

# A Message to Investors

## in the Fidelity Mutual Funds and Exchange-Traded Funds

We are the Independent Review Committee for the Fidelity mutual funds and exchange-traded funds (individually, a “Fund” and collectively, the “Funds”) listed in Appendix A to this report. All mutual funds and exchange-traded funds in Canada are required to have an independent committee to advise the manager of the funds regarding conflicts of interest that arise in mutual fund and exchange-traded fund management. Fidelity Investments Canada ULC (the “Manager”) is the manager of these Funds. We are pleased to present this annual report to investors of the Funds for the year ended March 31, 2023.

The members of the Independent Review Committee have a broad range of expertise which includes investment fund management, securities trading, financial, governance and accounting.

The mandate of the Committee is to review all conflicts of interest referred to it by the Manager, including the policies and procedures the Manager proposes to manage these conflicts. The Committee provides the Manager with its recommendation or, if appropriate, an approval on whether the Manager’s policies resolve the various conflicts in a way that achieves a fair and reasonable result for the Funds.

We assess the Manager’s policies and procedures no less often than once annually. We also review and report on our members’ independence and compensation at least once per year.

### Independent Review Committee

The members of the Independent Review Committee<sup>1</sup> are:

| <b>NAME</b>            | <b>DOMICILE</b> | <b>FIRST APPOINTED</b> |
|------------------------|-----------------|------------------------|
| Douglas Nowers (Chair) | Toronto, ON     | February 8, 2019       |
| Frances Horodelski     | Toronto, ON     | February 28, 2017      |
| Kevin Regan            | Winnipeg, MB    | September 15, 2022     |

The functions of the Independent Review Committee are to:

- Review and provide its decision to the Manager on conflict of interest matters that the Manager refers to the Independent Review Committee;
- At least annually review and assess the adequacy and effectiveness of the Manager’s written policies and procedures concerning conflict of interest matters, including approving, amending or providing standing instructions that can be relied upon by the Manager; and
- Identify any conditions to a recommendation or approval it has provided to the Manager.

The Independent Review Committee meets regularly with representatives of the Manager, and holds meetings without representatives of the Manager being present, to discuss matters affecting the Manager’s policies and procedures, standing instructions and conflict of interest matters referred to the Independent Review Committee.

<sup>1</sup> Effective September 16, 2022, James Cook retired from the Independent Review Committee. On September 15, 2022, Kevin Regan of Winnipeg, Manitoba, became a member of the Independent Review Committee and Douglas Nowers was appointed as Chair, effective as of the close of business on that day. Effective March 13, 2023, Victoria (Vicki) Ringelberg resigned from the Independent Review Committee.

During the year ended March 31, 2023, the Independent Review Committee held four meetings with representatives of the Manager. At each of these meetings, the Independent Review Committee held a separate meeting at which representatives of the Manager were not present.

None of the members of the Independent Review Committee have any relationships which would compromise their independence with respect to the Funds.

### **Ownership of Securities**

The percentage of securities of each class or series of voting or equity securities beneficially owned directly or indirectly, in aggregate, by all members of the Independent Review Committee in any Fund does not exceed 0.01 percent.

None of the members of the Independent Review Committee beneficially own directly or indirectly any securities of the Manager.

The percentage of securities beneficially owned, directly or indirectly, in aggregate, by all members of the Independent Review Committee in any significant supplier to the Funds does not exceed 0.01 percent.

### **Compensation and Indemnities**

The aggregate compensation paid to the Independent Review Committee by all the mutual funds and exchange-traded funds managed by the Manager to which NI 81-107 *Independent Review Committee for Investment Funds* applies for the calendar year ended December 31, 2022 was \$299,044. The aggregate compensation paid to the Independent Review Committee in connection with the Funds covered by this report during the year ended March 31, 2023 was \$65,772. This amount is allocated among the Funds shown in Appendix A based on each Fund's net assets. Please see the annual financial statements of each Fund for the amount paid by each Fund.

No indemnity amounts were paid to members of the Independent Review Committee by the Funds during the period.

