

# **Annual Report of the Independent Review Committee** **of the Onex Group of Funds**

March 14, 2017

**IRC Annual Report to: Securityholders in the Onex Group of Funds (the “Funds”) as listed at the end of this report**

Dear Securityholder,

In accordance with **National Instrument 81-107 *Independent Review Committee for Investment Funds*** (“NI 81-107” or the “Instrument”), the Manager established an Independent Review Committee (the “Committee” or “IRC”) for the Funds. The IRC became fully operational on November 18, 2009 and, after that date, has functioned in accordance with the applicable securities laws, including NI 81-107. 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 the Instrument).

## **Mandate of the IRC**

In accordance with the Instrument, the mandate of the IRC is to consider and provide recommendations to the Manager on conflicts of interest to which the Manager may be subject when managing the Funds. The Manager is required under the Instrument to identify potential conflicts of interest inherent in its management of the Funds, develop written policies and procedures guiding its management of those conflicts and request input from the IRC on those written policies and procedures, hereinafter referred to as the Conflict of Interest Matters manual.

When a conflict matter arises, the Manager must refer its proposed course of action in respect of such conflict to the IRC for its review. While certain matters require the IRC’s prior approval, 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 Funds. For recurring conflict of interest matters, the IRC can provide the Manager with Standing Instructions (“SIs”) that enable the Manager to proceed with certain matters without having to refer them to the IRC each time for approval, providing the Manager deals with the conflicts in accordance with the SIs.

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 the IRC. In those cases, it has sought to ensure that the Manager’s proposed course of action represents a fair and reasonable result for the Funds.

The IRC is pleased to publish its annual report to the Securityholders, to describe the IRC and its activities during the year ended December 31, 2016 (“the Reporting Period”) on behalf of the Onex Funds.

## **Composition of the IRC**

The current members of the IRC, and their principal occupations, are as follows:

<b><i>Name and Municipality of Residence</i></b>	<b><i>Principal Occupation</i></b>	<b><i>Term of Office</i></b>
Chair: Eamonn B.P. McConnell, Toronto, Ontario	Consultant, Managing Director, Kensington Capital	Date of Initial Appointment: November 18, 2009. With the consent of the Manager, he was re- appointed for a term of 3 years from January 1, 2014 to December 31, 2017.
Michael Boyd, Toronto, Ontario	Corporate Director	Date of Initial Appointment: November 18, 2009. Mr Boyd's current term expires March 31, 2017. With the consent of the Manager, he was re-appointed for a term of 3 years from April 1, 2017 to March 31, 2020.
W. William Woods, Toronto, Ontario	Consultant, Independent Director, former CEO of Bermuda Stock Exchange	Date of Initial Appointment: November 18, 2009. Mr. Woods' term ended on March 31, 2016. With the consent of the Manager, he was re-appointed for a term of 3 years from April 1, 2016 to March 31, 2019.

There were no other changes in the composition of the IRC during the Reporting Period.

## **Compensation and Indemnification**

### **Review of Compensation**

At least annually, the IRC reviews its compensation giving consideration to the following:

- the nature and extent of the workload of each member of the IRC, including the commitment of time and energy expected from each member;
- the number of meetings required by the IRC including special meetings to consider conflict issues brought to the committee;
- industry best practices, including industry averages and surveys on IRC compensation; and
- the complexity of the conflict issues brought to the IRC.

### **Members' Fees**

In aggregate the IRC members were paid \$36,000 in 2016, plus applicable taxes.

### **Indemnities Granted**

The Funds have provided each IRC Member with a contractual indemnity in accordance with NI 81-107. No payments were paid to the IRC Members pursuant to this indemnity during the Reporting Period.

## **Disclosure of IRC Members' Holdings**

As at December 31, 2016, the IRC Members did not beneficially own, directly or indirectly:

- any units in any of the Funds;
- any interests in the Manager; or
- any interests in a company or person that provides services to the Manager or any Fund.

## **Recommendations and Approvals**

During the period January 1, 2016 to December 31, 2016, no conflict of interest matters were referred to the Committee. Accordingly, the Committee made no recommendations or approvals.

