procedures, using the framework and criteria set out in the Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). CPPIB is not required by law or regulation to perform this annual evaluation. We do so voluntarily as part of our commitment to strong corporate governance and accountability.

The CEO and CFO are responsible for establishing and maintaining internal control over financial reporting to provide reasonable assurance that it is reliable and conforms with International Financial Reporting Standards (IFRS). They are also responsible for the design of disclosure controls and procedures that provide reasonable assurance that all material information is gathered and reported to Management on a timely basis.

No changes were made in our internal control over financial reporting, disclosure controls or procedures that have affected, or are reasonably likely to materially affect, our reporting.

Based on the results of Management's evaluation, the CEO and CFO have concluded that internal control over financial reporting and the disclosure controls and procedures is properly designed and operated effectively throughout the year.

ACCOUNTING POLICIES AND CRITICAL ESTIMATES

Our significant accounting policies are summarized in notes 1 and 2 to the annual Consolidated Financial Statements and are important in understanding and interpreting our reported financial results and financial condition. Certain of these accounting policies require Management to make assumptions and estimates that affect the reported amounts of assets, liabilities, income and expenses. We have established procedures to ensure accounting policies are applied consistently and processes for changing methodologies are well-controlled.

Management's most critical accounting estimates are with regard to the determination of fair value for investments and investment liabilities. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is a market-based measurement and therefore incorporates those factors that market participants would consider when pricing an investment or investment liability.

Quoted market prices are used to measure the fair value for investments traded in an active market, such as public equities and marketable bonds.

Where the market for an investment is not active, such as for private equity, infrastructure, private real estate, private debt and over-the-counter derivatives, fair value is determined by valuation techniques that make maximum use of inputs observed from markets. These techniques include the use of recent arm's-length transactions, the current fair value of another investment that is substantially the same, discounted cash-flow analysis, pricing models and other accepted industry valuation methods. Management engages independent appraisers to assist in the review or preparation of investment valuations. Regardless of the technique used, judgment is required to estimate fair value for investments, which are not traded on an active market. Our valuation methodologies for investments and investment liabilities are summarized in note 2 to the annual Consolidated Financial Statements.

Report of the Human Resources and Compensation Committee

As the Chair of the Human Resources and Compensation Committee (HRCC), I am pleased to share with you our approach to assessing performance and determining CPPIB employee compensation.

The underlying principles of CPPIB's compensation framework are to deliver the long-term business strategy by focusing on:

- > Attracting and retaining top investment and management expertise;
- > Paying for performance; and
- > Aligning the interests of employees with contributors and beneficiaries over the very long term.

FISCAL 2017 PERFORMANCE HIGHLIGHTS

A key underpinning of our compensation programs is the performance of the total Fund and our investment departments. Over this period, the Fund generated a sizeable gain. The one-year total Fund net return was 11.8%, as was the five-year annualized net return. Fiscal 2017 was a challenging year in terms of delivering dollar value-add (DVA) above the Reference Portfolio's return. The total Fund net DVA in fiscal 2017 was negative \$8.2 billion, while the cumulative five-year net DVA amounted to \$5.6 billion.

COMPENSATION PROGRAM

The CPPIB multi-year business plan aims to realign our investment approach to place a significantly greater emphasis on delivering total return, or in other words maximizing the long-term value of the CPP Fund. We believe that reflecting this enhanced focus on total Fund performance in our compensation program is a crucial foundation to support greater alignment between CPPIB employees and the interests of 20 million CPP contributors and beneficiaries.

The new compensation program that we first implemented in fiscal 2016 introduced this enhanced focus on total Fund performance, balancing it with a continued focus on dollar value-add, while measuring both along a longer-performance horizon to better align with our investment mandate (over a five-year rolling period, instead of four). Importantly, our new program continues to measure the quantity and quality of outcomes, including how senior Management and employees deliver on long-term strategic business objectives.

Fiscal 2017 was the second full year under the new compensation program, and we are confident that it continues to support our business strategy, to enforce the principle of pay for performance and to align employees with the long-term interests of beneficiaries. For instance, this year as the Reference Portfolio outperformed the Investment Portfolio on an annual basis, we saw downward pressure on the five-year multiplier we use to determine compensation. As a result, our Named Executive Officers' (NEOs) compensation remained relatively flat this year. All NEOs received smaller in-year and deferred awards this year compared to last, with the exception of the SMD & Head of International, Head of Europe (Alain Carrier)

and the SMD & Chief Investment Strategist (Ed Cass). Mr. Cass' in-year award and deferred awards increased slightly due to stronger Group, Department and Individual performance than the previous year. While Mr. Carrier's in-year award decreased, his deferred award increased due to a higher incentive target and required deferral portion upon his promotion to Senior Managing Director.

Fiscal 2019 will be the first year completely under the new compensation program, when the remaining Long-Term Incentive Plan (LTIP) grants awarded under the old compensation program will have been fully paid out. We expect that total NEO compensation will decrease at that point.

Our compensation program provides competitive pay levels relative to our defined talent market in all regions that we operate, and provides a clear, transparent framework to CPPIB employees and to our stakeholders.

In addition to the Board approving all compensation benchmarks and multipliers, the Committee retains full discretion to reward performance for the Senior Management Team within a range of zero to two times target incentive levels, as well as any salary adjustments or other compensation arrangements. This full discretion allows the Committee to not just assess and reward results, but also the manner in which they were achieved.

CEO TRANSITION

On June 13, 2016, the Board appointed a new President & CEO, Mark Machin, who previously held the role of Senior Managing Director & Head of International, and President, CPPIB Asia Inc.

Upon his appointment, the Board approved a target annual compensation package for Mr. Machin which we believe is both fair and responsible. Mr. Machin's annual pay package as President & CEO was benchmarked to be consistent with our primary Canadian market references. Upon his promotion to President & CEO, Mr. Machin received two non-recurring long-term awards. Excluding these non-recurring awards, Mr. Machin's overall annual compensation decreased when he took on the CEO role in Toronto. Please refer to the CEO Compensation section on page 78 for further details.

FISCAL 2017 CEO PAY DECISIONS

Over the past five years, CPPIB's total Fund return of 11.8% and dollar value-add of \$5.6 billion has been strong and has resulted in a total Fund multiplier of 1.53. The Board assessed Mr. Machin against his corporate goals and deemed that all these were substantially achieved, resulting in a multiplier of 1.40. Against his individual objectives, the Board determined a multiplier of 1.50 for fiscal 2017. The weighted average of these three factors resulted in an overall incentive multiplier for Mr. Machin of 1.48.

Ultimately, the Board awarded Mr. Machin a total direct compensation (salary + in-year award + deferred award) of \$4,507,380 for fiscal 2017, in addition to non-recurring awards, as well as pension and benefits. Further details on CEO compensation are included in the following Compensation Discussion and Analysis.

OTHER ACTIVITIES OF THE HRCC

The HRCC adopted specific objectives designed to focus on strategic priorities in fiscal 2017. In conjunction with the Chairperson, the HRCC ensured that a comprehensive plan was developed to ensure the successful transition and onboarding of the new CEO, Mark Machin. To assist with this effort, Mark Wiseman, the former CEO, stayed on as an advisor to the Board until September 5, 2016. The HRCC continues to drive the succession planning for all executive positions in the organization. Please see below for specific HRCC activities undertaken in fiscal 2017.

In conclusion, the HRCC is satisfied that the compensation paid for fiscal 2017 is appropriate and that our decisions with respect to the department/group and individual performance factors of compensation reflect our assessment of the Senior Management Team's performance relative to the pre-established objectives for fiscal 2017, and are appropriately aligned with the interests of contributors and beneficiaries.



Karen Sheriff

Chair, Human Resources and Compensation Committee

The Role and Structure of the Committee

The Human Resources and Compensation Committee (HRCC) helps the Board of Directors with human resources matters, including talent management and compensation.

The HRCC is composed entirely of Directors who are knowledgeable about human resources and executive compensation issues. All HRCC members also serve on the Investment Committee. They have a strong appreciation of the link between compensation and risk management.

The committee members for fiscal year 2017 were:

Ian Bourne
Tahira Hassan
Nancy Hopkins
Douglas W. Mahaffy
Karen Sheriff, Chair
Kathleen Taylor
D. Murray Wallace

The HRCC held 12 meetings during fiscal 2017. The Chairperson of the Board of Directors, although not an HRCC member, attended all meetings. The CEO, the COO and the Senior Managing Director & Chief Talent Officer also attended portions of the meetings at the HRCC's request. Annual activities for the HRCC (including those performed in fiscal 2017) are:

Evaluation of the CEO:

- > Reviewed and recommended for Board approval the CEO's performance objectives and performance evaluation process.
- > Reviewed significant outside commitments of the CEO.

Compensation of Officer and non-Officer employees:

- > Reviewed, approved and recommended for Board approval, salary increases and incentive compensation payouts for officers and employees.

- > Reviewed executive compensation trends as provided by the HRCC's external compensation advisor.
- > Reviewed Officers' compensation. This included requesting and reviewing a report from the HRCC's external compensation advisor on the compensation of officers relative to other large Canadian pension funds and investment management companies.
- > Oversaw the disclosure of Directors' and Officers' compensation and the compensation framework in the Annual Report.
- > Reviewed and recommended for Board approval the benchmark and incentive compensation curve for the CPP Fund.

Talent Management and Development:

- > Reviewed succession planning for Officers and talent management programs.

Employee pension and benefits plans:

- > Received the Annual Report of the Pension Committee and reviewed and approved pension plan documents.
- > Reviewed non-material changes to employee benefit plans and Human Resources policies.

Committee Terms of Reference review:

- > Reviewed and recommended for Board approval HRCC Terms of Reference and reviewed performance against Terms of Reference.

The HRCC uses the services of Hugessen Consulting Inc. to provide independent advice, information and guidance on human resources and executive compensation issues. Hugessen cannot provide any services to Management without the committee's prior approval. Hugessen received \$270,000 for its services to the HRCC in fiscal 2017 and \$220,000 in fiscal 2016. It provided no additional services to Management.

You can find out more about the HRCC's mandate in the Terms of Reference section posted on the CPPIB website.

Compensation Discussion and Analysis

This Compensation Discussion and Analysis summarizes the foundational principles of our compensation framework. It reviews the elements of our compensation program and provides the details on the performance results and remuneration paid to our Named Executive Officers (NEOs) for the fiscal year ended March 31, 2017 including:

- > President & Chief Executive Officer (CEO) – Mark Machin (appointed June 13, 2016)
- > Former President & Chief Executive Officer – Mark Wiseman (stepped down on June 13, 2016)
- > SMD & Chief Financial Officer (CFO) – Benita Warmbold
- > SMD & Head of International, Head of Europe – Alain Carrier
- > SMD & Chief Investment Strategist – Ed Cass
- > SMD & Global Head of Public Market Investments – Eric Wetlaufer
- > SMD & Global Head of Real Assets – Graeme Eadie

PRINCIPLES OF OUR COMPENSATION FRAMEWORK

Our compensation framework continues to rest on three key principles, including:

- > Attracting and retaining top investment and management expertise;
- > Paying for performance; and
- > Aligning the interests of employees with contributors and beneficiaries over the very long term.

Our compensation program is a key factor in attracting the talent and investment experience we need to manage a global active portfolio of \$316.7 billion. In our search for the best employees, we compete with the largest investment managers and financial institutions in Canada and around the world. As the Fund is one of the largest of its type globally, we require people with significant experience in investment management, investment research, portfolio design, risk management, and investment operations. A competitive compensation package is essential to attract and retain this talent to effectively execute CPPIB's mandate to maximize the rate of return without undue risk of loss.

RISK MANAGEMENT

Our compensation program reflects our public mandate and responsibility to CPP's contributors and beneficiaries. We have aligned incentives with our long-term investment strategy and mandate, while considering our target return and risk appetite.

Our compensation program includes a number of key risk mitigating features:

- > **Significant Pay at Risk** – a significant portion of compensation for Senior Management and employees is variable and deferred; the deferred portion fluctuates with the Fund's performance over time;
- > **Long-term Horizon Measurement** – CPPIB tracks performance over multiple years, aligned with the long-term nature of our investment mandate;
- > **Maximum Payouts** – there is a cap on the incentive multipliers;
- > **Robust Benchmark Investment Return Targets** – benchmarks used to calculate dollar value-added and returns reflect an appropriate balance of risk and return aligned with the Board-approved investment strategy;
- > **Board Approved Risk Limits** – the target rates of return consider the Board-approved overall and specific risk limits; and
- > **Claw backs** – the Board can claw back or adjust all forms of incentive compensation.

The HRCC reviews our compensation programs annually. In our 2017 review it confirmed that the compensation framework meets or exceeds the Principles for Sound Compensation Practices established by the Financial Stability Board and endorsed by the G20 nations.

Financial Stability Board Principles

Based on long-term performance

Discourage short-term risk-taking

Increased oversight powers of compensation committees

CPPIB compensation framework

Based on investment performance over up to five-year periods

Five-year results discourage short-term decisions
Total amount of risk is governed by the Board of Directors
Where appropriate, benchmarks adjust for the degree of risk taken

The HRCC and the Board of Directors make all decisions about the compensation framework

OUR COMPENSATION FRAMEWORK

The design of our incentive program takes into account the environment in which we operate, our mission and the strategy we have chosen to execute. We are a growing organization, and one that is meant to endure for a very long time. As a result, a large element of Management's current focus is on:

- > Attracting talent;
- > Growing the organization globally;
- > Establishing investment programs and processes that can be scaled;
- > Delivering strong performance;
- > Improving the efficiency of technology, operations and risk management; and
- > Establishing a strong culture with uncompromising standards of integrity.

The program considers these important priorities and reflects them in the performance measures used to determine incentive payouts. It also considers the public responsibility involved in managing the Fund for the benefit of 20 million contributors and beneficiaries by ensuring risk is considered appropriately. Further, we believe it is important not only what gets accomplished, but also how it is accomplished. Our compensation program is grounded in our Guiding Principles and takes into account the best practices in incentive design. We adhered to the following best practices in designing our compensation structure:

Our compensation structure is based on the following design principles:

- > **Focuses on Total Fund Performance** – each employee has 30% of their total incentive weighted on total Fund performance. The measurement of total Fund performance includes absolute total Fund return as well as dollar value-added. This emphasis on the total Fund allows for a closer tie between compensation and the interests of our beneficiaries and contributors.
- > **Aligns Long Performance Horizon with our Investment Mandate** – the five-year rolling time period over which we measure total Fund performance reflects our long-term perspective. Department performance is also measured over a multi-year time frame. This long-term performance horizon improves measurement accuracy and reduces volatility.
- > **Measures Both Quantitative and Qualitative Outcomes** – as our investment strategy and execution evolve, we consider both quantity and quality when measuring investment performance and other objectives.
- > **Aligns Pay Mix to Market Practice** – the pay mix of fixed and variable compensation, as well as short-term and long-term compensation reflects market trends.
- > **Creates a Consistent Framework for all Employees** – all employees have the same weight on total Fund performance, department and group performance, and individual performance. This creates a consistent platform for rewarding all employees.

Aligned with our Investment Objectives	<ul style="list-style-type: none"> > Maximize return to the total Fund within agreed risk parameters > Supports CPPIB's Guiding Principles
Market Competitive	<ul style="list-style-type: none"> > Enables CPPIB to attract and retain the right people
Right Time Horizon	<ul style="list-style-type: none"> > Strong alignment to our long-term investment horizon for performance measurement and for payouts
Simple	<ul style="list-style-type: none"> > Clear and simple framework transparent to key stakeholders and prospective employees > Yields increased stability and consistency of performance measurements
Enables Application of Informed Judgment	<ul style="list-style-type: none"> > Ability to recognize the distinction of each asset class, strategic and operational objectives, and market conditions
Differentiation Based on Individual Performance	<ul style="list-style-type: none"> > Ability to distinctly differentiate based on individual performance

In addition to researching best practices in incentive design, CPPIB conducts a competitive benchmarking of jobs across the organization. This ensures compensation levels are competitive and aligned with the organization's market for talent. We operate within the global investment management industry, and compete globally to attract and retain employees in Toronto and our offices in Hong Kong, London, Luxembourg, Mumbai, New York, São Paulo and Sydney. Accordingly, we review competitive pay information for Canadian pension funds and broader investment management organizations as well as those in other major markets in which we operate (e.g., United States, United Kingdom and Hong Kong).

The HRCC also reviews competitive pay levels for each position on the Senior Management Team, including the Named Executive Officers (NEOs) relative to a significant market sample and data from proprietary consultant surveys. Specifically for the Senior Management Team and NEOs, we benchmark compensation against the following organizations:

- > **Canadian Pension Funds:** Caisse de dépôt et placement du Québec (CDPQ), Ontario Teachers' Pension Plan (OTPP), bclMC, AIMCo, OMERS, PSPIB.
- > **Canadian publicly traded investment asset managers:** IGM Financial, CI Financial, AGF Management, Fiera Sceptre, Guardian Capital, Sprott Inc., Gluskin Sheff & Associates.
- > **McLagan "Competitive Composite":** This is composed of 1) the Top Canadian Pension Funds and 2) the broad financial services market that include insurance companies and banks in Canada and the U.S. (U.S. benchmarking for investment roles only).

COMPENSATION ELEMENTS

BASE SALARY

Employees receive a base salary for fulfilling their core job responsibilities. Salaries reflect skill level, ability and performance. We use annual compensation surveys from compensation consulting firms to ensure that we remain competitive within our talent market.

We review salaries annually at the end of each fiscal year. Any changes to Senior Management Team compensation, including the Named Executive Officers' (NEOs') salaries, require Board approval.

INCENTIVE COMPENSATION PLAN

At the end of each fiscal year, employees are eligible to receive an annual award according to the following formula:

Base salary	×	Incentive target	×	Performance multiplier	=	Annual award
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We set incentive targets by the job level to align with market practices. A portion of the Annual Award pays out in cash following the end of the fiscal year (In-Year Award) and, for senior employees, a portion is deferred (Deferred Award).

At the end of the fiscal year, the Annual Award is adjusted by a Performance Multiplier. The Performance Multiplier is determined based on a performance assessment of three factors:

1. Total Fund performance;
2. Department and Group performance; and
3. Individual performance.

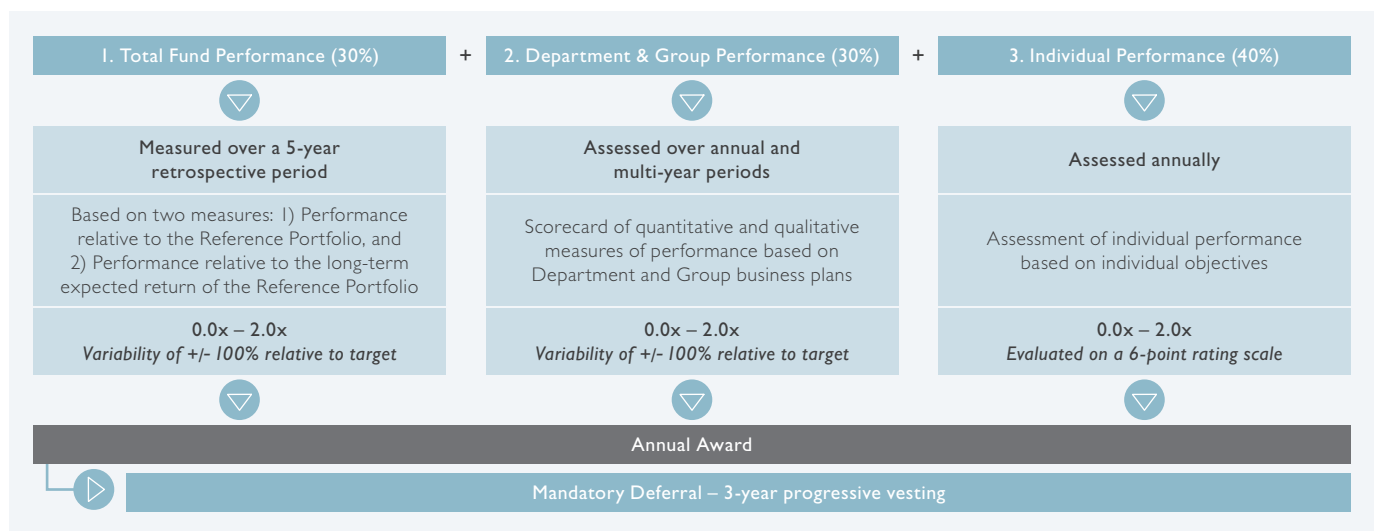
Each performance factor contributes a fixed percentage or weight to the total incentive pay. These weightings are consistent across the organization.

The Total Incentive may vary from zero to a maximum of 2 times the target amount for each performance factor. The award depends on performance relative to pre-determined objectives.

This structure applies to all employees across the organization regardless of department, group, seniority or geographic location.

To align with the long-term focus of the CPP Fund, senior employees must defer a portion of their Total Incentive. The Deferred Award vests and pays out over three years following the fiscal year for which the award is received.

The following chart illustrates the current incentive plan:



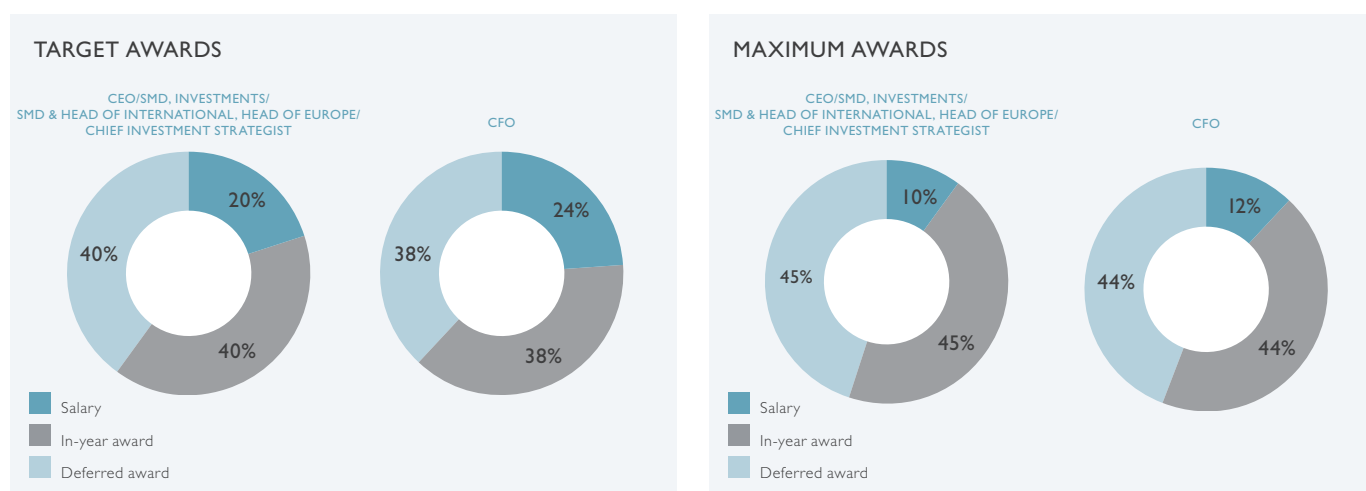
Below is more information on our three performance factors:

1. *Total Fund performance* – This performance factor includes equally weighted measures of both dollar value-add and total Fund returns, each measured over a five-year period.
2. *Department and group performance* – Departments and Groups play an important role in contributing to and maximizing performance of the total Fund. We determine performance objectives at the start of each year, taking both quality and quantity into account and aligning with the strategic objectives of the organization. At year-end,

we measure performance against the objectives defined for each Department and Group, including value-add. We may measure performance over the year or over several years, depending on the objective and performance measurement.

3. *Individual performance* – We assess this performance factor annually for each employee, based on specific objectives identified at the beginning of the year. Assessment of the individual is also based on performance relative to the expectations of the job and demonstration of our Guiding Principles of Integrity, Partnership and High Performance.

Following an assessment of performance and approval by the HRCC and Board, employees receive the in-year cash payout. All deferred awards are treated as if they were invested in the Fund and fluctuate with the total Fund returns over time. Employees forfeit the incentive award and any unvested deferred awards if they resign during the fiscal year.



PAY MIX

The mix of in-year cash and deferred compensation varies by role and level, with higher deferral targets for more senior professionals. The charts above illustrate the mix of salary, in-year cash, and deferred incentive for fiscal 2017 for the Named Executive Officers (NEOs):

VOLUNTARY DEFERRAL INCENTIVE PLAN (VDIP)

Where allowed under local tax law, employees may defer some or their entire in-year award in a given year. The deferred portion is treated as if it were invested. The employee can choose to make this nominal investment either entirely in the CPP Fund, or in both the CPP Fund and up to a maximum of 50% in the CPP Fund's Private Investments portfolio. The deferred amounts thus fluctuate in value over the three-year deferral period. The VDIP provides another way to align employee interests with Fund performance.

LONG-TERM INCENTIVE PLAN (LTIP)

We discontinued the Long-Term Incentive Plan as part of the incentive redesign in fiscal 2015. Existing unvested LTIP awards were converted using a 2x single-year multiplier for fiscal 2016 to fiscal 2018, aligned with historical performance and payout levels. The cliff-vesting schedule continues to apply to these awards, as per the terms of the plan. We paid residual payments in fiscal 2016, and eligible employees will continue to receive payments at the end of fiscal 2017 and fiscal 2018. The unvested balances will continue to earn the net total Fund rate of return during the vesting period.

SUPPLEMENTAL RESTRICTED FUND UNITS (SRFU)

SRFUs are a notional investment whose value fluctuates with CPP total Fund performance. SRFUs with multi-year vesting schedules can assist in attracting new employees as they help ease in the compensation of new hires during their transition to CPPIB, such as replacing forfeited compensation from their previous employer. SRFUs can also be used as part of a transition package for current employees.

CLAWBACK AND FORFEITURE PROVISION

The Board of Directors has the authority to interpret, change and discontinue the compensation plans at its discretion. In addition, the Board may reduce incentive awards or require employees to forfeit them if:

- > Financial results are restated and the Board considers the award is therefore excessive. The Board can also require employees to forfeit unvested incentive compensation awards. This provision applies to those at the Managing Director level and above.
- > The incentive award was granted in error.
- > An employee is guilty of misconduct.

PENSION

CPPIB provides its employees and executives the opportunity to participate in defined contribution retirement plans. These have relatively lower and more predictable costs than the more generous defined benefit plans offered by other organizations in the large pension fund and broader financial services industry.

All Canada-based employees are eligible to participate in our registered and supplementary defined contribution pension plans. Eligible earnings for both pension plans consist of:

- > Base salary, plus
- > The portion of the incentive paid in a given year (to a maximum of 50% of base salary).

Employees contribute 4.5% of annual eligible earnings, and CPPIB contributes 4.5% to the maximum allowed under the *Income Tax Act* (Canada). For the supplementary pension plan, employees earn contribution credits equal to 9% of eligible earnings over the maximum for the registered pension plan. The supplementary plan is an unfunded plan. It grows at the same rate as the investment choices available under the registered plan.

Employees based outside Canada are eligible to participate in local pension plans that vary based on local regulations and market practices.

BENEFITS AND OTHER COMPENSATION

Our benefits programs are comparable to those provided by similar organizations in our industry. They include life insurance, disability benefits, health and dental benefits, time-off policies, a fitness reimbursement and an Employee-Family Assistance Program. Perquisites are limited to paid parking for the Senior Management Team members.

FISCAL 2017 RESULTS: ANNUAL OBJECTIVES, PERFORMANCE OUTCOMES AND COMPENSATION DECISIONS

This section describes the annual financial and non-financial performance measures and results we used to make compensation decisions for the Named Executive Officers (NEOs) for fiscal 2017.

ANNUAL NON-FINANCIAL OBJECTIVES

Management establishes the non-financial organizational objectives in the CPPIB business plan each fiscal year. The Board of Directors approves these goals. You will find the non-financial organizational objectives of fiscal 2017 in Table I below.

Management then aligns annual individual objectives for officers and employees to these organizational objectives. The Board reviews progress against organizational objectives quarterly and at year end. This ensures a pay-for-performance approach to evaluation. Based on the Board's assessment, Management achieved the organizational objectives for fiscal 2017.

TABLE I: FISCAL 2017 NON-FINANCIAL OBJECTIVES

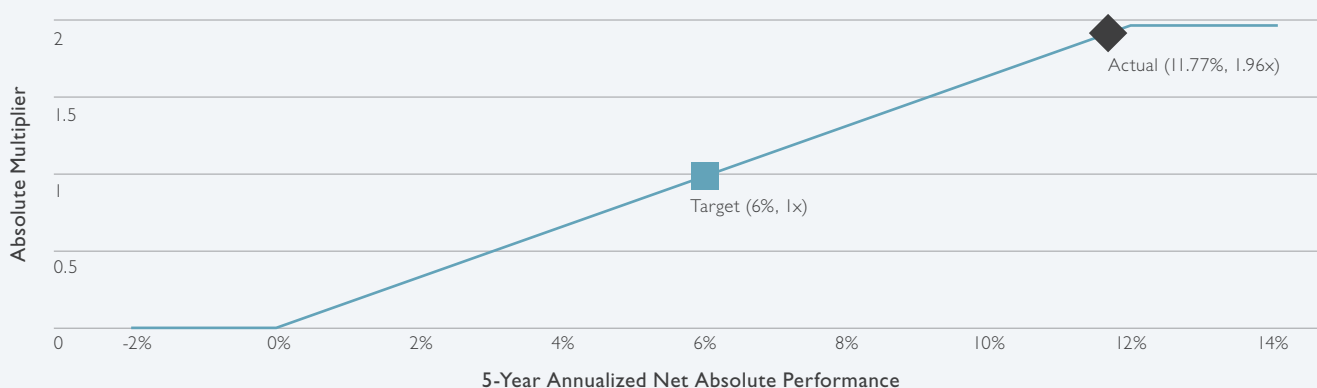
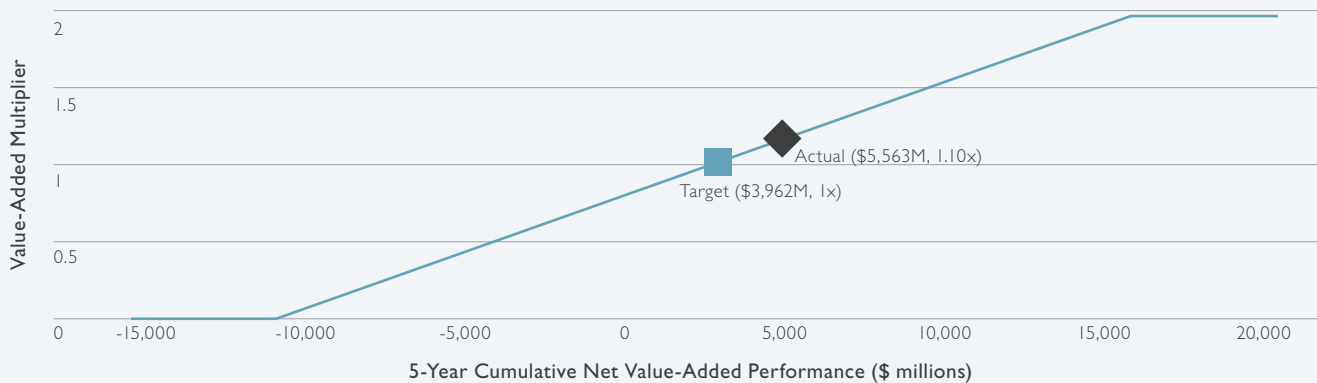
1. Continuing to implement our enhanced investment framework.
2. Developing talent with a focus on increasing diversity, early career hiring and building future leaders from within our organization.
3. Expanding our global investment activities to build a diversified investment portfolio aligned with the long-term vision for geographic composition indicated by the Strategic Portfolio.
4. Completing the straight-through trade life cycle process for publicly traded securities, which will be scalable to support CPPIB's future asset levels and investing activities.
5. Scaling our investment programs aligned with the long-term vision for asset class exposure indicated by the Strategic Portfolio.

TOTAL FUND PERFORMANCE

We measure total Fund performance over a five-year period using two equally weighted criteria:

1. **Absolute performance** – Absolute total return of the Fund; and
2. **Relative performance** – Value-add relative return of the Fund compared to the Reference Portfolio.

For compensation payout purposes, the performance realized on each of these two measures, over a rolling five-year performance period, maps to a multiplier. On the absolute performance, a target return of 6% will result in a target multiplier of 1x. On the relative performance, a five-year cumulative target dollar value-add (DVA) of \$3.96 billion must be reached to achieve a relative performance multiplier of 1x. The Board reviews DVA targets annually. The graphs below map the fiscal 2017 target and actual Fund performance.

ABSOLUTE PERFORMANCE COMPONENT**RELATIVE PERFORMANCE COMPONENT**

In Table 2 below, total Fund performance is measured over the five fiscal years beginning April 1, 2013 and ending March 31, 2017. The absolute and relative performance of the Fund in fiscal 2017 resulted in an equally weighted total Fund multiplier of 1.53.

TABLE 2: CPP FUND PERFORMANCE, FISCAL 2013 TO 2017 AND CUMULATIVE RESULTS

Fiscal year	Absolute Performance				Relative Performance				
	CPP Fund Gross Return (\$ billion)	CPP Fund Net Return (\$ billion)	CPP Fund Net Return %	Total Fund absolute multiplier	Reference Portfolio Return (\$ billion)	CPP Gross Value-add (\$ billion)	CPP Net Value-add (\$ billion)	Total Fund Value-added multiplier	Total Fund multiplier
2013	16.7	16.2	9.81%		16.5	0.2	(0.3)		
2014	30.7	30.1	16.12%		30.2	0.5	(0.1)		
2015	41.4	40.6	18.31%		37.8	3.6	2.8		
2016	10.0	9.1	3.37%		(2.1)	12.1	11.2		
2017	34.4	33.4	11.84%		41.6	(7.2)	(8.2)		
Cumulative \$ / Annualized % – 5 year	133.2	129.5	11.77%	1.96	124.0	9.2	5.6	1.10	1.53
Cumulative \$ / Annualized % – 10 year	151.0	146.0	6.74%		139.3	11.7	6.7		

FORMER LONG-TERM INCENTIVE PLAN (LTIP) PAYOUTS

For the purpose of calculating LTIP payout, the total Fund's cumulative four-year net rate of return was 59.8%, which is an average annualized return of 12.3%, since the beginning of fiscal 2014.

DEPARTMENT PERFORMANCE

Each department has financial and non-financial objectives. Performance against these objectives is evaluated by the CEO and approved by the Board. We have summarized performance for fiscal 2017 for each investment department in Table 3 below.

TABLE 3: FISCAL 2017 INVESTMENT DEPARTMENT PERFORMANCE

	Fiscal 2017 performance
Public Market Investments	Exceeded target
Real Assets	Exceeded target
Private Investments	Exceeded target
Investment Partnerships	Exceeded target
Total Portfolio Management	Exceeded target
International	Exceeded target

You can find a more detailed description of the total Fund and investment department performance in the Management's Discussion and Analysis section of the Annual Report.

COMPENSATION DISCLOSURE

We align with the best practices for compensation disclosure for a public pension fund. We disclose compensation information for key management personnel as a group. We also disclose individual compensation figures for the CEO, the CFO, and the next four highest-paid Senior Management Team members.

COMPENSATION OF KEY MANAGEMENT PERSONNEL

We define key management personnel as the Senior Management Team and the Board of Directors. For more information on Director compensation, please refer to the Governance Practices section of the Annual Report. The total compensation expense for key management personnel for fiscal 2017 is \$37.5 million, up 20% from \$31.1 million for fiscal 2016. This increase was principally a result of residual payments for CPPIB's discontinued Long-Term Incentive Plan, which will be fully paid out at the end of fiscal 2018.

See note 9 of the Financial Statements for more information.

COMPENSATION OF THE CEO

The CEO participates in the same incentive compensation plan as all employees at CPPIB. At the start of each fiscal year, the Board and the CEO agree on organizational and individual objectives for the CEO. At year end, the HRCC evaluates the CEO's performance against those objectives and presents its evaluation to the Board for review and approval. As well, each Director completes an annual evaluation of the CEO's performance with respect to his key areas of responsibility. These evaluations are summarized and presented to the Board of Directors. These sources of evaluation are then used to determine the organizational performance multiplier and individual performance multiplier of the CEO's incentive award for the fiscal year. They are also used to set his base salary for the upcoming fiscal year.

Mr. Machin's personal accomplishments for fiscal 2017 included:

- > Provide strategic direction for all CPPIB investment activities, ensure all investments are consistent with CPPIB's multi-year strategy and the advancement towards the Strategic Portfolio.
- > Lead strategy review for each investment group.
- > Ensure the development and continuity of Leadership and Talent.
- > Continue to develop CPPIB's unique culture.

The following key goals were achieved:

- > Executed a smooth transition with all stakeholders.
- > Delivered Investment Framework 2020, an enterprise-wide change program that aligns with the strategy of shifting to an increased focus on total return and scaling our top-down investing activities.
- > Expanded our global presence to include a new office in Sydney.
- > Built our core services capacity and capabilities particularly in respect of automation and IT capabilities.
- > Led a significant redesign of the investment governance process to provide more effective functioning and to create greater opportunities for collaboration and understanding across investment departments.
- > Made significant progress on leadership development with the launch of INSPIRE for Managing Directors.
- > Recruitment of female talent was increased to 48% across the firm with significant advances in the investment departments.

- > Introduced a program to improve the representation of women on the Boards of CPPIB investee companies.

The Board of Directors awarded Mr. Machin a total incentive award of \$3,855,772 for fiscal 2017. The compensation awarded to Mr. Machin is consistent with the principle of pay for performance and appropriately recognizes his many accomplishments in his first year as CEO. His leadership of the organization, its critical priorities and Fund management strongly position CPPIB to continue working in the best interests of CPP's contributors and beneficiaries. The table below provides the breakdown of the compensation he earned while he was the SMD, Head of International in Hong Kong and later on upon his promotion to President & CEO.

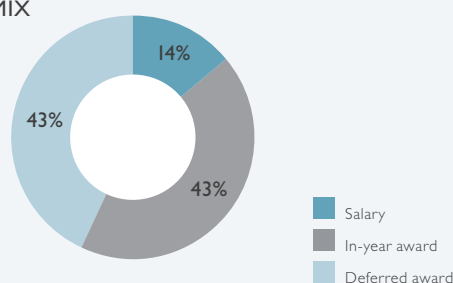
As part of his transition to Toronto from Hong Kong, Mr. Machin's compensation was benchmarked to be consistent with prevailing market rates in Toronto and he received a partial payment on his outstanding LTIP grants based on the value that was earned while he was employed in Hong Kong. Upon his promotion to President & CEO, Mr. Machin received two non-recurring awards: an SRFU grant of C\$625,000 and Fund Return Units (FRUs) with a grant date value of C\$500,000.

- > The SRFU grant vests in equal parts over three years. The value of the payout fluctuates with the net Fund return.
- > The FRU grant pays out in an amount equal to the Total Fund Net Rate of Return on a notional investment in the Fund. It has a fixed settlement date at the end of seven years.

The table below shows a summary of the CEO Total Direct Compensation for fiscal 2017.

	SMD, Head of International April 1, 2016 – June 12, 2016		President & CEO June 13, 2016 – March 31, 2017		Fiscal 2017 Total		Fiscal 2018 Target
	Target Prorated	Actual Prorated	Target Prorated	Actual Prorated	Target Annual	Actual Annual	Target
Base salary (A)	171,608	171,608	480,000	480,000	651,608	651,608	625,000
Total Fund	205,929	315,298	576,000	881,914	781,929	1,197,212	750,000
Department/Group	205,929	288,301	576,000	806,400	781,929	1,094,701	750,000
Individual	274,572	411,859	768,000	1,152,000	1,042,572	1,563,859	1,000,000
Total Incentive Award (B)	686,431	1,015,458	1,920,000	2,840,314	2,606,430	3,855,772	2,500,000
In-year award	343,216	507,729	960,000	1,420,157	1,303,220	1,927,890	1,250,000
Deferred award	343,216	507,729	960,000	1,420,157	1,303,220	1,927,890	1,250,000
Total direct compensation (A) + (B)	858,039	1,187,066	2,400,000	3,320,314	3,258,040	4,507,380	3,125,000
CEO Promotion Awards							
SRFU					625,000		
FRU					500,000		
F2017 Total Direct Compensation					<u>4,383,040</u>	<u>5,632,380</u>	

ACTUAL PAY MIX



The CEO's residual LTIP payments will be paid out as described on page 81. Please refer to Table 5: Summary Total Compensation.

Mr. Wiseman stepped down as President & CEO on June 13, 2016. He remained as a Senior Advisor to the CPPIB Board of Directors until September 5, 2016 and continued to be paid his regular salary during that time. As part of his non-compete and non-hire agreement, he will receive a pro-rated payment of his vesting fiscal 2014 LTIP grant in September 2017. In addition, Mr. Wiseman's VDIP election will remain in the plan until maturity.

COMPENSATION FOR THE NAMED EXECUTIVE OFFICERS

The incentive awards for the Senior Management Team reflect the same total Fund, Department/Group and Individual performance factors as for all other employees. Residual LTIP payments are paid as described on page 82. Please refer to Table 6: Annual Deferred Awards.

Table 4 below shows the total direct compensation in fiscal 2017 for each Named Executive Officer (NEO).

TABLE 4: SUMMARY FISCAL 2017 TOTAL DIRECT COMPENSATION

	Base Salary (A)	Total Fund	Department/ Group/ Individual	Total Incentive Award (B)	In-year award	Deferred award	Total direct compen- sation (A) + (B)
Benita Warmbold SMD & CFO	395,000	589,664	1,218,278	1,807,940	903,970	903,970	2,202,940
<i>All amounts reported are in GBP</i>							
Alain Carrier SMD & Head of International, Head of Europe <i>Appointed June 21, 2016</i>	424,452	732,379	1,554,589	2,286,960	1,180,220	1,106,740	2,711,412
Ed Cass SMD & Chief Investment Strategist	435,000	799,234	1,877,460	2,676,700	1,338,350	1,338,350	3,111,700
Eric Wetlaufer SMD & Global Head Public Market Investments	465,000	854,354	1,737,240	2,591,600	1,295,800	1,295,800	3,056,600
Graeme M. Eadie SMD & Global Head Real Assets	455,000	836,000	1,756,400	2,592,400	1,296,200	1,296,200	3,047,400

Excluding the compensation for the departing President & CEO, the total compensation awarded to the Named Executive Officers is \$24.3 million, up 4% from \$23.4 million in fiscal 2016.

Table 5 below shows total compensation over the past three fiscal years for the Named Executive Officers.

TABLE 5: SUMMARY COMPENSATION

Name and Position	Year	Salary ¹ (\$) A	In-year award (\$) B	Deferred awards ² (\$) C	Other Deferred awards ³ D	Pension value (\$) E	All Other compensation ⁴ (\$) F	Total compensation granted (with Deferred Award) (\$) A+B+C+D+E+F
Mark Machin ^{5, 6, 7} President & CEO <i>Appointed June 13, 2016</i>	2017	651,608	1,927,890	1,927,890	1,125,000	420,804	108,581	6,161,773
	2016	823,717	2,526,900	2,526,900		74,135	256,143	6,207,795
	2015	660,690	1,724,144	—		59,462	224,905	2,669,201
Mark D. Wiseman ⁸ Former President & CEO <i>Stepped down June 13, 2016</i>	2017	273,102				53,449	5,635	332,187
	2016	630,000	1,818,600	1,818,600		73,483	14,155	4,354,838
	2015	515,000	1,875,400			61,125	13,945	2,465,470
Benita Warmbold SMD & CFO	2017	395,000	903,970	903,970		40,813	11,794	2,255,547
	2016	387,500	943,900	943,800		42,230	11,641	2,329,071
	2015	347,500	915,600			38,535	9,009	1,310,644
All amounts reported are in GBP								
Alain Carrier ^{5, 9, 10} SMD & Head of International, Head of Europe <i>Appointed June 21, 2016</i>	2017	452,009	1,248,560	1,106,740	1,000,000	62,701	19,381	3,889,390
	2016	522,841	1,760,543	704,500		62,358	17,025	3,067,266
	2015	395,984	1,637,443			45,086	12,532	2,091,044
Ed Cass ⁵ SMD & Chief Investment Strategist	2017	435,000	1,338,350	1,338,350		46,306	6,893	3,164,899
	2016	430,000	1,319,100	1,319,100		47,456	6,819	3,122,475
	2015	350,000	1,362,400			38,822	6,538	1,757,760
Eric Wetlaufer SMD & Global Head Public Market Investments	2017	465,000	1,295,800	1,295,800		50,401	35,945	3,142,946
	2016	460,000	1,392,800	1,392,700		51,363	29,090	3,325,953
	2015	375,000	1,451,300			42,247	19,911	1,888,459
Graeme M. Eadie SMD & Global Head Real Assets	2017	455,000	1,296,200	1,296,200		49,036	8,821	3,105,258
	2016	450,000	1,398,450	1,398,400		50,068	8,748	3,305,666
	2015	367,500	1,422,200			41,235	10,312	1,841,247

- One-time adjustments were made to F16 salaries as a result of the compensation structure redesign in fiscal 2015.
- The Deferred Award represents the award value at the time of the award. The award fluctuates with the performance of the total Fund over the vesting period.
- Other Deferred Awards refer to one-time, non-recurring long-term awards.
- All other compensation includes life insurance, disability benefits, health and dental benefits, moving costs, fitness reimbursement as well as comprehensive health assessment conducted at a private medical clinic. Perquisites are limited to paid parking for officers. For the time he spent in Hong Kong, Mr. Machin received a housing allowance in accordance with local market practice. He received a reimbursement of \$17,000 for moving costs.
- NEO elected to defer all or part of the fiscal 2017 In-year award into the Voluntary Deferred Incentive Plan (VDIP).
- Mr. Machin's compensation for 2015, 2016 and 2017 (pro-rated for the period April 1 – June 12, 2017) are converted using the exchange rate in effect on March 31, 2017 (CAD:HKD 1:5.83).
- Upon his promotion to President & CEO and as part of his transition package to Toronto, Mr. Machin received an SRFU grant of C\$625,000 and Fund Return Units (FRUs) with a grant date value of C\$500,000.
- Mr. Wiseman remained as a Senior Advisor to the CPPIB Board of Directors until September 5, 2016 and continued to be paid his regular salary during that time.
- Upon his promotion to SMD & Head of International, Head of Europe, Mr. Carrier received an SRFU award of GBP 1,000,000. This award vests over three years.
- As part of his original employment agreement, Mr. Carrier received an additional cash payment on his salary and in-year bonus payment. This arrangement was discontinued upon his promotion.

COMPENSATION AND ESTIMATED FUTURE PAYOUTS

NEOs must defer a portion of the incentive award. The deferred portion vests and pays out in equal instalments over a three-year period following the fiscal year for which the award is given. All deferred awards fluctuate in value with the net total Fund rate of return during the vesting period. Under the former LTIP plan, awards vested and paid out four years from the time of grant. Table 6 below shows the outstanding deferred portion of incentive awards and former LTIP awards and future payouts for each Named Executive Officer.

TABLE 6: ANNUAL DEFERRED AWARDS

Name	Type of Award	Year of Award	Payments in current year ^{1, 4} 2017	Estimated future payouts at time of vesting (\$) ²		
				2018	2019	2020
Mark Machin ^{3, 5} President & CEO <i>Appointed June 13, 2016</i>	Deferred Award	2017		642,630	642,630	642,630
	Deferred Award	2016	942,038	942,040	942,040	
	LTIP	2015	1,294,094	814,785		
	LTIP	2015	647,047	407,392		
	LTIP	2014	1,725,740			
Benita Warmbold SMD & CFO	Deferred Award	2017		301,320	301,320	301,320
	Deferred Award	2016	351,852	351,850	351,850	
	LTIP	2015		1,144,660		
	LTIP	2014	1,021,190			
All amounts reported are in GBP						
Alain Carrier SMD & Head of International, Head of Europe <i>Appointed June 21, 2016</i>	Deferred Award	2017		368,910	368,910	368,910
	Deferred Award	2016	262,640	262,640	262,640	
	LTIP	2015		1,021,946		
	LTIP	2014	1,272,830			
Ed Cass SMD & Chief Investment Strategist	Deferred Award	2017		446,120	446,120	446,120
	Deferred Award	2016	491,765	491,770	491,770	
	LTIP	2015		1,152,890		
	LTIP	2014	1,357,210			
	ELTIP	2014	537,160			
Eric Wetlaufer SMD & Global Head Public Market Investments	Deferred Award	2017		431,930	431,930	431,930
	Deferred Award	2016	519,204	519,200	519,200	
	LTIP	2015		1,415,180		
	LTIP	2014	1,669,970			
Graeme Eadie SMD & Global Head Real Assets	Deferred Award	2017		432,070	432,070	432,070
	Deferred Award	2016	521,329	521,330	521,330	
	LTIP	2015		1,349,670		
	LTIP	2014	1,725,880			

1. The LTIP was discontinued as part of the incentive plan redesign in fiscal 2015. Residual payments were paid out in fiscal 2016 and fiscal 2017. The last residual payment will occur at the end fiscal 2018.

2. Current estimated value of LTIP and Deferred Awards is based on a fund return of 0% for future years.

3. Mr. Machin's unvested grants have been converted to CAD using the exchange in rate in effect on March 31, 2017 (CAD:HKD 1:5.83).

4. Subject to a non-compete and non-hire agreement, Mr. Wiseman may be eligible to receive a pro-rated LTIP payment.

5. Upon his transition to Toronto, Mr. Machin received a partial payment on his outstanding LTIP grants based on the value that was earned while he was employed in Hong Kong.

VOLUNTARY DEFERRAL INCENTIVE PLAN (VDIP)

Eligible employees may choose to participate in the Voluntary Deferral Incentive Plan (VDIP) before the end of the fiscal year in which they earn the incentive. The incentive is then paid out at the end of a three-year deferral period.

Table 7 below shows the VDIP election amounts and estimated future payouts for each Named Executive Officer who chose to participate in the plan. The future value of the payouts is estimated as at March 31, 2017. It is based on actual CPP Fund and Private Investment portfolio rates of return for fiscal 2016 and 2017. We assume no growth in future years.

TABLE 7: VDIP ELECTION AND ESTIMATED PAYOUT

Name	Year of Election	Amount Deferred ¹ (\$)	Estimated future payouts at the end of fiscal years		
			2018	2019	2020
Mark Machin President & CEO <i>Appointed June 13, 2016</i>	2017	710,078			710,078
Mark D. Wiseman ² Former President & CEO <i>Stepped down on June 13, 2016</i>	2016	1,928,800		2,157,190	
	2015	1,875,400	2,168,150		
Benita Warmbold SMD & CFO	2016	707,930		791,757	
	2015	915,600	1,058,526		
All amounts reported are in GBP					
Alain Carrier SMD & Head of International, Head of Europe <i>Appointed June 21, 2016</i>	2017	590,110			590,110
Ed Cass SMD & Chief Investment Strategist	2017	1,338,350			1,338,350
	2016	1,319,100		1,475,296	
	2015	1,362,400	1,575,073		
Graeme Eadie SMD & Global Head Real Assets	2016	349,630		391,030	
	2015	711,100	822,104		

1. Represents the original amount deferred.

2. Mr. Wiseman's VDIP election will remain into the plan until maturity.

PENSION PLANS

As described earlier, all Canada-based employees participate in the regular and supplementary defined contribution pension plans. Employees based outside of Canada are eligible to participate in local pension plans that vary based on local regulations and market practices.

RETIREMENT COMPENSATION ARRANGEMENT (RCA)

The CEO participates in a Retirement Compensation Arrangement (RCA), which is a non-registered pension fund to which CPPIB contributes annually. The participant can choose from a range of options on how the available funds are invested, similar to the registered pension plan and supported by the same provider. As part of his new compensation package as CEO, Mr. Machin is taking a greater proportion of his overall total compensation in the form of pension.

Table 8 below shows the contributions and investment earnings for the Named Executive Officers under both plans. The total unfunded liability for the Canada-based Named Executive Officers, as at March 31, 2017, is \$924,262 (2016 – \$1,142,372).

TABLE 8: PENSION PLAN CONTRIBUTIONS

Name	Plan Type	Accumulated value at Start of Year (\$)	Compensatory (\$)			at End of Year (\$)
			Employer Contributions (\$)	Investments Earnings (\$)	Non- compensatory (\$) ^{1,2}	
Mark Machin	Registered	0	20,274		20,801	41,075
President & CEO	Supplementary	0	3,067	51		3,118
<i>Appointed June 13, 2016</i>	RCA	0	365,000		(178,168)	186,832
	Mandatory ^{3,5}	23,189	772	see note 6	772	24,734
	Voluntary ^{4,5}	227,101	31,690	see note 6		258,791
Mark Wiseman	Registered	330,802	6,317		35,869	372,988
Former President & CEO	Supplementary	421,202	47,132	41,995		510,329
<i>Stepped down as on June 13, 2016</i>						
Benita Warmbold	Registered	263,203	13,677		49,479	326,359
SMD & CFO	Supplementary	176,662	27,136	29,420		233,218
All amounts reported are in GBP						
Alain Carrier	GSIPP	606,843	3,666		139,157	749,667
SMD & Head of International, Head of Europe	Cash-In-Lieu ⁷	0	59,035	see note 7		59,035
<i>Appointed June 21, 2016</i>						
Ed Cass	Registered	264,410	13,711		55,060	333,181
SMD & Chief Investment Strategist	Supplementary	195,450	32,596	40,168		268,213
Eric Wetlaufer	Registered	148,513	13,756		37,688	199,957
SMD & Global Head Public Market Investments	Supplementary	111,037	36,646	602		148,285
Graeme Eadie	Registered	347,349	13,741		68,228	429,317
SMD & Global Head Real Assets	Supplementary	238,021	35,296	1,230		274,547

1. Represents employee contributions and investment earnings in the registered pension plan.

2. Mr. Machin's Retirement Compensation Arrangement represents investment earnings and government tax deductions in the plan.

3. Mr. Machin became an active and non-participating member of the Mandatory Provident Fund (MPF) for Hong Kong when he assumed the role of CEO, which has an employee and employer contribution of 5% towards relevant income capped at HKD 30,000 of monthly earnings.

4. CPPIB provides an employer pension contribution of 5% towards relevant income above the HKD 30,000 monthly earnings ceiling.

5. Figures are reported in CAD. The exchange rate from HKD:CAD for March 31, 2017 is 0.1716078.

6. Investment earnings are not disclosed by the pension administrator.

7. Received employer pension contributions as cash-in-lieu above annual UK pension limit less statutory deductions and the employer portion of National Insurance contributions.

TERMINATION AND RETIREMENT ARRANGEMENTS FOR THE PRESIDENT & CEO

In the event of termination without cause, severance pay for the President & CEO is set at:

- > 12 months of base salary and a pro-rated payment for the value of the Incentive Award at target (both In-year and Deferred), plus
- > An additional month of salary and one-twelfth of the pro-rated Incentive Award value for each year of service.

Severance pay is capped at 21 months for the President & CEO.

The President & CEO forfeits any deferred portion of the incentive awards, as well as former LTIP awards. Insured benefits, such as health, dental and life coverage, continue during the severance period.

In the case of termination with cause, the President & CEO forfeits all incentives and benefits. There are no change-of-control provisions in the employment arrangements.

In the event of resignation, all incentives and benefits are forfeited.

The President & CEO is eligible to retire from the organization and receive certain benefits, provided he has served in the role of President for at least five years and has provided formal notice at least six months in advance. Any Annual Incentive Award during the year of retirement is paid out on a pro-rated basis. Any unvested deferred awards continue to vest as per the established vesting schedule. All benefits stop on the date of retirement.

TERMINATION AND RETIREMENT ARRANGEMENTS FOR THE NEOs

In the event of termination without cause, severance pay for the Named Executive Officers (NEOs) is set at:

- > 12 months of base salary and a pro-rated payment for the value of the in-year Award at target, plus

- > An additional month of salary and one-twelfth of the target in-year award for each year of service.

Severance pay is capped at 24 months for Graeme Eadie, and 18 months for the other NEOs. Any unvested deferred portion of the incentive awards, as well as former LTIP awards, are forfeited. Insured benefits, such as health, dental and life coverage, continue during the severance period.

In the case of termination with cause, the employee forfeits all incentives and benefits. There are no change-of-control provisions in the employment arrangements.

In the event of resignation and in consideration of adherence to a one-year non-compete and non-hire agreement, the Named Executive Officers receive either a prorated payment of the LTIP grant or of the Deferred Award which would have vested at the end of the fiscal year of resignation. It is payable one year after resignation. All other incentives and benefits are forfeited.

NEOs are generally entitled to retire from the organization and receive certain benefits, provided they have reached the age of 55 and have worked with CPPIB for 10 years.

Upon retirement, employees continue to receive the ongoing deferral payments owed to them under the Incentive Plan, unless they have opted out. The normal payment cycle applies and payments are subject to the same conditions. Retirees also receive LTIP payouts prorated for the time worked during the performance period. These are paid shortly after the regular vesting dates. All benefits stop on the date an employee retires.

Table 9 below shows the payments that would be made, as of March 31, 2017, to the Named Executive Officers if they retire or are terminated without cause.

TABLE 9: POTENTIAL TERMINATION AND RETIREMENT PAYMENTS¹

Name	Completed years of service	Severance ²	Retirement treatment of unvested awards ^{3,4}
Mark Machin ⁵ President & CEO <i>Appointed June 13, 2016</i>	5	4,250,000	4,480,600
Benita Warmbold SMD & CFO	8	1,555,313	2,459,200
All amounts reported are in GBP			
Alain Carrier SMD & Head of International, Head of Europe <i>Appointed June 21, 2016</i>	9	1,935,000	2,393,200
Ed Cass SMD & Chief Investment Strategist	9	1,957,500	3,176,800
Eric Wetlaufer SMD & Global Head Public Market Investments	5	1,976,250	3,385,200
Graeme Eadie SMD & Global Head Real Assets	11	2,730,000	3,340,700

1. Excludes incentive compensation payouts for the current fiscal year, which are included in Table 5: Summary Total Compensation. Termination and retirement payments are estimated as of March 31, 2017. Actual payments are pro-rated based on time worked in the performance period.

2. Excludes the value of insured benefits, such as health, dental and life insurance, continued during the severance period.

3. Upon retirement, payout of the unvested awards will be subject to the following conditions:

- Performance is measured at the end of the vesting period;
- Payment is made at the end of the vesting period.

4. The unvested awards assume a net return of 0% on the CPP Fund for future years.

5. Mr. Machin's unvested grants in HKD have been converted to CAD using the exchange rate in effect on March 31, 2017 (CAD:HKD 1:5.83).

Letter from the Chair of the Governance Committee

We believe good governance is integral to CPPIB's successful long-term performance. It also ensures compliance with the law, standards and ethical conduct that is central to how CPPIB does business. We strive to meet rigorous standards of corporate governance, following what we view to be global best practices for our industry and the companies in which we invest.

Good governance starts with our Board of Directors. The Governance Committee of the Board regularly assesses our corporate governance practices against industry and stakeholder expectations, changing regulatory requirements and evolving global best practices. The Committee also oversees the annual Board evaluation and succession planning for Directors. We review criteria and qualifications for Directors, oversee ongoing Director development programs and monitor the application of the Code of Conduct across CPPIB. The Committee also recommends Proxy Voting Principles and Guidelines.

My Committee colleagues for fiscal 2017 were: Robert Brooks, Pierre Choquette, Michael Goldberg (until June 2016), Tahira Hassan, Heather Munroe-Blum and Jackson Tai, who replaced Michael Goldberg as a Committee member when he succeeded Mr. Goldberg on the Board in June 2016.

FISCAL 2017 REPORT ON ACTIVITIES

Succession planning for Directors is one of our most important responsibilities. During fiscal 2016-2018, we will have had six Directors retire and five others have needed to be reappointed or replaced.

Using the Director Appointment Process described on page 88, and based upon our stringent Board and peer evaluation process, we recommended Douglas Mahaffy and Kathleen Taylor for reappointment. We have been attempting to minimize the disruption of retirements by staging them over three years. Jackson Tai, CPPIB's first non-resident Director, was appointed in June 2016, replacing Michael Goldberg. John Montalbano and Ashleigh Everett were appointed in February 2017 to replace Pierre Choquette and Nancy Hopkins. We have recommended a second non-resident Director to replace Murray Wallace, and we are actively seeking replacements for Robert Brooks and myself, to be effective later this year. We are also addressing the reappointments of Heather Munroe-Blum, Karen Sheriff and Jo Mark Zurel.

In fiscal 2017, the Committee recommended modifications to the Board's delegation of authority to Management to reflect the increasing scale of CPPIB. In addition, certain changes to director compensation came into effect following an in-depth and extensive review of Director compensation in 2016. These changes support strong governance performance through the recruitment and retention of outstanding Directors, and they continue to recognize and reflect the public mandate of CPPIB. The review involved formalizing the CPPIB's Directors' Compensation Philosophy and related pay principles, as described on page 90.

During the next year, in addition to our continuing activities, we will concentrate on completing this round of Board renewal and orienting the new Directors to assist them in maximizing their contributions.



Ian A. Bourne
Chair, Governance Committee

Governance Practices of the Board of Directors

This section sets out certain key governance practices of the Board of Directors. More extensive governance information is posted on our website.

DUTIES, OBJECTIVES AND MANDATE OF THE BOARD OF DIRECTORS

An important responsibility of the Board is to preserve and enhance a governance model in which CPPIB operates at arm's length from governments with an investment-only mandate.

The Board is also responsible for the stewardship of CPPIB. This includes overseeing the Chief Executive Officer and Enterprise Risk Management.

Directors are required to act honestly and in good faith with a view to the best interests of CPPIB. They must exercise the care, diligence and skill that a reasonably prudent person would apply in comparable circumstances. They must employ any expertise or skill they possess in carrying out their duties.

Among other duties, the Directors:

- > Appoint the President & CEO and annually review his or her performance and oversee succession planning;
- > Set compensation policies and approve Senior Management compensation;
- > Determine the organization's strategic direction in collaboration with management;
- > Review and approve investment policies, standards and procedures;
- > Approve investment risk targets and limits;
- > Review and approve the annual business plan and budget;
- > Appoint CPPIB's external auditor;
- > Establish procedures to identify and resolve conflicts of interest;
- > Establish and monitor compliance with a Code of Conduct for Directors and employees;
- > Assess the performance of the Board itself, including an annual Chairperson and peer review;
- > Establish other policies relating to such matters as authorities, procurement, travel and expenses; and
- > Review and approve material disclosures such as quarterly and annual Financial Statements and the Annual Report.

In addition, the Directors approve the guidelines for retaining external investment managers and for making large investment transactions. They regularly review the Investment Portfolio and the results of investment decisions. A detailed description of the activities of the Board committees is set out below.

An important part of the carefully designed governance structure that balances independence with accountability is that investment professionals are accountable to an independent Board of Directors operating at arm's length from governments. The Board ensures that CPPIB's investment-only mandate is undertaken without regard to

political, regional, social or economic development considerations or any other non-investment objectives.

CPPIB's Code of Conduct states that Board members shall not participate in any political activity that could be incompatible with their duties, affect their ability to carry out their duties in a politically impartial fashion or cast doubt on the integrity, objectivity or impartiality of the organization. Directors, like officers and employees, have a duty under the Code of Conduct to immediately report any attempted political interference with respect to investments, procurement, hiring or any other decisions. No such reports have been made. The Code of Conduct also establishes a process for identifying, minimizing and resolving financial conflicts of interest so that Directors, officers and employees can discharge their responsibilities effectively while maintaining their integrity and, in the case of Directors, recognize when they may have a systemic conflict of interest.

COMPOSITION, MANDATES AND ACTIVITIES OF BOARD COMMITTEES

The Board has four committees: Investment, Audit, Human Resources and Compensation, and Governance. Membership is shown in the Board Attendance chart on page 92.

The **Investment Committee** oversees CPPIB's core business, which is making investment decisions within the context of a Board-approved framework. The Committee reviews and recommends investment policies to the Board. It also reviews, approves and monitors the long-term investment strategy. In addition, the Committee reviews portfolio risk tolerances, approves the engagement of external investment managers in accordance with the CPPIB Act, and approves large investment transactions. All members of the Board serve on the Investment Committee.

The **Audit Committee** oversees management controls and financial reporting. This includes recommending for Board approval the Financial Statements and Management's Discussion and Analysis, and overseeing the external and internal audit functions. Oversight also involves the appointment of the internal auditor and recommending the external auditor for appointment by the full Board. The Audit Committee reviews information systems and internal control policies and practices. It oversees the Internal Audit function and financial aspects of the employee pension plans, and advises the Board in connection with the statutorily mandated Special Examination to review CPPIB's records, systems and practices that is conducted every six years by an external auditor appointed by the Board of Directors, upon the recommendation of the Audit Committee. In fiscal 2016, a Special Examination was completed by Deloitte with a clean opinion. In its report, Deloitte concluded that there were no significant deficiencies in the systems and practices examined during the period covered by the examination. A copy of the Special Examination report and the Special Examiner's report are available on CPPIB's website. The next Special Examination will be held in 2022. The Audit Committee regularly meets separately with each of the external and internal auditors, without management present, and with the CEO and CFO.

The **Human Resources and Compensation Committee** (HRCC) administers the performance evaluation process for the CEO and senior leadership, reviews and recommends the compensation framework, reviews organizational structure and oversees Management succession planning. It also oversees employee benefits and human resources policies as well as the employee pension plans. The role of the HRCC is further outlined in the Compensation Discussion and Analysis beginning on page 70.

The **Governance Committee** ensures that CPPIB follows appropriate governance best practices. The Governance Committee monitors the application of the Code of Conduct and recommends amendments. It makes recommendations to the Board to improve the Board's effectiveness, oversees Board succession planning, the design of Director orientation and ongoing Director education programs, reviews criteria and qualifications for new Directors, recommends Director compensation, and establishes, recommends and is involved in performance evaluation processes for the Chairperson, individual Directors, Board committees and the full Board.

At every regularly scheduled meeting, the Board of Directors and all committees have *in camera* sessions without members of Management present. As noted above, the Audit Committee also meets privately with each of the internal and external auditors. In addition, the Board meets alone with the President & CEO at every regularly scheduled Board meeting.

We believe that diversity is crucial to ensuring an effective Board of Directors with various perspectives and qualifications. Gender diversity is one important element. There are currently five women who serve as Directors, including Heather Munroe-Blum who is the Chairperson. This total represents approximately 40% of total Board members.

DECISIONS REQUIRING PRIOR BOARD APPROVAL

Management's discretion in making operational and investment decisions is described in Board-approved or Board committee-approved policies, including a detailed policy dealing exclusively with authorities. In particular, Board approval is required for matters affecting the strategic direction of the organization and for the annual business plan and budget. Annual and incentive-based compensation for officers, as well as their appointments, also require Board approval.

ENSURING BOARD EFFECTIVENESS

MANAGING PRUDENT BOARD RENEWAL

The *Canada Pension Plan Investment Board Act* requires that each Director is appointed for a term of up to three years. Each Director may be reappointed for one or more additional terms. In order to ensure good governance practices, the Board prudently manages continuity and renewal by seeking to ensure that multiple tenured directors remain on the Board as other Directors complete their terms, and new Directors are transitioned onto the Board.

In fiscal 2017, the Board worked to ensure a smooth transition as a number of Directors completed their terms and new Directors joined the Board.

This fiscal year saw three long-tenured Board members depart after their terms expired: Pierre Choquette, Michael Goldberg and Nancy Hopkins. They were replaced by Jackson Tai, Ashleigh Everett and John Montalbano, each of whom have diverse business and professional backgrounds.

The Board is also working with CPPIB's stewards to establish a prudent rhythm of turnover in perpetuity. Renewal will continue to contribute to the Board's effectiveness as it carries out its duties, yet it must be managed over a prudent and effective course.

BOARD APPOINTMENT PROCESS

The federal Governor in Council appoints Directors on the recommendation of the federal finance minister, following the minister's consultation with the finance ministers of the participating provinces. An external nominating committee with private sector involvement assists in the process.

The Director appointment process is designed to ensure that the Board has Directors with proven financial ability or relevant work experience such that CPPIB will be able to effectively achieve its objectives. In seeking to uphold CPPIB's governance practices as a leading model in the oversight of public pension management, the Director appointment process is based on the principles of merit, openness, transparency and diversity. The process aligns with our governance model to ensure an independent, qualified Board of Directors.

As part of the Director appointment process, CPPIB retains and manages executive search firms to source qualified candidates for consideration. To ensure it is meeting the principles of openness, transparency and independence, beginning in September 2016 the Board posted a Notice of Appointment opportunity on CPPIB's website whereby members of the general public could view the timing of future Board appointments and the critical competencies required of a Director so that interested individuals could submit their names for consideration. These applicants augment those candidates identified by external executive search firms to ensure the widest possible network of candidates was considered for appointment. The competencies analysis described above is used to establish the search criteria used to assess candidates identified by both the executive search firm and who have applied through the Notice of Appointment Opportunity. In addition to the competencies analysis, diversity is an important consideration in ensuring a qualified Board of Directors. Once finalized, the names of qualified candidates are forwarded to the Nominating Committee for Appointments to CPPIB's Board of Directors, which considers them and submits names of recommended candidates to the federal finance minister.

The Governance Committee regularly reviews and updates both desirable and actual competencies of the Board to ensure that appointment and reappointment decisions are made with a view to having a Board fully capable of providing the effective oversight necessary for CPPIB to achieve its statutory objects. The Board has determined that the governance, functional and industry experience of the Board currently provides for the effective oversight of CPPIB's activities. Details of the competencies analysis of the Board, as at March 31, 2017, are set out in the table on page 89.

Biographies of the CPPIB Board of Directors are on pages 94 to 96. They provide details of each Director's background, business and financial experience.

	Experience and Expertise	Ian Bourne	Robert Brooks	Ashleigh Everett	Tahira Hassan	Doug Mahaffy	John Montalbano	Heather Munroe-Blum	Karen Sheriff	Jackson Tai	Kathleen Taylor	Murray Wallace	Jo Mark Zurel
	Governance	x	x	x	x	x	x	x	x	x	x	x	x
	C-Suite Executive Leadership	x	x	x	x	x	x	x	x	x	x	x	x
Investment Management	Asset Management		x		x	x	x			x			
	Banking/Investment Banking		x	x		x	x			x	x	x	
	Insurance											x	
	Capital Markets	x	x			x	x			x			
	Capital Expenditure Management	x			x					x	x		x
	Risk Management	x	x	x			x	x	x	x	x	x	x
	Accounting/Finance	x	x		x	x	x			x	x	x	x
	Business Building and Transformation	x	x	x	x		x	x	x	x	x	x	x
	Government/Regulatory/Public Policy	x						x				x	
	International Business	x	x		x	x		x		x	x	x	x

BOARD MEMBER ORIENTATION AND DEVELOPMENT

The Board has an established orientation process for new Directors. This includes several comprehensive, full-day sessions with discussion of the background, history and mandate of CPPIB as well as its strategy, business planning process and current corporate and departmental business plans. It involves advance provision to each new Director of background material and intensive interaction with Management during the orientation process. Directors can attend supplemental orientation sessions to further deepen their knowledge of the organization.

Professional development for all Directors is a key focus for the Board because of the evolving nature of a Director's responsibilities and the unique nature of CPPIB. Management provides ongoing presentations focused on our business, emerging global issues and corporate governance practices. Special development seminars outside the regular meeting context feature both external and internal experts.

Directors are encouraged to participate in relevant external programs. A key education component for the Board members is to develop an in-depth understanding of the geographic regions in which CPPIB invests. Over the past few years, Directors have visited select international offices and gained valuable insights related to economic and geopolitical risk awareness for those regions, which enhanced the Board's knowledge of the various challenges and implications of deploying capital outside North America. In June 2016, the Board convened in London, U.K., which provided the Directors with an opportunity to review first-hand CPPIB's operations in London. These Board sessions included both internal

and external educational components focused on CPPIB's European strategies and investments as well as regional economic and political developments that affect CPPIB.

Given CPPIB's scale and the growth of Fund assets, the Board will continue to engage in these types of education programs as a central part of the Board's governance responsibility.

A COMMITMENT TO ACCOUNTABILITY

PROCEDURES FOR THE ASSESSMENT OF BOARD PERFORMANCE

The Board has an established annual process for evaluating its own performance and that of its committees, the Chairperson and each Director. All assessments are currently conducted through confidential questionnaires. Summaries of the results of the Board and committee evaluations are reviewed by the full Board and provide a basis for improvement plans.

The Chair of the Governance Committee leads the confidential annual Chairperson review who, subject to the direction of the Board, provides feedback to the Chairperson. The feedback is also relevant to the issue of reappointment of the Chairperson when his or her term expires.

The Chairperson leads the confidential annual peer review which is designed to assist each Director in identifying self-development initiatives and assist in providing the external nominating committee with guidance on individual reappointments. After receipt of relevant questionnaire feedback, the Chairperson meets formally with each Director. The Board considers improvements to this process annually.

