



**Notice of Annual Meeting of Unitholders  
to be held on May 21, 2020**

**and**

**Management Information Circular  
dated April 13, 2020**





## NOTICE OF ANNUAL MEETING OF UNITHOLDERS

**NOTICE IS HEREBY GIVEN** that an annual meeting (the “**Meeting**”) of unitholders (the “**Unitholders**”) of Plaza Retail REIT (“**Plaza**” or the “**Trust**”) will be held on **Thursday, May 21, 2020 at 10:00 am (ADT) / 9:00 am (EDT)**. The Meeting will be a virtual-only meeting, conducted via live audio webcast at [www.virtualshareholdermeeting.com/PLZ2020](http://www.virtualshareholdermeeting.com/PLZ2020). The Meeting is being held for the following purposes:

1. to receive the financial statements of the Trust for the year ended December 31, 2019, together with the auditor’s report thereon;
2. to elect the trustees of Plaza;
3. to appoint Plaza’s auditor at a remuneration to be fixed by the trustees; and
4. to transact such other business as may properly come before the Meeting, or any adjournment thereof.

Details of the matters to be addressed at the Meeting are set forth under the heading *Matters to be acted upon at the Meeting* in Plaza’s management information circular dated April 13, 2020 (the “**Circular**”).

### **Why is the Meeting Virtual-Only?**

Plaza has decided to hold the Meeting virtually via live online audio webcast due to the evolving coronavirus (COVID-19) pandemic, and in consideration of the health and well-being of Unitholders, our employees and community. Holding the Meeting in this manner also affords Unitholders an even greater opportunity to participate in the Meeting, regardless of geographic location.

### **Attendance and Voting at the Virtual Meeting**

As noted above, the Meeting can be accessed at [www.virtualshareholdermeeting.com/PLZ2020](http://www.virtualshareholdermeeting.com/PLZ2020). Unitholders will be able to listen to the Meeting live, submit questions for consideration and, as described below, vote online while the Meeting is being held. **You will need the control number contained in the form of proxy or voting instruction form you receive with this Notice, as applicable**, and access to an internet-connected device such as a laptop, computer, tablet or mobile phone for the full duration of the Meeting.

In order to determine how to vote, you must first determine whether you are: (i) a registered holder of units (“**Registered Unitholder**”); or (ii) a beneficial, or non-registered, holder of units (a “**Beneficial Unitholder**”), as most Unitholders are.

- You are a Registered Unitholder if you hold a paper unit certificate and your name appears directly on the certificate (in other words, if hold your units in your own name);
- You are a Beneficial Unitholder if you own units indirectly and they are registered in the name of an intermediary such as a bank, trust company, broker or other institution or nominee. For example, you are a Beneficial Unitholder if your units are held in a brokerage account of any kind.

Only Registered Unitholders and duly appointed proxyholders (including Beneficial Unitholders who have appointed themselves as proxyholder) will be entitled to vote in “real time” at the Meeting. Beneficial Unitholders who do not duly appoint themselves as proxyholder may still access the Meeting and ask questions. Guests will be able to listen to the Meeting, but will not be able to vote or ask questions. Detailed instructions about how to attend, appoint a proxyholder and, as applicable, vote online during the Meeting can be found in the Circular under the heading *Important Information about the Meeting*.

Even if you plan to attend the Meeting online, it is recommended that you vote in advance of the Meeting.

### **Voting by Proxy in Advance of the Meeting**

Registered Unitholders will receive a form of proxy from Plaza’s proxy tabulator, Broadridge Financial

Solutions Inc. (“**Broadridge**”). Beneficial Unitholders will receive a voting instruction form from their brokers or other intermediaries. As indicated therein, Unitholders may vote by proxy in a number of convenient ways:

- via the Internet by going to [www.proxyvote.com](http://www.proxyvote.com) and following the instructions;
- by calling the toll-free number shown on the form of proxy or voting instruction form; or
- by completing and returning the proxy or voting instruction form by mail, in the envelope provided.

**Whatever option you choose, please carefully follow the instructions contained on form of proxy or voting instruction form, as applicable, and please note that you will need the control number referenced therein in order to cast your vote.**

To be valid, Registered Unitholders must return their proxies to Broadridge by no later than **5:00 pm (ADT) / 4:00 pm (EDT) on Tuesday, May 19, 2020** (the “**proxy deadline**”). Beneficial Unitholders must return their voting instructions to their intermediaries, or as their intermediaries direct. Many brokers and other intermediaries delegate responsibility for obtaining voting instructions from clients to Broadridge, and Broadridge must obtain the instructions **at least one business day in advance of the proxy deadline**.

#### **Eligibility to Vote**

Unitholders of record at the close of business on April 1, 2020 will be entitled to one (1) vote at the Meeting for each unit held, as provided herein.

#### **Notice-and-Access**

As in past years, Plaza is utilizing “notice-and-access” to distribute Meeting materials to Unitholders. Notice-and-access allows issuers to post electronic versions of proxy materials and annual financial statements online, via the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) and one other website, rather than mailing paper copies to security holders. Under notice-and-access, you still receive a proxy or voting instruction form enabling you to vote at the Meeting (as described above). However, instead of a paper copy of the Circular and Plaza’s 2019 annual report containing the comparative consolidated financial statements of the Trust for the year ended December 31, 2019 and management’s discussion and analysis of the Trust’s results of operations and financial condition for 2019 (the “**Annual Report**”), you receive this notice which contains information about how to access them electronically.

Using notice-and-access will directly benefit the Trust by substantially reducing postage and material costs, and serves to promote environmental responsibility by decreasing the large volume of paper generated by printing proxy materials. Plaza expects this method of delivery will also expedite Unitholders’ receipt of proxy materials.

#### **Where Meeting Materials are Posted & How to Obtain Paper Copies**

Electronic copies of the Circular and Annual Report may be found under Plaza’s profile on SEDAR at [www.sedar.com](http://www.sedar.com) and also on Plaza’s website under Investor Relations / Financial Reports at <http://plaza.ca/financial-reports/>. Unitholders may obtain paper copies of these documents free of charge by contacting Plaza’s transfer agent, AST Trust Company (Canada) (“**AST**”), toll-free at 1-888-433-6443 or by email at [fulfilment@astfinancial.com](mailto:fulfilment@astfinancial.com). Unitholders with questions about notice-and-access can call AST at the same toll-free number.

A request for paper copies of the Circular and Annual Report which are required in advance of the Meeting should be made by Monday, May 11, 2020 in order to allow sufficient time for you to receive the copies and return your proxy or voting instruction form, as applicable, by its due date.

**All Unitholders are reminded to review the Circular before voting.**

**DATED AT** Fredericton, New Brunswick this 13<sup>th</sup> day of April, 2020.



Earl Brewer, Chair of the Board



**Management Information Circular  
for the Annual Meeting of Unitholders  
to be held on May 21, 2020**

**Dated April 13, 2020**



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April 13, 2020

Dear Fellow Unitholders,

On behalf of the board of trustees (the "**Board**") and management of Plaza Retail REIT ("**Plaza**" or the "**Trust**"), I am pleased to invite you to our annual meeting (the "**Meeting**") of unitholders (the "**Unitholders**"), which will be held on **Thursday, May 21, 2020 at 10:00 am (ADT)/ 9:00 am (EDT)**. This management information circular (the "**Circular**") contains information about Plaza and the Meeting, including information relating to the election of trustees and the appointment of Plaza's external auditor.

We have been actively monitoring the evolving coronavirus (COVID-19) pandemic and are sensitive to the public health and travel concerns Unitholders may have, as well as emerging health authority and governmental directives. The Board believes the safest way to participate in the Meeting is remotely and, as such, has decided to hold the Meeting virtually via live audio webcast. The health and well-being of Unitholders, our employees and community is paramount, and this decision will help ensure the well-being of all of our stakeholders, while still enabling participation in the Meeting.

This means that Unitholders will not be able to attend the Meeting in person; however, they will be able to access the Meeting and submit questions for consideration, no matter where they are located. The link to the virtual Meeting is [www.virtualshareholdermeeting.com/PLZ2020](http://www.virtualshareholdermeeting.com/PLZ2020). Important information and detailed instructions about how to attend, appoint a proxyholder and, as applicable, vote online during the Meeting can be found in the Circular under the heading *Important Information about the Meeting*. We are pleased to utilize this technology to provide easy access to the Meeting, improved communication and enable greater participation by Unitholders.

Unitholders that usually vote by proxy ahead of the Meeting will still be able to do so. In fact, we recommend that you vote your units in advance of the Meeting, in one of the manners described in the form of proxy or voting instruction form accompanying the Notice of Meeting, as applicable.

**Your vote is important.** Please take some time to read the Circular for information about the business of the Meeting, to learn more about Plaza and then to cast your vote.

Thank you for your continued support of Plaza and I look forward to your attendance at our first virtual meeting on May 21, 2020.

Sincerely,

A handwritten signature in blue ink, appearing to read "Earl Brewer".

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Earl Brewer, Chair of the Board





## MANAGEMENT INFORMATION CIRCULAR

for the Annual Meeting of Unitholders  
to be held on May 21, 2020

### MEETING, PROXY AND VOTING INFORMATION

#### ANNUAL MEETING – DATE, TIME AND PLACE

The annual meeting (the “**Meeting**”) of unitholders (“**Unitholders**”) of Plaza Retail REIT (the “**Trust**” or “**Plaza**”) will be held on **Thursday, May 21, 2020 at 10:00 am (ADT) / 9:00 am (EDT)**.

For the purposes set forth herein and in the accompanying Notice of Meeting, the Meeting will be a virtual meeting, conducted via live audio webcast. Unitholders (also referred to herein as “**you**”) can access the Meeting by visiting [www.virtualshareholdermeeting.com/PLZ2020](http://www.virtualshareholdermeeting.com/PLZ2020). Important information and detailed instructions about how to attend, appoint a proxyholder and, as applicable, vote online during the Meeting can be found under the heading *Important Information about the Meeting* below.

#### SOLICITATION OF PROXIES

This management information circular (“**Circular**”) is furnished in connection with the solicitation of proxies by management of Plaza for use at the Meeting and any adjournment or postponement thereof. **The information contained herein is given as of April 13, 2020 unless otherwise stated.**

It is expected that the solicitation of proxies will be primarily by mail but proxies may also be solicited personally, by email or by telephone by officers and employees of the Trust or its subsidiaries without special compensation or by such agents as the Trust may appoint. The cost of solicitation will be borne by the Trust. The Trust may also pay intermediaries such as banks, trust companies, brokers or other institutions or nominees holding trust units (“**Units**”) in their names or in the names of their principals for their reasonable expenses in sending solicitation materials to their principals.

#### RECORD DATE AND ELIGIBILITY FOR VOTING

The board of trustees of Plaza (the “**Board**” or “**Board of Trustees**”) has fixed April 1, 2020 as the record date (the “**Record Date**”) for the determination of Unitholders entitled to receive notice of and vote at the Meeting. Unitholders of record at the close of business on that date will be entitled to one (1) vote at the Meeting for each Unit held, as provided herein.

The Trust will prepare or cause to be prepared a list of Unitholders of record as at the close of business on the Record Date. Unitholders named on that list will be entitled to vote the Units then registered in their names.

Holders of Special Voting Units (as hereinafter defined) as at the close of business on the Record Date will also be entitled to receive notice of the Meeting and be entitled to one (1) vote per Special Voting Unit held (see *Voting Units and Principal Holders Thereof, Authorized Capital, Special Voting Units* below for further information on Special Voting Units).

### **IMPORTANT INFORMATION ABOUT THE MEETING**

As noted above, the Meeting will be conducted online only via a live audio webcast. Unitholders will not be able to attend the Meeting in person; instead, they will be able to attend online, submit questions and, as described in this Circular, vote online during the Meeting. Please read and follow the applicable instructions below carefully.

### **Why is the Meeting Virtual-Only?**

Plaza has decided to hold the Meeting virtually via live online audio webcast due to the evolving coronavirus (COVID-19) pandemic, and in consideration of the health and well-being of Unitholders, Plaza's employees and its community. The Board believes the safest way to participate in the Meeting is remotely and that holding the Meeting in this manner affords Unitholders a greater opportunity to participate, regardless of geographic location.

### **How to Attend the Meeting**

The Meeting will begin promptly at **10:00 am (ADT) / 9:00 am (EDT)** on **Thursday, May 21, 2020**. The Meeting can be accessed by visiting [www.virtualshareholdermeeting.com/PLZ2020](http://www.virtualshareholdermeeting.com/PLZ2020). At this website, Unitholders will be able to listen to the Meeting live, submit questions for consideration and, as described below, vote online while the Meeting is being held. You will need the control number contained in the form of proxy or voting instruction form you receive as described below, as applicable, and access to an internet-connected device such as a laptop, computer, tablet or mobile phone for the full duration of the Meeting. The Meeting platform will be supported across browsers and devices that are running the most updated version of the applicable software plugins.

### **How to Participate in and Vote at the Meeting**

The steps you need to follow to participate in or vote at the Meeting will depend on whether you are: (i) a registered holder of units ("**Registered Unitholder**"); or (ii) a beneficial, or non-registered, holder of units (a "**Beneficial Unitholder**").

#### ***Registered Unitholders***

You are a Registered Unitholder if you hold a paper unit certificate and your name appears directly on the certificate or if you receive direct registration system (DRS) statements confirming ownership of Units in your own name.

If you are a Registered Unitholder, you will receive a form of proxy from Broadridge Financial Solutions Inc. ("**Broadridge**") containing relevant details about the Meeting. If you intend to vote online during the Meeting, follow these steps:

1. Log onto [www.virtualshareholdermeeting.com/PLZ2020](http://www.virtualshareholdermeeting.com/PLZ2020). The Meeting will begin promptly at **10:00 am (ADT) / 9:00 am (EDT) on Thursday, May 21, 2020**. Unitholders should allow ample time for online check-in procedures and should be logged-in to the Meeting fifteen (15) minutes before the Meeting begins.
2. Enter your 16-digit control number into the log-in section (the control number is located on your proxy form) and click on “Enter Here”.
3. Follow the instructions to access the Meeting and vote when prompted.

Even if you currently plan to vote at the Meeting, you should consider voting your Units in advance so that your vote will be counted if you later decide not to, or are unable to, attend the Meeting.

### **Beneficial Unitholders**

You are a Beneficial Unitholder if you own Units indirectly and they are registered in the name of an intermediary such as a bank, trust company, broker or other institution or nominee.

A substantial number of Unitholders are Beneficial Unitholders. If your Units are held in a brokerage account of any kind or listed in an account statement provided by a broker or other intermediary, then in almost all cases those Units will not be registered in your own name on the records of the Trust maintained by Plaza’s transfer agent, AST Trust Company (Canada) (“**AST**”). Such Units will more likely be registered in the name of your broker or other intermediary, or an agent thereof. In Canada, the vast majority of units or shares (as applicable) are registered in the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms). Units held by brokers and other intermediaries can only be voted upon the instructions of the Beneficial Unitholder. Without specific instructions, brokers and other intermediaries are prohibited from voting Units for clients.

Applicable Canadian regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Unitholders in advance of unitholders’ or shareholders’ meetings, as applicable, by forwarding a voting instruction form in accordance with National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”). Brokers and other intermediaries have their own mailing and delivery procedures and provide their own return instructions to clients, which should be carefully followed to ensure that your Units are voted at the Meeting. In Canada, many brokers and other intermediaries delegate responsibility for obtaining instructions from clients to Broadridge. In most cases, Broadridge mails a scannable voting instruction form and asks Beneficial Unitholders to return the form to Broadridge. Broadridge tabulates the results of all instructions received and provides appropriate instructions to the Trust respecting the voting of Units to be represented at the Meeting.

Beneficial Unitholders fall into two categories - those who object to their identity being made known to the issuers of securities which they own (“**Objecting Beneficial Owners**” or “**OBOs**”) and those who do not object to their identity being made known to the issuers of the securities they own (“**Non-Objecting Beneficial Owners**” or “**NOBOs**”). Subject to the provisions of NI 54-101, issuers may request and obtain a list of their NOBOs from intermediaries. Pursuant to NI 54-101, issuers may obtain and use the NOBO list in connection with any matters relating to the affairs of the issuer, including the distribution of proxy-related materials directly to NOBOs. The Trust is not sending Meeting materials directly to NOBOs; the Trust uses and pays

intermediaries and agents to send the Meeting materials. The Trust also intends to pay for intermediaries to deliver the Meeting materials to OBOs. As more particularly outlined below under *Notice-and-Access*, Meeting materials will be sent to Unitholders using notice-and-access.

If you are a Beneficial Unitholder and wish to vote online at the Meeting, you can do so as follows:

1. Appoint yourself as proxyholder as described below under the heading *Appointing your Proxyholder*, including by providing an “Appointee Name” and designating an 8-character “Appointee Identification Number”. Please note that these steps must be completed prior to the proxy deadline or you will not be able to vote your Units at the meeting.
2. Follow the instructions below for proxyholders to log in and vote at the Meeting under the heading *How to Attend the Meeting as a Proxyholder* below.

If you wish to access the Meeting without voting (for example, because you have provided voting instructions prior to the Meeting or appointed another person to vote on your behalf at the Meeting), you can do so in the same manner as Registered Unitholders described above, using the 16-digit control number located on your voting information form. If the Meeting is accessed in this manner, you will still be able to ask questions.

### **Submitting Questions**

The ability to participate in the Meeting in a meaningful way, including asking questions, remains important in the context of a virtual meeting. Accordingly, Registered Unitholders, proxyholders and Beneficial Unitholders will have an opportunity to submit questions at the Meeting. It is anticipated that Unitholders will have substantially the same opportunity to ask questions on matters of business at the Meeting as in past years, when the annual meeting was held in person.

Following the Meeting, Plaza will hold a Q&A session. To ask a question, Unitholders may do so in writing through the live audio webcast at [www.virtualshareholdermeeting.com/PLZ2020](http://www.virtualshareholdermeeting.com/PLZ2020). After logging-in, type the question into the “Ask a Question” field, and click “Submit”.

Guests will not be able to submit questions during the Meeting.

The Chair of the Meeting has broad authority to conduct the Meeting in an orderly manner. The Chair of the Meeting reserves the right to edit or reject questions he deems inappropriate and reserves the right to limit questions from Unitholders in order to ensure as many Unitholders as possible will have the opportunity to ask questions. To ensure the Meeting is conducted in a manner that is fair to all Unitholders, the Chair of the Meeting may also exercise broad discretion in the order in which questions are asked and the amount of time devoted to any one question.

### **Who to Contact if you Experience Technical Difficulties**

For any technical difficulties experienced during the check-in process or during the Meeting, please call Broadridge’s virtual meeting help line for assistance at 1-800-586-1548 (Canada and U.S.) or 1-303-562-9288 (international toll-free).



As previously noted, if you are participating in the Meeting, you must remain connected to the Internet at all times during the Meeting in order to vote. It is your responsibility to ensure Internet connectivity for the duration of the Meeting. Please note that if you lose connectivity once the Meeting has commenced, there may be insufficient time to resolve your issue before voting is completed.

Even if you currently plan to participate in the Meeting, you should consider voting your Units in advance so that your vote will be counted in the event you experience any technical difficulties.

### **Voting by Proxy in Advance of the Meeting**

As noted above, if you are a Registered Unitholder, you will receive a form of proxy from Broadridge along with the Notice of Meeting. Beneficial Unitholders will receive a voting instruction form from their brokers or other intermediaries. You will need the control number contained in the form of proxy or voting instruction form, as applicable, in order to vote by proxy in advance of the Meeting.

Unitholders may vote by proxy in a number of convenient ways, including:

- via the Internet by going to [www.proxyvote.com](http://www.proxyvote.com) and following the instructions;
- by calling the toll-free number shown on the form of proxy or voting instruction form; or
- by completing, signing and returning the proxy or voting instruction form by mail, in the envelope provided.

