

PEMBROKE

PRIVATE WEALTH MANAGEMENT

PEMBROKE INTERNATIONAL GROWTH FUND

ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE DECEMBER 31, 2024

INCEPTION DATE
OCTOBER 31, 1989

THE PORTFOLIO MANAGEMENT TEAM
WILLIAM BLAIR INVESTMENT MANAGEMENT, L.L.C.

This annual Management Report of Fund Performance contains financial highlights, but does not contain either interim or annual financial statements of the investment fund. You can get a copy of the interim or annual financial statements at your request, and at no cost, by calling 1-800-668-7383, by writing to us at 150 King Street West, Suite 1210, Toronto, Ontario M5H 1J9 or by visiting our website at www.pml.ca or SEDAR at www.sedar.com. Unitholders may also contact us using one of these methods (except on the SEDAR website) to request a copy of the investment fund's proxy voting policies and procedures, proxy voting disclosure record, or quarterly portfolio disclosure.

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PEMBROKE INTERNATIONAL GROWTH FUND

Investment Objective and Strategies

Pembroke International Growth Fund (the “Fund”) seeks to provide investors with long-term growth through capital appreciation by investing primarily in a diversified portfolio of small to mid-sized foreign companies located outside of the United States. The investment analysis for the Fund is based on three levels of decisions. The first involves the decision to underweight or overweight certain regions or countries of the world. The second involves the currency allocation of the Fund. The third involves sector and security level analysis of the Fund. The objective of this three-level decision making approach is to combine the benefits of top-down analysis with that of a detailed bottom-up security selection. This involves evaluating the financial condition and management of a company and its industry, as well as the health of the overall economy.

Risk

The overall risk of the Fund is as described in the Simplified Prospectus. There were no material changes to the Fund over the financial year that affected the overall level of risk associated with an investment in the Fund. The Fund is suitable for investors who have a medium tolerance for risk and are seeking long-term capital growth. The Fund holds non-Canadian assets and as a result is exposed to currency risk. It is not the Fund’s policy to hedge currency exposure as the Manager does not believe that hedging will add value in the long term. William Blair Investment Management, L.L.C. (“William Blair”) is the investment manager of the Fund.

Results of Operations

For the year ended December 31, 2024, the Fund posted a return of 10.88%. In comparison, the Fund’s benchmark index, Morgan Stanley Capital International All Country World Index ex USA Small Cap Net Withholding Tax posted a 12.73% return. For the year ended December 31, 2023, the Fund posted a return of 13.73% compared to the Fund’s benchmark which posted a 12.56% return.

The Fund underperformed the MSCI ACWI ex-US Small Cap Index year-to-date. Underperformance has been driven by weaker stock selection within Japanese industrials, information technology, and an overweight to Mexico. Japan positioning and stock selection has hampered relative performance, particularly the Fund’s exposure to domestic-oriented, higher-value, human-capital-intensive business models. These companies have been punished more recently by wage inflation and a significant weakening in the yen. Within industrials, SMS Co Ltd. and TechnoPro were the primary detractors. SMS provides online recruitment services for the nursing and long-term-care sector in Japan, along with a Kaipoke SaaS platform that provides operational support software for long-term-care companies. The company also has an overseas business where it matches supply and demand for healthcare professionals. The company has been challenged by costs related to a tight labor supply and weaker demand following a strong start to hiring early in the year, and was exited in the period. TechnoPro is one of Japan’s largest staffing and consulting firms, providing a focus on IT engineering solutions. The stock underperformed early in the year despite stable fundamental results, as management had not increased its guidance on earnings calls. While demand has been strong, staffing turnover has been high and led to an increase in recruiting costs, although turnover has improved on a sequential basis. The position has been trimmed throughout the year.