To ensure independence among Directors, the Board of Directors also follows leading practices by monitoring interlocking relationships. This includes Board and committee interlocks. We currently have one Board interlock whereby Heather Munroe-Blum and Kathleen Taylor both serve on the Board of Royal Bank of Canada. The Board has considered this interlock and has determined that this relationship does not impair the exercise of independent judgment of the Directors.

BOARD EXPECTATIONS OF MANAGEMENT

The Board expects Management to comply with the CPPIB Act and regulations and all policies approved by the Board and to otherwise act in accordance with applicable law. Management develops, with involvement from the Board, the strategic direction of the organization in response to its growing asset management responsibilities and the outlook for capital markets. The strategy incorporates risk management policies and controls, as well as monitoring and reporting mechanisms. Management is also expected to sustain and promote a culture of high integrity, which appropriately manages any conflicts of interest, and to adhere to a stringent Code of Conduct.

Management is charged with developing benchmarks that objectively measure the performance of the markets, asset classes and programs in which CPP assets are invested. The Board approves benchmarks at the total Fund level. These benchmarks assist the Board in evaluating management's investment performance and structuring performance-based compensation incentives.

Management is expected to disclose all material activities to the Board and public on a full and timely basis. This includes new investments, the engagement of operational and investment partners, quarterly and annual financial results, and developments that may affect CPPIB's reputation.

DIRECTORS' COMPENSATION

The Governance Committee of the Board is responsible for making recommendations with respect to Directors' compensation, which consists of an annual retainer, meeting fees and travel time allowances. Directors' compensation is reviewed at least every two years and changes, if any, are recommended to the Board.

While prior changes to Directors' compensation had resulted in modest adjustments in annual retainer and meeting fees, the Board's Director and Chairperson compensation framework had remained largely unchanged since CPPIB's first Board of Directors was established in 1999. The Board believed that continued incremental changes were not in CPPIB's best long-term interests.

Consequently, as described in CPPIB's fiscal 2016 Annual Report, the Board undertook an in-depth and extensive review of Directors' compensation in fiscal 2016 with a view to supporting the best long-term interests of CPPIB and its contributors and beneficiaries. The Board's objective was to identify a contemporary approach to Directors' compensation that would ensure CPPIB remains able to recruit and retain highly qualified Directors, from both Canada and around the world, who have the breadth of skills and business and investment expertise to effectively oversee an increasingly global and complex organization. The updated compensation structure is being implemented over two years, and began in April 2016. This structure will ensure that Directors are competitively compensated for their responsibilities, while remaining mindful that the organization is publicly purposed. CPPIB's Directors' Compensation Philosophy is as outlined below.

DIRECTORS' COMPENSATION PHILOSOPHY

Safeguarding the interests of CPP contributors and beneficiaries requires professional directors with the capabilities to ensure the effective stewardship and oversight of CPPIB. The Board maintains a compensation approach compatible with leading governance performance, the recruitment and retention of directors with extensive international experience and expertise in business, finance or investments, and reflects considerable time demands. An equitable balance between CPPIB's commercial activities and public purpose promotes the selection of individuals who will reinforce the organization's unique culture.

CPPIB DIRECTORS' COMPENSATION PAY PRINCIPLES**I. Pay Neutrality****Compensation alone should not attract or detract desirable candidates.**

In reviewing the compensation of CPPIB Directors, the Board's objective must be to set a reasonable "threshold" level of compensation, which neutralizes compensation such that it is not a significant favourable or unfavourable influence on the decision of a candidate in joining the CPPIB Board.

II. Public Purpose**Canadian governments established CPPIB with a purpose to serve millions of contributors to the compulsory CPP program; Directors' compensation should reflect a purpose distinct from other commercial organizations oriented to profits and stock price.**

While Directors' compensation should reflect the reality that both the workload and time commitment of a CPPIB Directorship, and the expertise and experience required, are comparable to private sector directorships, the total pay opportunity for CPPIB Directors should reflect our public purpose.

III. Time Commitment**The compensation structure should recognize the differential in time commitment among Directors.**

The Board must contemplate and design a compensation structure that takes into account the fact that the CPPIB Board is a true 'working board' with significant time and travel requirements. Directors are expected to be continuously engaged on organizational matters well beyond preparing for, and participating in, frequent Board and Committee meetings. The structure should recognize the incremental time, travel and meeting commitments expected of each Director, Committee Chairs and the unique role of the Board Chairperson.

IV. Relative Benchmark**CPPIB is a complex global investment management organization and is correctly considered a peer relative to other major financial institutions and large companies globally.**

There is a highly competitive global market for top director talent and the Board must consider how candidates perceive the value proposition of being a CPPIB Director to recruit and retain top governance talent. For compensation benchmarking purposes, the Board should consider alternative directorship opportunities available to these candidates in three target talent markets: (1) pension funds and smaller Canadian asset managers; (2) TSX 100 Boards and larger Canadian asset managers; and (3) TSX 20 & U.S./U.K. asset managers and multinationals.

V. Appropriate Discount to Benchmark**A full market-based level of compensation is not appropriate given CPPIB's public purpose as described in Principle II.**

Upon review of the relative target talent markets for benchmarking purposes, an approximate 20% discount was applied.

The following table reflects changes to Directors' Compensation that were effective April 1, 2016 and will be completed in fiscal 2018.

DIRECTOR COMPENSATION

	F2016	Year One (F2017)	Year Two (F2018)
Annual Retainers			
Chairperson ¹	\$ 160,000	\$ 195,000	\$ 230,000
Director	\$ 35,000	\$ 50,000	\$ 65,000
Committee chair, additional retainer	\$ 12,500	\$ 15,000	\$ 15,000
Meeting Fees			
In-person meeting fee	\$ 1,500	\$ 1,750	\$ 2,000
Telephone meeting fee ²	\$ 750	\$ 875	\$ 1,000
Travel Time Reimbursement Per Meeting			
One way travel is 1–3.5 hours		\$ 500	\$ 500
One-way travel is greater than 3.5 up to 6.5 hours or crossing an international border		\$ 1,500	\$ 1,500
One-way travel is greater than 6.5 hours		\$ 2,500	\$ 2,500

1. In the case of the Board Chairperson, compensation will continue to be a flat annual fee, recognizing the difference in the role of the Board Chairperson versus individual directors. The Board Chairperson will however be eligible for travel time reimbursement for regularly scheduled meetings and meeting fees in the event the Chairperson serves on an ad hoc committee.

2. When the meeting is intended to be done by telephone and generally covers one or two topics.

BOARD ATTENDANCE

There were six regularly scheduled Board and Investment Committee meetings in fiscal 2017. In addition, there were five regularly scheduled Audit Committee meetings, six regularly scheduled HRCC meetings, and six regularly scheduled Governance Committee meetings.

The Investment Committee is composed of the full Board. In addition, there were a number of special Board or Committee meetings held to address specific issues or approvals, some of which were scheduled at times where all Directors were not able to attend given pre-existing commitments. The table below shows the number of meetings that each Director attended in fiscal 2017 relative to the number of meetings he or she could have attended.

Director	Board Meeting ¹	Investment Committee ²	Audit Committee ³	Governance Committee ⁴	Human Resources and Compensation Committee (HRCC) ⁵
Heather Munroe-Blum, Chairperson ¹⁷	12/12	11/11	5/5	7/7	12/12
Ian Bourne, Chair of Governance Committee ¹³	11/12	11/11	1/1	7/7	12/12
Robert Brooks ¹⁵	12/12	11/11	5/5	7/7	3/3
Pierre Choquette ^{6,15}	12/12	10/10	4/5	7/7	4/5
Ashleigh Everett ⁷	—	1/1	—	—	—
Michael Goldberg ⁸	3/3	2/2	1/1	1/1	—
Tahira Hassan ¹³	12/12	11/11	1/1	7/7	12/12
Nancy Hopkins ^{9,14}	10/12	10/10	5/5	1/1	11/12
Douglas Mahaffy ¹⁴	12/12	10/11	—	1/1	11/12
John Montalbano ¹⁰	—	1/1	—	—	—
Karen Sheriff, Chair of HRCC ¹⁴	11/12	10/11	—	1/1	12/12
Jackson Tai ^{11, 12, 15, 16}	8/9	8/9	4/4	5/5	6/7
Kathleen Taylor ¹⁴	11/12	10/11	5/5	1/1	11/12
Murray Wallace ¹⁴	12/12	11/11	5/5	1/1	10/12
Jo Mark Zurel, Chair of Audit Committee ^{14,15}	11/12	11/11	5/5	1/1	2/3

1. Seven in-person and five teleconference meetings.

2. Seven in-person and four teleconference meetings.

3. Five in-person meetings.

4. Seven in-person meetings.

5. Six in-person and six teleconference meetings.

6. Ceased to be a Director effective February 12, 2017.

7. Became a Director effective February 13, 2017.

8. Ceased to be a Director June 1, 2016.

9. Ceased to be a Director effective February 12, 2017.

10. Became a Director effective February 13, 2017.

11. Became a Director June 1, 2016.

12. Appointed to the Audit and Governance Committees June 22, 2016.

13. Attended the Audit Committee by invitation.

14. Attended the Governance Committee by invitation.

15. Attended the HRCC Committee by invitation.

16. Mr. Tai attended all Board and committee meetings other than the June 2016 meetings that occurred immediately after his appointment, which Mr. Tai was unable to attend due to scheduling conflicts that arose prior to his appointment.

17. Although not a member of the Audit Committee or the HRCC, Dr. Munroe-Blum attended all Audit Committee and HRCC Committee meetings in her capacity as Chairperson.

During fiscal 2017, all members of the Board served on the ad hoc CEO succession committee. The purpose of this committee was to conduct a comprehensive search process to identify a successor CEO, considering both external and internal candidates. This committee's work ultimately resulted in the appointment of CPPIB's current CEO, Mark Machin.

In addition, the Board formed an ad hoc Director candidate search committee. Membership of the committee consisted of Mr. Bourne, Dr. Munroe-Blum, Ms. Hassan and Mr. Brooks. The purpose of the committee was to interview potential candidates and recommend candidates to the external nominating committee.

DIRECTOR COMPENSATION FOR FISCAL 2017

Based on the attendance and fee schedules, individual compensation for each of the Directors for fiscal 2017 was as follows:

Director	Annual Retainer (\$)	Board and Committee Meeting Fees ¹ (\$)	Travel Fees (\$)	Total Remuneration (\$)
Heather Munroe-Blum, Chair of Board of Directors; and Chair of Investment Committee	195,000	16,625	12,500	224,125
Ian Bourne, Chair of Governance Committee; and Chair of Ad Hoc Domestic & International Director Search Committee	65,000	76,125	17,000	158,125
Robert Brooks	50,000	70,000	2,500	122,500
Pierre Choquette ²	43,452	59,500	4,000	106,952
Ashleigh Everett ³	6,548	875	—	7,423
Michael Goldberg ⁴	8,333	16,625	4,000	28,958
Tahira Hassan	50,000	73,500	2,500	126,000
Nancy Hopkins ²	43,452	59,500	5,000	107,952
Douglas Mahaffy	50,000	51,625	3,000	104,625
John Montalbano ³	6,548	875	—	7,423
Karen Sheriff, Chair of Human Resources and Compensation Committee	65,000	57,750	2,500	125,250
Jackson Tai ⁵	41,667	47,250	5,000	93,917
Kathleen Taylor	50,000	61,250	2,500	113,750
Murray Wallace	50,000	65,625	6,500	122,125
Jo Mark Zurel, Chair of Audit Committee	65,000	50,750	6,000	121,750
Total	790,000	707,875	73,000	1,570,875

1. These meeting fees include attendance at ad hoc committee meetings. There were two ad hoc committees of the Board of Directors in fiscal 2017, with one ad hoc committee having a subcommittee: an ad hoc committee for director searches, and an ad hoc committee for CEO succession with a subcommittee. There were four in-person and one teleconference meetings of the ad hoc committee for director searches. There were two in-person and four teleconference meetings of the ad hoc committee for CEO succession. There were one in-person and one teleconference meetings of its subcommittee.

2. Pierre Choquette & Nancy Hopkins left the board February 12, 2017.

3. Ashleigh Everett and John Montalbano joined the board February 13, 2017.

4. Michael Goldberg left the board June 1, 2016.

5. Jackson Tai joined the Board June 1, 2016.

A CULTURE OF INTEGRITY AND ETHICAL CONDUCT**CONFLICT OF INTEREST PROCEDURES**

Conflicts of interest were anticipated in CPPIB's legislation as a result of the need to recruit Directors with financial and investment experience and to engage employees with financial expertise. CPPIB's Code of Conduct was established to manage and, where possible, eliminate such conflicts. Stringent procedures under the Code are designed to ensure that Directors and employees act in the best interests of the organization. They are required to disclose any personal or business interests that might lead to a real, potential or perceived conflict of interest. Any involvement in relevant decision-making is prohibited should those circumstances arise. Further, Directors are expected to resign from the Board if they take on executive responsibilities with an organization whose objectives and mandates may be, or might reasonably be perceived to be, in conflict with CPPIB's objectives and mandate.

Our policy is that non-audit services provided by the external auditor must be approved by the Audit Committee. Firms that perform any internal or external audit services must also affirm that the provision of non-audit services does not impair their independence.

CODE OF CONDUCT

The Code of Conduct can be found on our website. It is designed to help create a corporate culture of trust, honesty and integrity. It deals with such matters as relations with suppliers, personal investments and confidentiality of proprietary information. For example, the Code of Conduct establishes strict pre-clearance procedures and restrictions for personal trading in securities.

It also sets out strict limits on the acceptance by Directors and employees of entertainment, gifts or special treatment that could create or appear to create a favoured position for actual or potential contractors or suppliers.

As part of the hiring process, new recruits are required to read and agree to comply with the Code of Conduct and related personal trading guidelines. Together, these set a high standard for addressing conflicts of interest and promoting ethical conduct. Directors and employees must reconfirm their compliance semi-annually and employees must complete an online module to confirm their understanding of the Code and ability to apply it in day-to-day decisions and actions.

CPPIB holds annual sessions for all employees on the same day across all offices to renew their commitment to the Guiding Principles of Integrity, Partnership and High Performance. These sessions will continue to be held annually to maintain the focus on this cornerstone of our culture.

When the Board hires or conducts annual performance reviews of the CEO, it considers the individual's leadership in promoting ethical conduct and championing a culture of Integrity, Partnership and High Performance. These factors are also relevant in the hiring and review of all employees.

To augment the Code of Conduct, the Board of Directors decided in 2003 to appoint an external conduct review advisor. This individual, currently the Honourable Frank Iacobucci, is available to discuss Code of Conduct issues with Directors, employees and relevant third parties on a confidential basis.

Board of Directors¹



HEATHER MUNROE-BLUM, O.C., O.Q., Ph.D., F.R.S.C., CHAIRPERSON^{1*, 2}
Corporate Director and Public Policy Scholar | Montreal, Quebec | Director since March 2010 | Appointed Chairperson effective October 2014. Served for over a decade as Principal and Vice Chancellor (President) of McGill University. Former Vice-President (Research and International Relations)

of the University of Toronto. Current Director of the Royal Bank of Canada (Chair of Corporate Governance), CGI Group, and the Gairdner Foundation (Vice-Chair). Currently a member of the Board of Stanford University's Center for Advanced Study in the Behavioral Sciences (CASBS), and the Trilateral Commission. Among others, served on the boards of Four Seasons Hotels, Alcan, Yellow Media Inc., and Hydro One (Ontario), and as a member of the President's Council of the New York Academy of Sciences, the Conference Board of Canada and the CD Howe Institute. Recipient of numerous domestic and international honorary degrees and awards of distinction. Officer of the Order of Canada, Officer of the Order of Quebec, and a Specially Elected Fellow of the Royal Society of Canada. Building on a distinguished career of clinical, academic and scientific achievements, qualifications include more than 25 years of senior administrative leadership concentrated in higher education, public policy, and, research and development; has extensive board experience as a director on executive, human resources and compensation, governance, investment, finance and risk committees in the corporate and not-for-profit sectors.



IAN A. BOURNE^{1, 2*, 4}
Corporate Director | Calgary, Alberta | Director since April 2007. Chair of Ballard Power Systems Inc., Director of Hydro One Limited, Wajax Corporation, and the Canadian Public Accountability Board. Former Chair of SNC-Lavalin Group Inc. and former Director of Canadian Oil Sands Limited. Retired Executive Vice

President and Chief Financial Officer of TransAlta Corporation, a power generation company, and President of TransAlta Power L.P. Over 35 years of experience in senior finance roles at TransAlta, General Electric and Canada Post Corporation. Former Director of TransAlta Power L.P. Qualifications include expertise in finance in major corporations, corporate governance and international experience in Paris and London.



ROBERT L. BROOKS^{1, 2, 3}
Corporate Director | Toronto, Ontario | Director since January 2009.

Former Vice-Chair and Group Treasurer of the Bank of Nova Scotia, the culmination of a 40-year career with the bank serving in a succession of senior investment banking, finance and treasury roles. Director of Integrated Asset Management Corp. Director of Hamilton Capital Partners Inc. Former Director of numerous Scotiabank subsidiaries including Scotia Discount Brokerage, Inc., Scotia Life Insurance Company, ScotiaMcLeod, Inc. and Scotia Cassels Investment Counsel Ltd. Qualifications include more than 40 years of financial industry experience as a bank executive dealing with finance, risk management, pension fund asset mix, investment strategies, treasury functions and international operations.

Committee memberships

1. Investment Committee
2. Governance Committee
3. Audit Committee
4. Human Resources and Compensation Committee
5. At the time of appointment
- * Indicates Chair position



PIERRE CHOQUETTE^{1, 2, 3}
Corporate Director | Vancouver, British Columbia⁵ | Director since February 2008. Left the Board effective February 2017, after his term expired.

Chief Executive Officer and Director of Methanex Corporation from 1994 to 2004, and Chair from 2002 until 2012. As CEO of Methanex, credited with globalizing the company's asset base. Former President and Chief Operating Officer of Novacorp International and former President of Polysar Inc. Former Chair of Gennum Corporation. Former Director of Credit Lyonnais (Canada), Echo Bay Mines (U.S.), Stelco, Inc., TELUS Corporation, and Terasen, Inc. Qualifications include 25 years of senior management experience concentrated in the natural gas and chemical industries, international experience in Belgium and Switzerland, and extensive board experience, including chairing human resources and governance committees and serving on the full range of board committees.



ASHLEIGH EVERETT
Corporate Executive, Corporate Director | Winnipeg, Manitoba | Director since February 2017.

President, Corporate Secretary and Director of Royal Canadian Securities Limited, the holding company of Royal Canadian Properties Limited, Domo Gasoline Corporation Ltd., and L'Eau-I Inc. Former Director of The Bank of Nova Scotia (Chair of the Corporate Governance and Pension Committee). Former Director of Manitoba Telecom Services (Chair of the Governance and Nominating Committee). Current member of the Premiers Enterprise Team for the Province of Manitoba. Qualifications include extensive board experience as a director on executive and risk, governance and pension, and human resources and compensation committees in the public telecom and finance sectors, with experience in international risk and governance issues. Over 25 years of senior management experience in private property development and retail business operations.



MICHAEL GOLDBERG^{1, 2, 3}
Economist, Ph.D. | Vancouver, British Columbia | Director since February 2008. Left the Board in June 2016, after his term expired.

Scholar in Residence at the Asia Pacific Foundation of Canada, Senior Fellow, Institute of Asian Research, UBC, and Professor and Dean Emeritus of the University of British Columbia's Sauder School of Business, and former Associate Vice President – International, totalling 37 years on the UBC faculty. Former Chief Academic Officer, Universitas 21 Global, an online graduate school initiated by Universitas 21, an international network of 12 research-intensive universities. Former member of the Deposit Insurance Advisory Committee to the federal Minister of Finance. Chair of the B.C. Workers' Compensation Board Investment Committee. Director, Canadian Institute for Global Strategic Partnerships. Director, Liberty Living. Former Chair of the Board, Surrey City Development Corporation. Former Director of Geovic Mining Corporation and Chair of the Human Resources and Compensation Committee. Director of Resource Works, a non-profit society to promote understanding of natural resources in the B.C. economy. Chair and Director of Vankiv China Investment. Advisor to the CBD Global Equity Fund. Former Director of China Enterprises Limited, Redekop Properties Ltd., Vancouver Land Corporation, Catamaran Ferries International Inc., Imperial Parking Limited and Lend Lease Global Properties Fund, a Luxembourg-based global real estate fund. Ph.D. (Economics) from the University of California at Berkeley. Qualifications include expertise in global real estate investments and urban infrastructure and experience on boards as a director serving on audit and compensation committees.

1. The biographies provided include all Directors who served on the Board in fiscal 2017. Mr. Choquette, Mr. Goldberg and Ms. Hopkins left the Board and their respective Board committees during fiscal 2017.

**TAHIRA HASSAN** ^{1, 2, 4}

Corporate Director | Toronto, Ontario | Director since February 2015.

Non-executive Director of Brambles Limited. Director of Ontario Shores Centre for Mental Health Sciences. Former Senior Vice-President at Nestlé SA with extensive international experience in transformative change including mergers &

acquisitions. Held executive positions such as Global Business Head for Nescafé Ready-to-Drink, Head of Global Supply Chain and President of Ice Cream in Canada. Served on several international management and joint venture boards. Past member of the Dean's advisory council of the Laurier School of Business & Economics at Wilfrid Laurier University. Certified Management Accountant of Canada. Fellow of the Chartered Institute of Management Accountants in the United Kingdom. Qualifications include more than 36 years of business and board expertise, in countries such as the United Kingdom, Switzerland and Pakistan, in addition to Canada.

**NANCY HOPKINS** ^{1, 3, 4}

Lawyer | Saskatoon, Saskatchewan | Director since September 2008. Left the Board in February 2017, after her term expired.

Partner with the law firm McDougall Gauley LLP, specializing in business law and corporate governance. Received ICD.D designation in 2016. Director of GrowthWorks Commercialization

Fund Inc. (Chair of the Audit Committee), Capital Markets Authority Implementation Organization, CPA Canada, Canada West Foundation, and The Arthritis Society. Former Chair of the Saskatoon Airport Authority, former Chair of the Board of Governors of the University of Saskatchewan, former Chair of SGI Canada, a Saskatchewan Crown corporation, former Chair of the Saskatchewan Police Commission, and former Director of Cameco Corporation. Appointed Queen's Counsel in 1992. Qualifications include more than 30 years of legal experience with expertise in taxation, governance and information technology, experience in government interface and as a director in multiple stakeholder organizations.

**DOUGLAS W. MAHAFFY** ^{1, 4}

Corporate Director | Toronto, Ontario | Director since October 2009.

Retired Chairman and Chief Executive Officer of McLean Budden Ltd., an institutional money management firm. Former Managing Director and Head of Investment Banking (Ontario) of Merrill Lynch Canada Inc., and former Senior Vice-

President, Finance and Chief Financial Officer of Hudson's Bay Company. Current Director at Methanex Corporation and former Director at Stelco Inc. and Woodward's Ltd. Current Chairman at Drumlane Capital, a personally owned investment firm. Member of the Investment Committee at Sunnybrook Health Sciences Centre. Qualifications include more than 40 years of investment industry, general management, and mergers and acquisitions experience.

**JOHN MONTALBANO**

Corporate Director | Vancouver, British Columbia | Director since February 2017.

Served as Chief Executive Officer of RBC Global Asset Management from 2008 to 2015. Previously President of Phillips, Hager & North Investment Management and Vice Chairman of RBC Wealth Management. Serves as Director on a number of

corporate boards, including Canylst Financial Modeling Corporation, Wize Monkey Inc. and Eupraxia Pharmaceuticals Inc. Chartered Financial Analyst designation. Leslie Wong Fellow of the UBC Portfolio Management Foundation. Holds an Honorary Doctorate from Emily Carr University. Qualifications include nearly thirty years working in asset management and extensive senior management experience, including overseeing double-digit annual growth over seven years as CEO of the new RBC Global Asset Management, making it one of the 50 largest asset managers in the world.

**KAREN SHERIFF** ^{1, 4*}

Corporate Executive | Halifax, Nova Scotia⁵ | Director since October 2012.

President and Chief Executive Officer of Q9 Networks from January 2015 through October 2016. Previously President and CEO of Bell Aliant; Chief Operating Officer, Bell Aliant. Prior to Bell Aliant, President of Small and Medium Business, Bell

Canada; Chief Marketing Officer, Bell Canada; Senior Vice President of Product Management and Development, Bell Canada, and a variety of assignments with Ameritech and United Airlines. Director of WestJet Airlines Ltd. and BCE Inc/Bell Canada. Past director of Bell Aliant Inc., Bell Aliant Regional Communications Inc., Bell Aliant Preferred Equity Inc., Aliant Inc. and Teknion Corporation. Chair of the Board of Trustees of the Gardiner Museum of Ceramic Arts from 2006 to 2016. Named one of Canada's top 25 Women of Influence for 2013 by Women of Influence Inc. In 2012, named Woman of the Year by Canadian Women in Communications (CWC). Named one of Atlantic Canada's Top 50 CEOs (Atlantic Business Magazine). Recognized as one of Canada's Top 100 Most Powerful Women three times and named to the Women's Executive Network Top 100 Women Hall of Fame. Qualifications include extensive senior management experience and expertise in strategic-priority setting of major corporations, including oversight of Bell Aliant's conversion back to a corporation from one of the largest income trusts in Canada and leading Bell Aliant's corporate transformation and industry leading fibre-to-the-home (FTTH) network build, the first of its kind in Canada.

**JACKSON TAI** ^{1, 2, 3}

Corporate Director | Greenwich, Connecticut, USA | Director since June 2016.

Former Chief Executive Officer and Vice-Chairman of DBS Bank Ltd, and previously, President and Chief Operating Officer; and Chief Financial Officer. Served 25 years in the Investment Banking Division of J.P. Morgan & Co. Incorporated and

held executive positions such as Head of Japan Capital Markets; founder of the firm's global real estate investment banking; Senior Regional Officer for Asia Pacific; and Senior Regional Officer for the Western United States. Currently serves as a non-executive director for several boards, including HSBC Holdings PLC, Eli Lilly & Company, Royal Philips N.V. and Mastercard Incorporated. Currently serves as a trustee for Rensselaer Polytechnic Institute and as a Director of Metropolitan Opera. Qualifications include significant on-the-ground operating and governance experience in Asia, including in China, Singapore and Japan; a distinguished career in banking and capital markets with experience in investment and risk assessment; as well as global governance experience among active boards providing insights into U.S., EU and China.

Board of Directors' (cont'd)



KATHLEEN TAYLOR, C.M., BA (Hons), JD, MBA ^{1,3,4}
Global Executive, Corporate Director | Toronto, Ontario | Director since October 2013.

Chair of the Board of the Royal Bank of Canada and Board member since 2001. Chair of the Board of the Hospital for Sick Children Foundation and a member of the Hospital's Board of Trustees. Director of Air Canada since May 2016. Director

of The Adecco Group since April 2015. Former President and Chief Executive Officer of Four Seasons Hotels and Resorts with over 24 years of international business experience. Prior to joining Four Seasons practiced corporate securities and competition law at Goodmans, LLP and spent a year on secondment at the Ontario Securities Commission. Recipient of the Order of Canada with the grade of member (2016). Recipient of an Honorary Doctor of Humane Letters from Mount Saint Vincent University (2015) and Honorary Doctorates of Laws from Trent University (2016) and York University (2014). Named the first woman Corporate Hotelier of the World by Hotels Magazine (2011) and was inducted to the Canadian Marketing Hall of Legends (2010). Recipient of the Inaugural Medal for Career Achievement from Hennick Centre for Business and Law (2010), and the Schulich School of Business Award for Outstanding Executive Leadership (2001). Ms. Taylor has an MBA from the Schulich School of Business, a law degree from Osgoode Hall Law School and a Bachelor of Arts (Honours) from the University of Toronto. Qualifications include over 25 years of global executive experience overseeing major strategic and operations initiatives, negotiating expertise and strong relationship management capabilities that drove the modern evolution of an iconic company with the support of almost 100 ownership and development partners around the world.



D. MURRAY WALLACE ^{1,3,4}
Fellow, Institute of Chartered Accountants of Ontario | London, Ontario | Director since April 2007.

Executive Chairman of Financial Horizons Group, an MGA in the life insurance industry, since August 1, 2014. Former Chief Executive Officer of Granite Global Solutions Inc., an insurance services company,

and former President of Axia NetMedia Corporation. Director of Echelon Financial Holdings Inc. Former Director of Axia NetMedia Corporation, Terravest Income Fund, Critical Outcome Technologies Inc., Western Surety Ltd., Ontario Hydro, London Insurance Group, IPSCO Inc., Crown Life Insurance Co. and Queen's University School of Business (Advisory Committee), among others. Former Deputy Minister of Finance and Deputy Minister to the Premier for the Government of Saskatchewan. Qualifications include expertise as a Chartered Accountant, senior-level financial experience from five years as President of Avco Financial Services Canada Ltd. and eight years in executive roles with companies in the Trilon Financial Group, experience in public pension plan management and interface with government.



JO MARK ZUREL ^{1,3*}
Chartered Professional Accountant, Corporate Director | St. John's, Newfoundland and Labrador | Director since October 2012.

President/Owner of Stonebridge Capital Inc., a private investment company that invests in a variety of businesses, including Atlantic Canadian start-up and high-growth companies. From 1998 to 2006

served as Senior Vice-President and Chief Financial Officer of CHC Helicopter Corporation. Director of Highland Copper, Director of Major Drilling Group International Inc., Director of Propel ICT and Director of Fortis Inc. Current and recent volunteer activities include Chair of the Atlantic Provinces Economic Council, Chair of the St. John's Board of Trade, Chair of Junior Achievement of Newfoundland and Labrador, and Chair of a Red Cross Capital Campaign. In 2015, Jo Mark and his wife were named the Outstanding Philanthropists for Newfoundland and Labrador. Honoured as one of Canada's Top 40 under 40 in 2000. Qualifications include extensive investment industry and corporate director experience including as an active angel investor and as Director of the Institute of Corporate Directors (ICD) and member of the founding executive of the ICD's Newfoundland and Labrador affiliate.

Committee memberships

1. Investment Committee
 2. Governance Committee
 3. Audit Committee
 4. Human Resources and Compensation Committee
 5. At the time of appointment
- * Indicates Chair position

1. The biographies provided include all Directors who served on the Board in fiscal 2017. Mr. Choquette, Mr. Goldberg and Ms. Hopkins left the Board and their respective Board committees during fiscal 2017.

Management's Responsibility for Financial Reporting

The Financial Statements of Canada Pension Plan Investment Board (CPP Investment Board) have been prepared by Management and approved by the Board of Directors. Management is responsible for the integrity and reliability of the Financial Statements and the financial information contained within the Annual Report.

The Financial Statements have been prepared in accordance with International Financial Reporting Standards. The Financial Statements include certain amounts based on Management's judgments and best estimates where deemed appropriate. The significant accounting policies used are disclosed in note 1 to the Financial Statements. The financial information presented throughout the Annual Report is consistent with the Financial Statements.

CPP Investment Board develops and maintains systems of internal control and supporting procedures. The systems of internal control are designed to provide reasonable assurance that assets are safeguarded; that transactions are properly recorded, authorized and are in accordance with the *Canada Pension Plan Investment Board Act*, the accompanying regulations, the by-laws and investment policies of CPP Investment Board; and that there are no material misstatements in the Financial Statements or the financial information contained within the Annual Report. The internal control over financial reporting and disclosure controls and procedures are tested for both design and operational effectiveness as part of our CEO/CFO certification process as described on page 69 of Management's Discussion and Analysis in the 2017 Annual Report.

The internal control framework includes a strong corporate governance structure, an enterprise risk management framework that identifies, monitors and reports on key risks facing the organization, a code of conduct and conflict of interest procedures, and other policies, management authorities and procedures that guide decision-making. The controls also include the establishment of an organization structure that provides a well-defined division of responsibilities and accountability, the selection and training of qualified staff, and the communication of policies, management authorities and procedures throughout the organization. The systems of internal control are further supported by a compliance management system to monitor CPP Investment Board's compliance with legislation, policies, management authorities and procedures and by internal and external auditors who review and evaluate internal controls in accordance with their respective annual audit plans approved by the Audit Committee.

The Audit Committee assists the Board of Directors in discharging its responsibility to approve the annual Financial Statements. The Audit Committee, consisting of five independent directors, meets regularly with Management and the internal and external auditors to discuss the scope and findings of audits and other work they may be requested to perform from time to time, to review financial information and to discuss the adequacy of internal controls. The Audit Committee reviews and approves the annual Financial Statements and recommends them to the Board of Directors for approval.

CPP Investment Board's external auditor, Deloitte LLP, has conducted an independent examination of the Financial Statements in accordance with Canadian generally accepted auditing standards, performing such tests and other procedures as it considers necessary to express an opinion in its Independent Auditor's Report. The external auditor has full and unrestricted access to Management and the Audit Committee to discuss any findings related to the integrity and reliability of CPP Investment Board's financial reporting and the adequacy of internal control systems.



Mark G. Machin
President & Chief Executive Officer



Benita M. Warmbold
Senior Managing Director & Chief Financial Officer

Toronto, Ontario
May 11, 2017

Investment Certificate

The *Canada Pension Plan Investment Board Act* (the Act) requires that a certificate be signed by a director on behalf of the Board of Directors, stating that the investments of CPP Investment Board held during the year were in accordance with the Act and CPP Investment Board's investment policies, standards and procedures. Accordingly, the Investment Certificate follows.

The investments of CPP Investment Board, held during the year ended March 31, 2017, were in accordance with the Act and CPP Investment Board's investment policies, standards and procedures.



Jo Mark Zurel

Chair of the Audit Committee on behalf of the Board of Directors

Toronto, Ontario

May 11, 2017

Independent Auditor's Report

To the Board of Directors of Canada Pension Plan Investment Board

We have audited the accompanying Consolidated Financial Statements of Canada Pension Plan Investment Board, which comprise the Consolidated Balance Sheet as at March 31, 2017, and the Consolidated Statement of Comprehensive Income, Consolidated Statement of Changes in Net Assets and Consolidated Statement of Cash Flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these Consolidated Financial Statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of Consolidated Financial Statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Consolidated Financial Statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Consolidated Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Consolidated Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the Consolidated Financial Statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the Consolidated Financial Statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the Consolidated Financial Statements present fairly, in all material respects, the financial position of Canada Pension Plan Investment Board as at March 31, 2017, and its financial performance, changes in its net assets and its cash flows for the year then ended in accordance with International Financial Reporting Standards.

Report on Other Legal and Regulatory Requirements

Further, in our opinion, the transactions of Canada Pension Plan Investment Board that have come to our attention during our audit of the Consolidated Financial Statements have, in all significant respects, been in accordance with the *Canada Pension Plan Investment Board Act* (the Act) and the by-laws, as the case may be.

Further, in our opinion, the record of investments kept by Canada Pension Plan Investment Board's management pursuant to paragraph 39(1)(c) of the Act fairly presents, in all material respects, the information required by the Act.



Chartered Professional Accountants
Licensed Public Accountants


May 11, 2017

Consolidated Balance Sheet

(CAD millions)	As at March 31, 2017	As at March 31, 2016
Assets		
Investments (note 2)	\$ 377,477	\$ 345,319
Amounts receivable from pending trades	3,234	2,627
Premises and equipment	348	356
Other assets	131	113
Total assets	381,190	348,415
Liabilities		
Investment liabilities (note 2)	60,200	65,379
Amounts payable from pending trades	3,631	3,431
Accounts payable and accrued liabilities	682	664
Total liabilities	64,513	69,474
Net assets	\$ 316,677	\$ 278,941
Net assets, represented by:		
Share capital (note 6)	\$ —	\$ —
Accumulated net income from operations	178,875	145,436
Accumulated net transfers from the Canada Pension Plan (note 7)	137,802	133,505
Net assets	\$ 316,677	\$ 278,941

The accompanying notes are an integral part of these Consolidated Financial Statements.

On behalf of the Board of Directors



Heather Munroe-Blum
Chairperson



Jo Mark Zurel
Chair of the Audit Committee

Consolidated Statement of Comprehensive Income

(CAD millions)	For the years ended	
	March 31, 2017	March 31, 2016
Investment income	\$ 36,273	\$ 11,774
Investment management fees	(1,464)	(1,330)
Transaction costs	(447)	(437)
Net investment income (note 8)	\$ 34,362	\$ 10,007
Personnel costs	625	594
General operating expenses	244	231
Professional services	54	51
Operating expenses (note 9)	923	876
Net income from operations	\$ 33,439	\$ 9,131

The accompanying notes are an integral part of these Consolidated Financial Statements.

Consolidated Statement of Changes in Net Assets

(CAD millions)	Number of shares outstanding		Share capital	Accumulated net transfers from the Canada Pension Plan	Accumulated net income from operations	Total net assets
As at April 1, 2015	10	\$	–	\$ 128,318	\$ 136,305	\$ 264,623
Total net income for the year			–	–	9,131	9,131
Canada Pension Plan transfers (note 7):						
Transfers from the Canada Pension Plan			–	38,406	–	38,406
Transfers to the Canada Pension Plan			–	(33,219)	–	(33,219)
Balance at March 31, 2016	10	\$	–	\$ 133,505	\$ 145,436	\$ 278,941
As at April 1, 2016	10	\$	–	\$ 133,505	\$ 145,436	\$ 278,941
Total net income for the year			–	–	33,439	33,439
Canada Pension Plan transfers (note 7):						
Transfers from the Canada Pension Plan			–	39,517	–	39,517
Transfers to the Canada Pension Plan			–	(35,220)	–	(35,220)
Balance at March 31, 2017	10	\$	–	\$ 137,802	\$ 178,875	\$ 316,677

The accompanying notes are an integral part of these Consolidated Financial Statements.

Consolidated Statement of Cash Flows

(CAD millions)	For the years ended	
	March 31, 2017	March 31, 2016
Cash flows from operating activities		
Net income from operations	\$ 33,439	\$ 9,131
Adjustments for non-cash items:		
Amortization of premises and equipment	30	30
Effect of exchange rate changes on cash and cash equivalents	(16)	18
Unrealized losses (gains) on debt financing liabilities	906	(1,011)
Adjustments for net changes in operating assets and liabilities:		
(Increase) in investments	(21,684)	(29,434)
(Increase) decrease in pending trades receivable	(607)	281
(Increase) in other assets	(10)	(22)
(Decrease) increase in investment-related liabilities	(9,484)	9,219
Increase in debt financing liabilities	3,374	6,610
Increase (decrease) in pending trades payable	200	(2,656)
Increase in accounts payable and accrued liabilities	43	103
Net cash flows from (used in) operating activities	6,191	(7,731)
Cash flows from financing activities		
Transfers from the Canada Pension Plan	39,517	38,406
Transfers to the Canada Pension Plan	(35,220)	(33,219)
Net cash flows provided by financing activities	4,297	5,187
Cash flows from investing activities		
Dispositions of premises and equipment	1	3
Acquisitions of premises and equipment	(23)	(42)
Net cash flows (used in) investing activities	(22)	(39)
Net increase (decrease) in cash and cash equivalents	10,466	(2,583)
Effect of exchange rate changes on cash and cash equivalents	16	(18)
Cash and cash equivalents at the beginning of the year	5,594	8,195
Cash and cash equivalents at the end of the year	16,076	5,594
Cash and cash equivalents at the end of the year are comprised of:		
Cash held for operating purposes ¹	68	60
Cash and cash equivalents held for investment purposes ²	16,008	5,534
Total	\$ 16,076	\$ 5,594

1. Presented as a component of Other assets on the Consolidated Balance Sheet.

2. Presented as a component of Investments on the Consolidated Balance Sheet and Money market securities on the Consolidated Schedule of Investment Portfolio.

The accompanying notes are an integral part of these Consolidated Financial Statements.

Consolidated Schedule of Investment Portfolio

The schedule below provides information on CPP Investment Board's investment assets and investment liabilities:

(CAD millions)	As at March 31, 2017	As at March 31, 2016
Equities (note 2a)		
Canada		
Public equities	\$ 4,576	\$ 4,413
Private equities	4,048	2,687
	8,624	7,100
Foreign developed markets		
Public equities	93,905	64,461
Private equities	54,992	49,019
	148,897	113,480
Emerging markets		
Public equities	19,208	12,612
Private equities	5,781	5,341
	24,989	17,953
Total equities	182,510	138,533
Fixed income (note 2b)		
Bonds	61,240	73,061
Other debt	19,764	26,144
Money market securities	19,408	16,732
Total fixed income	100,412	115,937
Absolute return strategies¹ (note 2c)	19,371	17,034
Real assets (note 2d)		
Real estate	38,732	35,857
Infrastructure	27,899	20,373
Total real assets	66,631	56,230
Investment receivables		
Securities purchased under reverse repurchase agreements (note 2e)	5,207	12,199
Accrued interest	1,561	1,161
Derivative receivables (note 3)	1,495	4,060
Dividends receivable	290	165
Total investment receivables	8,553	17,585
Total investments	\$ 377,477	\$ 345,319
Investment liabilities		
Securities sold under repurchase agreements (note 2e)	(14,749)	(19,926)
Securities sold short (note 2a and 2b)	(24,177)	(27,371)
Debt financing liabilities (note 2g)	(19,873)	(15,568)
Derivative liabilities (note 3)	(1,401)	(2,514)
Total investment liabilities	(60,200)	(65,379)
Amounts receivable from pending trades	3,234	2,627
Amounts payable from pending trades	(3,631)	(3,431)
Net investments	\$ 316,880	\$ 279,136

1. Includes only investments in funds.

The accompanying notes are an integral part of these Consolidated Financial Statements.

Notes to the Consolidated Financial Statements

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Corporate information

Canada Pension Plan Investment Board (CPP Investment Board) was established in December 1997 pursuant to the *Canada Pension Plan Investment Board Act* (the Act). CPP Investment Board is a federal Crown corporation, all of the shares of which are owned by Her Majesty the Queen in right of Canada. CPP Investment Board is responsible for assisting the Canada Pension Plan (the CPP) in meeting its obligations to contributors and beneficiaries under the legislation *Canada Pension Plan*. It is responsible for managing amounts that are transferred to it under Section 108.1 of the *Canada Pension Plan* in the best interests of CPP beneficiaries and contributors. CPP Investment Board received its first funds for investing purposes from the CPP in March 1999. CPP Investment Board's assets are to be invested in accordance with the Act, the regulations and the investment policies with a view to achieving a maximum rate of return without undue risk of loss, having regard to the factors that may affect the funding of the CPP and the ability of the CPP to meet its financial obligations on any given business day.

CPP Investment Board is exempt from Part I tax under paragraphs 149(1) (d) and 149(1) (d.2) of the *Income Tax Act (Canada)* on the basis that all of the shares of CPP Investment Board are owned by Her Majesty the Queen in right of Canada or by a corporation whose shares are owned by Her Majesty the Queen in right of Canada, respectively.

The Consolidated Financial Statements provide information on the net assets managed by CPP Investment Board and do not include the liabilities and other assets of the CPP.

CPP Investment Board's registered office is at One Queen Street East, Toronto, Ontario, Canada.

The Consolidated Financial Statements were approved by the Board of Directors and authorized for issue on May 11, 2017.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. BASIS OF PRESENTATION

These Consolidated Financial Statements present the financial position and results of operations of CPP Investment Board in accordance with IFRS.

CPP Investment Board qualifies as an investment entity as it meets the following definition of an investment entity outlined in IFRS 10, *Consolidated Financial Statements* (IFRS 10):

- > Obtains funds from one or more investors for the purpose of providing those investor(s) with investment management services. In the case of CPP Investment Board, we have one investor (CPP), but we invest the funds for a wide group of investors being the beneficiaries of the CPP.
- > Commits to its investor(s) that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both.
- > Measures and evaluates the performance of substantially all of its investments on a fair value basis.

No significant judgments or assumptions were made in determining that CPP Investment Board meets the definition of an investment entity as defined in IFRS 10.

Certain comparative figures have been reclassified to conform to the current year's financial statement presentation (see note 14).

STATEMENT OF COMPLIANCE

The Consolidated Financial Statements of CPP Investment Board have been prepared in accordance with IFRS as issued by the International Accounting Standards Board and the requirements of the Act and the regulations of CPP Investment Board.

B. SUBSIDIARIES

CPP Investment Board is required to report the results of operations in accordance with IFRS 10. As a consequence, the Consolidated Financial Statements represent the results of operations of CPP Investment Board and its wholly owned subsidiaries that were created to provide investment-related services to support its operations. Operating subsidiaries of this nature include those that provide investment advisory services or subsidiaries that were created to provide financing to CPP Investment Board.

Subsidiaries that were created to structure and hold investments are investment holding companies and are not consolidated in these Consolidated Financial Statements but instead are measured and reported at fair value. Fair value for unconsolidated investment holding companies is based on the fair value of the underlying investments and investment liabilities held by the investment holding company together with its accumulated net income from operations. The determination of the fair value of the underlying investments and investment liabilities are based on the valuation techniques and related inputs outlined in note 2a to g.

C. FINANCIAL INSTRUMENTS**(i) CLASSIFICATION**

CPP Investment Board classifies its financial assets and financial liabilities, in accordance with IFRS 9, *Financial Instruments*, as follows:

FINANCIAL ASSETS

Financial assets are either classified at fair value through profit or loss or at amortized cost. The classification depends on (a) the business model for managing the financial assets and (b) the cash flow characteristics of the financial assets. All financial assets through profit or loss are classified at fair value on the basis that they are part of a portfolio of financial assets which are managed and whose performance is evaluated on a fair value basis in accordance with investment strategies and risk management of the CPP Investment Board. Financial assets carried at amortized cost are accrued interest, dividends receivable and amounts receivable from pending trades.

FINANCIAL LIABILITIES

Financial liabilities are either classified at fair value through profit or loss or at amortized cost. The classification depends on (a) whether the financial liability meets the definition of held for trading or (b) upon initial recognition the financial liability is designated as at fair value through profit or loss.

A financial liability is classified as held for trading if:

- > It is acquired or incurred principally for the purpose of selling or repurchasing it in the near term;
- > On initial recognition it is part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit taking; or
- > It is a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

Financial liabilities are classified at fair value through profit or loss on the basis that they meet the definition of held for trading. Financial liabilities classified at fair value through profit or loss include securities sold under repurchase agreements, securities sold short, debt financing liabilities and derivative liabilities. Amounts payable from pending trades, accounts payable and accrued liabilities are carried at amortized cost.

(ii) RECOGNITION

CPP Investment Board recognizes a financial asset or a financial liability when, and only when, it becomes a party to the contractual provisions of the instrument. Investments, investment receivables and investment liabilities are recorded on a trade date basis.

(iii) DERECOGNITION

Financial assets are derecognized when the contractual rights to receive the cash flows from the financial asset expire or where CPP Investment Board has transferred the financial asset and substantially all the risks and rewards of the asset or no longer retains control over the asset.

CPP Investment Board derecognizes a financial liability when the obligation under the liability is discharged, cancelled or expires.

(iv) INITIAL MEASUREMENT

Financial assets and financial liabilities are measured on initial recognition at fair value.

(v) SUBSEQUENT MEASUREMENT

After initial measurement, financial assets and financial liabilities classified at fair value through profit or loss are measured at fair value. Subsequent changes in the fair value of those financial assets and financial liabilities are recorded as a net gain (loss) on investments and included in investment income. Interest income and dividend income from such financial instruments are also included in investment income.

D. VALUATION OF INVESTMENTS AND INVESTMENT LIABILITIES

Investments and investment liabilities are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

In an active market, fair value is best evidenced by an independent quoted market price. In the absence of an active market, fair value is determined by valuation techniques that make maximum use of inputs observed from markets. See note 2a to g for more details about the determination of fair value.

E. INCOME RECOGNITION

Income from investments includes realized gains and losses from investments, changes in unrealized gains and losses on investments, dividend income and interest income. Dividend income is recognized on the ex-dividend date, which is when CPP Investment Board's right to receive the dividend has been established. Interest income is recognized using the effective interest rate method.

F. OFFSETTING FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are offset and the net amount reported in the Consolidated Financial Statements if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the asset and settle the liability simultaneously.

G. TRANSACTION COSTS

Transaction costs are incremental costs that are directly attributable to the acquisition or disposal of an investment. Transaction costs are expensed as incurred and included in net investment income (see note 8).

H. INVESTMENT MANAGEMENT FEES

Investment management fees, which include hedge fund performance fees, are paid to investment managers for externally managed investments. Investment management fees are expensed as incurred and included in net investment income (see note 8).

I. CASH EQUIVALENTS

Cash equivalents consist of short-term deposits with a maturity of 90 days or less.

J. SECURITIES PURCHASED UNDER REVERSE REPURCHASE AGREEMENTS AND SOLD UNDER REPURCHASE AGREEMENTS

Securities purchased under reverse repurchase agreements represent the purchase of securities effected with a simultaneous agreement to sell them back at a specified price at a specified future date and are accounted for as an investment receivable. These securities are not recognized as an investment of CPP Investment Board. The fair value of securities to be resold under these reverse repurchase agreements is monitored and additional collateral is obtained, when appropriate, to protect against credit exposure (see note 10). In the event of counterparty default, CPP Investment Board has the right to liquidate the collateral held.

Securities sold under repurchase agreements are accounted for as collateralized borrowing because they represent the sale of securities with a simultaneous agreement to buy them back at a specified price at a specified future date. The securities sold continue to be recognized as an investment of CPP Investment Board with any changes in fair value recorded as net gain (loss) on investments and included in investment income.

Interest earned on reverse repurchase agreements and interest incurred on repurchase agreements is included in investment income.

K. SECURITIES SOLD SHORT

Securities sold short represent securities that are sold, but not owned, by CPP Investment Board. CPP Investment Board has an obligation to cover these short positions, which are accounted for as an investment liability based on the fair value of the securities sold. Collateral is pledged to the counterparty, when appropriate (see note 10). Interest and dividend expense on securities sold short are included in investment income.

L. FUNCTIONAL AND PRESENTATION CURRENCY

CPP Investment Board's functional and presentation currency is the Canadian dollar, which is the currency of the primary economic environment in which it operates. CPP Investment Board's performance is evaluated and its liquidity is managed in Canadian dollars. Therefore, the Canadian dollar is considered as the currency that most faithfully represents the economic effects of the underlying transactions, events and conditions.

M. FOREIGN CURRENCY TRANSLATION

Transactions, including purchases and sales of investments, income and expenses, are translated at the rate of exchange prevailing on the date of the transaction. Investments and monetary assets and liabilities denominated in foreign currencies are translated at the functional currency exchange rate at each balance sheet date. Non-monetary items that are measured in

terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions.

Foreign currency transaction gains and losses on financial instruments classified as at fair value through profit or loss are included in investment income in the Consolidated Statement of Comprehensive Income.

N. CANADA PENSION PLAN TRANSFERS

Net amounts from the CPP are recorded as received.

O. USE OF ESTIMATES, JUDGMENTS AND ASSUMPTIONS

The preparation of the Consolidated Financial Statements requires management to make estimates, judgments and assumptions that affect the amounts recognized for assets and liabilities, principally the valuation of financial instruments which are not actively traded. Uncertainty about these estimates, judgments and assumptions could result in outcomes that could require a material adjustment to the carrying amount of the assets or liabilities affected in the future.

2. FAIR VALUE DETERMINATION

CPP Investment Board manages the following types of investments and investment liabilities and determines fair value as follows:

A. EQUITIES

- (i) Public equity investments are made directly or through funds, including hedge funds. As at March 31, 2017, public equities included fund investments with a fair value of \$8,022 million (March 31, 2016 – \$7,807 million).

Fair value for publicly traded equities, including equity short positions, is based on quoted market prices. Fair value for fund investments is generally based on the net asset value as reported by the external administrators or managers of the funds.

- (ii) Private equity investments are generally made directly or through ownership in limited partnership funds. As at March 31, 2017, private equities included direct investments with a fair value of \$29,965 million (March 31, 2016 – \$25,161 million).

The fair value for investments held directly is primarily determined using earnings multiples of comparable publicly traded companies or discounted cash flows. Significant inputs for these valuation methods include company-specific earnings before interest, taxes, depreciation and amortization (EBITDA), earnings multiples of comparable publicly traded companies, projected cash flows and discount rates using current market yields of instruments with similar characteristics. Recent market transactions, where available, are also used. In the case of investments held through a limited partnership fund, fair value is generally determined based on relevant information reported by the general partner using similar accepted industry valuation methods.

B. FIXED INCOME

- (i) Bonds consist of non-marketable and marketable bonds. Fair value for non-marketable Canadian Provincial Government bonds is calculated using discounted cash flows based on current market yields of instruments with similar characteristics. In the case of marketable bonds, including bond short positions, fair value is based on quoted prices or calculated using discounted cash flow based on benchmark yield curves and credit spreads pertaining to the issuer.
- (ii) Other debt consists of investments in direct private debt, asset-backed securities, intellectual property, royalties, distressed mortgage funds, private debt funds and hedge funds.

Fair value for direct investments in private debt and asset-backed securities is based on quoted market prices or broker quotes or recent market transactions, if available. Where the market price is not available, fair value is calculated using discounted cash flows based on significant inputs such as projected cash flows and discount rates using current market yields of instruments with similar characteristics.

In the case of intellectual property investments and royalty investments, fair value is primarily determined using discounted cash flows based on projected cash flows and discount rates using current market yields of instruments with similar characteristics.

Fair value for fund investments is generally based on the net asset value as reported by the external administrators or managers of the funds.

- (iii) Money market securities consist of cash, term deposits, treasury bills, commercial paper and floating rate notes. Fair value is determined using cost, which, together with accrued interest income, approximates fair value due to the short-term or floating rate nature of these securities.

C. ABSOLUTE RETURN STRATEGIES

Absolute return strategies consist of investments in hedge funds and internally managed portfolios whose objective is to generate positive returns regardless of market conditions, that is, returns with a low correlation to broad market indices. The underlying securities of the funds and the internally managed portfolios could include, but are not limited to, equities, fixed income securities and derivatives.

Fair value for fund investments is generally based on the net asset value as reported by the external administrators or managers of the funds.

D. REAL ASSETS

- (i) CPP Investment Board obtains exposure to real estate through direct investments in privately held real estate and real estate funds. Private real estate investments are managed by investment managers primarily through co-ownership arrangements.

Fair value for private real estate investments is primarily determined using discounted cash flows based on various factors such as net operating income, discount rate and terminal capitalization rate.

Fair value for real estate funds are generally based on the net asset value as reported by the external managers of the funds.

- (ii) Infrastructure investments are generally made directly, but can also occur through limited partnership funds.

Fair value for infrastructure investments is primarily determined using discounted cash flows based on significant inputs including projected cash flows and discount rates.

Fair value for investments held through limited partnership funds are generally based on the net asset value as reported by the external managers of the funds.

E. SECURITIES PURCHASED UNDER REVERSE REPURCHASE AGREEMENTS AND SOLD UNDER REPURCHASE AGREEMENTS

Reverse repurchase and repurchase agreements are carried at the amounts at which the securities were initially acquired or sold, which, together with accrued interest income or expense, approximates fair value due to the short-term nature of these securities.

F. DERIVATIVE CONTRACTS

A derivative contract is a financial contract, the value of which is derived from the value of underlying assets, indices, interest rates, currency exchange rates or other market-based factors. Derivatives are transacted through regulated exchanges or negotiated in over-the-counter markets.

Notional amounts of derivative contracts represent the contractual amounts to which a rate or price is applied for computing the cash flows to be exchanged. The notional amounts are used to determine the gains/losses and fair value of the contracts.

The fair value of these contracts is reported as derivative receivables and derivative liabilities on the Consolidated Schedule of Investment Portfolio.

Fair value for exchange-traded derivatives, which includes futures, options and warrants, is based on quoted market prices. Fair value for over-the-counter derivatives, which includes swaps, options, forward contracts and warrants, is determined based on valuation techniques such as option pricing models, discounted cash flows and consensus pricing from independent brokers and/or third-party vendors. Inputs used in these valuation techniques can include, but are not limited to, spot prices, price volatilities, currency exchange rates, interest rate curves and credit spreads. In determining fair value, consideration is also given to the credit risk of the counterparty.

G. DEBT FINANCING LIABILITIES

Debt financing liabilities consist of commercial paper payable and term debt. Commercial paper payable is recorded at the amount originally issued, which, together with accrued interest expense, approximates fair value due to the short-term nature of these liabilities. Fair value for term debt is based on quoted market prices.

H. UNCONSOLIDATED SUBSIDIARIES

Investments in unconsolidated subsidiaries include 282 wholly owned subsidiaries (March 31, 2016 – 259) incorporated to

hold investments primarily in private equities, debt, real estate and infrastructure. The 282 wholly owned subsidiaries are incorporated as follows, 129 in Canada (March 31, 2016 – 125), 49 in the United Kingdom (March 31, 2016 – 41), 29 in the British Virgin Islands (March 31, 2016 – 29), 23 in the United States (March 31, 2016 – 21), 21 in Australia (March 31, 2016 – 17) and 31 in other jurisdictions (March 31, 2016 – 26). Unconsolidated subsidiaries, that are not wholly owned but controlled, typically include those that were acquired by CPP Investment Board or indirectly acquired through its investment holding companies.

For investment holding companies it established, CPP Investment Board provides financial or other support to fund their day-to-day operations and investment activities under loan agreements or shareholder's resolutions as needed.

3. DERIVATIVE INSTRUMENTS

A. TYPE OF DERIVATIVE INSTRUMENTS

CPP Investment Board uses the following types of derivative instruments:

FUTURES AND FORWARDS

Futures are standardized contracts transacted on an exchange, whereas forwards are customized over-the-counter contracts negotiated between counterparties. Futures contracts may be cash-settled or require physical delivery of the underlying asset. Examples of futures and forwards are described below:

Equity futures are contractual obligations to purchase or sell a specified quantity of an equity index, a basket of stocks, or a single stock at a predetermined price and date in the future.

Foreign exchange forwards are contractual obligations negotiated between counterparties to either purchase or sell a specified amount of foreign currencies at a predetermined price and date in the future.

Interest rate futures and forwards, including bond futures, are contractual obligations to purchase or sell a specified amount of an interest rate sensitive financial instrument(s) or index at a predetermined price and date in the future.

Commodity futures are contractual obligations to purchase or sell a specified quantity of a commodity, such as precious metals and energy-related products at a predetermined price and date in the future.

SWAPS

Swaps are over-the counter contracts between two parties to exchange a series of cash flows. Examples of swaps are described below:

Equity-based swaps include equity swaps, volatility swaps and variance swaps. Equity swaps are contracts where one counterparty agrees to pay or receive from the other, cash flows based on changes in the value of an equity index, a basket of stocks, or a single stock in exchange for a return based on a fixed or floating interest rate or the return on another instrument. Volatility and variance swaps are contracts where cash flows are exchanged based on the realized volatility or variance of an equity index, a basket of stocks, or a single stock compared to the fixed strike level specified in the contract, respectively.

Interest rate-related swaps include bond swaps, interest rate swaps and cross-currency interest rate swaps. Bond swaps are contracts in which counterparties exchange the return on a bond, or group of such instruments, for the return on a fixed or floating interest rate or the return on another instrument. Interest rate swaps are contracts where counterparties exchange cash flows based on different interest rates applied to a notional amount in a single currency, with no exchange of a notional amount. Cross-currency interest rate swaps involve the exchange of both interest and notional amounts in two different currencies.

Credit default swaps are contracts that provide credit protection against a specified credit event such as the default or bankruptcy of the underlying financial instrument (referenced asset). The purchaser (buyer) pays a premium to the writer (seller) in return for payment, which is contingent on a credit event affecting the referenced asset. Credit default swaps require the writer to compensate counterparties for the decline in value of the referenced asset as a result of the occurrence of a specified credit event. The notional amount represents the maximum amount payable to these counterparties under these written credit default swap contracts.

OPTIONS AND WARRANTS

Options are contractual agreements where the seller (writer) gives the purchaser the right, but not the obligation, to buy or sell a specified amount of an equity, currency, interest rate, credit, commodity or other financial instrument at or before a specified future date at a predetermined price. The purchaser pays a premium to the seller for this right. Options can be transacted in standardized amounts on regulated exchanges or customized in over-the-counter markets.

Call or put options may require the writer to sell or purchase the underlying asset at a fixed date or at any time within a fixed future period. Due to the nature of these contracts, CPP Investment Board cannot make a reasonable estimate of the potential maximum amount of future payments.

Warrants are transacted both over-the-counter and through exchanges where the issuer gives the purchaser the right, but not the obligation, to buy a specified quantity of stock of the issuer at or before a specified future date at a predetermined price.

B. DERIVATIVE-RELATED RISK

The following are primary risks associated with derivatives:

MARKET RISK

Derivatives generate positive or negative value, as the value of underlying assets, indices, interest rates, currency exchange rates or other market-based factors change such that the previously contracted terms of the derivative transactions have become more or less favourable than what can be negotiated under current market conditions for contracts with the same terms and remaining period to expiry. The potential for derivatives to increase or decrease in value as a result of the foregoing factors is generally referred to as market risk.

The derivative-related market risk is a component of the total portfolio market risk, which is managed through the Risk/Return Accountability Framework described in note 5.

CREDIT RISK

Credit risk is the risk of a financial loss that occurs as a result of the failure of a counterparty to meet its obligations to CPP Investment Board. The maximum exposure to credit risk is represented by the positive fair value of the derivative instrument and is normally a small fraction of the contract's notional amount. Negotiated over-the-counter derivatives generally present greater credit exposure than exchange-traded contracts. Credit risk on exchange-traded contracts is limited because these transactions are executed on regulated exchanges,

each of which is associated with a well-capitalized clearing house that assumes the obligation of the writer of a contract and guarantees their performance.

CPP Investment Board limits credit risk on over-the-counter contracts through a variety of means, including dealing only with authorized counterparties that meet the minimum credit rating and limiting the maximum exposures to any individual counterparty, and the use of master netting agreements and collateral as discussed in note 5b.

C. FAIR VALUE OF DERIVATIVE CONTRACTS

The fair value of derivative contracts is as follows:

FAIR VALUE OF DERIVATIVE CONTRACTS

	As at March 31, 2017		As at March 31, 2016	
(CAD millions)	Positive fair value	Negative fair value	Positive fair value	Negative fair value
Equity contracts				
Futures	\$ —	\$ —	\$ —	\$ —
Swaps	923	(717)	1,292	(730)
Options:				
Exchange-traded – purchased	—	—	8	—
Over-the-counter – purchased	—	—	2	—
Over-the-counter – written	—	—	—	(2)
Warrants	1	—	2	—
Total equity contracts	924	(717)	1,304	(732)
Foreign exchange contracts				
Forwards	357	(286)	2,353	(793)
Options				
Over-the-counter – purchased	—	—	24	—
Over-the-counter – written	—	—	—	(6)
Total foreign exchange contracts	357	(286)	2,377	(799)
Interest rate contracts				
Futures	—	—	—	—
Forwards	—	—	—	—
Swaps	148	(117)	341	(404)
Total interest rate contracts	148	(117)	341	(404)
Credit contracts				
Purchased credit default swaps	4	(277)	86	(485)
Written credit default swaps	285	(4)	454	(73)
Options:				
Over-the-counter – purchased	—	—	13	—
Over-the-counter – written	—	—	—	(16)
Total credit contracts	289	(281)	553	(574)
Commodity contracts				
Futures	—	—	9	(5)
Total commodity contracts	—	—	9	(5)
Subtotal	1,718	(1,401)	4,584	(2,514)
Less: Cash collateral received under derivative contracts	(223)	—	(524)	—
Total	\$ 1,495	\$ (1,401)	\$ 4,060	\$ (2,514)

D. NOTIONAL AMOUNT OF DERIVATIVES BY TERMS TO MATURITY

Notional amounts of derivative contracts represent the contractual amounts to which a rate or price is applied for computing the cash flows to be exchanged. The notional amounts are used to determine the gains/losses and fair value of the contracts. They are not recorded as assets or liabilities on the Consolidated Balance Sheet. Notional amounts do not necessarily represent the amount of potential market risk or credit risk arising from derivative contracts.

The terms to maturity of the notional amounts for derivative contracts is as follows:

NOTIONAL AMOUNT OF DERIVATIVES BY TERMS TO MATURITY

						Terms to maturity	
						As at March 31, 2017	As at March 31, 2016
(CAD millions)	Within 1 year	1 to 5 years	6 to 10 years	Over 10 years	Total	Total	Total
Equity contracts							
Futures	\$ –	\$ –	\$ –	\$ –	\$ –	\$ –	2,071
Swaps	66,119	24,894	–	–	91,013	–	83,709
Options:							
Exchange-traded – purchased	–	–	–	–	–	–	48
Exchange-traded – written	–	–	–	–	–	–	–
Over-the-counter – purchased	–	–	–	–	–	–	135
Over-the-counter – written	–	–	–	–	–	–	74
Warrants	7	9	32	–	48	–	77
Total equity contracts	66,126	24,903	32	–	91,061	–	86,114
Foreign exchange contracts							
Forwards	56,276	–	–	–	56,276	–	82,768
Options:							
Over-the-counter – purchased	–	–	–	–	–	–	415
Over-the-counter – written	–	–	–	–	–	–	361
Total foreign exchange contracts	56,276	–	–	–	56,276	–	83,544
Interest rate contracts							
Futures	5,333	65	–	–	5,398	–	72,364
Forwards	1,833	–	–	–	1,833	–	3,537
Swaps	10,039	13,053	1,134	403	24,629	–	30,087
Total interest rate contracts	17,205	13,118	1,134	403	31,860	–	105,988
Credit contracts							
Purchased credit default swaps	2,367	9,500	13	–	11,880	–	31,814
Written credit default swaps	3,228	9,464	28	–	12,720	–	31,679
Options:							
Over-the-counter – purchased	1,600	–	–	–	1,600	–	2,140
Over-the-counter – written	133	–	–	–	133	–	1,842
Total credit contracts	7,328	18,964	41	–	26,333	–	67,475
Commodity contracts							
Futures	–	–	–	–	–	–	2,805
Options:							
Exchange-traded – purchased	–	–	–	–	–	–	4
Exchange-traded – written	–	–	–	–	–	–	5
Total commodity contracts	–	–	–	–	–	–	2,814
Total	\$ 146,935	\$ 56,985	\$ 1,207	\$ 403	\$ 205,530	\$ –	\$ 345,935

4. FAIR VALUE MEASUREMENT

A. FAIR VALUE HIERARCHY

The following shows investments and investment liabilities recognized at fair value, analyzed between those whose fair value is based on:

- > Quoted prices in active markets for identical assets or liabilities (Level 1);

- > Those involving inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices) (Level 2); and

- > Those with inputs for the asset or liability that are not based on observable market data (non-observable inputs) (Level 3).

FAIR VALUE HIERARCHY

						As at March 31, 2017	
(CAD millions)	Level 1		Level 2		Level 3		Total
INVESTMENTS							
EQUITIES							
Canada							
Public equities	\$	4,576	\$	—	\$	—	\$ 4,576
Private equities		—		18		4,030	4,048
		4,576		18		4,030	8,624
Foreign developed markets							
Public equities ¹		87,129		6,700		76	93,905
Private equities		—		1,226		53,766	54,992
		87,129		7,926		53,842	148,897
Emerging markets							
Public equities ¹		17,493		1,562		153	19,208
Private equities		—		—		5,781	5,781
		17,493		1,562		5,934	24,989
TOTAL EQUITIES		109,198		9,506		63,806	182,510
FIXED INCOME							
Bonds		36,987		24,253		—	61,240
Other debt		—		8,268		11,496	19,764
Money market securities		—		19,408		—	19,408
TOTAL FIXED INCOME		36,987		51,929		11,496	100,412
ABSOLUTE RETURN STRATEGIES¹		—		17,835		1,536	19,371
REAL ASSETS							
Real estate		—		—		38,732	38,732
Infrastructure		—		—		27,899	27,899
TOTAL REAL ASSETS		—		—		66,631	66,631
INVESTMENT RECEIVABLES							
Securities purchased under reverse repurchase agreements		—		5,207		—	5,207
Accrued interest		—		1,561		—	1,561
Derivative receivables		—		1,494		1	1,495
Dividends receivable		—		290		—	290
TOTAL INVESTMENT RECEIVABLES		—		8,552		1	8,553
TOTAL INVESTMENTS	\$	146,185	\$	87,822	\$	143,470	\$ 377,477
INVESTMENT LIABILITIES							
Securities sold under repurchase agreements		—		(14,749)		—	(14,749)
Securities sold short		(24,177)		—		—	(24,177)
Debt financing liabilities		(8,772)		(11,101)		—	(19,873)
Derivative liabilities		—		(1,401)		—	(1,401)
TOTAL INVESTMENT LIABILITIES		(32,949)		(27,251)		—	(60,200)
Amounts receivable from pending trades		—		3,234		—	3,234
Amounts payable from pending trades		—		(3,631)		—	(3,631)
NET INVESTMENTS	\$	113,236	\$	60,174	\$	143,470	\$ 316,880

	As at March 31, 2016			
(CAD millions)	Level 1	Level 2	Level 3	Total
INVESTMENTS				
EQUITIES				
Canada				
Public equities	\$ 4,413	\$ –	\$ –	\$ 4,413
Private equities	–	–	2,687	2,687
	4,413	–	2,687	7,100
Foreign developed markets				
Public equities ¹	57,808	6,653	–	64,461
Private equities	–	–	49,019	49,019
	57,808	6,653	49,019	113,480
Emerging markets				
Public equities ¹	10,683	1,759	170	12,612
Private equities	–	–	5,341	5,341
	10,683	1,759	5,511	17,953
TOTAL EQUITIES	72,904	8,412	57,217	138,533
FIXED INCOME				
Bonds	44,749	28,312	–	73,061
Other debt	–	8,110	18,034	26,144
Money market securities	–	16,732	–	16,732
TOTAL FIXED INCOME	44,749	53,154	18,034	115,937
ABSOLUTE RETURN STRATEGIES¹	–	15,720	1,314	17,034
REAL ASSETS				
Real estate	–	–	35,857	35,857
Infrastructure	–	–	20,373	20,373
TOTAL REAL ASSETS	–	–	56,230	56,230
INVESTMENT RECEIVABLES				
Securities purchased under reverse repurchase agreements	–	12,199	–	12,199
Accrued interest	–	1,161	–	1,161
Derivative receivables	17	4,041	2	4,060
Dividends receivable	–	165	–	165
TOTAL INVESTMENT RECEIVABLES	17	17,566	2	17,585
TOTAL INVESTMENTS	\$ 117,670	\$ 94,852	\$ 132,797	\$ 345,319
INVESTMENT LIABILITIES				
Securities sold under repurchase agreements	–	(19,926)	–	(19,926)
Securities sold short	(27,371)	–	–	(27,371)
Debt financing liabilities	(2,148)	(13,420)	–	(15,568)
Derivative liabilities	(4)	(2,510)	–	(2,514)
TOTAL INVESTMENT LIABILITIES	(29,523)	(35,856)	–	(65,379)
Amounts receivable from pending trades	–	2,627	–	2,627
Amounts payable from pending trades	–	(3,431)	–	(3,431)
NET INVESTMENTS	\$ 88,147	\$ 58,192	\$ 132,797	\$ 279,136

1. Includes investments in funds.

B. TRANSFERS BETWEEN LEVEL 1 AND LEVEL 2

During the year ended March 31, 2017, there were \$2 million of transfers from Level 1 to Level 2 (March 31, 2016 – \$775 million) and \$239 million of transfers from Level 2 to Level 1 (March 31, 2016 – \$46 million). Transfers between Level 1 and Level 2 depend on the availability of quoted market prices in active markets and valuations using inputs other than quoted prices that are observable. These transfers are deemed to occur at the end of period values.