**Whatever option you choose, please carefully follow the instructions contained on your form of proxy or voting instruction form, as applicable.**

### **Appointing your Proxyholder**

Providing voting instructions online at [www.proxyvote.com](http://www.proxyvote.com), by telephone or by signing and returning your form of proxy or voting instruction form authorizes the trustees and officers of the Trust designated therein (hereinafter referred to as “**management designees**”) to vote your Units at the Meeting in accordance with your instructions. **You have the right to appoint a person other than a management designee to represent you at the Meeting. Your proxyholder does not have to be a Unitholder of Plaza.** How you appoint your proxyholder will depend on whether you are a Registered Unitholder or a Beneficial Unitholder.

#### ***Registered Unitholders***

Since the Meeting will take place virtually, the process for appointing another person as your proxyholder to vote on your behalf (other than the management designees) is different than it would be for an in-person meeting. You must therefore follow the instructions on your form of proxy very carefully, including:

- inserting an “Appointee Name” and designating an 8-character “Appointee Identification Number” online at [www.proxyvote.com](http://www.proxyvote.com) or in the spaces provided on your form of proxy; and
- informing your appointed proxyholder of the exact Appointee Name and 8-character Appointee Identification Number prior to the Meeting. Your proxyholder will require both

your Appointee Name and Appointee Identification Number in order to vote on your behalf at the Meeting. Please note that if you wish to appoint a person as your proxyholder other than the management designees and you do not designate the appointee information as required when completing your appointment online or on your form of proxy, or if you do not provide the exact Appointee Name and Appointee Identification Number to that other person, that person will not be able to access the Meeting and vote on your behalf.

### ***Beneficial Unitholders***

You may provide your voting instructions to the management designees or appoint yourself or another person to attend the Meeting and vote online on your behalf by following the instructions on the voting instruction form provided to you by your intermediary. You are encouraged to do so online at [www.proxyvote.com](http://www.proxyvote.com) or by telephone if your intermediary provides you with this option, as this will reduce the risk of any mail or other disruptions in the current environment.

You may also complete the voting instruction form and return it to your intermediary. You must follow the instructions and timelines provided by your intermediary in order to do so. If you wish to access and vote at the Meeting or appoint another person (other than the management designees) to do so, do not complete the voting section of the voting information form since you or your appointee will vote at the Meeting.

Just as with Registered Unitholders noted above, since the Meeting will take place virtually, the process for Beneficial Unitholders to appoint themselves or another person (other than the management designees) to vote at the Meeting is different than it would be for an in-person meeting. In addition to the steps above, you must follow the additional instructions on your voting instruction form very carefully, including:

- inserting an “Appointee Name” and designating an 8-character “Appointee Identification Number” online at [www.proxyvote.com](http://www.proxyvote.com) or in the spaces provided on your voting instruction form. You must complete this step regardless of whether you wish to appoint yourself or another person (other than the management designees); and
- if you have appointed someone other than yourself to access and vote at the Meeting on your behalf, informing your appointed proxyholder of the exact Appointee Name and 8-character Appointee Identification Number prior to the meeting.

You are encouraged to appoint yourself or such other person (other than the management designees) online at [www.proxyvote.com](http://www.proxyvote.com) as this will allow you to more easily share the Appointee Name and Identification Number you have designated with any other person you have appointed to represent you at the Meeting. If you do not designate this appointee information as required when completing your appointment online or on your voting information form, or if you do not provide the exact Appointee Identification Number and Appointee Name to any other person (other than the management designees) who has been appointed to access and vote at the Meeting on your behalf, neither you nor that other person, as applicable, will be able to access the Meeting and vote.

### **How Your Proxyholder will Vote**

Your proxyholder must vote according to the instructions you provided on your form of proxy or voting instruction form. For the election of each trustee nominee listed in this Circular and the re-appointment of KPMG as auditor of the Trust at a remuneration to be fixed by the trustees,

you may either vote for or withhold your vote. **If you do not specify how you want to vote, your proxyholder can vote your Units as they wish.** Your proxyholder will also decide how to vote on any amendment or variation to any item of business in the Notice of Meeting or on any new matters that are properly brought before the Meeting, or any postponement(s) or adjournment(s). As at April 13, 2020, management of the Trust knows of no such amendments, variations or other matters to come before the Meeting.

**If you properly complete and return your form of proxy or voting instruction form, but do not appoint a different proxyholder, and do not specify how you want to vote, the management designees will vote for you as follows:**

Matters to Vote On	How Management Designees Will Vote
Election of trustees	<b>FOR</b> each nominee
Re-appointment of KPMG as auditor of the Trust at a remuneration to be fixed by the trustees	<b>FOR</b>

### **Proxy Deadline**

#### ***Registered Unitholders***

The form of proxy form tells you how to submit your voting instructions or proxy appointment online at [www.proxyvote.com](http://www.proxyvote.com), or by completing and returning the proxy form to Broadridge, in each case by following the instructions on the form of proxy.

Broadridge must receive your proxy, including any amended proxy, by no later than the proxy deadline, which is **5:00 pm (ADT) / 4:00 pm (EDT) on Tuesday, May 19, 2020**, or if the Meeting is postponed or adjourned, no later than 48 hours before the postponed or adjourned Meeting convenes.

#### ***Beneficial Unitholders***

You are encouraged to provide your voting instructions or proxy appointment online at [www.proxyvote.com](http://www.proxyvote.com), or you may return your voting instructions using one of the methods noted on the voting instruction form provided by your intermediary.

Remember that your intermediary must receive your voting instructions or proxy appointment in sufficient time to act on them, before the proxy deadline. For your votes to count, Broadridge must receive your voting instructions or proxy appointment from your intermediary **at least one business day in advance of the proxy deadline.**

Plaza reserves the right to accept late proxies and to waive the proxy deadline with or without notice, but is under no obligation to accept or reject any particular late proxy.

### **Changing your Vote/Revoking your Proxy**

#### ***Registered Unitholders***

If you change your mind about how you voted before the Meeting and you want to revoke your proxy, you may do so by providing new voting instructions or Appointment Information at

[www.proxyvote.com](http://www.proxyvote.com) at a later time, or a new proxy form to Broadridge at a later date.

You may also do so by any other method permitted by law, including by delivering a signed written notice specifying your instructions to the Trust Secretary by 5:00 pm (ADT) / 4:00 pm (EDT) on the last business day before the Meeting (or any postponement(s) or adjournment(s), if the Meeting is postponed or adjourned), to:

98 Main Street, Fredericton, NB E3A 9N6  
Attention: Trust Secretary

Proxies received after the deadline but before the Meeting may only be effective to revoke any previously submitted proxy. Finally, you may change your voting instructions by participating and voting on any matter at the Meeting, which will revoke any previously submitted proxy.

### ***Beneficial Unitholders***

If you have provided voting instructions to your intermediary and change your mind about your vote, please contact your intermediary to find out what to do. If your intermediary gives you the option of using the Internet to provide your voting instructions, you can also use the Internet to change your instructions, as long as your intermediary receives the new instructions in enough time to act on them before the proxy deadline.

If you are eligible to vote at the Meeting and you have previously provided voting instructions or appointed another person to vote on your behalf, you may access the Meeting and revoke your prior instructions or appointments, but you will not be able to vote on any matter at the Meeting unless the proxy deadline has been waived. If you do not wish to revoke your prior instructions or appointments, you will still be able to access the Meeting and you will be able to ask questions. If your voting instructions or appointment are received after the proxy deadline, they may only be effective to revoke a previously submitted instruction or appointment.

### **How to Attend the Meeting as a Proxyholder**

If you have been appointed as proxyholder for a Registered Unitholder or Beneficial Unitholder (or you are a Beneficial Unitholder who has appointed themselves as proxyholder), you can access and vote at the Meeting during the live audio webcast as follows:

1. Log into [www.virtualshareholdermeeting.com/PLZ2020](http://www.virtualshareholdermeeting.com/PLZ2020) fifteen (15) minutes before the meeting starts. You should allow ample time to check-in and to complete the related procedures.
2. Enter the Appointee Name and Appointee Identification Number exactly as it was provided to Broadridge by the Unitholder who appointed you as proxyholder and click on "Enter Here". If this information is not provided to you by the Unitholder, or if you do not enter it exactly as the Unitholder provided it to Broadridge, you will not be able to access the Meeting or vote their Units on their behalf. If you have been appointed as proxyholder for more than one Unitholder, you will be asked to enter the Appointee Information for each separate Unitholder in order to vote the applicable Units on their behalf at the Meeting.
3. Follow the instructions to access the Meeting and vote when prompted.

As previously noted, all Unitholders must provide the Appointee Information to their appointed proxyholder exactly as they provided it to Broadridge online at [www.proxyvote.com](http://www.proxyvote.com) or on their

voting information form or form of proxy in order for their proxyholder to access and vote their Units at the Meeting during the live audio webcast. Proxyholders who have forgotten or misplaced the applicable appointee information should contact the Unitholder who appointed them as soon as possible. If that Unitholder has forgotten or misplaced the applicable information, they should follow the steps described under the heading *Voting by Proxy in Advance of the Meeting* and submit their voting instructions in advance of the Meeting, as soon as possible.

### **How to Attend the Meeting as a Guest**

Guests will be able to attend the Meeting through the live audio webcast by accessing [www.virtualshareholdermeeting.com/PLZ2020](http://www.virtualshareholdermeeting.com/PLZ2020), and completing the guest log-in section. Guests will not be able to submit questions or vote.

### **AMENDMENT TO DECLARATION OF TRUST TO FACILITATE VIRTUAL MEETING**

Health authority and governmental directives relating to the COVID-19 pandemic have led to, among other things, restrictions on public gatherings. Plaza feels that holding a virtual Meeting in 2020, with no in-person attendance, will ensure the Trust is in compliance with such directives. Furthermore, Plaza feels that holding a virtual Meeting will help ensure the well-being of Unitholders, while still enabling them to participate in the Meeting - Unitholders will be able to vote online on all business brought before the Meeting and submit questions for consideration, no matter where they are located. Conducting the Meeting virtually will provide easy access and communication at the Meeting, while also encouraging active Unitholder engagement and participation.

Given the circumstances related to the COVID-19 pandemic, on March 26, 2020, the Board amended Plaza's declaration of trust dated November 1, 2013 (the "**Declaration of Trust**") to allow for the Trust to hold a virtual Meeting. The Board has relied on Sections 13.1(a) and (k) of the Declaration of Trust which provide that the Board may, without prior approval from or notice to the Unitholders, amend the Declaration of Trust in certain circumstances, including: (i) to ensure continued compliance with applicable laws, regulations, requirements or policies of any governmental authority having jurisdiction over the Board or the Trust, and (ii) for any purpose (except one in respect of which a Unitholder vote is specifically otherwise required by the Declaration of Trust) which, in the opinion of the Board, is not prejudicial to Unitholders and is necessary or desirable. The Board is of the opinion that the amendment to add the following paragraph to the Declaration of Trust is justified given the circumstances discussed above and is in accordance with the provisions of the Declaration of Trust:

#### **"8.19 Meetings by Telephone, Electronic or Other Communications Facility**

Any meeting of Unitholders may be held entirely by means of a telephonic, electronic or other communication facility. A person who votes at the meeting or establishes a communications link to the meeting is deemed to be present in person at the meeting. Any such meeting of the Unitholders shall be deemed to be held at the place where the registered office of the Trust is located. The rules and procedures for any meeting of Unitholders held by means of a telephonic, electronic or other communication facility shall be such reasonable rules and procedures as are determined by the Trustees and such rules and procedures shall be binding upon all parties participating in the meeting."

## **VOTING UNITS AND PRINCIPAL HOLDERS THEREOF**

On November 1, 2013, Plazacorp Retail Properties Ltd. (“**Plazacorp**”) and the Trust entered into an arrangement agreement whereby they agreed to reorganize the affairs of Plazacorp pursuant to a plan of arrangement under Section 128 of the *Business Corporations Act* (New Brunswick) to, among other things, convert Plazacorp from a corporate structure to a real estate investment trust structure effective January 1, 2014 (the “**REIT Conversion**”). The REIT Conversion was approved by the shareholders of Plazacorp at a special meeting held on December 11, 2013. On closing of the REIT conversion, common shares of Plazacorp were exchanged for Units on a one-for-one basis.

### **Authorized Capital**

The Declaration of Trust authorizes the issuance of an unlimited number of two classes of units, namely Units and Special Voting Units (as hereinafter defined).

In addition, preferred units may from time to time be created and issued in one or more classes (each of which may be made up of unlimited series) in accordance with the Declaration of Trust. Before the issuance of a series of preferred units, the Board of Trustees must execute an amendment to the Declaration of Trust containing a description of such series, including the designations, rights, privileges, restrictions and conditions determined by the Board, and the class of preferred units of which such series is a part. The creation or issuance of preferred units is also subject to the prior written consent of the Toronto Stock Exchange (“**TSX**”). As at April 13, 2020, there are no preferred units outstanding.

### ***Units***

Each Unit represents a Unitholder’s proportionate undivided beneficial ownership interest in the Trust. Each Unit confers the right to one (1) vote at any meeting of Unitholders and to participate *pro rata* in any distributions by the Trust and, in the event of termination or winding-up of the Trust, in the net assets of the Trust remaining after satisfaction of all liabilities. The Units are listed for trading on the TSX under the symbol “PLZ.UN”.

As at April 13, 2020, the Trust has a total of 101,860,975 Units outstanding.

On September 26, 2019, Plaza announced that it had received approval from the TSX for the renewal of its normal course issuer bid (“**NCIB**”) for a further year. The period of the renewed NCIB commenced on September 28, 2019, with purchases permitted to be made as at the open of markets on September 30, 2019, and will conclude on the earlier of: (i) the date on which purchases under the bid have been completed and (ii) September 27, 2020. Under the terms of the renewed NCIB, the Trust can purchase up to 8,096,331 of its outstanding Units through the facilities of the TSX and any alternative trading system in Canada. Subject to certain prescribed exemptions and any block purchase made in accordance with the rules of the TSX, daily purchases made by Plaza may not exceed 12,433 units, representing 25% of the average daily trading volume of the units on the TSX for the six-month period ended August 31, 2019 (such average daily trading volume being 49,733 units).

Plaza also entered into a new automatic securities purchase plan agreement (the “**Plan**”) with its designated broker in order to facilitate purchases of units under the renewed NCIB. The Plan, which was pre-cleared by the TSX, allows for purchases of units by Plaza at times when it would ordinarily not be permitted to make purchases due to regulatory restrictions or self-imposed blackout periods. The Plan will terminate on September 27, 2020.

As at April 13, 2020, 496,797 Units have been repurchased under the renewed NCIB (for a total of 1,076,186 Units repurchased since the commencement of the original NCIB on September 28, 2018). All Units that are repurchased under the renewed NCIB will be cancelled monthly, on or before the record date for each monthly distribution.

### ***Special Voting Units***

Special voting units (“**Special Voting Units**”) are only issued in tandem with the issuance of securities exchangeable into Units and are evidenced only by the certificates representing such securities. Upon the exchange or surrender of securities exchangeable into Units, the Special Voting Units attached to such exchangeable securities will automatically be redeemed and cancelled for no consideration, and the former holder of such Special Voting Units will cease to have any rights with respect thereto. Special Voting Units have no economic entitlement or beneficial interest in the Trust or in the distribution of assets in the Trust, but entitle the holder to one (1) vote per Special Voting Unit at any meeting of Unitholders.

As at April 13, 2020, the Trust has a total of 1,191,172 Special Voting Units outstanding which were issued to vendors, as partial consideration, in connection with property acquisitions.

### **Principal Holders**

The following table lists those persons of record who are known to the Trust to own beneficially, control or direct, directly or indirectly, more than 10% of the outstanding Units of the Trust as at April 13, 2020:

<b>Name</b>	<b>Number of Units owned</b>	<b>Percentage of Total Units Outstanding</b>
Michael Zakuta (1)	12,842,519 (2)	12.61%
Morguard Corporation	15,059,800 (3), (4)	14.78%

*Notes:*

- (1) Michael Zakuta, President & Chief Executive Officer (“**CEO**”) of the Trust, directly or indirectly, beneficially owns or controls these Units, including through his controlling interest in other Unitholders of the Trust.
- (2) Represents 12.46% of the total outstanding voting units of Plaza (Units and Special Voting Units) as at April 13, 2020.
- (3) Includes 2,000 Units owned by Paros Enterprises Limited, a holding company controlled by K. Rai Sahi, the chief executive officer of Morguard Corporation.
- (4) Represents 14.61% of the total outstanding voting units of Plaza (Units and Special Voting Units) as at April 13, 2020.

## **QUORUM**

Pursuant to the Declaration of Trust, the quorum for the Meeting is two (2) Unitholders present in person or represented by proxy holding in aggregate not less than ten percent (10%) of the total number of outstanding Units.

## **NOTICE-AND-ACCESS**

Notice-and-access permits reporting issuers to advise their securityholders of the availability of proxy-related materials and annual financial statements on an easily-accessible website in addition to the System for Electronic Document Analysis and Retrieval (“**SEDAR**”), rather than mailing paper copies of the materials. Plaza has decided to deliver this Circular and the comparative consolidated financial statements of the Trust for the year ended December 31, 2019 and management’s discussion and analysis of the Trust’s results of operations and financial condition for 2019 (the “**Annual Report**”) by posting them on its website under Investor Relations / Financial Reports at <http://plaza.ca/financial-reports/>. They are also available under Plaza’s profile on SEDAR at [www.sedar.com](http://www.sedar.com).

Unitholders may obtain paper copies of the Circular and Annual Report free of charge by contacting AST toll-free at 1-888-433-6443 or by e-mailing AST at [fulfilment@astfinancial.com](mailto:fulfilment@astfinancial.com). Unitholders with questions about notice-and-access can call the same toll-free number.

A request for paper copies which are required in advance of the Meeting should be sent so that it is received by AST by Monday, May 11, 2020 in order to allow sufficient time for Unitholders to receive the paper copies and to return, as applicable, their form of proxy (in the case of Registered Unitholders) or voting instruction forms to intermediaries (in the case of Beneficial Unitholders) by their due date.

Unitholders will receive paper copies of a “notice package” via prepaid mail containing the accompanying Notice of Meeting with information prescribed by NI 54-101 and form of proxy or voting instruction form, as applicable.

Notice-and-access will directly benefit the Trust through a substantial reduction in both postage and material costs, and will serve to promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials. Plaza expects this method of delivery will also expedite Unitholders’ receipt of proxy materials.

## **MATTERS TO BE ACTED UPON AT THE MEETING**

### **FINANCIAL STATEMENTS**

Plaza’s consolidated financial statements for the year ended December 31, 2019 and the report of the auditors thereon are included in the Annual Report and will be placed before Unitholders at the Meeting. No formal action will be taken at the Meeting to approve the financial statements. If any Unitholder has questions regarding the financial statements, such questions may be brought forward at the Meeting.



## **ELECTION OF TRUSTEES**

Pursuant to the Declaration of Trust, there are to be a minimum of three (3) and a maximum of ten (10) trustees. The number of trustees to be elected at the Meeting is six (6). Each trustee elected will hold office until the next annual meeting of Unitholders or until his/her successor is elected or appointed, subject to the provisions of the Declaration of Trust.

The Declaration of Trust requires that a majority of the trustees be “independent” within the meaning of applicable securities laws. Four (4) of the six (6) proposed trustees are independent. For additional information regarding the Board of Trustees’ determination of which trustees are independent, please refer to the disclosure set out below under *Statement of Governance Practices, Proposed Board of Trustees and Independence*.

## **Advance Notice Policy**

The Declaration of Trust contains an advance notice provision. In the case of an annual meeting of Unitholders, the advance notice provision requires a nominating Unitholder to provide notice to the Board of Trustees of proposed trustee nominations not less than 30 days, but not more than 60 days, prior to the date of the applicable annual meeting; provided, however, that in the event the annual meeting is to be held on a date that is less than 50 days after the date that is the earlier of the date that a notice of meeting is filed for such meeting or the date on which the first public announcement of the date of the annual meeting was made, notice by the nominating Unitholder may be made not later than the close of business on the 10<sup>th</sup> day following the notice date.

