

# ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE

## Protected Funds

# National Bank Protected Global Fund

For the period ended December 31, 2011

This annual management report of fund performance contains financial highlights, but does not contain the annual financial statements of the mutual fund. A copy of the annual financial statements can be obtained on request, and at no cost, by calling 1-888-270-3941 or 514-871-2082, by writing to us at National Bank Securities Advisory Service, 500, Place d'Armes, 12th floor, Montreal, Quebec, H2Y 2W3, by visiting our website at [www.nbc.ca/financial\\_reports](http://www.nbc.ca/financial_reports), by visiting SEDAR's website at [www.sedar.com](http://www.sedar.com), or by contacting your advisor.

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

## Management Discussion of Fund Performance

### Investment Objectives and Strategies

The National Bank Protected Global Fund aims to ensure long-term capital growth. The Fund invests primarily in options and futures based on equity indexes, options and futures contracts based on the exchange rates between the currencies of different countries and the Canadian dollar, and Canadian Treasury bills and other high-quality short-term money market instruments.

Under certain circumstances, an investment made by a shareholder can benefit from a guarantee emitted by National Bank Life Insurance Company. Despite the significant proportion of index derivatives, the Fund is not an index fund, since the weightings in each region are actively managed by the portfolio advisor, who ensures that the Fund remains well diversified. The manager determines the potential of various countries (mainly the top countries in North America, Europe and Asia) and then decides which ones to overweight or underweight in the portfolio.

### Risks

The Fund was exposed to an increase in investor sentiment volatility that translated into an abnormal increase in the level of equity volatility during the latter part of the year. Investors, fearing a sovereign default in Europe and a potential breakup of the common currency became risk averse and caused equity prices to tumble.

The Fund was also subject to currency risk; as the Canadian dollar, which is considered a risk currency gained ground against the beleaguered Euro but lost considerably versus others that are considered defensive such as the U.S. dollar and the Japanese yen.

The global investment risk of each of the Fund's securities remains as described in the latest simplified prospectus. It suits investors who are seeking higher returns and diversity in their portfolio with exposure to all global markets, want to invest in the long term and are willing to tolerate a moderate level of risk.

### Results of Operations

For the twelve-month period ended December 31, 2011, the National Bank Protected Global Fund returned -5.68% compared to -3.20% for the Fund's benchmark, the MSCI World Index (CA\$). Unlike the index, the Fund's performance is calculated after fees and expenses.

The curtain came down on a very “volatile 2011”, a year during which, investor confidence was scarred by the prospects of a relapse back into recession in the U.S., sovereign debt failures in Europe and a hard economic landing in China. Investors also feared the consequences of higher oil prices, in the wake of the Arab spring that toppled regimes from Tunisia to Egypt and required NATO’s military intervention in Libya.

However, the markets’ main preoccupation throughout the year was Europe, whose financial troubles caused politicians and central banks from around the world to act. When the offering of low-cost 3-year funding for European banks failed to sooth investor concerns, central banks from some of the largest economies in the world including the U.S. and Canada announced plans to offer U.S. dollars at a discounted rate to troubled banks. By doing so, central bankers showed market determination to avoid a further credit crunch and provided investors enough impetus to increase their risk tolerance.

Consequently, the year culminated in positive fashion and equities rallied during the fourth quarter, on hope that 2012 will usher in economic and political change. However, the late surge was not enough to bring stocks back into positive territory, which left the MSCI World Index down 3.20% on the year. In general, investors favoured defensive areas of the market throughout 2011, which benefited the Health Care (+12.17%) and Consumer Staples (+11.28%) sectors. On the other hand, money flowed out of economically sensitive stocks, such as Materials and Industrials, which slid to close the year with respective declines of 17.85% and 5.92%. Elsewhere, financial stocks figured amongst the largest decliners, as they surrendered 16.47% of their value, largely on concerns that the crisis in Europe will cause some to fail or to remain unprofitable for years to come.

