

**MANAGEMENT REPORT OF FUND
PERFORMANCE**

December 31 2023

CHOU ASSOCIATES FUND

CHOU ASSOCIATES MANAGEMENT INC.

MANAGEMENT REPORT OF FUND PERFORMANCE

December 31, 2023

This annual management report of fund performance contains financial highlights but does not contain the complete financial statements of the Fund. You can get a copy of the annual financial statements at your request, and at no cost, by calling Toll-free: 1-888-357-5070, by writing to us at 110 Sheppard Ave. East, Suite 301, Box 18, Toronto, Ontario M2N 6Y8 or by visiting our website at www.choufunds.com and SEDAR+ at www.sedarplus.ca.

Unitholders may also contact us using one of these methods to request a copy of the Fund's proxy voting policies and procedures, proxy voting disclosure record, or quarterly portfolio disclosure.

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, the effects of competition in the geographic and business areas in which the Fund may invest, and the risks detailed from time to time in the Fund's Simplified Prospectus. 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. Due to the potential impact of these factors, the family of Chou Funds does not undertake, and specifically disclaims, any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, unless required by applicable law.

Chou Associates Management Inc. ("the Manager") manages the overall business of the Fund, including the selection of the securities in the Fund's portfolio and promoting sales of the Fund's units. For the purposes of this document, the terms Chou Associates Management Inc. and "the Manager" are interchangeable. Full contact information for the Manager is located at the end of this report.

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Management Discussion of Fund Performance

Investment Objective and Strategies

Chou Associates Fund's (the "Fund") objective is to provide long-term growth of capital by investing primarily in equity securities of the United States ("U.S.") and foreign businesses considered by Chou Associates Management Inc. (the "Manager") to be undervalued. The Fund may also invest in the equity securities of Canadian businesses. The Fund's investments may include common and preferred shares, convertible debentures, options, warrants, government and corporate bonds and short-term indebtedness. The Fund may also use derivatives such as, but not limited to, futures, options, swaps and forward contracts to gain exposure to securities and asset classes consistent with the objectives of the Fund, and to hedge portfolio exposure against losses from foreign currency and domestic currency exposure and changes in securities prices.

The Fund's investment strategy follows a strong discipline with regard to the prices paid to acquire portfolio investments. The level of investment in a particular entity's securities is generally commensurate with the current price of the company's securities in relation to the Manager's assessment of such entity's intrinsic value as determined by various factors. This approach is designed to provide an extra margin of safety, which in turn, serves to reduce the Fund's overall portfolio risk.

Risk

The risks of investing in the Fund are disclosed in the Fund's most recently filed Simplified Prospectus which can be found on the Fund's website at www.choufunds.com and SEDAR+ at www.sedarplus.ca.

On June 17, 2022, Chou Associates Fund exceeded the 15% illiquid security threshold due to a significant increase in the valuation for the illiquid asset provided by a third-party valuator coupled with a reduction in the net asset value of the Fund due to certain redemptions.

With the regulatory approval in the second quarter of 2023, the Fund decreased its percentage of illiquid securities by pursuing the sale of a portion of the EXCO shares to affiliates of the Manager. These affiliates purchased the EXCO shares at the price of \$21.08 per share, which is based on a valuation by Kroll LLC. as of December 31, 2022. The price per share is consistent with the valuation of the shares of EXCO for the purposes of calculating the net asset value of the Fund. As a result, the illiquid security component of the Fund's portfolio has been reduced to below the required 15%.

As at December 31, 2023, Fairfax Financial Holdings ("Fairfax") held 16.6% of the total outstanding units of the Fund. If Fairfax redeems its units, a significant portion of the Fund's investments may have to be liquidated in order to affect this transaction. The timing of such a liquidation may not be appropriate and all investors may suffer a proportionate loss as a result of such a liquidation. Fairfax agreed in 2002 that it would not exercise any voting rights attached to units of the Fund or otherwise in any manner attempt to influence the affairs of the Chou Funds. This agreement remains in full force and effect and has been complied with by Fairfax to date.

Market Review

In 2023, the S&P 500 gained 26.3% in US dollars. Technology stocks lead the way on hopes for advancements in artificial intelligence with The NASDAQ gaining over 40% in US dollars for the year. The economy in the United States experienced solid economic growth and corporate profits were stronger than expected. As the year went on, inflation cooled and the Fed paused its rate hike cycle. Eventually investors became convinced the Fed would begin cutting rates in 2024 which drove the markets to finish the year on a strong note.