The advance notice provision is intended to facilitate orderly and efficient annual meetings; ensure that all Unitholders receive adequate notice of the trustee nominations and sufficient information with respect to all nominees; and allow Unitholders to register an informed vote. A copy of the Declaration of Trust may be viewed on Plaza’s website at [www.plaza.ca](http://www.plaza.ca) under Investor Relations / Declaration of Trust or under the Trust’s profile on SEDAR at [www.sedar.com](http://www.sedar.com).

## **Majority Voting Policy**

The Board has adopted a majority voting policy which provides that, in an uncontested election of trustees, if the number of proxy votes withheld for a particular nominee is greater than the votes in favour of such nominee, the nominee shall be required to immediately submit his or her resignation to the Chair of the Board following the applicable meeting of Unitholders. For the purposes of this policy, an “uncontested election” of trustees means an election where the number of nominees for election as a trustee is equal to the number of trustees to be elected.

Following receipt of a resignation pursuant to the majority voting policy, the Governance and Compensation Committee will consider the offer of resignation and, except in special circumstances that would warrant the continued service of the individual, will accept and recommend that the Board accept, the resignation. In considering whether or not to accept the resignation, the Committee will consider all factors deemed relevant by members of the Committee including, the effect that such resignation may have on the Trust’s ability to comply with the Declaration of Trust or securities law requirements, applicable regulations or commercial agreements regarding the composition of the Board as a result of accepting the trustee’s resignation; if the trustee is a key member of an established, active special committee which has a defined term or mandate, whether accepting the resignation of such trustee would

jeopardize the achievement of the special committee's mandate; and if majority voting was used for a purpose inconsistent with the objectives of the policy.

The Board will make its decision to accept or reject the resignation within ninety (90) days following the meeting and promptly disclose its decision via press release (a copy of which shall be provided to the TSX), including the reasons for rejecting the resignation, if applicable. The resignation will be effective when accepted by the Board. A trustee who tenders his or her resignation pursuant to the majority voting policy shall not be permitted to participate in any meeting of the Board and/or the Governance and Compensation Committee at which his or her resignation is to be considered.

A copy of the majority voting policy may be viewed on Plaza's website at [www.plaza.ca](http://www.plaza.ca) under Investor Relations / Corporate Governance or under the Trust's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Voting on Individual Basis**


Unitholders will be asked to vote for each nominee on an individual basis.


### **Trustees Nominated for Election**


The following is a summary of relevant biographical information of each trustee nominee, including a description of his or her background and experience; year first elected or appointed as a trustee; meeting attendance record and other public boards on which he or she sits. The equity holdings of each trustee nominee in the Trust as of April 13, 2020, consisting of Units and Deferred Units, as applicable, is also indicated. This information is based partly on the Trust's records and partly on information received by the Trust from the nominees.

It is the intention of the management designees, if named as proxy, to vote for the election to the Board of each person hereinafter set out unless otherwise directed. The Board does not contemplate that any of the nominees will be unable to serve as trustee, however, if for any reason any of them do not stand for election or are unable to serve as such, the management designees, if named as proxy, reserve the right to vote for any other nominee in their sole discretion unless the Unitholder has specified in his or her proxy that his or her Units are to be withheld from voting on the election of one (1) or more trustees.

**Unless the Unitholder specifies in the accompanying form of proxy that the Units represented by the proxy are to be withheld from voting in the election of one (1) or more trustees, the person named in the form of proxy shall vote the Units represented by the proxy in favour of the election of each person whose name is set forth below.**

 <p><b>EARL BREWER</b> <b>Chair of the Board</b> Fredericton, New Brunswick Canada</p> <p>Board Member since: February 2, 1999</p> <p>Status: <b>NOT INDEPENDENT</b></p>	<b>Background and Experience</b>			
	<p>Earl Brewer is the Chair of the Board of Plaza and Plaza Group Management Limited, and was also Chair of the Board of Plazacorp.</p> <p>Prior to assuming the role of Chair of the Board of Plazacorp, Mr. Brewer was President and CEO commencing in 1999 to 2002. He was also Chair of the Board of Greenarm Corporation and Greenarm Management, principally involved in office building development. Mr. Brewer has extensive experience in the real estate business commencing in 1984. He has served the public in many capacities with organizations including the Board of Governors, University of New Brunswick; Director, Atlantic Salmon Federation; Director, New Brunswick Investment Management Corporation (now known as Vestcor Inc.); and Honorary Consul for Sweden. Mr. Brewer currently serves on the Board of Governors of the Beaverbrook Art Gallery.</p>			
	<b>Other Public Board Membership</b>			
N/A				
<b>2019 Annual Meeting Votes in Favour</b>				
99.91%				
<b>Board / Committee Membership</b>			<b>Attendance at 2019 Meetings (1)</b>	
<ul style="list-style-type: none"> <li>○ Board of Trustees</li> <li>○ Committee Membership: NIL</li> </ul>			<p>100%</p> <p>N/A</p>	
<b>Plaza Securities held as at April 13, 2020</b>				<b>Unit Ownership Requirement</b>
<b>Units</b>	<b>Deferred Units (2)</b>	<b>Total Number</b>	<b>Total Value (3)</b>	N/A
7,594,869 (4)	NIL	7,594,869	\$22,025,120	

 <p><b>STEPHEN JOHNSON</b></p> <p>Toronto, Ontario Canada</p> <p>Board Member since: February 2, 1999</p> <p>Status: <b>INDEPENDENT</b></p>	<b>Background and Experience</b>				
	<p>Stephen Johnson has spent approximately 40 years in the real estate industry. He served as the Chief Executive Officer of Canadian Real Estate Investment Trust (“<b>CREIT</b>”), a diversified real estate investment trust, from September 1996 until its acquisition by Choice Properties Real Estate Investment Trust (“<b>Choice Properties REIT</b>”) in May 2018. Mr. Johnson then served as the President &amp; Chief Executive Officer of Choice Properties REIT until his retirement in May 2019, following which time he became an advisor to Choice Properties REIT for a period of twelve months. He has extensive experience in real estate operations (including property management and leasing), property development, real estate valuation and corporate finance.</p> <p>Prior to joining CREIT, Mr. Johnson served as the President and Chief Executive Officer of DS Marcil Inc. (now RBC Capital Markets Real Estate Group), and concurrently Mr. Johnson served as a Vice President and director of RBC Dominion Securities Inc. He is a past director of Royal Bank Realty and a past member of the Real Estate Advisory Panels for both Canada Post Corporation and the Canada Deposit Insurance Corporation.</p>				
	<b>Other Public Board Membership</b>				
	N/A				
<b>2019 Annual Meeting Votes in Favour</b>					
95.67%					
<b>Board / Committee Membership</b>				<b>Attendance at 2019 Meetings (1)</b>	
o Board of Trustees				100%	
o Governance and Compensation Committee				100%	
<b>Plaza Securities held as at April 13, 2020</b>				<b>Unit Ownership Requirement (5)</b>	
<b>Units</b>	<b>Deferred Units</b>	<b>Total Number</b>	<b>Total Value (3)</b>	<b>Minimum Ownership Requirement</b>	<b>Complies with Minimum Ownership Requirement</b>
589,545 (4)	43,301	632,846	\$1,835.253	5X Annual Board Retainer (\$100,000)	Yes

 <p><b>DENIS LOSIER</b></p> <p><b>Lead Independent Trustee</b></p> <p>Moncton, New Brunswick Canada</p> <p>Board Member since: April 5, 2007</p> <p>Status: <b>INDEPENDENT</b></p>	<b>Background and Experience</b>					
	<p>Denis Losier is the former President and Chief Executive Officer of Assumption Mutual Life Insurance Company of Moncton (“Assumption Life”) and former Chair of Assumption Life’s subsidiaries and Louisbourg Investments (September 1, 1994 to April 1, 2013).</p> <p>Mr. Losier is a director and Chair of the Corporate Governance and Nominating Committee of Canadian National Railway Company (“<b>CN</b>”), as well as a member of the Donations and Sponsorships Committee, Strategic Planning Committee and Pension and Investment Committee, as well as a former member and Chair of CN’s Audit Committee and Human Resources and Compensation Committee. He is a former director of Enbridge Gas New Brunswick Limited Partnership, former director and Chair of the Board of Capital DGMC Inc., former Chair of Invest NB and a former board member of the Security and Intelligence Review Committee, Canadian Blood Services and NAV Canada. Mr. Losier previously served as a Member on the New Brunswick Legislative Assembly and held several cabinet positions during his tenure. He was appointed a Member of the Order of Canada in 2011.</p>					
	<b>Other Public Board Membership</b>					
	Director of Canadian National Railway Company (TSX; NYSE)					
<b>2019 Annual Meeting Votes in Favour</b>						
97.47%						
<b>Board / Committee Membership</b>				<b>Attendance at 2019 Meetings (1)</b>		
<ul style="list-style-type: none"> <li>○ Board of Trustees</li> <li>○ Governance and Compensation Committee (Chair)</li> <li>○ Audit Committee</li> </ul>				<p>100%</p> <p>100%</p> <p>100%</p>		
<b>Plaza Securities held as at April 13, 2020</b>				<b>Unit Ownership Requirement (5)</b>		
<b>Units</b>	<b>Deferred Units</b>	<b>Total Number</b>	<b>Total Value (3)</b>	<b>Minimum Ownership Requirement</b>	<b>Complies with Minimum Ownership Requirement</b>	
147,921 (4)	13,318	161,239	\$467,593	5X Annual Board Retainer (\$100,000)	Yes	



**JANE MARSHALL**

Toronto, Ontario  
Canada

Board Member since: November  
5, 2019

Status: **INDEPENDENT**

**Background and Experience**

Jane Marshall has more than 30 years of experience in real estate management, particularly with food and retail companies. Ms. Marshall is the Chair of the Investment Committee at RioCan Real Estate Investment Trust. Most recently, Ms. Marshall was the CEO of GoodLeaf Farms, where she led the development of the company's automated vertical farm in Guelph, and the sale of an interest to a global food company.

Previously, Ms. Marshall served as Chief Operating Officer of Choice Properties REIT, a publicly traded REIT, majority owned by Loblaw Companies Ltd. and she played a key role in its IPO. Ms. Marshall also served as Executive Vice-President of Loblaw Properties and Business Strategy and was responsible for the acquisition, development, construction and management of its portfolio of more than 65 million square feet of owned retail, warehouse and office space as well as all its leased locations. Ms. Marshall led Loblaw's acquisition of T&T Supermarkets and the purchase and comprehensive joint redevelopment of Maple Leaf Gardens (MLG) with Ryerson University. Ms. Marshall holds the ICD.D designation of the Institute of Corporate Directors and has a Bachelor of Arts from the University of Toronto. Ms. Marshall has served on not for-profit Boards including the Children's Aid Foundation and Toronto Lands Corporation. Most recently, Ms. Marshall was appointed to the Board of Plaza.

**Other Public Board Membership**

RioCan Real Estate Investment Trust (TSX)

**2019 Annual Meeting Votes in Favour**

N/A

**Board / Committee Membership**

**Attendance at 2019 Meetings (1), (6)**

- o Board of Trustees
- o Audit Committee


100%


N/A

**Plaza Securities held as at April 13, 2020**

**Unit Ownership Requirement (5)**

Units	Deferred Units	Total Number	Total Value (3)	Minimum Ownership Requirement	Complies with Minimum Ownership Requirement (7)
19,867 (4)	2,046	21,913	\$105,054	5X Annual Board Retainer (\$100,000)	Yes

 <p><b>BARBARA TRENHOLM</b> Trustee Fredericton, New Brunswick Canada Board Member since: March 1, 2005 Status: <b>INDEPENDENT</b></p>	<b>Background and Experience</b>				
	<p>Barbara Trenholm, BComm, MBA, FCPA (FCA), ICD.D, is a professor emerita at the University of New Brunswick (“UNB”) and President of Tantramar Management Ltd.</p> <p>Ms. Trenholm is currently serving on the NB Power Board of Directors and International Development Research Centre Board of Governors. She previously served as a member of the Board of Directors of Atomic Energy of Canada Ltd., the Board of Directors of the Canadian Institute of Chartered Accountants (now known as CPA Canada) and co-chair of the UNB Board of Pension Trustees. Ms. Trenholm is also a past president of the New Brunswick Institute of Chartered Accountants (now known as CPA New Brunswick) and past Acting Dean of the Faculty of Administration at UNB.</p>				
	<b>Other Public Board Membership</b>				
N/A					
<b>2019 Annual Meeting Votes in Favour</b>					
95.67%					
<b>Board / Committee Membership</b>				<b>Attendance at 2019 Meetings (1)</b>	
<ul style="list-style-type: none"> <li>○ Board of Trustees</li> <li>○ Audit Committee (Chair)</li> <li>○ Governance and Compensation Committee</li> </ul>				<p>100%</p> <p>100%</p> <p>100%</p>	
<b>Plaza Securities held as at April 13, 2020</b>				<b>Unit Ownership Requirement (5)</b>	
<b>Units</b>	<b>Deferred Units</b>	<b>Total Number</b>	<b>Total Value (3)</b>	<b>Minimum Ownership Requirement</b>	<b>Complies with Minimum Ownership Requirement</b>
207,140 (4)	65,467	272,607	\$790,560	5X Annual Board Retainer (\$100,000)	Yes

 <p><b>MICHAEL ZAKUTA</b> <b>President &amp; CEO</b> Montreal, Quebec Canada Board Member since: February 2, 1999 Status: <b>NOT INDEPENDENT</b></p>	<b>Background and Experience</b>			
	<p>Michael Zakuta is the President &amp; CEO of Plaza and Plaza Group Management Limited and was also President &amp; CEO of Plazacorp.</p> <p>Mr. Zakuta entered the real estate development business on a full-time basis after obtaining his law degree from the University of Montreal and a business degree from McGill University. Mr. Zakuta is a co-founder of the Plaza Group and has been involved in every aspect of shopping centre development, acquisitions and management in Quebec and Atlantic Canada since 1986.</p>			
	<b>Other Public Board Membership</b>			
Trustee of Fronsac Real Estate Investment Trust (TSXV)				
<b>2019 Annual Meeting Votes in Favour</b>				
99.93%				
<b>Committee Membership</b>			<b>Attendance at 2019 Meetings (1)</b>	
<ul style="list-style-type: none"> <li>○ Board of Trustees</li> <li>○ Committee Membership: NIL</li> </ul>			<p>100%</p> <p>N/A</p>	
<b>Plaza Securities Owned or Controlled as at April 13, 2020</b>				<b>Unit Ownership Requirement</b>
<b>Units</b>	<b>Deferred Units (2)</b>	<b>Total Number</b>	<b>Total Value (3)</b>	N/A
12,842,519 (4)	NIL	12,842,519	\$37,243,305	



*Notes:*

- (1) For a detailed review of 2019 Board and Committee meeting attendance, please refer to *Statement of Governance Practices, Board Meetings and Attendance Records* below in this Circular.
- (2) Non-independent trustees are not eligible to participate in the Deferred Unit Plan (as defined herein).
- (3) Except as otherwise provided herein, Units and Deferred Units are valued at the closing price of Units on the TSX on April 13, 2020 which was \$2.90.
- (4) The information regarding Units beneficially owned, directly or indirectly, or controlled or directed has been furnished by the respective nominees individually and includes Deferred Units for non-executive trustees. For further information on the Deferred Unit Plan, please refer to *Trustee Compensation, Unit-Based Awards - Deferred Unit Plan* below.
- (5) Each independent trustee has within the later of three (3) years from the date of (i) the implementation of the minimum ownership requirement and (ii) becoming a trustee to comply with the requirement. Ownership is calculated based on the greater of (i) the cost of Unit purchases or, in the case of Deferred Units, the price at which they were issued, and (ii) market value.
- (6) Ms. Marshall was appointed to the Board of Trustees and the Audit Committee on November 5, 2019. As such, meetings held prior to her appointment have not been included in Ms. Marshall's attendance totals.
- (7) Ms. Marshall has until November 5, 2022 to meet the minimum ownership requirement; however, she complies with the requirement at the date hereof. Plaza's minimum ownership requirement is calculated based on the greater of (i) the cost of Unit purchases or, in the case of Deferred Units, the price at which they were issued, and (ii) market value. Ms. Marshall's ownership is calculated based on the cost of Unit purchases and the price at which Deferred Units were issued to her. For further details, please see *Trustee Compensation, Trustee Equity Ownership Requirements* below.

### **Qualifications and Areas of Expertise**

The Governance and Compensation Committee annually reviews the qualifications of persons proposed for election to the Board and assesses their skills and competencies against those that the Board, as a whole, should possess. It also considers other characteristics of each nominee, including: reputation for business ethics; experience, expertise and background, geographical representation and other aspects of diversity; availability of service to Plaza; and the current and future needs of the Trust, before submitting its recommendations to the Board for approval. The persons proposed for nominations are, in the opinion of the Board, well qualified to act as trustees for the ensuing year. The eligibility and willingness of each nominee to serve as trustee has been established.

The table below indicates the skills and experience on the part of the six (6) trustee nominees in categories important to Plaza's business (in which each trustee should have experience in four (4) or more).

Name	Real Estate	Development	Retail	Corp Finance/ Capital Markets	Financial Reporting	Executive Comp/ Human Resources	Risk Mgmt	Executive/ Business Leadership	Other Board/ Comm. memberships	Corp Gov/ Regulatory
Earl Brewer	√	√	√	√	√	√	√	√	√	√
Stephen Johnson	√	√		√	√	√	√	√	√	√
Denis Losier				√	√	√	√	√	√	√
Jane Marshall	√	√	√	√	√	√	√	√	√	√
Barbara Trenholm				√	√	√	√		√	√
Michael Zakuta	√	√	√	√	√	√	√	√	√	√

All trustees must also be financially literate, defined by Canadian securities regulators as having the ability to read and understand financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by Plaza's financial statements.

### **APPOINTMENT OF AUDITOR**

The Board of Trustees and management of Plaza propose that the firm KPMG LLP ("KPMG") be re-appointed as external auditor of the Trust to hold office until the close of the next annual meeting of Unitholders, at a remuneration to be fixed by the Board of Trustees, on recommendation of the Audit Committee. KPMG has been the auditor of Plazacorp (and now Plaza) since its appointment at Plazacorp's annual shareholder meeting held on April 21, 2004.

### **Auditor Evaluation**

Pursuant to the Trust's Audit Committee Charter, the Audit Committee, *inter alia*, recommends to the Board the appointment of the auditor with such appointment to be confirmed by the Trust's Unitholders at each annual meeting. The Board of Trustees has adopted all recommendations of the Audit Committee on the appointment and compensation of the auditor.

The Audit Committee Charter can be found on the Trust's website at [www.plaza.ca](http://www.plaza.ca) under Investor Relations / Corporate Governance or under the Trust's profile on SEDAR at [www.sedar.com](http://www.sedar.com) and is incorporated herein by reference. The Trust will promptly provide a copy of this Charter free of charge to a Unitholder upon request to the Trust Secretary.

Following the completion of the 2019 audit, the Audit Committee and management evaluated the performance of KPMG. The Audit Committee believes that annually evaluating the external auditor assists the Committee in making informed recommendations to the Board on auditor appointment. The evaluations encompassed an assessment of the quality of services and

sufficiency of resources provided by the auditor; quality and candor of communication and interaction with the auditor; and the auditor's independence, objectivity and professional skepticism. The evaluation results indicated that KPMG is meeting expectations and, therefore, were an important factor considered in the Audit Committee's recommendation to appoint KPMG as external auditor of the Trust.

### **Audit Fees**

The Audit Committee (through management) negotiates with the auditor on an arm's length basis in determining the fees to be paid to the auditor. Such fees are based upon, among other things, the complexity of the matters in question and the time incurred by the auditor. Management believes that the fees negotiated have been reasonable in the circumstances and are comparable to fees charged by auditors providing similar services to similar issuers.

The Audit Committee also reviews the nature of, and fees for, non-audit services provided by the auditor to ensure they are consistent with maintaining the auditor's independence.

