



COMINAR REAL ESTATE INVESTMENT TRUST

NOTICE OF ANNUAL MEETING
OF UNITHOLDERS
AND
MANAGEMENT PROXY CIRCULAR

March 26, 2015

Table of Contents

PART 1 – VOTING INFORMATION	5
1.1 Solicitation of Proxies	5
1.2 Beneficial Owners.....	5
1.3 Appointment and Revocation of Proxies	5
1.4 Voting of Units	6
1.5 Voting at Meeting and Quorum.....	6
1.6 Confidentiality and Counting of Votes	7
1.7 Result of the Votes	7
1.8 Principal Unitholders.....	8
PART 2 – MEETING AGENDA.....	8
2.1 Reception of Financial Statements and Independent Auditor’s Report.....	8
2.2 Election of Trustees.....	8
2.2.1 Majority Vote	9
2.2.2 Nominees for Election as Trustees	9
2.2.3 Board Interlocks	19
2.2.4 Outside Directorships	19
2.2.5 Change in Status.....	19
2.2.6 Record of Board and Committee Meetings.....	19
2.2.7 Attendance Record of Trustees at Board and Committee Meetings	20
2.2.8 Additional Information on Trustee Nominees	20
2.2.9 Unitholding Requirements.....	21
2.3 Appointment of Independent Auditor.....	21
2.3.1 Independent Auditor’s Fees	21
PART 3 – STATEMENT OF EXECUTIVE COMPENSATION.....	22
3.1 Compensation Governance.....	22
3.1.1 Independence of Members	22
3.1.2 Skills Possessed by Members	22
3.1.3 Role of Compensation Committee	22
3.1.4 Chief Executive Officer’ Succession Planning	22
3.1.5 Independent Outside Compensation Advisors.....	23
3.2 Compensation Analysis	23
3.2.1 Overall Compensation Philosophy.....	23
3.2.2 Compensation Risk Management.....	24
3.2.3 Benchmark Group	25
3.2.4 What the Overall Compensation Policy is Designed to Reward	25
3.2.5 Components of Overall Compensation Policy	25
3.2.6 Relationship between Elements and Goals of Overall Compensation Policy.....	26
3.2.7 President and Chief Executive Officer	27
3.2.8 Other Executive Officers	28

3.3	Summary of Overall Compensation Paid to Executive Officers	30
3.3.1	Summary Compensation Table.....	31
3.4	Plan Awards.....	32
3.4.1	Outstanding Option, RU and DU Awards.....	32
3.4.2	Options, RUs and DUs – Value Vested or Earned During the Year	33
3.4.3	Gains Realized During Fiscal Year 2014 Upon Exercise of Unit Options.....	33
3.5	Pension Plan Benefits.....	33
3.6	Purchase of Financial Instruments	33
3.7	Benefits in Case of Termination or Change of Control.....	33
3.7.1	President and Chief Executive Officer	33
3.7.2	Other Executive Officers	34
3.8	Compensation of Trustees.....	36
3.8.1	Practices for establishing Trustees Compensation.....	36
3.8.2	Compensation of the Trustees of the REIT for 2014	38
3.8.3	Option-Based Awards to Trustees	38
3.9	Information on Equity-Based Compensation	39
3.10	Indebtedness of Trustees, Executive Officers and Officers	39
PART 4 – CORPORATE GOVERNANCE PRACTICES		39
4.1	General	39
4.2	Corporate Governance Practices Statement.....	39
4.3	Audit Committee Information	49
4.4	Audit Committee Policy for reporting irregularities	49
4.5	Trustees' and Officers' Liability Insurance	49
PART 5 – OTHER INFORMATION.....		49
5.1	General	49
5.2	Interest of Insiders in Material Transactions.....	50
5.3	Availability of Documents.....	50
5.4	Approval of Trustees.....	50
SCHEDULE “A”		51
SCHEDULE “B”		57



COMINAR REAL ESTATE INVESTMENT TRUST
MANAGEMENT PROXY CIRCULAR
**NOTICE OF ANNUAL MEETING
OF UNITHOLDERS**

NOTICE IS HEREBY GIVEN that the annual meeting (the “**Meeting**”) of the holders of units (“**Unitholders**”) of Cominar Real Estate Investment Trust (the “**REIT**”) will be held at the Chateau Laurier Hotel, 1220, George-V West, Québec, Quebec, on May 12, 2015, at 11:00 a.m. (Québec time), for the following purposes:

1. **TO RECEIVE** the consolidated financial statements of the REIT for the fiscal year ended December 31, 2014 together with the report of the independent auditor thereon;
2. **TO ELECT** nine trustees of the REIT;
3. **TO APPOINT** the independent auditor and authorize the trustees of the REIT to fix its remuneration; and
4. **TO TRANSACT** such other business as may properly come before the Meeting or any adjournment thereof.

Items 2 and 3 above require the approval of a majority of the votes cast at the Meeting. The accompanying management proxy circular dated March 26, 2015, provides additional information relating to the matters to be dealt with at the Meeting and forms an integral part of this notice.

The Board of Trustees of the REIT (the “**Board**”) has set April 7, 2015, as the record date for determining those Unitholders entitled to receive notice of and vote at the Meeting.

Unitholders who are unable to attend the Meeting should complete, sign, date the form of proxy and return it to the REIT’s transfer agent, Computershare Trust Company of Canada, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1. In order to be effective, proxies must be received no later than 5:00 p.m. (Québec time) on May 8, 2015, or, if the Meeting is adjourned, the last business day preceding the day of any adjourned meeting.

Unitholders are invited to attend the Meeting, where they will have the opportunity to ask questions and meet management, the Board and fellow Unitholders. At the Meeting, the REIT will also report on its 2014 business activities.

SIGNED in Québec, Quebec, on the 26th day of March, 2015.

BY ORDER OF THE BOARD OF TRUSTEES,

(s) Michel Paquet
Senior Executive Vice-President and Secretary

PART 1 – VOTING INFORMATION

1.1 Solicitation of Proxies

This management proxy circular (the “**Circular**”) is sent in connection with the solicitation of proxies by or on behalf of management of Cominar Real Estate Investment Trust (the “**REIT**” or “**Cominar**”) for use at the annual meeting (the “**Meeting**”) of holders of units of the REIT (“**Unitholders**”) to be held on May 12, 2015 at the Château Laurier Hotel, 1220, Place George-V West, Québec, Quebec, at 11:00 a.m. (Québec time), or any adjournment thereof for the purposes set forth in the accompanying notice of Meeting (the “**Notice**”). The solicitation will be primarily by mail, but proxies may also be solicited personally or by telephone, fax or other electronic means, by the trustees of the REIT (the “**Trustees**”), the officers or other employees of the REIT. The costs of solicitation, if any, will be borne by the REIT. Except as otherwise stated, the information contained herein is given as at March 26, 2015.

Enclosed with this Circular and the attached Notice is a form of proxy for use in connection with the Meeting.

1.2 Beneficial Owners

The information set forth in this section is important to the many Unitholders who do not hold units of the REIT (“**Units**”) in their own names (“**Beneficial Owners**”). Units beneficially owned by a Beneficial Owner are registered either:

- in the name of an intermediary (“**Intermediary**”), such as, among others, banks, trust companies, securities dealers or brokers and Trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans; or
- in the name of a clearing agency (such as CDS Clearing and Depository Services Inc. or “**CDS**”) of which the Intermediary is a participant.

Units held by brokers or their agents or nominees can be voted for or against resolutions only upon the instructions of the Beneficial Owner. Without specific instructions, brokers and their agents and nominees are prohibited from voting Units for the brokers’ clients.

Should a Beneficial Owner who receives a voting instruction form wish to attend the Meeting in person or by proxy and vote at it, he should:

- appoint himself proxy by indicating his name (or that of another person of his choice) in the blank space provided on the voting instruction form;
- not complete the part about voting since his vote will be recorded at the Meeting; and
- return the voting instruction form according to the instructions indicated therein.

Beneficial Owners should carefully follow the instructions indicated on the voting instruction form and ensure that instructions respecting the voting of their Units are communicated to the appropriate person.

1.3 Appointment and Revocation of Proxies

Registered Unitholders may vote in person at the Meeting or complete and return the enclosed form of proxy. Proxies must be executed by Unitholders or the attorneys of such Unitholders, duly authorized in writing. To be valid, proxies to be used at the Meeting must be deposited with the REIT’s transfer agent, Computershare Trust Company of Canada (“**Computershare**”), 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, or at the head office of the REIT, 2820 Laurier Boulevard, Suite 850, Québec, Quebec G1V 0C1, no later than 5:00 p.m. (Québec time) on May 8, 2015 or, if the Meeting is adjourned, the last business day preceding any adjourned Meeting.

The persons designated in the form of proxy are Trustees and/or officers of the REIT. A Unitholder may appoint a proxyholder other than any person designated in the form of proxy to attend and act on such Unitholder's behalf at the Meeting, either by inserting such other desired proxyholder's name in the space provided on the form of proxy and deleting the names printed thereon or by substituting another proper form of proxy.

A proxy given by a Unitholder for use at the Meeting may be revoked at any time prior to its use. A proxy may be revoked by an instrument in writing executed by the Unitholder or by his or her attorney in writing; if the Unitholder is a corporation the revocation must be executed by an officer duly authorized in writing or, if the Unitholder is an association, by an attorney duly authorized in writing, and deposited with Computershare at the latest on May 8, 2015 at 5 p.m., or prior to the date of any adjournment thereof or with the chairman of the Meeting on the day of the Meeting or any adjournment thereof.

Beneficial Owners may revoke their voting instructions by following their broker's instructions.

1.4 Voting of Units

Units represented by proxies will be voted or withheld from voting on any ballot that may be called for according to the instructions received from the Unitholder and, if the Unitholder specifies a choice with respect to any matter to be acted upon at the Meeting, Units represented by properly executed proxies will be voted accordingly.

In the absence of such direction, proxyholders designated in advance in the form of proxy or voting instructions will vote the Units:

- (i) IN FAVOUR OF the election of the nine nominees put forward by management as Trustees; and**
- (ii) IN FAVOUR OF the appointment of the independent auditor of the REIT and the authorization given to the Trustees to fix its remuneration.**

The enclosed form of proxy confers discretionary authority upon the persons designated therein with respect to amendments or variations to matters identified in the Notice and with respect to any other matter which may properly come before the Meeting. However, if any other matters which are not now known to the Trustees should properly come before the Meeting, the Units represented by proxies will be voted on such matters in accordance with the best judgment of the proxyholder.

As at the date of this Circular, management of the REIT knows of no changes to the agenda, nor of any other matter that may properly come before the Meeting.

1.5 Voting at Meeting and Quorum

As at March 26, 2015, 167,525,395 Units were issued and outstanding. Each Unit entitles its holder to one vote at meetings of Unitholders. **Only Unitholders of record at the close of business on April 7, 2015, the record date established for the Meeting, will be entitled to vote at the Meeting or any adjournment thereof, either in person or by proxy.**

Unless otherwise required in the Contract of Trust governing the affairs of the REIT dated March 31, 1998, as amended, supplemented or restated from time to time (the "**Contract of Trust**"), every question coming before the Meeting or any adjournment thereof shall be decided by the majority of the votes duly cast. The quorum at the Meeting or any adjournment thereof shall consist of at least two individuals present in person, each of whom is a Unitholder or a proxyholder representing a Unitholder, and who hold or represent by proxy together not less than 25% of the total number of outstanding Units.

1.6 Confidentiality and Counting of Votes

In order to protect confidentiality, the votes cast by the Unitholders of record are received and compiled for the Meeting by Computershare, whereas the votes cast by the Beneficial Owners are compiled and transferred to Computershare by the Intermediaries. Computershare only provides a copy of a proxy form to the REIT if a Unitholder clearly wishes to communicate the Unitholder's personal opinion to management or where legal requirements justify it.

1.7 Result of the Votes

After the Meeting, the REIT shall present the results of the votes on the SEDAR Website (www.sedar.com).

The voting results of the annual and special meeting of Unitholders of the REIT held on May 13, 2014 are as follows:

Short description of all matters voted upon	Outcome of the vote	Distribution of votes cast			
		For	For %	Withheld	Withheld %
In respect of the election of each of the following nominees as member of the Board of Trustees of the REIT for the upcoming year:					
Robert Després	Approved (by show of hands)	71,679,559	99.40	430,821	0.60
Gérard Coulombe	Approved (by show of hands)	69,957,869	97.01	2,152,511	2.99
Alain Dallaire	Approved (by show of hands)	71,121,998	98.63	988,382	1.37
Michel Dallaire	Approved (by show of hands)	71,850,851	99.64	259,529	0.36
Pierre Gingras	Approved (by show of hands)	71,808,075	99.58	302,305	0.42

Short description of all matters voted upon	Outcome of the vote	Distribution of votes cast			
		For	For %	Withheld	Withheld %
Alban D'Amours	Approved (by show of hands)	71,784,488	99.55	325,892	0.45
Ghislaine Laberge	Approved (by show of hands)	70,666,612	98.00	1,443,768	2.00
Mary-Ann Bell	Approved (by show of hands)	70,672,824	98.01	1,437,556	1.99
Johanne M. Lépine	Approved (by show of hands)	71,832,669	99.61	277,711	0.39
About the appointment of the REIT's auditors for the upcoming year and the authorization of the Board of Trustees to fix their remuneration:	Approved (by show of hands)	Unanimously 100%			
In respect of the resolution approving and confirming the amendments to the equity-based incentive plan:	Approved (by show of hands)	A majority			

1.8 Principal Unitholders

To the knowledge of the Trustees and officers of the REIT according to the most recent available information, there is no direct or indirect beneficial owner of, nor any person who exercises control or direction over, Units carrying more than 10% of the votes attached to the outstanding Units.

PART 2 – MEETING AGENDA

2.1 Reception of Financial Statements and Independent Auditor's Report

The consolidated financial statements of the REIT for the fiscal year ended December 31, 2014, and the report of the independent auditor thereon are contained in the REIT's 2014 Annual Report and the approval of the Unitholders with respect thereto is not required.

2.2 Election of Trustees

The Contract of Trust provides that the assets and operations of the REIT will be subject to the control and authority of a minimum of nine and a maximum of eleven Trustees. There are currently nine Trustees

of the REIT. Of this number, seven are deemed to be “**Independent Trustees**” (as that term is defined under Section 4.2 “Corporate Governance Practices Statement” of this Circular), namely Robert Després, Gérard Coulombe, Pierre Gingras, Alban D’Amours, Ghislaine Laberge, Mary-Ann Bell, and Johanne M. Lépine, whose term expires at the close of the Meeting. The other Trustees, namely Alain Dallaire and Michel Dallaire are not Independent Trustees, as they are senior executives of the REIT. Pierre Gingras will not be seeking re-election of his term of office as Trustee.

The nominees proposed for this year’s election to fill the Trustee positions at the REIT were recommended to the Board by the Nominating and Governance Committee. They are Robert Després, Gérard Coulombe, Michel Dallaire, Alain Dallaire, Alban D’Amours, Michel Thérout, Ghislaine Laberge, Mary-Ann Bell and Johanne M. Lépine. All nominees are currently Trustees, except for Michel Thérout. Information about each of the nominees proposed for election are presented in Section 2.2.2 “Nominees for Election as Trustees” of this Circular. The persons designated in the enclosed form of proxy for use at the Meeting intend to vote **IN FAVOUR OF** the election of each of the nominees, as Trustees, to hold office until the close of the annual meeting of Unitholders for the fiscal year ending December 31, 2015, or until their successors are duly elected or appointed, or until the close of the next annual meeting of Unitholders, unless the Unitholder who has given the proxy has directed that the Units represented thereby be withheld from voting on the election of Trustees. A majority vote mechanism is in place for the election of the proposed nominees. For more information on the majority vote, see Section 2.2.1 “Majority Vote” of this Circular.


Management does not contemplate that any of the nominees will be unable to serve as a Trustee but, if that should occur for any reason prior to the Meeting, the persons designated in the attached form of proxy will vote for another nominee as management may recommend, unless the Unitholder has specified in the form of proxy that the Units represented thereby be withheld from voting on the election of Trustees.


2.2.1 Majority Vote


The Board adopted a policy on the election of Trustees by uncontested majority vote. This policy specifies that each nominee for Trustee must be elected by a majority of the votes expressed by the Unitholders who are present or represented by proxy at the Meeting and who exercise their right to vote for said nominee. A nominee for Trustee shall not be deemed to have received the support of the Unitholders, even if elected, should the number of abstained votes be higher than the number of votes in favour of the nominee’s election at the Meeting. In such case, the Trustee elected under these circumstances shall immediately tender his/her resignation to the Nominating and Governance Committee, which shall review same and then make a recommendation to the Board. The Board shall in turn review the recommendation of the Nominating and Governance Committee within thirty (30) days of the final scrutineers’ report on the results of the vote for the Trustee election. The Board must accept or refuse the tendered resignation within ninety (90) days of the meeting of the Unitholders. As soon as a decision is made, the Board will issue a press release either announcing the resignation of the Trustee or explaining the reasons behind the Board’s refusal of the resignation. The policy does not apply in the case of a contested election of Trustees.