The Manager set the initial compensation of the Independent Review Committee at the time of its initial appointment on February 23, 2007. At least annually, the Independent Review Committee reviews its compensation. In judging the appropriate level of compensation, the Independent Review Committee has considered, among other things:

- the number, size and complexity of the Funds;
- available information on the compensation of similar committees;
- workload;
- breadth and depth of the relevant experience of its members;
- the benefits accruing to the Funds as a result of its activity; and
- the opinion of the Manager.

Further to this review, on June 9, 2020, the Independent Review Committee approved an increase to its compensation. This is the first increase in the Independent Review Committee's compensation since June 4, 2015. The Independent Review Committee believes that the level of compensation of its members is appropriate.

### **Charter**

The Independent Review Committee has adopted and reviews on at least an annual basis, a written charter that includes its mandate, responsibilities and functions, and the policies and procedures it will follow when performing its functions.

### **Conflict of Interest Matters**

#### *Policies and Procedures*

During the period the Independent Review Committee has reviewed, and, where appropriate, arranged for periodic reporting on each of the following conflict of interest matters referred to it by the Manager. Its objective has been to achieve a fair and reasonable result for the Funds. It has provided the Manager with standing instructions to apply the following policies in accordance with their terms.

| <b>POLICY</b>  | <b>DESCRIPTION</b>   |
|--|--|
| 1. Code of Ethics / Personal Investing                   | This policy governs the personal investing and other activities of employees of the Manager and certain of its affiliates.   |
| 2. Business Entertainment and Workplace Gifts            | This policy governs the provision and acceptance of gifts and business entertainment by employees of the Manager and certain of its affiliates.  |
| 3. Trade Allocation                                      | This policy governs the allocation of trades of portfolio securities between Funds or client accounts when more than one Fund or client account is buying or selling securities of a particular issuer at the same time.   |
| 4. Best Execution and Fair Trading                       | This policy addresses the quality of execution of trades of portfolio securities or foreign exchange trades by brokers, including both third-party brokers and brokers affiliated with the Manager, on behalf of the Funds.  |
| 5. Commission Uses                                       | The Manager places a large volume of orders to buy and sell portfolio securities on behalf of the Funds. It has in place arrangements with the brokers that execute the trades whereby the Manager may receive brokerage and research services or whereby the broker may rebate a portion of the commissions paid by a Fund back to the Fund. This policy governs such arrangements. |
| 6. Trade Error Correction                                | This policy governs the correction of errors made in executing trades of portfolio securities on behalf of a Fund, including the resolution of errors taking place as the Funds seek to repatriate foreign currencies to their working currency or hedge currency exposure.  |
| 7. Proxy Voting  | The Funds own portfolio securities and, therefore, the right to vote proxies. This policy governs the voting of proxies.   |
| 8. Transfer Agency Error Correction                      | This policy governs the correction of errors made in executing investor transactions in the securities of a Fund.  |
| 9. NAV Calculation and Fair Value                        | This policy governs the calculation of a Fund's net asset value per share (NAV), including situations where market quotations for a portfolio security are not readily available or when market quotations are unreliable, in which case the Manager will calculate the NAV using the fair value of that security.   |
| 10. NAV Error Correction                                 | This policy governs the correction of errors made in calculating a Fund's NAV.   |
| 11. Short-Term Trading                                   | This policy governs the detection and prevention of active trading, which may be harmful to the Funds.   |
| 12. Substantial Security Holders                         | This policy addresses potential conflicts of interest that may arise where a company becomes a significant investor in a Fund and the Fund invests in that company or a company related to that company.   |
| 13. Side-by-side   | This policy addresses the side-by-side management of different types of accounts, including accounts that invest on a long-only basis – that is, buy securities – and accounts that may also invest on a short basis – that is, sell securities that they don't own, in the hope of repurchasing them later at a lower price.  |
| 14. Seed Capital Redemption                              | The Manager is required to provide seed capital to new Funds. This policy governs the manner in which the seed capital of a Fund may be redeemed by the Manager.   |
| 15. Large Investors                                      | This policy addresses the potential conflicts of interest that may arise where large institutional and individual investors invest in the Funds.   |
| 16. Fidelity Capital Structure Corp. Dividend Allocation | This policy governs the allocation of dividends by Fidelity Capital Structure Corp. to its investors.  |
| 17. Purchase of Securities Underwritten by an Affiliate  | This policy governs investments by the Funds in a class of securities of an issuer during a distribution (i.e., an offering), or within 60 days of a distribution, of those securities where an affiliate of the Manager acts as an underwriter of the offering.   |
| 18. Disclosure of Portfolio Information                  | This policy governs the manner and timelines regarding the disclosure of Fund portfolio information.   |
| 19. Complaints   | This policy governs the process for managing and resolving complaints received from investors in the Funds.  |

