

# RELIABLE. DURABLE. GROWING.

MANAGEMENT INFORMATION CIRCULAR

ANNUAL MEETING OF UNITHOLDERS

MAY 10, 2022



**CT** **REIT**

# NOTICE OF ANNUAL MEETING OF UNITHOLDERS

You are invited to the Annual Meeting of Unitholders of CT Real Estate Investment Trust



**Date**  
Tuesday, May 10, 2022  
10:00 a.m. (Eastern Time)

**Virtual Meeting Details**  
Online via live audio Webcast at:  
<https://web.lumiagm.com/442855344>  
Telephone listen-mode only: 1-855-353-9183 (North America) or  
416-623-0333 (Toronto), access code: 72427#

In this Notice, “we”, “our”, “CT REIT” and the “REIT” refer to CT Real Estate Investment Trust and its subsidiaries, where applicable. “You” and “your” refer to holders of CT REIT units and holders of special voting units of CT REIT (collectively referred to as “Unitholders”). CT REIT units together with special voting units of CT REIT are collectively referred to as “Units”. “Meeting” refers to the Annual Meeting of Unitholders of CT REIT to be held at 10:00 a.m. (Eastern Time) on Tuesday, May 10, 2022, and any adjournments or postponements thereof. “Circular” refers to CT REIT’s Management Information Circular in respect of the Meeting.

## Business of the Meeting

We will address the following items at the Meeting:

1. receiving CT REIT’s Audited Consolidated Financial Statements for the year ended December 31, 2021, including the external auditor’s report;
2. the election of trustees, who will serve until the next Annual Meeting of Unitholders;
3. the appointment of the external auditor, who will serve until the next Annual Meeting of Unitholders, and authorizing the trustees to set the external auditor’s compensation; and
4. the transaction of such further and other business as may properly come before the Meeting or any postponement or adjournment thereof.

The Circular and proxy form, or voting instruction form (as applicable), provide additional information concerning the matters to be dealt with at the Meeting. **You should access and review all of the information contained in the Circular before voting.**

## Notice-and-Access

CT REIT is using the “notice-and-access” procedures adopted by the Canadian Securities Administrators for the delivery of the Circular. Under notice-and-access, Unitholders of record, as of the close of business on March 22, 2022, will receive a proxy form or voting instruction form enabling them to vote at the Meeting and a notice-and-access notification containing information about how to access the Circular electronically. The notice-and-access notification will also provide instructions on how to vote and on how to receive a paper copy of this Notice and the Circular by mail.

## Virtual Meeting

In light of ongoing public health concerns with respect to the COVID-19 pandemic and in order to protect the health and safety of our Unitholders, employees and the broader community, the REIT will be hosting the Meeting virtually. Unitholders will be able to access the Meeting online or by telephone. To vote and/or submit questions at the Meeting, you will need to access the Meeting online. You may also submit questions in advance of the Meeting via email at [ctreitagm@ctreit.com](mailto:ctreitagm@ctreit.com).

## Who Can Vote

You have the right to vote at our Meeting if you are a Unitholder as of the close of business on March 22, 2022.

## How to Vote

You can vote in advance of the Meeting by proxy or you can vote at the Meeting. You can also authorize another person (a “proxyholder”) to vote at the Meeting on your behalf. Unitholders are encouraged to vote in advance of the Meeting by using the enclosed proxy form or voting instruction form.

The manner in which you can vote your Units depends on whether: (i) your Units are held in your name (“Registered Unitholder”); or (ii) your Units are held in the name of an intermediary such as a bank, trust company, securities broker or other intermediary (“Beneficial Unitholder”).

## Voting in Advance of the Meeting

Unitholders who do not plan to vote at the Meeting may vote in advance of the Meeting. If you are a Registered Unitholder, complete the enclosed proxy form and return it to the REIT’s transfer agent, Computershare Trust Company of Canada (“Computershare”). Proxy forms must be received prior to 5:00 p.m. (Eastern Time) on **Friday, May 6, 2022** or, if the Meeting is postponed or adjourned, no later than 48 hours (not including Saturdays, Sundays

or statutory holidays in Ontario) before the postponed or adjourned meeting convenes (the “Proxy Deadline”). If you are a Beneficial Unitholder, complete the enclosed voting instruction form provided by your intermediary and return it in accordance with the instructions contained in the voting instruction form. Voting instruction forms must generally be received by your intermediary at least one business day prior to the Proxy Deadline.

### **Voting at the Virtual Meeting**

If you wish to attend and vote at the Meeting, please carefully review the instructions under the heading *Voting Information – Voting at the Virtual Meeting* beginning on page 7 of the Circular.

If you are a Registered Unitholder and wish to attend and vote at the Meeting yourself, you do not need to complete the enclosed proxy form. You may log into the Meeting online by entering the control number from your proxy form as your username and the password **ctreit2022** (case sensitive).

If you are a Beneficial Unitholder and wish to attend and vote at the Meeting yourself, you must complete and submit your voting instruction form appointing yourself as proxyholder and pre-register on the Computershare website. For Beneficial Unitholders, your voting instruction form must generally be received at least one business day prior to the Proxy Deadline. Following completion and submission of your voting instruction form, visit Computershare’s pre-registration website (<http://www.computershare.com/CTREIT>) and complete the online registration form before the Proxy Deadline in order to access the Meeting online and vote. Following completion of these steps, you will receive a special control number from Computershare via email on or about the day prior to the Meeting. You may then log into the Meeting online by entering the special control number provided by Computershare via email as your username and the password **ctreit2022** (case sensitive).

Unitholders, including those that voted in advance of the Meeting, and guests, may attend and listen to the Meeting by joining the Meeting online as a guest, or by telephone, without taking any further steps. To vote and/or submit questions at the Meeting, you will need to access the Meeting online.

### **Appointing a Proxyholder to Vote your Units at the Virtual Meeting**

If you wish to appoint a proxyholder to vote on your behalf at the Meeting, please carefully review the instructions under the heading *Voting Information – Voting by Proxy – Appointing a Proxyholder – Pre-Registration Process* beginning on page 8 of the Circular.

If you are a Registered Unitholder, your proxy form appoints David Laidley or Ken Silver (the “REIT Proxyholders”), each a trustee of CT REIT, as your proxyholder, which gives them authority to vote your Units at the Meeting. You can choose another person, including a person who is not a Unitholder, as your proxyholder to vote at the Meeting on your behalf. To do this, you must submit your proxy form and pre-register the proxyholder on Computershare’s pre-registration website (<http://www.computershare.com/CTREIT>) prior to the Proxy Deadline.

If you are a Beneficial Unitholder, your voting instruction form appoints one of the REIT Proxyholders as your proxyholder, which gives them authority to vote your Units at the Meeting. If you wish to appoint a proxyholder, other than one of the REIT Proxyholders, to vote at the Meeting on your behalf, you must complete and submit your voting instruction form and pre-register your proxyholder on Computershare’s pre-registration website (<http://www.computershare.com/CTREIT>). These steps must be completed generally at least one business day prior to the Proxy Deadline.

Following completion of the pre-registration process appointing a proxyholder other than a REIT Proxyholder in accordance with the detailed steps described above, your proxyholder will receive a special control number from Computershare via email on or about the day prior to the Meeting. Your proxyholder may then log into the Meeting online by entering the special control number provided by Computershare via email as their username and the password **ctreit2022** (case sensitive).

**Accessing the Virtual Meeting**

Unitholders, proxyholders and guests may access the Meeting online or by telephone, as follows:

Online via live audio webcast: <https://web.lumiagm.com/442855344>

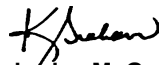
Telephone in listen-mode only: 1-855-353-9183 (North America) or 416-623-0333 (Toronto), access code: 72427#

To vote at the Meeting, you or your proxyholder will need to access the Meeting online in accordance with the detailed steps outlined above. Unitholders and their proxyholders may submit questions online during the Meeting or in advance of the Meeting via email to [ctreitgm@ctreit.com](mailto:ctreitgm@ctreit.com).

For further information on the Meeting, please visit [www.ctreitgm.com](http://www.ctreitgm.com).

Toronto, Ontario  
March 15, 2022

By order of the Board of Trustees,



**Kimberley M. Graham**  
Senior Vice-President, General Counsel &  
Corporate Secretary

## A Message from Ken Silver, Chief Executive Officer, and David H. Laidley, Independent Chair of the Board

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DEAR FELLOW UNITHOLDERS,

We are pleased to invite you to our Annual Meeting of Unitholders to be held virtually via live audio webcast, at 10:00 a.m. Eastern Time on May 10, 2022. The details are contained in our Management Information Circular under the heading *Voting Information*.

For more than two years, we have all endured the challenges of the COVID-19 pandemic. Those challenges highlight the value of CT REIT's core attributes: providing a reliable business model that produces resilient and increasing cash flows, and growth in distributions over time for our Unitholders.

Our consistent focus on being Canada's premier net lease REIT continues to deliver strong results. In 2021, CT REIT once again benefitted from its quality, needs-based portfolio, high occupancy rates and rent collections, long-term leases with investment grade tenants, healthy organic growth, and a growing pipeline of attractive development projects, complemented by strategic third-party acquisitions. These hallmarks of quality were reinforced by continued conservative financial management, resulting in a strong balance sheet and financial metrics. Our business model is distinguished by our fundamental alignment with Canadian Tire Corporation, Limited ("CTC"), the REIT's most significant tenant and majority Unitholder and the REIT's primary source of both growth and resilience.

Our relationship with CTC is a key differentiator and a core strength. CTC is one of the most recognized and trusted brands in Canada and is celebrating its 100th anniversary in 2022. CT REIT benefits from the ongoing relationship and alignment with CTC, working closely to help drive growth and increase market share in the ever-changing world of retail, and deliver on its brand purpose: to make life in Canada better. CTC continues to be a leader in omni-channel retailing, and its evolving and growing store and supply chain requirements represent a tremendous opportunity for CT REIT as we collectively emerge from the COVID-19 pandemic. Additionally, we continue to leverage our outstanding platform and broaden our horizons as we grow our development pipeline and acquire new assets leased to other tenants.

The strong relationship between the REIT's management team and the Board is reflected in our strategic planning process, marked by regular, in-depth discussions regarding the REIT's growth and financial strategies. This balance between delivering in the short term, planning for the future, and managing risk throughout, supports our strong governance model. In June 2021, our Board declared our third distribution increase since the start of the pandemic, a testament to its confidence in our business model and strategy.

In 2021, CT REIT, in yet another example of its alignment with CTC, remained committed to improving social and environmental outcomes by embracing diversity and sustainability as significant goals. While progress has been made in these areas, there is more work to be done. Our environmental sustainability strategy leverages the work and investment that the REIT and CTC have made and continue to make towards enhancing the efficiency and reducing the environmental impact of our buildings.

We would like to thank our trustees for their outstanding contributions and guidance. We would also like to thank you, our Unitholders, for your ongoing support, and the whole CT REIT team for their hard work, agility and commitment throughout another year of disruption. We are proud of that effort and that CT REIT once again demonstrated its ability to deliver reliable, durable and growing results to our Unitholders.



**Ken Silver**  
Chief Executive Officer



**David H. Laidley, FCPA, FCA**  
Independent Chair of the Board



In December 2021, reflecting the Board's focus on good governance and ensuring an orderly succession plan, the Board announced the appointment of Kevin Salsberg as President and CEO of CT REIT, effective upon Ken's retirement at the end of May 2022.

"Reflecting a robust succession planning process, Ken and Kevin, working together with the Board, have demonstrated a strong alignment on the development and execution of the REIT's strategy. On behalf of the Board, we extend our many thanks to Ken for his tremendous contributions to CT REIT. From our successful Initial Public Offering to delivering a track record of excellence, we are fortunate to have benefitted from his stewardship over the last eight years. We also appreciate his mentorship, guidance and contributions to Kevin's development, which has given the Board great confidence in Kevin's ability to lead CT REIT and find success in his new role as we look towards the future."

**David H. Laidley, FCPA, FCA**  
Independent Chair of the Board

"I am extremely proud of CT REIT's track record of delivering Unitholder value since our IPO in 2013. I would like to thank the Board and CTC for their support throughout the creation and growth of the REIT and am delighted to hand over the reins to Kevin as he leads the REIT team to more great things."

**Ken Silver**  
Chief Executive Officer

"I would like to thank the Board for the confidence that they have placed in me by naming me the next CEO of CT REIT. I am both honoured and humbled to be assuming this role and feel privileged to be leading such a talented and dedicated team. I look forward to building upon the tremendous track record achieved under Ken's leadership and am excited and optimistic about what the future holds for the REIT."

**Kevin Salsberg**  
President and Chief Operating Officer



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# MANAGEMENT INFORMATION CIRCULAR

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## About this Circular and Related Proxy Materials

This Management Information Circular (the “Circular”) and other materials are being provided in connection with the 2022 Annual Meeting of Unitholders (the “Meeting”) of CT Real Estate Investment Trust to be held on Tuesday, May 10, 2022 at 10:00 a.m. (Eastern Time). In light of ongoing public health concerns with respect to the COVID-19 pandemic and in order to protect the health and safety of our Unitholders, employees and the broader community, the REIT will be hosting the Meeting virtually via live audio webcast. Unitholders (as defined below) will be able to listen, participate and vote at the Meeting in real time through a web-based platform instead of attending the Meeting in person. Unitholders will also be able to access the Meeting in real time by telephone but may not participate or vote. For further information on attending, participating and voting at the Meeting, please see *Voting Information* below beginning on page 6.

This Circular describes the items to be voted on at the Meeting as well as the voting process, and provides information about trustee and executive compensation, governance practices and other relevant matters.

In this Circular, “we”, “us”, “our”, “CT REIT”, the “REIT” and the “Trust” refer to CT Real Estate Investment Trust and its subsidiaries, unless the context otherwise requires. “You” and “your” refer to holders of CT REIT units (“Trust Unitholders”) and holders of special voting units of CT REIT (“Special Voting Unitholders”, and together with Trust Unitholders, “Unitholders”). “CTC” refers to Canadian Tire Corporation, Limited and all entities controlled by it (excluding the REIT and its subsidiaries), as and to the extent applicable.

All information in this Circular is provided as of March 15, 2022, unless otherwise indicated. All dollar amounts herein are expressed in Canadian currency, unless otherwise specified.

The REIT’s Board of Trustees (the “Board” or the “Board of Trustees”) has approved the content and the sending of this Circular.

## Notice-and-Access

CT REIT is using the notice-and-access procedures adopted by the Canadian Securities Administrators for the delivery of this Circular to Unitholders. Under notice-and-access, you will receive a proxy form or voting instruction form, as applicable, enabling you to vote at the Meeting. However, instead of receiving a paper copy of this Circular, you will receive a notice-and-access notification (“Notice-and-Access-Notification”) containing information about how to access this Circular electronically. Unitholders that have consented to electronic delivery of materials will receive the Notice-and-Access Notification in electronic format. The principal benefits of notice-and-access is that it reduces costs and the environmental impact of producing and distributing paper copies of documents in large quantities. The REIT is not using stratification to deliver proxy-related materials to any Unitholders. The REIT has determined that those Unitholders with existing instructions on their account to receive paper materials will receive a paper copy of this Circular with the Notice-and-Access Notification.

Unitholders may request that a paper copy of this Circular be mailed to them at no cost for up to one year from the date that this Circular is filed on SEDAR. If you are a Beneficial Unitholder, please contact your intermediary for information regarding requests for paper copies of the Circular. Most intermediaries in Canada and the United States delegate responsibility to Broadridge Investor Communications Corporation (“Broadridge”). If you are a Beneficial Unitholder whose intermediary uses Broadridge, requests for paper copies of the Circular may be made by going to [www.proxyvote.com](http://www.proxyvote.com) and entering the 16-digit control number located on your voting instruction form and following the instructions provided or, alternatively, you may submit a request by calling Broadridge at 1-877-907-7643. Registered Unitholders may request paper copies of this Circular by calling CT REIT at 1-833-461-7725.

Beneficial Unitholders with questions about the notice-and-access procedures can call Broadridge toll-free at 1-844-916-0609 (or 1-844-973-0593 for French). Registered Unitholders with questions about the notice-and-access procedures can call CT REIT toll-free at 1-833-461-7725.



## BUSINESS OF THE MEETING

We will address the following four items at the Meeting.

### Receiving the Annual Audited Consolidated Financial Statements

Our Audited Consolidated Financial Statements for the year ended December 31, 2021, including the external auditor's report, have been sent to all Registered Unitholders (as defined below), except those who requested that these materials not be sent to them, and to all Beneficial Unitholders (as defined below) who requested that these materials be sent to them. They are also available on CT REIT's website at [www.ctreit.com](http://www.ctreit.com) and on our profile on SEDAR at [www.sedar.com](http://www.sedar.com).

### Electing Trustees

The Board has determined that eight trustees will be elected at the Meeting, three of whom have been nominated by CTC. See *About the Proposed Trustees* on page 11 for more information.

All of the proposed trustees are currently trustees of CT REIT and were elected as trustees at our Annual Meeting of Unitholders held on May 11, 2021, except for Kevin Salsberg, who is being proposed for the first time as a nominee for election by the Board. Ken Silver, currently Chief Executive Officer, will not be standing for re-election as a trustee at the Meeting. On December 9, 2021, the REIT announced that Mr. Silver decided to retire, effective May 31, 2022. He will be succeeded by Mr. Salsberg, who is currently serving as President and Chief Operating Officer.

The Board recommends that you vote **FOR** the election of each of the following persons who have been proposed by the Board for election as trustees:

#### Proposed Trustees for Election

Nominees proposed by the Board:	Nominees selected by CTC and proposed by the Board:
Heather Briant	Gregory Craig
David Laidley	Dean McCann
Anna Martini	Kevin Salsberg
John O'Bryan	
Kelly Smith	

### Appointing the External Auditor

If you are a Unitholder, you can vote on the appointment of the external auditor and authorizing the Board to set the external auditor's compensation.

The Board recommends that you vote **FOR** the reappointment of CT REIT's current external auditor, Deloitte LLP, Chartered Professional Accountants ("Deloitte"), as the external auditor, and authorize the Board to set its compensation.

### Considering Other Business

We will consider any other business that may properly come before the Meeting. As of the date of this Circular, we are not aware of any amendments to any of the items above or of any other business to be considered at the Meeting. If there are any amendments to the items of business, or any new matters, that are properly brought before the Meeting, you or your proxyholder can vote your Units on these items as you or your proxyholder see fit.

# VOTING INFORMATION

## Virtual Meeting

This year, in light of ongoing public health concerns with respect to the COVID-19 pandemic and in order to protect the health and safety of our Unitholders, employees and the broader community, the REIT will be hosting the Meeting virtually via live audio webcast. Unitholders will be able to access the Meeting online or by telephone. To vote and/or submit questions at the Meeting, you will need to access the Meeting online. Unitholders may also submit questions in advance of the Meeting via email to [ctreitagm@ctreit.com](mailto:ctreitagm@ctreit.com). See *Voting at the Virtual Meeting* on page 7.

## Who Can Vote

CT REIT is authorized to issue an unlimited number of CT REIT units (the “Trust Units”) and CT REIT special voting units (the “Special Voting Units”, and together with the Trust Units and as the context requires, the “Units”).

As of March 15, 2022, there were 233,475,947 issued and outstanding Units, which are comprised of: (i) 106,595,090 issued and outstanding Trust Units, and (ii) 126,880,857 issued and outstanding Special Voting Units (which were issued in tandem with the issuance of Class B limited partnership units (the “Class B LP Units”) of CT REIT Limited Partnership (the “Partnership”) for the purpose of providing voting rights with respect to CT REIT to the holders of such securities).

Each Unit you own as of the close of business on March 22, 2022, the record date for the Meeting, entitles you to one vote on each of the matters to be acted upon at the Meeting, or any postponement or adjournment thereof, either in person or by proxy.

The trustees and officers of CT REIT are not aware of any person or company that beneficially owns, directly or indirectly, or exercises control or direction over more than 10% of the total outstanding Units, other than CTC which holds a 68.9% effective interest in the REIT, as shown below:

	Number of Units Beneficially Owned, Controlled or Directed	Percentage of Issued and Outstanding Units <sup>(1)</sup>
Trust Units held by CTC	33,989,508	14.6%
Special Voting Units held by CTC	126,880,857	54.3%
Total Units held by CTC	160,870,365	68.9%

**Note:**

(1) Total number of issued and outstanding Units as at March 15, 2022 was 233,475,947.

## How to Vote

You can vote in advance of the Meeting by proxy or you can vote at the Meeting. You can also authorize another person (a “proxyholder”) to vote at the Meeting on your behalf. Unitholders are encouraged to vote in advance of the Meeting by using the enclosed proxy form or voting instruction form.

The manner in which you can vote your Units depends on whether: (i) your Units are held in your name (“Registered Unitholder”); or (ii) your Units are held in the name of an intermediary such as a bank, trust company, securities broker or other intermediary (“Beneficial Unitholder”).

	Registered Unitholders	Beneficial Unitholders
<b>Delivery of Proxy Materials</b>	We have sent you a proxy form.	Your intermediary has sent you a voting instruction form.
<b>If you do not plan to attend the Meeting but wish to vote</b>	Complete the enclosed proxy form and return it to the REIT’s transfer agent, Computershare Trust Company of Canada (“Computershare”).  You can also appoint a proxyholder to vote at the Meeting on your behalf. See <i>Voting by Proxy – Appointing a Proxyholder – Pre-Registration Process</i> on page 8.	Complete the enclosed voting instruction form and return it in accordance with the instructions contained in the voting instruction form.  You can also appoint a proxyholder to vote at the Meeting on your behalf. See <i>Voting by Proxy – Appointing a Proxyholder – Pre-Registration Process</i> on page 8.
<b>To attend and vote at the Meeting</b>	Unless you wish to appoint a proxyholder to vote at the Meeting on your behalf, you do not need to complete the proxy form. For further instructions, see <i>Voting by Proxy – Appointing a Proxyholder – Pre-Registration Process</i> on page 8.	You will need to complete the voting instruction form and appoint yourself as proxyholder. For further instructions, see <i>Voting by Proxy – Appointing a Proxyholder – Pre-Registration Process</i> on page 8.

<b>Returning the proxy/voting instruction form</b>	<p>Return your completed proxy form to Computershare in the envelope provided unless you wish to vote at the Meeting.</p> <p>Alternatively, Registered Unitholders, excluding corporations or other legal entities, may also vote online or by telephone by following the instructions shown on the proxy form.</p> <p>Computershare must receive your proxy form no later than 5:00 p.m. (Eastern Time) on Friday, May 6, 2022 (the "Proxy Deadline"), or if the Meeting is postponed or adjourned, no later than 48 hours (not including Saturdays, Sundays or statutory holidays in Ontario) before the postponed or adjourned meeting convenes.</p>	<p>Return your completed voting instruction form using one of the methods set out in the voting instruction form provided by your intermediary.</p> <p>Your intermediary must receive your voting instructions in sufficient time to act on them, generally at least one business day before the Proxy Deadline.</p> <p>For your votes to count, Computershare must receive your voting instructions from your intermediary no later than the Proxy Deadline, or if the Meeting is postponed or adjourned, no later than 48 hours (not including Saturdays, Sundays or statutory holidays in Ontario) before the postponed or adjourned meeting convenes.</p>
<b>Changing your vote or revoking your proxy</b>	<p>If you change your mind about how you voted before the Meeting and you want to revoke your proxy, you must send amended instructions to Computershare by the Proxy Deadline, or you may vote at the Meeting or in any other manner permitted by law.</p>	<p>If you have provided voting instructions to your intermediary and change your mind about your vote, or you decide to vote at the Meeting, contact your intermediary to find out what to do.</p> <p>If your intermediary gives you the option of using the internet to provide your voting instructions, you can also change your instructions online, as long as your intermediary receives the new instructions in sufficient time to act on them before the Proxy Deadline. Contact your intermediary to confirm the deadline. Alternatively, review and follow the instructions provided on your voting instruction form.</p>

## Voting at the Virtual Meeting

If you wish to attend and vote at the Meeting please review these instructions carefully.

If you are a Registered Unitholder and wish to attend and vote at the Meeting yourself, you do not need to complete the enclosed proxy form. You may log into the Meeting online by entering the number from your proxy form as your control number and the password **ctreit2022** (case sensitive).

If you are a Beneficial Unitholder and wish to attend and vote at the Meeting yourself, you must complete and submit your voting instruction form appointing yourself as your proxyholder and pre-register on the Computershare website. These steps are described under the heading *Voting by Proxy – Appointing a Proxyholder – Pre-Registration Process* below and must be completed generally at least one business day prior to the Proxy Deadline. Following completion of the pre-registration process, you will receive a special control number from Computershare via email on or about the day prior to the Meeting. You may then log into the Meeting online using the special control number provided by Computershare via email as your username and the password **ctreit2022** (case sensitive). **Beneficial Unitholders who have not duly appointed themselves as proxyholder will not be able to vote online at the Meeting.**

To access the Meeting online or via telephone, please follow the instructions under the heading *Accessing the Virtual Meeting* below, beginning on page 8.

## Voting by Proxy

### How to Appoint a Proxyholder

Signing and submitting the enclosed proxy form or voting instruction form, as applicable, gives authority to David Laidley or, in the alternative, Ken Silver (the "REIT Proxyholders"), each of whom is a current trustee of the REIT, to vote your Units at the Meeting, unless you give such authority to someone else. **You may appoint someone other than the REIT Proxyholders to vote your Units by writing the name of this person, who need not be a Unitholder, in the blank space provided on the proxy form or voting instruction form.** Please follow the instructions set out below under *Appointing a Proxyholder – Pre-Registration Process*.

### How your Proxyholder will Vote

The persons named on your proxy form or voting instruction form must vote for or withhold from voting your Units in accordance with your directions, unless you let your proxyholder decide how to vote your Units. If you do not specify how you want your proxyholder to vote, proxies that grant the REIT Proxyholders the authority to vote your Units will be voted in favour of the election of trustees to the Board, the appointment of the external auditor and authorizing the trustees to set the external auditor's compensation.

## Amendments or Other Business

The persons named in the proxy form or voting instruction form will have discretionary authority with respect to amendments or variations to matters identified in the Notice of Annual Meeting of Unitholders of CT REIT and with respect to any new matters which may properly come before the Meeting.

As of the date of this Circular, management of CT REIT knows of no such amendment, variation or other matter expected to come before the Meeting. If any other matters properly come before the Meeting, the persons named in the proxy form or voting instruction form will vote on them in accordance with their best judgment.