Under these circumstances, the Fund underperformed the index, largely as a result of security selection in a number of sectors but mainly in Energy and Materials. On the other hand, returns were enhanced by judicious selection within the Consumer Discretionary and Technology sectors, as well as by an underweight in the Financial Services sector. From a regional perspective, the Fund benefited from its underexposure to European and Asian shares, but suffered from being overweight in North America.

Individually, Philip Morris, Ross Stores, Cisco Systems, British American Tobacco and United Health Group contributed most on the upside, while ING, Citigroup, Freeport McMoran, Halliburton, Ameriprise Financial, CNOOC and BHP Billiton contributed most on the downside.

## **Recent Developments**

For most of the year, the portfolio manager maintained the Fund’s largest underweight in the Financial Services sector, however, during the fourth quarter, the underweight was decreased drastically, to only 1.3%. This decision was driven by central banks’ decision to pump massive amounts of liquidity into the system. Some of the companies that were added included Capital One, Citigroup and Zurich Financial Services. In addition, the Fund’s weighting in the Health Care sector was increased by adding Bristol Myers and Pfizer, on the belief that the market has now properly discounted the upcoming patent cliff and will soon look beyond this issue and discover stocks trading at very attractive valuation levels.

Notwithstanding these adjustments, the Fund’s largest overweight positions remain in the Consumer Discretionary (large selection of quality companies trading on reasonable valuation metrics) and Technology (strong cash flows, shareholder friendly management behaviour) sectors. In contrast, its biggest underweight remains in the Utilities sector, where the risk of a near term correction is high following the stellar returns that it posted in 2011, especially in the U.S. Geographically, the Fund’s largest overweight remains in the U.S., where the potential of economic outperformance is best, while its largest underweight continues to be in Japan, where domestic demand remains stagnant and the strong value of the yen continues to hamper exports.

Heading into the New Year, the portfolio manager does not think that the European sovereign debt crisis will abate anytime soon, but is encouraged by better than expected economic data coming out of China and the U.S. In general, he tends to think that unlike the last 3 years, when financial markets behaviour was mainly driven by macroeconomic variables, 2012 will prove to be a stock pickers’ market. As such, no significant sector bets are being made within the portfolio; rather, the focus is on finding the most promising stocks and business models. Currently, such opportunities are found in the U.S.

That being said, the portfolio manager acknowledges that the Fund’s relative performance could be negatively impacted by a strong run by Japanese markets (via a credible taming of yen strength) or a major underperformance by U.S. markets (further fiscal deterioration). On an absolute basis, a potential meltdown of financial markets triggered by a “euro quake” (break-down of the European currency union accompanied by sovereign defaults), continues to represent the greatest risk.

## **Accounting Standards Changes**

In February 2008, the Canadian Accounting Standards Board (AcSB) confirmed that all publicly accountable enterprises would be required to report under International Financial Reporting Standards (IFRS) as published by the International Accounting Standards Board (IASB) for fiscal years beginning on or after January 1, 2011. However, in January 2011, the AcSB approved a deferral of the effective date of entry in force of IFRS from January 1, 2011 to January 1, 2013 for investment companies that are currently applying the Accounting Guideline AcG-18 “Investment Companies”.

In December 2011, the AcSB decided to defer the date of application of IFRS to January 1, 2014 to ensure that investment companies will not have to modify their actual accounting treatment for entities in which they have control while the IASB is completing the standard about investment companies it plans to publish.

Consequently, the Funds will publish their first audited financial statements in accordance with IFRS for the year ending December 31, 2014 and will present comparative figures in accordance with IFRS for the year ending December 31, 2013, including an opening balance sheet as at January 1, 2013.

In order to prepare for the transition to IFRS, management has established a project, formed a dedicated project team and put in place a formal governance structure. The project team reports on a regular basis to the executive committee and the steering committee, committees that are made up of senior levels of management from all relevant departments. To date, the project has proceeded as planned.