Similar business models within IT services also weighed on performance. Specifically, IT’s weaker stock selection was primarily due to Shift. Shift is the Japanese leader in outsourced software testing services. The company provides a variety of services including consulting, software testing, and project management. The share price declined on softer results, mainly attributable to declines in revenue and utilization per engineer due to changes in customer needs, such as inquiries for larger projects. While demand for IT services in Japan remains strong across the industry, the position was exited on concerns about management execution and increased risks to next year’s earnings. Additionally in IT, Siltronic in Germany was a key detractor. Siltronic is a leading global supplier of silicon wafers, which are used in the manufacturing/development of semiconductors; with roughly 13% market share, the firm is the No. 4 player in the space. The firm operates facilities worldwide, with key locations including the U.S., Europe, and Singapore. The top 20 players in the semiconductor manufacturing and design space are Siltronic customers. The company has seen some weakness for demand in 2024, primarily as a result of elevated customer inventories, coupled with lack of order visibility, and was exited as the recovery in the industry is delayed from prior expectations. IT underperformance was partially offset by a position in Technology One, a leading ERP software provider with a 60% plus market share from local government and education clients in Australia and New Zealand. The company offers a modular approach with 20-30 modules available for each of its 16 products. The stock appreciated on solid fundamental results as its customer base slowly transitions to digital. Growth is enhanced by increased education spending and cross/upselling additional modules to existing customers over time.

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PEMBROKE INTERNATIONAL GROWTH FUND

Results of Operations (Cont'd)

Also offsetting underperformance was positive stock selection within Developed Asia and Europe as well as the healthcare and communication services sectors. Relative performance in healthcare was anchored by Pro Medicus, an Australian health care technology company, which has developed a best-of-breed software solution for enterprise medical imaging. Through its proprietary streaming architecture, it is the market leader in viewer speed, implementation speed, and clinical efficiency. In addition to solid results earlier this year, including five new contracts with a combined value of A\$45 million across various customer types, the company has continued to announce major long-term client wins as hospitals shift imaging from on-premises solutions to cloudbased options. This includes a fourth quarter announcement of its largest contract yet, a 10-year \$330 million deal with Trinity Health. These contracts highlighted the strength of Pro Medicus's broader product offering as well as a trend toward cloud deployment.

Communication services positive stock selection was driven by positions in Trustpilot Group and CTS Eventim. Trustpilot is global online review platform where consumers can share and read reviews about businesses, products, and services. The position has outperformed throughout the year on a series of earnings announcements exceeding market expectations and management's continued increases of growth guidance. Fundamental results have been driven by strong execution as recent product launches and price increases have been well received. Pembroke believes management will continue to prioritize growth and increase its penetration into the U.S. market and have increased their position size. Based in Germany, CTS Eventim is Europe's largest live music ticketing company and the third-largest event promoter in the world. The ticketing segment produces and sells tickets for concerts, theater, art, sports, and other events. Approximately 80% of CTS's ticket sales take place online. The live entertainment segment plans, prepares, and executes tours and events, with a focus on music concerts. The share price advanced throughout the first three quarters on strong fundamental results, as demand for live events has remained strong post-COVID, and the company issued encouraging guidance calling for a moderate rise in revenue and a "significant increase" in 2024 earnings from the high levels reported in 2023.

At December 31, 2024 the total net asset value of the Fund was \$148.9 million as compared to \$164.3 million at December 31, 2023. The cash position was 2.24% of net asset value. The number of units outstanding in the Fund as at December 31, 2024 was 4.9 million compared with 5.9 million as at December 31, 2023.

Unrealized appreciation on investments at December 31, 2024 was \$32.9 million as compared to \$22.9 million at December 31, 2023 resulting in an increase in unrealized appreciation on investments of \$10 million. The Fund had net realized losses on investments sold during the year of \$4.6 million.

Fees and Expenses

During the year, the Fund paid a total of \$0.6 million in operating expenses. The management expense ratio ("MER") for unitholders was 0.25%. There are no management fees charged to the Fund since January 1, 2018 as the management fees are charged directly to the unitholders outside the Fund. Refer to the Management Fees section for further details on this.

Unitholder Activity

Throughout the year, \$5.9 million flowed into the Fund by way of subscriptions and \$34.4 million flowed out of the Fund as a result of redemptions.

Related Party Transactions

Pembroke Private Wealth Management Ltd. ("PPW") is the Fund's Manager. The Fund Manager provides the day-to-day management of the business and operations of the Fund. The fees paid to the Fund Manager are shown in the Management Fees section of this report. The related party transactions take place in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Recent Developments

Outlook

Global equities ended positive in 2024 as performance of U.S. equities maintained dominance. However, numerous presidential elections across the globe and ongoing monetary policy decisions from central banks sparked significant market volatility throughout the year.