## Voting Units Registered in the Name of a Corporation

### Registered Unitholders

To vote Units registered in the name of a corporation or other legal entity, an authorized officer or attorney of that corporation or legal entity must sign the enclosed proxy form. This person may have to provide proof that he or she is authorized to sign the proxy form on behalf of the corporation or other legal entity. The completed proxy form must be returned to the REIT's transfer agent, Computershare, in the envelope provided so that it arrives no later than the Proxy Deadline. Proxy forms representing Units registered in the name of a corporation or other legal entity cannot be submitted by telephone or online.

### Beneficial Unitholders

To vote Units registered in the name of a corporation or other legal entity, insert the full legal name of the legal entity, the name and position of the person giving voting instructions on behalf of the legal entity and the address for service of the legal entity on the voting instruction form. The completed voting instruction form must be returned to your intermediary so that it arrives in sufficient time for the intermediary to act on your instructions, generally at least one business day before the Proxy Deadline.

## Appointing a Proxyholder – Pre-Registration Process

### Step #1: Submit your Proxy Form or Voting Instruction Form

If you are a Beneficial Unitholder and wish to attend and vote at the Meeting yourself, insert your name (as proxyholder) in the space provided on the voting instruction form and complete and submit the form in accordance with the instructions provided by your intermediary. Your voting instruction form must generally be received by your intermediary at least one business day prior to the Proxy Deadline. You should not fill in your votes on the voting instruction form as your vote will be taken at the Meeting. If you fill in your votes when submitting your voting instruction form, you will be unable to change those votes at the Meeting.

If you are: (i) a Registered Unitholder and wish to appoint a proxyholder, other than the REIT Proxyholders, to attend and vote at the Meeting on your behalf, or (ii) a Beneficial Unitholder and wish to appoint a proxyholder, other than the REIT Proxyholders, to attend and vote at the Meeting on your behalf, you must insert that person's name and complete and submit the proxy form or voting instruction form, as applicable. If you are a Beneficial Unitholder, this step must be completed generally at least one day prior to the Proxy Deadline. If you want your proxyholder to choose how to vote on your behalf, you should not fill in your votes on your proxy form, or voting instruction form, otherwise your proxyholder will be unable to change those votes at the Meeting.

After completing and submitting the proxy form or voting instruction form, as applicable, proceed immediately to step #2 below unless you are appointing the REIT Proxyholders as your proxy. If you are appointing the REIT Proxyholders as your proxy, you must only complete this step #1.

### Step #2: Pre-register for the Meeting

Following completion and submission of the proxy form or voting instruction form, proceed to Computershare's pre-registration website and complete the online registration form: <http://www.computershare.com/CTREIT>.

Under Appointer Information, enter your name, email address and account number. Your proxy form or voting instruction form will contain your account number. Under Appointee Information, enter your name and email address unless you have appointed another proxyholder (who is not a REIT Proxyholder) to vote at the Meeting on your behalf, in which case enter that person's name and email address.

Following completion of this online registration form, you or your proxyholder, as the case may be, will receive a special control number from Computershare via email on or about the day prior to the Meeting. **Without this special control number, Beneficial Unitholders and proxyholders will not be able to vote and/or submit questions at the Meeting. This special control number is different from the control number on your proxy form or voting instruction form. Both steps #1 and #2 must be completed before the Proxy Deadline to log into the Meeting online and vote.**

## Accessing the Virtual Meeting

To access the Meeting online or by telephone, please carefully review the following instruction. For further information on the Meeting, please visit [www.ctreitagm.com](http://www.ctreitagm.com).

### Online

Unitholders, proxyholders and guests may access the Meeting online by visiting the following link: <https://web.lumiagm.com/442855344>.

Should you wish to vote at the Meeting, please carefully review the instructions above under the heading *Voting at the Virtual Meeting*. As noted above, if you are a Beneficial Unitholder wishing to vote at the Meeting or wishing to appoint a proxyholder to vote at the Meeting on your behalf, or a Registered Unitholder wishing to appoint a proxyholder to vote at the Meeting on your behalf, you must complete the

pre-registration process described above under the heading *Appointing a Proxyholder – Pre-Registration Process* prior to the Proxy Deadline to vote at the Meeting. Registered Unitholders and Beneficial Unitholders appointing one of the REIT Proxyholders must only complete step #1 of the pre-registration process.

If you would like to access the Meeting without voting or submitting questions, you may do so by visiting the link and clicking the “Guest” button. To vote and/or submit questions at the Meeting, visit the link, click the “Control #” button and enter your control number or special control number, as applicable, as your username and the password **ctreit2022** (case sensitive).

- For Registered Unitholders, enter the control number contained in the proxy form as your username.
- For Beneficial Unitholders and proxyholders, provided the pre-registration process described above has been completed, enter the special control number you received from Computershare via email as your username. If you are a Beneficial Unitholder and have not completed the pre-registration process before the Proxy Deadline, you may still join the Meeting online as a guest but you will not be able to vote or ask questions.

Please join the Meeting at least 15 minutes before the Meeting starts. Allow ample time to log in and complete the related procedures. To access the Meeting online, you will require an internet connected device such as a laptop, computer, tablet or mobile phone. The Meeting will be supported across browsers and devices that are running the most updated version of the applicable software plugins.

### **Telephone**

You may also attend the Meeting by dialing 1-855-353-9183 (North America) or 416-623-0333 (Toronto) and entering 72427# as the access code. Please note that you or your proxyholder will not be able to vote or submit questions at the Meeting by telephone. Unitholders and proxyholders may submit questions in advance of the Meeting via email to [ctreitagm@ctreit.com](mailto:ctreitagm@ctreit.com).

### **Participating in the Virtual Meeting**

Unitholders and proxyholders that participate in the Meeting through the online platform (using the instructions outlined under *Accessing the Virtual Meeting* above) may submit questions during the Meeting. Questions, unless directly related to a particular motion, will be addressed after the formal business of the Meeting has been conducted.

To submit a question, enter your question in the text box provided under the “Ask a Question” prompt on the lower left-hand side of your screen and then click “Submit”. Unitholders or proxyholders wishing to submit a question are asked to limit themselves to one question and to refrain from asking questions of a personal nature. Questions or comments which have already been answered or that are redundant will not be answered. To ensure your question is received in time, please submit your question as early as possible during the Meeting, and prior to the commencement of the Unitholder question period. When submitting a question, identify whether it relates to a motion being considered as part of the formal business of the meeting or whether it is general in nature. Questions directly related to a particular motion will be addressed once that motion has been introduced and general questions will be addressed after the formal business has been completed. Questions on the same topic will be grouped together. It is possible that time constraints will render us unable to respond to all questions during the Meeting. If this is the case, we will endeavor to respond to your question following the Meeting.

CT REIT requests that questions be asked in a respectful and courteous manner, in order to allow the Meeting to be conducted in a smooth and orderly fashion. Should it be determined that a Unitholder or proxyholder is acting in a hostile or inappropriate manner, the Unitholder or proxyholder may be requested to halt such conduct. Should such disorderly conduct continue, they may be requested to disconnect from and leave the Meeting.

### **Difficulties in Accessing the Meeting**

If you are unable to log into the Meeting online, please note the instructions above, particularly with respect to the pre-registration process. If you are required to complete the pre-registration process but fail to do so before the Proxy Deadline, you may still join the Meeting online as a guest or listen via telephone.

If you have issues logging into the Meeting online, please click the “Support” button on the Meeting website.

**If you or your proxyholder wish to participate and vote at the Meeting online, you will need to ensure that you remain connected to the internet at all times in order to vote when balloting commences.** You must ensure internet connectivity for the duration of the Meeting as there may be insufficient time to resolve any issues before ballot voting is completed. Unitholders are encouraged to vote in advance of the Meeting by using the enclosed proxy form or voting instruction form.

If there is a technical issue during the Meeting, a recess may be declared, during which time CT REIT will actively work with its technicians to resolve the issue in a timely manner. In such an event, it is expected that the REIT will advise of the length of time of the recess and request that Unitholders and proxyholders remain connected to the Meeting or conference line during the recess. If the issue is unable to be resolved in a timely manner, it is expected that the Meeting will be adjourned to another day.

### **Solicitation of Proxy and Delivery of Proxy-Related Materials**

**Your proxy is being solicited by the management of CT REIT and the associated costs are being borne by CT REIT.** The solicitation is being made primarily by sending certain proxy-related materials to Unitholders by mail, and with respect to the delivery of this Circular, by posting this Circular on our website at [www.ctreit.com](http://www.ctreit.com) and on our profile on SEDAR at [www.sedar.com](http://www.sedar.com) pursuant to the notice-and-access procedures under applicable Canadian securities laws. Proxies may also be solicited by telephone or in person. While CT REIT will not be delivering proxy-related materials directly to Beneficial Unitholders, we intend to pay for intermediaries to deliver proxy-related materials, including voting instruction forms, to any Beneficial Unitholders who request them.



## Transfer Agent

CT REIT's transfer agent, Computershare, counts and tabulates the votes. For general Unitholder enquiries, you can contact our transfer agent through the following methods:

	Contact Details
<b>By Mail:</b>	Computershare Trust Company of Canada 100 University Avenue 8th Floor, North Tower Toronto, Ontario M5J 2Y1 Canada
<b>By Telephone:</b>	Within Canada and the United States at 1-800-564-6253, and from all other countries at 514-982-7555
<b>By Fax:</b>	Within Canada and the United States at 1-866-249-7775, and from all other countries at 416-263-9524
<b>By E-mail:</b>	Computershare can be reached at <a href="mailto:service@computershare.com">service@computershare.com</a>

## ABOUT THE PROPOSED TRUSTEES

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### Composition of the Board

Eight trustees are being proposed for election to our Board.

CT REIT's Second Amended and Restated Declaration of Trust dated April 5, 2020 ("Declaration of Trust") requires that the REIT must have not less than seven and not more than nine trustees on the Board. The Board determines the number of trustees to be elected at any Unitholder meeting.

The Declaration of Trust also states that CTC shall have the exclusive right to nominate a certain number of trustees as follows:

- three trustees, provided that CTC, directly or indirectly, holds greater than 20% of the Units at the time of such nominations; or
- two trustees, provided that CTC, directly or indirectly, holds greater than 10% of the Units and equal to or less than 20% of the Units at the time of such nominations; or
- one trustee, provided that CTC, directly or indirectly, holds greater than 5% of the Units and equal to or less than 10% of the Units at the time of such nominations; or
- four trustees, provided that the Board consists of nine trustees and CTC, directly or indirectly, holds greater than 50% of the Units at the time of such nominations.

Pursuant to the Declaration of Trust, CTC exercises its nomination right by submitting its proposed trustee nominees to the Governance, Compensation and Nominating Committee (the "GCN Committee"), which reviews such proposed nominations, together with the remaining proposed trustee nominations solely determined by the GCN Committee, who then recommends all trustee nominees to the Board for election by the Unitholders at the Meeting.

Each trustee holds office until the next Annual Meeting of Unitholders or until such office is earlier vacated.

We expect that all of the proposed trustees will be able to serve as a trustee. If, however, the REIT becomes aware before the Meeting that a proposed trustee is unable to serve as a trustee, the REIT Proxyholders will vote to elect a substitute proposed trustee at their discretion.

### Trustee Nominee Profiles

The following trustee profiles provide a description of the trustees being proposed for election, the aggregate value of all Trust Units held by each proposed trustee, the deferred units ("DUs") acquired by each proposed trustee under the deferred unit plan (the "DU Plan") for trustees, the "at risk" market value of the Trust Units and DUs in 2021, as well as whether or not each proposed trustee has met the unit ownership guidelines for trustees (being at least three times the value of the annual trustee retainer, or \$187,500) (the "Trustee Unit Ownership Guidelines"), which are required to be met by the fifth anniversary of the trustee's election or appointment, or by the fifth anniversary of a trustee ceasing to be an employee of the REIT, CTC or any of their subsidiaries, as applicable. For more information, see *Trustee Unit Ownership Guidelines* on page 37. For more information on the REIT's unit ownership guidelines applicable to the Chief Executive Officer ("CEO"), see *Executive Unit Ownership Guidelines* on page 48.

Each trustee nominee has a wealth of experience in executive leadership and strategic planning and collectively they possess the skills, competencies and expertise that enable the Board to fulfill its mandate. Each year the skills and competencies of individual trustees and the Board, as a whole, are reviewed in relation to the evolving needs and strategies of the REIT. For more information, see *Governance Matters* on page 19 and *Board Renewal* on page 22.

Five of the eight trustee nominees are independent and none of these independent trustee nominees have ever served as an executive officer (as such term is defined in National Instrument 51-102 – *Continuous Disclosure Obligations* of the Canadian Securities Administrators) of the REIT.

The average tenure of the trustee nominees is 5.1 years. Except for Kevin Salsberg, who is being proposed for the first time as a nominee for election by the Board, none of the other seven proposed trustees, if elected at the Meeting, will be new to the Board. Of the proposed trustees who currently serve on the Board, one was elected in 2021, one was elected in 2020, one was elected in 2018 and the remaining four have been trustees of the Board since 2013. For more information regarding the tenure of the members of the Board, see *Term Limits* on page 23.

Of the eight trustee nominees, three identify as female, representing 37.5% of the trustee nominees and 60.0% of the independent trustee nominees. For more information regarding Board Diversity, see *Diversity* on page 22.

For purposes of the trustee profiles that follow, the "at risk" market value of the Trust Units and the DUs held for the years ended December 31, 2021 and December 31, 2020 was calculated using the closing price of the Trust Units on the Toronto Stock Exchange ("TSX") on December 31, 2021 (\$17.32).



**Age: 61**  
**Ontario, Canada**

**Trustee since:**  
2018

**2021 Voting Results:**  
98.02% in favour

**Committee**  
**Membership:** GCN  
(Chair) and Investment

#### Current Activities:

Ms. Briant is a Corporate Director. Ms. Briant sits on the board of directors of Freshii Inc. Ms. Briant is Chair of Freshii Inc.'s compensation, nomination and governance committee and is also a member of its audit committee. Ms. Briant also sits on the board of directors of Ross Video Limited and is Chair of its human resources and compensation committee.

#### Past Activities:

Ms. Briant has over 30 years of prior business experience. Prior to July 2018, Ms. Briant was Senior Vice-President, Human Resources of Cineplex Inc. (Cineplex) where she was responsible for all aspects of the human resources function, encompassing talent selection and development, succession planning, organization effectiveness, total and executive compensation, and human resources governance and reporting. Ms. Briant was also a leader in Cineplex's corporate strategy and transformation activities. Prior to joining Cineplex in 2006, Ms. Briant was the Vice-President, Corporate Human Resources at Canadian Tire Corporation, Limited. Ms. Briant graduated with a Master of Business Administration from the Rotman School of Management at the University of Toronto and holds the ICD.D designation from the Institute of Corporate Directors at the University of Toronto. Prior to her retirement, Ms. Briant held the CHRE executive designation from the Human Resources Professionals Association.

#### Public Board Memberships During Last Five Years:

CT REIT	(2018 – Present)
Freshii Inc.	(2018 – Present)

#### NUMBER OF TRUST UNITS AND DUs BENEFICIALLY OWNED, CONTROLLED OR DIRECTED (as at December 31, 2021)

YEAR	TRUST UNITS <sup>(1)</sup>	DUs <sup>(2)</sup>	TOTAL NUMBER OF TRUST UNITS AND DUs <sup>(3)</sup>	MARKET VALUE OF TOTAL NUMBER OF DUs <sup>(4)</sup>	MARKET VALUE OF TOTAL NUMBER OF TRUST UNITS AND DUs <sup>(4)</sup>
2021	-	23,116	23,116	\$400,369	\$400,369
2020	-	16,877	16,877	\$292,310	\$292,310
Change in 2021	-	6,239	6,239	\$108,059	\$108,059

#### UNIT OWNERSHIP GUIDELINES

**Have Unit Ownership Guidelines Been Met:** Yes (exceeds by \$212,869)

#### GREGORY CRAIG

#### Non-Independent



**Age: 54**  
**Ontario, Canada**

**Trustee since:**  
2021

**2021 Voting Results:**  
99.82% in favour

**Committee**  
**Membership:** None

#### Current Activities:

Mr. Craig is the Executive Vice-President and Chief Financial Officer of Canadian Tire Corporation, Limited (CTC).

#### Past Activities:

Prior to his current role at CTC, Mr. Craig was President, Canadian Tire Financial Services (CTFS) and President and Chief Executive Officer of Canadian Tire Bank (CTB), both of which are majority-owned subsidiaries of CTC. In that role, Mr. Craig was responsible for the overall strategic direction and growth of CTC's financial services division. During his tenure at CTFS, Mr. Craig achieved double digit receivables growth and led the successful launch of the Triangle credit card program. Prior to 2017, Mr. Craig was Senior Vice-President of CTFS and CTB. Mr. Craig is a Chartered Professional Accountant and holds a Master of Business Administration from York University and a Bachelor of Business Administration from Brock University. In 2019, Mr. Craig received the Brock University Distinguished Alumni Award.

#### Public Board Memberships During Last Five Years:

CT REIT	(2021 – Present)
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#### NUMBER OF TRUST UNITS BENEFICIALLY OWNED, CONTROLLED OR DIRECTED (as at December 31, 2021):

As at December 31, 2021, Mr. Craig did not hold any Trust Units.<sup>(1)</sup>

#### UNIT OWNERSHIP GUIDELINES

**Have Unit Ownership Guidelines Been Met:** N/A<sup>(5)</sup>



**Age: 75**  
**Quebec, Canada**

**Trustee since:**  
2013

**2021 Voting Results:**  
99.30% in favour

**Committee Membership:** Audit and GCN

#### Current Activities:

Mr. Laidley is a Corporate Director and is the Non-Executive Chair of the Board. He also sits on the boards of directors of EMCOR Group Inc. and SSC Security Services Corp. (formerly Input Capital Inc.).

#### Past Activities:

Mr. Laidley was a partner of Deloitte LLP (formerly Deloitte & Touche LLP), Chartered Professional Accountants, from 1975 until his retirement in 2007. Mr. Laidley was elected Chair of Deloitte in 2000 and served in that capacity until 2006. A Chartered Professional Accountant, Mr. Laidley has over 40 years of professional services experience, specializing in the areas of tax and audit. He previously was the lead director of the Bank of Canada, Chair of Nautilus Indemnity Holdings Limited, and has sat on the boards of directors of Aimia Inc., Aviva Canada Inc., Biovail Corporation (now Bausch Health Companies Inc.) and ProSep Inc. Mr. Laidley holds a Bachelor of Commerce degree from McGill University and completed the Directors Education Program at the Institute of Corporate Directors at the University of Toronto.

#### Public Board Memberships During Last Five Years:

CT REIT	(2013 – Present)
EMCOR Group Inc.	(2008 – Present)
SSC Security Services Corp. (formerly Input Capital Inc.)	(2013 – Present)
Aimia Inc.	(2009 – 2017)

#### NUMBER OF TRUST UNITS AND DUs BENEFICIALLY OWNED, CONTROLLED OR DIRECTED (as at December 31, 2021)

YEAR	TRUST UNITS <sup>(1)</sup>	DUs <sup>(2)</sup>	TOTAL NUMBER OF TRUST UNITS AND DUs <sup>(3)</sup>	MARKET VALUE OF TOTAL NUMBER OF DUs <sup>(4)</sup>	MARKET VALUE OF TOTAL NUMBER OF TRUST UNITS AND DUs <sup>(4)</sup>
2021	8,000	89,089	97,089	\$1,543,021	\$1,681,581
2020	8,000	77,704	85,704	\$1,345,833	\$1,484,393
Change in 2021	-	11,385	11,385	\$197,188	\$197,188

#### UNIT OWNERSHIP GUIDELINES

**Have Unit Ownership Guidelines Been Met:** Yes (exceeds by \$1,494,081)



**Age: 59**  
**Quebec, Canada**

**Trustee since:**  
2013

**2021 Voting Results:**  
99.34% in favour

**Committee Membership:** Audit (Chair) and GCN

#### Current Activities:

Ms. Martini is the Executive Vice-President and Chief Financial Officer of Groupe CH, which operates Club de Hockey, Canadien Inc., Bell Centre-Place Bell, Spectra and evenko. She is a member of the advisory board of the John Molson School of Business of Concordia University and sits on the board of directors of the McGill University Health Centre Foundation where she is the immediate past Chair of the board. Ms. Martini also serves as a director and member of the audit committee and the human resources and compensation committee at Transcontinental Inc., and a director and Chair of the audit committee and a member of the governance and ethics committee at Ivanhoe Cambridge Inc.

#### Past Activities:

Until January 2017, Ms. Martini was President of Groupe Dynamite Inc., a specialty apparel global retailer that she joined in 2004. Ms. Martini is a Chartered Professional Accountant and worked at Deloitte LLP (formerly Deloitte & Touche LLP), Chartered Professional Accountants, from 1985 to 2004, including as a partner in audit and advisory services from 1996 until her departure. During her tenure at Deloitte, she specialized in the retail and consumer products industry sectors. Ms. Martini served as Chair of the board of directors of the Retail Council of Canada from 2014 to 2016 and as a board member and treasurer from 2007 to 2014. She was also a member of the advisory committee to the President of Telus Quebec and sat on the board of directors of Velan Inc. where she chaired the audit committee.

#### Public Board Memberships During Last Five Years:

CT REIT	(2013 – Present)
Transcontinental Inc.	(2011 – Present)

#### NUMBER OF TRUST UNITS AND DUs BENEFICIALLY OWNED, CONTROLLED OR DIRECTED (as at December 31, 2021)

YEAR	TRUST UNITS <sup>(1)</sup>	DUs <sup>(2)</sup>	TOTAL NUMBER OF TRUST UNITS AND DUs <sup>(3)</sup>	MARKET VALUE OF TOTAL NUMBER OF DUs <sup>(4)</sup>	MARKET VALUE OF TOTAL NUMBER OF TRUST UNITS AND DUs <sup>(4)</sup>
2021	-	66,718	66,718	\$1,155,556	\$1,155,556
2020	-	58,051	58,051	\$1,005,443	\$1,005,443
Change in 2021	-	8,667	8,667	\$150,113	\$150,113

#### UNIT OWNERSHIP GUIDELINES

**Have Unit Ownership Guidelines Been Met:** Yes (exceeds by \$968,056)



**Age: 62**  
**Ontario, Canada**

**Trustee since:**  
2013

**2021 Voting Results:**  
99.49% in favour

**Committee Membership:**  
Investment

#### Current Activities:

Mr. McCann is a Corporate Director. He also serves on the board of directors of Canadian Tire Bank and as a director and Chair of the audit committee at Neighbourly Pharmacy Inc.

#### Past Activities:

Mr. McCann previously served as a strategic advisor to Canadian Tire Corporation, Limited (CTC) until December 31, 2020. Prior to serving as strategic advisor, Mr. McCann served as Executive Vice-President and Chief Financial Officer of CTC for eight years. Prior to serving as Executive Vice-President and Chief Financial Officer of CTC, Mr. McCann served as President of Canadian Tire Financial Services and as Chief Executive Officer of Canadian Tire Bank (CTB). During his tenure with CTC, Mr. McCann held a number of progressively senior roles and led a number of impactful projects, including leading the establishment of CTB, driving the success of Canadian Tire MasterCard and developing a shareholder value creation program. Mr. McCann is a past recipient of Canada's CFO of the Year™ Award. Mr. McCann is a Chartered Professional Accountant and a graduate of the Directors College, Chartered Director program at McMaster University.

#### Public Board Memberships During Last Five Years:

CT REIT	(2013 – Present)
Neighbourly Pharmacy Inc.	(2021 – Present)

#### NUMBER OF TRUST UNITS AND DUs BENEFICIALLY OWNED, CONTROLLED OR DIRECTED (as at December 31, 2021)

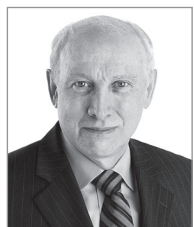
YEAR	TRUST UNITS <sup>(1)</sup>	DUs <sup>(2)</sup>	TOTAL NUMBER OF TRUST UNITS AND DUs <sup>(3)</sup>	MARKET VALUE OF TOTAL NUMBER OF DUs <sup>(4)</sup>	MARKET VALUE OF TOTAL NUMBER OF TRUST UNITS AND DUs <sup>(4)</sup>
2021	25,202	See Note 6	25,202	See note 6	\$436,499
2020	4,243	See Note 6	4,243	See Note 6	\$73,489
Change in 2021	20,959	-	20,959	-	\$363,010

#### UNIT OWNERSHIP GUIDELINES

**Have Unit Ownership Guidelines Been Met:** Yes (exceeds by \$248,999)

#### JOHN O'BRYAN

Independent



**Age: 71**  
**Ontario, Canada**

**Trustee since:**  
2013

**2021 Voting Results:**  
99.90% in favour

**Committee Membership:** Audit and Investment (Chair)

#### Current Activities:

Mr. O'Bryan is an honorary Chair of CBRE Limited. He is Chair of the investment committee of BentallGreenOak and sits on BentallGreenOak's advisory board. Mr. O'Bryan also chairs the advisory board of Broccolini Corporation, and he is a member of the Institute of Corporate Directors.

#### Past Activities:

Mr. O'Bryan has over 40 years' experience in the real estate industry. He served on the Canadian board of directors of CBRE Limited where he was also a member of the Canadian executive management committee. Prior to joining CBRE Limited in 2008, Mr. O'Bryan was a Managing Director at TD Securities from 1998 to 2008. Mr. O'Bryan also served in the following roles: Chair of the board of trustees of Slate Office REIT, director of REALPAC, President of the National Association of Industrial and Office Properties, a member of the Appraisal Institute of Canada and the Royal Institution of Chartered Surveyors, and a trustee of the Urban Land Institute. He also sat on the advisory board of Al Ra'idah Investment Company, which manages real estate assets for the Public Pension Agency of Saudi Arabia. Mr. O'Bryan holds an honours degree in Estate Management from the University of Reading, United Kingdom and completed the Directors Education Program at the Institute of Corporate Directors at the University of Toronto.

