

**RELIABLE.
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MANAGEMENT INFORMATION CIRCULAR
ANNUAL MEETING OF UNITHOLDERS
MAY 9, 2023



CT

REIT

LETTER TO OUR UNITHOLDERS

A Message from David H. Laidley, Independent Chair of the Board

DEAR FELLOW UNITHOLDERS,

On behalf of the Board of Trustees and management of CT REIT, I am pleased to invite you to the REIT's Annual Meeting of Unitholders, to be held virtually via live audio webcast, at 10:00 a.m. Eastern Daylight Time, on Tuesday, May 9, 2023. The meeting details are outlined in our Management Information Circular under the heading *Voting Information*.

This will be my last year chairing the Annual Meeting as Chair of the Board. After having served as Chair since CT REIT's initial public offering in October 2013, I have decided to retire.

I am honoured to have been part of CT REIT's journey since day one, having had the privilege of collaborating with accomplished peers on the Board, and with strong and committed management teams. I am so very proud of all that we have done together!

In his letter to Unitholders, Kevin Salsberg has done an excellent job describing our many accomplishments and CT REIT's bright future. You are in good hands with Kevin as your CEO, supported by a terrific management team.

I want to thank Kevin, his predecessor Ken Silver, our partners at Canadian Tire Corporation, Limited and everyone I have worked with over the years at CT REIT. It has been a highlight of my career. As always, I thank my fellow trustees for their tremendous contributions and guidance. Your Board of Trustees is comprised of talented and dedicated people, and I know you will be well served going forward, as it is expected that current trustee John O'Bryan will succeed me as Chair of the Board after this year's Annual Meeting. In addition, if elected, Pauline Alimchandani will bring a fresh perspective to the Board as a new trustee. She will no doubt be a great addition.

Finally, I would like thank you, CT REIT's Unitholders, for your ongoing support and trust, which has always meant a great deal to me. I am delighted by what we have achieved in my time here at CT REIT, and I look forward to all that the future holds for this great organization.

A handwritten signature in black ink, appearing to read "D. Laidley".

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

LETTER TO OUR UNITHOLDERS

A Message from Kevin Salsberg, President & Chief Executive Officer

DEAR FELLOW UNITHOLDERS,

I feel a tremendous sense of pride as I write my first letter to Unitholders since being named President and CEO of CT REIT. This pride is a result of not only the accomplishments that we achieved this past year, but also the way in which we achieved them. 2022 was a year of great change all around us, and our team members took it in stride, rising to the occasion and meaningfully contributing to the strong results we delivered. I am also proud of the ongoing evolution of our organization as we continue to improve the way we do business and develop our talent base.

A Track Record of Delivering Growth

On the investment front, 2022 was one of our most active years yet. We invested more than \$250 million in completed and ongoing acquisition and development activity and added nearly 1 million square feet of gross leasable area (GLA) to our portfolio. In addition, we announced 14 new projects throughout the year and currently have a robust pipeline representing nearly 1.3 million square feet of GLA across 26 active developments.

These additions to our asset base, along with the consistent organic growth that we derive from our existing properties, have allowed us to increase our distribution nine times since our initial public offering in 2013, and to deliver meaningful growth across many of our core metrics. Since going public, we have invested more than \$2.4 billion in approximately 250 unique projects and have added over 11.2 million square feet of GLA to the portfolio.

Reliability When It Matters

CT REIT has always run its business for the long term. Our prudent financial management was an essential contributor to our enduring success through the pandemic and, more recently, despite rising interest rates and persistent inflation.

As Canada's premier net lease real estate investment trust, our portfolio of assets is primarily leased to investment grade tenants and is largely insulated from the impact of rising operating costs caused by the current inflationary environment. The desirability of our properties led to our occupancy rate finishing the year above 99%, the third year in a row that our portfolio has been substantially full, and our 8.6 year weighted average lease term remains one of the longest in the sector.

With respect to our balance sheet, our conservative debt metrics – including our leverage, interest coverage and the fact that we have one of the longest weighted average terms to maturity amongst Canadian REITs – stand us in good stead in the current interest rate environment. At the beginning of 2022, we were able to raise \$250 million in unsecured debentures on very favourable terms, and we have no unsecured debt maturing in 2023, which will help shield us from the impact of rising interest rates.

A Bright Future

Our unique relationship with Canadian Tire Corporation, Limited (CTC), CT REIT's most significant tenant and majority Unitholder, remains a key differentiator and core strength for us. Through this relationship, we are able to glean insights into real estate markets across Canada and source new opportunities for growth as CTC continues to invest in its retail and supply chain networks as part of its multi-year *Better Connected* strategy. Working closely together also presents longer-term opportunities for both CTC and CT REIT to explore ways to surface the embedded value within some of the urban assets we own in our respective portfolios.

I am very pleased with our team's achievements in advancing our Environmental, Social and Governance (ESG) initiatives over the last year. We started by making ESG a strategic pillar against which management will be evaluated, highlighting its importance to our organization. We also launched several property and corporate level initiatives, issued our inaugural ESG report and obtained our first publicly reported GRESB score. While progress has been made in these areas, we acknowledge there is still more work to be done and we are committed to building upon this foundation as we continue to chart our path forward.

Alignment at the Top

The cooperative and productive relationship between the REIT's management team and the Board was evident again this past year through the seamless execution of our CEO succession plan and the continued focus on balancing the delivery of short-term results while planning for the future and managing risk in an uncertain economic environment.

On behalf of management and the CT REIT team, I would like to thank our trustees for their outstanding efforts. I would also like to thank David Laidley for his tremendous contributions as Chair of the Board of Trustees of CT REIT since its inception. We are fortunate to have benefitted from his stewardship and steady hand over the last nine years. And on a personal note, I want to thank David for his mentorship and guidance, especially this past year as I transitioned into the CEO role.

Thanks also to you, our Unitholders, for your ongoing support, and to the whole CT REIT team for their hard work, agility and commitment. We are proud of our accomplishments over the last year and that CT REIT once again demonstrated its ability to deliver reliable, durable and growing results for our Unitholders.



Kevin Salsberg
President & Chief Executive Officer

NOTICE OF ANNUAL MEETING OF UNITHOLDERS

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



Date
Tuesday, May 9, 2023
10:00 a.m. (Eastern Time)

Virtual Meeting Details
Online via live audio Webcast at:
<https://web.lumiagm.com/480048215>
Telephone in listen-only mode: 1-877-664-8886 (Canada and U.S.)

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 9, 2023, 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, 2022, 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 16, 2023, 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

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.

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 16, 2023.

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 5, 2023** 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 6 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 **ctreit2023** (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 **ctreit2023** (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 7 of the Circular.

If you are a Registered Unitholder, your proxy form appoints David Laidley or Kevin Salsberg (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 information 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 **ctreit2023** (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/480048215>

Telephone in listen-only mode: 1-877-664-8886 (Canada and U.S.)

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 ctreitagm@ctreit.com.

For further information on the Meeting, please visit www.ctreitagm.com.

Toronto, Ontario
March 9, 2023

By order of the Board of Trustees,



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

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MANAGEMENT INFORMATION CIRCULAR

About this Circular and Related Proxy Materials

This Management Information Circular (the “Circular”) and other materials are being provided in connection with the 2023 Annual Meeting of Unitholders (the “Meeting”) of CT Real Estate Investment Trust to be held on Tuesday, May 9, 2023 at 10:00 a.m. (Eastern Time). 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 accessing, participating and voting at the Meeting, please see *Voting Information* below beginning on page 3.

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 9, 2023, unless otherwise indicated. All dollar amounts herein are expressed in Canadian currency, unless otherwise specified.

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 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, 2022, 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 and on our profile on SEDAR at www.sedar.com.

Electing Trustees

The REIT's Board of Trustees (the "Board" or the "Board of Trustees") has determined that eight trustees will be elected at the Meeting, three of whom have been nominated by CTC. See *About the Trustee Nominees* on page 8 for more information.

All of the trustee nominees are currently trustees of CT REIT and were elected as trustees at our Annual Meeting of Unitholders held on May 10, 2022 (the "2022 Meeting"), except for Pauline Alimchandani, who is being nominated by the Board for the first time for election as a trustee at the Meeting. David Laidley, currently Chair of the Board, is not standing for re-election as a trustee.

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:

| Trustee Nominees for Election | |
|---------------------------------|---|
| Nominees proposed by the Board: | Nominees selected by CTC and proposed by the Board: |
| Pauline Alimchandani | Gregory Craig |
| Heather Briant | 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

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. See *Voting at the Virtual Meeting* on page 4.

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 9, 2023, there were 234,881,742 issued and outstanding Units, which are comprised of: (i) 107,687,909 issued and outstanding Trust Units, and (ii) 127,193,833 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 16, 2023, 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 68.6% effective interest in the REIT, as shown below:

| | Number of Units Beneficially Owned, Controlled or Directed | Percentage of Issued and Outstanding Units ⁽¹⁾ |
|----------------------------------|---|--|
| Trust Units held by CTC | 33,989,508 | 14.5% |
| Special Voting Units held by CTC | 127,193,833 | 54.1% |
| Total Units held by CTC | 161,183,341 | 68.6% |

Note:

(1) Total number of issued and outstanding Units as at March 9, 2023 was 234,881,742.

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 |
|--|--|--|
| Delivery of Proxy Materials | We have sent you a proxy form. | Your intermediary has sent you a voting instruction form. |
| If you do not plan to attend the Meeting but wish to vote | 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 5. | 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 5. |
| To attend and vote at the Meeting | 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 5. | 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 5. |

| | | |
|--|---|---|
| Returning the proxy/voting instruction form | <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 5, 2023 (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> |
| Changing your vote or revoking your proxy | <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 **ctreit2023** (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 **ctreit2023** (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 5.

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, Kevin Salsberg (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.

Online

Unitholders, proxyholders and guests may access the Meeting online by visiting the following link: <https://web.lumiagm.com/480048215>.

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 above 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 **ctreit2023** (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 1-877-664-8886 (Canada and U.S.). 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.

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 “Ask a Question” text box provided under the “Messaging” tab on your screen and then click the “Send” icon. 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 and on our profile on SEDAR at 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 |
|----------------------|--|
| By Mail: | Computershare Trust Company of Canada 100 University Avenue 8th Floor, North Tower Toronto, Ontario M5J 2Y1 Canada |
| By Telephone: | Within Canada and the United States at 1-800-564-6253, and from all other countries at 514-982-7555 |
| By Fax: | Within Canada and the United States at 1-866-249-7775, and from all other countries at 416-263-9524 |
| By E-mail: | Computershare can be reached at service@computershare.com |

ABOUT THE TRUSTEE NOMINEES

Composition of the Board

Eight trustee nominees 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 trustee nominees will be able to serve as a trustee. If, however, the REIT becomes aware before the Meeting that a trustee nominee is unable to serve as a trustee, the REIT Proxyholders will vote to elect a substitute trustee nominee at their discretion.

