

Notice of Annual and Special Meeting of Unitholders and Management Proxy Circular

**Cominar Real Estate
Investment Trust**

March 31, 2020





Cominar Real Estate Investment Trust

Management Proxy Circular

Notice of Annual and Special Virtual Meeting of Unitholders

NOTICE IS HEREBY GIVEN that the annual and special virtual meeting (the "**Meeting**") of the holders of units ("**Unitholders**") of Cominar Real Estate Investment Trust (the "**REIT**"), allowing participation online by live audio webcast, will be held on May 13, 2020, at 11:00 a.m. Eastern Time at <https://web.lumiagm.com/161839070>. Each Unitholder will be able to participate, vote, or submit questions at the Meeting held for the following purposes:

1. **TO RECEIVE** the consolidated financial statements of the REIT for the fiscal year ended December 31, 2019, together with the report of the independent auditor thereon;
2. **TO APPOINT** PricewaterhouseCoopers as the independent auditor and authorize the Trustees of the REIT to fix its remuneration;
3. **TO EXAMINE** and, if deemed advisable, approve, with or without amendment, the special resolution (in the form attached as Schedule A to the accompanying Management Proxy Circular) to increase the number of trustees of the REIT from nine to ten trustees;
4. **TO ELECT**, if question 3 above is approved by the Unitholders, ten Trustees of the REIT and, alternatively, if the special resolutions set forth above is not approved, elect nine Trustees of the REIT;
5. **TO CONSIDER** and, if thought advisable, to pass the non-binding advisory "say on pay" resolution on executive compensation, as more particularly set forth in the accompanying Management Proxy Circular;
6. **TO CONSIDER** and, if thought advisable, to pass the resolutions (in the form attached as Schedule B to the accompanying Management Proxy Circular) authorizing and approving certain amendments to the contract of trust of the REIT made as of March 31, 1998, amended and restated on May 8, 1998, May 13, 2003, May 11, 2004, May 15, 2007, May 14, 2008, May 18, 2010, May 16, 2012, and May 16, 2018 (the "**Contract of Trust**") regarding Unit distribution;
7. **TO CONSIDER** and, if thought advisable, to pass the special resolutions (in the form attached as Schedule C to the accompanying Management Proxy Circular) authorizing and approving certain amendments to the Contract of Trust in regard of the investment guidelines;
8. **TO CONSIDER** and, if thought advisable, to pass, with or without amendment, the resolutions (in the form attached as Schedule D to the accompanying Management Proxy Circular) authorizing and approving the Unitholders Rights Plan; and
9. **TO TRANSACT** such other business as may properly come before the Meeting or any adjournment thereof.

Items 2, 4, 5, 6 and 8 above require the approval of a majority of the votes cast at the Meeting. Items 3 and 7 require the approval of not less than two thirds of the vote cast at the Meeting. The accompanying Management Proxy Circular dated March 31, 2020, 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 March 31, 2020, as the record date for determining those Unitholders entitled to receive notice of and vote at the Meeting

Notice-and-Access

The REIT is using the "notice-and-access" system adopted by the Canadian Securities Administrators for the delivery of the Management Proxy Circular and the REIT's annual report in respect of fiscal 2019, which comprises management's discussion and analysis and the REIT's annual audited consolidated financial statements for the fiscal year ended December 31, 2019 (collectively, the "**Meeting Materials**"). Under notice-and-access, you still receive a proxy or voting instruction form enabling you to vote at the Meeting. However, instead of a paper copy of the Management Proxy Circular, beneficial and Registered Unitholders receive this notice which contains information about how to access the Meeting Materials electronically. The principal benefit of the notice-and-access system is that it reduces the environmental impact of producing and distributing paper copies of documents in large quantities. The Management Proxy Circular and form of proxy (or voting instruction form) provide additional information concerning the matters to be dealt with at the Meeting. **You should access and review all the information contained in the Management Proxy Circular before voting.**

Websites Where Meeting Materials are Posted

Meeting Materials can be viewed online on the REIT's website, www.cominar.com, or under the REIT's SEDAR profile at www.sedar.com and on www.envisionreports.com/Cominar_2020.

How to Obtain Paper Copies of the Meeting Materials

Beneficial and Registered Unitholders may request that paper copies of the Meeting Materials be mailed to them at no cost by following the instructions set out in the notice-and-access notice that has been mailed to them. Specifically, requests may be made up to one year from the date that the Management Proxy Circular is filed on SEDAR by contacting the REIT's transfer agent, Computershare Trust Company of Canada, at the toll-free number 1-866-964-0492 (toll-free in Canada and the United States) or 1-514-982-8714 (other countries). If you would like to receive the Meeting Materials in paper form in advance of the voting deadline and Meeting date, requests should be received by May 5, 2020 (i.e., at least seven business days in advance of the date and time set out in the beneficial Unitholders' voting instruction form and Registered Unitholders' proxy form as the voting deadline). The Meeting Materials will be mailed to you within three business days of your request.

Beneficial and Registered Unitholders

You are a beneficial Unitholder (also known as a non-registered Unitholder) if you own Units indirectly and your Units are registered in the name of a bank, trust company, broker or other intermediary. For example, you are a beneficial Unitholder if your Units are held in a brokerage account of any type.

You are a Registered Unitholder if you hold a paper unit certificate or certificates and your name appears directly on your unit certificate(s).

Voting

Registered Unitholders who are unable to be present at the Meeting and wishing to be represented by proxy at the Meeting or any adjournment thereof should exercise their right to vote by completing, signing and returning the form of proxy in accordance with the directions on the form. Forms of proxy may be sent by fax to 1-866-249-7775 or to 416-263-9524 (other countries) or by mail to Computershare Trust Company of Canada, Proxy Department, PO Box 300 RPO West Beaver Creek Richmond Hill, Ontario, L4B 9Z9. In order to be effective, proxies must be received no later than May 11, 2020 (Eastern Time) at 5:00 p.m. or, if the Meeting is adjourned, the last business day preceding the day of any adjourned Meeting.

Beneficial Unitholders should complete, sign and return the voting instruction form in accordance with the directions on the form. Voting instruction forms provided by Broadridge permit the completion of the voting instruction form using the following options:

INTERNET: www.proxyvote.com

TELEPHONE: 1-800-474-7493 (English) or 1-800-474-7501 (French)

MAIL: Data Processing Centre, PO BOX 3700 STN Industrial Park
Markham ON, L3R 9Z9

Broadridge must receive voting instructions from beneficial Unitholders by 5:00 p.m. on May 11, 2020, which is one business day in advance of the proxy deposit date of May 12, 2020, or, if the Meeting is adjourned or postponed, 48 hours (excluding Saturdays, Sundays and statutory holidays) before any adjourned or postponed Meeting.

If a beneficial Unitholder wishes to attend and vote at the meeting (or have another person attend and vote on such Unitholder's behalf), he or she must complete the voting instruction form in accordance with the directions provided and a form of proxy giving the right to attend and vote will be forwarded to such beneficial holder.

Registered Unitholders who are unable to be present at the Meeting should exercise their right to vote by signing and returning the form of proxy in accordance with the directions on the form.

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 2019 business activities.

SIGNED in Montréal, Québec, on the 31st day of March 2020.

BY ORDER OF THE BOARD OF TRUSTEES,



Vice-President Legal Affairs and Corporate Secretary

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PART 1. Letter to Unitholders

Dear Unitholders:

On behalf of the Board and management of Cominar Real Estate Investment Trust (the “REIT” or “Cominar”), we cordially invite you to attend the annual and special meeting of the Unitholders. This virtual meeting allows participation online and will be held at <http://web.lumiagm.com/161839070> on May 13, 2020, at 11:00 a.m. Eastern Time. This Management Proxy Circular (the “Circular”) describes the business to be conducted at such meeting, and provides information on the REIT’s executive compensation and corporate governance practices.

For the first time and given the exceptional circumstances of this unprecedented public health impact of coronavirus disease 2019 (COVID-19), and to preserve the health of our Unitholders, employees and stakeholders while minimizing risk of contagion in our communities, the Board of Trustees elected to hold the REIT’s annual and special meeting in a virtual format, which means online only. All registered Unitholders and duly appointed proxyholders can attend the virtual meeting online at <http://web.lumiagm.com/161839070> where they can participate, vote or submit questions during meeting’s live webcast.

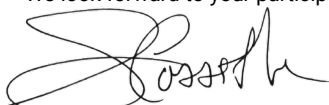
As well for the first time, the REIT is using the process known as Notice and Access consisting in sending a Notice of Meeting together with instructions to Unitholders on how to obtain the Management Proxy Circular. This initiative supports one of the guiding principles of our Corporate Social Responsibility and Environmental Sustainability Policy which is to reduce waste. To ensure that we continue to engage with Unitholders, we have retained Kingsdale Advisors to support Unitholder engagement and encourage voting.

In the Circular, we provide details about the REIT’s governance and executive compensation policies and practices. Our Board members will be present at the annual and special meeting and if you attend, you will have the opportunity to comment or ask questions about these policies and practices. We appreciate receiving feedback from our investors which is the reason why we voluntarily include a “Say on Pay” vote. We invite you to join us online at <http://web.lumiagm.com/161839070> at our annual and special virtual meeting on May 13, 2020, to engage with the Board members and management. If you are unable to do so, we encourage you to complete and return the enclosed proxy form or voting instruction form in the envelope provided for this purpose, so that your views can be represented. Your participation in the REIT is valued.

Please consult Part 3 of this Management Proxy Circular to find out how to vote your Units.

Any questions regarding voting your Units should be directed to our strategic shareholder advisor and proxy solicitation agent Kingsdale Advisors who can be reached by toll-free telephone in North America at 1-855 682-2031, by collect call outside North America at 416 867-2272, or by email at contactus@kingsdaleadvisors.com.

We look forward to your participation at our annual and special meeting.



Sylvain Cossette
President and Chief Executive Officer

PART 2. Proxy Summary

The following summary highlights some of the important information found in this Management Proxy Circular, as well as information about the REIT. We recommend that you read the entire Management Proxy Circular before voting.

BOARD OF TRUSTEES HIGHLIGHTS

9/10	7/10	INDEPENDENT	30	100%	0	DIVERSITY TARGET
TRUSTEE NOMINEES ARE INDEPENDENT	TRUSTEE NOMINEES HAVE REAL ESTATE EXPERIENCE	BOARD CHAIRMAN IS INDEPENDENT	BOARD AND COMMITTEE MEETINGS HELD IN 2019	ATTENDANCE AT BOARD MEETINGS	TRUSTEES SIT TOGETHER ON THE BOARD OF ANOTHER COMPANY	AT LEAST 30% WOMEN TRUSTEES BY 2021

OUR TRUSTEE NOMINEES

Name / age	Top 3 competencies ⁽¹⁾	Trustee since	Position	Other public boards	% of votes for in 2019
Luc Bachand (63)	Investment Finance and Accounting Strategy	2016	Corporate Director	1	95.3
Christine Beaubien (58)	Board and Governance Human Resource Investment	2019	Corporate Director	1	95.6
Paul D. Campbell (72)	Real Estate Investment Strategy	2018	Corporate Director	1	95.5
Mitchell Cohen (63)	Real Estate Board and Governance Investment	2019	Chief Operating Officer of Westdale Construction Co. Limited and President and Chief Executive Officer of Urbanfund Corp.	1	95.6
Sylvain Cossette (62)	Real Estate Strategy Executive Leadership	2018	President and Chief Executive Officer of the REIT	0	94.6
Zachary R. George (42)	Real Estate Investment Board and Governance	2019	Co-Founder and Portfolio Manager at FrontFour Capital Group Inc. and Chief Executive Officer of Sundial Growers Inc.	0	98.6
Johanne Lépine (66)	Board and Governance Human Resources Risk Management	2013	Corporate Director	0	94.2
Michel Thérout (72)	Finance and Accounting Real Estate Investment	2015	Corporate Director	0	91.3
René Tremblay (65)	Real Estate Strategy Human Resources	2018	Corporate Director	1	92.7
Karen Laflamme ⁽²⁾ (57)	Real Estate Finance and Accounting Executive Leadership	New nominee	Corporate Director	1	N/A

(1) Refer to the description of competencies in Section 4.4.2 "Skills Matrix" of this Circular for more details.

(2) Ms. Laflamme is a new nominee to this year's election.

2019 KEY BUSINESS HIGHLIGHTS

317	\$6.9B	91.7%	77.3%	\$260.6M	\$704.0M
PROPERTIES IN REIT'S PORTFOLIO AT YEAR-END	ASSETS AT YEAR-END	OCCUPANCY RATE IN-PLACE AT YEAR-END	2019 RETENTION RATE	2019 DISPOSITIONS OF INVESTMENT PROPERTIES	2019 OPERATING REVENUES

KEY ENVIRONMENTAL, SOCIAL AND GOVERNANCE HIGHLIGHTS

PROACTIVE UNITHOLDER ENGAGEMENT We believe in the importance of open and constructive dialogue with Unitholders. In 2019, to facilitate such engagement, the Board adopted a formal Unitholder Engagement Policy, which identifies how Unitholders can communicate directly with the Board and provides an overview of how management interacts with Unitholders. In the fall of 2019, management hosted an investor day in Toronto to review the REIT's strategic plan and the transformation of its real estate platform.	REVITALIZATION OF THE BOARD Over the previous two years, five new independent Trustees were appointed to the Board. Mr. René Tremblay, Mr. Paul D. Campbell, Mr. Zachary R. George, Ms. Christine Beaubien and Mr. Mitchell Cohen add a breadth and depth of real estate, board and capital markets experience. Together with the other Trustees, they have played a vital role in overseeing the strategic transformation of the REIT.	TERM LIMITS, DIVERSITY AND CORPORATE SOCIAL RESPONSIBILITY We proactively adopted modern governance policies and practices such as: (1) a policy that sets limits on the term that Trustees may serve on the Board, balancing the need for renewal and new perspectives with the benefit of experience and knowledge developed over time; (2) a policy regarding diversity on the Board and in executive officer positions which sets a target of at least 30% of women on the Board by 2021; and (3) a policy on corporate social responsibility and environmental sustainability.	RELATED PARTY TRANSACTIONS We have internalized some of our previously outsourced activities and diversified our external contractors. The services agreements with Dallaire Group and Dalcon related to construction matters were terminated in 2018. We remain co-investors with Dallaire Group in three real estate joint ventures (see Section 7.3 "Interest of Informed Persons in Material Transaction" of this Circular).
"SAY ON PAY" On a vote by show of hands, Unitholders unanimously resolved, on an advisory basis, to accept the Board's approach to executive compensation disclosed in the REIT's May 15, 2019, circular. Units represented in person or by proxy at the meeting were tabulated as follows: 94.7% in favour and 5.3% against.	CHARITY WORK AND COMMUNITY INVOLVEMENT Staff members support charitable organizations including Centraide/United Way campaigns, Opération Enfant Soleil and the Défibrose fundraiser for cystic fibrosis. In 2020 we are also entering a team in the 1,000 KM Grand défi Pierre Lavoie which includes President and Chief Executive Officer Sylvain Cossette.	ENVIRONMENTAL STEWARDSHIP In 2019, we established a committee to operationalize the Board approved CSR policy. We implemented measures to further reduce energy consumption and reduced our carbon footprint by modernizing and optimizing electro-mechanical systems. Waste was diverted from landfills including 200 tonnes of composted organic waste. Other initiatives include energy management, sorting waste for recycling and responsible disposal, beehives, tree-planting, roof-top gardens, rain water collection and water conservation.	COMMITMENT TO ALTERNATIVE TECHNOLOGY AND TRANSPORTATION We provided electric charging stations at 18 of our shopping centres, as well as at Complexe Jules-Dallaire in Québec City and at Complexe de la Gare Centrale in Montréal. We also provided bicycle parking facilities and car-sharing services at certain of our properties.

EXECUTIVE COMPENSATION

In designing, implementing and evaluating its compensation policy, the REIT focuses on the role that compensation plays in attracting, motivating and retaining executives, who are key to the REIT's success and growth, and to providing Unitholders value. Consequently, the REIT's compensation policy is competitive, drives performance and encourages Unit ownership. The REIT's balanced approach relies on both short-term and long-term incentive plans to ensure its executive compensation is consistent with that offered to executives' peers and to achieve alignment between executives' and Unitholders' interests. More specifically, the REIT provides compensation that is in line with its peer group.

BEST PRACTICES OF THE REIT

The REIT is committed to ensuring best practices with respect to executive compensation, including the following:

- The Human Resources Committee met four times in 2019, namely to evaluate the REIT's overall compensation policy and executive performance.
- To manage risk and emphasize long-term returns, overall compensation attributable to the long-term incentive plan is well balanced with that attributable to the short-term incentive plan.
- Each objective of the short-term bonus plan contains a minimum threshold under which no annual bonus is paid in respect of a specific target.
- Bonus payouts are determined by multiple measurable financial and operational performance targets, as well as personal performance targets aligned with our business strategy.
- Compensation program includes performance units that vest based on Total Unitholder Return relative to our peer group.
- Trustees and executives are subject to minimum Unit ownership guidelines including a requirement for the President and Chief Executive Officer to hold a number of units for a one-year period post-retirement.
- An anti-hedging policy that prevents Trustees and executives from seeking to hedge or offset a decrease in the market value of Units is in place.
- A clawback policy applicable to some senior officers that allows the REIT to recoup incentive compensation awarded in cases of material financial restatement.
- Unitholders vote annually on an advisory "Say on Pay" vote.

PART 3. Voting Information

3.1 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 the REIT for use at the annual and special meeting (the "**Meeting**") of holders of units of the REIT ("**Unitholders**") to be held online by going to <http://web.lumiagm.com/161839070> on May 13, 2020, at 11:00 a.m. (Eastern 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**") or by the officers or other employees of the REIT. In order to be effective, proxies must be received no later than 5:00 p.m. (Eastern Time) on **May 11, 2020**, or, if the Meeting is adjourned, the last business day preceding the day of any adjourned Meeting. The time limit for the deposit of proxies may be waived or extended by the Meeting Chair at his or her discretion without notice. 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 31, 2020.

Cominar has engaged Kingsdale Advisors ("**Kingsdale**") as strategic Unitholder advisor and proxy solicitation agent and will pay fees of approximately \$48,400 to Kingsdale for the proxy solicitation service in addition to certain out-of-pocket expenses. Cominar may also reimburse brokers and other persons holding "**Units**" (as that term is defined in Section 3.3 "**Beneficial Owners**" of this Circular) in their name or in the name of nominees for their costs incurred in sending proxy material to their principals in order to obtain their proxies. Unitholders can contact Kingsdale either by mail at Kingsdale Advisors, The Exchange Tower, 130 King Street West,

Suite 2950, P.O. Box 361, Toronto, Ontario M5X 1E2, by a toll-free telephone number in North America at 1-855 682-2031 or collect call outside North America at 416 867-2272, or by e-mail at: contactus@kingsdaleadvisors.com.

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

3.2 Notice and Access

The REIT uses the notice-and-access mechanism ("**Notice and Access**") that allows the REIT to furnish proxy materials over the internet to Unitholders instead of mailing paper copies. Under Notice and Access, the REIT can deliver proxy-related materials by (i) posting the Circular (and other proxy related materials) and by making it available on the REIT's website, www.cominar.com, or on www.envisionreports.com/Cominar_2020 and on SEDAR and (ii) sending a notice informing Unitholders that the Circular and proxy related materials have been posted and explaining how to access them (the "**Notification**"). On or around April 14, 2020, the REIT will arrange to send to Beneficial Owners (as defined below) a notice package containing the Notification and the relevant voting document (a form of proxy or voting instruction form (each, a "**Form of Proxy**"), as further described below under "**Beneficial Owners**"). Registered Unitholders will receive a notice package containing the Notice and a Form of Proxy. In each case, the Notification will contain basic information about the Meeting and the matters to be voted on, explain the Notice and Access process, and explain how to obtain a paper copy of the Circular. A paper copy of this Circular will be sent to you within three business days of the REIT receiving your request, if the request is received prior to the date of the Meeting. Therefore, to receive a paper copy of the Circular prior to the proxy deposit date, you should make your request before 5:00 p.m. (Eastern time) on May 5, 2020. Unitholders with existing instructions on their account to receive paper materials will receive a paper copy of the Circular with the Notice.

In accordance with the requirements of National Instrument 54-101—Communication with Beneficial Owners of Securities of a Reporting Issuer ("**NI 54-101**"), the REIT's 2020 Notice and Form of Proxy will be sent indirectly through intermediaries to Unitholders. The REIT will bear the cost for the delivery of the Notice and Form of Proxy to all Unitholders.

3.3 Beneficial Owners

The information set forth in this Section is important to the many Unitholders who do not hold units of the REIT ("**Units**" or "**Unit**") 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, RRIFFs, 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.

The REIT sends proxy-related materials directly to non-objecting Beneficial Owners under NI 54-101. 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 by webcast or by proxy and vote at it, he should:

- appoint him/herself 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/her 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.

3.4 Appointment and Revocation of Proxies

Registered Unitholders may vote at the online Meeting or by completing and returning 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 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, or at the head office of the REIT, 2820 Laurier Boulevard, Suite 850, Québec City, Québec, G1V 0C1, no later than 5:00 p.m. (Eastern Time) on May 11, 2020, 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 has the right to 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, and may do so either by inserting such other desired proxyholder's name in the space provided in the form of proxy or voting instruction form and deleting the names printed thereon.**

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 11, 2020, at 5:00 p.m. (Eastern Time), or the last business day preceding 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.

To attend the online Meeting:

- Registered Unitholders and duly appointed proxyholders can participate in the Meeting by clicking "I have a login" and entering a Username and Password before the start of the Meeting.
 - > Registered Unitholders – The 15-digit control number located on the form of proxy or in the email notification you received is the Username and the Password is "cominar2020".
 - > Duly appointed proxyholders – Computershare will provide the proxyholder with a Username after the voting deadline has passed. The Password is "cominar2020".
- Voting at the Meeting will only be available for Registered Unitholders and duly appointed proxyholders. Beneficial Owners, as defined below, who have not appointed themselves as proxyholders may attend the Meeting by clicking "I am a guest" and completing the online form, but will not be allowed to vote.

Unitholders who wish to appoint a third party proxyholder to represent them at the online Meeting must submit their proxy or voting instruction form (as applicable) prior to registering their proxyholder. Registering the proxyholder is an additional step once a Unitholder has submitted their proxy/voting instruction form. Failure to register a duly appointed proxyholder will result in the proxyholder not receiving a Username to participate in the online Meeting. To register a proxyholder, Unitholders **MUST** visit <http://www.computershare.com/cominar> by May 11, 2020, at 5:00 p.m. and provide Computershare with their proxyholder's contact information, so that Computershare may provide the proxyholder with a Username via email.

It is important that you are connected to the internet at all times during the Meeting in order to vote when balloting commences.

In order to participate online, Unitholders must have a valid 15-digit control number and proxyholders must have received an email from Computershare containing a Username.

Participating in the Meeting

The Meeting will be hosted online only by way of a live webcast. A summary of the information Unitholders will need to attend the online Meeting is provided below. The Meeting will begin at **11:00 a.m. on May 13, 2020**, online by going to <http://web.lumiagm.com/161839070>.

Registered Unitholders (as defined in this Circular under the heading "Voting at the Meeting") that have a 15-digit control number, along with duly appointed proxyholders who were assigned a Username by Computershare Trust Company of Canada / Computershare Investor Services Inc. ("Computershare") (see details under the heading "Appointment of Proxies"), will be able to vote and submit questions during the Meeting. To do so, please go to <http://web.lumiagm.com/161839070> prior to the start of the Meeting to login. Click on "I have a login" and enter your 15-digit control number or Username along with the password "cominar2020". Non-Registered Shareholders (as defined in this

Circular under the heading “Non-Registered Shareholders”) who have not appointed themselves to vote at the Meeting, may login as a guest, by clicking on “I am a Guest” and complete the online form.

- United States Beneficial Owners: To attend and vote at the Meeting virtually, you must first obtain a valid legal proxy from your broker, bank or other agent and then register in advance to attend the virtual Meeting. Follow the instructions from your broker or bank included with these proxy materials, or contact your broker or bank to request a legal proxy form. After first obtaining a valid legal proxy from your broker, bank or other agent, to then register to attend the virtual Meeting, you must submit a copy of your legal proxy to Computershare. Requests for registration should be directed to:

Computershare
100 University Avenue
8th Floor
Toronto, Ontario
M5J 2Y1

Requests for registration must be labelled as “Legal Proxy” and be received no later than May 11, 2020, by 5:00 p.m. You will receive a confirmation of your registration by email after we receive your registration materials. You may attend the virtual Meeting and vote your Units at <http://web.luminagm.com/161839070> during the Meeting. Please note that you are required to register your appointment at www.computershare.com/cominar.

- Non-Registered Unitholders wishing to attend the Meeting virtually who do not have a 15-digit control number or Username will only be able to attend as a guest, which allows them to listen to the Meeting. However, they will not be able to vote or submit questions. Please see the information under the heading “Non-Registered Unitholders” for an explanation of why certain Unitholders may not receive a form of proxy.
- If you are using a 15-digit control number to login to the online Meeting and you accept the terms and conditions, you will be revoking any and all previously submitted proxies. However, in such a case, you will be provided the opportunity to vote by ballot on matters put forth at the Meeting. If you DO NOT wish to revoke all previously submitted proxies, do not accept the terms and conditions, in which case you can only enter the Meeting as a guest.
- If you are eligible to vote at the Meeting, it is important that you are connected to the internet at all times during the Meeting in order to vote when balloting commences. It is your responsibility to ensure connectivity for the duration of the Meeting.