The re-election of President Trump sent U.S. equities even higher, for a strong finish to 2024. While the U.S. is ending the year from a position of strength, risks, particularly pertaining to policy and tariffs, have created more uncertainty for the global landscape as we enter 2025.

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PEMBROKE INTERNATIONAL GROWTH FUND

Recent Developments (Cont'd)

Outlook (Cont'd)

Within the U.S., the outlook for growth and inflation is now less clear as William Blair believes uncertainty around policy changes to trade, tariffs, and immigration will create a wider distribution of outcomes.

As a result of the proposed policies by the new administration, the U.S. economy could see higher inflation, lower growth (though perhaps short-term upside), and therefore, lower corporate profits—but maybe not in 2025. More on the U.S. later.

The outlook for Europe also comes with considerable variability in outcomes. On the negative side, Europe runs the second-largest bilateral trade deficit (behind China) with the United States. Given that the incoming U.S. administration purports to abhor trade deficits, European exporters are firmly in the line of fire for tariff increases, likely to have a chilling effect on demand for their products.

At the same time, any tariffs will likely be preceded with inventory buildup, to the extent that importers are anticipating a disruption. In the opening quarters of 2025, U.S. demand for European goods may look stronger than purely economic fundamentals warrant.

Past Performance

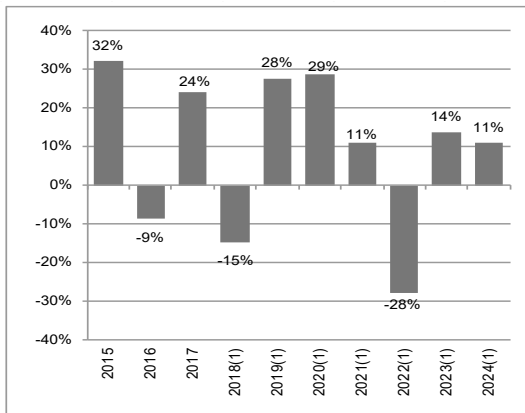
The indicated rates of return are the historical annual compounded total return changes in unit values and reinvestment of all distributions and do not take into account sales, redemptions, distributions or other optional charges that would have reduced returns. Mutual funds are not guaranteed, their values may increase or decrease and past performance may not be repeated.

The Fund's performance numbers assume that all distributions are reinvested in additional units of the Fund. If you hold this Fund outside of a registered plan, income and capital gains distributions that are paid to you increase your income for tax purposes, whether paid to you in cash or reinvested in additional units. The amount of the reinvested taxable distributions is added to the adjusted cost base of the units that you own. This would decrease your capital gains or increase your capital losses when you later redeem from the Fund, thereby ensuring that you are not taxed on this amount again. Please consult your tax advisor regarding your personal tax situation.

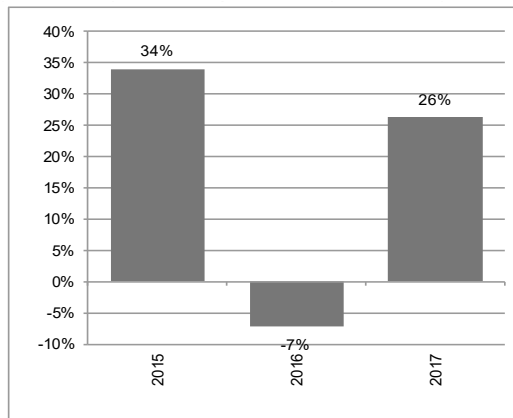
Year-by-year returns

The bar chart indicates the Fund's performance for each of the years shown, and illustrates how the Fund's performance has changed from year to year. The bar chart shows, in percentage terms, how much an investment made on the first day of each financial year would have grown or decreased by the end of the financial year. The percentage figures indicated have been rounded to the nearest whole number due to space constraints.