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Results of Operations

For the year ended December 31, 2023, the Fund increased 0.7% for Series A units and 1.2% for Series F units, after fees and expenses, while the S&P 500 Total Return Index increased 23.3% in Canadian dollars. In U.S. dollars, the Fund increased 2.9% for Series A units and 3.4% for Series F units, while the S&P 500 Total Return Index increased 26.3%.

The major advancers in the year were the equity holdings of Ally Financial Inc., Bausch Health Companies Inc., Wells Fargo & Company, Synchrony Financial, Berkshire Hathaway Inc., and Citigroup Inc. The decliners in the year were the equity holdings of EXCO Resources Inc., Liberty Global PLC and the warrant holding of Hertz Global Holdings Inc.

The Canadian currency appreciated against the US dollar, which also negatively affected the Fund.

Portfolio Update

During the year, Domtar, a subsidiary of The Paper Excellence Group, finalized the purchase of Resolute Forest Products in March 2023.

The Fund reduced its holding in EXCO Resources Inc. and increased its holding in Synchrony Financial.

The Fund also sold off its holdings in MBIA Inc. and Overstock.com Inc.

The Fund initiated investments in Navient Corporation.

In 2023, the Fund received \$8,446 in income from its securities lending program.

The Fund's net redemptions for the year ended December 31, 2023 were approximately \$12,404,383 for Series A units and the Fund's net subscriptions were approximately \$2,339,572 for Series F units. Included in net redemptions/net subscriptions are subscriptions, redemptions and transfers in/out. Out of the net subscriptions for Series F units, \$4,915,706 was switched from Series A units following the OEO trailer ban. The Fund's average month-end cash position for the year was 24.8% of the Fund's net assets.

Recent Developments

The ongoing Russian invasion of Ukraine and COVID-19 pandemic have continued to disrupt businesses around the world, adding volatility to both domestic and international markets. While governments and central banks have maintained their support of the economy through monetary and fiscal policies, the health of the economy remains unclear at this time. Based on this increased uncertainty, we expect the performance of the Fund's portfolio to be affected to some degree in the near term.

Related Party Transactions

The Manager manages the overall business of the Fund, including selection of the securities in the Fund's portfolio and promoting the sale of the Fund's units. The Manager is also the trustee of the Fund. Investors receive units of a trust when they invest in the Fund. The Manager, as trustee, holds the actual title to the property in the Fund, the cash and portfolio securities, on behalf of the Fund's investors.

The Manager, its officers and directors invest in units of the Fund from time to time in the normal course of business. As of December 31, 2023, the Manager, its officers and directors hold 7.6% of the total outstanding units of the Fund. All transactions with the Manager are carried out at the Fund's net asset value as at the transaction date. During the year, there were no transactions with related parties except in the capacities and instances set out above.

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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 year ended December 31, 2023, and for each of the past five years ended December 31.

The Fund's Net Assets per Unit¹ - Series A Units

	2023	2022	2021	2020	2019	2018
Net Assets, beginning of year	\$ 155.03	\$ 142.25	\$ 93.50	\$ 103.28	\$ 103.26	\$ 112.16
Increase (decrease) from operations:						
Total revenue	\$ 0.78	\$ 0.37	\$ 2.75	\$ 0.49	\$ 0.90	\$ 3.24
Total expenses	(3.35)	(3.31)	(2.73)	(1.66)	(2.13)	(2.71)
Realized gains (losses) for the year	6.57	35.00	9.76	9.62	(2.26)	0.88
Unrealized gains (losses) for the year	(2.76)	(20.93)	39.45	(20.66)	3.23	(8.69)
Total increase (decrease) from operations²	\$ 1.24	\$ 11.13	\$ 49.23	\$ (12.21)	\$ (0.26)	\$ (7.28)
Distributions:						
From income (excluding dividends)	\$ -	\$ -	\$ 0.31	\$ -	\$ 1.31	\$ -
From dividends	-	-	-	-	-	-
From capital gains	-	0.41	-	-	-	-
Return of capital	-	-	-	-	-	-
Total Distributions³	\$ -	\$ 0.41	\$ 0.31	\$ -	\$ 1.31	\$ -
Net Assets, end of year	\$ 156.07	\$ 155.03	\$ 142.25	\$ 93.50	\$ 103.28	\$ 103.26
Net Assets, end of year (USD)	\$ 117.78	\$ 114.50	\$ 112.46	\$ 73.45	\$ 79.53	\$ 75.64

