

Annual Report of the Independent Review Committee of  
Chou Associates Management Inc.

January 19<sup>th</sup>, 2023

**IRC Annual Report to the Unitholders of the Funds set out in Appendix I.**

Dear Unitholders,

In accordance with National Instrument 81-107 – *Independent Review Committee for Investment Funds* (“**NI-81-107**”), Chou Associates Management Inc. (the “**Manager**”) established an Independent Review Committee (the “**IRC**”) for the Chou Funds (the “**Funds**”) in April 2007.

The IRC is pleased to publish its annual report to unitholders, covering the period from January 1, 2022 – December 31, 2022.

1. Mandate of the Independent Review Committee

In accordance with NI 81-107, the mandate of the IRC is to review and provide input to the Manager on the Manager’s written policies and procedures which deal with conflicts of interest and to review and provide its decision to the Manager on such conflicts of interest. It is the responsibility of the Manager, as required under NI 81-107, to identify conflicts of interest encountered in its management of the Funds, and request input from the IRC on how it should manage those conflicts of interest, as well as on its written policies and procedures outlining its management of those conflicts of interest. The IRC’s responsibility is to assess the Manager’s actions and policies and express an opinion on the Manager’s actions based on information provided to the IRC by the Manager.

The Manager must refer its proposed course of action in respect of any such conflict of interest matters to the IRC for its review. Certain matters require the IRC’s prior approval, but in most cases, the IRC will provide a recommendation to the Manager as to whether or not, in the opinion of the IRC, the Manager’s proposed action provides a fair and reasonable result for the Fund(s). For the recurring conflict of interest matters, the IRC has provided the Manager with standing instructions.

The IRC is empowered to represent the best interest of the Funds in any matter where the Manager has referred a conflict of interest matter to it. In such cases, the IRC ensures that the Manager’s proposed course of action is fair and reasonable for any affected Funds.

2. Members of the Independent Review Committee

The IRC is composed of three individuals, each of whom is independent of the Funds, the Manager, and each entity related to the Manager (as defined in NI-81-107). The members of the IRC during 2022, and their principal occupations, are as follows:

Name	Occupation	Length of Service on the I.R.C.
Chair: Sandford Borins	Retired Professor, University of Toronto	16 years
Peter Gregoire	Retired Zayo Canada manager	9 years
Joe Tortolano	Retired Bell Canada employee	16 years

- a) Sandford Borins completed his term as a member of the IRC for the Canadian Scholarship Trust Plans on June 19, 2022 and is not a member of the IRC for any other mutual fund. Peter Gregoire and Joe Tortolano are not members of the IRC for any other mutual fund
- b) The members of the IRC in the aggregate beneficially own, directly or indirectly, approximately 3 percent of the Funds. None holds any ownership in the Manager or in any person or company that provides services to the Funds.

### 3. Compensation paid to the members of the Independent Review Committee

- a) In aggregate, the compensation paid to the members of the IRC for the year 2022 was \$36,000. There were no indemnities paid to any member during that period.
- b) There were no additional expenses incurred by the I.R.C. in 2022.
- c) The IRC reviews and determines its own compensation on an annual basis, taking into consideration the following factors:
  - the best interests of the funds;
  - the benefit accruing to the funds as a result of the IRC activity;
  - the complexity and difficulty of the tasks undertaken by the IRC;
  - the nature and extent of the workload of the IRC including the commitment of time and energy that is expected from each member;
  - industry best practices including industry averages and surveys of IRC compensation;
  - the number of meetings required by the IRC, including special meetings to consider any conflict issued brought to the IRC; and
  - the recommendations of the manager.

After considering inflation and the increasing complexity and extent of its work, the IRC and the Manager decided to increase the retainer for IRC members from \$8,000 to \$10,000 and the retainer for Chair from \$3,000 to \$4,000, effective January 1, 2023.

### 4. Summary of the Findings of the Independent Review Committee

- a) There were no conflicts of interest referred to the IRC by the Manager in 2022.

- b) The IRC is not aware of any instance in which the Manager acted in a conflict of interest matter.
- c) In accordance with Standing Instruction #1, the Manager waived the fees for the Chou Europe Fund beginning in August 2022 for an indefinite period. On September 22, 2022 the Manager rebated \$677,256.64 of fees to the Chou Europe Fund. This resulted in a distribution of \$3.12 per unit for Series A and \$3.37 per unit for Series F.
- d) Ontario Securities Commission staff conducted a continuous disclosure review of the IRC, dealing with its membership and functions. In response to the review, a more thorough discussion of the IRC's mandate has been included in its annual report and the 2023 Simplified Prospectus will be revised to include the IRC's current compensation. The IRC's responses were accepted by OSC staff with no additional comments or questions.

This report is available on the Manager's website at <http://choufunds.com/> or you may request a copy, at no cost to you, by contacting the Manager at 416-643-5540 or 1-866-379-3266 or emailing the Manager at [admin@choufunds.com](mailto:admin@choufunds.com). This document and other information regarding the Funds are available on [www.sedar.com](http://www.sedar.com).

Yours truly,

*"Sandford Borins"*

Sandford Borins, Chair

Appendix I  
Funds Served by the IRC as of December 31, 2022

Chou Associates Fund  
Chou RRSP Fund  
Chou Europe Fund  
Chou Asia Fund  
Chou Bond Fund