Further information on the Audit Committee and fees paid to the auditor for the fiscal years ending December 31, 2019 and December 31, 2018 can be found in the Trust's Annual Information Form Schedule A – Form 52-110F1, Audit Committee Information Required in an AIF, a copy of which can be found on the Trust's website at [www.plaza.ca](http://www.plaza.ca) under Investor Relations / Financial Reports, or under the Trust's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

**Unless the Unitholder specifies in the accompanying form of proxy that the Units represented by such proxy are to be withheld from voting for the appointment of the auditor, the persons named in the accompanying form of proxy shall vote the Units represented by the proxy in favour of the re-appointment of KPMG as auditor of the Trust and to authorize the Board of Trustees to fix the auditor's remuneration.**

## **OTHER MATTERS COMING BEFORE THE MEETING**

Management knows of no matters to come before the Meeting other than those referred to in the accompanying Notice of Meeting. Should any other matters properly come before the Meeting, the Units represented by proxy solicited hereby will be voted on such matters in accordance with the best judgment of the person voting such proxy.

## **STATEMENT OF EXECUTIVE COMPENSATION**

This Statement of Executive Compensation describes the compensation programs of Plaza in respect of its named executive officers ("**NEOs**") for the year ended December 31, 2019, in accordance with the definition in Form 51-102F6 – Statement of Executive Compensation.

The NEOs of the Trust in fiscal 2019 were:

Name	Position
Earl Brewer	Chair of the Board
Michael Zakuta	President & CEO
Jim Drake (1), (2)	Chief Financial Officer
James Petrie	Executive Vice-President & Chief Operating Officer) (hereinafter the “ <b>Chief Operating Officer</b> ”
Peter Mackenzie	Executive Vice-President & Chief Investment Officer) (hereinafter the “ <b>Chief Investment Officer</b> ”

Notes:

- (1) Jim Drake was appointed Chief Financial Officer effective September 13, 2019.
- (2) Floriana Cipollone, Plaza’s former Chief Financial Officer, retired from Plaza effective September 13, 2019.
- (3) Stephen Penney, Executive Vice-President, is also a NEO of the Trust as at the date of this Circular, however, he was appointed as such on January 23, 2020; accordingly, he is not included in the above chart or the Compensation Discussion and Analysis which follows.

## **COMPENSATION DISCUSSION AND ANALYSIS**

The discussion which follows applies principally to the Chief Financial Officer, Chief Operating Officer and Chief Investment Officer, as indicated. Although the Governance and Compensation Committee also approves the compensation of both the Chair of the Board and the President & CEO, for recommendation of approval to the Board on an annual basis, neither the Chair of the Board nor the President & CEO receives an annual incentive bonus as part of his compensation, and neither has ever been awarded Restricted Units (as hereinafter defined). The compensation paid to both the Chair of the Board and the President & CEO was comprised only of base salary, which did not increase in the 2017, 2018 or 2019 fiscal years.

### **Objectives**

Plaza’s principal goal is to deliver growth in per-unit net asset value and funds from operations (“FFO”) from a diversified portfolio of retail properties. The objectives of executive compensation for NEOs are: (a) to attract and retain qualified individuals to pursue this goal, (b) to motivate them to deliver strong business performance and contribute to Plaza’s long-term success, thereby acting in the best interests of Unitholders and (c) align their interests with those of Unitholders.

### **Elements of Compensation and Decision Making**

Plaza aims to keep its compensation program simple to communicate and administer and has adopted a balanced approach to compensation which incorporates immediate, short-term and longer-term incentives. The primary elements of Plaza’s executive compensation are: (a) base salary and (b) annual incentive bonuses, payable in a combination of cash and equity in the

form of Restricted Units. Plaza feels each of these elements assists in achieving one or more of its compensation objectives and serves the interests of Unitholders by ensuring that compensation addresses both short-term and longer-term interests of Unitholders.

### **Base Salary**

Base salaries are intended to provide NEOs with an appropriate level of fixed compensation that will assist in retention and recruitment. They are determined on an individual basis, taking into consideration the NEO's past, current and potential contribution to the success of Plaza as well as the role the NEO was expected to play in the upcoming period; the overall expertise, position and responsibilities of the NEO; and salaries anticipated in the markets in which Plaza operates.

Plaza currently does not engage compensation consultants for the purposes of performing benchmarking, nor does it currently benchmark compensation levels against a specific group of peers; Plaza does not have a policy in respect of the level at which base salary or total compensation must be in relation to any other entity. To provide context for compensation decisions, however, Plaza considers general industry information available for comparable real estate businesses and real estate investment trusts.

Base salaries for the Chief Financial Officer, Chief Operating Officer and Chief Investment Officer are recommended by both the Chair of the Board and the President & CEO on an annual basis and are reviewed and approved by the Governance and Compensation Committee, for recommendation of approval to the Board.

### **Annual Incentive Bonuses**

The annual bonus provides a financial incentive to enhance the self-motivation of NEOs to perform at their peak throughout each compensation assessment period. It is also important for recruitment purposes, as it enables the Trust to attract executives who expect their talents to contribute to the continued success of Plaza and wish to be rewarded for their contributions.

The President & CEO is actively engaged in the Trust's compensation programs. With input and feedback from the Chair of the Board, the Chair of each Committee with whom the NEO directly interacts, as applicable, and the Board, the President & CEO conducts an annual evaluation of the performance of each of the Chief Financial Officer, Chief Operating Officer and Chief Investment Officer for the previous year. The NEOs participate in the annual performance review with the President & CEO to provide input about their contributions during the year. The President & CEO recommends annual incentive bonuses, which are reviewed and approved by the Governance and Compensation Committee after discussion and adjustment, if appropriate, and recommended to the Board for approval.

Annual incentive bonuses for NEOs are designed to, among other things:

- align the interests of NEOs and Unitholders by, *inter alia*, ensuring a significant portion of the incentive bonus is dependent upon overall business performance;
- promote greater longer-term focus by NEOs (i) by ensuring the annual incentive bonus is not heavily weighted to short-term performance objectives, and (ii) through the use of equity compensation in the form of Restricted Units as a component of the incentive bonus; and
- keep the Trust's approach to NEO compensation simple and streamlined to reflect the size and reality of Plaza's business.

### Annual Incentive Bonus Measures

As noted above, one of the objectives of annual incentive bonuses for NEOs is to align the interests of NEOs and Unitholders. The Trust strived to do this in 2019 by ensuring that the metrics against which the annual incentive bonus were measured weighed more heavily on measurable financial results of the Trust as opposed to personal objectives.

FFO is a key performance indicator by which management measures Plaza's performance and increasing FFO per Unit is the primary performance goal for NEOs. NEOs are incentivised to achieve this goal by means of the annual bonus.

The annual incentive bonus for fiscal 2019 was based on the following:

<b>Bonus Component</b>	<b>Metric</b>	<b>Potential Payout Range (as a percentage of base salary)</b>
Trust performance (payable in cash)	Annual FFO per Unit growth (1)	0% - 30% (3)
	Average FFO per Unit growth over 5 years (1)	0% - 30% (3)
Restricted Unit allocation (payable in Restricted Units)	Also based on FFO per Unit growth per the above, since allocation tied to Trust performance bonus component	0% - 30% (annual allocation of 50% of the total bonus based on Trust performance)
Discretionary (payable in cash)	Individual performance (2)	0% - 10%
<b>Total</b>		<b>0% - 100%</b>

**Notes:**

- (1) FFO is not an IFRS (International Financial Reporting Standards) measure. It is an industry standard widely used in the real estate industry for measuring operating performance and is exclusive of unrealized changes in the fair value of investment properties, deferred income taxes and gains or losses on property dispositions. Plaza calculates FFO in accordance with the publications of the Real Property Association of Canada (REALpac), however, FFO as calculated by Plaza may not be comparable to FFO or similarly titled measures reported by other entities. Further descriptions of FFO and the FFO per Unit measure can be found in the management's discussion and analysis of the Trust's results of operations and financial condition for 2019, contained in the Annual Report and available on SEDAR at [www.sedar.com](http://www.sedar.com) and Plaza's website at [www.plaza.ca](http://www.plaza.ca).
- (2) Individual performance may vary based on the NEO's position and contribution to Plaza's overall performance. Although specific targets or objectives for individual performance were not set in 2019, it was assessed through the NEOs contribution to the achievement of Plaza's objectives, which are set

forth in the annual business plan. Individual performance takes into consideration overall individual performance of the NEO and may also include the NEO's efforts in completing certain corporate strategic initiatives and other matters relating to the NEO's area of primary responsibility.

- (3) The Trust performance component was based on a range from 4% to 10% growth in FFO per Unit. In other words, the minimum growth required in each of annual FFO per Unit and average FFO per Unit over five (5) years for this component of the annual incentive bonus to be earned was 4%. The maximum award for each of annual FFO per Unit growth and average FFO per Unit growth over five (5) years would be achieved if there was 10% growth in each.

While Plaza's objective is to pay for performance as noted, Plaza also considered the expense of compensation and benefits in relation to its consolidated budget as a factor in determining compensation levels. To this effect, Plaza considered information relating to the anticipated costs that would be incurred in making determinations with respect to compensation decisions.

The Governance and Compensation Committee may, at its discretion, approve a different payout level to take into account, among other things, unforeseen occurrences or non-recurring events, and to ensure that the payout is appropriate vs actual performance in the Committee's opinion. This use of discretion by the Committee is intended to ensure that short-term incentive awards appropriately reflect risk as well as other unexpected circumstances that arise during the year, and to eliminate the possibility of unintended outcomes.

#### Annual Incentive Bonus Earned by NEOs

The table below highlights the annual incentive bonuses earned by NEOs in the 2019 fiscal year.

Name		Bonus Component	Bonus Earned (as percentage of base salary)	Cash Value of Bonus Earned
Jim Drake (1), (2)	NEO Bonus	Trust performance - Annual FFO per Unit growth (7)	12.5%	\$9,795
		Trust performance - Average FFO per Unit growth over 5 years (7), (8)	-	-
		Restricted Unit allocation	6.25%	\$4,897
		Discretionary cash element – individual performance	7.5%	\$5,877
	Pre-NEO Bonus	Discretionary cash bonus	N/A	\$27,181 (4)
<b>Total</b>			<b>26.25% (3)</b>	<b>\$47,750</b>

James Petrie	Trust performance – Annual FFO per Unit growth (7)	12.5%	\$46,770
	Trust performance - Average FFO per Unit growth over 5 years (7), (8)	-	-
	Restricted Unit allocation	6.25%	\$23,385
	Discretionary cash element – individual performance	2.5%	\$9,354
<b>Total</b>		<b>21.25% (5)</b>	<b>\$79,509</b>
Peter Mackenzie	Trust performance – Annual FFO per Unit growth (7)	12.5%	\$36,747
	Trust performance - Average FFO per Unit growth over 5 years (7), (8)	-	-
	Restricted Unit allocation	6.25%	\$18,374
	Discretionary cash element – individual performance	5.0%	\$14,699
<b>Total</b>		<b>23.75% (6)</b>	<b>\$69,820</b>

*Notes:*

- (1) Jim Drake was appointed Chief Financial Officer effective September 13, 2019.
- (2) Floriana Cipollone, Plaza's former Chief Financial Officer, retired from Plaza effective September 13, 2019 and was paid a lump-sum retiring allowance in the total amount of \$677,047 in January 2020, less applicable statutory deductions.
- (3) Base salary in effect as of December 31, 2019 for Jim Drake was \$260,000. The bonus earned is shown as a percentage of his base salary as a NEO, however, as Mr. Drake was not a NEO for the full 2019 fiscal year, the cash value of the bonus actually earned was pro-rated for the period he served as such.
- (4) Compensation policies and practices for NEOs are not structured significantly differently than other NEOs, however, Mr. Drake also earned a discretionary annual incentive bonus for his service as Vice-President Finance (prior to being appointed Chief Financial Officer), also pro-rated for the period of such service.



- (5) Base salary in effect as of December 31, 2019 for James Petrie was \$374,158.
- (6) Base salary in effect as of December 31, 2019 for Peter Mackenzie was \$293,981.
- (7) For the purpose of calculating the annual incentive bonus, FFO was adjusted to exclude, among other things, non-recurring events.
- (8) Minimum growth of 4% in average FFO per Unit over five (5) years was not achieved, therefore, this element of the annual bonus incentive was not earned.

The above discussion focusses primarily on the annual incentive bonus earned for fiscal 2019. Plaza continues its commitment to implement compensation practices that will attract, retain and motivate high caliber executives to drive the Trust's growth, increase Unitholder value over the long-term and ensure Plaza's compensation program aligns the interests of NEOs and Unitholders. As such, it has continued to review and consider the design of its annual incentive bonus structure with the assistance and approval of the Governance and Compensation Committee and a number of changes are intended to be introduced in fiscal 2020, consistent with corporate governance best practices, to create greater alignment between executive pay and Trust performance, while still providing incentives that reward individual work and effort.

These changes would not affect a reasonable person's understanding of NEO compensation earned for fiscal 2019, and as a result, will be described in greater detail in next year's management information circular, as applicable.

#### ***Equity-based Incentives – Restricted Unit Plan***

Longer-term compensation for NEO's is reflected in the granting of Restricted Units pursuant to the Restricted Unit Plan. The Restricted Unit Plan is designed to align the interests of officers and employees of the Trust or subsidiaries of the Trust with those of Unitholders; to reward senior management and employees of the Trust for their sustained contributions to the Trust; and to assist in attracting, retaining and motivating senior management and employees of the Trust. The creation of enduring Unitholder value is underscored by the Restricted Unit Plan, which promotes Unit ownership by all Plaza employees.

As is described under *Unit-based Awards, Restricted Unit Plan* below, unless otherwise determined by the Governance and Compensation Committee, Restricted Units have three (3) year vesting periods which promotes the retention of key personnel. Unvested awards are forfeited in the event of voluntary resignation. The granting of Restricted Units assists in aligning the interests of NEOs with Unitholders as the value of these awards is directly tied to the market price of Units and the vesting periods help to ensure NEOs will be focused on the longer-term performance of Units.

A portion of annual incentive bonuses to NEOs is payable in the form of Restricted Units (other than to the President & CEO and the Chair the Board, who, as previously noted, do not receive annual incentive bonuses and to whom no Restricted Units have been granted to date) and linked to Trust performance. This serves to focus NEOs on sustained, longer-term Unitholder value creation.

Company-wide annual Restricted Unit grants are not based on specific performance goals. In granting such Restricted Units under the Restricted Unit Plan, the both President & CEO and the Chair of the Board first make a recommendation to the Governance and Compensation Committee of the number of Restricted Units to be granted. Before making any

recommendation for the granting of any new Restricted Units, the President & CEO and the Chair of the Board will take into account previous Restricted Units granted to any one individual. Restricted Unit grants will be reviewed by the Governance and Compensation Committee and approved in its discretion, and recommended to the Board for approval. No Restricted Units were granted in fiscal 2019.

For more information on the Restricted Unit Plan, see *Unit-based Awards, Restricted Unit Plan* below.

### **NEO Equity Ownership Requirements**

The Board adopted minimum ownership guidelines for NEOs on February 23, 2017, designed to further align NEO and Unitholder interests, focus them on the longer-term success of Plaza and demonstrate their financial commitment to the Trust through personal Unit ownership. The minimum ownership guidelines provide that (i) within five (5) years of the date the minimum ownership guidelines were put in place or (ii) within five (5) years of appointment, whichever is later, each NEO must own an amount in Units or Restricted Units that is, in the aggregate, equal or greater in value to the respective NEO's annual base salary. Each NEO is required to continue to hold such minimum ownership levels for as long as they serve as a Trustee or executive officer of the REIT.

The holdings of NEOs as at December 31, 2019 are summarized in the chart below, in relation to the minimum ownership guidelines:

<b>Name (1)</b>	<b>Number of Units</b>	<b>Number of Restricted Units</b>	<b>Total Number of Units &amp; Restricted Units (2), (3)</b>	<b>Total Value of Units &amp; Restricted Units (4)</b>	<b>Minimum Equity Ownership Requirement (\$ (5)</b>	<b>Meets Requirement (Y / N)</b>
Jim Drake	58,601	4,001	62,602	\$286,091	\$260,000	Y
James Petrie	63,089	7,403	70,492	\$322,148	\$374,158	N (6)
Peter Mackenzie	158,509	5,189	163,698	\$748,100	\$293,981	Y

*Notes:*

- (1) Stephen Penney was appointed Executive Vice-President on January 23, 2020 and was not a NEO in fiscal 2019; accordingly, he is not included in the above chart.
- (2) Includes Units owned directly, indirectly and over which the NEO has control or direction, as well as Restricted Units owned directly, as at December 31, 2019.
- (3) As at April 23, 2020, the said NEOs own directly, indirectly or have control or direction over the following securities:

<b>Name</b>	<b>Units (#)</b>	<b>Restricted Units (#)</b>	<b>Total (#)</b>
Jim Drake	68,601	4,061	72,662
James Petrie	63,670	7,518	71,188
Peter Mackenzie	159,531	5,269	164,800

- (4) Units and Restricted Units are valued at the closing price of Units on the TSX on December 31, 2019, which was \$4.57.
- (5) Equals base salary as of December 31, 2019.
- (6) NEO has until February 23, 2022 to satisfy minimum equity ownership requirements.

The President & CEO (Michael Zakuta) and Chair of the Board (Earl Brewer) are not included in the above. As co-founders of Plaza, they are both significant Unitholders, owning directly or indirectly, or having control or direction over, 12,842,519 and 7,594,869 Units, respectively as at April 13, 2020. These substantial ownership levels create significant long-term alignment with Unitholder interests.

