



**COMINAR**  
**REAL ESTATE INVESTMENT TRUST**

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**NOTICE OF ANNUAL AND SPECIAL MEETING  
OF UNITHOLDERS  
AND  
MANAGEMENT PROXY CIRCULAR**

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**March 23, 2006**



## COMINAR REAL ESTATE INVESTMENT TRUST

### NOTICE OF ANNUAL AND SPECIAL MEETING OF UNITHOLDERS

**NOTICE IS HEREBY GIVEN** that the annual and special meeting (the "**Meeting**") of the holders of units ("**Unitholders**") of Cominar Real Estate Investment Trust (the "**REIT**") will be held in the Jolliet room of the Queen Elizabeth Hotel, 900 René Lévesque Blvd. West, Montreal, Québec, on Wednesday, May 10, 2006 at 11:00 a.m. (Montreal time), for the following purposes:

1. **TO RECEIVE** the financial statements of the REIT for the financial year ended December 31, 2005, together with the report of the auditors thereon;
2. **TO ELECT** three Independent Trustees of the REIT for the next two financial years;
3. **TO APPOINT** the auditors and authorize the trustees of the REIT to fix their remuneration;
4. **TO CONSIDER** and, if thought fit, to approve a resolution ratifying and confirming the amendment to the unit option plan of the REIT (the "Unit Option Plan") with respect to the increase of the maximum number of Units that may be issued pursuant to the exercise of options granted under the Unit Option Plan and approving the listing on The Toronto Stock Exchange of additional Units to be listed as reserved for issuance pursuant to the Unit Option Plan; and
5. **TO TRANSACT** such other business as may properly come before the Meeting or any adjournment thereof.

The resolutions described above in paragraphs 2, 3 and 4 require the approval of a majority of the votes cast at the Meeting. The accompanying management proxy circular dated March 23, 2006 provides additional information relating to the matters to be dealt with at the Meeting and forms part of this Notice.

The trustees of the REIT have fixed March 16, 2006 as the record date for determining those Unitholders entitled to receive notice of and vote at the Meeting.

**Unitholders who are unable to be personally present at the Meeting should complete, sign, date and return the enclosed form of proxy to the REIT's transfer agent, National Bank Trust Inc., 1100 University Street, 9th Floor, Montreal, Québec, H3B 2G7, or to the head office of the REIT, 455 rue du Marais, Vanier, Québec, G1M 3A2. In order to be effective, proxies must be received no later than 2:00 p.m. (Québec time), Tuesday, May 9, 2006 or, if the Meeting is adjourned, the last business day preceding the day of any adjournment thereof.**

**DATED** at Québec, Québec, the 23<sup>rd</sup> day of March, 2006.

**BY ORDER OF THE BOARD OF TRUSTEES,**

The Secretary,

*(s) Michel Paquet*

**Michel Paquet**



# COMINAR REAL ESTATE INVESTMENT TRUST

## MANAGEMENT PROXY CIRCULAR

### SOLICITATION OF PROXIES

This management proxy circular (the “Circular”) is furnished in connection with the solicitation of proxies by or on behalf of management of Cominar Real Estate Investment Trust (the “REIT”) for use at the annual and special meeting (the “Meeting”) of holders of units (“Units”) of the REIT (the “Unitholders”) to be held on Wednesday, May 10, 2006 in the Jolliet room of The Queen Elizabeth Hotel, 900, René Lévesque Blvd. West, Montreal, Québec, at 11:00 a.m. (Montreal time), and any adjournment thereof for the purposes set forth in the accompanying notice of the Meeting (the “Notice”). It is expected that 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”), 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 of March 16, 2006.

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

### NON-REGISTERED HOLDERS

The information set forth in this section is important to the many Unitholders who do not hold Units of the REIT in their own names (the “**Non-Registered Holders**”). Non-Registered Holders should note that only proxies deposited by Unitholders whose names appear on the records of the REIT as the registered holders of Units can be recognized and acted upon at the Meeting. However, in many cases, Units beneficially owned by a Non-Registered Holder are registered either:

- (a) In the name of an intermediary (an “**Intermediary**”) that the Non-Registered Holder deals with in respect of the Units, 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
- (b) In the name of a clearing agency (such as The Canadian Depository for Securities Limited or “**CDS**”) of which the Intermediary is a participant.

In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the REIT has distributed copies of the notice of Meeting, this Circular, the form of proxy and the 2005 Annual Report (collectively, the “**Meeting Materials**”) to the clearing agencies and intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive the Meeting Materials will either:



## COMINAR REAL ESTATE INVESTMENT TRUST

### MANAGEMENT PROXY CIRCULAR

- (a) Be given a proxy which is signed by the Intermediary (typically by a facsimile, stamped signature) and already sets forth the number of Units beneficially owned by the Non-Registered Holder but which is otherwise uncompleted. This form of proxy need not be signed by the Non-Registered Holder. The Non-Registered Holder who wishes to submit a proxy should properly complete the form of proxy and deposit it with National Bank Trust Inc. as described above;
- (b) More typically, be given a voting instruction form which must be completed and signed by the Non-Registered Holder in accordance with the directions on the voting instruction form received by the Non-Registered Holder.

The majority of brokers now delegate responsibility for obtaining instructions from clients to ADP Investor Communications Corporation (“ADP”, formerly Independent Investor Communications Corporation). ADP typically mails a proxy form to the Non-Registered Holders and asks Non-Registered Holders to return the proxy form to ADP (the ADP form also allows completion of the voting instructions form by telephone). ADP then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Units to be represented at a Unitholders’ meeting. A Non-Registered Holder receiving a proxy form from ADP cannot use that proxy to vote Units directly at the Meeting. The proxy must be returned to ADP well in advance of the Meeting in order to have the Units voted.

Units held by brokers or their agents or nominees can be voted for or against resolutions only upon the instructions of the Non-Registered Holder. Without specific instructions, brokers and their agents and nominees are prohibited from voting Units for the brokers’ clients. The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Units they beneficially own.

Should a Non-Registered Holder who receives either a proxy or a voting instruction form wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the names of the persons named in the proxy and insert the Non-Registered Holder’s (or such other person’s) name in the blank space provided, or, in the case of a voting instruction form, follow the corresponding directions on the form. In either case, Non-Registered Holders should carefully follow the instructions of their Intermediaries and their service companies and ensure that instructions respecting the voting of their Units are communicated to the appropriate person.

### **APPOINTMENT AND REVOCATION OF PROXIES**

If it is not your intention to be present in person at the Meeting, you are asked to complete and return the form of proxy enclosed. The proxy must be executed by the Unitholder or the attorney of such Unitholder, duly authorized in writing. Proxies to be used at the Meeting must be deposited with the REIT’s transfer agent, National Bank Trust Inc., 1100 University street, 9<sup>th</sup> floor, Montreal, Québec, H3B 2G7, or at the head office of the REIT, 455 Du Marais street, Quebec (arrondissement Vanier), Québec, G1M 3A2, no later than 2:00 p.m. (Montreal time), Tuesday, May 9, 2006 or, if the Meeting is adjourned, the last business day preceding the day of any adjournment thereof.



# COMINAR REAL ESTATE INVESTMENT TRUST

## MANAGEMENT PROXY CIRCULAR

The persons named in the enclosed form of proxy are Trustees and 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 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 the REIT's transfer agent at any time up to and including the last business day preceding the Meeting or any adjournment thereof at which the proxy is to be used or with the chairman of the Meeting on the date of the Meeting or any adjournment thereof, and upon either of such deposits, the proxy will be revoked.

### VOTING OF UNITS

Units represented by proxies will be voted or withheld from voting as specified on any ballot that may be called for 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 any direction to the contrary, a proxyholder will vote the Units IN FAVOUR of: (i) the election of three nominees of the management as Independent Trustees (as hereinafter defined); (ii) the approval of a resolution ratifying and confirming the amendment to the unit option plan of the REIT (the "Unit Option Plan") with respect to the increase of the maximum number of Units that may be issued pursuant to the exercise of options granted under the Unit Option Plan and approving the listing on The Toronto Stock Exchange ("TSX") of additional Units to be listed as reserved for issuance pursuant to the Unit Option Plan; and (iii) the appointment of the auditors of the REIT and the authorization of the Trustees to fix their remuneration, all as described in this Circular. If a choice to the contrary is not specified by a Unitholder, such Units will be voted in favour of such matters.**

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice and with respect to other matters which may properly come before the Meeting. The Trustees know of no matters to come before the Meeting, other than the matters referred to in the Notice of Meeting. However, if any other matters which are not 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 judgement of the proxyholder.

