

INDEPENDENT REVIEW COMMITTEE OF THE RGP INVESTMENTS FUNDS – **Report to Securityholders**
(For the period from January 1, 2022 to December 31, 2022)

Dear Investors,

The members of the RGP Investment Funds Independent Review Committee (the “IRC”) submit their annual Report to Securityholders of the RGP Investment Funds.

R.E.G.A.R. Investment Management inc. is the Manager (the “Manager”) and promoter of the RGP Investments Funds (the “Funds”) since their inception.

Pursuant to National Instrument 81-107, the IRC is required to review the conflict of interest matters submitted to it by the manager of the Funds. The IRC’s focus is on the question of whether the manager’s proposed action achieves a fair and reasonable result for the funds. In performing its duties, the IRC meets regularly and hold at least annually one meeting in camera, without the attendance of any representative of the manager or any entity related to the manager.

This report provides information regarding the activities of the IRC for the period from January 1 to December 31, 2022. At least once per year, the IRC reviews and assesses the adequacy and effectiveness of the policies and procedures relating to conflict of interest matters in respect of the Funds, and also conducts a self-assessment of the IRC’s independence, compensation and effectiveness.

The IRC works in the interest of the Funds and, consequently, of the Securityholders. Furthermore, the IRC collaborates effectively with the Funds’ Manager.

(s) Michel Desjardins

Michel Desjardins Chair of RGP Investment Funds Independent Review Committee
9 March, 2022

Members of the R.E.G.A.R. Investment Management mutual funds Independent Review Committee

Members	First appointed to the IRC
Michel Desjardins	Chair (February 23, 2022) and independent member (February 22, 2019)
Gilles Lemieux	Independent member (January 1, 2020)
Francois Vaillancourt	Independent member (June 25, 2021)

None of the IRC members serve as members of an independent review committee for investment funds managed by another manager.

Holding of Securities by the IRC members

- A. RGP Investments Funds – As of December 31, 2022, members of the IRC own, in aggregate, directly or indirectly less than 10% of the outstanding securities or units of any of the Funds.
- B. The Manager, R.E.G.A.R. Investment Management Inc., is wholly owned by R.E.G.A.R. Inc. As of December 31, 2022, members of the IRC did not own, in aggregate, directly or indirectly any of the outstanding securities of the Manager.
- C. Services suppliers – As of December 31, 2022, members of the IRC did not own, in aggregate, directly or indirectly any of the outstanding securities of any entity that supplies services to the Funds or the Manager or to affiliates of the Managers.

Compensation and indemnity of the IRC members

For the period from January 1 to December 31, 2022, the aggregate compensation paid to the members of the IRC was \$ 30,000. This amount was allocated among the Funds on a prorated basis based on the assets of each funds. This manner is considered to be fair and reasonable by the manager.

In compliance with National Instrument 81-107, the compensation paid to the IRC during the period from January 1 to December 31, 2022 was set by the members of the IRC.

At least once a year, the IRC reviews its compensation, giving consideration to the following:

1. the best interests of the funds;
2. compensation paid to IRC members of similar fund families;
3. the number, nature and complexity of the funds for which the IRC acts; and
4. the nature and extent of the workload of each member of the IRC, including the commitment of time and energy that is expected from each member.

The Funds paid no indemnities to the IRC during the period.

Charter

The IRC drafted its charter in collaboration with the Manager. The charter was first adopted on January 6, 2014. A review of the charter was conducted during the period and was adopted on October 27, 2022.

Conflict of Interest Matters

The IRC is not aware of any instance when the manager acted in a conflict of interest matter referred to the IRC for which the IRC did not give a positive recommendation.

The IRC is not aware of any instance when the manager acted in a conflict of interest matter and did not meet a condition imposed by the IRC in its recommendation or approval.

The manager of the Funds has policies and procedures in place to address each of the conflict of interest matters listed below. The IRC has issued standing instructions to the manager of the Funds that require the manager to comply with its policies and procedures and to report periodically, and at least annually, to the IRC.

To the best knowledge of the IRC, during the period, the manager complied with the policies and procedures it adopted relating to the management of potential conflict of interest situations. The manager also complied with the standing instructions approved by the IRC. An annual disclosure pertaining to each of the standing instruction has been issued to the IRC.

