

**FAIRFAX FINANCIAL HOLDINGS LIMITED  
PUBLIC DISCLOSURE POLICY**

**Purpose**

The purpose of the Public Disclosure Policy (this “Policy”) is to ensure that Fairfax Financial Holdings Limited (“Fairfax”) provides full, true and plain public disclosure of all material information in a timely manner and in compliance with applicable legal and regulatory requirements. This must be accomplished on a consistent basis, and Fairfax’s shareholders and all parties in the investment community must have equal access to this information.

Fairfax is also aware of the need and the importance of keeping confidential the specifics of its key business and operating strategies and intends to preserve confidentiality where appropriate. Accordingly, Fairfax has established a Code of Business Conduct and Ethics, which requires all directors, officers and employees of the Company (as defined below) to maintain the confidentiality of corporate information where necessary.

Fairfax has also established a policy on Insiders’ Confidentiality, Trading and Reporting Responsibilities, which governs trading in securities of Fairfax by directors, senior officers and others.

**Scope**

This Policy describes, in general terms, the processes and procedures of Fairfax in connection with the timely and accurate disclosure of material information by Fairfax personnel to, and communications with, all external audiences, including but not limited to the media, shareholders, securities market professionals and other representatives of the financial and investment community. In addition, this Policy addresses the processes of ongoing investor relation functions with the investment community.

**Application**

This Policy applies to all employees of Fairfax and its direct and indirect subsidiaries (collectively, the “Company”), their respective boards of directors and those authorized to speak on Fairfax’s behalf. It covers all methods used by Fairfax to communicate to its shareholders, the media and members of the investment community. These communications include but are not limited to: disclosure in documents filed by Fairfax with securities regulators, statements made in Fairfax’s annual and quarterly reports, news releases, letters to shareholders, presentations and statements made by senior management, information contained on websites maintained by the Company and other electronic communications. It extends to oral statements made in meetings and telephone conversations with analysts and investors, interviews with the media, securities market professionals, shareholders or other external audiences, as well as speeches, press conferences and conference calls.

This Policy does not apply to disclosure by public company subsidiaries of Fairfax. Each of those companies is responsible for determining its individual disclosure practices.

**Policy Administration**

*Disclosure*

The board of directors of Fairfax (the “Board”) is currently responsible for the administration and implementation of this Policy and will also monitor compliance with this Policy. The Board will ensure that all public disclosure made by Fairfax in whatever form is complete, accurate and timely and that the appropriate disclosure controls are in place and working effectively. The Chief Executive Officer and the Chief Financial

Officer will report to the Board in connection with their respective certifications filed with Fairfax's interim and annual filings.

### *Spokespersons*

The following individuals are the only representatives of Fairfax who are permitted to make public statements (written or oral), authorize the issuance of press releases, make speeches, or other communications with the public or media regarding Fairfax: the Chief Executive Officer and the President (the "Spokespersons"). The Spokespersons are the only persons permitted to make public statements containing financial or forward-looking information.

No one except a Spokesperson is authorized to respond to inquiries or discuss the financial or operating affairs of Fairfax with anyone in a public forum. Everyone should refer all media, investor, Internet or other inquiries, questions and approaches for information of this type from third parties to one of the Spokespersons specified above. Employees who are not Spokespersons or designated by a Spokesperson to speak on behalf of Fairfax as set forth below must not respond under any circumstances to inquiries from the investment community, shareholders, the media or others, unless specifically asked to do so by an authorized Spokesperson, or as required by law.

The Spokespersons may, from time to time, designate others to speak on behalf of Fairfax or to respond to specific inquiries from investors, shareholders, analysts and the media. Other employees, with appropriate approval from a Spokesperson, may have discussions with local media to support local marketing efforts, but no discussions should include financial, forward-looking or any material non-public information. Any person authorized by a Spokesperson to speak on behalf of Fairfax must be familiar with Fairfax's regulatory environment, knowledgeable about Fairfax's business and familiar with Fairfax's disclosure standards and practices.