#### Public Board Memberships During Last Five Years:

CT REIT	(2013 – Present)
Slate Office REIT	(2015 – 2020)

#### NUMBER OF TRUST UNITS AND DUs BENEFICIALLY OWNED, CONTROLLED OR DIRECTED (as at December 31, 2021)

YEAR	TRUST UNITS <sup>(1)</sup>	DUs <sup>(2)</sup>	TOTAL NUMBER OF TRUST UNITS AND DUs <sup>(3)</sup>	MARKET VALUE OF TOTAL NUMBER OF DUs <sup>(4)</sup>	MARKET VALUE OF TOTAL NUMBER OF TRUST UNITS AND DUs <sup>(4)</sup>
2021	27,923	54,071	81,994	\$936,510	\$1,420,136
2020	27,113	46,341	73,454	\$802,626	\$1,272,223
Change in 2021	810	7,730	8,540	\$133,884	\$147,913

#### UNIT OWNERSHIP GUIDELINES

**Have Unit Ownership Guidelines Been Met:** Yes (exceeds by \$1,232,636)





**Age: 41**  
**Ontario, Canada**

**Trustee since:**  
N/A

**2021 Voting Results:**  
N/A

**Committee**  
**Membership:** N/A

**Current Activities:**

Mr. Salsberg is President and Chief Operating Officer of CT REIT. On December 9, 2021, the REIT announced that Mr. Salsberg will succeed current Chief Executive Officer, Ken Silver, effective June 1, 2022.

**Past Activities:**

Prior to March 1, 2021, Mr. Salsberg was Chief Operating Officer of the REIT. From June 2016 to November 2019, Mr. Salsberg served as Senior Vice-President, Real Estate. Prior to June 2016, Mr. Salsberg served as Executive Vice-President and Chief Investment Officer of Plaza Retail REIT. Mr. Salsberg holds an Honours Bachelor of Science degree from Western University and a Master of Business Administration degree from the University of Ottawa.

**Public Board Memberships During Last Five Years:** None

**NUMBER OF TRUST UNITS BENEFICIALLY OWNED, CONTROLLED OR DIRECTED (as at December 31, 2021)**

YEAR	TRUST UNITS <sup>(1)</sup>	DUs	TOTAL NUMBER OF TRUST UNITS	MARKET VALUE OF TOTAL NUMBER OF TRUST UNITS <sup>(4)</sup>
2021	30,510	See Note 7	30,510	\$528,433

**UNIT OWNERSHIP GUIDELINES**

**Have Unit Ownership Guidelines Been Met:** N/A<sup>(7)</sup>

**KELLY SMITH**

Independent



**Age: 57**  
**Ontario, Canada**

**Trustee since:**  
2020

**2021 Voting Results:**  
99.34% in favour

**Committee**  
**Membership:** GCN and Investment

**Current Activities:**

Ms. Smith is an independent member of the Investment Committee for BRE Fund GP Inc., part of BMO's Merchant Banking Group. Ms. Smith is also an independent director of Starlight U.S. Residential Fund and Starlight U.S. Multi-Family Core Plus Fund.

**Past Activities:**

Ms. Smith has over 30 years of commercial real estate experience. Until January 2020, she was Chief Executive Officer of Strathallen Capital Corp., a fully integrated Canadian real estate management platform, focused on retail properties. Prior to joining Strathallen Capital Corp., Ms. Smith was President – Canada at Peaceable Street Capital, a United States based specialty finance platform operating in both Canada and the United States. Prior to the formation of Peaceable Street Capital, Ms. Smith was Managing Director, Canada Operations at Kimco Realty Corporation from 2008 to 2016, a public United States real estate investment trust and member of the S&P 500 with ownership of over 400 shopping centres. Ms. Smith holds both a Master of Business Administration degree and an Honours Bachelor of Arts degree from Western University and holds the ICD.D designation from the Institute of Corporate Directors at the University of Toronto.

**Public Board Memberships During Last Five Years:**

CT REIT	(2020 – Present)
Starlight U.S. Residential Fund, and Starlight U.S. Multi-Family Core Plus Fund	(2021 – Present)
Agellan Commercial REIT	(2017)

**NUMBER OF TRUST UNITS AND DUs BENEFICIALLY OWNED, CONTROLLED OR DIRECTED (as at December 31, 2021)**

YEAR	TRUST UNITS <sup>(1)</sup>	DUs <sup>(2)</sup>	TOTAL NUMBER OF TRUST UNITS AND DUs <sup>(3)</sup>	MARKET VALUE OF TOTAL NUMBER OF DUs <sup>(4)</sup>	MARKET VALUE OF TOTAL NUMBER OF TRUST UNITS AND DUs <sup>(4)</sup>
2021	2,000	8,126	10,126	\$140,742	\$175,382
2020	2,000	3,178	5,178	\$55,043	\$89,683
Change in 2021	0	4,948	4,948	\$85,699	\$85,699

**UNIT OWNERSHIP GUIDELINES**

**Have Unit Ownership Guidelines Been Met:** No

**Date by Which Unit Ownership Guidelines are to be Met:** May 5, 2025 (needs additional \$12,118)

**Notes:**

(1) As at March 15, 2022, Ms. Briant, Mr. Craig and Ms. Martini did not hold any Trust Units; Mr. Laidley held 8,000 Trust Units, Mr. McCann held 25,202 Trust Units, Mr. O'Bryan held 27,923 Trust Units, Mr. Salsberg held 30,510 Trust Units and Ms. Smith held 2,000 Trust Units. These figures do not include any distribution of Trust Units under the REIT's Distribution Reinvestment Plan paid in respect of these Trust Units in calendar 2022.

- (2) DUs and DU-related distribution equivalents vest immediately at the time of grant but are settled in Trust Units or, at the election of the participant, the cash equivalent only after termination of service from the Board. The “Change in 2021” amount reflects DUs earned in 2021 as well as monthly DU-related distribution equivalents paid in 2021.
- (3) None of the DUs have been paid out or distributed. See *Deferred Unit Plan for Trustees* on page 36 for details about the DU Plan.
- (4) The “at risk” value of the total number of Trust Units and DUs held by each trustee, as at December 31, 2021 and December 31, 2020, is calculated by reference to the closing price of the Trust Units on the TSX on December 31, 2021 (\$17.32).
- (5) Mr. Craig, as an employee of CTC, does not receive any compensation for serving as a REIT trustee, does not participate in the DU Plan and is not subject to the Trustee Unit Ownership Guidelines.
- (6) Mr. McCann was an executive officer of CTC until his retirement from that role effective March 2, 2020. Following his retirement, Mr. McCann was a strategic advisor to CTC until December 31, 2020. As such, Mr. McCann did not receive any compensation for serving as a REIT trustee in 2020, did not participate in the DU Plan during 2020 and was not then subject to the Trustee Unit Ownership Guidelines. For 2021, Mr. McCann elected to receive all of his Trustee compensation in cash.
- (7) Mr. Salsberg, as President and Chief Operating Officer, is not subject to the Trustee Unit Ownership Guidelines and does not participate in the DU Plan. Mr. Salsberg is subject to the REIT’s unit ownership guidelines for executives (“Executive Unit Ownership Guidelines”). As at December 31, 2021, Mr. Salsberg held 30,510 Trust Units with a market value as at December 31, 2021 of \$528,433 and 4,607 RUs (as defined on page 42) (rounded down to the nearest whole number) with a market value of \$79,793. Mr. Salsberg’s total equity position as at December 31, 2021 therefore equaled \$608,226. As at December 31, 2021, Mr. Silver, currently Chief Executive Officer, held 133,769 Trust Units with a market value as at December 31, 2021 of \$2,316,879 and 39,320 RUs (as defined on page 42) (rounded down to the nearest whole number) with a market value of \$681,022. Mr. Silver’s total equity position as at December 31, 2021 therefore equaled \$2,997,901. For more information on the unit ownership guidelines applicable to Messrs. Salsberg and Silver, see Executive Unit Ownership Guidelines on page 48.

## Additional Information

### Cease Trade Orders and Bankruptcies

Except as described below, no proposed trustee:

- (i) is, or within the last 10 years has served as a director or executive officer of any company that, during such service or within a year after the end of such service, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;
- (ii) is, or within the last 10 years has served as a director, chief executive officer or chief financial officer of any company that, during such service or as a result of an event that occurred during such service, was subject to an order (including a cease trade order or similar order or an order that denied access to any exemption under securities legislation), for a period of more than 30 consecutive days; or
- (iii) within the last 10 years has become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director.

Mr. Laidley was acting as a director of 2907160 Canada Inc. (formerly ProSep Inc.) (“ProSep”) from August 2008 until January 2014. On April 12, 2013, the Autorité des marchés financiers issued a management cease trade order restricting all trading in securities of ProSep by management and insiders of ProSep due to failure to file its annual disclosure documents within the prescribed time period. The management cease trade order was revoked on June 17, 2013. On October 28, 2013, ProSep filed for and obtained creditor protection under the *Companies’ Creditors Arrangement Act* (Canada). At the same time, the Superior Court of Quebec (Commercial Division) approved the sale of substantially all of ProSep’s assets to a third party. The distribution of ProSep’s liquidation proceeds was completed and ProSep was dissolved on January 15, 2014.

## Meeting Attendance

The table below lists the attendance of each trustee at Board meetings as well as meetings of the Board's committees (the "Committees") held during 2021.

- The Chair of the Board attends all Committee meetings by standing invitation.
- The CEO attends all Committee meetings by standing invitation.
- Every other trustee may attend meetings of a Committee of which he or she is not a member by invitation by the Chair of such Committee.

Trustee	Board <sup>(1)</sup>	Audit Committee <sup>(1)</sup>	GCN Committee <sup>(1)</sup>	Investment Committee	Total <sup>(2)</sup>
Heather Briant	7 of 7	5 of 5 (Invitee)	6 of 6 (Chair)	4 of 4	17 of 17
Gregory Craig <sup>(3)</sup>	4 of 4	3 of 3 (Invitee)	2 of 3 (Invitee)	2 of 2 (Invitee)	4 of 4
Gregory Hicks <sup>(4)</sup>	3 of 3	0 of 2 (Invitee)	0 of 3 (Invitee)	1 of 2	4 of 5
David Laidley	7 of 7 (Chair)	5 of 5	6 of 6	4 of 4 (Invitee)	18 of 18
Anna Martini	7 of 7	5 of 5 (Chair)	6 of 6	4 of 4 (Invitee)	18 of 18
Dean McCann	7 of 7	5 of 5 (Invitee)	6 of 6 (Invitee)	4 of 4	11 of 11
John O'Bryan	7 of 7	5 of 5	6 of 6 (Invitee)	4 of 4 (Chair)	16 of 16
Ken Silver	7 of 7	5 of 5 (Invitee)	6 of 6 (Invitee)	4 of 4 (Invitee)	7 of 7
Kelly Smith	7 of 7	5 of 5 (invitee)	6 of 6	4 of 4	17 of 17

### Notes:

- (1) The Board held five regularly scheduled meetings and two special meetings in 2021, one of which was a special joint meeting with the Audit and GCN Committees.
- (2) Meetings attended by a trustee as an invitee or a guest are not included in the total meetings attended by the trustee.
- (3) Mr. Craig was elected to the Board at the Annual Meeting of Unitholders held on May 11, 2021. Since Mr. Craig's election to the Board, Mr. Craig attended four Board meetings as a trustee, three Audit Committee meetings as an invitee, two GCN Committee meeting as an invitee and two Investment Committee meetings as an invitee.
- (4) Mr. Hicks did not stand for re-election to the Board at the Annual Meeting of Unitholders held on May 11, 2021.

## OUR APPROACH TO CORPORATE GOVERNANCE

### Corporate Governance Highlights

CT REIT is committed to sound corporate governance practices designed to promote strong oversight, accountability, independence and integrity. Management and the Board of Trustees regularly review the REIT's corporate governance policies and practices against the REIT's strategic direction, regulatory requirements, and evolving best practices and revise them, as necessary or appropriate, to ensure they remain comprehensive, relevant, effective and transparent.

#### Corporate Governance Highlights

✓	five of the eight (63%) trustees are independent	✓	we do not have a staggered Board – all of our trustees are elected annually
✓	women represent 37.5% of the Board and 60% of the independent trustees	✓	we have a governance framework for related party transactions which includes the review and, if appropriate, approval of such transactions by the independent trustees
✓	we have an independent Chair of the Board	✓	we have trustee and executive unit ownership guidelines
✓	all members of the Audit and GCN Committees are independent	✓	we disclose trustee equity holdings
✓	the Chair of the Board and CEO are separate offices	✓	our trustees are not overboarded; we limit the number of other public boards our trustees can serve on
✓	our CEO does not sit on any of the Committees	✓	we have no public company interlocking directorships / trusteeships
✓	<i>in camera</i> sessions without management present are held at every Board and Committee meeting	✓	we have a Code of Conduct (the "Code") that applies to all trustees, officers, employees and independent contractors
✓	our independent trustees meet <i>in camera</i> at every regularly scheduled Board meeting	✓	the Board mandate and Committee mandates are regularly reviewed to ensure that they remain current and appropriate
✓	the Board and Committees have full authority to retain independent external advisors	✓	the written position descriptions of the Board and Committee Chairs are regularly reviewed to ensure they continue to reflect the expectations and responsibilities of their roles
✓	the average tenure of our existing Board members is approximately 6.1 years	✓	we have formal Board, Committee, Chair of the Board and trustee assessment procedures
✓	we have individual (not slate) voting for trustees	✓	we have a formal trustee orientation process and provide ongoing trustee education

### The Role of the Board

CT REIT's Declaration of Trust provides that, subject to certain conditions, the trustees shall have full, absolute and exclusive power, control and authority over the REIT's property and affairs to the same extent as if the trustees were the sole and absolute legal and beneficial owners of the REIT's assets. In fulfilling their role, the trustees are to act honestly and in good faith with a view to the best interests of the REIT and its Unitholders and, in connection therewith, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

The Board of Trustees is responsible for the stewardship of the REIT. This role consists primarily of the duty to supervise the management of the business and affairs of the REIT and includes two key functions: decision-making and oversight. The decision-making function primarily involves overseeing and reviewing management's development of long-term strategic goals and fundamental policies, and to review and approve significant actions. The oversight function primarily consists of overseeing management's decisions, ensuring the REIT's systems and controls are adequate, implementing and maintaining appropriate policies, and overseeing compliance with the Declaration of Trust, including the REIT's investment guidelines and operating policies. The Board's mandate outlines its duties that support these key functions and reflects the importance of governance practices that promote accountability, responsibility, integrity, independence and transparency.

The Board also oversees significant matters and makes decisions relating to, among other things, strategic planning and objectives, capital planning, investment and funding strategy, planning for growth, both organic and by acquisition, succession planning, talent management, distributions, financial reporting and disclosure, fundamental policies and systems, the control environment, the management of enterprise risk and environmental, social and governance ("ESG") matters and initiatives.

A significant focus for our Board is the REIT's strategy. Throughout the year, the Board is actively involved in developing, approving and overseeing the implementation of the strategic plan. The Board continually monitors the strategic plan and regularly discusses key issues facing the REIT, its business and operations, the economic environment, business opportunities and risks that may impact the REIT's strategy, at regularly scheduled meetings. Any significant impacts or changes to the strategic plan may require a special meeting of the Board.

To allow the Board to focus on business and strategic issues and improve efficiency and decision-making, it has delegated certain of its duties to its Committees as more fully discussed under *Board Committees* on page 20. The Board also delegates its duty to manage the business and affairs of the REIT to management, which the Board oversees and holds accountable.

Our Board constructively challenges management with a view to achieving the best possible decision-making. It engages in meaningful discussion with management and uses reasonable efforts to ensure that major issues affecting the REIT are given the appropriate consideration. It is informed of the REIT's activities on an ongoing basis through Board and Committee meetings and reports from and discussion with management. Executive briefings and information sessions are provided to further educate the trustees on specific topics. Trustee education is further discussed under *Trustee Orientation and Continuing Education* on page 24.

## Governance Matters

The Board believes that overseeing the REIT's development, maintenance of, and approach to corporate governance is essential to its role. It is mindful that a "one size fits all" approach to corporate governance is often inappropriate for the unique circumstances of individual entities and believes that its policies and practices must adapt to changing business and regulatory environments. To that end, the GCN Committee conducts an annual review of legislative and regulatory developments and best practices in governance, including but not limited to, diversity (including gender diversity), skills and competencies matrices, term limits, majority voting, say-on-pay, ESG, climate change, unitholder proposals, and non-GAAP measures in executive compensation, including reporting thereon. The GCN Committee assesses those practices against those of the REIT and recommends to the Board for its approval corporate governance practices that align with the REIT's approach to governance.

The Board is committed to developing and adhering to strong corporate governance practices that continue to be enhanced, as required, to adapt to the REIT's business needs and respond to the evolving internal and external environments.

## Conflicts of Interest and Related Party Transactions

The Board, through the Audit Committee, is responsible for monitoring any potential or actual conflicts of interest. If a trustee or an officer is a party to a material transaction or agreement or a proposed material transaction or agreement with the REIT, or if a trustee or officer is a director/trustee or an officer of, or has a material interest in, any person who is a party to a material transaction or agreement or a proposed material transaction or agreement with the REIT, he or she is required to comply with the conflict of interest provisions of the Declaration of Trust, which require written disclosure to the REIT by the trustee or officer, or a request by the trustee or officer to have entered in the minutes of meetings of trustees the nature and extent of his or her interest. In addition, the Board is given an opportunity to discuss such agreements or transactions in the absence of the interested trustee. A trustee who has declared a conflict of interest cannot vote on the matter in which he or she has an interest.

The Board, after review by and upon recommendation from the GCN Committee, reviews and approves any material related party transactions, including those with CTC (or its affiliates). On an annual basis, the GCN Committee reviews its approval process for related party transactions to ensure that there is appropriate governance, monitoring and oversight over such transactions and to ensure the approval of such transactions complies with the requirements of the Declaration of Trust and applicable securities laws. The REIT's robust approval process for related party transactions includes the review of proposed property transactions by the Investment Committee, review of proposed financial arrangements by the Audit Committee and approval and oversight by the Board and the independent trustees. Where required pursuant to applicable securities laws and TSX requirements, a formal valuation under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* is done to ensure compliance with related party securities regulations.

The full text of the Board's formal mandate is attached as Appendix A.

## The Board in 2021

The Board continued to oversee the impacts of the COVID-19 pandemic on the REIT and the actions undertaken by management, including measures undertaken to protect the health and safety of the REIT's employees and tenants, as well as its tenants' customers and employees, and to assist those tenants facing financial hardship as a result of the pandemic.

A summary of the highlights of the Board's work in 2021, in addition to the above and its responsibilities with respect to strategic planning, financial reporting and disclosure matters, is set out below:

- *Succession Planning and Talent* – The Board reviewed succession and development plans for senior executives (being executives at the level of Senior Vice-President and above). Given its critical accountability for appointing the REIT's CEO, the Board also undertook important work on the promotion of the President and Chief Operating Officer to President and Chief Executive Officer in mid-2022 when the current CEO retires.
- *Growth Opportunities and Investments* – Throughout the year, and in the context of the continuing COVID-19 pandemic, the Board reviewed the REIT's progress in the execution of its investment plan, (including acquisitions, intensifications and developments), considered its growth opportunities (both organic and through acquisitions) and considered the implications of both the investment plan and growth strategies on its financial metrics and aspirations, capital allocation and governance framework.
- *Funding Plan* – The Board approved the renewal of the REIT's base shelf prospectus and considered various funding options for 2021 and 2022. In this regard, the Board also approved an offering of debentures for gross proceeds to the REIT of \$250 million and a subsequent redemption of debentures, both of which were completed in February 2022.
- *Distributions* – In overseeing the REIT's distribution policy, the Board approved an increase in the REIT's distributions, which it has done one or more times every year since its initial public offering.
- *Risk Management* – The Board, assisted by the Audit Committee, continued to monitor the REIT's risk universe, key risks and emerging risks, including continued oversight of the potential and actual impact of the COVID-19 pandemic on property operations and head office facilities and increasing cybersecurity threats. The Board also reviewed and approved the REIT's risk universe and key risks, as well as the REIT's Enterprise Risk Management Board Policy and framework, Financial Risk



Management Board Policy, Legal Risk Management Board Policy and Ethical Business Conduct Board Policy, including amendments thereto, as appropriate.

- *ESG Initiatives* – The Board continued to oversee the evolving development of the REIT's ESG framework and initiatives. In this regard, it received detailed updates on ESG at four of its five regularly scheduled Board meetings in 2021. For further information, see *Environmental, Social and Governance* on page 27.
- *Executive Compensation Plans and Programs* – The Board reviewed and approved the REIT's executive compensation plans and programs.
- *Trustee Performance* – The Board undertook the biennial assessments of the performance of the Chair of the Board and individual trustees (including as Committee members). See *Performance Assessments* on page 24.
- *New Trustee Nomination* – The Board's continued focus on strengthening its skill set resulted in the nomination of Mr. Gregory Craig for election to the Board at the Annual Meeting of Unitholders held on May 11, 2021.
- *Board and Committee Mandates* – The Board approved amendments to the Board of Trustees mandate, as well as the mandates of each of the Audit, GCN and Investment Committees in order to, *inter alia*, set out in more detail environmental, social and governance accountabilities.

The Board held five regular meetings and two special meetings in 2021. A portion of every meeting was held *in camera* without management present. At the regularly scheduled meetings, the Board also met *in camera* without the non-independent trustees present.

## Chair of the Board

The primary focus of the independent, non-executive Chair is to facilitate the effective performance of the Board in fulfilling the broad range of its responsibilities, including oversight of the business, strategic planning and succession planning. The Chair's goal is to create and maintain an effective Board culture and a productive Board dynamic at all times and in all situations. The Chair is also instrumental on matters of governance and maintaining ethical standards.

The Chair is responsible for establishing a strong relationship with the CEO so that they develop a shared context, agree on fundamental values and ethical standards, understand the accountabilities and boundaries of their respective roles, and engage in productive discussions on issues. The Chair is also responsible for strengthening and managing relationships among his colleagues on the Board, management, the CEO and CTC, the majority Unitholder, with the expectation that strong relationships, coupled with knowledge of the issues, can lead to better decision-making. The Chair facilitates collaborative and constructive relationships between the Board and management, creating a cooperative atmosphere where Board members are encouraged to openly discuss, debate and question matters presented to the Board.

The Chair works closely with the GCN Committee on Board renewal, matters related to Board and Committee composition, and the effective discharge of the Committees' mandates. The Chair is also involved in the consideration of the REIT's strategies, risks, current and anticipated priorities and succession planning for Board positions, including the recruitment of new trustees, the assessment of current trustees, and the determination of required skill sets on the Board at any given time having regard for the REIT's strategies, risks and priorities. The Chair also encourages and provides opportunities to the trustees to become more knowledgeable about the business of the REIT and issues it may face.

The Chair's specific duties include setting the agenda for Board meetings, in consultation with each Committee Chair, the CEO and other members of management, as appropriate, reviewing briefing materials in advance of them being sent to the Board and Committees, working to ensure trustees are being provided with timely and relevant information required to make informed decisions and to permit the Committees and the Board to discharge their respective duties and responsibilities, fostering ethical and responsible decision making by the Board, the Committees and individual Board members, and ensuring independent trustees meet in a separate *in camera* session at each regularly scheduled Board meeting. In addition to serving as a member of the Audit Committee and the GCN Committee, the Chair attends the Investment Committee meetings by standing invitation and consults regularly with Committee Chairs and with members of the Board.

## Expectations of Trustees

While the REIT expects that its trustees understand and comply with their legal obligations and the REIT's Code, the REIT's trustees are also expected to have a thorough understanding of the REIT's business, including the REIT's relationship with its majority Unitholder, demonstrate commitment to the long-term strategy and objectives of the REIT and appreciate the financial, competitive, risk, human resource and ESG implications of the REIT's strategies and transactions. In addition, the REIT's trustees are expected to attend and be prepared for all Board and Committee meetings.

## Board Committees

The Board has three Committees:

- Audit Committee;
- GCN Committee; and
- Investment Committee.

The Board has delegated a number of its approval responsibilities to its Committees, as permitted by the REIT's Declaration of Trust, in order to enable the Board to operate more efficiently and permit it to spend more time on strategic issues. All matters approved by the

Committees are reported to the Board and it is always within the prerogative of the Board to approve, veto, amend or change any approval made by a Committee.

Every trustee may attend the meetings of a Committee either by invitation or at the discretion of the Chair of such Committee. The CEO does not serve on any Committee but regularly attends, by standing invitation, and participates at each of the Committee meetings.

Each Committee has provided a report summarizing its duties under its mandate and setting out highlights from its activities during 2021. See pages 29 to 35.

## Mandates and Position Descriptions

The Board has approved mandates for the Board and the Committees. The Board and each Committee reviews its mandate and work plan on a regular basis to ensure that it has fulfilled all of its responsibilities under its mandate. Any proposed amendments to Committee mandates are reviewed by the applicable Committee itself and recommended to the Board for approval. The mandates are regularly reviewed to ensure they remain current and appropriate, taking into consideration changes in the REIT's strategy as well as applicable regulatory requirements and best practices. To this end, a review of the Board's and each Committee's mandate was undertaken and completed in 2021, and any amendments thereto were approved by the Board.

The Board has also approved written position descriptions for the Chair of the Board and the Chair of each Committee. In addition, a written position description is in place for the CEO, whose objectives are approved annually by the Board and form part of his mandate on a year-to-year basis.

The mandates and the position descriptions for the Chair of the Board and the Chair of each Committee are available on CT REIT's website at [www.ctreit.com](http://www.ctreit.com). Select *Corporate Governance* under the *Investors* tab.

## Independence of the Board

The Board is comprised of a majority of trustees who are independent (five of eight or 63%) within the meaning of applicable Canadian securities laws. The Board is led by an independent, non-executive Chair. Each Committee is chaired by an independent Chair. Having an independent board is one of the ways the REIT ensures that the Board is able to operate independently of management and to make decisions in the best interests of the REIT.

### Criteria for Assessing Independence

Our assessment of whether a trustee is independent begins with the identification of any relationships that could, in the view of the Board, reasonably be expected to interfere with the exercise of the trustee's independent judgment. That analysis is augmented, where required, to ensure compliance with certain presumptive standards under applicable Canadian securities laws, including eligibility for service on the Audit Committee under National Instrument 52-110 – *Audit Committees* ("NI 52-110").

The assessment of trustee independence has been delegated to the GCN Committee. Information concerning personal and business relationships between each trustee and the REIT is collected through a comprehensive annual questionnaire and a review of trustee biographies, which is then used by the GCN Committee in its assessment and determination of trustee independence.