2.2.2 Nominees for Election as Trustees


The following tables present information on each of the nominees proposed for election as Trustees of the REIT. This information includes, namely, a summary of their work experience, their Committee membership, their attendance at Board and Committee meetings over the past year, the total number of securities held and if they meet the minimum unitholding requirements imposed on each Trustee. It also presents the membership of the nominees to boards of other reporting issuers, if any. Unitholdings of each nominee, whether owned directly or indirectly, and their market value were determined as at December 31, 2014. On December 31, 2014, the closing price of Units on the TSX (as defined below) was \$18.61.


 <p>Robert Després, O.C., G.O.Q. Québec, Quebec</p> <p>Independent</p> <p>Age: 90</p> <p>Trustee since: 1998</p>	Principal Occupation Chairman of the Board of Trustees of the REIT		
	<p>Robert Després is President of D.R.M. Holdings Inc. and Chairman of the Board of Obzerv Technologies Inc. He is also a member of the Board of Directors of the National Optics Institute and HRS Holdings Inc. Throughout his career, he has also served on the board of numerous companies, including Atomic Energy of Canada Limited, Camdev Corporation, Canada Malting Co. Ltd., CFCF Inc., Domtar Inc., Manulife Financial Corporation, Mitel Corporation, National Trust Company, Norcen Energy Resources Ltd., Alliance Forest Products Inc., Provigo Inc., Sidbec-Dosco Inc. and Wajax Corporation Limited. Mr. Després has a Bachelor's degree and a Master's degree in Administration from Laval University and is a member of Chartered Professional Accountants of Quebec (CPA) of which, he is FCMA, FCPA and FCGA. Mr. Després is also a Fellow of the Institute of Corporate Directors and of the <i>Collège des administrateurs de sociétés</i>.</p> <p>Areas of expertise: accounting, finance, mergers and acquisitions, corporate governance and management.</p> <p>Member of the following Committees: Audit Committee and Nominating and Governance Committee (Chair).</p>		
	Meetings Attended in Fiscal Year 2014⁽¹⁾		
		#	%
	Board of Trustees	14 of 14	100
	Audit Committee	4 of 4	100
	Nominating and Governance Committee	2 of 2	100
	Meeting Attendance (Total)		20 of 20
	Meeting Attendance (Total)		100
	<p>(1) <i>As Chairman of the Board, M. Després also attends the meetings of committee of which he is not a member.</i></p>		
Securities Held or Controlled as at December 31, 2014			
Units (#)	Total market value of Units (\$)	Meets unitholding requirements for fiscal year 2014 Target: 2,000 Units	
17,000	316,370	Yes	


 <p>Me Gérard Coulombe, QC Montréal, Quebec</p> <p>Independent</p> <p>Age: 67</p> <p>Trustee since: 2007</p>	Principal Occupation		Partner, Lavery, de Billy, L.L.P.		
	<p>Gérard Coulombe is a partner with Lavery, de Billy L.L.P., a leading law firm, where he practices business law. He holds a law degree from the University of Ottawa and did post-graduate studies at the University of Oxford, in the United Kingdom, where he was a Rhodes Scholar. He is recognized by LEXPERT as a leading practitioner in banking law, corporate finance and securities. Me Coulombe is a member of the Board of Directors of the following companies: Club de Hockey Canadien, Inc., National Bank Life Insurance Company, National Bank Group Inc., National Bank Trust Inc., and Casavant Frères, L.P.</p> <p>Areas of expertise: business and corporate law, financial services and corporate governance.</p> <p>Member of the following Committees: Compensation Committee (Chair) and Nominating and Corporate Governance Committee.</p> <p>Board member of other reporting issuers: National Bank of Canada (TSX).</p>				
	Meetings Attended in Fiscal Year 2014		#	%	
	Board of Trustees		14 of 14	100	
	Compensation Committee		2 of 2	100	
	Nominating and Governance Committee		2 of 2	100	
	Meeting Attendance (Total)		18 of 18	100	
	Securities Held or Controlled as at December 31, 2014				
	Units (#)	Total market value of Units (\$)	Meets unitholding requirements for fiscal year 2014 Target: 2,000 Units		
	3,209	59,720	Yes		


 <p>Alain Dallaire Québec, Quebec</p> <p>Age: 45</p> <p>Non-Independent</p> <p>Trustee since: 2006</p>	Principal Occupation		Executive Vice-President, Operations, Office and Industrial, and Asset Management of the REIT		
	<p>Alain Dallaire is Executive Vice-President, Operations (Office and Industrial) and Asset Management. Mr. Dallaire held the position of Executive Vice-President, Operations from 2008 to 2014. From 2005 to 2008, he was Executive Vice-President, Leasing and Commercial Operations of the REIT. He has extensive experience in real estate and expertise across the entire range of the REIT's leasing activities. Mr. Dallaire is also a member of the board of directors of Groupe Dallaire inc. since June 30, 2005.</p> <p>Areas of expertise: real estate, leasing and management.</p>				
	Meetings Attended in Fiscal Year 2014			#	%
	Board of Trustees			10 of 14	71
	Meeting Attendance (Total)			10 of 14	71
	Securities Held or Controlled as at December 31, 2014				
		Units (#)	Total market value of Units (\$)	Meets unitholding requirements for fiscal year 2014 Target: 2,000 Units	
		8,745,196 ⁽¹⁾	162,748,098	Yes	
	<p><i>(1) Comprises 8,277,175 Units of the REIT held by AM Total Investments, General Partnership ("AM Total Investments"). The Units of AM Total Investments, General Partnership, are indirectly held by Groupe Dallaire inc. ("GDI") and 32,435 Units of the REIT held by Fiducie Immobilière Dallaire (2006). The shares of GDI are held by the children of the late Jules Dallaire, including Michel Dallaire and Alain Dallaire, and related family trusts. In addition, 357,000 Units of the REIT are held by the Fiducie testamentaire Jules Dallaire, the trustees of which are Michel Dallaire, Alain Dallaire and Michel Paquet. Alain Dallaire personally and directly holds 78,586 Units of the REIT worth \$1,462,485.46.</i></p>				


 <p>Michel Dallaire, P. Eng. Québec, Quebec</p> <p>Age: 53</p> <p>Non-Independent</p> <p>Trustee since: 1998</p>	Principal Occupation		President and Chief Executive Officer of the REIT		
	<p>Michel Dallaire has been President and Chief Executive Officer of the REIT since April 2005. He has over 20 years of experience with Cominar, having served as President and Chief Operating Officer from 2003 to 2005, and Executive Vice-President, Operations until 2003. Prior to joining Cominar, he worked as an engineer for Dupuis Côté, a Québec engineering firm. Mr. Dallaire holds a Bachelor of Science degree from Laval University and is a member of the <i>Ordre des ingénieurs du Québec</i>. Mr. Dallaire is also Chairman of the Board of Groupe Dallaire inc. since June 30, 2005.</p> <p>Areas of expertise: real estate, construction, mergers and acquisitions, development, finance and management.</p>				
	Meetings Attended in Fiscal Year 2014		#	%	
	Board of Trustees		14 of 14	100	
	Meeting Attendance (Total)		14 of 14	100	
	Securities Held or Controlled as at December 31, 2014				
	Units (#)	Total market value of Units (\$)	Meets unitholding requirements for fiscal year 2014 Target: 2,000 Units		
	8,814,073 ⁽¹⁾	164,029,899	Yes		
	<p><i>(1) Comprises 8,277,175 Units of the REIT held by AM Total Investments. The Units of AM Total Investments are indirectly held by GDI and 32,435 Units of the REIT held by Fiducie Immobilière Dallaire (2006). The shares of GDI are held by the children of the late Jules Dallaire, including Michel Dallaire and Alain Dallaire, and related family trusts. In addition, 357,000 Units of the REIT are held by the Fiducie testamentaire Jules Dallaire, the trustees of which are Michel Dallaire, Alain Dallaire and Michel Paquet. Michel Dallaire personally and directly holds 147,463 Units of the REIT worth \$2,744,286.43.</i></p>				

 <p>Alban D'Amours, M.C., G.O.Q., Fellow Adm. A. Québec, Quebec</p> <p>Age: 74</p> <p>Independent</p> <p>Trustee since: 2009</p>	Principal Occupation		Corporate Director	
	<p>Alban D'Amours was President and Chief Executive Officer of the Desjardins Group from 2000 to 2008. In 1988 he joined the <i>Confédération des Caisses Desjardins</i>, where he held various management positions. He has held various positions in the Québec civil service, including those of Associate Deputy Minister of Energy and Deputy Minister of Revenue. A professor of economics at the University of Sherbrooke, Mr. D'Amours completed his doctoral studies with a major in monetary policy, public finance and econometrics.</p> <p>He is honorary president of the <i>Confédération Internationale des Banques Populaires</i>, a member of the Board of Directors of the Lucie and André Chagnon Foundation and GenePOC Inc., former member of the Board of Directors of the <i>Caisse de dépôt et placement du Québec</i> and former chairman of the Board of Directors of the University of Sherbrooke, the <i>Télé-Université (UQ)</i> and the <i>Centre Hospitalier Universitaire de Québec</i>.</p> <p>Areas of expertise: finance, economics, accounting, corporate governance and management, pension plans</p> <p>Member of the following Committees: Investment Committee and Audit Committee (Chair).</p>			
	Meetings Attended in Fiscal Year 2014		#	%
	Board of Trustees		13 of 14	92
	Audit Committee		4 of 4	100
	Investment Committee		4 of 4	100
	Meeting Attendance (Total)		21 of 22	95
	Securities Held or Controlled as at December 31, 2014			
	Units (#)	Total market value of Units (\$)	Meets unitholding requirements for fiscal year 2014 Target: 2,000 Units	
	8,182	152,267	Yes	

 <p>Ghislaine Laberge, CAS Longueuil, Quebec Age: 70 Independent Trustee since: 1998</p>	Principal Occupation		Corporate Director	
	<p>Ghislaine Laberge was Vice-President, Mortgage Investments at Desjardins Life Assurance from 1992 to 1994, and from 1987 to 1992 she was Vice-President, Mortgage Investments with the <i>Caisse de dépôt et placement du Québec</i>. Since 1993, Ms. Laberge has been a member of several Boards of Directors of subsidiaries of the <i>Caisse de dépôt et placement du Québec</i>, including Cadim Inc., Hypothèques CDPQ inc., N45 Inc. and Otéra Holding Inc. She is also certified corporate director.</p> <p>Areas of expertise: real estate, finance, mergers and acquisitions.</p> <p>Member of the following Committees: Compensation Committee and Investment Committee.</p>			
	Meetings Attended in Fiscal Year 2014		#	%
	Board of Trustees		13 of 14	92
	Compensation Committee		2 of 2	100
	Investment Committee		4 of 4	100
	Meeting Attendance (Total)		19 of 20	95
	Securities Held or Controlled as at December 31, 2014			
	Units (#)	Total market value of Units (\$)	Meets unitholding requirements for fiscal year 2014 Target: 2,000 Units	
	8,439	157,050	Yes	

 <p>Mary-Ann Bell, Eng., M.Sc., CAS Montréal, Quebec</p> <p>Age: 55</p> <p>Independent</p> <p>Trustee since: 2012</p>	<p>Principal Occupation</p> <p>Corporate Director</p>															
	<p>Mary-Ann Bell has worked in telecommunications for more than 30 years. After obtaining her bachelor's degree in industrial engineering from the <i>École Polytechnique</i> (1982) and her master's degree in science from the <i>Institut National de la Recherche scientifique</i> (1986), she started her career at Bell Canada in 1982 where she has held various operational and financial positions including Senior Vice-President – Customer Service from 2003 to 2006; in 2006, she helped establish Bell Alliant where she was until very recently (2014) Senior Vice-President, Quebec and Ontario. Certified corporate director and member of the Institute of Corporate Directors, Ms. Bell has been serving on various boards of directors for over 14 years and has several years of audit committee experience.</p> <p>Areas of expertise: information technology, management of sector with profits and losses.</p> <p>Member of the following Committees: Audit Committee and Compensation Committee.</p> <p>Board member of other reporting issuers: Valener Inc. and Gaz Metro Inc. and NAV Canada ⁽¹⁾</p> <p><i>(1) Ms. Bell has been elected as Board Member of Valener Inc. on January 10, 2014, of Gaz Metro Inc. on March 10, 2014 and of NAV Canada on May 30, 2014.</i></p>															
<table border="1"> <thead> <tr> <th>Meetings Attended in Fiscal Year 2014</th> <th>#</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Board of Trustees</td> <td>14 of 14</td> <td>100</td> </tr> <tr> <td>Audit Committee</td> <td>4 of 4</td> <td>100</td> </tr> <tr> <td>Compensation Committee</td> <td>2 of 2</td> <td>100</td> </tr> <tr> <td>Meeting Attendance (Total)</td> <td>20 of 20</td> <td>100</td> </tr> </tbody> </table>		Meetings Attended in Fiscal Year 2014	#	%	Board of Trustees	14 of 14	100	Audit Committee	4 of 4	100	Compensation Committee	2 of 2	100	Meeting Attendance (Total)	20 of 20	100
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4,301	80,042	Yes														

 <p>Johanne M. Lépine Montréal, Québec</p> <p>Age:61</p> <p>Independent</p> <p>Trustee since: 2013</p>	Principal Occupation		President and Chief Executive Officer of Aon Parizeau Inc.		
	<p>Johanne M. Lépine has been President and Chief Executive Officer of Aon Parizeau Inc. since 2002. From 2011 to 2014, she held the position of Regional Director, Eastern Canada, responsible for the company's insurance brokerage operations and risk management for Ontario, Québec and Atlantic provinces. Ms. Lépine is member of Aon Reed Stenhouse's Canadian executive committee. She is Senior Vice-President and Chair of the board of Aon Reed Stenhouse in January 2015</p> <p>Areas of expertise: risk management, general insurance, administration.</p> <p>Member of the following Committees: Audit Committee and Nominating and Governance Committee.</p>				
	Meetings Attended in Fiscal Year 2014		#	%	
	Board of Trustees		14 of 14	100	
	Audit Committee		4 of 4	100	
	Nominating and Governance Committee		2 of 2	100	
	Meeting Attendance (Total)		20 of 20	100	
	Securities Held or Controlled as at December 31, 2014				
	Units (#)	Total market value of Units (\$)	Meets unitholding requirements for fiscal year 2014 Target: 2,000 Units		
	-	-	Yes ⁽¹⁾		
<p>(1) Since her appointment as Trustee of the REIT on May 15, 2013, Ms. Lépine does not, directly or indirectly, hold any interest in the REIT in the form of Units issued, in accordance with the Contract of Trust, which stipulates that, at all times, at least one trustee cannot hold units.</p>					

 <p>Michel Thérour, FCPA, FCA Boucherville (Quebec)</p> <p>Age: 67</p> <p>Independent</p> <p>New nominee</p>	<p>Principal Occupation</p>	<p>Corporate Director</p>
	<p>Michel Thérour was President of Jas A. Ogilvy Inc. from January 1988 to June 2012. He was also President of real estate company Equidev Inc. from 1988 to 1997. From 1984 to 1987, Mr. Thérour was involved in the <i>Ordre des comptables agréés du Québec (OCAQ)</i> as a member of the Tax Committee. From 1995 to 1998, he was a member of the Business and Industrial CA Committee of which he became Chair in 1998 for a two-year term. Since 1998, he has been a member of the Bureau of the OCAQ and also serves on the Finance Committee for which he became Chair in 2000. That same year, he also became a member of the Executive Committee. In 2003, he was appointed to the position of Vice-Chairman of the Board of the OCAQ. From 2005 to 2007, he was appointed Chairman of the Board of the OCAQ. Then, he joined the Government Relations Committee of the OCAQ as well as the Board of the Foundation of Quebec Chartered Accountants. Since 2010, he is a member of the Board of the Canadian Institute of Chartered Accountants (CICA) as the Quebec representative and since January 2013, he has been serving on the Board of Directors of the Chartered Professional Accountants of Canada (CPA). In August 2014, he became member of the Board of Optimum Group Inc.</p> <p>Mr. Thérour obtained a license in commerce and accounting from the <i>École des Hautes Études Commerciales</i> in 1970. He became chartered accountant in 1972 and obtained his FCA in 2004. He has been teaching taxation at the <i>École des Hautes Études Commerciales</i> of Montréal from 1972 to 1981, and accounting at the <i>École Polytechnique</i> of Montréal from 1972 to 1974.</p> <p>Finally, he was director and partner in the taxation department at the firm Samson, Bélair/Deloitte & Touche from 1972 to 1988.</p> <p>Areas of expertise: accounting, taxation, finance, real estate and retail.</p>	

Each of the nominees for election as Trustee listed above has held his or her principal occupation for the last five years with the exception of Ms. Mary-Ann Bell, who became corporate director after leaving her position as Senior Vice-President, Quebec and Ontario at Bell Alliant in 2014, as well as Ms. Johanne M. Lépine, who has been Senior Vice-President and Chair of the board of Aon Reed Stenhouse since 2015.