Voting at the Meeting

A registered Unitholders (a “**Registered Unitholder**”), or a Non-Registered Unitholder who has appointed him/herself or a third-party proxyholder to represent them at the Meeting, will appear on a list of Unitholders prepared by Computershare, the transfer agent and registrar for the Meeting. **To have their Units voted at the Meeting**, each Registered Unitholder or proxyholder will be required to enter their control number or Username provided by Computershare at <https://web.lumiagm.com/161839070> prior to the start of the Meeting if attending virtually. In order to vote, Non-Registered Unitholder who appoint themselves as a proxyholder **MUST** register with Computershare at <https://www.computershare.com/cominar> after submitting their voting instruction form in order to receive a Username (please see the information under the headings “Appointment of Proxies” below for details). If a third-party proxyholder is attending the meeting, you DO NOT need to register the appointment.

Appointment of Proxies

Unitholders who wish to appoint a third-party proxyholder to represent them at the online meeting **must submit their proxy or voting instruction form (if applicable) prior to registering your proxyholder. Registering your proxyholder is an additional step once you have submitted your proxy or voting instruction form. Failure to register the proxyholder will result in the proxyholder not receiving a Username to participate in the Meeting.** To register a proxyholder, Unitholders **MUST** visit <https://www.computershare.com/cominar> by May 11, 2020, 5:00 p.m. and provide Computershare with their proxyholder’s contact information, so that Computershare may provide the proxyholder with a Username via email. If a third-party proxyholder is attending the Meeting, you DO NOT need to register the appointment.

A proxy can be submitted to Computershare either by mail or courier, to 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, or via the internet at www.investorvote.com. The proxy must be deposited with Computershare by no later than 5:00 p.m. on May 11, 2020, or if the Meeting is adjourned or postponed, not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, before the commencement of such adjourned or postponed Meeting. If a Unitholder who has submitted a proxy attends the Meeting via the webcast and has accepted the terms and conditions when entering the Meeting online, any votes cast by such Unitholder on a ballot will be counted and the submitted proxy will be disregarded.

Without a Username, proxyholders will not be able to participate online at the Meeting.

3.5 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 appointment of the independent auditor of the REIT and the authorization given to the Trustees to fix its remuneration;**
- (ii) **IN FAVOUR of the increase in number of Trustees of the REIT from nine to ten Trustees as set forth in Schedule “A”;**
- (iii) **Depending of the result of the vote regarding the increase in number of Trustees of the REIT:**
 - a. **IN FAVOUR OF the election of the ten nominees put forward by management as Trustees as indicated in Section 4.4a) of this Circular; or**
 - b. **IN FAVOUR OF the election of the nine nominees put forward by management as Trustees as indicated in Section 4.4b) of this Circular;**
- (iv) **IN FAVOUR OF, in an advisory, non-binding capacity, the approach to executive compensation disclosed in Part PART 5 “Statement of Executive Compensation” of this Circular;**
- (v) **IN FAVOUR OF the adoption of the resolutions set forth in Schedule “B” to this Circular to amend the Contract of Trust as for Unit distribution provisions;**
- (vi) **IN FAVOUR of the adoption of the special resolutions set forth in Schedule “C” to this Circular to amend the Contract of Trust as for investment guidelines provisions;**
- (vii) **IN FAVOUR Of the adoption of the resolutions set forth in Schedule “D” to this Circular ratifying and approving the Unitholders Rights Plan.**

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.

3.6 Voting at Meeting and Quorum

As at March 31, 2020, 182,442,197 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 31, 2020, the record date established for the Meeting, will be entitled to vote at the Meeting or any adjournment thereof, either on line 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, 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.

3.7 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 its personal opinion to management or where legal requirements justify it.

3.8 Result of the Votes

After the Meeting, the REIT will publish the results of the votes on the SEDAR Website at www.sedar.com and issue a press release.

The voting results of the annual meeting of Unitholders of the REIT held on May 15, 2019, by show of hands and the distribution of votes cast by proxy, were 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 the REIT for the upcoming year:					
Luc Bachand	Elected	103,023,053	95.3	5,074,420	4.7
Christine Beaubien	Elected	103,354,854	95.6	4,742,619	4.4
Paul D. Campbell	Elected	103,279,792	95.5	4,811,931	4.5
Mitchell Cohen	Elected	103,365,668	95.6	4,731,805	4.4
Sylvain Cossette	Elected	102,284,315	94.6	5,813,158	5.4
Zachary R. George	Elected	106,588,801	98.6	1,508,672	1.4
Johanne Lépine	Elected	101,818,331	94.2	6,279,142	5.8
Michel Thérioux	Elected	98,740,178	91.3	9,357,295	8.7
René Tremblay	Elected	100,201,290	92.7	7,896,183	7.3
Regarding the appointment of the REIT's auditor for the upcoming year and the authorization of the Board to fix its remuneration	Approved	104,564,142	96.6	3,716,596	3.4
Regarding the Board's approach to executive compensation disclosed in the 2019 circular, on an advisory basis and non-binding capacity	Approved	102,382,275	94.7	Against (#)	Against (%)
				5,715,198	5.3

3.9 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 4. Meeting Agenda

4.1 Reception of Financial Statements and Independent Auditor's Report

The consolidated financial statements of the REIT for the fiscal year ended December 31, 2019, and the report of the independent auditor thereon are contained in the REIT's 2019 Annual Report and the approval of the Unitholders with respect thereto is not required.

4.2 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 Professional Accountants, Licensed Public Accountants, as the REIT's independent auditor. This evaluation was based mainly on the audit plan that was submitted, the types of interventions and the reports presented to the Audit Committee.

Considering the positive results of this evaluation, the Audit Committee and the Board recommend voting **IN FAVOUR OF** the appointment of PricewaterhouseCoopers LLP, Chartered Professional Accountants, Licensed Public 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.

At the 2019 annual meeting of Unitholders, PricewaterhouseCoopers was appointed by unitholders with 96.6% of the votes cast at the meeting.

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.

4.2.1 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, Chartered Professional Accountants, Licensed Public Accountants, to the REIT for various services rendered during the past two fiscal years:

	Fiscal Year 2019 (\$)	Fiscal Year 2018 (\$)
Audit fees	533,760	529,163
Audit-related fees	102,500	160,425
Tax compliance and tax consulting fees	209,963	249,592
All other fees	27,133	-
Total	873,356	939,180

Audit Fees

These fees include professional services rendered by the external auditors for audits of financial statements or services usually provided by external auditors for regulatory filings and engagements.

Audit Related Fees

These fees include fees paid to external auditors for professional services rendered in connection with contractual obligations to certify the operating costs of investment properties.

Fees Related to Tax Compliance and Tax Consulting

These fees include the total fees paid to the auditors for professional services related to tax compliance, tax advice and tax planning.

Other Fees

These fees include fees paid to external auditors for professional services rendered regarding real estate advice.

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.

4.3 Increase in Number of Trustees of the REIT

The Board of Trustees, upon the recommendation of the Nominating and Governance Committee, submits to the Unitholders to increase the number of Trustees of the REIT from nine to ten Trustees. In order to ensure continuity with the strategic plan of the REIT, the Nominating and Governance Committee considers appropriate for the Board to complement its strong skills in finance and management by adding a new Trustee, namely Ms. Karen Laflamme.

The Contract of Trust provides that the number of Trustees shall be no fewer than nine nor more than eleven Trustees. The number of Trustees may be increased or decreased within such limits from time to time, by the affirmative vote of at least two thirds of the votes cast at a meeting of Unitholders duly called and held or, if so authorized by the Unitholders, by the Trustees. In the event of any such increase, the Unitholders or the Trustees, if so authorized by the Unitholders, shall forthwith elect or appoint, as the case may be, any such additional Trustees.

The persons designated in the enclosed form of proxy for use at the Meeting intend to vote IN FAVOUR OF the increase in number of Trustees of the REIT to ten Trustees.

4.4 Election of Trustees

The Board Refreshment Agreement (the "**Agreement**") dated December 4, 2018, has provided the REIT with the opportunity to supplement and renew the skills and experience of the Trustees on the Board over the past year.

Under the terms of the Agreement, the Board of Trustees agreed to nominate Mr. Mitchell Cohen and Mr. Zachary George for election to the Board at the annual meeting of Unitholders that was held on May 15, 2019; of the votes cast at the meeting, Mr. Cohen and Mr. George were elected with 95.6% and 98.6% in favour respectively. The Board also proposed a third new nominee, Ms. Christine Beaubien who received 95.6% of the votes cast at the meeting. There are no nomination obligations under the Agreement for the election of Trustees at the May 13, 2020, Meeting.

The Agreement expires on the earlier of the day of the Meeting (or its adjournment) and June 30, 2020, and is available on SEDAR at www.sedar.com.

There are currently nine Trustees. Of such Trustees, eight are deemed to be independent Trustees. The non-independent Trustee is Sylvain Cossette as he is a "**Named Executive Officer**" (as that term is defined in Section 5.5.1 "**Summary Compensation Table**" of this Circular). The independent Trustees are Luc Bachand, Christine Beaubien, Paul D. Campbell, Mitchell Cohen, Zachary R. George, Johanne Lépine, Michel Thérout and René Tremblay. All of the incumbents are proposed for re-election as recommended to the Board by the Nominating and Governance Committee.

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:


- a) if the Unitholders vote IN FAVOUR OF the increase in number of Trustees of the REIT from nine to ten Trustees:
René Tremblay, Luc Bachand, Christine Beaubien, Paul D. Campbell, Mitchell Cohen, Sylvain Cossette, Zachary R. George, Johanne Lépine, Michel Thérout and Karen Laflamme.
- b) If the Unitholders vote AGAINST the increase in number of Trustees of the REIT:
René Tremblay, Luc Bachand, Christine Beaubien, Paul D. Campbell, Mitchell Cohen, Sylvain Cossette, Zachary R. George, Johanne Lépine and Michel Thérout.


Information about each of the nominees proposed for election is presented in Section 4.4.1 “**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 next annual meeting of Unitholders, or until their successors are duly elected or appointed, 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 6.2.1 “**Majority Voting**” 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.


4.4.1 Nominees for Election as Trustees


The following tables present information on each of the nominees proposed for election as Trustees. This information includes 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, as well as the total number of Deferred Units (“**DUs**”, see Section 5.3.4 “**Equity Incentive Plan**” of this Circular) (including those granted but not vested on December 31, 2019) and Performance Units (“**PU**s”, see Section 5.3.4 “**Equity Incentive Plan**” of this Circular) and if they meet the minimum unitholding guidelines imposed on each Trustee. It also presents the membership of the nominees to boards of other reporting issuers, if any. Unitholdings (Units, DUs and/or PUs) of each nominee, whether owned directly or indirectly, and their market value were determined as at December 31, 2019. On December 31, 2019, the closing price of a Unit on the Toronto Stock Exchange (the “**TSX**”) was \$14.16.


 <p>René Tremblay Chair Montréal, Québec, Canada Age: 65 Independent Trustee since 2018</p>	Principal Occupation	Corporate Director		
	<p>Mr. René Tremblay's real estate industry career spans more than 40 years, during which time he has worked for a number of multinationals that own and operate properties in the shopping centre, office and industrial sectors. In 2017, Mr. Tremblay completed his last term as Chairman of the Board of Taubman Asia, the Asian arm of NYSE listed Taubman Centres, a leader in the shopping centre industry. From 2010 to 2016, he held the position of President at Taubman Asia, where he was responsible for driving Taubman's shopping center expansion in the Asia-Pacific region. Prior to joining Taubman, Mr. Tremblay was Chief Executive Officer of Ivanhoé Cambridge from 1995 to 2009. He was also the Executive Vice President of the Real Estate Group of the Caisse de dépôt et placement du Québec during 2009 and 2010.</p> <p>Mr. Tremblay currently serves on the boards of CAPREIT since 2020, Cogir Real Estate since 2018 and the International Council of Shopping Centers (ICSC) since 1996. In 2007 and 2008, he was elected "Worldwide Chairman" of ICSC, and Vice President of the Canadian division.</p> <p>Mr. Tremblay has previously served on various boards of directors, such as Ivanhoé Cambridge, Otéra Capital, Ancar Ivanhoé and SITQ Immobilier. Mr. Tremblay has also been a member of the Board of the Real Estate Roundtable, bringing together North American real estate companies and political leaders.</p> <p>Mr. Tremblay holds a Bachelor's degree in Business Administration from Université Laval.</p> <p>Areas of expertise: Real estate, strategy, human resources, investment, risk management, executive leadership, and board and governance.</p> <p>Board member of other reporting issuers: CAPREIT</p> <p>Member of the following Committees: Human Resources Committee and Investment Committee. Mr. Tremblay participates in the Audit Committee and the Nominating and Governance Committee on an ad hoc basis.</p>			
	Meetings Attended in Fiscal Year 2019		#	%
	Board of Trustees		10 of 10	100
	Audit Committee ⁽¹⁾		2 of 2	100
	Nominating and Governance Committee ⁽¹⁾		1 of 1	100
	Human Resources Committee		4 of 4	100
	Investment Committee		9 of 9	100
	Total Meeting Attendance		26 of 26	100
	Securities Held or Controlled as at December 31, 2019			
Units/DUs (#)		Total market value of Units/DUs (\$)⁽²⁾	Meets unitholding guideline for year 2019⁽³⁾	
Units	21,500	304,440	N/A ⁽³⁾	
DUs	–			
<p>(1) Mr. Tremblay participates in the Audit Committee and the Nominating and Governance Committee on an ad hoc basis.</p> <p>(2) Value based on the Unit closing price on the TSX on December 31, 2019, being \$14.16.</p> <p>(3) As more fully described in Section 4.4.7 "Minimum Unitholding Guideline" of this Circular, the minimum unitholding requirement must be attained before the third (3rd) anniversary of a Trustee's election. Since Mr. Tremblay was appointed Chair of the Board on May 15, 2019, he has until May 15, 2022, to meet the minimum unitholding guideline of \$500,000 as Chair of the Board.</p>				

 Luc Bachand, ICD.D. Montréal, Québec, Canada Age: 63 Independent Trustee since 2016	Principal Occupation	Corporate Director																					
	<p>Mr. Luc Bachand was Vice-Chairman and the Head of BMO Capital Markets in Québec from 2006 until his retirement in 2016. Mr. Bachand joined BMO Financial Group in 1983 where he held several positions within the Capital Markets Group. He holds a Bachelor’s degree in Business Administration from the École des Hautes Études Commerciales (HEC) and a Master’s degree in Business Administration (MBA) from Concordia University. He is a Fellow of the Institute of Canadian Bankers.</p> <p>Mr. Bachand is an accomplished manager and respected investment banker, having a wide-ranging background in financing, mergers and acquisitions, investing, risk management and corporate governance.</p> <p>Mr. Bachand is currently a member of the Boards of Directors of École des Hautes Études Commerciales (HEC), the Fondation Jeunes en Tête, the Institute of Corporate Directors of Canada, the J. Armand Bombardier Foundation as well as Morneau Shepell Inc. where he also sits on the Audit Committee and Human Resources Committee.</p> <p>Areas of expertise: Investment, finance and accounting, strategy, risk management, executive leadership and board and governance.</p> <p>Board member of other reporting issuers: Morneau Shepell Inc.</p> <p>Member of the following Committees: Investment Committee (Chair) and Audit Committee</p>																						
	<table><tr><td colspan="2">Meetings Attended in Fiscal Year 2019</td><td>#</td><td>%</td></tr><tr><td colspan="2">Board of Trustees</td><td>10 of 10</td><td>100</td></tr><tr><td colspan="2">Audit Committee</td><td>4 of 4</td><td>100</td></tr><tr><td colspan="2">Investment Committee</td><td>9 of 9</td><td>100</td></tr><tr><td colspan="2">Total Meeting Attendance</td><td>23 of 23</td><td>100</td></tr></table>			Meetings Attended in Fiscal Year 2019		#	%	Board of Trustees		10 of 10	100	Audit Committee		4 of 4	100	Investment Committee		9 of 9	100	Total Meeting Attendance		23 of 23	100
	Meetings Attended in Fiscal Year 2019		#	%																			
	Board of Trustees		10 of 10	100																			
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	Investment Committee		9 of 9	100																			
	Total Meeting Attendance		23 of 23	100																			
	Securities Held or Controlled as at December 31, 2019																						
	Units/DUs (#)		Total market value of Units/DUs (\$) ⁽¹⁾	Meets unitholding requirement for year 2019 ⁽²⁾																			
Units	20,936	296,454	Yes																				
DUs	–																						
<p>(1) Value based on the Unit closing price on the TSX on December 31, 2019, being \$14.16.</p> <p>(2) See Section 4.4.7 “Minimum Unitholding Guideline” of this Circular.</p>																							

 Christine Beaubien Montréal, Québec, Canada Age: 58 Independent Trustee since 2019	Principal Occupation		Corporate Director	
	Ms. Christine Beaubien is a corporate director and strategic advisor to corporate executives. She has over 35 years of experience as an executive and manager in the areas of investment, governance, information technology, finance, strategic planning and international affairs. As President of Groupe BSC, Ms. Beaubien is a private investor who invests in innovative companies with high potential and provides strategic advisory services to the companies.			
	Ms. Beaubien has held senior positions in a variety of organizations, including the Société Générale de Financement du Québec (SGF), Bombardier Capital, Export Development Canada (EDC), Québec's Department of International Affairs, Desjardins, and BNP Paribas Bank in Paris. As President, she also managed the operations of Versus, an information technology company that has been recognized as one of the fastest growing companies in Canada.			
	Ms. Beaubien served on the board of Héma-Québec from 2011 to 2018 and is currently serving on the board of Oxfam Québec. Ms. Beaubien is also a board member of Fonds de solidarité FTQ since 2013.			
	Ms. Beaubien holds a Bachelor's degree in Computer Science from Université de Sherbrooke, a Master's degree in Business Administration (MBA) from the École des Hautes Études Commerciales (HEC) and the ICD.D designation of the Institute of Corporate Directors.			
	Ms. Beaubien is recognized for her leadership, commitment, strategic vision, ability to innovate and mobilize. In 2017, Ms. Beaubien was named a Distinguished Alumnus, an honour granted by HEC Montréal. She was recognized for her accomplished career, her integrity, her social engagement and her contribution to HEC Montreal's influence.			
	Areas of expertise: Board and governance, human resources, investment, finance and accounting, strategy, executive leadership, corporate responsibility/sustainability and data and technology.			
	Board member of other reporting issuers: Fonds de solidarité des travailleurs du Québec (F.T.Q.)			
	Member of the following Committees: Audit Committee and Human Resources Committee			
	Meetings Attended in Fiscal Year 2019⁽¹⁾		#	%
Board of Trustees		9 of 9	100	
Audit Committee		3 of 3	100	
Human Resources Committee		3 of 3	100	
Total Meeting Attendance		15 of 15	100	
Securities Held or Controlled as at December 31, 2019				
Units/DUs (#)		Total market value of Units/DUs (\$)⁽²⁾	Meets unitholding guideline for year 2019⁽²⁾	
Units	-	58,495	N/A ⁽³⁾	
DUs	4,131			
<p>(1) Ms. Beaubien did not attend all Board and committee meetings as she was not a Trustee prior to her election on May 15, 2019.</p> <p>(2) Value based on the Unit closing price on the TSX on December 31, 2019, being \$14.16.</p> <p>(3) As more fully described in Section 4.4.7 "Minimum Unitholding Guideline" of this Circular, the minimum unitholding guideline must be attained before the third anniversary of a Trustee's election. Ms. Beaubien became a Trustee on May 15, 2019, and has until May 15, 2022, to meet the minimum unitholding guideline.</p>				

 <p>Paul D. Campbell Toronto, Ontario, Canada Age: 72 Independent Trustee since 2018</p>	Principal Occupation	Chief Executive Officer of Versacold Logistics and Royal York Hotel Project Lead at KingSett Capital		
	Mr. Paul D. Campbell has over 45 years of leading real estate experience in Canada and abroad in the office and retail segments. In addition to his role as Chief Executive Officer of Versacold Logistics, Mr. Campbell is also the Royal York Hotel Project Lead for KingSett Capital, a Canadian real estate private equity firm since 2015. Prior to joining KingSett Capital, Mr. Campbell held the position of President and Chief Executive Officer at SITQ from 2001 to 2010 and remained as an advisor from 2010 until 2012.			
	Mr. Campbell has held numerous board, senior leadership and advisory positions with several large real estate organizations, including KingSett, 20 Vic, SITQ, Bentall, Revenue Properties, Oxford, Campeau Corporation, Trilea and Bramalea. From 2013 to this day, Mr. Campbell has been a member of the Real Estate Board of MaRS Discovery District, and is a Board Member of TWC Enterprises Limited (Clublink).			
	With leading real estate experience in Canada and abroad in the office and retail segments, Mr. Campbell's track record includes a number of successful ventures and major development projects in Europe, the U.S. and Canada. He has also played a key role in diversifying various portfolios in targeted urban centres.			
	In 2012, Mr. Campbell was awarded the NAIOP Lifetime Achievement Award for his contributions to the real estate industry.			
	Areas of expertise: Real estate, investment, strategy, executive leadership, human resources, board and governance, and corporate responsibility/sustainability.			
	Board member of other reporting issuers: TWC Enterprises Limited (Clublink)			
	Member of the following Committees: Investment Committee and Human Resources Committee (Chair)			
	Meetings Attended in Fiscal Year 2019		#	%
	Board of Trustees		10 of 10	100
Investment Committee		9 of 9	100	
Human Resources Committee ⁽¹⁾		3 of 3	100	
Nominating and Governance Committee ⁽²⁾		1 of 2	50	
Total Meeting Attendance		23 of 24	96	
Securities Held or Controlled as at December 31, 2019				
Units/DUs (#)		Total market value of Units/DUs (\$) ⁽³⁾	Meets unitholding guideline for year 2019⁽⁴⁾	
Units	21,600	305,856	Yes	
DUs	-			
<p>(1) Mr. Campbell became a member of the Human Resources Committee on May 15, 2019.</p> <p>(2) Mr. Campbell was a member of the Nominating and Governance Committee until May 15, 2019.</p> <p>(3) Value based on the Unit closing price on the TSX on December 31, 2019, being \$14.16.</p> <p>(4) See Section 4.4.7 "Minimum Unitholding Guideline" of this Circular.</p>				


 Mitchell Cohen North York, Ontario, Canada Age: 63 Independent Trustee since 2019	Principal Occupation	Chief Operating Officer of Westdale Construction Co. Limited and President and Chief Executive Officer of Urbanfund Corp.		
	Mr. Mitchell Cohen serves as Chief Operating Officer of Westdale Construction Co. Limited since 2005. Mr. Cohen has also been President and Chief Executive Officer of Urbanfund Corp. since 2005 and has been a Director of this company since June 22, 2004. From January 2001 to February 2008, he served as an Executive Vice President of Woodcliffe Corporation.			
	Mr. Cohen holds a Bachelor’s Degree in Urban and Regional Planning from Ryerson University, as well as a Certificate in Economics and a Certificate in Public Administration from Ryerson University.			
	Areas of expertise: Real estate, investment, risk management, executive leadership, and board and governance.			
	Board member of other reporting issuers: Urbanfund Corp.			
	Member of the following Committees: Nominating and Governance Committee and Investment Committee			
	Meetings Attended in Fiscal Year 2019⁽¹⁾		#	%
	Board of Trustees		9 of 9	100
	Nominating and Governance Committee		1 of 1	100
	Investment Committee		6 of 6	100
	Total Meeting Attendance		16 of 16	100
Securities Held or Controlled as at December 31, 2019				
Units/DUs (#)		Total market value of Units/DUs (\$) ⁽²⁾	Meets unitholding guideline for year 2019⁽³⁾	
Units	16,800	296,383	Yes	
DUs	4,131			
(1) Mr. Cohen did not attend all Board and committee meetings as he was not a Trustee prior to his election on May 15, 2019.				
(2) Value based on the Unit closing price on the TSX on December 31, 2019, being \$14.16.				
(3) See Section 4.4.7 “Minimum Unitholding Guideline” of this Circular.				


 <p>Sylvain Cossette, B.C.L., L.L.M.</p> <p>Montréal, Québec, Canada</p> <p>Age: 62</p> <p>Non-independent Trustee since 2018</p>	Principal Occupation	President and Chief Executive Officer of the REIT			
	Mr. Sylvain Cossette has been President and Chief Executive Officer of the REIT since January 2018. Mr. Cossette joined the REIT in August 2012 as Executive Vice President and Chief Operating Officer, and was the REIT’s President and Chief Operating Officer from February 2016 until he was nominated as President and Chief Executive Officer. Prior to joining Cominar, Mr. Cossette was a partner for almost 30 years at Davies Ward Phillips & Vineberg LLP, primarily in the area of mergers and acquisitions, corporate finance and real estate. Mr. Cossette holds a B.C.L. from McGill University’s Faculty of Law, and an L.L.M. in taxation from NYU School of Law.				
	Areas of expertise: Real estate, strategy, executive leadership, finance and accounting, investment, risk management, and board and governance.				
	Meetings Attended in Fiscal Year 2019		#	%	
	Board of Trustees		10 of 10	100	
	Total Meeting Attendance		10 of 10	100	
	Securities Held or Controlled as at December 31, 2019				
	Units/DUs/PUs⁽¹⁾ (#)		Total market value of Units/DUs/PUs (\$) ⁽²⁾		Meets unitholding guideline for year 2019⁽³⁾
	Units	44,093	4,738,729		Yes
	DUs	160,223			
PUs	130,340				


(1) As more fully described in Section 5.4.7.3 **“Long-Term Incentive Plan”** of this Circular, PUs are parts of President and Chief Executive Officer’s compensation.


(2) Value based on the Unit closing price on the TSX on December 31, 2019, being \$14.16.

(3) See Section 5.3.3 **“Minimum Unitholding Guideline”** of this Circular for the President and Chief Executive Officer.