By way of example, any trustee who is a member of management of the REIT or who is an employee or officer of CTC (or has been in the last three years) is not considered to be independent. Furthermore, the existence of any commercial, charitable, industrial, banking, consulting, legal, accounting or other business relationship that may exist between the REIT and any trustee, including an entity on which such trustee serves as a trustee/director, executive officer, partner or managing director, or occupies a similar position, is generally considered to be one that could reasonably be expected to interfere with the exercise of the trustee's independent judgment if the aggregate annual sales or billings from the entity to the REIT, or from the REIT to the entity, in the most recently completed financial year, exceeds a percentage of that entity's consolidated gross revenues, as determined by the Board. The applicable threshold to be used in each case is a matter of judgment and other relevant factors may be taken into consideration in determining whether the relationship is one that could reasonably be expected to interfere with the exercise of the trustee's independent judgment.

### Determinations of Independence

When assessed against the above criteria, the GCN Committee determined that all of the proposed trustees are independent, within the meaning of applicable Canadian securities laws, except for Messrs. Craig, McCann and Salsberg:

- Mr. Craig is the Executive Vice-President and Chief Financial Officer of CTC and as such is not an independent trustee.
- Mr. McCann was a strategic advisor to CTC until December 31, 2020; prior to that role, he was the Executive Vice-President and Chief Financial Officer of CTC until his retirement from that role on March 2, 2020, and as such is not an independent trustee.
- Mr. Salsberg is the President and Chief Operating Officer of the REIT and as such is not an independent trustee.

### Independent Chair of the Board

Mr. Laidley is the non-executive Chair of the Board and is an independent trustee. He is responsible for providing the necessary leadership to enable the effective performance of the Board. The role of the Chair is more fully described under *Chair of the Board* on page 20.

## Independence of Committees

All Committees, except the Investment Committee, are comprised of independent trustees within the meaning of applicable Canadian securities laws. The Investment Committee is comprised of three independent trustees and one trustee who is not independent; Mr. McCann was a strategic advisor to CTC until December 31, 2020. Each Committee is chaired by an independent Chair and all members of each Committee are residents of Canada.

Applicable Canadian securities law requires the Board to have an Audit Committee comprised of trustees, each of whom must be independent (as determined under NI 52-110) and financially literate. The Board has determined that each of the members of the Audit Committee is independent and financially literate within the meaning of NI 52-110.

## Additional Independence Mechanisms

The Board enhances its independence by conducting *in camera* sessions without management present. These sessions take place at each Board and Committee meeting, including any special meetings thereof, and are conducted by the Chair of the Board and the Chair of each of the Committees, as applicable. The Board held five regularly scheduled and two special meetings in 2021, and at each of these meetings an *in camera* session was held without management present. The independent trustees also meet *in camera* without the non-independent trustees at each regularly scheduled Board meeting. At each of the five regularly scheduled Board meetings in 2021, the independent trustees met *in camera* without the non-independent trustees present.

In addition, to ensure access to independent advice, each Committee may engage external advisors, at the expense of the REIT, having particular expertise for purposes of fulfilling its mandate.

## Board Renewal

The Declaration of Trust provides that the Board shall consist of a minimum of seven and a maximum of nine trustees, a majority of whom (including the Chair) are independent under Canadian securities laws and a majority of whom are Canadian residents. Assuming all Board nominees are elected at the Meeting, the Board will consist of eight trustees, a majority of whom (including the Chair) are independent under Canadian securities laws and all of whom are Canadian residents.

The Declaration of Trust grants CTC certain nomination rights in respect of nominating trustees for election to the Board which are more fully described under *About the Proposed Trustees* on page 11. At present, CTC has the right to nominate three trustees for election to the Board. CTC exercises its nomination rights by submitting its nominees to the GCN Committee.

The GCN Committee is tasked with reviewing and recommending trustee nominees to the Board, including trustees nominated by CTC. Messrs. Craig, McCann and Salsberg are CTC's three nominees for election as trustees of the Board at the Meeting.

In guiding its Board renewal process, the GCN Committee engages in the ongoing evaluation of the changing skills and experience that the REIT requires, as well as the competencies and skills of existing trustees. It considers changes to the REIT's strategies, risks, current and anticipated priorities, succession planning for key Board positions and the composition of the Board. When determining the competencies, skills, and personal qualities it should seek in new Board members, the GCN Committee reviews the composition and diversity of the Board and the strengths and skills of its existing members in relation to the evolving needs and strategies of the REIT, together with the competencies and skills it considers necessary for the Board, as a whole, to possess. The GCN Committee and the Chair of the Board consult with their fellow trustees and with their extensive networks to identify appropriate potential candidates for the Board. The GCN Committee also maintains a list of qualified candidates for appointment or election as trustees of the Board except for trustees nominated by CTC.

The GCN Committee reviews prospective nominees' qualifications under the Declaration of Trust, applicable laws, regulations and rules. Nominees are selected on a merit basis and for qualities such as integrity and ethics, business judgment, independence, business or professional expertise and experience, knowledge and appreciation of public company issues, board experience and, specific skills and expertise or experience that would complement those already represented on the Board, giving due regard to the benefits of diversity and the needs of the Board and the REIT. As part of this process, the GCN Committee reviews each candidate's biographical information and relevant prior achievements, assesses each candidate's suitability and sufficiency of time to devote to the Board, and considers the results of due diligence reviews. As part of the selection process, the CEO is kept informed about potential candidates and, as appropriate, arrangements are made to have potential candidates meet with the CEO, the Chair of the Board, members of the GCN Committee and other members of the Board. This process allows the Board to gain reasonable assurance that the requisite breadth of relevant experience is represented on the Board.

## Diversity

### Board Diversity

CT REIT is committed to having a talented and dedicated Board that possesses the skills, expertise and experiences required at any given time. The Board is committed to a merit and talent-based system for Board composition which values diverse perspectives, ideas, competencies and experiences and seeks to maintain these values when assessing Board composition or identifying potential candidates for appointment or election to the Board. As such, when assessing Board composition or identifying suitable candidates for appointment or election to the Board, the REIT assesses the candidates on merit-based criteria having regard to the existing and future needs of the Board.

The REIT has not adopted a written policy relating to the identification and nomination of trustees who are members of a designated group, as defined under the *Canada Business Corporations Act*, or a target regarding the representation of designated groups on its Board because it believes that a less formulaic approach to board composition, together with a rigorous search for qualified candidates,

has and will continue to best serve the REIT. Although the Board is conscious of its diversity, and considers this factor in its selection process, this factor alone is not determinative of the Board's selection process. In 2021, the REIT surveyed the trustees to determine the number and proportion of individuals that self-identify as belonging to one or more of the designated groups. Participation in the survey is voluntary and, as such, the results represent only those individuals who elected to participate and may not be entirely representative of the designated groups on the Board. The REIT currently has three trustees, including the Chair of the Audit Committee and the Chair of the GCN Committee, that have identified as female, or 37.5% of the eight trustees and 60% of the independent trustees. No trustee has identified as being a visible minority, an aboriginal person or a person with disabilities. Three women are proposed for election at the Meeting, representing 37.5% of the proposed trustees.

## Executive Diversity

CT REIT's senior executive team is comprised of individuals at the level of Senior Vice-President and above, two of whom are women. With respect to "executive officers" (as such term is defined in National Instrument 51-102 – *Continuous Disclosure Obligations* of the Canadian Securities Administrators), there is one female "executive officer", representing 33% of the REIT's executive officers. No executive officer has identified as being a visible minority, an aboriginal person or a person with disabilities. The REIT will continue to follow a balanced approach in identifying the factors to be considered when determining the composition of its senior executive team.

The REIT has not adopted a written policy with respect to targets regarding the representation of designated groups in "executive officer" positions. The REIT believes that diversity is an important consideration in determining the makeup of its senior executive team; however, it is only one of a number of merit-based factors (including talent, experience, expertise, leadership capabilities, innovative thinking and strategic agility, among others) that are considered in selecting the best candidates for senior executive positions within the REIT.

The following chart sets out the number and percentage of trustees, "executive officers" and senior executive team members who are women as at March 31, 2022.

	Number	Percentage
<b>Women on Board of Trustees</b>	3 of 8	37.5%
<b>Women in Executive Officer Positions</b>	1 of 3	33.3%
<b>Women in Senior Executive Positions</b>	2 of 4	50.0%

## Term Limits

The REIT values the experience and continuity provided by its trustees and does not have a mandatory age for retirement of trustees or a policy that would require a trustee to retire after a fixed period of tenure. The REIT views term limits and formal retirement ages as arbitrary in that they can serve to restrict experienced and valuable Board members from service.

The experience of longer serving trustees helps navigate the complex and critical issues that can face a growing entity and has guided management's approach to the REIT's business, operations and strategy. In this context, the experience of the longer serving trustees can be valuable to Unitholders. The REIT believes that balancing the combination of longer serving trustees who have a history and understanding of the REIT's business, including how it has developed and evolved since its initial public offering in 2013, with newer trustees with different experiences, allows the Board to have the benefit of experience while also being exposed to fresh perspectives and ideas. The REIT believes that the ongoing evaluation of the changing skills and experience that are required of the Board, together with the Board's performance assessment process, facilitates appropriate Board renewal. The average tenure of the current trustees is approximately 6.1 years, represented as follows: five of these trustees have served since the initial public offering in 2013, one has served for less than four years, one has served for less than two years and one less than a year. In addition, Mr. Salsberg is being proposed as a trustee nominee for election to the Board at the Meeting and, if elected, will replace Mr. Silver who has served since 2013. In our view, a fluid, needs-focused approach to Board renewal is far more effective than a formulaic approach comprised of rigid and prescribed rules relating to term limits.

## Position on Majority Voting

CT REIT has not adopted a majority voting policy with respect to the election of trustees by the Unitholders. The REIT relies on an exemption from the majority voting requirements of the TSX. Such exemption is available to listed issuers that are controlled by a security holder that beneficially owns, or controls or directs, directly or indirectly, voting securities carrying 50% or more of the voting rights for the election of trustees as of the applicable record date. CTC holds a 68.9% effective interest in the REIT and as such, a majority voting policy would not have a meaningful effect on the election of trustees by Unitholders as CTC can affect the election of such trustees with its votes alone. Notwithstanding the availability of the foregoing exemption, the REIT periodically reviews and considers its position on adopting a majority voting policy. The current process for electing trustees complies with CT REIT's Declaration of Trust, securities laws and TSX rules.

## Interlocking Directorships/Trusteeships

There are no public entity interlocking directorships/trusteeships among the proposed trustees. An “interlocking” directorship/trusteeship exists when two or more trustees of the Board are also fellow board members of another publicly traded entity.

## Service on Other Public Company Boards

The REIT recognizes that the Board can benefit when a trustee also serves on the board of another entity. However, as trustees are expected to devote sufficient time and energy necessary to fulfill their duties as members of the Board, a trustee’s acceptance of additional positions as a corporate trustee/director of other public company boards is subject to the GCN Committee’s review.

The Board has adopted an Overboarding Policy regarding service by its trustees on other public company boards, which provides as follows: (i) each professional trustee/director shall serve on no more than four public boards (including the Board); (ii) each trustee who is a full-time employee or partner, or holds a similar full-time position, shall serve on no more than two public boards (including the Board); and (iii) each trustee who is a part-time employee or partner, or holds a similar part-time position, shall serve on no more than three public boards (including the Board), in each case, outside of the directorship/trusteeship that such trustee may hold with his or her company or firm. Trustees are required to provide written notice to the Chair of the GCN Committee before accepting a directorship/trusteeship position on a public board. The Board recognizes that there may be circumstances in which it is appropriate to make an exception to the policy; however, any exception to the policy requires the approval of the GCN Committee. Each proposed nominee for election to the Board at the Meeting complies, and will continue to comply if elected, with the REIT’s Overboarding Policy.

## Trustee Orientation and Continuing Education

### Trustee Orientation

To maintain reasonable assurance that any new trustee will engage in a comprehensive orientation process and that all trustees are provided with continuing education opportunities, the GCN Committee ensures that each new trustee has an orientation session and is provided with a comprehensive manual containing information on the REIT’s business, its organization, the role of the Board and its Committees and trustees and such other materials about the REIT as he or she may request. The Chair of the Board meets with each proposed new trustee. Trustees are provided the opportunity to meet with the CEO and senior executives of the REIT and CTC management, who provide services to the REIT under the services agreement among the REIT, the Partnership and CTC dated October 23, 2013 (the “Services Agreement”) and/or the property management agreement among the Partnership, CTC and a subsidiary of CTC dated October 23, 2013 (the “Property Management Agreement”).

### Continuing Education

The Chair of the Board both initiates educational opportunities and responds to trustees’ requests for Board education on an ongoing basis to ensure that trustees are continually made aware of issues facing the REIT. The Chair provides each trustee with the opportunity to attend any conference, seminar, course or other educational experience, which is intended to expand the trustees’ knowledge, skills and abilities as trustees and to ensure their knowledge and understanding of the real estate investment trust industry remains current. The Chair also arranges for educational presentations and materials by management and external parties. Trustees receive in-depth presentations in the context of Board and Committee meetings that not only assists them in discussing the issues to be addressed and decisions to be made at such meetings, but also educates them on important matters relevant to the REIT and its business. The Board also receives periodic updates on significant economic, legal, capital market, ESG and real estate industry developments that may impact the REIT and a library of articles and publications on a broad range of topics, including governance, risk management, strategy development, ESG topics, as well as general industry trends is maintained on the Board’s electronic portal for their information.

In 2021, the Board and its Committees received, *inter alia*, presentations on ESG matters, including an ESG materiality assessment and parameters of a proposed climate risk assessment, cyber security and corporate governance developments.

The table below outlines the continuing education provided to Trustees in 2021:

Educational Session/Program	Date	Participants
CIBC Real Estate Virtual Conference	April 6, 2021	Dean McCann
Trustee Education Session: An ESG Discussion	June 17, 2021	All Trustees
Cybersecurity Update	August 9, 2021	All Trustees
Trustee Education Session: Canadian Tire Retail Overview	October 14, 2021	All Trustees
Real Estate Forum	December 1-2, 2021	Dean McCann, John O'Bryan and Kelly Smith

## Performance Assessments

The GCN Committee has a formal process for assessing the effectiveness and contributions of the Board, the Committees, the Chair of the Board and individual trustees (including in their capacity as Committee members). The assessments are conducted using an online



assessment tool which provides the respondent the opportunity to assess the Board, a Committee, the Chair of the Board or an individual trustee (including in their capacity as a Committee member), as the case may be, on a numeric rating scale as well as provide written commentary to encourage more candid and constructive feedback.

## **Assessment of the Board and Board Committees**

Assessments of the Board's performance and the Committees' performance are conducted concurrently every two years, alternating from the year in which the individual trustees' assessments (including in their capacity as Committee members) are held. The trustees are asked to complete an online survey and rate the Board's performance based on criteria which addresses, among other things, the Board's composition and practices, relationship with management, oversight of the REIT's strategy, financial reporting and internal controls and CEO succession and performance. Trustees are also asked to evaluate the performance and effectiveness of each of the Committees on which they serve based on criteria which address, among other things, Committee composition, practices, relationship with the Board and management, and the performance and fulfilment of such Committee's responsibilities under its mandate.

A composite report of the results of the Board assessment is reviewed by the Chair of the GCN Committee who reviews and reports to the GCN Committee and the Board on the overall results of the Board assessment, highlighting any constructive feedback provided through written remarks. Each Committee Chair reports to their respective Committee on the results of their Committee assessment. The Chair of the GCN Committee then reports to the Board on the results of all Committee assessments.

The results of the Board and Committee assessments are used to identify areas for improvement of Board and Committee performance. In 2020, Board and Committee performance assessments were conducted using the online survey. In addition to identifying opportunities for improvement, the assessment findings were considered in relation to the Board's and each Committee's review of their respective mandates in 2021.

The next Board and Committee performance assessments are scheduled for 2022.

## **Assessment of Trustees**

Assessments of the performance of individual trustees (including in their capacity as Committee members) are conducted every two years, alternating from the year in which the Board and Committees' assessments are held. The trustees are asked to complete an online survey and rate the performance of their fellow Board members (including in their capacity as Committee members) based on criteria expected of an effective trustee and Committee member. The CEO and the Chair of the Board are not evaluated as part of this assessment as they are evaluated annually under separate processes.

A composite report of the results of the individual trustee performance assessment is reviewed by the Chair of the GCN Committee who then reports to the GCN Committee and to the Board on the results of the assessments.

The results of the individual trustee performance assessments are one of the factors taken into account by the GCN Committee and the Board when considering the nomination of incumbent trustees for re-election to the Board, and in determining the membership of Committees.

In 2021, performance assessments of the individual trustees (including in their capacity as Committee members) were conducted. The assessment findings were considered by the Chair of the GCN Committee and the Chair of the Board in their assessment of the composition of the Board and the strengths of the trustees as a part of the ongoing process of determining the competencies, skills, and personal qualities the Board should seek in the proposed trustee nominees.

The next individual performance assessments are scheduled for 2023.

## **Assessment of the Chair of the Board**

The performance of the Chair of the Board is assessed annually. The trustees are asked to complete an online survey and rate the performance of the Chair of the Board based on criteria which address, among other things, how well the Chair has led the Board in fulfilling its mandate, has promoted, supported and encouraged the Board's standards and fulfilled his duties as set out in the Chair's position description.

A composite report of the results of the Chair of the Board assessment is reviewed by the Chair of the GCN Committee with the Chair of the Board. A report is then provided by the Chair of the GCN Committee to both the GCN Committee and the Board.

The GCN Committee regularly reviews the processes for evaluating the Board, the Committees, the Chair of the Board and individual trustees (including in their capacity as Committee members) to ensure their continued effectiveness.

## **Our Approach to Stakeholder Engagement**

### **Unitholder Engagement Process**

We believe that a transparent process for considering Unitholder inquiries and proposals should foster a trusted relationship with the investment community. Accordingly, we have instituted the following procedures which will ensure that management and the Board consider and respond to all Unitholder concerns in a disciplined manner that is consistent with the REIT's governance practices and Unit ownership structure:

- Unitholders are requested to direct their inquiries and proposals to the Head of Investor Relations, CTC.
- In the ordinary course, Unitholder inquiries and proposals are addressed by management in accordance with the REIT's disclosure policy.

- In the event a Unitholder requests to speak to an independent trustee, and provided that the subject of the request relates to certain matters listed below, the Chair of the Board may be asked to represent the REIT in responding to the inquiry in accordance with the REIT's disclosure procedures. No other trustees are to engage directly with Unitholders unless they are specifically asked to do so by the CEO or the Chair of the Board.
- Those matters that may be directed to the Chair of the Board for response include Board governance practices, executive performance, executive compensation, trustee evaluations and Board and Committee composition and qualifications as well as any other matter that the CEO and the Chair of the Board believe may be perceived as more credibly answered by the Board than by management. Should a Unitholder wish to contact the Board directly, they can send an email to [board.chair@ctreit.com](mailto:board.chair@ctreit.com).

In addition to the foregoing process, the Board relies on management and CTC's investor relations function to bring to the Board's attention any issues or concerns which may arise during the REIT's ongoing Unitholder outreach initiatives to which the Board should respond.

## 2021 Unitholder Initiatives

Our Unitholder outreach initiatives in 2021 included:

- holding quarterly conference calls to review quarterly results, which are open to everyone and offer analysts the opportunity to ask questions directly to management;
- periodic reports delivered by the CEO to the board of directors of our majority Unitholder;
- periodic reports delivered by the CEO and/or CFO of our majority Unitholder to the Board;
- virtual meetings and calls with institutional investors, institutional sales teams, retail brokers and Unitholders to address topical issues and the business of the REIT; and
- holding regular investor meetings, presentations at investor conferences and issuing comprehensive disclosure documents which, together, allows us to effectively communicate the state of the REIT's business and manage stakeholder communications.

## 2021 Other Stakeholder Initiatives

In 2020 and 2021, the COVID-19 pandemic had an impact on the Canadian and global economies and on the business and operations of the REIT, including its tenants and its tenants' business. Throughout the pandemic, it has been important to the REIT to maintain open lines of communication with CTC, its most significant tenant, to properly address the REIT's response to COVID-19. The REIT also proactively engaged with and provided assistance to its tenants facing financial hardship through rental deferrals and abatements on an "as needed" basis, and by participating on certain tenants' behalf in the Canada Emergency Commercial Rent Assistance program and the Canada Emergency Rent Subsidy program.

Over the next year, the REIT expects to continue to actively engage with Unitholders, including its majority Unitholder, tenants and other stakeholders with a view to obtaining and responding to any feedback received.

## Enterprise Risk Management

The Board and its Committees are mandated with oversight accountabilities with respect to the development and implementation by management of a comprehensive Enterprise Risk Management ("ERM") Policy and Framework that appropriately define the REIT's approach to effective risk management, a key priority for the Board and management. The foundation of the REIT's ERM Framework is a governance approach that includes a comprehensive set of policies that, together with the REIT's constituting documents, require the identification, assessment, monitoring, mitigation and reporting on the REIT's key and emerging risks. The REIT's ERM Framework is designed to provide an integrated approach to the management of risks in a disciplined manner to safeguard the REIT's reputation, support the achievement of the REIT's growth strategy and objectives, preserve and enhance Unitholder value, and to support business planning and operations by providing a cross-functional perspective to risk management, integrated with strategic planning and reporting processes. The ERM Framework has been calibrated to allow management to make calculated business decisions that are consistent with the overall risk management strategy and risk appetite of the REIT.

The REIT defines a key risk as one that alone, or in combination with other interrelated risks, could have a significant adverse impact on the REIT's reputation, financial position, ability to effectively operate, and/or ability to achieve its strategic objectives. The Board's role in this regard is to review reports from management on the key risks associated with the REIT's business and operations, approve policies that govern the REIT's key risks and review management's implementation of systems to mitigate and manage these risks and any material deficiencies in the operation of these systems.

While the Board is ultimately responsible to oversee risks facing the REIT, the Audit Committee assists the Board with its oversight of the REIT's enterprise risk management processes. The Audit Committee reports quarterly to the Board on management's assessment of key risks, risk ratings and mitigation plans (where appropriate), and makes recommendations to the Board regarding any changes to the ERM Policy and Framework, risk appetite statement and other policies that govern the REIT's risks. The Board, assisted by the review by the Audit Committee, approves policies that govern the key risks of the REIT and reviews management's implementation of systems and controls to manage these risks and any deficiencies in the operation of these systems and controls.

In 2021, the REIT's ERM activities included a review of the REIT's ERM Policy, which contains its ERM Framework, risk appetite statement, risk universe and five key risks to the REIT, namely, external economic environment, key business relationship, financial, legal and regulatory compliance and operations, as well as quarterly risk-related reporting.

Additional information on the REIT's ERM Framework and risks is included in section 4 of CT REIT's Annual Information Form for the year ended December 31, 2021 (the "AIF") and all subsections thereunder and in section 12 of CT REIT's Management's Discussion and

Analysis for the year ended December 31, 2021 ("MD&A"), both of which are available on the REIT's website at [www.ctreit.com](http://www.ctreit.com) and on our profile on SEDAR at [www.sedar.com](http://www.sedar.com).

## **Environmental, Social and Governance**

CT REIT's strategic imperatives are rooted in being Canada's premier net lease real estate investment trust. As a real estate investment trust with triple-net leases, including with our most significant tenant and majority Unitholder, CTC, it is crucial that our position and strategy in relation to ESG topics align with that of CTC, as well as reflect those matters that are most relevant to the REIT's other stakeholders.

As a critical pillar of the REIT's strategy, ESG areas of focus are grounded in our commitment to limit our environmental impact, invest in our employees, contribute to Canadian communities where our properties are located, and conduct our business honestly and with integrity, including in dealings with investors, tenants, suppliers, community members and other stakeholders, with a view to strong and transparent governance practices.

In 2021, the REIT conducted a materiality assessment to identify, refine and prioritize the ESG topics that may impact our business and are important to our key stakeholders. The results of the assessment have informed our strategy and priorities which continue to align with CTC. This alignment with CTC, which prides itself on being an integral part of Canadian communities, with a strong commitment to improving environmental and social outcomes for Canadians, communities and the planet, is reflected in the ongoing development of the REIT's ESG strategy and its pursuit of initiatives to meet its own commitment.

### **Environmental**

As a net lease real estate investment trust, our portfolio is primarily comprised of properties leased to CTC under long-term triple-net leases where CTC is generally responsible for maintaining the property and implementing environmentally responsible practices, including related to building design. CT REIT, together with CTC, is committed to environmental sustainability.

In furtherance of its commitment to environmental sustainability, the REIT collaborates with CTC, its largest tenant, in the development and execution of sustainability initiatives benefiting properties within the REIT's portfolio. Such initiatives include designing more sustainable processes and buildings when developing, re-developing or intensifying its properties that, for example, reduce energy usage, water usage and greenhouse gas emissions and use more sustainable materials.

CT REIT has been working to understand and mitigate the effects of climate change on its business. In connection therewith, in 2021 it conducted a separate climate change risk assessment to understand the REIT's property portfolio's exposure to physical climate hazards and gain insights into the potential strategic and financial impacts of such climate-related risks.

### **Social**

The REIT participates in a number of programs and initiatives that address its relationship with its employees, tenants and their customers, and the communities in which it does business. Such programs and initiatives support areas such as: employee engagement measured through independent employee engagement surveys, diversity, health and safety, tenant engagement and charitable giving.

#### ***Diversity and Inclusion***

CT REIT is committed to an equitable and inclusive culture that represents our people, our tenants and their customers, and the communities in which our properties are located across the country. This commitment is supported by CTC's Diversity, Inclusion and Belonging ("DIB") strategy that serves to foster an environment where belonging thrives, and inclusive and equitable practices are infused into all aspects of organizational functions and actions. The DIB strategy and implementation plans are supported by a series of Employee Resource Groups in which CT REIT participates. These groups help ensure that the DIB strategy is integrated into the day-to-day operations of CTC, including CT REIT.

In connection with its partnership with Ryerson University and Ted Rogers School of Management described below, the REIT intends to offer internship opportunities to recipients of its diversity in real estate annual award.

#### ***Community***

CT REIT supports a variety of social causes, with the largest single beneficiary being Canadian Tire Jumpstart Charities ("Jumpstart"), an independent organization which has been assisting Canadian families overcome the financial and accessibility barriers to sport and play for their kids since 2005. In 2021, as part of its partnership with Jumpstart to support the construction of inclusive play spaces within some of the communities where our properties are located, CT REIT committed \$100,000, payable over two years, to an inaugural project being a new multisport court and inclusive splash pad located in Welland, Ontario.