C. LEVEL 3 RECONCILIATION

The following presents the reconciliations for investments included in Level 3 of the fair value hierarchy for the year ended March 31, 2017:

RECONCILIATION OF CHANGES IN FAIR VALUE FOR LEVEL 3 INVESTMENTS

For the year ended March 31, 2017								
(CAD millions)	Fair value as at April 1, 2016	Gain (loss) included in net investment income (loss) ¹	Purchases	Sales ²	Transfers into Level 3 ³	Transfers out of Level 3 ³	Fair value as at March 31, 2017	Change in unrealized gains (losses) on investments still held at March 31, 2017 ^{1,4}
INVESTMENTS								
EQUITIES								
Canada								
Private equities	\$ 2,687	\$ 489	\$ 1,534	\$ (251)	\$ 164	\$ (593)	\$ 4,030	\$ 379
	2,687	489	1,534	(251)	164	(593)	4,030	379
Foreign developed markets								
Public equities	–	(5)	98	(17)	–	–	76	(4)
Private equities	49,019	6,489	10,983	(10,557)	402	(2,570)	53,766	2,247
	49,019	6,484	11,081	(10,574)	402	(2,570)	53,842	2,243
Emerging markets								
Public equities	170	10	–	(27)	–	–	153	7
Private equities	5,341	791	1,330	(905)	7	(783)	5,781	429
	5,511	801	1,330	(932)	7	(783)	5,934	436
TOTAL EQUITIES	57,217	7,774	13,945	(11,757)	573	(3,946)	63,806	3,058
FIXED INCOME								
Other debt	18,034	14	8,155	(14,337)	–	(370)	11,496	472
TOTAL FIXED INCOME	18,034	14	8,155	(14,337)	–	(370)	11,496	472
ABSOLUTE RETURN STRATEGIES	1,314	222	–	–	–	–	1,536	222
REAL ASSETS								
Real estate	35,857	2,451	4,267	(3,843)	–	–	38,732	1,379
Infrastructure	20,373	624	4,554	(461)	2,809	–	27,899	1,071
TOTAL REAL ASSETS	56,230	3,075	8,821	(4,304)	2,809	–	66,631	2,450
INVESTMENT RECEIVABLES								
Derivative receivables	2	(1)	–	–	–	–	1	–
TOTAL INVESTMENT RECEIVABLES	2	(1)	–	–	–	–	1	–
Total	\$ 132,797	\$ 11,084	\$ 30,921	\$ (30,398)	\$ 3,382	\$ (4,316)	\$ 143,470	\$ 6,202

For the year ended March 31, 2016

(CAD millions)	Fair value as at April 1, 2015	Gain (loss) included in net investment income (loss) ¹	Purchases	Sales ²	Transfers into Level 3 ³	Transfers out of Level 3 ³	Fair value as at March 31, 2016	Change in unrealized gains (losses) on investments still held at March 31, 2016 ^{1,4}
INVESTMENTS								
EQUITIES								
Canada								
Private equities	\$ 2,601	\$ (261)	\$ 652	\$ (305)	\$ –	\$ –	\$ 2,687	\$ (392)
	2,601	(261)	652	(305)	–	–	2,687	(392)
Foreign developed markets								
Private equities	39,637	3,762	15,753	(10,381)	266	(18)	49,019	(1,569)
	39,637	3,762	15,753	(10,381)	266	(18)	49,019	(1,569)
Emerging markets								
Public equities	–	–	–	–	170	–	170	–
Private equities	3,267	841	1,934	(701)	–	–	5,341	430
	3,267	841	1,934	(701)	170	–	5,511	430
TOTAL EQUITIES	45,505	4,342	18,339	(11,387)	436	(18)	57,217	(1,531)
FIXED INCOME								
Other debt	13,312	(365)	9,443	(4,479)	123	–	18,034	(176)
TOTAL FIXED INCOME	13,312	(365)	9,443	(4,479)	123	–	18,034	(176)
ABSOLUTE RETURN STRATEGIES	1,198	89	50	(6)	–	(17)	1,314	89
REAL ASSETS								
Real estate	29,656	2,964	5,534	(2,297)	–	–	35,857	2,446
Infrastructure	15,013	920	5,018	(578)	–	–	20,373	660
TOTAL REAL ASSETS	44,669	3,884	10,552	(2,875)	–	–	56,230	3,106
INVESTMENT RECEIVABLES								
Derivative receivables	–	(4)	6	–	–	–	2	(4)
TOTAL INVESTMENT RECEIVABLES	–	(4)	6	–	–	–	2	(4)
Total	\$ 104,684	\$ 7,946	\$ 38,390	\$ (18,747)	\$ 559	\$ (35)	\$ 132,797	\$ 1,484

1. Included in investment income.

2. Includes return of capital.

3. Transfers into and out of Level 3 are deemed to occur at the end of year values.

4. Includes the entire change in fair value for the year for those investments that were transferred into Level 3 during the year, and excludes the entire change in fair value for the year for those investments that were transferred out of Level 3 during the year.

During the years ended March 31, 2017 and March 31, 2016, transfers into and out of Level 3 were primarily due to changes in the availability of market observable inputs used to determine fair value.

D. LEVEL 3 – SIGNIFICANT UNOBSERVABLE INPUTS

The following presents fair values of the investments categorized within Level 3 of the fair value hierarchy, valuation techniques used to determine their fair values, ranges and weighted averages of unobservable inputs:

VALUATION TECHNIQUES AND INPUTS USED IN THE FAIR VALUE MEASUREMENT OF LEVEL 3 INVESTMENTS

As at March 31, 2017					
(CAD millions)	Fair value	Primary valuation techniques used	Significant unobservable inputs	Range of input values ³	Weighted average ³
Public equities					
Fund investments ²	\$ 229	Net asset value provided by Investment Manager	–	–	–
Private equities					
Direct ^{1,2}	28,721	Earnings multiples of comparable companies	EBITDA multiple	8.0X–15.4X	11.2X
		Discounted cash flow	Discount rate	12.0%	12.0%
Fund investments ²	34,856	Net asset value provided by Investment Manager	–	–	–
Other debt					
Direct private debt ¹	9,485	Discounted cash flow	Discount rate	4.8%–19.6%	10.7%
Asset-backed securities ²	10	Valuation model by third-party pricing vendor	–	–	–
Fund investments ²	2,001	Net asset value provided by Investment Manager	–	–	–
Absolute return strategies					
Fund investments ²	1,536	Net asset value provided by Investment Manager	–	–	–
Real estate					
Direct ^{1,2}	21,010	Discounted cash flow	Discount rate	4.4%–14.3%	6.4%
			Terminal capitalization rate	3.5%–9.5%	5.3%
	14,440	Net asset value provided by Investment Manager	–	–	–
Fund investments ²	3,282	Net asset value provided by Investment Manager	–	–	–
Infrastructure					
Direct ¹	27,860	Discounted cash flow	Discount rate	7.4%–15.8%	9.8%
Fund investments ²	39	Net asset value provided by Investment Manager	–	–	–
Derivative receivables					
Warrants	1	Option model	Market volatility	30.0%	30.0%
Total	\$ 143,470				

As at March 31, 2016

(CAD millions)	Fair value	Primary valuation techniques used	Significant unobservable inputs	Range of input values ³	Weighted average ³
Public equities					
Fund investments ²	\$ 170	Net asset value provided by Investment Manager	—	—	—
Private equities					
Direct ^{1,2}	25,162	Earnings multiples of comparable companies	EBITDA multiple	6.8X–13.2X	10.7X
		Discounted cash flows	Discount rate	9.5%–23.4%	11.9%
Fund investments ²	31,885	Net asset value provided by Investment Manager	—	—	—
Other debt					
Direct private debt ¹	9,062	Discounted cash flow	Discount rate	6.7%–36.6%	12.1%
Asset-backed securities ²	7,071	Valuation model by third-party pricing vendor	—	—	—
Fund investments ²	1,901	Net asset value provided by Investment Manager	—	—	—
Absolute return strategies					
Fund investments ²	1,314	Net asset value provided by Investment Manager	—	—	—
Real estate					
Direct ^{1,2}	23,472	Discounted cash flow	Discount rate	3.6%–14.8%	6.4%
			Terminal capitalization rate	3.5%–9.5%	5.3%
	8,389	Net asset value provided by Investment Manager	—	—	—
Fund investments ²	3,996	Net asset value provided by Investment Manager	—	—	—
Infrastructure					
Direct ¹	20,335	Discounted cash flow	Discount rate	7.5%–15.8%	10.1%
Fund investments ²	38	Net asset value provided by Investment Manager	—	—	—
Derivative receivables					
Warrants	2	Option model	Market volatility	30.0%	30.0%
Total	\$ 132,797				

1. May include certain recently acquired investments held at cost, which approximates fair value.

2. In certain cases, external valuations are prepared by a third party and hence, valuation information is not available.

3. The range of input values represents the highest and lowest inputs used to value the investments in a particular asset class. The weighted average of the input values is calculated based on the relative fair values of the investments within the asset class. The diversity of investments reported within each asset class, such as the geographic location and industry sector of the investments, may result in certain ranges of inputs being wide and unevenly distributed across the range.

Significant increases (decreases) in any of the above unobservable inputs would result in a significantly higher or lower fair value measurement. The interrelationship of significant unobservable inputs and fair value measurement for the most significant key inputs identified in the table above are as follows:

> An increase (decrease) in the EBITDA multiple will result in a higher (lower) fair value.

> An increase (decrease) in the discount rate and terminal capitalization rate will result in a lower (higher) fair value.

The fair value of these direct investments classified within Level 3 of the fair value hierarchy above are based on accepted industry valuation methods that may include the use of estimates

made by management, appraisers or both where significant judgment is required. By using valuation methods based on reasonable alternative assumptions, different fair values could result. With all other variables held constant the use of reasonable alternative assumptions would result in a decrease of \$2,600 million (March 31, 2016 – \$2,800 million) or increase of \$2,900 million (March 31, 2016 – \$3,000 million) in net assets. This sensitivity analysis excludes investments where fair values are provided by Investment Managers as the underlying assumptions used are not available to CPP Investment Board.

5. INVESTMENT RISK MANAGEMENT

CPP Investment Board and its unconsolidated investment holding companies manage the investment portfolio on behalf of the Canada Pension Plan (CPP Investment Portfolio). The CPP Investment Portfolio is exposed to a variety of financial risks. These risks include market risk, credit risk and liquidity risk. CPP Investment Board utilizes a total portfolio approach to risk management which considers all of the investment activities taken together, including those made through its unconsolidated investment holding companies. In the discussion that follows, any references to the investment activities and exposures to risk of CPP Investment Board also include those of its unconsolidated investment holding companies.

CPP Investment Board manages and mitigates financial risks through the Risk/Return Accountability Framework that is contained within the Risk Policy approved by the Board of Directors at least once every fiscal year. This policy contains risk limits and risk management provisions that govern investment decisions. It has been designed to achieve the mandate of CPP Investment Board, which is to invest its assets with a view to achieving a maximum rate of return, without undue risk of loss, having regard to the factors that may affect the funding of the CPP and the ability of the CPP to meet its financial obligations on any given business day.

Upper and Lower Absolute Risk Limits and the Absolute Risk Operating Range are included within the Risk/Return Accountability Framework, and these govern the amount of total investment risk that CPP Investment Board can take in the long-term CPP Investment Portfolio. CPP Investment Board monitors the absolute risk, the possible loss of value expressed in absolute dollar or percentage terms, in the CPP Investment Portfolio daily and reports risk exposures to the Board of Directors on at least a quarterly basis. Financial risk management, as well as the latest Risk/Return Accountability Framework, is discussed in greater detail on page 31 of the 2017 Annual Report.

A. MARKET RISK

Market risk is the risk that the fair value or future cash flows of an investment or investment liability will fluctuate because of changes in market prices and rates. As discussed previously, CPP Investment Board manages market risk through the Risk/Return Accountability Framework. This includes investing across a wide spectrum of asset classes and investment strategies to earn a diversified set of risk premiums at the total fund level, based on risk limits established in the risk policies. In addition, derivatives are used, where appropriate, to manage certain risk exposures.

Market risk comprises the following:

EQUITY RISK

The CPP Investment Portfolio invests in both publicly traded and private equities. Equity risk is the risk that the fair value or future cash flows will fluctuate because of changes in equity prices or volatilities. In terms of relative size, public equity risk is the most significant risk in the investment portfolio.

After taking into account derivative positions and with all other variables held constant, a 1% decrease/increase in the S&P 500 Index inclusive of correlation to other equity markets would result in a loss/profit of \$1,000 million (March 31, 2016 – \$642 million) on public equity investments.

CURRENCY RISK

The CPP Investment Portfolio is exposed to currency risk through holdings of investments or investment liabilities in various currencies. Fluctuations in the relative value of foreign currencies against the Canadian dollar can result in a positive or negative effect on the fair value or future cash flows of these investments and investment liabilities.

In Canadian dollars, the net currency exposures, after allocating foreign currency derivatives are as follows:

CURRENCY RISK EXPOSURES

(CAD millions)	As at March 31, 2017		As at March 31, 2016 ¹	
	Net exposure	% of total	Net exposure	% of total
Currency				
United States dollar	\$ 122,750	39%	\$ 102,128	37%
Euro	34,003	11	30,364	11
Japanese yen	20,788	7	16,007	6
British pound sterling	18,839	6	14,959	5
Australian dollar	10,790	3	8,368	3
Hong Kong dollar	4,423	1	2,704	1
Swiss franc	4,381	1	1,305	—
Indian rupee	3,586	1	2,239	1
Chinese yuan	3,434	1	3,356	1
Brazilian real	3,425	1	1,320	—
South Korean won	2,857	1	1,292	—
Chilean peso	2,387	1	2,370	1
Other	8,424	3	8,880	4
Total foreign exposure	240,087	76	195,292	70
Canadian dollar	76,793	24	83,844	30
Total	\$ 316,880	100%	\$ 279,136	100%

1. Certain figures have been updated to conform to current year's financial statement presentation as described in note 14.

With all other variables and underlying values held constant, a 1% appreciation/depreciation of the Canadian dollar against all other currencies would result in a decrease/increase in net investments as follows:

CURRENCY RISK SENSITIVITY

	As at March 31, 2017	As at March 31, 2016
	Decrease/ Increase in Net Assets	Decrease/ Increase in Net Assets
(CAD millions)		
Currency		
United States dollar	\$ 1,228	\$ 1,021
Euro	340	304
Japanese yen	208	160
British pound sterling	188	150
Other	437	318
Total	\$ 2,401	\$ 1,953

INTEREST RATE RISK

Interest rate risk is the risk that the fair value or future cash flows of an investment or investment-related liability will fluctuate because of changes in market interest rates. The CPP Investment Portfolio is exposed to interest rate risk primarily through holdings of fixed income securities, certain investment liabilities and interest rate derivative instruments.

With all other variables held constant, a 1 basis point increase/decrease in nominal interest rates would result in a decrease/increase in the value of investments directly impacted by interest rate changes as follows:

INTEREST RATE RISK SENSITIVITY¹

	As at March 31, 2017	As at March 31, 2016
	Decrease/ Increase in Net Assets	Decrease/ Increase in Net Assets
(CAD millions)		
Maturity		
Within 1 year	\$ 1	\$ 2
1 to 5 years	8	14
6 to 10 years	12	2
Over 10 years	31	28
Total	\$ 52	\$ 46

1. This sensitivity only applies to small yield curve changes, more substantial (stress) shocks would impact the value of assets such as real estate and infrastructure but for 1 basis point moves their values remain unchanged.

CPPIB's exposure to various country's risk free rates are concentrated in North America with 56% (March 31, 2016 – 68%) in Canada and 43% (March 31, 2016 – 32%) in the United States, and minor exposures to Europe, United Kingdom and Japan in both years.

CREDIT SPREAD RISK

Credit spread is the difference in yield on certain securities compared to a comparable risk-free security (i.e., government issued) with the same maturity date. Credit spread risk is the risk that the fair value of these securities will fluctuate because of changes in credit spread. As at March 31, 2017, 84% (March 31, 2016 – 87%) of credit spread risk is concentrated in A or better rated debt, primarily in Canadian provincial bonds.

With all other variables held constant, a 1 basis point widening of the credit spreads would result in a decrease in net assets by \$33 million (March 31, 2016 – \$40 million).

OTHER PRICE RISK

Other price risk is the risk that the fair value or future cash flows of an investment will fluctuate because of changes in market prices arising from other risk factors such as commodity price risk, basis risk and volatility.

B. CREDIT RISK

Credit risk is the risk of financial loss due to a counterparty failing to meet its contractual obligations, or a reduction in the value of the assets due to a decline in the credit quality of the borrower, counterparty, guarantor or the assets (collateral) supporting the credit exposure. The CPP Investment Portfolio's credit risk exposure arises through its investment in debt securities and over-the-counter derivatives. The carrying amounts of these investments as presented in the Consolidated Schedule of Investment Portfolio represent the maximum direct credit risk exposure at the Balance Sheet date.

The fair value of debt securities and over-the-counter derivatives exposed to credit risk, by credit rating category and without taking account of any collateral held or other credit enhancements are as follows:

CREDIT RISK EXPOSURES

As at March 31, 2017

(CAD millions)	Bonds ¹	Money market securities ¹	Reverse repurchase agreements ¹	Over-the-counter derivatives	Other ^{1,2}	Total	% of total
Credit rating							
AAA	\$ 13,114	\$ 42	\$ –	\$ –	\$ –	\$ 13,156	14%
AA	27,491	8,011	1,234	53	2	36,791	37
A	21,136	8,928	1,892	1,396	479	33,831	35
BBB	3	–	2,081	242	1,500	3,826	4
BB	6	–	–	–	3,041	3,047	3
B	–	–	–	–	5,718	5,718	6
CCC/D	–	–	–	–	1,061	1,061	1
Total	\$ 61,750	\$ 16,981	\$ 5,207	\$ 1,691	\$ 11,801	\$ 97,430	100%

As at March 31, 2016

(CAD millions)	Bonds ¹	Money market securities ¹	Reverse repurchase agreements ¹	Over-the-counter derivatives	Other ^{1,2}	Total	% of total
Credit rating							
AAA	\$ 14,887	\$ 75	\$ –	\$ –	\$ 4,954	\$ 19,916	16%
AA	29,700	3,859	696	325	974	35,554	28
A	26,392	9,951	2,403	3,111	1,418	43,275	35
BBB	1,838	37	9,100	1,145	926	13,046	11
BB	673	–	–	–	3,904	4,577	4
B	94	–	–	–	5,397	5,491	4
CCC/D	–	–	–	–	1,930	1,930	2
Total	\$ 73,584	\$ 13,922	\$ 12,199	\$ 4,581	\$ 19,503	\$ 123,789	100%

1. Includes accrued interest.

2. Includes direct investments in private debt and asset-backed securities.

In addition to the above, the CPP Investment Portfolio is indirectly exposed to credit risk on the underlying securities of fund investments.

FINANCIAL INSTRUMENTS – RIGHTS OF OFFSET

Credit risk exposure is mitigated on certain financial assets and financial liabilities, which have conditional offset rights in the event of default, insolvency or bankruptcy. For securities

purchased under reverse repurchase agreements, securities sold under repurchase agreements and over-the-counter derivatives, collateral is collected from or pledged to counterparties to manage credit exposure (see note 10). In addition, in the event of default, amounts with a specific counterparty are settled on a net basis under master netting or similar arrangements, such as the Global Master Repurchase Agreement and the International Swaps and Derivatives Association Netting Agreements.

The following presents the effect of conditional master netting and similar arrangements:

RIGHTS OF OFFSET

As at March 31, 2017

		Less: Amounts subject to master netting or similar arrangements but not presented net					
(CAD millions)	Gross amounts subject to netting arrangements	Less: Amounts offset in Consolidated Financial Statements	Net amount presented in the Consolidated Schedule of Investment Portfolio	Subject to agreements	Securities and cash collateral ¹	Net exposure	
Securities purchased under reverse repurchase agreements	\$ 5,207	\$ –	\$ 5,207	\$ (4,347)	\$ (860)	\$ –	
Derivative receivables	1,718	(223)	1,495	(1,124)	(371)	–	
Total investment receivables	\$ 6,925	\$ (223)	\$ 6,702	\$ (5,471)	\$ (1,231)	\$ –	
Securities sold under repurchase agreements	\$ (14,749)	\$ –	\$ (14,749)	\$ 4,347	\$ 10,402	\$ –	
Derivative liabilities	(1,401)	–	(1,401)	1,124	–	(277)	
Total investment payables	\$ (16,150)	\$ –	\$ (16,150)	\$ 5,471	\$ 10,402	\$ (277)	

As at March 31, 2016

		Less: Amounts subject to master netting or similar arrangements but not presented net					
(CAD millions)	Gross amounts subject to netting arrangements	Less: Amounts offset in Consolidated Financial Statements	Net amount presented in the Consolidated Schedule of Investment Portfolio	Subject to agreements	Securities and cash collateral ¹	Net exposure	
Securities purchased under reverse repurchase agreements	\$ 12,199	\$ –	\$ 12,199	\$ (9,391)	\$ (2,808)	\$ –	
Derivative receivables	4,584	(524)	4,060	(2,301)	(1,129)	630	
Total investment receivables	\$ 16,783	\$ (524)	\$ 16,259	\$ (11,692)	\$ (3,937)	\$ 630	
Securities sold under repurchase agreements	\$ (19,926)	\$ –	\$ (19,926)	\$ 9,391	\$ 10,535	\$ –	
Derivative liabilities	(2,514)	–	(2,514)	2,301	50	(163)	
Total investment payables	\$ (22,440)	\$ –	\$ (22,440)	\$ 11,692	\$ 10,585	\$ (163)	

1. Securities and cash collateral exclude over-collateralization and collateral in transit. Refer to note 10 for the total amount of collateral.

C. ABSOLUTE RISK

CPP Investment Board primarily uses a Value at Risk (VaR) methodology to measure and monitor the absolute risk of the CPP Investment Portfolio. VaR is a statistical technique that is used to estimate the potential loss in value of an investment as a result of movements in market rates and prices over a specified time period and for a specified confidence level. The Absolute Risk measures encompass both market and credit risk.

VaR is valid under normal market conditions and does not specifically consider losses arising from severe market events. It also assumes that historical market data is a sound basis for estimating potential future losses. If future market conditions and interrelationships of interest rates, foreign exchange rates and other market prices differ significantly from those of the past, then the actual losses could materially differ from those estimated. The VaR measure provides an estimate of a single value in a distribution of potential losses that CPP Investment Portfolio could experience. It is not an estimate of the worst-case scenario.

Market VaR calculated by CPP Investment Board is estimated using a historical simulation method, evaluated at a 90% confidence level and scaled to a one-year holding period.

The significant assumptions used in this method are the incorporation of the most recent 10 years of weekly market returns and the use of public market proxies to represent investment returns on those investments that are valued with inputs based on non-observable market data (e.g. those for private real estate and private equities), both of which assumptions are reasonable for estimating VaR.

Credit VaR is estimated using a Monte Carlo simulation with a sufficient number of scenarios to simulate low probability credit events over a one-year investment horizon. Significant assumptions under this method include using a statistical process to determine asset correlations and using empirically based default and loss rates.

The Risk/Return Accountability Framework governs investment risk using total risk in absolute terms. In order to estimate Total Absolute Risk, both Market and Credit VaR are estimated using a similar confidence level and combined using an appropriate correlation factor approved by the Investment Planning Committee (IPC).

Risk is expressed using annual VaR, at a 90% confidence level, which indicates that one year in 10 the portfolio can be expected to lose at least the following amounts.

VALUE AT RISK

	As at March 31, 2017			As at March 31, 2016	
	VaR	% of CPP Investment Portfolio ¹		VaR	% of CPP Investment Portfolio ¹
(CAD millions)					
CPP Reference Portfolio Total Absolute Risk ²	\$ 37,394	11.8%	\$ 29,990		10.8%
CPP Investment Portfolio Total Absolute Risk ^{1,2}	\$ 38,474	12.2%	\$ 31,338		11.2%
CPP Investment Portfolio Absolute Market Risk ¹	\$ 37,724	11.9%	\$ 30,610		11.0%
CPP Investment Portfolio Absolute Credit Risk ¹	\$ 1,703	0.5%	\$ 1,756		0.6%

1. Excludes certain assets where the market risk exposure is not monitored using VaR, such as the assets of the Cash for Benefits Portfolio, which is a separately managed short-term cash management program designed to facilitate monthly benefit payments by CPP.

2. Market and Credit Risk are combined using an assumed positive correlation under normal market conditions.

STRESS TESTING

To complement the VaR measures CPP Investment Board examines the potential impact of exceptional but plausible adverse market events. Stress scenarios are based upon either forward-looking predictive views on events of imminent concern, such as the Brexit, or designed to mimic market moves from periods of historical distress, such as the Global Financial Crisis. A committee with representatives from each investment department meets regularly to identify probable market disruptions and to review underlying assumptions adopted in quantifying the impact of the specific stress scenario. Results are used to detect vulnerabilities in the portfolio and presented to senior management and the Board to affirm overall risk appetite.

D. LIQUIDITY RISK

Liquidity risk is the risk of being unable to generate sufficient cash or its equivalent in a timely and cost-effective manner to meet investment commitments and investment liabilities as they come due. CPP Investment Board supplements its management of liquidity risk through its ability to raise funds through the issuance of commercial paper and term debt and transacting in securities sold under repurchase agreements.

CPP Investment Board also maintains \$6.2 billion (March 31, 2016 – \$1.5 billion) of unsecured credit facilities to meet potential liquidity requirements. As at March 31, 2017, the total amount drawn on the credit facilities is \$nil (March 31, 2016 – \$nil).

CPP Investment Board also has the ability to readily dispose of certain investments that are traded in an active market. These include a liquid portfolio of publicly traded equities, money market securities and marketable bonds.

CPP Investment Board is also exposed to liquidity risk through its obligations to remit cash to the CPP (see note 7). In order to manage associated liquidity risk certain assets are segregated and managed separately. Liquidity risk is also managed by investing these assets in liquid money market instruments with the primary objective of ensuring that the CPP has the necessary liquidity to meet benefit payment obligations on any business day.

Refer to note 5e below for investment liabilities terms to maturity.

E. TERMS TO MATURITY

INVESTMENTS

(CAD millions)	As at March 31, 2017						Terms to maturity	
	Within 1 year	1 to 5 years	6 to 10 years	Over 10 years	Total	Average effective yield	As at March 31, 2016	Average effective yield
Non-marketable bonds								
Canadian provincial government	\$ 173	\$ 5,293	\$ 6,518	\$ 11,903	\$ 23,887	2.9%	\$ 24,450	2.7%
Marketable bonds								
Government of Canada	—	3,746	934	1,192	5,872	1.6	6,387	1.4
Canadian provincial government	—	2,449	1,403	3,004	6,856	2.8	5,572	2.6
Canadian government corporations	—	701	455	387	1,543	2.4	1,983	2.3
Foreign government	—	10,538	7,842	4,338	22,718	2.3	30,807	1.6
Corporate bonds	8	237	70	49	364	2.6	3,862	2.2
Other debt								
Private debt ¹	39	4,352	3,097	726	8,214	9.7	8,793	10.6
Real estate private debt ¹	208	1,927	1,802	—	3,937	7.2	3,467	6.8
Asset-backed securities	—	2	—	8	10	4.4	7,071	1.7
Securities purchased under reverse repurchase agreements	5,207	—	—	—	5,207	0.6	12,199	0.0
Total	\$ 5,635	\$ 29,245	\$ 22,121	\$ 21,607	\$ 78,608	3.1%	\$ 104,591	2.5%

1. Represents direct investments.

INVESTMENT LIABILITIES

(CAD millions)	As at March 31, 2017						Terms to maturity	
	Within 1 year	1 to 5 years	6 to 10 years	Over 10 years	Total	Fair value	Weighted average interest rate	As at March 31, 2016
Securities sold under repurchase agreements	\$ 14,753	\$ —	\$ —	\$ —	\$ 14,753	\$ 14,749	0.8%	\$ 19,919
Securities sold short^{1,2}	24,177	—	—	—	24,177	24,177	n/a	27,371
Debt financing liabilities								
Commercial paper payable	11,120	—	—	—	11,120	11,101	0.9	13,425
Term debt	—	8,783	—	—	8,783	8,772	1.8	2,149
Total	\$ 50,050	\$ 8,783	\$ —	\$ —	\$ 58,833	\$ 58,799	n/a	\$ 62,864

1. Considered repayable within one year based on the earliest period in which the counterparty could request payment under certain conditions.

2. Includes equities sold short for which the average interest rate is not applicable.

6. SHARE CAPITAL

The issued and authorized share capital of CPP Investment Board is \$100 divided into 10 shares with a par value of \$10 each. The shares are owned by Her Majesty the Queen in right of Canada.

7. CANADA PENSION PLAN TRANSFERS

Pursuant to Section 108.1 of the *Canada Pension Plan*, the Act and an administrative agreement between Her Majesty the Queen in right of Canada and CPP Investment Board, amounts not required to meet specified obligations of the CPP are transferred weekly to CPP Investment Board. The funds originate from employer and employee contributions to the CPP.

CPP Investment Board remits cash to the CPP as required, including the periodic return, on at least a monthly basis, of funds required to meet CPP benefits and expenses.

The accumulated transfers from the CPP since inception are as follows:

CANADA PENSION PLAN TRANSFERS		As at	As at
(CAD millions)		March 31, 2017	March 31, 2016
Accumulated transfers from the Canada Pension Plan		\$ 455,608	\$ 416,091
Accumulated transfers to the Canada Pension Plan		(317,806)	(282,586)
Accumulated net transfers from the Canada Pension Plan	141 of 388	\$ 137,802	\$ 133,505

8. NET INVESTMENT INCOME

Net investment income is reported net of transaction costs and investment management fees, and is grouped based on the Strategic Portfolio asset class categories as discussed on page 28 of the 2017 Annual Report.

NET INVESTMENT INCOME

					For the year ended March 31, 2017				
(CAD millions)		Investment income (loss) ¹		Investment management fees ²		Transaction costs		Net investment income (loss)	
EQUITIES									
Canada	\$	2,275	\$	(13)	\$	(9)	\$	2,253	
Foreign developed markets		22,138		(488)		(93)		21,557	
Emerging markets		3,202		(225)		(8)		2,969	
		27,615		(726)		(110)		26,779	
FIXED INCOME									
Non-marketable bonds		440		–		–		440	
Marketable bonds, Cash and Absolute return strategies ³		386		(452)		(108)		(174)	
Credit investments		2,585		(133)		(39)		2,413	
		3,411		(585)		(147)		2,679	
REAL ASSETS									
Real estate		3,314		(153)		(100)		3,061	
Infrastructure		1,714		–		(15)		1,699	
Other ⁴		743		–		(66)		677	
		5,771		(153)		(181)		5,437	
Debt financing liabilities		(524)		–		(9)		(533)	
Total	\$	36,273	\$	(1,464)	\$	(447)	\$	34,362	

					For the year ended March 31, 2016 ⁵				
(CAD millions)		Investment income (loss) ¹		Investment management fees ²		Transaction costs		Net investment income (loss)	
EQUITIES									
Canada	\$	(1,202)	\$	(7)	\$	(33)	\$	(1,242)	
Foreign developed markets		2,780		(445)		(195)		2,140	
Emerging markets		61		(217)		(9)		(165)	
		1,639		(669)		(237)		733	
FIXED INCOME									
Non-marketable bonds		(80)		–		–		(80)	
Marketable bonds, Cash and Absolute return strategies ³		3,631		(419)		(71)		3,141	
Credit investments		1,219		(110)		(20)		1,089	
		4,770		(529)		(91)		4,150	
REAL ASSETS									
Real estate		4,123		(131)		(48)		3,944	
Infrastructure		1,764		(1)		(46)		1,717	
Other ⁴		74		–		(8)		66	
		5,961		(132)		(102)		5,727	
Debt financing liabilities		(596)		–		(7)		(603)	
Total	\$	11,774	\$	(1,330)	\$	(437)	\$	10,007	

1. Includes realized gains and losses from investments, changes in unrealized gains and losses on investments, interest income, dividends, interest expense on the debt financing liabilities and other investment-related income and expenses.

2. Includes hedge fund performance fees of \$436 million (March 31, 2016 – \$395 million).

3. Absolute return strategies consist of investments in funds and internally managed portfolios.

4. Comprises agriculture and natural resources.

5. Certain comparative figures have been updated to be consistent with current year presentation.

9. OPERATING EXPENSES

A. COMPENSATION OF KEY MANAGEMENT PERSONNEL

Key management personnel are defined as those persons having authority and responsibility for planning, directing and controlling the activities of CPP Investment Board, consisting of the Senior Management Team and the Board of Directors.

Compensation of key management personnel of CPP Investment Board is as follows:

(CAD millions)	For the years ended	
	March 31, 2017	March 31, 2016
Short-term employee compensation and benefits ¹	\$ 20	\$ 20
Other long-term compensation and benefits ¹	18	11
Total	\$ 38	\$ 31

1. Compensation is discussed in greater detail on page 70 of the 2017 Annual Report.

B. GENERAL OPERATING EXPENSES

General operating expenses consist of the following:

(CAD millions)	For the years ended	
	March 31, 2017	March 31, 2016
Operational business services	\$ 110	\$ 104
Premises	41	39
Amortization of premises and equipment	30	30
Custodial fees	26	26
Travel and accommodation	17	15
Communications	8	5
Directors' remuneration	2	1
Other	10	11
Total	\$ 244	\$ 231

C. PROFESSIONAL SERVICES

Professional services consist of the following:

(CAD millions)	For the years ended	
	March 31, 2017	March 31, 2016
Consulting	\$ 41	\$ 39
Legal and tax services	10	8
External audit and audit-related services ¹	3	4
Total	\$ 54	\$ 51

1. Includes fees paid to the external auditor of CPP Investment Board for audit services of \$2.7 million (March 31, 2016 – \$2.4 million), audit-related services of \$0.3 million (March 31, 2016 – \$0.3 million), and the Special Examination carried out pursuant to the Act of \$nil (March 31, 2016 – \$1.3 million).

10. COLLATERAL

Collateral transactions are conducted to support investment activities under terms and conditions that are common and customary to collateral arrangements. The net fair value of collateral held and pledged are as follows:

COLLATERAL HELD AND PLEDGED

(CAD millions)	As at	
	March 31, 2017	March 31, 2016
Assets held as collateral on:		
Reverse repurchase agreements ¹	\$ 5,196	\$ 10,289
Over-the-counter derivative transactions ¹	493	1,653
Other debt ¹	726	887
Assets pledged as collateral on:		
Repurchase agreements	(14,785)	(18,858)
Securities sold short	(27,575)	(23,508)
Over-the-counter derivative transactions	–	(50)
Private equities	(5,291)	(5,456)
Other debt	(3,957)	(3,670)
Total	\$ (45,193)	\$ (38,713)

1. The fair value of the collateral held that may be sold or repledged as at March 31, 2017 is \$6,192 million (March 31, 2016 – \$12,302 million). The fair value of collateral sold or repledged as at March 31, 2017 is \$2,677 million (March 31, 2016 – \$7,900 million).

II. COMMITMENTS

CPP Investment Board has entered into commitments related to the funding of investments. These commitments are generally payable on demand based on the funding needs of the investment subject to the terms and conditions of each agreement. As at March 31, 2017, the commitments totalled \$38.9 billion (March 31, 2016 – \$34.7 billion).

As at March 31, 2017, CPP Investment Board made lease and other commitments, which require future annual payments as follows:

LEASE AND OTHER COMMITMENTS

(CAD millions)	As at March 31, 2017	As at March 31, 2016
Within one year	\$ 37	\$ 34
After one year but not more than five years	123	115
More than five years	46	67
Total	\$ 206	\$ 216

12. RELATED PARTY TRANSACTIONS

Related parties of CPP Investment Board include unconsolidated subsidiaries (see note 1b), joint ventures and associates and all related party investments are measured at fair value. Investments in joint ventures are those arrangements where CPP Investment Board has joint control. An associate is an entity which CPP Investment Board has the ability to exercise significant influence over decision making.

Related party transactions consist of investments and investment income primarily in private equities, debt, real estate and infrastructure and are presented in detail in the Consolidated Schedule of Investment Portfolio. Related party transactions are measured at fair value and will therefore have the same impact on net assets and net investment income as those investment transactions with unrelated parties.

Related party transactions with consolidated subsidiaries are eliminated upon consolidation.

13. GUARANTEES

A. GUARANTEES

As part of certain investment transactions, CPP Investment Board agreed to guarantee, as at March 31, 2017, up to \$3.1 billion (March 31, 2016 – \$2.5 billion) to other counterparties in the event certain investee entities default under the terms of loan and other related agreements.

B. INDEMNIFICATIONS

CPP Investment Board provides indemnifications to its officers, directors, certain others and, in certain circumstances, to various counterparties and other entities. CPP Investment Board may be required to compensate these indemnified parties for costs incurred as a result of various contingencies such as changes in laws, regulations and litigation claims. The contingent nature of these indemnification agreements prevents CPP Investment Board from making a reasonable estimate of the maximum potential payments CPP Investment Board could be required to make. To date, CPP Investment Board has not received any material claims nor made any material payments pursuant to such indemnifications.

14. COMPARATIVE FIGURES

Effective April 1, 2016, currency exposure relating to foreign exchange forward contracts are reflected based on the gross pay and receive amounts in their respective currencies, to reflect the underlying exposures to each currency (see note 5a). These were previously presented based on the fair value of the contract in its settlement currency.

This change in presentation of the currency exposure has been reflected in the comparative figures. Changes to the comparative figures resulted in an overall decrease in net foreign currency exposure of \$32,978 million as at March 31, 2016, with the main changes in exposures to the United States dollar, Euro, British pound sterling and Japanese yen.

Ten-Year Review

For the year ended March 31

(\$ billions)	2017	2016	2015	2014	2013	2012	2011	2010	2009	2008
CHANGE IN NET ASSETS¹										
Net investment income	34.4	10.0	41.4	30.7	16.7	9.9	15.5	16.2	(23.6)	(0.3)
Operating expenses	(0.9)	(0.9)	(0.8)	(0.6)	(0.5)	(0.4)	(0.3)	(0.2)	(0.2)	(0.1)
Net contributions	4.3	5.2	4.9	5.7	5.5	3.9	5.4	6.1	6.6	6.5
Increase in net assets	37.8	14.3	45.5	35.8	21.7	13.4	20.6	22.1	(17.2)	6.1
As at March 31										
(\$ billions)	2017	2016 ²	2015 ²	2014 ²	2013 ²	2012 ²	2011 ²	2010 ²	2009 ²	2008 ²
EQUITIES										
Canada	11.7	13.5	19.5	18.6	15.3	14.2	21.0	18.5	15.6	28.9
Foreign developed markets	140.0	112.6	98.0	75.6	64	56.7	50.8	46.2	40.4	47.5
Emerging market	23.7	17.6	15.5	12.6	12.4	10.6	7.6	6.5	4.6	0.7
FIXED INCOME										
Non-marketable bonds	24.0	24.4	25.8	23.4	24.4	23.6	21.8	22.7	23.2	23.8
Marketable bonds	58.2	32.5	34.4	31.0	28.5	21.2	19.7	17.1	9.3	11.1
Cash and Absolute Return Strategies ³	(11.4)	16.8	18.6	17.4	8.6	2.5	2.3	1.7	(0.8)	—
External debt issuance	(19.9)	(15.6)	(9.9)	(9.7)	(9.5)	(2.4)	(1.4)	(1.3)	—	—
CREDIT INVESTMENTS	17.5	17.0	17.2	11.4	8.6	8.8	6.1	3.5	1.8	1.1
REAL ASSETS										
Real estate	40.1	36.7	30.3	25.5	19.9	17.1	10.9	7.0	6.9	6.9
Infrastructure	24.3	21.3	15.2	13.3	11.2	9.5	9.5	5.8	4.6	2.8
Other	8.7	2.3	—	—	—	—	—	—	—	—
INVESTMENT PORTFOLIO	316.9	279.1	264.6	219.1	183.4	161.8	148.3	127.7	105.6	122.8
CASH FOR BENEFITS PORTFOLIO	—	—	0.2	—	0.1	—	—	—	—	—
NET INVESTMENTS⁴	316.9	279.1	264.8	219.1	183.5	161.8	148.3	127.7	105.6	122.8
PERFORMANCE OF INVESTMENT PORTFOLIO (%)										
Annual rate of return										
after all CPPIB costs ⁵	11.8%	3.4%	18.3%	16.1%	9.8%	6.3%	11.6%	14.7%	(18.8%)	(0.4%)

1. Included in the CPP Fund are certain specified CPP assets which were previously administered by the federal government and transferred to CPP Investment Board over a period that began on May 1, 2004 and ended on April 1, 2007. Since April 1, 1999, the CPP Fund has earned \$194.1 billion in investment income net of operating expenses, comprises \$178.9 billion from CPP Investment Board and \$15.2 billion from assets historically administered by the federal government.

2. Certain figures for fiscal 2016 have been updated to be consistent with the current year's presentation and fiscal 2008 to 2015 figures have not been updated.

3. Includes amounts receivable/payable from pending trades, dividends receivable and accrued interest.

4. Excludes non-investment assets such as premises and equipment and non-investment liabilities, totalling \$(0.2) billion for fiscal 2017. As a result, total assets will differ from the net asset figure of \$316.7 billion.

5. The rate of return reflects the performance of the Investment Portfolio, which excludes the Cash for Benefits Portfolio.

Management Team *(as at March 31, 2017)*

Mark Machin

President & Chief Executive Officer

Alain Carrier

Senior Managing Director & Head of International,
Head of Europe

Edwin Cass

Senior Managing Director &
Chief Investment Strategist

Graeme Eadie

Senior Managing Director &
Global Head of Real Assets

Shane Feeney

Senior Managing Director &
Global Head of Private Investments

Pierre Lavallée

Senior Managing Director &
Global Head of Investment Partnerships

Michel Leduc

Senior Managing Director & Global Head of
Public Affairs and Communications

Mary Sullivan

Senior Managing Director &
Chief Talent Officer

Patrice Walch-Watson

Senior Managing Director,
General Counsel & Corporate Secretary

Benita Warmbold

Senior Managing Director & Chief Financial Officer

Eric Wetlaufer

Senior Managing Director &
Global Head of Public Market Investments

Nick Zelenczuk

Senior Managing Director &
Chief Operations Officer

Mona Akiki

Managing Director, Human Resources

Tony Algar

Managing Director, Head of Treasury Services

Lisa Baiton

Managing Director, Head of Public Affairs

Peter Ballon

Managing Director, Global Head of Real Estate
Investments

Susan Bellingham

Managing Director, Head of Business Planning &
Enterprise Risk Management

Kevin Cunningham

Managing Director, Head of Global Capital Markets

Katie Daniels

Managing Director, Head of Compliance

Andrew Darling

Managing Director, Head of Investment Risk
and Finance

Avik Dey

Managing Director, Head of Natural Resources

Andrew Edgell

Managing Director, Principal Credit Investments

Kristina Fanjoy

Managing Director, Head of Tax

Jim Fasano

Managing Director, Head of Funds, Secondaries
& Co-Investments

Guy Fulton

Managing Director, Real Estate Investments

John Graham

Managing Director, Head of Principal
Credit Investments

Martin Healey

Managing Director, Head of Strategy, Real Assets

Christian Hensley

Managing Director, Relationship Investments

Michael Hill

Managing Director, Natural Resources

Cressida Hogg

Managing Director, Head of Infrastructure

Bruce Hogg

Managing Director, Head of Infrastructure Americas

Bill Holland

Managing Director, Head of Investment Systems

James Hughes

Managing Director

Jim Hwang

Managing Director, Head of Portfolio Management

Frank Ieraci

Managing Director, Active Fundamental Equities

Rocky Ieraci

Managing Director, Head of Investment Risk

Kathy Jenkins

Managing Director, Head of Corporate Finance

Jennifer Kerr

Managing Director, Head of Funds

Malcolm Khan

Managing Director, Head of Investment Operations

Suyi Kim

Managing Director, Head of Asia Pacific

Neil King

Managing Director, Infrastructure

Scott Lawrence

Managing Director, Head of Fundamental Equities

Stephanie Leaist

Managing Director, Head of Sustainable Investing

Julie Levesque

Managing Director, Enterprise Systems

Rosemary Li-Houpt

Managing Director, Head of Talent Acquisition

James Logush

Managing Director, Global Capital Markets

Alistair McGiven

Managing Director, Head of Strategic Tilting

Geoff McKay

Managing Director, Direct Private Equity

Derek Miners

Managing Director, Cash & Liquidity Group

Paul Mullins

Managing Director, Head of Portfolio Value Creation

Basant Nanda

Managing Director, Head of Information Technology

Deb Orida

Managing Director, Head of Private Equity Asia

Andrea Orlandi

Managing Director,
Head of Real Estate Investments Europe

Jimmy Phua

Managing Director,
Head of Real Estate Investments Asia

Chris Pinkney

Managing Director, Global Capital Markets

Kathy Rohacek

Managing Director, Head of
Organizational Development

Chris Roper

Managing Director, Head of Cash & Liquidity Group

Mark Roth

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Karen Rowe

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Barry Rowland

Managing Director, Head of Internal Audit

Geoffrey Rubin

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Managing Director, Head of Data Management

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Managing Director, External Portfolio Management

Jay Vyas

Managing Director, Head of Quantitative Equities

Poul Winslow

Managing Director, Head of Thematic Investing
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2016

ANNUAL REPORT

Great projects Great companies



Caisse de dépôt et placement
du Québec

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Great projects Great companies

Investing with a business owner mindset.
That's our approach to creating long-term value
for our clients, the depositors. It means investing
based on deep convictions. And focusing on
quality assets rooted in the real economy.

We believe sustainable returns are generated
by fundamental economic trends and insights
into the sectors and businesses in which we invest.
With operational excellence and our capacity to
innovate, we help build great projects and
great companies.

2016 HIGHLIGHTS

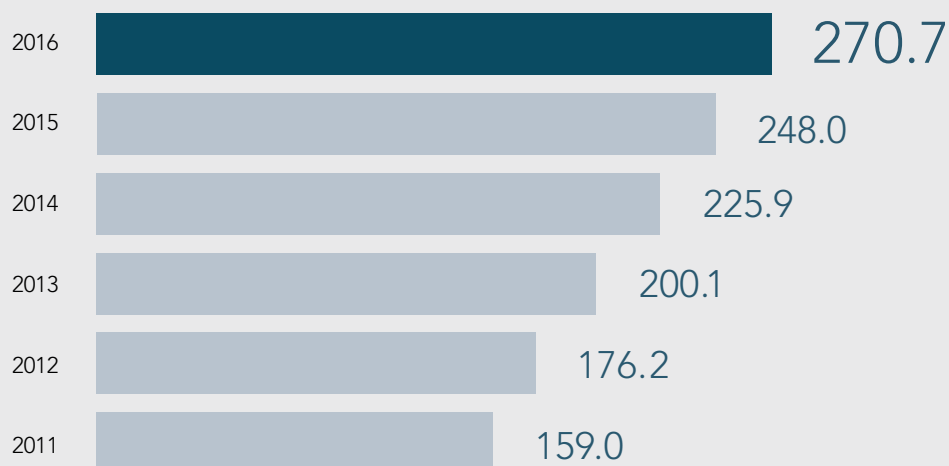
Net assets

as at December 31, 2016

\$270.7 B

CAISSE NET ASSETS FROM 2011 TO 2016

(in billions of dollars)



10.2%

FIVE-YEAR
ANNUALIZED RETURN

\$100 B

NET INVESTMENT
RESULTS OVER
FIVE YEARS

7.6%

2016 RETURN

\$18.4 B

NET INVESTMENT
RESULTS IN 2016

AAA

HIGHEST CREDIT RATINGS REAFFIRMED

The DBRS, Standard & Poor's and Moody's ratings agencies have reaffirmed the credit ratings of la Caisse and CDP Financial with a stable outlook.

GLOBAL FOOTPRINT

We invest in the real economy

by focusing on tangible
assets and working with
world-class partners



\$179 B

CAISSE EXPOSURE TO GLOBAL
MARKETS, UP \$106 BILLION
SINCE THE END OF 2011

Some of our 2016 achievements



DP WORLD

The creation of a \$5-billion investment platform – in partnership with a major port operator – targeting global ports and port terminals. Caisse's interest: 45%.



EUROFINS

EUR 200-million investment in this world leader in analytical laboratory testing, based in Europe.



1211 AVENUE OF THE AMERICAS

Acquisition, with Callahan Capital Properties, of the remaining stake in this iconic Manhattan office tower.



AZURE POWER GLOBAL

A 21% interest in this Indian company which ranks among the country's largest solar power producers.



LOGOS

Investment in this Australian real estate company, established in China and which owns and develops logistics properties in Shanghai and key Asia-Pacific cities.



GREENSTONE FINANCIAL SERVICES

A 44% interest in this Australian insurance distribution leader.

ROOTED IN QUÉBEC

We support SMEs in the new economy

to maximize their
impact and accelerate
their growth



1



2



3



TRIOTECH

A \$40-million investment to accelerate the global growth of this company which designs, manufactures and markets rides based on a multi-sensorial experience.



ADDÉNERGIE

An \$8.5-million investment for the Canada-wide growth of the network and the development of technology for this designer and manufacturer of smart charging solutions for electric vehicles.



HOPPER

A \$40-million investment to foster the international growth of this mobile app, which was ranked many times as one of the travel industry's 10 best.

WE BELIEVE that economic development stems from two essential sources: the growth and transformation of medium and large businesses in traditional industries, as well as the further expansion of promising sectors of the new economy, such as green energy, new media, artificial intelligence and electric transportation systems.



4



5



6



FELIX & PAUL STUDIOS

Investment by Fonds Espace CDPQ in this cinematic virtual reality experience studio: \$1.3 million.



STINGRAY DIGITAL GROUP

A further investment of \$16 million in this multi-platform musical services leader.



MOMENT FACTORY

Overall financing of \$18 million in the creation of a new entity dedicated to permanent multimedia infrastructure projects.

BEHIND OUR CLIENTS ARE QUEBECERS

Our diversified investments

contribute to our clients' financial stability and to Quebecers' wealth

41

DEPOSITORS
ENTRUST THEIR
FUNDS TO LA CAISSE

They are primarily retirement funds and insurance plans.

TOGETHER THEY
DISTRIBUTE BENEFITS
TO MORE THAN

2 million Quebecers

For the complete list of our depositors, see page 26.

FOR OUR EIGHT PRINCIPAL DEPOSITORS WE GENERATED RETURNS THAT VARY BETWEEN:

6.3% and
8.2%

IN 2016

8.7% and
11.4%

OVER FIVE YEARS

Finances
Québec 

Retirement Plans
Sinking Fund

RREGOP

Government and Public
Employees Retirement Plan

Retraite
Québec 

 **COMMISSION
DE LA CONSTRUCTION
DU QUÉBEC**

Supplemental Pension Plan
for Employees of the Québec
Construction Industry

**OUR
PRINCIPAL
DEPOSITORS**

CNESST

Commission des normes,
de l'équité, de la santé,
et de la sécurité du travail

**Société de l'assurance
automobile**
Québec 

Société de l'assurance
automobile du Québec

Finances
Québec 

Generations Fund

RRPE

Pension Plan of
Management Personnel

RESULTS BY ASSET CLASS

**We focus
on quality
assets**
in all categories

RESULTS BY ASSET CLASS

Five-year and one-year returns

EQUITY

14.0%

OVER FIVE YEARS

10.4%

IN 2016

FIXED INCOME

3.7%

OVER FIVE YEARS

2.9%

IN 2016

REAL ASSETS

11.5%

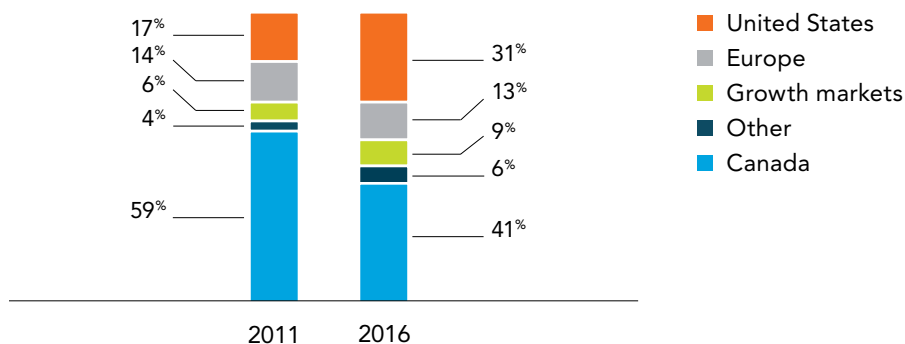
OVER FIVE YEARS

10.6%

IN 2016

GEOGRAPHIC EXPOSURE OF THE OVERALL PORTFOLIO

As at December 31

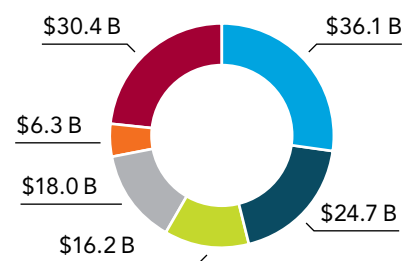


Equity

\$131.7 B

NET ASSETS

NET ASSETS BY PORTFOLIO
AND MANDATE
As at December 31, 2016



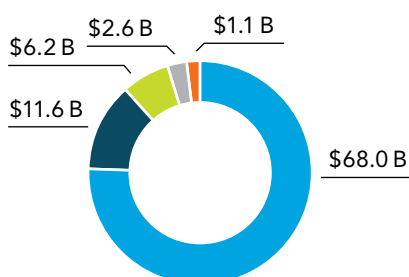
- Global Quality
- Canada
- Growth Markets
- Alternative Beta
- Other
- Private Equity

Fixed Income

\$89.5 B

NET ASSETS

NET ASSETS BY PORTFOLIO
As at December 31, 2016



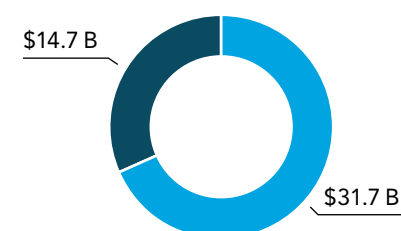
- Bonds
- Real Estate Debt
- Short Term Investments
- Long Term Bonds
- Real Return Bonds

Real Assets

\$46.4 B

NET ASSETS

NET ASSETS BY PORTFOLIO
As at December 31, 2016



- Real Estate
- Infrastructure

OUR 2016 ACHIEVEMENTS

Principal achievements during 2016 fall under the four priorities established by la Caisse for purposes of its annual strategic planning.

Absolute-return management

Investing for the long term, with strong convictions based on in-depth analysis

2016 ACHIEVEMENTS

- Consolidation of the equity portfolios into a single specialized portfolio, divided into six mandates
- Implementation of the Alternative Beta mandate, whose strategy consists of attributing a weight to each security in the portfolio based on different measures rather than on its market capitalization
- Development of a Global Value strategy, focused on buying securities of businesses that are priced low, relative to their fundamental value
- Reorganization of the Bonds and Real Estate Debt portfolios to create the Rates and Credit portfolios as at January 1, 2017 in order to diversify sources of value, increase expected return, and customize exposure to government bonds for each of the depositors

Less-liquid assets

Increase investments in less-liquid assets such as real estate, infrastructure and private equity

2016 ACHIEVEMENTS

- Continued the global deployment of this type of asset, in a selective manner, increasing less-liquid asset portfolios' exposure outside of Canada to 70% by the end of 2016
- Transaction volume (acquisitions and sales) of \$25.2 billion in less-liquid assets
- In real estate, investments of \$5.8 billion, notably in the office sectors in New York and Chicago, residential sector in San Francisco and London, and shopping centres in British Columbia
- Completion of one of the largest real estate transactions in Europe in 2016 with the sale of P3 Logistic Parks, in partnership with TPG
- Private equity investments totalling \$7.8 billion, including stakes in first-class companies in the United States, in Europe and in Australia
- In infrastructure, a 21% interest in a leader in India's green energy sector

Globalization

Strategically investing in markets with attractive long-term opportunities

2016 ACHIEVEMENTS

- Increased global market exposure in all asset classes to 59.1% at the end of 2016
- Opened offices in New Delhi and London, to establish a presence in these strategic regions
- Developed strategic partnerships with world-class actors, notably:
 - Edelweiss, an Indian company that offers specialized financing to businesses, for a long-term partnership agreement
 - CBRE Global Investment Partners, to support the growth strategy of LOGOS, an Australian company in the Asia-Pacific region
 - KKR and Stone Point Capital, to foster the growth of Sedgwick, a U.S. leader in the administration and management of third-party claims
 - DP World, for the creation of an investment platform that focuses on ports and port terminals throughout the world

Impact in Québec

Strengthen la Caisse's impact on the economy and businesses by focusing on three main priorities

2016 ACHIEVEMENTS

Growth and globalization

- Sharing of expertise and networks to support Lasik MD, KDC and IPL in their acquisitions in the United States as well as Fix Auto in its Asia-Pacific expansion
- Investment in Groupe Marcelle for the acquisition of Lise Watier Cosmetics and in Moment Factory for the creation of a new multimedia entity

Impactful projects

- Announcement of the Réseau électrique métropolitain (REM), an integrated electric, automated public transit network for the Greater Montréal area, spanning 67 km and including 27 stations

- Partnership between Ivanhoé Cambridge and Claridge targeting real estate investments in Greater Montréal, and continuation of construction and revitalization projects throughout Québec
- Financing of the New Richmond wind farm in Gaspésie

Innovation and the next generation

- Launch of Espace CDPQ, a hub to foster the growth and globalization of Québec businesses, and creation of a \$50-million fund for SMEs
- Investments in businesses in promising new economy sectors such as Triotech, Felix & Paul Studios, Stingray Digital Group and Spectra Premium
- Support for innovative businesses such as Hopper and AddÉnergie

Messages from the Chairman of the Board and the President and Chief Executive Officer

MESSAGE FROM THE CHAIRMAN OF THE BOARD

The world is changing at an accelerated pace. Yet despite an environment fluctuating from one year to the next, la Caisse continues to generate solid returns.

In 2016, la Caisse continued to execute its strategic plan, always focused on its core principles: investing for the long-term in the real economy – both in Québec and in targeted global markets – together with world-class partners in fixed income, public and private equity, infrastructure and real estate.

For la Caisse, 2016 was marked in particular by international expansion. It now has offices in London, Mexico City, New Delhi, New York, Paris, Shanghai, Singapore, Sydney and Washington.

Its infrastructure and private equity investment teams are also expanding through the recruitment of high-caliber specialists with global expertise.

This year, la Caisse once again met depositors' expectations by outperforming its benchmark portfolio by a significant margin.

The Board is proud that the financial results achieved in 2016 went hand-in-hand with its contribution to Québec's economic development. La Caisse's role in furthering the international growth of strong Québec companies has made it an essential partner for our industry leaders.

The Board has thus renewed Michael Sabia's mandate as President and Chief Executive Officer, with the Government's approval. The Board recognizes Michael's outstanding leadership, which continues to make the difference in recruiting and motivating a high-performing team. On behalf of the Board, I want to thank Michael for his exceptional contribution.

I also want to thank our Board members for their significant contribution to la Caisse's development. Thanks to their dedication, the Board is able to carry out its mission. I also want to highlight the work of the committee chairs, who spared no effort to submit recommendations to the Board based on rigorous and thorough analyses.

Finally, I want to thank Michèle Desjardins, Rita Dionne-Marsolais and Norman Johnston for their excellent work during their terms on the Board.

Lastly, the Board wishes to thank the women and men who work at la Caisse and who give their best every day to serve our depositors and Québec as a whole.

A handwritten signature in black ink, appearing to read 'R. Tessier'.

ROBERT TESSIER

Chairman of the Board

MESSAGE FROM THE PRESIDENT AND CHIEF EXECUTIVE OFFICER

The year 2016 was anything but boring. After years of growth fueled by low interest rates, many had feared a market correction. Instead, politics stole the show.

The election of an anti-establishment candidate to the U.S. presidency and the victory of Brexit campaigners caught pollsters and analysts by surprise. These unexpected results disrupted the established order, and the shockwaves continue to be felt around the world.

Political and economic leaders were forced to acknowledge the potential power of populist movements that oppose open markets and trade liberalization. Clearly, established elites had failed to fully appreciate the growing unease among parts of the middle class, which considers itself as the victim of globalization.

There are important lessons to be learned from these developments. On the need to build more equitable societies. On the importance of social safety nets. On the need to educate and train workers so that they can adapt to the consequences of underlying technological changes, such as robotization and artificial intelligence.

That said, changing course would be a mistake – for global economic growth and for la Caisse itself. True, the pace of trade may slow over the short term. But strong economic growth in India, China, Mexico and elsewhere is here to stay.

Being absent from high-growth countries is simply not a viable option for an investor like la Caisse. Rigorous selection of international investments is the best tool to build a diversified, resilient portfolio – an all-terrain portfolio.

During 2016, we made significant progress in implementing our globalization strategy. We strengthened our New York, London, Mexico City and Delhi teams.

We increased our presence in India – where growth has advanced between 7% and 8% since 2008 – with a number of transactions. Following financial sector reforms and changes to India's bankruptcy laws, we partnered with the Edelweiss Group to invest in troubled assets and specialized credit. We established a platform to invest in energy. We took equity positions in TVS Logistics Services and Azure Power Global, one of India's largest solar power producers.

In Asia, our Ivanhoé Cambridge subsidiary has become a leading shareholder in Logos Property Group, which develops logistics real estate projects in Australia, China and Singapore.

In the United States, we acquired a significant stake in AlixPartners, a New York-based consulting firm that has a strong presence across America and in Europe. In the Middle East, we created a \$5-billion platform with DP World to invest in port infrastructure around the world. The first two terminals acquired were in Vancouver and Prince Rupert.

While la Caisse continues to expand globally, we remain rooted in Québec. Last year, our new investments and commitments in Québec reached \$2.5 billion, bringing their total to \$13.7 billion since 2012.

Our goal in Québec is to ensure that our activities and our investments have a lasting impact that goes far beyond the numbers themselves. How? By driving private investment. By investing in innovative companies such as Hopper, Moment Factory and Lightspeed. By helping our business partners expand internationally. By developing transformative infrastructure projects like the Réseau électrique métropolitain. The REM, launched in the spring of 2016, recently reached a key milestone when the Québec government committed to invest \$1.3 billion in the project.

These examples illustrate our commitment to finding the best opportunities no matter where they are in Québec or elsewhere in the world. Always with a rigorous and highly selective approach. Because our investment strategy remains the same, regardless of geography.

Partner with the best. Target the highest quality assets rooted in the real economy. Remain disciplined. Do deep research. Yet innovate in how we structure transactions.

This rigorous approach is what helped us generate 10.2% annualized returns over the last five years. It guides us in a changing and unpredictable world. And it helps us build great projects and great companies.



MICHAEL SABIA

President and Chief Executive Officer

Our Clients, the Depositors

OUR CLIENTS, THE DEPOSITORS

Once again in 2016, the annual strategic planning exercise and discussions with depositors offered an opportunity for la Caisse to look back on the investment strategies and portfolios it offers, in the context of modest global growth and geopolitical uncertainty. While remaining focused on the same strategic directions of recent years, la Caisse continued to adapt its offer to help it achieve the returns its depositors require over the long term, while respecting their risk tolerance.

PRODUCTIVE COLLABORATION

La Caisse's depositors are at the core of its operations, offering them market expertise and insight to help them in their investment decisions. Its business model is based on collaboration, listening, transparency and the clear identification of each one's role and responsibilities.

CHANGES IN THE PORTFOLIO OFFERING

In 2016, la Caisse's teams and its depositors continued to hold regular discussions, notably as part of the work carried out by la Caisse to enhance its portfolio offering. It undertakes these efforts periodically to better meet the needs of its clients and to gauge the underlying trends that characterize its investment environment.

In 2016, these trends included:

- modest global growth and significant geopolitical risks;
- lower expectations of long-term returns, particularly from fixed-income securities;
- ongoing intense competition in several investment sectors, notably for less-liquid assets (real estate, infrastructure and private equity).

The main changes made to the portfolio offering in 2016 were as follows:

Equity

La Caisse continued its shift towards an absolute-return management philosophy, which emphasizes the creation of long-term value. This approach aims to build portfolios based on strong convictions rather than on the composition of benchmark indexes.

The main changes affected the public equity portfolios. Since January 1, 2016, in order to facilitate a more cross-sectoral and agile management, they have been grouped into a single specialized portfolio divided into six management mandates:

1. Global Quality;
2. Canada;
3. Growth Markets;
4. Alternative Beta, whose strategy consists of attributing a weight to each security in the portfolio based on different measures rather than on its market capitalization;
5. Relationship Investing, which targets high-potential companies in order to improve their operational efficiency and create value over the long term;
6. Strategic, which ensures a high-level management of the Public Equity portfolio, providing la Caisse with greater flexibility to adapt to market changes and allowing it to better integrate its investment convictions when selecting securities and sectors, with a constant goal of enhancing its performance.

Fixed Income

In order to continue offering its clients an attractive risk-return profile, la Caisse took steps that led to a decision to transform the Bonds and Real Estate Debt portfolios into two new specialized portfolios, effective January 1, 2017:

- the Rates portfolio, which includes more traditional provincial and federal bonds and constitutes a source of liquidity;
- the Credit portfolio, which includes corporate debt, real estate debt, sovereign credit, sovereign debt of growth markets, and specialty finance. Its goal is to generate returns while diversifying sources of value.

Real Assets

The Real Estate and Infrastructure portfolios were repositioned in a new asset class called Real Assets, which better reflects la Caisse's strategy of increasingly focusing on quality assets rooted in the real economy.

While this asset class continues to draw considerable interest from institutional investors, la Caisse strengthened its expertise in Québec and internationally, while bolstering its investment capability for these portfolios.

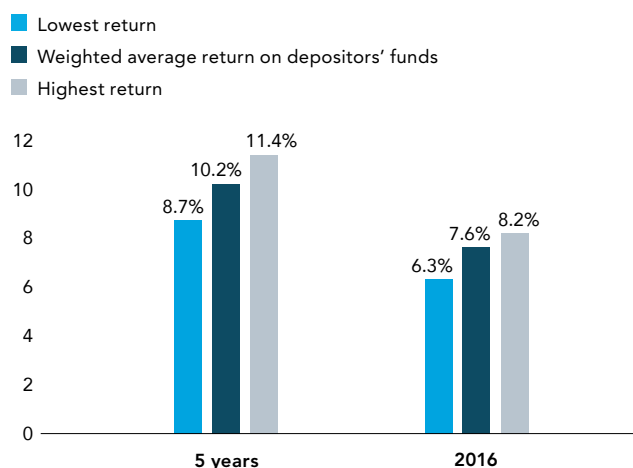
DEPOSITORS' INDIVIDUAL RETURNS

The decisions made with respect to the allocation of assets among the three major asset classes in the overall portfolio – Equity, Fixed Income and Real Assets – have a significant bearing on the returns for each depositor. The depositors make these decisions based, most notably, on their target returns, risk tolerance and investment horizon. Over five years, the annualized returns of the eight principal depositors' funds ranged from 8.7% to 11.4%.

For 2016, depositors' returns varied between 6.3% and 8.2%.

FIGURE 1

RETURNS ON THE EIGHT PRINCIPAL DEPOSITORS' FUNDS



OUR CLIENTS, THE DEPOSITORS

Currencies

In 2016, la Caisse held discussions with depositors in order to increase exposure to foreign currencies. These discussions led to the implementation, on January 1, 2017, of a new currency management approach that includes, among other things, the gradual de-hedging of the Real Estate, Infrastructure and Private Equity portfolios and the establishment of a dynamic framework to manage exposure to currencies in the overall portfolio.

PORTFOLIOS OFFERED TO DEPOSITORS

La Caisse enables its depositors to allocate their funds to specialized portfolios that hold securities from the same asset class (see Table 2). Most of these portfolios are managed actively. Each one is managed based on rules set out in an investment policy that specifies:

- the management approach;
- the investment universe and benchmark index;
- the target returns;
- the risk oversight.

In addition to its specialized portfolios, la Caisse provides overlay options to enable each depositor to customize its exposure to interest rates.

CUSTOMIZED ADVISORY SERVICES

La Caisse provides advisory services to its depositors to guide them in their investment decisions. These services include:

- financial market analysis and economic outlooks;
- risk and return assumptions for the principal asset classes and specialized portfolios offered;
- simulated allocation of depositors' assets in various specialized portfolios to help them determine the optimal composition of their benchmark portfolios, based on their needs and risk tolerance.

In recent years, la Caisse has improved the advisory services it offers by enhancing its ability to analyze its clients' long-term financial commitments. In 2016, several projects to analyze assets and liabilities were carried out in collaboration with certain depositors. These analyses ascertain the relevance of existing and proposed asset allocations in terms of potential impacts on the level of capitalization or the contributions required over the long term for the plan in question.

TABLE 2

SPECIALIZED PORTFOLIO OFFERING

(as at December 31, 2016)

	ACTIVELY MANAGED	INDEXED	OBJECTIVES
FIXED INCOME	Bonds Real Estate Debt	Short Term Investments Long Term Bonds Real Return Bonds	Reduce the portfolio's overall risk level Match depositors' assets and liabilities
REAL ASSETS	Real Estate Infrastructure		Have exposure to markets for which investment income is indexed to inflation Partially hedge the inflation risk associated with the liabilities of several depositors
EQUITY	Public Equity Private Equity		Increase depositors' long-term target returns
OTHER INVESTMENTS	Active Overlay Strategies Asset Allocation		Achieve diversification and complementarity of la Caisse's overall portfolio

THE EIGHT PRINCIPAL DEPOSITORS' FUNDS

REPRESENTED 96.3% OF NET ASSETS as at December 31, 2016

1 RETIREMENT PLANS SINKING FUND

\$65.4 B

NET ASSETS

- > Fund used by the Government of Québec to capitalize the employer's portion of retirement benefits of employees in the public and parapublic sectors

2 GOVERNMENT AND PUBLIC EMPLOYEES RETIREMENT PLAN

\$63.6 B

NET ASSETS

- > 546,000 contributors
- > 246,000 retirees and 17,000 surviving spouses and orphans
- > \$5.1 billion in benefits paid annually

3 RETRAITE QUÉBEC

\$62.2 B

NET ASSETS

- > 4.1 million contributors
- > 1.9 million beneficiaries
- > \$13 billion in benefits paid annually

4 SUPPLEMENTAL PENSION PLAN FOR EMPLOYEES OF THE QUÉBEC CONSTRUCTION INDUSTRY

\$20.7 B

NET ASSETS

- > 158,000 contributors
- > 89,000 retirees or surviving spouses
- > \$787 million in benefits paid annually

5 COMMISSION DES NORMES, DE L'ÉQUITÉ, DE LA SANTÉ ET DE LA SÉCURITÉ DU TRAVAIL

\$15.4 B

NET ASSETS

- > 225,000 contributing employers
- > 3.8 million workers covered
- > \$1.9 billion in benefits paid annually

6 SOCIÉTÉ DE L'ASSURANCE AUTOMOBILE DU QUÉBEC

\$11.3 B

NET ASSETS

- > 5.3 million driver's licence holders
- > 6.3 million registered vehicles
- > \$1 billion paid in compensation annually

7 GENERATIONS FUND

\$11.2 B

NET ASSETS

- > Fund used to repay Québec's debt

8 PENSION PLAN OF MANAGEMENT PERSONNEL

\$11.0 B

NET ASSETS

- > 27,700 contributors
- > 28,000 retirees and 2,300 surviving spouses and orphans
- > \$1.2 billion in benefits paid annually

TABLE 3

LA CAISSE'S 41 DEPOSITORS – Comparison of net assets as at December 31, 2015, and as at December 31, 2016
(fair value as at December 31 – in millions of dollars)

		Depositors' net assets			
		2016		2015	
		\$	%	\$	%
PENSION PLANS					
Retraite Québec	1966	62,243	23.0	57,077	23.0
Supplemental Pension Plan for Employees of the Québec Construction Industry	1970	20,694	7.6	19,467	7.9
Government and Public Employees Retirement Plan	1973	63,604	23.4	59,878	24.2
Pension Plan of Management Personnel	1973	11,012	4.1	10,427	4.2
Special Plans	1977	250	0.1	241	0.1
Pension Plan of Elected Municipal Officers	1989	245	0.1	229	0.1
Retirement Plan for the Mayors and Councillors of Municipalities	2015	1	–	2	–
Régime complémentaire de rentes des techniciens ambulanciers/ paramédics et des services préhospitaliers d'urgence	1990	539	0.2	500	0.2
Ministère des Finances, Government of Québec ¹					
Retirement Plans Sinking Fund	1994	65,422	24.2	59,307	23.9
Superannuation Plan for the Members of the Sûreté du Québec – employers' fund	2009	613	0.2	578	0.3
Régime de retraite de l'Université du Québec	2004	431	0.2	381	0.2
Régime de retraite du personnel des CPE et des garderies privées conventionnées du Québec	2005	316	0.1	272	0.1
Régime de retraite pour certains employés de la Commission scolaire de la Capitale	2006	34	–	35	–
Pension Plan of the Non-Teaching Staff of the Commission des écoles catholiques de Montréal	2007	202	0.1	208	0.1
Superannuation Plan for the Members of the Sûreté du Québec – participants' fund	2007	404	0.2	345	0.1
Régime de retraite des employés de la Ville de Laval	2007	338	0.1	286	0.1
Retirement Plan for Active Members of the Centre hospitalier Côte-des-Neiges	2010	84	–	82	–
Fonds commun de placement des régimes de retraite de l'Université Laval	2012	247	0.1	205	0.1
Fiducie globale Ville de Magog	2012	64	–	59	–
Régime de retraite des employées et employés de la Ville de Sherbrooke	2012	38	–	35	–
Régime de retraite des agents de la paix en services correctionnels	2013	603	0.2	456	0.2
Régime complémentaire de retraite des employés réguliers de la Société de transport de Sherbrooke	2013	75	–	70	–
Régime de retraite de la Corporation de l'École Polytechnique	2014	53	–	37	–
Régime de retraite de la Ville de Terrebonne	2015	59	–	50	–
Régime de retraite des cadres de la Ville de Québec ²	2016	244	0.1	–	–
Régime de retraite des employés manuels de la Ville de Québec ²	2016	296	0.1	–	–
Régime de retraite des fonctionnaires de la Ville de Québec ²	2016	518	0.2	–	–
Régime de retraite du personnel professionnel de la Ville de Québec ²	2016	191	0.1	–	–
Régime de retraite des policiers et policières de la Ville de Québec ²	2016	419	0.2	–	–
Régime de retraite des pompiers de la Ville de Québec ²	2016	150	0.1	–	–
Régime de retraite des employés du Réseau de transport de la Capitale ²	2016	63	–	–	–
INSURANCE PLANS					
Régie des marchés agricoles et alimentaires du Québec	1967	10	–	10	–
La Financière agricole du Québec	1968	700	0.3	586	0.3
Autorité des marchés financiers	1969	791	0.3	748	0.3
Commission des normes, de l'équité, de la santé et de la sécurité du travail	1973	15,367	5.7	14,688	5.9
Société de l'assurance automobile du Québec	1978	11,306	4.2	10,944	4.4
Les Producteurs de bovins du Québec	1989	6	–	6	–
Survivor's Pension Plan	1997	432	0.2	425	0.2
Conseil de gestion de l'assurance parentale	2005	1	–	1	–
OTHER DEPOSITORS					
Office de la protection du consommateur	1992	141	0.1	129	–
Société des alcools du Québec	1994	–	–	–	–
Ministère des Finances, Government of Québec ¹					
Generations Fund	2007	11,211	4.1	9,036	3.7
Accumulated Sick Leave Fund	2008	1,095	0.4	1,018	0.4
Territorial Information Fund	2011	114	–	96	–
Agence du revenu du Québec	2012	120	–	111	–
TOTAL		270,746	100.0	248,025	100.0

1. The Ministère des Finances entrusts la Caisse with a total of five funds.

2. New depositor in 2016.

Management Report

GLOBAL MACROECONOMIC ENVIRONMENT

MODEST GLOBAL GROWTH

The global economy grew at a modest pace over the past five years. In developed countries, extremely accommodative monetary policies lifted stock markets and sent interest rates on government bonds down to extremely low levels, but this was not enough to forcefully stimulate economic activity. As well, growth markets had to deal with weak demand in developed countries and slower growth in China. This environment ultimately resulted in decreased economic growth and slower improvement in their financial markets, in addition to putting pressure on their exchange rates.