Trustee Nominee Profiles

The following trustee nominee profiles provide a description of the individuals being nominated for election, including each proposed nominee's membership on other public boards during the last five years and, for incumbent trustee nominees, their membership on the Board's committees, being the Audit Committee, GCN Committee and/or Investment Committee (collectively, the "Committees" and any one of them, a "Committee"), as applicable, and voting results from the 2022 Meeting. The profiles also provide the aggregate value of all Trust Units held by each trustee nominee, the deferred units ("DUs") acquired by each trustee nominee under the deferred unit plan (the "DU Plan") for trustees in 2022, the "at risk" market value of the Trust Units and DUs as at December 31, 2022, as well as whether or not each trustee nominee has met the unit ownership guidelines for trustees. For more information, see *Trustee Unit Ownership Guidelines* on page 33 and for more information on the REIT's unit ownership guidelines applicable to the President and Chief Executive Officer ("CEO"), see *Executive Unit Ownership Guidelines* on page 44. The "at risk" market value of the Trust Units and the DUs held for the years ended December 31, 2022 and December 31, 2021 in the profiles below was calculated using the closing price of the Trust Units on the Toronto Stock Exchange ("TSX") on December 30, 2022 (\$15.59).

Each trustee nominee has significant experience and, collectively, they possess the competencies and skills that enable the Board to fulfill its mandate. Each year, the competencies and skills of individual trustees and the Board are reviewed in relation to the evolving needs and strategies of the REIT. For more information, see *Board Renewal* on page 18 and *Trustee Skills Matrix* on page 19.

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 Ms. Alimchandani, who is being nominated by the Board for the first time for election as a trustee at the Meeting, none of the other seven trustee nominees, if elected at the Meeting, will be new to the Board. Of the trustee nominees who currently serve on the Board, one was elected in 2022, one was elected in 2021, one was elected in 2020, one was elected in 2018 and the remaining three 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 21.

Of the eight trustee nominees, four identify as female, representing 50.0% of the trustee nominees and 80.0% of the independent trustee nominees. For more information regarding Board Diversity, see *Diversity* on page 20.



Age: 40
Ontario, Canada

Trustee since:
N/A

2022 Voting Results:
N/A

Committee Membership: N/A

Current Activities:

Ms. Alimchandani is the Chief Financial Officer of Northland Power Inc (TSX: NPI), a global renewable energy company with assets and operations in North America, Europe, Asia and Latin America. In her role, Ms. Alimchandani manages and oversees a large global team across several key functions which span the organization, including, capital markets, financial planning and analysis, development finance, financial risk management, tax strategy and planning, financial reporting and controls, and information technology. Within Northland, Ms. Alimchandani also serves as Chair of the Investment Committee, which is responsible for approving all investment and capital allocation decisions of the company. Since starting with Northland in 2020, Ms. Alimchandani has led/overseen approximately \$10 billion of global financing activity including: large/complex financings of renewable power projects in Europe (Germany, Netherlands, Spain), Colombia, U.S. and Canada; new equity issuances; and global bank syndicated corporate facilities.

Past Activities:

Ms. Alimchandani has over 18 years of professional experience, having most recently served as Executive Vice President and Chief Financial Officer of Dream Unlimited Corp (TSX: DRM), one of Canada's leading real estate asset management and development companies. Earlier positions include Vice President, Corporate Strategy at Dream, and Vice President, Equity Research at BMO Capital Markets. Prior to these positions, Ms. Alimchandani was active in both the Audit and Assurance, and Consulting and Deals practices at PricewaterhouseCoopers LLP. Ms. Alimchandani is a Chartered Professional Accountant and a CFA charterholder. She currently serves on the board of Michael Garron Hospital Foundation. In 2020, she received an award as one of Canada's 50 Best Executives by the Report on Business/Globe and Mail. In 2022, she received an individual Canada's Clean50 award, which is recognized as being Canada's top sustainability award.

Public Board Memberships During Last Five Years:

Dream Impact Trust (2020 – Present)

NUMBER OF TRUST UNITS BENEFICIALLY OWNED, CONTROLLED OR DIRECTED (as at December 31, 2022):

As at December 31, 2022, Ms. Alimchandani did not hold any Trust Units.⁽¹⁾

UNIT OWNERSHIP GUIDELINES

Have Unit Ownership Guidelines Been Met: N/A

Date by Which Unit Ownership Guideline is to be Met: N/A

HEATHER BRIANT

Independent



Age: 62
Ontario, Canada

Trustee since:
2018

2022 Voting Results:
98.03% in favour

Committee Membership: GCN (Chair) and Investment

Current Activities:

Ms. Briant is a Corporate Director. In addition to the REIT, 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. Until earlier this year, Ms. Briant sat on the board of directors of Freshii Inc. and served as Chair of its compensation, nomination and governance committee and was also a member of the audit committee. 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 – 2023)

NUMBER OF TRUST UNITS AND DUs BENEFICIALLY OWNED, CONTROLLED OR DIRECTED (as at December 31, 2022)

| YEAR | TRUST UNITS ⁽¹⁾ | DUs ⁽²⁾ | TOTAL NUMBER OF TRUST UNITS AND DUs ⁽³⁾ | MARKET VALUE OF TOTAL NUMBER OF DUs ⁽⁴⁾ | MARKET VALUE OF TOTAL NUMBER OF TRUST UNITS AND DUs ⁽⁴⁾ |
|----------------|----------------------------|--------------------|--|--|--|
| 2022 | - | 24,343 | 24,343 | \$379,507 | \$379,507 |
| 2021 | - | 23,116 | 23,116 | \$360,378 | \$360,378 |
| Change in 2022 | - | 1,227 | 1,227 | \$19,129 | \$19,129 |

UNIT OWNERSHIP GUIDELINES

Have Unit Ownership Guidelines Been Met: Yes (exceeds by \$192,007)



Age: 54
Ontario, Canada

Trustee since:
2021

2022 Voting Results:
99.86% in favour

Committee
Membership: None

Current Activities:

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

Past Activities:

Prior to his current role at CTC, Mr. Craig was President, Canadian Tire Financial Services and President and Chief Executive Officer of Canadian Tire Bank, 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)

NUMBER OF TRUST UNITS BENEFICIALLY OWNED, CONTROLLED OR DIRECTED (as at December 31, 2022):

As at December 31, 2022, Mr. Craig did not hold any Trust Units.⁽¹⁾

UNIT OWNERSHIP GUIDELINES

Have Unit Ownership Guidelines Been Met: N/A⁽⁵⁾

ANNA MARTINI

Independent



Age: 60
Quebec, Canada

Trustee since:
2013

2022 Voting Results:
99.86% in favour

Committee
Membership: Audit
(Chair) and GCN

Current Activities:

Ms. Martini is the Chief Executive Officer of Psycho Bunny Inc., a men's apparel retail brand operating stores in the United States, Canada, Japan and Latin America. 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 2023, Ms. Martini served as Executive Vice-President and Chief Financial Officer of Groupe CH, which operates Club de Hockey, Canadien Inc., Bell Centre-Place Bell, Spectra and evenko. Prior to 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, 2022)

| YEAR | TRUST UNITS ⁽¹⁾ | DUs ⁽²⁾ | TOTAL NUMBER OF TRUST UNITS AND DUs ⁽³⁾ | MARKET VALUE OF TOTAL NUMBER OF DUs ⁽⁴⁾ | MARKET VALUE OF TOTAL NUMBER OF TRUST UNITS AND DUs ⁽⁴⁾ |
|----------------|----------------------------|--------------------|--|--|--|
| 2022 | - | 76,554 | 76,554 | \$1,193,477 | \$1,193,477 |
| 2021 | - | 66,718 | 66,718 | \$1,040,134 | \$1,040,134 |
| Change in 2022 | - | 9,836 | 9,836 | \$153,343 | \$153,343 |

UNIT OWNERSHIP GUIDELINES

Have Unit Ownership Guidelines Been Met: Yes (exceeds by \$1,005,977)



Age: 63
Ontario, Canada

Trustee since:
2013

2022 Voting Results:
99.89% 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 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. 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, 2022)

| YEAR | TRUST UNITS ⁽¹⁾ | DUs ⁽²⁾ | TOTAL NUMBER OF TRUST UNITS AND DUs ⁽³⁾ | MARKET VALUE OF TOTAL NUMBER OF DUs ⁽⁴⁾ | MARKET VALUE OF TOTAL NUMBER OF TRUST UNITS AND DUs ⁽⁴⁾ |
|----------------|----------------------------|--------------------|--|--|--|
| 2022 | 26,548 | - | 26,548 | - | \$413,883 |
| 2021 | 25,202 | - | 25,202 | - | \$392,899 |
| Change in 2022 | 1,346 | - | 1,346 | - | \$20,984 |

UNIT OWNERSHIP GUIDELINES

Have Unit Ownership Guidelines Been Met: Yes (exceeds by \$226,383)



Age: 72
Ontario, Canada

Trustee since:
2013

2022 Voting Results:
99.86% 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 acts as an advisor to AIMCO Construction. Mr. O'Bryan 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. Mr. O'Bryan completed the Directors Education Program at the Institute of Corporate Directors at the University of Toronto and, in 2022, completed the ESG Designation (GCB.D) Program at Competent Boards.

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, 2022)

| YEAR | TRUST UNITS ⁽¹⁾ | DUs ⁽²⁾ | TOTAL NUMBER OF TRUST UNITS AND DUs ⁽³⁾ | MARKET VALUE OF TOTAL NUMBER OF DUs ⁽⁴⁾ | MARKET VALUE OF TOTAL NUMBER OF TRUST UNITS AND DUs ⁽⁴⁾ |
|----------------|----------------------------|--------------------|--|--|--|
| 2022 | 27,923 | 62,831 | 90,754 | \$979,535 | \$1,414,855 |
| 2021 | 27,923 | 54,071 | 81,994 | \$842,967 | \$1,278,286 |
| Change in 2022 | - | 8,760 | 8,760 | \$136,568 | \$136,568 |

UNIT OWNERSHIP GUIDELINES

Have Unit Ownership Guidelines Been Met: Yes (exceeds by \$1,227,355)



Age: 42
Ontario, Canada

Trustee since:
2022

2022 Voting Results:
99.77% in favour

Committee Membership: N/A

Current Activities:

Mr. Salsberg is President and Chief Executive Officer of CT REIT.

