



**GOVERNANCE AND
COMPENSATION COMMITTEE CHARTER**

Reviewed and Approved on November 5, 2019

TABLE OF CONTENTS

| | | |
|-------------|---|----------|
| I. | Establishment of Committee | 1 |
| (i) | Committee | 1 |
| (ii) | Composition of Committee | 1 |
| (iii) | Appointment of Committee Members | 1 |
| (iv) | Appointment of Committee Chair | 1 |
| II. | Committee Procedure | 1 |
| (i) | Meetings and <i>In Camera</i> Sessions..... | 1 |
| (ii) | Independent Trustee Meetings..... | 2 |
| (iii) | Quorum..... | 2 |
| (iv) | Notice of Meetings | 2 |
| (v) | Agenda | 2 |
| (vi) | Delegation..... | 2 |
| (vii) | Access | 3 |
| (viii) | Attendance of Officers at a Meeting | 3 |
| (ix) | Procedure, Records and Reporting | 3 |
| (x) | Outside Consultants or Advisors | 3 |
| III. | Mandate of Committee | 3 |
| (i) | Charter..... | 3 |
| (ii) | Board Mandate | 3 |
| (iii) | Code of Business Conduct and Ethics | 3 |
| (iv) | Diversity Policy..... | 4 |
| (v) | Website Disclosure & Availability of Documents..... | 4 |
| (vi) | Assess Independence..... | 4 |
| (vii) | Establish Trustee Qualifications | 4 |
| (viii) | Nominating Committee..... | 4 |
| (ix) | Compensation Activities..... | 5 |
| (x) | Position Descriptions..... | 6 |
| (xi) | Succession Planning..... | 6 |
| (xii) | Assessments | 6 |
| (xiii) | Insurance | 6 |

I. Establishment of Committee

(i) *Committee*

The Governance and Compensation Committee (the “**Committee**”) is established by the board of trustees (the “**Board**”) of Plaza Retail REIT (the “**Trust**”) to assist the Board in establishing the governance guidelines within which the Trust carries out its responsibilities, and with the Trust’s overall approach to governance. In doing so, the Committee will develop, define and evaluate the governance processes and structure used to oversee the business and affairs of the Trust.

(ii) *Composition of Committee*

The Committee shall consist of as many members as the Board shall determine but not fewer than three (3) trustees. In accordance with the Trust’s declaration of trust (the “**Declaration of Trust**”), each member shall be a trustee of the Trust and shall be considered “independent” within the meaning of National Policy 58-201 – *Corporate Governance Guidelines*.

(iii) *Appointment of Committee Members*

The members of the Committee shall be appointed by the Board in accordance with the Declaration of Trust immediately following each annual meeting and shall hold office until the next annual meeting, or until they are removed by resolution of the Board. If the appointment of members of the Committee is not so made, the trustees who are then serving as members of the Committee shall continue as members of the Committee until their successors are appointed. Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board by appointment from among its members.

(iv) *Appointment of Committee Chair*

Each year, the Board shall appoint a Chair for the Committee from the members of the Committee. If, in any year, the Board does not appoint a Chair, the incumbent Chair shall continue in office until a successor is appointed. The Chair may be removed and replaced by the Board. Should the Chair be absent at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen to preside at the meeting.

The Chair of the Committee shall act as Lead Trustee (as defined in the Declaration of Trust).

II. Committee Procedure

(i) *Meetings and In Camera Sessions*

The Committee will meet as often as necessary to fulfill its responsibilities, provided that the Committee shall meet at least four (4) times per calendar year. Committee members will also meet *in camera*, without any members of management present, as frequently as the Committee feels is appropriate or necessary to fulfill its responsibilities.

The Chair, any member of the Committee, the Chair of the Board, Executive Vice-President & Chief Operating Officer, Chief Financial Officer or Chief Executive Officer may call a special meeting of the Committee at any time.

(ii) *Independent Trustee Meetings*

On a semi-annual basis, the Committee will facilitate *in camera* meetings among independent trustees to discuss whether they have any concerns regarding the management of the Trust, the Trust's ethics, the independent trustees' access to information or any other matters they deem appropriate. Additional meetings of independent trustees may also be held throughout the year as necessary.