CTC stores also invest heavily in local programs that help Canadian communities thrive, and are dedicated to initiatives that promote healthy, active living, including encouraging participation in physical activity, sports, and outdoor living. Furthermore, as a company with strong roots in communities across Canada, CTC is committed to helping get necessary products to locations impacted by emergencies. By working closely with Dealers, the Red Cross, local officials and emergency task forces, CTC and the REIT support response and relief activities.

In addition to its support of CTC initiatives, the REIT provides continuing support to other causes and organizations. In 2021 CT REIT committed to a five-year partnership with Ryerson University and the Ted Rogers School of Management which will create an annual real estate award to recognize two full-time Real Estate Management students who self-identify as Black, Indigenous, or People of Color and demonstrate academic excellence and leadership through involvement in the community. The primary goal of the award is to encourage

diversity, lower barriers and support emerging leaders within the commercial real estate industry through a combination of financial support, internship, and mentorship.

## Governance

CT REIT's governance practices are designed to maintain high standards of oversight, accountability, integrity, and ethics while promoting sustainable long-term growth and Unitholder value.

The Board oversees the REIT's strategies, including ESG strategy, and risk management practices. The Board has delegated oversight of environmental matters to its Investment Committee, and Board governance, human capital management and diversity, inclusion and belonging matters to its GCN Committee. In 2020, the REIT established a Sustainability Committee, a cross functional committee comprised of executives from CT REIT and CTC, to oversee the REIT's sustainability strategy implementation and provide guidance on sustainability initiatives that benefit the REIT and may also benefit CTC.

The REIT's management of risks, including with respect to environmental and social matters, is supported by its policy framework. The REIT is subject to policies and operating directives to address issues of importance to its stakeholders, including with respect to environmental, enterprise risk management, ethical conduct, health and safety, privacy, cybersecurity, and other matters. Each such policy sets out accountabilities for managing compliance as well as escalation and other procedures.

For more information on the REIT's ESG programs and practices, please see Section 2.12 of the AIF, which is available on our website at [www.ctreit.com](http://www.ctreit.com) and on our profile on SEDAR at [www.sedar.com](http://www.sedar.com).

## Ethical Conduct

To encourage and promote a culture of ethical business conduct, the Board has approved an Ethical Business Conduct Policy, pursuant to which the REIT has established the Code.

The REIT's Code, which was updated in 2019, formally addresses the ethical business standards and expectations of the REIT's trustees, officers, employees, consultants and contractors in relation to compliance with laws and commitment to integrity, honesty and respect when dealing with each other, business partners and communities.

The Board has approved the Code, a copy of which may be obtained, without charge, by contacting the REIT's Corporate Secretary office at CT Real Estate Investment Trust, 2180 Yonge Street, Toronto, Ontario M4P 2V8 or by email at [corporate.secretary@ctreit.com](mailto:corporate.secretary@ctreit.com). The Code is also available on the REIT's website at [www.ctreit.com](http://www.ctreit.com) and on our profile on SEDAR at [www.sedar.com](http://www.sedar.com). The Code contains an explanation of how the REIT monitors compliance with the Code.

Upon joining the REIT and annually thereafter, each trustee, officer and employee of the REIT must acknowledge that they have read, understood and will commit to abide by the standards and expectations set out in the Code. The REIT has also implemented biennial training on the Code. External consultants and contractors engaged to provide services to the REIT are expected to demonstrate an understanding and compliance with the standards and expectations set out in the Code.

The REIT's senior leadership team is accountable for ensuring that the Code is implemented and that all violations are reported in a manner consistent with the requirements of the Code. A business conduct compliance program has been established, which provides a compliance mechanism for the Code including:

- the confidential receipt, retention and handling of complaints and concerns received by the REIT regarding accounting, internal accounting controls or auditing matters; and
- the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

With the approval of the Board, management has, through the Services Agreement with CTC, retained the services of CTC's Triangle Ethics Office which is responsible for managing the business conduct compliance program, including:

- overseeing the receipt, retention, investigation and resolution of complaints and concerns related to breaches of the Code and providing regular reports thereon to the General Counsel; and
- managing a business conduct hotline and web reporting service that is operated by a third-party service provider.

Management provides an update to the Audit Committee on all reported violations of the Code, if any, and their dispositions on a quarterly basis.

## COMMITTEE REPORTS

Each of our Committees has prepared a report that includes an overview of its responsibilities and provides highlights of their work in 2021.

### Audit Committee Report

The Declaration of Trust provides that the Audit Committee shall consist of at least three trustees, all of whom are to be independent and unaffiliated with CTC and financially literate within the meaning of NI 52-110. The Audit Committee consists of three trustees, all of whom are persons determined by the REIT to be both independent trustees and unaffiliated with CTC, and to be financially literate within the meaning of NI 52-110. All of the Audit Committee members are residents of Canada.

The following report has been approved by the members of the Audit Committee: Anna Martini (Chair), David Laidley and John O'Bryan.



**Anna Martini**  
Chair



**David Laidley**



**John O'Bryan**

### Responsibilities

The following is a summary of the responsibilities of the Audit Committee. For a full description of the Audit Committee's responsibilities, see the Audit Committee mandate which is available on our website at [www.ctreit.com](http://www.ctreit.com).

The Audit Committee assists the Board in overseeing the REIT's quarterly and annual financial statements, earnings press releases, other public disclosure of material financial information, and other financial reporting obligations as required by applicable laws and regulations. As part of this process, the Audit Committee: (i) reviews major issues regarding the appropriateness of the REIT's accounting policies and principles, as well as key estimates, judgments and reserves, including reviewing key matters relating to amendments to regulatory and accounting developments impacting the REIT's financial statements and reporting; (ii) recommends to the Board the appointment of the external auditor and its remuneration; (iii) reviews the external auditor's audit plan and their performance, monitors the external auditor's independence, approves non-audit services where appropriate and reviews the results of the external audit, including any internal control issues identified during the course of the audit; (iv) reviews reports on the REIT's compliance with its financial covenants set out in various documents; (v) reviews reports on the CEO and CFO certification process to ensure it is kept current and operates effectively; (vi) reviews and approves the internal auditor's annual audit plan and reviews the reports issued by the internal auditor during the year, as well as the adequacy and appropriateness of management's actions in response to internal audit reports; (vii) reviews regular reports from management and others on the REIT's compliance with laws and regulations having a material impact on the REIT's financial statements and financial condition; and (viii) reviews reports on tax compliance matters and legislative tax developments.

The Audit Committee also assists the Board in overseeing the REIT's ERM Policy and Framework, including recommending to the Board the REIT's key risks and overseeing the review thereof on a periodic basis, reviewing and reporting to the Board on the adequacy of the ERM Policy and Framework with respect to appropriately identifying, assessing, monitoring, managing and reporting on the REIT's key risks, and annually reviewing the adequacy of insurance coverage maintained by the REIT.

The Audit Committee reviews and recommends to the Board for its approval a code of conduct and the process for monitoring compliance with and communication of the Code to the REIT's employees and trustees.

The Audit Committee reviews regular reports with respect to the REIT's compliance with all Board-level policies that manage financial risk and any corporate operating directives issued under such policies. In addition, the Audit Committee reviews and recommends proposed changes to Board level policies managing financial risk, enterprise risk, legal risk, as well as ethical business conduct and financial reporting.

## 2021 Highlights

Highlights of the work performed by the Audit Committee in 2021, as part of or in addition to its responsibilities under its mandate, include:

✓	overseeing the assessment of the performance of the REIT's external auditor;
✓	reviewing the "five-year" external auditor assessment process intended to primarily focus on the audit firm, its independence and the application of professional skepticism as compared to the annual assessment which focuses on the engagement team, their independence and objectivity and annual quality of work;
✓	overseeing the process for the mandatory rotation of the REIT's lead audit partner at Deloitte commencing in Q1 2022;
✓	reviewing a separate engagement for Deloitte to conduct an ESG materiality assessment of the REIT;
✓	reviewing a separate engagement for Deloitte to conduct a climate risk assessment of the REIT;
✓	overseeing the REIT's disclosure with respect to COVID-19 and its impact on the REIT's operations and financial results;
✓	reviewing National Instrument 52-112 – <i>Non-GAAP and Other Financial Measures Disclosure</i> and its potential impact on the REIT's disclosure;
✓	receiving reports on the REIT's CEO and CFO certification process to ensure it is kept current and operating effectively;
✓	reviewing and recommending to the Board, where appropriate, amendments to the Ethical Business Conduct Board Policy, the Financial Risk Management Board Policy, the Enterprise Risk Management Board Policy, and the Legal Risk Management Board Policy;
✓	receiving reports on the management of the REIT's financial risks, including compliance with its financial covenants and the Financial Risk Management Board Policy;
✓	monitoring cybersecurity noting that it remains an area of focus given the general threat landscape and the need to remain diligent in managing cyber risk through a defence-in-depth approach;
✓	reviewing the status of the enterprise-wide human capital management project;
✓	monitoring and reviewing various components of the REIT's funding plan on a quarterly basis;
✓	reviewing the extension of the REIT's bank credit facility until September 2026;
✓	reviewing and recommending to the Board the renewal of the REIT's base shelf prospectus;
✓	reviewing and recommending to the Board the terms and parameters of a debenture offering and a subsequent redemption of debentures, both of which were completed in February 2022;
✓	reviewing the process for and the valuation of the REIT's investment properties;
✓	reviewing reports on tax compliance matters;
✓	reviewing the REIT's major insurance policies, including the key terms thereof, and management's 2021-2022 insurance renewal strategy;
✓	conducting an annual review of the expenses of the Chair of the Board and the CEO; and
✓	reviewing and recommending to the GCN Committee amendments to the Committee mandate.



## Auditor's Fees

The table below shows the fees that Deloitte received for services for the years ended December 31, 2021 and December 31, 2020, respectively.

<b>Auditor's Fees</b>	<b>2020</b>	<b>2021</b>
Audit fees <sup>(1)</sup>	\$604,670	\$602,530
Audit-related fees <sup>(2)</sup>	\$5,744	\$7,377
Tax fees <sup>(3)</sup>	\$2,115	\$3,500
All other fees <sup>(4)</sup>	\$0	\$120,000
<b>Total</b>	<b>\$612,529</b>	<b>\$733,407</b>

**Notes:**

- (1) These fees relate to annual audit and interim review services, security filings and translation services provided for financial statements, MD&A, AIF and interim reports. 2020 fees also include fees relating to the REIT's conversion of its methodology for property valuations.
- (2) These fees relate to Canadian Public Accountability Board (CPAB) participation.
- (3) These fees relate to sales tax compliance and advisory services in 2020 and 2021.
- (4) These fees relate to ESG and climate risk engagements in 2021.

## Additional Information

Additional information about our Audit Committee, as required by NI 52-110, is contained in the AIF, which is available on our website at [www.ctreit.com](http://www.ctreit.com) and on our profile on SEDAR at [www.sedar.com](http://www.sedar.com).

## Governance, Compensation and Nominating Committee Report

The Declaration of Trust provides that the GCN Committee shall consist of at least three trustees, a majority of whom are to be independent trustees and unaffiliated with CTC. The GCN Committee is comprised of four trustees, all of whom are persons determined by the REIT to be independent trustees and unaffiliated with CTC. All of the GCN Committee members are residents of Canada.

The following report has been approved by the members of the GCN Committee: Heather Briant (Chair), David Laidley, Anna Martini and Kelly Smith.



**Heather Briant**  
Chair



**David Laidley**



**Anna Martini**



**Kelly Smith**

### Responsibilities

The following is a summary of the responsibilities of the GCN Committee. For a full description of the GCN Committee's responsibilities, see the GCN Committee mandate which is available on our website at [www.ctreit.com](http://www.ctreit.com).

The GCN Committee assists the Board in overseeing the REIT's approach to corporate governance, including its policies and practices, with the objective of ensuring that such policies and practices continue to be comprehensive, relevant, effective and transparent. The GCN Committee also oversees the REIT's ESG plans, policies, practices and initiatives, and reviews periodic ESG reports from management. Where appropriate, it recommends to the Board the REIT's public disclosure and reporting relating to ESG. The GCN Committee monitors emerging trends, risks, issues and regulatory matters relating to the foregoing corporate responsibilities, including the REIT's performance against relevant external indices and benchmarks. On an ongoing basis and pursuant to its mandate, the GCN Committee, among other things: (i) reviews the evolving strategies, risks and priorities of the REIT against the skills and criteria required in individual trustees and the Board as a whole; (ii) maintains an evergreen list of prospective trustee nominees; (iii) recommends proposed trustees to the Board for approval as nominees having regard for the REIT's strategies, risks, current and anticipated priorities and succession planning for key Board positions; (iv) recommends to the Board the appointment of the Chair of the Board and the Chair and members of each of the Committees; (v) recommends the criteria for evaluating the independence of trustees and assesses their independence against those criteria; (vi) recommends the process for assessing the performance of, and reviews the results of, the Board, the Committees, individual trustees (including in their capacity as Committee members) and the Chair of the Board; (vii) evaluates the adequacy of the Board mandate, position descriptions of the CEO, Chair of the Board and Chair of each Committee; (viii) reviews and evaluates processes for trustees' orientation and education activities; and (ix) reviews the ongoing relationship between the Board and management. The GCN Committee also approves the REIT's process for reviewing related party transactions. On an ongoing basis, the GCN Committee monitors regulatory requirements, developments and best practices with a view to continually improving the Board's corporate governance standards and ESG practices.

The GCN Committee is responsible for monitoring, reviewing on a biennial basis and recommending to the Board the form and amount of trustees' remuneration. In addition, the GCN Committee reviews compliance with and the adequacy of the Trustee Unit Ownership Guidelines. For more information, please see *Trustee Compensation* on page 36.

The GCN Committee annually reviews and reports to the Board on the assessment and advancement of senior management and succession, including identifying emergency replacement candidates for executive officers and other senior executives (being executives at the level of Senior Vice-President and above) for whom emergency replacements are critical to the REIT. In this regard, the GCN Committee also periodically reviews the related appointment process for executive officers to determine effectiveness in achieving diversity. The GCN Committee reviews and recommends to the Board the appointment and principal employment terms of the CEO and any changes thereto, his annual performance objectives and, in consultation with the Chair of the Board, conducts an annual assessment of the CEO's performance. The GCN Committee reviews and recommends to the Board the appointment and principal employment terms, and any changes thereto, of any senior executive. The GCN Committee reviews the annual performance objectives of senior executives and the CEO's assessment thereof. The GCN Committee also reviews the salaries of senior executives on an annual basis to ensure competitiveness with the external market.

The GCN Committee assists the Board in overseeing the REIT's executive compensation programs, including compensation design, plans, policies, procedures and practices. On an ongoing basis and pursuant to its mandate, the GCN Committee, among other things: (i) reviews and recommends to the Board the REIT's executive compensation philosophy; (ii) reviews the adequacy and competitiveness of the design of the REIT's executive compensation plans; (iii) recommends the performance objectives of, and the form and amount of compensation for, senior executives to the Board for approval; and (iv) reviews compliance with, and the adequacy of, the REIT's Executive Unit Ownership Guidelines. The GCN Committee also reviews and recommends to the Board the REIT's incentive plans for executives including any amendments thereto and it oversees grants and payouts under such plans, as well as the adjudication of matters impacting such payouts. For more information, please see *Executive Compensation* on page 39.

## 2021 Highlights

Highlights of the work performed by the GCN Committee in 2021, as part of or in addition to its responsibilities under its mandate, include:

✓	considering and reviewing the methodology for trustee selection and succession planning, including the REIT's trustee skills matrix;
✓	identifying and considering potential trustee candidates based on the GCN Committee's evaluation of the evolving skills and experience required on the Board, having regard for the Board's diversity, strategies and current and anticipated priorities;
✓	as part of the Board's continuous renewal process, recommending to the Board the nomination of Gregory Craig for election at the REIT's 2021 Annual Meeting of Unitholders;
✓	approving the process for and overseeing the performance assessments of the Chair of the Board and individual trustees (including as Committee member);
✓	receiving reports from the Corporate Secretary on corporate governance and regulatory developments and overseeing the REIT's implementation of any new practices as a result of such developments;
✓	reviewing and approving the process used by the REIT to review related party transactions;
✓	reviewing and recommending to the Board the performance objectives for the CEO, as well as reviewing and providing its assessment of the CEO's performance against his objectives;
✓	reviewing and recommending to the Board the performance objectives of the senior executives, as well as reviewing and providing its assessment of the CEO's assessment of their individual performance against their objectives;
✓	overseeing management's development approach and plans for senior executives as well as succession planning for senior executives, including the CEO;
✓	overseeing the retirement of the current CEO to occur on May 31, 2022 and the related promotion of the President and COO to President and CEO, including the negotiation of the terms of the related agreements;
✓	reviewing and recommending to the Board approval of the REIT's executive compensation plans and programs, including the compensation philosophy and peer group;
✓	reviewing and recommending to the Board approval of the short-term incentive compensation plan awards and long-term incentive plan grants and payouts to senior management;
✓	reviewing and recommending to the Board the short-term incentive plan adjudication matters;
✓	evaluating the findings of a market review of the REIT's remuneration of its trustees and recommending to the Board approval of changes in trustee compensation as deemed appropriate;
✓	reviewing and recommending to the Board the governance portions and the compensation discussion and analysis section of the REIT's Management Information Circular;
✓	reviewing the methodology and results of a REIT employee engagement survey;
✓	reviewing the findings of a review of CT REIT's Unit Ownership Guidelines (UOG) policy, market practices and current level of ownership for senior executives, and recommending amendments thereto for Board approval; and
✓	reviewing and recommending to the Board amendments to the mandates of the Board and each of the Committees, with a focus on oversight and monitoring of ESG matters.

## Investment Committee Report

The Declaration of Trust provides that the Investment Committee shall consist of at least three trustees, a majority of whom are to be independent trustees and unaffiliated with CTC. The Investment Committee is comprised of four trustees, a majority of whom are persons the REIT has determined to be independent trustees and unaffiliated with CTC. All of the Investment Committee members are residents of Canada.

The following report has been approved by the members of the Investment Committee: John O'Bryan (Chair), Heather Briant, Dean McCann and Kelly Smith.



**John O'Bryan**  
Chair



**Heather Briant**



**Dean McCann**



**Kelly Smith**

### Responsibilities

The following is a summary of the responsibilities of the Investment Committee. For a full description of the Investment Committee's responsibilities, see the Investment Committee mandate which is available on our website at [www.ctreit.com](http://www.ctreit.com).

The Investment Committee assists the Board in overseeing the REIT's investment plan and property portfolio. On an ongoing basis and pursuant to its mandate, the Investment Committee, among other things: (i) reviews and recommends to the Board for approval investment policies, and monitors the application of and compliance with such policies; (ii) reviews and monitors the performance of the REIT's portfolio of real estate investments based on benchmarks that it adopts; (iii) reviews proposed investments (including acquisitions, developments, intensifications and dispositions and the nature of consideration paid, including capital allocation and funding arrangements) on behalf of the REIT and recommends such investments, if appropriate, to the Board for approval; and (iv) reviews and reports to the Board on material aspects of post-acquisition financial analysis.

In addition, the Investment Committee oversees the REIT's environmental management program and environmental compliance policy and the REIT's compliance with such program and policy. In this regard, the Investment Committee has oversight over the REIT's environmental sustainability plans, including: (i) reviewing the REIT's environmental sustainability reporting (in coordination with the GCN Committee) and monitoring the REIT's progress towards achieving related targets (if any), goals and/or commitments, (ii) receiving and reviewing periodic reports on the REIT's environmental practices and initiatives, and (iii) monitoring emerging trends, risks, issues and regulatory matters relating to environmental sustainability. The Investment Committee also oversees the REIT's Sustainability Committee's environmental sustainability initiatives. For further information, see *Environmental, Social and Governance* on page 27.

### 2021 Highlights

Highlights of the work performed by the Investment Committee in 2021, as part of or in addition to its responsibilities under its mandate, include:

✓	assessing and recommending to the Board, where appropriate, potential investments;
✓	reviewing and recommending related party lease amendments;
✓	conducting a review of the performance of the REIT's property investments in 2020;
✓	reviewing status reports on development activities within the REIT's property portfolio and monitoring the progression thereof;
✓	reviewing updates on the Canada Square redevelopment and recommending to the Board approval of the Amended and Restated Co-Owners Agreement, Development Agreement and Property Management Agreement;
✓	reviewing and recommending to the Board amendments to the REIT's Environmental Compliance Board Policy; and
✓	overseeing the REIT's environmental management program and related remediation activities;

✓	reviewing the REIT's investment guidelines and operating policies under the Declaration of Trust; and
✓	reviewing and recommending to the GCN Committee amendments to the Committee mandate.

## TRUSTEE COMPENSATION

CT REIT's trustee compensation program is designed to attract and retain qualified and committed trustees, appropriately reward them for their time commitment and contributions and align their interests with the interests of Unitholders and with the REIT's objectives.

The GCN Committee is responsible for monitoring, reviewing at least every two years, and recommending to the Board for approval, the form and amount of trustees' remuneration to ensure that it is commensurate with the responsibilities and risks assumed by trustees, reflects the time commitment required to serve on the Board, and is competitive with other real estate investment trusts which are comparable, in terms of CT REIT's size and complexity. In this regard, after reviewing the REIT's Chair of the Board and trustee compensation relative to the REIT's peer group, adjusting for differences in compensation structure and other relevant factors, the Chair of the Board and trustee annual retainers were increased from \$97,500 and \$55,000 to \$110,000 and \$62,500, respectively, effective as of October 1, 2021. Consistent with the policy for determining executive compensation, the median compensation levels for CT REIT's comparator group were used for comparison purposes.

### Trustee Fees

A trustee, who is not an employee or officer of CT REIT or CTC, is compensated for his or her services through a combination of retainers and attendance fees. Trustee compensation is paid in cash or may be received in DUs, at the option of each trustee. Trustees are also reimbursed for travel and other expenses they incur to attend Unitholder, Board and Committee meetings.

The tables below list the fees our trustees (including the Chair of the Board) were entitled to receive during 2021. The CEO and those trustees who were employees or officers of CTC in 2021 did not receive any of these fees.

Annual Retainer	Amount	Meeting Fees <sup>(1)(2)(3)</sup>	Amount
Chair of the Board	\$110,000 <sup>(4)</sup>	Board Meeting	\$1,500
Trustees	\$62,500 <sup>(4)</sup>	Audit Committee	\$1,750
Audit Committee Chair	\$15,000	Investment Committee and GCN Committee	\$1,500
GCN Committee Chair	\$10,000	Travel Fees <sup>(5)</sup>	\$1,500
Investment Committee Chair	\$10,000		

#### Notes:

- (1) Meeting fees are payable to trustees who attend in person and virtual format meetings.
- (2) Meeting fees are not payable to trustees who attend meetings of Committees of which they are not members.
- (3) Trustees who participate in telephone meetings of less than 60 minutes will receive the following fees: Board meeting (\$750), Audit Committee meeting (\$875), GCN Committee meeting (\$750) and Investment Committee meeting (\$750).
- (4) The Chair of the Board and trustee annual retainers were increased from \$97,500 and \$55,000 to \$110,000 and \$62,500, respectively, effective as of October 1, 2021.
- (5) Only applicable when travel time for a round-trip to attend a meeting is more than four hours.

### Deferred Unit Plan for Trustees

Each trustee, who is not an employee or officer of the REIT or CTC, is eligible to participate in the DU Plan, pursuant to which a trustee may elect to receive all or part of his or her annual retainer, meeting fees and additional compensation (including travel fees, if applicable), which are paid quarterly, in DUs. The DU Plan allows trustees to participate in the long-term success of the REIT and promotes greater alignment of interests between trustees and Unitholders.

Under the DU Plan, DUs are credited quarterly to each participating trustee's account. The number of DUs is calculated by dividing the cash amount the trustee elects to receive in DUs by the volume weighted average trading price ("VWAP") of the Trust Units on the TSX for the five trading days immediately preceding the date on which the DUs are credited. Additional DUs are automatically credited to a participating trustee's account when the REIT pays a distribution to Trust Unitholders, which is calculated by multiplying the number of DUs in the trustee's account on the record date for the payment of such distribution by the amount of the distribution paid per Trust Unit, and dividing that amount by the VWAP of a Trust Unit on the TSX for the five trading days immediately preceding the distribution payment date for such distribution.

All DUs and DU-related distribution equivalents are vested at the time of the grant but are settled in Trust Units or, at the election of the participant, the cash equivalent, only after termination of service with the REIT.

A trustee who has elected to participate in the DU Plan may change or revoke his or her election for such fiscal year (and subsequent fiscal years) by providing written notice to the Trust.

The Board may suspend, terminate or, subject to receipt of any requisite regulatory approval, make certain amendments to the DU Plan without Unitholder approval. Such amendments may include amendments of a housekeeping nature, the addition of or a change to the vesting provisions of a DU or the DU Plan, a change to the termination provisions of a DU or the DU Plan, amendments to reflect changes to applicable securities laws, and amendments to ensure that the DUs granted under the DU Plan will comply with any provisions respecting income tax and other applicable laws.



Unitholder approval is required for the following amendments to the DU Plan: (i) amendments to the expansion of the categories of persons eligible to participate in the DU Plan; (ii) amendments to the definition of market price under the DU Plan, which is used to, among other things, calculate the number of DUs issuable to, and distributions in respect of DUs payable to, a participant in the DU Plan; (iii) amendments which may permit DUs to be transferable or assignable other than for normal estate settlement purposes; (iv) amendments to increase the aggregate number of Trust Units reserved for issuance under the DU Plan or the Restricted Unit Plan for Executives (the "RU Plan for Executives"); (v) amendments to the amendment provision; and, (vi) any amendment required to be approved by the Unitholders under applicable law (including the rules of the TSX).

In the event of a change of control of the REIT, the Board may make such provision for the protection of the rights of participants in the DU Plan as the Board, in its discretion, considers appropriate in the circumstances, including, without limitation, accelerating or conditionally accelerating the date on which a DU is exchanged for a Trust Unit, or providing or conditionally providing for substitute rights in the continuing entity.

The DU Plan also contains customary provisions in respect of adjustments to or reorganization of the capital structure of CT REIT. The DUs are not transferrable or assignable by a trustee other than by testamentary disposition or the laws of descent and distribution.