Past Activities:

Prior to June 2022, Mr. Salsberg was President and Chief Operating Officer of the REIT. From June 2016 to November 2019, Mr. Salsberg served as Senior Vice-President, Real Estate. Prior to that, 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:

CT REIT (2022 – Present)

NUMBER OF TRUST UNITS BENEFICIALLY OWNED, CONTROLLED OR DIRECTED (as at December 31, 2022)

| YEAR | TRUST UNITS ⁽¹⁾ | DUs | TOTAL NUMBER OF TRUST UNITS | MARKET VALUE OF TOTAL NUMBER OF TRUST UNITS ⁽⁴⁾ |
|----------------|----------------------------|------------|-----------------------------|--|
| 2022 | 39,125 | See Note 6 | 39,125 | \$609,959 |
| 2021 | 30,510 | | 30,510 | \$475,651 |
| Change in 2022 | 8,615 | | 8,615 | \$134,308 |

UNIT OWNERSHIP GUIDELINES

Have Unit Ownership Guidelines Been Met: N/A⁽⁶⁾

KELLY SMITH

Independent



Age: 58
Ontario, Canada

Trustee since:
2020

2022 Voting Results:
99.86% 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, Starlight U.S. Multi-Family (No. 2) Core Plus Fund and Northview 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 an Honours Bachelor of Arts degree and a Master of Business Administration 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)
Northview Fund (2022 – Present)
Starlight U.S. Residential Fund (2021 – Present)
Starlight U.S. Multi-Family (No. 2) Core Plus Fund (2021 – Present)
Agellan Commercial REIT (2017)

NUMBER OF TRUST UNITS AND DUs BENEFICIALLY OWNED, CONTROLLED OR DIRECTED (as at December 31, 2022)

| YEAR | TRUST UNITS ⁽¹⁾ | DUs ⁽²⁾ | TOTAL NUMBER OF TRUST UNITS AND DUs ⁽³⁾ | MARKET VALUE OF TOTAL NUMBER OF DUs ⁽⁴⁾ | MARKET VALUE OF TOTAL NUMBER OF TRUST UNITS AND DUs ⁽⁴⁾ |
|----------------|----------------------------|--------------------|--|--|--|
| 2022 | 2,000 | 13,837 | 15,837 | \$215,719 | \$246,899 |
| 2021 | 2,000 | 8,126 | 10,126 | \$126,684 | \$157,864 |
| Change in 2022 | - | 5,711 | 5,711 | \$89,034 | \$89,034 |

UNIT OWNERSHIP GUIDELINES

Have Unit Ownership Guidelines Been Met: Yes (exceeds by \$59,399)

Notes:

- (1) As at March 9, 2023, Ms. Alimchandani, Ms. Briant, Mr. Craig and Ms. Martini did not hold any Trust Units; Mr. McCann held 26,548 Trust Units, Mr. O'Bryan held 27,923 Trust Units, Mr. Salsberg held 39,125 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 the 2023 calendar year.
- (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 2022" amount reflects DUs earned in 2022 as well as monthly DU-related distribution equivalents paid in 2022.
- (3) None of the DUs have been paid out or distributed. See *Deferred Unit Plan for Trustees* on page 32 for details about the DU Plan.
- (4) The "at risk" value of the total number of Trust Units and/or DUs held by each trustee, as at December 31, 2022 and December 31, 2021, is calculated by reference to the closing price of the Trust Units on the TSX on December 30, 2022 (\$15.59).
- (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. Salsberg, as President and Chief Executive Officer, 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. Mr. Salsberg is subject to the REIT's unit ownership guidelines for executives ("Executive Unit Ownership Guidelines"). As at December 31, 2022, Mr. Salsberg held 39,125 Trust Units with a market value as at December 31, 2022 of \$609,959 and 7,292 RUs (as defined on page 38) (rounded down to the nearest whole number) with a market value of \$113,682. Mr. Salsberg's total equity position as at December 31, 2022 therefore equaled \$723,641. For more information on the unit ownership guidelines applicable to Mr. Salsberg, see *Executive Unit Ownership Guidelines* on page 44.

Additional Information**Cease Trade Orders and Bankruptcies**

No trustee nominee:

- (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.

OUR APPROACH TO CORPORATE GOVERNANCE

Corporate Governance Highlights

CT REIT is committed to good corporate governance, as reflected in our policies and practices. We strive to ensure that our corporate governance promotes oversight, accountability, integrity, independence and transparency and is consistent with our Purpose – to deliver reliable, durable and growing results over time – and our Core Values:

- We are innovators and entrepreneurs at our core
- Outcomes drive us
- Inclusion is a must
- We are stronger together
- We take personal responsibility

The REIT's Core Values help guide the REIT in achieving its Purpose and support our approach to corporate governance. The Board and management 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 and effective.

Corporate Governance Highlights

| | | | |
|---|---|---|--|
| ✓ | five of our eight (63%) trustees are independent | ✓ | we have individual (not slate) voting for trustees |
| ✓ | we have an independent Chair of the Board | ✓ | our trustees are not overboarded; we limit the number of other public boards our trustees can serve on |
| ✓ | all members of the Audit and GCN Committees are independent | ✓ | we have no public company interlocking directorships / trusteeships |
| ✓ | the Chair of the Board and CEO are separate offices | ✓ | we have trustee and executive unit ownership guidelines and monitor and disclose progress towards the achievement of those guidelines |
| ✓ | our CEO does not sit on any of the Committees | ✓ | we have a Code of Conduct (the "Code") that applies to all trustees, officers and employees |
| ✓ | we have a Board Diversity Policy and have adopted a 30% gender diversity target | ✓ | we published our first Environmental, Social and Governance ("ESG") report in 2022 |
| ✓ | 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 and as applicable, approval of such transactions by the independent trustees |
| ✓ | we have a trustee skills matrix to support Board renewal efforts | ✓ | the mandates of the Board and each Committee are regularly reviewed to ensure that they remain current and appropriate |
| ✓ | the average tenure of our Board members is approximately 6.4 years | ✓ | the written position descriptions of the Board and each Committee Chair are regularly reviewed to ensure they continue to reflect the expectations and responsibilities of their roles |
| ✓ | <i>in camera</i> sessions without management present are held at every Board and each Committee meeting | ✓ | we have formal assessment procedures for the Board, each Committee and the Chair of the Board |
| ✓ | our independent trustees meet <i>in camera</i> at every regularly scheduled Board meeting | ✓ | we have a formal new trustee orientation process and provide ongoing education opportunities for our trustees |
| ✓ | we do not have a staggered Board – all of our trustees are elected annually | ✓ | the Board and Committees have full authority to retain independent external advisors |

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, the full text of which is set out in Appendix A attached hereto, outlines its duties that support these key functions, including with respect to strategic planning; 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; the control environment; the management of enterprise risk; and ESG matters and initiatives.

As noted, 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 also regularly discusses critical issues facing the REIT, its business and operations, the economic environment, and business opportunities and risks that may impact the REIT's strategy.

To allow the Board to focus on the more significant business and strategic issues affecting the REIT, and to improve efficiency and decision-making, it has delegated certain of its duties to its Committees as more fully discussed under *Board Committees* on page 17. The Board has also delegated its duty to manage the business and affairs of the REIT to management, which the Board oversees and holds accountable.

The Board believes that a high-performing and engaged board adds value to management by constructively challenging 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 regularly scheduled Board and Committee meetings and reports from and discussion with management. Any significant impacts or changes to the strategic plan may require a special meeting of the Board. Executive briefings and information sessions are also provided to further educate the trustees on specific topics. Trustee education is further discussed under *Trustee Orientation and Continuing Education* on page 23.

Governance Matters

The Board believes that overseeing the REIT's development, maintenance of, and approach to good corporate governance is essential to its role and is committed to developing strong corporate governance policies and practices that reflect our unique circumstances and that continue to be enhanced, as required, to adapt to the REIT's business needs and respond to evolving internal and external environments. In accordance with its mandate, 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), competencies and skills matrices, term limits, majority voting, executive compensation practices, ESG, climate change and unitholder proposals, including reporting thereon. The GCN Committee assesses those practices against those of the REIT and recommends to the Board for its approval corporate governance policies and practices that align with the REIT's approach to corporate governance.

The Board in 2022

In addition to carrying out its responsibilities with respect to strategic planning, financial reporting and disclosure matters, below are highlights of the Board's work in 2022:

- *Growth Opportunities and Investments* – Throughout the year, and in the context of the changing macroeconomic environment, the Board reviewed the REIT's progress in the execution of its investment plan (including acquisitions, intensifications and developments), considered 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. The Board was also kept apprised on the developments in respect of the Canada Square property in Toronto, Ontario in which the REIT holds a 50% interest.
- *Funding Plan* – The Board approved the REIT's application to the TSX of its notice of intention to proceed with a normal course issuer bid, under which the REIT may purchase up to 3,300,000 Trust Units from November 29, 2022 to November 28, 2023. As at the date of this Circular, the REIT has not purchased any Trust Units.
- *Distributions* – In overseeing the REIT's distribution policy, the Board approved an increase in the REIT's distributions, which it has done nine times since the REIT's initial public offering in 2013.
- *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, as well as ever-increasing cybersecurity threats.
- *ESG Report* – The Board reviewed and approved the REIT's inaugural ESG report.
- *Board Renewal* – The Board reviewed and approved Mr. Salsberg's nomination for election to the Board at the 2022 Meeting and spent considerable time on succession planning for trustees and the Chair of the Board. The Board also focused on assessing the competencies and skills required on the Board. See *Trustee Skills Matrix* on page 19.
- *Succession Planning and Talent* – The Board supported management with the transition of the office of the CEO from Mr. Silver to Mr. Salsberg. The Board also reviewed succession and development plans for senior executives (being executives at the level of Senior Vice-President and above), including reviewing and approving the appointment of Jodi Shpigel as Senior Vice-President, Real Estate.
- *Executive Compensation Plans and Programs* – The Board reviewed and approved the REIT's executive compensation plans and programs.
- *Position Descriptions* – The Board approved amendments to the position descriptions for the CEO, the Chair of the Board and the Chair of each of the Committees.
- *Performance Assessments* – The Board undertook the annual assessment of the performance of the Chair of the Board and the biennial assessment of the performance of the Board and each of the Committees. See *Performance Assessments* on page 22.

The Board held five regularly scheduled meetings in 2022. Portions of every meeting were held *in camera* without management present and *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, the composition of the Board and the Committees, 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/or a Committee, as applicable, 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, the Chair attends all of the Committees' meetings either as a member or by standing invitation and consults regularly with each Committee Chair 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.

Meeting Attendance

The table below lists each trustee's attendance at meetings of the Board and each Committee held during 2022.

- The Chair of the Board attends all meetings of each Committee as a member or by standing invitation.
- The CEO attends all meetings of each Committee 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 ⁽¹⁾ | Audit Committee | GCN Committee | Investment Committee ⁽¹⁾ | Total ⁽²⁾ |
|-------------------------------|----------------------|---------------------|---------------------|-------------------------------------|----------------------|
| Heather Briant | 5 of 5 | 4 of 4 (Invitee) | 5 of 5 (Chair) | 5 of 5 | 15 of 15 |
| Gregory Craig | 5 of 5 | 4 of 4 (Invitee) | 5 of 5 (Invitee) | 5 of 5 (Invitee) | 5 of 5 |
| David Laidley | 5 of 5 (Chair) | 4 of 4 | 5 of 5 | 5 of 5 (Invitee) | 14 of 14 |
| Anna Martini | 5 of 5 | 4 of 4 (Chair) | 5 of 5 | 5 of 5 (Invitee) | 14 of 14 |
| Dean McCann | 5 of 5 | 4 of 4 (Invitee) | 5 of 5 (Invitee) | 5 of 5 | 10 of 10 |
| John O'Bryan | 5 of 5 | 4 of 4 | 5 of 5 (Invitee) | 5 of 5 (Chair) | 14 of 14 |
| Kevin Salsberg ⁽³⁾ | 2 of 2 | 2 of 2 (invitee) | 2 of 2 (invitee) | 2 of 2 (invitee) | 2 of 2 |

| | | | | | |
|---------------------------|--------|---------------------|---------------------|---------------------|----------|
| Ken Silver ⁽⁴⁾ | 3 of 3 | 2 of 2 (Invitee) | 3 of 3 (Invitee) | 3 of 3 (Invitee) | 3 of 3 |
| Kelly Smith | 5 of 5 | 4 of 4 (invitee) | 5 of 5 | 5 of 5 | 15 of 15 |

Notes:

- (1) The Board held five regularly scheduled meetings in 2022, one of which was a joint meeting with the Investment Committee.
- (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. Salsberg was elected to the Board at the 2022 Meeting.
- (4) Mr. Silver did not stand for re-election to the Board at the 2022 Meeting.

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 director/trustee of other public company boards is subject to the GCN Committee's review.

The Board has 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.