 <p>Zachary R. George New Canaan, Connecticut, United States Age: 42 Independent Trustee since 2019</p>	Principal Occupation	Co-founder and manager of FrontFour Capital Group Inc. and CEO and Director of Sundial Growers Inc.		
	<p>Mr. Zachary R. George is a co-founder of FrontFour Capital Group Inc., an alternative investment manager. Mr. George has spent more than 15 years evaluating catalyst-based investment opportunities across the capital structure of North American companies with a focus on real estate assets. He has worked in a management capacity and with numerous corporate boards to turnaround operations, effect corporate action, and implement governance policies aimed at maximizing shareholder value.</p> <p>Mr. George was recently appointed CEO and Director of Sundial Growers Inc. He served as President and CEO of Huntingdon REIT and its successor entities from 2010-2013. He currently serves as a Director on the board of Trez Capital Junior MIC and previously served as the Chairman of the boards of FAM REIT and Huntingdon Capital Corp. and as the Lead Director of both Cornell Companies Inc. and PW Eagle, and on the boards of Allied Defense Group, and IAT Air Cargo Facilities Income Fund.</p> <p>Mr. George is a Canadian citizen but originally from Houston, Texas. He earned a B.A. from Simon Fraser University in Vancouver, British Columbia and a Juris Doctor in 2002 from Brooklyn Law School in Brooklyn, New York.</p> <p>Areas of expertise: Real estate, investment, strategy, finance and accounting, human resources, risk management, executive leadership, board and governance, and corporate responsibility/sustainability.</p> <p>Member of the following Committees: Investment Committee and Nominating and Governance Committee</p>			
	Meetings Attended in Fiscal Year 2019		#	%
	Board of Trustees		10 of 10	100
	Nominating and Governance Committee		3 of 3	100
	Investment Committee		9 of 9	100
	Total Meeting Attendance		22 of 22	100
	Securities Held or Controlled as at December 31, 2019			
	Units/DUs (#)		Total market value of Units/DUs (\$) ⁽¹⁾	Meets unitholding guideline for year 2019 ⁽²⁾
	Units	14,577,843	206,516,987	Yes
DUs	6,690			
<p>(1) Value based on the Unit closing price on the TSX on December 31, 2019, being \$14.16.</p> <p>(2) See Section 4.4.7 "Minimum Unitholding Guideline" of this Circular.</p>				

 <p>Johanne Lépine, FCIP, ICD.D.</p> <p>Montréal, Québec, Canada</p> <p>Age: 66</p> <p>Independent</p> <p>Trustee since 2013</p>	Principal Occupation	Corporate Director, Former President and Chief Executive Officer of Aon Parizeau Inc.		
	<p>Ms. Johanne Lépine has been a director of the Montréal Port Authority since 2017. Until her retirement in 2019, Ms. Lépine was President and Chief Executive Officer of Aon Parizeau. Ms. Lépine also served as Executive Vice-President and Chair of the Board of Aon Reed Stenhouse from 2015 until 2019. From 2011 to 2014, she held the position of Regional Director, Eastern Canada, where she was responsible for Aon Parizeau’s insurance brokerage operations and risk management for Ontario, Québec and the Atlantic provinces. She was a director on the board of La Senza Corporation from 2005 to 2007.</p> <p>Ms. Lépine was a director of the Canadian Chamber of Commerce from 2014 to 2016, a member of the Montreal Board of Trade Foundation from 2010 to 2014 and a member of the Board of Trade from 2003 to 2007. Ms. Lépine is an honorary member of the Montreal Women’s Centre Foundation following her service on the Board of the Foundation. Ms. Lépine also previously served as a board member of the Foundation of Montréal Museum of Fine Arts and the Marie-Vincent Foundation.</p> <p>Ms. Lépine is Fellow of the Insurance Institute of Canada and a Chartered Insurance Broker. In February 2016, she became an Institute-certified Director (ICD.D) and a member of the Institute of Corporate Directors.</p> <p>Areas of expertise: Board and governance, human resources, risk management, executive leadership, and corporate responsibility/sustainability.</p> <p>Member of the following Committees: Human Resources Committee and Nominating and Governance Committee (Chair)</p>			
	Meetings Attended in Fiscal Year 2019		#	%
	Board of Trustees		10 of 10	100
	Human Resources Committee		4 of 4	100
	Nominating and Governance Committee		3 of 3	100
	Total Meeting Attendance		17 of 17	100
	Securities Held or Controlled as at December 31, 2019			
	Units/DUs (#)		Total market value of Units/DUs (\$) ⁽¹⁾	Meets unitholding guideline for year 2019 ⁽²⁾
	Units	28,240	399,878	Yes
DUs	-			
<p>(1) Value based on the Unit closing price on the TSX on December 31, 2019, being \$14.16.</p> <p>(2) See Section 4.4.7 “Minimum Unitholding Guideline” of this Circular.</p>				

 <p>Michel Thérout, FCPA, FCA</p> <p>Boucherville, Québec, Canada</p> <p>Age: 72</p> <p>Independent</p> <p>Trustee since 2015</p>	Principal Occupation	Corporate Director		
	<p>Mr. Michel Thérout was President of Jas A. Ogilvy Inc., a retail company, from January 1988 to June 2012. He was also President of Equidev Inc., a real estate company, from 1988 to 1997. From 1984 to 1987, Mr. Thérout was involved in the Ordre des comptables agréés du Québec (OCAQ) 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 Québec Chartered Accountants. From 2009 to 2015, he was a member of the Board of the Canadian Institute of Chartered Accountants (CICA) as the Québec representative and from 2013 to 2016 he served on the Board of Directors of the Chartered Professional Accountants of Canada (CPA). Since August 2014, he has been a member of the Board of Directors and Chair of the Audit Committee of Optimum Group Inc. Since 2015, Mr. Thérout has been a member and treasurer of the Fondation Yvon Deschamps Centre-Sud.</p>			
	<p>Mr. Thérout obtained a degree in commerce and accounting from the École des Hautes Études Commerciales in 1970. He became a chartered accountant in 1972 and obtained his FCA in 2004. He taught taxation at the École des Hautes Études Commerciales of Montréal from 1972 to 1981, and accounting at the École Polytechnique de Montréal from 1972 to 1974.</p>			
	<p>Mr. Thérout was a director and partner in the taxation department at the firm Samson, Bélair/Deloitte & Touche from 1972 to 1988.</p>			
	<p>Areas of expertise: Finance and accounting, real estate, investment, human resources, risk management, executive leadership, and board and governance.</p>			
	<p>Member of the following Committees: Audit Committee (Chair) and Nominating and Governance Committee</p>			
	Meetings Attended in Fiscal Year 2019		#	%
	Board of Trustees		10 of 10	100
	Audit Committee		4 of 4	100
	Nominating and Governance Committee		3 of 3	100
Total Meeting Attendance		17 of 17	100	
Securities Held or Controlled as at December 31, 2019				
Units/DUs (#)		Total market value of Units/DUs (\$)	Meets unitholding guideline for year 2019⁽¹⁾	
Units	–	–	Yes ⁽¹⁾	
DUs	–			
<p>(1) Mr. Thérout is exempt from the unitholding guideline for compliance purposes. See Section 4.4.7 “Minimum Unitholding Guideline” of this Circular.</p>				

 Karen Laflamme, FCPA, FCA, ASC Boucherville, Québec, Canada Age: 57 Independent Trustee nominee	Principal Occupation	Corporate Director		
	Ms. Karen Laflamme is a corporate director with a large experience in the real estate industry. Ms. Laflamme has been Executive Vice President and Chief Financial Officer, Retails of Ivanhoé Cambridge from 2016 until February 2020. Ms. Laflamme joined Ivanhoé Cambridge in 2012 where she held several positions within the management team. Prior to this, Ms. Laflamme has worked at Caisse de dépôt et placement du Québec from 1993 to 2012, where she held a series of key positions in real estate. She holds a bachelor's degree in accounting from the École des Hautes Études Commerciales (HEC) and is a Fellow Chartered Professional Accountant (FCPA).			
	Ms. Laflamme is currently a member of the Boards of Directors of Stella Jones, Collège des Administrateurs de Sociétés (CAS), L'Association d'entraide le Chaîne and Fondation le Chaînon. Ms. Laflamme is actively engaged in causes related to corporate governance and support services for women in need. She was director of Otéra Capital from 2009 to 2019 and director of Ivanhoé Cambridge from 2011 to 2014.			
	Areas of expertise: Finance and accounting, real estate, investment, risk management, executive leadership, human resources as well as board and governance.			
	Board member of other reporting issuers: Stella Jones.			
	Securities Held or Controlled as at December 31, 2019			
	Units/DUs (#)		Total market value of Units/DUs (\$)	Meets unitholding guideline for year 2019⁽¹⁾
Units	–	–	N/A ⁽²⁾	
DUs	–			
<p>(1) See Section 4.4.7 “Minimum Unitholding Guideline” of this Circular.</p> <p>(2) Ms. Laflamme is a new nominee for Trustee position and therefore did not have any unitholding requirement for the 2019 fiscal year.</p>				

Trustees and officers (24 people) beneficially owned, or exercised control or direction over 14,988,688 Units in the aggregate, or approximately 8.2% of the issued and outstanding Units as at March 31, 2020.

4.4.2 Skills Matrix

The following table identifies the competencies of each nominee proposed for election as a Trustee of the REIT, together with their gender, age range and tenure at the REIT. If all proposed nominees are elected at the Meeting, female representation on the Board level will be 30%.

NAME OF TRUSTEE	Competencies										Gender	Age range			Board tenure	
	REAL ESTATE	FINANCE AND ACCOUNTING	INVESTMENT	HUMAN RESOURCES	STRATEGY	RISK MANAGEMENT	EXECUTIVE LEADERSHIP	BOARD AND GOVERNANCE	CORPORATE RESPONSIBILITY/ SUSTAINABILITY	DATA AND TECHNOLOGY		59 AND UNDER	60 – 65	66 AND OVER	0 – 5 YEARS	6 + YEARS
Luc Bachand		X	X		X	X	X	X			M		X		X	
Christine Beaubien		X	X	X	X		X	X	X	X	F	X			X	
Paul D. Campbell	X		X	X	X		X	X	X		M			X	X	
Mitchell Cohen	X		X			X	X	X			M		X		X	
Sylvain Cossette	X	X	X		X	X	X	X			M		X		X	
Zachary R. George	X	X	X	X	X	X	X	X	X		M	X			X	
Johanne Lépine				X		X	X	X	X		F			X		X
Michel Thérour	X	X	X	X		X	X	X			M			X	X	
René Tremblay	X		X	X	X	X	X	X			M		X		X	
Karen Laflamme	X	X	X	X		X	X	X			F	X			X	

DESCRIPTION OF COMPETENCIES

Real Estate	Knowledge and experience in the real estate industry, including in the office and retail segments in Canada and/or abroad.
Finance and Accounting	Experience in corporate finance, overseeing complex financial transactions, investment management, experience in financial accounting and reporting, auditing and internal controls and capital allocation.
Investment	Experience in identifying and leading transactions, integration of such investments into an existing portfolio or business, hypothecary (mortgage) financing and sustainable investment.
Human Resources	Experience in oversight of compensation programs for executive level employees and incentive-based compensation programs; experience with talent management, succession planning, leadership development, executive recruitment and managing change.
Strategy	Experience in strategic planning, driving strategic direction and leading growth for a private or public entity.
Risk Management	Experience in enterprise risk management best practices and their board oversight.
Executive Leadership	Senior operating experience in a successful management team, including as president, chief executive officer or chief operating officer of a major organization.
Board and Governance	Knowledge or expertise in board governance and an understanding of best governance practices.
Corporate Responsibility/ Sustainability	Understanding and experience in corporate social responsibility and sustainable development practices.
Data and Technology	Experience in innovation and technology changes such as information technology, social networks, artificial intelligence and cybersecurity.

The skills matrix outlines the desired complement of qualifications, attributes, skills and experience that are important to and necessary for the proper functioning of the Board. The matrix includes industry specific experience and expertise, particularly in real estate, finance and accounting, investment, human resources, strategy, risk management and executive leadership, as well as board and governance. These areas of expertise are expected to supplement and interact with general qualifications and attributes sought in all Trustees and nominees, such as personal and professional ethics, integrity, practical wisdom, sound business judgment, and a willingness and desire to both devote the necessary time and represent the best interests of the REIT. The skills matrix is reviewed annually by the Nominating and Governance Committee to ensure it continues to reflect the current needs of the REIT, the REIT's strategic priorities and that the Trustees have an appropriate balance and complementarity of skills.

4.4.3 Board Interlocks

The Nominating and Governance Committee has reviewed the participation of the 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.

4.4.4 Outside Directorships

The Trustees must inform the Board Chair or the Chair of the Nominating and Governance Committee before accepting an invitation to serve on another Board of Directors. 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. Mr. Sylvain Cossette, the REIT's President and Chief Executive Officer, does not act as the member of any other Board (other than entities of the REIT), nor hold any other position within another enterprise or entity (other than entities of the REIT), ensuring that his entire focus is on the REIT and its success.

4.4.5 Board and Committee Meeting Attendance in 2019

In fiscal year 2019, the Board and its Committees held the following meetings:

	# of meetings	Attendance
Board of Trustees	10	100%
Audit Committee	4	100%
Nominating and Governance Committee	3	93%
Investment Committee	9	100%
Human Resources Committee	4	100%
Total	30	99%

Overall, the combined attendance by the Trustees at meetings of the Board and the committees was 99%. 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	
Alban D'Amours ⁽¹⁾	4 of 4	100%	9 of 9	100%
Luc Bachand	10 of 10	100%	13 of 13	100%
Christine Beaubien ⁽²⁾	9 of 9	100%	6 of 6	100%
Paul D. Campbell	10 of 10	100%	13 of 14	93%
Mitchell Cohen ⁽³⁾	9 of 9	100%	7 of 7	100%
Sylvain Cossette	10 of 10	100%	n/a	n/a
Claude Dussault ⁽⁴⁾	4 of 4	100%	3 of 3	100%
Zachary George	10 of 10	100%	12 of 12	100%
Johanne Lépine	10 of 10	100%	7 of 7	100%
Michel Thérout	10 of 10	100%	7 of 7	100%
René Tremblay ⁽⁵⁾	10 of 10	100%	16 of 16	100%

(1) Mr. D'Amours' term as Trustee expired on May 15, 2019.

(2) Ms. Beaubien was elected Trustee on May 15, 2019.

(3) Mr. Cohen was elected Trustee on May 15, 2019.

(4) Mr. Dussault's term as Trustee expired on May 15, 2019.

(5) Mr. Tremblay was elected as Chair of the Board on May 15, 2019.

During the year 2019, 30 in-camera sessions took place.

4.4.6 Additional Information on Trustee Nominees

To the knowledge of the REIT, as at the date of this Circular, none of the nominees proposed for election as Trustees are, or have been within the ten 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 this Circular, none of the nominees proposed for election as Trustees are, or have been within the ten 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.

4.4.7 Minimum Unitholding Guideline

In 2017, the Board adopted a new minimum unitholding guideline for independent Trustees to ensure that Trustees' interests are aligned with those of Unitholders. As of October 2, 2017, every independent Trustee is required to hold a number of Units or DUs equal to at least five times his/her annual retainer as a Board member, which amounts to \$500,000 for the Board Chair and \$225,000 for all other independent Trustees. The minimum number of Units or DUs must be attained before the third (3rd) anniversary of the Trustee's election or of the entry into force of this guideline (which anniversary is October 2, 2020). One-third of DUs granted to independent Trustees as part of their compensation vest at the end of each fiscal year.

Since non-independent Trustees do not receive any retainer for their position as member of the Board, the Trustee minimum unitholding guideline does not apply to non-independent Trustees. However, in accordance with the overall compensation policy for the year 2019, Mr. Sylvain Cossette, who is a non-independent Trustee and an executive of the REIT, is required to hold a number of

Units equal to three times his base salary (see Section 5.3.3 “**Minimum Unitholding**” of this Circular). Mr. Cossette complies with the applicable minimum unitholding guideline for 2019.

The Contract of Trust also provides that, at all times, there must be at least one Trustee who is not entitled directly or indirectly to hold any Units. This guideline is rooted in the *Civil Code of Québec*, which provides at article 1275 that the settlor or beneficiary of a trust may be a Trustee but requires such a Trustee to act with a Trustee who is neither a settlor nor a beneficiary. The Unitholders are the beneficiaries of the REIT, and consequently, the Contract of Trust guarantees compliance with the *Civil Code of Québec* by requiring that, at all times, there be one Trustee who does not hold any Units. Since his first election on May 10, 2015, as Trustee, Mr. Michel Thérour is the Trustee who is not entitled to hold, directly or indirectly, any Units in accordance with the requirement of the Contract of Trust and article 1275 of the *Civil Code of Québec*.

For the year ended December 31, 2019, all independent Trustees who are nominees for election as Trustees and to whom the minimum unitholding guideline applies were in compliance with such guideline or on track to comply within the required period, as further described in the following table:

Name	Annual retainer (\$)	Target guideline (\$)	(#)		Total market value of Units/DUs (\$) ⁽¹⁾	Meets guideline
			Units	DUs		
René Tremblay, Chair (Independent Trustee)	100,000	500,000	21,500	–	304,440	N/A ⁽²⁾
Luc Bachand (Independent Trustee)	45,000	225,000	20,936	–	296,454	Yes
Christine Beaubien (Independent Trustee)	45,000	225,000	–	4,131	58,495	N/A ⁽³⁾
Paul D. Campbell (Independent Trustee)	45,000	225,000	21,600	–	305,856	Yes
Mitchell Cohen (Independent Trustee)	45,000	225,000	16,800	4,131	296,383	Yes
Zachary R. George (Independent Trustee)	45,000	225,000	14,577,843	6,690	206,516,987	Yes
Johanne Lépine (Independent Trustee)	45,000	225,000	28,240		399,878	Yes
Michel Thérour (Independent Trustee)	45,000	225,000	–	–	–	Yes ⁽⁴⁾

(1) Value based on the Unit closing price on the TSX on December 31, 2019, being \$14.16.

(2) Mr. Tremblay was appointed Chair of the Board on May 15, 2019, and therefore he has until May 15, 2022, to meet the minimum unitholding guideline.

(3) Ms. Beaubien became a Trustee on May 15, 2019, and therefore she has until May 15, 2022, to meet the minimum unitholding guideline.

(4) Mr. Thérour does not, directly or indirectly, hold any interest in the REIT in the form of Units issued, in accordance with the requirement of the Contract of Trust and article 1275 of the *Civil Code of Québec*.

4.5 “Say on Pay” Non-Binding Advisory Vote

The Board believes that Unitholders should have the opportunity to fully understand the objectives, philosophy and principles the Board uses in its approach to executive compensation decisions. Detailed disclosure of the REIT’s compensation program can be found in Part PART 5 “Statement of Executive Compensation” of this Circular.

The Board has decided that Unitholders should have the opportunity to vote on the REIT’s approach to executive compensation. This non-binding advisory vote (a “**Say on Pay**”) forms an important part of the ongoing process of engagement between Unitholders and the Board on executive compensation. The “Say on Pay” will ensure Trustee accountability for compensation decisions by giving Unitholders a formal opportunity to provide their views through an annual non-binding advisory vote, which requires an affirmative vote of a majority of the votes cast. The REIT will disclose the results of the vote as part of its report on voting results for the Meeting.

Although the results will not be binding, the Board will take the results into account when considering compensation policies, procedures and decisions and in determining whether there is a need to increase engagement with Unitholders. Similarly, the Human Resources Committee will consider the results when evaluating executive compensation arrangements. In the event the “Say on Pay” does not receive the support of at least 70% of the votes cast, the Board will consult with Unitholders to fully understand their concerns, and will review the approach to compensation in the context of those concerns. The Board will disclose to Unitholders as soon as is practicable, and no later than six months following the Meeting, a summary of the comments received and the changes to the executive compensation plans made, or the reasons why no changes were or will be made.

At the 2019 annual meeting of unitholders, Unitholders voted 94.7% in favour of supporting, on an advisory basis, the Board’s approach to executive compensation, as disclosed in the REIT’s Circular.

We encourage all Unitholders to carefully review the disclosure of our executive compensation policies and practices, starting at Section 5.1 “**Letter to Unitholders**” of this Circular, before voting on this matter. At the Meeting, Unitholders will be asked to consider a non-binding, advisory “Say on Pay” resolution on executive compensation, as follows:

“BE IT RESOLVED THAT on an advisory basis, and not to diminish the role and responsibilities of the Board, the Unitholders accept the Board’s approach to executive compensation disclosed in the REIT’s Circular dated March 31, 2020, delivered in advance of the 2020 annual and special Meeting of Unitholders.”

4.6 Amendments to the Contract of Trust

Unitholders are being asked to consider the amendments to the Contract of Trust described in the resolutions and special resolutions attached as Schedules A and B respectively in order to update the Contract of Trust. The Unit Distribution Amendment (as defined below) aims to bring the Contract of Trust in line with the declarations of trust of certain of the REIT’s competitors. The Investment Guidelines Amendment (as defined below) clarifies the Contract of Trust, in order for the REIT to have greater flexibility in achieving certain of its strategic objectives, notably as regards the intensification of certain of the REIT’s properties through the development of condominium properties thereon for living accommodation.

Proposed Amendments

It is proposed that the Contract of Trust be amended to incorporate the following proposed changes:

Unit Distribution Amendment:

In order for the Trustees to have the discretion to pay distributions in Units, in line with certain of the REIT’s competitors, it is proposed to delete section 11.1 of the Contract of Trust and replace it with:

“Section 11.1 Distributions.

11.1.1 The Trust may distribute to Unitholders monthly on each Distribution Date such percentage of the Distributable Income for the preceding calendar month and, in the case of distributions made on December 31, for the calendar month then ended, as the Trustees may so determine in their discretion. The Trust may also distribute to Unitholders on December 31 of each year (i) the net realized capital gains of the Trust and the net recapture income of the Trust for the year then ended and (ii) any excess of the income of the Trust for purposes of the Tax Act for the year then ended over distributions otherwise made for that year, as the Trustees may so determine. Distributions, if any, shall be made in cash or Units (in the absolute discretion of the Trustees) as provided in subsection 11.1.2, and may be reinvested in or paid in Units pursuant to any distribution reinvestment plan or distribution reinvestment and Unit purchase plan adopted by the Trustees pursuant to section 11.6. Distributions, if any, shall be made proportionately to persons who are Unitholders on the record date for such distribution. Distributions, if any, shall be made to Unitholders of record on a date to be determined by the Trustees in accordance with section 7.9. The Trustees, if they so determine when income has been accrued but not collected may, on a temporary basis, transfer sufficient moneys from the capital to the income account of the Trust to permit distributions so determined by them under this section 11.1, if any, to be affected.

11.1.2 Where the Trustees determine that the Trust does not have available cash in an amount sufficient to pay the full amount of any distribution which is payable hereunder on the due date for such payment, or where the Trustees otherwise determine in their absolute discretion that all or a portion of such distribution should not be paid in cash, the payment may, at the option of the Trustees, include the issuance of additional Units, or fractions of Units, if necessary, having a fair market value as determined by the Trustees equal to the difference between the amount of such distribution and the amount of cash which either has been

determined by the Trustees in their absolute discretion to be available, or which the Trustees have otherwise determined shall be distributed in their absolute discretion as the case may be, for the payment of such distribution. Immediately after a distribution made in Units in accordance with the foregoing, the number of outstanding Units will be consolidated so that each Unitholder will hold after the consolidation the same number of Units as the Unitholder held before the Unit distribution."

(the "Unit Distribution Amendment")

Distributions made in cash or Units are taxable distributions. The consequences of a distribution in Units will vary depending on each Unitholder's particular circumstances. Unitholders should, accordingly, consult their own tax advisors with respect to the consequences of distributions made to them in Units by the REIT.

Investment Guidelines Amendment:

In order to clarify the Contract of Trust for the REIT to have flexibility in achieving certain of its strategic objectives, it is proposed to amend subsection 5.1 of the Contract of Trust:

1. adding a new subsection 5.1.2 providing:
"the Trust may acquire, hold, develop, maintain, improve, lease, manage or sell real property which is being utilized or intended to be utilized to provide living accommodation;"
2. deleting subsection 5.1.3 and replacing it with:
"the Trust may, directly or indirectly, invest in a joint venture arrangement or similar arrangement (including, without limitation, a co-ownership, corporation, general partnership, limited partnership, general partnership and limited liability company) for purposes of owning interests, directly or indirectly, principally in immovable property or interests or investments otherwise permitted to be held by the Trust, provided that such arrangement contains terms and conditions which in the opinion of the Trustees are commercially reasonable;"
3. deleting subsection 5.1.5 and replacing it with:
"except as otherwise prohibited in this Contract of Trust, the Trust may, directly or indirectly, invest in interests (including ownership and leasehold interests) in immovable property in Canada and the United States;"
4. deleting subsection 5.1.7 and replacing it with:
"except as otherwise prohibited in this Contract of Trust, the Trust shall not invest in any operating businesses unless revenues from such business (i) will be derived, directly or indirectly, principally from immovable property, or (ii) such business principally involves the ownership, maintenance, development, leasing, management, operation or selling, directly or indirectly, of immovable property (in each case as determined by the Trustees)";

together with such clerical amendments necessary to amend the Contract of Trust following the approval of the foregoing;

(the "Investment Guidelines Amendment")

Unitholder Approval

Unitholders of the REIT will be asked to pass the ordinary resolutions in the form set out in Schedule B to this Circular, to authorize and approve the Unit Distribution Amendment and the special resolutions in the form set out in Schedule C to this information circular, to authorize and approve the Investment Guidelines Amendment. To be approved, the Unit Distribution Amendment requires the vote in favour of a majority of the votes cast on the Unit Distribution Amendment resolution set out on Schedule B. To be approved, the Investment Guidelines Amendment requires the vote in favour of 66 2/3% of the votes cast on the Investment Guidelines Amendment resolution set out on Schedule C. The Trustees consider that these amendments to the Contract of Trust are appropriate at this time and recommend that Unitholders vote "FOR" each of the resolutions.