If there is any doubt about the appropriateness of supplying information to an outside party, an employee should contact the Vice President and Corporate Secretary for advice.

Prior to the dissemination of any public statements or disclosures relating to the Company, the applicable Spokesperson(s) will ensure that such disclosure is supported by appropriate due diligence and is made on a timely basis in accordance with applicable securities laws, stock exchange rules and this Policy.

As a general principle, the Chief Financial Officer or the Vice President, Corporate Development will be the only officers permitted to respond to inquiries from securities regulators and stock exchanges.

All directors, officers and employees of the Company are required to ensure that the relevant Spokesperson(s) are fully apprised of all material developments without delay so that they may evaluate the appropriateness and timing for public dissemination of information.

### **Disclosure of Material Information**

#### *Material Information*

Securities laws and stock exchange rules require all material information to be disclosed "forthwith" (i.e. immediately) upon the information becoming known to management, or in the case of information previously known, forthwith upon it becoming apparent that the information is material, in each case, subject to certain limited exceptions.

“Material information” shall have the meaning ascribed to it under applicable laws and regulations and, for the purposes of this Policy, includes a “Material Change” under such laws. Generally, material information is any information relating to the business and affairs of Fairfax (or any of its subsidiaries or affiliates) that results in or would reasonably be expected to have a significant effect on the market price or value of any of Fairfax’s securities. Information should be considered “material” if there is a substantial likelihood that a reasonable investor would consider the information important in making an investment decision or if the information would be viewed by a reasonable investor as having significantly altered the total mix of information available in respect of Fairfax.

Examples of matters which may be material include earnings results and forecasts, if any, the fact or possibility of any specific acquisition, merger, tender offer, joint venture or disposition, dividend declaration, product/service development, financing, personnel change, significant increase or decrease in the amount of outstanding securities or indebtedness, default on securities or indebtedness, or litigation or regulatory developments. This list is not meant to cover all situations. If there is any question about the materiality of certain information, immediately contact the Vice President and Corporate Secretary or, in his or her absence, the Vice President and Chief Legal Officer.

#### *Maintaining Confidentiality*

Material information regarding Fairfax that has not yet been disclosed to the public (“material non-public information”) will be kept strictly confidential and will not be disclosed either internally, with affiliates or externally, except in the necessary course of business or as otherwise permitted by this Policy. These responsibilities and procedures also apply during the period of time when news releases involving material information are being developed until the information has been released and disseminated to the investing public. If there is any question as to whether an activity is considered to be in the necessary course of business or is otherwise permitted by this Policy, immediately contact the Vice President and Corporate Secretary or, in his or her absence, the Vice President and Chief Legal Officer.

Notwithstanding anything contained in this Policy, information may be disclosed to outside advisors such as lawyers, accountants, investment bankers, private lenders, rating agencies, printers, designers and translators, all in connection with their representation of Fairfax, on the understanding that the subject information will remain confidential.

The following precautions will be taken to ensure the confidentiality of material information:

- the Company will not selectively disclose material non-public information to third parties and, in the event of inadvertent selective disclosure, will comply with the procedures set forth under the heading “Procedures for Inadvertent Disclosures and Errors in Disclosure”; and
- reasonable care will be taken to ensure the appropriate security and protection of material non-public information, including the use of confidentiality agreements where appropriate.

#### **Forward-Looking Statements**

Fairfax may from time to time make available forward-looking information or statements regarding the Company, such as statements about future or anticipated growth, operating results and performance of the Company and business prospects and opportunities. A statement will generally be considered forward-looking when it involves a statement about the future based on what is known today.

Forward-looking information contained in presentations, documents or other forms of public disclosure must be approved by a Spokesperson prior to dissemination.

### *Written Documents*

In the event that forward-looking statements are used in a written document, the following guidelines will be observed:

- the information will be clearly identified as forward-looking if it is not reasonably evident that it is forward-looking information;
- the information will be accompanied by reasonable cautionary language that prominently identifies the information as “forward-looking”, identifies the risks and uncertainties that may cause the actual results to differ materially from those projected in the statement, and indicates the material factors or assumptions that were applied in drawing a conclusion or making the forecast or projection set out in the forward-looking statement; and
- the information will be accompanied by a statement that disclaims Fairfax’s intention or obligation to update or revise the forward-looking statement, whether as a result of new information, future events or otherwise.