Board Committees

The Board has three Committees:

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

The Board has delegated a number of its responsibilities to its Committees as permitted by the REIT's Declaration of Trust, in order to enable the Board to operate more efficiently and to focus on the more significant business and strategic issues affecting the REIT. This approach to committee delegation also empowers each of the Committees to focus on key areas of accountability. All matters approved by each Committee 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.

Each 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 attends, by standing invitation, and participates at each meeting of a Committee.

Each Committee has provided a report summarizing its duties under its mandate and setting out highlights from its activities during 2022. See pages 26 to 31.

Mandates and Position Descriptions

The Board has approved written mandates for each Committee which sets out that Committee's purpose and responsibilities. The mandates are regularly reviewed by the applicable Committee 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. Each Committee also regularly reviews its work plan to ensure that it has fulfilled all of its responsibilities under its mandate. A Committee may, at any time, propose amendments to its mandate and recommend same to the Board for approval.

The Board has also approved written position descriptions for the Chair of the Board and the Chair of each Committee, each of which sets out specific duties for the applicable Chair. 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. Select *Corporate Governance* under the *Investors* tab.

Independence of the Board

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. Five of the eight (63%) current trustees and five of the eight (63%) trustee nominees are independent 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.

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 questionnaire completed prior to their proposed nomination or appointment and annually thereafter, 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 trustee nominees 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 Executive Officer of the REIT and as such is not an independent trustee.

Independent Chair of the Board

Mr. Laidley is currently 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. After Mr. Laidley's retirement upon completion of the Meeting, it is expected that Mr. O'Bryan will succeed him as the non-executive Chair of the Board. Mr. O'Bryan is also an independent trustee. The role of the Chair is more fully described under *Chair of the Board* on page 16.

Independence of Committees

All of the 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. 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 in 2022, and at each of these meetings an *in camera* session was held without management present. The independent trustees also met *in camera* without the non-independent trustees at each Board meeting.

In addition, to ensure access to independent advice, the Board and each Committee may engage external advisors, at the expense of the REIT, having particular expertise for purposes of fulfilling their respective mandates.

Board Renewal

The Declaration of Trust specifies 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 trustee 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 provides that CTC has certain nomination rights in respect of nominating trustees for election to the Board which are more fully described under *About the Trustee Nominees* on page 8. At present, CTC has the right to nominate three trustees for election to the Board. 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 the Board renewal process, the GCN Committee engages in the ongoing evaluation of the changing competencies and skills that the REIT requires, as well as the competencies and skills of existing trustees. The process includes a consideration of the trustee skills matrix, as well as the Board's diversity policy, to ensure that a diverse mix of experience, skills, backgrounds and other personal characteristics are represented on the Board. In this regard, the GCN Committee also considers changes to the REIT's strategy, risks, current and anticipated priorities, succession planning for key Board positions and the composition of the Board. Potential new trustee candidates are identified through a variety of means, which may include the networks of individual trustees and professional search firms. The GCN Committee also maintains an evergreen list of qualified candidates for appointment or election to the Board.

The GCN Committee reviews each applicable candidate's biographical information and relevant prior achievements, assesses their suitability and time available to devote to the Board, and considers the results of any due diligence reviews. As part of the selection process, the Board and the CEO are 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.

In the case of all trustee nominees, including incumbent trustees, the GCN Committee, which is comprised of independent trustees, makes a recommendation to the Board on each trustee's nomination for election or appointment, after having considered each such nominee's qualifications under the Declaration of Trust; the trustee skills matrix; the Board diversity policy; the results of trustee performance assessments; trustee tenure; succession planning; independence considerations and other legal requirements, regulations and rules; the REIT's overboarding policy; interlocking directorships/trusteeships; and the results of any due diligence reviews.

Trustee Skills Matrix

CT REIT utilizes a trustee skills matrix as part of its ongoing efforts with respect to Board renewal. While each trustee brings a wide range of valuable competencies and skills to the Board, the trustee skills matrix aids the GCN Committee in ensuring that the highest priority competencies and skills for effectively overseeing the management of the REIT are represented on the Board, taking into consideration the evolving need and strategies of the REIT. Each trustee has extensive experience; the following matrix illustrates the competencies and skills possessed by each nominee trustee.

| | Pauline Alimchandani | Heather Briant | Gregory Craig | Anna Martini | Dean McCann | John O'Bryan | Kevin Salsberg | Kelly Smith |
|---|-----------------------------|-----------------------|----------------------|---------------------|--------------------|---------------------|-----------------------|--------------------|
| Finance and Capital Markets ⁽¹⁾ | ✓ | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Accounting and Financial Reporting ⁽²⁾ | ✓ | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Risk Management ⁽³⁾ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Real Estate Investment, Development and Operations ⁽⁴⁾ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Retail Industry ⁽⁵⁾ | | ✓ | ✓ | ✓ | ✓ | | | |
| Talent Management and Compensation ⁽⁶⁾ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Executive Leadership / Strategic Planning ⁽⁷⁾ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Board Experience ⁽⁸⁾ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Environmental, Social and Governance ⁽⁹⁾ | ✓ | ✓ | ✓ | | ✓ | ✓ | ✓ | ✓ |

✓ - possesses competency/skill

Notes:

- (1) Experience in corporate finance, including understanding of debt and equity capital markets.
- (2) Experience in financial accounting and reporting obligations, and understanding of internal financial controls.
- (3) Experience in enterprise risk management, including internal risk controls, risk assessments and reporting.
- (4) Experience in the real estate industry (either retail, commercial or residential), including in the acquisition/disposition, construction, development and management/operation of real estate assets or portfolios, with applicable knowledge of regulatory requirements, markets, business challenges, sustainable/green development practices and real estate finance.
- (5) Experience in the retail industry and knowledge of markets, competitors, consumer trends, product cycles, business challenges and regulatory implications.
- (6) Experience in and an understanding of executive succession planning, talent development and retention and compensation programs, including executive compensation.
- (7) Experience in senior leadership roles as part of a large public entity's or major organization's management team, including with strategy development and implementation responsibility.
- (8) Experience as a board member of an organization with an understanding of the requirements of good corporate governance practices.
- (9) Thorough understanding of environmental (liability, impacts and remediation requirements; and de-carbonization), social (equity, diversity and inclusivity of employees; health and safety considerations; and community impact initiatives), corporate responsibility and sustainability issues, and related governance, including their impact on business and strategy.

The GCN Committee annually reviews the competencies and skills included in the trustee skills matrix and refines them, as necessary, to ensure they remain the highest priority competencies and skills for the Board to possess.

Diversity

Board Diversity

Guided by our Core Value that 'Inclusion is a must', CT REIT is committed to maintaining a Board comprised of talented and dedicated trustees that possess the skills, expertise and personal characteristics, collectively reflecting the strategic needs of the business and the environment in which the REIT operates. The Board values the benefits that the diversity of its members can bring to the REIT, including different perspectives and ideas, mitigates against group-think and improves oversight, decision-making and governance. In addition, a diverse Board reflects the REIT's employees, tenants and the communities where the REIT's properties are located. The Board takes a broad view of diversity and considers business skills and experience, geography, age, gender, ethnicity, race, sexual orientation, disability and other personal characteristics when considering potential nominees for appointment or election to the Board.

The Board has adopted a written diversity policy codifying its commitment to board diversity. As reflected in the policy, when assessing its composition or identifying suitable candidates for appointment or election, the Board considers candidates using objective criteria having due regard to the benefits of diversity and the needs of the Board. The Board also considers the level of representation of women on the Board in identifying and nominating trustee candidates for election or appointment. In adopting the policy, the Board set a target that it be comprised of at least 30% women. As this target has been met, the Board is committed to continuously meeting this target. The policy also outlines practices to support the Board's approach to diversity, including directing search firms to specifically identify diverse candidates and requiring the evergreen list of potential trustee candidates maintained by the GCN Committee to include diverse candidates. The GCN Committee, as the Board's nominating committee, is responsible for reviewing the policy annually to assess its effectiveness in promoting a diverse Board.

In 2022, 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", as defined in the *Employment Equities Act*. 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. Subject to the election of the trustee nominees at the Meeting, the number of women represented on the Board will increase to four, representing 50% of the Board and 80% of the then independent trustees.

Executive Diversity

CT REIT is committed to promoting diversity and inclusion at all levels of the REIT and believes that diversity is an important consideration when determining the makeup of its executive team. The REIT has not adopted a written policy or specific targets regarding the representation of "designated groups" in "executive officer" (as such term is defined in National Instrument 51-102 – *Continuous Disclosure Obligations* of the Canadian Securities Administrators) positions. While diversity is considered in recruitment, talent succession planning and executive level appointments, due to the limited number of executive officers at the REIT, a target for executive officers is not appropriate at this time, and the REIT continues to take a balanced approach in identifying the factors to be considered when determining the composition of its entire executive team.

Women represent 46.2% of the REIT's executive team (individuals at the level of Associate Vice-President and above). There are two female executive officers, representing 66.7% of the REIT's executive officers (as defined above). The significant representation of women in these managerial and leadership positions reflects the Board and management's commitment to ensuring there is diversity at all levels at the REIT.

With respect to visible minorities, Aboriginal peoples and people with disabilities, no executive officer has identified as being a visible minority, an aboriginal person or a person with disabilities. The REIT aims to increase diverse representation at all levels, including amongst the executive team, through creating inclusive work environments and adopting programs and initiatives to increase cultural representation, accelerate leadership capabilities, expand talent mobility, and develop a strong and representative leadership pipeline.

The following table sets out the number and percentage of trustees, executive officers (as defined above) and executive team members who are women as at March 9, 2023.

| | Current | | Target | |
|---|---------|------------|--------|------------|
| | Number | Percentage | Number | Percentage |
| Women on Board of Trustees | 3 of 8 | 37.5% | N/A | 30% |
| Women in Executive Officer Positions | 2 of 3 | 66.7% | N/A | N/A |
| Women on Executive Team | 6 of 13 | 46.2% | N/A | N/A |

Term Limits

The Board believes that board renewal is an effective means of bringing additional knowledge, experience and skills to the Board. The Board also values the experience and continuity that longer serving trustees can offer when navigating complex and critical issues that can face a growing entity and has guided management's approach to the REIT's business, operations and strategy. As the GCN Committee undertakes Board renewal activities, it considers the tenure of the trustees to ensure an appropriate mix of longer serving and newer trustees.

The REIT 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 combination of longer serving trustees who have a history and understanding of the REIT's business and newer trustees allows the Board to have the benefit of experience while also being exposed to fresh perspectives and ideas. The Board 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 6.4 years, represented as follows: four trustees have served since the initial public offering in 2013 (including Mr. Laidley who is not standing for re-election at the Meeting), and the remaining four trustees have served for five years or less. In addition, Ms. Alimchandani is being nominated for election to the Board for the first time to fill the vacancy that will be created as a result of Mr. Laidley not standing for re-election at the Meeting.

Interlocking Directorships/Trusteeships

An "interlocking" directorship/trusteeship exists when two or more trustees of the Board are also fellow board members of another publicly traded entity. The GCN Committee considers interlocking directorships/trusteeships when considering Board renewal. There are no public entity interlocking directorships/trusteeships among the current trustees or trustee nominees.

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 68.6% 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. The current process for electing trustees complies with CT REIT's Declaration of Trust, securities laws and TSX rules.

Trustee Orientation and Continuing Education

Trustee Orientation

To maintain reasonable assurance that any new trustee will engage in a comprehensive orientation process, 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, each Committee and the trustees, as well as other materials about the REIT as he or she may request. The Chair of the Board meets with each new trustee nominee. Trustees are provided the opportunity to meet with the CEO and senior executives of the REIT.