It is therefore intended that on any ballot that may be called relating to the authorization and approval of the Unit Distribution Amendment and the Investment Guidelines Amendment, the Units represented by proxies in favour of management nominees will be voted in favour of the authorization and approval of such amendments, unless a Unitholder specifies in his or her proxy that his or her Units are to be voting against such amendments to the Contract of Trust.

4.7 Unitholders Rights Plan

At the Meeting, Unitholders will be asked to vote in respect of the ordinary resolutions in the form set out in Schedule D to this Circular approving a new Unitholder rights plan, which was adopted by the Board on March 27, 2020 (the “**Rights Plan**”).

The purpose of the Rights Plan is to encourage the fair treatment of Unitholders in connection with any unsolicited take-over bid for the REIT by, among other things, attempting to ensure that Unitholders have an equal opportunity to participate in such a bid and to receive full and fair value for their Units. The Board believes that the Rights Plan is consistent with current best Canadian governance practices and conforms to institutional investor guidelines.

The Rights Plan was adopted by the Board as a governance best practice in the interests of the REIT and all of its Unitholders, given the widely-held ownership of the REIT’s Units. It was not adopted in response to any proposal to acquire control of the REIT, nor is the Board currently aware of or does anticipate it any pending or threatened take-over bid for the REIT.

In adopting the Rights Plan, the Board considered the current legislative framework in Canada governing take-over bids. Under Canadian securities legislation, a take-over bid generally means an offer to acquire voting or equity securities of a person or persons where the securities subject to the offer to acquire, together with securities already owned by the bidder and certain parties related thereto, constitute 20% or more of the outstanding securities. Although amendments made to Canadian securities legislation in May 2016 addressed a number of the concerns that rights plans were originally designed to address, the rules governing take-over bids do not include protections for security holders in circumstances where a bidder acquires 20% or more of the securities pursuant to one or more exemptions from those take-over bid rules. Consequently, there remains the possibility that, without a rights plan in place, control of an issuer may be acquired in circumstances resulting in the acquisition of control without payment of fair value for control or a fair sharing of any control premium among all security holders. Some specific areas of concern not addressed by the legislative amendments include:

- so-called “creeping bids” that are not required to be made public to all Unitholders. Creeping bids could involve the accumulation of more than 20% of the REIT’s Units through purchases exempt from the Canadian take-over bid rules, such as (i) purchases from a small group of Unitholders under private agreements at a premium to the market price not available to all Unitholders, (ii) acquiring control through the slow accumulation of Units over a stock exchange that could effectively block a take-over bid made to all Unitholders, (iii) acquiring control through the slow accumulation of Units over a stock exchange and without paying a control premium, or (iv) acquiring control through the purchase of Units in transactions outside of Canada not subject to Canadian take-over bid rules; and
- the use of so-called “hard” lock-up agreements by bidders, whereby existing Unitholders commit to tender their Units to a bidder’s take-over bid, that are either irrevocable or revocable but subject to preclusive termination conditions. Such agreements could have the effect of deterring other potential bidders bringing forward competing bids, particularly where the number of locked-up Units would make it difficult or unlikely for a competing bidder’s bid to achieve the 50% minimum tender requirement imposed by the legislative requirements.

The Rights Plan is designed to encourage a potential acquiror who intends to make a take-over bid to conform to the requirements of a “Permitted Bid,” which requires a take-over bid to meet certain minimum standards designed to promote the fair and equal treatment of all Unitholders, or with the concurrence of the Board. If a take-over bid fails to meet these minimum standards and the Rights Plan is not waived by the Board, the Rights issued to Unitholders under the Rights Plan (as described in Schedule “E” of this Circular) will entitle the holders thereof, other than the acquiror and certain related parties, to purchase additional Units at a significant discount to market, thus exposing the person acquiring 20% or more of the Units to substantial dilution of its holdings.

As a result of the foregoing considerations, the Board determined that it was advisable and in the best interests of the REIT and the Unitholders to adopt the Rights Plan. In recommending that Unitholders confirm and approve the Rights Plan, it is not the intention of the Board to preclude a bid for control of the REIT. The Rights Plan provides a mechanism whereby Unitholders may tender their Units to a take-over bid as long as it meets the criteria applicable to a Permitted Bid or Competing Permitted Bid (as described in Schedule D of this Circular). Furthermore, even in the context of a take-over bid that would not meet such criteria, but is made by way of a take-over bid circular to all of the REIT’s Unitholders, the Board would still have a duty to consider such a bid and consider whether or not it should waive the application of the Rights Plan in respect of such bid. In discharging such duty, the Board must act with honesty, in good faith and with a view to the best interests of the REIT and the Unitholders.

The Rights Plan is not expected to interfere with the REIT’s day-to-day operations. The issuance of Rights under the Rights Plan will not alter the financial condition of the REIT, impede its business plans or alter its financial statements. In addition, the Rights Plan is initially not dilutive. However, if a Flip-in Event occurs and the Rights separate from the Units, reported net earnings per Unit and

reported adjusted net earnings per Unit, on a fully-diluted or non-diluted basis, among other metrics, may be affected. In addition, holders of Rights not exercising their Rights after a Flip-in Event may suffer substantial dilution.

A summary of the principal terms of the Rights Plan is attached as Schedule “E” to this Circular. The complete text of the Rights Plan is available on the REIT’s website at <https://www.cominar.com>. Unitholders wishing to obtain a copy of the Rights Plan may also contact the REIT by telephone at 418-681-6300 or by e-mail at corporate.secretary@cominar.com, in either case to the attention of the Corporate Secretary.

The Trustees consider that the adoption of this Rights Plan is appropriate at this time and recommend that Unitholders vote “**FOR**” each of the resolutions.

It is therefore intended that on any ballot that may be called relating to the authorization and approval of the Rights Plan, the Units represented by proxies in favour of management nominees will be voted IN FAVOUR of the authorization and approval of such Rights Plan, unless a Unitholder specifies in his or her proxy that his or her Units are to be voting against such adoption of the Rights Plan.

PART 5. Statement of Executive Compensation

5.1 Letter to Unitholders

Dear Unitholders,

On behalf of the Human Resources Committee and the Board, we welcome this opportunity to describe the important changes made to our executive compensation principles, in order to better align pay and performance, to be consistent with our strategic plan and to ultimately create value for you. We invite you to read this part of the Circular carefully in view of the advisory “Say on Pay” vote in which we are asking you to express your opinion on our compensation policies and practices.

The following sections describe our 2019 compensation practices in detail. We discuss our compensation philosophy, define each element of compensation and explain how each of the Named Executive Officers was compensated.

This was a second year of transformation at the management level as planned changes were implemented to better position the executive team to deliver on the REIT’s strategic plan. In March 2019, Mr. Gilles Hamel, former Executive Vice President and Chief Financial Officer completed the transfer of his responsibilities to the REIT’s current Executive Vice President and Chief Financial Officer, Ms. Heather Kirk who was appointed in November 2018. In November 2019, a separation agreement was entered into with Named Executive Officer, Mr. Alain Dallaire, former Executive Vice President and Chief Operating Officer. Employment relationships with six other members of management were also ended. The Human Resources Committee, together with the other Trustees, believe the combined experience now held by the newly composed executive management team will allow the REIT to successfully deliver on the realignment of its operations, and stabilize and grow the business over the long-term.

The members of the Human Resources Committee believe that our compensation principles and practices align pay and performance and are consistent with our strategic plan. The Human Resources Committee remains fully engaged to ensure that compensation is based on a disciplined approach, linked to value creation. We believe that our compensation principles support our strategic plan and are aligned with Unitholders’ long-term interests and we are presenting a non-binding “Say on Pay” advisory vote at the Meeting so that you can express your views as well. Members of the Human Resources Committee will be present at the Meeting to answer any questions you may have.

(s) *Paul Campbell*

Mr. Paul D. Campbell
Chair of the Human Resources Committee

(s) *René Tremblay*

Mr. René Tremblay
Chairman of the Board

5.2 Compensation Governance

5.2.1 Independence of Members

The Human Resources Committee is composed entirely of independent Trustees, according to the definition given in the standards established by the Canadian Securities Administrators. The members of the Human Resources Committee are Mr. Paul D. Campbell, as Chair of the Committee, Ms. Christine Beaubien, Ms. Johanne Lépine and Mr. René Tremblay.

5.2.2 Skills Possessed by Members

All the members of the Human Resources Committee possess the skills in human resources, compensation and risk management that they acquired when acting as directors and officers of other companies, and in their various training. More specifically, Mr. Paul Campbell has extensive experience in human resources and compensation matters arising from his executive leadership roles in public and private companies. In his role as President and Chief Executive Officer at SITQ, he was responsible for the oversight of human resources and compensation for nearly 400 employees. He also has extensive Board experience across the industry which provides him with a broad perspective on human resources matters. Ms. Beaubien draws her human resources experience from her executive positions with institutional, financial and technology organizations and serving on boards of directors. Ms. Johanne Lépine acquired her human resources experience in her role as President and Chief Executive Officer of Aon Parizeau Inc., which she has been holding from 2002 until 2019, and from holding various other positions. Finally, Mr. René Tremblay acquired human resources experience while holding various senior management positions, such as Chief Executive Officer of Ivanhoé Cambridge and Executive Vice-President of the Real Estate Group of Caisse de dépôt et placement du Québec, and serving on many corporate boards.

5.2.3 Role of Human Resources Committee

The Human Resources Committee assists the Board in the performance of its human resources and compensation governance duties. In particular, the Human Resources Committee implements and monitors the policies and practices respecting the compensation of the REIT's Trustees and 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 mandate of the Human Resources Committee comprises: reviewing policies, analyzing compensation plans and practices, reviewing the performance and compensation of the President and Chief Executive Officer and that of the other executive officers and reviewing the succession planning process. The Human Resources Committee also ensures that the REIT's Trustee and officer compensation plans are in line with leading governance practices and foster healthy risk management.

5.2.4 Succession Planning

The Board and the Human Resources 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 for executive positions.

In particular, the Human Resources Committee is responsible for planning the President and Chief Executive Officer's succession for instance by making recommendations to the Board regarding executive succession, including: (i) policies and principles for the selection of the President and Chief Executive Officer and performance review with respect to potential successors for the position of President and Chief Executive Officer; and (ii) policies for the President and Chief Executive Officer's succession in case of emergency. In addition, the Human Resources Committee reviews the succession plan of the other senior executives of the REIT. Pursuant to the plan, the Committee among other things, identifies succession candidates for senior executive positions and reports on relevant qualifications and experience required to prepare such candidates to hold senior executive positions. As part of this mandate, the Human Resources Committee members met with the President and Chief Executive Officer to review and update the REIT's succession plan, which revision and update are still ongoing.

5.2.5 Independent Outside Compensation Advisors

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

For fiscal year 2019, the Human Resources Committee retained the services of executive compensation consultant Willis Towers Watson ("**Towers**"), for a fourth consecutive year. As part of its mandate, Towers validated the competitiveness of the overall

compensation package of Named Executive Officer positions and other officers in comparison with what is paid in the REIT's peer group. The recommendations of Towers have been taken into consideration in defining the compensation of senior executives and other officers for 2019.

Fees Related to Fiscal Year 2019				Fees Related to Fiscal Year 2018			
External Advisor	Compensation of senior executives and Trustees – related fees	Other fees	Total	External Advisor	Compensation of senior executives and Trustees – related fees	Other fees	Total
Towers	\$160,047	\$9,401 ⁽¹⁾	\$169,448	Towers	\$39,333	\$41,079 ⁽¹⁾	\$80,413

(1) As part of its mandate, Towers assessed and reviewed the compensation structure of all employees of the REIT during fiscal year 2018 and 2019.

5.3 Compensation Policies and Practices

5.3.1 Anti-hedging Policy

The REIT encourages Unit ownership by its Trustees and officers through its Unit ownership guideline and its equity-based incentive compensation program. Such guideline and program are designed to align the interests of Trustees and officers with the short-term and long-term interests of Unitholders in the REIT's financial and operating performance. In furtherance of this objective, Trustees and officers are prohibited from entering into financial instruments that are designed to hedge or offset any decrease in the market value of the REIT's securities that are held by them or by entities under their control or granted as compensation to them. Such prohibited financial instruments with respect to the REIT include prepaid variable forward contracts, equity swaps, collars, put or call options and similar financial instruments.

5.3.2 Clawback Policy

To further align management's interests with those of Unitholders, the REIT adopted a "clawback" policy. The policy provides that the Board may seek recoupment of short or long-term incentive compensation awarded to the President and Chief Executive Officer, the Executive Vice-President and Chief Financial Officer, and the Executive Vice-President and Chief Operating Officer if the Board believes the amount of compensation was based on financial results that were subject to a material restatement. In such circumstances, the Board may decide to recoup the incentive compensation which was paid or granted based upon the achievement of certain financial results to the extent that the amount of such compensation would have been lower if the financial results had been properly reported, and may seek to cancel awards where the financial results of the REIT were considered in granting such awards.

5.3.3 Minimum Unitholding Guideline

The REIT's minimum unitholding guideline applicable to executives requires the following officers to hold Options to purchase Units, RUs, DUs and PUs equal to the value of multiples of base salaries as set out in the table below:

Officer	Multiple of Base Salary
President and Chief Executive Officer	3.0
Executive Vice-President and Chief Operating Officer	2.0
Executive Vice-President and Chief Financial Officer	1.5
Other executive vice-presidents	1.0

For the year ended December 31, 2019, all Named Executive Officers (the “NEOs,” as defined in Section 5.4.1 “Overall Compensation Philosophy” of this Circular) were in compliance with such guideline or on track to comply within the required period, as further described in the following table:

Name	Base Salary (\$)	Target guideline (\$)	(#)		Total market value of Units/DUs/PUs/RUs (\$) ⁽¹⁾	Meets guideline
			Units	DUs/PUs/RUs		
Sylvain Cossette President and Chief Executive Officer	725,000	2,175,000	44,093	290,563	4,738,729	Yes
Heather C. Kirk Executive Vice President and Chief Financial Officer	405,000	607,500	80,081	34,447	1,621,716	Yes
Alain Dallaire ⁽²⁾ Former Executive Vice President and Chief Operating Officer	N/A	N/A	N/A	N/A	N/A	N/A
Gilles Hamel ⁽³⁾ Former Executive Vice President	N/A	N/A	N/A	N/A	N/A	N/A
Marie-Andrée Boutin Executive Vice President, Retail and Chief Development Officer	360,000	360,000	10,827	17,010	394,172	Yes

(1) Value based on the Unit closing price on the TSX on December 31, 2019, being \$14.16.

(2) Mr. Dallaire’s employment with the REIT ended on November 8, 2019.

(3) Mr. Hamel’s employment with the REIT ended on March 26, 2019.

Additionally, the President and Chief Executive Officer is required to hold a number of Units covered by the REIT’s minimum Unit ownership guideline for a one-year period after retirement as per his employment contract.

5.3.4 Equity Incentive Plan

The purpose of this equity incentive plan (the “Equity Incentive Plan” or the “Plan”) is to attract, retain and motivate persons as service providers to the REIT and to advance the interests of the REIT by providing such persons with the opportunity, through awards made under the Plan, to acquire a proprietary interest in the REIT.

Administration

The Plan is administered by the Board which has the power to establish policies and to adopt rules and regulations for carrying out the purposes, provisions and administration of the Plan, determine the number and type of award to be granted and establish the terms and conditions of each award agreement between the REIT and the participant.

Eligibility

Those eligible to participate in the Plan include Trustees, officers or employees of the REIT or any subsidiary of the REIT (as “Eligible Individual”), a corporation controlled by an Eligible Individual or a family trust of which the sole Trustee is an Eligible Individual.

Types of Awards

The Equity Incentive Plan provides for awards of Options, PUs, DUs and other awards denominated or payable in, valued in whole or in part by reference to, or otherwise based on, or related to, Units. The description of Options below sets out the terms of Options granted in prior years, some of which remain unvested or unexercised. The Board does not contemplate awarding further Options.

Options: When no specific determination is made by the Board with respect to the terms and conditions for a grant of Options, each Option Award will contain the following terms and conditions:

- a) 33 ¹/₃% of the Units subject to Option will vest after each anniversary of the granting of the Option (i.e. 33 ¹/₃% of Options after the first anniversary, an additional 33 ¹/₃% of Options after the second anniversary and an additional 33 ¹/₃% of Options after the third anniversary);
- b) following the fifth anniversary of Option grant, the Options become fully exercisable for a period between the third and seventh anniversaries of the granting of the Options; and
- c) the Option Price will be the Market Price on the trading day immediately preceding the date of the grant of the Option.

Options granted to executive officers and other officers can be exercised only if the market price was at least 10% higher than the exercise price, and this condition will be considered met if the Unit price has remained at such a 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 base salary (for the Chief Executive Officer, this multiple is 3.0, whereas for the other executives, the multiple varies between 1.0 and 2.0).

The term of an Option may not exceed seven years from the date of the grant of the Option unless extended up to a period of ten years by the Board. Options are non-assignable (other than by will or the law of succession).

If the term of an Option held by any Eligible Individual expires during or within ten business days of the expiration of a blackout period, then the term of such Option or the unexercised portion thereof, will be extended by ten business days after the expiration of the blackout period.

Performance Units: Performance Units ("PU" or "PUs") may be granted and credited to a participant's Performance Unit Account subject to such terms and conditions as the Board may impose. In determining whether the Performance Unit Measures have been met or exceeded for a particular grant, the Board will use a Performance Unit Adjustment Factor based on thresholds set out in the Performance Unit Measures attached to such grant of PUs. The Board will provide a schedule to each participant for each Performance Unit Period that links level of performance to a related Performance Unit Adjustment Factor. PUs vest on the Financial Statement Approval Date (as such term is defined in the Plan) for the last year of the applicable Performance Unit Period, following the determination of the Adjusted Award.

Any PU for a Performance Unit Period that does not vest due to the Performance Unit Adjustment Factor being zero shall be cancelled and automatically forfeited as of the Financial Statement Approval Date.

Whenever a Cash Distribution is paid on the Units, additional PUs shall accrue and vest on the same terms and time as the PUs.

Restricted Units: A Restricted Unit ("RU" or "RUs") will represent the right, subject to the terms of the grant, to receive one Unit on the Restricted Unit Settlement Date subject to fulfillment of any applicable conditions on the Restricted Unit Settlement Date. RUs will initially have a value equal to the Market Price of a Unit when the Award is made. RUs are non-assignable (other than by will or the law of succession). All other terms and conditions governing RUs, such as vesting, performance criteria (if any), time and form of payment, and termination of RUs will be set forth in the applicable Award Agreement between the Board and the participant.

RUs will vest on and after the third anniversary of the date of grant, although the Board has the right to establish different vesting dates at the time of grant and may determine at any time after the time of grant that a particular Restricted Unit will vest at an earlier or later time.

Whenever a Cash Distribution is paid on the Units, additional RUs, will accrue and be credited to the Restricted Unit Account of the Participant and vest on the same terms and time as the RUs.

Deferred Units: Each deferred unit ("DU" or "DUs") will represent, subject to terms of the grant, the right to receive one Unit. Each DU will have a value equal to the Market Price of a Unit when the Award is made. DUs are non-assignable (other than by will or the law of succession). One-third of the DUs will vest on each of three anniversaries of the date of grant unless otherwise determined by the Board at the time of the grant. If a Participant ceases to be an Eligible Individual for any reason and has DUs remaining in their Deferred Unit Account, the DUs may remain credited until the vesting date and be settled for Units.

Whenever a Cash Distribution is paid on the Units, additional DUs, will accrue and vest on the same terms and time as the DUs.

Authorized Units and Participation Limits

As at December 31, 2019, the aggregate number of Units that may be issued upon the exercise of all Awards granted under the Plan, may not exceed 16,395,538 Units or 9.0% of the issued and outstanding Units at December 31, 2019. As at December 31, 2019, no more than 15,252,225 Units may be issuable from treasury in settlement of Options and no more than 1,143,313 Units may be issuable from treasury in settlement of PUs, RUs or DUs. The Plan does not provide for any cash settlements. The aggregate fair value of awards to any one non-employee member of the Board within any one-year period, cannot exceed \$100,000. The aggregate number of securities issuable to all non-employee members of the Board entitled to receive a benefit under the Plan, cannot exceed 1% of its issued and outstanding Units.

No participant under the Plan may be granted awards representing more than 5% of the issued and outstanding Units. In addition, (i) the number of Units issuable to Insiders, at any time, pursuant to the Plan cannot exceed 10% of the issued and outstanding Units; (ii) the number of Units issued to Insiders, within any one year period, under the Plan cannot exceed 10% of the issued and outstanding Units; and (iii) the number of Units issued to any one Insider and such Insider's Associates within any one year period, under the Plan cannot exceed 5% of the issued and outstanding Units. These limitations include Units issued under any other security-based compensation arrangement adopted by the REIT.

The Plan is an "evergreen" plan. If and to the extent that an Option expires, terminates or is cancelled or forfeited for any reason without having been exercised in full, the Units associated with that Option will again become available for grant under the Plan. Similarly, if and to the extent a PU, RU or DU is cancelled or forfeited for any reason, the associated Units subject to that PU, RU or DU will again become available for grant under the Plan.

SUMMARY AS AT DECEMBER 31, 2019

Plan provision	Limit	Available for issuance and outstanding
Maximum Award size to any Participant	5% of the issued and outstanding Units	5,922,093
Maximum Number of Units reserved for issuance	16,819,525 Units	16,395,538 Units (9.0% of issued and outstanding units)
Maximum Units issuable pursuant to PUs, RUs or DUs	1,500,000 Units	1,143,313 Units (0.8% of issued and outstanding units)
Maximum annual award value available to a non-employee member of the Board	\$100,000	n/a
Maximum securities issuable to all non-employee Board members	1% of issued and outstanding Units	n/a

Termination of Employment

The Board may, at the time of the granting of Awards under the Plan, determine the provisions relating to vesting or expiration of Awards upon the bankruptcy, death, disability, voluntary resignation, retirement or termination of employment of the participant.

Change of Control

Upon a change of control, the Board may cancel any Award in exchange for a substitute award. Substitute awards shall have no less economic value, no more stringent performance conditions, and similar vesting schedules as existing Awards, in all material respects. The Board may alternatively 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. However, to be consistent with current best practices, the REIT implemented a double-trigger change-in-control termination provisions for executive employment contracts.

Adjustments

If at any time after the grant of an Award to any Participant and prior to the expiration of the term of such Award, the Units are subdivided, consolidated, reclassified, reorganized or otherwise changed, the Participant will be entitled to receive upon the subsequent exercise of his or her Award the number of Units to which he or she was theretofore entitled upon such exercise the

aggregate number of securities of the appropriate class and/or other consideration from the REIT or any successor entity that the Participant would have been entitled to receive.

Termination and Amendments

The Trustees may, subject to regulatory approval, amend the Plan and any Award of the Plan at any time without notice or approval from the Unitholders of the REIT or any Participant, for any purpose whatsoever, including, without limitation for the purpose of:

- a) amendments of a “housekeeping” nature;
- b) a change to the vesting provisions of an Award of the Plan;
- c) a change to the termination provisions of an Award which does not entail an extension beyond the original expiration date; and
- d) the addition of a cashless exercise feature;

provided, however, that no such amendment may increase the maximum number of Units that may be awarded under the Plan, change the manner of determining the minimum Option Price, alter the Blackout Expiration Term or, without the consent of the Participant, alter or impair any Award previously granted to a Participant under the Plan. Furthermore, the Trustees may, subject to regulatory approval, discontinue the Plan at any time without notice or approval from the unitholders of the Trust or any Participant, for any purpose whatsoever.

Unitholders of the Plan must approve (i) a reduction in the Option Price, (ii) an extension of the expiration date of an outstanding Award, (iii) any amendment to the definition of “Eligible Person” under the Plan, (iv) any amendment which would permit Awards to be transferable or assignable other than for normal estate settlement purposes and other than as specified in Section 13.10 of the Plan, (v) any change in the non-employee member of the Board limits set out in Section 4.5 of the Plan, (vi) any amendment of the Plan so as to increase the ability of the Board to amend the Plan without unitholder approval or (vii) the cancellation and reissue of Options or other entitlements under the Plan of Options.

The Equity Incentive Plan is available on SEDAR at www.sedar.com.

5.4 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 connection with the tables provided below and the notes which accompany them.

5.4.1 Overall Compensation Philosophy

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 increasing 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 objectives. It considers skills and performance to be key factors in the determination of their overall compensation. The REIT compensates its officers taking into account:

- the 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 strategic plan; and
- the REIT’s financial performance.

The REIT’s compensation policy aims at, among other things, aligning the position of the overall compensation offered to the NEOs with that offered in its “Benchmark Group” (as that term is defined in Section 5.4.3 “**Benchmark Group**” of this Circular).

When analyzing the remuneration practices and levels of the Benchmark Group, the Human Resources Committee also takes into consideration the REIT’s financial targets.