### *Oral Statements*

In the event that forward-looking statements are made in a public oral statement, a statement must also be made that (a) the oral statement contains forward-looking information, (b) actual results could differ materially from those projected in the statement, (c) certain material factors or assumptions were applied in drawing a conclusion or making a forecast or projection set out in the forward-looking statement, and (d) additional information about the material factors that could cause actual results to differ materially from the conclusion, forecast or projection in the forward-looking statement and about the material factors or assumptions that were applied in drawing a conclusion or making a forecast or projection as reflected in the forward-looking statement, are contained in a readily-available document or in a portion of such a document and the document or that portion of the document must be identified.

Notwithstanding any disclaimer, should subsequent events prove previously disclosed forward-looking statements to be materially off target, the Spokespersons will consider whether to issue a press release explaining the reason(s) for the difference and providing a current update in respect of the previously-disclosed statements.

Additional requirements apply to the public disclosure of forward-looking statements that are “future-oriented financial information”, as defined by applicable generally accepted accounting principles (“FOFI”). The applicable Spokesperson(s) will review and approve the preparation, presentation, inclusion and dissemination of FOFI in any prospectus, offering memorandum, rights offering circular, information circular, material change report, financial statement, management’s discussion and analysis, proxy circular, take-over bid or issuer bid circular to be filed by or on behalf of Fairfax, or in any document incorporated by reference into, or that amends, any of those documents. Such Spokesperson(s) will ensure that any such FOFI is updated in accordance with applicable securities laws.

## **Disclosure Procedures – Press Releases**

### *Content Generally*

If information is determined to be material, Fairfax will (subject to the applicability of this Policy’s procedures regarding delayed disclosure of confidential information, as set forth below) immediately initiate a process to

ensure full, true, plain and timely disclosure of such information. Before approving a press release containing material information for dissemination, the following guidelines will be considered:

- unfavourable news must be disclosed as promptly and completely as favourable news;
- the contents of the release must be factual and balanced, neither over-emphasizing favourable news nor under-emphasizing unfavourable news; and
- the release should contain sufficient detail to enable the public to appreciate the true substance and importance of the information and must include any information the omission of which would make the rest of the disclosure misleading.

#### *Timing and Method of Disclosure*

Once a decision is made that information is material and that there is a duty to disclose, the information will be immediately disclosed to the public by way of a press release disseminated over one or more widely circulated news wire services or by other means reasonably designed to provide broad, non-exclusionary distribution of such information to the public. Following dissemination, the applicable Spokesperson will ensure that a copy of the press release is filed with applicable securities regulators as required, posted to Fairfax's website, and circulated to all Board members. Copies may also be faxed or e-mailed to parties who have expressed an interest in receiving releases directly, including analysts, shareholders, the media and others. Disclosure on Fairfax's website alone does not constitute adequate public disclosure of material information.

In accordance with the requirements of the relevant stock exchange(s), prior to the issuance of a significant press release during regular business hours, the Investment Industry Regulatory Organization of Canada ("IIROC") must be called and a copy of the release should be sent to IIROC for their review.

If the information constitutes a "material change" within the meaning of applicable securities laws and regulations, the applicable Spokesperson will ensure that a material change report is filed with applicable securities regulators as soon as practicable and, in any event, within 10 days of the date on which the material change occurs.

Although Fairfax is not required to disclose non-material information, it may in some circumstances be necessary or desirable to do so. All such press releases containing solely non-material information will be reviewed by a Spokesperson prior to dissemination. If a press release containing solely non-material information contains financial information or forward-looking information, the Chief Executive Officer, the President or the Chief Financial Officer will also review the press release prior to dissemination.

