

**AMENDMENT NO. 1**

**DATED August 8, 2024**

**TO THE SIMPLIFIED PROSPECTUS DATED JUNE 27, 2024**

NEI U.S. Dividend Fund (Series A, F, I, O, P and PF units)

(the “**Fund**”)

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This Amendment No. 1 dated August 8, 2024 (“**Amendment**”) to the simplified prospectus dated June 27, 2024 (the “**Prospectus**”), relating to the offering of the Fund, provides certain additional information relating to the Fund and the Prospectus should be read subject to this information. All capitalized terms used here have the same meaning as set forth in the Prospectus, unless otherwise specifically defined in this Amendment. All references to page numbers in the Prospectus are to the simplified prospectus filed with the Canadian securities regulatory authorities on SEDAR+ dated June 27, 2024.

**SUMMARY**

Northwest & Ethical Investments L.P. (“**NEI Investments**”), as manager of the Fund, proposes to hold a special meeting of unitholders of the Fund on October 23, 2024, to seek unitholder approval to implement the merger of the Fund into NEI U.S. Equity RS Fund (the “**Merger**” and the “**Proposed Change**”). This Amendment No. 1 amends the prospectus to reflect the Proposed Change.

If all requisite unitholder approvals are obtained, the Merger will occur on or about November 15, 2024.

The prospectus is hereby amended, in order for the Manager to give notice of the above Proposed Change.

**AMENDMENTS**

1. On page 164, immediately before the heading “What Does the Fund Invest In?” the following text is added:

Pending Fund Merger: At a special meeting of unitholders to be held on or about October 23, 2024, NEI Investments will seek approval of unitholders to merge the Fund with NEI U.S. Equity RS Fund. If the merger is approved, the Fund will be closed to new investors. If approved, the merger is expected to take effect on or about November 15, 2024, and thereafter this Fund will be wound up.
2. If the merger of the Fund into NEI U.S. Equity RS Fund is approved by the unitholders, then effective on or about November 15, 2024, all references to NEI U.S. Dividend Fund shall be deleted from the Prospectus.
3. If the merger of the Fund into NEI U.S. Equity RS Fund is approved by the unitholders, then effective on or about November 15, 2024, all references to the sub-advisor River Road Asset Management LLC shall be deleted from the Prospectus.

## **WHAT ARE YOUR LEGAL RIGHTS?**

Securities legislation in some provinces and territories gives you the right to withdraw from an agreement to buy mutual funds within two business days of receiving the simplified prospectus or fund facts document, or to cancel your purchase within 48 hours of receiving confirmation of your order.

Securities legislation in some provinces and territories also allows you to cancel an agreement to buy mutual fund units and get your money back, or make a claim for damages, if the simplified prospectus, fund facts, annual information form, or financial statements misrepresent any facts about the mutual fund. These rights must usually be exercised within certain time limits.

For more information, refer to the securities legislation of your province or territory or consult your lawyer.

**CERTIFICATE OF THE FUND, MANAGER AND PROMOTER**

NEI U.S. Dividend Fund (Series A, F, I, O, P and PF units)

(the “**Fund**”)

This Amendment No. 1 dated August 8, 2024, together with the simplified prospectus dated June 27, 2024, and the documents incorporated by reference into the simplified prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as amended, as required by the securities legislation of each of the provinces and territories of Canada and do not contain any misrepresentations.

Dated: August 8, 2024

**Northwest & Ethical Investments L.P., acting through its general partner Northwest & Ethical Investments Inc., as trustee, manager and promoter of the Fund**

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William Packham  
President and Chief Executive Officer

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Rodney Ancrum  
Senior Vice President, Chief Financial Officer  
and Chief Administrative Officer

**On behalf of the Board of Directors of  
Northwest & Ethical Investments L.P., acting through its general partner Northwest & Ethical Investments Inc., as trustee, manager and promoter of the Fund**

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Timothy Prescott  
Director

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Yasmin Lalani  
Director, Senior Vice President, Chief Legal  
Officer and Chief Governance Officer

**CERTIFICATE OF THE PRINCIPAL DISTRIBUTOR**

NEI U.S. Dividend Fund (Series A, F, I, O, P and PF units)

(the “**Fund**”)

To the best of our knowledge, information and belief, this Amendment No. 1 dated August 8, 2024, and the simplified prospectus dated June 27, 2024, and the documents incorporated by reference into the simplified prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the units of the Fund offered by the simplified prospectus, as amended, as required by the securities legislation of each of the provinces and territories of Canada, and do not contain any misrepresentations.

Dated: August 8, 2024

ON BEHALF OF  
Aviso Financial Inc.  
as Principal Distributor of the Fund

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William Packham  
President and Chief Executive Officer

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Rodney Ancrum  
Senior Vice President, Chief Financial Officer  
and Chief Administrative Officer