During the period from January 1st to December 31, 2022, the manager of the Funds has relied on the following approvals and recommendations granted by the IRC in accordance with National Instrument 81-107.

Recommendations

1	Best Execution	The IRC has provided, through a standing instruction, its positive recommendation in respect of the quality of execution of portfolio securities or foreign exchange trades by brokers on behalf of the Funds.
2	Business Entertainment and Gifts	The IRC has provided, through a standing instruction, its positive recommendation in respect of the provision and acceptance of gifts and business entertainment by employees of the manager.
3	Correction of Errors in Investor Accounts	The IRC has provided, through a standing instruction, its positive recommendation in respect of the correction of errors made in executing investor transactions in the securities of a Fund.
4	Expense Allocation	The IRC has provided, through a standing instruction, its positive recommendation in respect of the allocation of expenses between the investment fund and the manager and between series and categories of a Fund.
5	Investor activity	The IRC has provided, through a standing instruction, its positive recommendation in respect of the detection and prevention of active trading, which may be harmful to the Funds.
6	Personal Trading	The IRC has provided, through a standing instruction, its positive recommendation in respect of the personal investing and other activities of employees of the manager.
7	Proxy Voting	The IRC has provided, through a standing instruction, its positive recommendation in respect of the voting of proxies by the manager for securities held by the Funds.
8	Trade Aggregation, Investment Allocation & Processing Sequence	The IRC has provided, through a standing instruction, its positive recommendation in respect of trade aggregation, investment allocation and processing sequence of portfolio securities between Funds or client accounts when more than one Fund or client is buying or selling securities of a particular issuer at the same time.
9	Valuation	The IRC has provided, through a standing instructions, its positive recommendation in respect of 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.

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10	Trade errors	The IRC has provided, through a standing instruction, its positive recommendation in respect of the correction of errors made in executing trades of portfolio securities on behalf of a Fund.
11	Illiquid assets	The IRC has provided, through a standing instruction, a favourable recommendation with respect to the supervision of illiquid securities held on behalf of a Fund.
12	Use of derivatives instruments	The IRC has given a favourable recommendation, through a standing instruction, on the supervision of the use of derivatives by the manager or sub-managers of a Fund.
13	Securities lending	The IRC has provided, through a standing instruction, a favourable recommendation on the framework for the securities lending program applicable to portfolio assets held on behalf of a Fund.
14	Fund liquidity risk	The IRC, through a standing instruction, has given a favourable recommendation on the framework to manage the Funds' liquidity risk.
15	Borrowing and short selling	The IRC has provided, through a standing instruction, a favourable recommendation on the control of the use of borrowing and short selling by the Funds.
16	Release of units acquired with the initial seed money of the RGP Fixed Income Impact Portfolio	The IRC gave a favourable recommendation to lift the restrictions on redemptions of units of the Fund acquired as seed money.
17	Temporary management fee rebate for RGP Global Sector Fund and RGP Global Sector Class Fund	The IRC gave a favourable recommendation on the application of a temporary management fee rebate applicable to the RGP Global Sector Fund and the RGP Global Sector Class Fund.
18	Temporary management fee rebate for RGP Alternative Income Portfolio Fund	The IRC gave a favourable recommendation on the application of a temporary management fee rebate applicable to the RGP Alternative Income Portfolio Fund.

Approvals

1	Sales of securities between funds ("Interfund Trades")	The IRC has approved and issued a standing instruction with respect to the supervision of transactions between the Funds managed by the Manager.
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Funds covered by this report

- RGP Global Sector Fund (Class A, F, and P Units)
- RGP Global Sector Class¹ (Series A, F, P, T5, FT5, and PT5 Shares)
- Sectorwise Conservative Portfolio (Class A, F and P Units)
- Sectorwise Balanced Portfolio (Class A, F and P Units)
- Sectorwise Growth Portfolio (Class A, F and P Units)
- Greenwise Conservative Portfolio (Class A, F and P Units)
- Greenwise Balanced Portfolio (Class A, F and P Units)
- Greenwise Growth Portfolio (Class A, F and P Units)
- RGP Impact Fixed Income Portfolio (Class A, F, P and I Units)
- RGP Alternative Income Portfolio ((Class A, F, P and I Units)

¹ *RGP Global Sector Class is a class of mutual fund shares of R.E.G.A.R. Investment Management Funds Corporation Inc.