#### *Delayed or Confidential Disclosure of Information*

In certain circumstances, Fairfax may determine that public disclosure would be unduly detrimental to the Company (for example, if release of the information would prejudice negotiations in a corporate transaction). In such circumstances, Fairfax may temporarily withhold such information from public disclosure in accordance with applicable securities laws and stock exchange rules for legitimate business purposes.

If the confidential information constitutes material information, disclosure of this information must be filed with Canadian securities regulators on a confidential basis and be reviewed by Fairfax every 10 days. Fairfax will only withhold information consistent with the circumstances outlined in Canadian securities laws and in such cases will take appropriate precautions to keep the information confidential.

### **Disclosure Procedures – Continuous Disclosure, Public Offerings and Corporate Combinations**

The Spokespersons, or others designated by them, will oversee the preparation of all continuous disclosure documents filed by Fairfax under applicable securities laws (including its annual and interim financial statements and related management's discussion and analysis, annual report, annual information form, management proxy circulars and any other document filed in connection with Fairfax's annual and quarterly reporting), and all public disclosure relating to securities offerings or corporate combinations involving Fairfax (including any prospectus, registration statement, offering memorandum, rights offering circular, information circular, management proxy circular, take-over bid or issuer bid circular to be filed by Fairfax) and will review and approve each such document prior to its approval by the Board or any committee thereof.

### **Disclosure Procedures – Declaration of Dividends**

If the Board declares a dividend, the Vice President and Corporate Secretary of Fairfax will notify relevant stock exchange(s) of the dividend promptly following the Board meeting at which the decision to declare the dividend is made, including the class of shares to which the dividend applies, the rate of dividend, the date the dividend is payable, and the record date. Upon appropriate confirmation of the relevant stock exchange(s), Fairfax will release the dividend notice via one or more widely circulated news wire services.

### **Procedures for Inadvertent Disclosures and Errors in Disclosure**

If Fairfax learns that material information was disclosed in violation of this Policy, or a material statement that was made was incorrect at the time it was disclosed, and the correction would constitute material information, Fairfax will take appropriate remedial action to ensure that the error is corrected immediately. Such remedial action may include notification to the appropriate regulator(s) of the inadvertent error, the making of broad public disclosure of the information or correction of the information through a press release, or a filing with applicable securities regulatory authorities.

### **Responding to Market Rumours**

It is Fairfax's practice not to comment on market rumours or speculation, particularly where it is clear that Fairfax is not the source of the market rumour. As a general principle, directors, officers and employees of the Company will not comment on or respond, negatively or affirmatively, to market rumours, speculation or other comments unless specifically required to do so by applicable securities regulators and/or stock exchanges. Should any stock exchange or securities regulator request that Fairfax make a definitive statement in response to a market rumour that is causing significant volatility in Fairfax's securities, the Chief Executive Officer, the President or the Vice President and Corporate Secretary will consider the matter and make a determination as to the nature and content of any Fairfax response.

If material non-public information is "leaked" or becomes known and appears to be affecting trading activity in Fairfax's securities, Fairfax will determine appropriate steps to be taken in the circumstances, which steps may include generally disclosing the information to the public.

### **Social Media Platforms, Internet Chat Rooms and Online Bulletin Boards**

Fairfax will not participate in, host or link to online chat rooms, bulletin boards, newsgroups, any forms of social media or other electronic communication platforms. All directors, officers and employees of the Company are prohibited from discussing matters relating to Fairfax (or any of its subsidiaries or affiliates) or relating to trading in Fairfax securities in any of these forums.

## **Dealing with Analysts, Investors, Shareholders, Media and the Public**

### *General*

Communications with analysts, investors, shareholders, media and other members of the public will be limited to a discussion, explanation or clarification of publicly available information.

Conference calls may be held for quarterly earnings and major corporate developments, in which discussion of key aspects will be accessible simultaneously to all interested parties, some as participants by telephone and others in a listen-only mode by telephone or via a webcast over the Internet.