### VOTING AT MEETING AND QUORUM

On March 16, 2006, 33,192,104 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 March 16, 2006, 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. However, to the extent that a person transfers the ownership of any Units after that date and the transferee of those Units produces properly endorsed Unit certificates or otherwise establishes that it owns the Units and



# COMINAR REAL ESTATE INVESTMENT TRUST

## MANAGEMENT PROXY CIRCULAR

demands, no later than ten days before the Meeting, that its name be included in the list of Unitholders to vote at the Meeting, the transferee will be entitled to vote such Units at the Meeting or any adjournment thereof.

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 not less than 25% of the total number of outstanding Units.

### PRINCIPAL HOLDERS OF UNITS

To the knowledge of the Trustees and officers of the REIT, there is no beneficial owner of, nor any person who exercises control or direction over Units carrying 10% or more of the votes attached to the outstanding Units, other than:

Unitholder	Number of Units beneficially owned or over which control or direction is exercised	Percentage of outstanding Units
AM Total Investments, general partnership <sup>(1)</sup>	6,807,400	21%
CDS & Co.	26,384,704	79%

**NOTE:**

(1) The Units held by AM Total Investments, general partnership, formerly known as Cominar general partnership, are indirectly held by Michel Dallaire, Alain Dallaire, Sylvie Dallaire and Linda Dallaire, being the children of Jules Dallaire.

### ELECTION OF INDEPENDENT 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 (including the AM Total Investments Trustees and the Independent Trustees, as such terms are defined under the heading “Corporate Governance”).

Presently, there are nine Trustees of the REIT. Of this number, pursuant to the Contract of Trust, four were appointed by Corporation Financière Alpha (CFA) Inc. (a corporation resulting from the amalgamation of Corporation Financière Alpha (CFA) Inc. and Groupe Financier Alpha (GFA) Inc. (formerly known as Groupe Cominar Inc.) and the subsequent amalgamation of Corporation Financière Alpha (CFA) Inc. and Groupe Financier Alpha (GFA) 2001 Inc.), on behalf of AM Total Investments, general partnership. These Trustees are Jules Dallaire, Michel Dallaire, Michel Berthelot and Michel Paquet. Two of the Independent Trustees, namely Yvan Caron and Ghislaine Laberge shall hold office for a term expiring at the close of the annual meeting of Unitholders for the financial year ending December 31, 2006. Consequently, three Independent Trustees, namely Robert Després, Pierre Gingras and Richard Marion, whose respective terms expire at the close of the Meeting are hereby nominated by management for election as Independent Trustees at the Meeting.



## COMINAR REAL ESTATE INVESTMENT TRUST

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### MANAGEMENT PROXY CIRCULAR

The persons named in the enclosed form of proxy for use at the Meeting intend to vote **IN FAVOUR** of the election of **Robert Després, Pierre Gingras and Richard Marion** as Independent Trustees, to hold office until the close of the annual meeting of Unitholders for the financial year ending **December 31, 2007**, or until their successors are duly elected or appointed in accordance with the **Contract of Trust**, unless the Unitholder who has given the proxy has directed that the Units represented thereby be withheld from voting. Management does not contemplate that any of such nominees will be unable to serve as Independent Trustees but, if that should occur for any reason prior to the Meeting, the persons named in the enclosed 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 Independent Trustees.

The following table sets forth certain information with respect to the three nominees for election at the Meeting as Independent Trustees, the names of each current Trustee, all other positions and offices within the REIT currently held by them, their principal occupations and their employment during the last five years, the period during which each served as a Trustee of the REIT and the approximate number of Units they have advised are beneficially owned, directly or indirectly, by them or over which they exercise control or direction as at March 16, 2006.



# COMINAR REAL ESTATE INVESTMENT TRUST

## MANAGEMENT PROXY CIRCULAR

Name, Municipality of residence And office	Principal occupation	Period during which served as a Trustee	Number of Units beneficially owned or over which control or direction is exercised <sup>(1)</sup>
<b>Jules Dallaire</b> Québec (arrondissement Charlesbourg) (Québec) AM Total Investments Trustee, Chairman of the REIT	Chairman	1998-	398,600 <sup>(6)</sup>
<b>Michel Dallaire, P.eng.</b> Québec (arrondissement Beauport) (Québec) AM Total Investments Trustee, President and Chief Executive Officer of the REIT	President and Chief Executive Officer of the REIT	1998-	6,916,231 <sup>(7)</sup>
<b>Michel Berthelot, C.A.</b> Québec (arrondissement Laurentien) (Québec) AM Total Investments Trustee, Executive Vice-President and Chief Financial Officer of the REIT	Executive Vice-President and Chief Financial Officer of the REIT	1999-	5,398
<b>Me Michel Paquet <sup>(4)</sup></b> Québec (arrondissement Sainte-Foy-Sillery) (Québec) AM Total Investments Trustee, Executive Vice-President, Legal Affairs and Secretary of the REIT	Executive Vice-President, Legal Affairs and Secretary of the REIT	1998-	4,818
<b>Yvan Caron <sup>(2)(3)(5)</sup></b> Québec (arrondissement Limoilou) (Québec) Independent Trustee	Consultant	1998-	Nil
<b>Robert Després, O.C., G.O.Q. <sup>(2)(4)(5)</sup></b> Québec (arrondissement de la Cité) (Québec) Independent Trustee	Director of various companies	1998-	16,500
<b>Pierre Gingras <sup>(2)(3)(5)</sup></b> Ste-Pétronille, Ile d'Orléans (Québec) Independent Trustee	President of Placements Moras inc., a personal holding company, director of Desjardins Sécurité Financière, a life assurance company and director of Reliure Sélect Inc., a thermoplastic-binding company	1998-	91,072 <sup>(8)</sup>
<b>Ghislaine Laberge <sup>(3)(4)(5)</sup></b> Montréal (arrondissement Verdun) (Québec) Independent Trustee	Consultant in real estate investments, director of CDP Capital – Real Estate Advisory and CDP Capital - Mortgages, members of the group of the Caisse de dépôt et placement du Québec	1998-	Nil
<b>Richard Marion</b> Montréal (arrondissement Ville-Marie) (Québec) Independent Trustee	President of Actigest inc., a personal holding company, partner of Capital Groupe Conseil Inc., an asset and finance management company	1998-	2,000

### NOTES :

- (1) Individual Trustees have furnished information as to the Units beneficially owned by them or over which they exercise control or direction.
- (2) Member of the Audit Committee.
- (3) Member of Compensation and Governance Committee (designated under the name of Compensation Committee since February 23, 2006).
- (4) Member of the Nominating and Corporate Governance Committee.
- (5) Will hold office as an Independent Trustee for a term expiring at the close of the annual meeting of Unitholders for the financial year ending December 31, 2006.
- (6) Comprises 41,600 Units held by Corporation Financière Alpha (CFA) Inc., a corporation resulting from the amalgamation of Corporation Financière Alpha (CFA) Inc. and Groupe Financier Alpha (GFA) Inc. (formerly known as Groupe Cominar Inc.) and the subsequent amalgamation of Corporation Financière Alpha (CFA) Inc. and Groupe Financier Alpha (GFA) 2001 Inc.
- (7) Comprises 41,600 Units held by Corporation Financière Alpha (CFA) Inc., a corporation resulting from the amalgamation of Corporation Financière Alpha (CFA) Inc. and Groupe Financier Alpha (GFA) Inc. (formerly known as Groupe Cominar Inc.) and the subsequent amalgamation of Corporation Financière Alpha (CFA) Inc. and Groupe Financier Alpha (GFA) 2001 Inc. and 6,807,400 Units held by AM Total Investments, general partnership (formerly known as Cominar, general partnership). The Units held by AM Total Investments, general partnership, are indirectly held by Michel Dallaire, Alain Dallaire, Sylvie Dallaire and Linda Dallaire, being the children of Jules Dallaire.
- (8) Comprises 15,072 Units held by Placements Moras inc.

Each of the Trustees listed above has held his or her principal occupation for the five preceding years, except for Richard Marion who from August 1996 to April 2004, was President





## COMINAR REAL ESTATE INVESTMENT TRUST

### MANAGEMENT PROXY CIRCULAR

and General Manager of Société en commandite immobilière Solim, a fund investing in real estate development.