For more information on the maximum number of Trust Units issuable pursuant to the DU Plan, the number of DUs outstanding and the number of DUs remaining for future grants, each as at December 31, 2021, and participation limits applicable to insiders of CT REIT, please see *Restricted Unit Plan for Executives* on page 46.

## Trustee Unit Ownership Guidelines

The REIT's Trustee Unit Ownership Guidelines are designed to: ensure that trustees' interests are aligned with those of the Unitholders, demonstrate that trustees are financially committed to the REIT through personal unit ownership, and promote the REIT's commitment to sound corporate governance. Under the guidelines, each trustee, other than the CEO (who is subject to the Executive Unit Ownership Guidelines) and the trustees who are employees or officers of CTC, is required to accumulate at least three times the value of the annual trustee retainer (which, as at the REIT's fiscal year end for 2021, was \$187,500), in Trust Units or DUs, or a combination thereof, by the fifth anniversary of a trustee's initial appointment or election to the Board, or by the fifth anniversary of a trustee ceasing to be an employee of the REIT, CTC or any of their subsidiaries, as applicable. The value of Trust Units and/or DUs required to meet the Trustee Unit Ownership Guidelines, as at the date at which they are required to be met, is calculated as the greater of: (i) the acquisition cost of the Trust Units and/or the value of the DUs at the time the DUs were credited to the trustee's account; or (ii) the market value of such Trust Units and DUs based on the closing Trust Unit price on the TSX on the last day of the calendar quarter prior to each trustee's guideline achievement date.

A trustee who does not meet the required investment under the Trustee Unit Ownership Guidelines upon his or her election or appointment to the Board is required to receive at least 50% of the annual trustee retainer in DUs or, at the trustee's discretion, to purchase Trust Units equal in value to at least 50% of the annual trustee retainer. If a trustee has accumulated the required investment amount under the Trustee Unit Ownership Guidelines, he or she will receive the entire annual trustee retainer in cash or DUs, or any combination thereof, at the trustee's option.

If the annual trustee retainer is increased, trustees who met the guideline on the fifth anniversary of becoming a trustee but would not meet the guideline on the effective date of the increase in the retainer are required to increase their investment. The amount of the required increase in investment is the difference between three times the new annual trustee retainer and the value of the trustee's holdings as at the fifth anniversary of becoming a trustee or of a trustee ceasing to be an employee of the REIT, CTC or any of their subsidiaries, as applicable, which amount must be accumulated by the date that is two years after the effective date of the increase.

For more information on the REIT's unit ownership guidelines applicable to the CEO, see *Executive Unit Ownership Guidelines* on page 48.

## Trustees' Hedging Policy

Under the Trustee Unit Ownership Guidelines, trustees are prohibited from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars, or units of exchange funds that are designed to hedge or offset a decrease in the market value of equity securities granted as compensation or held, directly or indirectly, by trustees.

## 2021 Trustee Compensation Table and Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets out the compensation that CT REIT paid to its trustees (other than trustees who are employees or officers of the REIT or CTC) during the year ended December 31, 2021 under the compensation arrangements described above. The table also shows a breakdown of the 2021 “Fees Earned” as between amounts paid in cash and/or DUs. Messrs. Craig, Hicks and Silver did not receive any compensation for serving as REIT trustees in 2021. There are no other option-based awards or other non-equity incentive plan compensation paid to trustees.

The table also provides information regarding the DUs that were granted to each trustee (including distributions made on DUs) during the year ended December 31, 2021. DU grants are awarded at the end of each fiscal quarter and vest immediately. See *Deferred Unit Plan for Trustees* on page 36 for details of the DU Plan, including information related to distributions on DUs.

Name <sup>(1)</sup>	Fees Earned <sup>(2)</sup> (\$)	All Other Compensation <sup>(3)</sup> (\$)	Total (\$)	Allocation of Fees Earned		Unit-based awards (DUs) – Value granted during the year <sup>(5)</sup> (\$)
				Amount of Fees paid in Cash (\$)	Amount of Fees received in DUs <sup>(4)</sup> (\$)	
Heather Briant	89,375	–	89,375	–	89,375	105,233
David Laidley	124,125	–	124,125	–	124,125	191,740
Anna Martini	95,375	–	95,375	–	95,375	145,950
Dean McCann	72,625	–	72,625	72,625	–	–
John O'Bryan	89,625	–	89,625	–	89,625	130,235
Kelly Smith	79,375	–	79,375	–	79,375	83,530
<b>Total</b>			<b>550,500</b>			

### Notes:

- (1) Mr. Silver did not receive compensation for serving as a trustee in 2021. Mr. Silver's compensation for serving as CEO during the year ended December 31, 2021 is included in the *Summary Compensation Table* on page 50. Effective March 1, 2021, Mr. Silver ceased to hold the office of President in connection with Mr. Salsberg's appointment to President and Chief Operating Officer. Mr. Hicks, who served as President and CEO of CTC, and Mr. Craig, who served as Executive Vice-President and Chief Financial Officer of CTC, did not receive any compensation for serving as trustees in 2021.
- (2) Fees earned include the aggregate annual retainer and meeting fees.
- (3) No travel fees were paid to trustees in 2021.
- (4) All trustees who receive compensation for serving as a trustee, with the exception of Mr. McCann, elected to receive all of their cash compensation in DUs.
- (5) Under the DU Plan for trustees, all DUs vest immediately at the time of grant but are settled in Trust Units or, at the option of the participant, the cash equivalent, only after termination of service with the REIT. The value of DUs granted in 2021 was determined, in respect of each DU grant, by multiplying the number of such DUs granted to the trustee by the five-day VWAP of Trust Units on the TSX prior to and including the last business day before the applicable date of grant. All amounts include DUs awarded for monthly distribution equivalents based on the total number of DUs held by a trustee on the applicable record date. For more information, see *Deferred Unit Plan for Trustees* on page 36.

# EXECUTIVE COMPENSATION

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# Compensation Discussion and Analysis

## Introduction

The Board and the GCN Committee are committed to ensuring that our compensation philosophy, plans and programs are appropriate, support the REIT's ability to achieve its strategic objectives and are effective in attracting, retaining and motivating a skilled team of executives to maximize Unitholder value. The REIT is committed to ensuring that its approach to compensation is explained fully and clearly. This Executive Compensation section in this Circular provides details of the REIT's compensation plans and the processes and decisions that underlie them.

In this Compensation Discussion and Analysis ("CD&A"), we discuss the compensation programs applicable to CT REIT executives at the level of Senior Vice-President and above ("Executives"), which includes our Named Executive Officers ("NEOs"), as well as provide details of the compensation awarded to our NEOs in respect of the 2021 fiscal year. This CD&A is intended to provide Unitholders with a description of the processes and decisions involved in the design, oversight and payout of the REIT's compensation programs for the Executives for the 2021 fiscal year.

## Named Executive Officers

The NEOs during fiscal 2021 were as follows:

- Ken Silver, CEO<sup>(1)</sup>
- Lesley Gibson, Chief Financial Officer ("CFO")
- Kevin Salsberg, President and Chief Operating Officer ("COO")<sup>(2)</sup>

### Note:

(1) Mr. Silver ceased to hold the office of President effective March 1, 2021 in connection with Mr. Salsberg's appointment to President and Chief Operating Officer.

(2) Mr. Salsberg was appointed as President and COO of the REIT effective March 1, 2021.

## Compensation Governance

### Role of the GCN Committee in Executive Compensation

The GCN Committee's approach to compensation is based on the Board's desire to build and retain a skilled leadership team that acts in the best interests of the REIT and maximizes Unitholder value. To that end, the REIT is just as focused on attracting and retaining highly skilled management, identifying high performers and developing top talent, as it is in designing a compensation structure that rewards employees for their contributions to the success of the REIT.

The GCN Committee, together with the Board, carefully considers both qualitative and quantitative measures in the compensation decisions it makes. The GCN Committee annually reviews and recommends to the Board the REIT's compensation philosophy and design of its executive compensation programs, including evaluating individual executive compensation for our Executives (for example, annual base salary and short and long-term incentive plan designs and payouts). The goal is to create compensation practices that attract, develop and retain outstanding talent in a manner that, while not exposing the REIT to undue risk, motivates our management to create long-term sustainable value.

The GCN Committee also oversees succession planning for Executives, including the review and recommendation to the Board of the appointment and principal employment terms of the Executives.

### Composition of the GCN Committee

The current members of the GCN Committee are set out below together with a description of the experience of each member that is relevant to the performance of his or her responsibilities on the GCN Committee. The Board believes that the GCN Committee collectively has the knowledge, experience and background required to fulfill its mandate.

#### **Heather Briant**

Ms. Briant's experience that is relevant to her responsibilities in compensation matters includes her previous roles as Senior Vice-President, Human Resources of Cineplex Inc. where she was responsible for all aspects of the human resources function, including talent selection, development and succession planning, total and executive compensation, and human resources governance and reporting, and as Vice-President, Corporate Human Resources at CTC. Ms. Briant also serves as the Chair of Freshii Inc.'s compensation, nomination and governance committee and as the Chair of the human resources and compensation committee of Ross Video Limited. Prior to her retirement, Ms. Briant held the CHRE executive designation from the Human Resources Professionals Association.

#### **David Laidley**

Mr. Laidley's experience that is relevant to his responsibilities in compensation matters includes his role as Chair of Deloitte from 2000 to 2006. In addition, he previously served on the governance committee of Aimia Inc. and the compensation committee of EMCOR Group Inc.

#### **Anna Martini**

Ms. Martini's experience that is relevant to her responsibilities in compensation matters includes her role as Chief Financial Officer of Groupe CH which operates Club de Hockey, Canadien Inc., Bell Centre – Place Bell, Spectra and evenko, and her role on the board of directors of Transcontinental Inc. where she is a member of the human resources and compensation committee. Ms. Martini was also

President of Group Dynamite Inc. from 2004 to 2017 and served as a member of the human resources and compensation committee of Velan Inc. from 2008 to 2013.

### **Kelly Smith**

Ms. Smith's experience that is relevant to her responsibilities in compensation matters include her role as Chief Executive Officer of Strathallen Capital Corp. in 2018 and 2019 and her role as Managing Director, Canada Operations of Kimco Realty Corporation from 2008 to 2016.

### **Role of Management in Compensation Decisions**

Pursuant to the Services Agreement, CTC's Vice-President, Human Resource Solutions, with the oversight of CTC's Executive Vice-President and Chief Human Resources Officer assists the CEO in developing and presenting to the GCN Committee recommendations and supporting material and analysis pertaining to talent and executive compensation. In addition, they work with the Chair of the GCN Committee to plan the related GCN Committee meeting agendas and prepare presentations for meetings of the GCN Committee. From time to time, management may retain external consultants to provide advice on executive compensation.

The CEO is invited to attend all regular meetings of the GCN Committee and consults on compensation recommendations except as such recommendations relate specifically to his own compensation.

An *in camera* session, during which management is not in attendance, is held during each GCN Committee meeting.

### **Role of Independent Compensation Advisors**

The GCN Committee may, at its discretion, engage an independent compensation consultant to provide independent advice, compensation analysis and other information to support the GCN Committee. To date, the GCN Committee has not retained an independent consultant or advisor to assist them in determining compensation for any of the Executives.

## **Executive Compensation Philosophy, Competitive Benchmarking and Risk**

### **Executive Compensation Philosophy**

The objective of the REIT's executive compensation program is to attract, motivate and retain an outstanding leadership team and to align rewards with business results and individual performance. The REIT's approach is to encourage management to make decisions and take actions that will create long-term sustainable growth resulting in long-term Unitholder value.

The executive compensation philosophy is based on the following overarching principles:

- compensation programs are designed to be aligned with CT REIT's strategy and to reward strategic and operating performance;
- compensation programs are designed to assist in attracting and retaining the leadership required to drive exceptional performance; and
- compensation programs are designed to foster long-term value creation.

### **Competitive Benchmarking**

In order to attract and retain the leadership talent required to achieve its goals, the REIT must ensure that its executive compensation programs are competitive. Market practices help to define the total compensation mix, as well as the range of pay opportunity for the REIT's Executives, which are based on peer group information used in benchmarking the REIT's compensation plans and programs and, with whom the REIT would compete for talent.

The group of real estate investment trusts against which the REIT benchmarked executive compensation in 2021 is listed in the table below. The list includes Canadian real estate investment trusts that are comparable in terms of size and complexity. The real estate investment trusts within the REIT's peer group includes 12 of the 19 real estate investment trusts within the TSX Capped REIT Index and other real estate investment trusts that are similar in terms of structure and complexity, and with assets generally between one-third to three times those of CT REIT.

By ensuring comparable executive compensation plans and programs and compensation levels to those real estate investment trusts within this peer group, the REIT is well positioned to attract and retain the leadership talent required to achieve its objectives.

#### **Benchmarking Peer Group**

Allied Properties REIT	Dream Office REIT
Artis REIT	First Capital REIT
Boardwalk REIT	Granite REIT
Canadian Apartment Properties REIT	Killam Apartment REIT
Chartwell Retirement Residences REIT	Morguard REIT
Choice Properties REIT	RioCan REIT
Cominar REIT	SmartCentres REIT
Crombie REIT	

CT REIT considers median compensation levels of base salary, short-term incentive, long-term incentive and total remuneration when assessing the compensation levels for Executives in comparable roles in the peer group. Level of responsibility, experience, expertise, performance, potential and achievement of business objectives are also considered in determining individual compensation decisions for the REIT's Executives.



## Relationship of Executive Compensation to Risk

The REIT has designed its executive compensation programs to provide an appropriate balance of risk and reward in relation to its overall business strategy. The REIT also has in place several policies and practices applicable to its Executives and other senior leadership team members, which are designed to mitigate risk. These policies and practices include: (i) incentive plans which have been designed to focus on the long-term; (ii) an incentive clawback policy related to the REIT's short-term and long-term compensation programs (for more information, see *Short-Term Incentive Plan* on page 43 and *Long-Term Incentive Plan* on page 45); (iii) guidelines for Executives that require a minimum level of Trust Unit ownership; and, (iv) a prohibition against the hedging of changes in the value of the REIT's securities (for more information, see *Executive Unit Ownership Guidelines* on page 48).

In addition, the REIT's executive compensation plans and programs incorporate safeguards that are intended to mitigate risk. These risk mitigation practices include, but are not limited to, the following:

- ensuring compensation plans, programs and policies for Executives are aligned to the achievement of the REIT's strategic objectives;
- ensuring both short-term and long-term incentive plans incorporate capped or maximum payout levels;
- ensuring that the short-term incentive plan is linked to the REIT's profitability, including a threshold level of financial performance that must be achieved before any awards are paid out;
- conducting regular market compensation reviews to ensure the compensation plans continue to be competitive and appropriate; and
- requiring the review and approval by the GCN Committee of all short-term incentive plan adjudication items.

The GCN Committee reviews each incentive compensation plan and has the discretion to recommend to the Board adjustments to individual incentive awards, as appropriate.

## CT REIT's Executive Compensation Programs

### Components of CT REIT's 2021 Executive Compensation Program

The components of executive compensation are comprised principally of base salary, short-term incentives and long-term incentives, as further described in the table below. Benefits and perquisites comprise a relatively small part of an Executive's total annual compensation.

Compensation Component	Objective	Form
<b>Base Salary</b>	Provide fixed compensation that reflects the skills and experience of the Executive and that is relative to the market value of the role.	Cash
<b>Short-Term Incentive Plan ("STIP")</b>	Reward Executives for their contribution to the achievement of annual objectives and financial performance in furtherance of the REIT's strategy.  The REIT has a RU Plan for Executives pursuant to which Executives may elect to receive all or part of their STIP awards in Restricted Units.	Cash  Restricted Units ("RUs")
<b>Long-Term Incentive Plan ("LTIP")</b>	Align the interests of Executives with the achievement of the REIT's long-term business objectives as well as with the interests of Unitholders.  Reward Executives for achieving financial targets and increasing Unitholder value over a three-year period.	Performance Units ("PUs")
<b>Benefits</b>	Provide support for coverage of health and dental expenses and other ancillary benefits to support employees and their families.	Health and dental coverage; group life and accidental death and dismemberment insurance; short-term disability coverage; and employee-paid long-term disability insurance
<b>Savings Plan</b>	Assist Executives with achieving short and long-term savings goals.	CT Savings Plan
<b>Perquisites</b>	Provide market competitive perquisites to Executives.	Annual car allowance; membership in roadside assistance program; paid parking; annual medical services; annual financial planning allowance; and CTC employee store discount

## Fixed versus Variable Compensation

Total compensation is comprised of both fixed and variable elements. The fixed elements include base salary, benefits, a savings plan and perquisites. CT REIT does not have a pension plan for its employees, including the Executives.

The variable elements of total compensation consist of STIP, which may be comprised of cash and/or RUs, and LTIP, comprised entirely of PUs. A significant portion (i.e., between 56% and 63%) of the total compensation paid to NEOs, at target, is contingent upon financial and Trust Unit price performance.

The compensation mix varies by level to reflect both market practice and the impact of executive roles on the REIT's overall performance. The base salary portion of executive compensation is fixed, while the short-term and long-term incentive portions are performance-based. CT REIT sets its compensation mix to generally reflect that of its peer group.

The target pay mix of the primary compensation components of each NEO's total compensation, based on their position or positions held in the 2021 fiscal year, is shown in the following table:

NEO	Percentage of Target Total Direct Compensation			Percentage of Pay at Risk
	Base Salary	Short-term Incentive	Long-term Incentive	
	Fixed	Variable		
Ken Silver	37%	26%	37%	63%
Lesley Gibson	44%	27%	29%	56%
Kevin Salsberg	44%	27%	29%	56%

The following sections provide an overview of the executive compensation programs listed on page 42 as well as the individual compensation decisions for the 2021 year.

### Base Salary

The overall objective of base salaries paid to the Executives is to provide fixed compensation that takes into consideration the skills and experience that each Executive must possess to make meaningful contributions and the market value of the role.

Base salaries are reviewed on an annual basis by the GCN Committee to ensure salaries are in alignment within the market competitive range and to ensure they remain appropriate in light of the following factors:

- the Executive's level of responsibility;
- the Executive's experience, expertise, performance and potential; and
- total compensation for each Executive.

As appropriate, the GCN Committee also considers the REIT's risk profile, such as the volatility of the industry sector, diversity of Unitholder ownership, or other such factors, in determining the overall salary positioning.

Where salary adjustments are considered, the GCN Committee recommends to the Board the annual salary changes for the Executives. The GCN Committee conducted a market review of base salaries and, consistent with the approach for assessing salary increases outlined above, recommended a base salary increase for Lesley Gibson from \$365,000 to \$415,000 effective January 1, 2021. In connection with Kevin Salsberg's promotion on March 1, 2021 to the role of President and Chief Operating Officer, Mr. Salsberg's salary increased from \$415,000 to \$475,000.

### Short-Term Incentive Plan

A key objective of the STIP is to motivate and reward Executives and other senior management to achieve the REIT's annual business objectives. Each year the GCN Committee reviews and recommends to the Board the REIT's STIP design for Executives, any related performance measures, weightings, targets and individual performance goals.

STIP targets are expressed as a percentage of base salary and are determined for each Executive based on competitive market practice for comparable roles. The STIP target is the award that is earned for achieving target levels of both individual and REIT performance. For 2021, the STIP targets for each NEO was: 70% of base salary for the CEO, and 60% for both the CFO and the President and COO.

The STIP design incorporates an assessment of both individual and REIT performance metrics in determining the final STIP award. Individual performance is assessed through the achievement of annual objectives and each Executive is assigned an individual performance multiplier of between 0% and 150%. REIT performance is based on the achievement of Adjusted Funds From Operations per Unit on a diluted basis ("AFFOPU-diluted") (a non-GAAP ratio) compared to the planned AFFOPU-diluted ("Plan"). By embedding the achievement of planned AFFOPU-diluted in the STIP design, the REIT aligns the interest of Executives with Unitholders' interest in sustainable long-term growth of the Trust Unit price. The Board is responsible for approving non-GAAP financial measures and non-GAAP ratios in STIP design and any adjustments proposed by management. At the end of the fiscal year, management reviews the REIT's financial results and presents all matters that may require interpretation or adjudication to the GCN Committee for review and determination of the appropriate treatment of those matters in accordance with the underlying principles of the STIP program. STIP calculations are reviewed annually by the internal auditor and form part of the consolidated financial results of the REIT, which are audited by the external auditor.

The actual payout percentage for the REIT's performance component of the STIP design ("REIT Component Payout Percentage") is based on the degree of achievement of AFFOPU-diluted versus Plan, as follows:

- The target is set at 100% of planned AFFOPU-diluted. If the target is achieved, the REIT Component Payout Percentage would be 100%.
- The lower shoulder is the minimum level of AFFOPU-diluted at which a threshold REIT Component Payout Percentage is determined. The lower shoulder is 95% of target. If the lower shoulder is achieved, the REIT Component Payout Percentage would be 35%. No STIP award is payable to any Executive if AFFOPU-diluted is below the lower shoulder.
- The upper shoulder is the level of AFFOPU-diluted at which a maximum REIT Component Payout Percentage is determined. The upper shoulder is 105% of target. If the upper shoulder is achieved, the REIT Component Payout Percentage would be 175%. Results of AFFOPU-diluted above 105% will be capped at the maximum REIT Component Payout Percentage of 175%.

For AFFOPU-diluted results that fall between minimum and target, or between target and maximum, a linear calculation is used to determine the actual REIT Component Payout Percentage.

#### 2021 STIP Payout (paid in 2022)

The following table summarizes the calculation of the REIT Component Payout Percentage for the 2021 STIP:

2021 Plan: AFFOPU-diluted			Actual AFFOPU-diluted <sup>(1)</sup>	Actual AFFOPU-diluted as a % of Target	2021 REIT Component Payout Percentage <sup>(2)</sup>
Threshold (95% of Target)	Target	Maximum (105% of Target)			
(equates to a 35% multiplier)	(equates to a 100% multiplier)	(equates to a 175% multiplier)			
\$1.01958	\$1.07324	\$1.12690	\$1.08409	101.01%	115.16%

#### Notes:

- (1) AFFO (as defined below) is a non-GAAP financial measure and AFFOPU-diluted, also referred to as AFFO per unit - diluted, is a non-GAAP ratio in accordance with National Instrument 52-112 *Non-GAAP and Other Financial Measures Disclosure* of the Canadian Securities Administrators ("NI 52-112"). CT REIT believes these specified financial measures provide useful information to both management and investors in measuring the financial performance of CT REIT and its ability to meet its principal objective of the creation of Unitholder value, by generating reliable, durable and growing monthly distributions. Specifically, AFFOPU-diluted is a non-GAAP ratio within the meaning of NI 52-112 and neither AFFOPU-diluted nor its component non-GAAP financial measure within the meaning of NI 52-112, Adjusted Funds From Operations ("AFFO"), have standardized meanings prescribed by IFRS, and therefore they may not be comparable to similarly titled financial measures and ratios presented by other publicly traded entities and should not be construed as an alternative to other financial measures and ratios determined in accordance with IFRS. The most directly comparable primary financial statement measure to AFFO is net income and comprehensive income. For further information on AFFO, including a reconciliation to net income and comprehensive income, see section 11.1(f) Funds From Operations and Adjusted Funds From Operations of the REIT's MD&A for the year ended December 31, 2021, which is hereby incorporated by reference into this Circular and a copy of which is available at [www.sedar.com](http://www.sedar.com) and [www.ctreit.com](http://www.ctreit.com). For further information on AFFO per unit – diluted, see section 11.2(b) FFO per Unit - Basic, FFO per Unit - Diluted (non-GAAP), AFFO per Unit - Basic and AFFO per Unit – Diluted (non-GAAP) of the REIT's MD&A for the year ended December 31, 2021.
- (2) For STIP purposes only, "Actual AFFOPU-diluted" means AFFOPU-diluted as reviewed and adjudicated by the GCN Committee.
- (3) The REIT Component Payout Percentage of 115.16% is established using a linear algebraic formula based on Actual AFFOPU-diluted as a percentage of target (101.01%) and the payout shoulders of 35% and 175%.

In addition to the above, Executives are required to have an objective related to AFFO in their annual individual objectives against which individual performance is assessed.

The table below provides details on each NEO's individual objectives and actual performance:

NEO	Individual Objectives	Individual Multiplier
<b>Ken Silver</b> CEO	<ul style="list-style-type: none"> <li>• Drive financial performance in line with annual business plan, including the achievement of AFFO and AFFOPU</li> <li>• Execute 2021 REIT investment growth plan</li> <li>• Execute 2021 planned investor/capital market activity</li> <li>• Advance and execute the REIT's development program</li> <li>• Update REIT longer term growth strategy</li> <li>• Develop and align organizational resources to support the REIT's growth and productivity</li> </ul>	125%
<b>Lesley Gibson</b> CFO	<ul style="list-style-type: none"> <li>• Drive financial performance in line with annual business plan, including the achievement of AFFO and AFFOPU</li> <li>• Execute 2021 REIT investment growth plan</li> <li>• Execute 2021 planned investor/capital market activity</li> <li>• Advance and execute the REIT's development program</li> <li>• Update REIT longer term growth strategy</li> <li>• Develop and align organizational resources to support the REIT's growth and productivity</li> </ul>	125%
<b>Kevin Salsberg</b> President and COO	<ul style="list-style-type: none"> <li>• Drive financial performance in line with annual business plan, including the achievement of AFFO and AFFOPU</li> <li>• Execute 2021 REIT investment growth plan</li> <li>• Execute 2021 planned investor/capital market activity</li> <li>• Advance and execute the REIT's development program</li> <li>• Update REIT longer term growth strategy</li> <li>• Develop and align organizational resources to support the REIT's growth and productivity</li> </ul>	125%

The table below provides details on each NEO's actual STIP award and the STIP award as a percentage of eligible earnings and as a percentage of target.

NEO	Target Award	REIT Component Payout Percentage	Individual Multiplier	Actual STIP Award (\$)	STIP Award (% of eligible earnings)	STIP Award (% of target)
Ken Silver	70%	115.16%	125%	654,973	100.8%	144%
Lesley Gibson	60%	115.16%	125%	357,771	86.4%	144%
Kevin Salsberg	60%	115.16%	125%	401,288	86.4%	144%

The REIT has established the RU Plan for Executives pursuant to which Executives may elect to receive all or part of their annual STIP awards in RUs in order to allow them to participate in the long-term success of the REIT and to promote a greater alignment of interests between Executives and Unitholders. For more information see *Restricted Unit Plan for Executives* and *Executive Unit Ownership Guidelines* on pages 47 and 48, respectively.