GEOPOLITICAL RISKS WEIGH ON ECONOMIC GROWTH

Geopolitical risks have been on the rise, particularly over the past two years. Populist and Nationalist movements have gained momentum, mainly in Europe and the U.S. In Europe, against the backdrop of a migrant crisis, terrorism and a morose economy in the euro zone, this movement ultimately led UK electors to vote to leave the European Union (Brexit) and renewed interest in nationalist political parties in some countries (see Figure 4). In the U.S., the protectionist agenda of the new administration is creating uncertainty. This could further slow growth in business investment and productivity, which have been weak for several years. In a context where the working population will shrink in the medium term, growth can be expected to remain weak in developed countries (see Figure 5, p. 29).

THE UNITED STATES: THE MOST DYNAMIC ECONOMY IN THE DEVELOPED WORLD

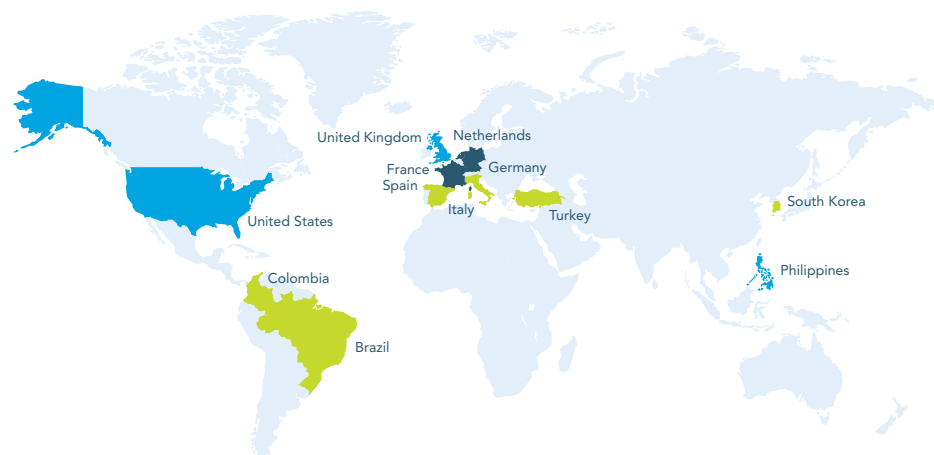
Over the past five years, the U.S. economy had the strongest performance among developed countries. A return to full employment has allowed the U.S. Federal Reserve (the Fed) to begin to tighten monetary policy. The Fed is proceeding very slowly in order to limit upward pressure on the dollar, since monetary policy continues to be highly accommodative elsewhere in the world, particularly in Japan and the euro zone. These regions recorded slow growth along with inflation rates that fell far short of their central banks' targets, despite the monetary stimulus. The divergence between the U.S. and these economies, both in terms of economic performance and monetary policy, resulted in a strong appreciation of the U.S. dollar against the euro, the yen and the currencies of other trading partners. In the euro zone, economic growth outpaced the economy's potential over the past two years. This was due in part to the European Central Bank's implementation of a massive asset purchase program in March 2015. From the start of 2015 to the end of 2016, this growth trimmed close to two percentage points from the unemployment rate. However, with the rate still above 9.5% at the end of 2016, the euro zone economy still suffers from overcapacity.

FIGURE 4

RISE OF POPULISM AND GEOPOLITICAL RISKS IN 2016

- Populist votes in 2016
- Populist electoral pressures
- Domestic political issues

Source: CDPQ



CANADA AND QUÉBEC DOING WELL, BUT FACE MAJOR CHALLENGES

The Canadian and Québec economies grew at rates close to their potential over the past five years. On the other hand, the collapse of oil prices caused a sharp drop in business investment in 2015 and 2016, particularly in the energy sector, which acted to slow the growth of the Canadian economy below its potential. In Québec, economic activity accelerated in 2016 due to household spending and a favourable labour market. However, Canada still faces several challenges, including a lack of business competitiveness and the world's abundant supply of oil. A record household debt level is also a concern, since it makes the Canadian economy vulnerable to macroeconomic shocks that could undermine employment or provoke a sharp rise in interest rates.

GROWTH MARKETS BUFFETED BY EXTERNAL AND DOMESTIC FACTORS

In growth markets, the slowdown of activity in China and lackluster demand in advanced economies contributed to a sharp decline in commodity prices (see Figure 6), weakening the terms-of-trade and external balances of commodity exporters. Moreover, the Fed's May 2013 announcement of a possible tapering of its quantitative easing program triggered large capital outflows and sharp depreciations in currencies across growth markets, forcing tighter policies. In addition to falling commodity prices

and the slowdown in China, growth markets have had to deal with devaluation of the renminbi, financial market turbulence, Brazil's political turmoil and the start of Fed policy tightening. These destabilizing events contributed to the drying up of net capital flows, which even turned negative in 2015 for the first time in recent history.

GROWTH MARKETS ON A PATH TO STABILITY?

Growth in China now appears to have stabilized and in the short term, a growth rate of approximately 6.5% is likely. This will depend, however, on the speed of the reform process and the extent to which issues related to corporate indebtedness and excess capacity are dealt with. In India, the country's increased economic openness led to robust growth. Poorly managed demonetization had a sharp short-term impact on activity, but a rebound is underway and medium-term growth of around 7.5% is likely. Brazil is beginning to gradually emerge from a deep recession, and the reforms being adopted will help put the public sector on a sustainable footing. In the case of Mexico, to counter the effects on the budget of the oil price collapse, and in response to pressures on the peso, tight monetary and fiscal policies were adopted, which led to a slowdown in activity. Reforms are ongoing but uncertainties relating to the policies of the new U.S. administration are likely to continue to weigh on activity in the short term.

FIGURE 5

DOWNWARD TREND IN THE POTENTIAL GROWTH OF SEVERAL DEVELOPED COUNTRIES
(as a percentage)

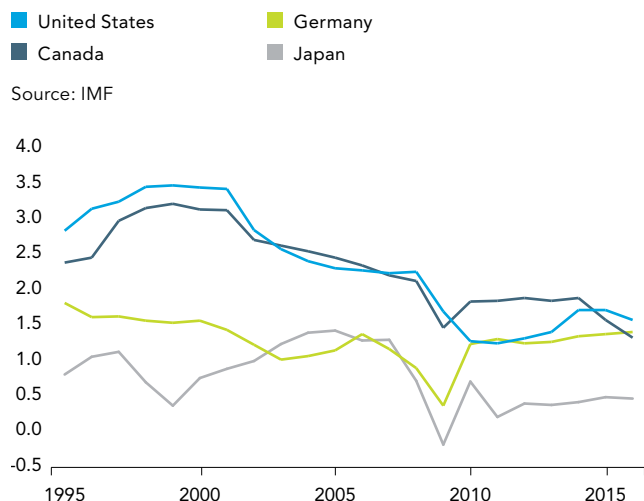
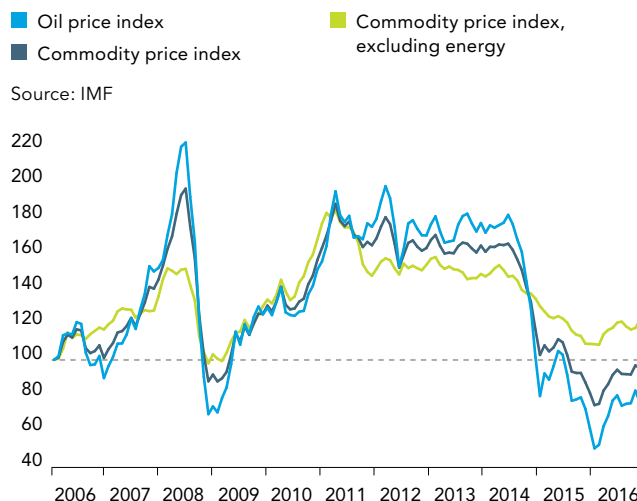


FIGURE 6

SHARP DROP IN COMMODITY PRICES
(Index: 2006 = 100)



ANALYSIS OF OVERALL PERFORMANCE

Over the past five years, la Caisse has generated returns for depositors that exceeded their long-term needs, despite market conditions that varied widely from one year to the next. It benefited from its diversified portfolio that generates value beyond market returns and provides long-term stability.

La Caisse also benefited from its strategy based on an absolute-return approach, high-quality asset selection, increased global exposure, and an active presence in Québec.

FIVE-YEAR RETURN

La Caisse's overall portfolio had a 10.2% annualized weighted average return on depositors' funds for the five-year period ended December 31, 2016 (see Table 8, p. 31). This return exceeded by 1.1% the return on its benchmark portfolio, which was 9.1% (see Table 7). This difference represents \$12.3 billion of value-added over five years, of which \$4.4 billion was generated in 2016. In each asset class, all the portfolios delivered positive returns.

Over the past few years, the lower interest rate environment has benefited portfolios in the Fixed Income asset class which, taken together, generated \$13.7 billion of net investment results over five years. Their 3.7% average annualized return compares favourably with their benchmark, which returned 3.1%. Three of the five portfolios in this asset class delivered value-added in relation to their benchmarks, particularly in the two actively managed portfolios, Bonds and Real Estate Debt.

Since 2012, these two portfolios together have created \$2.3 billion of value-added on \$12.9 billion of net investment results.

Over the same period, Real Assets recorded an average annual return of 11.5% and \$17.4 billion of net investment results. Its two portfolios, Real Estate and Infrastructure, generated returns of 12.1% and 10.0%, respectively. The attractiveness of this asset class to investors has not diminished over the past few years due to its more stable and predictable long-term returns.

With net investment results of \$63.7 billion over five years, it is the Equity asset class that has contributed the most to la Caisse's overall performance. Its annualized return reached 14.0%, which was 1.7% above its benchmark. Public equity portfolios generated \$50.3 billion on the strength of an average annual return of 14.1%. In addition to strong performance by equity markets over the period, the portfolios outperformed their benchmarks due to strategic diversification, an emphasis on high-quality securities and rigorous selection of partners in growth markets. The Private Equity portfolio also delivered a solid return of 13.5% over five years, for net investment results of \$13.4 billion.

TABLE 7

NET ASSETS AND RETURNS IN RELATION TO BENCHMARK INDEXES

(for periods ended December 31, 2016)

Asset class	Net assets \$B	5 years			1 year		
		Net investment results \$M	Return %	Index %	Net investment results \$M	Return %	Index %
Fixed Income	89.5	13,731	3.7	3.1	2,287	2.9	1.8
Real Assets	46.4	17,421	11.5	12.3	4,384	10.6	8.6
Equity	131.7	63,667	14.0	12.3	12,275	10.4	7.9
Active Overlay Strategies	0.6	300	N/A	N/A	28	N/A	N/A
Asset Allocation	1.5	1,190	N/A	N/A	(135)	N/A	N/A
ABTN	0.2	2,763	N/A	N/A	140	N/A	N/A
Total^{1,2}	270.7	100,006	10.2	9.1	18,417	7.6	5.8

1. The total includes customized overlay operations, cash activities and completed activities.

2. See General Notes 3 and 6 of the Annual Report, on page 181.

Over the past five years, la Caisse has significantly increased the weight of less-liquid asset portfolios – Real Estate, Infrastructure and Private Equity – in its overall portfolio. Their weight has grown from 25% as at December 31, 2011 to 28.5% as at December 31, 2016. This strategy has proven advantageous, since these portfolios have posted an average annualized return of 12.3% over five years, evidence of their strength and stability over time. These assets have also played a key role in la Caisse's globalization strategy, such that as at December 31, 2016, their exposure outside Canada had reached 70%.

2016 RETURN

Over one year, the weighted average return on depositors' funds was 7.6%, which is 1.8% higher than the 5.8% return on the benchmark portfolio (see Table 7, p. 30). These results were achieved in a complex market environment characterized by modest global growth, dampened by weak levels of business investment, geopolitical uncertainties and a relative complacency in the markets.

La Caisse's investment teams nevertheless continued to deliver solid returns, with net investment results of \$18.4 billion in 2016. The three principal asset classes – Fixed Income, Real Assets and Equity – all posted positive returns.

Despite slightly increasing interest rates in Canada and the U.S. in 2016, the portfolios in the Fixed Income asset class posted a combined return of 2.9%. The Real Assets asset class achieved the strongest performance – 10.6% – closely followed by the Equity asset class, at 10.4%. The Equity asset class generated two thirds of la Caisse's net investment results in 2016, contributing a total of \$12.3 billion. The Private Equity portfolio and the Canada mandate of the Public Equity portfolio performed particularly well, with returns of 14.0% and 22.7%, respectively. The Canada mandate benefited from strong growth in the Canadian equity market, driven by rising oil and commodity prices and favourable performance in the financial sector, particularly in the second half of the year.

GEOGRAPHIC DIVERSIFICATION

To ensure that the overall portfolio is well-diversified and to seize opportunities wherever they may be, la Caisse invests in various asset classes all over the world. In addition to investing in Québec and Canada, it is active in most developed countries and in certain growth markets. Over the past five years, la Caisse has expanded its international presence by over 18%. As at December 31, 2016, 59.1% of its exposure was outside Canada (see Table 9).

The greatest increase in la Caisse's exposure was that of the U.S., up from 17.2% as at December 31, 2011 to 31.2% as at December 31, 2016.

TABLE 8

CAISSE RETURNS

(for periods ended December 31 – as a percentage)

	Caisse overall return ¹
5 years (2012-2016)	10.2
2016	7.6
2015	9.1
2014	12.0
2013	13.1
2012	9.6

1. Weighted average return on depositors' funds

TABLE 9

GEOGRAPHIC EXPOSURE OF THE OVERALL PORTFOLIO

(as at December 31 – as a percentage)

	2016	2015
Canada	40.9	46.0
United States	31.2	26.5
Europe	12.7	13.8
Growth markets	9.5	7.7
Other regions	5.7	6.0
Total	100.0	100.0

ANALYSIS OF OVERALL PERFORMANCE

La Caisse has also continued to deploy capital in targeted growth markets. At the end of 2016, its growth market exposure was 9.5%. During the year, \$2.4 billion was invested in these markets in real estate, infrastructure and private equity, of which \$1.3 billion was invested in India, which has favourable growth prospects and whose structural reforms are well underway. La Caisse opened an office in New Delhi in 2016 to be better positioned to seize investment opportunities as they arise in various sectors.

Other priority markets for la Caisse are China, Mexico and Brazil. To invest in these countries, la Caisse's strategy involves partnering with investors and operators whose extensive knowledge of these markets complements its own.

TABLE 10

COMPOSITION OF THE BENCHMARK PORTFOLIO AND CHANGES IN THE OVERALL PORTFOLIO (percentage of depositors' net assets)

	Benchmark portfolio			as at December 31, 2015 ¹	Overall portfolio	
	as at December 31, 2016 ¹				as at December 31, 2016 %	as at December 31, 2015 %
	Lower limit %	Benchmark portfolio %	Upper limit %			
Fixed Income						
Bonds	20.5	25.7	32.4	26.7	25.2	27.4
Real Estate Debt	1.4	4.3	7.0	5.4	4.3	4.6
Short Term Investments	0.2	1.1	9.0	1.1	2.3	2.0
Long Term Bonds	0.7	1.0	3.0	1.0	1.0	1.0
Real Return Bonds	0.0	0.4	2.1	0.4	0.4	0.5
Total		32.5		34.6	33.2	35.5
Real Assets						
Real Estate	8.3	12.0	15.2	11.7	11.8	10.9
Infrastructure	3.3	6.3	9.6	5.4	5.4	5.2
Total		18.3		17.1	17.2	16.1
Equity						
Public Equity ²	25.8	37.3	45.2	–	37.5	–
Global Quality Equity ²	–	–	–	10.3	–	13.7
Canadian Equity ²	–	–	–	10.7	–	9.0
Emerging Markets Equity ²	–	–	–	5.4	–	5.5
U.S. Equity ²	–	–	–	5.4	–	4.3
EAFE Equity ²	–	–	–	5.1	–	4.4
Private Equity	8.5	11.9	15.4	11.4	11.3	10.6
Total		49.2		48.3	48.8	47.5
Other Investments						
Active Overlay Strategies	0.0	0.0	0.5	0.0	0.2	0.2
Asset Allocation	0.0	0.0	1.0	0.0	0.6	0.7
ABTN	N/A	N/A	N/A	N/A	0.0	0.0
Total		100.0		100.0	100.0	100.0

1. The benchmark portfolio and its upper and lower limits are the result of the weighted average of the depositors' respective benchmark portfolios.

2. On January 1, 2016, the public equity specialized portfolios were grouped together in the new Public Equity specialized portfolio.

CURRENCY EXPOSURE AND FOREIGN EXCHANGE HEDGING

Most of the foreign investments in the less-liquid portfolios are hedged against currency fluctuations. However, with the exception of certain fixed income securities, all of the liquid portfolios have foreign exchange exposure.

As at December 31, 2016 the net exposure to foreign currencies amounted to 37% of la Caisse's total net assets, a proportion that has been increasing since 2012. This exposure had a positive impact on the overall return during the five-year period, mainly due to the U.S. dollar's appreciation against the Canadian dollar.

BENCHMARK PORTFOLIO

La Caisse's benchmark portfolio corresponds to the weighted average of the asset allocation decisions made by each of the depositors when their investment policies are established.

In 2016, in line with la Caisse's strategic orientations, the depositors reviewed the compositions of their respective benchmark portfolios, and this had an impact on la Caisse's benchmark portfolio. As at December 31, 2016, the benchmark portfolio had higher weights in the Real Assets and Equity asset classes, as well as a decreased weighting in Fixed Income compared to the previous year (see Table 10, p. 32). These changes reflect la Caisse's prioritization of a greater focus on less liquid assets (real estate, infrastructure and private equity) while further developing its fixed income strategy. Among the specialized portfolios, it was the Infrastructure portfolio that experienced the most growth, reflecting depositors' growing interest in this type of asset.

OVERALL PORTFOLIO

The composition of la Caisse's overall portfolio reflects decisions made by the depositors about their benchmark portfolios and by la Caisse in relation to the upper and lower limits set for each specialized portfolio. Table 10 on page 32 presents changes in the composition of the overall portfolio as at December 31, 2016.

ANALYSIS OF PERFORMANCE BY ASSET CLASS

For the five-year period, all of the portfolios comprising la Caisse's overall portfolio generated positive returns. In 2016, the three main asset classes – Fixed Income, Real Assets and Equity – contributed significantly to the overall return.

Fixed income

5 PORTFOLIOS

Bonds
Real Estate Debt
Short Term Investments
Long Term Bonds
Real Return Bonds

\$89.5 B

NET ASSETS

33.2%

OF LA CAISSE'S
OVERALL PORTFOLIO

3.7%

FIVE-YEAR
ANNUALIZED RETURN

All the figures in this section
are detailed in Table 18 (p. 45).

BONDS

Five-year return

For the five-year period ended December 31, 2016, this actively managed portfolio generated net investment results of \$10.7 billion. Its five-year annualized return was 3.9%, compared to 3.3% for its benchmark index, for a total of \$1.6 billion of value-added. This performance was attributable to private debt operations and investments in provincial securities and growth market securities.

2016 return

Despite a higher interest rate environment in the second half of 2016, the Bonds portfolio posted a 3.1% return. The portfolio benefited from la Caisse's deployment of investments in growth market debt and an overweight position in corporate securities. These bonds provided a good return in 2016, particularly in the Industrials sector.

Table 11 presents FTSE TMX Canada Bond Index returns by issuer category. For 2016, the return on the FTSE TMX Canada Universe Bond Index was 1.7%, down from the previous two years. This was due to rising interest rates at the end of the year.

Over the last few years, provincial bonds have provided higher yields due to their longer maturities, but in 2016, corporate bonds outperformed. This was the result of sustained demand for credit instruments, which led to a generalized narrowing of spreads.

TABLE 11

FTSE TMX CANADA BOND INDEX RETURNS (as a percentage)

	2016				2015				5 years			
FTSE TMX Canada bond indexes	Short-term	Medium-term	Long-term	Total	Short-term	Medium-term	Long-term	Total	Short-term	Medium-term	Long-term	Total
Federal	0.1	(0.1)	(0.8)	0.0	2.4	5.1	5.4	3.7	1.5	2.8	3.2	2.2
Provincial	0.9	1.5	2.3	1.8	2.9	5.1	4.2	4.1	2.1	3.9	4.1	3.6
Québec	1.1	1.6	2.6	2.0	3.0	5.3	5.1	4.7	2.2	4.0	4.5	3.9
Corporate	2.3	4.3	6.4	3.7	2.7	4.1	1.5	2.7	3.0	5.3	5.9	4.2
Universe	1.0	1.6	2.5	1.7	2.6	4.9	3.8	3.5	2.1	3.9	4.3	3.2

REAL ESTATE DEBT

Five-year return

Net investment results from real estate debt activities totalled \$2.2 billion over five years. The portfolio generated an annualized return of 4.9%, exceeding its benchmark index by 1.7% and providing \$759 million of value-added. The performance was mainly due to the higher current yield on portfolio assets compared to the benchmark index.

2016 return

In 2016 the portfolio posted a return of 2.6%, mainly due to the current return on portfolio assets, net of the impact of rising interest rates.

Transaction volume was on target and the credit quality of the underwritten assets was maintained, in accordance with a long-term capital protection strategy. Credit performance remained excellent, with none of the portfolio's loans in default on interest payments.

SHORT TERM INVESTMENTS

This indexed portfolio delivered results representative of the low interest rate environment of the last five years. Since 2012, the portfolio's average annual return has been 0.9%, adding \$288 million to net investment results. In 2016, the portfolio returned 0.5%.

LONG TERM BONDS

This indexed portfolio provided an annualized return of 4.1% over five years, generating \$449 million of net investment results. In 2016, the portfolio posted a 2.1% return, reflecting the more conservative nature of this type of portfolio and the targeted return, given the low rates on provincial bonds.

REAL RETURN BONDS

This indexed portfolio had a 1.3% annualized return over five years and a 2.8% return in 2016.

BONDS PORTFOLIO

COMPOSITION

- Bonds:
 - Government of Canada and governments of other countries
 - Governments of Canadian provinces
 - Public and private companies

ADVANTAGES

- Source of current yield and liquidity
 - Low risk level
 - Protection of the overall portfolio
 - Diversification
 - Matching of depositors' assets with their long-term financial commitments
-

REAL ESTATE DEBT PORTFOLIO

COMPOSITION

- Canadian commercial mortgage loans, primarily senior, on office buildings, shopping centres, industrial and residential buildings

ADVANTAGES

- Returns exceeding that of bonds
 - High and relatively stable current yield
 - Low credit risk as a result of prudent underwriting and high asset quality
 - Matching of depositors' assets with their long-term financial commitments
-

ANALYSIS OF PERFORMANCE BY ASSET CLASS

Real Assets

2 PORTFOLIOS

Real Estate
Infrastructure

\$46.4 B

NET ASSETS

17.2%

OF LA CAISSE'S
OVERALL PORTFOLIO

11.5%

FIVE-YEAR
ANNUALIZED RETURN

All the figures in this section
are detailed in Table 18 (p. 45).

REAL ESTATE

Five-year return

For the five-year period ended December 31, 2016, the portfolio had a 12.1% annualized return and generated net investment results of \$13.0 billion. It profited from a sharp appreciation in the value of assets such as shopping centres and office and residential buildings, primarily in North America.

Over the last few years, la Caisse's real estate subsidiary, Ivanhoé Cambridge, has undertaken a major initiative to reposition the real estate portfolio, a strategy that proved beneficial. The managers focused on quality assets and made many acquisitions abroad in the cities they had targeted.

Figures 12 and 13, on page 37, describe the geographic and sectoral changes made in the Real Estate portfolio over the last five years. One can see that there has been significant growth in the portfolio's exposure to the U.S. and in the residential segment.

2016 return

In 2016 the portfolio had a 10.4% return and generated net investment results of \$3.0 billion. This performance stems from Ivanhoé Cambridge's diversification strategy, which has led to higher asset values, particularly in the residential segment in the U.S., and from solid current yields in the office building and shopping centre segments, particularly in North America.

REAL ESTATE PORTFOLIO

COMPOSITION

- Quality buildings located mainly in key cities around the world
- Investments in equities and debt, primarily in shopping centres, office, residential and logistics buildings

ADVANTAGES

- Higher current yield than that of fixed income securities
- Attractive risk-return profile and essential cash flows
- Diversification of the risk in la Caisse's overall portfolio due to a lower correlation between the assets held and global markets
- Protection against inflation over the long term as a result of indexed leases

During the year, managers at Ivanhoé Cambridge completed transactions worth \$11.6 billion, including \$5.8 billion in investments. Major acquisitions included:

- 330 Hudson Street and 1211 Avenue of the Americas: acquisition of the remaining interests in these two landmark office buildings in New York, in partnership with Callahan Capital Properties;
- 180 North LaSalle: acquisition of this Chicago office building;
- LOGOS: an interest in this Australian real estate company, active in China, which owns and develops logistics properties in Shanghai and cities in Asia-Pacific;
- New acquisitions in San Francisco and London, bringing the total number of residential units owned around the world by Ivanhoé Cambridge to close to 26,000;
- Tsawwassen Mills: inauguration, in Vancouver, of the largest shopping mall built in Canada since 2009;
- River Point: completion of the construction of this emblematic Chicago building, a project valued at over \$600 million.

Other major transactions completed in 2016 included the sale, in partnership with TPG, of P3 Logistic Parks, an investor, developer and manager of logistics parks in Europe. This was one of the largest real estate transactions in Europe in 2016.

In Québec, Ivanhoé Cambridge engaged in investments worth over \$450 million in 2016, including various construction and revitalization projects in Montréal, Québec City and Sherbrooke (for more information, see the section La Caisse's Achievements in Québec on page 64).

FIGURE 12

GEOGRAPHIC EXPOSURE – REAL ESTATE (as a percentage)

■ December 31, 2011
■ December 31, 2016

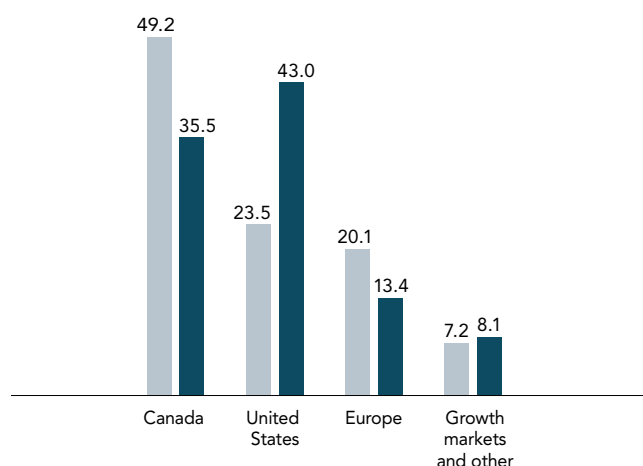
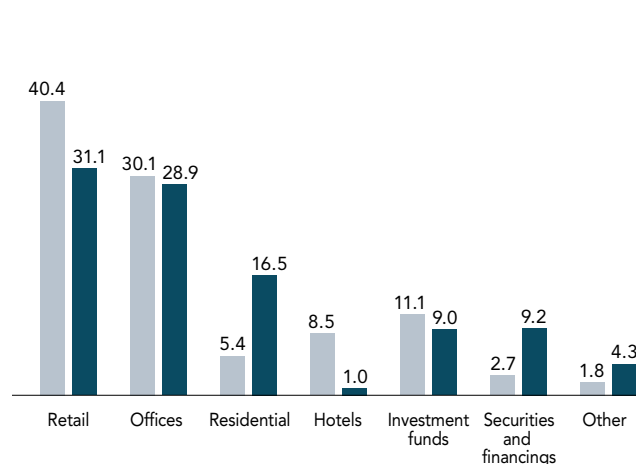


FIGURE 13

SECTORAL EXPOSURE – REAL ESTATE (as a percentage)

■ December 31, 2011
■ December 31, 2016



ANALYSIS OF PERFORMANCE BY ASSET CLASS

INFRASTRUCTURE

Five-year return

For the five-year period ended December 31, 2016, the portfolio generated net investment results of \$4.4 billion and an annualized return of 10.0%.

This five-year return was largely due to current yield on the investments, supported by the strong results posted by operators in the portfolio. The rest of this performance was due to the increased value of the assets held. The difference in relation to the benchmark index was attributable to the public nature of this index – composed of publicly-listed stocks – which pushed the index higher due to the market exuberance of recent years.

With \$8.0 billion of infrastructure investments made over five years, the size of the portfolio has more than doubled, from \$5.8 billion in net assets at the end of 2011 to \$14.6 billion at the end of 2016. This growth resulted in greater asset diversification, both geographically and by sector (see Figures 14 and 15, p. 39). The portfolio experienced increasing exposure to Australia, the United States and, to a lesser extent, growth markets. In terms of sectors, the share of the infrastructure portfolio related to community services more than tripled.

2016 return

Asset appreciation accounted for a large share of the portfolio's return in 2016. The return was 11.1%, for net investment results of \$1.4 billion. The main investments and commitments in 2016 included:

- Plenary Group Holdings: acquisition of 20% of this Australian company, alongside which la Caisse has invested in seven social infrastructure projects;
- DP World: alongside one of the world's largest port operators, creation of a \$5.0 billion investment platform for ports and port terminals around the world (la Caisse's interest: 45%);
- Azure Power Global: a 21% interest in this Indian company, one of the largest solar power producers in the country.

INFRASTRUCTURE PORTFOLIO

COMPOSITION

- Interests in companies that operate various infrastructure projects (ports, airports, highways, wind farms, oil, gas and electricity transmission and distribution networks, water distribution networks, and passenger transportation systems)
- Quality companies with low risk profiles that are less sensitive to changing economic conditions

ADVANTAGES

- Stable and predictable revenues over the long term
- Steady cash flows and a better risk-return profile than other asset classes due to the regulatory frameworks governing many sectors
- Protection against inflation over the long term

In addition, CDPQ Infra, la Caisse's infrastructure subsidiary, unveiled in 2016 the Réseau électrique métropolitain (REM), an impactful public transit project for the Greater Montréal area valued at \$6.04 billion. The new integrated network is intended to link downtown Montréal, the South Shore, the West Island, the North Shore and the international airport. The first trains in this entirely automated and electric system are expected to be in operation at the end of 2020.

FIGURE 14

GEOGRAPHIC EXPOSURE – INFRASTRUCTURE (as a percentage)

■ December 31, 2011
■ December 31, 2016

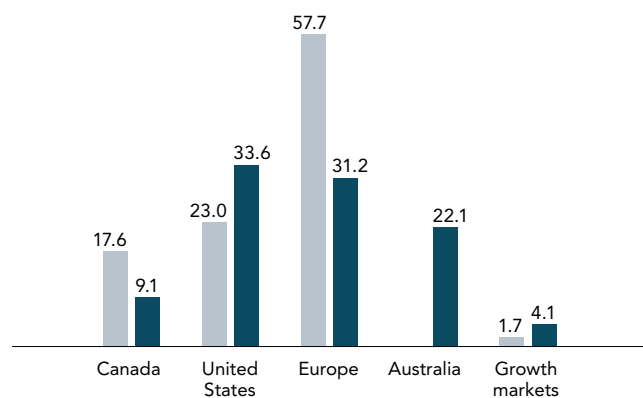
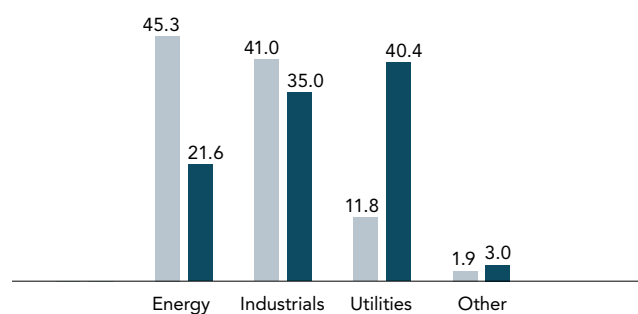


FIGURE 15

SECTORAL EXPOSURE – INFRASTRUCTURE (as a percentage)

■ December 31, 2011
■ December 31, 2016



ANALYSIS OF PERFORMANCE BY ASSET CLASS

Equity

2 PORTFOLIOS

Public Equity
Global Quality
Canada
Growth Markets
Alternative Beta
Private Equity

\$131.7 B

NET ASSETS

48.8%

OF LA CAISSE'S
OVERALL PORTFOLIO

14.0%

FIVE-YEAR
ANNUALIZED RETURN

All the figures in this section are detailed
in Table 18 (p. 45).

PUBLIC EQUITY

Five-year return

With an annualized return of 14.1%, the Public Equity portfolios delivered \$50.3 billion of net investment results over five years. This return contributed significantly to the growth of net assets, which more than doubled to \$101.3 billion as at December 31, 2016.

These results were generated in a generally favourable market environment. Despite disappointing global growth over the last five years, the benchmark indexes benefited from central banks' extremely accommodative monetary policies. They posted positive returns throughout the period, despite differences in performance among the indexes from one year to the next due to changing market conditions (see Figure 16).

For la Caisse, the adoption of an absolute return approach proved beneficial, since, over five years, the Public Equity portfolios created \$7.1 billion of value-added over the benchmark index.

2016 return

For the period ended December 31, 2016, the new consolidated Public Equity portfolio had a 9.4% return and generated net investment results of \$8.7 billion.

Since January 1, 2016, the portfolio has been managed in a more integrated fashion, and is composed of six mandates, including: Global Quality; Canada; Growth Markets; and Alternative Beta. All the mandates contributed positively to results.

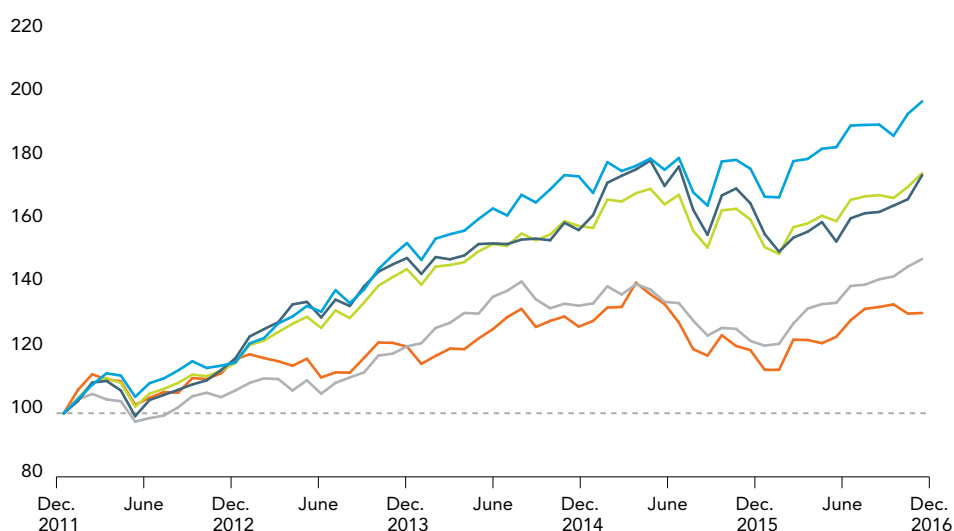
FIGURE 16

PUBLIC EQUITY PERFORMANCE 2012-2016

(December 31, 2011 = 100,
in local currencies)

■ S&P 500
■ MSCI EAFE
■ MSCI ACWI
■ S&P/TSX
■ MSCI EM

Source: Rimes



GLOBAL QUALITY MANDATE

Return since its creation

Since it was implemented in 2013, this mandate has generated \$13.8 billion of net investment results. Its four-year annualized return reached 18.6%, compared to 13.7% for its benchmark index, creating \$3.6 billion of value-added. A significant portion of the return was due to positions in high-quality businesses incorporated in the U.S., as well as the strength of the U.S. dollar against the Canadian dollar over the period.

2016 return

In 2016, the mandate posted a 4.0% return, reflecting its goal of protecting capital and its structural underweight position in the financial sector. Though a depreciation of foreign currencies against the Canadian dollar weighed on performance, the mandate's exposure to the securities of quality companies incorporated in the U.S. proved profitable. As a result, the mandate provided \$1.3 billion of net investment results.

CANADA MANDATE

Five-year return

The adoption of an absolute return approach – completed in early 2015 – proved beneficial to the mandate, as it generated \$11.3 billion of net investment results over the five-year period. The portfolio had an annualized return of 10.6%, surpassing its benchmark index by 1.6%, thereby generating \$1.8 billion of value-added.

The strategy of overweighting Canadian securities with exposure to the U.S. economy was profitable. The securities of companies in the Consumer sector, such as Couche-Tard, Gildan and Magna, performed particularly well.

2016 return

The mandate benefited from the strong performance of Canadian equity markets in 2016, delivering a 22.7% return and net investment results of \$4.8 billion. All the sectors represented in the portfolio ended the year higher, though the main drivers of the mandate's performance were the Energy and Financials sectors, which contributed over two thirds of the return.

GLOBAL QUALITY MANDATE

COMPOSITION

- Securities of well-established companies, exposed to global growth, traded on the stock exchanges of countries in the MSCI ACWI Index (United States, Canada, Europe, Australasia, the Far East and emerging markets)
- Highly profitable and stable companies that have strong fundamentals over time, and which demonstrate a conservative use of financial leverage

ADVANTAGES

- Risk-adjusted return exceeding that of public equities over a long-term horizon
- Geographic diversification
- Protection against inflation over the long term
- Investments which are less sensitive to market fluctuations, and provide higher liquidity during periods of market turmoil

CANADA MANDATE

COMPOSITION

- Securities of publicly listed Canadian corporations, with an emphasis on the construction of a quality, concentrated portfolio that reflects distinctive aspects of the Canadian universe
- Businesses with competitive advantages that allow them to withstand market fluctuations while remaining exposed to growth
- Over 30% of the mandate is composed of shares of Québec companies, compared to 15% for the S&P/TSX Index

ADVANTAGES

- Long-term return exceeding that of fixed-income securities
- Protection against inflation over the long term

ANALYSIS OF PERFORMANCE BY ASSET CLASS

GROWTH MARKETS MANDATE

Five-year return

The mandate's annualized return was 8.1% over five years, representing \$4.1 billion of net investment results. When compared to the benchmark index, this is close to \$400 million of value-added.

La Caisse's external partners, particularly in China and India, have been significant contributors to the mandate's return since 2012. These established partners, which share la Caisse's long-term investment philosophy, responded well during market downturns, outperforming the index.

2016 return

Equities in certain growth markets, such as Brazil and South Africa, performed well in 2016 as commodity prices rallied. Brazil also profited from a somewhat improved political situation. This drove the mandate's 5.9% return, with net investment results of \$950 million.

ALTERNATIVE BETA MANDATE

2016 return

Created in 2016, this mandate puts forward a strategy that consists of attributing a weight to each security held in the portfolio based on different measures – sales, cash flows, dividends and book value – rather than market capitalization (total value of all corporate shares on the market). The mandate's one-year return was 4.6%, with \$806 million of net investment results. This performance was due to investments made in various businesses incorporated in the U.S. and favourable exposures to the Commodities and Energy sectors.

GROWTH MARKETS MANDATE

COMPOSITION

- Securities listed on the stock exchanges of countries in the MSCI EM Index
- Class A shares listed on the Shanghai and Shenzhen stock exchanges

ADVANTAGES

- Return exceeding those of the equity markets of developed countries over the long term
- Geographic diversification
- The absolute return management component of the mandate is implemented alongside well-established local partners that have deep knowledge of the target markets

PRIVATE EQUITY

Five-year return

For the five-year period ended December 31, 2016, the Private Equity portfolio generated net investment results of \$13.4 billion and had a 13.5% annualized return. It outperformed its benchmark index by 1.2%, creating \$1.1 billion of value added.

Over the last few years, la Caisse has reduced the proportion of investments in funds in favour of direct investments, which now represent close to two thirds of the portfolio's activities. This strategy has proved beneficial, since over the last five years, direct investment decisions have outperformed those of funds.

Since 2012, la Caisse has invested \$24.5 billion in private equity. As shown in Figure 17 on page 43, this has altered the geographical distribution of the portfolio's holdings, with an increase in investments in Canada, particularly in Québec, and to a lesser extent in other parts of the world, such as India and Australia.

2016 return

In 2016 the portfolio posted a solid 14.0% return, delivering \$3.6 billion of net investment results. The direct investment activities were profitable, in both private and public companies.

ALTERNATIVE BETA MANDATE

COMPOSITION

- Securities included in the MSCI World Index, excluding Canada

ADVANTAGES

- Weighting based on different measures (such as sales, cash flows, dividends and book value) rather than market capitalization.

During the year, the managers continued to implement a strategy based on long-term value creation. They were particularly active, committing a total of \$7.8 billion of private equity, with investments around the world, including:

- Eurofins: a €200-million investment in this leading global provider of analytical laboratory testing in Europe;
- Edelweiss: a long-term partnership agreement to invest US\$600 million to US\$700 million over a four-year period in distressed assets and specialized credit in India;
- Greenstone Financial Services: acquisition of a 44% interest in this leading Australian insurance distributor;
- AlixPartners: alongside CVC Capital, the acquisition of an interest in this US-based global consulting firm;
- TVS Logistics Services: investment of US\$155 million to acquire a significant minority stake in this Indian multinational that provides third-party logistics services.

La Caisse also continued to serve as an active partner in the growth and globalization of Québec companies. Major investments in 2016 included:

- McInnis Cement: la Caisse took control of the company to turn around operations and reinvested in order to complete the construction of this world-class cement plant, which is expected to begin deliveries in the spring of 2017;
- LASIK MD: investment in Canada's laser vision correction leader to foster its international growth.

La Caisse also backed the growth of medium-sized companies in 2016, including the Marcelle Group, which acquired Lise Watier Cosmetics; Fix Auto, which developed a franchise network; and Moment Factory, which created a new entity dedicated to permanent multimedia infrastructure projects.

Lastly, la Caisse emphasized innovation with the goal of helping SMEs that are poised to thrive in the new economy. It invested in Triotech, which designs, manufactures and markets rides based on a multi-sensorial experience; in Felix & Paul Studios, dedicated to storytelling through the medium of cinematic virtual reality; and in Stingray Digital Group, a market leader in multiplatform music services.

PRIVATE EQUITY PORTFOLIO

COMPOSITION

- Direct interests in both private corporations and public companies
- Companies active in all sectors of the economy, especially defensive sectors, and quality companies with stable, predictable revenues
- Stakes in high-performing investment funds

ADVANTAGES

- Expected long-term returns that exceed those of the equity markets

FIGURE 17

GEOGRAPHIC EXPOSURE – PRIVATE EQUITY (as a percentage)



ANALYSIS OF PERFORMANCE BY ASSET CLASS

OTHER INVESTMENTS

ACTIVE OVERLAY STRATEGIES

The Active Overlay Strategies portfolio consists of non-capitalized investment activities with an absolute-return objective. Since its creation on January 1, 2014, it has generated \$300 million of net investment-results, including \$28 million in 2016. These results were mostly due to good performance in the external funds in the portfolio as well as tactical management operations.

ASSET ALLOCATION

Five-year results

Asset allocation activities generated net investment results of \$1.2 billion over five years. The main contribution to these results comes from positions taken on liquid markets to reduce the opportunity cost associated with an underweighting of the less-liquid portfolios compared to the weighting of the benchmark portfolio.

2016 results

In 2016, despite gains achieved through currency positions, asset allocation operations delivered negative results. This was due to an underweighting of U.S. equities in the portfolio and closure of the reduced-term strategy implemented in the wake of rate increases in the third quarter.

ABTN PORTFOLIO

Five-year results

Over five years, the ABTN portfolio delivered net investment results of \$2.8 billion, attributable to the shorter average maturities of securities in the portfolio and tightening credit spreads on the riskier assets.

The provision fell from \$4.0 billion as at December 31, 2011 to \$88 million as at December 31, 2016.

2016 results

In 2016, this portfolio contributed net investment results of \$140 million. As at December 31, 2016, the provision for the ABTN portfolio was only 2.2%, or \$88 million, on assets of close to \$4.0 billion. At the start of 2017, over \$3.9 billion in assets were converted to cash. As most of the commitments have matured, the main operations of this portfolio were brought to a close in the first quarter of 2017.

RETURNS BY SPECIALIZED PORTFOLIO

Table 18 on page 45 presents the returns of the specialized portfolios and mandates in relation to their benchmark indexes for the five-year and one-year periods ended December 31, 2016.

ACTIVE OVERLAY STRATEGIES PORTFOLIO

COMPOSITION

- Non-capitalized portfolio
- Investments in external funds
- Internally managed positions on financial markets, mainly in the form of financial instruments that are liquid and transparent

ADVANTAGES

- Moderate risk-return profile
 - Possibility of generating returns above those of bonds with less risk than with equity markets
 - Diversification
 - Low correlation with equity markets
-

ASSET ALLOCATION PORTFOLIO

COMPOSITION

- Non-capitalized portfolio
- Positions on financial markets, mainly in the form of financial instruments that are liquid and transparent

ADVANTAGES

- Calibration of the risk-return profile of la Caisse's overall portfolio
 - Enhancement of the overall portfolio's return
 - Exposure to asset classes that diversify the overall portfolio
-

TABLE 18

SPECIALIZED PORTFOLIO RETURNS IN RELATION TO BENCHMARK INDEXES

(for periods ended December 31, 2016)

		5 years				1 year		
Specialized portfolio	2016 Index	Net assets \$B	Net investment results \$M	Return %	Index %	Net investment results \$M	Return %	Index %
Fixed Income								
Bonds	FTSE TMX Canada Universe Bond, adjusted ⁷	68.0	10,709	3.9	3.3	1,915	3.1	1.7
Real Estate Debt	FTSE TMX Canada Universe Bond	11.6	2,237	4.9	3.2	282	2.6	1.7
Short Term Investments	FTSE TMX Canada 91 Day T-Bill	6.2	288	0.9	0.8	27	0.5	0.5
Long Term Bonds	FTSE TMX Government of Canada long-term bonds, adjusted ⁷	2.6	449	4.1	4.2	33	2.1	2.1
Real Return Bonds	FTSE TMX Canada Real Return Bonds	1.1	48	1.3	1.4	30	2.8	2.9
Total		89.5	13,731	3.7	3.1	2,287	2.9	1.8
Real Assets								
Real Estate	Index, hedged, composed of 85% of IPD Global Property Index, adjusted, and of 15% of IPD Global Property Fund Index, less a leverage cost, a management cost and taxes	31.7	12,997	12.1	12.5	2,966	10.4	7.2
Infrastructure	MSCI ACWI Infrastructure Index, partially hedged and adjusted	14.7	4,424	10.0	12.5	1,418	11.1	10.8
Total		46.4	17,421	11.5	12.3	4,384	10.6	8.6
Equity								
Global Quality mandate ¹	Index consisting of 85% MSCI ACWI Index, unhedged, and 15% FTSE TMX Canada 91 Day T-Bill Index	36.1	13,795	18.6 ⁸	13.7 ⁸	1,316	4.0	3.7
Canada mandate ²	Index consisting of 90% S&P/TSX Capped Composite Index and 10% Morningstar National Bank Québec Index	24.7	11,342	10.6	9.0	4,775	22.7	20.1
Growth Markets mandate ³	MSCI EM, unhedged and adjusted	16.2	4,057	8.1	7.3	950	5.9	5.3
Alternative Beta mandate	MSCI World Ex Canada, unhedged	18.0	806	N/A	N/A	806	4.6	3.3
Public Equity ⁴	Index consisting of 60% MSCI World Ex Canada Index, unhedged, 25% S&P/TSX Index, 15% MSCI EM Index, unhedged, and 10% FTSE TMX Canada 91 Day T-Bill Index ⁷	101.3	50,311	14.1	12.2	8,690	9.4	7.5
Private Equity	Index, partially hedged, consisting of 50% MSCI World and 50% State Street Private Equity Index ⁷	30.4	13,356	13.5	12.3	3,585	14.0	8.8
Total		131.7	63,667	14.0	12.3	12,275	10.4	7.9
Other								
Active Overlay Strategies		0.6	300	N/A	N/A	28	N/A	N/A
Asset Allocation ⁵		1.5	1,190	N/A	N/A	(135)	N/A	N/A
ABTN		0.2	2,763	N/A	N/A	140	N/A	N/A
Total ⁶		270.7	100,006	10.2	9.1	18,417	7.6	5.8

1. Includes the Global Quality Equity portfolio history before 2016.

2. Includes the Canadian Equity portfolio history before 2016.

3. Includes the Emerging Markets Equity portfolio history before 2016.

4. Includes the activities of the Relationship Investing mandate and the Strategic mandate over one year, and the five-year returns of the closed public equity portfolios.

5. Results include the specialized portfolio and overlay operations.

6. The total includes the customized overlay operations, cash activities and completed activities.

7. This index is detailed in the Tables of Returns section of the Additional Information.

8. Return since the start of the mandate (4 years).

RISK MANAGEMENT

RISK MANAGEMENT AT LA CAISSE

In 2016, modest growth in the global economy and significant geopolitical risks led la Caisse to adopt a defensive position, which resulted in a significant decline in its financial risks compared to 2015. This conservative approach led to a reduction in the market risk of the overall portfolio in relation to the benchmark portfolio, while generating a solid return. The Risk group continued to strengthen its oversight processes and its risk management tools.

Highlights

1

In 2016, the level of market risk in the overall portfolio declined significantly compared to 2015, despite an increased weighting in less-liquid asset classes.

2

The high level of risk management governance established at la Caisse was confirmed by an audit performed by the Internal Audit team with the support of an external firm.

3

The Risk group consolidated its operating structure, emphasizing cross-sector analysis, and provided balance in the investment committees.

CHANGES IN RISK MEASUREMENT

Over the past few years, la Caisse has implemented a series of initiatives aimed at efficiently integrating risk management into all its activities. It has improved its tools considerably, and has developed an effective and sustained system of governance.

In 2016, la Caisse deployed its investment strategies by proactively managing risk and taking into account the global economic environment, changes in financial markets, and sectoral and geographic concentrations in its portfolio. The main risks identified and which will be monitored in 2017 include:

- Uncertainty over the policies and measures to be implemented by the new U.S. administration;
- Instability and volatility in Europe, exacerbated by consistent migration pressures, potentially difficult negotiations over Brexit, the threat of terrorism, and the rise of populism;
- Stagnating growth in Canada and uncertainty over whether the United States will introduce measures that will affect the Canadian oil industry;
- Slowing growth in China and its shift toward a consumer-oriented economy, which has proved more difficult than expected;
- The difficult economic situation in Brazil and the challenges faced by the Brazilian government in effecting a quick and sustainable turnaround following the crisis.

Market risk

Since the end of 2011, various factors have helped reduce the level of market risk in la Caisse's overall portfolio:

- The institution's adoption of absolute-return management;
- The Global Quality strategy (see Figure 19, p. 47);
- Increased exposure to foreign currencies;
- Shorter maturities in the ABTN portfolio.

As can be seen in Figure 20, on page 47, the absolute risk of la Caisse's overall portfolio and of the benchmark portfolio moved practically in step over a certain period of time. However, in the first half of 2016, the level of

absolute risk in the overall portfolio declined, while risk in the benchmark portfolio remained fairly constant. As at December 31, 2016, the former was 22.9% and the latter was 24.0%.

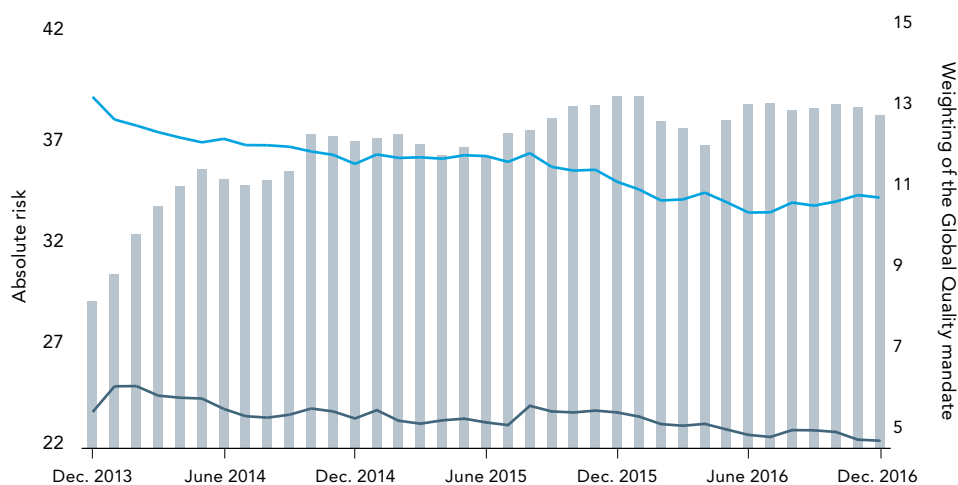
This change resulted in the decline in the ratio of the overall portfolio's absolute risk relative to that of its benchmark portfolio (see Figure 21, p. 48). Recall that since 2013, market risk has been managed by limiting absolute risk, based on this ratio. After having been relatively stable since mid-2014,

FIGURE 19

IMPACT OF THE GLOBAL QUALITY MANDATE'S WEIGHTING ON CHANGES IN ABSOLUTE RISK¹

(as a percentage)

- Absolute risk – Equity
- Weighting – Global Quality mandate²
- Absolute risk – Caisse



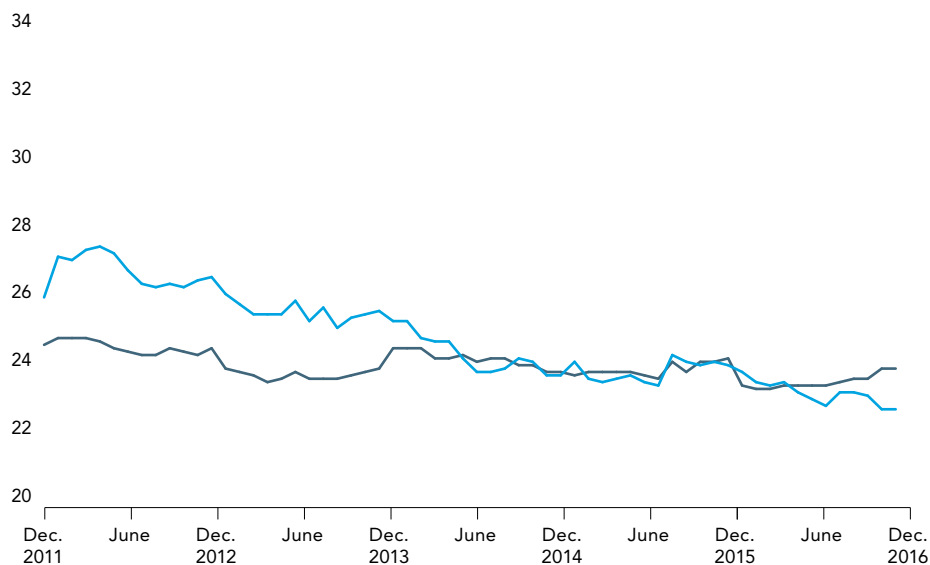
1. The risk figures preceding June 2014 were adjusted to reflect the changes in the risk calculation methodology that occurred in 2014.
2. Before 2016, corresponds to the Global Quality Equity portfolio.

FIGURE 20

CAISSE ABSOLUTE RISK AND BENCHMARK PORTFOLIO RISK¹

(as a percentage)

- Caisse absolute risk
- Benchmark portfolio risk



1. The risk figures preceding June 2014 were adjusted to reflect the changes in the risk calculation methodology that occurred in 2014.

RISK MANAGEMENT

the absolute risk ratio fell from 0.99 at the end of 2015 to 0.95 at the end of 2016. This shows that value has been added with a conservative approach, by taking on less risk than the benchmark portfolio.

All of the asset classes contributed to the decline in risk at la Caisse compared to 2015 (see Table 22, p. 49), but the decline was mainly due to the following factors:

- A lesser weighting in the stock market compared to the benchmark portfolio;
- Better currency diversification due to a greater exposure to foreign currencies in the Private Equity portfolio.

It should be noted that market risk declined despite a greater weighting of portfolios holding less-liquid assets – Real Estate, Infrastructure and Private Equity – assets central to la Caisse's strategy (see Table 10, p. 32).

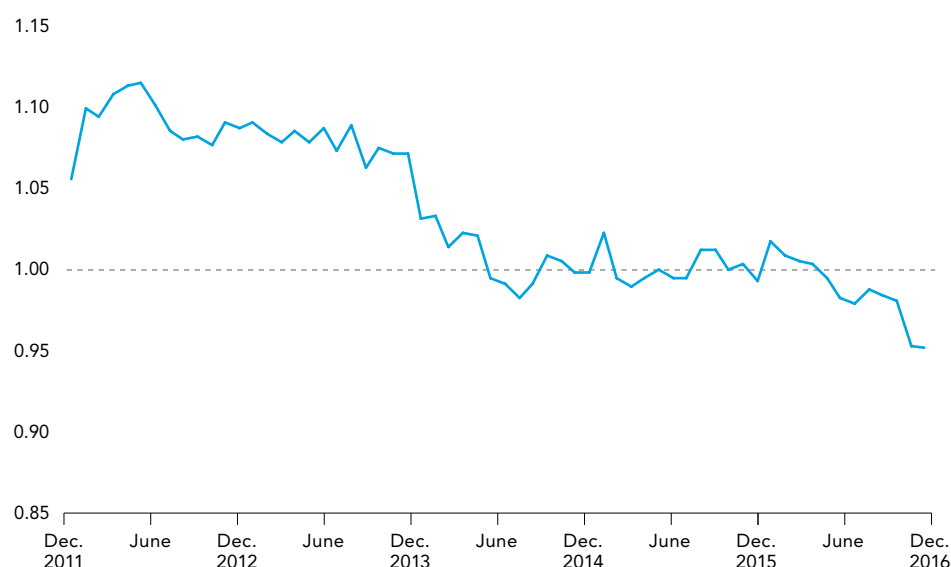
Credit risk

The credit risk of the Bonds portfolio increased slightly in 2016, staying well below the limit set by the policy. To measure and monitor this risk, la Caisse uses potential capital losses, a measure that incorporates probabilities of default, correlations and recovery assumptions. To ensure sound management of credit risk, the teams in the Risk group analyze and monitor portfolio investments. They ensure that an internal rating has been set for each investment, and they revise the ratings. Changes to internal credit ratings, including differences with the ratings given by agencies, are closely monitored by an independent internal credit committee consisting primarily of members of the risk management and investment teams. In 2016, the committee reviewed 165 issuers.

FIGURE 21

ABSOLUTE RISK RATIO¹

■ Absolute risk ratio



1. The risk figures preceding June 2014 were adjusted to reflect the changes in the risk calculation methodology that occurred in 2014.

Concentration risk

Despite the increasingly large positions taken in certain investments, the overall portfolio's concentration risk remained stable in 2016. To mitigate this risk, la Caisse ensures sound geographic and sectoral diversification of its assets. It continued to diversify in 2016 by investing in varied sectors and by increasing its exposure to global markets, in particular to the United States and growth markets.

Counterparty risk

La Caisse's counterparty risk increased in 2016 compared to 2015, but remained low overall. To manage this risk, every day la Caisse tracks a series of financial indicators for each of its counterparties. Their financial health is periodically assessed by the organization's experts in finance and risk management. Throughout the year, la Caisse actively monitored changes in the credit quality of its counterparties (see Table 23).

Liquidity risk

In 2016, la Caisse maintained an adequate level of liquidity. During the year, a new method of managing liquidity was implemented. To this end, the needs are determined in order to build a reserve consisting of primary liquid assets that can be used immediately without any loss of value, and secondary liquid assets that are slightly less liquid but can nevertheless be quickly converted into cash. These securities are resilient even during sharp market downturns. In this way, la Caisse establishes a minimum threshold of liquid assets to maintain in the reserve in order to meet its potential commitments as well as those of its depositors, to rebalance the overall portfolio, and to take advantage of market declines and reinvest in value-added assets.

As at December 31, 2016, la Caisse had an amount of liquid assets that would easily meet the institution's potential commitments, even in the event of a major market correction (see Note 12 to the Consolidated Financial Statements, on page 158).

TABLE 22

MARKET RISK – ABSOLUTE

(as a percentage of total net value of the asset class as at December 31)

Asset class	2016	2015 ¹
Fixed Income	8.5	8.7
Real Assets	30.8	32.5
Equity	34.6	35.3
Other investments	0.9	1.2
Overall	22.9	24.2

1. The 2015 risk figures were recalculated to reflect the new asset classes.

TABLE 23

EXPOSURE TO COUNTERPARTY RISK^{1,2}

(as at December 31 – in millions of dollars)

	2016	2015	2014 ³	2013 ³	2012 ³
Gross exposure without offsetting effect	872.8	741.7	1,059.7	1,918.1	2,464.7
Net exposure under ISDA agreements ⁴	81.2	5.4	61.8	97.5	51.5

1. Over-the-counter derivatives with and by the real estate subsidiaries are excluded.

2. Offset over-the-counter derivatives are excluded.

3. Figures preceding 2015 have been adjusted to exclude over-the-counter derivatives negotiated between la Caisse and its subsidiary Ivanhoé Cambridge.

4. Net exposure under ISDA agreements is gross exposure less offsetting of amounts at risk and exchange of collateral.

RISK MANAGEMENT

REVIEW OF OVERSIGHT AND PROCESSES

In 2016, la Caisse strengthened its risk management oversight and processes while continuing to follow its guidelines (see Note 12 to the Consolidated Financial Statements, p. 158).

Review of risk governance

During 2016, la Caisse's Board of Directors mandated the Internal Audit team and an external specialized firm to audit risk management governance and practices, in accordance with industry best practices. To this end, the models and practices used by its risk management team were reviewed and compared with its peers, and a high degree of progress was confirmed.

Strategic planning of investments and strategic risk monitoring

The risk management teams played a key role throughout the annual strategic investment planning process. They performed numerous analyses to identify the issues and assess the risks associated with the orientations and strategies under consideration. Working with Investment Management and the various investment groups, they participated in the development of the 2017-2020 strategic priorities.

A stronger Risk function

The Risk group continued to demonstrate its influence. This was apparent in several ways, including:

- An active presence on many committees, including the Investment-Risk Committee, the Investment and Risk Management Committee of the Board, the Operational Risk Committee, the Currency Committee, the Research Committee and the investment committees;
- Consolidation of the business unit risk manager position in order to support and advise the investment teams. Integrated into each group, in addition to providing support to portfolio managers in the optimal management of risk, these risk experts play a key role balancing risk and return every day.

Stronger process for managing cross-sectoral risk

Specific attention was paid to cross-sectoral analysis in 2016. The team responsible for this component performed several in-depth analyses on cross-sector issues that could affect all of the investment portfolios. Other items that strengthened cross-sector risk management during the year include the liquidity management approach described above and better oversight of asset allocation activities.

Mitigation of operational risks

The Operational Risk Committee continually monitors significant operations-related risks identified by la Caisse. Various activities were carried out during the year to mitigate these risks:

- Transactional processes in private equity and infrastructure: revision of the criteria used in the background screening of external partners and improved structures for holding and monitoring disbursed funds, particularly as part of international investments.
- Fraud and corruption: online training for employees and implementation of additional controls.
- Cash: complete review of the process.
- Business continuity: formalizing of overall framework for managing incidents and running of exercises simulating emergency situations.
- CDPO Infra: evaluation of the procurement process and selection of firms for calls for tender.

New asset class oversight and monitoring

La Caisse amended several of its investment policies to reflect the orientations adopted in its strategic planning. The Risk group participated in this exercise by reviewing its processes for monitoring and following up on the work of managers. This resulted in changes, notably in the investment policies of the Bonds, Public Equity and Private Equity portfolios.

La Caisse conducted an annual review of the target returns and risk limits for the overall portfolio and the specialized portfolios. It also established new policies on consolidated asset allocation activities and the framework for dynamic management of currency exposures in the overall portfolio effective on January 1, 2017.

IMPROVED RISK MANAGEMENT METHODOLOGIES AND TOOLS

The risk management teams continued to refine their quantitative analysis methodologies and tools in order to provide better risk monitoring. In 2016, the improvements included:

- The development of a framework for comparing the expected returns on investments;
- An improved risk breakdown method for la Caisse based on major factors;
- An inventory of the practices used when measuring capital losses, with a view to developing an action plan;
- Identification of alternative solutions to improve the method for assessing market risk in the overall portfolio, i.e. value at risk (VaR);
- A new orientation in order to better integrate depositors' liabilities into the risk analysis;
- An analysis of the impact of factors that compromise the sustainability of profits in certain businesses.

New stress tests

Risk management teams conducted various stress tests to quantify the potential impacts of certain market events on the overall portfolio. These tests enhance the array of scenarios developed to support investment decision-making.

Accountability in investment activities

The Caisse investment teams and the Risk group continued to work on ensuring better accountability in la Caisse's portfolios and investment activities, particularly through semi-annual reporting, the Investment and Risk Management Committee's work, and the risk-return report prepared in collaboration with the Finance group.

La Caisse in Québec

LA CAISSE'S ACHIEVEMENTS IN QUÉBEC

An active partner in the growth of Québec companies,
drivers of the Québec economy



\$13.7B

NEW INVESTMENTS AND
COMMITMENTS OVER
THE PAST 5 YEARS,
INCLUDING \$2.5 B IN 2016

550⁺

SMEs THROUGHOUT
QUÉBEC THAT PARTNER
WITH LA CAISSE

330

BUILDINGS OWNED
OR FINANCED

CONTINUOUSLY STRENGTHENING THE PRIVATE SECTOR

More than ever, la Caisse is focusing on the private sector: businesses, real estate and infrastructure. Why? Because it drives economic growth in Québec. Over the past five years, our total assets in the private sector have increased significantly. And this will continue to be a priority in the coming years.

Three main priorities in Québec

GROWTH AND
GLOBALIZATION

IMPACTFUL
PROJECTS

INNOVATION AND THE
NEXT GENERATION

\$36.9 B

TOTAL ASSETS IN QUÉBEC'S PRIVATE
SECTOR, REPRESENTING 63% OF
OUR \$58.8 B OF ASSETS IN QUÉBEC

LA CAISSE'S ACHIEVEMENTS IN QUÉBEC

The three pillars of our approach

In Québec, our strategy is based on three main priorities.

GROWTH AND GLOBALIZATION

Engage as an active partner in the growth and globalization of Québec companies, particularly by leveraging our international network.

Fix Auto

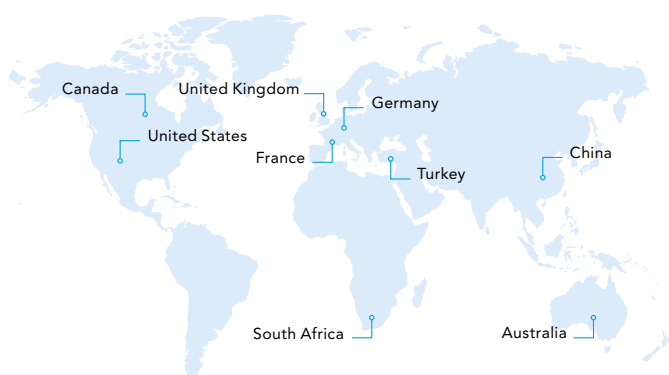
La Caisse has been a partner to Fix Auto since 2015. We have made two investments, to enable the company to continue its expansion across Canada among other projects.

In 2016, we also helped the company expand its business in Australia and China through our teams in Sydney and Singapore. For the company, these initiatives opened doors and accelerated its growth process.

Fix Auto today

- More than 550 locations in 9 countries, including more than 240 in Canada
- A network of some 140 Speedy and Novus Glass, and Minute Muffler & Brake repair shops
- At the forefront of a highly competitive industry as a result of its expansion into new markets

Fix Auto's global network



IMPACTFUL PROJECTS

Undertake impactful projects, in particular in real estate and infrastructure, to benefit our depositors, the Québec economy and all Quebecers.

INNOVATION AND THE NEXT GENERATION

Focus on innovation and the next generation, develop ecosystems to work with SMEs that will succeed in the new economy, and stimulate entrepreneurship.

The Réseau électrique métropolitain

Announced in spring 2016, the Réseau électrique métropolitain (REM) will link downtown Montréal to the South Shore, the West Island, the North Shore and the airport. With its fully automated light rail transit (LRT) system, the REM will be the fourth largest automated transit network in the world.

Some positive benefits

The potential benefits of the REM may add as much as \$3.7 billion to Québec's GDP.

- 34,000 direct and indirect jobs during construction
- More than 1,000 permanent jobs once in operation
- A reduction in GHG emissions of approximately 35,000 tonnes, in the first year of operation

Spectra Premium

In 2016, la Caisse joined forces with other Québec investors to reorganize the share ownership of Spectra Premium. This North American leader in the design, manufacture and distribution of automotive parts and components is also at the forefront of fuel systems for plug-in hybrid vehicles.

As part of its effort to ensure the company's future leadership, the management team at Spectra Premium was seeking to strengthen and diversify its share ownership. We played a key advisory role during their share buyback. This contribution, along with our international network and the expertise of our teams, will enable the company to continue to refine its product offering of innovative solutions in order to grow and develop new markets.

The project at a glance

67 km	Of double tracks
4	Branches linked to downtown
27	Stations
3	Connections to the métro's Green, Orange and Blue lines
9	Bus terminals
13	Park-and-ride lots
20 hrs	Per day, from 5 a.m. to 1 a.m.

Spectra Premium at a glance

4	Manufacturing plants, including in Boucherville and Laval
18	Warehouses in North America
1,100	Employees in Québec, of a total workforce of 1,500
\$600 M	Sales in 2016, primarily in the United States, Europe and Mexico

LA CAISSE'S ACHIEVEMENTS IN QUÉBEC

A SUSTAINABLE COMMITMENT GENERATING TANGIBLE RESULTS

La Caisse is a leading institution in Québec. It has an in-depth understanding of the market, and plays an impactful role that goes beyond investing. Drawing on its teams' expertise and its comparative advantages, it aims to generate impacts that benefit its depositors and the Québec economy as a whole.

La Caisse's role in Québec has evolved considerably over the years. Today it is focusing more than ever on the private sector, an essential driver of the Québec economy in which la Caisse intends to further increase its presence. As such, it actively works with Québec companies to foster their expansion projections at home and internationally. It designs and develops major real estate and infrastructure projects, and focuses on innovation and the next generation in order to stimulate the growth of SMEs that are well-positioned to succeed in the new economy.