Class A



Class O (2)



(1) Since January 1, 2018, management fees are charged directly to unitholders based on their assets under management and Fund performance is reported net of transaction costs and all other expenses, **excluding** management fees and applicable taxes. Prior to January 1, 2019, Fund performance was reported net of transaction costs and all other expenses, **including** management fees and applicable taxes. Refer to the Management Fees section for further details on this.

(2) Since January 31, 2018 there is no performance data for Class O units as the units ceased to be distributed.

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PEMBROKE INTERNATIONAL GROWTH FUND

Past Performance (Cont'd)

Annual compound returns

The following table shows the Fund's annual compound total return for the periods shown ending on December 31, 2024. The annual compound total return is also compared to the Morgan Stanley Capital International All Country World Index ex USA Small Cap Net Withholding Tax on the same compound basis.

All index returns are calculated in Canadian dollars on a total return basis.

December 31, 2024	1 yr ⁽²⁾⁽³⁾	3 yr	5 yr	10 yr	Since inception
Pembroke International Growth Fund - Class A	10.88%	-3.03%	5.44%	7.82%	5.38%
MSCI ACWI ex USA net w-tax ⁽¹⁾	12.73%	2.89%	6.48%	7.97%	N/A

(1) The Morgan Stanley Capital International All Country World ex USA index is a free float-adjusted market capitalization index designed to measure global developed and emerging market small capitalization equity performance, excluding the United States of America and net of withholding taxes.

(2) Since January 1, 2018, management fees are charged directly to unitholders based on their assets under management and Fund performance is reported net of transaction costs and all other expenses, **excluding** management fees and applicable taxes. Prior to January 1, 2018, Fund performance was reported net of transaction costs and all other expenses, **including** management fees and applicable taxes. Refer to the Management Fees section for further details on this change.

(3) Since January 31, 2018 there is no performance data for Class O units as the units ceased to be distributed.

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PEMBROKE INTERNATIONAL GROWTH FUND

Summary of Investment Portfolio

The Summary of Investment Portfolio may change due to ongoing portfolio transactions of the Fund. Updates are available quarterly.

Industry Sector	% of Net Asset Value
Industrials	27.25%
Financials	19.52%
Information Technology	15.44%
Consumer Discretionary	13.64%
Health Care	9.02%
Consumer Staples	6.38%
Communication Services	5.96%
Materials	0.80%
Cash	2.24%
Other Net Current Assets	-0.25%
Total	100.00%

Country allocation	% of Net Asset Value	Country allocation (cont.)	% of Net Asset Value
Japan	17.06%	Germany	1.74%
United Kingdom	13.15%	Belgium	1.58%
Sweden	12.15%	Poland	1.04%
India	9.84%	Greece	0.99%
Taiwan	7.19%	South Africa	0.95%
Australia	6.63%	Jersey Islands	0.91%
Mexico	4.82%	Indonesia	0.68%
Switzerland	3.80%	Finland	0.61%
Italy	3.49%	Denmark	0.40%
China	3.27%	Singapore	0.32%
France	2.70%	Cash	2.24%
Norway	2.43%	Other Net Current Assets	-0.25%
New Zealand	2.26%		
		Total	100.00%

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PEMBROKE INTERNATIONAL GROWTH FUND

Summary of Investment Portfolio (Cont'd)

Top 25 Holdings

Company	% of Net Asset Value	Country
1 Pro Medicus	3.24	Australia
2 Technology One	2.55	Australia
3 Rakuten Bank	2.09	Japan
4 Diploma	1.97	United Kingdom
5 Trustpilot Group	1.94	United Kingdom
6 Lifco	1.76	Sweden
7 Beazley	1.71	United Kingdom
8 Lotes	1.61	Taiwan
9 Hemnet Group	1.59	Sweden
10 BayCurrent Consulting	1.59	Japan
11 Gjensidige Forsikring	1.57	Norway
12 Beijer Ref	1.56	Sweden
13 Siegfried Holding	1.55	Switzerland
14 Japan Elevator Service Holdings	1.49	Japan
15 Grupo Comercial Chedraui	1.44	Mexico
16 Brunello Cucinelli	1.43	Italy
17 Dassault Aviation	1.40	France
18 Kardex Holding	1.39	Switzerland
19 Lagercrantz Group	1.38	Sweden
20 Kfin Technologies	1.36	India
21 CTS Eventim	1.35	Germany
22 Meitec	1.31	Japan
23 AddTech AB	1.30	Sweden
24 SBI Sumishin Net Bank	1.28	Japan
25 Eastroc Beverage Group	1.25	China
Top 25 Holdings	41.11	