Each year, the Human Resources Committee reviews the competitiveness of the overall compensation of the NEOs and other officers, and also reviews the compensation study conducted by the mandated independent outside compensation advisors. It receives the recommendations of the President and Chief Executive Officer for the **"Other NEOs"** (as that term is defined in Section 5.8.2 **"Other Named Executive Officers"** of this Circular), and then conducts its own review in order to make its recommendations to the Board. The 2019 NEOs are as follows:

Sylvain Cossette, President and Chief Executive Officer
Alain Dallaire, former Executive Vice President and Chief Operating Officer
Heather C. Kirk, Executive Vice-President and Chief Financial Officer
Gilles Hamel, former Executive Vice-President and Chief Financial Officer
Marie-Andrée Boutin, Executive Vice-President, Retail and Chief Development Officer

Mr. Hamel's employment with the REIT ended on March 26, 2019, and Mr. Dallaire's employment with the REIT ended on November 8, 2019.

5.4.2 Compensation Risk Management

The REIT considers compensation risk management an integral part of its development and favours harmonized management which is in line with its 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 Human Resources Committee meets at least twice annually 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 taking reasonable measures to ensure that compensation paid is externally and internally equitable, the Human Resources Committee and the Board take reasonable measures to ensure 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 Human Resources Committee takes reasonable measures to ensure 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, together with the Human Resources Committee, ensures that the proportion of overall compensation attributable to the long-term incentive plan is well balanced with that attributable to the short-term incentive plan.

The long-term incentives of the NEOs is deferred. Until the end of 2017, it was composed of Options (as to 50%), and RUs or DUs (as to 50%). Effective January 1, 2018, the long-term incentive plan was modified to include PUs (as to 66%) in replacement of Options to enhance alignment with the interests of the Unitholders, while RUs or DUs stand at 34%, down from 50%, also enhancing alignment with performance of the REIT. Both PUs and RUs are vested in total after three years. PUs are vested and settled based on an adjustment factor which is determined by the percentile ranking of the REIT's Total Unitholder Return compared to those of its peers, while DUs and Options are vested over three years at a rate of 33⅓% per year. Options granted prior to December 2015 expire after five years and Options granted during or after December 2015 expire after seven years. No Option grants have been made since August 24, 2017.

The mix of cash and equity varies based on the position of the NEOs:

- the target deferred long-term incentive plan of the President and Chief Executive Officer represents 150% of base salary; and
- the target deferred long-term incentive plan of the Other NEOs is between 45% and 110% of base salary.

5.4.3 Benchmark Group

Every year, the Human Resources Committee reviews the overall compensation policy to determine its competitive position *vis-à-vis* the compensation offered by its Benchmark Group.

The criteria used to select the Benchmark Group allow for the identification of a peer group of entities, specifically real estate investment trusts, with comparable size to the REIT in terms of revenues and assets, and which are consistent with the REIT's geographic scope, given the REIT is competing to attract and retain Canadian officers with significant real estate experience. The Benchmark Group used to determine the value of the compensation is made up of enterprises who meet at least three of the following four criteria:

- annual revenues of a comparable size to those of the REIT;
- assets comparable to those of the REIT;
- based in Canada; or
- operating in a comparable real estate sector (office, retail, diversified or residential).

For fiscal year 2019, the Benchmark Group consisted of the following entities⁽¹⁾ and is the “**Benchmark Group.**”

BENCHMARK GROUP	
Allied Properties REIT	CT REIT
Artis REIT	Dream Office REIT
Boardwalk REIT	First Capital REIT
Canadian Apartment Properties REIT	H & R REIT
Choice Properties REIT	Riocan REIT
Crombie REIT	Smart Centres REIT
Morguard Corporation	

The information about the Benchmark Group is taken from data compiled by Towers in its November 29, 2019, report for fiscal year 2019, as well as data published in information circulars by the entities forming part of the Benchmark Group.

5.4.4 What the Overall Compensation Policy is Designed to Reward

The REIT's overall executive compensation policy is designed to constitute a 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 maximizing value for Unitholders.

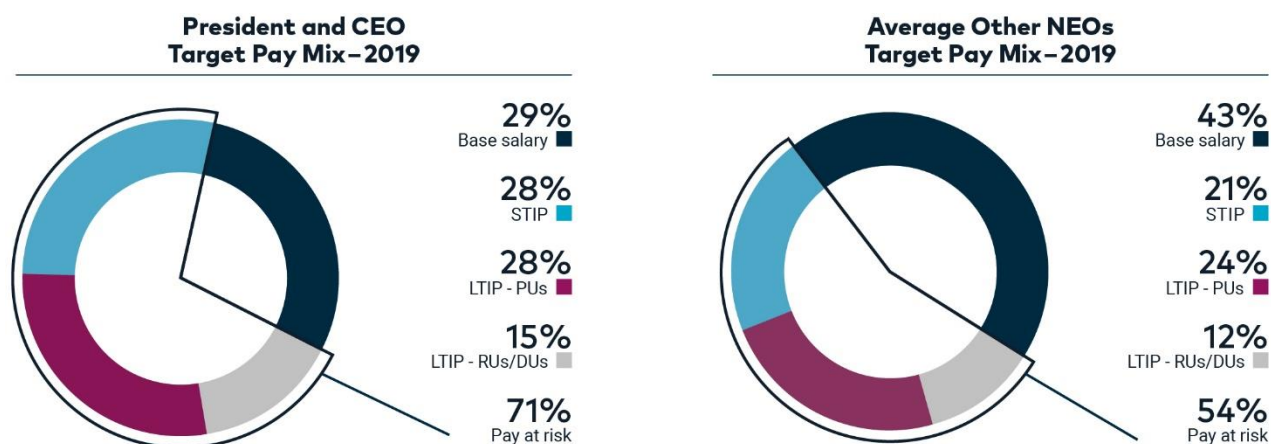
5.4.5 Components of our Compensation Policy

The following table summarizes our compensation components and principles:

Component	Description	Rationale and Objective	Position vis-à-vis Benchmark Group
Fixed compensation	<p>Base salary</p> <p>Fixed rate of pay determined in accordance with an evaluation of performance, experience, level of responsibility and the importance of the position within the REIT.</p>	Recognize sustained individual performance and reflect increase in responsibility and growth in role.	The REIT aims to offer fixed compensation which is in line with the median of its Benchmark Group.
Short-Term Incentive Plan ("STIP")	<p>Annual incentive bonus</p> <p>Annual variable cash-based performance award based on achievement of pre-determined objectives aligned with the REIT's strategic plan and falling into the following categories:</p> <ul style="list-style-type: none"> • organic growth; • cost optimization; and • individual objectives. <p>A performance multiplier is applied to each objective.</p> <p>The target bonus is expressed as a percentage of the base salary and for each objective, a threshold, a target and a stretch target are established. If the result on a given objective meets the target, 100% of the target bonus attributable to the objective is payable. A result above the established target will pay up to 150% of the bonus associated to the objective. For each objective, a threshold is established which will provide a payout of 50% of the bonus associated to the objective and under which no bonus will be paid out against that given objective.</p>	<ul style="list-style-type: none"> • Reward the achievement of a balanced set of short-term objectives, aligned with the execution of the REIT's strategic plan. • Align management's interests with Unitholder value growth. • Contribute to retention of key talent. 	The REIT aims to offer overall compensation (fixed and variable) aligned with the median of the Benchmark Group when the level of achievement of pre-determined objectives in line with the REIT's strategic plan meets expectations.

Component	Description	Rationale and Objective	Position vis-à-vis Benchmark Group
Long-Term Incentive Plan ("LTIP")	<p>RUs and DUs</p> <ul style="list-style-type: none"> RUs / DUs represent 34% of LTIP compensation. It is at the recipient's discretion whether to receive RUs or DUs; if the recipient does not identify its selection in writing within 30 days following the start of the year to which such LTIP is related, he or she will receive DUs. DUs vest over 3 years (one third per year). DUs can be converted into Units once a year, at the request of the recipient and subject to the approval of the Board. RUs vest in total after 3 years. <p>PUs</p> <ul style="list-style-type: none"> PU represent 66% of LTIP compensation and replaced options as of January 1, 2018. PU vest after 3 years based on an adjustment factor which is determined by the percentile ranking of the REIT's Total Unitholder Return compared to those of its peers. PU payout is determined using the REIT's Total Unitholder Return relative to the Benchmark Group. 	<ul style="list-style-type: none"> Ensure a closer link between pay and performance. Align management's interests with Unitholder value growth. Reward the achievement of sustained financial performance. Contribute to retention of key talent. 	The REIT aims to offer overall compensation (fixed and variable) in line with the median of the Benchmark Group when expectations are met.

The following charts summarize the target pay mix for the President and Chief Executive Officer and Other NEOs in 2019:



5.4.6 2019 Compensation Mix

In 2019 our compensation mix was composed of the following elements:

5.4.6.1 Base Salary

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

5.4.6.2 Short-Term Incentive Plan

The executive officers and other officers were eligible to receive a short-term incentive in cash upon achieving certain corporate and individual objectives.

The amount of the STIP paid to executive officers and other officers was established based on a target STIP attributed to each officer multiplied by the base salary and the performance factor awarded to each objective. The target STIP was 100% of the base salary for the President and Chief Executive Officer and varied between 15% and 70% for the other executive officers and other officers. A performance factor between 0% and 150% was awarded to each objective based on corporate or individual objectives. The target bonus is expressed as a percentage of the base salary and for each objective, a threshold, a target and a stretch target are established. If the result on a given objective meets the target, 100% of the target bonus attributable to the objective is payable; a result above the established target will pay up to 150% of the bonus associated with the objective. For each objective, a threshold is established which will provide a pay-out of 50% of the bonus associated with the objective and under which no bonus will be paid out against that given objective. The Board also maintains oversight over the results achieved with ability to adjust.

The corporate objectives were essentially the same for all executive officers and other officers, while individual objectives were related to the specific responsibilities of each individual.

5.4.6.3 Long-Term Incentive Plan

The executive officers and other officers were also eligible to receive a LTIP payable by the grant of 34% RUs or DUs (the choice between RUs and DUs being at the election of the recipient) and 66% PUs (collectively, the “**Securities**”), issued under the Equity Incentive Plan. The provisions governing the Plan are described in detail in Section 5.3.4 “**Equity Incentive Plan**” of this Circular. Grants under the LTIP were designed to align the interests of the executive officers and other officers with those of Unitholders.

The amount of LTIP paid to executive officers and other officers was established based on a percentage of the base salary attributed to each officer. The LTIP was 150% of the base salary for the President and Chief Executive Officer and varied between 0% and 110% for the other executive officers and other officers.

RUs vest on the third (3rd) anniversary of the date of grant, subject to the right of the Board to determine otherwise at the time of grant. As soon as practicable after vesting, and subject to the executive officers and other officers’ satisfaction of any conditions, restrictions or limitations imposed by the Board, each RU granted entitles an executive officer or other officer to receive on settlement one Unit from treasury or purchased on the secondary market, as determined by the Board in its sole discretion.

As for DUs granted, 33⅓ % vest, on a cumulative basis, on each of the first, second and third anniversary of the award date, subject to the right of the Board to determine otherwise at the time of grant. Vested DUs are settled when an executive officer or another officer ceases to be an Eligible Person (as defined in the Plan), as further described in Section 5.3.4 “**Equity Incentive Plan**” of this Circular. The Board reserves the right, at the written request of an executive officer or other officer, once a year, to determine that such executive officer or other officer may receive the number of Units to be issued from treasury or purchased on the secondary market, as determined by the Board in its sole discretion, equal to the number of vested DUs credited to its account, in whole or in part, and to determine the settlement date thereof, even if such executive officer or other officer has not ceased to be an Eligible Person. In the event that an executive officer or other officer does not meet its minimum unitholding guidelines (see Section 5.3.3 “**Minimum Unitholding**” of this Circular), he or she cannot receive such number of Units.

As for PUs, the Board determines the Performance Unit Measures (as defined in the Plan) annually, which consist of defined metrics or sets of metrics, performance objectives and an adjustment factor (the “**PU Adjustment Factor**”) that is linked to the achievement of certain thresholds relating to the REIT’s Total Unitholder Return relative to the Benchmark Group, each of which shall apply during the relevant period commencing on January 1 of the year of the PU grant and ending no later than December 31 of the second calendar year following the year of the grant, except for PUs granted on April 4, 2018, for which the relevant period will end on March 31, 2021 (the “**Performance Unit Period**”). The PU Adjustment Factor is represented in the table below:

Percentile	PU Adjustment Factor
<P25	0%
P25	50%
P50	100%
P75	150%
P90	200%
>P90	200%

Unless otherwise provided in the Plan, PUs vest on the date on the Board approves the audited financial statements of the REIT for a specific financial year that is the last year of the applicable Performance Unit Period following the determination of the adjusted award of PUs (the "**Adjusted Award**"). The PU Adjustment Factor reflects the extent to which the Performance Unit Measures have been met or exceeded for a particular grant. The links between the level of performance and the applicable PU Adjustment Factor are set out in a schedule provided by the Board to each participant for each Performance Unit Period. Each PU shall initially have a value equal to the closing market price of a Unit ("**Market Price**") when the Award is made. The Adjusted Award is then calculated as follows:

$$\text{Adjusted Award} = \text{Number of PUs held by a participant} \times \text{PU Adjustment Factor}$$

The number of PUs held by a participant includes PUs accrued as a result of any cash distribution paid on the Units.

Any PU for a Performance Unit Period that does not vest due to the Performance Unit Measure being zero will be cancelled and automatically forfeited as determined under the Plan. As soon as practicable after vesting, and subject to the executive officers and other officers' satisfaction of any conditions, restrictions or limitations imposed by the Board, each PU granted entitles an executive officer or other officer to receive on settlement one Unit from treasury or purchased on the secondary market, as determined by the Board in its sole discretion.

5.4.7 2019 President and Chief Executive Officer Compensation

5.4.7.1 Base Salary

For fiscal year 2019, the base salary paid to Mr. Sylvain Cossette, as President and Chief Executive Officer, was determined with the intent of it being competitive with the peers making up the Benchmark Group, his level of responsibility and his performance. The Human Resources Committee assessed the performance of Mr. Sylvain Cossette for 2019. The base salary paid to the President and Chief Executive Officer in fiscal year 2019 was \$725,000 which is in line with the Benchmark Group's median.

5.4.7.2 Short-Term Incentive Plan

For fiscal year 2019, the target STIP to which the President and Chief Executive Officer was entitled upon achievement of all of his objectives at target levels was 100% of his base salary. For the purposes of the target short-term incentive payable to the President and Chief Executive Officer for fiscal year 2019, corporate and individual objectives were set and approved by the Board, upon the recommendation of the Human Resources Committee. The weighting for corporate objectives was set at 70% and the weighting for individual objectives was set at 30%.

These objectives, along with their weighting, are summarized below:

SYLVAIN COSSETTE – PRESIDENT AND CHIEF EXECUTIVE OFFICER

Type of objective	Description	Weighting for objective	Result
Corporate (70%)	Same property net operating income – Office ⁽¹⁾	10%	13.33%
	Same property net operating income – Retail ⁽¹⁾	10%	11.11%
	Same property net operating income – Industrial ⁽¹⁾	10%	11.59%
	Retention rate (target 76.8%)	10%	10.44%
	Operating cost reductions (excluding property taxes) – run rate (as per strategic plan)	10%	8.44%
	General and administrative expense reductions (excluding leasing team wages) - run rate	10%	14.10%
	Achieve labor cost efficiencies as per strategic plan – run rate	10%	13.54%
Individual (30%)	Achieve targets and objectives as per strategic plan ⁽¹⁾	10%	10%
	Establish a 3-years strategic refinancing plan ⁽¹⁾	10%	10%
	Finalize redevelopment plan for sites with high potential of intensification ⁽¹⁾	10%	10%
Total		100%	112.55%

(1) The details of some of the objectives listed above are competitively sensitive and cannot be disclosed without causing prejudice to the REIT's interests but the Board and the Human Resources Committee ensure that they are set at sufficiently aggressive levels at all times.

The following table presents for the President and Chief Executive Officer the target STIP percentage, the result achieved, the percentage of base salary corresponding to the result achieved and the corresponding amount received for 2019:

Name	Target STIP in % of base salary	Base result achieved	Percentage of base salary corresponding to the result achieved	Amount received
Sylvain Cossette	100%	112.55%	112.55%	\$815,981

5.4.7.3 Long-Term Incentive Plan

For fiscal year 2019, the LTIP to which the President and Chief Executive Officer was entitled to was up to 150% of his base salary. The LTIP for fiscal 2019 was 66% payable in PU grants, and the remaining 34% in DU awards.

The following table presents the President and Chief Executive Officer's LTIP percentage, the base salary by which it is multiplied and the corresponding PUs and DUs received in 2019:

Name	LTIP in % of base salary	Base salary (\$)	PUs received		DUs received	
			(\$) ⁽¹⁾	(#)	(\$) ⁽¹⁾	(#)
Sylvain Cossette	150%	725,000	717,752	64,085	369,746	33,013

(1) Value based on the Unit closing price on the TSX on the grant date, being \$11.20 as at January 1, 2019.

5.4.8 Other Named Executive Officers

5.4.8.1 Base Salary

The base salary of the Other NEOs was 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 in the Benchmark Group for similar positions, the Other NEOs' level of responsibility and individual performance. The President and Chief Executive Officer, Mr. Sylvain Cossette, examined this information, the REIT's performance and the performance of each Other NEO in order to recommend to the Human Resources Committee the corresponding base salary of every Other NEO. The Human Resources Committee then reviewed these recommendations and approved them with or without modification.

5.4.8.2 Short-Term Incentive Plan

For fiscal year 2019, the short-term incentive paid to the Other NEOs varied between 45.5% and 70% of the base salary (the target bonuses varied between 40% and 70% of the base salary). The weighting of corporate and individual objectives used to determine the bonus target for 2019 was 70% and 30% respectively.

These objectives, along with their weightings and results for each Other NEO are summarized below:

HEATHER C. KIRK – EXECUTIVE VICE PRESIDENT AND CHIEF FINANCIAL OFFICER

Type of objective	Description	Weighting for objective	Result
Corporate (70%)	Same property net operating income – Office ⁽¹⁾	10%	13.33%
	Same property net operating income – Retail ⁽¹⁾	10%	11.11%
	Same property net operating income – Industrial ⁽¹⁾	10%	11.59%
	Retention rate	10%	10.44%
	Operating cost reductions (excluding property taxes) – run rate (as per strategic plan)	10%	8.44%
	General and administrative expense reductions (excluding leasing team wages) - run rate	10%	14.10%
	Achieve labor cost efficiencies as per strategic plan – run rate	10%	13.54%
Individual (30%)	Achieve targets and objectives as per strategic plan ⁽¹⁾	10%	15%
	Establish a 3-years strategic refinancing plan ⁽¹⁾	10%	12.5%
	Finalize redevelopment plan for sites with high potential of intensification ⁽¹⁾	5%	5%
	Develop global internal and external digital strategy	5%	5%
Total		100%	120.05%

(1) The details of some of the objectives listed above are competitively sensitive and cannot be disclosed without causing prejudice to the REIT's interests but the Board and the Human Resources Committee ensure that they are set at sufficiently aggressive levels at all times.

ALAIN DALLAIRE, FORMER EXECUTIVE VICE PRESIDENT AND CHIEF OPERATING OFFICER

Type of objective	Description	Weighting for objective	Result
Corporate (70%)	Same property net operating income – Office ⁽¹⁾	10%	13.33%
	Same property net operating income – Retail ⁽¹⁾	10%	11.11%
	Same property net operating income – Industrial ⁽¹⁾	10%	11.59%
	Retention rate	10%	10.44%
	Operating cost reductions (excluding property taxes) – run rate (as per strategic plan)	10%	8.44%
	General and administrative expense reductions (excluding leasing team wages) - run rate	10%	14.10%
	Achieve labor cost efficiencies as per strategic plan – run rate	10%	13.54%
Individual (30%)	Achieve targets and objectives as per strategic plan ⁽¹⁾	10%	7.5%
	Establish a 3-years strategic refinancing plan ⁽¹⁾	10%	5%
	Finalize redevelopment plan for sites with high potential of intensification ⁽¹⁾	5%	2.5%
	Develop global internal and external digital strategy	5%	2.5%
Total		100%	100.05%

(1) The details of some of the objectives listed above are competitively sensitive and cannot be disclosed without causing prejudice to the REIT's interests but the Board and the Human Resources Committee ensure that they are set at sufficiently aggressive levels at all times.

MARIE-ANDRÉE BOUTIN –EXECUTIVE VICE PRESIDENT, RETAIL AND CHIEF DEVELOPMENT OFFICER

Type of objective	Description	Weighting for objective	Result
Corporate (70%)	Same property net operating income ⁽¹⁾	10%	13%
	Same property net operating income – Retail ⁽¹⁾	20%	22.22%
	Retention rate (Retail)	10%	5%
	Operating cost reductions (excluding property taxes) – run rate (as per strategic plan)	10%	8.44%
	General and administrative expense reductions (excluding leasing team wages) - run rate	10%	14.1%
	Achieve labor cost efficiencies as per strategic plan – run rate	10%	13.54%
Individual (30%)	Achieve targets and objectives as per strategic plan ⁽¹⁾	10%	12.5%
	Finalize redevelopment plan for sites with high potential of intensification ⁽¹⁾	10%	15%
	Prepare and create a development plan for key sites	5%	5%
	Develop global internal and external digital strategy	5%	5%
Total		100%	113.8%

(1) The details of some of the objectives listed above are competitively sensitive and cannot be disclosed without causing prejudice to the REIT's interests but the Board and the Human Resources Committee ensure that they are set at sufficiently aggressive levels at all times.

Mr. Gilles Hamel, former Executive Vice President was the fifth NEO and he did not receive a STBI for 2019 as his employment terminated on March 26, 2019.

The following table presents for each Other NEO the target STIP percentage, the result achieved by each Other NEO, the percentage of base salary corresponding to the result achieved and the corresponding amount received for 2019:

Name	Target STIP in % of base salary	Base result achieved	Percentage of base salary corresponding to the result achieved	Amount received
Heather C. Kirk	45%	120.05%	54%	\$218,790
Alain Dallaire	70%	100%	70%	\$269,457
Gilles Hamel ⁽¹⁾	N/A	N/A	N/A	—
Marie-Andrée Boutin	40%	113.8%	45.5%	\$163,874

(1) Mr. Gilles Hamel, former Executive Vice President was the fifth NEO and he did not receive a short-term bonus for 2019 as his employment terminated on March 26, 2019.

5.4.8.3 Long-Term Incentive Plan

For fiscal year 2019, the long-term incentives paid to the Other NEOs were between 50% and 90% of their base salary. In 2019, the long-term incentives for Other NEOs were allocated in the same way as for the President and Chief Executive Officer, consisting of 66% PUs and 34% DUs.

The following table presents for each Other NEO the LTIP percentage, the base salary by which it is multiplied and the corresponding PUs and DUs received in 2019:

Name	LTIP in % of base salary	Base salary (\$)	PUs received		DUs received	
			(\$) ⁽¹⁾	(#)	(\$) ⁽¹⁾	(#)
Heather C. Kirk	90%	405,000	240,565	21,479	123,928	11,605
Alain Dallaire	110%	450,000	326,704	29,170	168,302	15,027
Gilles Hamel ⁽²⁾	N/A	N/A	—	—	—	—
Marie-Andrée Boutin	50%	360,000	118,798	10,607	61,197	5,464

(1) Value based on the Unit closing price on the TSX on grant date, being \$11.20 as at January 1, 2019.

(2) Mr. Gilles Hamel, former Executive Vice President was the fifth NEO and he did not receive a short-term bonus for 2019 as his employment terminated on March 26, 2019.

For fiscal year 2019, the Other NEOs were allocated 61,256 PUs and 32,096 DUs under the Plan.

5.4.9 Performance Graph

The following graph compares the cumulative Unitholder return on \$100 investments in Units for the REIT's five most recent fiscal years commencing January 1, 2015, with a cumulative total Unitholder return on the S&P/TSX Composite Index for the same period assuming reinvestment of all distributions.



	Jan 1, 2015	Dec. 31, 2015	Dec. 31, 2016	Dec. 31, 2017	Dec. 31, 2018	Dec. 31, 2019
Cominar - Total Return	\$100	\$85	\$94	\$101	\$84	\$112
S&P/TSX Index - Total Return	\$100	\$91	\$110	\$120	\$109	\$134
Compensation NEOs	N/A	\$4,056,000	\$5,483,000	\$3,911,000	\$5,777,000	\$7,963,000

During the period, the total cumulative Unitholder return for \$100 invested in Units was \$112 as compared to \$134 for the S&P/TSX Composite Index. The Unit price of the REIT reflects the REIT's performance as well as economic conditions that may be unrelated to the REIT. The internal reorganization of the management team in 2018 and 2019 has reset the benchmarks for measuring a relationship between executive compensation and the cumulative total return of Units. The Human Resources Committee remains fully engaged in ensuring that compensation will be based on a disciplined approach linked to value creation for Unitholders.

5.5 Summary of the Named Executive Officers Overall Compensation

5.5.1 Summary Compensation Table

The following table sets forth the compensation for the fiscal years ended December 31, 2019, 2018 and 2017 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 two other most highly compensated executive officers of the REIT (collectively, the **"Named Executive Officers"** or the **"NEOs"**).