Ratios and Supplemental Data - Series A Units

	2023	2022	2021	2020	2019	2018
Total Net Asset Value (000s)⁴	\$ 107,941	\$ 119,425	\$ 152,106	\$ 137,794	\$ 180,517	\$ 250,375
Number of Redeemable Units Outstanding	691,639	770,337	1,069,315	1,473,749	1,747,907	2,424,781
Management Expense Ratio ⁵	2.03%	2.02%	1.69%	1.85%	1.87%	2.03%
Management Expense Ratio before waivers or absorption ⁵	2.03%	2.02%	1.69%	1.85%	1.87%	2.03%
Trading Expense Ratio ⁶	0.02%	0.23%	0.16%	0.06%	0.08%	0.06%
Portfolio Turnover Rate ⁷	9.21%	15.76%	4.99%	0.03%	14.98%	31.61%
Net Asset Value per Unit	\$ 156.07	\$ 155.03	\$ 142.25	\$ 93.50	\$ 103.28	\$ 103.26

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The Fund's Net Assets per Unit¹ - Series F Units

	<u>2023</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>	<u>2019</u>	<u>2018</u>
Net Assets, beginning of year	\$ 153.19	\$ 142.30	\$ 93.19	\$ 102.34	\$ 102.80	\$ 111.51
Increase (decrease) from operations:						
Total revenue	\$ 0.77	\$ 0.37	\$ 2.64	\$ 0.50	\$ 0.89	\$ 3.42
Total expenses	(2.44)	(2.61)	(2.00)	(1.18)	(1.53)	(2.12)
Realized gains (losses) for the year	6.99	44.42	8.61	10.33	(2.14)	0.06
Unrealized gains (losses) for the year	(3.35)	(22.54)	46.03	(26.18)	4.40	(9.46)
Total increase (decrease) from operations²	\$ 1.97	\$ 19.64	\$ 55.28	\$ (16.53)	\$ 1.62	\$ (8.10)
Distributions:						
From income (excluding dividends)	\$ -	\$ -	\$ 0.54	\$ -	\$ 2.31	\$ -
From dividends	-	-	-	-	-	-
From capital gains	-	3.12	-	-	-	0.43
Return of capital	-	-	-	-	-	-
Total Distributions³	\$ -	\$ 3.12	\$ 0.54	\$ -	\$ 2.31	\$ 0.43
Net Assets, end of year	\$ 155.08	\$ 153.19	\$ 142.30	\$ 93.19	\$ 102.34	\$ 102.80
Net Assets, end of year (USD)	\$ 117.04	\$ 113.14	\$ 112.49	\$ 73.21	\$ 78.81	\$ 75.30

Ratios and Supplemental Data - Series F Units

	<u>2023</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>	<u>2019</u>	<u>2018</u>
Total Net Asset Value (000s)⁴	\$ 45,677	\$ 42,796	\$ 12,507	\$ 15,443	\$ 28,449	\$ 35,383
Number of Redeemable Units Outstanding	294,530	279,359	87,893	165,723	277,980	344,195
Management Expense Ratio ⁵	1.46%	1.52%	1.13%	1.28%	1.30%	1.46%
Management Expense Ratio before waivers or absorption ⁵	1.46%	1.52%	1.13%	1.28%	1.30%	1.46%
Trading Expense Ratio ⁶	0.02%	0.23%	0.16%	0.06%	0.08%	0.06%
Portfolio Turnover Rate ⁷	9.21%	15.76%	4.99%	0.03%	14.98%	31.61%
Net Asset Value per Unit	\$ 155.08	\$ 153.19	\$ 142.30	\$ 93.19	\$ 102.34	\$ 102.80

(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 redeemable units outstanding at the relevant time. The increase/decrease from operations is based on the weighted average number of redeemable units outstanding over the financial year.

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

(4) This information is provided as at the year end shown and is rounded to the nearest thousand.

(5) Management expense ratio ("MER") is based on total expenses (excluding commissions and other portfolio transaction costs) for the stated year and is expressed as an annualized percentage of weekly average net asset value during the year. The Manager may, at its discretion, waive or absorb certain operating expenses. MER includes the waiver or absorption by the Manager of certain operating expenses, while the MER before absorption shows the MER prior to operating expenses being waived or absorbed by the Manager.