The management of the REIT and the Trustees as a group (25 people) beneficially owned, or exercised control or direction over, 9,177,831 Units in the aggregate, or approximately 5.5% of the issued and outstanding Units as at March 26, 2015.

2.2.3 Board Interlocks

The Nominating and Governance Committee of the Board has reviewed the participation of the REIT's Trustees on the boards of other reporting issuers and has determined that there are no board interlocks, i.e. two or more Trustees who are members of the board of another reporting issuer together.

2.2.4 Outside Directorships

The Trustees must inform the Chairman of the Board or the Chair of the Nominating and Governance Committee before accepting an invitation to serve on another board. The invitation is then assessed on whether the trustee, in case of acceptance, would be involved in a conflict of interest and whether the trustee remains fit to perform his or her duties as a trustee of the REIT. The Board believes that the fact that a trustee of the REIT serves on the Board of Directors of another reporting issuer does not necessarily interfere with his or her ability to act in the best interest of the REIT.

2.2.5 Change in Status

Trustees must immediately inform the Chairman of the Board of any change in their professional or personal status that could have an impact on their role as trustees, as well as any situation that could imply a conflict of interest. The Chairman of the Board then submits a report to the Board containing the appropriate recommendations.

2.2.6 Record of Board and Committee Meetings

In fiscal year 2014, the Board and its Committees held the following number of meetings:

Board of Trustees	14
Audit Committee (“ AC ”)	4
Nominating and Governance Committee (“ NGC ”)	2
Investment Committee (“ IC ”)	4
Compensation Committee (“ CC ”)	<u>2</u>
Total:	26

2.2.7 Attendance Record of Trustees at Board and Committee Meetings

Overall, the combined attendance by the Trustees at Board and Committee meetings was 95.8%. A record of attendance by individual Trustees at meetings of the Board and its Committees, as applicable, is set out below.

Trustee	Board Meetings Attended		Committee Meetings Attended	
	Number of Meetings	Percentage	Number of Meetings	Percentage
Robert Després	14 of 14	100%	6 of 6	100%
Michel Dallaire	14 of 14	100%	N/A	N/A
Alain Dallaire	10 of 14	71%	N/A	N/A
Pierre Gingras ⁽¹⁾	13 of 14	92%	4 of 4	100%
Gérard Coulombe	14 of 14	100%	4 of 4	100%
Ghislaine Laberge	13 of 14	92%	6 of 6	100%
Alban D'Amours	13 of 14	92%	8 of 8	100%
Mary-Ann Bell	14 of 14	100%	6 of 6	100%
Johanne M. Lépine	14 of 14	100%	6 of 6	100%
Attendance Record	Board	94%	AC NGC IC CC	100% 100% 100% 100%

(1) Mr. Gingras' mandate ends after the meeting of Unitholders for the year ended December 31, 2014.

2.2.8 Additional Information on Trustee Nominees

To the knowledge of the REIT, as at the date of the Proxy Circular, none of the nominees proposed for election as Trustees of the REIT are, or have been within the 10 years preceding this date, director, chief executive officer or chief financial officer of a company, including the REIT, that, while the nominee was fulfilling his/her functions as director, chief executive officer or chief financial officer, or after the nominee ceased his/her duties as director, chief executive officer or chief financial officer and resulting from an event occurring while he/she was fulfilling such functions, was subject to one of the following orders which was in effect for more than 30 consecutive days, that is, any cease trade order or other order to that effect, or any order that denied the relevant company access to any exemption under securities legislation.

To the knowledge of the REIT, as at the date of the Proxy Circular, none of the nominees proposed for election as Trustees of the REIT are, or have been within the 10 years preceding this date, director or executive officer of a company, including the REIT, that, while that person was acting in that capacity, or within one year of ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets, with the exception of Gérard Coulombe who, until September 28, 2005, was a Board member of the *Centre International de Gestion de Projets G.P.*, a non-profit company which became bankrupt on September 29, 2005, and was discharged from bankruptcy on April 4, 2008.

2.2.9 Unitholding Requirements

The Board adopted minimum unitholding requirements for Trustees to maintain the trust of Unitholders and ensure that Trustees' interests are aligned with those of Unitholders. Under the initial policy, each Trustee should hold at least 2,000 Units before the third anniversary of his/her election. These unitholding requirements have been recently reviewed. As of 2015, every trustee is required to hold a number of Units equal to at least three (3) times his/her annual base salary; Units that must be acquired before the fifth anniversary of his/her election or of the entry into force of these requirements. The Contract of Trust also provides that, at all times, there must be at least one Trustee who does not directly or indirectly hold any Units. Since her election on May 15, 2013 as Trustee of the REIT, Ms. Johanne M. Lépine is the Trustee who does not hold, directly or indirectly, any Units in accordance with the Contract of Trust requirement. For the year ended December 31, 2014, all Trustees have complied with the minimum unitholding requirements set out in the initial policy.

2.3 Appointment of Independent Auditor

As in every fiscal year, the Audit Committee proceeded with an evaluation of the quality of the services provided by PricewaterhouseCoopers LLP, Chartered Accountants, as the REIT's independent auditors. This evaluation was based mainly on the audit plan that was submitted, the types of interventions and the reports presented to the Committee.

Considering the positive results of this evaluation, the Audit Committee and the Board recommend voting **IN FAVOUR OF** the appointment of PricewaterhouseCoopers LLP, Professional Chartered Accountants, as the independent auditor of the REIT until the next annual meeting of Unitholders and the authorization of the Board to fix the remuneration of the auditor. PricewaterhouseCoopers LLP has been the independent auditor of the REIT since May 18, 2010. Every five years, the Audit Committee conducts a systematic and thorough reassessment on the relevance of changing the external audit mandate assignment.

The resolution regarding the appointment of the independent auditor must be passed by the majority of the votes cast by Unitholders present or represented by proxy who are entitled to vote at the Meeting.

2.3.1 Independent Auditor's Fees

Every year, the Audit Committee makes a recommendation to the Board to approve the fees to be paid to the independent auditor.

The following table sets forth the fees which were billed by PricewaterhouseCoopers LLP, Professional Chartered Accountants, to the REIT for various services rendered during the past two fiscal years:

	Fiscal Year 2014 (\$)	Fiscal Year 2013 (\$)
Audit fees	660,180	736,347
Audit-related fees	225,537	103,975
Tax consulting fees	168,065	283,328
All other fees		45,805
Total:	1,053,782	1,169,455

The Audit Committee has adopted a policy whereby it must pre-approve all services performed by the independent auditor. At every meeting of the Audit Committee, a report is presented on all services performed by the REIT's independent auditor.

PART 3 – STATEMENT OF EXECUTIVE COMPENSATION

3.1 Compensation Governance

3.1.1 Independence of Members

The Compensation Committee is composed entirely of independent Trustees, according to the definition given in the standards established by the Canadian Securities Administrators (the “**CSA**”). The committee members are Me Gérard Coulombe, who is the Chair, Ms. Ghislaine Laberge and Ms. Mary-Ann Bell.

3.1.2 Skills Possessed by Members

All the members of the Compensation Committee have skills in human resources, compensation and risk management due to the experience they acquired in their offices or directorships, or due to their training. More specifically, since 1994, Me Gérard Coulombe has been sitting on the Board of Directors of the National Bank of Canada (the “**Bank**”) and is a member of the Human Resources Committee and is currently the Chair of the Conduct Review and Corporate Governance Committee for the Bank; Ms. Ghislaine Laberge has held various management positions with Desjardins and the *Caisse de dépôt et placement du Québec*, and Ms. Mary-Ann Bell worked closely with various human resources teams of an important reporting issuer for the last twenty years. She is also a member of the REIT’s Audit Committee, which allows her to take into account prudent risk management in her assessment of the compensation. This gives Trustees a comprehensive view and allows them to make required comparisons among the issues faced.

3.1.3 Role of Compensation Committee

The Compensation Committee assists the Board in the performance of its human resources and compensation governance duties. The Compensation Committee sets up and oversees the policies and practices respecting the compensation of the REIT’s senior management. It also ensures that the compensation policies and programs that are set up promote the achievement of the REIT’s strategic and financial goals without compromising its viability and solvency.

The duties and responsibilities of the Compensation Committee are more fully described in its charter, which is reviewed periodically to ensure that it meets the strategic and financial objectives of the REIT.

The mandate of the Compensation Committee comprises the following: review policies, analyze compensation plans and practices, review the performance and compensation of the President and CEO and that of the other executive officers and review the succession planning process. The Committee ensures that the compensation plans are in line with governance standards and foster healthy risk management.

3.1.4 Chief Executive Officer’ Succession Planning

The Board and the Compensation Committee consider succession planning as fundamental for the REIT. To this end, the REIT is working to foster leadership development within the REIT and to identify talented candidates.

Therefore, the Compensation Committee is responsible for planning the Chief Executive Officer’s succession. In accordance with its charter and at the request of the Board, the Compensation Committee makes recommendations to the Board regarding executive succession, including: (i) the policies and principles for the selection of the Chief Executive Officer and the performance review with respect to the potential successors for the position of Chief Executive Officer; and (ii) the policies for the Chief Executive Officer’s succession in case of emergency. In addition, the Compensation Committee is periodically reviews the succession plan of the REIT, which is focused on the Chief Executive Officer and the senior executive team. As part of this mandate, the Compensation Committee members meet with the Chief

Executive Officer to review and update the succession plan. The plan provides, among others, succession candidates for senior executive positions and reports on relevant qualifications and experience required for each of these candidates in order to be fully prepared to hold senior executive positions.

3.1.5 Independent Outside Compensation Advisors

The Compensation Committee has the authority to retain the services of outside independent advisors to support it in the performance of its duties and provide it with information it requires about trends and practices in its benchmark group with respect to compensation policies and programs as well as observations on the position of the compensation of senior executives and other officers of the REIT.

For fiscal year 2014, the Compensation Committee retained the services of executive compensation consultant Aon Hewitt (“Aon”), which has been the provider of services to the Compensation Committee with respect to the compensation of the senior executives, other officers and Trustees of the REIT since 2007. As part of its mandate, Aon validated the competitiveness of the overall compensation philosophy of named executive officers positions and other officers in comparison with what is paid in the REIT’s peer group. The recommendations of Aon have been taken into consideration in defining the compensation of senior executives and other officers for 2014.

Fees Related to Fiscal Year 2014			Fees Related to Fiscal Year 2013		
External Adviser	Compensation of senior executives – related fees	Total	External Adviser	Compensation of senior executives – related fees	Total
Aon	\$10,450	\$10,450	Aon	\$12,000	\$12,000

3.2 Compensation Analysis

The following analysis sets out the principles underlying the compensation of the executive officers of the REIT.

To understand the REIT’s compensation practices, this statement should be read in view of the tables provided and the notes which accompany them.

3.2.1 Overall Compensation Philosophy

Within the REIT, remuneration plays an important role in attracting, motivating and retaining key members of the management team, who are essential to the REIT’s success and the increase in value for Unitholders. The REIT is committed to maintaining a compensation policy that drives performance, is competitive and encourages Unit ownership. The REIT seeks to attract and retain competent and motivated officers to achieve its business mission. It considers skills and performance to be key factors in the progress of its officers and the determination of their overall compensation. The REIT wishes to compensate its officers fairly and equitably taking into account:

- their level of responsibility of each position;
- the compensation offered by the market for comparable positions;
- performance and individual contribution to the achievement of the REIT’s business mission; and
- the REIT’s ability to pay.

The purpose of the REIT's compensation policy is to align the position of the overall compensation offered to the named executive officers in order to ensure external equity with that offered in its benchmark group.

It is also designed to position the overall compensation offered to each executive officer compared to that offered to the other managers in order to ensure internal equity, which is based on the following processes: job evaluation, salary management and performance management.

When analyzing the remuneration practices and levels of the benchmark group, the Compensation Committee also takes into consideration the REIT's financial targets.

Each year, the Compensation Committee reviews the competitiveness of the overall compensation of the named executive officers and also reviews the compensation study conducted by the independent outside compensation advisors mandated. It receives the recommendations of the President and Chief Executive Officer for the other named executive officers, and then conducts its own review in order to make its recommendations to the Board.

3.2.2 Compensation Risk Management

The REIT considers compensation risk management an integral part of its development and favors harmonized management which is in line with its acquisition and development strategy. The risk management framework aims to provide reasonable assurance that risks incurred do not exceed acceptable thresholds and that they contribute to the creation of value for Unitholders.

The Compensation Committee meets annually (unless circumstances warrant that the committee meet more often) to ensure that the REIT's overall compensation policy promotes the achievement of the REIT's business goals without compromising its viability, solvency and reputation, and it then reports to the Board. In addition to ensuring that the compensation paid complies with external and internal equity, the Compensation Committee and the Board see that the REIT maintains consistency and balance between expected performance, risk management and compensation.

As part of its monitoring role in managing risks related to compensation, the Committee ensures that the overall compensation policies and plans do not encourage executive officers to expose the REIT to unnecessary risk, in particular by promoting the achievement of short-term goals to the detriment of the REIT's long-term performance, that would go beyond the risk tolerance thresholds of the REIT. The Board ensures together with the Compensation Committee that the proportion of overall compensation attributable to the long-term incentive plan be equal to or greater than that attributable to the short-term incentive plan.

A significant portion of the long-term incentive bonus of the named executive officers is deferred. The restricted units are vested in total after three years. The deferred units and options are vested over three years at a rate of 33 1/3% per year and options expire after five years.

The mix of cash and equity varies based on the position and the percentage awarded as equity increases with seniority and risk impact:

- the target deferred compensation of the President and Chief Executive Officers represented 150%; and
- the target deferred compensation of the other named executive officers is between 45% and 95%.

3.2.3 Benchmark Group

Every year, the Compensation Committee updates the overall compensation policy to determine its competitive position *vis-à-vis* the compensation offered by its benchmark group.

The benchmark group used to determine the value of the compensation is made up of real estate investment trusts and a Canadian company in the real estate sector of a comparable size and with similar activities to the REIT and generally having the following characteristics:

- they are public entities and operate in real estate; and
- they are of similar size and complexity to the REIT.

For fiscal year 2014, the benchmark group consists of the following entities⁽¹⁾:

Real Estate Investment Trusts		Company
Allied Properties REIT	Canadian REIT	First Capital Realty
Boardwalk Real REIT	H& R REIT	
Calloway REIT	Northern Property REIT	
Canadian Apartment Properties REIT	Riocan REIT	

(1) *The information about the benchmark group is taken from data compiled by Aon in its November 2013 report for fiscal 2014 according to its consultation experience and various studies conducted on behalf of their clients as well as data published in information circulars by the companies forming part of the benchmark group.*

This group of entities is the “**Benchmark Group**”.

3.2.4 What the Overall Compensation Policy is Designed to Reward

The REIT’s overall compensation policy is designed to constitute reward for services rendered by the members of the executive team and other officers and to encourage the implementation by them of both short-term and long-term strategies aimed at ensuring the growth of distributions and value for Unitholders of the REIT.

3.2.5 Components of Overall Compensation Policy

The overall compensation of the REIT’s senior executives consists of the following:

- fixed compensation consists of base salary and benefits and aims to be comparable to the Benchmark Group in which the REIT operates;
- variable compensation is made up of the following incentive plans, which take into account both short-term and long-term performance:
 - a short-term incentive plan which allows executive officers to receive an annual bonus, which is a percentage of base salary, when the corporate, industry and individual objectives are met. In general, if objectives are met, 100% of the target bonus is paid, and when the objectives are surpassed, the amount paid may be higher than 100% of the target bonus, which is subject to a maximum limit;
 - a long-term incentive plan which allows executive officers to participate in the REIT’s growth by way of a securities grant (i.e. options, RUs and/or DUs) expressed as percentage of the base salary when the corporate, industry and individual objectives are met. In general, if objectives are met, a grant of securities equivalent to 100% of the target grant is made, and

when the objectives are surpassed, the grant may be higher than 100% of the target grant, which is subject to a maximum limit.

Compared to its Benchmark Group, the REIT aims to offer an overall compensation which is:

- in line with the median of its Benchmark Group in terms of fixed compensation, which is composed of base salary and benefits;
- in line with the median of its Benchmark Group in terms of overall compensation (fixed and variable compensation) when the level of achievement of corporate, industry and individual goals meets expectations; and
- a level higher than its Benchmark Group in terms of overall compensation (fixed and variable compensation) when the level of achievement of corporate, industry and individual goals exceeds expectations.