#### Clawback

The REIT has a clawback policy applicable to all Executives which provides that in the event of a restatement of the REIT's financial statements for any reason the Board may, in its discretion, adjust or require repayment under the STIP using the restated financial statements. This policy is applicable to any STIP award impacted by the restatement in circumstances where the payment has not yet been made or where the restatement occurs within three years of the payment.

#### Long-Term Incentive Plan

The primary objective of CT REIT's LTIP is to align the interests of Executives and other senior management with the achievement of the REIT's long-term business objectives and with the interests of Unitholders.

The GCN Committee annually reviews and recommends to the Board the target LTIP award for each Executive and any associated performance conditions (for example, performance levels that must be achieved in order for the award to result in a payment).

The target LTIP award for each Executive is generally expressed as a percentage of base salary and is determined for each Executive based on competitive market practice for comparable roles. In 2021, the LTIP targets for each of the NEOs was as follows: 100% of base salary for the CEO, and 65% for both the CFO and the President and COO. LTIP awards are comprised entirely of PUs which are governed by the terms of the Performance Unit Plan (the "PU Plan") described below.

The annual 2021 LTIP grants awarded to the NEOs are shown in the table below:

NEO	2021 LTIP Grant (% of base salary) <sup>(1)</sup>
Ken Silver	100%
Lesley Gibson	65%
Kevin Salsberg	65%

**Note:**

(1) Actual LTIP grant as a percentage of salary is calculated using the base salary at time of allocation and consists of PUs for all NEOs.

**Performance Unit Plan**

PUs are awarded to Executives by the Board upon the recommendation of the GCN Committee. Provided performance conditions are met, each PU awarded entitles the Executive to a cash payment equal to the VWAP of Trust Units during the 10-calendar day period that commences on the first business day following the end of the performance period. The performance period of each PU award is approximately three years from the date of issuance, subject to certain terms and conditions on the termination of an Executive (if applicable). PU awards are generally paid to Executives no later than 90 days after the end of the performance period.

The 2021 PUs are subject to a multiplier, applied at the end of the three-year performance period, based on the three-year average REIT Component Payout Percentage. The multiplier is calculated on a linear basis as follows:

	Below Threshold	Threshold	Target	Maximum
Three-year average REIT Component Payout Percentage (2021-2023)	<50%	50%	100%	>=150%
Performance Multiplier	0%	35%	100%	175%

PU grants are subject to the clawback policy incorporated into the PU Plan. The clawback applies to any PU payment impacted by a restatement in circumstances where the payment has not yet been made or where the restatement occurs within three years of the payment.

Executives are credited additional PUs upon payment of a distribution to Unitholders. The number of PUs which will be credited to the Executive will be determined by multiplying the number of PUs in the Executive's account on the record date for the payment of such distribution by the amount of the distribution paid per Trust Unit and dividing that amount by the VWAP of Trust Units during the 10 calendar day period that commences on the first business day following the day the distribution is paid. Additional PUs awarded for distribution equivalents will vest on the same terms as the PUs to which they relate.

The Board may terminate or amend the PU Plan without the consent of the participant so long as such termination or amendment(s) does not adversely affect such participant's rights with respect to PUs previously awarded under the PU Plan, unless such termination of or amendment(s) to the PU Plan are required by law.

The PU Plan also contains customary provisions in respect of adjustments to or reorganization of the capital structure of CT REIT. The PUs are not transferrable or assignable by an Executive other than by testamentary disposition or the laws of descent and distribution.

**2018 PU Payout (vested in 2021)**

The PU awards that were granted to NEOs in 2018 vested and were paid out in 2021 at an average of 146% of the grant date value due to Trust Unit price growth, distribution reinvestment and the overall performance multiplier of 1.04 applied to these awards. For more information regarding the 2018 PU Plan design see pages 38 to 39 of the REIT's Management Information Circular dated March 11, 2019 which is available on our profile on SEDAR at [www.sedar.com](http://www.sedar.com).

The 2018 PU payouts, including as a percentage of their grant value, are shown in the table below:

NEO	PU Payout					
	PU Grant Value (\$)	Number of PUs Vested <sup>(1)</sup>	Performance Multiplier	Weighted Average Unit Price (\$) <sup>(2)</sup>	Payout (\$) <sup>(3)</sup>	Payout as Percentage of Grant Value <sup>(4)</sup>
Ken Silver	599,992	53,763	1.04	15.521	867,840	145%
Lesley Gibson	204,991	19,093	1.04	15.521	308,198	150%
Kevin Salsberg	275,980	24,589	1.04	15.521	396,910	144%

**Notes:**

(1) Number of PUs vested is the sum of original grant and reinvested distributions.

(2) This column reflects the VWAP of the Trust Units on the TSX during the 10-calendar day period commencing on the first business day following the release of the 2020 financial results.



- (3) This column reflects the value of the 2018 PUs at the time of payout in 2021, based on the number of PUs vested multiplied by (i) the VWAP of the Trust Units, and (ii) the performance multiplier of 1.04.
- (4) In 2018, Ms. Gibson and Mr. Salsberg received PU grants outside of the regular grant cycle and, as such, the grant value of their PU award and payout percentage are reflective of the weighted average trading price at the time of each grant.

### **Restricted Unit Plan for Executives**

CT REIT offers the RU Plan for Executives pursuant to which an Executive may elect to receive all or a portion of their annual STIP award for any fiscal year in the form of RUs in order to allow them to participate in the long-term success of the REIT and to promote a greater alignment of interests between Executives and Unitholders. RUs may also be granted in order to attract or retain talented individuals in executive positions or to provide additional rewards to Executives for services performed.

RUs represent a right to receive the value of the RUs in Trust Units, or at the election of the Executive, an equivalent amount of cash following the end of the applicable vesting period which is up to five years in length. The number of RUs granted to an Executive is calculated by dividing, in the case of a STIP award, the amount of the STIP award the Executive has elected to receive in RUs by the VWAP of Trust Units on the TSX for the five trading days immediately prior to the 10<sup>th</sup> business day following the release of CT REIT's financial statements for the year in respect of which the STIP award is earned and, in the case of a grant of RUs, the cash value of the RU award by the VWAP of Trust Units on the TSX for the five trading days prior to the grant date. Additional RUs are credited to an Executive's RU account when the REIT pays a distribution to Trust Unitholders, the number of which is determined by multiplying the number of RUs in the Executive's account on the record date for the payment of such distribution by the amount of the distribution paid per Trust Unit and dividing that amount by the VWAP of Trust Units on the TSX for the five trading days prior to the day the distribution is paid.

An Executive who has elected to receive all or a portion of his or her STIP award in RUs may change or revoke his or her election, provided that such change or revocation will be effective with respect to STIP awards for fiscal years commencing after the change or revocation is filed with the Trust.

Subject to the provisions of a RU or the RU Plan for Executives, as applicable, following the end of the applicable vesting period, or the earlier of the Executive's resignation or termination of employment without cause, the Executive receives Trust Units issued by, or at his or her option, an equivalent amount of cash from CT REIT for the number of RUs credited to his or her account, including any distributions paid by the REIT that have accrued in the form of RUs.

Where an Executive has settled RUs in accordance with the terms of the RU Plan for Executives (whether such settlement was in the form of Trust Units and/or cash) and has resigned or terminated his or her employment with the REIT without cause, and where, within three years following the Executive's termination date, the Board becomes or is made aware of any circumstance that would have entitled the REIT to have terminated the Executive's employment for cause, resulting in the expiry of any vested or unvested RUs, the Board may require the participant to pay an amount equal to: (i) the VWAP of Trust Units on the TSX for the five trading days immediately prior to the participant's termination date multiplied by the number of Trust Units issued to the participant in settlement of such vested and unvested RUs, plus (ii) any amount paid to the participant in cash in settlement of such vested and unvested RUs.

The Board may suspend, terminate or, subject to receipt of requisite regulatory approval, make certain amendments to the RU Plan for Executives without Unitholder approval. Such amendments may include: (i) amendments of a housekeeping nature; (ii) the addition of or a change to the vesting provisions of a RU or the RU Plan for Executives; (iii) a change to the termination provisions of a RU or the RU Plan for Executives; (iv) amendments to reflect changes to applicable securities laws; and, (v) amendments to ensure that the RUs granted under the RU Plan for Executives will comply with any provisions respecting income tax and other applicable laws.

Unitholder approval is required for the following amendments to the RU Plan for Executives: (i) amendments to the expansion of the categories of persons eligible to participate in the RU Plan for Executives; (ii) amendments to the definition of Market Price under the RU Plan for Executives (which is used to, among other things, calculate the number of RUs credited to, and distributions in respect of, RUs payable to a participant in the RU Plan for Executives); (iii) amendments which may permit RUs to be transferable or assignable other than for normal estate settlement purposes; (iv) amendments to increase the aggregate number of Trust Units reserved for issuance under the RU Plan for Executives or the DU Plan; (v) amendments to the amendment provision; and, (vi) any amendment required to be approved by the Unitholders under applicable law (including the rules of the TSX).

The RU Plan for Executives also contains customary provisions in respect of adjustments to or reorganization of the capital structure of the REIT. The RUs are not transferrable or assignable by an Executive other than by testamentary disposition or the laws of descent and distribution.

The maximum number of Trust Units issuable pursuant to the DU Plan (described under *Deferred Unit Plan for Trustees* on page 36) and the RU Plan for Executives will, in the aggregate, not exceed 8,781,048 Trust Units or approximately 4% of the issued and outstanding Units (on a fully-diluted basis). As at December 31, 2021, DUs and RUs exercisable for an aggregate of 285,048 Trust Units were outstanding and, accordingly, an aggregate of 8,432,928 DUs and RUs remained outstanding for future grants (see *Other Compensation Information* on page 55). Each of the DU Plan and the RU Plan for Executives contain participation limits for insiders of CT REIT which generally limits the aggregate maximum number of Trust Units: (i) issued to insiders of the REIT within any one-year period; and (ii) issuable to insiders of the REIT at any time pursuant to the DU Plan together with the RU Plan for Executives, to 10% of the number of issued and outstanding Units (on a fully-diluted basis). As at December 31, 2021, the number of RUs and DUs that have been issued to insiders of CT REIT represents approximately 0.1% of the number of issued and outstanding Units (on a fully-diluted basis).

### **Benefits**

The REIT provides Executives with health benefits which are designed to promote general wellness and preventative care. These benefits include medical and dental coverage, group life and accidental death and dismemberment insurance, short-term disability coverage and employee-paid long-term disability insurance.

## Savings Plan

Executives are eligible to participate in the CT Savings Plan which provides flexibility for both short and long-term savings and offers a variety of contribution, tax deferral, and investment options. This voluntary plan allows employees to receive a company match on their contributions up to a maximum of 5% of eligible earnings. Oversight of the CT Savings plan is governed by the CTC Capital Accumulation Plan Committee.

## Perquisites

The REIT takes a conservative approach to perquisites and determines such programs by reviewing competitive market practices. Executives are provided with the following perquisites: annual car allowance; membership in the Canadian Tire Roadside Assistance program; paid parking; annual medical services; and an annual financial planning allowance intended to reinforce individual accountability for personal financial planning. Participation in CTC's employee store discount program is also provided.

## Executive Unit Ownership Guidelines

CT REIT's Executive Unit Ownership Guidelines set out minimum levels of investment in the REIT. The Executive Unit Ownership Guidelines are designed to align the interests of Executives with the interests of Unitholders, to demonstrate that Executives are financially committed to the REIT through personal ownership in the REIT and to promote the REIT's commitment to sound corporate governance.

Each Executive is expected to accumulate equity in CT REIT in Trust Units or RUs equal to, at a minimum, a multiple of his or her annual base salary within five years of his or her appointment. The required multiple for each of the NEOs is set out below:

NEO	Multiple of Annual Salary
Ken Silver	3x
Lesley Gibson	1x
Kevin Salsberg	1x

Achievement of the Executive Unit Ownership Guidelines is calculated using the greater of: (i) book value or (ii) the market value of such Trust Units or RUs calculated based on the closing Trust Unit price as reported on the TSX.

If an Executive is promoted to an executive level with a higher multiple, the Executive is required to accumulate the new Executive Unit Ownership Guidelines requirement within five years from the effective date of the promotion. Notwithstanding the Executive's promotion, the Executive would continue to accumulate his or her Executive Unit Ownership Guidelines requirement that was in effect immediately prior to the effective date of the promotion by his or her original Executive Unit Ownership Guidelines achievement date.

In circumstances where an Executive has not achieved their Executive Unit Ownership Guidelines investment by the required date, the GCN Committee may recommend remedial action, including converting the after-tax value of the Executive's future STIP awards into RUs or withholding future LTIP awards, until the Executive has achieved his or her Executive Unit Ownership Guidelines requirement.

Executives are prohibited from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars, or units of exchange funds that are designed to hedge or offset a decrease in the market value of equity securities granted as compensation or held, directly or indirectly, by Executives.

Annually, management reviews each Executive's investment in the REIT under the Executive Unit Ownership Guidelines and reports to the GCN Committee with respect to same. As of the date hereof, all NEOs have either met their required investment under the Executive Unit Ownership Guidelines or have time remaining to do so.

As at December 31, 2021, all trustees and NEOs of the REIT as a group, beneficially owned, directly or indirectly, or exercised control or direction, over 249,584 Trust Units (representing approximately 0.23% of the issued and outstanding Trust Units on a non-diluted basis).

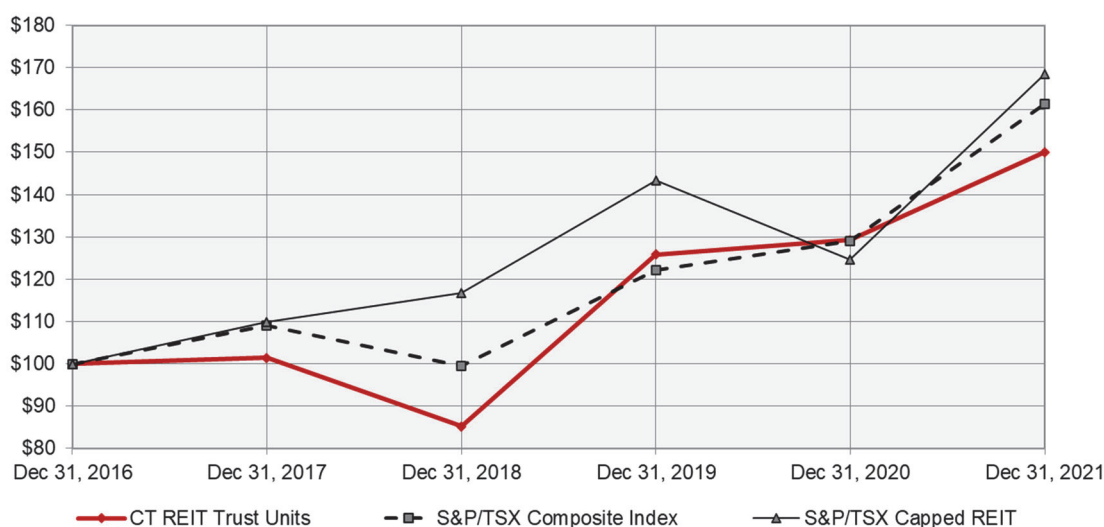
## CT REIT Performance Graph

The chart below compares the cumulative Trust Unitholder return on Trust Units to the S&P TSX Composite Index and the S&P TSX Capped REIT Index assuming \$100 was invested on December 31, 2016, and distributions were reinvested.

For the purpose of this section, "NEO Compensation" is defined as aggregate annual compensation (i.e., the sum of base salary, annual incentive payouts and grant date fair value of share-based awards but excluding "All other compensation" as set out in the *Summary Compensation Table* on page 50). The executive compensation values have been calculated for the NEOs based on the same methodology as disclosed in the *Summary Compensation Table*. This is a methodology adopted by CT REIT solely for the purposes of this comparison. It is not a recognized or prescribed methodology for this purpose and may not be comparable to any other methodologies used by other issuers for this purpose.

Over this five-year period, CT REIT's cumulative total Trust Unitholder return was 50% while total return for the S&P TSX Composite Index was 61% and the S&P TSX Capped REIT Index was 68%.

NEO Compensation increased by 7% from 2016 to 2017 and the total Trust Unitholder return in 2017 was 1%. To enable a consistent year-over-year comparison of NEO Compensation, the 2018 NEO Compensation includes the former CFO (Mr. Forbes) who was employed by CT REIT for the entire 2018 fiscal year, and does not include his successor, Ms. Gibson, who joined CT REIT in October 2018. As a result, NEO Compensation decreased by 3% from 2017 to 2018 and the total Trust Unitholder return in 2018 was -16%. NEO Compensation increased by 10% from 2018 to 2019 and the total Trust Unitholder return in 2019 was 48%. NEO Compensation decreased by 3% from 2019 to 2020 and the total Trust Unitholder return in 2020 was 3%. NEO Compensation increased by 18% from 2020 to 2021 and the total Trust Unitholder return in 2021 was 16%.



### Total Trust Unitholder Return on \$100 investment:

Date	CT REIT Trust Units	S&P/TSX Composite Index	S&P/TSX Capped REIT Index
December 31, 2016	\$100.00	\$100.00	\$100.00
December 31, 2017	\$101.41	\$109.10	\$109.85
December 31, 2018	\$85.25	\$99.40	\$116.80
December 31, 2019	\$125.86	\$122.14	\$143.41
December 31, 2020	\$129.29	\$128.98	\$124.65
December 31, 2021	\$150.06	\$161.34	\$168.42

## 2021 Compensation Tables

### Summary Compensation Table

The table below shows the compensation paid to the NEOs in respect of the REIT's three most recently completed fiscal years ended on December 31, 2021, 2020 and 2019.

Name and Principal Position (a)	Year (b)	Salary (\$) (c)	Unit-based awards <sup>(1)</sup> (\$) (d)	Option-based awards <sup>(2)</sup> (\$) (e)	Non-equity – annual incentive plans <sup>(3)</sup> (\$) (f)	All other compensation <sup>(4)</sup> (\$) (g)	Total compensation (\$) (h)
Ken Silver CEO	2021	652,500	649,990	–	654,973	–	1,957,463
	2020	655,000	649,985	–	469,806	30,380	1,805,171
	2019	627,404	624,990	–	669,296	–	1,921,690
Lesley Gibson CFO	2021	416,596	269,749	–	357,771	95,760	1,139,876
	2020	367,808	237,242	–	226,513	169,188	1,000,751
	2019	336,788	214,494	–	306,099	6,362	863,744
Kevin Salsberg President and COO	2021	467,365	308,738	–	401,288	23,288	1,200,679
	2020	418,192	269,738	–	257,543	21,149	966,622
	2019	391,212	211,740	–	296,726	19,473	919,150

#### Notes:

- (1) The value in this column (d) in 2021 for Messrs. Silver and Salsberg and Ms. Gibson reflects PUs based on the VWAP of Trust Units during the 10-calendar day period immediately preceding the date on which the grants were approved.
- (2) The REIT does not have any option-based plans.
- (3) This column (f) discloses the amount earned under the STIP in the applicable year. Mr. Salsberg elected to receive \$30,000 of his STIP award in RUs in 2019 and \$40,000 of his STIP award in RUs in 2020 and 2021.
- (4) This column (g) includes a bonus payment to Mr. Silver for completing 25 years of service with CT REIT and related companies in 2020, company match payments under the CT Savings Plan for Mr. Salsberg and Ms. Gibson in 2019, 2020 and 2021. For Ms. Gibson, it also includes the value of a cash bonus provided in relation to her employment in 2020 and 2021. The value of perquisites for the NEOs did not exceed \$50,000 in aggregate, or 10% or more of the NEO's salary, and is therefore not included in this column.

CT REIT does not have any long-term non-equity incentive plans or a pension plan.

### Outstanding Unit-Based Awards and Option-Based Awards

The table below shows the total vested and unvested outstanding long-term incentive awards for each NEO as at December 31, 2021.

Name (a)	Option-based awards <sup>(1)</sup>				Unit-based awards		
	Number of securities underlying unexercised options (#) (b)	Option exercise price (\$) (c)	Option expiration date (d)	Value of unexercised in-the-money options (\$) (e)	Number of Units that have not vested <sup>(2)</sup> (#) (f)	Market or payout value of unit-based awards that have not vested <sup>(3)</sup> (\$) (g)	Market or payout value of vested unit-based awards not paid out or distributed (\$) (h)
Ken Silver	–	–	–	–	177,990	3,082,787	–
Lesley Gibson	–	–	–	–	51,579	893,348	–
Kevin Salsberg	–	–	–	–	60,701	1,051,341	–

#### Notes:

- (1) CT REIT does not have any option-based plans.
- (2) This column contains the number of unvested PUs and RUs (rounded down to the nearest whole unit), including RUs that NEOs elected to receive as part of their STIP awards, held by the NEOs on December 31, 2021, including distribution equivalents received on PUs and RUs.
- (3) This column contains the value of unvested PUs and RUs, including RUs that NEOs elected to receive as part of their STIP awards, held by the NEOs as at December 31, 2021, as shown in column (f), using the closing price of the Trust Units on the TSX on December 31, 2021 (\$17.32), assuming a performance multiplier equal to 1.0 for PUs. Upon vesting, the multiplier for PUs may range from 0 to 1.75.

## Incentive Plan Awards

The table below shows the incentive awards that vested or were earned by each NEO during the fiscal year ended December 31, 2021.

Name (a)	Option-based awards – Value vested during the year (\$) (b)	Unit-based awards – Value vested during the year <sup>(1)</sup> (\$) (c)	Non-equity incentive plan compensation – Value earned during the year <sup>(2)</sup> (\$) (d)
Ken Silver	–	1,268,763	654,973
Lesley Gibson	–	797,227	357,771
Kevin Salsberg	–	396,910	401,288

### Notes:

- (1) This column includes the value of the 2018 PU Plan payout upon vesting which is described in the *2018 PU Payout (vested in 2021)* section on page 46. For Mr. Silver, this column also includes the value of RUs that vested including distribution equivalents on May 26, 2021. For Ms. Gibson, this column also includes the value of RUs that vested including distribution equivalents on December 20, 2021.
- (2) This column includes the amount of the 2021 STIP award, which is described in the *2021 STIP Payout (paid in 2022)* section on page 44, and also included in the *Summary Compensation Table* on page 50.

## Post-Employment Benefits and Change of Control Provisions

Each of the NEOs is a party to an agreement with the REIT governing the terms of their employment. The terms of certain additional entitlements of the CEO and the other NEOs under various post-employment scenarios, pursuant to their respective employment agreements and the REIT's plans and policies, are described below. Unless otherwise indicated, payments of awards and other entitlements under the REIT's STIP, RU Plan for Executives and PU Plan are governed in accordance with the terms of such plans and the REIT's policies.

The following summary is qualified in its entirety by reference to the underlying terms and conditions of each NEO's agreement and the terms and conditions of the STIP, the RU Plan for Executives, the PU Plan and CT REIT policies.

### Post-Employment Benefits

#### CEO

Pursuant to the terms of his employment agreement, Mr. Silver is entitled to receive the following payments and benefits detailed below, in addition to his base salary, benefits and expenses otherwise due and owing to the date of his departure.

#### Termination Without Cause

In the event of termination without cause, conditional upon delivery of a full and final release and indemnity, Mr. Silver is entitled to the following payments and benefits:

- continuation of his base salary and car allowance payments for a period of 104 weeks following termination (the "CEO Salary Continuance Period");
- pro-rated payment of a STIP award for the year in which the last day of active employment occurs;
- subject to certain conditions, payment of notional awards under CT REIT's STIP during the CEO Salary Continuance Period, payment in lieu of awards under CT REIT's STIP then in existence, calculated based on Mr. Silver's STIP target percentage and his base salary earnings during the CEO Salary Continuance Period;
- payment of his outstanding PU awards as if Mr. Silver had continued to be employed by the REIT during the entire performance period provided for under the applicable PU Plans;
- the vesting of any outstanding STIP RUs on the termination date and full settlement thereof in accordance with the RU Plan for Executives;
- notional matching under the CT Savings Plan each year during the CEO Salary Continuance Period in an amount equal to (i) the average annual percentage of the actual corporate match of Mr. Silver's CT Savings Plan contributions over the three (3) calendar years prior to the last day of active employment, multiplied by (ii) Mr. Silver's base salary during the CEO Salary Continuance Period; and
- continued participation in employee health and other group insurance plans (subject to certain exceptions), the CTC store discount and roadside assistance programs and entitlement to executive medical services (subject to certain exceptions) and financial planning benefits, until the end of the CEO Salary Continuance Period or until alternative employment is secured, whichever occurs first.

In certain circumstances, some of the foregoing payments may be subject to clawback in the event of a restatement of the REIT's financial statements or if Mr. Silver obtains alternative employment.

#### Resignation

In the event of resignation after the age of 60 and at least 10 years of service with the REIT, CTC or its subsidiaries, conditional upon the provision of two weeks' written notice to the REIT, Mr. Silver is entitled to continued vesting and payment of his outstanding PU awards as if he had continued to be employed by the REIT during the performance period provided for under the applicable PU Plans and the vesting of any outstanding STIP RUs on the original vesting date therefor, notwithstanding Mr. Silver's resignation, and full settlement thereof in accordance with the RU Plan for Executives (subject to any clawback).

### ***Benefits in the Event of Death or Disability***

In the event that Mr. Silver's employment ceases with the REIT by reason of death or disability, Mr. Silver or his estate, as applicable and subject to any clawback, will be entitled to:

- payment of his outstanding PU awards as if Mr. Silver had continued to be employed by the REIT during the entire performance period provided for under the applicable PU Plan; and
- immediate vesting of STIP RU grants and full settlement thereof in accordance with the RU Plan for Executives.

### **CFO**

Pursuant to the terms of her employment agreement, Ms. Gibson is entitled to receive the following payments and benefits detailed below, in addition to her base salary, benefits and expenses otherwise due and owing to the date of her departure.