As at March 16, 2006, management of the REIT and the Trustees as a group (13 persons), owned beneficially, or exercised control or direction over 7,424,499 Units, or approximately 22.5% of the issued and outstanding Units.

#### **CEASE TRADE ORDERS AND BANKRUPTCIES**

To the knowledge of the Trustees and officers of the REIT, no one of the proposed Independent Trustee:

- a) is, as at the date of this information circular or has been, within the 10 years before the date of this information circular, a director or executive officer of any company, that, while that person was acting in that capacity:
  - (i) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
  - (ii) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
  - (iii) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- b) has, within the 10 years before the date of this information circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets.

#### **REMUNERATION OF TRUSTEES**

A person who is employed by and receives a salary from the REIT does not receive any remuneration from the REIT for serving as a Trustee. Trustees who were not so employed received remuneration in the amount of \$8,000 per annum and an additional \$500 for each meeting of Trustees attended by the Trustee. Each Independent Trustee, as members of the Audit Committee and/or the Compensation and Governance Committee, receives \$500 for each meeting attended. In all cases, Trustees are entitled to reimbursement from the REIT of their out-of-pocket expenses incurred in acting as a Trustee. During the financial year ended December 31, 2005, the aggregate remuneration paid by the REIT to the Trustees for their services in their capacity as Trustees was \$59,020.



# COMINAR REAL ESTATE INVESTMENT TRUST

## MANAGEMENT PROXY CIRCULAR

In the financial year ended December 31, 2005, no option to purchase Units of the REIT were granted to any Trustees as defined herein under the Unit Option Plan. The Contract of Trust provides that, at all relevant times, it is intended that at least one Trustee will not be, directly or indirectly, a Unitholder or a person who owns an option to acquire Units. Consequently, Yvan Caron has agreed not to and does not hold, directly or indirectly, any Units or options to acquire Units.

### TRUSTEES' AND OFFICERS' LIABILITY INSURANCE

The REIT has entered into indemnification agreements with each of its Trustees. It has also purchased insurance, which covers Trustees' and officers' liability for \$5,000,000 for a period of one year expiring on December 31, 2006, for an annual premium of \$54,897. The premium was paid entirely by the REIT and has not been allocated among the insured. The deductible of \$10,000 per loss is assumed by the REIT. As at March 16, 2006, no claim has ever been presented or paid under such policy.

### CODE OF ETHICS AND BUSINESS CONDUCT

The Board of Trustees has adopted a Code of Ethics and Business Conduct (the "Code of Ethics") which applies to Trustees, to officers, to REIT employees and to the individuals bound by contract or otherwise to the REIT. The REIT's code of Ethics is available on its website at [www.cominar.com](http://www.cominar.com) and at [www.sedar.com](http://www.sedar.com).

### SUMMARY COMPENSATION TABLE

The following table shows the compensation of the President and Chief Executive Officer and the Executive Vice-president and Chief Financial Officer of the REIT (the "Named Executive Officers"). No other Executive Officer of the REIT earned total salary and bonuses in excess of \$150,000 for the financial year ended December 31, 2005.

NAME AND POSITION	ANNUAL COMPENSATION <sup>(1)</sup>			LONG TERM COMPENSATION	ALL OTHER COMPENSATION	
	Year	Salary	Bonus	Other Annual Compensation		Units under options granted
		(\$)	(\$)	(\$)		(\$)
Michel Dallaire President and Chief Executive Officer	2005	145,086	Nil	Nil	---	Nil
	2004	112,526	Nil	Nil	---	Nil
	2003	109,599	Nil	Nil	125,000	Nil
Michel Berthelot Executive Vice-president and Chief Financial Officer	2005	104,092	Nil	Nil	---	Nil
	2004	101,061	Nil	Nil	---	Nil
	2003	95,316	Nil	Nil	75,000	Nil



# COMINAR REAL ESTATE INVESTMENT TRUST

## MANAGEMENT PROXY CIRCULAR

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**NOTES :**

- (1) Amounts disclosed under the heading Annual Compensation for 2005, 2004 and 2003 correspond to the compensation paid by Les Services Administratifs Cominar Inc., a wholly-owned subsidiary of the REIT.
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Except for the Unit Option Plan, the REIT does not have a long-term incentive plan or pension plan, and has never granted Unit appreciation rights to any of its Trustees, officers and employees.

### UNIT OPTION PLAN

On May 21, 1998, the REIT adopted the Unit Option Plan which was amended and restated on May 15, 2001, November 13, 2003 and on May 11, 2004. An amendment is also proposed herein. Participation in the Unit Option 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 will continue to be, beneficially owned, directly or indirectly, by such Eligible Individual and/or the spouse, minor children and/or minor grandchildren of such Eligible Individual, or (iii) a family trust of which the sole Trustee is an Eligible Individual and the beneficiary(ies) are any one or combination of such Eligible Individual and/or the spouse, minor children, and/or minor grandchildren of such Eligible Individual. The granting of options is made by the Trustees. The options have a term not exceeding seven years, and in no event, may the term of any option exceed ten years from the date of grant of the option. The options are exercisable at a price not less than Market Price on the trading day immediately preceding the day on which the grant of the Option is approved by the Trustees. The options shall become exercisable in respect of 25% on a cumulative basis after the first, second, third and fourth anniversary of the granting of such option.

**"Market Price"** on any particular day means the market price of one 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 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 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 Trustees in their sole discretion.

The maximum number of Units initially reserved for issuance under the Unit Option Plan was 3,160,000 Units (approximately 9.5% of the outstanding Units as at March 16, 2006). As at March 16, 2006, options to purchase 1,940,800 Units were outstanding (approximately 5.8% of the outstanding Units) and options to purchase 125,667 Units were available for granting (approximately 0.4% of the outstanding Units).

The aggregate number of Units reserved for issuance at any time to any one optionee shall not exceed five percent (5%) of the number of Units outstanding on a non-diluted basis at such time, less the total of all Units reserved for issuance to such optionee pursuant to any other unit compensation arrangement of the REIT. The aggregate number of Units issuable (or,



## COMINAR REAL ESTATE INVESTMENT TRUST

### MANAGEMENT PROXY CIRCULAR

reserved for issuance) to insiders of the REIT under the Unit Option Plan or any other unit compensation arrangement, cannot at any time exceed ten percent (10%) of the issued and outstanding Units. The aggregate number of Units issued to insiders under the Unit Option Plan or any other unit compensation arrangement, within a one-year period, cannot 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, cannot exceed five percent (5%) of the issued and outstanding Units.

An option or interest therein is personal to each optionee and is non-assignable other than by will or the law of succession. No option granted under the Unit Option 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, shall 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 under the Unit Option Plan, 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, provided, however, that upon the termination of an optionee's employment, position or engagement with the REIT otherwise than by reason of death, 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 or cessation and provided further that such option shall in no event expire later than the earlier of: (a) three (3) months following the optionee's employment, position or engagement being terminated or ceased; and (b) 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 or cessation and provided further that such option shall in no event expire later than the earlier of (i) one year following the optionee's, employment, position or engagement being terminated by reason of retirement and (ii) the expiry date of such option. The provisions relating to such expiration shall be contained in the written option agreement, instrument or certificate between the REIT and the optionee.

If an optionee shall die holding an option which has not been fully exercised, his personal representatives, heirs or legatees may, at any time following the grant of probate of the will or letters of administration of the estate of the deceased and prior to the period of time provided under the terms of the written option agreement, instrument or certificate between the REIT and the optionee for exercise of an option upon the death of the optionee, exercise the option with respect to the unexercised balance of the Units subject to 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: (a) one (1) year following the optionee's death; and (b) the expiry date of such option.