Management has developed a detailed project plan, assessed the resource requirements for its implementation and continued staff training. It has already identified the main differences between existing Canadian GAAP and current IFRS. Exceptions and optional exemptions on the transition date have also been analyzed. In addition, management has identified the following main differences that would likely affect the funds financial statements:

Scope	Current treatment under Canadian GAAP	IFRS treatment
Classification of holders' units/shares – Funds with more than one series.	Units/shares are presented as equity instruments.	Units/shares are presented in liabilities.
Classification of holders' units/shares – Funds with one series.	Units/shares are presented as equity instruments. No distinction is made between retained earnings and the capital issued.	Units/shares are presented as equity instruments. Distinction to be made between retained earnings and the capital issued.
Consolidation of financial statements of controlled entities in the financial statements of the Funds.	The Funds are exempt from consolidation with AcG-18.	Consolidation is applicable for controlling Funds. The financial statements of the two entities have to be consolidated. The Funds must meet very specific criteria to consolidate their financial statements. Consequently, only a minority of the Funds are affected by the consolidation. The consolidation will not affect the data of the Funds' daily evaluations.  However, the IASB issued in August 2011 an exposure draft that will allow for the Funds to be exempt from consolidation under certain conditions.
Presentation of the statement of cash flows in the financial statements.	No statement of cash flows to be presented.	Presentation of the statement of cash flows in the financial statements of each of the Funds.
Future income taxes – Trust Funds.	No future income taxes to be presented.	Recognition of assets or future income taxes liabilities if applicable.

Management has completed an evaluation on how adoption of IFRS will impact information technology and required developments have been made. It is currently assessing how adoption of IFRS will impact operations, internal controls and preparing financial statements.

The implementation phase has begun. The Funds will produce their statement of financial position (opening balance) as at January 1<sup>st</sup>, 2013 «transition date». In order to present the interim financial statements as at June 30, 2014 under IFRS, the comparative financial statements, those as at June 30, 2013, will be prepared with IFRS over the coming period.

At this point, management does not expect that the transition to IFRS will have a significant impact on net assets or net asset value per unit or the Funds commercial agreements. Rather, it expects that this transition will impact the presentation and disclosure of financial statements. Please note that the requirements in effect at the time of first publication of IFRS financial statements (December 31, 2014), economic conditions prevailing at that date, as well as various choices of accounting policies adopted are factors that will influence the final impact of IFRS on the statement of financial position of the Funds.

## **Related Party Transactions**

National Bank of Canada (“the Bank”) and its affiliated companies’ roles and responsibilities related to the Fund are as follows:

### **Trustee**

Natcan Trust Company (“NTC”), a wholly owned subsidiary of the Bank, is the Fund’s trustee. In this capacity, it is the legal owner of the Fund’s investments.

### **Fund Manager**

The Fund is managed by National Bank Securities Inc. (“NBS”), which is a wholly-owned subsidiary of the Bank. Therefore, NBS provides or ensures the provision of all general management and administrative services required by the Fund’s current operations, including investment consulting, the arrangement of brokerage contracts for the purchase and sale of the investment portfolio, bookkeeping and other administrative services required by the Fund.

The Fund reimbursed the Fund Manager for operating expenses, at cost, incurred in administering the Fund, including trustee, record-keeping, custodial, legal, audit, investor servicing, and securityholder reporting fees.

As described under the heading Management Fees, the Fund pays annual management fees to NBS as consideration for its services.

### **Portfolio Advisor**

Management of the Fund’s portfolio has been delegated by NBS to Natcan Investment Management Inc. (“Natcan”), a corporation of which the Bank is the majority shareholder. In that capacity, Natcan provides the Fund with portfolio management services, including trading, carrying out transactions and brokerage services. The fees payable to Natcan are calculated by applying a percentage to the average net asset value under management for each month.

Performance fees may be payable by NBS if the performance criteria set for the National Bank Funds are met.

### **Distribution of Fund Units**

NBS acts as Distributor for the Fund. In this capacity, NBS buys, sells and swaps securities through Bank branches and the National Bank Securities Advisory Service in Canadian provinces and territories, and through external registered representatives. Fund units are also offered by National Bank Direct Brokerage Inc., CABN Investments Inc. National Bank Financial Inc. and other affiliated entities. Each month, brokers receive a commission representing a percentage of the average daily value of the securities held by their clients.