Name and Principal Position	Year	Salary (\$)	Non-equity incentive plan (Annual bonus) ⁽¹⁾ (\$)	Option-based awards ⁽²⁾⁽³⁾ (\$)	Unit-based awards (\$)		Other compensation ⁽⁶⁾ (\$)	Total compensation (\$)
					DUs ⁽⁴⁾ (\$)	PUs ⁽⁵⁾ (\$)		
Sylvain Cossette President and Chief Executive Officer	2019	725,000	815,981	–	369,746	717,752	84,188 ⁽⁷⁾	2,712,667
	2018	725,000	517,553	–	369,751	717,750	84,188	2,414,241
	2017	549,000	337,223	43,560	207,254	–	59,568	1,196,605
Alain Dallaire ⁽⁸⁾ Former Executive Vice President and Chief Operating Officer	2019	384,658	269,457	–	168,302	326,704	1,285,875 ⁽⁹⁾	2,434,996
	2018	450,000	224,868	–	168,300	326,695	53,875	1,223,738
	2017	359,000	127,804	14,280	70,003	–	–	571,087
Heather C. Kirk Executive Vice President and Chief Financial Officer	2019	405,000	218,790	–	123,928	240,565	–	988,283
	2018	32,178	10,860	–	–	–	–	43,038 ⁽¹⁰⁾
	2017	–	–	–	–	–	–	–
Gilles Hamel ⁽¹¹⁾ Former Executive Vice President	2019	94,759	–	–	–	–	1,028,003 ⁽¹²⁾	1,122,762
	2018	427,000	133,567	–	130,663	253,632	–	944,862
	2017	416,000	159,588	29,700	131,978	–	–	737,266
Marie-Andrée Boutin Executive Vice President, Retail and Chief Development Officer	2019	360,000	163,874	–	61,197	118,798	–	703,869
	2018	63,123	18,937	–	–	–	–	82,060 ⁽¹³⁾
	–	–	–	–	–	–	–	–

(1) See Section 5.4.6.2 **"Short-Term Incentive Plan"** of this Circular.

(2) The Options granted in August 2017 pursuant to the Plan are exercisable as follows: (i) 33⅓ % vest, on a cumulative basis, on the first, second and third anniversary of the award date; and (ii) the Options will expire on August 24, 2024.

(3) In determining the grant date fair value of the Options granted on August 24, 2017, the Black-Scholes model, an established methodology, was used, with the following assumptions:

- (i) Risk-free interest rate: 1.61%;
- (ii) Expected volatility in the market price of the Units: 14.25%;
- (iii) Expected yield: 8.47%; and
- (iv) Expected life: 6.0 years.

(4) Represents DUs relating to executive compensation for the year ended December 31, 2019, and granted on January 1, 2019, as follows: 33,013 DUs to Sylvain Cossette, 15,027 DUs to Alain Dallaire, 11,065 DUs to Heather C. Kirk and 5,464 DUs to Marie-Andrée Boutin, in accordance with the Plan. The value of the DUs on their grant date was \$11.20.

(5) Represents PUs relating to executive compensation for the year ended December 31, 2019, and granted on January 1, 2019, as follows: 64,085 PUs to Sylvain Cossette, 29,170 PUs to Alain Dallaire, 21,479 PUs to Heather C. Kirk and 10,607 PUs to Marie-Andrée Boutin, in accordance with the Plan. The value of the PUs is estimated as the one on their grant date, which is \$11.20.

(6) Perquisites are included in this table if the amount is in excess of the lesser of \$50,000 and 10% of total salary for the fiscal year.

(7) Includes \$42,500 for automobile expenses and \$41,688 for registered retirement savings plan with the REIT.

(8) Mr. Dallaire's employment with the REIT ended on November 8, 2019.

(9) Includes termination compensation - see Section 5.8.3 **"2019 Termination Terms – NEOs"** for details about the severance pay for Mr. Dallaire.

(10) Ms. Kirk was appointed Executive Vice President and Chief Financial Officer on December 3, 2018. Therefore, her base salary was prorated for the number of days worked during fiscal year 2018.

(11) Mr. Hamel's employment with the REIT ended on March 26, 2019.

(12) Includes termination compensation - see Section 5.8.3 **"2019 Termination Terms – NEOs"** for details about the severance pay for Mr. Hamel.

(13) Ms. Boutin was appointed Executive Vice President, Retail on October 29, 2018. Therefore, her base salary was prorated for the number of days worked during fiscal year 2018.

The total cost of NEO compensation as a percentage of net operating income for 2019 is 2.2%.

5.6 Incentive Plan Awards

5.6.1 Outstanding Option, RU, DU and PU Awards

The following table indicates for each of the NEOs all awards outstanding at the end of the 2019 fiscal year. For more information on the terms of the Plan, see Section 5.4.6.3 “Long-Term Incentive Plan” and Section 5.3.4 “Equity Incentive Plan” of this Circular.

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⁾⁽²⁾ (\$)	Type of unit-based award	Number of units that have not vested (#)	Market or payout value of unit-based awards that have not vested ⁽¹⁾⁽³⁾⁽⁴⁾ (\$)	Market or payout value of unit-based awards that have vested ⁽¹⁾⁽⁴⁾ (not paid out or distributed) (\$)
Sylvain Cossette	166,500	14.15	Dec. 15, 2022	154,125	PU	130,341	1,845,629	–
	192,000	14.90	Dec. 13, 2023		RU	–	–	–
	217,800	13.46	Aug. 24, 2024		DU	75,811	1,073,484	1,195,274
Heather C. Kirk	–	–	–	–	PU	22,735	321,928	–
					RU	–	–	–
					DU	11,712	165,842	–
Alain Dallaire ⁽⁵⁾	57,000	14.15	Dec. 15, 2022	50,550	PU	59,327	840,070	–
	63,000	14.90	Dec. 13, 2023		RU	–	–	–
	71,400	13.46	Aug. 24, 2024		DU	–	–	673,492
Gilles Hamel	118,500	14.15	Dec. 15, 2022	105,135	PU	22,088	312,766	–
	132,000	14.90	Dec. 13, 2023		RU	–	–	–
	148,500	13.46	Aug. 24, 2024		DU	–	–	–
Marie-Andrée Boutin	–	–	–	–	PU	11,227	158,974	–
					RU	–	–	–
					DU	5,784	81,901	–

(1) Value based on the Unit closing price on the TSX on December 31, 2019, being \$14.16.

(2) Includes non-vested Options.

(3) For purposes of calculation of PUs include this table, an adjustment factor of 100% has been used.

(4) For DUs, one-third will vest on the 1st anniversary of the date of grant; one-third will vest on the 2nd anniversary of the date of grant; and one-third will vest on the 3rd anniversary of the date of grant.

(5) Mr. Dallaire's employment ended on November 8, 2019. The Board of Trustees approved the acceleration of the vesting of Mr. Dallaire's Options and Deferred Units and the delay to exercise the options has been extended from three months to twelve months. The Options will not expire beyond their original expiry date taking into account the proposed extension. This amendment to Mr. Dallaire's award agreements was approved by the TSX. See Section 5.6.2. “Acceleration of Vesting and Extension of the Delay to Exercise Options for Terminated Employees”

5.6.2 Acceleration of Vesting and Extension of the Delay to Exercise Options for Terminated Employees

In 2019, management implemented a plan to transform the organization which resulted in the not-for-cause termination of seven members of management, other than NEOs, who had participated in the Equity Incentive Plan. The severance arrangements for each of the employees affected by this realignment were designed to mitigate the effect of the not-for-cause termination on grants of Options and DUs awarded for prior performance. Therefore, on March 5, 2019, and on November 7, 2019, the Trustees of the REIT approved the acceleration of the vesting of Options and DUs and the extension of the delay to exercise Options by up to twelve months from termination for nine employees, including Mr. Alain Dallaire and Mr. Gilles Hamel, whose employment terminated in 2019, subject to regulatory approval which was received on January 23, 2020. The Trustees are authorized to accelerate the vesting of DUs and to extend the delay to exercise Options under section 12.1 of the Equity Incentive Plan.

A list of such employees, together with Options and DUs accelerated, is set out in the table below. The extension of the delay to exercise the Options will not cause the Options to expire beyond their original expiry date.

EXTENSION OF EXERCISE DATE

Employee	Date of Employment Termination (day/month/year)	Delay to exercise (from – to) in months	Accelerated Options (in the aggregate)	Accelerated DUs/RUs (in the aggregate)
Alain Dallaire, Former Executive Vice President and Chief Operating Officer	08/11/2019	3-12	44,800	31,399
Gilles Hamel, Former Executive Vice President	26/03/2019	3-12	143,000	22,629
Other members of management	07/05/2019	3-9	59,400	9,780 ⁽¹⁾
	07/05/2019			
	07/05/2019			
	22/02/2019	3-12	65,200	18,429 ⁽²⁾
	31/10/2019			
	31/10/2019			
	04/11/2019			

(1) Includes only DUs.

(2) Includes 1,038 RUs and 17,391 DUs.

5.6.3 Incentive Plan Awards – Value Vested or Earned During Fiscal Year 2019

The following table presents for each NEO the aggregate dollar value that would have been realized if the Option-based awards had been exercised on the vesting dates, the aggregate dollar value that would have been realized on DUs and PUs on the vesting dates, and the yearly bonus for fiscal year 2019. For more information on the terms of the Plan, see Section 5.4.6.3 “Long-Term Incentive Plan” and Section 5.3.4 “Equity Incentive Plan” of this Circular.

During the 2019 fiscal year, no Options, RUs or PUs were converted into Units by a NEO, while 33,316 DUs valued at \$387,132 were converted by Mr. Hamel whose employment with the REIT ended on March 26, 2019.

Name	Option-based awards – Value vested during the year (\$)	Unit-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Sylvain Cossette	–	331,338	920,982
Heather C. Kirk	–	–	273,487
Alain Dallaire	–	559,905	269,457
Gilles Hamel	–	398,878	–
Marie-Andrée Boutin	–	–	–

5.6.4 Total value of Units held by the President and Chief Executive Officer at the end of Fiscal Year 2019

Name	Units (#)	Total Value ⁽¹⁾ (\$)
Sylvain Cossette	44,093	624,357

(1) Value based on the Unit closing price on the TSX on December 31, 2019, being \$14.16.

5.7 Pension Plan Benefits

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

5.8 Benefits in Case of Termination or Change of Control

Mr. Sylvain Cossette, President and Chief Executive Officer of the REIT, as well as the Other NEOs, have entered into employment agreements with the REIT, which contain provisions with respect to benefits payable in the event of termination or change of control of the REIT.

5.8.1 President and Chief Executive Officer

Mr. Sylvain Cossette holds the position of Chief Executive Officer, in addition to the role of President of the REIT. Mr. Cossette's base salary as President and Chief Executive Officer in 2019 was \$725,000 (reviewed annually). Under his employment contract (the "**Cossette Employment Contract**") effective January 1, 2018, Mr. Cossette is entitled to receive an annual base salary and participate in any benefit plan, the STIP, the LTIP and the distribution reinvestment plan made available by the REIT from time to time. The Cossette Employment Agreement was originally entered into in 2012 when Mr. Cossette joined the REIT as Executive-Vice President and Chief Operating Officer.

The Cossette Employment Contract provides that if the REIT terminates Mr. Cossette's employment "without cause" in the absence of a "Change of Control" (as such term is defined below): (i) the REIT will pay Mr. Cossette a sum equal to twice his annual base salary and related benefits; (ii) the REIT will pay Mr. Cossette a sum equal to two times the highest of the following amounts: the 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 or the actual bonus accumulated during the fiscal year in which such termination occurs; (iii) the REIT will pay Mr. Cossette a sum equal to twice the LTIP target percentage (see Section 5.4.6.3 – "**Long-Term Incentive Plan**" of this Circular) multiplied by the base salary as established in the REIT's overall compensation policy for senior executives (see Section 5.4.6.1 "**Base Salary**" of this Circular); (iv) participation in benefit plans for executive officers will be maintained for two 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 years following employment termination; (v) he will be entitled to two years of uninterrupted participation in any pension plan or profit sharing plan offered by the REIT for a period of two 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 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 (including Options granted at the time of the signature of the Cossette Employment Contract, which will remain exercisable for two years following termination of employment); and (viii) the REIT will immediately put an end to the retention period of the Units acquired by or for Mr. Cossette in connection with the LTIP or distribution reinvestment plan.

The Cossette Employment Contract includes a double trigger change of control provision. It provides that if, within two years following a "Change of Control" of the REIT, the contract is terminated by the REIT without cause: (i) the REIT will pay Mr. Cossette a sum equal to two times his annual base salary; (ii) the REIT will pay Mr. Cossette a sum equal to two times the highest of the following amounts: the 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 or the actual bonus accumulated during the fiscal year in which such termination occurs; (iii) the REIT will pay Mr. Cossette a sum equal to twice the LTIP target percentage (see Section 5.4.6.3 – "**Long-Term Incentive Plan**" of this Circular) multiplied by the base salary as established in the REIT's overall compensation policy for senior executives (see Section 5.4.6.1 "**Base Salary**" of this Circular); (iv) the REIT will maintain coverage for Mr. Cossette under its executive benefit plans for two years following the termination of employment; (v) the REIT will pay the value of two 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 Mr. Cossette with these benefits, provided that these benefits will be reduced to the extent Mr. Cossette receives comparable benefits without cost during the two-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 Mr. Cossette as part of the LTIP or distribution reinvestment plan.

In the Cossette 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 and/or securities which can be converted to or exchanged for Units giving such persons or entities the ability to acquire control over 30% or more of the voting rights attached to the Units; (ii) if within 18 months of a transaction, the majority of the Trustees in office prior to the transaction are replaced; or (iii) if the Unitholders 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.

5.8.2 Other Named Executive Officers

Under their respective employment contracts (the “**Employment Contracts of the Other NEOs**”), each of the NEOs other than the President and Chief Executive Officer (the “**Other NEOs**”) are entitled to receive an annual base salary revised annually in accordance with the REIT’s overall compensation policy for NEOs (see Section 5.4.6.1 “**Base Salary**” of this Circular) and to participate in any benefit plan, the STIP, the LTIP and in the distribution reinvestment plan made available by the REIT from time to time.

Each of the Employment Contracts of the Other NEOs stipulates that if the REIT terminates the employment of any of the Other NEOs without cause and without any Change of Control: (i) the REIT will pay a sum equal to one time their annual base salary and related benefits; (ii) the REIT will pay a sum equal to the higher of the following amounts, that is: the average annual bonus paid for the two 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) the REIT will pay a sum equal to one time the LTIP target percentage (see Section 5.4.6.3 – “**Long-Term Incentive Plan**” of this Circular) multiplied by the base salary as established in the REIT’s overall compensation policy for senior executives (see Section 5.4.6.1 “**Base Salary**” of this Circular); (iv) participation in benefit plans will be maintained for one 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 year following termination of employment; (v) they will be entitled to one year of uninterrupted participation in any pension plan or benefit plan offered by the REIT for a period of one year following employment termination; (vi) they will 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 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 (viii) the REIT will immediately put an end to the retention period of the Units acquired by or for any Other NEOs as part of the LTIP or distribution reinvestment plan.

In addition, each of the Employment Contracts of the Other NEOs stipulate that if the employment contract is terminated without cause by the REIT within 12 months of a Change of Control: (i) the REIT will pay a sum equal to 1.5 times his annual base salary; (ii) the REIT will pay a sum equal to 1.5 times of the higher of the following amounts, that is: the average annual bonus paid for the two 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) the REIT will pay a sum equal to 1.5 times the LTIP target percentage (see Section 5.4.6.3 – “**Long-Term Incentive Plan**” of this Circular) 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 Other NEOs will be maintained for eighteen (18) months following termination of employment; (v) the REIT will pay 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 Other NEO comes to enjoy similar benefits at no cost during the period of 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 Other NEOs as part of the LTIP or distribution reinvestment plan.

In each of the Employment Contracts of the Other NEOs, “**Change of Control**” is defined in the same way as in the Cossette Employment Agreement.

The following table sets out an estimate of the payments to be made to the NEOs in cases of termination without cause or following a Change of Control, under the circumstances described above, assuming the termination or the Change of Control took place on December 31, 2019.

Name ⁽¹⁾	Termination Without Cause (\$)	Termination Following a Change of Control (\$)
Sylvain Cossette	5,425,337	5,425,337
Heather C. Kirk	1,026,278	1,539,416
Alain Dallaire ⁽¹⁾	N/A	N/A
Gilles Hamel ⁽²⁾	N/A	N/A
Marie-Andrée Boutin	739,274	1,108,911

(1) Mr. Dallaire's employment with the REIT ended on November 8, 2019 (see Section 5.8.3.1 of this Circular for more details).

(2) Mr. Hamel's employment with the REIT ended on March 26, 2019 (see Section 5.8.3.2 of this Circular for more details).

5.8.3 2019 Termination Terms - NEOs

5.8.3.1 Mr. Alain Dallaire

Effective November 8, 2019 (the "**Termination Date**"), the employment arrangement with Mr. Alain Dallaire, former Executive Vice President and Chief Operating Officer ended on a not-for-cause basis. Pursuant to the terms of the termination agreement, the Board agreed to pay Mr. Dallaire a sum of \$1,285,875 in addition to salary, short-term bonus and vacation earned and unpaid up to Termination Date. The sum of the termination compensation is equivalent to an amount equal to one time his annual base salary and related benefits plus the higher of the following amounts, namely: (i) the average annual Bonus paid during the two fiscal years immediately preceding the termination of employment, (ii) the Target Bonus for the fiscal year during which termination of employment occurs and (iii) the actual premium accrued during the fiscal year during which termination of employment occurs. The factor used to calculate Mr. Dallaire's termination compensation was based on the Target Bonus for fiscal year 2019. Mr. Dallaire was also paid an amount equal to one time the grant percentage multiplied by the employee's base salary as set out in the REIT's senior executive compensation policy.

Termination Compensation – Mr. Alain Dallaire	
1 x Salary	\$450,000
STIP grant	\$315,000
1 x LTIP grant %	\$495,000
Other benefits	\$25,875
Total	\$1,285,875

The vesting for Mr. Dallaire's unvested Options has been accelerated so that they are now fully vested. There has been an extension of the delay to exercise Options from three months to twelve months. Mr. Dallaire retains his rights with respect to the PUs which will continue to accumulate distributions and will vest at the end of their respective reference periods as provided for in the Equity Incentive Plan. Mr. Dallaire's DUs vested upon termination and he exercised the vested DUs on January 28, 2020, for \$694,420 (see Section 5.6.2 "**Acceleration of Vesting and Extension of the Delay to Exercise Options for Terminated Employees**").

Equity	Termination Compensation – Mr. Alain Dallaire	Value at December 31, 2019 (\$)
	Unvested PUs	840,070
	Vested DUs	673,492
	Total	1,513,562

Mr. Dallaire will continue to participate in senior management benefit plans, notably the medical care, dental care and life insurance plans offered by the REIT for one year from termination of employment. He also received one year of uninterrupted participation in any pension or profit-sharing plan offered following the termination of employment. Mr. Dallaire agreed to a non-solicitation covenant for a period of one year.

5.8.3.2 Mr. Gilles Hamel

Effective March 26, 2019 (the “**Termination Date**”), the employment arrangement with Mr. Gilles Hamel, former Executive Vice President and Chief Financial Officer ended on a not-for-cause basis. Pursuant to the terms of the termination agreement, the Board agreed to pay Mr. Hamel a sum of \$1,028,003 in addition to salary, short-term bonus and vacation earned and unpaid up to Termination Date. The sum of termination compensation is equivalent to an amount equal to one time his annual base salary and related benefits plus the higher of the following amounts, namely: (i) the average annual Bonus paid during the two fiscal years immediately preceding the termination of employment, (ii) the Target Bonus for the fiscal year during which termination of employment occurs and (iii) the actual premium accrued during the fiscal year during which termination of employment occurs. The factor used to calculate Mr. Hamel’s termination compensation was based on the Target Bonus for fiscal year 2019. Mr. Hamel was also paid an amount equal to one time the grant percentage multiplied by the employee’s base salary as set out in the REIT’s senior executive compensation policy.

Termination Compensation – Mr. Gilles Hamel	
Non- Equity	1 x Salary
	\$427,000
	STIP grant
	\$192,150
	1 x LTIP grant %
	\$384,300
	Other benefits
	\$24,553
	Total
	\$1,028,003

The vesting for Mr. Hamel’s unvested Options has been accelerated so that they are now fully vested. There has been an extension of the delay to exercise Options from three months to twelve months. Mr. Hamel retains his rights with respect to the PUs which will continue to accumulate distributions and will vest at the end of their respective reference periods as provided for in the Equity Incentive Plan. Mr. Hamel’s DUs vested upon termination and exercised the vested DUs on April 17, 2019, for \$387,132 (see Section 5.6.2 “**Acceleration of Vesting and Extension of the Delay to Exercise Options for Terminated Employees**”).

	Termination Compensation – Mr. Gilles Hamel	Value at December 31, 2019 (\$)
Equity	Unvested Options	\$0
	Unvested PUs	\$312,766
	Vested DUs	\$0
	Total	\$312,766

Mr. Hamel continued to participate in senior management benefit plans, notably the medical care, dental care and life insurance plans offered by the REIT for one year from termination of employment. He will also receive one year of uninterrupted participation in any pension or profit-sharing plan offered following the termination of employment. Mr. Hamel agreed to a non-solicitation covenant for a period of one year.

5.9 Compensation of Trustees

5.9.1 Practices for establishing Trustees Compensation

The REIT aims to offer Trustees appropriate compensation that takes into account the complexity and size 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 to recruit and retain competent Board members, thus fostering the alignment of the Trustees' interests with those of Unitholders.

Every three years, the Human Resources Committee reviews the compensation of the Trustees who are not officers of the REIT. In this respect, the Human Resources Committee analyzes the Trustee compensation practices of the Benchmark Group referred to under Section 5.4.3 "**Benchmark Group**" of this Circular. In addition, it 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, 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 Trustees' responsibilities and the positioning of their compensation compared to the Benchmark Group used to determine the compensation of NEOs, in December of 2019 the Human Resources Committee, on the basis of advice received from Towers, concluded that the compensation paid to Trustees was generally below or at the median of the Benchmark Group used by the REIT, and no changes were made.

In 2015, while seeking to more closely align the interests of Trustees with those of Unitholders, the Board adopted a resolution by which the Trustees' remuneration shall be composed only of monetary compensation and/or DUs, in the proportion chosen by each Trustee. Trustees do not receive any other equity or option-based compensation as part of their compensation.

During the fiscal year ended December 31, 2019, the annual retainers and attendance fees of independent Trustees were as follows:

Elements of Compensation – Independent Trustees	Amount of Compensation (\$)
Annual retainer paid to the Board Chair	100,000
Annual retainer of Trustees	45,000
Attendance fees to Trustees and Committee members	1,500
Retainer paid to members of the Audit Committee, the Human Resources Committee, the Investment Committee and the Nominating and Governance Committee	5,000
Retainer paid to the Chair of the Special Committee	8,500
Retainer paid to members of the Special Committee	5,000
Additional retainer paid to the Lead Independent Trustee	30,000
Additional retainer paid to the Chair of the Audit Committee	15,000
Additional retainer paid to the Chair of the Human Resources Committee, the Investment Committee, and the Nominating and Governance Committee	8,500

Attendance fees are paid to Trustees who participate in work sessions or perform certain specific work on behalf of the REIT.

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

5.9.2 Trustee Retirement Plan

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.

5.9.3 Compensation of the Independent Trustees of the REIT for 2019

Name	Fees earned		Total compensation received (\$) ⁽²⁾
	Monetary compensation (\$)	DU-based compensation ⁽¹⁾ (\$)	
Alban D'Amours ⁽³⁾	80,269	–	80,269
Luc Bachand	104,417	–	104,417
Christine Beaubien	-	55,750	55,750
Paul D. Campbell	94,532	–	94,532
Mitchell Cohen	-	57,250	57,250
Claude Dussault ⁽⁴⁾	44,435	–	44,435
Zachary R. George	-	84,916	84,916
Johanne Lépine	92,000	–	92,000
René Tremblay	127,991	–	127,991
Michel Théroux	98,500	–	98,500

(1) All DUs granted to Trustees as part of their compensation vest at the end of each fiscal year.

(2) Total compensation also includes fees paid in February 2020 for attending Board and Committee meetings during year 2019.

(3) Mr. D'Amours' mandate as Chair of the Board expired May 15, 2019.

(4) Mr. Dussault's mandate as Trustee expired May 15, 2019.

5.9.4 Outstanding DUs

As all DUs granted to Trustees vest at the end of each fiscal year. Therefore, there were no outstanding DUs as at December 31, 2019.

5.9.5 Value Vested or Earned During Fiscal Year 2019 - DUs

The following table presents for independent Trustees the aggregate dollar value that would have been realized on DUs on the vesting date, which is December 31 of each fiscal year in the case of Trustees.

During the 2019 fiscal year, 7,019 DUs valued at \$86,334 were converted by Mr. Dussault on June 5, 2019, and 10,471 DUs valued at \$153,400 were converted by Ms. Lépine on December 10, 2019.

Name	DUs – Value vested during the year ⁽¹⁾⁽²⁾ (\$)	DUs – Value earned during the year ⁽¹⁾⁽²⁾ (\$)
Alban D'Amours	–	–
Luc Bachand	–	–
Christine Beaubien	58,495	58,495
Paul D. Campbell	–	–
Mitchell Cohen	58,495	58,495
Claude Dussault	–	–
Zachary R. George	94,664	94,664
Johanne Lépine	–	–
René Tremblay	–	–
Michel Thérout	–	–

(1) All DUs granted to Trustees as part of their compensation vest at the end of each fiscal year.

(2) Value based on the Unit closing price on the TSX on December 31, 2019, being \$14.16

5.10 Information on Equity-Based Compensation

The following table indicates the number of Securities issuable upon exercise as at December 31, 2019, 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 (#)	Weighted average exercise price of outstanding options (\$)	Number of Securities available for future issuance under the Plan (#)
Equity Incentive Plan	Options	5,235,900 ⁽¹⁾	\$14.15	10,016,325 ⁽²⁾
	RUs, DUs and PUs	686,192 ⁽³⁾	N/A	457,120 ⁽²⁾

(1) 4,712,800 of these are vested Options, which represent 2.6% of the issued and outstanding Units.

(2) The number of Units available for future issuance of Options, PUs, DUs and RUs as at December 31, 2019, is 10,473,445, of which a maximum of 457,120 Units may consist of RUs, DUs and PUs.