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PEMBROKE INTERNATIONAL GROWTH FUND

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 financial years indicated. This information is derived from the Fund's audited annual financial statements. The information presented is based on prescribed regulations and, as a result, is not expected to sum due to the increase (decrease) in net assets attributable to holders of redeemable units being based on the average units outstanding during the year and all other numbers being based on the actual units outstanding at the relevant point in time.

THE FUND'S NET ASSETS PER UNIT	CLASS A				
	December 31, 2024	December 31, 2023	December 31, 2022	December 31, 2021	December 31, 2020
Net assets attributable to holders of redeemable units, beginning of year ⁽¹⁾	27.93	24.98	35.37	36.92	29.42
Increase (decrease) in net assets attributable to holders of redeemable units:					
Total revenue	0.46	0.48	0.62	0.28	0.35
Total expenses	(0.12)	(0.08)	(0.07)	(0.03)	(0.08)
Realized gains (losses) for the year	0.80	(0.64)	(3.39)	5.61	3.37
Unrealized gains (losses) for the year	1.80	3.77	(7.08)	(1.72)	4.45
Total Increase (decrease) in net assets attributable to holders of redeemable units ⁽²⁾	2.94	3.53	(9.92)	4.14	8.09
Distributions to holders of redeemable units:					
From income (excluding dividends)	-	-	-	-	-
From dividends	(0.53)	(0.48)	(0.60)	(0.22)	(0.34)
From capital gains	-	-	-	(5.30)	(0.56)
Return on capital	-	-	-	-	-
Total distributions to holders of redeemable units ⁽³⁾	(0.53)	(0.48)	(0.60)	(5.52)	(0.90)
Net assets attributable to holders of redeemable units, end of year ⁽⁴⁾	30.45	27.93	24.98	35.37	36.92

(1) This information is derived from the Fund's audited annual financial statements.

(2) Net assets and distributions are based on the actual number of units outstanding at the relevant time. The increase (decrease) in net assets attributable to holder's of redeembale units is based on the weighted average number of units outstanding over the financial year.

(3) Distributions were paid in cash and/or reinvested in additional units of the Fund.

(4) This table is not intended to be a reconciliation of beginning to ending net assets per unit.

(5) Class O units of the Fund were converted to Class A units on January 31, 2018.

RATIOS AND SUPPLEMENTAL DATA (based on Trading NAV)	CLASS A				
	December 31, 2024	December 31, 2023	December 31, 2022	December 31, 2021	December 31, 2020
Total net asset value (\$) (000's) ⁽¹⁾	148,893	164,303	175,281	252,777	219,301
Number of redeemable units outstanding (000's) ⁽¹⁾	4,890	5,883	7,017	7,147	5,941
Management expense ratio (%) ⁽²⁾	0.25	0.20	0.17	0.13	0.16
Management expense ratio before waivers or absorptions (%) ⁽²⁾	0.25	0.20	0.17	0.13	0.16
Trading expense ratio (%) ⁽³⁾	0.16	0.10	0.15	0.13	0.15
Portfolio turnover rate (%) ⁽⁴⁾	50.36	39.63	58.66	56.33	63.92
Net asset value per unit (\$)	30.45	27.93	24.98	35.37	36.92

(1) This information is provided as at December 31 of the year shown.

(2) The management expense ratio ("MER") is calculated in accordance with National Instrument 81-106, based on expenses for the stated year (including Harmonized Sales Tax, Goods and Service Tax, income tax and interest) but excluding foreign withholding taxes, commissions and other portfolio transaction costs, and is expressed as an annualized percentage of the daily average net asset value during the year. PPW may, at its discretion and without notice to unitholders, waive or absorb certain operating expenses. The Fund did not have any expenses waived or absorbed in any of the years presented.

(3) 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 year.