### **Transfer Agent and Custodian**

Natcan Trust Company (“NTC”) acts as registrar for the Fund’s securities and the names of unitholders. NTC also acts as the Fund’s custodian. The fees for NTC’s custodial services are based on the standard rates in effect at NTC.

### **Registered Plan Trust Services**

NTC receives a fixed amount per registered account for services provided as trustee for registered plans.

### **Administrative and Operating Services**

The Bank provides the Fund with certain services, including accounting, reporting and portfolio valuation services. The costs incurred for these services are paid by the manager to the Bank.

# Financial Highlights

The following tables show selected key financial information about the Fund and are intended to help you understand the Fund's financial performance for the past five years.

## Investor Series

### The Fund's Net Assets per Unit<sup>(1)</sup>

	2011 December 31	2010 December 31	2009 December 31 (15 months)	2008 September 30	2007 September 30
Net Assets, beginning of year	\$ 5.81	\$ 5.65	\$ 6.19	\$ 8.27	\$ 7.78
<b>Increase (decrease) from operations</b>					
Total revenue	\$ 0.04	\$ 0.07	\$ 0.17	\$ 0.31	\$ 0.26
Total expenses	\$ (0.22)	\$ (0.31)	\$ (0.26)	\$ (0.29)	\$ (0.33)
Realized gains (losses)	\$ 0.12	\$ 0.59	\$ (1.58)	\$ (0.89)	\$ 0.54
Unrealized gains (losses)	\$ (0.26)	\$ (0.42)	\$ 0.94	\$ (1.17)	\$ 0.15
Transaction costs on purchase and sale investments	\$ —	\$ (0.01)	\$ (0.02)	\$ (0.02)	\$ (0.02)
<b>Total increase (decrease) from operations<sup>(2)</sup></b>	<b>\$ (0.32)</b>	<b>\$ (0.08)</b>	<b>\$ (0.75)</b>	<b>\$ (2.06)</b>	<b>\$ 0.60</b>
<b>Distributions:</b>					
From income (excluding dividends)	\$ —	\$ —	\$ —	\$ —	\$ —
From dividends	\$ —	\$ —	\$ —	\$ —	\$ —
From capital gains	\$ —	\$ —	\$ —	\$ —	\$ —
Return of capital	\$ —	\$ —	\$ —	\$ —	\$ —
<b>Total annual distributions<sup>(3)</sup></b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>
<b>Net Assets as at December 31, 2011 and last day of years shown</b>	<b>\$ 5.48</b>	<b>\$ 5.81</b>	<b>\$ 5.65</b>	<b>\$ 6.19</b>	<b>\$ 8.27</b>

<sup>(1)</sup> This information is derived from the Fund's audited annual financial statements. The net asset value per security presented in the financial statements differ from the net asset value calculated for security pricing purposes. The differences are explained in the notes to the financial statements.

<sup>(2)</sup> Net assets and distributions are based on the actual number of units outstanding at the relevant time. The increase or decrease from operations is based on the average number of units outstanding over the financial period.

<sup>(3)</sup> Distributions were paid in cash or reinvested in additional units of the Fund, or both.

### Ratios and Supplemental Data

	2011 December 31	2010 December 31	2009 December 31 (15 months)	2008 September 30	2007 September 30
Total net asset value (000's) <sup>(1)</sup>	\$ 769	\$ 1,015	\$ 2,828	\$ 4,577	\$ 6,970
Number of units outstanding <sup>(1)</sup>	140,363	174,781	500,490	738,441	841,876
Management expense ratio <sup>(2)</sup>	3.92 %	3.89 %	3.88 %	3.90 %	3.90 %
Management expense ratio before waivers or absorptions	6.04 %	5.71 %	5.04 %	4.52 %	4.33 %
Trading expense ratio <sup>(3)</sup>	— %	0.23 %	0.24 %	0.20 %	0.14 %
Portfolio turnover rate <sup>(4)</sup>	— %	193.59 %	101.86 %	80.22 %	70.89 %
Net asset value per unit	\$ 5.48	\$ 5.81	\$ 5.65	\$ 6.20	\$ 8.28

<sup>(1)</sup> This information is provided as at December 31, 2011 and last day of years shown.