## **Standing Instructions Approved**

The IRC has approved two Standing Instructions (SIs), each of which constitutes a written approval or recommendation from the IRC that permit the Manager to proceed with the specific action(s) set out in the SI on an ongoing basis, without having to refer the conflict of interest matter or its proposed action to the IRC, provided that the Manager complies with the terms and conditions of the SI. The SI required the Manager to comply with its related policy and procedures and to report periodically to the IRC. The Manager relied on the SIs during the Reporting Period.

### **Standing Instruction No. 1: Omnibus.**

This SI deals with a number of conflict of interest matters including:

1. Expenses charged to the Fund policy
2. Expense allocations policy
3. Short-term trading and late trading policy
4. Trade allocations policy
5. Net asset value error correction policy
6. Other material transaction error Policy
7. Proxy voting policy
8. Changing service providers
9. Employee Personal Trading Policy
10. Sub-advisors personal trading policy
11. Short term trading policy
12. Service providers related to the Manager policy
13. Affiliate dealer policy
14. Capacity constraint policy

### **Standing Instruction No. 2: Auction Process**

Standing Instruction No. 2 deals with the ability of the Manager to utilize an auction process to sell assets of the Funds in order to raise the proceeds required to fund annual redemptions from time-to-time in respect of the Funds. Pursuant to the auction process, the Manager may engage one or more major dealers in the loan market to conduct an auction for the assets. These auctions, which are known as "bids wanted in competition" or "BWIC" are a common method for holders of loans and other financial assets to dispose of a group of assets in a timely manner. Because the Manager has a number of clients (included related parties) which may be suitable purchasers in such an auction, the Manager, as required under the Funds' constating documents, sought the IRC's consent by way of a standing instruction to complete sales to such purchasers.

## **Manager's Report on Standing Instructions**

In accordance with the Instrument, the Manager provided an annual written report to the IRC describing its reliance on the SI during the Reporting Period.

## **Funds served by the IRC**

OCP Credit Strategy Fund  
OCP Senior Credit Fund

This report to securityholders is available on the Manager's website at [www.ocpcreditstrategy.com](http://www.ocpcreditstrategy.com) or [www.ocpseniorcredit.com](http://www.ocpseniorcredit.com), or you may request a copy, at no cost to you, by contacting the Funds at 1 (647) 260-4055 or at 1 (877) 260-4055 or email [info@ocpcreditstrategy.com](mailto:info@ocpcreditstrategy.com) or [info@ocpfunds.com](mailto:info@ocpfunds.com). This document and other information about the Fund is available on [www.sedar.com](http://www.sedar.com).

Yours truly,

*{signed} Eamonn B P McConnell*

**Eamonn B P McConnell, Chair**

## **Schedule of IRC Members who sit on IRCs for other Fund Families**

### **Eamonn McConnell serves/served as a member of the Independent Review Committees for the following funds:**

Certain investment funds managed by Integra Capital Limited;  
Certain investment funds managed by Sprott Asset Management LP;  
Certain investment funds managed by Next Edge Capital Corp.;  
Certain investment funds managed by Goodwood Inc.; and  
Certain investment funds managed by Russell Investments Canada Limited.

### **W. William Woods serves/served as a member of the Independent Review Committees for the following funds:**

Certain investment funds managed by Northwest & Ethical Investments L.P.;  
Certain investment funds managed by Spartan Asset Management;  
Certain investment funds managed by Integra Capital Limited;  
Certain investment funds that are reporting issuers managed by Sprott Asset Management LP;  
Certain investment funds managed by Goodwood Inc.;  
Certain investment funds managed by Russell Investments Canada Limited;  
Certain investment funds managed by Knowledge First Financial Inc.;  
Certain investment funds managed by Questrade Wealth Management Inc.;  
Certain investment funds managed by Next Edge Capital Corp.;  
Certain investment funds managed by Picton Mahoney Asset Management Inc.; and  
Certain investment funds managed by Educators Financial Group (appointed January 1, 2017).

### **Michael Boyd also serves as a member of the Independent Review Committees for the following funds:**

Certain investment funds managed by Feira Capital Corporation.  
Certain investment funds managed by Sphere Investment Management Inc.; and  
Certain investment funds managed by Willoughby Asset Management Inc.