Continuing Education

The Chair of the Board and/or management 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 at meetings of the Board or a Committee that not only assist them in discussing the issues to be addressed and decisions to be made at such meetings, but also educate them on important matters relevant to the REIT and its business. The Board also receives periodic updates on significant economic, legal, capital market, ESG, cyber security and real estate industry developments that may impact the REIT.

In 2022, the Board and its Committees (as applicable) received, *inter alia*, presentations on ESG matters, cybersecurity, the economy and corporate governance developments, in addition to being invited to take in-person tours of certain REIT properties.

The table below outlines the continuing education provided to Trustees in 2022:

| Educational Session/Program | Date | Participants |
|--|----------------------------|---|
| Corporate Governance Update | February 15, 2022 | Members of the GCN Committee, Gregory Craig, Dean McCann, John O'Bryan and Ken Silver |
| RealCapital Conference | March 1 & 2, 2022 | John O'Bryan and Ken Silver |
| Competent Boards – ESG Designation (GCB.D) Program | May 11 – November 16, 2022 | John O'Bryan |

| Educational Session/Program | Date | Participants |
|---|--------------------------------|---|
| Trustee Education Session – Update on Governance Matters – ESG | April 19, 2022 | All Trustees |
| Trustee Education Session – Cybersecurity Update | August 8, 2022 | All Trustees |
| Tour of the Montreal Distribution Centre | August 17, 2022 | David Laidley, Anna Martini, Kevin Salsberg |
| RealREIT Conference | September 8, 2022 | Dean McCann, Kevin Salsberg |
| Tour of the Bolton Distribution Centre | September 28, 2022 | Heather Briant, Dean McCann, John O'Bryan, Kevin Salsberg and Kelly Smith |
| ESG Regulatory/Reporting Landscape – Issues for the Audit Committee | November 7, 2022 | Members of the Audit Committee, Heather Briant, Gregory Craig, Dean McCann, Kevin Salsberg, Kelly Smith |
| Trustee Education Session - Economic Update | November 25, 2022 | All Trustees |
| Real Estate Forum | November 30 & December 1, 2022 | John O'Bryan and Kevin Salsberg |

Performance Assessments

The GCN Committee has a formal process for assessing the effectiveness and contributions of the Board, each Committee, the Chair of the Board and individual trustees. The assessments are conducted using an online assessment tool which provides the respondent the opportunity to assess the Board, the applicable Committee(s), the Chair of the Board or an individual trustee, as the case may be, on a numeric rating scale, as well as provide written commentary to encourage more candid and constructive feedback. The GCN Committee regularly reviews the assessment process to ensure its continued effectiveness.

Assessment of the Board and Board Committees

Assessments of the Board's performance and the performance of each Committee are conducted concurrently every two years, alternating from the year in which the individual trustees' assessments 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, such Committee's composition, practices, relationship with the Board and management, and the performance and fulfilment of such Committee's responsibilities under its mandate.

A 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 that Committee's assessment. The Chair of the GCN Committee then reports to the Board on the results of all of the Committees' assessments. The results of the Board and each Committee's assessments are used to identify areas for improvement of the Board and/or a Committee.

Assessment of Trustees

Assessments of the performance of individual trustees 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 based on criteria expected of an effective trustee and a Committee member (as applicable). 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 report of the results of the individual trustee performance assessments 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 GCN Committee considers the results of the individual trustee performance assessments when assessing the composition of the Board and the strengths of the individual trustees as a part of its ongoing process of determining the competencies and skills, and personal qualities the Board should seek in the trustee nominees. The results also factor into the GCN Committee's consideration when nominating incumbent trustees for re-election to the Board and when determining the membership of its Committees.

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.

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, an important 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 constating 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, reviews management's implementation of systems and controls to manage these risks and any deficiencies in the operation of these systems and controls, and approves the REIT's risk disclosures.

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, 2022 (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, 2022 ("MD&A"), both of which are available on the REIT's website at www.ctreit.com and on our profile on SEDAR at 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: (i) reducing greenhouse gas emissions, (ii) fostering diversity, inclusion and development amongst our people and the Board, (iii) supporting communities by reinvesting and contributing to the neighbourhoods in which we operate, and (iv) good governance.

ESG Governance

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. The REIT's Sustainability Committee is a cross-functional committee comprised of executives from CT REIT and CTC that oversee the REIT's sustainability strategy implementation and provide guidance on sustainability initiatives that benefit both CTC and the REIT.

The REIT's management of its risks, including with respect to environmental, social and governance matters, is supported by its policy framework. The REIT has in place 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. The REIT's Environmental Compliance Board Policy addresses the effective and safe management of the REIT's business activities in accordance with environmental laws to manage the environmental impact of its business activities. The Environmental Compliance Board Policy is supported by a corporate operating directive that sets out minimum operational level expectations. In addition to the REIT's Environmental Compliance Board Policy, the Declaration of Trust specifically prescribes an environmental due diligence process for all acquisitions.

ESG Reporting

In 2022, the REIT published its inaugural ESG report for 2021 (the "ESG Report") to provide stakeholders with a clearer understanding of the REIT's ESG-related initiatives, priorities and challenges. The ESG Report also provides an overview of the REIT's ESG framework. The report is segmented into three pillars - Environmental, Social and Governance - and addresses the following nine priority ESG topics:

| CT REIT's ESG Topics | | |
|-----------------------------|----------------------------------|--|
| <i>Environmental</i> | <i>Social</i> | <i>Governance</i> |
| Climate Change | Community Impact | Business Ethics |
| Operational Efficiency | Diversity, Inclusion & Belonging | Corporate Governance & Risk Management |
| Sustainable Building Design | Talent & Culture | Privacy & Data Security |

The ESG Report and other related information is available on the REIT's website at <https://www.ctreit.com/English/environmental-social-governance/default.aspx#>, which is not incorporated by reference herein.

Ethical Conduct

The REIT is committed to conducting its business in accordance with high ethical standards to build and protect its reputation with employees, tenants and other stakeholders. The Board is responsible for setting the tone and encouraging and promoting a culture of ethical business conduct at the REIT. To that end, the Board has approved an Ethical Business Conduct Board Policy to set high standards of ethical conduct for trustees, officers, employees and independent contractors, pursuant to which the REIT has adopted the Code. The commitment of the Board and the executive team to the Code and the management of conflicts of interest and certain related party transactions promotes a culture of integrity that fosters a positive and productive work environment and helps manage risk.

Code of Conduct

The REIT's Code formally addresses the ethical business standards and expectations of the REIT's trustees, employees, consultants and independent contractors in relation to compliance with laws and commitment to integrity, honesty and respect when dealing with each other, business partners and communities. Upon joining the REIT and annually thereafter, each trustee and employee of the REIT must acknowledge and confirm that they have read and understand the Code and are responsible for complying with the Code. In addition, biennial training on the Code is required by all employees of the REIT. 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 Code contains an explanation of how the REIT monitors compliance with the Code. The REIT's executive 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 among the REIT, the Partnership and CTC dated October 23, 2013 (the "Services Agreement"), 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.

A copy of the Code 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. The Code is also available on the REIT's website at www.ctreit.com and on our profile on SEDAR at www.sedar.com.

Conflicts of Interest

The Board 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.

Related Party Transactions

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.

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, the composition and qualifications of the Board and/or a Committee, 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.

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.

2022 Unitholder Initiatives

Our Unitholder outreach initiatives in 2022 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.

COMMITTEE REPORTS

Each of our Committees has prepared a report that includes an overview of its responsibilities and provides highlights of their work in 2022.

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 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.

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 regularly reviews 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.

2022 Highlights

Highlights of the work performed by the Audit Committee in 2022, 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 External Auditor Hiring Policy; |
| ✓ | receiving continuing education on ESG Regulatory/Reporting Landscape – Issues for the Audit Committee; |
| ✓ | receiving an Accounting Standards update in respect of IAS 1 – <i>Presentation of Financial Statements: Material Accounting Policies</i> ; |
| ✓ | 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 Financial Reporting Board Policy and the Financial 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; |
| ✓ | reviewing the status of CTC's enterprise-wide (including the REIT) human capital management project which launched in August 2022; |
| ✓ | 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 2027; |
| ✓ | 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 2022-2023 insurance renewal strategy; |
| ✓ | reviewing and recommending to the Board the implementation of a normal course issuer bid (NCIB) and related disclosure; |
| ✓ | 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 Audit Committee Chair position description. |

Auditor's Fees

The table below shows the fees that Deloitte received for services for the years ended December 31, 2022 and December 31, 2021, respectively.

| Auditor's Fees | 2021 | 2022 |
|-----------------------------------|------------------|------------------|
| Audit fees ⁽¹⁾ | \$626,070 | \$680,660 |
| Audit-related fees ⁽²⁾ | \$7,377 | \$7,351 |
| Tax fees ⁽³⁾ | \$3,500 | \$0 |
| All other fees ⁽⁴⁾ | \$120,000 | \$0 |
| Total | \$756,947 | \$688,011 |

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.
- (2) These fees relate to Canadian Public Accountability Board (CPAB) participation.
- (3) These fees relate to sales tax compliance and advisory services in 2021.
- (4) These fees relate to ESG and climate risk engagements in 2021.
- (5) The 2021 Auditor's Fees have been amended from the 2021 Auditor's Fees disclosed in CT REIT's management information circular for the year ended December 31, 2021 (the "2022 Circular") to reflect updates to final invoices received following the release of the 2022 Circular.

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 and on our profile on SEDAR at 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 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.

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 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 32.

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* commencing on page 35.

2022 Highlights

Highlights of the work performed by the GCN Committee in 2022, 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 competencies and skills 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 Kevin Salsberg for election at the REIT's 2022 Annual Meeting of Unitholders; |
| ✓ | discussing Chair of the Board succession given Mr. Laidley's decision to not seek re-election at the Meeting; |
| ✓ | approving the process for, and overseeing the performance assessments of, the Chair of the Board, the Board and each Committee; |
| ✓ | 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 recommending to the Board the REIT's inaugural ESG Report; |
| ✓ | 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 recruitment and appointment of the REIT's new Senior Vice-President, Real Estate, and recommending to the Board the related offer of employment; |
| ✓ | reviewing and recommending to the Board the REIT's executive compensation plans and programs, including 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; |
| ✓ | recommending to the Board compensation adjustments for Messrs. Silver and Salsberg in connection with the former's retirement as CEO and the latter's promotion to CEO mid-year; |
| ✓ | reviewing and recommending to the Board the REIT's new performance management program; |
| ✓ | 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 results of a REIT employee engagement survey; and |
| ✓ | reviewing and recommending to the Board amendments to the position descriptions for the Chair of the Board, the Chairs of each of the Committees, and the CEO. |

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 determined by the REIT to be independent trustees and unaffiliated with CTC. All 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.

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 certain proposed investments (including certain 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; (iv) reviews certain other investments after they have been approved by either the CEO or the Chair of the Investment Committee, as applicable, pursuant to delegations of authority to them; and (v) 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 23.