<sup>(2)</sup> Management expense ratio is based on total expenses for the period indicated (excluding commissions and other portfolio transaction costs) and is expressed as an annualized percentage of the daily average net asset value during the period.

<sup>(3)</sup> The trading expense ratio represents total commissions and other portfolio transaction costs expressed as an annualized percentage of daily average net asset value during the period.

<sup>(4)</sup> The Fund's portfolio's turnover rate indicates how actively the Fund's portfolio adviser manages its portfolio investments. A portfolio turnover rate of 100% is equivalent to the Fund buying and selling all of the securities in its portfolio once in the course of the period. The higher a Fund's portfolio turnover rate in a year, the greater the trading costs payable by the Fund in the period, and the greater the chance of an investor receiving taxable capital gains in the period. There is not necessarily a relationship between a high turnover rate and the performance of a fund.

## Management Fees

The Fund pays annual management fees to the Manager for its management services. The fees are calculated based on a percentage of the Fund's daily net asset value before applicable taxes and are paid on a monthly basis. A portion of the management fees paid by the Fund covers trailer fees and sales commissions paid to brokers. The remainder of the management fees primarily covers investment management and general administration services. The breakdown of major services provided in consideration of the management fees, expressed as an approximate percentage of the management fees is as follows:

Series	Management Fee	Distribution	Others <sup>†</sup>
Investor Series	3.45%	36.23.%	63.77%

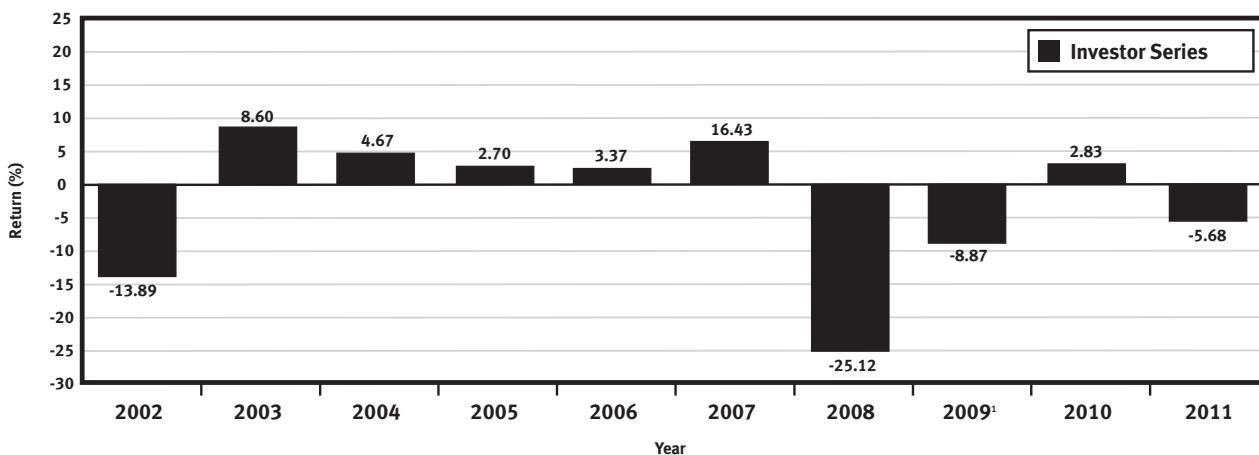
<sup>†</sup> Includes all costs related to management, investment advisory services, general administration and profit.

## Past Performance

Information on the Fund's past performance is presented in the graphs below. The graphs assume that fund distributions during the periods presented were reinvested in full in additional fund securities and do not take into account sales, redemption charges, distributions, or optional charges that would have reduced returns. Past performance of a Fund or series of a Fund does not necessarily indicate how it will perform in the future.

### Annual Returns

The following bar chart shows the Fund's annual performance in each of the last years shown and illustrates how the Fund's performance has changed from year to year. It shows in percentage terms how an investment made on the first day of the period would have increased or decreased by the last day of the period for each year.



<sup>1</sup>Returns for the 15-month period from October 1, 2008 to December 31, 2009.