(4) The Fund's portfolio turnover rate indicates how actively the Fund's portfolio advisor trades 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 year. The higher a fund's portfolio turnover rate in a year, the greater the trading costs payable by the Fund in the year, and the greater the chance of an investor receiving taxable capital gains in the year. There is not necessarily a relationship between a high turnover rate and the performance of a fund.

(5) Class O units of the Fund were converted to Class A units on January 31, 2018.

PEMBROKE

PEMBROKE INTERNATIONAL GROWTH FUND

Financial Highlights (Cont'd)

Management Fees

Management fees are charged directly to unitholders. Subject to the maximum fees set forth below, unitholders are charged management fees based on the assets under management of their PPW relationship. Such management fees are payable directly to PPW by the redemption (without charge) of a sufficient number of units of the Fund held.

Name of the Fund	Assets under management		
	Under \$1 million	Between \$1 million and \$5 million	Above \$5 million ¹
Pembroke Money Market Fund	-	-	-
Pembroke Canadian Bond Fund	0.65%	0.50%	0.40%
Pembroke Corporate Bond Fund	0.75%	0.60%	0.50%
Pembroke Canadian Balanced Fund	1.30%	1.00%	0.75%
Pembroke Global Balanced Fund	1.30%	1.00%	0.75%
Pembroke Canadian All Cap Fund	1.50%	1.50%	1.00%
Pembroke Canadian Growth Fund	1.70%	1.50%	1.00%
Pembroke American Growth Fund Inc.	1.50%	1.50%	1.00%
Pembroke International Growth Fund	1.50%	1.50%	1.00%
Pembroke Concentrated Fund - Class A Units	1.50%	1.50%	1.00%
Pembroke Dividend Growth Fund	1.50%	1.50%	1.00%

¹ Larger investors or those meeting specific criteria may qualify for lower fees

Management fees paid directly by unitholders of the Fund to PPW through a redemption of units was \$1.8 million for the year ended December 31, 2024.

Under the Pembroke Family Advantage Program, the value of family holdings of all family members designated by the investor will be considered to determine the management fee applicable to all family members. In order to benefit from the Pembroke Family Advantage Program, family members must be designated by the investor using the form prepared by PPW and must be approved by PPW prior to any management fee reduction being applicable. Management fees are determined based on the amount of assets under management with PPW and Pembroke.

All management fees were used by the Manager to pay costs for managing the investment portfolio, providing investment analysis and recommendations, making investment decisions, and providing other services. For the year ended December 31, 2024, none of the management fees received by the Manager were used to fund commission payments and other dealer compensation (collectively "distribution-related costs") paid to registered dealers and brokers for units of the Fund bought and held by investors.

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PEMBROKE INTERNATIONAL GROWTH FUND

Caution Regarding Forward-looking Statements

This document may contain forward-looking statements relating to anticipated future events, results, circumstances, performance or expectations that are not historical facts but instead represent our beliefs regarding future events. By their nature, forward-looking statements require us to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that predictions and other forward-looking statements will not prove to be accurate. We caution readers of this document not to place undue reliance on our forward-looking statements as a number of factors could cause actual future results, conditions, actions or events to differ materially from the targets, expectations, estimates or intentions expressed or implied in the forward-looking statements. Actual results may differ materially from management expectations as projected in such forward-looking statements for a variety of reasons, including, but not limited to, market and general economic conditions, interest rates, regulatory and statutory developments and the effects of competition in the geographic and business areas in which the Fund may invest. We caution that the foregoing list of factors is not exhaustive and that when relying on forward-looking statements to make decisions with respect to investing in the Fund, investors and others should carefully consider these factors, as well as other uncertainties and potential events, and the inherent uncertainty of forward-looking statements. Further, it should be noted that the Fund has no specific intention of updating any forward-looking statements whether as a result of new information, future events or otherwise, prior to the release of the next Management Report of Fund Performance.

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Pembroke Private Wealth Management Ltd. is a mutual fund dealer and manager of the Pembroke Funds.
William Blair Investment Management, L.L.C. is an investment adviser.

Custodial service provided by RBC Investor & Treasury Services
Unitholder Recordkeeping provided by RBC Investor & Treasury Services
Annual audit performed by Deloitte LLP.