## COMINAR REAL ESTATE INVESTMENT TRUST

### MANAGEMENT PROXY CIRCULAR

In the event the REIT proposes to amalgamate, merge or consolidate with any other trust or entity (other than a wholly-owned entity) or to distribute all of its assets or to liquidate, dissolve or wind-up, or in the event an offer to purchase or repurchase the Units of the REIT or any part thereof shall be made to all or substantially all holders of Units of the REIT, the REIT shall have the right, upon written notice thereof to each optionee holding options under the Unit Option Plan, to permit the exercise of all such options within the 20 day period next following the date of such notice and to determine that upon the expiration of such 20 day period, all rights of the optionees to such options or to exercise same (to the extent not theretofore exercised) shall ipso facto terminate and cease to have further force or effect whatsoever. In the event of the sale by the REIT of all or substantially all of the assets of the REIT as an entirety or substantially as an entirety so that the REIT shall cease to operate as an active business, any outstanding option may be exercised as to all or any part of the optioned Units in respect of which the optionee would have been entitled to exercise the option in accordance with the provisions of the Unit Option Plan at the date of completion of any such sale at any time up to and including, but not after the earlier of: (i) the close of business on that date which is thirty (30) days following the date of completion of such sale; and (ii) the close of business on the expiration date of the option; but the optionee shall not be entitled to exercise the option with respect to any other optioned Units. Subject to the rules of any relevant stock exchange or other regulatory authority, the Trustees may, by resolution, advance the date on which any option may be exercised or extend the expiration date of any Option provided that the period during which an option is exercisable does not exceed seven (7) years from the date the option is granted. The Trustees shall not, in the event of any such advancement or extension, be under any obligation to advance or extend the date on or by which options may be exercised by any other optionee. Subject to the rules of any relevant stock exchange or other regulatory authority, the Trustees may, by resolution, decide that any of the provisions hereof concerning the effect of ceasing to be an Eligible Person shall not apply to any optionee for any reason acceptable to the Trustees.

The Trustees may amend or discontinue the Unit Option Plan at any time, provided, however, that no such amendment may materially and adversely affect any option previously granted to an optionee without the consent of the optionee, except to the extent required by law. Any such amendment shall, if required, be subject to the prior approval of, or acceptance by, any stock exchange on which the Units are listed and posted for trading and any relevant securities regulatory authorities.

Notwithstanding the foregoing, should changes be required to the Unit Option Plan by any securities commission, stock exchange or other governmental or regulatory body of any jurisdiction to which the Unit Option Plan or the REIT now is or hereafter becomes subject, such changes shall be made to the Unit Option Plan as are necessary to conform with such requirements and, if such changes are approved by the Trustees, the Unit Option Plan, as amended, shall be filed with the records of the REIT and shall remain in full force and effect in its amended form as of and from the date of its adoption by the Trustees. In such event, all outstanding options shall be automatically amended to the extent required to respect the terms and provisions of this Unit Option Plan as so amended.

During the financial year ended December 31, 2005, the REIT granted to 14 Eligible Persons of which 13 are employees and one is an officer, a total of 244,000 options at an exercise



# COMINAR REAL ESTATE INVESTMENT TRUST

## MANAGEMENT PROXY CIRCULAR

price of \$17.12 per Unit under the Unit Option Plan, and no option to purchase Units were granted to the Named Executive Officers.

The following table summarizes for the Named Executive Officers, the number of options, if any, exercised during the financial year ended December 31, 2005, the aggregate value realized upon exercise and the total number of unexercised options, if any, held as at December 31, 2005. Value realized upon exercise is the difference between the market value of the underlying units on the exercise date and the exercise or base price of the option. The value of an unexercised in-the-money option at financial year-end is the difference between its exercise or base price and the market value of the Units of the REIT on December 31, 2005. These values, unlike the amounts set forth in the column "Aggregate Value Realized" have not been, and may never be, realized. These options have not been, and may not be exercised, and actual gains, if any, on exercise will depend on the value of the REIT's Units on the date of exercise. There can be no assurance that these values will be realized.

**UNIT OPTION PLAN -  
OPTION EXERCISES DURING THE FINANCIAL YEAR ENDED DECEMBER 31, 2005  
AND THE FINANCIAL YEAR END OPTION VALUES**

<b>NAME</b>	<b>SECURITIES ACQUIRED ON EXERCISE  (#)</b>	<b>AGGREGATE VALUE REALIZED  (\$)</b>	<b>UNEXERCISED OPTIONS AS AT DECEMBER 31, 2005 (#) EXERCISABLE / UNEXERCISABLE</b>	<b>VALUE OF UNEXERCISED IN THE MONEY OPTIONS AS AT DECEMBER 31, 2005 (\$) EXERCISABLE / UNEXERCISABLE<sup>(1)</sup></b>
Michel Dallaire	25,000	81,750	25,000 / 75,000	131,750 / 395,250
Michel Berthelot	15,000	78,900	15,000 / 45,000	79,050 / 237,150

(1) Based on the closing price of the Units on the Toronto Stock Exchange on December 31, 2005 of \$19.27 per unit.

### EMPLOYMENT CONTRACT

On December 21, 2005, the REIT entered into an employment contract (the "Employment Contract") with Michel Dallaire. Under this contract, Michel Dallaire is entitled to receive an annual base salary of \$164,000 (reviewable annually) and is entitled to be granted options pursuant to the Unit Option Plan. He will be eligible to participate in any benefit plan, annual performance bonus plans, long-term incentive plans, distribution reinvesting plans made available from time to time by the REIT.

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; (ii) a sum equal to two times the highest average annual bonus paid for the two fiscal years immediately preceding the termination of employment, the target bonus for the fiscal year in which such termination occurs and the actual bonus attained for the fiscal year in which such termination occurs; (iii) a sum equal to two times the highest of the followings gains, such as the highest gain realized by Michel Dallaire during the two fiscal years immediately preceding the termination of employment, upon exercise of the options granted under the Unit Option Plan and



# COMINAR REAL ESTATE INVESTMENT TRUST

## MANAGEMENT PROXY CIRCULAR

the sale of the Units corresponding to such options, and the highest potential gain that Michel Dallaire would have realized during the two fiscal years immediately preceding the termination of employment; (iv) the REIT will maintain his coverage of Michel Dallaire under the REIT's executive Benefit Plans for two years following the termination of employment, provided that these perquisites will be reduced to the extent he receives comparable perquisites without cost during the two year period following the termination of employment; (v) the REIT will pay the value of two years of continued coverage under any pension, or other retirement plan or profit sharing maintained by the REIT for two years following termination of employment; (vi) the REIT will continue to provide him with these perquisites, provided that these perquisites will be reduced to the extent Michel Dallaire receives comparable perquisites without cost during the two year period following the termination of employment; (vii) the REIT will continue the vesting of any outstanding options and other equity-based compensation awards, including with respect to options granted under the Unit Option Plan; and (viii) the REIT's retention period with respect to any Units purchased by or for Michel Dallaire under the LTIP or the distribution reinvesting plan will immediately expire.

The Employment Contract also provides that if, within three years following a change of control of the REIT, the latter terminates Michel Dallaire's employment "without cause", the REIT will pay him the following sums: (i) a sum equal to three times his annual base salary; (ii) a sum equal to three times the highest average annual bonus paid for the three fiscal years immediately preceding the termination of employment, the target bonus for the fiscal year in which such termination occurs and the actual bonus attained for the fiscal year in which such termination occurs; (iii) a sum equal to three times the highest of the followings gains, such as the highest gain realized by Michel Dallaire during the three fiscal years immediately preceding the termination of employment, upon exercise of the options granted under the Unit Option Plan and the sale of the Units corresponding to such options, and the highest potential gain that Michel Dallaire would have realized during the three fiscal years immediately preceding the termination of employment; (iv) the REIT will maintain his coverage of Michel Dallaire under the REIT's executive Benefit Plans for three years following the termination of employment, provided that these perquisites will be reduced to the extent he receives comparable perquisites without cost during the three year period following the termination of employment; (v) the REIT will pay the value of three years of continued coverage under any pension, or other retirement plan or profit sharing maintained by the REIT for three years following termination of employment; (vi) the REIT will continue to provide him with these perquisites, provided that these perquisites will be reduced to the extent Michel Dallaire receives comparable perquisites without cost during the three year period following the termination of employment; (vii) the REIT will continue the vesting of any outstanding options and other equity-based compensation awards, including with respect to options granted under the Unit Option Plan; and (viii) the REIT's retention period with respect to any Units purchased by or for Michel Dallaire under the LTIP or the distribution reinvesting plan will immediately expire.

In this Circular, the expression "Change of Control" means (i) any person or entity, alone or with other person or entity, directly or indirectly, becoming owner or exercise control over 20% or more of the voting rights attached to the Units of the REIT and/or securities which can be converted or traded for Units of the REIT giving to these persons or entities to capacity of acquiring the control over 20% or more of the voting rights attaching to the Units of the REIT; or (ii) if the individuals who as of December 21, 2005 constituted the Independent Trustees (and



# COMINAR REAL ESTATE INVESTMENT TRUST

## MANAGEMENT PROXY CIRCULAR

any new Independent Trustee whose appointment or nomination for election was approved by a vote of at least three quarters (3/4) of the Independent Trustees then still in office who either were Trustees as of December 21, 2005 or whose appointment or nomination for election was previously so approved) cease for any reason to constitute a majority of Trustees; or (iii) if the Unitholders of the REIT approve a merger, consolidation, combination or arrangement plan with another entity, a termination plan of the REIT or the disposition of all or substantial part of the assets of the REIT.