### **SUMMARY COMPENSATION TABLE**

<b>Name and principal position</b>	<b>Year</b>	<b>Salary (\$)</b>	<b>Annual incentive bonus (\$)</b>	<b>Equity compensation (\$) Restricted Units</b>	<b>Other</b>	<b>Total compensation (\$)</b>
Earl Brewer, Chair of the Board (1), (2)	2019	200,000	-	-	-	200,000
	2018	200,000	-	-	-	200,000
	2017	200,000	-	-	-	200,000
Michael Zakuta, President & CEO (1), (2)	2019	400,000	-	-	-	400,000
	2018	400,000	-	-	-	400,000
	2017	400,000	-	-	-	400,000
Jim Drake, Chief Financial Officer (1), (3), (4), (8), (9), (10)	2019	207,044	42,853	4,897	-	254,974
	2018	180,354	25,000	15,920	-	221,274
	2017	169,279	25,000	16,840	-	211,119
Floriana Cipollone, Former Chief Financial Officer (1), (5), (6), (7), (8), (9), (10)	2019	263,473	-	-	10,842	274,315
	2018	362,950	73,185	27,444	-	463,579
	2017	354,712	62,475	38,550	-	455,737
James Petrie, Chief Operating Officer (1), (7), (8), (9), (10)	2019	371,403	56,124	23,385	-	450,912
	2018	362,950	73,185	27,444	-	463,579
	2017	354,712	62,475	38,550	-	455,737

Peter Mackenzie, Chief Investment Officer (1), (7), (8), (9), (10)	2019	291,817	51,447	18,374	-	361,638
	2018	285,175	60,378	21,563	-	367,116
	2017	278,702	20,625	21,050	-	320,377

*Notes:*

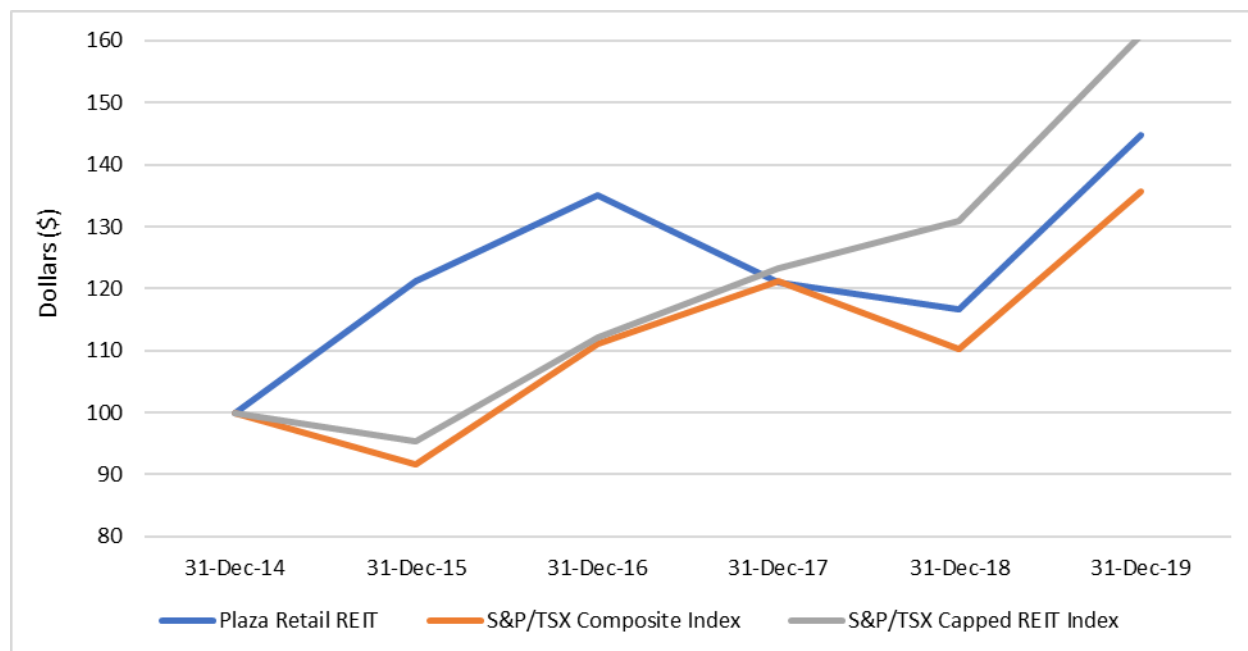
- (1) NEOs receive or received their compensation from Plaza Group Management Limited, the internalized property manager of the Trust and a wholly-owned subsidiary thereof.
- (2) Earl Brewer and Michael Zakuta receive no compensation for their roles as trustees.
- (3) Jim Drake was appointed Chief Financial Officer effective September 13, 2019 and his base salary was increased to \$260,000 as at that date. Mr. Drake served as Vice-President, Finance from May 2017 to the date of this appointment and Director, Finance prior to that. His base salary in fiscal 2018 was \$183,000 and his base salary in fiscal 2017 was \$175,000. The amounts shown in the *Summary Compensation Table* are the amounts earned in each fiscal year.
- (4) Restricted Units were granted to Jim Drake in the last three (3) fiscal years, prior to his appointment to Chief Financial Officer, as part of company-wide annual grants as follows:
  - (i) 4,000 Restricted Units on December 15, 2017. The value of these RUs is based on the volume weighted average closing price of Units for the five (5) trading days immediately preceding the grant date, being \$4.21 (\$16,840); and
  - (ii) 4,000 Restricted Units on December 17, 2018. The value of these RUs is based on the volume weighted average closing price of Units for the five (5) trading days immediately preceding the grant date, being \$3.98. (\$15,920).
- (5) Floriana Cipollone retired from Plaza effective September 13, 2019 and was paid a lump-sum retiring allowance in the total amount of \$677,047 in January 2020, less applicable statutory deductions. The compensation paid to Ms. Cipollone in fiscal 2019 shown in the *Summary Compensation Table* was earned for services performed up to the effective date of her retirement from Plaza.
- (6) Other compensation paid to Floriana Cipollone in fiscal 2019 described in the column designated "Other" represents accrued vacation pay in the amount of \$10,842.
- (7) Up to 2020, annual performance reviews for NEOs typically occurred in April of each year, with any salary increases effective May 1<sup>st</sup>. Effective May 1, 2019 to September 13, 2019, Floriana Cipollone's annual base salary was \$374,158; James Petrie's annual base salary effective May 1, 2019 was \$374,158 and Peter Mackenzie's annual base salary effective May 1, 2019 was \$293,981. The amounts shown in the *Summary Compensation Table* are the amounts earned in each fiscal year.
- (8) The annual incentive bonus shown in the *Summary Compensation Table* for the 2019 fiscal year is also the amount earned for that fiscal year. The annual incentive bonus shown for the prior fiscal years is the bonus that was paid or payable in those years following annual performance reviews, in accordance with employment agreements, which, as noted above, typically occurred in April of each year.
- (9) Plaza offers only limited perquisites to NEOs, in circumstances where it believes they promote the retention of the NEO or promote the efficient performance of the NEO's duties. Plaza does not believe that perquisites and benefits should represent a significant portion of the compensation package for NEOs. Accordingly, the aggregate amount of perquisites and other personal benefits received by any NEO was not greater than the lesser of \$50,000 or 10% of the total salary and bonus earned or paid to the NEO and is not reported herein.

- (10) Benefits pursuant to plans or programs that do not discriminate in scope, terms or operation and are generally available to all salaried employees are also not reported herein.

### **PERFORMANCE GRAPH**

The following graph shows the cumulative total unitholder return for the Trust's Units compared to the S&P/TSX Composite Index and the S&P/TSX Capped REIT Index for a five-year period ending December 31, 2019. The graph assumes all distributions were reinvested.

**Comparison of 5 Year Total Return on \$100 Invested**



	31-Dec-14	31-Dec-15	31-Dec-16	31-Dec-17	31-Dec-18	31-Dec-19
<b>Plaza Retail REIT</b>	100	121.22	134.97	121.06	116.7	144.8
<b>S&amp;P/TSX Composite Index</b>	100	91.68	111.01	121.11	110.34	135.59
<b>S&amp;P/TSX Capped REIT Index</b>	100	95.35	112.16	123.21	131	160.85

The compensation of NEOs is not directly tied to the market price of Units or total return to Unitholders over a five (5) year period. However, as noted above under *Equity-based Incentives, Restricted Unit Plan*, part of the annual incentive bonus of NEOs is paid in Restricted Units. The value of Restricted Unit awards is directly tied to the market price of Units and assists in aligning the interests of NEOs with Unitholders.

### **UNIT-BASED AWARDS – RESTRICTED UNIT PLAN**

The fixed amount restricted share unit plan (the “**Original Plan**”) was originally approved at Plazacorp’s annual and special meeting of shareholders on April 18, 2012, at which time the Original Plan received disinterested shareholder approval. The Original Plan replaced Plazacorp’s stock option plan.

In connection with the REIT Conversion, the right to be issued common shares of Plazacorp pursuant to the Original Plan was exchanged for the right to be issued Units, on the basis of one (1) Unit for each common share having equivalent terms. The Original Plan was amended such that participants were entitled to receive Units in lieu of common shares of Plazacorp in accordance with the vesting schedule that existed prior to completion of the REIT Conversion, and the Trust adopted an amended and restated restricted share unit plan accordingly (the “**Restricted Unit Plan**”). The material features of the Original Plan did not change.

### **Restricted Units**

The Restricted Unit Plan is administered by the Governance and Compensation Committee, which has, except as otherwise provided therein, the sole and complete authority to make all determinations and to take all actions necessary or advisable for administration of the Plan, subject to, *inter alia*, the terms of any Participant’s (as defined below) employment agreement. Under the Restricted Unit Plan, the Governance and Compensation Committee may grant restricted share units (“**Restricted Units**” or “**RUs**”) to such officers or employees of the Trust or subsidiary of the Trust as it may determine from time to time (each an “**Eligible Person**” herein, and when such an Eligible Person is granted Restricted Units and has delivered a participation agreement to the Trust in the form required under the Restricted Unit Plan, herein a “**Participant**”). No person is entitled as of right to participate in the Restricted Unit Plan; the decision as to who will have the opportunity to participate, and the extent of such participation, will be made by the Governance and Compensation Committee upon the recommendation of both the President & CEO and the Chair of the Board.

Each Restricted Unit notionally represents one (1) Unit. A Restricted Unit account is maintained by the Trust for each Participant and shows the Restricted Units credited to such Participant from time to time.

### **Vesting of Restricted Units**

Except as otherwise determined by the Governance and Compensation Committee, Restricted Units vest as follows: one-third (1/3) of a given award of Restricted Units under the Restricted Unit Plan (an “**Restricted Unit Award**”) on the first anniversary of the grant date, one-third (1/3) of such Restricted Unit Award on the second anniversary of the grant date and the balance of such Restricted Unit Award on the third anniversary of the grant date (each, a “**Vesting Date**”). The Governance and Compensation Committee may accelerate the Vesting Date for any or all Restricted Units for any Participant at any time.

Effective August 30, 2019, the Board, on recommendation of the Governance and Compensation Committee, approved amendments to the Restricted Unit Plan which provide that future Restricted Units and Distribution RUs (as defined below) will be redeemed, or settled, for trust units only and they will no longer be redeemed for cash. The amendments are meant to further align the interests of Participants with those of Unitholders. The amendments do not: (i) remove or exceed the participation limits of insiders, (ii) increase the maximum number of Units issuable under the Restricted Unit Plan, (iii) permit Restricted Units to be transferable other than for normal estate settlement purposes or (iv) amend the amending provision of the Restricted Unit Plan. As such, Unitholder approval of the amendments is not required (please see *Amendments to Restricted Unit Plan* below for information regarding amendments that would require Unitholder approval).

If the employment of a Participant is terminated by Retirement (as defined in the Restricted Unit

Plan) or death, any unvested Restricted Units will vest on the date of Retirement or the date of death of the Participant, as the case may be. If the employment of a Participant is terminated without Cause (as defined in the Restricted Unit Plan), any unvested Restricted Units will vest on the date of termination. If the employment of a Participant is terminated due to Incapacity to Work (as defined in the Restricted Unit Plan), subject to the discretion of the Governance and Compensation Committee, any unvested Restricted Units will vest on the date of termination. In the event a Change of Control (as defined in the Restricted Unit Plan) occurs or is reasonably expected to occur and employment is terminated, subject to the discretion of the Governance and Compensation Committee, any unvested Restricted Units shall vest on the earlier of (i) such date as may be determined by the Committee in its sole discretion, and (ii) the applicable Vesting Dates.

If a Participant resigns or the employment of a Participant is terminated by the Trust for Cause, subject to the discretion of the Governance and Compensation Committee, any unvested Restricted Units will terminate automatically without payment on the date of resignation or termination.

For provisions regarding the vesting of Restricted Units to NEOs on termination without cause or in the event of a change of control under their employment agreements, see *Termination and Change of Control Benefits* below.

### **Distribution RUs**

Each Restricted Unit credited to a Participant's Restricted Unit account receives a distribution of additional Restricted Units equal to the amount of distributions paid per Unit ("**Distribution RUs**"). The number of Distribution RUs to be issued for each distribution payment will be equal to the aggregate amount of such distribution payable to a Participant on his or her Restricted Units divided by, on any applicable day, the volume weighted average closing price of Units on the TSX for the five (5) trading days immediately preceding such applicable day (the "**Market Price per Unit**") determined on the applicable day on which a distribution is paid on the Units (a "**Distribution Payment Date**").

Distribution RUs are granted immediately following any Distribution Payment Date and, following the aforementioned amendment, vest at the same time as and are redeemed on the same basis as the underlying Restricted Units.

### **Units Subject to Issuance under the Restricted Unit Plan**

The maximum number of Units that may be issued under the Restricted Unit Plan upon the redemption of Restricted Units and Distribution RUs is 5,879,261 Units (representing approximately 5.69% of Plaza's outstanding Units and Special Voting Units as at December 31, 2019). The number of Units that may be issued under the Restricted Unit Plan is subject to increase or decrease by reason of consolidations or reverse consolidations or as may otherwise be permitted by the TSX. No Restricted Units or Distribution RUs may be granted under the Restricted Unit Plan if such grant would cause the total number of Units issuable upon redemption under the Restricted Unit Plan and any other unit-based compensation arrangements of the Trust to exceed ten percent (10%) of the number of Units outstanding at such time.

As at December 31, 2019, a total of 209,304 Units had been issued on the redemption of vested Restricted Units and Distribution RUs (representing approximately 0.20% of Plaza's then

outstanding Units and Special Voting Units). The remaining available reserve as at December 31, 2019 was 5,669,957 (representing approximately 5.49% of Plaza's then outstanding Units and Special Voting Units).

### **Burn Rate**

The following table sets out the annual burn rate for the fiscal years shown under the Restricted Unit Plan (being the total number of Restricted Units granted in a fiscal year, divided by the weighted average number of Units and Special Voting Units outstanding for the fiscal year):

<b>Year</b>	<b>2019</b>	<b>2018</b>	<b>2017</b>
Annual Burn Rate	0.00%	0.10%	0.10%

### **Limits on Issuance of Units under Restricted Unit Plan**

The aggregate number of Units reserved for issuance under the Restricted Unit Plan to any one individual on the redemption of Restricted Units and Distribution RUs must not exceed one percent (1%) (at the time of the grant) or two percent (2%) (in any twelve (12) month period) of the outstanding Units. The aggregate number of Units issued to any one individual on the redemption of Restricted Units and Distribution RUs in any twelve (12) month period must not exceed five percent (5%) of the Units then outstanding.

The number of Units issuable to insiders, at any time, under the Restricted Unit Plan and any other unit-based compensation arrangements of the Trust, must not exceed ten percent (10%) of Units then outstanding. The number of Units issued to insiders, within any one-year period, under the Restricted Unit Plan and any other unit-based compensation arrangements of the Trust, must not exceed ten percent (10%) of Units then outstanding.

### **Non-Transferability**

Restricted Units are non-transferable other than for normal estate settlement purposes.

### **Amendments to Restricted Unit Plan**

The Governance and Compensation Committee will be permitted to amend the Restricted Unit Plan without the consent of Participants provided that such amendment does not operate to materially affect any rights already acquired by a Participant under the Restricted Unit Plan, including the Units previously issued thereunder (subject to regulatory approval and in certain instances more particularly described below, Unitholder approval). Any significant changes to the Restricted Unit Plan will typically be first identified by management or by the Governance and Compensation Committee. Unitholder approval is required for any amendment to remove or exceed the participation limits of insiders (see *Limits on Issuance of Units under Restricted Unit Plan* above), for any amendment to increase the maximum number of Units issuable under the Restricted Unit Plan (see *Units Subject to Issuance under the Restricted Unit Plan* above), any amendments which would permit Restricted Units to be transferable other than for normal estate settlement purposes, and amendments to an amending provision of the Restricted Unit Plan.



Without amending the Restricted Unit Plan, the Governance and Compensation Committee may also, with the consent of the applicable Participant, approve any variation in terms, including the acceleration of redemption of Restricted Units which have not vested.

## **COMPENSATION GOVERNANCE**

### **Composition and Role of Governance & Compensation Committee**

The Trust has established the Governance and Compensation Committee comprised of the following three (3) members: Denis Losier (Chair), Stephen Johnson and Barbara Trenholm. All members of the Governance and Compensation Committee are trustees and are independent within the meaning of National Instrument 58-101 *Disclosure of Corporate Governance Practices*. None provide services to Plaza other than in connection with his or her services as a trustee and/or Committee chair/member.

The members of the Governance and Compensation Committee have the collective experience, skills and insight to provide effective oversight of executive compensation and to support the Committee in carrying out its mandate. Members have significant senior leadership experience from their tenures at public and private organizations, as well as operational, functional and other experience in human resources and compensation. This experience enables the Governance and Compensation Committee as a whole to make decisions with respect to Plaza's compensation. For more details on the specific functions performed by the Governance and Compensation Committee in relation to NEO compensation, see *Compensation Discussion and Analysis* above.

The following table highlights the relevant experience of the Committee members:

<b>Committee Member</b>	<b>Relevant Education and/or Experience</b>
Denis Losier, Chair	<p>Mr. Losier is the former President and CEO of Assumption Life Insurance (September 1, 1994 to April 1, 2013). As CEO, the Vice-President of Human Resources reported directly to Mr. Losier and he worked with consultants to assess Assumption Life's human resources practices and benefits and to measure the competitiveness of its executive compensation policies and practices. In addition, Mr. Losier actively participated in developing a leadership succession and development plan in anticipation of his retirement as CEO of Assumption Life.</p> <p>Mr. Losier is currently a director and Chair of the Corporate Governance and Nominating Committee of CN (TSX; NYSE), as well as a member of the Strategic Planning Committee, Donations and Sponsorships Committee, and Pension and Investment Committee. He is also a former member of CN's Human Resources and Compensation Committee.</p>

Stephen Johnson	Mr. Johnson was the CEO of CREIT, a publicly traded real estate investment trust from September 1996 until its acquisition by Choice Properties in May 2018 (TSX). He was then the President and CEO of Choice Properties (TSX), until his retirement in May 2019.
Barbara Trenholm	Ms. Trenholm is a Professor Emerita at the University of New Brunswick. She holds a BComm (Mount Allison University), MBA (University of Maine), FCPA (FCA) (CPA New Brunswick), and an ICD.D (Institute of Corporate Directors). She currently sits on the board of directors of NB Power where she serves as a member of its Nominating, Governance and Shareholder Relations Committee; member of the Nuclear Oversight Committee; and chair of the Audit Committee. Ms. Trenholm is also a current member of the Board of Governors of the International Development Research Centre where she Chairs the Finance and Audit Committee and serves as a member of the Executive Committee. She has served on other boards in the past in various capacities.

### **Compensation Consultant**

No compensation consultant or advisor was retained in the Trust's most recently completed financial year to assist the Governance and Compensation Committee in determining compensation for any of Plaza's trustees or NEOs. Accordingly, no fees were paid by the Trust to any compensation consultants or advisors during the year.

### **Compensation Risk Management**

The Board has overall responsibility for the oversight of Plaza's risk management policies and practices. With respect to significant opportunities and risks affecting the Trust, the Board may impose such limits on the activities of the Trust as may be in the interests of Plaza and Unitholders.

The Board, in consultation with the President & CEO and/or Chief Financial Officer, identifies on at least an annual basis, the principal risks of the Trust's business and ensures the implementation of appropriate systems to manage these risks. This would include risks associated with the Trust's compensation practices, if any. The Governance and Compensation Committee also oversees Plaza's compensation policies and practices to ensure they do not encourage NEOs to take risks that would be reasonably likely to have a material adverse effect on Plaza. The compensation program is designed to motivate and reward NEOs who take appropriate business risks and actions that will create long-term sustainable growth, resulting in long-term Unitholder value. The Trust does not feel that its compensation practices would encourage any NEO to take inappropriate or excessive risks, and no particular risks have been identified as arising from the Trust's compensation practices that are reasonably likely to have a material adverse effect on the Trust.

Plaza also has in place several policies and practices applicable to its NEOs, which are, among other things, designed to mitigate risk. These policies and practices include an equity incentive plan (the Restricted Unit Plan) which focuses on the longer-term (for more information see *Compensation Discussion and Analysis*, generally, and *Unit-based Awards – Restricted Unit Plan* above), guidelines for NEOs that require a minimum level of Unit ownership (for more information see *NEO Equity Ownership Requirements* above) and a prohibition against the hedging of changes in the value of Plaza’s securities, as described below.

### **Anti-Hedging**

The Trust prohibits NEOs and trustees from purchasing financial instruments designed to hedge or offset a decrease in the market value of equity securities of the Trust granted as compensation or held, directly or indirectly, by the NEO or trustee.