The Compensation Committee assesses the performance of the President and Chief Executive Officer based on the results obtained relative to the objectives set at the beginning of the fiscal year. For all other executive officers, the Committee receives the report of the President and Chief Executive Officer, and reviews and approves the recommendations of compensation in application of these plans.

3.2.6 Relationship between Elements and Goals of Overall Compensation Policy

3.2.6.1 Base Salary

The base salary for senior executives and other officers is determined according to the evaluation of their performance, experience, level of responsibility, and the importance of their position within the REIT, as well as a benchmark corresponding to the median base salary offered by the Benchmark Group, which is adjusted annually in order to classify the executive officers and other officers in the appropriate category or class.

3.2.6.2 Short-Term Incentive Bonus (“STIB”)

The senior executives and other officers may receive a STIB designed to encourage them to achieve corporate, industry and individual goals. The model used is untiered and has a trigger threshold, that is, a minimum threshold under which no annual bonus is paid, which is separate from the target STIB. A performance multiplier is also established for each case, according to an analysis of results attained for the evaluation indicators applied to each executive officer and other officer. The indicators are as follows: two evaluation criteria or more related to corporate objectives, two or more criteria related to sector objectives specific to the individual and one final criterion related to the personal performance of the individual and the satisfaction of its supervisors.

The target STIB is 100% for the President and Chief Executive Officer and varies between 30% and 50% for the other executive officers.

The amount of the STIB paid to executive officers and other officers is established based on the target bonus (this is expressed as a percentage of the base salary and if the results obtained meet the objectives, 100% of the target bonus is payable; for a minimum bonus expressed as a percentage of the base salary if results meet the trigger threshold, 50% of the target bonus is payable; and for a maximum bonus expressed as a percentage of the base salary if results obtained exceeds expectations, 150% of the target bonus is payable), multiplied by the base salary and the performance multiplier awarded to each of them.

The corporate objectives are essentially the same for senior executives, while industry and individual performance indicators are related to the specific responsibilities and mandate of each executive officer set at the beginning of the fiscal year, and they are reviewed annually by the Compensation Committee.

3.2.6.3 Long-Term Incentive Bonus (“LTIB”)

The LTIB is designed to compensate senior executives and other officers through the granting of Unit options (the “**options**”), restricted units (“**RUs**”) or deferred units (“**DUs**”) (collectively, the “**Securities**”), issued under the equity-based incentive plan (“**Plan**”) in recognition of their efforts in achieving growth objectives and to foster commitment to the REIT’s long-term profitability and prosperity in order to maximize value for the REIT’s Unitholders.

As part of the annual review of compensation of the REIT’s senior executives and other officers, after having received the proposals of the President and CEO, the Compensation Committee determines the grants of Securities under the Plan and submits its recommendations to the Board for approval.

The provisions governing the Plan are described in detail in Schedule “A” to this Circular.

The number of Securities granted to executive officers is established based on the amount of the target grant that was determined for each executive officer at the beginning of the fiscal year (expressed as a percentage of the base salary) multiplied by the base salary and the performance multiplier. The performance factor is applied based on the performance of the REIT, the sector and the individual. The factor may vary between 50% and 150% of the target grant and a certain amount of Securities expressed as a percentage is fixed at 150% for the President and CEO and varies between 45% and 95% for the other executive officers, if the results obtained meet objectives. From the results obtained, 50% of the Securities are granted in the form of options and the other 50% as RUs or DUs, as selected by each executive officer. Securities granted to other officers and to employees of the REIT are determined based on the level of individual responsibility and performance. The Board is under no obligation to grant Securities every year.

Pursuant to the Overall Compensation Policy, the options granted to executive officers and other officers can be exercised only if market price is at least 10% higher than the exercise price, and this condition will be considered as met if the share price has remained at such level for a single period of twenty (20) consecutive trading days during the option’s term, and if at all times each individual holds a number of Units corresponding to a multiple of his/her base salary (for the President and CEO, this multiple is 2.0, whereas for other executives, the multiple is 1.0). If upon exercise the executive officer does not meet the minimum unitholding requirement established for his/her base salary, he/she must retain at least 5% of the Units until he/she holds the required number of Units required.

Up to 33⅓% of the options granted to executive officers pursuant to the Plan during fiscal year 2014 shall vest, on a cumulative basis, on the first, second and third anniversary of the award date, and the expiry date is the fifth (5th) anniversary date of the date of the grant.

Under the compensation policy, each year the REIT grants options to executive officers, other officers and employees. Effective March 15, 2007, the Board discontinued the granting of options to the REIT’s non-employee Trustees as per the terms set out in a special resolution to that effect.

As at December 31, 2014, 9,221,200 options were outstanding, which represent approximately 5.8% of the aggregate Units outstanding.

3.2.7 President and Chief Executive Officer

3.2.7.1 Base Salary

The base salary paid to the President and Chief Executive Officer, Michel Dallaire, is determined namely with regard to the practices of the entities making up the Benchmark Group, his duties and his performance. The Compensation Committee reviews this information, the performance of the REIT and the performance of the President and Chief Executive Officer when recommending the President and

Chief Executive Officer's base salary for a given year. The base salary paid to the President and Chief Executive Officer in fiscal year 2014 was \$653,000, which is lower than the Benchmark Group's median.

3.2.7.2 Short-Term Incentive Bonus – (“STIB”)

For fiscal year 2014, the STIB paid to the President and Chief Executive Officer was 129% of his base salary (the target STIB was 100%). The corporate, industry and individual objectives for fiscal year 2014 used in calculating the annual bonus are approved by the Board, upon the recommendation of the Compensation Committee. Individual objectives are set by the Compensation Committee and focus on strategic initiatives related to specific objectives that are established at the beginning of the fiscal year, which namely aim to attract and retain an experienced and motivated management team with the skills required to attain the REIT's long-term objectives, ensure revenue growth, and make strategic acquisitions to enhance and better position the REIT's portfolio while improving its performance. The Compensation Committee uses the following formula to determine the amount of the annual bonus: base salary multiplied by the percentage corresponding to the result of the target STIB reached multiplied by the performance multiplier attributed to it.

For fiscal year 2014, under these rules, the President and Chief Executive Officer received a bonus of \$842,370.

3.2.7.3 Long-Term Incentive Bonus (“LTIB”)

For fiscal year 2014, the LTIB paid to the President and CEO corresponded to 193.5% of his base salary (the target LTIB was set at 150%). The LTIB consists of options and DUs. The Compensation Committee uses the following formula to determine the amount of the LTIB: base salary multiplied by the percentage corresponding to the result of the target LTIB reached multiplied by the performance multiplier attributed to it.

For fiscal year 2014, the President and CEO was granted 274,500 options and 39,081 DUs under this Plan. The evaluation criteria consisted of corporate, industry and individual objectives identical to those described for the STIB (see Section 3.2.7.2 “Short Term Incentive Bonus – (“STIB”) of this Circular).

3.2.8 Other Executive Officers

3.2.8.1 Base Salary

The base salary of the other executive officers is established essentially according to the same criteria as for that of the President and Chief Executive Officer, i.e., based on the practices of the entities making up the Benchmark Group for similar positions, their level of responsibility and individual performance. The President and Chief Executive Officer examines this information, the REIT's performance and the performance of each executive officer in order to recommend to the Compensation Committee the corresponding base salary of every senior executive for a given year.

3.2.8.2 Short-Term Incentive Bonus (“STIB”)

For fiscal year 2014, the STIB paid to the other executive officers varied between 31.2% and 67.3% of the base salary (the target bonuses varied between 30% and 50% of the base salary). The weighting of corporate objectives used to determine the bonus for 2014 is substantially the same as the one for the President and CEO, i.e. 30%. The weighting of the industry objectives is set at 60% and the weighting of the individual objectives is set at 10%.

The following table presents for each senior executive the target STIB percentage and the percentage corresponding to the result achieved:

Name	Target STIB in % of Base Salary	Percentage of Base Salary Corresponding to the Result Achieved
Sylvain Cossette	50%	67.3%
Gilles Hamel	40%	41.1%
Alain Dallaire	30%	33.4%
Michel Paquet	30%	31.2%

3.2.8.3 Long-Term Incentive Bonus (“LTIB”)

For fiscal year 2014, the LTIBs paid to the other executive officers were between 46.8% and 127.9% of their base salary (the target LTIBs were between 45% and 95% of their base salary). The LTIBs for executives are distributed in the same way as for the President and CEO, consisting of options and either RUs or DUs and, in the case of the latter, according to the distribution selected by the executive officer. The Compensation Committee uses the same formula as the one used for the President and CEO to establish the amount of the LTIB paid to the other executive officers.

The following table presents for each senior executive the target LTIB percentage and the percentage corresponding to the result achieved:

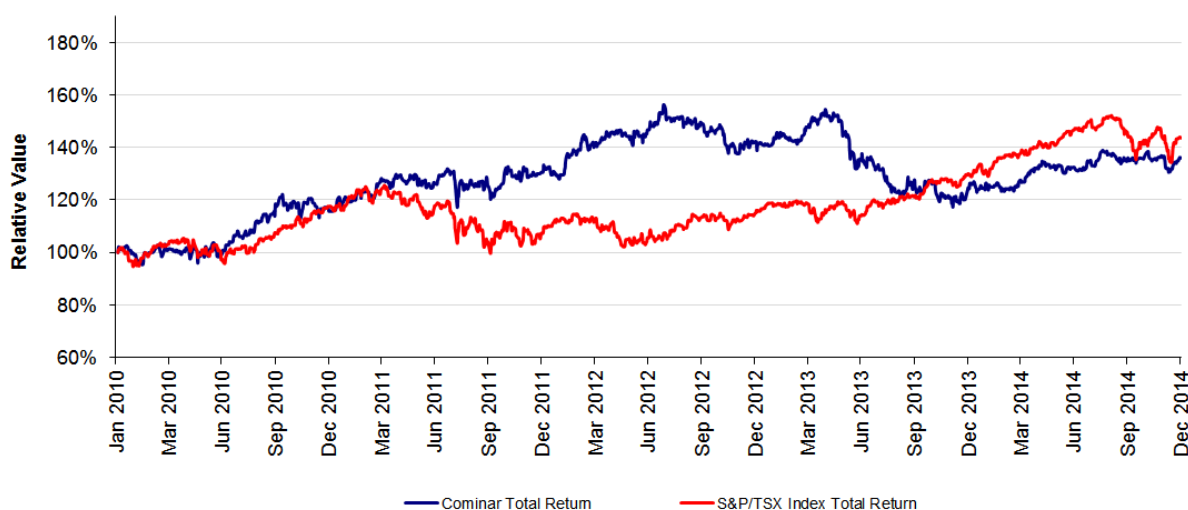
Name	Target LTIB in % of Base Salary	Percentage of Base Salary Corresponding to the Result Achieved
Sylvain Cossette	95%	127.9%
Gilles Hamel	80%	82.2%
Alain Dallaire	45%	50.2%
Michel Paquet	45%	46.8%

For fiscal year 2014, the other executive officers were allocated 261,000 options and 31,799 RUs and DUs under this Plan, according to the same criteria used for the President and CEO.

3.2.8.4 Performance Graph

The following graph compares the cumulative Unitholder return on \$100 investments in Units of the REIT for the REIT’s five most recent fiscal years commencing January 1, 2010, with a cumulative total Unitholder return on the S&P/TSX Composite Index for the same period assuming reinvestment of all distributions. See Section 3.3 “Summary of Overall Compensation Paid to Executive Officers” of this Circular.

Relative Performance



Total Return Summary

	January 1, 2010	December 31, 2010	December 31, 2011	December 31, 2012	December 31, 2013	December 31, 2014
Cominar's Total - Return	100.00%	115.71%	130.60%	142.26%	124.69%	135.99%
S&P/TSX Index - Total Return	100.00%	117.58%	107.32%	115.03%	129.96%	143.67%

3.3 Summary of Overall Compensation Paid to Executive Officers

The overall compensation paid to executive officers is designed to attract, retain and motivate competent executive officers in order to promote better alignment between their interests and those of the REIT's Unitholders.

An analysis of the overall compensation trend shows that the value of the compensation paid to executive officers of the REIT has increased over the past few years to take into account the size of the REIT compared to the Benchmark Group, hence the need to adjust the compensation based on the Benchmark Group.

3.3.1 Summary Compensation Table

The following table sets forth the compensation for the fiscal years ended December 31, 2014, 2013 and 2012 of the President and Chief Executive Officer, the Executive Vice-President and Chief Operating Officer, the Executive Vice-President and Chief Financial Officer, and the three other most highly compensated executive officers of the REIT (collectively called the “Named Executive Officers”).

Name and Principal Position	Year	Salary (\$)	Yearly Bonus ⁽⁴⁾ (\$)	Compensation by Virtue of the Plan (\$)		Other Compensation ⁽⁵⁾ (\$)	Total Compensation (\$)
				Option-Based Awards ⁽¹⁾⁽²⁾ (\$)	Awards Based on Restricted Units ("RUs") or Deferred Units ("DUs") ⁽³⁾ (\$)		
Michel Dallaire, P.Eng. President and Chief Executive Officer, Non-Independent Trustee	2014	653,000	842,370	54,900	773,804	56,548	2,380,622
	2013	633,500	567,146	75,600	375,595	55,426	1,707,267
	2012	615,000	627,300	176,988	479,696	54,363	1,953,347
Sylvain Cossette Executive Vice-President and Chief Operating Officer	2014	425,000	286,078	22,800	341,669	—	1,075,547
	2013	412,000	192,148	31,080	169,375	—	804,603
	2012	107,385 ⁽⁶⁾	—	72,885	—	—	510,270
				330,000 ⁽⁷⁾			
Gilles Hamel, CPA, CA Executive Vice-President and Chief Financial Officer	2014	335,000	137,685	15,000	141,372	—	629,057
	2013	122,600 ⁽⁹⁾	57,291	20,580	49,683	—	343,154
				93,000 ⁽¹⁰⁾			
Michel Berthelot, CPA, CA Executive Vice-President and Chief Financial Officer ⁽⁸⁾	2014	20,600	—	—	—	—	20,600
	2013	324,500	85,937	20,580	42,065	—	473,082
	2012	315,000	126,945	48,375	127,899	—	618,219
Michel Paquet, Attorney Senior Executive Vice-President and Secretary	2014	282,000	87,984	7,200	68,528	—	445,712
	2013	273,000	66,155	9,744	37,810	—	386,709
	2012	265,000	70,159	22,962	45,608	—	403,729
Alain Dallaire Executive Vice-President, Operations Non-Independent Trustee	2014	282,000	94,329	7,200	78,052	—	461,581
	2013	273,000	76,393	9,744	53,157	—	412,294
	2012	265,000	69,545	22,962	44,698	—	402,205

- (1) The options granted in December 2014 pursuant to the Plan are exercisable as follows: (i) 33¼% are vested, on a cumulative basis, on the first, second and third anniversary of the award date; and (ii) the options will expire on December 16, 2019. The options granted in fiscal years 2013 and 2012 fiscal year are exercisable in the same manner, but expire on December 17, 2018 and December 19, 2017, respectively.
- (2) In determining the fair value of the options granted on December 16, 2014, the Black-Scholes model, an established methodology, was used, with the following assumptions:
 - (i) Risk-free interest rate: 1.15% (1.33% for the 2013 fiscal year grants);
 - (ii) Expected volatility in the market price of the Units: 11.67% (12.98% for the 2013 fiscal year grants);
 - (iii) Expected yield: 8.38% (8.45% for the 2013 fiscal year grants); and
 - (iv) Expected life: 3.5 years.
- (3) Represents deferred units relating to executive compensation for the year ended December 31, 2014 and granted on February 23, 2015, as follows: 39,081 to Michel Dallaire, 17,256 to Sylvain Cossette, 7,140 to Gilles Hamel, 3,461 to Michel Paquet and 3,942 to Alain Dallaire, in accordance with the Plan. The value of the Units on their grant date was \$19.80.
- (4) See Section 3.2.6.2 "Short-Term Incentive Bonus ("STIB")" of this Circular.
- (5) Perquisites have not been included, as they do not reach the prescribed threshold of the lesser of \$50,000 and 10% of total salary for the fiscal year, with the exception of the President and CEO.
- (6) Sylvain Cossette took office as Executive Vice-President and Chief Operating Officer as of September 30, 2012. Mr. Cossette's base salary for the year ended December 31, 2012 was \$400,000.
- (7) Represents the options granted as an incentive upon the signing of his employment contract. The options granted to Sylvain Cossette in August 2012 vest as follows: 50% upon his taking office and 50% at the first anniversary. They expire in August 2017.
- (8) Michel Berthelot ceased to hold the position of Executive Vice-President and Chief Financial Officer on March 17, 2014. Following his retirement, he has been replaced by Gilles Hamel.
- (9) Gilles Hamel took office as Vice-President Corporate Finance and Administration as of July 22, 2013. Mr. Hamel's base salary for the year ended December 31, 2013 was \$324,500.
- (10) Represents the options granted as an incentive upon the signing of his employment contract. The options granted to Gilles Hamel in August 2013 vest as follows: 50% upon his taking office and 50% at the first anniversary. They expire in August 2018.