### REPORT ON EXECUTIVE COMPENSATION

#### Composition of the Compensation and Governance Committee

For the financial year ended December 31, 2005, the Compensation and Governance Committee (the “**Committee**”) consisted of three Trustees, namely Yvan Caron (president), Pierre Gingras and Ghislaine Laberge, all of whom are Independent Trustees.

#### Mandate of the Committee

The Committee is entrusted with examining matters related to the level and nature of compensation payable to executive officers, including that of the President and Chief Executive Officer whose compensation is set forth under “Summary Compensation Table”. The Committee also makes recommendations to the Trustees with regard to annual bonus levels and grants of options under the Unit Option Plan. The Committee also examines annually succession plans for the positions of President and Chief Executive Officer and other executive officers of the REIT. The Committee is responsible for examining the terms and conditions of compensation, which includes three components: base salary, annual bonus, long-term incentive and the Employee Unit Purchase Plan.

#### Base salary

Base salaries are established at levels that are meant to be competitive with other entities similar and of comparable size to the REIT in the Greater Québec City Area. Base salaries are determined following an assessment of each executive officer’s individual past performance, experience and level of responsibility within the REIT. Base salaries are reviewed annually by the Committee.

#### Annual bonus

The annual bonus is based on the REIT’s financial results as well as on the achievement of the strategic objectives of the REIT. Such objectives are established at the beginning of each year. The bonuses are reviewed annually by the Committee.

#### Long-term Incentive

Long-term incentives are provided through the grant of options pursuant to the Unit Option Plan. The granting of options to Eligible Persons is based on the recommendations of the Committee. The Committee is of the view that the grant of options is a financial incentive to





# COMINAR REAL ESTATE INVESTMENT TRUST

## MANAGEMENT PROXY CIRCULAR

enhance Unitholder value by providing participants with a form of compensation which is tied to increases in the market value of the Units.

The members of the Compensation and Governance Committee, whose names are set out below, have approved the foregoing and its inclusion in this Circular.

Yvan Caron  
Pierre Gingras  
Ghislaine Laberge

### SECURITIES AUTHORIZED FOR ISSUANCE UNDER COMPENSATION PLANS

The following table shows the number of Units to be issued upon the exercise of outstanding options, the weighted average exercise price of such outstanding options and the number of Units remaining for future issuance under the Unit Option Plan.

Plan Category	Number of Units to be issued upon exercise of outstanding options (a)	Weighted-average exercise price of outstanding options (b)	Number of Units remaining available for future issuance under the Unit Option Plan (excluding Units reflected in the first column) (c)
Equity compensation plans approved by securityholders	1,940,800	\$14.35	125,667
Equity compensation plans not approved by securityholders	0	0	0
<b>Total</b>	1,940,800	\$14.35	125,667

### INDEBTEDNESS OF TRUSTEES, EXECUTIVE OFFICERS AND SENIOR OFFICERS

As at the date of this Circular and during the year ended December 31, 2005, no Trustee, proposed nominee for election as Trustee or executive officer of the REIT was indebted to the REIT or its subsidiary.

### CORPORATE GOVERNANCE

The REIT's Board of Trustees and management believe that sound governance practices are essential to the functioning of the REIT and in the interest of its Unitholders, and these practices should be reviewed regularly to ensure that they are appropriate.

This statement of corporate governance is made with reference to National Policy 58-201, Corporate Governance Guidelines and National Instrument 58-101, Disclosure of Corporate



# COMINAR REAL ESTATE INVESTMENT TRUST

## MANAGEMENT PROXY CIRCULAR

Governance Practises (hereinafter collectively the “Corporate Governance Guidelines”) which are initiatives of the Canadian Securities Administrators.

The REIT’s corporate governance practices in effect are designed with a view to ensuring that the business and affairs of the REIT are effectively managed in the interest of the Unitholders as a whole.

The REIT’s corporate governance practices are described in Schedule “A” to this Circular.

In this Circular, the term “**Independent Trustee**” has the meaning given in the Contract of Trust, namely a Trustee (i) who is not a member of the Dallaire Family (as defined below), or an associate, director, officer or employee of a corporation or partnership comprising the Dallaire Group (as defined below) or an affiliate thereof, (ii) who is not related (as **defined** in the TSX Guidelines) to the Dallaire Group, (iii) who is not a person who is a “related person” (within the meaning of the *Income Tax Act (Canada)*) in relation to the Dallaire Group or to any member of the Dallaire Family, (iv) who has no material business relationships with the REIT (other than his election or appointment as Trustee or, subject to the provisions thereof, his being a Unitholder), the Dallaire Group or any member of the Dallaire Family; and (v) who represents to the REIT, upon his election or appointment as a Trustee, that he meets the foregoing criteria.

In this Circular, the expression “**Dallaire Family**” means Jules Dallaire, his wife, their **children** and the spouses of such children.

In this Circular, the expression “**Dallaire Group**” includes AM Total Investments, general **partnership**, Corporation Financière Alpha (CFA) Inc. and Société en Commandite Alpha-Québec.

In this Circular, the expression “**AM Total Investments Trustee**” has the meaning given to the expression “Cominar Trustee” in the Contract of Trust, namely, a nominee appointed as Trustee by Corporation Financière Alpha (CFA) Inc. (a corporation resulting from the amalgamation of Corporation Financière Alpha (CFA) Inc. and Groupe Financier Alpha (GFA) Inc. (formerly known as Groupe Cominar Inc. and the subsequent amalgamation of Corporation Financière Alpha (CFA) Inc. and Groupe Financier Alpha (GFA) 2001 Inc.) on behalf of AM Total Investments, general partnership.

### **Entirely Integrated Real Estate Investment Trust**

The REIT operates as a fully integrated real estate investment trust, which is not subject to any third party management contracts.

In the opinion of the REIT, this structure reduces the potential for conflict between the interests of management and the REIT. The REIT also believes that adopting a fully internalized management structure favours the harmonization of the interests of management and employees with those of Unitholders.

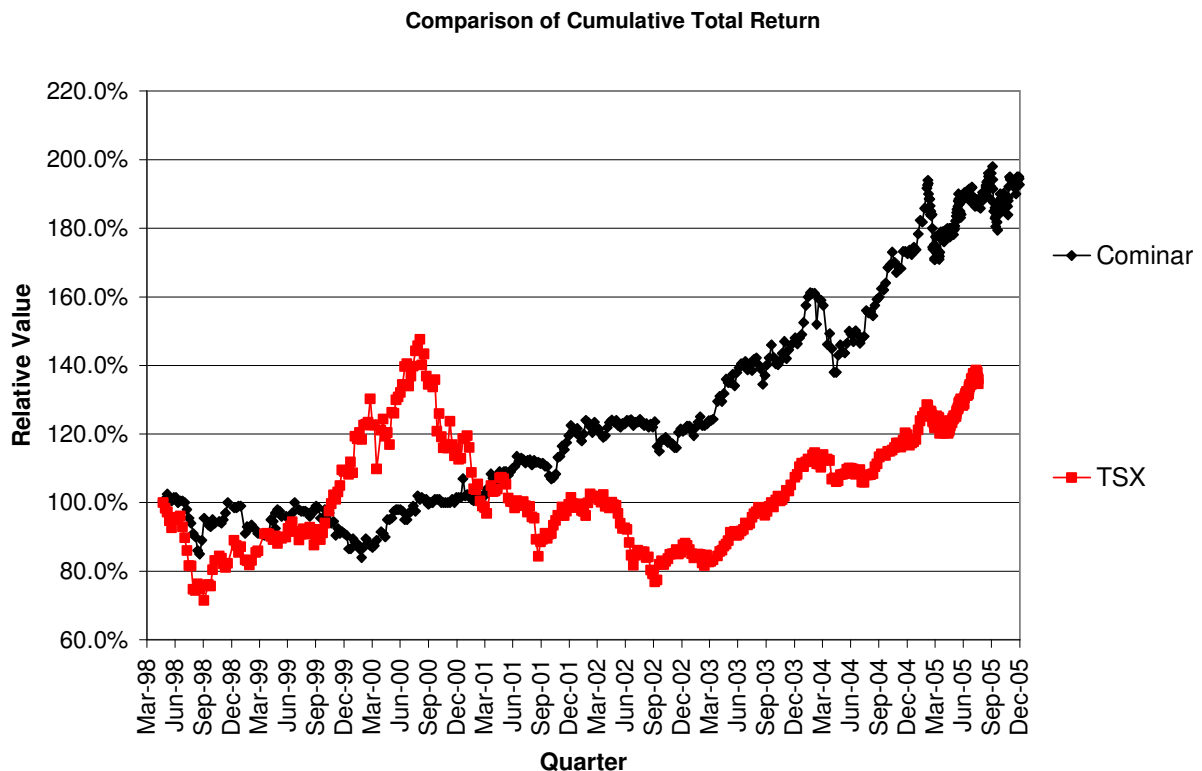


# COMINAR REAL ESTATE INVESTMENT TRUST

## MANAGEMENT PROXY CIRCULAR

### PERFORMANCE GRAPH

The following performance graph compares as at the end of each quarter up to December 31, 2005, the REIT's total return to Unitholders in comparison with the total cumulative return of the S&P/TSX Composite Index of the TSX.



### INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Apart from the information provided in this Circular or in the consolidated audited financial statements of the REIT for the financial year ended December 31, 2005 and since January 1, 2006, the REIT has no knowledge of any material interest of a Trustee or of a member of management, current or proposed, in any transaction, or in a proposed transaction, that could or will materially affect the REIT.

Jules Dallaire, Trustee and Michel Dallaire, Trustee and officer of the REIT, indirectly control Dalcon Inc. and Corporation Financière Alpha (CFA) Inc. Michel Paquet, a Trustee and officer of the REIT, is also associated with these corporations as an officer thereof. Alain Dallaire, officer of the REIT, has also ties with these corporations.

During the financial year ended December 31, 2005, the REIT recorded leasing revenues of \$1,339,000 from Dalcon Inc. and Corporation Financière Alpha (CFA) Inc. The



# COMINAR REAL ESTATE INVESTMENT TRUST

## MANAGEMENT PROXY CIRCULAR

REIT also incurred an expense of \$8,279,000 for the completion by Dalcon Inc., on its behalf, of tenant improvements for tenants of the REIT and \$21,862,000 for the construction and development of income-producing properties on its behalf by Dalcon Inc.

### **AMENDMENT AND RESTATEMENT OF THE UNIT OPTION PLAN**

The Board further amended and restated the Unit Option Plan as at March 20, 2006. The purpose of the Unit Option Plan is to promote the interests of the REIT and its Unitholders by providing to Eligible Persons of the REIT a performance incentive for continued and improved service with the REIT. In making the decision to recommend the amendment and restatement of the Unit Option Plan, the Compensation and Governance Committee and Trustees have considered a number of factors, including the number of options currently outstanding under the Unit Option Plan, the REIT's existing and future human resource requirements and competitive benchmarks. The number of options in respect of which Units are available for grant is depleted. Moreover, the number of Units currently reserved for issuance under the Unit Option Plan no longer represent 10% of the Units currently issued and outstanding, as a result of the REIT's issuances of additional Units in the last past years. Based on a review of these factors, the Trustees have determined that the proposed amendment and restatement of the Unit Option is both reasonable and in the best interest of the REIT.

#### ***Proposed amendment – Increase in Units reserved for issuance***

On March 16, 2006, a total of options to purchase 4,836,000 Units had been granted since the adoption of the Unit Option Plan in 1998, of which options representing 2,611,200 Units had been exercised. Therefore, on March 16, 2006, options to purchase 1,940,800 Units were outstanding and options to purchase 125,667 were available for granting, representing a number of Units reserved for issuance under the Unit Option Plan totalizing 2,066,467 Units.

As at March 20, 2006, the Trustees approved the amendment and restatement of the Unit Option Plan, subject to Unitholders' and regulatory approval. The proposed amendment increases the maximum number of Units which may be issued pursuant to the exercise of options granted under the Unit Option Plan at any given time from 3,160,000 to 3,319,210 (the "**Amendment**"). This proposed new maximum is intended to allow the REIT to continue to have approximately 10% of the Units of the REIT available for grant of options in the form of "*Unexercised Options*" and "*Options Available for Issue*". Consequently, the Trustees further approved the listing of 1,252,743 additional Units on the TSX to be listed as reserved for issuance pursuant to the Unit Option Plan, of which (i) 159,210 Units represent the increase of the maximum number of Units that may be issued pursuant to the exercise of options granted under the Unit Option Plan; and (ii) 1,093,533 Units represent the replenishment of the Unit Option Plan.

The Amendment is subject to the prior approval of the TSX. The TSX has conditionally approved the Amendment, subject to ratification by Unitholders at the Meeting as herein set forth and filing of all required documentation.

Accordingly, at the Meeting, Unitholders will be asked to consider and, if deemed advisable, to approve the resolution set out in Schedule "B" of this Circular (i) ratifying and confirming the Amendment with respect to the increase of the maximum number of Units that



# COMINAR REAL ESTATE INVESTMENT TRUST

## MANAGEMENT PROXY CIRCULAR

may be issued pursuant to the exercise of options granted under the Unit Option Plan at any given time from 3,160,000 to 3,319,210 (representing approximately 10% of the number of issued and outstanding Units of the REIT as at March 16, 2006); and (ii) approving the listing of 1,252,743 additional Units on the TSX to be listed as reserved for issuance under the Unit Option Plan. Such ratification and confirmation requires approval by resolution passed by a majority of the votes cast by the holders of Units present or represented by proxy, and entitled to vote at the Meeting.

The Trustees recommend that Unitholders vote for the approval of the resolution ratifying and confirming the Amendment to the Unit Option Plan. If the Amendment to the Unit Option Plan is not ratified and confirmed by ordinary resolution of the Unitholders, or if such Amendment does not receive regulatory approval, the Amendment to the Unit Option Plan will not become effective and the Additional Options will not be exercisable.

**The persons named in the enclosed form of proxy for use at the Meeting intend to vote IN FAVOUR of the approval of the resolution set out in Schedule “B” of this Circular, unless otherwise directed by the Unitholders appointing them.**

### APPOINTMENT AND REMUNERATION OF AUDITORS

Ernst & Young LLP, chartered accountants, are currently the auditors of the REIT. The board of Trustees proposes that Ernst & Young LLP be re-appointed as auditors of the REIT.

**The persons named in the enclosed form of proxy for use at the Meeting intend to vote IN FAVOUR of the resolution appointing Ernst & Young LLP, as auditors of the REIT to hold office until the next annual meeting of Unitholders or until their successors are appointed, and the authorization of the Trustees to fix the remuneration of the auditors, unless the Unitholder who has given the proxy has directed that the Units represented thereby be withheld from voting in respect to the appointment of auditors.**

The following table shows fees paid to Ernst & Young LLP in the past two fiscal years for various services provided to the REIT and its subsidiary:

	Year ended <u>December 31, 2005</u>	Year ended <u>December 31, 2004</u>
Audit Fees	78,000	75,000
Audit – Related Fees	---	5,500
Audit – Operating Expenses	8,900	8,725
Other Fees	1,600	31,500
<b>TOTAL :</b>	<b>88,500</b>	<b>120,725</b>

### Audit Fees

These fees include professional services rendered by the external auditors for statutory audits of the annual financial statements.



# COMINAR REAL ESTATE INVESTMENT TRUST

## MANAGEMENT PROXY CIRCULAR

### **Audit – Related Fees**

These fees include professional services for consultation services during the statutory audits or interim reviews.

### **Audit – Operating Expenses**

These fees include professional services for statutory audits of the operating expenses of few properties in accordance with leases in force in such properties.

### **Other Fees**

These fees include the total fees paid to the auditors for services other than those presented in the categories of audit fees, audit-related fees and the audit-operating expenses.

### **ADDITIONAL INFORMATION**

The REIT's financial information is included in its audited financial statements and Management's Discussion and Analysis for the fiscal year ended December 31, 2005. Copies of these documents and additional information concerning the REIT can be found on the SEDAR website at [www.sedar.com](http://www.sedar.com) and may also be obtained upon request to the Secretary of the REIT at its head office: 455, Du Marais street, Québec (arrondissement Vanier), Québec, G1M 3A2.

### **APPROVAL OF THE TRUSTEES**

The contents and the distribution of this Circular have been approved by the Board of Trustees of the REIT.

DATED at Québec, Québec, the 23<sup>rd</sup> day of March, 2006.