In 2016, la Caisse's three-pillar approach led to new investments and commitments of \$2.5 billion, bringing the five-year total to \$13.7 billion.

In addition, la Caisse focused more than ever on its strategic advantages to optimize its impact in Québec: the expertise of its teams in many sectors, including real estate and infrastructure; its business relationships in Québec and globally; its offices in eight countries; and its partner companies in Québec and around the world. This strategy led to achievements beyond financial returns: construction and revitalization projects in Montreal and Québec City; the Réseau électrique métropolitain (REM); and the creation of Espace CDPQ, aimed at accelerating the growth and globalization of Québec SMEs.

As at December 31, 2016,
CAISSE TOTAL ASSETS IN QUÉBEC
STOOD AT \$58.8 BILLION, \$36.9 BILLION
OF WHICH WAS INVESTED IN THE
PRIVATE SECTOR.

TABLE 24

ASSETS AND COMMITMENTS IN QUÉBEC – PRIVATE EQUITY AND INFRASTRUCTURE

(as at December 31 – in millions of dollars)

	2016			2015		
	Assets	Undisbursed commitments	Assets and undisbursed commitments	Assets	Undisbursed commitments	Assets and undisbursed commitments
Small and medium-sized businesses	1,354	643	1,997	980	673	1,653
Large businesses	8,067	614	8,681	7,543	266	7,809
Total	9,421	1,257	10,678	8,523	939	9,462

PARTNER OF QUÉBEC COMPANIES FOR THE LONG TERM

La Caisse contributes to the growth of strong Québec companies that are well positioned to compete with the best in their industry and in global markets. It builds long-term partnerships and develops financing solutions for every stage of their development.

WORKING WITH MEDIUM-SIZED AND LARGE QUÉBEC BUSINESSES

La Caisse has developed unique expertise in helping medium-sized and large companies in their growth and globalization projects as well as in their efforts to innovate and prepare the next generation. In 2016, for example, it contributed to important growth projects by Groupe Marcelle, Lasik MD and Fix Auto. La Caisse's investments in Triotech, Stingray Digital Group and AddÉnergie were prime examples of the importance it places on innovation and the next generation.

INVESTMENT ACTIVITIES – PRIVATE EQUITY AND INFRASTRUCTURE

In 2016, la Caisse's total Québec assets in private equity and infrastructure totalled \$9.4 billion (see Table 24, p. 58). The 10 largest private equity and infrastructure investments in Québec are listed in Table 25, while examples of transactions conducted during the year are presented on pages 62 and 63.

La Caisse also invests in publicly-traded Québec companies with market capitalization of less than \$1 billion. This commitment helps stimulate Québec's equity market and the growth of these companies. Some examples of notable transactions executed in 2016 are provided on page 62.

TABLE 25

TOP 10 QUÉBEC INVESTMENTS – PRIVATE EQUITY AND INFRASTRUCTURE (as at December 31, 2016)

Laurentian Bank of Canada
BRP
CAMSO (formerly Camoplast Solideal)
McInnis Cement
CGI Group
WSP Global Group
Innergex Renewable Energy
Quebecor
TAD Canco (Kruger)
Trencap (Gaz Métro)

LA CAISSE'S ACHIEVEMENTS IN QUÉBEC

INVESTMENT ACTIVITIES – PUBLIC EQUITY

As at December 31, 2016, assets in Québec public equities totalled \$8.5 billion (see Table 26). Table 27 lists the top 10 public equity positions.

The weight of Québec securities in la Caisse's Canada mandate within the Public Equity portfolio, stood at 31.1%, more than twice the weight of Québec securities in the S&P/TSX index, which was 15.4% for the same period.

PARTNERSHIPS WITH FUNDS TO FUEL THE GROWTH OF SMEs

La Caisse has formed partnerships with a number of funds in Québec. This strategy enables it to fuel the growth of SMEs while accessing a pipeline of promising businesses, allowing la Caisse to identify and target candidates for direct investments.

La Caisse's teams have analyzed the companies in these partner funds, and continuously follow their progress. This exercise allowed la Caisse to identify the most promising companies in which it could invest directly. A new investment made in 2016 was a direct result of this strategy: Hopper, an SME in the Brightspark Ventures fund. This was also the case in 2015 for Lightspeed, a company in the iNovia Capital portfolio.

TABLE 26

**QUÉBEC ASSETS IN THE
PUBLIC EQUITY PORTFOLIO**
(as at December 31 – in millions of dollars)

	2016	2015
Public Equity	8,472	8,193

TABLE 27

**TOP 10 QUÉBEC POSITIONS –
PUBLIC EQUITY**
(as at December 31, 2016)

Alimentation Couche-Tard
National Bank of Canada
Canadian National Railway Company
Dollarama
CGI Group
SNC-Lavalin Group
Industrial Alliance, Insurance and Financial Services
Power Corporation of Canada
Saputo
Gildan Activewear

INNOVATION CAPITAL

Through targeted partnerships with well-established funds that invest in Québec, la Caisse strives to ensure that new SMEs in the IT industry can successfully navigate the initial stages of their development. In 2016, la Caisse made a number of new commitments, including:

- \$26.8 million in the Georgian Partners Growth III fund, which makes investments in technology companies that specialize in artificial intelligence and natural-language programming;
- \$13.4 million in the Relay Ventures III fund, which targets startup technology companies specializing in innovative mobile apps;
- \$4 million in the iNovia III fund, which focuses on startup companies in the information technology sector.

Also in 2016, la Caisse launched Fonds Espace CDPO, a \$50-million fund; of this, \$40 million will be earmarked to finance innovative Québec SMEs targeting global expansion, and \$10 million has been distributed to two startup funds in Québec City and Montréal that finance companies emerging from incubators and accelerators across Québec.

La Caisse has also had an ongoing partnership with Teralys Capital since its inception in 2009. Teralys invests in and develops specialized venture capital funds in the information technology, life sciences and green technology sectors. Through its various funds and through direct investment, Teralys invested a total of \$142 million in 50 Québec companies in 2016.

CAPITAL CROISSANCE PME FUND

In 2016, la Caisse renewed its commitment to Capital croissance PME (CCPME). A joint investment of \$90 million with Capital régional et coopératif Desjardins (CRCD) was announced in 2017, bringing the fund, which is funded equally by the two partners, to \$540 million.

CCPME offers Québec SMEs financing for their growth projects. It aims to meet financing needs of less than \$5 million and focuses particularly on the growth of businesses in the regions of Québec. Since its creation in 2010, it has authorized investments of \$375 million in 322 SMEs, 77% of which are located outside Montréal and the Québec City area. In 2016, the fund invested a total of \$47 million in 70 businesses.

LA CAISSE'S ACHIEVEMENTS IN QUÉBEC

SOME OF OUR DIRECT INVESTMENTS

La Caisse invested in many businesses in 2016. These investments targeted companies showing high potential for growth. Here are a few examples:



Laser vision correction

- > \$25-million investment
- > For an acquisition in the United States



Integrated and custom-built water treatment systems

- > Additional \$3.8-million share purchase
- > To enable an acquisition in the United States



Design, manufacture and distribution of ambulances

- > Close to 20% interest
- > For international growth and the consolidation of market share in Canada



Independent Québec distributor of petroleum products

- > \$30-million investment
- > For the expansion of its network and the development of flex-fuel stations that include electric charging terminals



Cable, Internet and telephone services in eight Québec regions

- > \$5-million financing
- > To facilitate the company's succession process and foster its growth



Provider of multiplatform music services

- > Additional \$16-million share purchase

PARTNERSHIPS THAT GO BEYOND INVESTMENTS

Complementing its financial commitments, la Caisse reinforces the growth of Québec companies by leveraging the expertise and business knowledge of its teams, and the strength of its global network.

Companies we actively worked with in 2016



Cosmetics manufacturer and distributor

- > \$18-million investment
- > For the acquisition of Lise Watier Cosmétiques



Cement plant with cutting-edge technology

- > Additional \$150-million investment (as part of overall financing of \$280 million)
- > Implementation of a new ownership structure and turnaround of operations



Mobile app that predicts airfares and sells airline tickets

- > \$40-million investment
- > For the app's expansion and the international growth of the company



Smart charging solutions for electric vehicles

- > \$8.5-million investment
- > For the cross-Canada expansion of its network and technology



Multimedia entertainment leader

- > Overall financing of \$18-million
- > For the creation of a new entity



Collision repair shop franchises

- > Additional \$2.4-million investment, bringing the total investment to \$10.6 million
- > For the acquisition of Prime CarCare Group, which operates 142 franchise locations in Canada



Design, manufacture and marketing of rides based on a multi-sensorial experience

- > Overall investment of \$40 million
- > To further its international growth

LA CAISSE'S ACHIEVEMENTS IN QUÉBEC

A LEADER IN QUÉBEC REAL ESTATE

Through its two subsidiaries, Ivanhoé Cambridge and Otéra Capital, la Caisse plays a leading role in Québec's real estate sector. Their investments and activities generate important economic benefits for cities and for Québec as a whole.

As at December 31, 2016, la Caisse's real estate assets in Québec, as detailed in Table 28, totalled \$10.5 billion. The 10 largest real estate investments in Québec are presented in Table 29 on page 65.

IVANHOÉ CAMBRIDGE

Ivanhoé Cambridge, a world-class real estate company, is a leader in Québec's office building and shopping centre sector. As at December 31, 2016, it owned 27 buildings in Québec with a total value of \$6.2 billion. These holdings include eight shopping centres, eight office buildings, three luxury hotels and a residential complex. In all, its Québec portfolio reaches 11.9 million square feet of space (1.1 million square metres).

During the year, Ivanhoé Cambridge continued to implement its plan for downtown Montréal, which included:

- the ongoing construction of Maison Manuvie, a 27-storey building scheduled to open in fall 2017, and where a second major tenant – the firm EY – signed a lease in 2016;
- the ongoing revitalization of Fairmont The Queen Elizabeth, a project valued at more than \$140 million, which will transform the experience for guests of this world-renowned hotel;

- the opening of Au Sommet Place Ville Marie, an entertainment and dining destination on the top floors of 1 Place Ville Marie.

A partnership with Claridge was also launched to invest around \$100 million, alongside private property developers, in mid-sized real estate projects in the Greater Montréal area.

In Québec City, Ivanhoé Cambridge finished modernizing the Laurier Québec shopping centre and continued to upgrade Place Ste-Foy, including the addition of two multi-level parking facilities. Phase 1 of the Quartier QB residential complex was also delivered, while construction on Phases II and III continued to progress. Once finished, the project will offer more than 680 rental units. Finally, a \$44-million modernization project was launched in Sherbrooke at Carrefour de l'Estrie.

OTÉRA CAPITAL

Otéra Capital, one of Canada's leading mortgage lenders, is highly present in Québec, where it managed assets totalling \$4.3 billion as at December 31, 2016. Otéra Capital finances more than 300 commercial buildings across Québec. In 2016, the company granted some 30 new loans and refinancings.

TABLE 28

REAL ESTATE ASSETS AND COMMITMENTS IN QUÉBEC (as at December 31 – in millions of dollars)

	2016			2015		
	Assets	Undisbursed commitments	Assets and undisbursed commitments	Assets	Undisbursed commitments	Assets and undisbursed commitments
Shopping centres	3,235	98	3,333	3,458	56	3,514
Offices	4,631	195	4,826	4,459	264	4,723
Residential	612	297	909	415	227	642
Other	2,047	118	2,165	1,982	153	2,135
Total	10,525	708	11,233	10,314	700	11,014

AN INNOVATIVE MODEL FOR PUBLIC INFRASTRUCTURE PROJECTS

Created in 2015 as a unique model to finance and carry out public infrastructure projects, CDPQ Infra, a subsidiary of la Caisse, announced its first public transit project in the Greater Montréal area in April 2016.

The objective of this integrated system is to link downtown Montréal to the South Shore, the West Island, the North Shore and the airport. The Réseau électrique métropolitain (REM), which will span 67 kilometres and include 27 stations, will provide service 20 hours a day, seven days a week.

PROJECT PROGRESS

During the year, CDPQ Infra conducted an extensive public consultation exercise comprised notably of some 100 meetings with nearly 300 representatives from a variety of organizations, as well as a dozen open house events attended by more than 3,000 people.

As a result of these consultations, significant optimizations were made to the project:

- the addition of three stations in downtown Montréal (Édouard-Montpetit, McGill and Bassin Peel), connecting the REM to the Blue, Orange and Green métro lines;

- agreement with CN to acquire an aerial structure to enable the use of elevated tracks and preserve heritage buildings in Griffintown;
- changes to the route to preserve natural areas in Sainte-Anne-de-Bellevue and Des Sources nature park.

CDPQ Infra also launched the request for qualification process, at the end of which five consortia qualified: two for the infrastructure engineering, procurement and construction component and three for the supply of rolling stock, systems and operation, and regular and long-term maintenance of the infrastructure and certain assets.

At the beginning of 2017, the Bureau d'audiences publiques sur l'environnement (BAPE) released its report. At the end of March, the government of Québec has committed for \$1.28 billion to become a minority shareholder in the project. Construction of the REM is expected to begin in 2017, and the first trains should be in operation by the end of 2020.

TABLE 29

TOP 10 QUÉBEC INVESTMENTS – REAL ESTATE (as at December 31, 2016)

Montréal Eaton Centre, Montréal
 Édifice Jacques-Parizeau, Montréal
 Fairmont Le Château Frontenac, Québec City
 Fairview Pointe-Claire, Pointe-Claire
 Galeries d'Anjou, Montréal
 Laurier Québec, Québec City
 Le 1000 De La Gauchetière, Montréal
 Place Ste-Foy, Québec City
 Place Ville Marie, Montréal
 Rockhill, Montréal

LA CAISSE'S ACHIEVEMENTS IN QUÉBEC

AN ESSENTIAL FINANCING ROLE IN QUÉBEC

La Caisse plays a key financing role in Québec. Participating in numerous growth projects in the private sector and therefore has concrete impact on Québec economic growth.

In recent years, la Caisse has been very active in the private financing market and is continuing to increase its activities in this sector. Such initiatives offer attractive returns over the long term and above all help strengthen economic activity in Québec, as private businesses fuel economic growth.

La Caisse is a longstanding partner of many Québec companies, both public and private. Over the years, it has contributed to several projects that have enabled these companies to grow in local and international markets.

La Caisse is also a major holder of Québec bonds in the public sector, such as those issued by the Government of Québec, crown corporations, municipalities and para-governmental organizations. In 2016, in an environment where interest rates were at their lowest and bond yields at a much lower level than the other asset classes, la Caisse reduced its exposure to bonds from developed countries as part of its global investment strategy. This resulted notably in a reduction in its Québec bond position.

As at December 31, 2016, la Caisse's total assets in Québec private- and public-sector bonds stood at \$30.4 billion, as detailed in Table 30.

TABLE 30

ASSETS IN QUÉBEC – CORPORATE SECURITIES AND BONDS (as at December 31 – in billions of dollars)

	2016	2015
Private sector: corporate securities	8.5	6.5
Québec public sector		
Government of Québec	16.1	19.5
Hydro-Québec	4.5	4.5
Other crown corporations	1.1	1.3
Municipalities and para-governmental corporations	0.2	0.9
Subtotal	21.9	26.2
Total	30.4	32.7

ESPACE CDPQ: AN INVESTMENT AND DEVELOPMENT HUB FOR ENTREPRENEURS

Unique in Québec, Espace CDPQ is a hub for partnership and collaboration, focused on one ambition: to accelerate the growth and globalization of Québec SMEs. Their objective is to pool their networks, expertise and resources to benefit Québec businesses.

Announced by la Caisse in 2015 and inaugurated in 2016 at Place Ville Marie, Espace CDPQ brings together under one roof several key organizations active in the development and financing of SMEs to break down silos and promote collaboration. Its financing component is comprised of multidisciplinary and complementary investment firms, including Fonds Espace CDPQ, a \$50-million fund set up by la Caisse. Other partners offer development and training to growing companies.

A FIRST YEAR OF OPERATION

Five partners moved to Espace CDPQ upon its launch: the new Montréal campus of École d'Entrepreneurship de Beauce (EEB), the new intrapreneurial initiative of the Business Families Foundation and investment funds Brightspark Ventures, White Star Capital and OpenText Enterprise Apps Fund (OTEAF). Within just a few months, the new synergy created by the presence of these organizations generated concrete results:

- a co-investment by Brightspark Ventures and Fonds Espace CDPQ to fuel the international growth of Hopper, a mobile app that analyzes and predicts airfares;
- a co-investment by Clearspring fund and la Caisse in Demers Ambulances to strengthen the company's market share in Canada and its international growth;

- the creation of a unique event that brought together the investment funds located at Espace CDPQ and more than 50 new entrepreneurs at WeWork in order to build business relationships and identify tomorrow's leaders;
- the launch by EEB of a program for growing technology companies, developed in collaboration with specialists at Espace CDPQ, including iNovia and Fonds Espace CDPQ.

In addition, two investments were made by Fonds Espace CDPQ, one in Felix & Paul Studios, a firm specializing in cinematic virtual reality, and the other in Netlift, a mobile car-sharing and carpooling app.

Following the work to develop office space at Espace CDPQ, which was underway during the year, the remaining partners are expected to move in by the end of April 2017: QG100 Network, commercialization firm Univalor, private equity association Réseau Capital, and the investment funds Clearspring Capital Partners, iNovia Capital, Angés Québec and Angés Québec Capital, as well as two new investment fund partners, 500 Startups and XPND.

In all, 15 partner tenants – 10 investors and five development and training organizations – will come together at Espace CDPQ. The synergy generated by this community, in addition to driving the growth and globalization of promising Québec companies, will be a source of potential investments for la Caisse.

PARTNERS ESTABLISHED AT ESPACE CDPQ IN 2016



LA CAISSE'S ACHIEVEMENTS IN QUÉBEC

INSPIRE A STRONG ENTREPRENEURIAL CULTURE IN QUÉBEC

To build sustainable growth in the Québec economy, it is essential to empower the next generation of companies, helping them reach their full potential. This is why la Caisse created partnerships aimed at launching concrete initiatives to promote entrepreneurship.

DEVENIR ENTREPRENEUR

Launched in October 2015 by la Caisse, Desjardins Group and National Bank, this entrepreneurship awareness initiative continued its activities in 2016. A communication campaign was deployed: visual advertising in 37 CEGEPs and 12 universities in Québec and regular content posting on social media and the devenirentrepreneur.com website. This web platform, which attracted more than 80 entrepreneurs and 200,000 visitors in one year, won a Boomerang award recognizing the best digital achievements.

ENTREPRENDRE C'EST APPRENDRE

Designed to promote entrepreneurial-oriented educational activities, the "Entreprendre c'est apprendre" toolbox enabled numerous elementary and high school teachers to help students learn through entrepreneurship. More than 46 entrepreneurial projects were carried out in schools across Québec and are posted on entreprendrecestapprendre.com, an offshoot of devenirentrepreneur.com.

In collaboration with OSEntreprendre, the first edition of the Semaine des entrepreneurs à l'école was also held. During the week, 66 entrepreneurs gave 87 talks to more than 3,600 students aged 12 to 17 in five regions of Québec.

INITIATIVES TO STIMULATE ENTREPRENEURSHIP

**devenir
entrepreneur**

**entreprendre
c'est apprendre**

semaine
des **entrepreneurs**
à l'école

A LEADER IN QUÉBEC'S FINANCIAL INDUSTRY

Through the very nature of its operations, la Caisse plays a major role in the Québec financial industry. It also facilitates the emergence of new financial leadership by developing a pool of qualified experts.

Over the years, la Caisse has developed partnerships with large universities in Québec to meet the needs of the financial sector. This collaboration involves funding for research chairs and the creation of training programs. In 2016, for example, la Caisse and Université Laval introduced the Académie de la relève entrepreneuriale CDPO, a one-year training program that focuses on the everyday reality of an entrepreneur. The program provides selected candidates with access to professional tools and a network of key organizations, partners and entrepreneur-advisors to help them develop advanced entrepreneurial skills and achieve their business projects.

The following are more examples of la Caisse's collaboration with the university community:

- CDPO-HEC Montréal International Growth of SMEs Program;
- The Caisse de dépôt et placement du Québec Research Chair in Portfolio Management at École des sciences de la gestion at Université du Québec à Montréal (ESG UQAM);
- The Caisse de dépôt et placement du Québec Research Chair in Actuarial Management of Asset Risks at Université Laval;
- Study on responsible investment at Université de Sherbrooke;
- Study on responsible investment at Concordia University;
- Sustainable Investment Professional Certification Program at the John Molson School of Business at Concordia University.

COLLABORATION WITH THE FINANCIAL SECTOR

La Caisse plays an active role in Finance Montréal, an organization that aims to strengthen Québec's financial sector. For example, it helped establish the International Pension Conference of Montréal, whose fourth edition was held in 2016. As part of the program of structured, supervised internships for finance students, established in collaboration with Finance Montréal, la Caisse hired 31 interns in 2016, for a total of 104 since the program was created in 2011.

STRENGTHENING THE VITALITY OF SEVERAL SECTORS

In conducting their activities, la Caisse and its subsidiaries use the services of many Québec companies in the financial sector and a variety of other domains. In fact, their operations require more than 2,000 Québec suppliers, including banks and brokers who handle many of the daily banking transactions. In 2016, la Caisse and its subsidiaries spent more than \$800 million in Québec.

As stipulated in its Policy on Contracts for the Acquisition or Leasing of Goods and Services, la Caisse favours Québec suppliers, provided they satisfy its cost and quality criteria.

Responsible Investment

RESPONSIBLE INVESTMENT REPORT

The responsible investment policy describes la Caisse's approach, which is focused on the following two areas: integration of ESG (environmental, social and governance) criteria into the investment analysis or review process, and shareholder engagement, which includes voting at shareholder meetings.

This report provides a summary assessment of the activities carried out in 2016. For a detailed description of our approach and policy, please consult the Caisse website.

Highlights

1

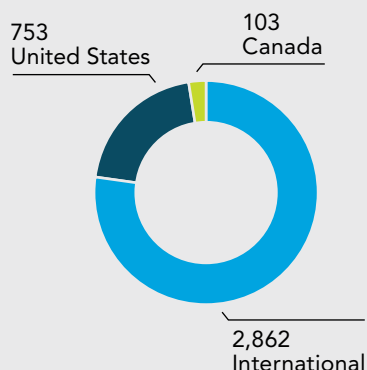
In 2016, a specific review of ESG factors was conducted for 138 companies in the portfolio.

2

La Caisse's shareholder engagement involved 133 companies.

3

As at December 31, 2016, la Caisse had exercised its voting rights at 3,718 shareholder meetings.



INTEGRATION OF ESG CRITERIA

Integrating ESG criteria in the various asset classes is important because la Caisse is a long-term investor. When la Caisse makes an active-management decision, these factors are reviewed as part of a comprehensive analysis of the investment. La Caisse is actively improving its processes and, more generally, promotes responsible investment and the use of ESG criteria in the investment community.

Examples of actions taken by la Caisse in 2016

- Fundamental analyses that draw up ESG profiles were conducted on 46 companies for both public markets and private equity. Fundamental analyses and more summary analyses of ESG criteria have also been performed on 92 companies in the corporate debt portfolio.
- Participated in various conferences and responsible investment groups, allowing la Caisse to work closely with its peers and organizations on specific issues. La Caisse is a member of the following groups: the Canadian Coalition for Good Governance (CCGG), PRI (Principles for Responsible Investment), the Pension Investment Association of Canada (PIAC), the Carbon Disclosure Project, the Coalition for Environmentally Responsible Economies, and the International Corporate Governance Network.

- Participated in an annual conference organized by the PRI Québec network.
- Participated in Québec's FSI (Finance and Sustainability Initiative) – PRI Competition and Scholarship for Best Research on Responsible Investment.

SHAREHOLDER ENGAGEMENT

La Caisse's shareholder engagement takes different forms:

- The exercise of voting rights at shareholder meetings and participation in consultations held by Canadian securities authorities.
- Collaboration with portfolio managers, which led to 69 commitments with 49 companies held in the actively managed portfolio.
- A mandate awarded to a specialized firm to carry out shareholder engagements with growth-market companies whose securities are managed on an indexed basis. This firm secured commitments with 84 companies in 2016.

Shareholder engagement topics

Compensation program, advisory votes and governance

La Caisse believes executive compensation should be aligned with a company's results, so it reviews compensation programs as a function, most notably, of the link between compensation and the company's performance. La Caisse also carefully reviews governance issues so that it can take action when companies fail to adopt best practices, whether such practices involve the composition of the board of directors and its committees, diversity, the annual election of directors, or the share-capital structure.

Examples of actions taken by la Caisse in 2016

- Held meetings with officers and directors to discuss compensation programs, comparisons of such programs with those of peers in the same industry, advisory votes, the granting of special bonuses, the composition of the board of directors, the length of mandates and the composition of advisory committees.
- Participated in meetings organized by the Canadian Coalition for Good Governance along with board members of certain Canadian companies.
- Participated in consultations carried out by compensation experts on the topic of best practices.
- Took part in the work of regulatory authorities on the proxy voting infrastructure.

RESPONSIBLE INVESTMENT REPORT

SHAREHOLDER ENGAGEMENT (CONTINUED)

Shareholder engagement –
Environmental and social issues

Environmental and social issues are important because they may have financial consequences for a company and its shareholders and may also affect its reputation. In addition, issues concerning climate change and greenhouse gas emissions are playing an increasingly larger role.

Examples of actions taken by la Caisse in 2016

- Co-signed, with several international peers, a shareholder proposal submitted in three companies (Anglo American, Glencore PLC and Rio Tinto – UK and Australia) requiring better disclosure of several issues beginning in 2017, including management of greenhouse gas emissions and the resilience of their asset portfolios to low-emission scenarios. The three companies agreed to these proposals.
- Supported 45 shareholder proposals on environmental subjects, including 21 reporting on climate change and the related financial risks, nine reporting on and disclosing reductions in greenhouse gas or methane emissions, and 15 on the environment and sustainable development reports.
- Participated in consultations led by the Task Force on Climate-related Financial Disclosures, instituted by the Financial Stability Board.
- Analyzed and integrated a company's carbon emissions, when the data was available, into the ESG profiles for investments in the portfolio.
- Participated in a working group made up of many investors to discuss the methodology used to calculate a portfolio's carbon footprint.
- Updated the list of la Caisse's low-carbon investments on the Low Carbon Investment Registry site, an initiative of the Global Investor Coalition on Climate Change.
- Supported the Carbon Disclosure Project, which sends companies a questionnaire asking them to disclose information on their approach to managing climate change and greenhouse gas emissions.
- Participated in the CDP Water Disclosure Project, an initiative that underscores the importance of water and addresses the issue through discussions with companies.
- Supported the Extractive Industries Transparency Initiative (EITI), an organization that fights corruption by encouraging countries at greater risk to implement measures that ensure transparent disclosure of revenues from natural resources.
- Participated in a committee of the Canadian Coalition for Good Governance that is examining how to include environmental and social issues in addition to governance issues.

Shareholder engagement – Exercising proxy voting rights

La Caisse exercises its voting rights at the shareholder meetings of the companies in its portfolio in accordance with its policy on exercising voting rights. La Caisse's votes are public and may be consulted on its website.

- As at December 31, 2016, la Caisse had exercised its voting rights in 3,718 shareholder meetings, representing 40,077 resolutions. These votes can be broken down as follows: 103 shareholder meetings of Canadian companies, 753 of U.S. companies and 2,862 for companies from outside North America.
- Out of all the votes, 11.1% were against management proposals. The principal subjects concerning positions conflicting with the management of companies were the advisory vote on compensation (e.g. Magna International, Canadian Pacific Railways, Goldman Sachs and Walt Disney) and the election of non-independent directors (e.g. Hershey Corporation and Viacom).
- Furthermore, la Caisse generally supports proposals by shareholders when they are appropriate for the company. These proposals concern, among other things, allowing shareholders to propose candidates for the position of director (e.g. Apple, Netflix and WEC Energy), the company's obligation to disclose information on the reduction of greenhouse gas emissions (e.g. Emerson Electric and Nucor) and the financial risks related to climate change (e.g. Exxon Mobil, AES and Nextera).

SUSTAINABLE DEVELOPMENT REPORT

2016-2018 ACTION PLAN

In 2016, la Caisse published the third edition of its Sustainable Development Action Plan, which comprises 26 actions to be carried out over three years. These actions are intended as responses to five out of the eight major government sustainable development priorities. With this new Action Plan, la Caisse plans to generate positive and sustainable social and environmental impacts.



OBJECTIVE / Strengthen ecoresponsible practices in public administrations

ACTIONS

Take ecoresponsible actions related to current operations in the management of material resources

- A selection criterion was added regarding environmental performance when looking for office space. The desired performance level is a LEED® certification or any other, similar environmental certification.

Apply best practices in the management of material resources and waste

- Two objectives were defined to increase the waste diversion rate in Canadian properties managed by Ivanhoé Cambridge: to obtain a diversion rate of 60% or better by 2020 and, for Édifice Jacques-Parizeau, to obtain a diversion rate higher than the average for the properties managed. Ivanhoé Cambridge is on track to attaining these objectives.

Encourage the adoption of ecoresponsible records management practices

- Deployment of the Information Management and Security program, which seeks to implement good practices while mitigating the operational risks inherent in records management.

- Reduction in document storage by 415 boxes.
- Deployment of initiatives to inform employees on records management, including through articles published on the intranet, distribution of a checklist and training on records management given at orientation sessions for new employees.

Foster sustainable mobility among employees

- Dissemination of videos on Caisse employees who use active means of transportation such as biking and walking.

Carry out ecoresponsible construction, renovation and leasehold improvement projects

- Ivanhoé Cambridge encourages ecoresponsible practices in its building management: environmental certifications were renewed in 2016 in 86% of the properties it manages, and 81% had at least one environmental certification.

Improve ecoresponsible management of la Caisse's IT infrastructure

- Integration of five sustainable development indicators into the monitoring of IT infrastructure management.
- All the computer hardware bought in 2016 complied with environmental and energy efficiency standards (Energy Star and EPEAT Gold).

Adopt best practices in the organization of ecoresponsible events at la Caisse

- Training provided to employees on how to organize ecoresponsible events.



OBJECTIVE / Optimize the generation of different forms of renewable energy for the benefit of Québec society as a whole

ACTION

Carry out projects that will optimize the generation of different forms of renewable energy

- Carry out a feasibility study on the installation of solar panels on one of the commercial properties managed by Ivanhoé Cambridge.



OBJECTIVE / Build on the recognition, development and maintenance of skills, particularly the skills of the most vulnerable people

ACTION

Foster access to work for the most vulnerable people

- Support for several organizations that help the homeless, including the Refuge des jeunes, the Old Brewery Mission, Le Chaînon, Accueil Bonneau, the Maison Marguerite and the Women's Centre of Montréal.



OBJECTIVE / Continue developing sustainable development knowledge and skills

ACTION

Generate interest among employees and develop their knowledge on sustainable development

- Articles on different sustainable development topics were published on la Caisse's intranet, including "A Tree for my Neighbourhood" and "J'embarque!", a sustainable mobility campaign based in Québec City.



OBJECTIVE / Encourage the development of green and responsible business practices and models

ACTIONS

Encourage Québec companies to develop or continue pursuing an approach to sustainable development

- Sponsorship of SVX/Impact8, a support and acceleration program for social businesses with a high potential, and the hosting of the first Impact8 cohort in the offices of la Caisse.

Help increase the number of businesses that have launched a sustainable development initiative

- Adoption of a lease that integrates ecoresponsible practices for all new lessees in Canadian office buildings managed by Ivanhoé Cambridge.



OBJECTIVE / Foster investment and financial support for the transition to a green and responsible economy

ACTION

Promote responsible investment

- Participation by la Caisse in more than five events, including the Colloque québécois de l'investissement responsable, organized by the Réseau PRI Québec, and presentation of a scholarship for the best academic research on responsible investment as part of a competition organized by the Finance and Sustainability Initiative (FSI) and PRI Québec.

SUSTAINABLE DEVELOPMENT REPORT



OBJECTIVE / Strengthen access to and participation in cultural life as a lever of social, economic and regional development

ACTIONS

Give visibility to Québec arts and culture by promoting la Caisse's art collection and making it accessible

- Organization of 10 guided tours of the collection for employees and certain external groups.
- Luncheon conference by David Altmejd, Québec sculptor, given to 60-some employees.
- Action plan for the conservation of photographic works in the collection.

Raise awareness of Québec's cultural heritage among national and international partners

- Installation of works by Québec artists in la Caisse's offices in New York, Singapore and Sydney.

Acknowledge the role played by arts and culture as a vehicle of democracy

- La Caisse's artwork committee met three times in 2016.

Improve the cultural quality of people's lives by judiciously showcasing and protecting Québec's cultural heritage, and through a significant presence of distinctive public art, architecture, design and landscapes.

- Ivanhoé Cambridge partnered with Art Souterrain, the Montréal contemporary art festival, which showcases contemporary artists and their work in public spaces in Montréal's underground passages. Ivanhoé Cambridge developed an interactive itinerary of over 20 works of art.
- Ivanhoé Cambridge partnered with the McCord Museum to showcase architectural heritage by participating in the museum's "MTL Urban Museum" project. A mobile app was developed to show the history and evolution of Montréal's architectural heritage.

- Ivanhoé Cambridge partnered with the Pointe-à-Callières museum to help develop the Montréal Museum of Archeology and History.
- Inauguration of the Au Sommet Place Ville Marie observation deck, in June 2016.
- Illumination of Place Ville Marie every evening since December 2016 as part of the celebrations surrounding Montréal's 375th anniversary.



OBJECTIVE / Strengthen the use of sustainable development principles by government departments and organizations

ACTIONS

Improve the integration of sustainable development principles in la Caisse's activities

- Garth Lentz, photographer, presented an exhibition of his photographs on the impacts of certain activities on the environment to a select group of employees.

Develop the next generation of business leaders by fostering access to knowledge

- 31 intern analysts were hired in 2016 and 46 students were hired during the summer.
- Activities were organized to enhance la Caisse's internship program: five presentations in universities and the creation of a network of promising candidates on LinkedIn.

Promote the visibility and representation of women in all of la Caisse's activities

- Training was given in several units of la Caisse on biases during the hiring process.
- Six Caisse employees and six Ivanhoé Cambridge employees participated in L'effet A's Défi 100 jours pilot project.
- La Caisse's partnership with Women in Capital Markets led to the registration of 20 Caisse women employees, who received greater visibility in international capital markets.



OBJECTIVE / Conserve and promote biodiversity, ecosystems and ecological services by improving society's actions and practices

ACTION

Sustainably restore, adapt and promote ecosystems and foster their diversity

- A team of Ivanhoé Cambridge employees participated in a greening project on Mount Royal organized by Les amis de la montagne.



OBJECTIVE / Build on and enhance the activities of community organizations and social economy businesses that contribute to inclusion and to reducing inequality

ACTION

Promote the Initiative Collectivité, which fosters and recognizes employees' involvement in the community

- 34 employees involved in not-for-profit organizations received support from la Caisse. This took the form of donations to their organizations.
- As part of a pilot project, 8 corporate volunteer activities were organized involving close to 80 employees. The organizations supported by Centraide received 320 hours of volunteer services provided by Caisse employees.



OBJECTIVE / Cooperate nationally and internationally in sustainable development initiatives, in particular in the Francophonie

ACTIONS

Participate in collective responsible investment initiatives with other investors or groups in the financial community

- La Caisse participated in 15 activities related to responsible investment issues, including the signing of a statement on integrating ESG into credit assessments.
- Continuous monitoring of initiatives or consultations organized by several organizations, including the PRI, PRI Québec, the Financial Stability Board, the OECD, the Coalition for Environmentally Responsible Economies and the Securities and Exchange Commission.

Participate in group initiatives with other industry stakeholders and take part in various sustainable development affiliations

- Participation by Ivanhoé Cambridge along with various other organizations including the Canada Green Building Council and BOMA Québec.
- Participation by Ivanhoé Cambridge representatives on the sustainable development committees of organizations such as the Real Property Association of Canada, the International Council of Shopping Centers, the Conseil patronal de l'environnement du Québec, the Canada Green Building Council and BOMA Québec.

COMPLIANCE

The compliance activities of la Caisse include most notably ensuring adherence to the depositors' investment policies and the portfolios' investment policies, as well as to the Code of Ethics and Professional Conduct.

Highlights

1

A review of the compliance monitoring process was carried out following the implementation of a new fixed-income portfolio offering and dynamic currency management.

2

Various activities continued to raise employee awareness of the Code of Ethics and Professional Conduct.

3

The system for pre-approval of personal transactions was also adapted to provide access by employees in the institution's international offices.

INVESTMENT POLICIES

Programs are in place to certify compliance with depositors' investment policies and the portfolios' investment policies. Certificates of compliance with these policies were issued to depositors twice in 2016, as of June 30 and December 31. In addition, given the implementation of a new fixed-income portfolio offering and dynamic currency management on January 1, 2017, work was carried out to ensure that the relevant information would be available in the systems to ensure compliance in the specialized portfolios and management mandates.

CODE OF ETHICS AND PROFESSIONAL CONDUCT

Compliance with the Code of Ethics and Professional Conduct for Officers and Employees is essential. At the beginning of each year, all employees must complete declarations on compliance with the Code and the holdings in their personal portfolios. They are also obliged to report any situation where they have reason to believe that there has been a breach of the Code or any Caisse policy. In 2016, la Caisse carried out several activities to make employees aware of various aspects of the Code, and gave specific training on preventing and detecting fraud and corruption. All new employees must take this training in addition to their training on the Code. Furthermore, articles on ethics were published in the internal employee newsletter throughout the year to remind them of appropriate behaviour to adopt in situations involving ethics and professional conduct. Lastly, the system used to pre-approve personal transactions was adjusted and deployed for use by employees in the institution's international offices.

The Code of Ethics and Professional Conduct for Officers and Employees is available on the Caisse website (www.cdpq.com), under the Governance tab.

ACCESS TO INFORMATION

La Caisse processes requests for access to documents in accordance with the Act respecting access to documents held by public bodies and the protection of personal information (the Access Act). In 2016, la Caisse processed 40 requests for document access, of which 26 were for la Caisse and 14 were for CDPQ Infra. All of the requests were handled within the legally prescribed time limit. Of these 40 requests, 25 were accepted, 11 were accepted in part, 1 was referred to another entity and 3 were declined. The requests received concerned, in particular, amounts spent on donations and sponsorships, contracts with IT consultants and external resources, documents on certain specific investments, studies and documents concerning the Réseau électrique métropolitain (REM), and several other subjects of an administrative or budgetary nature. No request was subject to an application for review by the Commission d'accès à l'information. Responses to requests for access are available on the Caisse website.

Lastly, in accordance with the Regulation respecting the distribution of information and the protection of personal information, la Caisse publicly posts on its website the specific information covered by this regulation: leases, training contracts, advertising and promotion contracts, mobile telecommunications contracts, training expenses, travel expenses (total), and the CEO's travel expenses, official expenses and executive vehicle expenses.

LANGUAGE POLICY

La Caisse complies with the requirements of the charter of the French language and its own language policy, which stipulates French as the daily language of work for all employees in its offices in Québec. La Caisse considers the quality and use of French in its spoken and written communications to be of paramount importance.

To this end, la Caisse provides its employees with various useful tools that contribute to correct French usage, as well as a number of reference works, including a lexicon that it compiled to define terms specific to its investment activities.

In 2016, the internal employee newsletter regularly published articles on the proper use of expressions and idioms. The articles also encouraged employees to use the tools and references available on the website of the Office québécois de la langue française, as well as the other language tools available to them.

In 2016, la Caisse again took part in the Francofête festivities, organized by the Office québécois de la langue française, from March 12 to 20. The event featured initiatives such as a quiz and articles on the quality and use of French. In addition, the third annual edition of the Dictée de la Caisse was held in November 2016 as part of the initiatives to make employees more aware of the quality of French in the workplace.

The language committee met twice in 2016. The committee is made up of key persons from various units of the organization.

COMPLAINT MANAGEMENT

La Caisse has designated M^e Ginette Depelteau, Senior Vice-President, Compliance and Responsible Investment, to receive complaints and analyze them with all due attention. Complaints may be addressed to her by phone (514 847-5901), fax (514 281-9334) or email (gestiondesplaintes@cdpq.com).

Reports of the Board of Directors and Board Committees

BOARD OF DIRECTORS' REPORT

Highlights

1

Reviewed and approved the 2017-2020 strategic priorities for the investment groups and the administrative groups at la Caisse.

2

Approved investment proposals under the Board's authority, paying attention most notably to the impact of each one on the level and concentration of risk of the specialized portfolio in question and of la Caisse's overall portfolio.

THE BOARD OF DIRECTORS

MANDATE

The mandate of the Board of Directors includes ensuring that la Caisse is managed in compliance with the provisions of its incorporating Act and regulations and that it takes the necessary steps to attain the objectives stated in its mission.

For a full description of the mandate of the Board of Directors, consult the Governance section of the Caisse website (www.cdpq.com).

COMPOSITION

As at December 31, 2016, the Board consisted of 14 members out of a maximum of 15. In 2016, the Government of Québec, after having consulted with the Board, appointed two new members to the Board: Michel Després, President and Chief Executive Officer of Retraite Québec, as a non-independent member, and Wendy Murdock, Corporate Director, as an independent member. The government also renewed the mandate of Jean La Couture as an independent member and, in early 2017, renewed the mandate of three independent directors: Elisabetta Bigsby, Gilles Godbout and François Joly. It also appointed Maryse Bertrand, Corporate Director, as an independent member.

DIRECTOR COMPENSATION

The compensation of la Caisse's directors, other than the Chair and the President and Chief Executive Officer, is determined by an order-in-council of the Government of Québec. Their compensation for 2016 is provided in Table 32 on page 85. The directors are also entitled to be reimbursed for their travel and per diem expenses.

COMPENSATION OF THE CHAIR OF THE BOARD

The annual compensation of the Chair of the Board is set at \$195,000 by an order-in-council of the Government of Québec. The Chair is also entitled to be reimbursed for representation expenses related to the duties of his position, to a maximum of \$15,000 a year.

TABLE 31

DIRECTOR ATTENDANCE AT BOARD AND COMMITTEE MEETINGS IN 2016¹

Directors	Board of Directors		Audit Committee	Investment and Risk Management Committee	Human Resources Committee		Governance and Ethics Committee
	6 reg.	2 spec.	6 reg.	6 reg.	7 reg.	1 spec.	5 reg.
Elisabetta Bigsby	6	1	–	2/2	7	1	–
Bertrand Cesvet	6	1	–	–	3/4	1	–
Patricia Curadeau-Grou	6	2	–	6	–	–	–
Michèle Desjardins	1/1	–	–	–	2/2	–	0/1
Michel Després	5/5	2	–	–	–	–	–
Rita Dionne-Marsolais	6	2	6	–	–	–	4
Gilles Godbout	6	2	5	6	–	–	–
Norman Johnston	1/1	–	–	–	–	–	–
François Joly	6	2	6	6	3/3	–	–
Jean La Couture	6	2	–	6	–	–	–
Diane Lemieux	6	2	–	–	–	–	–
Wendy Murdock	4/5	2	–	3/4	–	–	–
François R. Roy	6	2	6	2/2	–	–	3/3
Michael Sabia	6	2	–	–	–	–	–
Ouma Sananikone	5	2	–	–	6	1	5
Robert Tessier	6	2	–	–	7	1	5

1. Directors justify their absences from regular meetings of a Committee or the Board to la Caisse's Secretariat. During 2016, directors were not able to attend certain meetings, due mainly to health reasons or to obligations related to family or work commitments.

TABLE 32

COMPENSATION PAID TO INDEPENDENT DIRECTORS
UNDER ORDER-IN-COUNCIL¹

(in dollars)

Directors	Annual compensation	Compensation as Committee Chair	Attendance fees	Total compensation
Elisabetta Bigsby	18,291	5,716	15,426	39,433
Bertrand Cesvet	18,291	–	9,427	27,718
Patricia Curadeau-Grou	18,291	–	11,141	29,432
Michèle Desjardins	4,573	–	2,571	7,144
Rita Dionne-Marsolais	18,291	–	11,976	30,267
Gilles Godbout	18,291	–	8,505	26,796
François Joly ²	18,291	5,716	25,710	49,717
Jean La Couture	18,291	5,716	12,855	36,862
François R. Roy	18,291	–	16,283	34,574
Wendy Murdock	13,970	–	5,999	19,969
Ouma Sananikone	18,291	5,716	18,854	42,861
Total				344,773

1. In accordance with the terms of the Order-in-Council:

- The attendance fee for each special or short Board or Committee meeting, held by conference call, is half of the attendance fee allowed for a regular meeting.
- Members who are retired from the public sector receive total reduced compensation.

2. This director received attendance fees for attending Audit Committee meetings of la Caisse's real estate subsidiaries.

BOARD OF DIRECTORS' REPORT

ACTIVITY REPORT

Strategic directions

In 2016, la Caisse's strategic directions were in line with the ones previously adopted by the Board. These orientations are intended to generate stable returns, while remaining focused, among other things, on increased absolute-return management, investing in assets tied to the real economy, the impact in Québec, and la Caisse's increased footprint in global markets, particularly in growth markets. To achieve these objectives, it was established that la Caisse must notably continue to be ambitious and selective in its deployment of capital in less-liquid assets and adapt the Fixed Income strategy, while maintaining a reasonable level of risk-taking.

Accordingly, the Board:

- regularly monitored the results and risks associated with the strategies, at each step in their deployment;
- alongside senior management, reviewed various economic and financial scenarios that could have an impact on how la Caisse's strategy evolves;
- reviewed and approved, in line with the previous plan, the strategic priorities for 2017-2020 of each investment group, including the real estate subsidiaries and the CDPQ Infra subsidiary, and of each administrative group;
- monitored the deployment of the Fixed Income unit's new investment strategy.

The Board also adopted la Caisse's business plan and annual budget and received regular progress reports from senior management.

Financial results, internal controls and management systems

With assistance from the Audit Committee, the Board fulfilled its responsibilities with respect to financial results and internal controls, notably by:

- reviewing the quarterly financial statements and approving the consolidated financial statements as at June 30 and December 31;
- evaluating the integrity of all controls applied to data used to prepare the financial statements and related notes;

- reviewing the returns of the investment units and approving the news releases announcing the annual financial results and the semi-annual update;
- reviewing and approving la Caisse's Annual Report;
- approving the revision of the financial disclosure policy;
- reviewing and approving delegations of authority.

See the Report of the Audit Committee on page 88 for more information on the responsibilities discharged by the Committee and the Board.

Investment and risk management

Assisted by the Investment and Risk Management Committee, the Board ensured that an effective and rigorous risk management framework and the related processes were applied throughout the year. As such, the Board:

- approved, on the Committee's recommendation, investment proposals under its authority, taking into account, among other things, the impact of each one on the level and concentration of risk of the specialized portfolio in question and of la Caisse's overall portfolio;
- approved the investment policies of the Rates and the Credit portfolios and amendments to the investment policies of certain other specialized portfolios;
- approved the policy on dynamic currency management;
- approved limits on market risk and the objectives for la Caisse's overall portfolio and for each of the specialized portfolios and major mandates, as well as the limits placed on the use of derivative financial instruments and the limits on overall concentration at la Caisse;
- approved liquidity risk oversight and ensured that la Caisse's overall strategy for managing this risk was followed;
- reviewed all information management security processes, including matters of cybersecurity.

For all the activities of the Board and the Investment and Risk Management Committee, see the Report of the Investment and Risk Management Committee on page 108.

Corporate governance

The Board met in the absence of members of senior management and held discussions with the President and Chief Executive Officer in the absence of other members of senior management. It also received an activity report from each committee at each meeting, so that it could review and express an opinion on their recommendations. In addition, on the recommendation of the Governance and Ethics Committee, the Board:

- evaluated its own operations and that of its committees as well as the performance of each chair;
- reviewed the composition of its committees;
- approved the expertise and experience profile of each of its independent members;
- reviewed the donations and sponsorships policy;
- approved the amendments in la Caisse's Code of Ethics and Professional Conduct for Officers and Employees;
- approved ethical measures for clearly and rigorously managing the process used to select companies and consortiums involved in the proposals for the REM project – since la Caisse is a shareholder in many of these companies –, including the establishment of an independent committee on the probity, integrity and implementation of an ethical wall between CDPQ Infra and la Caisse in order to guarantee the integrity of the decisions made by CDPQ Infra and avoid situations where investment teams at la Caisse could receive or be privy to confidential information from CDPQ Infra.

See the Report of the Governance and Ethics Committee on page 91 for more information on the responsibilities discharged by the Committee and the Board regarding governance and ethics.

Supervision of senior management and human resources management

With assistance from the Human Resources Committee, the Board approved the President and Chief Executive Officer's detailed objectives for 2016. The Board also reviewed his performance based on objectives set at the beginning of the year.

Furthermore, the Board reviewed the President and Chief Executive Officer's performance evaluations of senior management and reviewed the succession plans for them and for the President and Chief Executive Officer. It approved the salary conditions and the level of incentive compensation to be paid to senior management and, more generally, to all employees.

On the Committee's recommendation, the Board approved the appointment of Jean Michel as Executive Vice-President, Depositors and Total Portfolio and the appointment of Macky Tall as Executive Vice-President, Infrastructure and President and Chief Executive Officer of CDPQ Infra. It also approved the transfer of the Private Equity outside Québec group under the leadership of the Executive Vice-President and Chief Investment Officer. Lastly, at the beginning of 2017, the Board approved the appointment of M^e Kim Thomassin to the position of Executive Vice-President, Legal Affairs and Secretariat.

The Board reviewed the results of a survey on employee engagement at la Caisse. The survey measured the organizational climate and the critical factors driving engagement.

See the Report of the Human Resources Committee on page 93 for more information on the responsibilities discharged by the Committee and the Board.

REPORT OF THE AUDIT COMMITTEE

Highlights

1

Reviewed and monitored preparation of the financial statements.

2

Revised the financial disclosure policy.

3

Monitored and analyzed the effects of all activities to ensure optimal use of resources.

THE AUDIT COMMITTEE

MANDATE

The Audit Committee sees that the financial statements accurately reflect the institution's financial position. It also ensures, among other things, that la Caisse has adequate and effective internal control mechanisms and a risk management process.

For a full description of the Audit Committee's mandate, consult the Governance section of the Caisse website (www.cdpq.com).

COMPOSITION (as at December 31, 2016)

The composition of the Committee was reviewed in 2016.

The Committee consisted of four independent members, including professionals with accounting or financial expertise as well as the experience and knowledge required to read and understand financial statements and to fulfill their roles properly.

- Chair: François Joly (guest member at meetings of the Investment and Risk Management Committee)
- Members: Rita Dionne-Marsolais, Gilles Godbout and François R. Roy

The Chair of the Board attends the Committee meetings.

ACTIVITY REPORT

Number of meetings in 2016: 6

Financial reporting

In 2016, the Committee fulfilled its financial reporting responsibilities, which included the following:

- Reviewed various aspects of the financial statements with the Finance group and the co-auditors: the Auditor General of Québec and Ernst & Young, including:
 - the process used to prepare financial statements;
 - the valuation of investments;
 - treasury items, including liquidity, leverage and financing;
 - the confirmation that an audit of returns had been performed by an external firm to ensure that their calculation and presentation complies with industry standards.

- Reviewed the report on the financial certification process that enables the President and Chief Executive Officer and the Chief Financial Officer to certify publicly that the disclosure controls and procedures and the internal financial reporting controls are adequate and effective.
- Recommended that the Board adopt the financial statements as at June 30 and December 31.
- Reviewed preparatory work on the Annual Report and the news releases announcing la Caisse's financial results.
- Arranged for the Chair of the Audit Committee to attend meetings of the real estate subsidiaries' audit committees and reviewed the committees' annual activity reports.
- Discussed the audit report with the co-auditors following their year-end audit.
- Reviewed the quarterly financial statements, budget monitoring reports, operating expenses and year-end budget estimates.
- Discussed with the co-auditors their plan for auditing la Caisse's financial statements.
- Monitored the External Auditor Independence Policy and approved Ernst & Young's audit fees.
- Recommended the appointment of Ernst & Young as external auditor of the books and accounts of la Caisse for the fiscal years ending December 31, 2017 and 2018.
- Held regular discussions with the Executive Vice-President and Chief Financial Officer without the presence of other members of senior management.
- Met regularly with the co-auditors to discuss various aspects of their mandate without the presence of senior management.
- Ratified the selection of an external auditor for one of la Caisse's real estate subsidiaries.

Internal audit

In 2016, the Committee also carried out the following activities with the Internal Audit group:

- Reviewed and approved the 2016-2018 Internal Audit Plan.
- Reviewed and approved the Internal Audit Charter.
- Reviewed Internal Audit's progress reports prepared under the Internal Audit Plan to address such matters as internal control mechanisms, risk management processes and optimal use of resources.
- Monitored the implementation of Internal Audit's recommendations by Caisse senior management.
- Reviewed status reports on internal audits at the real estate subsidiaries.
- Reviewed the results of the institution's continuous audit program.
- Ensured that the Internal Audit team was able to act independently from Caisse senior management.
- Discussed with Internal Audit its self-assessment to address such matters as the implementation of the tools and control mechanisms required to comply with standards prescribed by the Institute of Internal Auditors.
- Held periodic discussions with the Vice-President, Internal Audit, without the presence of senior management.

REPORT OF THE AUDIT COMMITTEE

Internal controls and plan for the optimal use of resources

The committee reviewed many aspects of internal controls and optimal use of resources in 2016. It carried out the following activities:

- Reviewed the plan to ensure optimal use of resources and monitored and analyzed the effects of all the activities implemented under the plan.
- Reviewed the results from work to assess the design and effectiveness of internal financial reporting controls and disclosure controls and procedures, including those of the real estate subsidiaries.
- Reviewed amendments to the financial disclosure policy and recommended them to the Board.
- Monitored technological projects to update financial reporting systems.
- Monitored international tax management activities.
- Reviewed the results of the evaluation carried out by members, addressing the effectiveness of the Committee operations.
- Reviewed and recommended to the Board changes in delegations of authority.

Risk management

The Investment and Risk Management Committee helped the Audit Committee fulfill its duty to implement a risk management process. The Committee therefore carried out the following activities to monitor all investment and risk management work:

- Reviewed Internal Audit group's report on the effectiveness and efficiency of risk governance.
- Discussed with the officer in charge of Legal Affairs and Compliance:
 - reports on compliance with the Act respecting the Caisse, depositors' investment policies and the investment policies of specialized portfolios;
 - reports on legal proceedings involving la Caisse or its real estate subsidiaries.
- Received copies of the Investment and Risk Management Committee's minutes of meetings.
- Arranged for the Chair of the Committee to attend meetings of the Investment and Risk Management Committee.

USE OF EXTERNAL EXPERTS

The Audit Committee did not use the services of external experts in 2016. It nevertheless endorsed senior management's use of external firms for an independent review of the fair value of certain investments.

REPORT OF THE GOVERNANCE AND ETHICS COMMITTEE

Highlights

1

Reviewed the Code of Ethics and Professional Conduct for Officers and Employees.

2

Reviewed and recommended ethical measures to be taken during transactions.

GOVERNANCE AND ETHICS COMMITTEE

MANDATE

The Committee ensures that la Caisse adheres to the highest standards of governance and ethics. For a full description of the Governance and Ethics Committee's mandate, consult the Governance section of the Caisse website (www.cdpq.com).

COMPOSITION (as at December 31, 2016)

The composition of the Committee was reviewed in 2016.

Four independent members:

- Chair: Ouma Sananikone
- Members: Rita Dionne-Marsolais, François R. Roy and Robert Tessier

ACTIVITY REPORT

Number of meetings in 2016: 5

Composition of the Board and its committees

- Reviewed the composition of the Board and recommended the renewal of the mandate of four independent members as well as the appointment of two independent members and a non-independent member.
- Reviewed the composition of its committees and made a recommendation to the Board.

Activities of the Board and its committees

- Reviewed the performance evaluation process used for the Board, its Chair, the committees and their chairs, including directors' self-assessments; analyzed the results and made recommendations to improve certain processes, as necessary.
- Reviewed an orientation program for new directors designed to ensure the harmonious and swift integration of new members onto the Board of Directors.
- Reviewed, in cooperation with the Human Resources Committee, the skills and experience profiles of independent directors and made recommendations to the Board.
- Obtained assurance that the Board had all the necessary information and all the time required to analyze issues affecting la Caisse.

REPORT OF THE GOVERNANCE AND ETHICS COMMITTEE

- Reviewed a program involving presentations and discussions outside the formal framework of Board meetings, to allow directors to discuss matters among themselves and with senior management.
- Verified throughout the year that discussions were being held in each committee and by the Board without the presence of senior management.

Rules of ethics and professional conduct

Regarding rules of ethics and professional conduct, the Committee's activities included the following:

- Reviewed the Code of Ethics and Professional Conduct applicable to officers and employees of la Caisse and reviewed the report on how the rules on ethics and professional conduct were being applied at la Caisse.
- Reviewed the rules of ethics applied by la Caisse to manage legal constraints related to its shareholding in public companies.
- Reviewed ethical measures for la Caisse and recommended them to the Board to ensure that, as a shareholder of companies involved in calls for proposals for the REM project, the institution will avoid all potential conflicts of interest in the process led by its subsidiary, CDPQ Infra, and its investment teams will not receive from CDPQ Infra confidential information on companies involved in the project's calls for proposals.

- Reviewed the rules on declarations of interests, verified that the declarations complied with the provisions in effect, and transmitted the declarations to the authorities designated under the Act respecting the Caisse dépôt et placement du Québec.
- Reviewed reports on transactions involving securities of companies that have ties with Caisse directors.

Caisse

- Revised, and recommended to the Board, amendments to la Caisse's donations and sponsorships policy.
- Reviewed the report on donations and sponsorships provided by la Caisse during the year and reviewed the annual budget for such activities.
- Reviewed the report on the institution's exercise of its voting rights in companies in which it is a shareholder.
- Reviewed the process for appointing members to the boards of directors of certain private companies in which la Caisse invests.

USE OF EXTERNAL EXPERTS

The Governance and Ethics Committee did not use the services of external experts in 2016.

REPORT OF THE HUMAN RESOURCES COMMITTEE

Highlights

1

Approved three appointments: Executive Vice-President, Infrastructure and President and Chief Executive Officer, CD PQ Infra, Executive Vice-President, Depositors and Total Portfolio, and Executive Vice-President, Legal Affairs and Secretariat.

2

Conducted an annual review of the positioning of total compensation and different compensation parameters.

3

Approved an action plan to develop high-potential employees.

HUMAN RESOURCES COMMITTEE

MANDATE

The mandate of the Human Resources Committee is to review the orientations and strategies used by la Caisse to manage its human resources, including performance evaluation, succession planning and executive compensation, as well as its general human resources practices. For a full description of the mandate of the Human Resources Committee, consult the Governance section of the Caisse website (www.cdpq.com).

COMPOSITION (as at December 31, 2016)

The Committee is composed of four independent members:

- Chair: Elisabetta Bigsby
- Members: Bertrand Cesvet, Ouma Sananikone and Robert Tessier

ACTIVITY REPORT

Number of meetings in 2016: 8

President and Chief Executive Officer

The Committee reviewed Mr. Sabia's objectives for 2016 as President and Chief Executive Officer and recommended that the Board of Directors approve them. Furthermore, the Committee reviewed the performance evaluation and total compensation conditions for the President and Chief Executive Officer and recommended them to the Board of Directors for approval.

Senior executives

The Committee reviewed and recommended the following items to the Board of Directors for approval:

- Performance evaluations of senior executives and determination of their total compensation.
- Succession plan for senior executives and for the position of President and Chief Executive Officer.
- Appointment of Jean Michel to the position of Executive Vice-President, Depositors and Total Portfolio, of Macky Tall to the position of Executive Vice-President, Infrastructure and President and Chief Executive Officer of CD PQ Infra, and transferring the management of investments in private equity outside Québec to the Executive Vice-President and Chief Investment Officer.
- At the beginning of 2017, appointment of M^e Kim Thomassin to the position of Executive Vice-President, Legal Affairs and Secretariat.

REPORT OF THE HUMAN RESOURCES COMMITTEE

Key strategies and policies for integrated talent management

During 2016, the Committee discussed several key strategies and policies for integrated talent management. To that end, among other things, the Committee:

- reviewed the different management indicators, including those related to performance management, gender diversity at la Caisse as well as professional development planning for high-potential employees;
- reviewed the results of the engagement survey conducted in 2016 and discussed approaches concerning employee engagement;
- discussed the positioning of total compensation with respect to the performance culture, the business strategy, target returns and benchmark indexes and talent management strategy at la Caisse, as well as in relation to the reference markets, and approved the total compensation structure of the subsidiaries.

Committee operations

The Committee reviewed the results of the evaluation carried out by members, addressing the effectiveness of the Committee operations.

Independent Board members

In collaboration with the Governance and Ethics Committee, the Committee reviewed the expertise and experience profiles of the independent members of the Board.

Use of external experts

In implementing the incentive compensation program, the Committee and the Board used the services of Hugessen Consulting, an independent consulting firm recognized for its expertise in the compensation of pension fund personnel. The Committee takes Hugessen Consulting's recommendations into account but makes its own decisions, which may be based on information other than the firm's recommendations.

COMPENSATION POLICY

Committee's work on compensation

During 2016, the Committee, with advice from Hugessen Consulting, ensured that the compensation policy adopted in 2010 met its strategic objectives of paying for long-term performance, offering competitive compensation and linking the interests of officers to those of depositors. The Committee reviewed how la Caisse's compensation policy was applied; it analyzed the proposed performance incentive compensation and proposals for implementation of co-investment and ensured that the proposals were aligned with the compensation policy and market practices.

Accordingly, the Committee notably analyzed the amount of performance incentive compensation to be paid under the incentive compensation program and recommended it to the Board for approval.

Moreover, the Committee received an update on compensation market trends with respect to salary reviews. It also discussed the salary conditions of la Caisse's employees for 2017 and recommended them to the Board for approval.

Framework

La Caisse's compensation policy was adopted in accordance with Schedule A of the regulation governing the internal management of la Caisse (the Internal Bylaw). This schedule was revised by government order-in-council in 1996 and:

- defines the maximum levels of employee total compensation and the reference markets;
- states that the data reflecting the reference-market profile must be compiled by a recognized independent firm through an annual survey and must be administered and analyzed according to a methodology and rules generally accepted in the field;
- stipulates that la Caisse's payroll must not exceed 100% of the salary-scale midpoint.

Reference markets and compensation levels¹

For the position of President and Chief Executive Officer, the reference market consists of a sample of the seven largest Canadian pension funds, as listed in Table 37 on page 101. For this position, total compensation must be between the median and the third quartile (75th percentile) of the reference market, depending on whether la Caisse's performance has been average or superior. One fund, BIMCOR, was withdrawn from the list in 2016, because the new roles and responsibilities of the President and the complexity of investments at BIMCOR have rendered the position an inappropriate comparable for the position of President and Chief Executive Officer of la Caisse.

For investment-related positions, the Canadian institutional investment market serves as the reference. A representative sample must include institutions, insurance companies, trust companies, pension funds, investment advisors, brokerage firms and fund managers or their counterparts in similar industries. The current sample comprises the 38 organizations listed in Table 39 on page 102. For these positions, total compensation must fall below the upper decile (90th percentile) of the reference market. For the executive vice-presidents in investment roles, a reduced sample of that described above is used. It groups together 15 firms whose assets under management are greater than \$20 billion. The list is provided in Table 38 on page 101.

For non-investment positions, the Québec market serves as the reference, and must include notably public-sector jobs. It therefore contains a representative sample of large public- and private-sector Québec firms and financial-sector companies. The current sample comprises the 53 organizations listed in Table 40 on page 102. For these positions, total compensation must be within the third quartile (75th percentile) of the reference market.

In 2016, la Caisse retained the services of Willis Towers Watson for benchmarking of its reference markets. Several criteria are used to select companies in the reference markets, in particular: size, industry sector, as well as companies that recruit talent with profiles similar to those sought after by la Caisse, that offer innovative and diversified investment products and types, that are recognized for having best practices in human resources, whose culture is aligned with performance and that contributes to Willis Towers Watson's databank.

Strategic objectives of the compensation policy

La Caisse must rely on highly skilled employees to fulfill its mission, which is to receive moneys on deposit as provided by law and manage them with a view to achieving an optimal return on capital within the framework of depositors' investment policies, while at the same time contributing to Québec's economic development.

1. For compensation purposes, the first quartile ranges from the 1st to the 25th percentile, the second quartile from the 26th to the 50th percentile, the third quartile from the 51st to the 75th percentile and the fourth quartile from the 76th to the 100th quartile.

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The compensation policy therefore has the following three objectives:

1. **Pay for performance:** incentive compensation aligned with the returns delivered to depositors. This goal has four key components:
- Long-term focus: to compensate consistent performance over several years.

• Risk-return balance: to encourage measured risk-taking conducive to sustainable, long-term returns for depositors, while taking into account their risk tolerance.

• Overall evaluation: to strike a balance between individual contribution, portfolio performance or achievement of business plans, and Caisse performance.

• Emphasis on la Caisse’s overall perspective: to place greater emphasis on employees’ contributions to la Caisse’s strategic priorities and overall performance, with a greater weighting on leadership and desired behaviours.
2. **Offer competitive compensation:** to attract, motivate and retain employees with experience and expertise that allow la Caisse to achieve its strategic objectives, within the guidelines in the Internal Bylaw, as described above.

3. Link the interests of officers and depositors: to ensure that their individual and team efforts are conducive to la Caisse’s long-term success.

La Caisse’s incentive compensation policy complies with the Principles for Sound Compensation Practices issued by the Financial Stability Forum (FSF) and endorsed by the G20 nations: effective compensation governance; alignment of compensation with long-term, measured risk-taking; and regular review of compensation practices.

Components of total compensation

La Caisse’s employees receive total compensation based on four components:

1. Base salary
2. Incentive compensation
3. Pension plan
4. Benefits

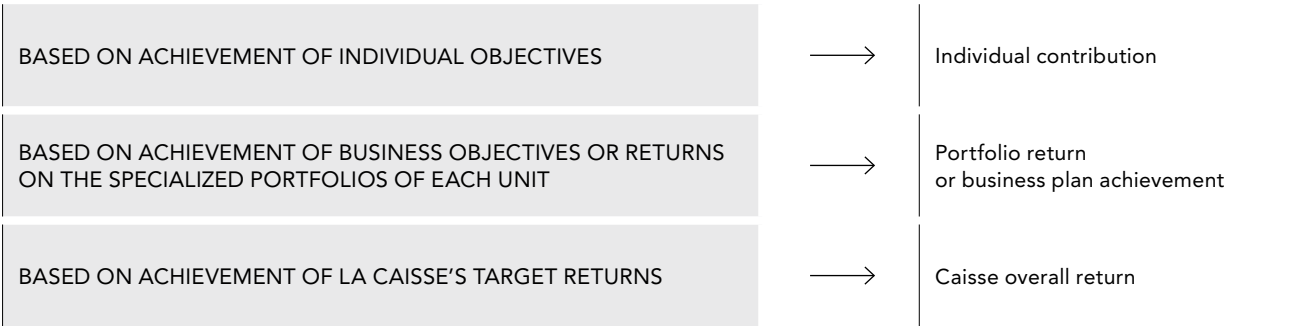
Base salary

Under the Internal Bylaw, the average for all base salaries must not exceed the salary-scale midpoint. Within these parameters, annual base salaries are set according to the salary conditions prevailing on the reference markets.

Each year, the Human Resources Committee submits the payroll budget to the Board for approval.

FIGURE 33

PERFORMANCE INCENTIVE COMPONENTS



For 2016, the Board of Directors approved the following recommendations made by la Caisse's senior management:

- maintain 2016 salary scales close to the median of the reference markets, as measured by recognized external firms;
- grant a merit increase budget, which is at the median of the market increase forecasts.

Incentive compensation

In the investment industry, incentive compensation is an essential part of the total compensation package for employees working in the sector because it aligns financial incentives with clients' performance objectives.

Incentive compensation at la Caisse serves to recognize performance, attainment of objectives and contribution to the achievement of strategic orientations. Incentive compensation is an important part of total compensation, so it directly influences the total compensation level and its position relative to the reference market.

As of 2016, performance is measured over a period of five years. This five-year horizon reinforces a sustained performance and is consistent with the long-term investment strategy.

This incentive compensation program, introduced in 2010, recognizes consistent performance with incentive compensation and requires employees concerned to defer a portion of this incentive compensation into a co-investment account over a three-year period (see page 98). This mechanism continues to link the interests of officers to those of depositors by varying these amounts according to the absolute return generated for depositors.

Components of performance incentive compensation

Performance incentive compensation is never guaranteed; it depends on evaluations of performance criteria as established under the incentive compensation program. Accordingly, employees receive performance incentive compensation based on three components outlined in Figure 33 (see page 96).

Regarding the second component, namely the return on the specialized portfolios, the objective of all the portfolios is to outperform their benchmark indexes. The three less-liquid portfolios, namely Real Estate, Infrastructure and Private Equity, as well as the Public Equity portfolio, also have an absolute-return target.

Results since 2012

Since 2012, la Caisse has had many accomplishments, which have been detailed in previous sections of this report. The Human Resources Committee wishes to highlight some of these achievements, specifically:

- Over the past five years, la Caisse has made investments and commitments in Québec totalling \$13.7 billion, bringing total assets to \$58.8 billion at the end of 2016. La Caisse has focused particularly on Québec's private sector, which is a driver of the economy, evidenced by its total assets of \$36.9 billion. La Caisse also implemented a number of initiatives to strengthen its presence with entrepreneurs and contribute to the economy's development and vitality. In 2016, la Caisse focused its activities on three main priorities: growth and globalization; impactful projects; and innovation and the next generation.

TABLE 34

POSITIONING OF TOTAL COMPENSATION BY POSITION TYPE

Position type	Maximum total compensation under the Bylaw ¹	Average positioning of the total compensation paid in 2016 relative to the reference markets under the Bylaw
Investment positions	90 th percentile	Between the 40 th and 76 th percentile and, on average, at the 51 st percentile
Non-investment positions	75 th percentile	

1. Maximum total compensation refers to percentile positions found in Schedule A (revised by government order-in-council in 1996) of the Internal Bylaw.

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- Over the five-year period from 2012 to 2016, la Caisse reached a 10.2% annualized return, generating \$100 billion of net investment results and more than \$12.3 billion of value-added, despite a complex and volatile economic environment.
- In 2016, la Caisse posted a 7.6% return, generating \$18.4 billion of net investment results. This return exceeded by 1.8% that of its benchmark portfolio, which was 5.8%, generating \$4.4 billion of value-added.

Performance incentive compensation for 2016

Taking into account incentive compensation paid and deferred, employees' total compensation in 2016 was at the median of the reference markets for a superior performance over five years.

More specifically, a study by Willis Towers Watson showed that the employees' total compensation ranked between the 40th and 76th percentiles (where the 100th percentile represents the highest compensation in the market) of the reference markets, depending on the position type, the specific performance of the portfolios and the compensation paid for these positions (see Table 34, p. 97).

The opinion presented by Hugessen Consulting to la Caisse's Board of Directors stated:

"We reviewed la Caisse's returns and benchmark indexes for 2016, as well as the factors that contributed to its return, and we are satisfied with them. We can confirm, among other things, that the value-added calculations, the 2016 return multiples, the 2012-2016 average return multiples and the 2016 incentive compensation multiples are consistent with la Caisse's incentive compensation program. In our opinion, the total amount of incentive compensation awarded under the program in 2016 is reasonable in the prevailing market conditions and given la Caisse's performance in 2012, 2013, 2014, 2015 and 2016."

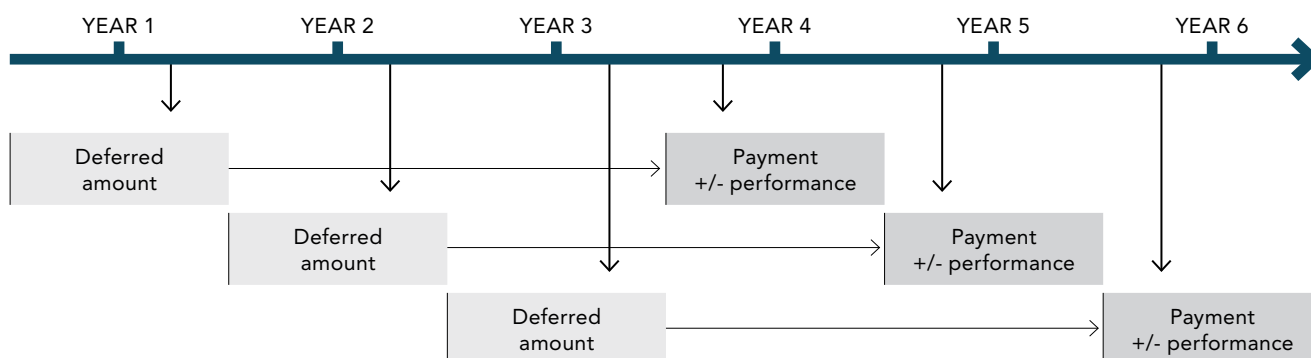
Co-investment: deferred performance incentive compensation

The purpose of co-investment is to better align the interests of those employees with the most influence on la Caisse's financial and organizational performance with the interests of depositors over the long term. The value of the deferred and co-invested performance incentive will vary – upward or downward – along with la Caisse's average absolute overall return during the incentive deferral period.