3.4 Plan Awards

3.4.1 Outstanding Option, RU and DU Awards

The following table indicates for each of the SEs all awards outstanding at the end of the 2014 fiscal year:

Name	Option-Based Awards				Unit-Based Awards			
	Number of Securities Underlying Unexercised Options	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Options ⁽¹⁾ (\$)	Number of RUs and DUs that Have Not Vested ⁽²⁾ (#)	Number of RUs and DUs that Have Vested ⁽²⁾ (#)	Market or Payout Value of Awards Based on RUs and DUs that Have Not Vested (\$) ⁽¹⁾⁽²⁾	Market or Payout Value of Awards Based on RUs or DUs that Have Vested (not paid out or distributed) (\$) ⁽¹⁾⁽²⁾
Michel Dallaire	67,500	20.93	Dec. 21, 2015	434,230	76,899	8,059	1,431,090	149,978
	111,000	21.80	Dec 15, 2016					
	205,800	22.70	Dec 19, 2017					
	270,000	17.55	Dec. 17, 2018					
	274,500	18.07	Dec. 16, 2019					
Sylvain Cossette	300,000	23.93	Aug. 31, 2017	179,220	27,042	-	503,252	-
	84,750	22.70	Dec. 19, 2017					
	111,000	17.55	Dec. 17, 2018					
	114,000	18.07	Dec. 16, 2019					
Gilles Hamel	150,000	20.09	Aug. 5, 2018	118,410	10,010	-	186,286	-
	73,500	17.55	Dec. 17, 2018					
	75,000	18.07	Dec. 16, 2019					
Michel Berthelot	36,000	20.93	Dec. 21, 2015	71,550	-	-	-	-
	46,500	21.80	Dec. 15, 2016					
	56,250	22.70	Dec 19, 2017					
	67,500	17.55	Dec. 17, 2018					
Michel Paquet	33,000	20.93	Dec. 21, 2015	56,328	7,178	766	133,583	14,255
	40,500	21.80	Dec. 15, 2016					
	26,700	22.70	Dec. 19, 2017					
	34,800	17.55	Dec. 17, 2018					
	36,000	18.07	Dec. 16, 2019					
Alain Dallaire	33,000	20.93	Dec. 21, 2015	56,238	8,515	751	158,464	13,976
	40,500	21.80	Dec. 15, 2016					
	26,700	22.70	Dec. 19, 2017					
	34,800	17.55	Dec. 17, 2018					
	36,000	18.07	Dec. 16, 2019					

(1) Value based on the Unit closing price on the TSX on December 31, 2014.

(2) Includes deferred units relating to executive compensation for the year ended December 31, 2014 and granted on February 23, 2015, as follows: 39,081 to Michel Dallaire, 17,256 to Sylvain Cossette, 7,140 to Gilles Hamel, 3,461 to Michel Paquet, and 3,942 to Alain Dallaire, in accordance with the Plan. The value of the units on their grant date was \$19.80.

3.4.2 Options, RUs and DUs – Value Vested or Earned During the Year

The following table presents for each Named Executive Officer the securities value on vesting of all awards made and paid out for fiscal year 2014:

Nom	Option-Based Awards – Value on Vesting during the Fiscal Year ⁽¹⁾ (\$)	Awards Based on RUs and DUs – Value Vested during the Fiscal Year ⁽²⁾ (\$)	In-the-Money Value of Awards Based on RUs and DUs Vested during the Fiscal Year (\$)
Michel Dallaire	54,900	773,804	149,978
Sylvain Cossette	22,800	341,669	–
Gilles Hamel	15,000	141,372	–
Michel Paquet	7,200	68,528	14,255
Alain Dallaire	7,200	78,052	13,976

(1) See Note 17 to the REIT's audited consolidated financial statements for the fiscal year ended December 31, 2014, included in the 2014 Annual Report of the REIT.

(2) Represents deferred units relating to executive compensation for the year ended December 31, 2014 and granted on February 23, 2015, as follows: 39,081 to Michel Dallaire, 17,256 to Sylvain Cossette, 7,140 to Gilles Hamel, 3,461 to Michel Paquet, and 3,942 to Alain Dallaire, in accordance with the Plan. The value of the units on their grant date was \$19.80.

3.4.3 Gains Realized During Fiscal Year 2014 Upon Exercise of Unit Options

In 2014, total gains of \$302,085 were realized upon exercise of Unit options by senior executives.

3.5 Pension Plan Benefits

The REIT does not have a specific pension plan or retirement plan for executive officers.

3.6 Purchase of Financial Instruments

Executive officers and Trustees are not prohibited from purchasing financial instruments, including for greater certainty, prepaid-variable forward contracts, equity swaps, collars or units of exchanged funds, that are designed to hedge or off-set a decrease in market value of equity securities of the REIT granted as compensation or held, directly or indirectly, by the executive officers or Trustee.

3.7 Benefits in Case of Termination or Change of Control

Michel Dallaire, President and Chief Executive Officer of the REIT, as well as the other executive officers have entered into employment agreements with the REIT.

3.7.1 President and Chief Executive Officer

Under his employment contract (the “**Employment Contract**”) effective since 2012, Michel Dallaire is entitled to receive an annual base salary and participate in the long-term incentive bonus as part of the Plan. He participates in any benefit plan, short-term incentive plan, and distribution reinvestment plan made available by the REIT from time to time. His base salary is \$720,000 in 2015 (reviewed annually).

The Employment Contract provides that if the REIT terminates Michel Dallaire's employment “without cause” where a “Change of Control” (as such term is defined below) has not occurred, the REIT will pay him the following sums: (i) a sum equal to two times his annual base salary and related benefits; (ii) a sum equal to two times the highest of the following amounts: the average annual bonus paid for the two (2) fiscal years immediately preceding the termination of employment, the target bonus for the fiscal year in which such termination occurs or the actual bonus accumulated during the fiscal year in which such termination occurs; (iii) a sum equal to two times the award percentage multiplied by the base salary; the award percentage is determined according to the Overall Compensation Policy for Senior

Executives of the REIT (see Section 3.2.6.1 “Base Salary” of this Circular); (iv) participation in benefit plans for executive officers will be maintained for two (2) years following employment termination and will be reduced to the extent that he comes to enjoy similar benefits at no cost during the period of two (2) years following employment termination; (v) he will be entitled to two (2) years of uninterrupted participation in any pension plan or profit sharing plan offered by the REIT for a period of two (2) years following employment termination; (vi) he will continue to receive the above-mentioned benefits, which will be reduced to the extent that he comes to enjoy similar benefits at no cost during the period of two (2) years following employment termination; (vii) the REIT will cause the options and other awards granted under the Plan to be immediately vested, including any options granted through any separate agreement under the Plan, if applicable; and (viii) the REIT will immediately put an end to the retention period of the Units acquired by or for Michel Dallaire in connection with the long-term incentive plan or distribution reinvestment plan.

The Employment Contract also provides that if, within two (2) years following a “change of control” of the REIT as defined below, the contract is terminated by the REIT without cause or is terminated by Mr. Dallaire, the REIT will pay Mr. Dallaire the following sums: (i) a sum equal to three times his annual base salary; (ii) a sum equal to three times the highest of the following amounts: the average annual bonus paid for the three (3) fiscal years immediately preceding the termination of employment, the target bonus for the fiscal year in which such termination occurs and the actual bonus accumulated during the fiscal year in which such termination occurs; (iii) a sum equal to three times the award percentage multiplied by the base salary; the award percentage is determined according to the Overall Compensation Policy for Senior Executives of the REIT; (iv) the REIT will maintain coverage of Michel Dallaire under its executive benefit plans for three (3) years following the termination of employment; (v) the REIT will pay the value of three (3) years of continued coverage under any pension or profit sharing plan maintained by the REIT following termination of employment; (vi) the REIT will continue to provide him with these benefits, provided that these benefits will be reduced to the extent Michel Dallaire receives comparable benefits without cost during the three (3)-year period following the termination of employment; (vii) the REIT will cause the options and other awards granted as part of the Plan to be vested, including options granted under any separate agreement under the Plan, if applicable; and (viii) the REIT will immediately put an end to the retention period of the Units acquired by or for Michel Dallaire as part of the long-term incentive plan or distribution reinvestment plan.

In Mr. Dallaire’s employment contract, the expression “**Change of Control**” means: (i) any person or entity, alone or with any other person or entity, directly or indirectly, becoming owner or exercising control over 30% or more of the voting rights attached to the Units of the REIT and/or securities which can be converted to or exchanged for Units of the REIT giving to these persons or entities the ability to acquire control over 30% or more of the voting rights attached to the Units of the REIT; or (ii) if within eighteen (18) months of a transaction, the majority of the Trustees in office prior to the transaction is replaced; or (iii) if the Unitholders of the REIT approve a merger, consolidation, business combination or plan of arrangement with another entity, a liquidation plan for the REIT or the disposal of all or a substantial part of all the REIT’s assets.

3.7.2 Other Executive Officers

Under their respective employment contract (the “**Employment Contract of the Other Executive Officers**”), each of the executive officers other than the President and Chief Executive Officer (the “**Other SEs**”) are entitled to receive an annual base salary revised annually in accordance with the REIT’s Overall Compensation Policy for Senior Executives (see Section 3.2.6.1 “Base Salary” of this Circular) and to participate in the long-term incentive bonus as part of the Plan. They participate in any benefit plan, in the short-term incentive plan, and in the distribution reinvestment plan made available by the REIT from time to time.

The employment contract stipulates that if the REIT terminates the employment of any of the other executive officers (with the exception of the Executive Vice-President and Chief Operating Officer) without cause and without any change of control (as defined below), the REIT will pay the following amounts: (i) a sum equal to one time their annual base salary and related benefits; (ii) a sum equal to the higher of the

following amounts, that is: the average annual bonus paid for the two (2) fiscal years preceding the termination of employment, the target bonus for the fiscal year during which termination of employment occurs and the actual bonus accumulated for the fiscal year during which termination of employment occurs; (iii) a sum equal to one time the award percentage multiplied by the base salary as established in the REIT's Overall Compensation Policy for Senior Executives (see Section 3.2.6.1 "Base Salary" of this Circular); (iv) participation in benefit plans will be maintained for one (1) year following termination of employment and will be reduced to the extent that they come to enjoy similar benefits at no cost during the period of one (1) year following termination of employment; (v) they would be entitled to one (1) year of uninterrupted participation in any pension plan or benefit plan offered by the REIT for a period of one (1) year following employment termination; (vi) they would continue to receive the above-mentioned benefits, which will be reduced to the extent that they come to enjoy similar benefits at no cost during the period of one (1) year following termination of employment; (vii) the REIT will cause the options and other awards granted under the Plan to be immediately vested, including any options granted through any separate agreement under the Plan, if applicable, and the REIT (viii) will immediately put an end to the retention period of the Units acquired by or for any executive officer as part of the long-term incentive plan or distribution reinvestment plan.

In addition, the employment contract of each of the Other SEs (with the exception of the Executive Vice-President and Chief Operating Officer) stipulates that if the employment contract is terminated without cause by the REIT within twelve (12) months of a change of control as defined below, the REIT will pay the following amounts: (i) a sum equal to 1.5 times his annual base salary; (ii) a sum equal to 1.5 times of the higher of the following amounts, that is: the average annual bonus paid for the two (2) fiscal years preceding termination of employment, the target bonus for the fiscal year during which termination of employment occurs and the actual bonus accumulated for the fiscal year during which termination of employment occurs; (iii) a sum equal to 1.5 times the award percentage multiplied by the base salary as established in the REIT's Overall Compensation Policy for Senior Executives; (iv) participation in the REIT's benefit plans for executive officers will be maintained for eighteen (18) months following termination of employment; (v) the REIT will pay eighteen (18) months' worth of uninterrupted participation in any pension plan or profit sharing plan offered by the REIT following termination of employment; (vi) he would continue to receive the above-mentioned benefits, which will be reduced to the extent that the said executive comes to enjoy similar benefits at no cost during the period of eighteen (18) months following termination of employment; (vii) the REIT will cause the options and other awards granted under the Plan to be immediately vested, including any options granted through any separate agreement under the Plan, if applicable, and (viii) the REIT will immediately put an end to the retention period of the Units acquired by or for the said executive officer as part of the long-term incentive plan or distribution reinvestment plan.

If the REIT terminates the employment of the Executive Vice-President and Chief Operating Officer (a) without cause and without any change of control (as defined below), or (b) within two (2) years following a change of control, the provisions that apply to the President and CEO also apply to the Executive Vice-President and Chief Operating Officer (see Section 3.7.1 "President and Chief Executive Officer").

In the employment contract of the Other SEs, "**Change of Control**" is defined as follows: (i) any person or entity, alone or with any other person or entity, directly or indirectly, becoming owner or exercising control over 30% or more of the voting rights attached to the Units of the REIT and/or securities which can be converted to or exchanged for Units of the REIT giving these persons or entities the ability to acquire control over 30% or more of the voting rights attached to the Units of the REIT; or (ii) if within eighteen (18) months of a transaction, the majority of the Trustees in office prior to the transaction is replaced; or (iii) if the Unitholders of the REIT approve a merger, consolidation, business combination or plan of arrangement with another entity, a liquidation plan for the REIT or the disposal of all or a substantial part of all the REIT's assets.

The following table sets out an estimate of the termination without cause payments that would be paid to the President and CEO and the other executive officers, and following a change of control under the circumstances described above, assuming the change of control took place on December 31, 2014.

Name	Termination Without Cause (\$)	Termination Following a Change of Control (\$)
Michel Dallaire	5,637,698	8,456,547
Sylvain Cossette	2,586,828	3,880,242
Gilles Hamel	781,718	1,172,577
Michel Paquet	533,084	799,627
Alain Dallaire	548,953	823,429

3.8 Compensation of Trustees

3.8.1 Practices for establishing Trustees Compensation

The REIT aims to offer Trustees appropriate compensation that takes into account the complexity of the REIT's activities and the importance of the Trustees' role, so that it is competitive in relation to the Benchmark Group. The goal is to position the Trustees' target compensation at the median level of the Benchmark Group used by the REIT, in order recruit and retain competent board members, thus fostering the alignment of the Trustees' interests with those of Unitholders.

Every three years, the Compensation Committee reviews the compensation of the Trustees who are not officers of the REIT. In this respect, this Committee analyses the Trustee compensation practices of the Benchmark Group referred to under Section 3.2 "Compensation Analysis" of this Circular. In addition, the Committee reviews general compensation surveys to compare the REIT's Trustee compensation policies to generally accepted practices for reporting issuers in the same sector as the REIT's, and whose structure and annual income is similar to that of the REIT, to then recommend to the Board any modifications deemed appropriate when needed.

Further to the last assessment of the Trustee's responsibilities and the positioning of their compensation compared to the Benchmark Group used to determine the compensation of executive officers, the Compensation Committee concluded that the compensation paid to Trustees is generally at the median of the Benchmark Group used by the REIT, and no changes were made.

During the fiscal year ended December 31, 2014, the annual retainers and attendance fees of the REIT's non-executive Trustees were as follows:

Elements of Compensation	Amount of Compensation
Annual retainer of Trustees	\$30,000
Attendance fees to Trustees and committee members	\$1,500
Retainer paid to members of the Audit Committee, the Compensation Committee, the Investment Committee and the Nominating and Governance Committee	\$5,000
Additional retainer paid to the Chairman of the Board	\$55,000
Additional retainer paid to the chair of the Audit Committee	\$15,000
Additional retainer paid to the chair of the Compensation Committee, the Investment Committee, and the Nominating and Governance Committee	\$8,500

The Trustees who are officers of the REIT receive no compensation for acting as Trustees. Trustees are reimbursed for travel and other expenses incurred to attend Board and Committee Meetings.

The REIT does not offer Trustees a retirement plan, and there are no other arrangements under which the Trustees were compensated in this capacity by the REIT during the most recently completed fiscal year.

3.8.2 Compensation of the Trustees of the REIT for 2014

Name	Compensation Received (\$)
Robert Després	141,000
Michel Dallaire ⁽¹⁾	–
Alain Dallaire ⁽¹⁾	–
Alban D'Amours	85,000
Gérard Coulombe	75,500
Pierre Gingras	67,500
Ghislaine Laberge	67,000
Mary-Ann Bell	70,000
Johanne M. Lépine	70,000
Total	576,000

(1) Michel Dallaire and Alain Dallaire are executive officers of the REIT and therefore do not receive any compensation to act as Trustees.