| POLICY   | DESCRIPTION  |
|--|--|
| 20. Benchmarks   | This policy governs the process for selecting and changing performance benchmarks of the Funds.  |
| 21. Fund-of-Funds  | This policy governs the potential conflicts of interest that may arise where the Funds invest all or a portion of their assets in units of its other mutual funds managed by the Manager.  |
| 22. <i>In specie</i> Transactions                              | This policy governs the process of transferring portfolio assets between the Funds, pooled funds and managed accounts, all of which are managed or advised by the Manager.   |
| 23. Fidelity Capital Structure Corp. Income Tax                | This policy governs the allocation of any non-refundable income taxes of the Fidelity Capital Structure Corp. to classes within the corporation.   |
| 24. Co-Investing Conflicts                                     | This policy addresses potential conflicts of interest where a Fund may desire to invest in a company in which another Fidelity entity wishes to make a simultaneous investment or has a pre-existing interest.                             |
| 25. Fund Mergers   | This policy addresses potential conflicts of interest that may arise in fund mergers involving the Funds.  |
| 26. Inter-fund Trades  | This policy addresses potential conflicts of interest that may arise in inter-fund trades involving the Funds.   |
| 27. Oversight and Supervision Policy for Digital Asset Custody | This policy addresses potential conflicts of interest associated with related party transactions and the Manager's oversight and supervision of service providers that provide custody services in connection with digital asset services. |

## Approvals

The Independent Review Committee has provided approval for the Funds to invest in securities of significant investors in a Fund as long as the Manager follows the terms of the Substantial Security Holders Policy described above and reports quarterly to the Committee on compliance with the terms of the policy.

The Independent Review Committee has provided approval and standing instructions for Fidelity Advantage Bitcoin ETF™ and Fidelity Advantage Ether ETF™ to engage in cryptocurrency contract transactions with its affiliate, Fidelity Clearing Canada ULC, as long as the Manager acts in accordance with its Oversight and Supervision Policy for Digital Asset Custody, makes periodic reports to the Independent Review Committee and Ontario Securities Commission, and complies with the conditions in the associated exemptive relief order.

In addition, the Manager relied on the approval and standing instructions of the Independent Review Committee in order to:

- (i) engage in inter-fund trading. An inter-fund trade occurs when a Fund purchases or sells portfolio securities from or to another Fund, a U.S. fund or a separately managed account, which, in the case of the Funds, are processed through a broker. These standing instructions require the Manager to act in accordance with the applicable policy, make periodic reports to the Independent Review Committee and Ontario Securities Commission, and comply with

conditions in the associated exemptive relief order; and

- (ii) permit the Funds, in certain circumstances, to purchase and redeem Fund securities in consideration for securities rather than cash of another Fund, investment fund or a separately managed account, managed by the Manager (referred to as *in specie* transactions).

## Conclusion

The Independent Review Committee receives periodic reports arising under the above-mentioned policies and procedures on conflict of interest matters for which it has provided standing instructions to the Manager.

During the period there were no conflict of interest matters referred to the Independent Review Committee by the Manager for which the Independent Review Committee did not give a positive recommendation and there was no instance when the Manager acted in a conflict of interest matter but did not meet a condition imposed by the Independent Review Committee in its recommendation or approval.