### **INCENTIVE PLAN AWARDS**

#### **Outstanding Unit-Based Awards - Unvested Restricted Unit Awards**

The following Restricted Units were outstanding to NEOs at the end of the 2019 fiscal year:

<b>NEO</b>	<b>Number of Restricted Units that had not vested at December 31, 2019 (1)</b>	<b>Value of Unvested Restricted Units at December 31, 2019 (2)</b>	<b>Vesting Dates (3)</b>	<b>Number of Restricted Units that will vest on each Vesting Date</b>
Jim Drake	1,334	\$6,096	December 15, 2020	1,334
	2,667	\$12,188	December 17, 2020 December 17, 2021	1,333 1,334
<b>Total</b>	<b>4,001</b>	<b>\$18,284</b>		<b>4,001</b>
James Petrie	1,254 (3)	\$5,731	June 2, 2020	1,254 (3)
	1,666	\$7,614	December 15, 2020	1,666
	4,483	\$20,487	December 17, 2020 December 17, 2021	2,242 2,241
<b>Total</b>	<b>7,403</b>	<b>\$33,832</b>		<b>7,403</b>
Peter Mackenzie	1,666	\$7,614	December 15, 2020	1,666
	3,523	\$16,100	December 17, 2020 December 17, 2021	1,762 1,761
<b>Total</b>	<b>5,189</b>	<b>\$23,714</b>		<b>5,189</b>

Notes:

- (1) Restricted Units vest as follows: one-third (1/3) of the Restricted Unit Award on the first anniversary of the grant date, one-third (1/3) on the second anniversary and the balance on the third anniversary.
- (2) The value set out in this column is based on the closing price of Units on the TSX at December 31, 2019, which was \$4.57.
- (3) NEOs are entitled to a distribution of additional Restricted Units equal to the amount of distributions paid per Unit, known as Distribution RUs. Distribution RUs are granted immediately following each Distribution Payment Date and, as of August 30, 2019, vest at the same time as and are redeemed on the same basis as the underlying Restricted Units (redeemable only for Units, not for cash). This figure includes 25 Distribution RUs accumulated between June 15-December 17, 2019. See *Unit-based Awards, Restricted Unit Plan* above for further information on Restricted Units and Distribution RUs.

**Value Vested or Earned During the Year – Equity and Non-Equity**

The following Restricted Units owned by current NEOs vested during the 2019 fiscal year and non-equity incentive awards earned were as follows:

<b>Name</b>	<b>Equity incentive plan – Value vested during the year (4), (5), (6)  (Restricted Units)</b>	<b>Non-equity incentive plan – Value earned during the year  (Cash)</b>
James Petrie (1)	\$32,625	\$56,124
Peter Mackenzie (2)	\$15,671	\$51,447
Jim Drake (3)	\$16,754	\$42,853

Notes:

- (1) James Petrie had a total of 7,139 Restricted Units vest during the 2019 fiscal year as follows: (i) 2,000 Restricted Units vested on December 16, 2019; (ii) 1,230 Restricted Units vested on June 2, 2019 (which were not redeemed until September 5, 2019 due to a black-out imposed by Plaza); (iii) 1,667 Restricted Units vested on December 15, 2019; and (iv) 2,242 Restricted Units vested on December 17, 2019.
- (2) Peter Mackenzie had a total of 3,429 Restricted Units vest during the 2019 fiscal year as follows: (i) 1,667 Restricted Units vested on December 15, 2019; and (ii) 1,762 Restricted Units vested on December 17, 2019.
- (3) Jim Drake had a total of 3,666 Restricted Units vest during the 2019 fiscal year as follows: (i) 1,000 Restricted Units vested on December 16, 2019; (ii) 1,333 Restricted Units vested on December 15, 2019; and (iii) 1,333 Restricted Units vested on December 17, 2019.
- (4) At the date of her retirement from Plaza effective September 13, 2020, Floriana Cipollone had a total of 14,517 Restricted Units outstanding, which had not been redeemed. Ms. Cipollone received a lump-sum retiring allowance in January 2020 and the Restricted Units were cancelled.

- (5) The value of Restricted Units is based on the closing price of Units on the TSX at December 31, 2019, which was \$4.57. Restricted Units are redeemable only for Units, not for cash.
- (6) NEOs are entitled to a distribution of additional Restricted Units equal to the amount of distributions paid per Unit, known as Distribution RUs (not included in the above). Distribution RUs are granted immediately following each Distribution Payment Date and, as of August 30, 2019, vest at the same time as and are redeemed on the same basis as the underlying Restricted Units. See *Unit-based Awards, Restricted Unit Plan* above for further information on Restricted Units and Distribution RUs.

## **PENSION PLAN BENEFITS**

The Trust has no retirement plans, pension plans or other forms of funded or unfunded retirement compensation and none are proposed at this time.

## **EMPLOYMENT AGREEMENTS & TERMINATION AND CHANGE OF CONTROL PROVISIONS**

As at December 31, 2019, the Trust had employment agreements with the President & CEO, Chief Operating Officer and Chief Investment Officer, as noted below. The following includes an estimate of the amounts payable under their employment agreements assuming that termination of employment occurred at December 31, 2019 as a result of a change of control or without cause unrelated to a change of control, as well as a summary of the provisions pursuant to which such payment would be made (as applicable). The actual amount a NEO would receive upon termination of employment in either of these scenarios can only be determined at the time the NEO leaves the Trust.

### **President & CEO**

From November 1, 2005 to June 30, 2011, Michael Zakuta freely and voluntarily provided his services without salary, bonuses, benefits or any other form of compensation from the Trust's predecessor, Plazacorp. The annual compensation of Michael Zakuta was paid by Plaza Group Management Limited, which was an external property manager from March 30, 2009 to June 30, 2011. Effective July 1, 2011, Plazacorp purchased the shares of Plaza Group Management Limited at net book value. As a result of that transaction, property management and corporate management were internalized.

Mr. Zakuta's employment agreement (effective January 1, 2014) provides for an annual base salary (see *Summary Compensation Table* above for base salary paid for the last three (3) fiscal years) and such bonuses or further compensation as may be approved by Board, upon recommendation of the Governance and Compensation Committee. As noted above under *Compensation Discussion and Analysis*, Mr. Zakuta does not receive any annual incentive bonus as part of his compensation. Mr. Zakuta's employment agreement contains non-solicitation and confidentiality covenants consistent with industry standards which survive post-employment with Plaza.

Mr. Zakuta's employment agreement also provides for reimbursement of reasonable expenses incurred by him as a result of his work on behalf of the Trust upon presentation of supporting documentation. The expenses of the President & CEO (as well as the Chair of the Board) are reviewed annually by the Chair of the Audit Committee and reported to the Audit Committee and the Board. Any expense that the Chair of the Audit Committee deems is not a valid business expense of the Trust would have to be reimbursed. All expenses submitted have been in compliance with Trust policy and no reimbursement has been required to date.

If the employment of Mr. Zakuta is terminated for cause or if he resigns, he will not be entitled to any notice and will not be entitled to any compensation or benefits beyond the date of termination or resignation, as applicable. Notice of termination without cause, or compensation in lieu thereof, would be implied as a result of common law and there are no change of control provisions in Mr. Zakuta's employment agreement.

### **Chief Operating Officer**

James Petrie has been employed as Executive Vice-President & Chief Operating Officer since May 21, 2015. He was previously Executive Vice-President & General Counsel of Plazacorp (prior to the REIT Conversion) and the Trust, respectively, since May 13, 2013; Vice-President & General Counsel from August 20, 2009 and, prior to that, Secretary & Corporate Counsel since March 1, 2004. Mr. Petrie also entered into a new employment agreement effective March 1, 2015 which provides for an annual base salary (see *Summary Compensation Table* above for base salary paid for the last three (3) fiscal years) and eligibility to receive annual salary raises and bonuses following annual review (see *Elements of Compensation and Decision Making* above for considerations in determining salary raises and bonuses). Mr. Petrie's employment agreement also provides for reimbursement of all approved expenses incurred as a result of his work on behalf of Plaza upon presentation of satisfactory supporting documentation. The agreement contains non-solicitation and confidentiality covenants consistent with industry standards which survive post-employment with Plaza.

Assuming Mr. Petrie's employment was terminated at December 31, 2019 as a result of a change of control or without cause unrelated to a change of control, his employment agreement provides for: (a) a lump-sum payment equal to one (1) month per year of service of total compensation in lieu of notice of termination, calculated on the basis of (i) annual base salary; (ii) bonus equal to 40% of annual base salary; and (iii) a payout of 3,333 Restricted Units in lieu of a grant (for the purposes of the within estimate, valued at \$4.57 each, being the closing price of Units on the TSX on December 31, 2019); and (b) an additional bonus equal to 40% of annual base salary for the period from January 1 to December 31, 2019 (Mr. Petrie's employment agreement provides for a pro-rated bonus from the first day of the fiscal year in which employment is terminated to the termination date), which would result in a payment of approximately \$782,256. Mr. Petrie would also be entitled to continuation of benefits for twelve (12) months, payment of any outstanding wages, reimbursement of outstanding business expenses and payment of any outstanding accrued vacation pay. All outstanding Restricted Units would also immediately vest, which are redeemable for Units. For details on the number of Restricted Units outstanding on December 31, 2019 to Mr. Petrie, please see *Incentive Plan Awards, Outstanding Unit-Based Awards - Unvested Restricted Unit Awards* above.

If the employment of Mr. Petrie is terminated for cause or if he resigns, he will not be entitled to any notice and will not be entitled to any compensation or benefits beyond the date of termination or resignation, as applicable.

### **Chief Investment Officer**

Peter Mackenzie has been employed as Executive Vice-President & Chief Investment Officer since January 1, 2017. Mr. Mackenzie's employment agreement provides for an annual base salary (see *Summary Compensation Table* above for base salary paid for the last fiscal year) and eligibility to receive annual salary raises and bonuses following annual review (see *Elements of Compensation and Decision Making* above for considerations in determining salary raises and bonuses). Mr. Mackenzie's employment agreement also provides for reimbursement

of all approved expenses incurred as a result of his work on behalf of Plaza upon presentation of satisfactory supporting documentation. The agreement contains non-solicitation and confidentiality covenants consistent with industry standards which survive post-employment with Plaza.

Assuming Mr. Mackenzie's employment was terminated at December 31, 2019 as a result of a change of control, his employment agreement provides for: (a) a lump-sum payment equal to twelve (12) months of total compensation in lieu of notice of termination, calculated on the basis of (i) annual base salary; (ii) bonus equal to 40% of annual base salary; and (iii) a payout of 3,333 Restricted Units in lieu of a grant (for the purposes of the within estimate, valued at \$4.57 each, being the closing price of Units on the TSX on December 31, 2019); and (b) an additional bonus equal to 40% of annual base salary for the period from January 1 to December 31, 2019 (Mr. Mackenzie's employment agreement provides for a pro-rated bonus from the first day of the fiscal year in which employment is terminated to the termination date), which would result in a payment of approximately \$544,397.

Assuming Mr. Mackenzie's employment was terminated at December 31, 2019 as a result of a termination without cause unrelated to a change of control, Mr. Mackenzie's compensation would be calculated on the same basis as above, except he would be entitled to six (6) months of total compensation in lieu of notice of termination in paragraph (a) (as opposed to twelve (12)), which would result in a payment of approximately \$397,407.

In the event of termination due to either a change of control or without cause unrelated to a change of control, Mr. Mackenzie would also be entitled to continuation of benefits for twelve (12) months, payment of any outstanding wages, reimbursement of outstanding business expenses and payment of any outstanding accrued vacation pay. All outstanding Restricted Units would also immediately vest, which are redeemable for Units. For details on the number of Restricted Units outstanding on December 31, 2019 to Mr. Mackenzie, please see *Incentive Plan Awards, Outstanding Unit-Based Awards - Unvested Restricted Unit Awards* above.

If the employment of Mr. Mackenzie is terminated for cause or if he resigns, he will not be entitled to any notice and will not be entitled to any compensation or benefits beyond the date of termination or resignation, as applicable.

### **Other NEO Employment Agreements**

#### ***Chief Financial Officer***

Due to his promotion to Chief Financial Officer, a new employment agreement was agreed upon with Jim Drake and entered into on January 23, 2020. There were no change of control provisions in Mr. Drake's prior employment agreement. Notice of termination without cause, or compensation in lieu thereof, would have been implied as a result of common law. If the employment of Mr. Drake was terminated for cause, or if he resigned, he would not have been entitled to any notice and would not have been entitled to any compensation or benefits beyond the date of termination or resignation, as applicable.

#### ***Former Chief Financial Officer***

Floriana Cipollone, Plaza's former Chief Financial Officer, retired from Plaza effective September 13, 2019 (prior to December 31, 2019) and was paid a lump-sum retiring allowance in the amount of \$677,047 in January 2020, less applicable statutory deductions. Her employment contract contained non-solicitation and confidentiality covenants consistent with industry standards which survive post-employment with Plaza.

### ***Executive Vice President***

Due to his promotion to Executive Vice-President, a new employment agreement was also agreed upon with Stephen Penney and entered into on January 23, 2020. There were no change of control provisions in Mr. Penney's prior employment agreement. Notice of termination without cause, or compensation in lieu thereof, would have been implied as a result of common law. If the employment of Mr. Penney was terminated for cause, or if he resigned, he would not have been entitled to any notice and would not have been entitled to any compensation or benefits beyond the date of termination or resignation, as applicable.

## **TRUSTEE COMPENSATION**

### **TRUSTEE COMPENSATION COMPONENTS**

The compensation program for non-employee trustees is generally designed to reflect market best practices; compensation payable to independent board members in organizations similar in size and type to Plaza are considered in setting such compensation.

The Governance and Compensation Committee annually reviews and approves, and recommends the Board approve, the compensation of non-employee trustees and any changes thereto. The Committee may receive a recommendation from the Chair of the Board or the President & CEO for any changes in fees. All changes must be approved by the Governance and Compensation Committee, for recommendation of approval to the Board.

The below table shows the compensation payable to non-employee trustees in fiscal 2019:

<b>Element of Compensation (1)</b>	<b>Amount of Compensation (\$)</b>	<b>Fees Earned for In-Person Attendance at Meeting (\$)</b>	<b>Fees Earned for Conference Call Attendance at Meeting (\$)</b>
Annual Retainer (2)	\$16,500		
Annual Deferred Unit Award	\$10,000		
Annual Audit Committee Chair Fee (2)	\$12,500		
Annual Governance and Compensation Committee Chair Fee (2)	\$7,500		
Board Meeting		\$1,000	\$750
Audit Committee Meeting		\$1,000	\$750
Governance and Compensation Committee Meeting		\$1,000	\$750



Allowance for travel in excess of two (2) hours	\$750		
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Notes:

- (1) Reasonable travel and out-of-pocket expenses relating to meetings or Board business were also payable. Out-of-pocket expenses are reimbursed upon presentation of suitable documentation.
- (2) Effective February 25, 2020: (i) the annual retainer was increased to \$20,000; (ii) the annual Audit Committee Chair fee was increased to \$15,000; and (iii) the annual Governance and Compensation Committee Chair fee was increased to \$10,000.

**SUMMARY COMPENSATION TABLE – TRUSTEES**

For the fiscal year 2019, each non-employee trustee earned fees and were granted Deferred Units outlined in the chart below.

Name	Fees earned (4), (5)	Unit-based Awards (6), (7)		Total	% of cash fees elected to be received in Deferred Units
		(#)	(\$)		
Edouard Babineau (1)	\$25,125	2,364	\$10,000	\$35,125	0%
Stephen Johnson	\$30,000	2,364	\$10,000	\$40,000	100% (8)
Denis Losier (3)	\$49,750	2,364	\$10,000	\$59,750	0%
Jane Marshall (2)	\$5,875	-	-	\$5,875	100% (9)
Barbara Trenholm (3)	\$50,750	2,364	\$10,000	\$60,750	100% (8)

Notes:

- (1) Edouard Babineau ceased to be a trustee upon his passing on August 24, 2019.
- (2) Jane Marshall was appointed to the Board on November 5, 2019 and fees were paid to her for her attendance at the Board meeting on such date, following her appointment.
- (3) Denis Losier is Chair of the Governance and Compensation Committee. Barbara Trenholm is Chair of the Audit Committee.
- (4) Reflects annual retainer, fees for chairing a Committee (as applicable), attendance fees for regular and special meetings, and travel allowance fees earned in 2019.
- (5) All non-employee trustees are paid fees quarterly.
- (6) Amounts in these columns reflect the number and value of Deferred Units granted to each non-employee trustee on August 12, 2019. Each such trustee was granted \$10,000 in Deferred Units on that date, or 2,481 Deferred Units each. The number of Deferred Units received was determined by dividing the amount awarded by the volume weighted average price of Units traded on the TSX for the five trading days immediately preceding the award date, which was \$4.03.
- (7) Does not include Additional Deferred Units credited to the non-employee trustee's Deferred Unit account when cash distributions are paid on Units. For further information on Additional Deferred Units, please see *Unit-based Awards – Deferred Unit Plan, Cash Distributions* below.

- (8) Trustees may elect to receive up to 100% of cash fees earned in the form of Deferred Units. Stephen Johnson and Barbara Trenholm have elected to receive 100% of their fees in Deferred Units.
- (9) Ms. Marshall has also elected also to receive 100% of her fees in Deferred Units. In accordance with the Deferred Unit Plan, her election was effective with respect to compensation paid for services to be performed after the date of her appointment on November 5, 2019.

### **TRUSTEE EQUITY OWNERSHIP REQUIREMENTS**

Each non-employee, or independent, trustee is required to make an investment equal to five (5) times the annual base Board retainer (totaling \$100,000 as of February 25, 2020) within three (3) years of becoming a trustee (which, for clarity, excludes any fees paid in respect of committee chair roles). Each trustee is required to continue to hold such minimum ownership levels for as long as they serve as a Trustee or executive officer of the REIT.

Deferred Units count towards these equity ownership requirements, which are as prescribed from time to time by the Board. Ownership is calculated based on the greater of (i) the cost of Unit purchases or, in the case of Deferred Units, the price at which they were issued, and (ii) market value. As at April 13, 2020, each non-employee trustee meets this requirement, as summarized in the chart below.

<b>Name (1), (2)</b>	<b>Number of Units (3)</b>	<b>Number of Deferred Units</b>	<b>Total Number of Units and Deferred Units</b>	<b>Total Value of Units and Deferred Units (4)</b>	<b>Meets Equity Ownership Requirement (Y / N)</b>
Stephen Johnson	589,545	43,301	632,846	\$1,835,253	Y
Denis Losier	147,921	13,318	161,239	\$467,593	Y
Jane Marshall	19,867	2,046	21,913	\$105,054	Y
Barbara Trenholm	207,140	65,467	272,607	\$790,560	Y

*Notes:*

- (1) Edouard Babineau ceased to be a trustee upon his passing on August 24, 2019 and, as such, is not included in the above.
- (2) Jane Marshall was appointed to the Board on November 5, 2019.
- (3) Includes Units which are owned, directly, indirectly and over which the trustee has control or direction.
- (4) Ms. Marshall's Units are valued at the cost of purchase as follows:  
2,100 Units purchased on November 13, 2019 at \$4.58 each;  
1,900 Units purchased on November 13, 2019 at \$4.59 each;

9,000 Units purchased on November 13, 2019 at \$4.60 each; and

6,867 Units purchased on March 4, 2020 at \$4.52 each.

Her Deferred Units are valued at the prices at which they were issued as follows:

2,034 Deferred Units issued on February 25, 2020 at \$4.67 each; and

12 Additional Deferred Units issued on March 16, 2020 at \$3.98 each.

- (5) Except as otherwise noted above, Units and Deferred Units are valued at the closing price of Units on the TSX on April 13, 2020 which was \$2.90.

### **UNIT-BASED AWARDS – DEFERRED UNIT PLAN**

The deferred unit plan (the “**Deferred Unit Plan**”) was approved by Unitholders at Plaza’s annual and special meeting on May 21, 2015 and is administered by the Governance and Compensation Committee. Prior to the implementation of the Deferred Unit Plan, non-employee trustees were eligible to participate under the Restricted Unit Plan, although no Restricted Units had been granted to trustees. The Deferred Unit Plan effectively replaced the Restricted Unit Plan as the Unit-based incentive compensation plan for non-employee trustees, and on March 24, 2017, the Governance and Compensation Committee and Board of Trustees approved minor amendments to the Restricted Unit Plan to reflect that non-employees were no longer eligible to participate thereunder.

### **Deferred Units**

Deferred Units (as defined below) reflect an equity-like ownership interest equivalent to Unit ownership on a tax efficient basis, allow non-employee trustees to participate in the long-term success of the Trust and serve to better align the interests of non-employee trustees with those of Unitholders.