2022 Highlights

Highlights of the work performed by the Investment Committee in 2022, as part of or in addition to its responsibilities under its mandate, include:

| | |
|---|---|
| ✓ | assessing and recommending to the Board, where appropriate, potential investments, including the development of a new distribution centre in Calgary, Alberta to be built to a net zero standard; |
| ✓ | receiving continuing education on the elements of constructing and developing net zero and net zero ready buildings; |
| ✓ | reviewing and recommending to the Board the terms of a related party lease renewal for CTC's head office at Canada Square; |
| ✓ | conducting a review of the performance of the REIT's property investments in 2021; |
| ✓ | reviewing status reports on development activities within the REIT's property portfolio and monitoring the progression thereof, including in respect of the redevelopment of Canada Square; |
| ✓ | reviewing the REIT's Environmental Compliance Board Policy; |
| ✓ | overseeing the REIT's environmental management program and related remediation activities; |
| ✓ | overseeing the REIT's environmental sustainability plans and practices and monitoring emerging trends, risks, issues, and regulatory matters relating to environmental sustainability; |

| | |
|---|--|
| ✓ | reviewing the REIT's investment guidelines and operating policies under the Declaration of Trust; |
| ✓ | reviewing and recommending to the Board amendments to the Investment Committee mandate; and |
| ✓ | reviewing and recommending to the GCN Committee amendments to the Investment Committee Chair position description. |

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. The last review was done in 2021 and, consistent with the policy for determining executive compensation, the median compensation levels for CT REIT's comparator group (see Benchmarking Peer Group on page 37) 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 2022. The President and CEO and those trustees who were employees or officers of CTC in 2022 did not receive any of these fees.

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

Notes:

- (1) Meeting fees are payable to trustees who attend in person, virtual or hybrid 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) 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, 2022, and participation limits applicable to insiders of CT REIT, please see *Restricted Unit Plan for Executives* on page 43 and *Securities Authorized for Issuance* on page 50.

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 President and 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 2022, 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 President and CEO, see *Executive Unit Ownership Guidelines* on page 44.

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.

2022 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, 2022 under the compensation arrangements described above. The table also shows a breakdown of the 2022 “Fees Earned” as between amounts paid in cash and/or DUs. Messrs. Craig, Salsberg and Silver did not receive any compensation for serving as REIT trustees in 2022. 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, 2022. DU grants are awarded at the end of each fiscal quarter and vest immediately. See *Deferred Unit Plan for Trustees* on page 32 for details of the DU Plan, including information related to distributions on DUs.

| Name ⁽¹⁾ | Fees Earned ⁽²⁾ (\$) | All Other Compensation ⁽³⁾ (\$) | Total (\$) | Allocation of Fees Earned | | Unit-based awards (DUs) – Value granted during the year ⁽⁵⁾ (\$) |
|---------------------|------------------------------------|--|------------------|--|--|---|
| | | | | Amount of Fees paid in Cash (\$) | Amount of Fees received in DUs ⁽⁴⁾ (\$) | |
| Heather Briant | \$93,500 | – | \$93,500 | \$93,500 | - | \$20,195 |
| David Laidley | \$132,000 | – | \$132,000 | - | \$132,000 | \$212,464 |
| Anna Martini | \$99,500 | – | \$99,500 | - | \$99,500 | \$159,784 |
| Dean McCann | \$76,000 | – | \$76,000 | \$76,000 | - | - |
| John O'Bryan | \$93,000 | – | \$93,000 | - | \$93,000 | \$142,083 |
| Kelly Smith | \$83,500 | – | \$83,500 | - | \$83,500 | \$92,284 |
| Total | | | \$577,500 | | | |

Notes:

- (1) Mr. Silver did not receive compensation for serving as a trustee in 2022. Mr. Silver's compensation for serving as CEO and as an advisor during the year ended December 31, 2022 is included in the *Summary Compensation Table* on page 46. Mr. Salsberg did not receive compensation for serving as a trustee in 2022 following his election to the Board at the 2022 Meeting. Mr. Salsberg's compensation for serving as President and Chief Operating Officer until May 31, 2022 and President and CEO thereafter is included in the *Summary Compensation Table* on page 46. Mr. Craig, who served as Executive Vice-President and Chief Financial Officer of CTC, did not receive any compensation for serving as a trustee in 2022.
- (2) Fees earned include the aggregate annual retainer and meeting fees.
- (3) No travel fees were paid to trustees in 2022.
- (4) All trustees who receive compensation for serving as a trustee, with the exception of Ms. Briant and 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 2022 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 32.

EXECUTIVE COMPENSATION

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Compensation Discussion and Analysis

Introduction

The Board and the GCN Committee are committed to ensuring that the REIT's 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 2022 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 2022 fiscal year.

Named Executive Officers

The NEOs during fiscal 2022 were as follows:

Current NEOs

- Kevin Salsberg, President and CEO⁽¹⁾
- Lesley Gibson, Chief Financial Officer ("CFO")
- Jodi Shpigel, Senior Vice-President, Real Estate ("SVP, Real Estate")⁽²⁾

Former CEO

- Ken Silver, CEO⁽¹⁾

Notes:

(1) Mr. Silver retired as CEO effective May 31, 2022 and was successfully succeeded by Mr. Salsberg. As part of the transition, Mr. Silver entered into a consulting relationship as Strategic Advisor with the REIT for a term of one year.

(2) Ms. Shpigel joined CT REIT on May 2, 2022 as Senior Vice-President, Real Estate.

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 their 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 the human resources and compensation committee of Ross Video Limited and, until earlier this year, she served as the Chair of Freshii Inc.'s compensation, nomination and governance committee. 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 President of Psycho Bunny Inc., her previous 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, Canadian 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 Resources, 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 regularly scheduled 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 2022 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 18 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 39 and *Long-Term Incentive Plan* on page 41); (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 44).

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 2022 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 |
|---|--|--|
| Base Salary | Provide fixed compensation that reflects the skills and experience of the Executive and that is relative to the market value of the role. | Cash |
| Short-Term Incentive Plan ("STIP") | 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") |
| Long-Term Incentive Plan ("LTIP") | 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") |
| Benefits | 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 |
| Savings Plan | Assist Executives with achieving short and long-term savings goals. | CT Savings Plan |
| Perquisites | 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 51% 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 current NEO's total compensation, based on their position held as at December 31, 2022, is shown in the following table:

| Current NEO | Percentage of Target Total Direct Compensation | | | Percentage of Pay at Risk |
|----------------|--|----------------------|---------------------|---------------------------|
| | Base Salary | Short-term Incentive | Long-term Incentive | |
| | Fixed | Variable | | |
| Kevin Salsberg | 37% | 26% | 37% | 63% |
| Lesley Gibson | 44% | 27% | 29% | 56% |
| Jodi Shpigel | 49% | 24% | 27% | 51% |

The following sections provide an overview of the executive compensation programs listed on page 38, as well as the individual compensation decisions for the 2022 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, and 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 Ms. Gibson from \$415,000 to \$440,000 effective January 1, 2022. In connection with Mr. Salsberg's promotion on June 1, 2022 to the role of CEO, Mr. Salsberg's salary increased from \$475,000 to \$600,000.

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 2022, the STIP targets for each current NEO was: 70% of base salary for the CEO, 60% for the CFO, and 50% for the SVP, Real Estate.

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.

2022 STIP Payout (paid in 2023)

The following table summarizes the calculation of the REIT Component Payout Percentage for the 2022 STIP:

| 2022 Plan: AFFOPU-diluted ⁽¹⁾ | | | Adjudicated AFFOPU-diluted ⁽²⁾⁽³⁾⁽⁴⁾ | Adjudicated AFFOPU-diluted as a % of Target | 2022 REIT Component Payout Percentage ⁽⁵⁾ |
|--|--------------------------------|--------------------------------|---|---|--|
| Threshold (95% of Target) | Target | Maximum (105% of Target) | | | |
| (equates to a 35% multiplier) | (equates to a 100% multiplier) | (equates to a 175% multiplier) | | | |
| 1.07567 | 1.13229 | 1.18890 | 1.14360 | 101.00% | 114.98% |

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 10.1(f) Funds From Operations and Adjusted Funds From Operations of the REIT's MD&A for the year ended December 31, 2022, which is hereby incorporated by reference into this Circular and a copy of which is available at www.sedar.com and www.ctreit.com. For further information on AFFO per unit - diluted, see section 10.2(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, 2022.
- (2) For STIP purposes only, "Adjudicated AFFOPU-diluted" means AFFOPU-diluted as reviewed and adjudicated by the GCN Committee.
- (3) Adjudicated AFFO (as defined below) is a non-GAAP financial measure and Adjudicated AFFOPU-diluted is a non-GAAP ratio in accordance with 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, Adjudicated AFFOPU-diluted is a non-GAAP ratio within the meaning of NI 52-112 and neither Adjudicated AFFOPU-diluted nor its component non-GAAP financial measure within the meaning of NI 52-112, Adjudicated Adjusted Funds From Operations ("Adjudicated 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. Adjudicated AFFOPU-diluted is calculated by dividing the Adjudicated AFFO by the adjudicated weighted average units outstanding - diluted (non-GAAP). Adjudicated AFFOPU is calculated as follows:

| | |
|---|--------------------|
| (in thousands of Canadian dollars, except unit and per unit amounts) | 2022 |
| Adjusted funds from operations (AFFO) | \$268,783 |
| Adjustments for items affecting AFFO that were not part of the business plan | \$(423) |
| Adjudicated AFFO | \$269,206 |
| Weighted average units outstanding – diluted (non-GAAP) as at December 31, 2022 | 234,305,809 |
| Adjustments for items affecting weighted average units outstanding – diluted (non-GAAP) that were not part of the business plan | 1,097,164 |
| Adjudicated weighted average units outstanding – diluted (non-GAAP) | 235,402,973 |
| Adjudicated AFFOPU-diluted | \$1.14360 |

- (4) Diluted units used in calculating non-GAAP measures include restricted and deferred units issued under various plans and exclude the effect of assuming that all of the Class C LP Units will be settled with Class B LP Units. Refer to section 7.0 of the REIT's MD&A for the year ended December 31, 2022, which is hereby incorporated by reference into this Circular and a copy of which is available at www.sedar.com and www.ctreit.com.

- (5) The REIT Component Payout Percentage of 114.98% is established using a linear algebraic formula based on Actual AFFOPU-diluted as a percentage of target (101.00%) 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 current NEO's individual objectives and actual performance:

| Current NEO | Individual Objectives | Individual Multiplier |
|--|---|-----------------------|
| Kevin Salsberg President and CEO | <ul style="list-style-type: none"> • Drive financial performance in line with annual business plan, including the achievement of AFFO and AFFOPU • Execute 2022 REIT investment growth plan • Execute 2022 planned investor/capital market activity • Advance and execute the REIT's development program • Update REIT longer term growth strategy • Develop and align organizational resources to support the REIT's growth and productivity | 120% |
| Lesley Gibson CFO | <ul style="list-style-type: none"> • Drive financial performance in line with annual business plan, including the achievement of AFFO and AFFOPU • Execute 2022 REIT investment growth plan • Execute 2022 planned investor/capital market activity • Advance and execute the REIT's development program • Update REIT longer term growth strategy • Develop and align organizational resources to support the REIT's growth and productivity | 125% |
| Jodi Shpigel SVP, Real Estate | <ul style="list-style-type: none"> • Drive financial performance in line with annual business plan, including the achievement of AFFO and AFFOPU • Execute 2022 REIT investment growth plan • Execute 2022 planned investor/capital market activity • Advance and execute the REIT's development program • Update REIT longer term growth strategy • Develop and align organizational resources to support the REIT's growth and productivity | 120% |

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

| Current NEO | Target Award ⁽¹⁾ | REIT Component Payout Percentage | Individual Multiplier | Actual STIP Award (\$) | STIP Award (% of eligible earnings) | STIP Award (% of target) |
|----------------|-----------------------------|----------------------------------|-----------------------|------------------------|-------------------------------------|--------------------------|
| Kevin Salsberg | 66% | 114.98% | 120% | 495,014 | 90.6% | 138.0% |
| Lesley Gibson | 60% | 114.98% | 125% | 379,019 | 86.2% | 143.7% |
| Jodi Shpigel | 50% | 114.98% | 120% | 157,876 | 69.0% | 138.0% |

Note:

- (1) Upon his appointment to President and CEO, Mr. Salsberg's STIP target was increased from 60% to 70% and, as a result, the target for his 2022 STIP award was prorated based on the time he spent in each of his roles in 2022.