(6) The trading expense ratio represents total commissions and other portfolio transaction costs expressed as an annualized percentage of weekly average net asset value during the year.

(7) The Fund's portfolio turnover rate indicates how actively the Fund's portfolio adviser manages 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 financial 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.

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Management Fees

The Manager manages the Fund. The Manager is entitled to an investment management fee calculated daily as a percentage of the market value of the net assets equal to 1.5% per annum for Series A units and 1.0% per annum for Series F units, payable monthly. The Manager pays 50 basis points per year trailer fees to dealers out of management fees for Series A units. There is no trailer fee paid out for Series F units.

Past Performance

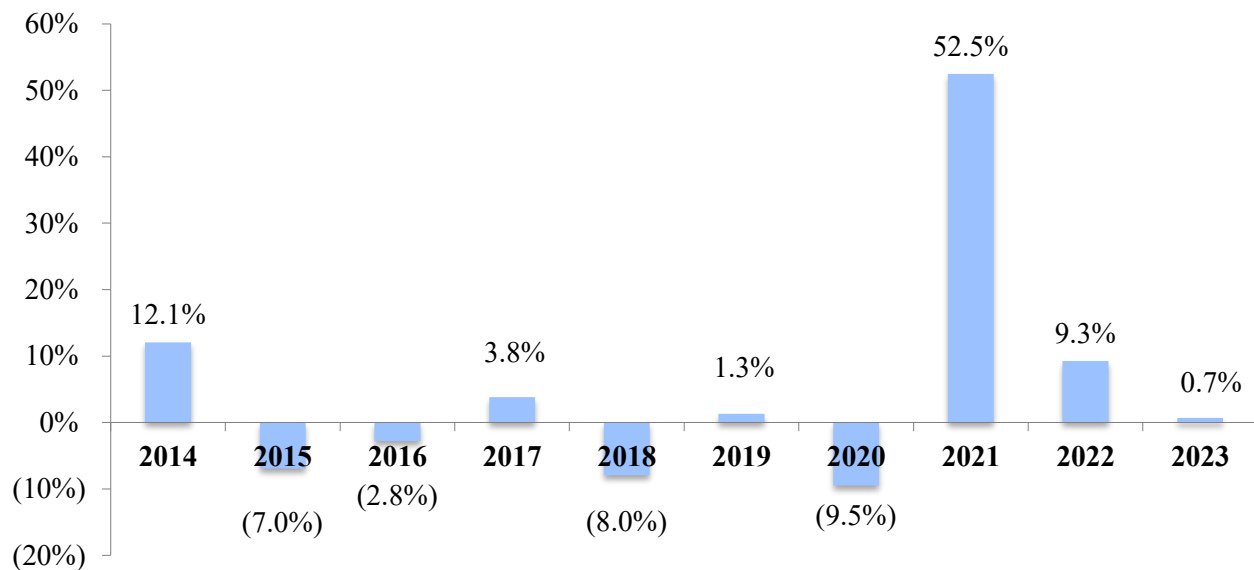
General

The following charts and tables show the Fund's past performance. Rates of return are historical total returns that include changes in unit prices and assume the reinvestment of all distributions. These returns do not take into account any sales charges, redemption fees, other optional expenses or income taxes that the Fund's investors have to pay and which could reduce these returns. The Fund's past performance does not necessarily indicate its future performance.