At the end of each three-year period, the deferred amount, plus or minus the average return credited for the period, will be paid to each participant as a deferred incentive payment with restrictions. Figure 35 illustrates this mechanism.

FIGURE 35

DEFERRED AND CO-INVESTED PERFORMANCE INCENTIVES



Senior executives have three years to contribute at least the equivalent of their base salary to the co-investment account.

For the President and Chief Executive Officer, as well as senior executives, the minimum threshold of the total incentive compensation that must be deferred into a co-investment account is 55%. For all vice-presidents and senior vice-presidents, as well as for intermediate and senior investment employees, the minimum threshold is 35%. Finally, for managers and high-level professionals, the minimum threshold is 25%.

La Caisse offers such employees the option of deferring and co-investing an additional portion of their incentive compensation into the co-investment account. This voluntary participation increased the deferred and co-invested amounts in 2016 by more than 10%.

Pension plan

Depending on their positions, all employees are members and contribute to one of two defined-benefit pension plans: the Government and Public Employees Retirement Plan (RREGOP) or the Pension Plan of Management Personnel (PPMP). In addition, managers and professionals in strategic positions participate in the Régime additionnel de retraite (RAR) and senior executives participate in the Supplemental Pension Plan for Designated Officers (SPPDO). Under these two plans, they are entitled, as of the normal retirement age, to receive a total annual pension equal to 2% of their eligible earnings for each year or fractional year of plan membership, taking into account the annual tax limits imposed by the Canada Revenue Agency for each year they were not RAR or SPPDO members.

Some senior executives will have additional years of service recognized under the SPPDO, depending on the specific circumstances of their promotion or hiring.

Benefits

Employees enjoy a range of competitive benefits, including group insurance (such as medical, dental and life insurance). Moreover, senior executives benefit from perquisites that mainly cover the costs associated with car allowances. La Caisse also requires senior executives to undergo annual health checkups.

Review of the President and Chief Executive Officer's performance and total compensation

Performance review

At the beginning of 2016, the Committee recommended to the Board for review and approval a series of non-financial individual objectives proposed by the President and Chief Executive Officer. A series of major business objectives aimed to achieve targets aligned with la Caisse's strategy and business plan.

One of the first major objectives involved positioning la Caisse's overall portfolio in the context of modest global economic growth and volatile markets, with a view towards mitigating risk. A second objective aimed to continue to invest in an innovative way by increasing its exposure to certain strategic sectors and by targeting assets and companies through which la Caisse can generate further value-added. Finally, a third objective was to oversee the development of the Réseau électrique métropolitain (REM), both in terms of financing and project planning.

Following the evaluation of these objectives, the Board of Directors determined that the President and Chief Executive Officer had surpassed objectives that he had been given at the beginning of the year and that, again in 2016, he delivered a sustained and exceptional performance.

Review of total compensation

The compensation and other employment conditions of the President and Chief Executive Officer are based on parameters set by the government after consultation with the Board of Directors.

In accordance with his request, Mr. Sabia has received no salary increase since he was appointed in 2009. In 2016, Mr. Sabia's base salary remained unchanged at \$500,000.

In 2016, Mr. Sabia received his deferred incentive compensation amount for 2013. The amount of this deferred incentive compensation totalled \$1,121,723 and included the return credited since 2013.

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The President and Chief Executive Officer’s annual incentive compensation was determined on the basis of the same three components as 2015, presented in Figure 36.

This year, the component linked to la Caisse’s overall return corresponds to the return over the five-year period from 2012 to 2016. The annualized return for this period is 10.2%, with \$12.3 billion of value-added in relation to the benchmark portfolio.

This return represents a superior performance over five years.

As for the component based on the organization’s objectives, in the past five years under Mr. Sabia’s leadership, la Caisse:

- increased its international presence by opening offices in several countries, where it hired high-caliber talent;
- strengthened its presence in strategic markets, including India, where it entered into partnerships for the first time with local industry stakeholders;
- proposed impactful projects for Québec, including the REM and Espace CDPQ, in which it became owner-operator;
- was an active partner in the growth and globalization of Québec SMEs;
- gradually increased the weight of less-liquid investments;

- continually met depositors’ needs by managing the portfolio’s risk and liquidity in view of the changing environment;
- attracted and retained top talent, to continue executing its strategy.

In conclusion, under the strong, inspiring leadership of Michael Sabia, Caisse teams were highly driven and strived to exceed objectives. They demonstrated both ambition and prudence in setting and achieving their shared objectives, as well as innovation and collaboration in performing their work on a daily basis. The Committee and the Board of Directors are therefore of the opinion that, once again this year, Mr. Sabia performed exceptionally well, exceeding his objectives by a wide margin.

Like all other senior executives covered by the incentive compensation program, the President and Chief Executive Officer is required to defer a minimum of 55% of his incentive compensation into a co-investment account. For his having achieved the annual objectives, the Board of Directors paid to Mr. Sabia \$1,160,000 of incentive compensation, and he elected to defer an amount of \$1,740,000 into the co-investment account. In 2019, Mr. Sabia will be eligible to receive the deferred incentive compensation related to this amount, increased or decreased according to la Caisse’s average absolute return over the three-year period, between 2017 and 2019.

FIGURE 36
PERFORMANCE INCENTIVE COMPONENTS OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER

CAISSE OVERALL RETURN	→	Based on the level of attainment of la Caisse’s return objectives
ACHIEVEMENT OF THE ORGANIZATION’S OBJECTIVES	→	Based on the level of attainment of the organization’s objectives
INDIVIDUAL CONTRIBUTION	→	Based on the level of attainment of individual objectives

The other employment conditions to which Mr. Sabia is entitled are aligned with la Caisse's policies and comply with the parameters set out in the Internal Bylaw. He received \$40,000 in annual perquisites and is a member of la Caisse's Employee Group Insurance Plan.

When he was appointed in 2009, Mr. Sabia waived membership in any pension plan. He also waived any severance pay, regardless of the cause. Even so, given that membership in the basic pension plan is mandatory under the provisions of the Pension Plan of Management Personnel (under Retraite Québec rules), Mr. Sabia is obliged to be a member despite his waiver. In 2016, contributions to the mandatory basic plan represented an annual cost to la Caisse of \$20,779.

Compensation of the President and Chief Executive Officer and the five most highly compensated executives for 2014-2016

La Caisse's Board of Directors recognizes the importance of qualified leadership and firmly believes that the policies and programs it has endorsed make it possible to:

- offer competitive compensation in a market where competition for talent is intense and where la Caisse must compete globally to generate the expected returns;
- achieve the strategic objectives that enable la Caisse to fulfill its mission.

Pursuant to the Act respecting the Caisse de dépôt et placement du Québec, la Caisse discloses below, for itself and its wholly-owned subsidiaries, the compensation of the President and Chief Executive Officer as well as that of the five most highly compensated executives reporting directly to him (see Table 41, p. 103).

TABLE 37

REFERENCE MARKET – PRESIDENT AND CHIEF EXECUTIVE OFFICER

- | | | |
|---|---|---|
| <ul style="list-style-type: none"> • Alberta Investment Management Corporation (AIMCo) • British Columbia Investment Management Corporation (bcIMC) | <ul style="list-style-type: none"> • CPP Investment Board • Healthcare of Ontario Pension Plan (HOOPP) • Ontario Municipal Employees Retirement System (OMERS) | <ul style="list-style-type: none"> • Ontario Teachers' Pension Plan (OTPP) • The Public Sector Pension Investment Board (PSP Investments) |
|---|---|---|

TABLE 38

REFERENCE MARKET – INVESTMENT EXECUTIVE VICE-PRESIDENT POSITIONS

- | | | |
|--|--|--|
| <ul style="list-style-type: none"> • Addenda Capital • Alberta Investment Management Corporation (AIMCo) • British Columbia Investment Management Corporation (bcIMC) • Canada Post Pension Plan • CPP Investment Board • Desjardins Group | <ul style="list-style-type: none"> • Greystone Managed Investments • Healthcare of Ontario Pension Plan (HOOPP) • Hydro-Québec Pension Plan • Mawer Investment Management • Ontario Municipal Employees Retirement System (OMERS) | <ul style="list-style-type: none"> • Ontario Teachers' Pension Plan (OTPP) • Sun Life Financial • The Public Sector Pension Investments Board (PSP Investments) • Workplace Safety and Insurance Board (Ontario) |
|--|--|--|

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TABLE 39

REFERENCE MARKET – INVESTMENT POSITIONS

- | | | |
|---|--|---|
| <ul style="list-style-type: none"> • Addenda Capital • Air Canada Pension Plan • Alberta Investment Management Corporation (AIMCo) • Alberta Pensions Services Corporation • Alberta Teachers' Retirement Fund Board • ATB Financial • BIMCOR • British Columbia Investment Management Corporation (bcIMC) • Canada Post Pension Plan • Canadian Broadcasting Corporation Pension Plan • Canadian Western Bank • City of Edmonton • CN Investment Division | <ul style="list-style-type: none"> • CPP Investment Board • Economical Insurance • FÉRIQUE Management • Greystone Managed Investments • Desjardins Group • Halifax Regional Municipality Pension Plan • Healthcare of Ontario Pension Plan (HOOPP) • Hydro-Québec Pension Plan • Insurance Corporation of British Columbia • Intact Investment Management • NAV CANADA • Mawer Investment Management • New Brunswick Investment Management Corporation • Ontario Municipal Employees Retirement System (OMERS) | <ul style="list-style-type: none"> • Ontario Teachers' Pension Plan (OTPP) • OPSEU Pension Trust • SSQ Financial Group • Sun Life Financial • Telus Pension Plan • The Canadian Medical Protective Association • The Civil Service Superannuation Board • The Public Sector Pension Investments Board (PSP Investments) • Triasima • Workers' Compensation Board of Alberta • Workplace Safety and Insurance Board (Ontario) |
|---|--|---|

TABLE 40

REFERENCE MARKET – NON-INVESTMENT POSITIONS

- | | | |
|--|---|--|
| <ul style="list-style-type: none"> • Addenda Capital • Air Canada • Alcoa Canada • Amex Canada • Bank of Montreal • BCE • BIMCOR • Bombardier • Bombardier Recreational Products (BRP) • Broadridge Financial Solutions Canada • Canadian Broadcasting Corporation • Canadian National Railway Company • CGI Group • CIBC Mellon • CN Investment Division • COGECO | <ul style="list-style-type: none"> • Desjardins Group • Dollarama • Dundee Corporation • Gaz Métro • General Electric Canada • Gesca • Home Capital Group • Hydro-Québec • IBM Canada • Intact Financial Corporation • Intact Investment Management • Keurig Canada • Kruger • Laurentian Bank of Canada • Loto-Québec • MasterCard Canada • McKesson Canada • Merck Canada • Molson Coors Canada • Northbridge Financial Corporation | <ul style="list-style-type: none"> • Power Corporation of Canada • Pfizer Canada • Quebecor • Rio Tinto Alcan • SNC-Lavalin Group • Société des alcools du Québec • SSQ Financial Group • Telus • Tembec • The Great-West Life Assurance Company • The Public Sector Pension Investment Board (PSP Investments) • TMX Group • Transcontinental • UAP • Via Rail Canada • Videotron • Yellow Media |
|--|---|--|

TABLE 41

SUMMARY OF THE COMPENSATION OF THE PRESIDENT AND CEO
AND THE FIVE MOST HIGHLY COMPENSATED EXECUTIVES FOR 2014-2016

Name and main position	Fiscal year	Base salary (\$) A	Incentive compensation paid ¹ (\$) B	Other compensation (\$) C	Direct compensation (\$) D=A+B+C	Deferred and co-invested compensation paid ² (\$) E	Annual total compensation paid ³ (\$) F=D+E
Michael Sabia President and CEO	2016	500,000	1,160,000	40,000	1,700,000	1,121,723	2,821,723
	2015	500,000	1,122,000	40,000	1,662,000	939,020	2,601,020
	2014	500,000	600,000	40,000	1,140,000	1,058,102	2,198,102
Roland Lescure Executive Vice-President and Chief Investment Officer ⁴	2016	525,000	1,076,000	40,000	1,641,000	987,739	2,628,739
	2015	500,000	1,035,000	40,000	1,575,000	617,070	2,192,070
	2014	500,000	619,740	40,000	1,159,740	581,956	1,741,696
Macky Tall Executive Vice-President, Infrastructure and President and CEO, CDPQ Infra ⁵	2016	420,000	940,000	30,000	1,390,000	436,225	1,826,225
	2015	N/A	N/A	N/A	N/A	N/A	N/A
	2014	N/A	N/A	N/A	N/A	N/A	N/A
Jean Michel Executive Vice-President, Depositors and Total Portfolio ⁶	2016	390,000	383,000	727,720	1,500,720	N/A	1,500,720
Christian Dubé Executive Vice-President, Québec	2016	415,000	574,000	30,000	1,019,000	N/A	1,019,000
	2015	415,000	540,000	30,000	985,000	N/A	985,000
	2014	124,500	94,000	8,790	227,290	N/A	227,290
Claude Bergeron Executive Vice-President and Chief Risk Officer	2016	400,000	405,000	30,000	835,000	387,306	1,222,306
	2015	375,000	248,000	30,000	653,000	358,840	1,011,840
	2014	375,000	210,000	30,000	615,000	363,723	978,723

1. As mentioned on page 99 of this Annual Report, under the incentive compensation program, executives must defer a minimum of 55% of their calculated incentive compensation into a co-investment account. Deferred incentive compensation for 2016 is presented in Table 42 of this Annual Report.

2. Details of the amounts deferred or paid in respect of co-investment are presented in Table 42 of this Annual Report.

3. The value of annual paid total compensation does not include the value of the pension plan. The value of the pension plan is presented in Table 43 of this Annual Report.

4. Mr. Lescure resigned from la Caisse on April 5, 2017.

5. Mr. Tall was promoted in 2016 and now reports directly to the President and Chief Executive Officer of la Caisse.

6. Mr. Michel receives lump sum instalments until 2018 as compensation for amounts he had to forfeit when he was hired. This amount, which is included in column C, is \$700,220 for 2016.

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TABLE 42

SUMMARY OF THE DEFERRED AND CO-INVESTED COMPENSATION OF THE PRESIDENT AND CEO AND OF THE FIVE MOST HIGHLY COMPENSATED EXECUTIVES FOR 2013-2016

Name and main position	Fiscal year	Deferred and co-invested compensation ¹ (\$)	Cumulative return at the time of payment (\$)	Deferred and co-invested compensation paid ² (\$)
Michael Sabia President and CEO	2016	1,740,000		
	2015	1,823,000		
	2014	1,360,000		
	2013	900,000	221,723	1,121,723
Roland Lescure Executive Vice-President and Chief Investment Officer	2016	1,649,000		
	2015	1,415,000		
	2014	880,260		
	2013	792,500	195,239	987,739
Macky Tall Executive Vice-President, Infrastructure and President and CEO, CDPQ Infra	2016	760,000		
	2015	N/A		
	2014	N/A		
	2013	350,000	86,225	436,225
Jean Michel Executive Vice-President, Depositors and Total Portfolio	2016	467,000		
	2015	N/A		
	2014	N/A		
	2013	N/A	N/A	N/A
Christian Dubé Executive Vice-President, Québec	2016	926,000		
	2015	700,000		
	2014	141,000		
	2013	N/A	N/A	N/A
Claude Bergeron Executive Vice-President and Chief Risk Officer	2016	495,000		
	2015	412,000		
	2014	315,000		
	2013	310,750	76,556	387,306

1. The amounts appearing in the table refer to the portion of the incentive compensation from previous years and the current year, which is deferred over a three-year period.
2. Deferred and co-invested compensation paid corresponds to the sum of the deferred and co-invested compensation and the return earned during the three-year period. The returns earned correspond to the weighted average return on la Caisse's depositors' funds expressed as a percentage, as published by la Caisse for each of its fiscal years and each of its six-month periods, compounded over a three-year period.

TABLE 43

**PENSION SUMMARY OF THE PRESIDENT AND CEO
AND THE FIVE MOST HIGHLY COMPENSATED EXECUTIVES**

Name and main position	Years of credited service ¹	Annual benefits payable ² (\$)		Accrued obligation at start of year ³ (\$)	Change due to compensatory items ⁴ (\$)	Change due to non-compensatory items ⁵ (\$)	Accrued obligation at year-end ³ (\$)
		At year-end	At age 65				
Michael Sabia President and CEO ⁶	7.8	22,600	27,600	0	0	0	0
Roland Lescure Executive Vice-President and Chief Investment Officer	7.2	257,000	525,000	2,813,800	506,200	(51,900)	3,268,100
Macky Tall Executive Vice-President, Infrastructure, and President and CEO, CDPQ Infra	12.5	74,800	214,800	0	754,600	(62,400)	692,200
Jean Michel Executive Vice-President, Depositors and Total Portfolio	0.9	15,600	351,300	0	250,100	(33,600)	216,500
Christian Dubé Executive Vice-President, Québec	2.3	38,100	103,100	368,600	267,900	(9,700)	626,800
Claude Bergeron Executive Vice-President and Chief Risk Officer	36.2	278,300	343,700	2,113,000	219,900	52,300	2,385,200

1. This is the number of years of credited service in the basic plan.

2. Annual benefits equal the amount of pension payable under the basic plan and the supplemental plan at year-end or at age 65.

3. The obligations do not include those of the basic plan because employer and employee contributions are remitted to Retraite Québec, which assumes the liability for the benefits. La Caisse's contribution was \$20,779 per executive in 2016.

4. The change due to compensatory items includes the annual cost of pension benefits, base salary changes in relation to the salary increase assumption used, plan changes or the award of additional years of service.

5. The change due to non-compensatory items includes amounts attributable to the interest accrued on the obligation at the beginning of the year, actuarial gains and losses associated with non-compensatory items and changes in actuarial assumptions.

6. When Mr. Sabia was appointed in 2009, he waived membership in any pension plan. Under Retraite Québec rules, however, membership in the Pension Plan of Management Personnel is mandatory, as described on its website at http://www.carra.gouv.qc.ca/ang/regime/rppe/rppe_s03.htm.

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TABLE 44

SUMMARY OF SEVERANCE PAY FOR THE PRESIDENT AND CEO AND THE FIVE MOST HIGHLY COMPENSATED EXECUTIVES

Name and main position	Precipitating event	Theoretical amount payable (\$)
Michael Sabia President and CEO ¹	Contract termination	0
Roland Lescure Executive Vice-President and Chief Investment Officer ²	Non-voluntary termination	1,050,000
Macky Tall Executive Vice-President, Infrastructure, and President and CEO, CDPQ Infra ³	Non-voluntary termination	840,000
Jean Michel Executive Vice-President, Depositors and Total Portfolio ⁴	Non-voluntary termination	850,000
Christian Dubé Executive Vice-President, Québec ⁵	Non-voluntary termination	830,000
Claude Bergeron Executive Vice-President and Chief Risk Officer ⁶	Non-voluntary termination	910,000

1. When Mr. Sabia was appointed in 2009, he waived any severance plan, regardless of cause.

2. In the event of dismissal without just and sufficient cause, this executive's employment contract provides for severance pay equal to 24 months of his annual base salary.

3. In the event of dismissal, this executive's employment contract does not provide any particular condition. His severance pay was therefore evaluated using la Caisse's reference framework, which provides severance pay equal to 24 months of his annual base salary.

4. In the event of dismissal without just and sufficient cause, this executive's employment contract provides for severance pay equal to 24 months of his annual base salary.

5. In the event of dismissal without just and sufficient cause, this executive's employment contract provides for severance pay equal to 24 months of his annual base salary.

6. In the event of dismissal without just and sufficient cause, this executive's employment contract provides for severance pay equal to his annual base salary, increased by an amount equivalent to his annual target incentive compensation and the annual amount related to perquisites.

TABLE 45

REFERENCE MARKETS AND CAISSE DIRECT COMPENSATION IN 2016 FOR THE PRESIDENT AND CEO AND THE FIVE MOST HIGHLY COMPENSATED EXECUTIVES^{1,5}

Main position	Reference markets Direct compensation paid		Caisse Direct compensation paid in 2016 ⁴ (\$)
	Maximum compensation under the Bylaw ² (\$) A	For a superior performance ³ (\$) B=75%xA	
President and CEO	5,485,300	4,114,000	2,821,723
Executive Vice-President and Chief Investment Officer	4,555,600	3,416,700	2,628,739
Executive Vice-President, Infrastructure and President and CEO, CDPQ Infra	2,878,300	2,158,700	1,826,225
Executive Vice-President, Depositors and Total Portfolio	N/A	N/A	1,500,720
Executive Vice-President, Québec	2,671,300	2,003,500	1,019,000
Executive Vice-President and Chief Risk Officer	1,526,200	1,144,700	1,222,306

1. The direct compensation paid in 2016 is aligned with the principle of “earned” compensation, as defined under the Income Tax Act as compensation that is “paid in cash and taxable”.
2. As stipulated in the Internal Bylaw, potential direct compensation at the 75th percentile of the respective reference markets was used for the President and Chief Executive Officer and non-investment positions. The 90th percentile of the reference market was used for investment positions. These theoretical amounts exclude the value of pension plans but include the value of perquisites and long-term compensation.
3. Direct compensation paid by the reference markets for a superior performance corresponds to about 75% of the maximum direct compensation presented in Column A, which is the maximum compensation provided by the Internal Bylaw.
4. These amounts reflect the direct compensation paid in 2016 (Table 41, Column F). This compensation was paid for a 10.2% five-year annualized return (2012 to 2016), equivalent to a superior performance.
5. Willis Towers Watson, Compensation of the President and Chief Executive Officer Study and Compensation of Executive Committee Members Study, Caisse de dépôt et placement du Québec, 2016.

REPORT OF THE INVESTMENT AND RISK MANAGEMENT COMMITTEE

Highlights

1

Reviewed accountability with respect to the 2016-2019 strategy for the specialized portfolios and the retrospective analysis for 2016.

2

Revised the specialized portfolio offering in the Fixed Income unit to ensure optimal management of investment activities and risk, and made recommendations to the Board on investment policies for the Rates and Credit portfolios.

3

Recommended to the Board the currency management strategy.

THE INVESTMENT AND RISK MANAGEMENT COMMITTEE

The Board of Directors established the Investment and Risk Management Committee to help the Audit Committee fulfill its duty to implement a risk management process.

MANDATE

The Committee's mandate is to ensure that risk management policies and guidelines are in place with the objective of achieving an optimal risk-return relationship. For a full description of the Committee's mandate, consult the Governance section of the Caisse website (www.cdpq.com).

COMPOSITION (as at December 31, 2016)

The Committee's composition was reviewed in 2016.

Four independent members:

- Chair: Jean La Couture
- Members: Patricia Curadeau-Grou, Gilles Godbout and Wendy Murdock
- Guest member: François Joly, Chair of the Audit Committee

The Chair of the Board attends the Committee meetings.

ACTIVITY REPORT

Number of meetings in 2016: 6

The Committee introduced various mechanisms to provide the Audit Committee and the Board with the necessary assurance regarding the implementation of a risk management process. The Committee:

- provided a report to the Board on its activities after each meeting;
- made copies of its minutes available to the Audit Committee and the Board;
- invited the Chair of the Audit Committee to attend each meeting.

Risk management guidelines and policies

In 2016, the Committee fulfilled its responsibilities in ways that included the following:

- Reviewed accountability reports on the 2016-2019 strategy for the specialized portfolios as well as changes in the portfolio and the retrospective analysis of 2016.
- Revised the specialized portfolios offering in the Fixed Income unit to ensure optimal management of investment activities and risk and made recommendations to the Board on investment policies for the Rates and Credit portfolios.
- Revised the investment policies of certain other specialized portfolios, most notably regarding consolidated asset allocation activities, and recommended that the Board approve the changes.
- Revised and recommended to the Board market risk limits and objectives for the Caisse overall portfolio and for each of the specialized portfolios, as well as major mandates and concentration limits for the institution's overall portfolio.
- Revised the oversight and use of derivative financial instruments and made a recommendation to the Board on limits on these financial instruments.
- Reviewed and recommended to the Board for approval the dynamic currency management strategy.
- Reviewed the oversight of liquidity risk and recommended to the Board that la Caisse follow its global strategy for managing this risk.
- Reviewed the framework for managing exposure to la Caisse's investment partners.
- Reviewed and discussed the report of the Operational Risk Internal Committee.

- Reviewed, at each committee meeting, overall risk-return reports for la Caisse as a whole, including the overall portfolio's positioning with respect to risk levels, the benchmark portfolio and strategic directions.
- Reviewed the business plan of the Risk Management group and Internal Audit's report on the effectiveness and efficiency of risk management.

Investment proposals

- Reviewed and recommended investment proposals under the Board's authority, considering the analysis submitted by the team responsible for the transaction, the project's risk analysis and, more specifically, its impact on the risk level and concentration of the specialized portfolio concerned and la Caisse's overall portfolio, as well as the investment's compliance with risk oversight policies and guidelines.
- Discussed the risk-return relationship for each investment proposal submitted to the Committee.
- Received status reports on investment proposals authorized by the Board as well as investments that were authorized by la Caisse's senior management but did not come under the Board's purview.

Depositors

- Analyzed the certificates of compliance with the depositors' investment policies and the specialized portfolios' investment policies.

USE OF THE SERVICES OF EXTERNAL EXPERTS

The Investment and Risk Management Committee did not use the services of external experts in 2016.

Board of Directors and Executive Committee

ORGANIZATIONAL STRUCTURE

La Caisse's Board of Directors consists of the Chairman, the President and Chief Executive Officer, depositors' representatives and independent members. The Act respecting the Caisse stipulates that at least two-thirds of the directors, including the Chairman, must be independent.

The Executive Committee is composed of the President and Chief Executive Officer and senior officers from la Caisse's various units. As at December 31, 2016, la Caisse had 890-some employees. At that date, Ivanhoé Cambridge

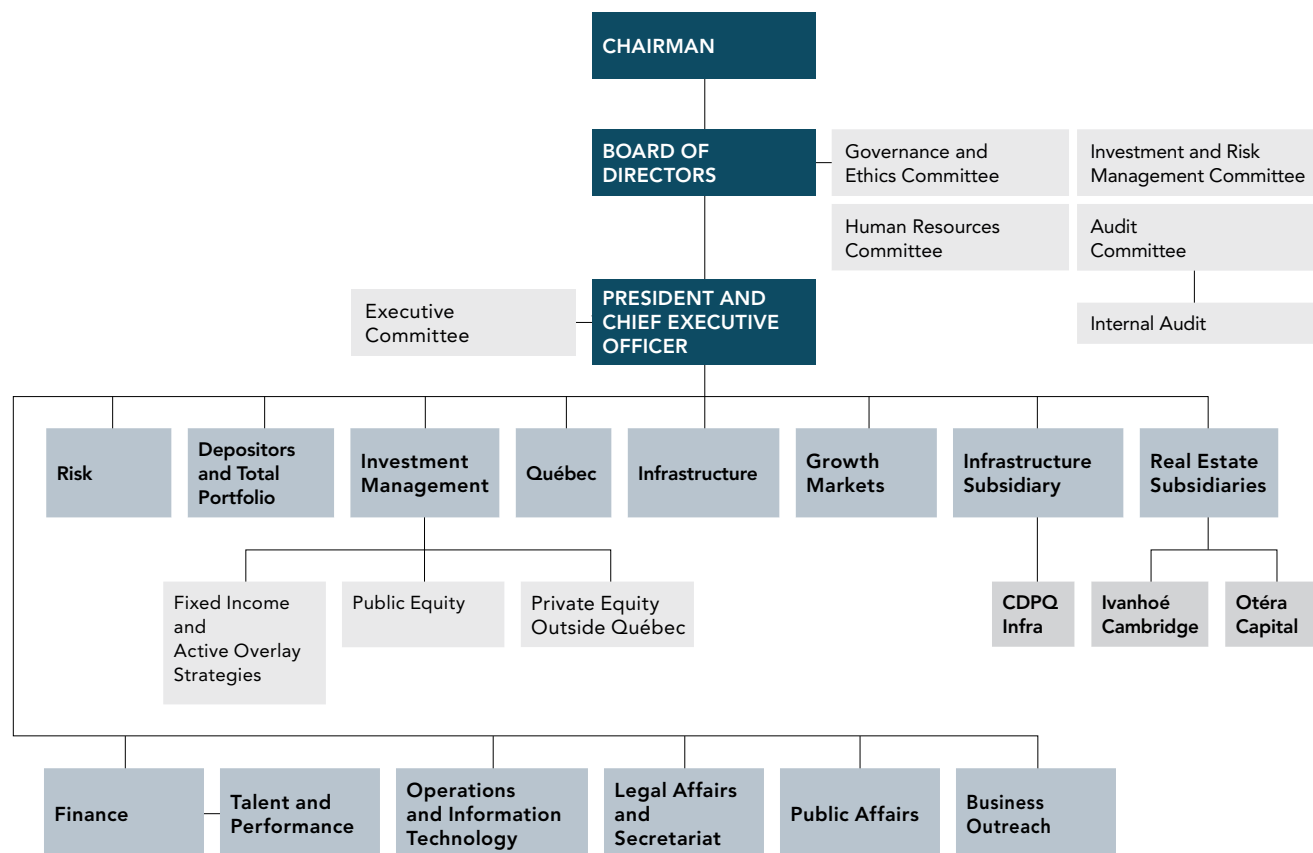
and Otéra Capital, the real estate subsidiaries, had more than 1,500 employees.

La Caisse also has an infrastructure subsidiary, CDPQ Infra, which acts as owner-operator of infrastructure projects, and had a total of some 30 employees at the end of 2016.

These subsidiaries are overseen by their own boards of directors (see Figure 46).

FIGURE 46

ORGANIZATIONAL STRUCTURE
(as at December 31, 2016)



REAL ESTATE AND INFRASTRUCTURE SUBSIDIARIES

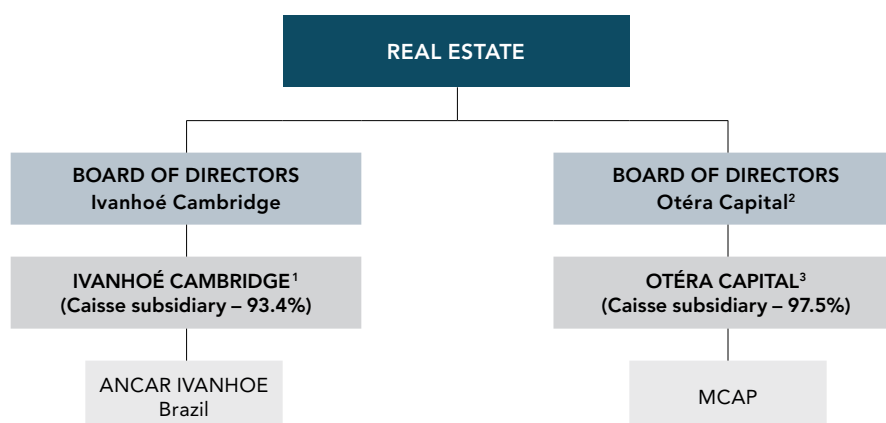
Real estate investments, which take the form of equities and debt, involve primarily shopping centres, office building, residential and logistics properties in key cities worldwide. The holdings are divided into two specialized portfolios: Real Estate and Real Estate Debt. The Real Estate portfolio consists of the assets of Ivanhoé Cambridge, a global real estate industry leader. The Real Estate Debt portfolio consists of the holdings of Otéra Capital, one of the largest commercial real estate financing companies in Canada.

Figure 47 presents the organizational structure of the real estate operations. More information on the real estate subsidiaries can be found at www.ivanhoecambridge.com and www.oteracapital.com.

The infrastructure subsidiary established in 2015, CDPQ Infra aims to effectively and efficiently carry out major public infrastructure projects. Figure 48 presents the organizational structure of CDPQ Infra. More information on CDPQ Infra's operations can be found at www.cdpqinfra.com.

FIGURE 47

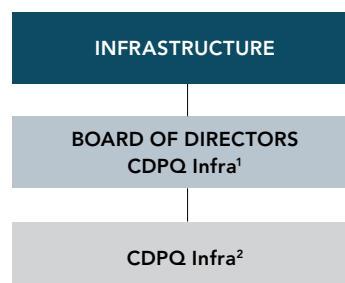
ORGANIZATIONAL STRUCTURE – REAL ESTATE SUBSIDIARIES (as at December 31, 2016)



1. Daniel Fournier, Chairman and Chief Executive Officer, Ivanhoé Cambridge.
2. Sylvain Fortier, Chairman of the Board, Otéra Capital.
3. Alfonso Graceffa, President and Chief Executive Officer, Otéra Capital.

FIGURE 48

ORGANIZATIONAL STRUCTURE – INFRASTRUCTURE SUBSIDIARIES (as at December 31, 2016)



1. Michael Sabia, President of the Board.
2. Macky Tall, President and Chief Executive Officer; Jean-Marc Arbaud, Deputy Managing Director.

BOARD OF DIRECTORS

ROBERT TESSIER

Chairman of the Board of Directors
Committees: Governance and Ethics /
Human Resources
Member since March 2009

ELISABETTA BIGSBY

Corporate Director
Committee: Human Resources
Member since November 2009

BERTRAND CESVET

Chief Executive Officer
and Senior Partner
Sid Lee Inc.
Committee: Human Resources
Member since April 2015

PATRICIA CURADEAU-GROU

Corporate Director
Committee: Investment and Risk Management
Member since October 2013

MICHEL DESPRÉS

President and Chief Executive Officer
Retraite Québec
Member since March 2016

RITA DIONNE-MARSOLAIS¹

Economist and Corporate Director
Committees: Governance and Ethics / Audit
Member since January 2013

GILLES GODBOUT

Corporate Director
Committees: Investment and Risk Management /
Audit
Member since January 2013

FRANÇOIS JOLY

Corporate Director
Committee: Audit
Member since March 2013

JEAN LA COUTURE

Corporate Director
President, Huis Clos Ltée
Committee: Investment and Risk Management
Member since January 2013

DIANE LEMIEUX

President and Chief Executive Officer
Commission de la construction du Québec
Member since December 2014

WENDY MURDOCK

Corporate Director
Committee: Investment and Risk Management
Member since March 2016

FRANÇOIS R. ROY

Corporate Director
Committees: Audit / Governance and Ethics
Member since December 2009

MICHAEL SABIA

President and Chief Executive Officer
Caisse de dépôt et placement du Québec
Member since March 2009

OUMA SANANIKONE

Corporate Director
Committees: Governance and Ethics /
Human Resources
Member since August 2007

1. Rita Dionne-Marsolais was replaced by Maryse Bertrand in 2017.

EXECUTIVE COMMITTEE

CLAUDE BERGERON

Executive Vice-President
and Chief Risk Officer

MICHÈLE BOISVERT

Executive Vice-President
Business Outreach

ANI CASTONGUAY

Senior Vice-President
Public Affairs

MARC CORMIER

Executive Vice-President
Fixed Income and
Active Overlay Strategies
Investment Management

CHRISTIAN DUBÉ

Executive Vice-President
Québec

JEAN-LUC GRAVEL

Executive Vice-President
Equity Markets
Investment Management

RASHAD KALDANY

Executive Vice-President
Growth Markets

ROLAND LESCURE²

Executive Vice-President
and Chief Investment Officer

JEAN MICHEL

Executive Vice-President
Depositors and Total Portfolio

PIERRE MIRON

Executive Vice-President
Chief Operations and IT Officer

MAARIKA PAUL

Executive Vice-President
and Chief Financial Officer

MICHAEL SABIA

President and Chief Executive Officer

OONA STOCK

Executive Vice-President
Talent and Performance

MACKY TALL

Executive Vice-President,
Infrastructure and President
and Chief Executive Officer,
CDPQ Infra

KIM THOMASSIN¹

Executive Vice-President
Legal Affairs and Secretariat

1. Kim Thomassin took up her duties in January 2017.

2. Roland Lescure resigned from la Caisse on April 5, 2017.

The biographies of the members of the Board of Directors can be found in the Governance section of the Caisse website at www.cdpq.com.

Financial Report

CHANGE IN ASSETS

NET ASSETS ATTRIBUTABLE TO DEPOSITORS

Net assets attributable to depositors grew from \$159.0 billion as at December 31, 2011, to \$270.7 billion as at December 31, 2016, increasing \$111.7 billion over five years. This growth is due primarily to net investment results of \$100.0 billion, in addition to depositors' net contributions of \$11.7 billion (see Table 52, p. 119).

During 2016, net assets attributable to depositors increased by \$22.7 billion to \$270.7 billion, compared to \$248.0 billion as at December 31, 2015. This increase was due to \$18.4 billion of net investment results, which came mainly from the Equity asset class, contributing \$12.3 billion, and from Real Assets, which contributed \$4.4 billion, as well as net contributions by depositors of \$4.3 billion.

TOTAL ASSETS

Total assets reached \$315.9 billion as at December 31, 2016, versus \$290.8 billion at the end of 2015 (see Table 49). This \$25.1-billion increase was due to reinvestment of investment income, net realized gains and depositors' contributions. La Caisse, which has a solid financial position, reduced its liabilities to total assets ratio slightly, to 14%. La Caisse's

liabilities consist primarily of securities sold under repurchase agreements and the financing programs of its subsidiary CDP Financial, which are used mainly to finance real estate investments.

ASSETS UNDER MANAGEMENT AND ASSETS UNDER ADMINISTRATION

La Caisse and its subsidiaries administer and manage assets entrusted to them by clients and on their behalf. These assets are not included in la Caisse's Consolidated Statement of Financial Position. La Caisse and its subsidiaries receive fees in return for such portfolio management services and administrative services, which include the administration of real estate properties and transferred mortgages.

As at December 31, 2016, la Caisse's assets under management and administered assets totalled \$78.3 billion, up \$4.9 billion from one year earlier (see Table 50).

This growth came primarily from the portfolio administered by MCAP Commercial LP, a subsidiary of Otéra Capital. This company administers more than \$57.0 billion of Canadian residential, commercial and construction mortgages.

TABLE 49

FINANCIAL INFORMATION – FINANCIAL POSITION

(as at December 31 – in millions of dollars)

	2016	2015
ASSETS		
Investments	308,875	286,845
Other assets	6,984	3,972
Total assets	315,859	290,817
LIABILITIES		
Investment liabilities	42,890	41,039
Other liabilities	2,223	1,753
Total liabilities excluding net assets attributable to depositors	45,113	42,792
Net assets attributable to depositors	270,746	248,025

TABLE 50

FINANCIAL INFORMATION – TOTAL ASSETS UNDER MANAGEMENT

(as at December 31 – in millions of dollars)

	2016	2015
Total assets	315,859	290,817
Assets under management	18,569	20,505
Assets under administration	59,723	52,850
Assets under management and assets under administration	78,292	73,355
Total assets under management	394,151	364,172

NET INVESTMENT RESULTS

Over five years, net investment results amounted to \$100.0 billion. The Equity asset class contributed the most, generating \$63.7 billion of net investment results, including close to \$50.3 billion from the public equity portfolios.

In 2016, la Caisse recorded net investment results of \$18.4 billion (see Table 51). Of this amount, \$12.3 billion comes from the Equity asset class, a large part of which is attributable to the high return on the Canadian equity market as well as on private equity. Real Assets also generated favourable results in 2016, with the largest contribution, \$3.0 billion, made by the Real Estate portfolio.

NET CONTRIBUTIONS BY DEPOSITORS

Total net contributions by depositors as at December 31, 2016 were \$4.3 billion, mainly due to the contributions made by the Retirement Plans Sinking Fund, the Generations Fund, as well as six Ville de Québec pension plans newly added to the list of depositors.

TABLE 51

FINANCIAL INFORMATION – RESULTS BEFORE DISTRIBUTIONS TO DEPOSITORS (as at December 31 – in millions of dollars)

	2016	2015
Net investment income	9,063	7,504
Operating expenses	(463)	(396)
Net income	8,600	7,108
Net realized gains	9,556	975
Net unrealized gains	261	12,026
Net gains on financial instruments at fair value	9,817	13,001
Net investment results before distributions to depositors	18,417	20,109

TABLE 52

FINANCIAL INFORMATION – SUMMARY OF CHANGES IN NET ASSETS ATTRIBUTABLE TO DEPOSITORS (for the period from 2012 to 2016 – in billions of dollars)

	2016	2015	2014	2013	2012	5 years
Net assets attributable to depositors, beginning of year	248.0	225.9	200.1	176.2	159.0	159.0
Net investment results before distributions to depositors	18.4	20.1	23.8	22.8	14.9	100.0
Net contributions by depositors	4.3	2.0	2.0	1.1	2.3	11.7
Net assets attributable to depositors, end of year	270.7	248.0	225.9	200.1	176.2	270.7

ANALYSIS OF OPERATING EXPENSES AND EXTERNAL MANAGEMENT FEES

Operating expenses represent la Caisse's total portfolio management and administration costs. External management fees are amounts paid to external financial institutions to manage funds on la Caisse's behalf.

For fiscal 2016, operating expenses totalled \$463 million, compared to \$396 million in 2015. This difference is a result of la Caisse's deployment of the strategic planning, which aims most notably to increase its international footprint, pursue an absolute-return management approach and acquire more less-liquid assets, requiring the hiring of specialized expertise. External management fees totalled \$38 million, or \$11 million more than in 2015, mainly because of an increase in the value of assets managed externally, particularly in growth markets. In the consolidated financial statements, external management fees are netted against investment income.

Operating expenses and external management fees amounted to \$501 million in 2016, compared to \$423 million in 2015. This amount represents 20.0 cents per \$100 of average net assets, which compares favourably to that of our peers (see Figure 53).

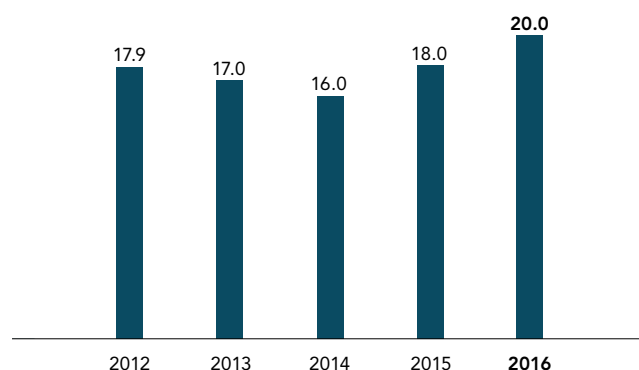
Over five years, operating expenses and external management fees were relatively stable at 18.0 cents per \$100 of average net assets.

OPERATIONAL EFFICIENCY

La Caisse periodically reviews its procedures to maintain tight control over its operating expenses. It aims to maintain operating expenses at a level that, taking into account its investment mix, is comparable to that of institutional fund managers of the same size with similar operations. La Caisse has been benchmarking its costs by asset class for many years.

FIGURE 53

OPERATING EXPENSES AND EXTERNAL MANAGEMENT FEES EXPRESSED PER \$100 OF DEPOSITORS' AVERAGE NET ASSETS
(for periods ended December 31 – in cents)



CDP FINANCIAL

CDP Financial is a wholly-owned subsidiary of la Caisse. Its transactions are designed to optimize the cost of financing the operations of la Caisse and its subsidiaries, to diversify their sources of financing and to match financed assets in terms of currencies and interest rates. To achieve its objectives, it has two financing programs on the local and international institutional markets: short-term borrowing and long-term borrowing.

SHORT-TERM BORROWING

As at December 31, 2016, short-term financing totalled \$4.8 billion, with \$1 billion on the Canadian market and USD 2.9 billion on the U.S. market. In 2016, the average maturity of the borrowings on the Canadian market was 103 days, and transactions totalled \$3.8 billion, while the average maturity of the borrowings on the U.S. market was 109 days, and transactions totalled USD 9.7 billion.

TERM BORROWING

As at December 31, 2016, the fair value of CDP Financial's outstanding term notes totalled \$9.6 billion, versus \$9.9 billion at the end of 2015 (see Figure 54). The \$0.3-billion decrease from 2015 is in large part due to the depreciation of the U.S. dollar relative to the Canadian dollar.

GEOGRAPHIC ALLOCATION

The geographic allocation of the financing is as follows: 77% of the debt instruments are outstanding on the U.S. market, 15% on the Canadian market and 8% on the European market.

CREDIT RATING AGENCIES REAFFIRM LA CAISSE'S FINANCIAL STRENGTH

Dominion Bond Rating Services (DBRS), Moody's Investors Service (Moody's) and Standard & Poor's (S&P) reaffirmed their investment-grade credit ratings with a stable outlook in 2016 (see Table 55). The credit ratings of CDP Financial and la Caisse were published in July, September and November 2016.

FIGURE 54

BREAKDOWN OF LIABILITIES – CDP FINANCIAL
(fair market value as at December 31 – in billions of dollars)

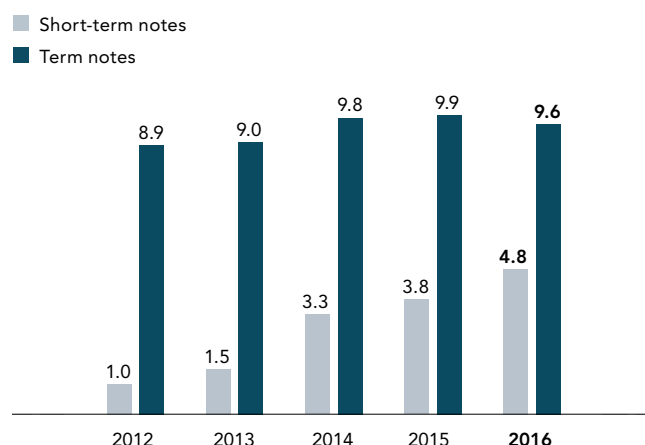


TABLE 55

CREDIT RATINGS

	Short-term	Long-term
DBRS	R-1 (high)	AAA
Moody's	Prime-1 (Aaa)	Aaa
S&P	A-1 + A-1 (HIGH)	AAA

SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements of la Caisse include the accounts of the General Fund, the individual funds and the specialized portfolios, as well as the accounts of its subsidiaries exclusively offering services related to financing, administrative and management operations. Net assets attributable to depositors presented in the Consolidated Statement of Financial Position reflect the combined net value of the accounts of each of the depositors of la Caisse. Note 2 to the Audited Consolidated Financial Statements as at December 31, 2016 describes the significant accounting policies used by la Caisse.

FINANCIAL REPORTING

The consolidated financial statements of la Caisse are presented in accordance with the prevailing accounting standards, namely International Financial Reporting Standards (IFRS), as stipulated in the Act respecting the Caisse de dépôt et placement du Québec. Accounting policies have been applied consistently for all years presented.

EXTERNAL AUDIT

In accordance with the Act respecting the Caisse, the co-auditors audited all of la Caisse's accounting records and issued an unqualified auditors' report for each of the 69 financial statements.

Significant IFRS accounting standards applicable to the consolidated financial statements of la Caisse

Investment entities

Under IFRS 10, Consolidated Financial Statements, the subsidiaries that constitute an investment for an investment entity must be presented and measured at fair value. Accordingly, la Caisse, qualified as an investment entity, does not consolidate its investments, particularly in its real estate, real estate debt, private equity and infrastructure subsidiaries. Valuation of these investments is based on a corporate valuation technique in accordance with IFRS.

Fair value measurement

IFRS 13, Fair Value Measurement, provides a single source of guidelines for all fair value measurements. Fair value is defined as the price that would be received on the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The main techniques for measuring la Caisse's liquid and less-liquid investments are described in Note 7 to the Consolidated Financial Statements on page 146.

Financial measures

As part of issuing certain information included in the Annual Report, la Caisse uses and presents both measures in accordance with IFRS and other financial measures inconsistent with IFRS. La Caisse is of the opinion that these measures provide relevant information, complementary to the analysis of its financial reporting (see General Notes 3 and 6, on page 181).

FAIR VALUE MEASUREMENT

FAIR VALUE MEASUREMENT POLICY

Investment valuation is a process whereby a fair value is assigned to each of la Caisse's investments with a view to preparing the consolidated financial statements. Measurement of investments at fair value is performed periodically in accordance with la Caisse's investment valuation policy, which is approved by the Board of Directors. This comprehensive policy is then supported by the valuation directive and protocols that indicate the valuation methodology to be applied for each type of investment. The policy, directive and protocols also dictate governance of the valuation and reporting processes. The implementation of the policy is the responsibility of the Valuation Committee, which reports to the Executive Committee. The Valuation Committee approves the directive, compliance with the policy, and the fair value of la Caisse's investments semi-annually. Accordingly, the Valuation Committee recommends these fair values to the Audit Committee. The policy complies with the standards and practices of Canadian and international valuation bodies.

Under the policy, when fair value is determined by external valuers or third parties, the Valuation Committee verifies the qualifications, experience and independence of these parties. It also reviews the valuation techniques, the significant inputs used in calculating fair value, and the results and conclusions to ensure that they comply with recognized valuation standards.

In addition, to ensure the reasonableness of the fair value determined, la Caisse may perform back-testing, compare the established fair value with values of comparable transactions, and use external valuers.

Co-auditors have access to all valuation files as part of the audit of the year-end consolidated financial statements.

CONCEPTUAL FRAMEWORK

International Financial Reporting Standards (IFRS) define fair value and provide guidelines on measurement and disclosures related to fair value. Entities are required to maximize the use of relevant observable inputs and minimize the use of unobservable inputs when measuring fair value. Fair value must be established by assuming that the investments are available for sale, that is, that the fair value of investments corresponds to an exit price at the date of the financial statements. The purpose of the accounting standards is to define a single conceptual framework that can be used in all situations requiring fair value measurement.

La Caisse considers that International Financial Reporting Standards constitute a coherent framework for fair value measurement. Nevertheless, these restrictive standards do not take into account the fact that, in accordance with the very long-term investment horizon adopted by its main depositors, la Caisse has the means and intends to hold certain investments until their optimal value is attained.

As such, the fair value established as at December 31, 2016 for investments in less-liquid markets, such as real estate assets, real estate debt, private equity and infrastructure, reflects the general volatility of the financial markets, and this may differ from the economic value of long-term investments.

Note 7 to the Consolidated Financial Statements, on page 146, describes fair value measurement techniques.

Consolidated Financial Statements

MANAGEMENT'S RESPONSIBILITY FOR CONSOLIDATED FINANCIAL REPORTING

Preparation and presentation of the consolidated financial statements of la Caisse de dépôt et placement du Québec ("la Caisse") are the responsibility of management. The consolidated financial statements were prepared in accordance with International Financial Reporting Standards (IFRS), as issued by the International Accounting Standards Board (IASB) and incorporated into the *CPA Canada Handbook*. We ensure that the financial data in the Annual Report are consistent with those in the consolidated financial statements.

The consolidated financial statements include amounts based on management's best estimates and judgment, with due regard for their relative importance. Moreover, in the preparation of the financial information, management has made decisions regarding the information to be presented, has made estimates and has made assumptions that affect the information presented. Future results may differ considerably from our current estimates, because of changes in the financial markets or other events that may have an impact on the fair value of the investments.

In our responsibility for the reliability of financial information, we use a sophisticated internal control mechanism applied systematically on all levels of the organization. This mechanism consists of organizational and operational controls, financial information disclosure controls and procedures, and internal control over financial information. La Caisse's internal control mechanism is based, among other things, on a clear definition of responsibilities; effective allocation of duties and delegation of powers; competent resources; appropriate procedures; information systems, tools and practices; relevant and reliable information whose adequacy enables all employees to fulfill their responsibilities; control, compliance and integrated risk management measures that are proportional to the issues specific to each process and designed to reduce risks likely to affect achievement of la Caisse's objectives; and oversight of compliance with an extensive body of internal policies.

This control mechanism makes it possible to ensure that appropriate internal controls are in place with regards to operations, assets and records. Moreover, la Caisse's internal audit group audits the internal controls on a regular basis. These controls and audits are designed to provide reasonable assurance regarding the reliability of the accounting records used to prepare the consolidated financial statements and to ensure that assets are not used or disposed of in any unauthorized manner, that liabilities are recorded, and that we meet all the legal requirements to which la Caisse is subject, including the *Act respecting the Caisse de dépôt et placement du Québec*.

Each year, we certify that the design of the internal control regarding financial information is sufficient and that the design and functioning of the financial information disclosure controls and procedures are effective. We report any significant irregularity to the Audit Committee of the Board of Directors of la Caisse, as necessary.

The Auditor General of Québec and Ernst & Young LLP (the "co-auditors") have audited the consolidated financial statements of la Caisse as at December 31, 2016 and for the year then ended and their report covers the nature and scope of the audit and expresses their opinion. The co-auditors have unrestricted access to the Audit Committee to discuss any matter relating to their audit.

The Board of Directors and its committees supervise the manner in which management fulfills its responsibility for the establishment and presentation of financial information, maintenance of appropriate internal controls, compliance with the requirements of laws and regulations, management of and control over the main risks and evaluation of major transactions. Moreover, it approves the consolidated financial statements and the Annual Report.

The Board of Directors has approved the consolidated financial statements as at December 31, 2016 and for the year then ended. It is assisted in its responsibilities by the Audit Committee, of which all members are independent directors. This Committee meets with management and the co-auditors, examines the consolidated financial statements and recommends their approval to the Board of Directors.



MICHAEL SABIA

President and Chief Executive Officer

Montréal, February 21, 2017



MAARIKA PAUL, FCPA, FCA, CBV, ICD.D

Executive Vice-President and
Chief Financial Officer

INDEPENDENT AUDITORS' REPORT

To the National Assembly

Report on the consolidated financial statements

We have audited the accompanying consolidated financial statements of la Caisse de dépôt et placement du Québec, which comprise the Consolidated Statement of Financial Position as at December 31, 2016 and the Consolidated Statements of Comprehensive Income, Changes in Net Assets Attributable to Depositors and Cash Flows for the year then ended, as well as a summary of significant accounting policies and other explanatory information.

Management's responsibility for the consolidated financial statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards (IFRS), and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of la Caisse de dépôt et placement du Québec as at December 31, 2016 and its financial performance and its cash flows for the year then ended, in accordance with International Financial Reporting Standards (IFRS).

Report on other legal and regulatory requirements

As required by the Auditor General Act (CQLR, chapter V-5.01), we report that, in our opinion, the accounting standards have been applied on a basis consistent with that of the preceding year.

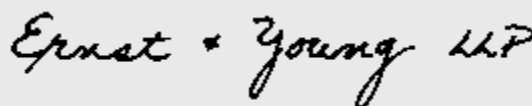
Auditor General of Québec,



Guylaine Leclerc, FCPA auditor, FCA

Montréal, February 21, 2017

Ernst & Young LLP



CPA auditor, CA, permit no. A112431

Montréal, February 21, 2017

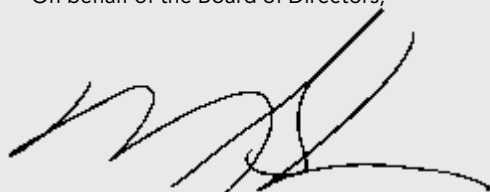
CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at December 31, 2016

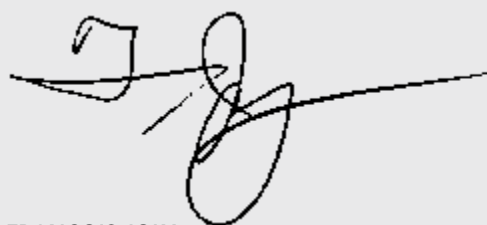
(in millions of Canadian dollars)	2016	2015
Assets		
Cash	651	420
Amounts receivable from transactions being settled	3,898	1,288
Advances to depositors	1,068	776
Investment income, accrued and receivable	1,173	1,226
Other assets	194	262
Investments (Note 4)	308,875	286,845
Total assets	315,859	290,817
Liabilities		
Amounts payable on transactions being settled	1,687	1,224
Other financial liabilities	536	529
Investment liabilities (Note 4)	42,890	41,039
Total liabilities excluding net assets attributable to depositors	45,113	42,792
Net assets attributable to depositors	270,746	248,025

The accompanying notes are an integral part of the consolidated financial statements.

On behalf of the Board of Directors,



MICHAEL SABIA



FRANÇOIS JOLY

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended December 31, 2016

(in millions of Canadian dollars)	2016	2015
Investment income (Note 9)	9,682	8,131
Investment expense (Note 9)	(619)	(627)
Net investment income (Note 9)	9,063	7,504
Operating expenses (Note 11)	(463)	(396)
Net income	8,600	7,108
Net realized gains (Note 10)	9,556	975
Net unrealized gains (Note 10)	261	12,026
Net gains on financial instruments at fair value	9,817	13,001
Net investment result before distributions to depositors (Note 10)	18,417	20,109
Distributions to depositors	(11,783)	(12,801)
Comprehensive income attributable to depositors	6,634	7,308

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN NET ASSETS ATTRIBUTABLE TO DEPOSITORS

For the year ended December 31, 2016

(in millions of Canadian dollars)	Demand deposits	Term deposits	Distributions payable to depositors	Participation deposits	Net assets attributable to depositors
Balance as at December 31, 2014	225	198	1,621	223,807	225,851
Attributions and distributions					
Comprehensive income attributable to depositors	–	–	–	7,308	7,308
Distributions to depositors	12,304	–	497	–	12,801
Participation deposits					
Issuance of participation deposit units	(14,539)	–	–	14,539	–
Cancellation of participation deposit units	282	–	–	(282)	–
Net deposits					
Net change in term deposits	193	(193)	–	–	–
Net contributions by depositors	2,065	–	–	–	2,065
BALANCE AS AT DECEMBER 31, 2015	530	5	2,118	245,372	248,025
Attributions and distributions					
Comprehensive income attributable to depositors	–	–	–	6,634	6,634
Distributions to depositors	12,528	–	(745)	–	11,783
Participation deposits					
Issuance of participation deposit units	(17,312)	–	–	17,312	–
Cancellation of participation deposit units	679	–	–	(679)	–
Net deposits					
Net change in term deposits	(1)	1	–	–	–
Net contributions by depositors	4,304	–	–	–	4,304
BALANCE AS AT DECEMBER 31, 2016	728	6	1,373	268,639	270,746

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended December 31, 2016

(in millions of Canadian dollars)	2016	2015
Cash flows from operating activities		
Comprehensive income attributable to depositors	6,634	7,308
Adjustments for:		
Net unrealized (gains) losses and amortization on commercial paper, loans and term notes payable	(359)	1,117
Distributions to depositors	11,783	12,801
Net changes in operating assets and liabilities		
Amounts receivable from transactions being settled	(2,610)	58
Advances to depositors	(292)	314
Investment income, accrued and receivable	53	(77)
Other assets	68	(139)
Investments	(23,035)	(19,625)
Amounts payable on transactions being settled	463	(76)
Other financial liabilities	7	(119)
Investment liabilities	1,065	(3,545)
	(6,223)	(1,983)
Cash flows from financing activities		
Net change in commercial paper payable	(1,725)	566
Issuance of commercial paper payable	6,421	3,200
Repayment of commercial paper payable	(3,625)	(3,350)
Net change in loans payable	74	(232)
Issuance of loans payable	–	1
Repayment of loans payable	–	(642)
Repayment of term notes payable	–	(1,000)
Net contributions by depositors	4,304	2,065
	5,449	608
Net decrease in cash and cash equivalents	(774)	(1,375)
Cash and cash equivalents at the beginning of the year	2,665	4,040
Cash and cash equivalents at the end of the year	1,891	2,665
Cash and cash equivalents comprise:		
Cash	651	420
Investments		
Securities purchased under reverse repurchase agreements	1,240	2,245
	1,891	2,665
Supplemental information on cash flows from operating activities		
Interest and dividends received	10,130	8,289
Interest paid	(574)	(536)

The accompanying notes are an integral part of the consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts are presented in millions of Canadian dollars, unless otherwise indicated.)

01

CONSTITUTION AND NATURE OF OPERATIONS

La Caisse de dépôt et placement du Québec ("la Caisse"), a legal person established in the public interest within the meaning of the *Civil Code of Québec*, is governed by the *Act respecting the Caisse de dépôt et placement du Québec* (CQLR, chapter C-2) (the "Act").

La Caisse is domiciled in Québec, Canada. Its head office is located at 65 Sainte-Anne, Québec City, Canada and its main office is located at 1000 Place Jean-Paul-Riopelle, Montréal, Canada.

La Caisse's mission is to receive moneys on deposit as provided by the Act and to manage them with a view to achieving an optimal return on depositors' capital within the framework of the depositor investment policies while also contributing to Québec's economic development.

CONSOLIDATED FINANCIAL STATEMENTS

These consolidated financial statements have been prepared for the purposes of presenting la Caisse's financial position, financial performance and cash flows. La Caisse's consolidated financial statements include the accounts of the General Fund, of the individual funds, and of the specialized portfolios as well as the accounts of its subsidiaries that exclusively offer services related to financing, administrative and management activities. In preparing the consolidated financial statements, all intercompany transactions and balances have been eliminated.

The investing activities of the depositors in la Caisse's various specialized portfolios are concluded through the participation deposit units of individual funds.

GENERAL FUND

The General Fund comprises cash and cash equivalent activities that include the management of demand deposits, term deposits, and the financing activities of la Caisse.

INDIVIDUAL FUNDS

The individual funds consist mainly of diversified investments in specialized portfolios. Each individual fund is dedicated to a single depositor who invests in the participation deposits of individual funds.

The individual funds of depositors are as follows:

- Fund 300:** Québec Pension Plan Fund, administered by Retraite Québec (formerly the Régie des rentes du Québec)
- Fund 301:** Government and Public Employees Retirement Plan, administered by Retraite Québec (formerly the Commission administrative des régimes de retraite et d'assurances)
- Fund 302:** Pension Plan of Management Personnel, administered by Retraite Québec (formerly the Commission administrative des régimes de retraite et d'assurances)
- Fund 303:** Special Plans Fund, administered by Retraite Québec (formerly the Commission administrative des régimes de retraite et d'assurances)
- Fund 305:** Pension Plan of Elected Municipal Officers (PEMO), administered by Retraite Québec (formerly the Commission administrative des régimes de retraite et d'assurances)
- Fund 306:** Régime complémentaire de rentes des techniciens ambulanciers/paramédics et des services préhospitaliers d'urgence – Volets à prestations déterminées, administered by the Comité de retraite
- Fund 307:** Fonds d'assurance automobile du Québec, administered by the Société de l'assurance automobile du Québec
- Fund 311:** Supplemental Pension Plan for Employees of the Québec Construction Industry – General Account, administered by the Commission de la construction du Québec
- Fund 312:** Supplemental Pension Plan for Employees of the Québec Construction Industry – Retirees Account, administered by the Commission de la construction du Québec
- Fund 313:** Supplemental Pension Plan for Employees of the Québec Construction Industry – Supplementary Account, administered by the Commission de la construction du Québec
- Fund 314:** Deposit Insurance Fund, administered by the Autorité des marchés financiers
- Fund 315:** Dedicated account, administered by La Financière agricole du Québec

CONSTITUTION AND NATURE OF OPERATIONS (cont.)

- Fund 316:** Retirement Plans Sinking Fund – RREGOP (RPSF-RREGOP), administered by the ministère des Finances, Government of Québec
- Fund 317:** Retirement Plans Sinking Fund – PPMP (RPSF-PPMP), administered by the ministère des Finances, Government of Québec
- Fund 318:** Retirement Plans Sinking Fund – Others (RPSF-Others), administered by the ministère des Finances, Government of Québec
- Fund 326:** Crop Insurance Fund, administered by La Financière agricole du Québec
- Fund 328:** Survivor's Pension Plan, administered by the Secrétariat du Conseil du trésor
- Fund 329:** Fonds d'assurance-garantie, administered by the Régie des marchés agricoles et alimentaires du Québec
- Fund 330:** Fonds de la santé et de la sécurité du travail, administered by the Commission des normes, de l'équité, de la santé et de la sécurité du travail (formerly the Commission de la santé et de la sécurité du travail)
- Fund 332:** Fonds des cautionnements des agents de voyages – cautionnements individuels, administered by the Office de la protection du consommateur
- Fund 333:** Compensation Fund for Customers of Travel Agents, administered by the Office de la protection du consommateur
- Fund 335:** Régime complémentaire de rentes des techniciens ambulanciers/paramédics et des services préhospitaliers d'urgence – Fonds 2020, administered by the Comité de retraite
- Fund 336:** Régime complémentaire de rentes des techniciens ambulanciers/paramédics et des services préhospitaliers d'urgence – Fonds 2030, administered by the Comité de retraite
- Fund 337:** Régime complémentaire de rentes des techniciens ambulanciers/paramédics et des services préhospitaliers d'urgence – Fonds 2040, administered by the Comité de retraite
- Fund 338:** Régime complémentaire de rentes des techniciens ambulanciers/paramédics et des services préhospitaliers d'urgence – Fonds 2050, administered by the Comité de retraite
- Fund 339:** Fonds d'indemnisation des services financiers, administered by the Autorité des marchés financiers (created July 1, 2015)
- Fund 340:** Régimes de retraite de la Ville de Terrebonne, administered by the Comité de retraite conjoint des Régimes de retraite de la Ville de Terrebonne (created July 1, 2015)
- Fund 341:** Education and Good Governance Fund – Treasury Fund, administered by the Autorité des marchés financiers (dissolved April 1, 2015)
- Fund 342:** Régime de retraite de l'Université du Québec, administered by the Comité de retraite du Régime de retraite de l'Université du Québec
- Fund 343:** Parental Insurance Fund, administered by the Conseil de gestion de l'assurance parentale
- Fund 344:** Réserve administered by La Financière agricole du Québec (created January 1, 2016)
- Fund 347:** Régime de retraite du personnel des CPE et des garderies privées conventionnées du Québec, administered by the Investment Committee
- Fund 351:** Generations Fund, administered by the ministère des Finances, Government of Québec
- Fund 353:** Superannuation Plan for the Members of the Sûreté du Québec – Participants' Fund (SPMSQ-part.), administered by Retraite Québec (formerly the Commission administrative des régimes de retraite et d'assurances)
- Fund 354:** Superannuation Plan for the Members of the Sûreté du Québec – Employers' Fund (SPMSQ-empl.), administered by the ministère des Finances, Government of Québec
- Fund 361:** Pension Plan of the non-teaching Staff of the Commission des écoles catholiques de Montréal, administered by the Secrétariat du Conseil du trésor
- Fund 362:** Régime de retraite pour certains employés de la Commission scolaire de la Capitale, administered by the Secrétariat du Conseil du trésor
- Fund 363:** Régime de retraite des employés de la Ville de Laval, administered by the Comité de retraite des employés de la Ville de Laval
- Fund 367:** Territorial Information Fund, administered by the ministère des Finances, Government of Québec
- Fund 368:** Education and Good Governance Fund – Capitalized Fund (EGGF-CF), administered by the Autorité des marchés financiers
- Fund 369:** Accumulated Sick Leave Fund, administered by the ministère des Finances, Government of Québec

CONSTITUTION AND NATURE OF OPERATIONS (cont.)

- Fund 371:** Accumulated Sick Leave Fund – ARQ, administered by the Agence du revenu du Québec
- Fund 372:** Fonds commun de placement des régimes de retraite de l'Université Laval, administered by the Comités de retraite
- Fund 373:** Retirement Plan for Active Members of the Centre hospitalier Côte-des-Neiges, administered by Retraite Québec (formerly the Commission administrative des régimes de retraite et d'assurances)
- Fund 374:** Fiducie globale Ville de Magog, administered by the Comité de retraite mixte
- Fund 376:** Régime de retraite des employées et employés de la Ville de Sherbrooke, administered by the Comité de retraite des employées et employés de la Ville de Sherbrooke
- Fund 378:** Pension Plan of Peace Officers in Correctional Services – Employees' Contribution Fund administered by Retraite Québec (formerly the Commission administrative des régimes de retraite et d'assurances)
- Fund 383:** Régime complémentaire de retraite des employés réguliers de la Société de transport de Sherbrooke, administered by the Comité de retraite
- Fund 384:** Régime de retraite des cadres de la Ville de Québec, administered by the Bureau de la retraite (created November 1, 2016)
- Fund 385:** Régime de retraite des employés manuels de la Ville de Québec, administered by the Bureau de la retraite (created November 1, 2016)
- Fund 386:** Régime de retraite des fonctionnaires de la Ville de Québec, administered by the Bureau de la retraite (created November 1, 2016)
- Fund 387:** Régime de retraite du personnel professionnel de la Ville de Québec, administered by the Bureau de la retraite (created November 1, 2016)
- Fund 388:** Régime de retraite des policiers et policières de la Ville de Québec, administered by the Bureau de la retraite (created November 1, 2016)
- Fund 389:** Régime de retraite des pompiers de la Ville de Québec, administered by the Bureau de la retraite (created November 1, 2016)
- Fund 393:** Régime de retraite de la Corporation de l'École Polytechnique, administered by the Comité de retraite
- Fund 395:** Retirement Plan for the mayors and councillors of municipalities, administered by Retraite Québec (formerly the Commission administrative des régimes de retraite et d'assurances) (created January 1, 2015)

SPECIALIZED PORTFOLIOS

The specialized portfolios consist of common funds in which the individual funds may invest in the form of participation deposits. La Caisse's specialized portfolios are as follows:

- Real Estate (710)
- Equity Markets (737)¹
- Short Term Investments (740)
- Real Estate Debt (750)²
- Bonds (760)²
- Real Return Bonds (762)
- Long Term Bonds (764)
- Asset Allocation (771)
- ABTN (772)
- Active Overlay Strategies (773)
- Private Equity (780)
- Infrastructure (782)

1. As part of the Strategic investment planning (SIP), la Caisse recommended to depositors that changes be made to the portfolio offering. Consequently, on January 1, 2016, the specialized equity portfolios (Canadian Equity (720), EAFE Equity (730), U.S. Equity (731), Emerging Markets Equity (732) and Global Quality Equity (736)) were combined into the new Equity Markets (737) specialized portfolio. On that date, all assets and liabilities of the specialized equity portfolios were combined into this new specialized portfolio. This grouping of specialized portfolios did not have any impact on consolidated net assets and on comprehensive income attributable to depositors.
2. As part of the SIP, la Caisse recommended to depositors that changes be made to the portfolio offering. Consequently, on January 1, 2017, the assets and liabilities of the Bonds (760) specialized portfolio and Real Estate Debt (750) specialized portfolio were transferred at fair value to two new specialized portfolios, Rate (765) and Credit (766). On the same date, the Bonds (760) specialized portfolio and the Real Estate Debt (750) specialized portfolio were dissolved. This grouping of specialized portfolios did not have any impact on consolidated net assets or on comprehensive income attributable to depositors.

02

SIGNIFICANT ACCOUNTING POLICIES**STATEMENT OF COMPLIANCE**

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS), as issued by the International Accounting Standards Board (IASB). The accounting policies described below have been applied consistently to all reporting periods presented.

PRESENTATION AND MEASUREMENT BASIS

La Caisse measures financial instruments, including investments in unconsolidated subsidiaries, joint ventures, associates and structured entities at fair value through profit or loss. Subsidiaries that solely provide services related to financing activities and administrative and management services are consolidated in accordance with the guidance set out in IFRS 10 – *Consolidated Financial Statements*.

La Caisse's Consolidated Statement of Financial Position is presented based on liquidity.

APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

These consolidated financial statements of la Caisse were approved by the Board of Directors on February 21, 2017.

FUNCTIONAL AND PRESENTATION CURRENCY

La Caisse's consolidated financial statements are presented in Canadian dollars, which is the functional currency.

FOREIGN CURRENCY TRANSLATION

Financial assets and liabilities denominated in a foreign currency are translated into Canadian dollars at the exchange rate in effect at the reporting date. Foreign currency transactions are translated into Canadian dollars at the exchange rate in effect at the transaction date.

Translation differences on investments and investment liabilities are presented under "Net unrealized gains" in the Consolidated Statement of Comprehensive Income. When an investment is sold or investment liability settled, the gain or loss on foreign currency translation is presented under "Net realized gains" in the Consolidated Statement of Comprehensive Income. Translation differences on monetary items are included under "Net gains on financial instruments at fair value" in the Consolidated Statement of Comprehensive Income.