**BY ORDER OF THE BOARD OF TRUSTEES,**

The Secretary,

*(s) Michel Paquet*

Michel Paquet



# COMINAR REAL ESTATE INVESTMENT TRUST

## MANAGEMENT PROXY CIRCULAR

### SCHEDULE "A"

#### CORPORATE GOVERNANCE PRACTICES

The Board of Trustees has considered the Corporate Governance Guidelines and compared them with its existing practices. The following description summarizes the REIT's Corporate Governance practices in accordance with Corporate Governance Guidelines.

##### **Board of Trustees**

The Board of Trustees is responsible for the overall stewardships of the REIT and has full powers and authority to manage and control the affairs and business of the REIT. It establishes the overall policies and standards for the REIT. It delegates a certain part of its authority and responsibilities to committees and to the management of the REIT, but it retains full effective control over the REIT and monitors senior management. The Trustees are kept informed of the REIT's operations at meetings of the board and its committees and through reports and analyses and discussions with management.

The Contract of Trust provides that there shall be a minimum of nine and a maximum of eleven Trustees and that a majority of the Trustees must be Independent Trustees, Canadian residents and at least five years substantial experience in the real estate industry.

The Board currently consists of nine Trustees of this number five are Independent Trustees. The Board considers that this size is appropriate for the REIT at this time and offers the flexibility to respond efficiently to opportunities. The Board is of the view that current membership has the necessary breadth and diversity of experience to provide for effective decision making and staffing of board committees.

The REIT considers that a majority of Trustees of the REIT and persons proposed to be nominated for election as Trustees are Independent Trustees as defined in National Instrument 58-101. Yvan Caron, Robert Després, Pierre Gingras, Richard Marion and Ghislaine Laberge are Independent Trustees and are considered independent. Jules Dallaire, Michel Dallaire, Michel Berthelot and Michel Paquet as they are appointed by AM Total Investments, general partnership, who is entitled to appoint under the Contract of Trust four Trustees so long as the percentage of Units held represents at least 10% of the Units then outstanding, are AM Total Investment Trustee and are not considered as independent.

According to National Instrument 58-101, the term "independent" means having no direct or indirect "material relationship" with the issuer, a "material relationship" being a relationship which could, in the view of the issuer's board, be reasonably expected to interfere with the exercise of a trustee's independent judgment. In determining whether trustees are independent, the Board has considered and discussed the nature and materiality of all relevant relationships between a trustee and the REIT including, without limitation, customer, supplier and service provider relationships.

The current Trustees and other persons proposed to be nominated for election as Independent Trustees of the REIT also serve as directors of the reporting issuers indicated beside their name:



# COMINAR REAL ESTATE INVESTMENT TRUST

## MANAGEMENT PROXY CIRCULAR

- Robert Després: Domosys Corporation, GeneOhms Sciences inc., HRS Holdings inc. and Obzerv Technologies inc.
- Pierre Gingras: Desjardins Sécurité Financière
- Ghislaine Laberge: CDP Capital – Real Estate Advisory and CDP Capital – Mortgages, members of the group of the Caisse de depot et placement du Québec.

The Board has adopted a written mandate which describes its principal functions and may be found on the REIT's website at [www.cominar.com](http://www.cominar.com) and is annexed hereto as Schedule "A.1". The mandate provides that the Board will consider recommendations made by the officers of the REIT who are responsible for the general management of the REIT and with respect namely to strategic financial and organizational objectives.

In accordance with its mandate, the Board of Trustees ensures that it excludes management from its meetings, from time to time, as appropriate. In the past fiscal year, the Board of Trustees did not schedule separate meetings to be held without certain members of management being present. In addition to the President and CEO, the Executive Vice-President, Legal Affairs and Secretary and the Chief Financial Officer of the REIT were also present at all regularly scheduled meeting of the Board of Trustees. At the invitation of the Board, other members of management attend board meetings and provide reports to the Board on the operating performance of the REIT.

The Chairman of the Board of Trustees is appointed by the full board and he is not a member of management. The Chairman of the Board, Jules Dallaire, was chosen by the full Board, is not an Independent Trustee. However, since the majority of the Trustees are Independent Trustees, the Board believes that there are sufficient measures in place to ensure independence from the management of the REIT. Pursuant to the Contract of Trust, the Independent Trustee Matters require the approval of a majority of Independent Trustees only, such as: (i) to enter into arrangements in which the Dallaire Group has a material interest; (ii) to appoint, where permitted under the Contract of Trust, an Independent Trustee to fill a vacancy among the independent Trustees, and to recommend to Unitholders that the number of Trustees be increased or decreased and, if applicable, to nominate for election by Unitholders individuals as Independent trustees to fill any office of Trustee so created; (iii) to increase the compensation of management; (iv) to grant options under any Unit Option Plan approved by the Trustees, including, without limitation, the Unit Option Plan; (v) to enforce any agreement entered into by the REIT with a Trustee who is not an Independent Trustee, or with an associate of a non-Independent Trustee; and (vi) in relation to a claim by or against the Dallaire Group, any member of the Dallaire Family or any affiliate or associate of any of the foregoing or in which the interest of one of the foregoing differs from the interests of the REIT.

The Board has developed a written position description for the Chairman of the Board. The Chairman's role is to be primarily responsible for the proper functioning of the Board, for ensuring that all relevant issues are on the agenda, and for ensuring that all Trustees play their full part in its activities. The Chairman must make certain that the Trustees receive timely, relevant information tailored to their needs, and that they make an effective contribution to the REIT as board members. The Chairman is responsible for ensuring that the Board understands the boundaries between board and management responsibilities.





# COMINAR REAL ESTATE INVESTMENT TRUST

## MANAGEMENT PROXY CIRCULAR

The functions of the board include the review and approval of annual audited financial statements, quarterly financial statements and related management discussion and analysis disclosure following review by the Audit Committee.

### **Committees of the Board of Trustees**

The Board of Trustees has established three committees and delegated certain of its authorities and responsibilities to each of these committees and has also instructed each of them to make recommendations and report to the Board. The Contract of Trust requires that a majority of the members of each board Committee be composed of Independent Trustee, with the exception of the Compensation and Governance Committee (designated under the name of Compensation Committee since February 23, 2006) where all members shall be Independent Trustees only. All committees of the Board of Trustees are composed of a majority of Independent Trustees. The Trustees have unanimously decided not to form an Investment Committee, thus leaving the Board with the latitude required to approve or reject proposed transactions, including proposed acquisitions and disposition of investments and borrowing, including the assumption or granting of any immovable hypothec by the REIT.

### **Audit Committee**

The Audit Committee meets on a regular basis the Chief Financial Officer of the REIT, the internal accountants of the REIT and if necessary, the REIT's external auditors to review and inquire into: (a) matters affecting financial reporting; (b) the internal and financial controls; (c) independence of the external auditors; (d) the audit procedures and audit plans; (e) the procedures for managing principal risks for the REIT. It also recommends to the Board of Trustees, the external auditors to be appointed and their remuneration.

The Audit Committee reviews and recommends to the Board, for approval: (a) the financial statements in the annual report; (b) the audited annual financial statements, quarterly financial statements and the management discussion and analysis contained therein; (c) prospectuses and other offering memoranda; (d) the annual information forms; (e) all other documents required by regulatory authorities. The Audit Committee also considers the REIT's policies.

The Audit Committee meets on a quarterly basis and hold special meetings as circumstances require.

As required in Multilateral Instrument 52-110, the Audit Committee has established whistle-blowing procedures for complaints regarding accounting, internal accounting controls or auditing matters ("Accounting Matters"). Under these procedures, any complaint submitted regarding Accounting Matters will be maintained confidential to the fullest extent possible, consistent with the need to conduct an adequate review. The Executive Vice-President, Legal Affairs will assist the Audit Committee in protecting the whistle blowers from reprisal of any kind for making the complaint.

The Audit Committee met four time during the last financial year. The committee is composed of Robert Després (Chairman), Yvan Caron and Pierre Gingras, all of whom are Independent Trustees and financially literate and all of them have accounting or related financial



# COMINAR REAL ESTATE INVESTMENT TRUST

## MANAGEMENT PROXY CIRCULAR

expertise. Mr. Després is a member of the Canadian Certified General Accountants of Quebec, Yvan Caron is the former President of the Fédération des Caisses populaires Desjardins de Québec, and Pierre Gingras holds a master degree in Business Administration.