Douglas Nowers  
Chair  
June 6, 2023

# APPENDIX A

## Funds Covered By This Report

### FIDELITY MUTUAL FUNDS

Fidelity Advantage Bitcoin ETF Fund™  
Fidelity Advantage Ether ETF Fund™  
Fidelity All-In-One Balanced ETF Fund  
Fidelity All-in-One Conservative ETF Fund  
Fidelity All-in-One Equity ETF Fund  
Fidelity All-In-One Growth ETF Fund  
Fidelity American Balanced Currency Neutral Fund  
Fidelity American Balanced Fund  
Fidelity AsiaStar Fund  
Fidelity Canadian Focused Equity Multi-Asset Base Fund  
Fidelity Canadian High Dividend Index ETF Fund  
Fidelity Canadian High Quality Index ETF Fund  
Fidelity Canadian Low Volatility Index ETF Fund  
Fidelity Canadian Monthly High Income ETF Fund  
Fidelity Canadian Short Term Corporate Bond ETF Fund  
Fidelity China Fund  
Fidelity Conservative Income Fund  
Fidelity Conservative Income Private Pool  
Fidelity Emerging Markets Debt Multi-Asset Base Fund  
Fidelity Emerging Markets Equity Multi-Asset Base Fund  
Fidelity Emerging Markets Fund  
Fidelity Emerging Markets Local Currency Debt Multi-Asset Base Fund  
Fidelity Europe Fund  
Fidelity Far East Fund  
Fidelity Floating Rate High Income Currency Neutral Fund  
Fidelity Founders Investment Trust™  
Fidelity Global Asset Allocation Currency Neutral Private Pool  
Fidelity Global Asset Allocation Fund  
Fidelity Global Asset Allocation Private Pool  
Fidelity Global Bond Currency Neutral Fund  
Fidelity Global Bond Currency Neutral Multi-Asset Base Fund  
Fidelity Global Bond Fund  
Fidelity Global Bond Multi-Asset Base Fund  
Fidelity Global Concentrated Equity Currency Neutral Fund  
Fidelity Global Concentrated Equity Fund  
Fidelity Global Consumer Industries Fund  
Fidelity Global Core Plus Bond ETF Fund  
Fidelity Global Credit Ex-U.S. Currency Neutral Multi-Asset Base Fund  
Fidelity Global Credit Ex-U.S. Investment Trust  
Fidelity Global Developed Markets Sovereign Bond Index Hedged Multi-Asset Base Fund  
Fidelity Global Disciplined Equity Fund  
Fidelity Global Dividend Fund

## APPENDIX A

### Funds Covered By This Report *(continued)*

Fidelity Global Dividend Investment Trust  
Fidelity Global Financial Services Fund  
Fidelity Global Fund  
Fidelity Global Growth and Value Investment Trust  
Fidelity Global Health Care Fund  
Fidelity Global High Yield Multi-Asset Base Fund  
Fidelity Global Inflation-Linked Bond Index Hedged Multi-Asset Base Fund  
Fidelity Global Innovators Investment Trust  
Fidelity Global Intrinsic Value Fund  
Fidelity Global Intrinsic Value Investment Trust  
Fidelity Global Investment Grade Bond ETF Fund  
Fidelity Global Large Cap Fund  
Fidelity Global Monthly High Income ETF Fund  
Fidelity Global Monthly Income Currency Neutral Fund  
Fidelity Global Monthly Income Fund  
Fidelity Global Natural Resources Fund  
Fidelity Global Real Estate Fund  
Fidelity Global Real Estate Multi-Asset Base Fund  
Fidelity Global Small Cap Fund  
Fidelity Global Small Cap Opportunities Fund  
Fidelity Inflation-Focused Fund  
Fidelity Insights Currency Neutral Multi-Asset Base Fund  
Fidelity Insights Investment Trust™  
Fidelity Insights Systematic Currency Hedged Fund™  
Fidelity International Concentrated Equity Currency Neutral Fund  
Fidelity International Concentrated Equity Fund  
Fidelity International Disciplined Equity Fund  
Fidelity International Equity Multi-Asset Base Fund  
Fidelity International Growth Currency Neutral Multi-Asset Base Fund  
Fidelity International Growth Fund  
Fidelity International Growth Multi-Asset Base Fund  
Fidelity International High Dividend Index ETF Fund  
Fidelity International High Quality Index ETF Fund  
Fidelity International Low Volatility Index ETF Fund  
Fidelity Investment Grade Total Bond Currency Neutral Fund  
Fidelity Investment Grade Total Bond Fund  
Fidelity Japan Fund  
Fidelity Long-Term Leaders Currency Neutral Fund  
Fidelity Long-Term Leaders Fund  
Fidelity Multi-Asset Innovation Fund  
Fidelity Multi-Sector Bond Currency Neutral Fund  
Fidelity Multi-Sector Bond Fund  
Fidelity Multi-Sector Bond Hedged Multi-Asset Base Fund  
Fidelity NorthStar® Balanced Currency Neutral Fund  
Fidelity NorthStar® Balanced Fund