Year-by-Year Returns

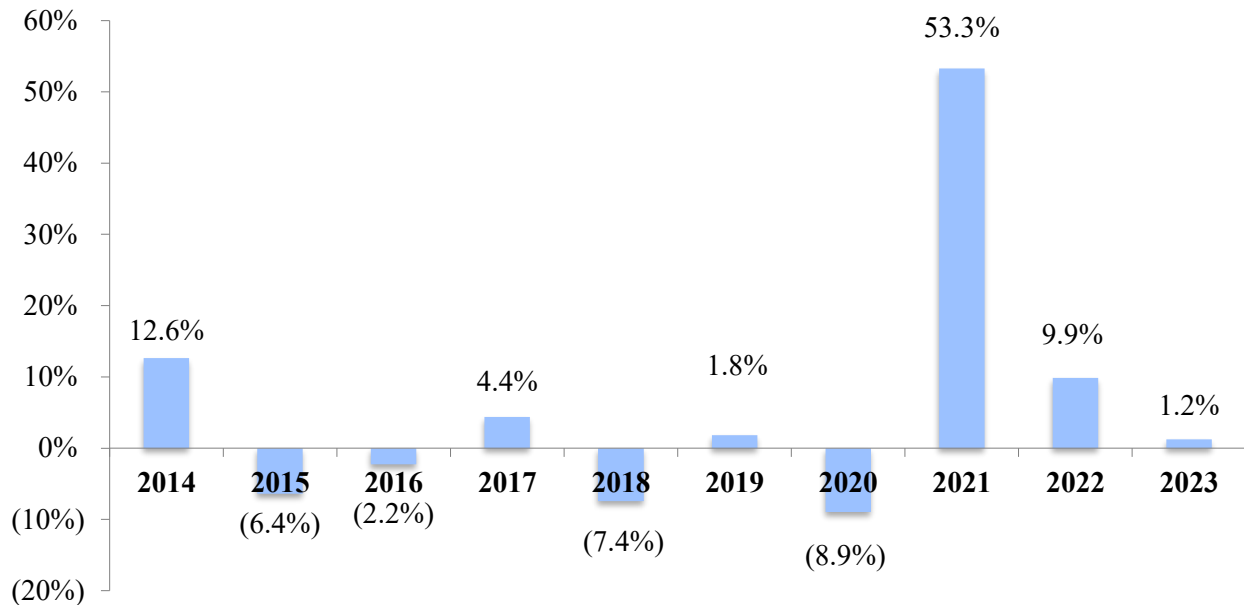
The following bar charts show the annual performance for each of the Series A and Series F units of the Fund for each of the years shown. Each chart shows, in percentage terms, how an investment on January 1 would have increased or decreased by December 31 for each of the years, and how the performance of the Fund varied from year to year.

Series A



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Series F



Annual Compound Returns

The following tables⁽¹⁾ show the annual compound total return for each of the Series A and Series F units of the Fund. The tables outline the Fund’s past performance for the one-, three-, five-, ten-, and fifteen-year periods ended on December 31, 2023. Also shown for the same periods are the respective historical annual compound total returns of the S&P 500 (the “Index”). The Index is based on the market capitalization of 500 leading companies publicly traded in the U.S. stock market representing all major industries, as determined by Standard & Poor’s. The Index is one of the most commonly followed equity indices and has been widely regarded as the best single gauge of the large cap U.S. equities market since the Index was first published in 1957. The benchmark Index is calculated without the deduction of management fees and fund expenses, whereas the performance of the Fund is calculated after deducting such fees and expenses.

Series A

December 31, 2023	Past Year	Past 3 Years	Past 5 Years	Past 10 Years	Past 15 Years
Chou Associates Fund	0.67%	18.82%	8.99%	4.07%	8.57%
S&P 500 (\$CAN)	23.32%	11.25%	14.96%	14.48%	14.57%

Series F

December 31, 2023	Past Year	Past 3 Years	Past 5 Years	Past 10 Years	Past 15 Years
Chou Associates Fund	1.24%	19.46%	9.58%	4.64%	9.16%
S&P 500 (\$CAN)	23.32%	11.25%	14.96%	14.48%	14.57%

⁽¹⁾ Tables assume the reinvestment of all distributions.

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Summary of Investment Portfolio

The following tables provide a summary of the Fund's portfolio as at December 31, 2023.

<u>Sector Mix</u>	<u>% of Fund's Net Assets</u>
Financials	52.4%
Energy	11.4%
Health Care	3.6%
Consumer Discretionary	2.8%
Communication Services	1.3%
Net Cash & Equivalents	28.5%
Total Portfolio	100.0%

<u>Total Issuers</u>	<u>% of Fund's Net Assets</u>
<i>(excluding cash equivalents)</i>	
Held for trading - Long	
Hertz Global Holdings Inc., warrants, June 30, 2051	2.8%

<u>Equities</u>	
Berkshire Hathaway Inc.	37.4%
EXCO Resources Inc.	11.4%
Ally Financial Inc.	4.7%
Synchrony Financial	4.0%
Bausch Health Companies Inc.	3.6%
Navient Corporation	2.9%
Citigroup Inc.	2.6%
Liberty Global Limited	1.3%
Wells Fargo & Company	0.8%
Total Equities	68.7%
Total Holdings	71.5%

The summary of the Fund's investment portfolio may change due to ongoing portfolio transactions of the Fund. The next quarterly update as at March 31, 2024 will be in the Quarterly Portfolio Disclosure and will be posted on our website www.choufunds.com on or before May 31, 2024.

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