USE OF JUDGMENTS AND ESTIMATES

In preparing la Caisse's consolidated financial statements in accordance with IFRS, management must make judgments, estimates and assumptions that affect the application of the significant accounting policies described below and the amounts reported in the Consolidated Statement of Financial Position and Consolidated Statement of Comprehensive Income.

JUDGMENT**Qualification as an investment entity**

Judgment is required when qualifying la Caisse as an investment entity. La Caisse meets the three mandatory criteria of the IFRS 10 definition: 1) Obtain funds from one or more depositors; 2) Commit to its depositors that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both; and 3) Measure and evaluate the performance of its investments on a fair value basis.

IFRS 10 also suggests four typical characteristics be considered in assessing whether an entity qualifies as an investment entity: 1) Have more than one investment; 2) Have more than one depositor; 3) Have investors that are not related parties; and 4) Have ownership interests in the form of equity or similar interests. Although la Caisse does not satisfy the third typical characteristic of an investment entity because la Caisse and the depositors are related, la Caisse nonetheless qualifies as an investment entity, as management believes that having depositors related to the investment entity does not compromise la Caisse's mission of investing for returns from capital appreciation, investment income, or both, for its depositors.

Fair value hierarchy of financial instruments

Management must use judgment in determining the significance of each input used when establishing the classification into the fair value hierarchy, as explained in Note 7.

Interests in entities

Management must use judgment in determining whether la Caisse has control, joint control or significant influence over certain entities, as explained in Note 17, and over the holding of interests in structured entities. Judgment on the relationship between la Caisse and any entity in which la Caisse holds an interest is exercised upon initial investment and must be reassessed when facts and circumstances indicate that there are one or more changes to the elements of control.

SIGNIFICANT ACCOUNTING POLICIES (cont)

La Caisse holds interests in a structured entity when voting or similar rights are not the dominant factor in deciding who controls the entity.

La Caisse controls a subsidiary, including a structured entity, only if the IFRS 10 criteria are met: 1) It has decision-making authority regarding the entity's relevant activities; 2) It has exposure or rights to variable returns from its involvement with the entity; and 3) It has the ability to use its power to affect the amount of the returns. When management determines decision-making authority, several factors are taken into account, including the existence and effect of actual and potential voting rights held by la Caisse that are exercisable, the holding of instruments that are convertible into voting shares, the existence of contractual agreements through which the relevant activities of the entity can be directed, as well as other circumstances that affect decision-making.

La Caisse has significant influence over an associate when it has the power to participate in the financial and operating policy decisions of the entity. It is deemed to have significant influence when it holds 20% or more of the voting rights of an entity but does not have control or joint control. La Caisse has joint control over a joint venture when there is a contractual or implicit arrangement whereby decisions about relevant activities require the unanimous consent of the parties sharing control and when these parties have rights to the net assets of the arrangement.

ESTIMATES AND ASSUMPTIONS

The main estimates and assumptions, which are presented in Note 7, involve the fair value measurement of investments and investment liabilities classified in Level 3 of the fair value hierarchy. Actual values may differ from the estimated values.

FINANCIAL INSTRUMENTS

La Caisse's financial instruments include cash, amounts receivable from transactions being settled, advances to depositors, accrued and receivable investment income, investments, amounts payable on transactions being settled, other financial liabilities, investment liabilities and net assets attributable to depositors.

CLASSIFICATION AND MEASUREMENT

Financial instruments are classified by category based on their nature and characteristics. Management determines classification upon initial recognition, which is the acquisition date. All of la Caisse's financial instruments are designated at fair value through profit or loss and measured at fair value, except for derivative financial instruments and securities sold short, which must be classified as held for trading and are measured at fair value. Management elected to designate all other financial instruments at fair value through profit or loss given that these instruments are managed and their performance evaluated on a fair value basis.

Financial instruments are initially and subsequently recognized at fair value. Changes in the fair value of financial instruments are presented under "Net unrealized gains" in the Consolidated Statement of Comprehensive Income. Investment income and investment expense are presented under "Net investment income" in the Consolidated Statement of Comprehensive Income.

FAIR VALUE MEASUREMENT

Fair value is defined as the price that would be received on the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Upon initial recognition, the best evidence of the fair value of a financial instrument is the transaction price, which is the fair value of the consideration received or given. Subsequently, the fair value of financial instruments is obtained using quoted prices in active markets. When there are no quoted prices, fair value is determined using valuation techniques based on observable and unobservable inputs. La Caisse applies appropriate valuation techniques based on a financial instrument's characteristics, the availability of inputs, and the assumptions that would be used by market participants, focusing on maximizing the use of relevant observable inputs while minimizing the use of unobservable inputs. The valuation techniques are applied consistently. Fair value information is provided in Note 7.

Cash

Cash is the cash deposited with recognized financial institutions and bears interest at market rates.

Investments

Investments include cash equivalents, fixed-income securities, variable-income securities, interests in unconsolidated subsidiaries and derivative financial instruments.

Cash equivalents include securities purchased under reverse repurchase agreements. These securities meet the definition of cash equivalents because they are used for cash management purposes, are readily convertible into a known amount of cash, have negligible risk of fair value changes and have initial maturities of three months or less. These financial instruments bear interest at market rates.

SIGNIFICANT ACCOUNTING POLICIES (cont)

Fixed-income securities include short-term investments, securities purchased under reverse repurchase agreements, corporate receivables, bonds and asset-backed term notes (ABTNs). Purchases and sales of fixed-income securities are recorded at the transaction date.

Variable-income securities include the equities and convertible securities of public companies, private companies, including private investment funds and infrastructure funds, as well as hedge funds. Purchases and sales of equities, convertible securities and hedge funds are recorded at the transaction date, whereas purchases and sales of private investment funds and infrastructure funds are recorded at the settlement date.

Interests in unconsolidated subsidiaries represent la Caisse's investment in controlled entities that are not consolidated under IFRS 10. La Caisse's investment in these entities may be in the form of equities or debt instruments.

Investment liabilities

Investment liabilities include securities sold under repurchase agreements, securities sold short, commercial paper payable, loans payable, term notes payable and derivative financial instruments.

Securities sold short are commitments made by la Caisse to purchase securities from third parties to cover its positions. La Caisse may short-sell equities and bonds.

Derivative financial instruments

In managing its investments, la Caisse conducts transactions involving various derivative financial instruments to manage the risks associated with exchange rate, interest rate and market fluctuations. Derivative financial instruments whose fair value is favourable are presented under "Investments" in the Consolidated Statement of Financial Position, while those whose fair value is unfavourable are presented under "Investment liabilities" in the Consolidated Statement of Financial Position.

La Caisse does not use hedge accounting but may use derivative financial instruments to economically hedge certain financial risks. When la Caisse identifies a hedging relationship, the realized gains or losses on the derivative financial instrument corresponding to the hedging relationship are reclassified as investment income or expense arising from the economically hedged instrument.

Transactions being settled

Transactions with counterparties for the sale or purchase of securities that have not yet been settled at the reporting date are presented respectively under "Amounts receivable from transactions being settled" and "Amounts payable on transactions being settled" in the Consolidated Statement of Financial Position.

DERECOGNITION OF FINANCIAL ASSETS AND LIABILITIES

La Caisse derecognizes financial assets when all of the contractual rights to the assets have expired or when the contractual rights to receive the cash flows from the financial assets have been transferred and when la Caisse has transferred substantially all of the risks and rewards of the financial asset such that it no longer retains control over the asset. If la Caisse considers that it retains substantially all of the risks and rewards of a transferred financial asset, that asset is not derecognized from the Consolidated Statement of Financial Position and, if appropriate, a corresponding financial liability is recorded. Financial assets that have been transferred but not derecognized are presented in Note 14. Financial liabilities are derecognized when the related obligation is discharged, cancelled or expired.

Securities purchased under reverse repurchase agreements and sold under repurchase agreements

La Caisse enters into transactions to purchase and sell securities, i.e., short-term investments and bonds, that it agrees to resell to or repurchase from the counterparty at a future date.

The purchased securities are not recognized in the Consolidated Statement of Financial Position because the counterparty retains the risks and rewards of the securities. The cash amounts disbursed are derecognized, and a corresponding asset is recorded in investments under "Securities purchased under reverse repurchase agreements."

The sold securities are not derecognized from the Consolidated Statement of Financial Position because la Caisse retains the risks and rewards of the securities. The cash amounts received are recognized, and a corresponding liability is recorded in investment liabilities under "Securities sold under repurchase agreements."

The difference between the purchase price and the resale price as well as the difference between the sale price and the repurchase price are respectively recorded as interest income and interest expense calculated using the effective interest method and are presented under "Investment income" and "Investment expense" in the Consolidated Statement of Comprehensive Income.

Lending and borrowing of securities

La Caisse conducts securities lending and borrowing transactions involving equities. These transactions are generally guaranteed by the securities received from the counterparties or pledged by la Caisse, respectively. Loaned securities are not derecognized from, and borrowed securities are not recognized in, the Consolidated Statement of Financial Position because la Caisse or the counterparty, respectively, retains the risks and rewards of the securities. Income and expenses resulting from securities lending and borrowing transactions are presented under "Investment income" and "Investment expense," respectively, in the Consolidated Statement of Comprehensive Income.

SIGNIFICANT ACCOUNTING POLICIES (cont)

NET ASSETS ATTRIBUTABLE TO DEPOSITORS

Net assets attributable to depositors consist of demand deposits, term deposits, distributions payable to depositors and participation deposits.

Demand deposits and term deposits

Demand deposits bear interest at a variable rate and are repayable on demand. Term deposits bear interest at a fixed or variable rate and are repayable at maturity. Demand deposits and term deposits represent la Caisse's indebtedness towards the depositors in accordance with the *Regulation respecting the terms and conditions of deposits, funds and portfolios of the Caisse de dépôt et placement du Québec* (Regulation).

Distributions payable to depositors

Under the Regulation, distributions payable to depositors represent the net income or net loss arising from the specialized portfolios as well as the net realized gains or losses upon cancellation of the participation units of specialized portfolios held by the individual funds that are recorded at the end of the month and that are paid into the demand deposit accounts of depositors at the beginning of the following month. Distributions may also be made through the issuance of participation deposit units of individual funds.

Participation deposits

Participation deposits are expressed in participation units for each individual fund. Each participation unit gives the holder an interest in the fund's net assets. The per-unit value of the net assets is determined by dividing the individual fund's net assets by the number of outstanding units. Depositors can purchase or cancel participation deposit units at that value at the beginning of each month. The difference between the proceeds of cancellation and the carrying value at issuance is recovered in the depositor's demand deposit account. In addition, holders of participation deposit units are entitled to receive distributions. Participation deposit units are financial instruments defined as depositor's equity in the Regulation and are subordinate to all other categories of financial liabilities.

NET INCOME

DIVIDEND AND INTEREST INCOME AND EXPENSE

Dividend income is recognized when la Caisse obtains the right to the dividend, generally on the ex-dividend date. Dividend expense from equities sold short is recorded when the shareholders obtain the right to the dividend.

Interest income and expense are recorded using the effective interest method. Interest income and expense include the amortization of the premium or discount.

Dividend and interest income and expense are presented, respectively, under "Investment income" and "Investment expense" in the Consolidated Statement of Comprehensive Income.

EXTERNAL MANAGEMENT FEES

External management fees are amounts paid to external financial institutions, mainly institutional fund managers active in international stock markets, for the management of funds owned by la Caisse. The base fees and performance-related fees of external managers are presented under "Investment expense" and "Net realized gains," respectively, in the Consolidated Statement of Comprehensive Income.

INCOME TAX

Under federal and provincial income tax legislation, la Caisse is exempt from income tax in Canada. Income from foreign affiliates is subject to withholding taxes in certain countries. Withholding taxes are presented under "Net investment income" in the Consolidated Statement of Comprehensive Income.

OPERATING EXPENSES

Operating expenses consist of all the expenses incurred to manage and administer la Caisse's investments and are presented separately in the Consolidated Statement of Comprehensive Income.

NET GAINS ON FINANCIAL INSTRUMENTS AT FAIR VALUE

When investments are sold, the realized gains and losses are determined on a first in, first out basis. Gains and losses realized on investments represent the difference between net realizable value and acquisition cost. Gains and losses realized on investment liabilities represent the difference between settlement value and value at initial recognition. Gains and losses realized on derivative financial instruments represent the payments and receipts on these financial instruments. Realized gains and losses are presented under "Net realized gains" in the Consolidated Statement of Comprehensive Income. Transaction costs directly attributable to the acquisition, sale and issuance of a financial instrument are presented under "Net realized gains" in the Consolidated Statement of Comprehensive Income. Transaction costs include commissions, stock exchange fees as well as professional and legal fees related to investing and financing activities.

SIGNIFICANT ACCOUNTING POLICIES (cont)

Unrealized gains and losses include the net changes in the fair value of investments and investment liabilities for the year as well as the reversal of prior-year unrealized gains and losses that were realized during the year. Unrealized gains and losses are presented under "Net unrealized gains" in the Consolidated Statement of Comprehensive Income.

DISTRIBUTIONS TO DEPOSITORS

Under the Regulation, distributions to depositors consist of the annual net income or loss from the specialized portfolios as well as the net gains or losses realized on the cancellation of participation units of the specialized portfolios held by the individual funds. Distributions to depositors are recorded as finance costs and presented separately in the Consolidated Statement of Comprehensive Income.

03

NEW IFRS STANDARDS

No issued or amended standard that took effect during the year had an impact on the consolidated financial statements.

ISSUED AS AT DECEMBER 31, 2016 BUT NOT YET EFFECTIVE

IAS 7 – Statement of Cash Flows: Effective date – January 1, 2017

In January 2016, the IASB issued amendments to IAS 7 – *Statement of Cash Flows*. The amendments include disclosure requirements that will enable financial statement users to evaluate changes in liabilities arising from financing activities. The IASB has authorized early adoption of these new requirements. This new standard is to be applied prospectively as of its effective date. The impact of adopting this standard is being examined.

IFRS 15 – Revenue from Contracts with Customers: Effective Date – January 1, 2018

In May 2014, the IASB issued a new standard, IFRS 15 – *Revenue from Contracts with Customers*, which will replace the current revenue recognition standards and interpretations. IFRS 15 provides a single comprehensive model to use when recognizing revenue arising from contracts with customers. The new model applies to all contracts with customers except those that are within the scope of other IFRS standards such as leases, insurance contracts and financial instruments. This new standard is to be applied retrospectively as of its effective date. The impact of adopting this standard is being examined.

IFRS 9 – Financial Instruments: Effective Date – January 1, 2018

In July 2014, the IASB issued the final version of IFRS 9 – *Financial Instruments*, which will replace IAS 39 – *Financial Instruments: Recognition and Measurement*. IFRS 9 addresses the classification and measurement of financial assets and financial liabilities as well as the impairment of financial assets and hedge accounting.

IFRS 9 provides a single model for financial asset classification and measurement that is based on contractual cash flow characteristics and on the business model for holding financial assets. With respect to measuring financial liabilities designated at fair value through profit or loss, the standard prescribes that fair value changes attributable to an entity's own credit risk be accounted for in other comprehensive income unless such a treatment would create or increase an accounting mismatch in net income.

IFRS 9 also introduces a new impairment model for financial assets not measured at fair value through profit or loss that requires recognition of expected credit losses rather than incurred losses as applied under the current standard. As for the new hedge accounting model, it provides better alignment of hedge accounting with risk management activities.

The IASB has authorized early adoption of these new requirements. In general, this new standard is to be applied retrospectively as of its effective date. The impact of adopting this standard is being examined.

IFRS 16 – Leases: Effective Date – January 1, 2019

In December 2015, the IASB issued a new standard, IFRS 16 – *Leases*, which will replace the current standard and interpretations on lease accounting. IFRS 16 establishes a single lease accounting model for lessees. Under this model, lessees recognize most leases on the Consolidated Statement of Financial Position. This new standard is to be applied retrospectively as of its effective date. The impact of adopting this standard is being examined.

04

INVESTMENTS AND INVESTMENT LIABILITIES

A) INVESTMENTS

The following tables present the fair values and costs of the investments. The geographic allocation is determined according to the country of the issuer's principal place of business. The allocation of interests in unconsolidated subsidiaries is determined according to the country of the underlying investments, while the allocation of derivative financial instruments is determined according to the currency in which the instrument will be settled:

	December 31, 2016			
	Canada	Foreign	Fair value	Cost
Investments				
Cash equivalents				
Securities purchased under reverse repurchase agreements	998	242	1,240	1,240
Total cash equivalents	998	242	1,240	1,240
Fixed-income securities				
Short-term investments	649	157	806	821
Securities purchased under reverse repurchase agreements	5,895	3,597	9,492	9,504
Corporate receivables	1,280	1,212	2,492	2,393
Bonds				
Governments	46,704	6,925	53,629	53,945
Government corporations and other public administrations	5,488	748	6,236	5,927
Corporate sector	11,410	6,612	18,022	17,328
Bond funds	–	1,292	1,292	1,000
ABTNs	3,970	–	3,970	4,057
Total fixed-income securities	75,396	20,543	95,939	94,975
Variable-income securities				
Equities and convertible securities				
Public companies	31,569	76,980	108,549	87,435
Private companies	1,898	11,395	13,293	11,721
Hedge funds	–	2,467	2,467	1,656
Total variable-income securities	33,467	90,842	124,309	100,812
Interests in unconsolidated subsidiaries				
Investments in real estate holdings	18,292	23,055	41,347	23,316
Investments in real estate debt	11,559	–	11,559	11,223
Private equity investments	3,053	10,453	13,506	10,124
Infrastructure investments	1,121	10,379	11,500	9,533
Other investments	880	7,499	8,379	7,857
Total interests in unconsolidated subsidiaries	34,905	51,386	86,291	62,053
Derivative financial instruments (Note 6)	4	1,092	1,096	37
Total investments	144,770	164,105	308,875	259,117

INVESTMENTS AND INVESTMENT LIABILITIES (cont.)

	December 31, 2015			
	Canada	Foreign	Fair value	Cost
Investments				
Cash equivalents				
Securities purchased under reverse repurchase agreements	2,245	–	2,245	2,245
Total cash equivalents	2,245	–	2,245	2,245
Fixed-income securities				
Short-term investments	744	140	884	893
Securities purchased under reverse repurchase agreements	2,742	3,700	6,442	6,436
Corporate receivables	1,277	1,727	3,004	2,811
Bonds				
Governments	48,259	4,624	52,883	51,404
Government corporations and other public administrations	6,511	672	7,183	6,929
Corporate sector	11,970	7,059	19,029	17,746
Bond funds	–	718	718	699
ABTNs	4,612	–	4,612	4,747
Total fixed-income securities	76,115	18,640	94,755	91,665
Variable-income securities				
Equities and convertible securities				
Public companies	27,610	68,894	96,504	75,495
Private companies	2,258	11,774	14,032	11,636
Hedge funds	24	3,660	3,684	2,615
Total variable-income securities	29,892	84,328	114,220	89,746
Interests in unconsolidated subsidiaries				
Investments in real estate holdings	17,410	21,289	38,699	21,601
Investments in real estate debt	10,982	–	10,982	10,770
Private equity investments	2,262	7,628	9,890	6,309
Infrastructure investments	858	10,245	11,103	9,091
Other investments	397	3,369	3,766	3,309
Total interests in unconsolidated subsidiaries	31,909	42,531	74,440	51,080
Derivative financial instruments (Note 6)	150	1,035	1,185	172
Total investments	140,311	146,534	286,845	234,908

EQUITIES IN GROWTH MARKETS

La Caisse was granted Qualified Foreign Institutional Investor status and obtained an investment quota to access the Chinese capital markets. Although la Caisse has a long-term investment strategy, it must meet the conditions set by the regulatory authorities in the event of a repatriation of invested capital. As at December 31, 2016, the fair value of investments in securities amounted to \$1,353 million (\$1,362 million as at December 31, 2015).

INVESTMENTS AND INVESTMENT LIABILITIES (cont.)**B) INVESTMENT LIABILITIES**

The following tables present the fair values and costs of the investment liabilities. The geographic allocation of non-derivative financial liabilities is determined using the country of the issuer's principal place of business, while the allocation of derivative financial instruments is determined according to the currency in which the instrument will be settled:

	December 31, 2016			
	Canada	Foreign	Fair value	Cost
Investment liabilities				
Non-derivative financial liabilities				
Securities sold under repurchase agreements	15,548	6,007	21,555	21,568
Securities sold short				
Equities	321	9	330	241
Bonds	1,088	4,258	5,346	5,456
Commercial paper payable	4,813	–	4,813	4,750
Loans payable	–	189	189	190
Term notes payable	9,574	–	9,574	7,295
Total non-derivative financial liabilities	31,344	10,463	41,807	39,500
Derivative financial instruments (Note 6)	73	1,010	1,083	26
Total investment liabilities	31,417	11,473	42,890	39,526

	December 31, 2015			
	Canada	Foreign	Fair value	Cost
Investment liabilities				
Non-derivative financial liabilities				
Securities sold under repurchase agreements	14,575	3,921	18,496	18,488
Securities sold short				
Equities	809	1,052	1,861	1,433
Bonds	22	4,306	4,328	4,099
Commercial paper payable	3,775	–	3,775	3,669
Loans payable	–	116	116	116
Term notes payable	9,899	–	9,899	7,293
Total non-derivative financial liabilities	29,080	9,395	38,475	35,098
Derivative financial instruments (Note 6)	440	2,124	2,564	137
Total investment liabilities	29,520	11,519	41,039	35,235

05

ALLOCATION OF NET ASSETS ATTRIBUTABLE TO DEPOSITORS

The following table presents the allocation of net assets attributable to depositors according to la Caisse's total specialized portfolios offering:

	December 31, 2016	December 31, 2015
Fixed income		
Short Term Investments	6,157	4,584
Bonds	68,075	67,860
Long Term Bonds	2,640	2,390
Real Estate Debt	11,553	11,300
Real Return Bonds	1,087	1,090
	89,512	87,224
Real assets		
Infrastructure	14,640	12,957
Real Estate	31,721	26,955
	46,361	39,912
Equities		
Equity Markets ¹	101,272	91,454
Private Equity	30,387	26,099
	131,659	117,553
Other investments		
Asset Allocation	1,370	1,810
ABTN	241	102
Active Overlay Strategies	626	454
	2,237	2,366
Customized strategies of individual funds ² and cash activities	977	970
Net assets attributable to depositors	270,746	248,025

1. On January 1, 2016, the specialized equity portfolios were combined into the new Equity Markets specialized portfolio. Consequently, the portfolio offering as at December 31, 2015 has therefore been presented to reflect this grouping of specialized portfolios.

2. The customized strategies consist of direct holdings of derivative financial instruments by the individual funds for the customized management of the desired exposure by each depositor.

06

DERIVATIVE FINANCIAL INSTRUMENTS

Derivative financial instruments are financial contracts whose value fluctuates according to an underlying item, which require very little or no initial investment and are settled at a future date. The underlying item may be of a financial nature (interest rate, foreign currency or stock market security or index) or may be a commodity (precious metal, produce or oil). Certain derivative financial instruments are settled through clearing houses. La Caisse uses, among others, the derivative financial instruments described below.

Forward contracts are commitments that enable the purchase or sale of an underlying item, the quantity and price of which are determined in the contract, which includes a predetermined maturity date. Forward contracts have customized terms and conditions negotiated directly between the parties on the over-the-counter market. Futures contracts have terms and conditions determined by an exchange market.

Options are contracts traded on over-the-counter or exchange markets and that give the purchaser the right, but not the obligation, to buy or sell a given amount of an underlying security, index or commodity at a strike price stipulated in advance, either at a determined future date or at any time before a specified maturity date.

Swaps are derivatives traded on over-the-counter markets whereby two parties agree to exchange a series of cash flows according to predetermined conditions that include a notional amount, payment dates and a term to maturity.

Warrants are contracts traded on over-the-counter or exchange markets that enable the purchase of an underlying item, the price of which is determined in the contract, which includes a predetermined maturity date.

The notional amount is the amount to which a rate or price is applied to determine the amounts of cash flows to be exchanged periodically.

DERIVATIVE FINANCIAL INSTRUMENTS (cont.)

The following table presents the fair values and the notional amounts of the derivative financial instruments held by la Caisse:

	December 31, 2016			December 31, 2015		
	Assets	Fair value Liabilities	Notional amount	Assets	Fair value Liabilities	Notional amount
Exchange markets						
Interest rate derivatives						
Futures contracts	–	–	67,694	–	–	41,548
Equity derivatives						
Futures contracts	–	–	14,518	–	–	5,944
Options	–	–	93	29	20	1,610
Warrants	5	–	19	3	–	40
Commodity derivatives						
Futures contracts	1	1	156	–	–	115
Options	6	1	275	1	1	426
Total exchange markets	12	2	82,755	33	21	49,683
Over-the-counter markets						
Interest rate derivatives						
Swaps	161	–	1,703	502	403	16,293
Swaps settled through a clearing house	–	–	52,067	–	–	42,445
Options	–	–	–	45	27	17,130
Currency derivatives						
Swaps	94	64	1,192	29	171	3,212
Forward contracts ¹	605	674	66,169	450	1,769	59,625
Options	49	42	2,326	20	12	2,136
Credit default derivatives						
Swaps	–	–	–	–	–	42
Swaps settled through a clearing house	–	–	2,548	–	–	–
Equity derivatives						
Swaps	175	301	11,530	106	161	6,986
Warrants	–	–	3	–	–	3
Total over-the-counter markets	1,084	1,081	137,538	1,152	2,543	147,872
Total derivative financial instruments	1,096	1,083	220,293	1,185	2,564	197,555

1. When foreign exchange risk management transactions involve simultaneous use of the U.S. dollar and other currencies, the notional amount is presented on a gross basis. As at December 31, 2016, contracts involving simultaneous use of the U.S. dollar and other currencies total \$12,959 million (\$14,395 million as at December 31, 2015).

07

FAIR VALUE MEASUREMENT**A) THE POLICY, DIRECTIVE, PROTOCOLS AND PROCEDURES RELATED TO FAIR VALUE MEASUREMENT**

La Caisse's valuation procedures are governed by the Caisse Investment Valuation Policy, which is approved by the Board of Directors. This general policy is further supported by the valuation directive and the protocols that stipulate valuation methodology is to be applied to each type of investment held by la Caisse. The policy, directive and protocols also establish governance for the valuation and reporting process. Application of the policy is the responsibility of the Valuation Committee, which reports to the Executive Committee and is supported by a valuation team. The Valuation Committee approves the directive, compliance with the policy, and the fair values determined semi-annually. It then recommends these fair values to the Audit Committee. For valuations of private equity investments and infrastructure investments, the policy provides for an external review of substantially all the fair values of these investments over a four-year period. An external review includes a valuation by independent valuers or an observation of comparable transactions in the market.

The policy also includes directives to be followed when using prices from external sources such as broker quotes and net asset values provided by external administrators of the funds or general partners.

When fair value is determined by external valuers or third parties, the Valuation Committee verifies the qualifications, experience and independence of these parties. It also reviews the valuation techniques, the significant inputs used in calculating fair value, and the results and conclusions to ensure that they are in compliance with recognized valuation standards.

In addition, to ensure the reasonableness of the fair value determined, la Caisse may conduct backtesting, compare the established fair value with values of comparable transactions, including the values of comparable public companies, and rely on the services of external valuers.

B) FAIR VALUE VALUATION TECHNIQUES

The following paragraphs describe the main valuation techniques used to measure la Caisse's financial instruments.

SHORT-TERM INVESTMENTS, SECURITIES PURCHASED UNDER REVERSE REPURCHASE AGREEMENTS, CORPORATE RECEIVABLES, SECURITIES SOLD UNDER REPURCHASE AGREEMENTS, COMMERCIAL PAPER PAYABLE, LOANS PAYABLE AND TERM NOTES PAYABLE

The fair value of these financial assets and liabilities is determined using a discounted cash flow technique that primarily uses observable inputs such as the interest rate curves and credit spreads that make up the discount rates.

BONDS

The fair value of bonds is determined using prices published by brokers in active markets for identical or similar instruments. The fair value of bonds that have no published prices is determined using either a discounted cash flow technique or broker quotes. Discounted cash flow valuations use observable and unobservable inputs such as the interest rate curves and credit spreads that make up the discount rates. La Caisse may also use information about recent transactions carried out in the market for valuations of private company bonds.

Bond funds

The fair value of bond funds is determined using the net assets provided by the administrator, unless there is an indication that it differs from the provided value of the net assets. La Caisse ensures that the valuation techniques used by the fund administrator to determine the fair value of the net assets are in compliance with IFRS.

ABTNs

As at December 31, 2016, the fair value of the MAV 1 ABTNs was determined based on the settlement amount received in January 2017. As at December 31, 2015, the fair value of the MAV 1 ABTNs and of certain ABTNs excluded from the restructuring agreement was determined according to a recognized financial model. This technique uses observable and unobservable inputs such as credit spreads, correlation factors and illiquidity premiums. These values are based on observable inputs for similar financial instruments but are adjusted significantly to reflect the specific characteristics of the instrument.

The fair value of the other ABTNs is determined primarily on the basis of external valuations received from the administrator of the trusts and broker quotes that result from recognized financial models.

FAIR VALUE MEASUREMENT (cont.)

EQUITIES AND CONVERTIBLE SECURITIES

Public companies

The fair value of equities and convertible securities of public companies is determined based on closing prices observed on major stock exchanges, which represent the active market.

Private companies

The fair value of equities of private equity investment companies is primarily determined according to the comparable company multiples technique. La Caisse identifies comparable companies based on their industry, size, financial position and strategy and calculates an appropriate multiple for each comparable company identified. This technique uses observable and unobservable inputs such as earnings before interest, taxes, depreciation and amortization (EBITDA) multiples and price-to-book value ratios.

The fair value of equities of private infrastructure investment companies is primarily determined using discounted cash flow technique. This technique uses observable and unobservable inputs such as discount rates that take into account the risk associated with the investment as well as future cash flows.

La Caisse may also use information about recent transactions carried out in the market for valuations of private equity investments and infrastructure investments.

The fair value of private investment funds and infrastructure funds is determined based on the fair value of the net assets in the most recent financial statements provided by the general partner. La Caisse ensures that the valuation techniques used to determine the fair value of the net assets are in compliance with IFRS. Moreover, the fair value of net assets is adjusted to reflect the purchases and sales of fund units carried out between the fund's financial statement date and the valuation date or when other judgmental factors indicate that this value differs from the fair value provided by the general partner.

Certain valuations of private companies are reviewed semi-annually by an independent external firm.

Hedge funds

The fair value of hedge funds is determined according to the net assets provided by the administrator, unless there is an indication that it differs from the value of the net assets provided. La Caisse ensures that the valuation techniques used by the fund administrator to determine the fair value of the net assets are in compliance with IFRS.

INTERESTS IN UNCONSOLIDATED SUBSIDIARIES

The fair value of la Caisse's interests in various unconsolidated subsidiaries is determined using an enterprise valuation technique.

Investments in real estate holdings

The fair value resulting from the enterprise value technique is determined using a commonly used method, i.e., the comparable company multiples method, which is supported by observable and unobservable inputs such as the price-to-book value ratio. This value is determined annually by an independent external firm. Enterprise value reflects, among other things, the fair value of the assets and liabilities held directly by these subsidiaries, which include investment property, other real estate investments, liabilities associated with investment property, as well as the fair value resulting from the quality of the portfolio and the integrated management of the platform of these subsidiaries.

The fair value of interests in the form of debt instruments in these subsidiaries is determined using the discounted cash flow technique, which is supported mainly by observable inputs such as the interest rates and credit spreads that make up the discount rates.

The fair value of investment property, which is measured according to the highest and best use, is determined and certified semi-annually by external, recognized and independent chartered real estate appraisers. Valuations are carried out in compliance with the valuation standards in effect in each market. The valuation techniques used are based primarily on two recognized methodologies, namely, the discounted cash flow technique and the capitalization of future cash flows. These techniques use observable and unobservable inputs such as lease terms and conditions, operating expenses, residual value and rates of return, discount rates and capitalization rates. Values observed for comparable transactions are used to determine the representative fair value range and support the fair value determined. The fair values of real estate investment funds and of public company equities included in other real estate investments are determined, respectively, based on the fair value provided by the general partner or the administrator and on the closing prices observed on major stock exchanges. The fair value of financial liabilities associated with investment property is determined based on the discounted cash flow technique. This technique uses observable and unobservable inputs such as the interest rates and credit spreads that make up the discount rates.

FAIR VALUE MEASUREMENT (cont.)

Investments in real estate debt

Enterprise value reflects the fair value of the assets held directly by these subsidiaries, which primarily include commercial mortgages. The fair value of interests in these subsidiaries corresponds to the net assets in the audited financial statements.

The fair value of interests in the form of debt instruments in these subsidiaries is determined using the discounted cash flow technique. This valuation primarily uses observable inputs such as the interest rates and credit spreads that make up the discount rates.

The fair value of commercial mortgages is determined using the discounted cash flow technique and are divided into risk categories, according to the loan-to-value ratio, and for which an appropriate discount rate is determined. Commercial mortgage valuations are reviewed semi-annually by an independent external firm.

Private equity investments, infrastructure investments and other investments

The enterprise value is determined using the same valuation techniques as those used to determine the fair value of bonds, corporate receivables, equities of private companies, and hedge funds as described above.

SECURITIES SOLD SHORT

The fair value of bonds and equities that are sold short is determined using the fair value of the security that is sold short. The techniques for valuing these securities have been described above.

DERIVATIVE FINANCIAL INSTRUMENTS

The fair value of derivative financial instruments is determined according to the type of derivative financial instrument. The fair value of derivative financial instruments traded on exchange markets and settled through a clearing house is determined, respectively, using the prices on the major stock exchanges representing the active market and clearing house prices. The fair value of derivative financial instruments traded on over-the-counter markets is determined using recognized and commonly used valuation techniques such as the discounted cash flow technique or other financial models. These techniques require the development and use of assumptions that take into account observable and unobservable inputs such as the interest rate curves and credit spreads that make up the discount rates as well as foreign exchange rate curves, prices of the underlying, and volatility.

NET ASSETS ATTRIBUTABLE TO DEPOSITORS

Demand deposits

The fair value of demand deposits is determined based on their nominal value, as they are repayable at any time at the option of the issuer without penalty.

Term deposits and distributions payable to depositors

The fair value of term deposits and distributions payable to depositors is determined using the discounted cash flow technique. This valuation technique mainly uses observable inputs such as the interest rate curves and credit spreads that make up the discount rates.

Participation deposits

The fair value of depositor participation deposits stems from a valuation of all the financial assets and liabilities held by la Caisse.

C) FAIR VALUE HIERARCHY

La Caisse's financial instruments at fair value through profit or loss are classified according to the below-described fair value hierarchy, based on the lowest level of significant input used in measuring fair value.

Level 1: The fair value calculation of the financial instrument is based on quoted prices (unadjusted) in active markets that the entity can access at the measurement date for identical assets or liabilities.

Level 2: The fair value of the financial instrument is calculated using valuation techniques for which the significant inputs are observable, either directly or indirectly.

Level 3: The fair value of the financial instrument is calculated using valuation techniques for which the significant inputs are unobservable. This level includes financial instruments whose valuation is based on prices observed for similar financial instruments, substantially adjusted to reflect the characteristics specific to the financial instrument being measured and available market data.

Classification into the fair value hierarchy levels is determined upon initial measurement of the financial instrument and is reviewed on each subsequent measurement date. Transfers between levels of the fair value hierarchy are measured at fair value at the beginning of each fiscal year.

FAIR VALUE MEASUREMENT (cont.)

The following tables present an allocation of the fair value of financial instruments into the three levels of the fair value hierarchy:

	December 31, 2016			
	Level 1	Level 2	Level 3	Total
Financial assets				
Amounts receivable from transactions being settled	–	3,898	–	3,898
Advances to depositors	–	1,068	–	1,068
Investment income, accrued and receivable	–	1,173	–	1,173
Investments				
Cash equivalents	–	1,240	–	1,240
Short-term investments	–	806	–	806
Securities purchased under reverse repurchase agreements	–	9,492	–	9,492
Corporate receivables	–	2,484	8	2,492
Bonds	–	77,804	1,375	79,179
ABTNs	–	–	3,970	3,970
Equities and convertible securities				
Public companies	108,134	415	–	108,549
Private companies	–	187	13,106	13,293
Hedge funds	–	1,957	510	2,467
Interests in unconsolidated subsidiaries				
Investments in real estate holdings	–	9,540	31,807	41,347
Investments in real estate debt	–	9,285	2,274	11,559
Private equity investments	–	383	13,123	13,506
Infrastructure investments	–	–	11,500	11,500
Other investments	–	7,088	1,291	8,379
Derivative financial instruments	2	1,094	–	1,096
	108,136	127,914	78,964	315,014
Financial liabilities excluding net assets attributable to depositors				
Amounts payable on transactions being settled	–	1,687	–	1,687
Other financial liabilities	–	536	–	536
Investment liabilities				
Securities sold under repurchase agreements	–	21,555	–	21,555
Securities sold short	321	5,346	9	5,676
Commercial paper payable	–	4,813	–	4,813
Loans payable	–	189	–	189
Term notes payable	–	9,574	–	9,574
Derivative financial instruments	1	1,010	72	1,083
	322	44,710	81	45,113
Net assets attributable to depositors				
Demand deposits	–	728	–	728
Term deposits	–	6	–	6
Distributions payable to depositors	–	1,373	–	1,373
Participation deposits	–	268,639	–	268,639
	–	270,746	–	270,746

TRANSFERS BETWEEN LEVELS OF THE FAIR VALUE HIERARCHY

During the year ended December 31, 2016, due to changes in the availability of observable inputs given changing market conditions, financial instruments with a value of \$200 million were transferred from Level 3 to Level 2 and of \$683 million from Level 2 to Level 3.

FAIR VALUE MEASUREMENT (cont.)

	December 31, 2015			
	Level 1	Level 2	Level 3	Total
Financial assets				
Amounts receivable from transactions being settled	–	1,288	–	1,288
Advances to depositors	–	776	–	776
Investment income, accrued and receivable	–	1,226	–	1,226
Investments				
Cash equivalents	–	2,245	–	2,245
Short-term investments	–	882	2	884
Securities purchased under reverse repurchase agreements	–	6,442	–	6,442
Corporate receivables	–	2,996	8	3,004
Bonds	–	78,596	1,217	79,813
ABTNs	–	–	4,612	4,612
Equities and convertible securities				
Public companies	96,261	243	–	96,504
Private companies	–	561	13,471	14,032
Hedge funds	–	3,120	564	3,684
Interests in unconsolidated subsidiaries				
Investments in real estate holdings	–	11,701	26,998	38,699
Investments in real estate debt	–	8,762	2,220	10,982
Private equity investments	–	762	9,128	9,890
Infrastructure investments	–	–	11,103	11,103
Other investments	–	3,766	–	3,766
Derivative financial instruments	29	1,156	–	1,185
	96,290	124,522	69,323	290,135
Financial liabilities excluding net assets attributable to depositors				
Amounts payable on transactions being settled	–	1,224	–	1,224
Other financial liabilities	–	529	–	529
Investment liabilities				
Securities sold under repurchase agreements	–	18,496	–	18,496
Securities sold short	1,840	4,328	21	6,189
Commercial paper payable	–	3,775	–	3,775
Loans payable	–	116	–	116
Term notes payable	–	9,899	–	9,899
Derivative financial instruments	20	2,495	49	2,564
	1,860	40,862	70	42,792
Net assets attributable to depositors				
Demand deposits	–	530	–	530
Term deposits	–	5	–	5
Distributions payable to depositors	–	2,118	–	2,118
Participation deposits	–	245,372	–	245,372
	–	248,025	–	248,025

TRANSFERS BETWEEN LEVELS OF THE FAIR VALUE HIERARCHY

During the year ended December 31, 2015, due to changes in the availability of observable inputs given changing market conditions, financial instruments with a value of \$679 million were transferred from Level 3 to Level 2, of \$44 million from Level 2 to Level 3, and of \$145 million from Level 1 to Level 2.

FAIR VALUE MEASUREMENT (cont.)**D) LEVEL 3: RECONCILIATION BETWEEN OPENING AND CLOSING BALANCES**

For financial instruments classified in Level 3 of the hierarchy, reconciliations between the opening and closing balances as at December 31, 2016 and as at December 31, 2015 are as follows:

							2016
	Opening balance (assets/ (liabilities))	Gains (losses) recognized in compre- hensive income ²	Purchases	Sales	Transfers	Closing balance (assets/ (liabilities))	Unrealized gains (losses) on financial instruments held at year-end ³
Short-term investments	2	2	–	(4)	–	–	–
Corporate receivables	8	1	5	(6)	–	8	1
Bonds	1,217	(13)	286	(115)	–	1,375	(9)
ABTNs	4,612	40	–	(682)	–	3,970	(87)
Equities and convertible securities	14,035	(85)	1,854	(2,421)	233	13,616	(368)
Interests in unconsolidated subsidiaries	49,449	1,295	12,274	(3,273)	250	59,995	1,281
Derivative financial instruments ¹	(49)	(23)	–	–	–	(72)	(23)
Securities sold short	(21)	4	312	(304)	–	(9)	11

							2015
	Opening balance (assets/ (liabilities))	Gains (losses) recognized in compre- hensive income ²	Purchases	Sales	Transfers	Closing balance (assets/ (liabilities))	Unrealized gains (losses) on financial instruments held at year-end ³
Short-term investments	3	(1)	–	–	–	2	(1)
Corporate receivables	10	4	–	(6)	–	8	4
Bonds	1,034	148	580	(567)	22	1,217	133
ABTNs	9,236	43	–	(4,667)	–	4,612	45
Equities and convertible securities	11,784	1,496	3,016	(1,604)	(657)	14,035	1,394
Interests in unconsolidated subsidiaries	40,199	5,133	7,785	(3,668)	–	49,449	4,985
Derivative financial instruments ¹	(2)	(51)	–	4	–	(49)	(49)
Securities sold short	(30)	(2)	11	–	–	(21)	4

1. The assets and liabilities related to derivative financial instruments are presented on a net basis.

2. Presented under "Net realized gains" and "Net unrealized gains" in the Consolidated Statement of Comprehensive Income.

3. Presented under "Net unrealized gains" in the Consolidated Statement of Comprehensive Income.

E) LEVEL 3: FAIR VALUE MEASUREMENT BASED ON REASONABLY POSSIBLE ALTERNATIVE ASSUMPTIONS

In certain cases, the assumptions used in the valuation techniques are based on unobservable inputs or observable inputs adjusted significantly to reflect the characteristics specific to the financial instrument being measured. While la Caisse considers its fair value measurements to be appropriate, the use of reasonably possible alternative assumptions could result in different fair values. For a given measurement date, it is possible that other market participants could measure a same financial instrument at a different fair value, with the valuation techniques and inputs used by these market participants still meeting the definition of fair value. The fact that different fair value measurements exist reflects the judgment, estimates and assumptions applied as well as the uncertainty involved in determining the fair value of these financial instruments.

FAIR VALUE MEASUREMENT (cont.)

The following tables present quantitative information on the primary valuation techniques and unobservable inputs for the main financial instruments classified in Level 3 of the fair value hierarchy that are subject to the sensitivity analysis in Note 7f as well as those that are excluded from the analysis:

				December 31, 2016
	Fair value	Valuation techniques	Unobservable inputs	Range (weighted average)
Subject to the sensitivity analysis				
Bonds	864	Discounted cash flows	Discount rates	8.3% to 8.5% (8.4%)
Equities of private companies				
Private equity investments	2,137	Comparable company multiples	EBITDA multiples	5.4 to 11.1 (8.5)
Infrastructure investments	2,152	Discounted cash flows	Discount rates	6.5% to 13.0% (10.5%)
Interests in unconsolidated subsidiaries				
Investments in real estate holdings	31,807	Comparable company multiples	Price-to-book value ratios	1.06
		Discounted cash flows	Discount rates	4.9% to 14.0% (6.5%)
			Credit spreads	0.0% to 12.5% (1.9%)
		Capitalization of cash flows	Capitalization rates	4.1% to 11.3% (5.3%)
Private equity investments	5,345	Comparable company multiples	EBITDA multiples	6.5 to 11.0 (9.7)
Infrastructure investments	10,145	Discounted cash flows	Discount rates	8.0% to 13.6% (8.9%)
	52,450			
Excluded from the sensitivity analysis				
Financial instruments ¹	26,433	Recent transactions ²	n.a.	n.a.
		Broker quotes ³	n.a.	n.a.
		Net asset value ⁴	n.a.	n.a.
Net financial instruments classified in Level 3	78,883			

n.a.: not applicable

1. The fair value of the financial instruments presented in this item includes corporate receivables, bonds, ABTNs, equities, interests in unconsolidated subsidiaries, derivative financial instruments and securities sold short.
2. When fair value is determined based on recent transaction information, this value is the most representative indication of fair value. Consequently, la Caisse did not conduct a sensitivity analysis.
3. When fair value is determined using broker quotes, this value is the only reasonable indication of fair value. Consequently, la Caisse is unable to conduct a sensitivity analysis.
4. When fair value is determined based on net asset value, this value is the only reasonable indication of fair value. Consequently, la Caisse is unable to conduct a sensitivity analysis.

FAIR VALUE MEASUREMENT (cont.)

				December 31, 2015
	Fair value	Valuation techniques	Unobservable inputs	Range (weighted average)
Subject to the sensitivity analysis				
Bonds	629	Discounted cash flows	Discount rates	9.7% to 15.0% (11.5%)
ABTNs	4,245	Financial model	Correlation factors	27.7% to 99.0% (40.9%)
			Illiquidity premium	0.4%
Equities of private companies				
Private equity investments	3,122	Comparable company multiples	EBITDA multiples	6.8 to 17.5 (9.3)
Infrastructure investments	2,210	Discounted cash flows	Discount rates	7.8% to 10.0% (9.2%)
Interests in unconsolidated subsidiaries				
Investments in real estate holdings	26,998	Comparable company multiples	Price-to-book value ratios	1.06
		Discounted cash flows	Discount rates	5.0% to 14.0% (6.5%)
			Credit spreads	0.0% to 13.0% (1.9%)
		Capitalization of cash flows	Capitalization rates	3.5% to 11.5% (5.3%)
Private equity investments	1,613	Comparable company multiples	EBITDA multiples	6.3 to 11.2 (8.0)
Infrastructure investments	8,158	Discounted cash flows	Discount rates	7.8% to 11.0% (9.1%)
	46,975			
Excluded from the sensitivity analysis				
Financial instruments ¹	22,278	Recent transactions ²	n.a.	n.a.
		Broker quotes ³	n.a.	n.a.
		Net asset value ⁴	n.a.	n.a.
Net financial instruments classified in Level 3	69,253			

n.a.: not applicable

1. The fair value of the financial instruments presented in this item includes short-term investments, corporate receivables, bonds, ABTNs, equities, interests in unconsolidated subsidiaries, derivative financial instruments and securities sold short.
2. When fair value is determined based on recent transaction information, this value is the most representative indication of fair value. Consequently, la Caisse did not conduct a sensitivity analysis.
3. When fair value is determined using broker quotes, this value is the only reasonable indication of fair value. Consequently, la Caisse is unable to conduct a sensitivity analysis.
4. When fair value is determined based on net asset value, this value is the only reasonable indication of fair value. Consequently, la Caisse is unable to conduct a sensitivity analysis.

FAIR VALUE MEASUREMENT (cont.)**F) SENSITIVITY ANALYSIS OF FAIR VALUE**

The following analysis shows the sensitivity of fair value measurements to reasonably possible alternative assumptions for the significant unobservable inputs presented in the preceding tables of Note 7e. La Caisse identified reasonably possible alternative assumptions using its judgment and knowledge of the markets. The following table shows the increases and decreases in fair value that would result from these alternative assumptions for the main financial instruments classified in Level 3 of the fair value hierarchy that are subject to a sensitivity analysis:

	December 31, 2016		December 31, 2015	
	Increase	Decrease	Increase	Decrease
Sensitivity of fair value	3,508	(3,118)	3,319	(3,040)

As at December 31, 2016, the fair value sensitivity analysis shows an increase in fair value of \$2,255 million (\$2,230 million as at December 31, 2015) and a decrease in fair value of \$2,043 million (\$2,031 million as at December 31, 2015) attributable to investments in real estate holdings.

There is a correlation between unobservable inputs and the determination of fair value. Therefore, an increase (decrease) in discount rates, credit spreads, capitalization rates, and correlation factors would result in a decrease (increase) in fair value. Furthermore, an increase (decrease) in EBITDA multiples and price-to-book value ratios would result in an increase (decrease) in fair value. There is no predictable correlation between unobservable inputs.

08

OFFSETTING FINANCIAL ASSETS AND FINANCIAL LIABILITIES

A financial asset and a financial liability must be offset in the Consolidated Statement of Financial Position when la Caisse has a legally enforceable right of set-off and intends either to settle on a net basis or to realize the financial asset and settle the financial liability simultaneously with the counterparty. La Caisse has a legally enforceable right of set-off when this right is exercisable in the normal course of business and in the event of default, insolvency or bankruptcy.

Amounts receivable from and amounts payable on transactions being settled, securities purchased under reverse repurchase agreements, securities sold under repurchase agreements and derivative financial instruments traded on over-the-counter markets in accordance with agreements of the *International Swaps and Derivatives Association* (ISDA) are subject to master netting agreements that do not meet the criteria for offsetting in the Consolidated Statement of Financial Position as they give a right of set-off that is enforceable only in the event of default, insolvency or bankruptcy.

Derivative financial instruments traded on exchange markets as well as those settled by clearing houses through brokers satisfy offsetting criteria.

OFFSETTING FINANCIAL ASSETS AND FINANCIAL LIABILITIES (cont.)

The following tables present information about financial assets and liabilities that are offset and not offset in the Consolidated Statement of Financial Position and that are subject to master netting agreements or similar arrangements:

December 31, 2016						
	Gross amounts recognized	Amounts offset	Net amounts presented in the Consolidated Statement of Financial Position ¹	Amounts subject to master netting agreements	Collateral received/pledged ²	Net amounts
Financial assets						
Amounts receivable from transactions being settled	3,898	–	3,898	(1,263)	–	2,635
Securities purchased under reverse repurchase agreements	10,732	–	10,732	(6,902)	(3,826)	4
Derivative financial instruments ³	1,113	(1)	1,112	(641)	(168)	303
	15,743	(1)	15,742	(8,806)	(3,994)	2,942
Financial liabilities						
Amounts payable on transactions being settled	1,687	–	1,687	(1,263)	–	424
Securities sold under repurchase agreements	21,555	–	21,555	(6,902)	(14,650)	3
Derivative financial instruments ³	1,094	(1)	1,093	(641)	(339)	113
	24,336	(1)	24,335	(8,806)	(14,989)	540
December 31, 2015						
	Gross amounts recognized	Amounts offset	Net amounts presented in the Consolidated Statement of Financial Position ¹	Amounts subject to master netting agreements	Collateral received/pledged ²	Net amounts
Financial assets						
Amounts receivable from transactions being settled	1,288	–	1,288	(757)	–	531
Securities purchased under reverse repurchase agreements	8,687	–	8,687	(7,912)	(763)	12
Derivative financial instruments ³	1,233	(3)	1,230	(768)	(4)	458
	11,208	(3)	11,205	(9,437)	(767)	1,001
Financial liabilities						
Amounts payable on transactions being settled	1,224	–	1,224	(609)	–	615
Securities sold under repurchase agreements	18,496	–	18,496	(8,060)	(10,434)	2
Derivative financial instruments ³	2,619	(3)	2,616	(768)	(1,335)	513
	22,339	(3)	22,336	(9,437)	(11,769)	1,130

1. Net amounts presented in the Consolidated Statement of Financial Position or in Notes 4a and 4b.

2. The financial collateral received or pledged cannot include a net amount per counterparty less than zero. The total amounts of financial collateral received or pledged are presented in Note 15.

3. The amounts presented in this item include amounts receivable and payable related to derivative financial instruments presented, respectively, under "Investment income, accrued and receivable" and "Other financial liabilities."

09

NET INVESTMENT INCOME

The following table presents the investment income and expense of the financial instruments at fair value through profit or loss:

	2016			2015		
	Dividend income (expense)	Interest income (expense)	Net investment income	Dividend income (expense)	Interest income (expense)	Net investment income
Cash management activities	–	10	10	–	29	29
Investing activities						
Short-term investments	–	16	16	–	20	20
Securities purchased under reverse repurchase agreements	–	30	30	–	63	63
Corporate receivables	–	90	90	–	95	95
Bonds	–	1,874	1,874	–	2,015	2,015
ABTNs	–	134	134	–	93	93
Equities and convertible securities	4,081	15	4,096	3,593	22	3,615
Interests in unconsolidated subsidiaries	2,557	833	3,390	1,363	817	2,180
	6,638	3,002	9,640	4,956	3,154	8,110
Other			42			21
Total investment income			9,682			8,131
Investment liability activities						
Securities sold under repurchase agreements	–	(94)	(94)	–	(75)	(75)
Securities sold short	(23)	(69)	(92)	(61)	(83)	(144)
Financing activities						
Commercial paper payable	–	(34)	(34)	–	(14)	(14)
Loans payable	–	–	–	–	(1)	(1)
Term notes payable	–	(364)	(364)	–	(372)	(372)
	(23)	(561)	(584)	(61)	(545)	(606)
Other expenses						
External management fees			(35)			(21)
Total investment expense			(619)			(627)
Net investment income			9,063			7,504

10

NET INVESTMENT RESULT BEFORE DISTRIBUTIONS TO DEPOSITORS

The following table presents the net investment income, net realized gains (losses) and net unrealized gains (losses) on financial instruments at fair value through profit or loss as well as operating expenses:

	2016				2015			
	Net investment income (Note 9)	Net realized gains (losses)	Net unrealized gains (losses)	Total	Net investment income (Note 9)	Net realized gains (losses)	Net unrealized gains (losses)	Total
Cash management activities	10	(7)	–	3	29	–	–	29
Investing activities								
Short-term investments	16	(2)	(6)	8	20	37	(9)	48
Securities purchased under reverse repurchase agreements	30	61	(18)	73	63	541	35	639
Corporate receivables	90	45	(94)	41	95	132	190	417
Bonds	1,874	1,693	(2,056)	1,511	2,015	1,877	355	4,247
ABTNs	134	(4)	48	178	93	9	45	147
Equities and convertible securities	4,096	8,473	(977)	11,592	3,615	6,281	4,304	14,200
Interests in unconsolidated subsidiaries	3,390	147	878	4,415	2,180	6	6,813	8,999
Net derivative financial instruments	–	31	1,416	1,447	–	(4,559)	(102)	(4,661)
Other	42	(176)	–	(134)	21	96	–	117
	9,682	10,261	(809)	19,134	8,131	4,420	11,631	24,182
Investment liability activities								
Securities sold under repurchase agreements	(94)	(38)	21	(111)	(75)	(492)	(17)	(584)
Securities sold short	(92)	(600)	678	(14)	(144)	(2,362)	1,529	(977)
Financing activities								
Commercial paper payable	(34)	61	43	70	(14)	(417)	(45)	(476)
Loans payable	–	12	1	13	(1)	(69)	11	(59)
Term notes payable	(364)	–	327	(37)	(372)	–	(1,083)	(1,455)
Other								
External management fees	(35)	(3)	–	(38)	(21)	(6)	–	(27)
Transaction costs	–	(137)	–	(137)	–	(99)	–	(99)
	(619)	(705)	1,070	(254)	(627)	(3,445)	395	(3,677)
	9,063	9,556	261	18,880	7,504	975	12,026	20,505
Operating expenses (Note 11)				(463)				(396)
Net investment result before distributions to depositors				18,417				20,109

11

OPERATING EXPENSES

The following table presents the operating expenses:

	2016	2015
Salaries and employee benefits	284	240
Information technology and professional services	53	47
Data services and subscriptions	18	16
Rent	16	15
Maintenance, equipment and amortization	50	43
Other expenses	27	22
	448	383
Safekeeping of securities	15	13
	463	396

12

RISK IDENTIFICATION AND MANAGEMENT**RISK MANAGEMENT POLICIES, DIRECTIVES AND PROCEDURES RELATED TO INVESTMENT ACTIVITIES**

La Caisse is responsible for managing deposits in accordance with service agreements and depositor investment policies, the investment policies for specialized portfolios and the integrated risk management policy. To do so, it has implemented various policies, directives and procedures to oversee the management of the risks relating to its operations.

The integrated risk management policy is adopted by la Caisse's Board of Directors. The purpose of this policy is to promote a rigorous risk management culture and practices that help la Caisse carry out its mission on behalf of its depositors. The integrated risk management policy defines market risk, concentration risk, credit risk, the counterparty risk associated with derivative financial instruments, and financing-liquidity risk.

Specifically, this policy aims to:

- Establish the guiding principles that support la Caisse's integrated risk management framework and promote a sound risk management culture at all levels of the organization;
- Set out the risk management model and governance structure;
- Define the roles and responsibilities of stakeholders;
- Establish oversight of the main risks to which la Caisse is exposed.

La Caisse's governance and risk management are based on the following twelve guiding principles:

- A risk tolerance framework;
- The roles of the Board of Directors and senior executives;
- A client-centric approach that focuses on the needs of depositors;
- A long-term investment strategy;
- Liquidity and financing management;
- In-depth knowledge of assets and markets;
- Independent functions and stakeholder accountability;
- Collaboration for comprehensive risk management;
- Operational excellence;
- Use of derivative financial instruments and counterparty risk management;
- Oversight of new investment activities and new financial instruments;
- A responsible investment framework.

RISK IDENTIFICATION AND MANAGEMENT (cont.)

The levels of control and parties responsible for risk management governance are as follows:

1. Investment groups have the primary responsibility for managing the risks related to their operations;
2. Independent teams and internal committees are responsible for supporting investment group employees and setting appropriate control mechanisms;
3. The Board of Directors and its committees ensure a management framework is adopted, and the Internal Audit group ensures execution and compliance with the established risk management framework.

The integrated risk management policy sets out risk limits and authorization levels for la Caisse as a whole as well as limits applicable to cross-functional activities. In addition, la Caisse develops and periodically reviews the specialized portfolio investment policies that are designed to oversee the work of the specialized portfolio managers. A separate investment policy sets out investment strategy, management style, eligible investments, target returns, benchmark index, and concentration and risk limits.

Furthermore, each investment group must adopt an investment strategy. SIP seeks to strengthen the decision-making process by achieving a better matching of return to risk when choosing investments. SIP sets future directions, strengthens the collaboration and information sharing processes required to make strategic investment decisions and ensures a better alignment between the directions and strategies. The SIP process is conducted annually and includes the following steps: 1) Diagnostic and strategic directions; 2) Strategic plans; 3) Review and approval and 4) Execution and accountability. Investment plans are presented to the Investment-Risk Committee (IRC) for approval and are communicated to the Executive Committee and Board of Directors.

La Caisse is exposed to various financial risks. Detailed information regarding these risks is presented in the following sections.

MARKET RISK

Market risk is the risk of financial loss arising from fluctuations in the fair value of financial instruments. Volatility in financial instrument prices stems from changes in market risk factors, in particular interest rates, credit rate spreads, exchange rates, share prices and commodity prices. La Caisse uses derivative financial instruments to manage market risks.

La Caisse manages all market risks according to an integrated approach for all specialized portfolios. The main factors contributing to risk, such as industry sector, geographic region and issuer, are taken into account. La Caisse's market risks are managed and calculated according to factors that can influence the fair value of investments and investment liabilities.

La Caisse measures its market risk using Value-at-Risk (VaR), which is based on a statistical estimate of the volatility of the fair value of each position and of correlations between market risk factors. VaR is a statistical estimate of the potential financial loss that could be incurred by la Caisse's actual portfolio, based on a predetermined confidence level and a given exposure period. The market VaR is estimated with a 99% confidence level over an exposure period of one year. To summarize, VaR indicates the level of loss that the actual portfolio of la Caisse could exceed in only 1% of cases. La Caisse estimates VaR for each instrument held in its specialized portfolios and aggregates the information for la Caisse's actual portfolio.

The historical-simulation method is used to measure VaR. This method is based mainly on the assumption that the future will be similar to the past. It requires that historical data series on all the risk factors needed to estimate the returns on financial instruments be available. In the absence of historical data, alternative methods are used.

The calculation results obtained by applying this methodology do not make it possible to estimate the amount of loss, based on a specific event, that would be incurred by la Caisse's portfolio if this event re-occurred. For example, if future conditions and market risk factors were substantially different from past economic conditions, actual losses could differ substantially from estimated losses. Moreover, these estimates at a given date do not take into account all possible losses resulting from exceptional market events or losses that could arise over and above the 99% confidence level. Consequently, in light of these limitations, the losses for la Caisse's actual portfolio could exceed the estimates.

A history of 2,500 days of observation of risk factors is used to measure the volatility of returns and the correlation between the return of financial instruments. Moreover, due to the methodology, the effects on the portfolio of the worst events seen over a one-week horizon are repeated several times during the year.

RISK IDENTIFICATION AND MANAGEMENT (cont.)

Two risk measures are calculated and analyzed:

- The absolute risk of the actual portfolio represents the total risk associated with the categories of financial instruments that make up la Caisse's actual portfolio;
- The absolute risk of the benchmark portfolio targeted by depositors represents the total risk of the benchmark indexes associated with the categories of financial instruments that make up la Caisse's benchmark portfolio.

The absolute risks of la Caisse's actual and benchmark portfolios are measured regularly and used to calculate the absolute risk ratio, which is subject to certain limitations. The absolute risk ratio is obtained by dividing the absolute risk of the actual portfolio by the absolute risk of the benchmark portfolio.

The absolute risk of the actual portfolio and the absolute risk of the benchmark portfolio, including the risk associated with the underlying investments of unconsolidated subsidiaries whose risk is managed by la Caisse, as a percentage of net assets, according to a 99% confidence level and a history of 2,500 days, are as follows:

	December 31, 2016			December 31, 2015		
	Absolute risk of the actual portfolio %	Absolute risk of the benchmark portfolio %	Absolute risk ratio	Absolute risk of the actual portfolio %	Absolute risk of the benchmark portfolio %	Absolute risk ratio
Value at risk	22.9	24.0	0.95	24.2	24.4	0.99

Moreover, when managing market risk, la Caisse uses stress tests that allow it to evaluate the consequences of specific circumstances on the returns of la Caisse's actual portfolio based on historical, hypothetical or risk factor sensitivity scenarios. Using various types of scenarios, stress tests measure financial instrument impairment following a change in one or more often-related risk factors, such as share prices, interest rates, rate spreads, exchange rates, commodity prices and market volatility.

CURRENCY RISK

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. This risk is integrated into the VaR measurement.

In connection with the management of currency risk, certain specialized portfolios are fully or partially covered against such risk. La Caisse's exposure to foreign currencies takes into account coverage of the specialized portfolios as well as the customized currency strategies of the individual funds of each depositor. Customized currency strategies of individual funds are used by depositors to achieve the desired exposure to certain foreign currencies.

La Caisse uses derivative financial instruments to manage its exposure to foreign currencies. These instruments generally have maturities of less than 12 months for currency forwards and of less than two years for currency options and currency swaps. At maturity, new derivative financial instruments are negotiated to maintain effective long-term management of currency risk. Moreover, currency risk can also be managed by way of natural hedging activities, including the financing of investments in the same currency.

The net exposure to foreign currencies takes into account the effects of currency derivatives, natural hedging and the underlying investments in currencies of unconsolidated subsidiaries whose currency risk is managed by la Caisse. La Caisse's net exposure to foreign currencies, as a percentage of net assets including purchases and cancellations of participation units of the specialized portfolios completed at the beginning of each month, is as follows:

	December 31, 2016 %	December 31, 2015 %
Canadian dollar	63	69
U.S. dollar	17	15
Euro	4	2
Yen	2	2
Pound sterling	2	2
Swiss Franc	1	2
Other	11	8
	100	100

RISK IDENTIFICATION AND MANAGEMENT (cont.)

INTEREST RATE RISK

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. This risk is integrated into the VaR measurement.

PRICE RISK

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than changes arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer or by factors that affect all similar financial instruments traded on the market. This risk is integrated into the VaR measurement.

CONCENTRATION RISK

La Caisse analyzes overall concentration risk for the entire group of specialized portfolios that it manages. The integrated risk management policy sets out exposure limits according to category of financial instrument and according to issuer for growth markets and for certain countries. Moreover, the investment policies of the specialized portfolios set out specific limits for each issuer, industry sector and geographic region.

The concentration limit by issuer is 3% of la Caisse's total assets, with the exception of securities issued by the governments of Canada, Québec or other Canadian provinces or territories, as well as by their ministries and agencies, which are not subject to concentration limits. Sovereign issuers rated AAA are also excluded from this concentration limit. Concentration by issuer is monitored monthly or upon initiation of a transaction requiring approval of the IRC or the Board of Directors, as appropriate.

The following table presents the principal geographic concentrations as a percentage of total net exposure, established according to the country of the issuers' principal place of business, after the effects of certain derivative financial instruments and including the underlying investments in unconsolidated subsidiaries whose concentration risk is managed by la Caisse:

	December 31, 2016 %	December 31, 2015 %
Canada	41	46
United States	31	27
Europe	13	14
Growth markets	10	8
Other	5	5
	100	100

RISK IDENTIFICATION AND MANAGEMENT (cont.)

The following table presents the principal industry sector concentrations as a percentage of total net exposure, established according to the industry sector in which the issuers operate, after the effects of certain derivative financial instruments and including the underlying investments in unconsolidated subsidiaries whose concentration risk is managed by la Caisse:

	December 31, 2016 %	December 31, 2015 %
Industry sector		
Real estate	18	18
Financials	10	12
Industrials	8	8
Consumer discretionary	6	7
Information technology	6	6
Energy	6	5
Consumer staples	5	5
Utilities	5	5
Real estate debt	4	4
Health care	4	4
Materials	2	2
Telecommunication services	2	2
Other	3	4
Government sector		
Government of Canada	7	7
Government of Québec	5	7
Government corporations and other public administrations in Québec	2	2
Other	7	2
	100	100

RISK IDENTIFICATION AND MANAGEMENT (cont.)**CREDIT RISK**

Credit risk is the possibility of incurring a loss in value should a borrower, endorser, or guarantor experience a deterioration in financial position, fail to meet an obligation to repay a loan or fail to meet any other financial commitment.

Maximum credit risk exposure is measured based on the fair value of financial instruments without taking into account guarantees or other credit enhancements. For the other items, the maximum exposure to credit risk is the total amount guaranteed or committed.

The following table presents the maximum exposure to credit risk:

	December 31, 2016	December 31, 2015
Cash	651	420
Amounts receivable from transactions being settled	3,898	1,288
Advances to depositors	1,068	776
Investment income, accrued and receivable	1,173	1,226
Investments		
Cash equivalents	1,240	2,245
Fixed-income securities	95,939	94,755
Interests in unconsolidated subsidiaries in the form of debt instruments	22,518	24,413
Derivative financial instruments	1,096	1,185
	127,583	126,308
Other items		
Guarantees and loan guarantees (Note 18)	113	154
ABTN funding facility (Note 18)	6,167	6,167
	6,280	6,321
	133,863	132,629

La Caisse enters into master netting agreements (Note 8), receives guarantees (Note 15) and may also use derivative financial instruments such as credit default swaps, to reduce its total credit risk exposure.

In addition, to manage credit risk, la Caisse closely monitors changes in the credit cycle of issuers and uses a credit VaR to calculate the potential financial loss related to possible changes in the credit quality of issuers of fixed-income securities.

RISK IDENTIFICATION AND MANAGEMENT (cont.)

CONCENTRATION OF CREDIT RISK

A credit risk concentration analysis measures the fair value of all financial instruments related to a same issuer. The investment policy of the specialized portfolios sets out concentration limits according to credit rating. The credit risk analysis considers the probability of default and the recovery rate on debt securities held by la Caisse and monitors changes in the credit quality of issuers.

The following table presents the credit risk concentration according to the credit ratings of issuers of fixed-income securities and certain derivative financial instruments used to manage credit risk, as a percentage of the total exposure to credit concentration risk:

	December 31, 2016 %	December 31, 2015 %
Credit rating		
AAA – AA	43	38
A	37	44
BBB	9	8
BB or lower	8	6
No credit rating	3	4
	100	100

The credit ratings of securities issued or guaranteed by governments are obtained from recognized credit rating agencies. For corporate sector securities, credit ratings are determined using an internal rating process that monitors changes in the credit cycle annually when the necessary information is available. Otherwise, la Caisse uses recognized credit rating agencies.

COUNTERPARTY RISK RELATED TO DERIVATIVE FINANCIAL INSTRUMENTS

Certain over-the-counter financial instruments give rise to counterparty risk because they are negotiated by contract without being traded or settled through a clearing house. Counterparty risk related to derivative financial instruments is the credit risk created by current or potential exposures arising from derivative financial instrument transactions where the counterparty becomes unable to honour the terms of the contracts.

To limit its exposure to the counterparty risk arising from transactions involving over-the-counter derivative financial instruments, la Caisse carries out transactions with financial institutions in accordance with management's criteria regarding the quality of the issuer. Moreover, la Caisse enters into legal agreements based on ISDA standards under which it benefits from the compensating effects between at-risk amounts and the collateral exchanged in order to limit its net exposure to this risk.

This risk is measured by counterparty, pursuant to the applicable legal agreement, from which it is possible to calculate the net exposure created by all of the over-the-counter derivative financial instruments and collateral exchanged. Actual exposure to counterparty risk is measured on a daily basis, whereas potential exposure to counterparty risk is measured on a monthly basis.

As at December 31, 2016, the legal agreements and the collateral received helped reduce exposure to the counterparty risk of over-the-counter derivative financial instruments. The maximum exposure to this risk is \$243.9 million (\$420 million as at December 31, 2015) related to 31 counterparties (31 as at December 31, 2015).

LIQUIDITY RISK

Liquidity risk is the possibility of la Caisse not always being able to honour its financial liability commitments without having to obtain funds at abnormally high prices or having to sell assets through forced liquidation. It is also the risk of la Caisse not being able to quickly sell investments without having a significant unfavourable effect on the price of the investment in question.

Liquidity is managed across all of la Caisse's cash activities. Compliance with the established rules is analyzed on a monthly basis, and the liquidity status is determined daily. Managers are responsible for evaluating the liquidity of the markets on which la Caisse obtains financing for its operations.

To ensure that sources of liquidity and potential liquidity requirements are properly aligned, la Caisse has a number of sources of liquidity in addition to its cash and cash equivalents, including receipt of investment income, the sale of bonds, sales under repurchase agreements and liquid money market securities. In addition, la Caisse may issue commercial paper and term notes payable to meet its contractual commitments and financial obligations. As at December 31, 2016, la Caisse has close to \$43 billion in liquidity (\$46 billion as at December 31, 2015).

Furthermore, to manage liquidity risk, la Caisse conducts simulations of scenarios over different horizons and examines events that could lead to a liquidity crisis.

RISK IDENTIFICATION AND MANAGEMENT (cont.)

An analysis of undiscounted contractual cash flows of financial liabilities, presented in the table below, is a component of liquidity and financing management. However, this by-maturity allocation is not necessarily representative of the manner in which la Caisse manages its liquidity risk and financing requirements.

The following tables present the maturities of the undiscounted contractual cash flows of non-derivative financial liabilities, derivative financial instruments and other items:

	December 31, 2016				
	On demand	Less than 1 year	1 year to 5 years	More than 5 years	Total
Non-derivative financial liabilities					
Amounts payable on transactions being settled	–	(1,687)	–	–	(1,687)
Other financial liabilities	–	(408)	–	–	(408)
Investment liabilities					
Securities sold under repurchase agreements	–	(21,563)	–	–	(21,563)
Securities sold short	–	(418)	(2,047)	(4,088)	(6,553)
Commercial paper payable	–	(4,822)	–	–	(4,822)
Loans payable	–	(189)	–	–	(189)
Term notes payable	–	(364)	(5,578)	(5,457)	(11,399)
Net assets attributable to depositors					
Demand and term deposits	(728)	(6)	–	–	(734)
Distributions payable to depositors	–	(1,373)	–	–	(1,373)
	(728)	(30,830)	(7,625)	(9,545)	(48,728)
Derivative financial instruments					
Derivative instruments with net settlement	–	(29)	12	83	66
Derivative instruments with gross settlement					
Contractual cash flows receivable	–	67,923	300	1,062	69,285
Contractual cash flows payable	–	(68,000)	(287)	(1,038)	(69,325)
	–	(106)	25	107	26
Other items					
Commitments (Note 18)	(61)	(15,843)	(355)	(49)	(16,308)
Guarantees and loan guarantees (Note 18)	–	–	(7)	(106)	(113)
ABTN funding facility (Note 18)	–	(6,167)	–	–	(6,167)
	(61)	(22,010)	(362)	(155)	(22,588)
	(789)	(52,946)	(7,962)	(9,593)	(71,290)

RISK IDENTIFICATION AND MANAGEMENT (cont.)