(3) 198,820 DUs have vested, which represent 0.1% of the issued and outstanding Units.

As at December 31, 2019, the maximum number of Units that may be issued under the Equity Incentive Plan are 16,395,538 or 9.0% of the issued and outstanding Units. As at March 31, 2020, the maximum number of Units issuable under the Plan, in the form of Options, RUs, DUs and PUs totals 10,930,230 Units (or 6% of the issued and outstanding Units), of which a maximum of 232,905 Units may be issued in settlement of RUs, DUs or PUs (which represent 0.1% of the issued and outstanding Units). In 2019, 174,972 PUs, 0 RUs and 107,755 DUs were granted. See Section 5.4.5 “Components of our Compensation Policy.”

The REIT's burn rate, calculated as described in section 613(p) of the TSX Company Manual, taking into account the total number of Options, RUs, DUs and PUs granted under the Plan, was 2.08% in fiscal year 2017, 0.18% in fiscal year 2018 and 0.18% in fiscal year 2019.

For further information about Securities available for future issuance under the Plan, see Note 14 to the audited consolidated financial statements of the REIT for the fiscal year ended December 31, 2019, included in the 2019 Annual Report of the REIT available at www.sedar.com.

PART 6. Corporate Governance Practices

6.1 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 its stakeholders, including its clients, employees, and Unitholders.

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. These structures and policies are overseen by the Board, which is supported by four permanent committees: the Audit Committee, the Investment Committee, the Nominating and Governance Committee and the Human Resources Committee.

6.2 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 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 Unitholders, employees, customers, suppliers and the community at large.

The REIT is an integrated and self-managed real estate organization. This property management structure enables it to rapidly and efficiently respond to its clients' needs, while minimizing its operating costs. The REIT benefits from the experience and expertise of its executives and employees.

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.

6.2.1 Majority Voting Policy

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 Board Chair, which shall review same and then make a recommendation to the Board. The Trustee who tenders a resignation will not participate in any meeting of the Board or any other committee at which the resignation is considered. The Board must accept or refuse the tendered resignation within 90 days of the final scrutineers' report on the results of the vote for the Trustee election. Absent exceptional circumstances, the tendered resignation will be accepted by the Board and will then be effective. 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, which press release will be filed with the TSX. The policy does not apply in the case of a contested election of Trustees. This policy is available on the REIT's website.

6.2.2 Diversity Policy

The Trustees and management recognize that gender diversity is a significant aspect of diversity and acknowledges the important role that women with appropriate and relevant skills and experience can play in contributing to the diversity of perspectives on the Board and in executive officer positions.

The ability to draw on a wide range of viewpoints, backgrounds, perspectives, skills and experience arising from gender diversity is critical to the REIT's success. Trustees and management support the belief that diversity is an important attribute of a well-functioning board and an efficient team of executive officers.

The Board's Diversity Policy outlines the REIT's approach to achieving and maintaining diversity on its Board and in executive officer positions, namely in considering factors such as gender, age, ethnicity, disability, sexual orientation, place of residence.

On an annual basis, the Nominating and Governance Committee and the President and Chief Executive Officer review the Diversity Policy, set measurable objectives for diversity and monitor progress in achieving gender diversity while taking into account age, ethnicity, disability, sexual orientation, place of residence. In the appointment processes for both Board and executive positions, the Diversity Policy mandates consideration of candidates that are highly qualified based on experience, education and expertise and who come from a variety of backgrounds and perspectives. In connection with its efforts to create and maintain diversity, the Nominating and Governance Committee considers the level of representation of women on the Board and ensures that women are included in the short list of candidates being considered for a Trustee position in order to support the specific objective of gender diversity. Gender diversity and the level of representation of women on the Board and in executive officer positions are to be specifically considered in such nominating and appointment processes and targets for 30% representation by December 31, 2021, have been established for the Board.

	# of Trustees		# of officers ⁽¹⁾	
	at March 31, 2019,	at March 31, 2020,	at March 31, 2019,	at March 31, 2020
Total complement	9	9	17	16
Target for women	3 (30%)	3 (30%)	n/a	n/a
Actual number of women	2 (22%)	2 (22%)	5 (29%)	5 (31%)

(1) Include vice presidents and executive vice presidents.

6.2.3 Corporate Social Responsibility and Environmental Sustainability

The Corporate Social Responsibility and Environmental Sustainability Policy (the “**CSR Policy**”) identifies the REIT’s values with respect to social responsibility and environmental sustainability, and delineates how the REIT integrates such values into its investments and operations. To maximize the REIT’s contribution to sustainable and socially responsible development and minimize its environmental impact, the CSR Policy focuses on five core areas: corporate governance; employee engagement and well-being; environmental stewardship; relations with stakeholders; and, community involvement, development and investment. In each area, the REIT requires, supports and encourages active engagement between its Board, senior management and employees, as well as its tenants and other partners to ensure it achieves its social and environmental goals and commits to transparent, honest and respectful decision-making. Additionally, the CSR Policy recognizes concrete objectives in the following fundamental areas with respect to environmental sustainability: compliance with environmental legal requirements; environmental footprint reduction; promoting environmentally conscious choices and activities with respect to products, services and business operations and, employee and tenant involvement.

Volunteering and community involvement

In line with the adoption of the CSR Policy, the REIT has implemented, among other initiatives, a volunteering program, *Once a volunteer, always a volunteer!* The REIT’s program aims at encouraging employees to give back to their communities by letting employees use some of their personal time off to lend a hand to a charitable organisation.

Guided by the human values that have been at the core of the organization and its deep-seated commitment to building better communities since 2008, the REIT’s employees and managers have voluntarily contributed to Centraide/United Way and every year, the REIT proudly matches the amounts raised. Cominar is especially partial to causes dedicated to health and children. As part of its ongoing partnership with Opération Enfant Soleil, Cominar asks clients and shoppers in its retail properties to support the work they do. The REIT is also actively involved in the Grand défi Pierre Lavoie: a team is in place for their 1,000 KM event, one of the members of which is President and Chief Executive Officer Sylvain Cossette, and several of our employees have signed up for an activity known as the Loop. A few are also on the organization’s School Tour team, helping to encourage children and youth to take part in regular physical activity. This is a particularly rewarding way for our volunteers to appreciate the impact of their efforts.

Our rooftop gardens, launched by our maintenance teams in 2018, expanded in 2019, with the active participation of the management team. Some 60 kilograms of produce was donated to community organizations as a result.

Also in 2019, approximately 40 of the REIT’s employees hiked a total of close to 65,000 metres on Mont Sainte-Anne, near Québec City, during the Défibrose fundraiser for cystic fibrosis. Besides raising a substantial amount of money for a cause that is important to our people, the event allowed them to combine physical activity and teamwork – a perfect reflection of our social engagement philosophy.

Environmental management

The REIT's environmental management program aims to safeguard its assets and occupants and to ensure its properties comply with applicable environmental standards. Its teams regularly monitor the situation and perform the necessary due diligence prior to acquiring, financing or selling a property, or applying for a municipal permit. The REIT works with external experts to conduct the required environmental assessments.

Accordingly, the REIT carried out approximately 125 site and soil assessments were performed in 2019, set up a regulatory groundwater monitoring process and performed environmental rehabilitation work on certain properties. The REIT also started an environmental registry so it can quickly and easily identify environmental issues in our portfolio. This registry has allowed us to be proactive in detecting properties that may be at risk because of permitted use or where tenants are involved in activities considered as high risk under the law, as well as those where mechanisms are required to monitor water and biogases, those where preventive action is needed and other environmental liabilities.

Adopting good environmental management practices in our properties and with our tenants let us be proactive and step in before an incident occurs. As a result, the REIT can be more thorough in monitoring our assets and come up with effective, innovative environmental solutions for all our properties.

Environmentally responsible property management

Management continually introduces new environmentally responsible practices to reduce the REIT's carbon footprint, achieve energy savings, reduce operating expenses and improve the comfort of tenants. The long-term benefits of these initiatives are manifold. The improved energy efficiency in our properties, for one, inevitably has a positive impact on our properties' sustainability and value. The modernization and optimization of electromechanical systems not only increases tenants' well-being, but they also make our properties more appealing and increase the useful life of our equipment, all while reducing greenhouse gas emissions.

Green practices

Several initiatives rolled out in recent years are helping to make our properties more environmentally responsible every day. For example, in an effort to shrink its carbon footprint, Rockland set up a comprehensive six-pronged program covering energy, water, waste reduction, emissions and effluents, indoor environment and the centre's environmental management system. Rockland has successfully diverted 91% of waste from landfill, including 200 tonnes of organic waste that is turned into compost every year and used to enrich the soil of local farms. Additionally, there are no conventional waste bins at Rockland – only a central sorting station, which attendants use to separate the various materials and maximize the compostability of uneaten food in the new dining hall (La Cuisine Rockland). Efforts at Rockland have been ongoing from year to year to ensure the management of this Montreal-based shopping centre continues to be respectful of the environment.

In Laval, Centropolis is also leading the way in sustainable development. Its strategy is built around several core commitments and a desire to be a local pioneer in incorporating sustainability into urban planning practices. Its carbon footprint reduction initiatives include an ornamental vegetable garden in the heart of its central plaza, which was set up in 2009. Not only does this garden need a minimal amount of water to operate, but the food it produces is put to good use by the Centre de bénévolat et moisson Laval. Vegetables are harvested two to three times a year, for an annual yield of approximately 100 kilograms. An open-air retention pond, comparable to a natural pond, has also been built to collect rainwater in large quantities. Its innovative design means that some of the water is absorbed and filtered by herbaceous perennials, while some is released into the air through evapotranspiration. Any leftover water is sent to a municipal wastewater facility where it is filtered and treated. This retention pond is a thriving green space that contributes to local biodiversity by providing a habitat for birds and other animals. In addition, the more than 1,500 trees around the site help to beautify pedestrian spaces and counter the heat island effect. In addition, 3055 Saint-Martin Boulevard West, one of the buildings in the complex, is certified LEED-CS Gold in recognition of its responsible use of energy, materials and water.

In Québec City, innovative landscape irrigation practices were introduced at Complexe Jules-Dallaire to curtail, and even eliminate, the need to water the grounds. The LEED Gold-certified complex has a reservoir to collect runoff water from the roof and non-irrigated surfaces. This is then used to meet 10% to 40% of the watering needs for the property's green spaces, as a complement to natural rainfall.

On Montreal's South Shore, two beehives were set up at Place Longueuil in 2018. The 50,000 to 80,000 bees that live in them help pollinate the trees and flowers within a five-kilometre radius. In 2019, the honey harvested during the summer months produced no fewer than 200 jars of honey, 100 beeswax candles, 100 bars of soap and 100 tubes of lip balm. Proceeds from the sale of these items went to the Fondation du Centre jeunesse de la Montérégie.

Environmentally friendly systems and products

Of the many measures undertaken in our properties systems in 2019 to promote environmentally responsible management, a few stand out from the rest. For example, Cominar installed a heat recovery chiller at Place de la Cité in Québec City and optimized the control sequences of the electromechanical systems. These two actions alone were responsible for cutting energy consumption by more than 20%. In Montreal, a chiller was replaced at 2001 McGill College with a higher-performance model. The result: lower energy consumption and maintenance bills and a smaller carbon footprint. In the Ottawa area, the electromechanical and lighting system controls at 1 Antares Road, in Nepean was upgraded, which yielded annual energy savings of 8%. The 59 electric vehicle charging stations in our properties were used 34,609 times during the year. And the Electrobac bins installed in many of our properties helped collect metals, plastics and other recyclables and use them to make new products. Any electronic devices recovered through the Electrobac program that can still be used are refurbished after undergoing extensive testing and having their data wiped. As a result, 41,039 devices were kept out of landfill sites in 2019. All in all, this works out to the equivalent of 3,113 mature trees, 51,700 litres of petroleum and 116,607 plastic bottles saved.

Lastly, Cominar makes it a point to use 100% environmentally friendly and biodegradable cleaning products in most of our properties. Many of the food courts in our shopping centres now have composting programs and facilities in place for consumer and restaurateur use. Restaurant grease in several of the REIT's malls is also recycled. Cominar hires specialized contractors to recover and treat used oil and ensure it is recycled properly. Moreover, some of our retail properties are now equipped with low-flow toilets and urinals, as well as sensor-controlled sinks, to help reduce the amount of potable water used.

Energy efficiency

Cominar keeps a close eye on the energy consumption in all our properties in order to reduce energy and maintenance costs without compromising on occupant comfort. Monitoring energy use patterns is also a great way to zero in on efficiency problems and introduce measures to address them. Our strategy in this regard is based on a series of low-cost energy-saving initiatives. And our participation in energy providers' efficiency programs help us optimize the ROI of our projects.

- Modernization of LED lighting systems in certain properties, reducing energy costs by 11%.
- Installation of variable frequency drives on fans at 2 Place Laval, generating more than 5% in yearly energy savings.
- Preparation of a study on energy savings potential at 979 De Bourgogne Avenue in Québec City.
- Participation in the Hydro-Québec demand response (DR) program which is designed to reduce spikes in demand after a DR notice is issued during the winter season.

Overall, 92% of the energy consumed in the portfolio of properties comes from a renewable source. The remaining 8% is non-renewable energy (natural gas). Cominar is equipped to monitor and analyze energy consumption in almost all of our properties. This allows us to quantify the efficiency of our initiatives and propose solutions aimed at optimizing our results. In 2019, the results of these energy-efficiency efforts translated to a reduction of more than 30% in energy use compared to the 2017 reference year.

Workplace

The REIT is committed to provide a work environment free of any form of discrimination, intimidation, vilification or harassment (including sexual harassment). Every individual is entitled to receive the same treatment and same opportunities, regardless of age, gender, sexual orientation, ethnic origin, beliefs, religion, nationality, marital status, disability or impairment. To support its commitment, a policy for a harassment-free workplace and a policy for a violence-free workplace were adopted.

Commitment to health and safety

In order to maintain strict workplace standards with regard to health and safety, sanitation, hygiene and environmental protection in all of its offices and work areas, the REIT has adopted a corporate policy concerning occupational health and safety. Likewise, a policy related to drug and alcohol use was adopted to ensure employees can carry out their duties safely and effectively and to protect both of their interests and the interests of their co-workers, clients and visitors.

6.2.4 Term Limit Policy

The Term Limit Policy sets limits on the term that independent Trustees may serve on the Board. To ensure Board renewal and new perspectives, it sets a maximum term for Trustees of 12 years. The tenure of the Board Chair or a Committee Chair, in such role, should generally be between five and eight years. However, to give the Board the benefit of experience and the contributions of Trustees who have developed a deeper knowledge and understanding of the REIT over time, the Board may propose longer tenures in limited circumstances, such as recent nomination as Board or Committee Chair and expertise or experience in a relevant area, or where it is determined to be in the REIT's best interests to do so. The Board undertakes annual evaluations of its requirements vis-à-vis the skills and contributions of each Trustee and reviews Trustee performance. Trustee tenure is also considered in the context of diversity, in line with the REIT's Diversity Policy.

6.2.5 Advance Notice Policy

The Board has an advance notice policy (the "**Advance Notice Policy**"), thereby ensuring that both the REIT and all Unitholders have sufficient time to consider any proposed Trustee nominees. As such, the Advance Notice Policy requires a nominating Unitholder to provide notice to the Trustees of persons being nominated in the manner prescribed by the Contract of Trust not less than 30 days prior the date of the applicable annual meeting of Unitholders, provided that if the annual meeting of Unitholders is to be held within 50 days from the date on which it is first publicly announced (the "**Notice Date**"), notice will be required not later than the close of business on the tenth day following the Notice Date. In the case of a special meeting that is not also an annual meeting of Unitholders called for the purpose of electing Trustees (whether or not called for other purposes), notice must be provided not later than the close of business on the 15th day following the day on which the first public announcement of the date of such special meeting of the Unitholders is made. The Advance Notice Policy is available on the REIT's website at www.cominar.com.

6.2.6 Unitholder Engagement Policy

On March 5, 2019, the Board adopted an Unitholder Engagement Policy, which identifies how Unitholders can communicate with the Board and how management can interact with Unitholders. Unitholders are encouraged by the Board to attend the Meeting as it provides a valuable opportunity to discuss the business of the REIT, its corporate governance practices and other important matters. Between annual meetings, the REIT supports an open and transparent process for Unitholders to contact the Board, including the Board Chair and the Chairs of the Board committees. Such engagement is encouraged to provide the Board and the management with feedback from Unitholders in order to better understand their priorities and concerns. The Corporate Secretary has been designated by the Board as its agent to receive and send to the Board communications and meeting requests addressed to the Board. A full version of the REIT's Unitholder Engagement Policy is available on its website www.cominar.com and any individual queries, comments or suggestions can be made to the Board by e-mail at corporate.secretary@cominar.com and/or chairoftheboard@cominar.com or by mail (marking the envelope "**Confidential**") c/o the Board Chair of Cominar at 2820 Laurier Blvd., suite 850, Québec City, Québec, G1V 0C1.

6.2.7 Onboarding Policy

Upon election or appointment to the Board, specific orientation measures are taken to familiarize new Trustees with the role of the Board, its committees and that of the individual Trustees, as well as with the nature and operation of the REIT's business. In particular, Trustees receive the Trustees Guide (the "**Guide**") to provide orientation with the REIT's system of governance practices. 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 *Civil Code of Québec* 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. New Trustees meet with management and attend regular presentations given by management on the strategic issues and challenges faced by the REIT. The Guide, which is updated periodically, comes with a description of the portfolio of REIT properties. Periodic visits to some of the REIT's properties are organized for new Trustees to provide an overview of the assets and markets.

In addition to the foregoing, the Board adopted an Onboarding Policy on March 5, 2019, which policy governs the on-boarding and orientation processes and sets out the roles and responsibilities of the Nominating and Governance Committee to ensure the transition of new members of the Board of Trustees, to enhance the transfer of information and to maximize the efficiency of the Board. To achieve the foregoing, the Nominating and Governance Committee has implemented the guidelines regarding on-boarding of new Trustees based on three pillars, which are (i) orientation and on-boarding, (ii) integration and (iii) education. A full version of the REIT's Onboarding Policy is available on its website www.cominar.com.

The Onboarding Policy namely provides for:

- Orientation and on-boarding
 - > Visit the REIT's properties;
 - > Meeting with executive officers to present the operating strategies and initiatives of Cominar, review the competitive environment regarding investments, acquisitions, dispositions and development activities, trends in local markets, and risks;
 - > If required, on-boarding sessions with governance experts to advise on Trustee roles and responsibilities.
- Integration
 - > Mentorship by matching experienced members with new members of the Board;
 - > Individual meetings with the Board Chair and other committee chairs to ensure an understanding of Board and committees' functions;
 - > Continuing engagement with executive officers to enhance knowledge of the REIT's corporate and strategic objectives and develop valuable and durable relationships between the Board and management.
- Education
 - > Membership at corporate governance organizations providing quality director/trustee education and various opportunities for continuous learning;
 - > Presentation by executive officers on subjects related to the REIT's business and industry, including changes made to accounting standards, and to the legislative and regulatory environment;
 - > Documents and reports aimed at perfecting knowledge that is relevant to their functions, expertise and skills.

6.2.8 Continuous Education Policy

The Board supports and encourages continuing education for its Trustees. The Continuous Education Policy is intended to provide the opportunity for Trustees to enhance their knowledge and skills as they relate to their role as Trustees of the REIT. The components of the Continuous Education Policy are as follows. Trustees are provided:

- each quarter with relevant articles, presentations and studies relating to the REIT's business, its competitors, regulatory issues and best practices in board oversight, compensation, corporate governance, shareholder communication and other relevant subjects;
- daily with the REIT's press review relating to its business, its competitors, the industry and market trends;
- upon request, memberships or subscriptions to websites and online services (such as that of the Institute of Corporate Directors) focussed on best practices in the discharge of board fiduciary duties and oversight responsibilities;
- quarterly management presentations regarding the REIT's operations, technology advances, risk environment, industry developments and competitive landscape;
- ad hoc presentations on leading practices and developments in compensation practices, audit, accounting, financing, taxation, environmental matters, e-commerce, information systems and data security, fraud protection, governance, privacy, relevant laws and regulatory changes.
- an annual management presentation of the REIT's strategic plan;
- presentations by the Executive Vice-President and Chief Financial Officer on financial performance, expected future financial results and market trends of the REIT, as well as the REIT's financial controls, tax planning and other relevant matters;
- presentations by executive officers on the operating strategy and initiatives of the REIT, including review of the competitive environment regarding investments, acquisitions, dispositions and development activities, trends in local markets, and risks, as well as the REIT's performance against its peers;
- with at least one opportunity per year to meet with the REIT's Unitholders;
- with tours of the REIT's properties, and a meeting with management for a briefing on the business operation, outside the REIT's headquarters;

- opportunities to attend a conference or any other training or courses that are relevant to their service on the REIT's Board, to the extent the costs are reasonable and with the approval in advance of the Board Chair; and
- upon request access to training relevant to their discharge of their fiduciary duties and oversight responsibilities.

The Board is a member of the *Institute of Corporate Director* and Trustees are eligible to participate in resources related to current and emerging governance issues and best practices.

In addition to the foregoing, the Board adopted a Continuous Education Policy on March 5, 2019, to ensure Board members maintain a good understanding of the real estate market, corporate governance trends and the nature and operations of the REIT's business and industry. Board materials are provided to Trustees in advance of regularly scheduled meetings and include pre-reading and background analysis. The Board also receives regular updates on emerging regulatory and governance matters from management at Board and Committee meetings. A full version of the REIT's Continuous Education Policy is available on its website www.cominar.com.

6.2.9 Independence of Trustees

The Nominating and Governance Committee has reviewed the independence of each Trustee on the basis of the definition in Section 1.4 of National Instrument 52-110 *respecting Audit Committees* ("NI 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, be reasonably expected to interfere with the exercise of a Trustee's independent judgment. After reviewing the roles and relationships of each of the Trustees the Nominating and Governance Committee has determined that nine of ten, a majority of the nominees for election to the Board are independent from the REIT:

Luc Bachand
Christine Beaubien
Mitchell Cohen

Paul D. Campbell
Zachary R. George
Johanne Lépine

Michel Thérout
René Tremblay
Karen Laflamme

Sylvain Cossette, also a nominee, is not independent due to his role as President and Chief Executive Officer of the REIT.

6.2.10 Meetings of the Board of Trustees and Committees

Pursuant to its mandate and as reflected in the mandate (see Schedule "F" of this Circular), the Board meets without management at the end of each regular and special meeting. During the year 2019, the independent Trustees met without the non-independent Trustee and members of management being present at the end of each regular meeting, under the leadership of the Board Chair. The Board also met with the President and Chief Executive Officer without the other executives being present at the end of each regular quarterly Board meeting. The same applies in the context of committee meetings.

6.2.11 Chair of the Board of Trustees

The Chair of the Board is an independent Trustee pursuant to NI 52-110. The Chair presides over the meetings of the Board and oversees the work it does. The Chair fulfills the duties that are conferred on the position pursuant to applicable legislation and the Board has developed a written position description for the Board Chair. It is the responsibility of the Chair to promote standards of integrity and honesty within the Board as well as best corporate governance standards, and monitor and verify compliance with applicable laws and regulatory requirements. The Chair ensures the Board takes on its tasks and responsibilities efficiently and independently and, as needed, assigns various tasks to the members of the Board. Further, the Chair assesses the Board committees and the fulfillment of the responsibilities assigned to each, and reports back to the Board with the results of their work.

The Chair is responsible for assuring that the Board has the necessary resources and information to fulfill its mandate and responsibilities. The Chair's role is to ensure that the independent Trustees meet without management at the end of each of the Board's meetings and presides over such *in camera* meetings.

The Chair also verifies that the Board meets with the President and Chief Executive Officer of the REIT without the other executives being present. The Chair supervises the Board, Committees and Trustees performance evaluation processes.

The Chair 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.

6.2.12 Board Mandate

The Board has adopted a mandate for itself (attached as Schedule “F” 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, 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 Chair. 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.

6.2.13 Position Descriptions for the Chairs of the Board and Committees

The Board has developed a written description of the mandate of the Board chair position. The mandate of the Board chair states that the Chair provides leadership to the Board and serves as the spokesperson to the Unitholders at their annual meeting. The Chair also sets the agenda of all Board meetings, presides over all Board meetings and ensures that the information provided to Trustees is delivered in a timely manner and that it meets their needs.

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.

6.2.14 Position Description for the President and Chief Executive Officer

In general, the President and Chief Executive Officer is responsible for elaborating the organizational structure and the strategies of the REIT. The REIT’s objectives are developed by the President and Chief Executive Officer of the REIT and are approved by the Board.

6.2.15 Board Effectiveness

The Board has made the Nominating and Governance Committee responsible for the development, oversight and evaluation, on an annual basis, of individual and collective performance, as well as the contribution of the members of the Board, the Committees, the Committee members, the Board Chair and the Committee Chairs.

An assessment questionnaire for the Board and for each of the Committees and a self-assessment questionnaire prepared by the Nominating and Governance Committee are distributed to each Trustee and completed confidentially.

The questionnaire for the Board is divided into three sections:

- the functioning of the Board;
- the relationship of the Board with the REIT’s management team; and
- the overall assessment of the Board.

The questionnaire for each Committee is divided in two sections:

- the functioning of the Committee;
- the overall assessment of the Committee.

Both questionnaires solicit quantitative ratings for specific issues and encourage participants to comment on elements for improvement and major issues regarding the Board as well as the contribution of each of the Trustees.

The Corporate Secretary submits a report to the Chair of the Board with a summary of the responses received from the Trustees including their self-assessment questionnaires. The report serves as a basis for development of the annual workplan to continually improve board effectiveness and provide input into the Trustee nominations. The Chair of the Board also meets with individual Trustees from time to time to provide advice and support for their respective contribution to the Board.

