

# A Message to Investors

## in the Fidelity Capital Structure Corp. Funds listed in Appendix A to this Report

We are the Independent Review Committee for the Funds and are pleased to present this annual report to investors of the Funds for the year ended November 30, 2018. All mutual 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 management.

Fidelity Investments Canada ULC is the Manager of your investment. We are proud to be working on behalf of Fidelity Fund investors and with a company that has withstood the test of time and prides itself on its reputation for integrity, quality and performance for investors.

The members of the Independent Review Committee have a broad range of expertise which includes investment fund management, regulatory, 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 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 are:

<b>NAME</b>	<b>DOMICILE</b>	<b>FIRST APPOINTED</b>
James E. Cook	Etobicoke	September 19, 2014
Kerry D. Adams, FCPA, FCA, ICD.D	Toronto	February 25, 2014
Richard J. Kostoff	Toronto	February 25, 2014
Frances Horodelski	Toronto	February 28, 2017
Douglas Nowers	Toronto	February 8, 2019

Effective February 8, 2019, Kerry D. Adams retired from the Independent Review Committee. Also effective on that date, Douglas Nowers of Toronto, Ontario became a member of the Independent Review Committee.

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 also 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.

During the year ended November 30, 2018, the Independent Review Committee held six meetings with representatives of the Manager. With the exception of two such 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 Fidelity 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.

None of the members of the Independent Review Committee beneficially own directly or indirectly, in aggregate, any securities of any significant supplier to the Funds, with the exception of The Toronto-Dominion Bank, which provides banking services to the Funds. The percentage of securities of The Toronto-Dominion Bank beneficially owned, directly or indirectly, in aggregate, by all members of the Independent Review Committee does not exceed 0.01 percent.

### **Compensation and Indemnities**

The aggregate compensation paid to the Independent Review Committee by all the mutual funds managed by the Manager to which NI 81-107 *Independent Review Committee for Investment Funds* applies for the calendar year ended December 31, 2018 was \$238,146.10. The aggregate compensation paid to the Independent Review Committee by the Funds covered in this report during the year ended November 30, 2018 was \$42,151.58. 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 Fidelity 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 Fidelity Funds as a result of its activity; and
- the opinion of the Manager.

In light of this review, on June 4, 2015, the Independent Review Committee approved the first increase to its compensation since 2007. 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 3 <sup>rd</sup> party brokers and brokers affiliated to the Manager, on behalf of the Funds.
5. Commission Uses	Fidelity places a large volume of orders to buy and sell portfolio securities on behalf of the Fidelity Funds. It has in place arrangements with the brokers that execute the trades whereby Fidelity 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 Fidelity 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. The Funds do not invest on a short basis, however Fidelity advises other accounts that do invest on a short basis.
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 retail 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.
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 Fidelity's retail mutual funds invest all of their assets in units of its other mutual funds.

<b>POLICY</b>	<b>DESCRIPTION</b>
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.

## **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 Holder Policy described above and reports quarterly to the Committee on compliance with the terms of the policy.

## **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.

James E. Cook  
Chair  
February 8, 2019

# APPENDIX A

## Funds Covered By This Report



### FIDELITY® CAPITAL STRUCTURE CORP.

#### *Canadian Equity Classes*

Fidelity Canadian Disciplined Equity® Class  
Fidelity Canadian Growth Company Class  
Fidelity Canadian Large Cap Class  
Fidelity Canadian Opportunities Class  
Fidelity Dividend Class  
Fidelity Greater Canada Class  
Fidelity Special Situations Class  
Fidelity True North® Class  
Fidelity Dividend Plus Class

#### *North American Equity Class*

Fidelity North American Equity Class

#### *U.S. Equity Classes*

Fidelity American Disciplined Equity® Class  
Fidelity American Disciplined Equity® Currency Neutral Class  
Fidelity U.S. Focused Stock Class  
Fidelity Small Cap America Class  
Fidelity U.S. All Cap Class  
Fidelity American Equity Class  
Fidelity American Equity Currency Neutral Class  
Fidelity Small Cap America Currency Neutral Class  
Fidelity U.S. All Cap Currency Neutral Class  
Fidelity U.S. Focused Stock Currency Neutral Class  
Fidelity Event Driven Opportunities Class  
Fidelity Event Driven Opportunities Currency Neutral Class

#### *Global and International Equity Classes*

Fidelity AsiaStar® Class  
Fidelity China Class  
Fidelity Emerging Markets Class  
Fidelity Europe Class  
Fidelity Far East Class  
Fidelity Global Class  
Fidelity Global Disciplined Equity® Class  
Fidelity Global Disciplined Equity® Currency Neutral Class  
Fidelity Global Dividend Class  
Fidelity Global Intrinsic Value Class  
Fidelity Global Intrinsic Value Currency Neutral Class

Fidelity Global Large Cap Class  
Fidelity Global Large Cap Currency Neutral Class  
Fidelity Global Small Cap Class  
Fidelity International Disciplined Equity® Class  
Fidelity International Disciplined Equity® Currency Neutral Class  
Fidelity Japan Class  
Fidelity NorthStar® Class  
Fidelity NorthStar® Currency Neutral Class  
Fidelity Global Concentrated Equity Class  
Fidelity International Growth Class  
Fidelity Insights Class  
Fidelity Insights Currency Neutral Class  
Fidelity Global Innovators™ Class  
Fidelity Global Innovators™ Currency Neutral Class  
Fidelity Founders™ Class  
Fidelity Founders™ Currency Neutral Class  
Fidelity Global Growth and Value Class  
Fidelity Global Growth and Value Currency Neutral Class

#### *Global Sector Classes*

Fidelity Global Consumer Industries Class  
Fidelity Global Financial Services Class  
Fidelity Global Health Care Class  
Fidelity Global Natural Resources Class  
Fidelity Global Real Estate Class  
Fidelity Technology Innovators Class  
Fidelity Global Telecommunications Class

#### *Asset Allocation and Balanced Classes*

Fidelity Canadian Asset Allocation Class  
Fidelity Canadian Balanced Class  
Fidelity Monthly Income Class

#### *Fidelity Managed Portfolios*

Fidelity Income Class Portfolio  
Fidelity Global Income Class Portfolio  
Fidelity Balanced Class Portfolio  
Fidelity Global Balanced Class Portfolio  
Fidelity Growth Class Portfolio  
Fidelity Global Growth Class Portfolio

# APPENDIX A

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

### *Fixed Income Classes*

Fidelity Canadian Short Term Income Class

Fidelity Corporate Bond Class

### **FIDELITY® PRIVATE INVESTMENT POOLS**

#### *Equity Pools*

Fidelity Canadian Equity Private Pool

Fidelity Concentrated Canadian Equity Private Pool

Fidelity U.S. Equity Private Pool

Fidelity U.S. Equity Currency Neutral Private Pool

Fidelity International Equity Private Pool

Fidelity International Equity Currency Neutral Private Pool

Fidelity Global Equity Private Pool

Fidelity Global Equity Currency Neutral Private Pool

Fidelity Concentrated Value Private Pool

#### *Asset Allocation and Balanced Pools*

Fidelity Balanced Income Private Pool

Fidelity Balanced Income Currency Neutral Private Pool

Fidelity Balanced Private Pool

Fidelity Balanced Currency Neutral Private Pool

Fidelity Asset Allocation Private Pool

Fidelity Asset Allocation Currency Neutral Private Pool

#### *Fixed Income Pool*

Fidelity Premium Fixed Income Private Pool Class