3.8.3 Option-Based Awards to Trustees

3.8.3.1 Outstanding Option-Based Awards

No option-based awards have vested since March 15, 2007, the date on which the REIT ceased granting option-based awards to Trustees who are not employees of the REIT. Also (except for Michel Dallaire and Alain Dallaire who are executive officers), there were no unexercised options outstanding at the end of the 2014 fiscal year.

3.9 Information on Equity-Based Compensation

The following table indicates the number of equity-based Securities (the “Securities”) to be issued and voting rights outstanding as at December 31, 2014, the weighted average exercise price of Securities outstanding, as well as the number of Securities available for future issuance as part of the Plan.

Category	Number of Securities Issuable upon Exercise of Options and RUs and DUs Outstanding (#)	Weighted Average Exercise Price of Options Outstanding (\$)	Number of Securities Available for Future Issuance as Part of the Plan (#)
Securities (Options, RUs and DUs)	9,303,219	19.81	3,357,080

For further information about Securities available for future issuance under the Plan, see Note 17 to the audited consolidated financial statements of the REIT for the fiscal year ended December 31, 2014, included in the 2014 Annual Report of the REIT.

These documents are available on the SEDAR Website (www.sedar.com) and are also posted on the REIT’s Website (www.cominar.com). A copy may also be obtained upon request to the Secretary of the REIT at 2820 Laurier Boulevard, Suite 850, Québec, Quebec G1V 0C1 or by telephone at 1-866-COMINAR.

3.10 Indebtedness of Trustees, Executive Officers and Officers

No loans were granted to Trustees, executive officers and officers of the REIT during the fiscal year ended December 31, 2014.

PART 4 – CORPORATE GOVERNANCE PRACTICES

4.1 General

From day one, the REIT has made good governance a top priority, as it is not only essential to its proper functioning, but it also benefits all those involved – clients, employees, and Unitholders. As a result, in 2008 and February 2012, Cominar’s Board of Trustees (the “**Board**”) won the Korn/Ferry – Commerce Magazine award for “2008 Board of Directors of the Year” and “Excellence of Québec Boards for Compensation” respectively in the medium-sized business category, as a tribute to our Board’s commitment to sound governance.

Governance of the REIT is based on a set of structures and policies that maintain high standards in terms of transparency, integrity, effectiveness, ethics and professional conduct. The main structure is the Board, which is supported by four permanent committees: the Audit Committee, the Investment Committee, the Nominating and Governance Committee, and the Compensation Committee.

4.2 Corporate Governance Practices Statement

“**Corporate Governance**” is a system of distribution of powers and responsibilities used to direct as well as manage the business and affairs of the REIT to achieve the Unitholders’ objectives. The Unitholders elect the Trustees who in turn are responsible for overseeing all aspects of the operations of the REIT, appointing management and ensuring that the business is managed properly taking into account the interests of the Unitholders, employees, customers, suppliers and the community at large.

The REIT operates as a fully integrated real estate investment trust, which is not subject to any third party management contracts except with respect to certain properties located in the Province of Ontario, which were acquired in February 2014 from various vendors.

In the opinion of the REIT, this structure reduces the potential for conflicts between the interests of management and the REIT. The REIT also believes that adopting a fully internalized management structure favours independence as well as the harmonization of the interests of management and employees with those of Unitholders. The REIT believes that effective corporate governance practices are fundamental to the overall success of any organization.

The REIT's corporate governance practices are as follows:

Corporate Governance Disclosure Requirement	Comments
<p>1. (a) Disclose the identity of trustees who are independent.</p>	<p>The Nominating and Governance Committee has reviewed the independence of each Trustee on the basis of the definition in Section 1.4 of Regulation 52-110. A Trustee is “independent” if he or she has no direct or indirect material relationship with the REIT. A “material relationship” is one that could, in the view of the Board of Trustees, be reasonably expected to interfere with the exercise of a Trustee’s independent judgment. The Nominating and Governance Committee has determined, after reviewing the roles and relationships of each of the Trustees, that the nominees for election to the Board of Trustees are independent from the REIT:</p> <p>Alban D’Amours (nominee) Gérard Coulombe (nominee) Robert Després (nominee) Ghislaine Laberge (nominee) Mary-Ann Bell (nominee) Johanne M. Lépine (nominee) Michel Thérroux (nominee)</p> <p>This determination was made on the basis that:</p> <p>(a) they (and their immediate family members) are not, and have not been within the last three years, an employee or executive officer of the REIT; and</p> <p>(b) they (and their immediate family members) are not, and have not been within the last three years, an executive officer of an entity of which the REIT’s executives serve or served on the Compensation Committee.</p>
<p>(i) Disclose the identity of trustees who are not independent, and describe the basis for that determination.</p>	<p>The Nominating and Governance Committee has determined, after reviewing the roles and relationships of each of the Trustees, that the following 2 out of 9 Trustees of the REIT are not independent from the REIT, as they are officers of the REIT:</p> <p>Michel Dallaire: President and Chief Executive Officer; Alain Dallaire: Executive Vice-President, Operations, Office and Industrial.</p>
<p>(ii) Disclose whether or not a majority of the trustees are independent.</p>	<p>A majority (7 out of 9) of the Trustees are independent from the REIT.</p>
<p>(iii) If a trustee is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the trustee and the other issuer.</p>	<p>Trustees who are currently directors with other reporting issuers are:</p> <p>Me Gérard Coulombe: National Bank of Canada (TSX) Mary-Ann Bell, eng., M.Sc., CAS: Valener Inc., Gaz Metro Inc. and NAV Canada.</p>

Corporate Governance Disclosure Requirement	Comments
<p>(iv) Disclose whether or not the independent trustees hold regularly scheduled meetings at which non-independent trustees and members of management are not in attendance. If the independent trustees hold such meetings, disclose the number of meetings held since the beginning of the most recently completed fiscal year. If the independent trustees do not hold such meetings, describe what the board does to facilitate open and candid discussion among its independent trustees.</p>	<p>Pursuant to its mandate, the Board may exclude management from its meetings, as required. In the past fiscal year, during every quarterly meeting, the independent Trustees met without the non-independent Trustees and members of management being present. The Board also met with the President and CEO without the other executives being present. Upon the invitation of the Board, other members of management attended Board meetings, as needed, and provided reports to the Board on the performance and operations of the REIT and any other subjects related to their role as Trustee.</p>
<p>(v) Disclose whether or not the chair of the board is an independent trustee, disclose the identity of the independent chair, and describe his or her role and responsibilities.</p>	<p>The Chairman of the Board is appointed by the full Board and is not a member of management. The Chairman of the Board, Robert Després, was chosen by the full Board and is an Independent Trustee according to the standards established by the CSA. Mr. Després presides the Board in the interests of the REIT and its Unitholders, and also oversees the work it does. He fulfills the duties that are conferred to him pursuant to applicable legislation. He promotes standards of integrity and honesty within the Board and corporate governance standards, and he ensures that the REIT complies with applicable regulatory requirements. He ensures that the Board takes on its tasks and responsibilities efficiently and independently and, as needed, assigns various tasks to the members of the Board. He also ensures that the Board's committees fulfill the responsibilities that have been assigned to them by the Board and report back to the Board with the results of their work.</p> <p>He ensures that the Board has the necessary resources and information to fulfill its mandate and responsibilities. He verifies that the independent Trustees meet without management at the end of each of the Board's regular meetings and he presides these meetings in camera. He also verifies that the Board meets with the President and CEO of the REIT without the other executives being present. He supervises the Board, Committee and Trustee performance evaluation processes.</p> <p>The Board has developed a written position description for the Chairman of the Board. He is responsible for the proper functioning of the Board; he ensures that issues that, in his opinion, should be on the agenda are in fact included therein, so that Trustees can play their full part in the Board's activities. He also ensures that the Board understands the boundaries between Board and management responsibilities.</p>
<p>(vi) Disclose the attendance record of each Trustee for all board and committee meetings held since the beginning of the most recently completed fiscal year.</p>	<p>The Board held 14 regularly scheduled and special meetings in the 2014 fiscal year. The Nominating and Governance Committee met twice, the Compensation Committee met twice, the Audit Committee met 4 times and the Investment Committee met 4 times during the year.</p> <p>Overall, the combined attendance by the Trustees at both Board and Committee meetings was 95.8%. A record of attendance by each Trustee at meetings of the Board and its Committees during the fiscal year ended December 31, 2014 is set out under Section 2.2.5 "Attendance Record of Trustees at Board and Committee Meetings" of this Circular.</p>

Corporate Governance Disclosure Requirement	Comments
<p>2. Disclose the text of the board's written mandate.</p>	<p>The Board has adopted a mandate for itself (attached as Schedule "B" to this Circular), which is regularly assessed and reviewed by the Board. This written mandate provides that the Board is responsible for the stewardship and business conduct of the REIT, including the creation of a culture of integrity, the adoption of a strategic planning process that takes into account, among other things, the opportunities and risks of the REIT's business, the identification of the principal risks of the business and the implementation of appropriate systems to manage these risks, succession planning, the adoption of a Disclosure Policy, internal control systems, management information and ensuring that the REIT's approach to corporate governance complies with applicable legislation and that it adequately reflects the duties and responsibilities of the Board and its Chairman.</p>
<p>3. (a) Disclose whether or not the board has developed written position descriptions for the chair and the chair of each board committee.</p>	<p>The Board has drafted a written description of the Chairman of the Board and every Board Committee Chairs positions.</p> <p>The mandate of the Chairman of the Board states that the Chairman provides leadership to the Board and serves as the spokesperson to the Unitholders at their annual meeting. The Chairman also sets the agenda of all Board meetings, presides all Board meetings and ensures that the information provided to Trustees is delivered in a timely manner and that it meets their needs.</p> <p>The mandate of the Board Committee Chairs provides for their participation in the development of their committee meeting schedules and agendas, and the Committee Chairs are responsible for the implementation of their respective work plans.</p>
<p>(b) Disclose whether or not the board and CEO have developed a written position description for the CEO.</p>	<p>The Board and President and Chief Executive Officer have developed a written position description for the President and Chief Executive Officer. In general, he is responsible for the REIT's day-to-day operations, and any responsibility which is not delegated to either Management or a Committee of the Board remains with the Board. Therefore, matters regarding policy and measures proposed to be taken which are not in the ordinary course of business require the prior approval of the Board or of a Board committee to which approval authority has been delegated. The REIT's objectives are developed by the President and CEO the REIT and are approved by the Board.</p>
<p>4. (a) Briefly describe what measures the board takes to orient new trustees regarding:</p> <ul style="list-style-type: none"> (i) the role of the board, its committees and its trustees, and (ii) the nature and operation of the issuer's business. 	<p>Each Trustee receives a Guide, which is updated periodically. The Guide contains a set of documents detailing their obligations and the scope of their responsibilities, the Contract of Trust, by-laws, provisions of the <i>Civil Code of Québec</i> regarding trusts, policies in effect, the composition of committees and their mandates, work plans, the Code of Ethics and Business Conduct of the REIT, criteria regarding the choice of Trustees as well as assessment questionnaires for the Board, Committees and Trustees as well as disclosure of interest forms. The Trustees meet with management and attend regular presentations given by management on the strategic issues and challenges faced by the REIT.</p>
<p>(b) Briefly describe what measures, if any, the board takes to provide continuing education for its trustees.</p>	<p>The Board has adopted a continuing education policy for its Trustees.</p> <p>When they start their mandate, they receive the Trustees</p>

Corporate Governance Disclosure Requirement	Comments
	<p>Guide that they use to get familiar with the governance system that prevails within the REIT and with how it is organized and operated. This comes with a description of our property portfolio and visits of some properties to ensure they have a good overview and understanding and they know how it is spread across the country.</p> <p>The above is complemented periodically with information provided on the REIT's activities during meetings of the Board and its Committees. At these meetings, we also sometimes present Trustees with new and innovative techniques and methods in terms of real estate, compensation, audit, accounting, financing, risks and their management, investment, asset management, environment, e-commerce, laws and regulations and other areas in which the REIT is involved. In addition, we informed them on new corporate governance developments.</p> <p>Moreover, Trustees have the possibility to improve their skills in the areas related to their fields of responsibilities within the Board and its committees on which they serve by registering for seminars, courses, conferences or other vehicles for training.</p> <p>This initiative is to ensure that Trustees can update and increase their knowledge of either of the above areas and keep abreast of new techniques and methods that help them better assume their responsibilities as Trustees.</p> <p>Furthermore, periodic visits of our properties are organized to allow our Trustees to become more familiar with and better appreciate the investments that they were asked to approve for the acquisition or construction of buildings as well as the management and the condition of these properties. For example, last November, Trustees were invited to visit, together with our Executive Vice President, Operations – Retail, some of our properties in the Greater Montreal Area.</p> <p>To the foregoing, we also add the following:</p> <ul style="list-style-type: none"> - As part of the continuing education program, Trustees receive: complete documentation before every meeting of the Board and its committees with an agenda comprising continuing education on subjects related to the REIT, including the changes made to accounting standards, and to the legislative and regulatory environment; - at each quarterly meeting of the Board, the Chief Executive Officer or the Chief Financial Officer makes a presentation to the Board members to provide a full explanation of the financial performance, expected future financial results and market trends of the REIT; - the executive officers make presentations on the operating strategy and initiatives of the REIT. They also make a review of the competitive environment regarding acquisitions, dispositions and development activities, the trends in local markets, the risks as well as the REIT's performance against its peers; - in between Board meetings, Trustees are updated and provided with analyst reports, media reports and other

Corporate Governance Disclosure Requirement	Comments
	<p>documentation to keep them informed of any changes within the REIT or the regulatory and legislative environment.</p> <ul style="list-style-type: none"> - on a quarterly basis, management provides the Trustees with research reports so they can better understand how the REIT is perceived by public company analysts and what rating they assign it; <p>Finally, management and Trustees are concerned with providing the Board with any information, document and report aimed at perfecting knowledge that is relevant to their functions.</p>
<p>5. (a) Disclose whether or not the board has adopted a Written code for the trustees, officers and employees. If the board has adopted a written code:</p> <ul style="list-style-type: none"> (i) disclose how a person or a REIT may obtain a copy of the code; (ii) describe how the board monitors compliance with its code; (iii) provide a cross-reference to any material change report filed within the preceding 12 months that pertains to any conduct of a trustee or executive officer that constitutes a departure from the code; and (iv) describe any steps the board takes to ensure trustees exercise independent judgment in considering transactions and agreements in respect of which a trustee or executive officer has a material interest. (v) describe other steps the board takes to encourage and promote ethical business conduct. 	<p>The REIT's Board has adopted a Code of Ethics and Business Conduct, which is available on the SEDAR Website (www.sedar.com). It applies to Trustees, employees and any person who may be called upon to represent the REIT or act on its behalf, including individuals bound to the REIT by contract or otherwise.</p> <p>The Nominating and Governance Committee ensures compliance with the Code of Ethics and Business Conduct and makes sure that management encourages a culture of integrity and ethical business conduct.</p> <p>The Board of the REIT has developed and approved various policies, including the Disclosure Policy, the Use of Privileged Information Policy and the Gifts and Contributions Policy, and a Social Commitment Policy.</p> <p>The Board of the REIT has not granted any waiver of the Code of Ethics and Business Conduct in favour of a Trustee or executive officer. No material change report has been required or filed to that effect.</p> <p>The Chair of the Board ensures that Trustees disclose any conflicts of interest and that no Trustee will vote or participate in a discussion on a matter in respect of which such Trustee has (or may be perceived to have) a material interest.</p> <p>They must avoid positions of actual, potential or apparent conflict of interest with the REIT. Any Trustee with an interest in a material contract or transaction with the REIT must disclose the nature and scope of the interest to the Chairman of the Board or to the chair of the committee of which he is a member.</p>
<p>6. (a) Describe the process by which the board identifies new candidates for board nomination.</p> <p>(b) Disclose whether or not the board has a nominating committee composed entirely of independent trustees.</p> <p>(c) If the board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.</p>	<p>This responsibility has been assigned to the Nominating and Governance Committee, which is made up of three (3) independent Trustees. This committee administers the processes, determines the Trustee selection criteria and periodically revises such criteria to ensure that they remain compliant with regulatory and legislative requirements and meet the current and future needs of the REIT. The committee establishes and periodically revises a list of potential Trustee candidates who meet the selection criteria. It considers the skills, expertise and qualifications of the candidate as well as whether they complement those of the other Trustees and then determines to what extent the candidate meets the needs of the Board and the selection criteria; it schedules one or several meetings between the candidate, the Chairman of the Board and the President and CEO to obtain all the relevant information. At the end of this process, the committee submits</p>