The Chief Financial Officer will, in consultation with the Chief Executive Officer, be responsible for scheduling all meetings and conference calls with analysts, investors, shareholders, media and related groups, and for the preparation and delivery of related communications to them. Access to conference calls discussing Fairfax's financial results will be made available to the public, and the public will be provided with advance notice (including the date, time and access particulars) by way of a press release issued and posted on Fairfax's website and filed on the System for Electronic Document Analysis and Retrieval (SEDAR) prior to each call. In addition, Fairfax may send invitations to analysts, institutional investors, the media and others invited to participate. Any non-material supplemental information provided to participants will also be posted to the website for others to view. An archived audio webcast, together with related supplemental information, will be made available via Fairfax's website following the call for a minimum of two weeks.

At the beginning of each conference call, a Fairfax spokesperson will provide appropriate cautionary language with respect to any forward-looking information and direct participants to publicly available documents containing a full discussion of the assumptions, sensitivities, risks and uncertainties associated with such statements. Immediately after each conference call, a debriefing will be held among participants and if such debriefing uncovers selective disclosure of previously undisclosed material information, Fairfax will immediately disclose such information broadly to the public by way of a press release.

Directors, officers or employees of the Company or its affiliates who participate in a meeting with analysts, investors, shareholders, the media or the public will obtain guidance from the relevant Spokesperson as to what information may be discussed and disclosed at the meeting. In the case of meetings or calls scheduled with individual analysts or investors, Fairfax personnel participating in such meetings will not provide material information which has not already been publicly disclosed. The focus of such discussions should be limited to broad strategic and operational matters. No one should confirm or comment on an analyst's earnings estimates, earnings models or any other earnings information.

### *Reviewing Analyst Reports*

Draft analyst reports provided to Fairfax may be reviewed by the Chief Financial Officer for the sole purpose of confirming the accuracy and completeness of publicly disclosed information contained in the report. In order to avoid appearing to "endorse" an analyst's report or model, any comments made on behalf of Fairfax will be provided orally or, if in writing, must be accompanied by a disclaimer to indicate the report was reviewed only for factual accuracy.

Except as may be authorized by the relevant Spokesperson, directors, officers and other employees of the Company may not distribute analyst reports outside the Company (other than to applicable regulatory authorities and rating agencies), as such distribution may be construed as an endorsement of the report and the conclusions of the analyst. Other interested persons may be provided with a complete list of all analysts and firms that are known to follow Fairfax, regardless of their recommendations.

## **Website Disclosures**

Fairfax will ensure that information contained on its website is accurate in all material respects and includes a statement that the information was accurate at the time of posting but may be superseded by subsequent disclosures. Fairfax's website will include or provide links to all documents publicly disclosed by Fairfax through SEDAR relating to (at a minimum) the last full year and the current year's quarters to date. Fairfax will monitor its website regularly to ensure that it is current and complete and in compliance with applicable securities laws. Analysts' reports will not be posted on Fairfax's website.

Fairfax's website will include a notice advising readers that Fairfax is not responsible for the contents of any other third party website that is linked to Fairfax's website.

Fairfax will ensure a log is maintained by the website administrator indicating the date that material information is posted and/or removed from Fairfax's website.

## **Disclosure Records**

The Vice President and Corporate Secretary of Fairfax will maintain files containing all press releases and all disclosure documents filed with securities regulators and stock exchanges. The Chief Financial Officer of Fairfax will maintain files containing transcripts of all conference calls with analysts, investors, shareholders and related groups from the preceding five years.

## **Education and Enforcement**

Fairfax will ensure that all new and existing directors, officers and employees of the Company are informed of, and provided a copy of, this Policy and are advised of its importance and the expectation that they will comply with this Policy.

Any director, officer or employee of the Company who violates this Policy may face disciplinary action up to and including the termination of his/her employment or engagement with the Company and/or its affiliates. If a violation of securities laws is discovered, Fairfax may refer the matter to the appropriate regulatory authorities which could lead to penalties, fines or imprisonment.

## **Review**

This Policy will be reviewed from time to time as necessary by the Governance and Nominating Committee of the Board and updated as necessary to ensure compliance with applicable regulatory requirements.