As Lead Trustee, the Chair of the Committee will chair any independent trustee meetings and will extend an invitation to all independent trustees to take part in these meetings.

(iii) *Quorum*

In accordance with the Declaration of Trust, a majority of the members of the Committee, present in person or by telephone, videoconferencing or other communication facilities that permit all persons participating in the meeting to speak to each other, shall constitute a quorum.

(iv) *Notice of Meetings*

Regular meetings may be held without call or notice at a time and place fixed in accordance with the Declaration of Trust. Notice of the time and place of any other meetings shall be emailed, mailed or otherwise verbally, by telephone or by other means of communication, given not less than forty eight (48) hours before the meeting but may be waived in writing by any Committee member either before or after such meeting. Notice of such meeting need not specify the purpose of or the business to be transacted at the meeting. The attendance of a Committee member at a meeting, in person or by telephone, shall constitute a waiver of notice of such meeting except where a Committee member attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting has not been lawfully called or convened.

(v) *Agenda*

The Chair, in conjunction with the Secretary, shall develop and set the Committee's agenda and consult with other members of the Committee and management, as necessary. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.

(vi) *Delegation*

The Committee shall have the power to delegate its authority and duties to individual members of the Committee as it deems appropriate.

(vii) Access

In discharging its responsibilities, the Committee shall have full access to all books, records, facilities and personnel of the Trust.

(viii) Attendance of Officers at a Meeting

At the invitation of the Chair of the Committee, one or more officers or employees of the Trust shall attend a meeting of the Committee.

(ix) Procedure, Records and Reporting

The Committee may adopt its own rules or procedures for meetings provided they are not inconsistent with the Declaration of Trust, and shall keep records of its proceedings and report to the Board quarterly, and when the Committee may deem appropriate or when requested by the Board.

(x) Outside Consultants or Advisors

The Committee may retain at the Trust's expense, outside consultants or advisors to assist or advise the Committee independently on any matter within its mandate when it considers it necessary or advisable. The Committee shall have the sole authority to retain or terminate such consultants or advisors, including the sole authority to approve the reasonable fees and other retention terms for such persons.

III. Mandate of Committee

The Committee shall have the responsibilities set out below, as well as any others that are delegated to the Committee by the Board:

(i) Charter

The Committee must maintain a written charter setting out the Committee's mandate and responsibilities. The Committee shall assess the adequacy of this charter on an annual basis and recommend to the Board any changes it considers necessary or desirable, in addition to ensuring that all responsibilities outlined herein have been carried out.

(ii) Board Mandate

The Committee shall assess the adequacy of the Board Mandate on an annual basis and recommend to the Board any changes it considers necessary or desirable.

(iii) Code of Business Conduct & Ethics

The Committee shall assess the adequacy of the Code of Business Conduct and Ethics (the "**Code of Conduct**") on an annual basis and recommend to the Board any changes it considers necessary or desirable.

In addition, the Committee will receive a letter or certificate from the Executive Vice-President & Chief Operating Officer advising if there have been any complaints received or violations reported under the Code of Conduct during the prior year, to his knowledge after due inquiry.

(iv) Diversity Policy

The Committee shall, subject to approval of the Board, establish, review and update periodically, the Trust's diversity policy.

(v) Website Disclosure & Availability of Documents

The Committee shall ensure that the Code of Conduct and all other applicable governance documents required pursuant to any applicable regulatory or stock exchange rule or policy, are posted and readily accessible via the Trust's website. This shall include the Declaration of Trust, Board Mandate, charters for each of the Board's committees, position description for the Chair of the Board, position descriptions for the Chair of each Board committee, and the Trust's majority voting policy.

(vi) Assess Independence

The Committee will conduct an annual assessment of the independence of each trustee with reference to National Policy 58-201 and report to the Board that the Board is comprised of at least a majority of "independent" trustees.

(vii) Establish Trustee Qualifications

The Committee will establish the necessary qualifications for trustees relating to, among other things, the competencies and skills that should be sought in candidates for Board membership, having in mind those that the Board as a whole should possess.