Corporate Governance Disclosure Requirement	Comments
	<p>its recommendations to the Board, which approves or rejects the submissions.</p> <p>The committee evaluates annually the eligibility and availability of candidates up for re-election. To do so, it considers the evaluation of their past performance, their attendance at Board and committee meetings, their independence, their expertise and their seniority, and at the end of this process, submits its recommendation to the Board.</p> <p>The selection criteria favor the complementarity of the skills and expertise of the Trustees as a whole so that the Board is able to aptly fulfill every aspect of its role. A Trustee candidate must exhibit certain abilities, including sufficient financial knowledge, due to the extent of the REIT's activities, significant availability, knowledge of the real estate industry, a sense of initiative, excellent judgement and an ability to take on responsibilities within the Board's committees. A candidate must have a good reputation in terms of integrity and honesty and must be recognized as a person for who accomplishes his/her fiduciary duties for the companies of which he acts or has acted as a director.</p> <p>The Nominating and Governance Committee conducts reference and background checks on all Trustee candidates before their nomination.</p> <p>The committee also reviews recommendations from other Trustees and members of management and determines whether to add a new candidate's name to the list of potential candidates that could be elected as Trustees. The committee considers that a diversity of Trustees enhances the quality of discussions and, as such, recognizes the importance of increasing the number of women on the Board and aims to move towards gender parity between Trustees. The Board continues its efforts to identify candidates who meet the various selection criteria.</p>

Corporate Governance Disclosure Requirement	Comments
<p>7. (a) Describe the process by which the board determines the compensation for the issuer's trustees and officers.</p>	<p>The Compensation Committee conducts a review and consults with the Nominating and Governance Committee every three (3) years regarding the adequacy of the compensation for non-executive Trustees and for officers to ensure that such compensation adequately reflects the responsibilities and risks involved with the role of Trustee or officer of the REIT, without compromising their independence. The Compensation Committee annually reviews the compensation practices of comparable companies with a view to aligning the REIT's overall compensation for independent Trustees and senior executives with the Benchmark Group median. With this in mind, the services of compensation advisors are retained annually to support the Committee in its functions and to provide the necessary information on the trends and practices of its Benchmark Group in terms of compensation plans and the competitiveness of compensation. Trustees who are officers of the REIT receive no additional remuneration for their services as Trustees. Effective March 15, 2007, the Board adopted a resolution ending the granting of Unit options to non-executive Trustees.</p> <p>The Compensation Committee is responsible for recommending compensation for the President and Chief Executive Officer and the REIT's other officers to the Board.</p>
<p>(b) Disclose whether or not the board has a compensation committee composed entirely of independent trustees.</p>	<p>The Compensation Committee is made up of 3 Trustees, all of whom have been affirmatively determined by the Board to be independent.</p>
<p>(c) If the board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.</p>	<p>The duties and responsibilities of the Compensation Committee include developing a global compensation philosophy and policy; reviewing succession planning strategies, evaluating the performance of the President and Chief Executive Officer, determining and reviewing his compensation and that of officers, and recommending the grant of options, restricted units or deferred units to officers of the REIT and establish the objectives of the President and CEO the REIT</p>
<p>8. If the board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.</p>	<p>The Board has four permanent Committees: (i) the Audit Committee; (ii) the Compensation Committee; (iii) the Nominating and Governance Committee; and (iv) the Investment Committee. All members of such committees are Independent Trustees.</p> <p>The duties of the Investment Committee are to recommend to the Trustees whether to approve or reject proposed transactions of the REIT, including proposed acquisitions, dispositions and investments as well as borrowings (including the assumption or granting of any mortgage) by the REIT. The Trustees may delegate to the Investment Committee the power to approve or reject proposed acquisitions, dispositions, investments or financings, as the case may be. The Trustees have delegated to the Investment Committee the approval or rejection of proposed acquisitions, dispositions, investments, and financings up to \$12 million, whereas management approves or rejects such transactions when their value is less than \$4 million. Notwithstanding the above, the Board may, at any time, consider and approve, on its own, all matters over</p>

Corporate Governance Disclosure Requirement	Comments
	<p>which the Investment Committee has authority.</p> <p>The Board does not have any other committees.</p>
<p>9. Disclose whether or not the board, its committees and individual trustees are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments.</p>	<p>The Board has made the Nominating and Governance Committee responsible for the development, oversight and evaluation, on an annual basis, of individual and collective performances, as well as the contribution of the members of the Board, the committees, the committee members, the chairman of the Board and the committee chairs.</p> <p>An assessment questionnaire and a self-assessment questionnaire prepared by the Nominating and Governance Committee are remitted to each trustee and filled in confidentiality.</p> <p>The questionnaire is divided in 4 sections:</p> <ul style="list-style-type: none"> - the functioning of the Board and its Committees; - the implication of the Board and its Committees; - the relationship of the Board with the REIT's management team; and - the overall assessment of the Board. <p>Each section:</p> <p>(a) provides a quantitative rating for specific issues; and</p> <p>(b) encourages Trustees to give subjective comments or suggestions in relevant areas, such as elements to improve and major issues regarding the Board and/or its Committees as well as the contribution of each of the Trustees.</p> <p>The questionnaires are partly intended as a way to assess the Board and its Committees regarding the mandate of the Board and/or the chart of each of its Committees as well as an individual assessment by each of the Trustees.</p> <p>The Secretary submits to the Chairman of the Board all the responses received from the Trustees including the self-assessment questionnaire received from the Trustees.</p> <p>The questions and elements for which the results are the weakest are highlighted to be discussed by the Nominating and Governance Committee at its next regular meeting.</p> <p>In addition, if any contribution is deemed insufficient, the Chairman of the Board reserves the right to meet with a Trustee or committee member at any time to discuss his/her evaluation and to identify areas of improvement in order to ensure the better functioning of the Board and its Committees.</p>
<p>10. Disclose whether or not the issuer has adopted term limits for the Trustees on the Board or other mechanisms of Board renewal and, if so, include a description of those Trustee term limits or other mechanisms of Board renewal. If the issuer has not adopted Trustee term limits or other mechanisms of Board renewal, disclose why it has not done so.</p>	<p>The Board has adopted a policy on the term limits of Trustees. The policy specifies that the Board did not deem appropriate to adopt term limits for the mandates of its members, but that it has established a mechanism of renewal based on an annual assessment process.</p> <p>Among the reasons supporting this decision, the Board believes that the renewal of a Trustee's mandate is neither a matter of age nor the number of years he/she has served on the board, but rather his/her contribution to the orientation, management, development, growth and profitability of the</p>

Corporate Governance Disclosure Requirement	Comments
	company, in keeping with the highest standards of integrity.
<p>11. a) Disclose whether the issuer has adopted a written policy relating to the identification and nomination of women Trustees. If the issuer has not adopted such a policy, disclose why it has not done so</p> <p>b) If the issuer has adopted a policy referred to in (a), disclose the following in respect of the policy:</p> <p>(i) a short summary of its objectives and key provisions;</p> <p>(ii) the measures taken to ensure that the policy has been effectively implemented;</p> <p>(iii) annual and cumulative progress by the issuer in achieving the objectives of the policy;</p> <p>(iv) whether and, if so, how the Board or its nominating committee measures the effectiveness of the policy.</p>	<p>The Board aims at ensuring gender diversity within the Board.</p> <p>To this end, in its policy relating to the recruitment of Board members, when examining successful candidates, for comparable knowledge, experience and availability, the Board's preference will go to a female candidate as long as the number of women on the Board will not be equivalent to men's, even if the Board has no quotas.</p> <p>The policy also provides that the Board will search for candidates particularly within women's business networks.</p> <p>This policy as well as any other policies adopted by the Board are subject to regular review and assessment by the Board, which also ensures their rigorous application.</p>
<p>12. Disclose whether and, if so, how the Board or nominating committee considers the level of representation of women on the Board in identifying and nominating candidates for election or re-election to the Board. If the issuer does not consider the level of representation of women on the Board in identifying and nominating candidates for election or re-election to the Board, disclose the issuer's reasons for not doing so.</p>	<p>The Board considers the level or representation of women on the Board in identifying and nominating candidates as Trustees. Indeed, the policy relating to the recruitment of Board members provides that, in the examination of successful candidates, for comparable knowledge, experience and availability, the Board's preference will go to a female candidate as long as the number of women on the Board will not be equivalent to men.</p>
<p>13. Disclose whether and, if so, how the issuer considers the level of representation of women in executive officer positions when making executive officer appointments. If the issuer does not consider the level of representation of women in executive officer positions when making executive officer appointments, disclose the issuer's reasons for not doing so.</p>	<p>The REIT considers the level of representation of women in executive officer positions in order to ensure diversity within the REIT's executive officers. In the last year, two (2) women were nominated in management positions.</p>
<p>14. a) Disclose whether the issuer has adopted a target regarding women on the issuer's Board. If the issuer has not adopted a target, disclose why it has not done so.</p> <p>b) Disclose whether the issuer has adopted a target regarding women in executive officer positions of the issuer. If the issuer has not adopted a target, disclose why it has not done so.</p> <p>c) If the issuer has adopted a target referred to in either b or c, disclose:</p>	<p>The Board considers the level or representation of women on the Board in identifying and nominating candidates as Trustees. Indeed, the policy relating to the recruitment of Board members provides that, in the examination of successful candidates, for comparable knowledge, experience and availability, the Board's preference will go to a female candidate as long as the number of women on the Board will not be equivalent to men's.</p> <p>There are currently three (3) women on the Board, which is composed of nine (9) members.</p> <p>The REIT aims at ensuring gender diversity within management. In the last year, two (2) women were nominated in management positions. However, because identification of</p>

Corporate Governance Disclosure Requirement	Comments
i) the target; ii) the annual and cumulative progress of the issuer in achieving the target.	senior executive candidates is based on profile, expertise and experience sought and not on gender, the REIT has not set a target.
15. a) Disclose the number and proportion (in percentage terms) of Trustees on the issuer's Board who are women.	Three (3) women serve on the Board. Therefore, 33% of Trustees are women (43% of independent Trustees are women).
b) Disclose the number and proportion (in percentage terms) of executive officers of the issuer, including all major subsidiaries of the issuer, who are women.	Two (2) women hold executive officer positions in the REIT. Therefore, 11% of management are women.

4.3 Audit Committee Information

Reference is made to the Annual Information Form of the REIT for the fiscal year ended December 31, 2014 for a disclosure of information relating to the Audit Committee required under Form 52-110F1. A copy of this document can be found on the SEDAR Website (www.sedar.com) or by contacting the Secretary of the REIT at its executive office, 2820 Laurier Boulevard, Suite 850, Québec, Quebec G1V 0C1, or by telephone at 1-866-COMINAR.

4.4 Audit Committee Policy for reporting irregularities

The Audit Committee has established a policy for reporting irregularities relating to accounting and internal controls related to the REIT and oversees its implementation. This policy sets out the process for the receipt, retention and handling of complaints and concerns, as well as an anonymous and confidential means for any person or REIT employee having accounting, audit or internal control concerns.

4.5 Trustees' and Officers' Liability Insurance

The REIT entered into indemnification agreements with each of the Trustees. It also purchased an insurance which covers Trustees' and officers' liability to a maximum amount of \$10,000,000 for a period of one year, ending on December 31, 2015, for an annual premium of \$109,640.80. The premium was paid in full by the REIT and was not allocated among the insured. The REIT covers the following deductibles: \$25,000 coverage for indemnification of the REIT, \$25,000 for individual coverage of Trustees and officers of the REIT, and \$10,000 for coverage related to liability related to employment practices and to acts. As at March 26, 2015, no claims have been submitted or paid under such policy.

PART 5 – OTHER INFORMATION

5.1 General

Information contained herein is given as at the date hereof except as otherwise stated. The management of the REIT knows of no matter to come before the Meeting other than the matters referred to in the accompanying Notice.

5.2 Interest of Insiders in Material Transactions

Michel Dallaire and Alain Dallaire, Trustees and officers of the REIT have indirect control over Groupe Dallaire inc. and Dalcon inc.

During fiscal year 2014, the REIT recorded \$160,000 in net rental income from Dalcon inc. and Groupe Dallaire inc. as well as \$306,000 in interest income from Groupe Dallaire inc. The REIT incurred expenses of \$13.6 million for tenant improvements carried out by Dalcon inc. on the REIT's behalf, as well as \$60 million for the construction and development of investment properties.

The REIT and Dallaire Group Inc. each own a 50% interest in two joint ventures, for a total net investment of \$41.6 million by the REIT. These joint ventures' business objective is the ownership, management and development of the REIT's real estate projects. In addition, during fiscal year 2014, the REIT entered into a loan agreement with a related party, an affiliate of Dallaire Group Inc., with respect to the completion of a future real estate development project located in Québec City, on Laurier Boulevard, adjacent to the Jules-Dallaire Complex, and in which the REIT will have the opportunity to participate. As of December 31, 2014, the aggregate amount of the mortgage was \$8.3 million.

These transactions were entered into in the normal course of business and are measured at the exchange value. Access to the services of related companies for construction work and tenant improvements allows the REIT to achieve significant cost savings and offer better service to its clientele.

5.3 Availability of Documents

The REIT's financial information is included in the audited consolidated financial statements of the REIT and notes thereto and in the Management's Discussion and Analysis ("MD&A") for the fiscal year ended December 31, 2014. Copies of these documents and additional information concerning the REIT can be found on the SEDAR Website (www.sedar.com) and may also be obtained upon request to the Secretary of the REIT at its executive office, 2820 Laurier Boulevard, Suite 850, Québec, Quebec G1V 0C1, or by telephone at 1-866-COMINAR. The above documents, as well as the REIT's news releases, are also available on the REIT's website (www.cominar.com).

5.4 Approval of Trustees

The content and the sending to the Unitholders of this Management Proxy Circular have been approved by the Board of Trustees of the REIT.

SIGNED in Québec, Quebec, on the 26th day of March, 2015.

BY ORDER OF THE BOARD OF TRUSTEES,

(s) Michel Paquet
Senior Executive Vice-President and Secretary

SCHEDULE "A"

Equity-Based Incentive Plan

On May 21, 1998, the REIT adopted the Unit Option Plan which was amended and restated on May 15, 2001, November 13, 2003, May 11, 2004, May 10, 2006, May 15, 2007, May 14, 2008, May 18, 2010, May 17, 2011, May 16, 2012 and May 13, 2014. It was amended on May 16, 2012, among others, to include restricted units and deferred units, and is now referred to as the Equity-Based Incentive Plan (the "**Plan**"). Participation in the Plan is restricted to an "**Eligible Person**", which means: (i) a Trustee, officer or employee of the REIT or any subsidiary of the REIT (an "**Eligible Individual**"), (ii) a corporation controlled by an Eligible Individual, the issued and outstanding voting securities of which are and continue to be beneficially owned, directly or indirectly, by such Eligible Individual and/or the spouse, minor children and/or minor grandchildren (an "**Employee Corporation**") of such Eligible Individual, or (iii) a family trust the sole trustee of which is an Eligible Individual and/or the beneficiary(ies) of which are Eligible Individuals or an Eligible Individual and/or the spouse, minor children and/or minor grandchildren of such Eligible Individual (an "**Employee Trust**"). Trustees grant Options to purchase Units (the "**Options**"), restricted units and deferred units and also determine the terms and conditions of such grants. The options have a term not exceeding seven years from the date of grant, unless determined otherwise by the Trustees by way of resolution, and in no event may the term of any option exceed 10 years from the date the option was granted. In addition, if the term of an option of any Eligible Person under the Plan expires during a Blackout Period (as defined in the Plan) or within 10 business days of the expiration of a Blackout Period, then the term of the option or of the unexercised portion thereof shall be extended by 10 business days after the expiration of the Blackout Period. Options are exercisable at a price not less than the Market Price (as defined below) on the trading day immediately preceding the day on which the grant is approved by the Trustees. If no specific determination is made, the granted options become vested in increments of 20% on a cumulative basis after the first, second, third, fourth and fifth anniversary of the granting of such option.

As at March 26, 2015, the REIT is allowed to issue 12,409,399 Units under the Plan in the form of unit purchase options, restricted units and deferred units, provided, however, that a maximum of 2,305,580 of such amount of Units may be issued in settlement of restricted units or deferred units.

No participant may receive awards (including a grant of options, restricted units or deferred units under the Plan) representing more than five percent (5%) of the number of Units outstanding. In addition, the number of Units issuable to insiders of the REIT at any time under the Plan and any other securities compensation arrangement may not exceed ten percent (10%) of the issued and outstanding Units. The number of Units issued to insiders under the Plan and any other securities compensation arrangement, within a one-year period, may not exceed ten percent (10%) of the issued and outstanding Units, and the issuance to any one insider and such insider's associates, within a one-year period, may not exceed five percent (5%) of the issued and outstanding Units. In addition: (i) the aggregate fair value of any awards granted to any one (1) Board member who is not an employee, but who is allowed to receive advantages under the Plan, within a period of one (1) year, in connection with all equity-based compensation arrangements of the REIT may not exceed \$100,000, based on the value determined using the Black-Scholes model and the Board's calculations; and (ii) the aggregate number of securities which may be issued to all Board members who are not employees, but who are allowed to receive advantages under the Plan, within a period of one (1) year, in connection with all equity-based compensation arrangements of the REIT may not exceed 1% of its issued and outstanding Units.