## Annual Compounded Performance

The following table shows the National Bank Protected Global Fund annual compound total return for the indicated periods ended on December 31, 2011. The annual compound total return is compared to the Fund's benchmark, the MSCI World Index (CA\$) calculated on the same compound basis. A discussion of the Fund's relative performance in comparison to the index (or indices) can be found in the *Results of Operations* Section of this report.

Investor Series <sup>1</sup>	10 years	5 years	3 years	1 year
National Bank Protected Global Fund	-4.00%	-8.85%	-0.48%	-5.68%
MSCI World Index (CA\$)	-0.94%	-4.94%	4.22%	-3.20%

<sup>1</sup>Inception date: January 20, 1998.

The MSCI World Index is designed to measure global developed market equity performance and is made up of approximately 1,500 companies listed on stock exchanges in the 22 developed countries that make up the MSCI national indexes.

# Summary of Investment Portfolio

## Portfolio Top Holdings

	% of Net Asset Value
Philip Morris International Inc.....	3.7
Vodafone Group PLC.....	2.8
Apple Inc.....	2.7
ConocoPhillips.....	2.7
British American Tobacco PLC.....	2.6
Royal Dutch Shell PLC, Series A.....	2.2
Cisco Systems Inc.....	2.2
Altamira Canadian Equity Growth Fund.....	2.0
McDonald's Corp.....	1.9
Pfizer Inc.....	1.9
Coca-Cola Enterprises Inc.....	1.9
Ross Stores Inc.....	1.8
Bristol-Myers Squibb Co.....	1.8
Caterpillar Inc.....	1.8
Experian Group Ltd.....	1.8
Yum! Brands Inc.....	1.7
Commonwealth Bank of Australia.....	1.7
ACE Ltd.....	1.7
International Paper Co.....	1.6
Motorola Inc.....	1.6
Oracle Corp.....	1.6
Total SA.....	1.6
Intertek Group PLC.....	1.6
Costco Wholesale Corp.....	1.5
Abbott Laboratories.....	1.5
	49.9

Fund net asset value.....\$768,719

The Summary of Investment Portfolio may change due to ongoing portfolio transactions of the investment fund. A quarterly update is available. Consult our Web site [www.nbc.ca/financial\\_reports](http://www.nbc.ca/financial_reports).

## Notes on forward-looking statements

This report may contain forward-looking statements concerning the Fund, its future performance, its strategies or prospects or about future events or circumstances. Such forward-looking statements include, among others, statements with respect to our beliefs, plans, expectations, estimates and intentions. The use of the expressions "foresee", "intend", "anticipate", "estimate", "assume", "believe" and "expect" and other similar terms and expressions indicate forward-looking statements.

By their very nature, forward-looking statements imply the use of assumptions and necessarily involve inherent risks and uncertainties. Consequently, there is a significant risk that the explicit or implicit forecasts contained in these forward-looking statements might not materialize or that they may not prove to be accurate in the future. A number of factors could cause future results, conditions or events to differ materially from the objectives, expectations, estimates or intentions expressed in such forward-looking statements. Such differences might be caused by several factors, including changes in Canadian and worldwide economic and financial conditions (in particular interest and exchange rates and the prices of other financial instruments), market trends, new regulatory provisions, competition, changes in technology and the potential impact of conflicts and other international events.

The foregoing list of factors is not exhaustive. Before making any investment decision, investors and others relying on our forward-looking statements should carefully consider the foregoing factors and other factors. We caution readers not to rely unduly on these forward-looking statements. We assume no obligation to update forward-looking statements in the light of new information, future events or other circumstances unless applicable legislation so provides.

## Sector Allocation

	% of Net Asset Value
Financials.....	28.9
Energy.....	25.2
Materials.....	19.7
Industrials.....	8.1
Consumer Discretionary.....	8.0
Telecommunications Services.....	5.2
Consumer Staples.....	2.6
Information Technology.....	2.0
Cash and cash equivalents.....	0.3

## Asset Mix

	% of Net Asset Value
Canadian Equities.....	99.2
Global Equities.....	0.5
Cash and cash equivalents.....	0.3