Non-employee trustees may be awarded deferred units (“**Deferred Units**”), each of which are economically equivalent to one Unit, from time to time at the discretion of the Governance and Compensation Committee, in accordance with the terms of Deferred Unit Plan. As previously noted, the Governance and Compensation Committee annually reviews and approves, and recommends the Board approve, the compensation of non-employee trustees. In connection therewith, the Committee may receive a recommendation from the Chair of the Board or the President & CEO as to the number or value of Deferred Units to be granted. Grants will take into account previous grants of Deferred Units and all grants must be approved by the Governance and Compensation Committee, for recommendation of approval to the Board. Non-employee trustees can also, subject to the terms of the Deferred Unit Plan, elect to receive up to 100% of his or her annual Board retainer, meeting fees and additional compensation paid by the Trust to a trustee in a calendar year for service on the Board or for chairing a Committee of the Board (“**Trustee Fees**”), otherwise payable in cash, in the form of Deferred Units.

The number of Deferred Units (including fractional Deferred Units) granted at any particular time pursuant to the Deferred Unit Plan will be equal to (i) the elected amount in respect of Trustee Fees, as determined by a trustee, divided by the Market Value of a Unit on the award date, plus (ii) the Deferred Units, if any, granted to such trustee. “**Market Value**” of a Unit means the volume weighted average price of all Units traded on the TSX for the five (5) trading days immediately preceding such date (or, if the Units are not listed and posted for trading on the

TSX, on such stock exchange on which the Units are listed and posted for trading as may be selected for such purpose by the Board). In the event that the Units are not listed and posted for trading on any stock exchange, the market value shall be the fair market value of the Units as determined by the Board in its sole discretion.

Under no circumstances shall Deferred Units be considered Units nor entitle the holder to any rights as a Unitholder, including, without limitation, voting rights, distribution entitlements (other than as set out below) or rights on liquidation. As noted above, one (1) Deferred Unit is economically equivalent to one (1) Unit. Fractional Deferred Units are permitted under the Deferred Unit Plan.

Deferred Units credited to non-employee trustees count towards their Unit ownership requirements as prescribed from time to time by the Board (see above under *Equity Ownership Requirements*).

### **Cash Distributions**

Whenever cash distributions are paid on Units, additional Deferred Units will be credited to the non-employee trustee's Deferred Unit account ("**Additional Deferred Units**"). The number of such Additional Deferred Units to be credited in respect of a cash distribution paid on Units is calculated by dividing (i) the amount determined by multiplying (a) the aggregate number of Deferred Units held on the relevant distribution record date by (b) the amount of distributions paid by the Trust on each Unit, by (ii) the Market Value of a Unit on the distribution payment date.

### **Vesting and Redemption of Deferred Units**

Deferred Units granted to non-employee trustees vest immediately upon grant. They are redeemable by the non-employee trustee (or, where the trustee has died, by his or her estate) on or after the date on which the individual ceases to be a trustee, provided that any such redemption date is not later than two (2) years following the date he or she ceased to be a trustee. For greater certainty, in the event a non-employee trustee (or his or her estate) has not redeemed his or her Deferred Units prior to the date that is two (2) years following the date the individual ceases to be a trustee, such Deferred Units shall be automatically redeemed for Units issued from treasury on the date that is two (2) years following the date the individual ceases to be a trustee without any action required on the part of the non-employee trustee (or his or her estate).

For non-employee trustees that are Canadian residents and are not U.S. taxpayers, the Deferred Units credited may be redeemed in whole or in part for Units issued from treasury or cash, as elected by the non-employee trustee, on the date on which he or she files a written notice of redemption with the Chief Financial Officer of the Trust.

The administration of the Deferred Unit Plan is subject to, and must be performed in conformity with, all applicable laws, regulations, orders of governmental or regulatory authorities and the requirements of any stock exchange on which the Units are listed. Should the Governance and Compensation Committee determine that it is not desirable or feasible to provide for the redemption of Deferred Units for Units, including by reason of any such laws, regulations, rules, orders or requirements, it shall notify the non-employee trustees of such determination and on receipt of such notice each non-employee trustee shall have the option of electing that such redemption obligations be satisfied by means of a cash payment by the Trust equal to the

Market Value of the Units that would otherwise be delivered to a non-employee trustee in settlement of Deferred Units on the redemption date (less any applicable withholding taxes). Each non-employee trustee shall comply with all such laws, regulations, rules, orders and requirements, and shall furnish the Trust with any and all information and undertakings, as may be required to ensure compliance therewith.

### **Units Subject to Issuance under the Deferred Unit Plan**

The maximum number of Units reserved for issuance under the Deferred Unit Plan is 750,000 (representing approximately 0.73% of the Trust's outstanding Units and Special Voting Units as at December 31, 2019). If any Deferred Unit granted under the Deferred Unit Plan is terminated, expired or is cancelled with no Units being issued, new Deferred Units may thereafter be granted covering such Units, subject to any required prior approval by the TSX or other stock exchange upon which the Units are listed. At all times, the Trust will reserve and keep available a sufficient number of Units to satisfy the requirements of all outstanding Deferred Units granted under the Deferred Unit Plan.

As at December 31, 2019, 136,359 Deferred Units had been issued to non-employee trustees (representing approximately 0.13% of the Trust's then outstanding Units and Special Voting Units), none of which had been redeemed as at that date.

### **Burn Rate**

The following table sets out the annual burn rate for the fiscal years shown under the Deferred Unit Plan (being the total number of Deferred Units granted or elected to be taken in a fiscal year, divided by the weighted average number of Units and Special Voting Units outstanding for the fiscal year):

<b>Year</b>	<b>2019</b>	<b>2018</b>	<b>2017</b>
Annual Burn Rate	0.03%	0.03%	0.03%

### **Limits on Issuance of Units under Deferred Unit Plan**

The maximum aggregate number of Units that may be subject to grants of Deferred Units under the Deferred Unit Plan to any one Participant during any 12-month period shall be no greater than 5% of the outstanding Units. In addition, the maximum aggregate number of Units issuable under the Deferred Unit Plan to insiders (as defined in the TSX Company Manual) at any time, including those Units issuable under any other security based compensation arrangement, shall not exceed 10% of the outstanding Units on a non-diluted basis as of the award date of such Deferred Units and the maximum aggregate number of Units that may be issued pursuant to Deferred Units to such insiders during any 12-month period, including those Units issuable under any other security based compensation arrangement, shall not exceed 10% of the outstanding Units on a non-diluted basis.

In addition, the value of any Deferred Units granted to a non-employee trustee in any one fiscal year shall not exceed \$150,000.

## **Non-Transferability**

The rights or interests of a non-employee trustee under the Deferred Unit Plan may not be assigned, encumbered, pledged, transferred or alienated in any way, except to the extent that certain rights may pass to a beneficiary or legal representative upon death of a trustee, by will or as required by law.

## **Amendments to Deferred Unit Plan**

The Deferred Unit Plan provides that the Governance and Compensation Committee may review and confirm the terms of the Deferred Unit Plan from time to time and may, subject to applicable stock exchange rules, amend or suspend the Deferred Unit Plan in whole or in part as well as terminate the Deferred Unit Plan without prior notice as it deems appropriate; however, Unitholder approval is required for any amendment to the Deferred Unit Plan that would:

- (i) result in any increase in the number of Units that may be reserved for issuance from time to time under the Deferred Unit Plan or in the maximum number of Units issuable thereunder;
- (ii) permit Deferred Units granted under the Deferred Unit Plan to be transferable or assignable other than for normal estate settlement purposes;
- (iii) increase the value of grants to a non-employee trustee in any one fiscal year to exceed \$150,000;
- (iv) change the individuals eligible to participate under the Deferred Unit Plan; or
- (v) amend the amendment provisions set out in the Deferred Unit Plan.

Subject to the foregoing, the Governance and Compensation Committee may, without obtaining the approval of Unitholders, but subject to the rules of the TSX, make changes:

- (i) to correct errors, immaterial inconsistencies or ambiguities in the Deferred Unit Plan;
- (ii) necessary or desirable to comply with applicable laws or regulatory requirements, rules or policies (including stock exchange requirements);
- (iii) to the vesting provisions applicable to Deferred Units issued under the Deferred Unit Plan; and
- (iv) any other amendment that does not require Unitholder approval under applicable laws or rules of the TSX.

However, subject to the terms of the Deferred Unit Plan, no amendment may adversely affect the Deferred Units previously granted without the consent of the affected non-employee trustee.

## **INCENTIVE PLAN AWARDS**

### **Outstanding Unit-Based Awards and Value Vested during the Year**

Deferred Units outstanding to non-employee trustees as at December 31, 2019 were:

<b>Name</b>	<b>Number of Deferred Units not paid out or redeemed (1)</b>	<b>Value of Deferred Units not paid out or redeemed (2)</b>
Edouard Babineau (3)	13,107	\$59,899
Stephen Johnson (4)	40,813	\$186,515
Denis Losier	13,107	\$59,899
Jane Marshall (5)	-	-
Barbara Trenholm (4)	61,304	\$280,159

*Notes:*

- (1) Reflects the cumulative number of Deferred Units granted and credited, which remain held and have not been redeemed, particularly (i) \$10,000 annual grants in Deferred Units; (ii) the number of Deferred Units credited in respect of monthly cash distributions paid in respect of Units of the Trust; and (iii) Deferred Units credited to non-employee trustees who elected to receive fees in Deferred Units (refer to note 4 below). Deferred Units vest immediately upon grant, however, cannot be redeemed until the non-employee trustee ceases to be a trustee of the Trust and, as such, will be settled at that time.
- (2) Deferred Units are valued at the closing price of Units on the TSX on December 31, 2019, which was \$4.57.
- (3) Edouard Babineau ceased to be a trustee upon his passing on August 24, 2019, however, none of his Deferred Units had been redeemed as at December 31, 2019. Under the Deferred Unit Plan, a non-employee trustee has two (2) years from the date he or she ceases to be a trustee (referred to in the Deferred Unit Plan as a "Termination Date") to redeem his or her Deferred Units. In the event a non-employee trustee's Deferred Units are not redeemed prior to the date that is two (2) years following the Termination Date, such Deferred Units shall be automatically redeemed for Units issued from treasury.
- (4) Stephen Johnson and Barbara Trenholm elected to receive 100% of their fees in Deferred Units, which elections became effective for quarterly fees paid in and after August 2015.
- (5) Ms. Marshall has also elected to receive 100% of her fees in Deferred Units. In accordance with the Deferred Unit Plan, her election was effective with respect to compensation paid for services to be performed after the date of her appointment on November 5, 2019.

## **TRUSTEES AND OFFICERS LIABILITY INSURANCE**

The Trust annually renews and purchases liability insurance for the benefit of the trustees and officers of the Trust. The total program limit is \$15,000,000 per occurrence and in the aggregate for the policy period December 31, 2019 to December 31, 2020. The primary policy limit is \$10,000,000 with Liberty Mutual Insurance Company; the excess policy limit is \$5,000,000 with AIG Insurance Company of Canada. The primary policy has a corporate deductible of \$50,000 and no deductible applies to the individual trustees or officers. The total

premium paid for the primary and excess policies in the 2019 fiscal year was \$40,900. All premiums are paid entirely by the Trust.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Subject to the assumptions made below, the following table sets out the number of Units that could be issued under the Restricted Unit Plan and the Deferred Unit Plan in respect of the total number of Restricted Units and Deferred Units outstanding, respectively, as at December 31, 2019:

Plan category	Number of securities that could be issued upon redemption	Number of securities remaining available for future issuance under equity compensation plan
Equity compensation plan approved by security holders (1), (2), (3), (4), (5), (6), (7) Restricted Unit Plan and Deferred Unit Plan	221,829	6,198,128
Equity compensation plans not approved by security holders	-	-

*Notes:*

- (1) The total number of Restricted Units outstanding under the Restricted Unit Plan as at December 31, 2019 which have not vested or been cancelled was 84,959.
- (2) Since the implementation of the Restricted Unit Plan on April 18, 2012 (following approval by Plazacorp shareholders), a total of 488,813 Restricted Units have been granted. Of this total, 383,758 have vested and 20,096 have been cancelled in accordance with the Restricted Unit Plan (including on employee departures).
- (3) Each Restricted Unit notionally represents one (1) Unit. Each Restricted Unit also receives Distribution RUs (in number equal to the aggregate amount of such distribution payable to a Participant on their Restricted Units divided by the Market Price per Unit determined on the applicable Distribution Payment Date). Restricted Units and Distribution RUs are redeemable for Units. This figure includes all Restricted Units and Distribution RUs to Participants would have been entitled up to April 13, 2020 applying the annual distribution rate of \$0.28 per Unit and Market Price per Unit on December 16, 2019 (the last Distribution Payment Date in fiscal 2019) of \$4.56.
- (4) The Restricted Unit Plan is a fixed amount plan. The maximum number of Units that may be issued under the Restricted Unit Plan upon the redemption of Restricted Units and Distribution RUs is 5,879,261 Units. As at December 31, 2019, a total of 209,304 Units had been issued on the redemption of Restricted Units and Distribution RUs. Accordingly, the actual remaining reserve of Units as at December 31, 2019 (prior to excluding the number of securities that could be issued upon redemption as noted above) was 5,669,957.
- (5) The Deferred Unit Plan is also a fixed amount plan. The maximum number of Units that may be issued under the Deferred Unit Plan upon the redemption of Deferred Units is 750,000 Units.



- (6) Each Deferred Unit is economically equivalent to one (1) Unit. The total number of Deferred Units issued under the Deferred Unit Plan as at December 31, 2019 was 136,359, including additional Deferred Units credited in respect of cash distributions paid on Units up to such date. Deferred Units vest immediately upon grant and cannot be redeemed (for Units or cash) until the holder ceases to be a trustee of the Trust. The above chart assumes that all outstanding Deferred Units as at December 31, 2019 were redeemed for Units.
- (7) Securities are not net of applicable withholding taxes.

## **INDEBTEDNESS OF TRUSTEES AND EXECUTIVE OFFICERS**

There was no indebtedness owed to the Trust by any trustee or NEO in fiscal 2019.

## **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

No informed person or proposed trustee of Plaza, or any associate or affiliate of such persons, has any material interest in any transaction since the commencement of 2019 that has or would materially affect Plaza, or in any proposed transaction, other than:

1. Earl Brewer and Stephen Johnson own, directly or indirectly or have control or direction over, \$325,000 and \$200,000, respectively, in unsecured debentures of Plaza (stated at face value);
2. Plaza is a party to various land leases on nine parcels of land with TC Land Limited Partnership, an entity indirectly owned and controlled by Earl Brewer and Michael Zakuta; and
3. Plaza has notes payable of \$261,000 (December 31, 2018 - \$261,000) that are owed to parties controlled directly or indirectly by Michael Zakuta. The non-interest bearing notes existed at the time of acquisition of properties in September 2000 and are repayable on sale or refinancing of the related asset.

Reference is made to Plaza's Annual Information Form for the fiscal year ended December 31, 2019 for further information, a copy of which has been filed on SEDAR at [www.sedar.com](http://www.sedar.com) and may be obtained on Plaza's website at [www.plaza.ca](http://www.plaza.ca) or by Unitholders, without charge, by contacting the Trust Secretary.

## **STATEMENT OF GOVERNANCE PRACTICES**

The Board of Trustees recognizes that Unitholders and other stakeholders significantly value effective governance and that good governance contributes to effective and efficient decision-making. The Board, through the Governance and Compensation Committee, reviews its governance practices annually to make certain they are appropriate for the Trust.

The following describes the Trust's practices with reference to National Policy 58-201, *Corporate Governance Guidelines* and National Instrument 58-101, *Disclosure of Corporate Governance Practices* (collectively, the "**Governance Guidelines**").

### **PROPOSED BOARD OF TRUSTEES AND INDEPENDENCE**

The Governance and Compensation Committee performs an annual assessment of the independence of each trustee and reports the results of that assessment to the Board. The number of trustees to be elected at the Meeting is six (6), of whom the Board considers four (4) to be "independent" within the meaning of the Governance Guidelines. This means that two-thirds (or approximately 66.67%) of the proposed members of the Board are independent trustees. Accordingly, the Trust complies with the Governance Guidelines, which provide that a board should have a majority of independent members, and with the Declaration of Trust, which provides that a majority of Plaza's trustees must qualify as independent. In addition, no non-independent trustee is a member of any Committee of the Board.

The trustees nominated for election at the Meeting are as follows:

<b>Proposed Trustees</b>	<b>Independence Status</b>
Earl Brewer	Non-independent
Stephen Johnson	Independent
Denis Losier	Independent
Jane Marshall	Independent
Barbara Trenholm	Independent
Michael Zakuta	Non-independent

Earl Brewer is considered to be a non-independent trustee because he is a member of executive management in the Trust, being executive Chair of the Board.

Michael Zakuta is considered to be a non-independent trustee because he holds an executive officer position in the Trust as President & CEO.

### **OTHER PUBLIC ENTITY DIRECTORSHIPS & BOARD INTERLOCKS**

Plaza values the experience trustees bring from other boards on which they serve, but recognizes that those boards may also present demands on a trustee's time and availability, and may also present conflicts of interest. The Board has determined that trustees can sit as directors for other public issuers where there is no inherent conflict of interest and where such other directorship does not unreasonably impact the availability and time such trustee can commit to the Trust. No resources of the Trust shall be used for such other directorships. Trustees must follow the process for approval of public directorships approved by the Governance and Compensation Committee, which provides that trustees will request the approval of the Chair of the Board and the Chair of the Governance & Compensation

Committee prior to accepting an invitation to serve as a director/trustee. The Chair of the Board and the Chair of the Governance & Compensation Committee will review the request, and depending on the circumstances, may seek the input and approval of the Governance & Compensation Committee.

Michael Zakuta is currently a trustee of Fronsac Real Estate Investment Trust (TSXV).

Denis Losier is currently a director of Canadian National Railway Company (TSX; NYSE).

Jane Marshall is currently a trustee of RioCan Real Estate Investment Trust (TSX).

As of April 13, 2020, no members of the Board of Trustees serve together on the boards of other public companies.

### **MEETINGS OF INDEPENDENT TRUSTEES**

At least twice a year, the Governance and Compensation Committee facilitates *in-camera* meetings, to which all of the Trust's independent trustees are invited, 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. The purpose of the *in-camera* meetings is to promote open and candid discussion by all independent trustees without participation from members of management and non-independent trustees. Additional meetings of independent trustees may be held throughout the year as necessary and at such other time or times as any independent trustee may request. Meetings of the independent trustees are chaired by the Chair of the Governance and Compensation Committee, as Lead Trustee, who ensures all independent trustees have an opportunity to comment and provide their input.

The Governance and Compensation Committee itself also meets *in-camera*, without any members of management present, as frequently as the Committee feels is appropriate or necessary to fulfil its responsibilities and the Audit Committee also holds *in-camera* conferences at least quarterly.

### **CHAIR OF THE BOARD AND LEAD TRUSTEE**

The Chair of the Board is Earl Brewer and as previously noted, Mr. Brewer is not an independent trustee. Denis Losier, in his capacity as Chair of the Governance and Compensation Committee (a trustee who is considered to be independent), currently acts as the Trust's Lead Trustee. Pursuant to the Declaration of Trust, the Lead Trustee acts as an effective leader of the Board of Trustees in respect of matters required to be considered by the independent trustees. This helps facilitate the functioning of the Board independently of management and provides trustees with an independent person to bring comments or requests to. He also provides direction in respect of matters required to be considered by the independent trustees.

### **BOARD MEETINGS AND ATTENDANCE RECORDS**

One of the responsibilities of the Board is to ensure regular attendance by all trustees at Board and Committee meetings (where applicable) and that all trustees arrive well-informed and have had a reasonable opportunity for advance review of any materials to be discussed at such meetings.

