

**REPORT TO SECURITYHOLDERS  
FOR THE 12-MONTH PERIOD ENDING DECEMBER 31, 2023**

We are pleased to provide the Independent Review Committee’s (“IRC”) Annual Report to Securityholders for the year ended December 31, 2023, of mutual funds managed by Arrow Capital Management Inc. (“Arrow”), listed in Appendix A.

The role of the IRC is to review and to provide its approval or recommendation in respect of conflicts of interest that Arrow identifies between its own interests and its duty to manage the Funds in the best interests of the Funds. Arrow is responsible for referring to the IRC any matters that a reasonable person could view as Arrow having an interest that may conflict with its ability to act in the best interests of the Funds.

The IRC reviews each matter referred to it by Arrow and provides an approval or a recommendation, as appropriate, to ensure that the proposed course of action will achieve a fair and reasonable result for the Funds. The IRC has adopted a written charter that includes its mandate, responsibilities and functions, and the policies and procedures it will follow when performing its functions.

During the year, the IRC met on a scheduled basis, had regular discussions with management, and received appropriate representations regarding conflict matters from the CFO and CCO of Arrow.

**The IRC**

***The IRC Members:***

|                       | Current Employment | First appointed  | Term Expiry       |
|-----------------------|--------------------|------------------|-------------------|
| Harvey Naglie (Chair) | Retired            | May 11, 2018     | December 31, 2025 |
| John Anderson*        | Retired            | October 22, 2013 | December 31, 2024 |
| Ross MacKinnon        | Retired            | May 11, 2012     | December 31, 2024 |

\* serves on the IRC of Marquest Asset Management.

***Holding of Securities***

As of December 31, 2023, the members of the IRC collectively, directly or indirectly, beneficially owned less than 10% of the securities of any of the Funds. As of December 31, 2023, no member of the IRC beneficially owned, directly or indirectly, any securities of Arrow or a company that provides services to the Funds.

**IRC APPROVALS AND RECOMMENDATIONS**

There was no COIM referred to the IRC by the Manager in 2023.

The IRC has received a report on the Reliance on Standing Instructions from Arrow. The IRC is not aware of any instance in which the Manager acted in a conflict of interest with matters referred to the IRC for which the IRC did not give a positive recommendation or did not meet a condition imposed by the IRC in its recommendation.

## ANNUAL ASSESSMENTS

The IRC conducted its annual self assessment review during the financial year. The IRC submitted a report to Arrow which set out the results of this review.

In accordance with the IRC's written charter, the IRC conducted an annual review of the following:

- the adequacy and effectiveness of Arrow's written policies and procedures concerning conflicts of interest;
- the adequacy, effectiveness and amendments of the Standing Instructions provided to Arrow; and
- compliance with any conditions imposed by the IRC in a recommendation or approval provided.

## IRC COMPENSATION

The IRC reviewed its compensation giving consideration to the best interests of the Funds; the general and specific benefits accruing to the Fund and the number, nature and complexity of the Funds for which the IRC acts. The compensation paid to the IRC members, for the period January 1, 2023 to December 31, 2023, excluding HST was as follows:

|                      |                 |
|----------------------|-----------------|
| Ross MacKinnon       | \$18,000        |
| John Anderson        | \$14,000        |
| <u>Harvey Naglie</u> | <u>\$14,000</u> |
| Total                | \$46,000        |

The IRC compensation was allocated among the Funds in accordance with Arrow's expense allocation policy, which has been reviewed by the IRC. No indemnities were paid to the IRC Members by the Funds or Arrow during the financial year.

This report is available on Arrow's website at <http://www.arrow-capital.com> or [www.sedar.com](http://www.sedar.com). You may request a copy, at no cost to you, by contacting the Manager at 877.327.6048.

**Date:** February 29, 2024

**By:** "Harvey Naglie"

Harvey Naglie, Chair of the Independent Review Committee

## **APPENDIX A**

### **List of Funds Covered by This Report**

1. Arrow Long/Short Alternative Class
2. Arrow Global Multi-Asset Alternative Class
3. Arrow EC Income Advantage Alternative Fund
4. Arrow Opportunities Alternative Class
5. Exemplar Global Growth and Income Class
6. Exemplar Growth & Income Fund
7. Exemplar Performance Fund
8. WaveFront Global Diversified Investment Class