### ***Termination Without Cause***

In the event of termination without cause, conditional upon delivery of a full and final release and indemnity, Ms. Gibson is entitled to the following payments and benefits:

- continuation of base salary and car allowance payments for a period equal to six weeks for each completed year of service with a minimum of 52 weeks and a maximum of 104 weeks (the "CFO Salary Continuance Period");
- pro-rated payment of a STIP award for the year in which the last day of active employment occurs;
- payment of notional awards under CT REIT's STIP during the CFO Salary Continuance Period, payment in lieu of awards under CT REIT's STIP then in existence, calculated based on Ms. Gibson's STIP target percentage and her base salary earnings during the CFO Salary Continuance Period;
- pro-rated payment of her outstanding PU awards for the period of Ms. Gibson's active employment during the performance period provided for under the applicable PU plans;
- the pro-rated vesting of outstanding discretionary RUs, based on the completed months of Ms. Gibson's active employment between the grant date and the vesting date in accordance with the RU Plan for Executives;
- the vesting of any outstanding STIP RUs on the termination date and full settlement thereof in accordance with the RU Plan for Executives;
- notional matching under the CT Savings Plan each year during the CFO Salary Continuance Period in an amount equal to (i) the average annual percentage of the actual corporate match of Ms. Gibson's CT Savings Plan contributions over the three (3) calendar years prior to the last day of active employment, multiplied by (ii) Ms. Gibson's base salary during the CFO Salary Continuance Period; and
- continued participation in employee health and other group insurance plans (subject to certain exceptions), the CTC store discount and roadside assistance programs and entitlement to executive medical services (subject to certain exceptions) and financial planning benefits, until the end of the CFO Salary Continuance Period or until alternative employment is secured, whichever occurs first.

In certain circumstances, some of the foregoing payments may be subject to clawback in the event of a restatement of the REIT's financial statements or if Ms. Gibson obtains alternative employment.

### ***Resignation***

In the event of resignation after the age of 60 and at least 10 years of service with the REIT, conditional upon the provision of four weeks' written notice to the REIT, Ms. Gibson is entitled to continued vesting and payment of her outstanding PU awards as if she had continued to be employed by the REIT during the performance period provided for under the applicable PU plans and the immediate vesting of any outstanding STIP RUs and full settlement thereof in accordance with the RU Plan for Executives (subject to any clawback).

### ***Benefits in the Event of Death or Disability***

In the event that Ms. Gibson's employment ceases with the REIT by reason of death or disability, Ms. Gibson or her estate, as applicable and subject to any clawback, will be entitled to:

- payment of her outstanding PU awards as if Ms. Gibson had continued to be employed by the REIT during the entire performance period provided for under the applicable PU Plans;
- immediate vesting of STIP RU grants and full settlement thereof in accordance with the RU Plan for Executives; and
- the continued vesting of any outstanding discretionary RUs granted to Ms. Gibson in accordance with her RU grant agreement(s) and the full settlement thereof as per the terms of the RU Plan for Executives.

### **President and COO**

Pursuant to the terms of his employment agreement, Mr. Salsberg is entitled to receive the following payments and benefits detailed below, in addition to his base salary, benefits and expenses otherwise due and owing to the date of his departure.

### ***Termination Without Cause***

In the event of a termination of his employment without cause, conditional upon delivery of a full and final release and indemnity, Mr. Salsberg is entitled to the following payments and benefits:

- continuation of base salary and car allowance payments for a period equal to six weeks for each completed year of service with a minimum of 52 weeks and a maximum of 104 weeks (the "President and COO Salary Continuance Period");
- pro-rated payment of a STIP award for the year in which the last day of active employment occurs;



- payment of notional awards under CT REIT's STIP during the President and COO Salary Continuance Period, payment in lieu of awards under CT REIT's STIP then in existence, calculated based on Mr. Salsberg's STIP target percentage and his base salary earnings during the President and COO Salary Continuance Period;
- pro-rated payment of his outstanding PU awards for the period of Mr. Salsberg's active employment during the performance period provided for under the applicable PU plans;
- the pro-rated vesting of outstanding discretionary RUs, based on the completed months of Mr. Salsberg's active employment between the grant date and the vesting date in accordance with the RU Plan for Executives;
- the vesting of any outstanding STIP RUs on the termination date and full settlement thereof in accordance with the RU Plan for Executives;
- notional matching under the CT Savings Plan each year during the President and COO Salary Continuance Period in an amount equal to (i) the average annual percentage of the actual corporate match of Mr. Salsberg's CT Savings Plan contributions over the three (3) calendar years prior to the last day of active employment, multiplied by (ii) Mr. Salsberg's base salary during the President and COO Salary Continuance Period; and
- continued participation in employee health and other group insurance plans (subject to certain exceptions), the CTC store discount and roadside assistance programs and entitlement to executive medical services (subject to certain exceptions) and financial planning benefits, until the end of the President and COO Salary Continuance Period or until alternative employment is secured, whichever occurs first.

In certain circumstances, some of the foregoing payments may be subject to clawback in the event of a restatement of the REIT's financial statements or if Mr. Salsberg obtains alternative employment.

### **Resignation**

In the event of resignation after the age of 60 and at least 10 years of service with the REIT, conditional upon the provision of two weeks' written notice to the REIT, Mr. Salsberg is entitled to continued vesting and payment of his outstanding PU awards as if he had continued to be employed by the REIT during the performance period provided for under the applicable PU plans and the immediate vesting of any outstanding STIP RUs and full settlement thereof in accordance with the RU Plan for Executives (subject to any clawback).

### **Benefits in the Event of Death or Disability**

In the event that Mr. Salsberg's employment ceases with the REIT by reason of death or disability, Mr. Salsberg or his estate, as applicable and subject to any clawback, will be entitled to:

- payment of his outstanding PU awards as if Mr. Salsberg had continued to be employed by the REIT during the entire performance period provided for under the applicable PU Plan;
- immediate vesting of STIP RU grants and full settlement thereof in accordance with the RU Plan for Executives; and
- the continued vesting of any outstanding discretionary RUs granted to Mr. Salsberg in accordance with his RU grant agreement(s) and the full settlement thereof as per the terms of the RU Plan for Executives.

Messrs. Silver and Salsberg and Ms. Gibson have agreed to mitigation, non-compete and non-solicitation provisions in exchange for the termination payments and benefits referred to above.

### **Change of Control Provisions**

The terms of the REIT's PU Plan and RU Plan for Executives stipulate that certain awards may be accelerated in the event of a "Change of Control", which is defined in each plan, but generally means the acquisition of more than 50% of the voting rights attached to Units (a "Change of Control"). The REIT's PU Plan is subject to a "double trigger" which means that any NEO's outstanding PUs are paid out on a *pro rata* basis only if he or she is terminated without cause or resigns under certain circumstances within 24 months of the Change of Control.

Unless otherwise indicated in an NEO's employment agreement, awards are accelerated as follows:

Compensation Element	Effect of Change of Control
<b>Performance Units</b>	PUs are paid out on a <i>pro rata</i> basis, based on the period of active employment with the REIT during the applicable performance period, subject to a multiplier, as set out in the NEO's applicable PU Plan.
<b>Restricted Units</b>	The Board, in its discretion, may make such provision for the protection of participants including changing, or conditionally changing, the vesting date of any RUs or the date on which RUs expires, or providing, or conditionally providing, for substitute rights in the continuing entity.

## Estimated Incremental Payments

The following table presents the estimated potential incremental payments to each of Messrs. Silver and Salsberg and Ms. Gibson as if their employment had been terminated without cause (including in the event of a Change of Control), in each case assuming employment was terminated or ceased on December 31, 2021.

The amount that an NEO may receive upon termination of employment can only be determined at the time that he or she leaves the REIT. There are many factors that affect the nature and the amount of any benefits provided and, as a result, actual amounts may be higher or lower than what is reported below. Factors that may affect the reported amounts include the timing of termination of employment during the year of departure, the Trust Unit price at the time of departure, and the NEO's age and years of service with the REIT and/or CTC.

The estimated amounts listed below are in addition to any other benefits and payments (including upon the vesting of units under the REIT's plans):

NEO	Compensation Component	Estimated Incremental Payments as at December 31, 2021 — Termination Without Cause (\$)	
		Without a Change of Control	With a Change of Control
Ken Silver	Base Salary	1,300,000	1,300,000
	Payment in lieu of STIP <sup>(1)</sup>	910,000	910,000
	Performance Units <sup>(2)</sup>	-	609,242
	Restricted Units <sup>(3)</sup>	681,031	-
	Payment in lieu of CT Savings <sup>(4)</sup>	-	-
	Perquisites	56,840	56,840
	Total	<b>2,947,871</b>	<b>2,876,082</b>
Lesley Gibson <sup>(6)</sup>	Base Salary	415,000	415,000
	Payment in lieu of STIP <sup>(1)</sup>	249,000	249,000
	Performance Units <sup>(2)</sup>	188,149	188,149
	Restricted Units <sup>(3)</sup>	-	-
	Payment in lieu of CT Savings <sup>(4)</sup>	20,750	20,750
	Perquisites <sup>(5)</sup>	-	-
	Total	<b>872,899</b>	<b>872,899</b>
Kevin Salsberg <sup>(7)</sup>	Base Salary	475,000	475,000
	Payment in lieu of STIP <sup>(1)</sup>	285,000	285,000
	Performance Units <sup>(2)</sup>	172,318	172,318
	Restricted Units <sup>(3)</sup>	79,799	-
	Payment in lieu of CT Savings <sup>(4)</sup>	23,750	23,750
	Perquisites <sup>(5)</sup>	-	-
	Total	<b>1,035,867</b>	<b>956,068</b>

### Notes:

- (1) Assumes payout at target.
- (2) The incremental payments reflect the incremental value of any PUs pro-rated and payable to the date of termination less the value of any forfeited PUs, unless otherwise noted in the NEOs PU Plan or employment agreement. PUs were valued assuming a performance multiplier of 1.0 and based on the closing price of the Trust Units on the TSX on December 31, 2021 (\$17.32).
- (3) RUs are granted either by reason of a STIP deferral or on a discretionary basis. On a termination without cause and absent a Change of Control, RUs granted because of a STIP deferral immediately vest and such RU payments reflect the market value of all unvested RUs as at December 31, 2021. On a termination without cause and absent a Change of Control, incremental payments for discretionary RUs reflect the incremental value of any RUs pro-rated and payable to the date of termination less the value of any forfeited RUs. RUs were calculated based on the closing price of the Trust Units on the TSX on December 31, 2021 (\$17.32). The value of RUs upon a Change of Control and discretionary RUs on retirement have not been included in this table as the Board has discretion to determine how RUs should be treated upon these events.
- (4) Assumes CT Savings Plan awards are 5% of salary during applicable notice period for Executives participating in the plan.
- (5) Ms. Gibson and Mr. Salsberg are entitled to the continuation of perquisites and other benefits during their notice period. However, as the value of such perquisites and other benefits would not exceed \$50,000 in aggregate, they are not included in this table.
- (6) Assumes CFO Salary Continuance Period of 12 months.
- (7) Assumes President and COO Salary Continuance Period of 12 months.

## OTHER COMPENSATION INFORMATION

### Securities Authorized for Issuance

The table below sets out information regarding the Trust Units authorized for issuance under the REIT's DU Plan and RU Plan for Executives (collectively, the "Equity Compensation Plans") as at December 31, 2021. Other than the Equity Compensation Plans, the REIT does not have any compensation plans under which its equity securities are authorized for issuance. For more information on the DU Plan, see *Deferred Unit Plan for Trustees* on page 36. For more information on the RU Plan for Executives, see *Restricted Unit Plan for Executives* on page 47:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (excluding securities reflected in column (a)) (c)
Equity Compensation Plans Not Approved by Securityholders DU Plan and RU Plan for Executives	285,048 <sup>(1)</sup>	n/a	8,432,928

**Note:**

(1) The 285,048 RUs and DUs represent approximately 0.1% of issued and outstanding Units and approximately 0.3% of issued and outstanding Trust Units.

The following table sets out the burn rate of the awards granted under the Equity Compensation Plans for the years ended December 31, 2021, 2020 and 2019. The burn rate is calculated by dividing the number of DUs or RUs, as the case may be, granted under either the DU Plan or RU Plan for Executives, as applicable, during the relevant fiscal year by the weighted average number of Units, on a diluted basis, outstanding for such fiscal year:

	Number of DUs granted under the DU Plan	Number of RUs granted under the RU Plan for Executives	Total number of DUs and RUs granted	Weighted average number of Units outstanding for that fiscal year <sup>(1)</sup>	Annual burn rate <sup>(2)</sup>
January 1 – December 31, 2021	38,969	6,539	45,508	232,026,661	0.02%
January 1 – December 31, 2020	41,721	6,679	48,400	228,934,000	0.02%
January 1 – December 31, 2019	32,717	4,896	37,613	222,559,681	0.02%

**Notes:**

(1) Calculated on a diluted basis and in accordance with the CPA Canada Handbook.

(2) On a non-diluted basis, the burn rate for each of the fiscal years ended December 31, 2021, 2020 and 2019 is 0.04%, 0.05% and 0.04%, respectively.

## OTHER INFORMATION

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### Interest of Informed Persons in Material Transactions

CTC holds a 68.9% effective interest in the REIT through ownership of 33,989,508 Trust Units and all of the issued and outstanding Class B LP Units. Each Class B LP Unit is exchangeable at the option of the holder for one Trust Unit (subject to certain anti-dilution adjustments), is accompanied by one Special Voting Unit (which provides for the same voting rights in the REIT as a Trust Unit) and receives distributions of cash from the Partnership equal to the distributions made by the REIT on a Trust Unit. In addition, CTC holds all of the outstanding Class C LP Units of the Partnership.

### Management Contracts

CT REIT and CTC are parties to a number of commercial agreements which govern the relationship between them. In addition to the Services Agreement and the Property Management Agreement, such agreements include a right of first offer agreement, development agreement and non-competition and non-solicitation agreement. For a discussion of such commercial agreements, transactions and other arrangements and certain fees paid between CT REIT and CTC in connection therewith, please refer to the AIF, MD&A and the Audited Consolidated Financial Statements for the year ended December 31, 2021, all of which are available on the REIT's website at [www.ctreit.com](http://www.ctreit.com) and on our profile on SEDAR at [www.sedar.com](http://www.sedar.com). The referenced commercial agreements are material contracts for the REIT and any disclosure in this Circular, the AIF or elsewhere is qualified in its entirety by reference to the terms of such agreements which are available on our profile on SEDAR at [www.sedar.com](http://www.sedar.com).

The REIT employs an experienced internal senior executive team that is supported by CTC pursuant to the Services Agreement and the Property Management Agreement. Pursuant to the Services Agreement, CTC provides the REIT with certain administrative, financial, information technology, human resources and ancillary services (the "Services"). CTC is responsible for performing the Services primarily through its management team and employees. In carrying out the Services, CTC is subject to the REIT's oversight. Certain property management services are also provided by CTC pursuant to the Property Management Agreement. Furthermore, the REIT and CTC enter into normal course property transactions from time to time. For further details on such transactions between CT REIT and CTC, please refer to the AIF.

### Indebtedness of Trustees, Officers and Employees

As at March 15, 2022, none of the REIT's trustees, executive officers, employees or former trustees, executive officers or employees were indebted to the REIT or any of its subsidiaries.

### Liability Insurance for Trustees and Officers

During the year ended December 31, 2021, CT REIT purchased Trustees' and Officers' ("T&O") liability insurance coverage in the amount of \$40 million. This insurance is designed to protect the trustees and officers of the REIT against liabilities they may face in their capacity as trustees or officers of the REIT.

No deductible is applied to any loss for which the REIT does not indemnify an individual trustee or officer. Any loss for which the REIT grants indemnification to a trustee or officer is subject to a deductible of \$250,000 which it will pay. Loss resulting from a securities claim, brought against the REIT for an alleged securities law violation, is subject to a deductible of \$250,000. The T&O liability insurance does not cover losses arising from deliberate illegal conduct, fraud or bad faith.

The REIT paid \$128,052 (not including taxes) in policy premiums for the period from October 23, 2020 to October 23, 2021, none of which was paid by individual trustees and officers. The insurance policy does not differentiate between coverage for trustees and coverage for officers, and the REIT cannot estimate the amount of the premium that relates to the group of trustees or the group of officers.

## Additional Information & Documents You Can Request

You can ask us for a copy of the following documents at no charge:

- The MD&A and Audited Consolidated Financial Statements for the year ended December 31, 2021. These documents contain the REIT's financial information.
- The AIF and the documents incorporated by reference therein.

To request any of these documents, please write to Corporate Secretary, CT Real Estate Investment Trust, 2180 Yonge Street, Toronto, Ontario, M4P 2V8 or send an email to [corporate.secretary@ctreit.com](mailto:corporate.secretary@ctreit.com).

Financial information is provided in CT REIT's MD&A and Audited Consolidated Financial Statements. The MD&A, Audited Consolidated Financial Statements, the AIF and other information relating to CT REIT may be found on our profile on SEDAR at [www.sedar.com](http://www.sedar.com).

You can also visit our website at [www.ctreit.com](http://www.ctreit.com). Select the *Investors* tab for the REIT's annual report for the year ended December 31, 2021, the AIF, financial news releases, Trust Unit price information, distribution payment history, as well as investor presentations and webcasts.

Information contained in or otherwise accessible through the websites referenced in this Circular does not form part of this Circular and is not incorporated by reference into this Circular. All references to such websites are inactive textual references and are for information only.

## APPENDIX A

### CT REAL ESTATE INVESTMENT TRUST MANDATE OF THE BOARD OF TRUSTEES

#### 1. Role of the Board

The Board of Trustees (Board) of CT Real Estate Investment Trust (REIT) is responsible for the stewardship of the REIT. This stewardship role consists primarily of the duty to supervise the management of the business and affairs of the REIT and includes two key functions: decision making and oversight. The decision-making function involves the formulation, in conjunction with management, of fundamental policies and strategic goals and the approval of certain significant actions. The oversight function concerns the duty to supervise management's decisions and to ensure the adequacy of systems and controls and the implementation of appropriate policies.

#### 2. Responsibilities of the Board

Pursuant to the REIT's amended and restated declaration of trust dated October 22, 2013, as further amended and restated as of April 5, 2020, and as may be further amended or restated from time to time (Declaration of Trust), the Board shall exercise its powers and discharge its duties as trustees honestly and in good faith with a view to the best interests of the REIT and the REIT's unitholders. The Board is also responsible for taking a long-term view and ensuring that management is doing so. In making its decisions, the Board should consider the financial, risk, competitive and/or human resource implications of strategies, tactics and transactions proposed by management.

The Board's duties include:

##### (a) **Compliance with Declaration of Trust**

- (i) Obtaining reasonable assurance of the REIT's compliance with the Declaration of Trust.
- (ii) Exercising its powers and take whatever action(s) as may be necessary or desirable to carry out the provisions of the Declaration of Trust.
- (iii) Ensuring that the exercise of such powers or the taking of such actions is not inconsistent with the provisions of the Declaration of Trust.

##### (b) **Strategic Planning**

- (i) Providing oversight and guidance on the strategic issues facing the REIT.
- (ii) Working with management to establish the long-term objectives and goals for the REIT's business and reviewing, modifying (if appropriate) and approving the strategic plan proposed by management to achieve such objectives and goals.
- (iii) Supervising the development of, and approving, the REIT's financial objectives and investment plan, including investment activities (acquisitions, dispositions and/or development), capital allocations, expenditures and material financing arrangements.
- (iv) Monitoring the implementation and effectiveness of the REIT's strategic plan and investment plan.
- (v) Approving the REIT's distribution policy and the timing and payment of distributions.
- (vi) Approving transactions, expenditures, commitments and other business decisions not specifically delegated to management.

##### (c) **Financial Information and Internal Controls**

- (i) Overseeing the financial reporting and disclosure obligations imposed on the Board, the REIT and senior management by laws, regulations, rules, policies and other applicable requirements.
- (ii) Overseeing the integrity of the REIT's management information systems and the effectiveness of the REIT's internal controls.
- (iii) Overseeing the preparation of, and processes relating to, management's reports and attestations with respect to the REIT's internal control over financial reporting and disclosure controls and procedures.
- (iv) Obtaining reasonable assurance that due diligence processes and controls in connection with the certification of the REIT's annual and interim filings are in place, monitoring their continued effectiveness, and obtaining confirmation that such filings are in a form that permits such certification.
- (v) Approving the REIT's financial statements, management's discussion and analysis, annual information form and news releases containing material information.

##### (d) **Identification and Management of Risks**

- (i) Approving the REIT's Enterprise Risk Management Policy, including the Enterprise Risk Management Framework, Risk Appetite Statement and key risks, taking into consideration and assessing the REIT's key and emerging risk exposures.
- (ii) Monitoring the REIT's processes for identifying, assessing, mitigating and reporting on the REIT's key and emerging risks and management's reports relating to the operation and effectiveness of these processes.

##### (e) **Human Resource Management and Executive Compensation**

- (i) Obtaining reasonable assurance that there are policies and practices in place to enable the REIT to attract, develop and



retain the human resources required by the REIT to meet its business objectives.

- (ii) Overseeing the REIT's executive compensation plans and programs and overall compensation philosophy.
- (iii) Monitoring the REIT's approach to human resource management.
- (iv) Monitoring the REIT's approach to diversity and inclusion, employee development, health and well-being.
- (v) Supervising the succession planning processes of the REIT and approving the selection, appointment, development, evaluation and compensation of the Chair of the Board, the Chief Executive Officer and employees at the level of Senior Vice-President and above.

**(f) Environmental, Social and Governance (ESG)**

- (i) Overseeing and monitoring the REIT's approach to ESG matters, which includes plans, practices and initiatives relating to environmental sustainability, and plans, practices and initiatives relating to social, ethical and governance matters ("Corporate Responsibilities").
- (ii) Overseeing the REIT's ESG disclosure obligations and approving the REIT's public disclosure and reporting relating to ESG matters.
- (iii) Approving the REIT's environmental policy and monitoring and obtaining periodic reports on the REIT's environmental sustainability principles, practices and initiatives.
- (iv) Obtaining reasonable assurance as to the integrity of the Chief Executive Officer and other senior management and that the Chief Executive Officer and other senior management strive to create a culture of integrity throughout the REIT.
- (v) Approving the REIT's Ethical Business Conduct Policy and Code of Conduct (Code), monitoring compliance with the Code and receiving reports on adherence to the Code.
- (vi) Approving other policies with respect to the REIT's Corporate Responsibilities and monitoring and obtaining periodic reports on any principles, practices and initiatives with respect to same.

**(g) Corporate Communications and Public Disclosure**

- (i) Monitoring compliance with the REIT's policies and processes for accurate, timely and appropriate public disclosure.
- (ii) Maintaining a stakeholder engagement process to facilitate responses by the Board to unitholder and other stakeholder inquiries.

**(h) Governance**

- (i) Developing, revising and monitoring the REIT's approach to corporate governance.
- (ii) Evaluating the structures and procedures established by the Board which allow the Board to function independently of management.
- (iii) Establishing Board committees and defining their mandates to assist the Board in carrying out its roles and responsibilities.
- (iv) Setting expectations and responsibilities of trustees, including attendance at, preparation for, and participation in Board and committee meetings.
- (v) Regularly assessing the effectiveness of the Board, the Chair of the Board, the committees, each committee chair and individual trustees.
- (vi) Monitoring the composition of the Board with a view to the effectiveness, diversity and independence of the Board and its members.
- (vii) Identifying competencies and skills necessary for the Board as a whole and each individual trustee.
- (viii) Identifying individuals qualified to become new trustees.
- (ix) Obtaining reasonable assurance that each new trustee engages in a comprehensive orientation process and that all trustees are provided with continuing education opportunities.
- (x) Reviewing and approving the REIT's approval process for related party transactions, agreements and arrangements, including with CTC or its affiliates.
- (xi) Approving the form and amount of trustee remuneration for Board and committee service.
- (xii) Reviewing the Board's mandate at least once every three years to ensure it appropriately reflects the Board's stewardship responsibilities.

**3. Delegation of Authority**

**(a) Delegation to Management**

The Board is responsible for establishing formal delegations of authority, which define the limits of management's power and authority, and delegating to management certain powers to manage the business of the REIT. The Board has delegated to the Chief Executive Officer certain powers and authorities to manage the business and affairs of the REIT, subject to any limitations under the REIT's governing legislation and its Declaration of Trust. Any power or authority not so delegated remains with the Board of Trustees.

**(b) Delegation to Committees**

The Board has delegated certain matters for which the Board is responsible to its committees for review or approval, as appropriate and to the extent permitted under the REIT's governing legislation and its Declaration of Trust. Each committee has its own mandate which is reviewed and approved by the Board on an ongoing basis. The Board reserves the right to exercise any powers or authorities delegated to a committee. The Board also has the right to revoke any of its powers or authorities delegated to a committee, as well as to revoke or vary any decision of a committee (to the extent that such decision has not been acted upon). Any committee decision shall be reported to the Board at its next regularly scheduled meeting.

**4. Advisors**

The Board has the authority to retain, at the expense of the REIT, outside counsel and other advisors as it deems necessary.

Dated: May 10, 2021  
Approved by: Board of Trustees

# HOW TO CONTACT US

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## **HOME OFFICE**

### **CT REAL ESTATE INVESTMENT TRUST**

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Toronto, Ontario M4P 2V8  
Canada

Toll-free (Canada and U.S.): 1-855-770-7348 (REIT)  
Fax: 416-480-3216  
Website: [www.ctreit.com](http://www.ctreit.com)

## **INVESTOR CONTACT**

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## **MEDIA CONTACT**

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## **REGISTRAR AND TRANSFER AGENT**

### **COMPUTERSHARE TRUST COMPANY OF CANADA**

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Toronto, Ontario M5J 2Y1  
Canada

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Telephone (Global): 514-982-7555  
Fax (Canada and U.S.): 1-866-249-7775  
Fax (Global): 416-263-9524  
Email: [service@computershare.com](mailto:service@computershare.com)

To change your address, eliminate multiple mailings, transfer Units of the REIT, inquire about our Distribution Reinvestment Plan or for other Unitholder account inquiries, please contact the principal offices of Computershare Trust Company of Canada in Halifax, Montreal, Toronto, Calgary or Vancouver.

## **FOR NOTICE-AND-ACCESS**

### **QUESTIONS**

#### **For Beneficial Unitholders:**

Broadridge Investor Communications Corporation  
Toll-free (Canada and U.S.): 1-844-916-0609 (or  
1-844-973-0593 for French)

#### **For Registered Unitholders:**

CT REIT  
Toll-free (Canada and U.S.): 1-833-461-7725

### **FULFILLMENT REQUESTS**

#### **For Beneficial Unitholders:**

Broadridge Investor Communications Corporation  
Toll-free (Canada and U.S.): 1-877-907-7643

#### **For Registered Unitholders:**

CT REIT  
Toll-free (Canada and U.S.): 1-833-461-7725



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