## APPENDIX A

### Funds Covered By This Report *(continued)*

Fidelity NorthStar® Fund  
Fidelity Strategic Income Currency Neutral Fund  
Fidelity Strategic Income Fund  
Fidelity Sustainable World ETF Fund  
Fidelity Systematic Canadian Bond Index ETF Fund  
Fidelity Tactical Credit Fund  
Fidelity Tactical Global Dividend ETF Fund  
Fidelity Tactical High Income Currency Neutral Fund  
Fidelity Tactical High Income Fund  
Fidelity Tactical Strategies Fund  
Fidelity Technology Innovators Fund  
Fidelity Total Metaverse Index ETF Fund  
Fidelity U.S. Dividend for Rising Rates Currency Neutral Index ETF Fund  
Fidelity U.S. Dividend for Rising Rates Index ETF Fund  
Fidelity U.S. High Dividend Currency Neutral Index ETF Fund  
Fidelity U.S. High Dividend Index ETF Fund  
Fidelity U.S. High Quality Currency Neutral Index ETF Fund  
Fidelity U.S. High Quality Index ETF Fund  
Fidelity U.S. Low Volatility Currency Neutral Index ETF Fund  
Fidelity U.S. Low Volatility Index ETF Fund  
Fidelity U.S. Monthly Income Currency Neutral Fund

#### **FIDELITY EXCHANGE-TRADED FUNDS**

Fidelity Advantage Bitcoin ETF™  
Fidelity Advantage Ether ETF™  
Fidelity All-in-One Balanced ETF  
Fidelity All-in-One Conservative ETF  
Fidelity All-in-One Equity ETF  
Fidelity All-in-One Growth ETF  
Fidelity Canadian High Dividend Index ETF  
Fidelity Canadian High Quality Index ETF  
Fidelity Canadian Low Volatility Index ETF  
Fidelity Canadian Momentum Index ETF  
Fidelity Canadian Monthly High Income ETF  
Fidelity Canadian Short Term Corporate Bond ETF  
Fidelity Canadian Value Index ETF  
Fidelity Global Core Plus Bond ETF  
Fidelity Global Investment Grade Bond ETF  
Fidelity Global Monthly High Income ETF  
Fidelity International High Dividend Index ETF  
Fidelity International High Quality Index ETF  
Fidelity International Low Volatility Index ETF  
Fidelity International Momentum Index ETF  
Fidelity International Value Index ETF  
Fidelity Sustainable World ETF

## APPENDIX A

### Funds Covered By This Report *(continued)*

Fidelity Systematic Canadian Bond Index ETF  
Fidelity Total Metaverse Index ETF  
Fidelity U.S. Dividend for Rising Rates Currency Neutral Index ETF  
Fidelity U.S. Dividend for Rising Rates Index ETF  
Fidelity U.S. High Dividend Currency Neutral Index ETF  
Fidelity U.S. High Dividend Index ETF  
Fidelity U.S. High Quality Currency Neutral Index ETF  
Fidelity U.S. High Quality Index ETF  
Fidelity U.S. Low Volatility Currency Neutral Index ETF  
Fidelity U.S. Low Volatility Index ETF  
Fidelity U.S. Momentum Currency Neutral Index ETF  
Fidelity U.S. Momentum Index ETF  
Fidelity U.S. Value Currency Neutral Index ETF  
Fidelity U.S. Value Index ETF