

September 17, 2021

British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Manitoba Securities Commission
Ontario Securities Commission
Autorité des marchés financiers
Financial and Consumer Services Commission, New Brunswick
Superintendent of Securities, Department of Justice and Public Safety, Prince Edward Island
Nova Scotia Securities Commission
Office of the Superintendent of Securities, Service NL
Northwest Territories Office of the Superintendent of Securities
Office of the Yukon Superintendent of Securities
Superintendent of Securities, Nunavut

Via email to:

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Via email to:

M^{re} Philippe Lebel
Corporate Secretary and Executive Director,
Legal Affairs
Autorité des marchés financiers
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Re: Request for comments on proposed amendments by the Canadian Securities Administrators (“CSA”) to National Instrument 51-102 Continuous Disclosure Obligations and other amendments and changes relating to annual and interim filings of non-investment fund reporting issuers

We appreciate the opportunity to comment on proposed amendments to National Instrument 51-102 Continuous Disclosure Obligations (“NI 51-102”), and to annual and interim filings of non-investment fund reporting issuers (together, the “Proposed Amendments”) issued by the CSA on May 20, 2021.

Great-West Lifeco Inc. (TSX: GWO) (“Lifeco”) is an international financial services holding company with interests in the investment management, life insurance, health insurance, retirement savings and reinsurance businesses. Lifeco operates primarily in Canada, the United States and Europe through its subsidiaries.

Lifeco supports the CSA in its ongoing initiative to reduce regulatory burden on reporting issuers and we believe the proposed amendments will help further that goal. In particular, we support initiatives to streamline disclosure that improves its usability by investors and analysts, and where the benefit investors may derive from having the disclosure is greater than the burden on reporting issuers to

provide the disclosure. We are also pleased that the Proposed Amendments recognize that certain information is already accessible from public sources and reiterate our support of the access equals delivery model for non-investment fund issuers in the Canadian market.

Requirement to include the AIF in the Annual Disclosure Statement

We note the proposed requirement for issuers that are not venture issuers to include an AIF as part of their Annual Disclosure Statement (ADS). The effect of such requirement will be to significantly increase the length of the annual report delivered to shareholders. Further, not all issuers can use existing “notice and access” delivery options given that their governing legislation (e.g., the *Insurance Companies Act* or *Bank Act*) prevents them from using the delivery options that are available to other issuers. Without further legislative changes, such issuers will not have the ability to use “access equals delivery” in the future. Consequently, for some issuers the Proposed Amendments would result in increased mailing costs, more complex logistics, and a negative environmental impact. Requiring such issuers to prepare and deliver an ADS that includes the AIF is greater than the benefit to investors, who can access the AIF electronically.

Additional opportunities to streamline disclosures

First, most ratings-related information required to be included in the AIF can be found in other publicly available sources including rating agencies’ websites, and in issuers’ press releases and on issuers’ websites. If AIF ratings disclosure requirements are retained, issuers should be permitted to satisfy the disclosure requirements by referring in the AIF to such publicly available sources.

Second, the requirements to include certain information about directors in the AIF is duplicative. Such information is most appropriately conveyed in the document used by investors when voting in favour of a director: an issuer’s information circular.

Third, the requirement to include the text of the audit committee charter in the AIF can be more efficiently satisfied by permitting the issuer to refer to the current audit committee’s charter on the issuer’s website. The benefit to readers of including this lengthy text in the AIF is limited, when significant amendments to this document are rare and the text can be easily accessed on an issuer’s website.

Additional disclosure of any debt covenants to which a company is subject is unnecessary

We believe that the proposed requirement to provide additional qualitative and quantitative disclosure of any debt covenants to which an issuer is subject (including actual ratios or amounts) would create an additional burden on issuers. We believe that this additional burden is greater than the benefit investors and analysts would get from having such disclosure. We believe the current requirements in 51-102F1 (to provide an analysis of an issuer’s liquidity in its MD&A) strike the appropriate balance between burden on the issuer and benefit to the investor or analyst.

Disclosure of the issuer’s risk mitigation strategy and impact / probability assessment is unnecessary

We believe that the disclosure of risk mitigation strategies could add significantly to the length of disclosure, even if provided in tabular form. Further, we believe that an impact/probability assessment for an issuer’s risk factors is subjective and, without detailed guidance on how to conduct and disclose

such assessments in light of issuers' dynamic risk profiles, the proposed disclosure would be unduly burdensome to issuers.

Responses to select consultation questions

Question 2: *Would it be beneficial for reporting issuers if we provided further clarity on what "seriousness" means and how to determine the "seriousness" of a risk?*

Lifeco does not believe that that it would be beneficial for the CSA to provide further guidance on what "seriousness" means or how to determine the "seriousness" of a particular risk. We believe that each reporting issuer should determine "seriousness" in the context of its business and risk profile.

Question 3: *If we adopted similar requirements to the SEC's amendments (Modernization of Regulation S-K Items 101, 103, and 105), what would be the benefits and costs for investors and reporting issuers?*

If the CSA were to adopt the SEC's Modernization of Regulation S-K items 101, 103 and 105, we agree with grouping similar risks together, which Lifeco already does, organizing risk factors into principal categories of risk. However, we do not believe that the proposed requirement to provide a summary of risk factors disclosure (if the risk factor disclosure exceeds 15 pages) would benefit investors. A summary of risks will not necessarily assist a reader in understanding the various risks inherent in the operations of, and an investment in, an issuer. The proposed requirement could also have the unintended effect of encouraging issuers to reduce risk disclosures to not exceed 15 pages, which could reduce the quality of the issuer's risk disclosure. The decision of whether to include a summary should reside with the issuer, in consideration of what would be most helpful to readers of its disclosure.

Question 14: *Do you think the transition provisions in the amending instrument for NI 51-102 would provide reporting issuers with sufficient time to review the Proposed Amendments and prepare and file an annual disclosure statement for a financial year ending on, for example, December 31, 2023 if the final amendments are published in September 2023? Do you think more time should be afforded to smaller reporting issuers (such as venture issuers)?*

Lifeco believes publishing the final amendments in September 2023 with an effective date of December 31, 2023 would not allow issuers with a December 31st financial year-end enough time to prepare and file an annual disclosure statement. Issuers must engage a host of stakeholders (including senior management, the board of directors, external auditors, translators, and printers) to prepare such disclosures and, as such, issuers would need the final amendments published by about April 2023.

Thank you for the opportunity to provide input on this important initiative. Please contact me if you wish to discuss or require additional information.

Yours very truly,

GREAT-WEST LIFECO INC.

(signed) Jeremy W. Trickett

Jeremy W. Trickett, Senior Vice-President and Chief Governance Officer