### **Compensation and Corporate Governance Committee**

The Compensation and Corporate Governance Committee (designated under the name of Compensation Committee since February 23, 2006) reviews annually the objectives of the President and Chief Executive Officer including those of the Officers. The Committee is also responsible for advising on the REIT's compensation programs (including compensation for the President and Chief Executive Officer, officers of the REIT, grant of options under the Unit Option Plan and eligibility for participants in the Employee Unit Purchase Plan of the REIT).

The Compensation Committee reviews annually the Board and Committee effectiveness. The Compensation Committee reviews annually the level and nature of Trustees' compensation in the view of market conditions, risks and level of responsibility. The Compensation Committee of the REIT has a written mandate.

The Compensation committee met two times during the last financial year. The Compensation Committee is composed of Yvan Caron (Chairman), Pierre Gingras and Ghislaine Laberge, all of whom are Independent Trustees with respect of National Instrument 52-110.

### **The Corporate Governance and Nominating Committee**

The Corporate Governance and Nominating Committee was formed on February 23, 2006. The Committee is responsible for evaluating the efficiency of the Board of Trustees, its committees and individual Trustees. As part of its activities, each year the Committee examines the size and composition of the Board of Trustees. The Committee also examines and makes recommendations to the Compensation Committee. The Committee also oversees the existence of an education program for board members. The Committee is also responsible for recommending nominees to the Board. In so doing, the Committee must ensure that the nominees have the time and resources required to perform the duties of Trustee. The Committee must also ensure that the nominees meet the selection criteria established in the Contract of Trust. The Committee has the mandate to develop the REIT's approach to corporate governance and to prepare the annual disclosure required in this regard.

The Corporate Governance and Nominating Committee is composed of Robert Després (Chairman), Ghislaine Laberge and Michel Paquet, the majority of whom are Independent Trustees.

### **Selection of Trustees**

Pursuant to its mandate, the Corporate Governance and Nominating Committee advises the Board according to the selection criteria established by the Committee, with regard to competencies and skills each Trustee should possess in the context of the REIT's business and affairs and the Committee should seek in candidates as Trustees.



# COMINAR REAL ESTATE INVESTMENT TRUST

## MANAGEMENT PROXY CIRCULAR

The identification of candidates is the responsibility on the Board which is guided by the criteria developed by the Committee.

When a Trustee is being recruited, the Committee initiates the process by seeking input and taking into account the competencies, skills and personal qualities recommended, then assess the candidate before they are submitted to the Board and to Unitholders.

### Orientation and Continuing Education

The new Trustees are briefed on the role of the Board, its committees, trustees and on the REIT's structure, regulatory environment and other aspects of the REIT. Extensive documentation on the REIT is also provided to them and used in the orientation program for new Trustees. As part of the continuing education program, management periodically gives Trustees up-to-date analyst reports, industry studies and benchmarking information.

### Board Assessments

The Nominating and Corporate Governance Committee, which consists of a majority of Independent Trustees, is responsible for assessing performance of the Board, its Committees and individual Trustees. This assessment is conducted on an annual basis.

### Attendance of Trustees at Board Meetings

The following tables summarize for each of the Trustees the number of board and committee meetings they have attended in fiscal year 2005.

Trustees	Board Meetings	Committee Meetings
Jules Dallaire <sup>(1)</sup>	1 of 6	---
Michel Dallaire	6 of 6	---
Michel Berthelot	6 of 6	---
Michel Paquet	6 of 6	---
Yvan Caron	6 of 6	6 of 6
Robert Després	5 of 6	3 of 4
Pierre Gingras	6 of 6	6 of 6
Ghislaine Laberge	6 of 6	2 of 2
Richard Marion	6 of 6	---

(1) Resigned as President and Chief Executive Officer in April 2005

Meeting type	Totals
Board	6
Audit	4
Compensation and Corporate Governance <sup>(1)</sup>	2
<b>Total number of meetings held</b>	<b>12</b>

(1) Designated as Compensation Committee since February 23, 2006



# COMINAR REAL ESTATE INVESTMENT TRUST

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## MANAGEMENT PROXY CIRCULAR

### **Position of President and Chief Executive Officer**

The Board of Trustees has developed a written position description for the President and Chief Executive Officer. The role of the President and Chief Executive Officer is primarily to develop and manage the strategic planification and the business and affairs of the REIT. He is also responsible to fulfill the orders and policies of the Board.

### **Code of Ethics and Business Conduct**

The REIT has adopted a Code of Ethics and Business Conduct (the "Code of Ethics") which provides guidelines to ensure that all Trustees, officers, employees of the REIT and its subsidiary, including the individuals bound by contract or else working with or on behalf of the REIT, respect its commitment to conduct business relationships with respect, openness and integrity. The REIT is committed to conducting its business in compliance with applicable laws and regulations and expects its Trustees, officers, employees and other individuals bound by contract or else to the REIT do the same.

The board monitors compliance with the REIT's Code of Ethics and the Audit Committee ensures the follow-up. The Trustees, officers and employees are requested to provide a written acknowledgement confirming that they have received a copy of the Code of Ethics and they will comply with it.

### **Outside Advisors**

The Board of Trustees approves the engagement of outside advisors. No outside advisor was engaged in 2005.



# COMINAR REAL ESTATE INVESTMENT TRUST

## MANAGEMENT PROXY CIRCULAR

### SCHEDULE "A.1"

#### MANDATE OF 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. Management and the trustees shall determine the limits of the Board's 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, evaluation and succession, issues relating to the goods and services of the REIT (such as quality and safety), management, organizational restructuring and material transactions.

In order to perform its duties, the Board must not only be aware of and approve 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 company are managed responsibly. Such audit shall be carried out in part by governing and approving, among other things, the strategic plan and 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 also provide an essential defence against allegations of non-compliance with the obligations of the trustees in the performance of their duties.

Regulatory organizations are increasingly adopting corporate governance policies in order to ensure that the trustees are more active and independent in performing their mandate. Thus, regulatory organizations have, among other things, pointed out that the Board of Trustees 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;
- choose officers and approve their remuneration;
- do succession planning, including recruiting, training and career management and oversee the performance and evaluation of officers;
- review the system of remunerating Board members and ensure that the Board nomination procedure is well established and transparent;



# COMINAR REAL ESTATE INVESTMENT TRUST

## MANAGEMENT PROXY CIRCULAR

- oversee and manage potential conflicts of interest of the officers, Board members and unitholders 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;
- 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 disclose a code of ethics and business conduct for the REIT, 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 related 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 at least once a year or when a material offence occurs;
- periodically check whether the REIT has agreed to loans or granted 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 articles, 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 senior executives who will create a culture of integrity throughout the organization.

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

The Board may meet outside the presence of the officers at least once a year as part of a special meeting to such effect and, if it so wishes, at the end of each Board meeting or at other times during the year.

In addition, in performing its mandate, the Board may retain the services of outside advisers at the expense of the REIT. The Board shall approve the hiring of outside advisers required by any Board committee, whose services or fees shall be paid by the REIT. The same shall apply to any Board member to the extent that he is authorized by the chairman of the Board.



# COMINAR REAL ESTATE INVESTMENT TRUST

## MANAGEMENT PROXY CIRCULAR

### SCHEDULE "B"

#### RESOLUTION TO APPROVE THE AMENDMENT AND RESTATEMENT OF THE UNIT OPTION PLAN

##### RESOLVED:

1. THAT the Unit Option Plan of the REIT (the "**Unit Option Plan**") as amended and restated by the Board of Trustees as at March 20, 2006, substantially in the form available for inspection at the Meeting, be and it is hereby approved, ratified and confirmed;
2. THAT the increase of the number of units of the REIT (the "**Units**") reserved for issuance pursuant to the exercise of options granted under the Unit Option Plan from 3,160,000 Units to 3,319,210 Units be and it is hereby approved, ratified and confirmed;
3. THAT the listing of 1,252,743 additional Units on the Toronto Stock Exchange to be listed as reserved for issuance under the Unit Option Plan be and it is hereby approved, ratified and confirmed; and
4. THAT any Trustee or officer of the REIT be and he/she is hereby authorized and empowered to take or cause to be taken, for and on behalf of the REIT and the Trustees of the REIT, all such additional or other actions, and to execute, deliver and/or file, or cause to be executed, delivered and/or filed, such additional amendments and restatements or other agreements, documents, listing applications or instruments, as may be deemed by such person in his or her discretion as necessary, advisable or appropriate in carrying into effect the intents and purposes of the foregoing resolutions.