The Committee shall, on an annual basis, examine the size and composition of the Board.

(viii) Nominating Committee

The Committee shall act as the nominating committee for the Trust. It will receive recommendations for nominations from the Trust's executive officers or trustees and consider the candidate's skill set, expertise and background, reputation for business ethics, geographical representation, diversity (in accordance with the Trust's Diversity Policy), availability of service to the Trust and the current and future needs of the Trust.

The Chair of the Committee, with the assistance of the Chair of the Board and one or more other trustees as necessary, will meet with candidates for Board membership to explore the candidates' interest in joining the Board and seek their consent to act as a trustee.

The Committee will, in accordance with the provisions of the Declaration of Trust, recommend the final candidates to the Board for approval and nomination for election by unitholders at the next annual meeting.

(ix) Compensation Activities

(a) Named Executive Officers

The Committee will have the following duties and responsibilities with respect to the compensation of the Chief Executive Officer, Chair of the Board and any other Named Executive Officers (as defined in CSA Form 51-102F6, herein “**NEOs**”) of the Trust:

Chief Executive Officer

The Committee will review the performance of the Chief Executive Officer, as well as the Chief Executive Officer’s role and responsibilities, on an annual basis and report to the Board. The review shall be conducted in such manner as determined appropriate by the Committee.

The Committee will also annually review, approve and recommend to the Board the compensation of the Chief Executive Officer.

Chair of the Board

The Committee will annually review, approve and recommend to the Board the compensation of the Chair of the Board.

Other Named Executive Officers

The Committee will, after obtaining and considering the recommendation of the Chief Executive Officer and Chair of the Board, annually review, approve and recommend to the Board the compensation of any other NEOs of the Trust. The Committee will review variable compensation in light of certain performance-based factors, including the Trust’s performance, and such other factors as the Committee and the Trust consider relevant from time to time.

(b) Employment Agreements

The Committee shall review and approve the terms of employment of the Trust’s NEOs.

(c) Executive Compensation Disclosure in Management Information Circular

The Committee shall, prior to any public disclosure, review and discuss with management, and approve, the executive compensation disclosure included in the Trust’s annual management information circular.

(d) Equity Ownership Requirements of Executive Officers

The Committee will annually review and make recommendations to the Board on minimum equity ownership positions to be held by NEOs.

(e) Independent Trustees

The Committee will annually review, approve and recommend to the Board the compensation of the independent trustees and any changes thereto to ensure that their compensation appropriately and adequately reflects the responsibilities of a trusteeship of the Trust.

(f) Incentive Compensation Plans

The Committee will review and approve recommendations for grants or awards under any of the Trust's incentive compensation plans, including equity-based plans, and amendments to such plans as applicable, for recommendation of approval to the Board.

(x) Position Descriptions

The Committee will develop and annually review a position description for the Chair of the Board and position descriptions for the Chair of each Board committee.

(xi) Succession Planning

The Committee will annually review succession planning for the Trust's Chief Executive Officer and other NEOs and report to the Board.

(xii) Assessments

The Committee reviews with the Board the appropriate skills and characteristics required of Board members. In performing this function, the Committee will seek input from the Chair of the Board and shall take into consideration the characteristics of independence, experience, background, reputation for business ethics, geographical representation, diversity and availability of service to the Trust, as well as the opportunities, risks and strategic direction of the Trust.

Annually, each Board member shall perform an assessment questionnaire containing his/her views regarding the structure, functionality, effectiveness and contribution of the Board and any committee during the previous year. The questionnaire will allow trustees to comment on areas for improvement to ensure the continued effectiveness of the Board and its committees, as well as seek comment on trustee access to the Chief Executive Officer and Chair of the Board, the manner in which the Chair of the Board conducts Board meetings and trustee satisfaction with the frequency and amount of time for discussion among independent trustees without the presence of management, among other things. The questionnaires will be reviewed annually by the Chair of the Committee, who will bring the results to the Committee for discussion. If necessary, the Committee will bring forward to the Board any further action or recommendation resulting from the assessments.

(xiii) Insurance

The Committee will review the Trust's insurance program on an annual basis and report to the Board.