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 43 and 44, 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. The LTIP targets for NEOs are: 100% of base salary for the CEO, 65% for the CFO and the Chief Operating Officer, and 55% for the SVP, Real Estate. 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 2022 LTIP grants awarded to the current NEOs are shown in the table below:

| Current NEO⁽¹⁾ | 2022 LTIP Grant (% of base salary)⁽²⁾ |
|----------------------------------|---|
| Kevin Salsberg | 65% |
| Lesley Gibson | 65% |

Note:

- (1) Ms. Shpigel's employment at the REIT commenced following the annual 2022 LTIP Grant and, as a result, she has been excluded from the table.
- (2) 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.

At the time of the annual 2022 LTIP grant, Mr. Salsberg was in the role of President and Chief Operating Officer and received a grant based on the target for that role. In addition to the annual 2022 LTIP grant, upon Mr. Salsberg's appointment to President and CEO, he received an additional interim grant of \$291,235 in the form of PUs. Ms. Shpigel received an on-hire grant of \$192,500 in the form of PUs. These grants are reflected in the *Summary Compensation Table* shown on page 46.

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 2022 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 (2022-2024) | <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.

2019 PU Payout (vested in 2022)

The PU awards that were granted to the current NEOs in 2019 vested and were paid out in 2022 at an average of 164% of the grant date value due to Trust Unit price growth, distribution reinvestment and the overall performance multiplier of 1.14 that was applied to these awards. The performance multiplier was based on the three-year average REIT component payout percentage of 109.4% and calculated on a linear basis with reference to the table shown above. The REIT component payout percentages for 2019, 2020 and 2021 were 115.2%, 99.6% and 113.3%, respectively. For more information regarding the 2019 PU Plan design see pages 37 to 38 of the REIT's Management Information Circular dated March 12, 2020 which is available on our profile on SEDAR at www.sedar.com.

The 2019 PU payouts to the current NEOs, including as a percentage of their grant value, are shown in the table below:

| Current NEO ⁽¹⁾ | PU Payout | | | | | |
|----------------------------|---------------------|-------------------------------------|------------------------|---|----------------------------|-------------------------------------|
| | PU Grant Value (\$) | Number of PUs Vested ⁽²⁾ | Performance Multiplier | Weighted Average Unit Price (\$) ⁽³⁾ | Payout (\$) ⁽⁴⁾ | Payout as Percentage of Grant Value |
| Kevin Salsberg | 211,740 | 17,824 | 1.14 | 17.09 | 347,293 | 164% |
| Lesley Gibson | 214,494 | 18,056 | 1.14 | 17.09 | 351,810 | 164% |

Notes:

- (1) Ms. Shpigel did not hold 2019 PUs at the time of payout and, as a result, she has been excluded from the table.
- (2) Number of PUs vested is the sum of original grant and reinvested distributions.
- (3) 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 2021 financial results.
- (4) This column reflects the value of the 2019 PUs at the time of payout in 2022, based on the number of PUs vested multiplied by (i) the VWAP of the Trust Units, and (ii) the performance multiplier of 1.14.

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 10th 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 32) 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 of December 31, 2022. As at December 31, 2022, DUs and RUs exercisable for an aggregate of 307,569 Trust Units were outstanding and, accordingly, an aggregate of 8,410,407 DUs and RUs remained outstanding for future grants (see *Other Compensation Information* on page 50). 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, 2022, 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). Neither the DU Plan nor the RU Plan provide for a maximum number of Units which may be issued to one individual pursuant to the plans.

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 and/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 current NEOs is set out below:

| Current NEO | Multiple of Annual Salary |
|--------------------|----------------------------------|
| Kevin Salsberg | 3x |
| Lesley Gibson | 1x |
| Jodi Shpigel | 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 current NEOs have either met their required investment under the Executive Unit Ownership Guidelines or have time remaining to do so.

As at December 31, 2022, all trustees and NEOs of the REIT as a group, beneficially owned, directly or indirectly, or exercised control or direction, over 133,087 Trust Units (representing approximately 0.12% of the issued and outstanding Trust Units on a non-diluted basis).

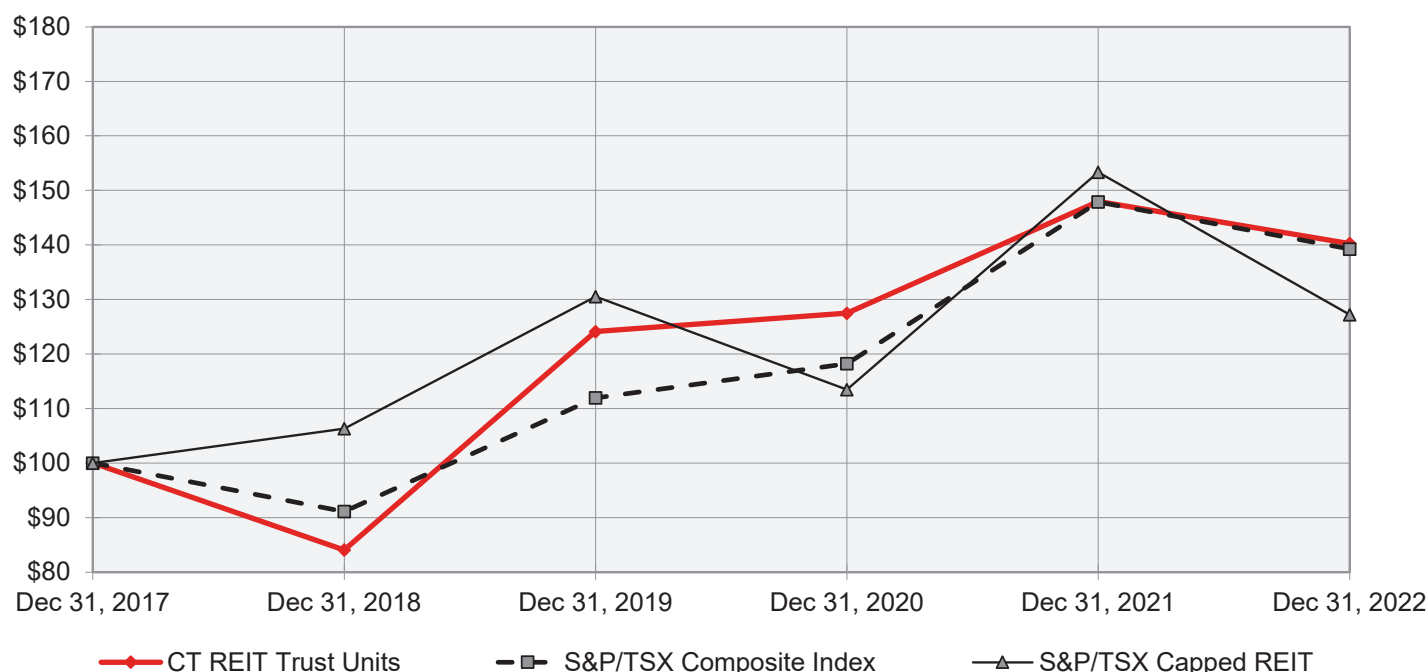
CT REIT Performance Graph

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, 2017, 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 46). 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 40% while total return for the S&P TSX Composite Index was 39% and the S&P TSX Capped REIT Index was 27%.

To enable a consistent year-over-year comparison of NEO Compensation, the 2018 NEO Compensation includes the former CFO (Mr. Louis 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%. To enable a consistent year-over-year comparison of NEO Compensation, the 2022 NEO Compensation includes the current NEOs and excludes the former CEO (Mr. Silver). NEO Compensation decreased by 20% from 2021 to 2022 and the total Trust Unitholder return in 2022 was -5%.



Total Trust Unitholder Return on \$100 investment:

| Date | CT REIT Trust Units | S&P/TSX Composite Index | S&P/TSX Capped REIT Index |
|--------------|---------------------|-------------------------|---------------------------|
| Dec 31, 2017 | \$100.00 | \$100.00 | \$100.00 |
| Dec 31, 2018 | \$84.07 | \$91.11 | \$106.32 |
| Dec 31, 2019 | \$124.11 | \$111.96 | \$130.55 |
| Dec 31, 2020 | \$127.49 | \$118.23 | \$113.47 |
| Dec 31, 2021 | \$147.97 | \$147.89 | \$153.32 |
| Dec 31, 2022 | \$140.25 | \$139.25 | \$127.22 |

2022 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, 2022, 2021 and 2020.

| Name and Principal Position (a) | Year (b) | Salary (\$) (c) | Unit-based awards ⁽¹⁾ (\$) (d) | Option-based awards ⁽²⁾ (\$) (e) | Non-equity – annual incentive plans ⁽³⁾ (\$) (f) | All other compensation ⁽⁴⁾ (\$) (g) | Total compensation (\$) (h) |
|---|----------|-----------------|---|---|---|--|-----------------------------|
| Kevin Salsberg President and CEO | 2022 | 548,558 | 599,973 | — | 495,014 | 27,308 | 1,670,853 |
| | 2021 | 467,365 | 308,738 | — | 401,288 | 23,288 | 1,200,679 |
| | 2020 | 418,192 | 269,738 | — | 257,543 | 21,149 | 966,622 |
| Lesley Gibson CFO | 2022 | 440,000 | 285,989 | — | 379,019 | 21,976 | 1,126,984 |
| | 2021 | 416,596 | 269,749 | — | 357,771 | 95,760 | 1,139,876 |
| | 2020 | 367,808 | 237,242 | — | 226,513 | 169,188 | 1,000,751 |
| Jodi Shpigel SVP, Real Estate | 2022 | 235,577 | 192,498 | — | 157,876 | 29,153 | 615,104 |
| | 2021 | — | — | — | — | — | — |
| | 2020 | — | — | — | — | — | — |
| Ken Silver ⁽⁵⁾ Former CEO | 2022 | 559,167 | 649,993 | — | 270,433 | 31,131 | 1,510,724 |
| | 2021 | 652,500 | 649,990 | — | 654,973 | — | 1,957,463 |
| | 2020 | 655,000 | 649,985 | — | 469,806 | 30,380 | 1,805,171 |

Notes:

- (1) The value in this column (d) 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 \$40,000 of his STIP award in RUs in 2020 and 2021 and \$150,000 of his STIP award in RUs in 2022.
- (4) This column (g) includes: for Mr. Salsberg, company match payments under the CT Savings Plan in 2020, 2021 and 2022; for Ms. Gibson, company match payments under the CT Savings Plan in 2020, 2021 and 2022, and the value of a cash bonus provided in relation to her employment in 2020 and 2021; for Ms. Shpigel, perquisites totaling \$24,989 (car allowance, financial planning, company paid parking and annual medical exam) and company match payments under the CT Savings Plan; and for Mr. Silver, a bonus payment for completing 25 years of service with CT REIT and related companies in 2020, and retiree benefits including reimbursements or payments for car allowance, health benefits and life insurance benefits in 2022. Other than for Ms. Shpigel, the value of perquisites for the NEOs did not exceed \$50,000 in aggregate or 10% or more of the NEO's salary for the applicable year and is therefore not included in this column.
- (5) Mr. Silver's salary includes fees paid for consulting services from June 1, 2022 to December 31, 2022. Non-equity incentive plan value was determined using Mr. Silver's CEO earnings.