	December 31, 2015				
	On demand	Less than 1 year	1 year to 5 years	More than 5 years	Total
Non-derivative financial liabilities					
Amounts payable on transactions being settled	–	(1,224)	–	–	(1,224)
Other financial liabilities	–	(348)	–	–	(348)
Investment liabilities					
Securities sold under repurchase agreements	–	(18,504)	–	–	(18,504)
Securities sold short	–	(1,935)	(933)	(4,115)	(6,983)
Commercial paper payable	–	(3,778)	–	–	(3,778)
Loans payable	–	(116)	–	–	(116)
Term notes payable	–	(377)	(5,953)	(5,604)	(11,934)
Net assets attributable to depositors					
Demand and term deposits	(530)	(5)	–	–	(535)
Distributions payable to depositors	–	(2,118)	–	–	(2,118)
	(530)	(28,405)	(6,886)	(9,719)	(45,540)
Derivative financial instruments					
Derivative instruments with net settlement	–	(25)	8	103	86
Derivative instruments with gross settlement					
Contractual cash flows receivable	–	60,863	5,421	1,137	67,421
Contractual cash flows payable	–	(62,213)	(5,479)	(1,180)	(68,872)
	–	(1,375)	(50)	60	(1,365)
Other items					
Commitments (Note 18)	(97)	(17,622)	(1,155)	(81)	(18,955)
Guarantees and loan guarantees (Note 18)	–	(16)	(8)	(130)	(154)
ABTN funding facility (Note 18)	–	–	(6,167)	–	(6,167)
	(97)	(17,638)	(7,330)	(211)	(25,276)
	(627)	(47,418)	(14,266)	(9,870)	(72,181)

Moreover, concerning net assets attributable to holders of participation deposits, the Regulation sets monthly limits for cancelling participation units, i.e., a depositor is limited to a maximum reimbursement of all their participation units in all of la Caisse's specialized portfolios of \$15 million plus the proceeds of \$2 million multiplied by the number of months that have elapsed since receipt of the notice of withdrawal. Any participation units that are not cancelled given the maximum amount permitted is carried forward to the first day of the subsequent month and are cancelled as soon as the limit permits. The purpose of the limits is to ensure optimal management of la Caisse's overall liquidity. Moreover, substantially all depositors are required to invest with la Caisse in accordance with the Act or the respective applicable legislation.

RISK IDENTIFICATION AND MANAGEMENT (cont.)**FINANCING-LIQUIDITY RISK**

The following tables present the main terms and conditions and effective interest rates of the investment liabilities related to la Caisse's financing activities:

				December 31, 2016
	Currency	Nominal value	Maturity	Effective interest rate %
Loans payable	USD	189	Less than one year	0.62
		189		
Commercial paper payable	CAD	1,000	Less than one year	0.65
	USD	3,822	Less than one year	1.12
		4,822		
Term notes payable	USD	2,347	November 2019	4.40
	EUR	1,061	June 2020	3.50
	CAD	1,000	July 2020	4.60
	USD	2,682	July 2024	3.15
	USD	1,676	November 2039	5.60
		8,766		

				December 31, 2015
	Currency	Nominal value	Maturity	Effective interest rate %
Loans payable	USD	116	Less than one year	0.37
		116		
Commercial paper payable	CAD	1,000	Less than one year	0.57
	USD	2,778	Less than one year	0.39
		3,778		
Term notes payable	USD	2,431	November 2019	4.40
	EUR	1,132	June 2020	3.50
	CAD	1,000	July 2020	4.60
	USD	2,778	July 2024	3.15
	USD	1,736	November 2039	5.60
		9,077		

The loans payable are repayable at maturity.

Commercial paper payable is issued at a discount, at fixed rates, with maturities not exceeding 12 months. The nominal value for all outstanding commercial paper may never exceed \$8 billion in accordance with the limit prescribed in the commercial paper issuance information document.

Term notes payable are issued at a discount, or at par, and are repayable at maturity and secured by la Caisse's assets. Certain interest-bearing fixed-rate term notes have an optional prepayment clause at the option of the issuer.

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CAPITAL MANAGEMENT

La Caisse defines its capital as net assets attributable to depositors. La Caisse's capital may fluctuate according to depositor demands for cancellations and issuances of participation deposit units and for deposits and withdrawals of demand and term deposits. La Caisse's capital management objective is to invest contributions and deposits in the best interests of the depositors in accordance with the Act in order to achieve an optimal return while respecting the depositor investment policies.

La Caisse is not subject to external capital requirements.

Furthermore, la Caisse's objective is to maintain its AAA credit rating to ensure access to capital markets at the best cost through its CDP Financial Inc. subsidiary. Consequently, the Board of Directors has limited the amount of notes that la Caisse may issue on capital markets to 10% of its net assets attributable to depositors, to which is added the fair value of outstanding notes (adjusted net assets).

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FINANCIAL ASSETS TRANSFERRED BUT NOT DERECOGNIZED

La Caisse enters into securities lending and borrowing transactions as well as securities repurchase agreements whereby it transfers financial assets to counterparties. The transferred securities do not meet derecognition criteria since la Caisse retains most of the risks such as credit risk, interest rate risk, currency risk, and price risk, as well as most of the related rewards such as cash flows.

The following table presents the fair values of the financial assets transferred but not derecognized from the Consolidated Statement of Financial Position as well as the fair values of the associated liabilities:

	December 31, 2016	December 31, 2015
Financial assets transferred but not derecognized		
Bonds	21,717	18,806
Equities	6,314	6,508
	28,031	25,314
Associated liabilities		
Loans payable ¹	189	116
Securities sold under repurchase agreements	21,555	18,496
	21,744	18,612

1. The amount presented corresponds to cash received as collateral on securities lending transactions.

15 GUARANTEES

FINANCIAL ASSETS PLEDGED AS COLLATERAL

In the normal course of business, la Caisse pledges financial assets as collateral for transactions involving securities borrowings, securities sold under repurchase agreements and derivative financial instruments. The counterparties are authorized, by way of legal contract or market practices, to either sell or repledge these securities as collateral. On certain conditions, la Caisse may have to pledge additional collateral if the pledged securities lose value.

The following table presents the fair value of collateral pledged by la Caisse according to transaction type:

	December 31, 2016	December 31, 2015
Securities borrowing	81	346
Securities sold under repurchase agreements	21,636	18,694
Exchange-traded derivative financial instruments	810	456
Over-the-counter derivative financial instruments	1,097	1,954
	23,624	21,450

FINANCIAL ASSETS RECEIVED AS COLLATERAL

La Caisse receives financial assets as collateral for transactions involving securities lending, securities purchased under reverse repurchase agreements and derivative financial instruments. If the fair value of the collateral received decreases, la Caisse may, in certain cases, request additional collateral. La Caisse is authorized to sell or repledge as collateral certain securities in the absence of default by the counterparty. However, no security received as collateral was sold or repledged as collateral for the years ended December 31, 2016 and 2015.

The following table presents the fair value of collateral received by la Caisse according to transaction type:

	December 31, 2016	December 31, 2015
Securities lending	6,481	5,883
Securities purchased under reverse repurchase agreements	10,787	8,838
Over-the-counter derivative financial instruments	125	5
	17,393	14,726

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RELATED PARTY DISCLOSURES**RELATED PARTY TRANSACTIONS**

La Caisse's primary related parties include unconsolidated subsidiaries, joint ventures, associates, and la Caisse's key management personnel.

La Caisse enters into various transactions with related parties. These transactions are concluded under the same conditions as those prevailing in the market with unrelated parties and are measured at fair value. Given the very nature of la Caisse's activities as an investment entity, it may make investments in several investment categories, including investments in unconsolidated subsidiaries, joint ventures and associates.

OTHER RELATED PARTIES

La Caisse is governed by the Act, and the Government of Québec appoints the Board of Director members, at least two-thirds of whom must be independent. The Government of Québec also approves the appointment of the President and Chief Executive Officer. Consequently, la Caisse has availed itself of the exemption set out in IAS 24 – *Related Party Disclosures* regarding the disclosure of transactions with a related government and with any entities related to the related government. The transactions carried out with the Government of Québec and its related entities are investment activities involving bonds issued by or guaranteed by the government and are carried out under normal market conditions through external brokers. These bonds are included in the "Governments" and "Government corporations and other public administrations" bond categories of Note 4a. In addition, la Caisse discloses information on the Government Sector category in the "Government of Québec" and "Government corporations and other public administrations in Québec" items of Note 12.

COMPENSATION OF KEY MANAGEMENT PERSONNEL

La Caisse's key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, either directly or indirectly. These persons are the members of the Board of Directors, the President and Chief Executive Officer, and key members of the Executive Committee.

The following table presents the compensation of la Caisse's key management personnel:

	2016	2015
Salaries and other short-term employee benefits	9	8
Post-employment benefits	2	1
Other long-term employee benefits	6	6
	17	15

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INTERESTS IN OTHER ENTITIES**SUBSIDIARIES****CONSOLIDATED SUBSIDIARY**

CDP Financial Inc. is a wholly owned subsidiary that issues debt securities in order to finance la Caisse's investments at an optimal financing cost.

UNCONSOLIDATED SUBSIDIARIES

The subsidiaries presented in this category are entities controlled by la Caisse either directly or indirectly through subsidiaries in accordance with the criteria in IFRS 10.

INTERMEDIATE SUBSIDIARIES

As part of certain investment activities, la Caisse may use intermediate subsidiaries whose sole purpose is to hold investments for la Caisse. They are therefore not included in the information presented in the following tables, while the main underlying ownership interests in subsidiaries, joint ventures, associates and non-controlled structured entities are presented.

INTERESTS IN OTHER ENTITIES (cont.)

The following table presents the ownership interests held in the main consolidated and unconsolidated subsidiaries as at December 31, 2016 as well as the comparative ownership interests as at December 31, 2015:

		December 31, 2016	December 31, 2015
	Principal place of business	Ownership interest %	Ownership interest %
Consolidated subsidiary			
CDP Financial Inc	Canada	100.0	100.0
Unconsolidated subsidiaries			
Real estate debt			
Otéra Capital inc ^{1,2}	Canada	97.5	97.5
Hedge funds			
AIM Quantitative Global SF II Ltd	United States ⁸	100.0	—
AlphaQuest Original Ltd	United States ⁸	100.0	100.0
CDP WTN Diversified Strategy Fund Limited	United Kingdom ⁸	100.0	100.0
Dorsal Capital Partners LP	United States	100.0	—
Ionic Pamli Global Credit Strategies Fund	United States ⁸	100.0	—
Newport Mount Royal Opportunity Fund Ltd	United States ⁸	100.0	100.0
Private investment funds			
GSO Churchill Partners LP	United States ⁸	98.0	98.0
GSO Churchill Partners II LP	United States ⁸	98.0	98.0
KKR-CDP Partners LP	United States ⁸	90.1	90.1
Apollo Hercules Partners LP	United States ⁸	97.6	—
Real estate – Ivanhoé Cambridge Group			
Careit Canada DCR GP	Canada	93.4	93.1
Careit Canada GP	Canada	93.4	93.1
IC Australia Trust	Australia	93.4	93.1
IC Investments US G.P.	Canada	93.4	93.1
IC Investments Mexico G.P.	Canada	93.4	—
Ivanhoé Cambridge Inc	Canada	93.4	93.1
SITQ International Inc	Canada	93.4	93.1
SITQ E.U., LP	Canada	93.3	93.0
Materials			
Beaudier Ciment Inc (Ciment McInnis Inc) ³	Canada	51.6	44.6
Utilities			
CDP (SEW) Fund, LP ⁴	United Kingdom ⁹	75.0	75.0
Patina Rail LLP ⁵	United Kingdom	75.0	75.0
Trencap LP (Gaz Métro) ⁶	Canada	59.6	59.6
Trust No. 2431 (ICA Operadora de Vías Terrestres, S.A.P.I. de C.V.) ⁷	Mexico	51.0	51.0

1. The Otéra Capital inc, Hypothèques CDPQ Inc and CDPQ Mortgage Investment Corporation were merged as of July 1, 2016 under the name Otéra Capital inc.

2. Otéra Capital inc owns 78.1% of MCAP Commercial LP as at December 31, 2016 (77.9% as at December 31, 2015).

3. Beaudier Ciment Inc (Ciment McInnis Inc) was presented in the "Associates" category as at December 31, 2015.

4. CDP (SEW) Fund LP owns 50.0% of HDK (UK) Holdings Limited, which owns 100.0% of South East Water Ltd.

5. Patina Rail LLP owns 40.0% of Eurostar International Limited.

6. Trencap LP owns 61.1% of Noverco Inc, which owns 100.0% of Gaz Métro Inc, which owns 71.0% of Gaz Métro Limited Partnership.

7. Trust No. 2431 (ICA Operadora de Vías Terrestres, S.A.P.I. de C.V.) owns 49.0% of ICA Operadora de Vías Terrestres, S.A.P.I. de C.V.

8. Constituted in the Cayman Islands in accordance with the limited partner structure.

9. Constituted in Canada.

INTERESTS IN OTHER ENTITIES (cont.)**JOINT VENTURES**

The following table presents the ownership interests held in the main joint ventures as at December 31, 2016 as well as the comparative ownership interests as at December 31, 2015:

	Principal place of business	December 31, 2016 Ownership interest %	December 31, 2015 Ownership interest %
Consumer discretionary			
MED ParentCo LP	United States	47.7	47.7
Energy			
HEF HoldCo II, Inc	United States	33.3	33.3
Southern Star Acquisition Corporation	United States	50.0	50.0

ASSOCIATES

The following table presents the ownership interests held in the main associates as at December 31, 2016 as well as the comparative ownership interests as at December 31, 2015:

	Principal place of business	December 31, 2016 Ownership interest %	December 31, 2015 Ownership interest %
Consumer discretionary			
SGU Holdings LP	United States ¹	46.7	46.7
Quebecor Media Inc	Canada	18.9	18.9
Energy			
Corex Resources Ltd	Canada	44.9	44.9
Interconnector UK Ltd	United Kingdom	33.5	33.5
NSW Electricity Networks Assets Holding Trust (TransGrid)	Australia	22.5	25.0
NSW Electricity Networks Operations Holding Trust (TransGrid)	Australia	22.5	25.0
Fluxys SA	Belgium	20.0	20.0
Azure Power Global Ltd	India ²	20.7	–
Finance			
Catalina Holdings (Bermuda) Ltd	United States ³	29.9	29.9
Greenstone Ltd	Australia	30.0	–
Industry			
CAMSO Inc	Canada	19.5	32.5
Groupe Keolis SAS	France	30.0	30.0
Sedgwick Inc	United States	29.2	–
QPH Hold Trust, Hold Co PTY Limited (Port of Brisbane)	Australia	26.7	26.7
Airport Holding Kft	Hungary	21.2	20.2
Health care			
Image Networks Holdings Pty Ltd	Australia	30.0	30.0
Utilities			
London Array Ltd, London Array Unincorporated JV	United Kingdom	25.0	25.0
IPALCO Enterprises, Inc	United States	30.9	24.9
Real estate services			
Groupe Foncia	France	29.1	–
Rail transport			
Bombardier Transportation (Investment) UK Limited	Germany ⁴	30.0	–

1. Constituted in Canada.

2. Constituted in Mauritius.

3. Constituted in Bermuda in accordance with the limited partner structure.

4. Constituted in the United Kingdom.

INTERESTS IN OTHER ENTITIES (cont.)

NON-CONTROLLED STRUCTURED ENTITIES

La Caisse holds interests in non-controlled structured entities, the majority of which represent private investment funds or limited partnerships. The interests held by la Caisse do not give it power over the relevant activities of these entities, as control is established by contractual agreement in favour, generally, of a general partner or administrator. The maximum exposure to loss attributable to the various interests held in the main non-controlled structured entities is limited to the fair value of the investment held by la Caisse, i.e., \$26,270 million in 282 companies as at December 31, 2016 (\$24,013 million in 267 companies as at December 31, 2015).

18 COMMITMENTS AND CONTINGENCIES

Given the nature of its activities, la Caisse enters into various investment purchase commitments that will be settled in the coming fiscal years in accordance with the terms and conditions in the related agreements.

For la Caisse, guarantees and loan guarantees consist in providing guarantees to financial institutions and corporations regarding future income deriving from the sale of investments and transactions on derivative financial instruments as well as repayment of borrowings by investee companies. The maturities of the commitments are presented in Note 12.

The commitments are as follows:

	December 31, 2016	December 31, 2015
Investment purchase commitments	16,097	18,716
Commitments under operating leases	211	239
Guarantees and loan guarantees	113	154
ABTN funding facility	6,167	6,167
	22,588	25,276

LITIGATION

In the normal course of business, la Caisse may be subject to legal actions. Although la Caisse cannot predict the outcomes of any ongoing legal proceedings as at December 31, 2016, it has no reason to believe that the settlement of one of these proceedings could have a material impact on its financial position.

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SUPPLEMENTARY INFORMATION

The following tables present the financial information of the specialized portfolios:

	SHORT TERM INVESTMENTS (740)		BONDS (760)		LONG TERM BONDS (764)		REAL ESTATE DEBT (750)	
Statement of financial position	2016	2015	2016	2015	2016	2015	2016	2015
Assets								
Investments	6,157	4,888	100,599	95,332	3,299	2,776	11,654	11,015
Other financial assets	–	–	3,680	2,408	694	437	162	342
Total assets	6,157	4,888	104,279	97,740	3,993	3,213	11,816	11,357
Liabilities								
Investment liabilities	–	–	34,685	28,751	670	407	55	–
Other financial liabilities	3	305	1,627	1,281	690	422	225	269
Total liabilities excluding net assets attributable to holders of participation units	3	305	36,312	30,032	1,360	829	280	269
Net assets attributable to holders of participation units	6,154	4,583	67,967	67,708	2,633	2,384	11,536	11,088

Statement of comprehensive income

	2016	2015	2016	2015	2016	2015	2016	2015
Investment income	27	50	1,995	2,157	73	74	207	384
Investment expense	–	–	(277)	(291)	–	(1)	–	–
Net investment income	27	50	1,718	1,866	73	73	207	384
Operating expenses	–	(1)	(67)	(61)	(1)	(1)	(1)	(2)
Net income	27	49	1,651	1,805	72	72	206	382
Net realized gains (losses)	–	–	1,363	594	191	32	(54)	(13)
Net unrealized gains (losses)	–	–	(1,099)	(8)	(230)	2	130	167
Net gains (losses) on financial instruments at fair value	–	–	264	586	(39)	34	76	154
Net investment result before distributions to (recoveries from) holders of participation units	27	49	1,915	2,391	33	106	282	536
(Distributions) recoveries	(27)	(49)	(1,651)	(1,805)	(72)	(72)	(206)	(382)
Comprehensive income attributable to holders of participation units	–	–	264	586	(39)	34	76	154

Statement of changes in net
assets attributable to holders
of participation units

	2016	2015	2016	2015	2016	2015	2016	2015
Balance at beginning of the year	4,583	6,825	67,708	62,711	2,384	2,202	11,088	10,327
Participation units								
Units issued	7,105	5,948	7,021	8,640	503	311	2,136	1,162
Units cancelled	(5,534)	(8,190)	(7,026)	(4,229)	(215)	(163)	(1,764)	(555)
Net change in participation units for the year	1,571	(2,242)	(5)	4,411	288	148	372	607
Comprehensive income attributable to holders of participation units	–	–	264	586	(39)	34	76	154
Balance at end of the year	6,154	4,583	67,967	67,708	2,633	2,384	11,536	11,088

SUPPLEMENTARY INFORMATION (cont.)

	REAL RETURN BONDS (762)		INFRASTRUCTURE (782)		REAL ESTATE (710)		EQUITY MARKETS (737) ¹	
	2016	2015	2016	2015	2016	2015	2016	2015
Statement of financial position								
Assets								
Investments	1,135	1,095	14,603	15,514	31,807	26,998	100,843	88,900
Other financial assets	2	150	93	430	27	7	3,958	2,785
Total assets	1,137	1,245	14,696	15,944	31,834	27,005	104,801	91,685
Liabilities								
Investment liabilities	–	149	46	2,981	72	49	2,724	105
Other financial liabilities	52	7	87	415	38	2	1,037	314
Total liabilities excluding net assets attributable to holders of participation units	52	156	133	3,396	110	51	3,761	419
Net assets attributable to holders of participation units	1,085	1,089	14,563	12,548	31,724	26,954	101,040	91,266
Statement of comprehensive income								
	2016	2015	2016	2015	2016	2015	2016	2015
Investment income	21	17	671	860	1,511	86	2,487	2,114
Investment expense	–	–	(11)	(13)	–	–	(52)	(30)
Net investment income	21	17	660	847	1,511	86	2,435	2,084
Operating expenses	(1)	(1)	(64)	(54)	(10)	(11)	(117)	(114)
Net income	20	16	596	793	1,501	75	2,318	1,970
Net realized gains (losses)	13	7	466	(979)	228	(140)	7,041	4,301
Net unrealized gains (losses)	(3)	6	356	891	1,237	3,117	(669)	3,487
Net gains (losses) on financial instruments at fair value	10	13	822	(88)	1,465	2,977	6,372	7,788
Net investment result before distributions to (recoveries from) holders of participation units	30	29	1,418	705	2,966	3,052	8,690	9,758
(Distributions) recoveries	(20)	(16)	(596)	(793)	(1,501)	(75)	(2,318)	(1,970)
Comprehensive income attributable to holders of participation units	10	13	822	(88)	1,465	2,977	6,372	7,788
Statement of changes in net assets attributable to holders of participation units								
	2016	2015	2016	2015	2016	2015	2016	2015
Balance at beginning of the year	1,089	980	12,548	9,753	26,954	22,858	91,266	84,334
Participation units								
Units issued	91	181	2,736	3,796	3,633	1,241	10,024	10,840
Units cancelled	(105)	(85)	(1,543)	(913)	(328)	(122)	(6,622)	(11,696)
Net change in participation units for the year	(14)	96	1,193	2,883	3,305	1,119	3,402	(856)
Comprehensive income attributable to holders of participation units	10	13	822	(88)	1,465	2,977	6,372	7,788
Balance at end of year	1,085	1,089	14,563	12,548	31,724	26,954	101,040	91,266

1. On January 1, 2016, the specialized equity portfolios were combined into the new Equity Markets specialized portfolio. Consequently, the financial information as at December 31, 2015 has been presented to reflect this grouping of specialized portfolios.

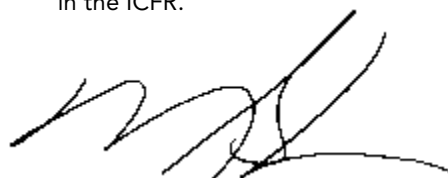
SUPPLEMENTARY INFORMATION (cont.)

	PRIVATE EQUITY (780)		ASSET ALLOCATION (771)		ABTN (772)		ACTIVE OVERLAY STRATEGIES (773)	
Statement of financial position	2016	2015	2016	2015	2016	2015	2016	2015
Assets								
Investments	30,754	26,972	3,536	2,049	3,970	4,612	6,718	9,097
Other financial assets	24	52	697	707	92	11	720	215
Total assets	30,778	27,024	4,233	2,756	4,062	4,623	7,438	9,312
Liabilities								
Investment liabilities	343	919	2,796	453	3,814	4,490	6,796	8,795
Other financial liabilities	475	527	81	504	91	33	13	53
Total liabilities excluding net assets attributable to holders of participation units	818	1,446	2,877	957	3,905	4,523	6,809	8,848
Net assets attributable to holders of participation units	29,960	25,578	1,356	1,799	157	100	629	464
Statement of comprehensive income								
	2016	2015	2016	2015	2016	2015	2016	2015
Investment income	2,212	2,071	96	41	133	103	64	43
Investment expense	(15)	(62)	(30)	(7)	(37)	(69)	(71)	(76)
Net investment income	2,197	2,009	66	34	96	34	(7)	(33)
Operating expenses	(149)	(82)	(10)	(8)	–	(1)	(44)	(59)
Net income	2,048	1,927	56	26	96	33	(51)	(92)
Net realized gains (losses)	495	(2,325)	(392)	434	(8)	(1,144)	276	(1,003)
Net unrealized gains (losses)	1,042	2,226	13	(120)	52	1,183	(197)	1,137
Net gains (losses) on financial instruments at fair value	1,537	(99)	(379)	314	44	39	79	134
Net investment result before distributions to (recoveries from) holders of participation units	3,585	1,828	(323)	340	140	72	28	42
(Distributions) recoveries	(2,048)	(1,927)	(56)	(26)	(96)	(33)	51	92
Comprehensive income attributable to holders of participation units	1,537	(99)	(379)	314	44	39	79	134
Statement of changes in net assets attributable to holders of participation units								
	2016	2015	2016	2015	2016	2015	2016	2015
Balance at beginning of the year	25,578	22,244	1,799	1,593	100	27	464	541
Participation units								
Units issued	6,818	4,609	1,105	988	13	34	373	225
Units cancelled	(3,973)	(1,176)	(1,169)	(1,096)	–	–	(287)	(436)
Net change in participation units for the year	2,845	3,433	(64)	(108)	13	34	86	(211)
Comprehensive income attributable to holders of participation units	1,537	(99)	(379)	314	44	39	79	134
Balance at end of the year	29,960	25,578	1,356	1,799	157	100	629	464

FINANCIAL CERTIFICATE OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER

I, Michael Sabia, President and Chief Executive Officer of la Caisse de dépôt et placement du Québec, certify that:

1. **Review:** I have reviewed the consolidated financial statements, the tables of returns, the press release announcing the annual results and the Annual Report (hereafter referred to as the "Annual Filings") of Caisse de dépôt et placement du Québec ("la Caisse") for the year ended December 31, 2016.
2. **No false or misleading information:** To the best of my knowledge, having exercised reasonable diligence, the Annual Filings do not contain any untrue statement of a material fact or omit to state any material fact that is required to be stated or necessary to make a statement that is not misleading in light of the circumstances in which it was made, with respect to the period covered by the Annual Filings.
3. **Fair presentation:** To the best of my knowledge, having exercised reasonable diligence, the consolidated financial statements and the other financial information included in the Annual Filings present fairly, in all material respects, the financial position of la Caisse as at the closing dates of the periods presented in the Annual Filings, as well as its comprehensive income, changes in net assets attributable to depositors, and cash flows for those years.
4. **Responsibility:** I am responsible for the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR) for la Caisse.
5. **Design:** Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, at fiscal year-end, I have:
 - a) Designed, or caused to be designed under my supervision, DC&P to provide reasonable assurance that:
 - i) Material information relating to la Caisse is made known to me by others, particularly during the period in which the Annual Filings are prepared.
 - ii) Information required to be disclosed by la Caisse in its Annual Filings filed or submitted by it under the legislation is recorded, processed, summarized and reported within the time periods prescribed by the legislation.
 - b) Designed, or caused to be designed under my supervision, ICFR to provide reasonable assurance that financial information is reliable and that the consolidated financial statements have been prepared, with a view to publication of financial information, in accordance with International Financial Reporting Standards (IFRS).
- 5.1. **Control framework:** The control framework that I have used to design the ICFR is that proposed by the Committee of Sponsoring Organizations of the Treadway Commission (COSO 2013).
- 5.2. **ICFR material weakness relating to design:** Not applicable.
- 5.3. **Limitation of scope and design:** Not applicable.
6. **Evaluation:** I have:
 - a) Evaluated or caused to be evaluated under my supervision, the effectiveness of the DC&P of la Caisse at fiscal year-end and la Caisse disclosed in its Annual Report my conclusions based on this evaluation.
 - b) Evaluated or caused to be evaluated under my supervision, the effectiveness of the ICFR of la Caisse at fiscal year-end and la Caisse disclosed in its Annual Report the following information:
 - i) My conclusions about the effectiveness of the ICFR at fiscal year-end based on that evaluation.
 - ii) Description of any material weaknesses relating to current operation at fiscal year-end: Not applicable.
7. **Reporting changes to the ICFR:** La Caisse disclosed in its Annual Report any change made to the ICFR that occurred during the accounting period beginning on January 1, 2016 and ending on December 31, 2016 that has had, or is likely to have, a material impact on the ICFR.
8. **Reporting to co-auditors and the Board of Directors or Audit Committee of la Caisse:** I have disclosed, based on our most recent valuation of the ICFR, to the co-auditors and the Board of Directors of la Caisse or its Audit Committee, any fraud that involves management or other employees who have a significant role in the ICFR.



MICHAEL SABIA

President and Chief Executive Officer

April 7, 2017

FINANCIAL CERTIFICATE OF THE EXECUTIVE VICE-PRESIDENT AND CHIEF FINANCIAL OFFICER

I, Maarika Paul, Executive Vice-President and Chief Financial Officer of la Caisse de dépôt et placement du Québec, certify that:

1. **Review:** I have reviewed the consolidated financial statements, the tables of returns, the press release announcing the annual results and the Annual Report (hereafter referred to as the "Annual Filings") of Caisse de dépôt et placement du Québec ("la Caisse") for the year ended December 31, 2016.
2. **No false or misleading information:** To the best of my knowledge, having exercised reasonable diligence, the Annual Filings do not contain any untrue statement of a material fact or omit to state any material fact that is required to be stated or necessary to make a statement that is not misleading in light of the circumstances in which it was made, with respect to the period covered by the Annual Filings.
3. **Fair presentation:** To the best of my knowledge, having exercised reasonable diligence, the consolidated financial statements and the other financial information included in the Annual Filings present fairly, in all material respects, the financial position of la Caisse as at the closing dates of the periods presented in the Annual Filings, as well as its comprehensive income, changes in net assets attributable to depositors, and cash flows for those years.
4. **Responsibility:** I am responsible for the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR) for la Caisse.
5. **Design:** Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, at fiscal year-end, I have:
 - a) Designed, or caused to be designed under my supervision, DC&P to provide reasonable assurance that:
 - i) Material information relating to la Caisse is made known to me by others, particularly during the period in which the Annual Filings are prepared.
 - ii) Information required to be disclosed by la Caisse in its Annual Filings filed or submitted by it under the legislation is recorded, processed, summarized and reported within the time periods prescribed by the legislation.
 - b) Designed, or caused to be designed under my supervision, ICFR to provide reasonable assurance that financial information is reliable and that the consolidated financial statements have been prepared, with a view to publication of financial information, in accordance with International Financial Reporting Standards (IFRS).
- 5.1. **Control framework:** The control framework that I have used to design the ICFR is that proposed by the Committee of Sponsoring Organizations of the Treadway Commission (COSO 2013).
- 5.2. **ICFR material weakness relating to design:** Not applicable.
- 5.3. **Limitation of scope and design:** Not applicable.
6. **Evaluation:** I have:
 - a) Evaluated or caused to be evaluated under my supervision, the effectiveness of the DC&P of la Caisse at fiscal year-end and la Caisse disclosed in its Annual Report my conclusions based on this evaluation.
 - b) Evaluated or caused to be evaluated under my supervision, the effectiveness of the ICFR of la Caisse at fiscal year-end and la Caisse disclosed in its Annual Report the following information:
 - i) My conclusions about the effectiveness of the ICFR at fiscal year-end based on that evaluation.
 - ii) Description of any material weaknesses relating to current operation at fiscal year-end: Not applicable.
7. **Reporting changes to the ICFR:** La Caisse disclosed in its Annual Report any change made to the ICFR that occurred during the accounting period beginning on January 1, 2016 and ending on December 31, 2016 that has had, or is likely to have, a material impact on the ICFR.
8. **Reporting to co-auditors and the Board of Directors or Audit Committee of la Caisse:** I have disclosed, based on our most recent valuation of the ICFR, to the co-auditors and the Board of Directors of la Caisse or its Audit Committee, any fraud that involves management or other employees who have a significant role in the ICFR.



MAARIKA PAUL, FCPA, FCA, CBV, ICD.D

Executive Vice-President and Chief Financial Officer

April 7, 2017

CONCLUSIONS ABOUT THE DESIGN AND EFFECTIVENESS OF INTERNAL CONTROL OVER FINANCIAL REPORTING

In 2016, the Chief Financial Officer oversaw work to update existing documentation and to evaluate the design and effectiveness of internal control over financial reporting, and the Executive Committee approved the methodology for evaluating key controls. The purpose of this evaluation of internal control over the main financial processes was to ensure that la Caisse could meet its quality objectives related to financial reporting, in all material respects.

The evaluation of the design and effectiveness of internal control over financial reporting was carried out with the framework usually adopted by North American companies, namely that of the Committee of Sponsoring Organizations of the Treadway Commission (COSO 2013). This work enabled the Executive Committee to conclude that the design of control over financial reporting is adequate and effective, and that it provides reasonable assurance that the financial information presented in the Annual Filings, as defined by la Caisse's Financial Certification Policy, is reliable, and that la Caisse's consolidated financial statements were prepared in accordance with International Financial Reporting Standards (IFRS).

CONCLUSIONS ABOUT THE DESIGN AND EFFECTIVENESS OF FINANCIAL REPORTING CONTROLS AND PROCEDURES

Under la Caisse's Financial Certification Policy, the design and effectiveness of disclosure controls and procedures pertaining to the Annual Filings, namely the consolidated financial statements, the tables of returns, the press release announcing the annual results and the Annual Report, must be evaluated.

As with the evaluation of internal control over financial reporting, the Chief Financial Officer also oversaw efforts to update existing documentation and to evaluate the design and effectiveness of disclosure controls and procedures, and the Executive Committee also approved the methodology for evaluating key controls.

As at December 31, 2016, the evaluation confirmed that the disclosure controls and procedures are adequate and effective, and provide reasonable assurance that all relevant information is gathered and submitted in a timely fashion to senior executives, in particular to the President and Chief Executive Officer and to the Chief Financial Officer, so as to ensure that appropriate decisions concerning disclosure can be made.

The Board of Directors also approved the 2016 Annual Filings before their public disclosure.

GENERAL NOTES

1. La Caisse's operations comply with the requirements of the Act respecting the Caisse de dépôt et placement du Québec¹ and investment industry practices. Its financial statements are prepared in accordance with International Financial Reporting Standards. Each year, la Caisse's co-auditors, the Auditor General of Québec and Ernst & Young LLP, audit the financial statements, the compliance of operations with laws, regulations, policies and guidelines, to the extent they deem appropriate.
2. The 2016 Annual Report Additional Information is an integral part of the 2016 Annual Report and presents, in the first section, the Tables of Returns as at December 31, 2016, for composites of la Caisse's depositors' accounts. These tables and calculations have been audited as at December 31, 2016 by Deloitte LLP for compliance with the Global Investment Performance Standards (GIPS®).
3. In this Annual Report, depositors' net assets and net investment results are defined as being in the consolidated financial statements net assets attributable to depositors and net investment results before distributions to depositors.
4. The returns of the specialized portfolios use the time-weighted rate-of-return formula.
5. The benchmark indexes for the asset classes and overall portfolio are based on the weighted average of the benchmark indexes for the specialized portfolios that comprise them.
6. Unless otherwise stated, returns, which are expressed as a percentage, are presented net of transaction fees, external management fees of investment funds and expenses of nonconsolidated real estate subsidiaries, but before operating expenses and other fees. They are annualized for periods of more than one year. They include the return on cash and cash equivalents and they take into account any foreign exchange hedging. The ratio of operating expenses to the average net assets of each specialized portfolio is presented in the notes in the 2016 Annual Report Additional Information.
7. Unless otherwise stated, net investment results before distributions to depositors and net assets attributable to depositors are presented net of operating expenses and other fees.
8. Some returns are expressed in basis points (b.p.). One hundred basis points equal 1.00% and one basis point equals 0.01%.
9. Unless otherwise stated, all figures are in Canadian dollars. The letters M and B used with dollar amounts designate millions and billions, respectively.
10. Totals (figures or percentages) may vary because of rounding of figures.
11. Unless otherwise stated, all data in the tables and figures are from studies carried out by la Caisse.
12. The tables listing the top 10 investments present, in alphabetical order, the main cash positions based on information shown in Tables 8, 9, 10 and 11 of the 2016 Annual Report Additional Information.
13. To determine whether an asset is classified as a Québec investment, la Caisse uses the location of the head office of the company or of the issuer or, in the case of real estate, the location of the property.

This classification system is widely used in the fund management industry but involves biases. Some companies are included even though their core operations are outside Québec. Similarly, companies with extensive operations in Québec are excluded if their head office is outside the province.

1. The Act respecting the Caisse de dépôt et placement du Québec is available on the Caisse website at www.cdpq.com.

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The 2016 Annual Report and the 2016 Annual Report Additional Information are available on our website at www.cdpq.com.

For information: 514 842-3261, info@cdpq.com

Le Rapport annuel 2016 et le document Renseignements additionnels au rapport annuel 2016 sont aussi accessibles en français sur notre site Web: www.cdpq.com.

Legal Deposit – Bibliothèque et Archives nationales du Québec, 2017

ISSN 1705-6462

ISSN online 1705-6470

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CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT and AFFIDAVIT
Related to Contract/Amendment/Solicitation
EDS # 126684

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting the EDS:

Parsons Brinckerhoff Holdings Inc.

Enter d/b/a if applicable:

The Disclosing Party submitting this EDS is:

a legal entity currently holding an interest in the Applicant

The Disclosing Party holds an interest in

WSP USA Inc. and EDS is 126683

B. Business address of the Disclosing Party:

One Penn Plaza
New York, NY 10119
United States

C. Telephone:

717-859-7838

Fax:

D. Name of contact person:

Ms. Laura Sue Unger

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

Privately held business corporation

Is the Disclosing Party incorporated or organized in the State of Illinois?

No

State or foreign country of incorporation or organization:

Delaware

Registered to do business in the State of Illinois as a foreign entity?

No

B. DISCLOSING PARTY IS A LEGAL ENTITY:

1.a.1 Does the Disclosing Party have any directors?

Yes

1.a.3 List below the full names and titles of all executive officers and all directors, if any, of the entity. Do not include any directors who have no power to select the entity's officers.

Officer/Director:	Mr. Gregory A. Kelly
Title:	President & Chief Executive Officer
Role:	Both

Officer/Director:	Mr. Patrick G. Sheridan
Title:	Executive Vice President, & & Chief Financial Officer & Treasurer
Role:	Both

Officer/Director:	Mr. David A. McAlister
Title:	Executive Vice President
Role:	Officer

Officer/Director:	Mr. W. Stephen Dale
Title:	Senior Vice President, General Counsel & Secretary

Role:	Both
Officer/Director:	Ms. Hillary F. Jassey
Title:	Assistant Secretary
Role:	Officer

2. Ownership Information

Please confirm ownership information concerning each person or entity that having a direct or indirect beneficial interest in excess of 7.5% of the Disclosing Party (your entity). Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate, or other similar entity. Note: Each legal entity below may be required to submit an EDS on its own behalf.

As reported by the Disclosing Party, the immediate owner(s) of the Disclosing Party is/ are listed below:

- WSP USA Buildings Inc. - 100.0% - EDS 126685

Owner Details

Name	Business Address
WSP USA Buildings Inc.	One Penn Plaza New York, NY 10119 United States

SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

A. Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS?

No

B. Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS?

No

D. Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in [Chapter 2-156 of the Municipal Code](#) ("MCC")) in the Disclosing Party?

No

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under [MCC Section 2-92-415](#), substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage of any child support obligations by any Illinois court of competent jurisdiction?

Not applicable because no person directly or indirectly owns 10% or more of the Disclosing Party

B. FURTHER CERTIFICATIONS

1. [This certification applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any [Affiliated Entity](#) has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e. an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

I certify the above to be true

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

I certify the above to be true

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II(B)(1) of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

- b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

I certify the above to be true

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC [Chapter 2-56 \(Inspector General\)](#) and [Chapter 2-156 \(Governmental Ethics\)](#).

I certify the above to be true

5. Neither the Disclosing Party, nor any [Contractor](#), nor any [Affiliated Entity](#) of either the Disclosing Party or any [Contractor](#), nor any [Agents](#) have, during the 5 years before the date of this EDS, or, with respect to a [Contractor](#), an [Affiliated Entity](#), or an [Affiliated Entity](#) of a [Contractor](#) during the 5 years before the date of such [Contractor's](#) or [Affiliated Entity's](#) contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in [MCC Subsection 2-92-320\(a\)\(4\)\(Contracts Requiring a Base Wage\)](#); [\(a\)\(5\)\(Debarment Regulations\)](#); or [\(a\)\(6\)\(Minimum Wage Ordinance\)](#).

I certify the above to be true

6. Neither the Disclosing Party, nor any [Affiliated Entity](#) or [Contractor](#), or any of their employees, officials, [agents](#) or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of

- bid-rigging in violation of [720 ILCS 5/33E-3](#);
- bid-rotating in violation of [720 ILCS 5/33E-4](#); or
- any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

I certify the above to be true

7. Neither the Disclosing Party nor any [Affiliated Entity](#) is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

I certify the above to be true

8. [FOR APPLICANT ONLY]

- i. Neither the Applicant nor any "controlling person" [[see MCC Chapter 1-23, Article I](#) for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency" ; and
- ii. the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City.

NOTE: If [MCC Chapter 1-23, Article I](#) applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.

Not applicable because disclosing party is not the Applicant

11. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago.

None

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official

City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

The Disclosing Party certifies, as defined in [MCC Section 2-32-455\(b\)](#), the Disclosing Party

is not a "financial institution"

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

If the Disclosing Party cannot make this verification, the Disclosing Party must disclose all required information in the space provided below or in an attachment in the "Additional Info" tab. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

I can make the above verification

SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics Ordinance, [MCC Chapter 2-156](#), imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from

the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

I acknowledge and consent to the above

The Disclosing Party understands and agrees that:

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC Article I of [Chapter 1-23](#) (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by [MCC Chapter 1-23](#) and [Section 2-154-020](#).

I acknowledge and consent to the above

APPENDIX A - FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under [MCC Section 2-154-015](#), the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof

currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all corporate officers of the Disclosing Party, if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

No

APPENDIX B - BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Pursuant to [MCC Section 2-154-010](#), is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to [MCC Section 2-92-416??](#)

No

ADDITIONAL INFO

Please add any additional explanatory information here. If explanation is longer than 1000 characters, you may add an attachment below. Please note that your EDS, including all attachments, becomes available for public viewing upon contract award. Your attachments will be viewable "as is" without manual redaction by the City. You

are responsible for redacting any non-public information from your documents before uploading.

Disclosing Party's ultimate parent company is WSP Global Inc., which is publically traded on the Toronto Stock Exchange. The following entities, having more than a 7.5% shareholder interest in WSP Global, Inc., are exempt from filing an EDS, but were disclosed in the March 26, 2017 Management Information Circular: the Canadian Pension Plan Investment Board (CPPIB) owns 19.52% and the Caisse de Depot et Placement du Quebec (CDPQ) owns 18.59%.

List of attachments uploaded by vendor

None.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable appendices, are true, accurate and complete as of the date furnished to the City. Submission of this form constitutes making the oath associated with notarization.

/s/ 04/26/2018

Ms. Laura Sue Unger

Asst. General Counsel, Regulatory Compliance

Parsons Brinckerhoff Holdings Inc.

This is a printed copy of the Economic Disclosure Statement, the original of which is filed electronically with the City of Chicago. Any alterations must be made electronically, alterations on this printed copy are void and of no effect.



CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT and AFFIDAVIT
Related to Contract/Amendment/Solicitation
EDS # 126685

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting the EDS:

WSP USA Buildings Inc.

Enter d/b/a if applicable:

The Disclosing Party submitting this EDS is:

a legal entity currently holding an interest in the Applicant

The Disclosing Party holds an interest in

WSP USA Inc. and EDS is 126683

B. Business address of the Disclosing Party:

One Penn Plaza
New York, NY 10119
United States

C. Telephone:

206-382-5282

Fax:

D. Name of contact person:

Ms. Laura Sue Unger

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

Privately held business corporation

Is the Disclosing Party incorporated or organized in the State of Illinois?

No

State or foreign country of incorporation or organization:

New York

Registered to do business in the State of Illinois as a foreign entity?

Yes

B. DISCLOSING PARTY IS A LEGAL ENTITY:

1.a.1 Does the Disclosing Party have any directors?

Yes

1.a.3 List below the full names and titles of all executive officers and all directors, if any, of the entity. Do not include any directors who have no power to select the entity's officers.

Officer/Director: Mr. Gregory A. Kelly

Title: President & CEO

Role: Both

Officer/Director: Mr. David Cooper

Title: Executive Vice President

Role: Officer

Officer/Director: Mr. Patrick G. Sheridan

Title: Chief Financial Officer & Treasurer

Role: Both

Officer/Director: Mr. Andrew J. Lynn

Title: Vice President

Role: Officer

Officer/Director:	Mr. W. Stephen Dale
Title:	Secretary
Role:	Officer

Officer/Director:	Mr. Eric Hechler
Title:	Assistant Secretary
Role:	Officer

Officer/Director:	Ms. Hillary F. Jassey
Title:	Assistant Secretary
Role:	Officer

Officer/Director:	Ms. Jennifer Brown
Title:	Board Director
Role:	Director

Officer/Director:	Mr. Robert Giambrone
Title:	Board Director
Role:	Director

Officer/Director:	Mr. Richard F. O'Brien
Title:	Board Director
Role:	Director

Officer/Director:	Mr. Richard Rome
Title:	Board Director
Role:	Director

Officer/Director:	Mr. Mark Warren
Title:	Board Director
Role:	Director

2. Ownership Information

Please confirm ownership information concerning each person or entity that having a direct or indirect beneficial interest in excess of 7.5% of the Disclosing Party (your entity). Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate, or other similar entity. Note: Each legal entity below may be required to submit an EDS on its own behalf.

As reported by the Disclosing Party, the immediate owner(s) of the Disclosing Party is/ are listed below:

- WSP USA Holdings, Inc. - 100.0% - EDS 126686

Owner Details

Name	Business Address
WSP USA Holdings, Inc.	One Penn Plaza
	New York, NY 10119
	United States

SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

A. Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS?

No

B. Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS?

No

D. Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in [Chapter 2-156 of the Municipal Code](#) ("MCC")) in the Disclosing Party?

No

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under [MCC Section 2-92-415](#), substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage of any child support obligations by any Illinois court of competent jurisdiction?

Not applicable because no person directly or indirectly owns 10% or more of the Disclosing Party

B. FURTHER CERTIFICATIONS

1. [This certification applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any [Affiliated Entity](#) has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e. an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

I certify the above to be true

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

I certify the above to be true

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II(B)(1) of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

I certify the above to be true

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC [Chapter 2-56 \(Inspector General\)](#) and [Chapter 2-156 \(Governmental Ethics\)](#).

I certify the above to be true

5. Neither the Disclosing Party, nor any [Contractor](#), nor any [Affiliated Entity](#) of either the Disclosing Party or any [Contractor](#), nor any [Agents](#) have, during the 5 years before the date of this EDS, or, with respect to a [Contractor](#), an [Affiliated Entity](#), or an [Affiliated Entity](#) of a [Contractor](#) during the 5 years before the date of such [Contractor's](#) or [Affiliated Entity's](#) contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in [MCC Subsection 2-92-320\(a\)\(4\)\(Contracts Requiring a Base Wage\)](#); [\(a\)\(5\)\(Debarment Regulations\)](#); or [\(a\)\(6\)\(Minimum Wage Ordinance\)](#).

I certify the above to be true

6. Neither the Disclosing Party, nor any [Affiliated Entity](#) or [Contractor](#), or any of their employees, officials, [agents](#) or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of

- bid-rigging in violation of [720 ILCS 5/33E-3](#);
- bid-rotating in violation of [720 ILCS 5/33E-4](#); or
- any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

I certify the above to be true

7. Neither the Disclosing Party nor any [Affiliated Entity](#) is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

I certify the above to be true

8. [FOR APPLICANT ONLY]

- i. Neither the Applicant nor any "controlling person" [[see MCC Chapter 1-23, Article I](#) for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency" ; and
- ii. the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City.

NOTE: If [MCC Chapter 1-23, Article I](#) applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.

Not applicable because disclosing party is not the Applicant

11. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago.

None

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

The Disclosing Party certifies, as defined in [MCC Section 2-32-455\(b\)](#), the Disclosing Party

is not a "financial institution"

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

If the Disclosing Party cannot make this verification, the Disclosing Party must disclose all required information in the space provided below or in an attachment in the "Additional Info" tab. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

I can make the above verification

SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics Ordinance, [MCC Chapter 2-156](#), imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

I acknowledge and consent to the above

The Disclosing Party understands and agrees that:

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which

it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC Article I of [Chapter 1-23](#) (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by [MCC Chapter 1-23](#) and [Section 2-154-020](#).

I acknowledge and consent to the above

APPENDIX A - FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under [MCC Section 2-154-015](#), the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all corporate officers of the Disclosing Party, if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

N/A because the Disclosing Party is neither the Applicant nor has a direct ownership interest

APPENDIX B - BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Pursuant to [MCC Section 2-154-010](#), is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to [MCC Section 2-92-416??](#)

N/A because the Disclosing party is neither the Applicant nor has a direct ownership interest.

ADDITIONAL INFO

Please add any additional explanatory information here. If explanation is longer than 1000 characters, you may add an attachment below. Please note that your EDS, including all attachments, becomes available for public viewing upon contract award. Your attachments will be viewable "as is" without manual redaction by the City. You are responsible for redacting any non-public information from your documents before uploading.

Disclosing Party's ultimate parent company is WSP Global Inc., which is publically traded on the Toronto Stock Exchange. The following entities, having more than a 7.5% interest in WSP Global, Inc., are exempt from filing an EDS, but were disclosed in the March 26, 2017 Management Information Circular: the Canadian Pension Plan Investment Board ("CPPIB") owns 19.52% and the Caisse de Depot et Placement du Quebec ("CDPQ") owns 18.59%.

List of attachments uploaded by vendor

None.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable appendices, are true, accurate and complete as of the date

furnished to the City. Submission of this form constitutes making the oath associated with notarization.

/s/ 04/26/2018

Ms. Laura Sue Unger

Asst. General Counsel, Regulatory Compliance

WSP USA Buildings Inc.

This is a printed copy of the Economic Disclosure Statement, the original of which is filed electronically with the City of Chicago. Any alterations must be made electronically, alterations on this printed copy are void and of no effect.



CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT and AFFIDAVIT
Related to Contract/Amendment/Solicitation
EDS # 126686

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting the EDS:

WSP USA Holdings, Inc.

Enter d/b/a if applicable:

The Disclosing Party submitting this EDS is:

a legal entity currently holding an interest in the Applicant

The Disclosing Party holds an interest in

WSP USA Inc. and EDS is 126683

B. Business address of the Disclosing Party:

One Penn Plaza
New York, NY 10119
United States

C. Telephone:

206-382-5282

Fax:

D. Name of contact person:

Ms. Laura Sue Unger

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

Privately held business corporation

Is the Disclosing Party incorporated or organized in the State of Illinois?

No

State or foreign country of incorporation or organization:

Delaware

Registered to do business in the State of Illinois as a foreign entity?

No

B. DISCLOSING PARTY IS A LEGAL ENTITY:

1.a.1 Does the Disclosing Party have any directors?

Yes

1.a.3 List below the full names and titles of all executive officers and all directors, if any, of the entity. Do not include any directors who have no power to select the entity's officers.

Officer/Director: Mr. Gregory A. Kelly

Title: President and Director

Role: Both

Officer/Director: Mr. Patrick G. Sheridan

Title: Treasurer and Secretary and Director

Role: Both

2. Ownership Information

Please confirm ownership information concerning each person or entity that having a direct or indirect beneficial interest in excess of 7.5% of the Disclosing Party (your entity). Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited

liability company, or interest of a beneficiary of a trust, estate, or other similar entity.
Note: Each legal entity below may be required to submit an EDS on its own behalf.

As reported by the Disclosing Party, the immediate owner(s) of the Disclosing Party is/are listed below:

- WSP Group Consulting Inc. - 100.0% - EDS 126687

Owner Details

Name	Business Address
WSP Group Consulting Inc.	16 Floor - 1600 Rene-Levesque Blvd. West Montreal, Quebec H3H 1P9 Canada

SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

A. Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS?

No

B. Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS?

No

D. Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in [Chapter 2-156 of the Municipal Code](#) ("MCC")) in the Disclosing Party?

No

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under [MCC Section 2-92-415](#), substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage of any child support obligations by any Illinois court of competent jurisdiction?

Not applicable because no person directly or indirectly owns 10% or more of the Disclosing Party

B. FURTHER CERTIFICATIONS

1. [This certification applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any [Affiliated Entity](#) has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e. an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

I certify the above to be true

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

I certify the above to be true

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II(B)(1) of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;

- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

I certify the above to be true

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC [Chapter 2-56 \(Inspector General\)](#) and [Chapter 2-156 \(Governmental Ethics\)](#).

I certify the above to be true

5. Neither the Disclosing Party, nor any [Contractor](#), nor any [Affiliated Entity](#) of either the Disclosing Party or any [Contractor](#), nor any [Agents](#) have, during the 5 years before the date of this EDS, or, with respect to a [Contractor](#), an [Affiliated Entity](#), or an [Affiliated Entity](#) of a [Contractor](#) during the 5 years before the date of such [Contractor's](#) or [Affiliated Entity's](#) contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in [MCC Subsection 2-92-320\(a\)\(4\)\(Contracts Requiring a Base Wage\)](#); [\(a\)\(5\)\(Debarment Regulations\)](#); or [\(a\)\(6\)\(Minimum Wage Ordinance\)](#).

I certify the above to be true

6. Neither the Disclosing Party, nor any [Affiliated Entity](#) or [Contractor](#), or any of their employees, officials, [agents](#) or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of

- bid-rigging in violation of [720 ILCS 5/33E-3](#);
- bid-rotating in violation of [720 ILCS 5/33E-4](#); or
- any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

I certify the above to be true

7. Neither the Disclosing Party nor any [Affiliated Entity](#) is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

I certify the above to be true

8. [FOR APPLICANT ONLY]

- i. Neither the Applicant nor any "controlling person" [\[see MCC Chapter 1-23, Article I for applicability and defined terms\]](#) of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency" ; and
- ii. the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City.

NOTE: If [MCC Chapter 1-23, Article I](#) applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.

Not applicable because disclosing party is not the Applicant

11. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago.

None

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

The Disclosing Party certifies, as defined in [MCC Section 2-32-455\(b\)](#), the Disclosing Party

is not a "financial institution"

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

If the Disclosing Party cannot make this verification, the Disclosing Party must disclose all required information in the space provided below or in an attachment in the "Additional Info" tab. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

I can make the above verification

SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics Ordinance, [MCC Chapter 2-156](#), imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

I acknowledge and consent to the above

The Disclosing Party understands and agrees that:

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions.

Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC Article I of [Chapter 1-23](#) (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by [MCC Chapter 1-23](#) and [Section 2-154-020](#).

I acknowledge and consent to the above

APPENDIX A - FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under [MCC Section 2-154-015](#), the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all corporate officers of the Disclosing Party, if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members

and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

N/A because the Disclosing Party is neither the Applicant nor has a direct ownership interest

APPENDIX B - BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Pursuant to [MCC Section 2-154-010](#), is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to [MCC Section 2-92-416??](#)

N/A because the Disclosing party is neither the Applicant nor has a direct ownership interest.

ADDITIONAL INFO

Please add any additional explanatory information here. If explanation is longer than 1000 characters, you may add an attachment below. Please note that your EDS, including all attachments, becomes available for public viewing upon contract award. Your attachments will be viewable "as is" without manual redaction by the City. You are responsible for redacting any non-public information from your documents before uploading.

Disclosing Party's ultimate parent company is WSP Global Inc., which is publicly traded on the Toronto Stock Exchange. The following entities having more than a 7.5% shareholder interest in WSP Global, Inc. are exempt from filing an EDS, but were disclosed in the March 26, 2017 Management Information Circular: the Canadian Pension Plan Investment Board (CPPIB) owns 19.52% and the Caisse de Depot et Placement du Quebec (CDPQ) owns 18.59%.

List of attachments uploaded by vendor

None.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable appendices, are true, accurate and complete as of the date furnished to the City. Submission of this form constitutes making the oath associated with notarization.

/s/ 04/26/2018

Ms. Laura Sue Unger

U.S. Regulatory Compliance Manager

WSP USA Holdings, Inc.

This is a printed copy of the Economic Disclosure Statement, the original of which is filed electronically with the City of Chicago. Any alterations must be made electronically, alterations on this printed copy are void and of no effect.



CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT and AFFIDAVIT
Related to Contract/Amendment/Solicitation
EDS # 126687

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting the EDS:

WSP Group Consulting Inc.

Enter d/b/a if applicable:

The Disclosing Party submitting this EDS is:

a legal entity currently holding an interest in the Applicant

The Disclosing Party holds an interest in

WSP USA Inc. and EDS is 126683

B. Business address of the Disclosing Party:

16 Floor - 1600 Rene-Levesque Blvd. West
Montreal, Quebec H3H 1P9
Canada

C. Telephone:

717-859-7838

Fax:

D. Name of contact person:

Ms. Laura Sue Unger

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

Privately held business corporation

Is the Disclosing Party incorporated or organized in the State of Illinois?

No

State or foreign country of incorporation or organization:

Canada

Registered to do business in the State of Illinois as a foreign entity?

No

B. DISCLOSING PARTY IS A LEGAL ENTITY:

1.a.1 Does the Disclosing Party have any directors?

Yes

1.a.3 List below the full names and titles of all executive officers and all directors, if any, of the entity. Do not include any directors who have no power to select the entity's officers.

Officer/Director: Mr. David Langlois

Title: Treasurer

Role: Both

Officer/Director: Ms. Barbara Oberleitner

Title: Vice-President, Global Head of Tax

Role: Officer

Officer/Director: Mr. Bruno Roy

Title: President

Role: Both

Officer/Director: Mr. Steeve Robitaille

Title: Corporate Secretary

Role: Officer

2. Ownership Information

Please confirm ownership information concerning each person or entity that having a direct or indirect beneficial interest in excess of 7.5% of the Disclosing Party (your entity). Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate, or other similar entity. Note: Each legal entity below may be required to submit an EDS on its own behalf.

As reported by the Disclosing Party, the immediate owner(s) of the Disclosing Party is/are listed below:

- WSP Global Inc. - 100.0% - EDS 126688

Owner Details

Name	Business Address
WSP Global Inc.	16 Floor - 1600 Rene-Levesque Blvd. West Montreal, Quebec H3H 1P9 Canada

SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

A. Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS?

No

B. Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS?

No

D. Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in [Chapter 2-156 of the Municipal Code](#) ("MCC")) in the Disclosing Party?

No

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under [MCC Section 2-92-415](#), substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage of any child support obligations by any Illinois court of competent jurisdiction?

Not applicable because no person directly or indirectly owns 10% or more of the Disclosing Party

B. FURTHER CERTIFICATIONS

1. [This certification applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any [Affiliated Entity](#) has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e. an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

I certify the above to be true

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

I certify the above to be true

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II(B)(1) of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

I certify the above to be true

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC [Chapter 2-56 \(Inspector General\)](#) and [Chapter 2-156 \(Governmental Ethics\)](#).

I certify the above to be true

5. Neither the Disclosing Party, nor any [Contractor](#), nor any [Affiliated Entity](#) of either the Disclosing Party or any [Contractor](#), nor any [Agents](#) have, during the 5 years before the date of this EDS, or, with respect to a [Contractor](#), an [Affiliated Entity](#), or an [Affiliated Entity](#) of a [Contractor](#) during the 5 years before the date of such [Contractor's](#) or [Affiliated Entity's](#) contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in [MCC Subsection 2-92-320\(a\)\(4\)\(Contracts Requiring a Base Wage\)](#); [\(a\)\(5\)\(Debarment Regulations\)](#); or [\(a\)\(6\)\(Minimum Wage Ordinance\)](#).

I certify the above to be true

6. Neither the Disclosing Party, nor any [Affiliated Entity](#) or [Contractor](#), or any of their employees, officials, [agents](#) or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of

- bid-rigging in violation of [720 ILCS 5/33E-3](#);
- bid-rotating in violation of [720 ILCS 5/33E-4](#); or

- any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

I certify the above to be true

7. Neither the Disclosing Party nor any [Affiliated Entity](#) is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

I certify the above to be true

8. [FOR APPLICANT ONLY]

- i. Neither the Applicant nor any "controlling person" [[see MCC Chapter 1-23, Article I](#) for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency" ; and
- ii. the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City.

NOTE: If [MCC Chapter 1-23, Article I](#) applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.

Not applicable because disclosing party is not the Applicant

11. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago.

None

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

The Disclosing Party certifies, as defined in [MCC Section 2-32-455\(b\)](#), the Disclosing Party

is not a "financial institution"

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

If the Disclosing Party cannot make this verification, the Disclosing Party must disclose all required information in the space provided below or in an attachment in the "Additional Info" tab. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

I can make the above verification

SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics Ordinance, [MCC Chapter 2-156](#), imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

I acknowledge and consent to the above

The Disclosing Party understands and agrees that:

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC Article I of [Chapter 1-23](#) (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by [MCC Chapter 1-23](#) and [Section 2-154-020](#).

I acknowledge and consent to the above

APPENDIX A - FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under [MCC Section 2-154-015](#), the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild,

father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all corporate officers of the Disclosing Party, if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

N/A because the Disclosing Party is neither the Applicant nor has a direct ownership interest

APPENDIX B - BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Pursuant to [MCC Section 2-154-010](#), is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to [MCC Section 2-92-416??](#)

N/A because the Disclosing party is neither the Applicant nor has a direct ownership interest.

ADDITIONAL INFO

Please add any additional explanatory information here. If explanation is longer than 1000 characters, you may add an attachment below. Please note that your EDS, including all attachments, becomes available for public viewing upon contract award. Your attachments will be viewable "as is" without manual redaction by the City. You are responsible for redacting any non-public information from your documents before uploading.

The ultimate parent company of the Disclosing Party is WSP Global Inc., which is publically traded on the Toronto Stock Exchange. The following entities, having more than a 7.5% shareholder interest in WSP Global, Inc., are exempt from filing an EDS, but were disclosed in the March 26, 2017 Management Information Circular: the Canadian Pension Plan Investment

Board (CPPIB) owns 19.52% and the Caisse de Depot et Placement du Quebec (CDPQ) owns 18.59%.

List of attachments uploaded by vendor

None.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable appendices, are true, accurate and complete as of the date furnished to the City. Submission of this form constitutes making the oath associated with notarization.

/s/ 04/26/2018

Ms. Laura Sue Unger

Asst. General Counsel, Regulatory Compliance

WSP Group Consulting Inc.

This is a printed copy of the Economic Disclosure Statement, the original of which is filed electronically with the City of Chicago. Any alterations must be made electronically, alterations on this printed copy are void and of no effect.



CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT and AFFIDAVIT
Related to Contract/Amendment/Solicitation
EDS # 126688

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting the EDS:

WSP Global Inc.

Enter d/b/a if applicable:

The Disclosing Party submitting this EDS is:

a legal entity currently holding an interest in the Applicant

The Disclosing Party holds an interest in

WSP USA Inc. and EDS is 126683

B. Business address of the Disclosing Party:

16 Floor - 1600 Rene-Levesque Blvd. West
Montreal, Quebec H3H 1P9
Canada

C. Telephone:

206-382-5282

Fax:

D. Name of contact person:

Ms. Laura Sue Unger

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

Publicly registered business corporation

Is the Disclosing Party incorporated or organized in the State of Illinois?

No

State or foreign country of incorporation or organization:

Canada

Registered to do business in the State of Illinois as a foreign entity?

No

B. DISCLOSING PARTY IS A LEGAL ENTITY:

1.a.1 Does the Disclosing Party have any directors?

Yes

1.a.3 List below the full names and titles of all executive officers and all directors, if any, of the entity. Do not include any directors who have no power to select the entity's officers.

Officer/Director:	Mr. Alexandre L'Heureux
Title:	President and CEO
Role:	Both

Officer/Director:	Mr. Christopher Cole
Title:	Chairman of the Board
Role:	Director

Officer/Director:	Ms. Birgit N�rgaard
Title:	Board Director
Role:	Director

Officer/Director:	Ms. Jos�e Perreault
Title:	Board Director
Role:	Director

Officer/Director:	Mr. Pierre Fitzgibbon
Title:	Board Director
Role:	Director

Officer/Director:	Ms. Suzanne Rancourt
Title:	Board Director
Role:	Director

Officer/Director:	Barbara Oberleitner
Title:	Vice President, Global Head of Tax
Role:	Officer

Officer/Director:	Gregory Kelly
Title:	President and CEO, Americas
Role:	Officer

Officer/Director:	Hugo Blasutta
Title:	President and CEO, WSP Canada
Role:	Officer

Officer/Director:	Magnus Meyer
Title:	Managing Director, Nordics
Role:	Officer

Officer/Director:	Mark Naysmith
Title:	Chief Executing Officer, UK
Role:	Officer

Officer/Director:	Paul Dollin
Title:	Chief Operating Officer
Role:	Officer

Officer/Director:	Mr. Bruno Roy
Title:	Chief Financial Officer
Role:	Officer

Officer/Director:	Mr. Pierre Shoiry
Title:	
Role:	Director

Officer/Director:	Mr. Steeve Robitaille

Title:	Chief Legal Officer, EVP of Mergers & Acquisitions, Corporate Secretary
Role:	Officer

Officer/Director:	Mr. Louis-Philippe Carrière
Title:	
Role:	Director

Officer/Director:	Mr. David Langlois
Title:	Chief Accounting and Treasury Officer
Role:	Officer

2. Ownership Information

Please confirm ownership information concerning each person or entity that having a direct or indirect beneficial interest in excess of 7.5% of the Disclosing Party (your entity). Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate, or other similar entity. Note: Each legal entity below may be required to submit an EDS on its own behalf.

As reported by the Disclosing Party, the immediate owner(s) of the Disclosing Party is/are listed below:

There are no owners with greater than 7.5 percent ownership in the Disclosing Party.

SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

A. Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS?

No

B. Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS?

No

D. Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in [Chapter 2-156 of the Municipal Code](#) ("MCC")) in the Disclosing Party?

No

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under [MCC Section 2-92-415](#), substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage of any child support obligations by any Illinois court of competent jurisdiction?

Not applicable because no person directly or indirectly owns 10% or more of the Disclosing Party

B. FURTHER CERTIFICATIONS

1. [This certification applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any [Affiliated Entity](#) has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e. an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

I certify the above to be true

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

I certify the above to be true

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II(B)(1) of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

- b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

I certify the above to be true

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC [Chapter 2-56 \(Inspector General\)](#) and [Chapter 2-156 \(Governmental Ethics\)](#).

I certify the above to be true

5. Neither the Disclosing Party, nor any [Contractor](#), nor any [Affiliated Entity](#) of either the Disclosing Party or any [Contractor](#), nor any [Agents](#) have, during the 5 years before the date of this EDS, or, with respect to a [Contractor](#), an [Affiliated Entity](#), or an [Affiliated Entity](#) of a [Contractor](#) during the 5 years before the date of such [Contractor's](#) or [Affiliated Entity's](#) contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in [MCC Subsection 2-92-320\(a\)\(4\)\(Contracts Requiring a Base Wage\)](#); [\(a\)\(5\)\(Debarment Regulations\)](#); or [\(a\)\(6\)\(Minimum Wage Ordinance\)](#).

I certify the above to be true

6. Neither the Disclosing Party, nor any [Affiliated Entity](#) or [Contractor](#), or any of their employees, officials, [agents](#) or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of

- bid-rigging in violation of [720 ILCS 5/33E-3](#);
- bid-rotating in violation of [720 ILCS 5/33E-4](#); or
- any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

I certify the above to be true

7. Neither the Disclosing Party nor any [Affiliated Entity](#) is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

I certify the above to be true

8. [FOR APPLICANT ONLY]

- i. Neither the Applicant nor any "controlling person" [[see MCC Chapter 1-23, Article I](#) for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency" ; and
- ii. the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City.

NOTE: If [MCC Chapter 1-23, Article I](#) applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.

Not applicable because disclosing party is not the Applicant

11. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago.

None

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official

City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

The Disclosing Party certifies, as defined in [MCC Section 2-32-455\(b\)](#), the Disclosing Party

is not a "financial institution"

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

If the Disclosing Party cannot make this verification, the Disclosing Party must disclose all required information in the space provided below or in an attachment in the "Additional Info" tab. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

I can make the above verification

SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics Ordinance, [MCC Chapter 2-156](#), imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from

the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

I acknowledge and consent to the above

The Disclosing Party understands and agrees that:

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC Article I of [Chapter 1-23](#) (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by [MCC Chapter 1-23](#) and [Section 2-154-020](#).

I acknowledge and consent to the above

APPENDIX A - FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under [MCC Section 2-154-015](#), the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof

currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all corporate officers of the Disclosing Party, if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

N/A because the Disclosing Party is neither the Applicant nor has a direct ownership interest

APPENDIX B - BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Pursuant to [MCC Section 2-154-010](#), is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to [MCC Section 2-92-416??](#)

No

If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to [Section 2-92-416 of the Municipal Code](#)?

No

ADDITIONAL INFO

Please add any additional explanatory information here. If explanation is longer than 1000 characters, you may add an attachment below. Please note that your EDS, including all attachments, becomes available for public viewing upon contract award. Your attachments will be viewable "as is" without manual redaction by the City. You are responsible for redacting any non-public information from your documents before uploading.

The Disclosing Party supplements its answer to Section II(2). WSP Global Inc. is publicly traded on the Toronto Stock Exchange. The following entities, having more than a 7.5% shareholder interest in WSP Global Inc., are exempt from filing an EDS on the basis that they are foreign government agencies, but were disclosed in the March 26, 2017 Management Information Circular: the Canadian Pension Plan Investment Board (CPPIB) owns 19.52% and the Caisse de Depot et Placement du Quebec (CDPQ) owns 18.59%. CPPIB is a Canadian crown corporation created by an act of the Canadian Parliament. CPPIB invests assets of the Canada Pension Plan not currently needed to pay benefits. Similarly, the CDPQ is a Canadian state-owned enterprise that invests and manages public and quasi-public pension plans and insurance programs within Canada. The Disclosing Party additionally supplements its response to Section V(B)(3) via the attached document.

List of attachments uploaded by vendor

Additional information regarding 3b

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable appendices, are true, accurate and complete as of the date furnished to the City. Submission of this form constitutes making the oath associated with notarization.

/s/ 04/26/2018

Ms. Laura Sue Unger

U.S. Regulatory Compliance Manager

WSP Global Inc.

This is a printed copy of the Economic Disclosure Statement, the original of which is filed electronically with the City of Chicago. Any alterations must be made electronically, alterations on this printed copy are void and of no effect.

CITY OF CHICAGO

ECONOMIC DISCLOSURE STATEMENT and AFFIDAVIT – Section V (B)(3)

3. Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

Explanation:

I am able to certify the above to be true. This being said, in an effort to provide complete transparency, please consider the following.

WSP Global Inc., a Canadian owned professional services firm, is the ultimate parent company of Parsons Brinckerhoff, Inc. WSP Global Inc. and its affiliates have never been investigated, charged or convicted for issues related to inappropriate bidding practices, unethical behavior or other wrongdoing. This being said and as we have publicly disclosed, GENIVAR, now WSP Global, was named at the Charbonneau Commission (the Quebec Commission of Inquiry on the Awarding and Management of Public Contracts in the Construction Industry), based on the allegation that ex-employees participated in improper acts. The Charbonneau Commission issued recommendations in November 2015 (available at www.ceic.gouv.qc.ca/fileadmin/Fichiers_client/fichiers/Rapport_final/Rapport_final_CEIC_Integral_c.pdf).

Over the span of two years, most consulting engineering firms in Quebec were in some way asked by way of active and ex-employees, to testify on potential inappropriate bidding practices or unethical behavior which may have taken place in the industry, several years back. The matter is still under investigation namely by the Canadian Competition Bureau.

Furthermore, note that under government procurement laws in Quebec, significant government contracts may be awarded only if the AMF (the security exchange commission) has awarded a certificate approving the effectiveness of controls to prevent inappropriate bidding practices or unethical behavior. This certificate was awarded to WSP Global Inc. without any underlying conditions in April 2013.

Notable Measures in Place

In March 2013, the Board nominated a Chief Risk and Ethics Officer to oversee the implementation of a worldwide ethics program. Here is the status of what has been done:

- Implementation and approval by the Audit Committee of a new Code of conduct.
- Approval by the Audit Committee of additional underlying policies, including (i) Understanding Bribery, (ii) Working with Third Parties, and (iii) Gifts, Entertainment and Hospitality .
- Creation of an international gifts and entertainment registry
- The translation of all policies to meet the language needs of the global organization
- Implementation of an e-learning program and additional training for senior staff around the world.
- Launch of an awareness campaign on whistleblowing
- Creation of an operational ethics and compliance committee whose mandate is to:
 - Revise on an annual basis policies in place and recommend adjustments;
 - Supervise regional leaders to ensure they effectively implement the program;
 - Evaluate the sufficiency of resources.