6.2.16 Code of Ethics and Business Conduct

The REIT's Board has adopted a Code of Ethics and Business Conduct (the "Code") which is available on SEDAR at www.sedar.com or by contacting the REIT by emailing corporate.secretary@cominar.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. The Nominating and Governance Committee monitors compliance with the Code and oversees management's efforts to foster a culture of integrity and ethical business conduct.

Trustees and employees of the REIT are required to sign an annual Declaration of Adherence to the Code. In 2019, there were no material breaches of the Code.

Trustees must avoid positions of actual, potential or apparent conflicts 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 Board Chair or to the Chair of the committee of which he is a member.

6.2.17 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.

6.2.18 Trustee Nominations

The responsibility to identify new candidates for board nomination has been assigned to the Nominating and Governance Committee, which is made up of three independent Trustees as well as the Board Chair who is also independent. This Committee administers the process, 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 nominations process is as follows:

1. assessment of the skills required on the Board in the coming year and establishment of selection criteria for nomination of the slate of Trustees for election;
2. identification of gaps in skills on the Board including targets for meeting diversity objectives and vacancies arising from the Term Limit Policy for Trustees;
3. annual review of the effectiveness of the incumbent Trustees;
4. consideration of new nominees;
5. recommendation to the Board on nominees for election at the annual meeting of unitholders.

The Nomination and Governance Committee reviews the competencies required of its Board members annually which is more fully described in Section 4.4.2 "Skills Matrix" of this Circular. This assessment forms the basis for the selection criteria used to guide the Committee members in identification of nominees. The Committee then considers whether there are gaps in any of the competencies or diversity of Trustees.

The Nomination and Governance Committee annually evaluates the effectiveness, eligibility and availability of incumbent Trustees for re-nomination. In doing so, it considers the evaluation of their past performance, their attendance at Board and Committee meetings, their independence, their expertise and their seniority, their continued interest and ability to contribute to the Board and at the end of this process, submits its recommendation to the Board. The process for evaluating the effectiveness of Trustees is more fully described in Section 6.2.15 "Board Effectiveness" of this Circular.

The Nominating and Governance 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 Chair of the Nominating and Governance Committee, the Board Chair and the President and Chief Executive Officer to obtain all the relevant information.

The selection criteria favour 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 who accomplishes his/her fiduciary duties for the companies for which he/she acts or has acted as a director.

The Nominating and Governance 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 for 30% of Trustees to be women.

In conducting a search for new nominees, the Nominating and Governance Committee may engage a recruitment specialist and consider recommendations from other Trustees and members of management.

The Nominating and Governance Committee conducts reference and background checks on all Trustee candidates prior to submission of its nomination recommendations to the Board for approval.

6.2.19 Committees of the Board

The Board has four standing Committees: (i) the Audit Committee; (ii) the Human Resources Committee; (iii) the Nominating and Governance Committee; and (iv) the Investment Committee. All members of such Committees are independent Trustees.

A description of the Human Resources Committee and membership is in Section 5.2.3 **"Role of Human Resources Committee"**.

The mandate of the REIT's Audit Committee and details regarding the education and experience of Audit Committee members is described in the Annual Information Form dated March 27, 2020, which is hereby incorporated by reference.

The Nominating and Governance Committee is responsible for recommending candidates for Trustee membership, including the candidates proposed to be nominated for the election to the Board of Trustees at the annual meeting of Unitholders. Candidates are assessed in relation to the criteria established by the Nominating and Governance Committee to ensure it has the appropriate mix of talent, quality, skills and other requirements necessary to promote sound governance and effectiveness. The Nominating and Governance Committee has a formal written mandate that sets out its responsibilities and duties.

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 between \$10M and \$100M. Notwithstanding the above, the Board may, at any time, consider and approve, on its own, all matters over which the Investment Committee has authority.

PART 7. Other Information

7.1 General

Information contained herein is given as at the date hereof except as otherwise stated.

7.2 Indebtedness of Trustees, Executive Officers and Senior Officers

No Trustee, executive officer or senior officer of the REIT or proposed management nominee for election as a Trustee, nor each associate of any such Trustee, officer or proposed management nominee, is or has been indebted to the REIT at any time during the last completed financial year.

7.3 Interest of Informed Persons in Material Transactions

Prior to his departure on November 8, 2019, Mr. Alain Dallaire was, as Executive Vice-President and Chief Operating Officer of the REIT an "informed person" of the REIT, as such term is defined in NI 51-102. Although he is neither an employee nor a director of these companies, Mr. Dallaire also has a passive indirect economic interest in Dallaire Group inc. ("**Dallaire Group**") and Dalcon Inc. ("**Dalcon**"). In 2019, Cominar entered into transactions with Dallaire Group in the normal course of business, the details of which are as follows:

	For the year ended December 31, 2019 (\$000)
Investment properties – Capital costs	5,701
Investment properties held by joint ventures – Capital costs	718
Share of joint ventures' net income	7,200
Net rental revenue from investment properties	89

Following the termination of business relationships with Dallaire Group and Dalcon for construction, Cominar has diversified its sources of construction suppliers and created new partnerships with leaders in the field, with the goal of promoting better development and increasing the value of all of its assets in the major areas in which it is active.

Contractual rights and obligations

The business objective of investments in joint ventures with Dallaire Group is the ownership, management and development of real estate projects. The formation of each joint venture is recognized by limited partnership agreements and unanimous shareholder agreements of the general partner, in which the rights and obligations of each limited partner or shareholder are provided for. Among these terms and conditions, the important decisions with regard to joint ventures are taken unanimously by the limited partners for the limited partnerships, and by the shareholders for the general partners. Capital contributions are made on a pro rata basis between the limited partners. In addition, each limited partner has the right of first refusal, should the other limited partner transfer its participation in the joint venture. Recourse or purchase option mechanisms benefit each limited partner with respect of the other limited partner if it is in default under the agreements or if it becomes insolvent. In addition, if a Triggering Event (as defined below) occurs in respect of one of the limited partners, the other limited partner shall be entitled, within a 30 day period following the beginning of the Triggering Event, to provide to the limited partner subject to a Triggering Event a notice that contains a purchase offer for the entire ownership interest at fair market value of such interest upon transmission of the notice, and the limited partner in respect of which the Triggering Event occurred will be required to sell its ownership interest. "**Triggering Event**" means, in respect of Dallaire Group, the loss of control of Dallaire Group by the Dallaire family, and, in respect of Cominar, situations where there is a change of control resulting from a takeover bid or a business combination transaction, an acquisition of a significant equity position or an important change outside the normal course of business in the composition of the Board of Trustees during a period of 18 consecutive months. If the parties cannot mutually agree upon the fair market value, an appraisal mechanism is provided for in the agreements.

Other than as described in this Circular, the Annual Information Form dated March 27, 2020, and in the notes to the 2019 audited consolidated financial statements of the REIT, no informed person (as such term is defined in the *Securities Act* (Ontario)) or proposed nominee for election as a Trustee, nor any associate or affiliate of the foregoing, has any interest, direct or indirect, in any material transactions in which the REIT has participated since the beginning of the REIT's most recently completed financial year or in any proposed transaction which has materially affected or will materially affect the REIT.

7.4 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 for the fiscal year ended December 31, 2019. Copies of these documents, the Annual Information Form dated March 27, 2020, press releases and additional information concerning the REIT can be found on the SEDAR Website at www.sedar.com the REIT's website www.cominar.com or on www.envisionreports.com/Cominar_2020 and may also be obtained upon request to the Corporate Secretary of the REIT at its executive office, 2820 Laurier Boulevard, Suite 850, Québec City, Québec, G1V 0C1, or by telephone at 1-866-COMINAR.

7.5 Approval of Trustees

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

SIGNED in Québec, Québec, on the 31st day of March, 2020.

BY ORDER OF THE BOARD OF TRUSTEES,



Brigitte Dufour
Vice-President Legal Affairs and Corporate Secretary

Schedule “A”

SPECIAL RESOLUTION TO INCREASE NUMBER OF TRUSTEES

The following is the text of the special resolutions that Unitholders are being asked to approve at the Meeting.

“BE IT RESOLVED THAT:

1. The number of trustees of Cominar Real Estate Investment Trust (the “REIT”) be increase from nine to ten trustees, as described in Section 4.3 of the Management Proxy Circular of the REIT dated March 31, 2020.”

Schedule “B”

RESOLUTIONS APPROVING THE UNIT DISTRIBUTION AMENDMENT

The following is the text of the resolutions that Unitholders are being asked to approve at the Meeting.

“BE IT RESOLVED THAT:

1. The amendment to the contract of trust of Cominar Real Estate Investment Trust (the “REIT”) made as of March 31, 1998, amended and restated on May 8, 1998, May 13, 2003, May 11, 2004, May 15, 2007, May 14, 2008, May 18, 2010, May 16, 2012, and May 16, 2018 (the “**Contract of Trust**”) of the REIT as described in the Management Proxy Circular of the REIT dated March 31, 2020, under the heading “**Amendments to the Contract of Trust**”, be and is hereby authorized and approved.
2. The Trustees are hereby authorized and directed to execute or cause to be executed on behalf of the REIT an amended and restated Contract of Trust reflecting the foregoing amendment.
3. The Trustees are hereby authorized to execute or cause to be executed on behalf of the REIT or to deliver or cause to be delivered all such documents, agreements and instruments and do or cause to be done all such other acts and things as they shall determine to be necessary or desirable in order to carry out the intent of the foregoing resolutions and the matters authorized thereby, such determination to be conclusively evidenced by the executed and delivery of such document, agreement or instrument or the doing of any such act or thing.”

Schedule “C”

RESOLUTIONS APPROVING THE INVESTMENT GUIDELINES AMENDMENT

The following is the text of the special resolutions that Unitholders are being asked to approve at the Meeting.

“BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The amendment to the contract of trust of Cominar Real Estate Investment Trust (the “**REIT**”) made as of March 31, 1998, amended and restated on May 8, 1998, May 13, 2003, May 11, 2004, May 15, 2007, May 14, 2008, May 18, 2010, May 16, 2012, and May 16, 2018 (the “**Contract of Trust**”) of the REIT as described in the Management Proxy Circular of the REIT dated March 31, 2020, under the heading “**Amendments to the Contract of Trust**”, be and is hereby authorized and approved.
2. The Trustees are hereby authorized and directed to execute or cause to be executed on behalf of the REIT an amended and restated Contract of Trust reflecting the foregoing amendment.
3. The Trustees are hereby authorized to execute or cause to be executed on behalf of the REIT or to deliver or cause to be delivered all such documents, agreements and instruments and do or cause to be done all such other acts and things as they shall determine to be necessary or desirable in order to carry out the intent of the foregoing resolutions and the matters authorized thereby, such determination to be conclusively evidenced by the executed and delivery of such document, agreement or instrument or the doing of any such act or thing.”

Schedule “D”

RESOLUTIONS APPROVING THE UNITHOLDERS RIGHTS PLAN

The following is the text of the resolutions that Unitholders are being asked to approve at the Meeting.

“BE IT RESOLVED THAT:

1. The Unitholder Rights Plan evidenced by the Unitholder Rights Plan Agreement between Cominar Real Estate Investment Trust (the “**REIT**”) and Computershare Trust Company of Canada, as Rights Agent, substantially as ascribed in the Management Proxy Circular of the REIT dated March 31, 2020 (the “**Circular**”), be and is hereby ratified, confirmed and approved.
2. The making on or prior to the date hereof of any amendments to the Rights Plan as the REIT may consider necessary or advisable to satisfy the requirements of any stock exchange or professional commentators on rights plans in order to conform the Rights Plan to versions of rights plans currently prevalent for reporting issuers in Canada be and is hereby approved.
3. The trustees of the REIT be and are hereby authorized to execute or cause to be executed on behalf of the REIT or to deliver or cause to be delivered all such documents, agreements and instruments and do or cause to be done all such other acts and things as they shall determine to be necessary or desirable in order to carry out the intent of the foregoing resolutions and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such document, agreement or instrument or the doing of any such act of thing.”

Schedule “E”

UNITHOLDER RIGHTS PLAN

Summary of Principal Terms of the Rights Plan

Summary

The following is a summary of the material attributes and characteristics of the Rights Plan and does not purport to be complete and is subject to, and qualified in its entirety by, reference to the text of the Rights Plan, which is available on the REIT’s website at <https://www.cominar.com>. Certain terms of the Rights Plan are defined below in the section entitled “Key Terms of the Rights Plan,” but such definitions have also been summarized and reference should be made to the full text of the definitions in the Rights Plan.

Overview

The Rights Plan provides a mechanism, similar to that required by Canadian securities regulations, whereby a Take-over Bid must remain open for at least 105 days (unless shortened by the REIT in accordance with securities regulations) and must remain open for a further ten days after the Acquiring Person publicly announces that the Units deposited or tendered and not withdrawn constitute more than 50% of the outstanding Units held by Independent Unitholders.

The REIT issued one Right in respect of each Unit outstanding effective March 27, 2020, and will continue to issue one Right in respect of each Unit issued since that time until the earlier of the Separation Time and the termination of the Rights Plan. The Rights automatically trade with and are transferred with their underlying Units unless and until an event occurs that causes a separation, which would include the announcement of an intention to commence a Take-over Bid (other than Permitted Bid). The Rights are not exercisable unless and until there is such a separation.

A Flip-in Event would occur if a person were to become an Acquiring Person, that is, if a person acquires Beneficial Ownership of at least 20% of the Units other than pursuant to certain exempt transactions. If the person acquires Units under a Permitted Bid or exempt transaction or one of the other specified exceptions, they are not considered to be an Acquiring Person and no Flip-in Event occurs. If a person does become an Acquiring Person, each Right then entitles each holder, other than the Acquiring Person, to effectively purchase Units at a 50% discount. The Acquiring Person is not permitted to exercise any Rights. Rather, on a Flip-in Event an Acquiring Person’s Rights become null and void. The threat of substantial dilution encourages unsolicited bidders to either make a Permitted Bid or to approach the Board with their offer and attempt to convince the Board to either waive the application of the Flip-in Event or to redeem the Rights. If the offer is coercive or inadequate, the Board can choose not to cooperate with the Offeror and not to agree to waive the application of the Rights Plan or redeem the Rights.

Key Terms of the Rights Plan

Issuance of Rights

One right to purchase Units pursuant to the terms of the Rights Plan (each, a “**Right**”) was issued in respect of each Unit outstanding at 5:00 p.m. (Eastern time) on March 27, 2020 (the “**Record Time**”). The REIT will continue to issue Rights on the same basis for each Unit issued after the Record Time but prior to the earlier of the Separation Time (as defined below) and the date of termination of the Rights Plan.

Rights Certificates and Transferability

Before the Separation Time, the Rights will be evidenced by the certificates for the Units (or by the book entry form registration for the associated Unit if issued in book entry form) and will be transferable only together with, and will be transferred by a transfer of, the associated Units. At the Separation Time, the Rights will separate from the associated Units and, from and after such time, the Rights will be evidenced by separate Rights Certificates (or separate book entry registration) which will be transferable and traded separately from the Units.

Take-Over Bid

A “**Take-over Bid**” is an offer to acquire Units or securities convertible into or exercisable or exchangeable for Units (“**Convertible Securities**”) or both, where the securities subject to the offer, together with the securities “Beneficially Owned” (as defined below) by the Offeror constitute 20% or more of the REIT’s outstanding Units.

Separation Time

The “**Separation Time**” is the close of business on the tenth trading day after the earliest to occur of:

- (i) the first date of public announcement that a person has become an Acquiring Person (as defined below);
- (ii) the date of the commencement of, or first public announcement of the intent to commence, a Take-over Bid (other than a Permitted Bid or a Competing Permitted Bid, as such terms are defined below) by any person (an “**Offeror**”);
- (iii) the date on which a Permitted Bid or Competing Permitted Bid ceases to qualify as such; and
- (iv) such later date determined by the Board.

Exercise Price of Rights

The Rights are not exercisable prior to the Separation Time.

After the Separation Time and prior to the occurrence of a Flip-in Event (as defined below), each Right entitles the registered holder thereof to purchase from the REIT one Unit at an exercise price equal to three times the market price of a Unit determined as at the Separation Time, subject to adjustment and certain anti-dilution provisions (the “**Exercise Price**”). If a Flip-in Event occurs (as described below), each Right will be adjusted and, except as described under “Flip-in Event” below, will entitle the registered holder to receive from the REIT, upon payment of the Exercise Price, Units having an aggregate market value equal to twice the Exercise Price.

Flip-in Event

A “**Flip-in Event**” occurs when a person becomes an Acquiring Person. In the event that, prior to the date of termination of the Rights Plan, a Flip-in Event occurs that has not been waived by the Board, each Right (other than Rights Beneficially Owned by an Acquiring Person or a transferee of such a person, which Rights instead become null and void) will constitute the right to purchase from the REIT, upon exercise thereof in accordance with the terms of the Rights Plan, that number of Units having an aggregate market value on the date of the Flip-in Event equal to twice the Exercise Price, on payment of the Exercise Price (subject to anti-dilution adjustments set forth in the Rights Plan).

For example, if at the time of the Flip-in Event the Exercise Price is \$45 and the market price of the Units is \$15, the holder of each Right would be entitled to purchase Units having an aggregate market price of \$90 (that is, 6 Units) for \$45 (that is, a 50% discount from the market price). Thus, the potential exercise of the Rights following a Flip-in Event creates the threat of substantial economic and voting dilution to the Acquiring Person’s Beneficial Ownership of Units.

Acquiring Person

In general, an “**Acquiring Person**” is a person who is the Beneficial Owner of 20% or more of the REIT’s outstanding Units. Excluded from the definition of “Acquiring Person” are the REIT and any subsidiaries, underwriters or members of banking or selling groups acting in connection with a distribution of securities by way of a prospectus or private placement, and any person who becomes the Beneficial Owner of 20% or more of the Units as a result of certain exempt transactions.

Exempt transactions include:

- (i) acquisitions or redemptions by the REIT which reduces the outstanding number of Units;
- (ii) specified acquisitions (including pursuant to the distribution reinvestment plan, a temporary step in an acquisition transaction by the REIT, specified prospectus and private placement offerings, business transactions requiring Unitholder approval and acquisitions in which the Board waived the application of the Rights Plan under permitted circumstances);
- (iii) acquisitions pursuant to a Permitted Bid (which may include a Competing Permitted Bid);

- (iv) acquisitions as a result of a Unit split, distribution or other action by the REIT resulting in an issuance to all similar holders on a pro rata basis; and
- (v) acquisitions of Units upon the exercise or exchange of Convertible Securities acquired pursuant to one of the foregoing transactions.

Beneficial Ownership

In determining whether a person has become an Acquiring Person, all Units over which the person has “Beneficial Ownership” must be included. In general, a person is deemed to “Beneficially Own” any Units which are owned by its associates or affiliates or by persons or companies acting “jointly or in concert” with such person for the purpose of acquiring Units, as well as any Units which may be acquired by such persons within 60 days. A person will also be deemed to “Beneficially Own” any Units which are subject to a lock-up agreement, unless the agreement constitutes a “Permitted Lock-up Agreement.”

Specific exclusions clarify that fund managers, trust companies, statutory bodies, pension plan administrators and crown agents are not caught simply because they may hold or manage securities for others in the ordinary course of their business or duties.

Permitted Lock-up Agreement Exemption

A person will not be deemed to “Beneficially Own” any security where the holder of such security has agreed to deposit or tender such security to a particular bid (the “**Lock-up Bid**”) pursuant to a Permitted Lock-up Agreement.

A Permitted Lock-up Agreement is one which permits the locked-up Unitholder to withdraw its Units from the lock-up to tender to another take-over bid or support another transaction that will provide greater value to such Unitholder than the Lock-up Bid, subject to certain exceptions. If the Lock-up Bid is for less than 100% of the Units, a Permitted Lock-Up Agreement must also permit the locked-up Unitholder to withdraw its Units from the lock-up to tender to another take-over bid or support another transaction offering to acquire a greater number of Units for at least the same consideration per Unit, again subject to certain exceptions. A Permitted Lock-Up Agreement is not allowed to require a locked-up Unitholder to pay excessive fees, penalties, expense reimbursement or other amounts if it fails to deposit or tender its Units to the Lock-up Bid or withdraws Units previously tendered in order to deposit such Units to another take-over bid or support another transaction.

Permitted Bid and Competing Permitted Bid

An Offeror can avoid causing a Flip-In Event by making a Take-over Bid that meets all of the requirements of the Rights Plan (a “**Permitted Bid**”). A Permitted Bid must:

- (vi) be made by way of a Take-over Bid circular;
- (vii) be made to all holders of record of Units, other than the Offeror, for all or a portion of the outstanding Units;
- (viii) be open for acceptance for at least 105 days (or such shorter period as permitted by securities regulations);
- (ix) require a minimum deposit of more than 50% of the Units held by “**Independent Unitholders**” (i.e., generally, Unitholders who are not, or are not related to, the Acquiring person);
- (x) unless the Take-over Bid is withdrawn, allow the Units to be deposited at any time prior to the close of business on the first date on which the deposited Units are taken up or paid for;
- (xi) allow the Units deposited pursuant to the Take-over Bid to be withdrawn until they are taken up and paid for; and
- (xii) if the required minimum amount of Units are deposited, require the Offeror to make a public announcement of that fact and leave the Take-over Bid open for deposits for an additional ten days after the announcement.

A “**Competing Permitted Bid**” is a Take-over Bid that is made after a Permitted Bid or another Competing Permitted Bid has been made but prior to its expiry, and satisfies all the requirements of a Permitted Bid as described above, except that no Units can be taken up or paid for prior to the close of business on the last day of the minimum initial deposit period that such Take-over Bid must remain open for deposits pursuant to the securities regulations.

Redemption and Waiver

An Offeror can also avoid causing a Flip-in Event by negotiating with the Board and convincing them to allow a Take-over Bid that is not a Permitted Bid but is made fairly to all Unitholders. In such circumstances, the Board can waive the Flip-in Event and deem the Take-over Bid to be an exempt acquisition such that the reduced exercise price does not come into effect. Any such waiver in respect of a particular Take-over Bid will also constitute a waiver of any other Take-over Bid made to all holders of Units during the period when the first Take-over Bid is outstanding. The Board can also waive the Flip-in Event in certain other circumstances; for example, if a person has inadvertently become an Acquiring Person and within a specified period of time reduces its holdings.

Further, the Rights Plan permits the Board to redeem (buy back and cancel) the Rights for a nominal price (\$0.00001 per Right) in certain circumstances. The redemption must have Unitholder approval, be made prior to the occurrence of a Flip-in Event and must generally be made for all and not less than all the Rights.

Term of the Rights Plan

In order to continue in force, the Rights Plan must be approved by the Independent Unitholders at the Meeting and then reconfirmed by the Independent Unitholders at every third annual meeting of Unitholders, beginning in 2023.

Schedule “F”

MANDATE OF THE BOARD OF TRUSTEES

The Board of Trustees (the “**Board**”) performs certain duties prescribed by law and is involved in a significant number of essential issues involving the REIT. Management and the Trustees determine the limits of the Board’s mandate as well as the issues to be dealt with by the Board.

The issues submitted to the Board include the financial statements, strategic orientations, business plan, budgets, major investments, financing and other major financial activities, the hiring of officers, compensation, performance assessment and succession planning, issues relating to the REIT’s assets and services (such as quality and security), management, corporate 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 appropriate oversight and internal and external control and audit systems are set up to ensure that the affairs of the business are managed responsibly. This audit shall be carried out, among other things, by governing and approving the strategic plan, the business plans and the budgets resulting therefrom, taking into account the opinions of experts, which may be both internal and external.

The Board shall maintain its ability to intervene in management’s decisions in order to have the final say on important issues regarding the REIT. The Board shall thus ensure to retain ultimate control over the REIT.

The Board shall implement appropriate audit procedures, even if there is no particular problem at hand. 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. Therefore, the Board may set up comprehensive audits concerning various aspects of the operations of the REIT, not limited to accounting issues, for instance when the target areas present high risks for the activities of the REIT. 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 a strategic planning procedure, which shall be reviewed and approved on an annual basis by the Board;
- 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, including recruitment, training, career management, performance monitoring, and assessment of officers;
- review the compensation system for Board members and ensure that the Board procedure for nomination of candidates is well established and transparent;
- oversee and manage potential conflicts of interest of the officers and Board members, as well as compliance 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 specifically 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;

- implement measures to get feedback from interested third parties wishing to engage with the independent Trustees;
- identify the main risks facing the REIT, ensure that a system has been set up to manage such risks, and monitor and revise the system 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 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 at least annually or when a material offence occurs;
- periodically verify whether the REIT has granted loans or lines of credit to Trustees or executive officers;
- ensure that no Trustee or officer has traded in Units during black-out periods and that they have filed their insider report within the prescribed time limit when they trade outside such periods;
- approve or amend the statutes, by-laws or administrative resolutions;
- ensure that integrity, and financial integrity in particular, prevails within the REIT while confirming the integrity of the President and Chief Executive Officer and other key executive officers who are responsible for conveying a culture of integrity throughout the organization.

In order to efficiently fulfill its duties, the Board shall meet periodically (at least once per quarter), and the Board committees shall meet in accordance with the meeting schedule set out in their work program and when circumstances so require. The Board shall also ensure that each Trustee has the opportunity to review in advance the documents to be discussed in these meetings.

The independent Trustees meet without management at the end of each Board meeting, or at other times during the year, if necessary. The independent Trustees also meet with the President and Chief Executive Officer without the other officers at the end of each Board meeting, or at other times during the year, if necessary.

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

March 14, 2018

Questions? Need Help Voting?

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