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, 2022.

| Name (a) | Option-based awards ⁽¹⁾ | | | | 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 ⁽²⁾ (#) (f) | Market or payout value of unit-based awards that have not vested ⁽³⁾ (\$) (g) | Market or payout value of vested unit-based awards not paid out or distributed (\$) (h) |
| Kevin Salsberg | — | — | — | — | 83,762 | \$1,305,850 | — |
| Lesley Gibson | — | — | — | — | 52,740 | \$822,217 | — |
| Jodi Shpigel | — | — | — | — | 11,528 | \$179,722 | — |
| Ken Silver | — | — | — | — | 143,181 | \$2,232,192 | — |

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, 2022, 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, 2022, as shown in column (f), using the closing price of the Trust Units on the TSX on December 30, 2022 (\$15.59), 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, 2022.

| Name (a) | Option-based awards – Value vested during the year (\$) (b) | Unit-based awards – Value vested during the year ⁽¹⁾ (\$) (c) | Non-equity incentive plan compensation – Value earned during the year ⁽²⁾ (\$) (d) |
|----------------|---|--|---|
| Kevin Salsberg | – | \$347,293 | 495,014 |
| Lesley Gibson | – | \$351,810 | 379,019 |
| Jodi Shpigel | – | \$0 | 157,876 |
| Ken Silver | | \$1,516,937 | 270,433 |

Notes:

- (1) This column includes the value of the 2019 PU Plan payout upon vesting which is described in the 2019 PU Payout (vested in 2022) section on page 42. For Mr. Silver, this column also includes the value of RUs that vested including distribution equivalents on March 30, 2022.
- (2) This column includes the amount of the 2022 STIP award, which is described in the 2022 STIP Payout (paid in 2023) section on page 40, and also included in the *Summary Compensation Table* on page 46.

Post-Employment Benefits and Change of Control Provisions

Each of the current NEOs is a party to an employment agreement with the REIT which provides for certain entitlements under various post-employment scenarios. None of the current NEOs' employment agreements provide for change of control benefits; however, certain of the REIT's compensation plans have termination and change of control provisions (as described below). The following summarizes the termination benefits as they relate to the specific arrangements under each NEO's employment agreement and the REIT's compensation plans.

Post-Employment Benefits

Current NEOs

Mr. Salsberg and Mses. Gibson and Shpigel are entitled to the following payments and benefits, in addition to their respective salaries, awards and benefits due and owing to the end of their employment.

Termination Without Cause

In the event of termination of employment without cause, conditional, in each case, upon delivery of a full and final release and indemnity, Mr. Salsberg and Mses. Gibson and Shpigel are entitled to:

- payment of their base salaries by salary continuation for the following periods (in each case, the "Salary Continuance Period"):
 - 24 months in the case of Mr. Salsberg; and
 - a minimum of 12 months to a maximum of 24 months based on years of service in the case of Mses. Gibson and Shpigel, payable as salary continuance and subject to certain mitigation provisions in the event alternative employment is secured (the "Mitigation Provisions");
- during the Salary Continuance Period, payment in lieu of awards under CT REIT's STIP, calculated based on each current NEO's STIP target percentage and base salary earnings during the Salary Continuance Period, subject to the Mitigation Provisions;
- pro-rated payment of a STIP award for the year in which the last day of active employment occurs;
- in the case of Mr. Salsberg, continued vesting of his outstanding PU awards and discretionary RU awards as if he had continued to be employed by CT REIT during the Salary Continuance Period;
- in the case of Mses. Gibson and Shpigel, a pro-rated payment of their outstanding PU awards based on the period of active employment with the REIT during the applicable performance period;
- in the case of Mses. Gibson and Shpigel, the pro-rated vesting of outstanding discretionary RUs, based on the period of active employment with the REIT during the applicable vesting period;
- during the Salary Continuance Period, payment in lieu of notional matching under the CT Savings Plan each year during the applicable Salary Continuance Period, calculated by multiplying (i) the average annual percentage of the actual corporate match for the current NEO's CT Savings Plan contributions over the three (3) fiscal years immediately prior to the end of active employment, and (ii) the current NEO's base salary during the Salary Continuance Period;
- if a current NEO is terminated without cause and, at the time of such termination, is at least 60 years of age and has at least 10 years of service with the REIT, CTC or its Subsidiaries, they would be entitled to: (i) continued vesting and payment of any outstanding PU awards as if they had continued to be employed by the REIT during the entire performance period; and (ii) continued vesting of any outstanding discretionary RUs for the applicable vesting period;
- continued participation in employee health and other group insurance plans (subject to certain exceptions), the CTC store discount and roadside assistance programs and continued entitlement to executive medical services (subject to certain exceptions) and financial planning benefits, until the end of the applicable Salary Continuance Period or until alternative employment is secured, whichever occurs first; and
- during the Salary Continuance Period, continued payment of the current NEO's automobile allowance, subject to Mitigation Provisions.

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 the current NEO obtains alternative employment.

Resignation

In the event Mr. Salsberg or Mses. Gibson or Shpigel resign and, at the time of such resignation, are at least 60 years of age and have at least 10 years of service with the REIT, CTC or its Subsidiaries, in accordance with the PU Plan and RU Plan for Executives, they would be entitled to continued vesting and payment of any outstanding PU awards as if they had continued to be employed by the REIT during the entire performance period; and the continued vesting of any outstanding discretionary RUs for the applicable vesting period.

Benefits in the Event of Death or Disability

In the event that Mr. Salsberg or Mses. Gibson or Shpigel's employment ceases with the REIT by reason of death or disability, the applicable current NEO, or his or her estate, as applicable, will be entitled to continued vesting and payment of any outstanding PU awards as if they had continued to be employed by the REIT during the entire performance period; and the continued vesting of any outstanding discretionary RUs for the applicable vesting period.

Former CEO

Mr. Silver retired as CEO effective May 31, 2022. Following that date, he received, and/or is entitled to, the following payments and benefits:

- payment of an award under the REIT's STIP based on eligible earnings while in the role of CEO from January 1, 2022 to May 31, 2022;
- continued vesting and payment of his outstanding PU awards as if he had continued to be employed by the REIT during the entire performance period;
- continued vesting and payment of his outstanding STIP RUs for the applicable vesting period;
- payment equal to his unused vacation entitlement for the period up to May 31, 2022;
- REIT paid personal benefits; and
- participation in the REIT's benefits plan for retirees.

Pursuant to an advisory services agreement entered into between Mr. Silver and the REIT on December 21, 2022, Mr. Silver agreed to serve as an advisor to the REIT for a period of 12 months beginning on June 1, 2022. Pursuant to the advisory services agreement, the REIT will pay Mr. Silver an advisory fee of \$500,000 (inclusive of taxes).

Non-Compete and Non-Solicit Obligations

The foregoing entitlements are granted to each of the current NEOs in part on the condition of each current NEO continuing to fulfil certain covenants in their respective employment agreement regarding non-competition (12 months) and non-solicitation (12 months).

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 after the Change of Control or within six months prior to 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 |
|----------------------|---|
| Performance Units | 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. |
| Restricted Units | 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 Mr. Salsberg and Mses. Gibson and Shpigel 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, 2022.

The amount that a 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, 2022 — Termination Without Cause (\$) | |
|------------------------------|--|---|-----------------------------|
| | | Without a Change of Control | With a Change of Control |
| Kevin Salsberg | Base Salary | \$1,200,000 | \$1,200,000 |
| | Payment in lieu of STIP ⁽¹⁾ | \$840,000 | \$840,000 |
| | Performance Units ⁽²⁾ | \$629,854 | \$280,937 |
| | Restricted Units ⁽³⁾ | \$113,705 | - |
| | Payment in lieu of CT Savings ⁽⁴⁾ | \$30,000 | \$30,000 |
| | Perquisites | - | - |
| | Total | \$2,813,559 | \$2,350,937 |
| Lesley Gibson ⁽⁶⁾ | Base Salary | \$440,000 | \$440,000 |
| | Payment in lieu of STIP ⁽¹⁾ | \$264,000 | \$264,000 |
| | Performance Units ⁽²⁾ | \$493,098 | \$163,979 |
| | Restricted Units ⁽³⁾ | - | - |
| | Payment in lieu of CT Savings ⁽⁴⁾ | \$22,000 | \$22,000 |
| | Perquisites ⁽⁵⁾ | - | - |
| | Total | \$1,219,098 | \$889,979 |
| Jodi Shpigel ⁽⁶⁾ | Base Salary | \$350,000 | \$350,000 |
| | Payment in lieu of STIP ⁽¹⁾ | \$192,500 | \$192,500 |
| | Performance Units ⁽²⁾ | \$39,977 | - |
| | Restricted Units ⁽³⁾ | - | - |
| | Payment in lieu of CT Savings ⁽⁴⁾ | \$17,500 | \$17,500 |
| | Perquisites ⁽⁵⁾ | - | - |
| | Total | \$599,977 | \$560,000 |

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 current NEO's 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 30, 2022 (\$15.59).
- (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, 2022. 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 30, 2022 (\$15.59). 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) Mr. Salsberg and Mses. Gibson and Shpigel 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 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, 2022. 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 32. For more information on the RU Plan for Executives, see *Restricted Unit Plan for Executives* on page 43:

| 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 | 307,569 | n/a | 8,410,407 |

Note:

(1) The 307,569 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, 2022, 2021, and 2020. 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 ⁽¹⁾ | Annual burn rate ⁽²⁾ |
|-------------------------------|---|--|-------------------------------------|--|---------------------------------|
| January 1 – December 31, 2022 | 38,620 | 11,378 | 49,998 | 234,017,376 | 0.02% |
| 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% |

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, 2022, 2021 and 2020 is 0.05%, 0.04% and 0.05%, respectively.

OTHER INFORMATION

Interest of Informed Persons in Material Transactions

CTC holds a 68.6% 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 among the Partnership, CTC and a subsidiary of CTC dated October 23, 2013 (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, 2022, all of which are available on the REIT's website at www.ctreit.com and on our profile on SEDAR at 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.

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 tax, treasury, internal audit and other 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 9, 2023, 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, 2022, 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, 2021 to October 23, 2022, 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, 2022. 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.

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.

You can also visit our website at www.ctreit.com. Select the *Investors* tab for the REIT's annual report for the year ended December 31, 2022, 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.

Board Approval

The Board of Trustees has approved the contents and sending of this Circular.

Toronto, Ontario
March 9, 2023

By order of the Board of Trustees,



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

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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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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Canada

Toll-free (Canada and U.S.): 1-800-564-6253
Telephone (Global): 514-982-7555
Fax (Canada and U.S.): 1-866-249-7775
Fax (Global): 416-263-9524
Email: 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

Visit our website at
ctreit.com

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