Unless otherwise indicated in Section 12.10 of the Plan, an option or interest therein is personal to each optionee and is non-assignable other than by will or in accordance with estate laws. No option granted under the Plan shall be hypothecated, charged, transferred, assigned or otherwise encumbered or disposed of by any optionee on pain of nullity.

An option, and all rights to purchase Units pursuant thereto, generally expire and terminate immediately upon the optionee ceasing to be an Eligible Person. The Trustees may, in their entire discretion, at the time of the granting of options, determine the provisions relating to expiration of an option upon the bankruptcy, death, retirement or termination of employment, position or engagement with the REIT or any subsidiary of an optionee while holding an option which has not been fully exercised or whose rights have not fully vested, as the case may be; provided, however, that upon the termination of an optionee's employment, position or engagement with the REIT or a subsidiary of the REIT otherwise than by reason of death or retirement, any option or unexercised part thereof granted to such optionee may be exercised by him for that number of Units only which he was entitled to acquire under the option at the time of such termination and provided further the termination of that such option shall in no event expire later than the earlier of (i) three (3) months following the termination of the optionee's employment, position or engagement, and (ii) the expiry date of such option.

Upon the termination of an optionee's employment, position or engagement with the REIT by reason of retirement, any option or unexercised part thereof granted to such optionee may be exercised by him for that number of Units only which he was entitled to acquire under the option at the time of such termination and provided further that such option shall in no event expire later than the earlier of (i) one year following the termination of the optionee's, employment, position or engagement being by reason of retirement, and (ii) the expiry date of such option. The provisions relating to such expiry shall be contained in the written option agreement between the REIT and the optionee.

If an optionee dies holding an option which has not been fully exercised, his personal representatives, heirs or legatees may, at any time following the death but prior to the expiry of the period of time provided under the terms of the written option agreement between the REIT and the optionee for the exercise of an option upon the death of the optionee, exercise the option with respect to the remaining balance of Units which may be acquired under the option, but only to the same extent to which the deceased could have exercised the option immediately before the date of such death, provided that such option shall in no event expire later than the earlier of (i) one (1) year following the optionee's death, and (ii) the expiry date of such option.

The Board of Trustees may, subject to the approval of regulatory authorities, amend the Plan at any time without any approval of or notice to the Unitholders of the REIT or grantees, for any reason, including for the purposes of:

- (a) amendments of a "housekeeping" nature, which include, without limitation, amendments to ensure continued compliance with applicable laws, regulations, rules or policies of any regulatory authority and amendments to remove any ambiguity or to correct or supplement any provision contained in the Plan which may be incorrect or incompatible with any other provision of the Plan;
- (b) a change to the provisions of the Plan relating to the vesting of an award under the Plan;
- (c) a change to the provisions related to the termination of an award, which does not entail an extension of the term of validity thereof beyond the original expiration date; and
- (d) the addition of a cashless exercise feature providing that the total number of underlying Units be deducted from the number of Units reserved for issue under the Plan.

provided, however, that no such amendment or amendments may increase the maximum number of Units issuable pursuant to the Plan, change the manner of determining the minimum Option Price, change the period during which an option can be exercised after the expiration of a Blackout Period (or, without the consent of the optionee, adversely alter or impair any option previously granted to an optionee under the Plan.

However, (i) a reduction in the Option Price, (ii) an extension of the expiration date of an outstanding option, (iii) any amendment to the definition of “**Eligible Person**” under the Plan, (iv) any amendment which would permit options to be transferable or assignable other than for normal estate settlement purposes, (v) any change in the limits applicable to Board members who are not employees as set out in the Plan, or (vi) any amendment to Sections 11.1 or 11.2 of the Plan in order to extend the Board’s authority to amend the Plan without Unitholder approval may not be made without the approval of the Unitholders of the REIT (excluding the voting of securities held directly or indirectly by insiders benefiting from the amendment); provided, however, that: (x) an adjustment to the Option Price pursuant to Section 10 of the Plan and (y) an extension of the expiration date pursuant to Section 6.6 of the Plan, in each case subject to any applicable regulatory requirements, shall not require approval of the Unitholders of the REIT.

Notwithstanding and provisions to the contrary included in the Plan, upon or in anticipation of a Change of Control of the REIT, the Plan provides that:

- a) the Board may, in its sole and absolute discretion and without the need for the consent of any participant, cancel any Award in exchange for a substitute Award with respect to the capital of a successor entity or its parent upon the occurrence of the Change of Control (a “Plan Substitution”). Substitute Awards shall have no less economic value and no more stringent performance conditions than existing awards, and shall have similar vesting schedules as existing Awards, in all material aspects; and
- b) if a Plan Substitution is not effected by the Board, the Board may cause any or all outstanding Awards to become vested and immediately exercisable, and provide for a method of cashless exercise, on such terms and conditions as it may determine.

The purpose of introducing restricted units and deferred units is to improve the REIT’s ability to retain and attract competent and motivated people, while seeking to align more closely the interests of Trustees, officers and employees with those of Unitholders. More particularly, as regards Trustees, if authorized by the Board, a non-employee member of the Board will be entitled to elect to be paid his or her Board Compensation, in whole or in part, in deferred units, in lieu of cash.

The Plan provides that the Board of Trustees may grant awards of restricted units. A restricted unit is a contractual promise to issue Units in an amount equal to the Market Price of the Units subject to the award, at a specified future date. Restricted units will vest on and after the third anniversary of the date of grant, subject to the right of the Board of Trustees to determine at the time of grant that a particular restricted unit will vest on different dates and to determine at any time after the time of grant that a particular restricted unit will vest at an earlier or later time. Following vesting, and subject to the participant’s satisfaction of any conditions, restrictions or limitations imposed by the Board of Trustees, each restricted unit granted to a participant shall entitle the participant to receive on settlement one (1) Unit from treasury. Whenever a cash distribution is paid on the Units, additional restricted units, the number of which will be computed pursuant to the Plan, shall accrue in respect of each participant who has, prior to such cash distribution, been granted restricted units (whether or not such restricted units are vested on the date of such cash distribution). Restricted units granted pursuant to cash distributions will be credited to the restricted unit account of the applicable participant and vest on the same terms and time (and subject to vesting) as the restricted units in respect of which the additional restricted units were accrued. The number of additional restricted units which shall accrue in respect of each applicable participant as regards such cash distributions shall be calculated by dividing: (i) the amount determined by multiplying (a) the number of restricted units credited to the participant on the record date for the payment of such cash distribution by (b) the cash distribution paid per Unit; by (ii) the Market Price of a Unit on the cash distribution payment date for such cash distribution, in each case, with fractions computed to two (2) decimal places.

The Plan also provides that the Board of Trustees may grant awards of deferred units. A deferred unit is a contractual promise to issue Units in an amount equal to the Market Price of the Units subject to the award, at a specified future date. Deferred units granted on a particular date will vest in accordance with

the following schedule: one-third of the deferred units will vest on the first anniversary of the date of grant; one-third of the deferred units will vest on the second anniversary of the date of grant; and one-third of the deferred units will vest on the third anniversary of the date of grant, subject to the right of the Board of Trustees to determine at the time of grant that a particular deferred unit will vest in whole or in part on different dates (including an earlier or later date) and to determine at any time after the time of grant that a particular deferred unit will vest in whole or in part on earlier or later dates for any reason. Each participant who has deferred units credited to their deferred unit account shall be entitled to receive, after the participant ceases to be an “Eligible Person” for the purposes of the Equity Incentive Plan for any reason and after the deferred units credited to the participant's deferred unit account have vested, on a day designated by the participant and communicated to the Board of Trustees by the participant in writing at least fifteen (15) days prior to the designated day (or such earlier date after the participant ceases to be an Eligible Person and after the participant's deferred units have vested, as the participant and the REIT may agree, which date shall be no later than the later of the end of the calendar year in which (i) the participant ceases to be an Eligible Person, or (ii) the participant's deferred units vest), and if no such Notice is given, then on the first (1st) anniversary of the effective date the participant ceases to be an Eligible Person, that number of Units equal to the number of deferred units credited to the participant's deferred unit account, such Units to be issued from treasury of the REIT. Whenever a cash distribution is paid on the Units, additional deferred units, the number of which will be computed pursuant to the Equity Incentive Plan, shall accrue in respect of each participant who has, prior to such cash distribution, been granted deferred units (whether or not such deferred units have vested). Deferred units granted pursuant to cash distributions will be credited to the deferred unit account of the applicable participant and vest on the same terms and time as the deferred units in respect of which the additional deferred units were accrued. The number of additional deferred units which shall accrue in respect of each applicable participant as regards such cash distributions shall be calculated by dividing: (i) the amount determined by multiplying (a) the number of deferred units credited to the participant on the record date for the payment of such cash distribution by (b) the cash distribution paid per Unit; by (ii) the Market Price of a Unit on the cash distribution payment date for such cash distribution, in each case, with fractions computed to two (2) decimal places.

For the purposes of the Plan, “Market Price”, means, on any particular day, the market price of one (1) Unit and shall be calculated by reference to the closing price for a board lot of Units on the TSX, on that day, or if at least one (1) board lot of Units shall not have been traded on the TSX on that day, on the immediately preceding day for which at least one (1) board lot was so traded; or if, at any time, the Units are no longer listed on the TSX, then the Market Price shall be calculated by reference to the closing price, on the aforesaid day, for a board lot of Units on the stock exchange on which the Units are listed and had the greatest volume of trading on that particular day. In the event that the Units are not listed and posted for trading on any stock exchange, the Market Price shall be the fair market value of such Units as determined by the Board of Trustees in its sole discretion.

Restricted units and deferred units are personal to each participant and non-assignable.

Restricted units and deferred units benefit from the same treatment as options as regards bankruptcy, death, disability, voluntary resignation, retirement or termination of employment or engagement with the REIT or any subsidiary of the REIT of a participant.

The Plan also updates its definition of “**change of control**” to provide that it means:

- a) a successful take-over bid;
- b) any change in the beneficial ownership or control of the outstanding securities or other interests which results in:
 - (i) a person or group of persons (other than the REIT and its subsidiaries and affiliates) “acting jointly or in concert” (as defined in Regulation 62-104 Respecting take-over bids and issuer bids (Québec), as amended from time to time), or
 - (ii) an “affiliate” or “associate” (each as defined in the Securities Act (Québec), as amended from

- time to time) of such person or group of persons,
- holding, acquiring or controlling, directly or indirectly, within a twelve (12) month period, more than thirty percent (30%) of the issued and outstanding Units, other than as a result of a transaction or series of transactions approved by the Incumbent Trustees unless such holding, owning or controlling, directly or indirectly, exceeds fifty percent (50%) of the issued and outstanding Units;
- c) the acquisition, within a twelve (12) month period, by any person of Units (or other securities of the Trust or its Subsidiaries having rights of purchase, conversion or exchange into Units) which together with securities of the REIT held by such person, together with persons acting jointly or in concert with such person, exceeds thirty percent (30%) of the issued and outstanding Units (assuming the purchase, conversion or exchange of such other securities, whether then purchasable, convertible or exchangeable or not, into the highest number of Units, such person or persons would be entitled to);
 - d) the amalgamation, arrangement, merger or other consolidation or combination of the REIT with or into or with any one or more other business entities:
 - (i) pursuant to which a person or company or combination of persons and/or companies thereafter hold a greater number of Units or other securities of the successor or continuing business entity having rights of purchase, conversion or exchange into Units of the successor or continuing business entity (assuming the purchase, conversion or exchange of such other securities, whether then purchasable, convertible or exchangeable or not into the highest number of Units of the successor or continuing business entity such persons and/or companies would be entitled to) than the number of Units of the successor or continuing business entity held directly and indirectly by former Unitholders of the REIT; and
 - (ii) pursuant to which the President and Chief Executive Officer of the REIT immediately prior thereto is not immediately thereafter the President and Chief Executive Office of the successor or continuing business entity and a majority of the Board of Trustees (as it was constituted prior to such amalgamation, arrangement, merger or other consolidation or combination) do not continue as members of the board of the successor or continuing business entity;
 - e) the acquisition by any person or persons acting jointly or in concert of:
 - (i) all or substantially all of the assets of the REIT (other than an acquisition by the REIT or its subsidiaries in connection with an internal reorganization); or
 - (ii) more than fifty percent (50%) of the outstanding Units;
 - f) a liquidation or dissolution of the REIT; or
 - g) any similar event deemed by the Board of Trustees to constitute a Change of Control for purposes of the Plan.

Upon or in anticipation of a Change of Control of the REIT, the Equity-Based Incentive Plan provides that:

- a) The Board of Trustees may, in its sole and absolute discretion and without the need for the consent of any participant, cancel any Award in exchange for a substitute Award with respect to the capital successor entity or its parent contingent upon the occurrence of that Change of Control (a "**Plan Substitution**"). Substitute Awards shall have no less economic value, no more

stringent performance conditions, and similar vesting schedules as existing Awards, in all material aspects.

- b) If a Plan Substitution is not effected by the Board of Trustees, the Board of Trustees may cause any or all outstanding Awards to become vested and immediately exercisable, and provide for a method of cashless exercise, on such terms and conditions as it may determine.

SCHEDULE "B"

Mandate of the Board of Trustees

The Board of Trustees (the "**Board**") exercises certain duties prescribed by law and is normally involved in a significant number of essential issues involving the REIT. The Board determines the limits of its mandate as well as the issues to be discussed by the Board.

The issues generally submitted to the Board include the financial statements, strategic orientations, business plan, budgets, major investments, financing and other major financial activities, the hiring of executives, remuneration, succession, organizational restructuring and material transactions.

In order to perform its duties, the Board must be aware of and have approved the general management plan of the business, but it must also be satisfied that the plan is implemented properly and that the appropriate oversight and internal and external control and audit systems are set up to ensure that the affairs of the REIT are managed responsibly. Such audit shall be carried out in part by governing and approving, among other things, the strategic plan, the business plans as well as the budgets resulting therefrom, taking into account the opinions of experts, both those which are internal and those which may come from outside.

The Board shall implement appropriate audit procedures, even if there is no particular problem. Such procedures will allow the Board to ensure compliance of the day-to-day management of the operations of the REIT and other aspects of management which it cannot oversee or review itself. Such procedures are not only useful and necessary to the oversight process but, in many situations, they will also provide an essential defence against allegations of failure to comply with the obligations of the Trustees in the performance of their duties.

Regulatory authorities are increasingly adopting corporate governance policies in order to ensure that the Trustees are more active and independent in performing their mandate. Regulatory authorities have, among other things, pointed out that the Board should explicitly assume the following specific duties:

- adopt a planning procedure including the orientation and review of corporate strategies, major plans of action, risk management policies, business plans and budgets;
- adopt performance goals and provide oversight of the conduct of business and corporate performance;
- approve and oversee material transactions and investments;
- select officers and approve their compensation;
- carry out succession planning and development, including recruiting, training and career management and oversee the performance and evaluation of officers;
- review the compensation system for board members and ensure that the board nomination procedure is well established and transparent;
- oversee and manage potential conflicts of interest of the officers and board members and compliance by them with the policies of the REIT;
- ensure the integrity of the financial and accounting systems of the REIT, including the independent audit, and ensure that an appropriate internal control system is set up, including a system for monitoring risks, financial controls and compliance with the law;

- report and disclose financial information with transparency and diligence;
- oversee the implementation and effectiveness of corporate governance rules;
- approve the communication policy of the REIT and oversee its enforcement;
- identify the main risks facing the REIT, ensure that a system has been set up to manage them, monitor it and revise it as needed;
- adopt and promote the values of the REIT's code of ethics and business conduct, ensure that the Trustees, officers and employees of the REIT and its subsidiaries, and the persons called upon to represent the REIT or to act on its behalf, including persons bound by contract or otherwise to the REIT, are informed thereof and understand its scope, that a procedure is set up to receive and handle complaints and that a report is made to the Board quarterly or without delay when a material offence occurs;
- periodically check whether the REIT has granted loans or lines of credit to trustees or officers;
- ensure that no trustee or officer has traded in units during black-out periods and that they file their insider report within the prescribed time when they trade outside such periods;
- approve or amend the contract of trust, by-laws or administrative resolutions;
- ensure that integrity, and financial integrity in particular, prevails within the REIT while being satisfied with the integrity of the Chief Executive Officer and executive officers who will create a culture of integrity and business ethics throughout the organization.

In order to efficiently fulfill its duties, the Board shall meet periodically (at least once per quarter), and the Board committees meet in accordance with the meetings provided for in their work program and when circumstances require to do so.

The Board meets without management at the end of each quarter Board meeting, or at other times during the year if it so wishes. In addition, the Board meets with the President and Chief Executive Officer once every quarter without the other executives being present.

In addition, in performing its mandate, the Board may retain the services of outside advisers at the expense of the REIT.