The following table summarizes the attendance of each trustee nominee at Board and Committee meetings held during 2019:

Name	Board Meetings	Audit Committee Meetings	Governance & Compensation Committee Meetings	Meetings of Independent Trustees (4)	Overall Attendance # (%)
Earl Brewer (1)	11 of 11	N/A	N/A	N/A	11 / 11 (100%)
Stephen Johnson	11 of 11	N/A	8 of 8	2 of 2	21 / 21 (100%)
Denis Losier (2)	11 of 11	5 of 5	8 of 8 (Chair)	2 of 2	26 / 26 (100%)
Jane Marshall (3)	1 of 1	N/A	N/A	N/A	1 / 1 (100%)
Barbara Trenholm (2)	11 of 11	5 of 5 (Chair)	8 of 8	2 of 2	26 / 26 (100%)
Michael Zakuta (1)	11 of 11	N/A	N/A	N/A	11 / 11 (100%)

*Notes:*

- (1) Earl Brewer and Michael Zakuta are not members of the Audit Committee or the Governance and Compensation Committee, however, they attended the meetings of each (100%) as guests, at the invitation of each Committee. Their attendance records do not include their attendance at Committee meetings as guests. Mr. Brewer and Mr. Zakuta excused themselves from any Committee member only *in-camera* conferences which were held during or after these meetings.
- (2) Denis Losier Barbara Trenholm also attended special meetings in August and September 2019.
- (3) Jane Marshall was appointed to the Board on November 5, 2019. Her attendance record does not include her attendance at Committee meetings as a guest on November 5, 2019, prior to her appointment to the Board.
- (4) The two independent trustee meetings were held in conjunction with Governance and Compensation Committee meetings. During these meetings Earl Brewer, Michael Zakuta excused themselves.

**BOARD MANDATE**

The board of directors of Plazacorp adopted a Board Mandate (originally as part of its Corporate Governance Committee Charter) on February 10, 2006. It was adopted by the Board of Trustees on January 1, 2014 and it was most recently updated on April 13, 2020. As noted in the Board Mandate, the Board of Trustees is responsible for overseeing the management of the business and affairs of the Trust and generally discharges its responsibilities either directly or

through the Audit Committee or the Governance and Compensation Committee. The Board provides a forum for discussion and reporting of all matters considered by the committees.

The Board Mandate is available under the Trust's profile on SEDAR at [www.sedar.com](http://www.sedar.com) or the Trust's website at [www.plaza.ca](http://www.plaza.ca) under Investor Relations / Corporate Governance and is incorporated herein by reference. A copy may also be obtained by Unitholders free of charge upon request to Trust Secretary.

#### **POSITION DESCRIPTIONS - CHAIR OF THE BOARD AND COMMITTEE CHAIRS**

Written position descriptions for the Chair of the Board and each Committee Chair were originally approved by the board of directors of Plazacorp on April 5, 2007. They have been adopted by the Board of Trustees and most recently reviewed on August 8, 2019. Copies of the Chair of the Board Terms of Reference and Chair of a Committee Terms of Reference are available under the Trust's profile on SEDAR at [www.sedar.com](http://www.sedar.com) or on the Trust's website at [www.plaza.ca](http://www.plaza.ca) under Investor Relations / Corporate Governance and are incorporated herein by reference. Copies may also be obtained by Unitholders free of charge upon request to the Trust Secretary.

#### **POSITION DESCRIPTION - PRESIDENT & CEO**

The Trust has also developed a written position description for the President & CEO in Michael Zakuta's employment agreement, which outlines in general terms the duties and responsibilities of the President & CEO. In particular, the primary responsibility of the President & CEO is to achieve maximum value for the Trust's stakeholders (Unitholders and employees). More specifically, the President & CEO is to:

- provide vision and leadership, enabling the management team and employees to achieve their maximum potential;
- develop a strategic plan for the Trust with the management team and Board of Trustees spanning: business development strategies; core competences of management and staff; distinctive advantages and competitive differentiation; priority markets; organizational structure, processes and controls; the Trust's culture and values; and supporting incentive systems;
- attract and retain talent for the management team and the Board of Trustees;
- ensure that all corporate decisions and actions are ethical and in compliance with applicable laws, regulations, obligations and the Trust's own values;
- oversee and coordinate the timely implementation of the strategic plan and its modification in response to changes in the environment of the Trust; and
- where necessary and useful, represent the Trust in communications with unitholders, capital markets, customers/tenants, allies, major suppliers and vendors.

While he does not receive annual incentive bonuses and there has been no increase in his base salary for the 2017, 2018 and 2019 fiscal years, part of the Governance and Compensation Committee's mandate is to annually evaluate the performance of the President & CEO, in such

manner as determined appropriate by the Committee. Prior to the performance review, the Committee informally reviews the responsibilities of the President & CEO as listed in his employment agreement and considers if any issues should be raised during the performance review. Any significant issues would be brought forward to the Board of Trustees for its information and discussion.

### **ORIENTATION AND CONTINUING EDUCATION**

The Board believes that it is critical that trustees have an understanding of the Trust's business and have a reasonable familiarity with the Trust's day-to-day operations and key personnel. The Board also believes that new trustees should experience a proper and effective orientation process. The Governance and Compensation Committee maintains the responsibility for orientation and continuing education for new and existing Board members.

New trustees will meet with the Chair of the Board and the President & CEO to discuss the various aspects of the Trust's business. This will provide new trustees with an opportunity to ask any questions they may have on the nature and operations of the business. Each new trustee will also meet with the Chair of each Committee he or she will be joining. If the new trustee is joining the Audit Committee, he or she will meet with the Chief Financial Officer, Executive Vice-President and the Trust's auditors, as necessary.

New trustees will be provided with a reference binder containing documents material to the Trust to provide an understanding of the underlying principles governing the Trust's operations as well as the role of the Board and its Committees. The binder includes documents such as the Trust's most recent annual report, annual information form, Declaration of Trust, management information circular, Board Mandate, Committee charters, Code of Conduct (as hereinafter defined) and disclosure policy. These documents, as well as all other policies adopted by the Board and its Committees, are also maintained and updated as necessary for each trustee's reference.

Each Board and Committee has a standing agenda for each regularly scheduled meeting. Prior to each Board and Committee meeting, a formal package will be distributed to all Board and Committee members which will include the agenda and supporting documents that are used to educate and inform trustees of matters to be acted upon or discussed at the meeting.

The President & CEO advises the Board on a quarterly basis of deals under contract, projects under construction and projects owned and under development by the Trust. The Board is also provided, on a quarterly basis, with descriptions of all purchases, sales and financings related to the business approved by the Chair of the Board and the President & CEO and occurring within the previous quarter (see *Delegation of Authority for Investing and Financing* below). The Chair of the Board and the President & CEO also informally keep Board members advised of any significant business deals being transacted between Board meetings. Trustees are also given an opportunity, prior to quarterly Board and Committee meetings, to meet with other Board members on an informal basis.

The Board is regularly educated on topics affecting the Trust, including developments in governance, financial reporting matters and regulatory changes, by the Governance and Compensation Committee, the Audit Committee, the Trust's auditor and certain other designated officers or employees of the Trust.

Management also provides trustees with industry research reports on the Trust for the recent quarter and year-end. These reports provide new Trustees with an understanding of the Trust's market position from the perspective of public company analysts.

### **ETHICAL BUSINESS CONDUCT**

On February 10, 2006, the board of directors of Plazacorp adopted a written code of business conduct and ethics. It was adopted by the Board of Trustees and most recently reviewed on August 8, 2019. A copy of the Code of Business Conduct and Ethics (the “**Code of Conduct**” or “**Code**”) is available under the Trust's profile on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Trust's website at [www.plaza.ca](http://www.plaza.ca) under Investor Relations / Corporate Governance, or may be obtained by Unitholders free of charge upon request to the Trust Secretary.

Plaza is committed to maintaining the highest standard of legal and ethical conduct in all of its activities. As representatives of Plaza, it is important that trustees, officers and employees act in a manner that will maintain the Trust's reputation for ethics, integrity and respect and foster a culture of honesty and accountability. The Code of Conduct outlines basic legal and ethical obligations of all trustees, officers and other employees and failure to comply with the Code may be grounds for disciplinary action. Each year, trustees, officers and employees are asked to review the Code and provide an acknowledgement confirming that they have read and understand its terms.

Monitoring compliance with the Code of Conduct is the responsibility of the Governance and Compensation Committee. The Committee carries out this responsibility by, *inter alia*, annually receiving a report from the Chief Operating Officer advising if there have been any complaints received or violations reported under the Code during the prior year. Employees are to report to any executive officer, as well as the Chief Operating Officer (if he is not the person to which the report is made in the first instance) any violations or imminent violations of the Code of Business Conduct and Ethics or other Plaza policies, or any other illegal or unethical behaviour at Plaza and, when in doubt, to confer about the best course of action in a particular situation. In order to encourage individuals to raise concerns regarding matters addressed by the Code, if employees are reluctant to make such reports to an executive officer, they can also make reports through the Audit Committee via a confidential e-mail address or confidentially to the attention of the Audit Committee chair by other means, as set out in the Code. Management is to report any such matters to the Chair of the Board or the Chair of the Governance and Compensation Committee. If a person's concerns or complaints require confidentiality, including keeping the person's identity secret, then this confidentiality will be protected to the extent permitted by and subject to applicable law.

In addition to Plaza's complaints procedure (or “whistleblower” program) for employees or others described in the Code of Conduct, any Unitholder or other stakeholder wishing to provide feedback to the Board can send the communication in writing to Plaza's Investor Relations contact as identified on Plaza's website at [www.plaza.ca](http://www.plaza.ca), who will deliver material communications to the Chair of the Board.

### **CONFLICTS OF INTEREST**

Trustees and officers are governed by the conflict of interest provisions in the Code of Conduct and the Declaration of Trust when considering material contracts or transactions, or proposed material contracts or transactions, in which he or she has a material interest. The Code of Conduct provides that all trustees, officers and employees must be scrupulous in avoiding

conflicts of interests. Conflicts of interest are prohibited as a matter of Plaza policy, except under guidelines approved by the Board or Committees of the Board.

Under the Declaration of Trust, if a trustee or officer (i) is a party to a material contract or transaction or proposed material contract or transaction with the Trust (or an affiliate thereof), including a material contract or transaction involving the making or disposition of any investment in real property or a joint venture agreement or (ii) is a director or officer of, or otherwise has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Trust (or an affiliate thereof), such trustee or officer must disclose in writing to the Board the nature and extent of such interest and is not entitled to vote on any resolution to approve the said material contract or transaction, except as permitted under the terms of the Declaration of Trust.

At each Board and Committee meeting, Trustees and Committee members are asked if they have any actual, potential or apparent conflicts of interest to declare with any item on the agenda.

The Trust has also adopted a related party transaction policy and procedure. If a board member, nominee for election to the Board, or executive officer of the Trust had, has or may have an interest in a related party transaction, which includes a purchase or sale of an asset or lease of property to or from a related party to the Trust, this must be reported to the Chair of the Governance and Compensation Committee and the Committee will determine if the transaction is a related party transaction under the policy and, if so, will either approve, disapprove or ratify such transaction.

#### **EVALUATION OF THE COMPOSITION OF THE BOARD OF TRUSTEES**

The Trust annually reviews the composition and effectiveness of the Board of Trustees and, through the Governance and Compensation Committee, reviews and assesses the skills, characteristics and competencies of the Board and its members and whether collectively, an appropriate balance exists. In performing this function, the Governance and Compensation Committee seeks input from the Chair of the Board and takes into consideration the characteristics of, among other things, independence; reputation for business ethics; experience, expertise and background, geographical representation and other aspects of diversity; availability of service to the Trust of its trustees; and the opportunities, risks and strategic direction of the Trust.

#### **NOMINATION OF TRUSTEES**

The Governance and Compensation Committee, which is comprised entirely of independent trustees, acts 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, availability of service to the Trust, the current make-up of the Board with reference to the Trust's Diversity Policy and the current and future needs of the Trust.

The Chair of the Governance and Compensation 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.

### **COMPENSATION**

The Board has appointed the Governance and Compensation Committee, comprised entirely of independent trustees, to carry out compensation activities with respect to NEOs as described in this Circular. For further information on the role of the Governance and Compensation Committee in this regard, see *Statement of Executive Compensation, Compensation Discussion and Analysis* and *Statement of Executive Compensation, Compensation Governance* above.

For further information on the Governance and Compensation Committee's compensation activities with respect to non-employee trustees, please refer to the *Trustee Compensation, Trustee Compensation Components* above.

### **SUCCESSION PLANNING**

The Governance and Compensation Committee is responsible for examining succession planning for the CEO and other NEOs of the Trust on at least an annual basis. As part of this mandate, members of the Committee meet with both the President & CEO and the Chair of the Board to review and discuss succession priorities and also discuss such matters *in-camera*, outside of the presence of management.

The President & CEO and the Chair of the Board have been working collaboratively with the Governance and Compensation Committee, particularly the Chair, to further enhance succession management processes at Plaza. They are continuing to work to identify potential succession candidates for executive positions and refine position requirements. The Committee has also developed a process which sets out the steps that will be taken to transition from the current to a new CEO in the case of planned and unplanned departures and continues to play an active role in respect of succession management processes at Plaza.

### **BOARD COMMITTEES**

The Board has two (2) Committees: The Audit Committee and the Governance and Compensation Committee. The Board provides a forum for discussion and reporting of all matters considered by the committees. Subject to applicable laws and the Declaration of Trust, the Board may delegate to its committees matters for which the Board is responsible, but the Board retains its oversight function and ultimate responsibility for these matters and all other delegated responsibilities. The Board may, in accordance with the Declaration of Trust, establish further committees as it determines to be necessary or desirable for the purposes of properly governing the affairs of the Trust. Special independent committees may also be appointed from time to time, when necessary or appropriate.

The Board has established the Audit Committee to assist the Board in fulfilling its oversight responsibility relating to: (1) the financial reporting process, (2) systems of internal accounting and financial controls, (3) identifying and monitoring the management of principal risks that could affect the integrity of the Trust's financial reporting, (4) the appointment of and communication with the external auditor, including oversight of its work and monitoring its independence, (5) the Trust's compliance with legal and regulatory requirements with respect to financial reporting matters, and (6) any other responsibilities that may be delegated from time to

time by the Board. For further information on the Audit Committee's mandate, please refer to the Audit Committee Charter.

The Board has established the Governance and Compensation Committee 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 process and structure used to supervise the business and affairs of the Trust. For further information on the Governance and Compensation Committee's mandate, please refer to the Governance and Compensation Committee Charter.

The Charters for the Audit Committee and the Governance and Compensation Committee can be found under the Trust's profile on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Trust's website at [www.plaza.ca](http://www.plaza.ca) under Investor Relations / Corporate Governance, or copies may be obtained by Unitholders free of charge upon request to the Trust Secretary.

### **DELEGATION OF AUTHORITY FOR INVESTING AND FINANCING**

The Trust also believes in delegating purchase, sale and financing authority to certain executive officers under the following parameters (as outlined in the Board Mandate):

- (1) The Board has delegated the authority to the Chair of the Board and the President & CEO to purchase or sell properties and enter into financing arrangements for the Trust's existing and new properties, and to pass related resolutions thereto, provided the transactions meet the following criteria:
  - (a) developments, on completion, must earn a minimum cash yield (unlevered return) equal to 100 basis points above the mortgage constant for a 10-year mortgage at prevailing rates over a 25-year amortization period;
  - (b) the value of any purchase or sale must not exceed three percent (3%) of the Trust's asset base based on its preceding published financial statements; and
  - (c) the value of any financing must not exceed three percent (3%) of the Trust's asset base based on its preceding published financial statements.
- (2) Any purchase, sale or financing not meeting the above criteria or any transaction involving a related party must continue to be approved by the Board in accordance with the Declaration of Trust.

### **ASSESSMENTS**

The Trust believes that the Board and its Committees should be assessed on at least an annual basis to ensure they are performing effectively.

Each Board member annually performs 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 allows trustees to comment on areas for improvement to ensure the continued effectiveness of the Board and its Committees. Trustees may also comment on their access to the President & CEO and the Chair of the Board, the manner in which the Chair conducts Board meetings and their satisfaction with the frequency and amount of time for discussion among independent trustees without the presence

of management, among other things. These forms are reviewed annually (as is the template of the questionnaire) by the Chair of Governance and Compensation Committee, who brings the results to the Governance and Compensation Committee for discussion and also provides a summary of same to the Board. If necessary, the Governance and Compensation Committee will bring forward to the Board any further action or recommendation resulting from the assessments.

The Chair of the Board also assesses the contribution and competencies of individual trustees on a regular basis.

### **TENURE OF TRUSTEES**

The Board believes that existing trustees provide valuable perspective into the operations of the Trust based on their experience and understanding of the Trust's history, policies and objectives. The Board does recognize however, the benefit of new approaches and ideas that a new trustee may introduce.

Accordingly, effective for 2015, the Board determined that the limit of the tenure for newly elected trustees will be three years with Board discretion to renew, subject to annual election by Unitholders. To facilitate succession planning, this policy does not apply to then existing trustees.

### **DIVERSITY**

Plaza recognizes the benefits of diversity, both within the Trust and at the level of the Board of Trustees. The ability to draw on a range of viewpoints, backgrounds, skills, and experience is important to Plaza's success.

#### ***The Board***

The Board believes that diversity is an important attribute of a well-functioning board. Accordingly, it has adopted a written diversity policy for promoting diversity on the Board. For the purposes of the policy, "diversity" is, among other things, any characteristic or quality that can be used to differentiate groups and people from one another and includes gender, age, race, nationality, culture, language and other ethnic distinctions, expertise and background, geographical representation and experience.

It is an objective of the policy that diversity be considered in determining the optimal composition of the Board. In reviewing Board composition and identifying suitable candidates for Board appointment or nomination for election to the Board, candidates will be selected based on merit and against objective criteria, and due consideration will be given to diversity in identifying and selecting candidates. This is meant to help ensure that the Board, as a whole, reflects a range of perspectives, backgrounds, skills and experience and to provide opportunities for individuals with diverse backgrounds to join the Board. This will be further achieved through the Trustee tenure policy set out above.

The Board recognizes that gender diversity is a significant aspect of diversity and acknowledges the role that women with relevant competencies and skills can play in contributing to diversity of perspective in the boardroom. Accordingly, in order to promote the specific objective of gender diversity, the selection process for Board nominees will include female candidates. Where a qualified female candidate can offer Plaza a unique skill set or perspective (whether by virtue of such candidate's gender or otherwise), the Trust expects that such a female candidate would be selected over a male candidate.

Two (2) of the four (4) independent trustee nominees (50% of independent trustees; 33.33% of the entire Board) are female. The Board believes that its trustees comprise an appropriate mix of individuals with, *inter alia*, accounting, finance, real estate, development, leadership and business experience, and backgrounds that are appropriate for the size of the Trust. Given the composition of the Board, assuming the trustee nominees are elected at the Meeting, Plaza feels the current level of female representation is appropriate and effective in the circumstances and no target for female representation has been adopted to be met by a specific date.

As noted above under *Evaluation of the Composition of the Board of Trustees*, the Governance and Compensation Committee reviews the skills, characteristics and competencies required of trustees of the Trust, generally, including aspects of diversity. As described under *Nomination of Trustees* above, the Committee considers diversity and other factors in its review of proposed nominees and the Governance and Compensation Committee is responsible to ensure the Board's policy with respect to diversity is implemented. The Committee will periodically (i) assess the effectiveness of the Board appointment/nomination process at achieving Plaza's diversity objectives and (ii) consider and, if determined advisable, recommend to the Board for adoption, measurable objectives for achieving diversity on the Board. At any given time, the Board may seek to adjust one or more objectives concerning its diversity and assess progress accordingly. Since the adoption of the diversity policy, the number of women on the Board has doubled.

#### **Executive Officers**

The Board is comfortable that the Trust has an appropriate approach to encouraging workplace diversity, in particular gender diversity. Through the operation of employment policies and codes, including its employment policy handbook and the Code of Conduct, Plaza promotes an environment and culture of inclusiveness and equality, which is evident in current levels of female representation in senior management positions.

While none of Plaza's executive officers (0%), as that term is defined in National Instrument 58-101, is female as at April 13, 2020, a significant percentage of Plaza's overall senior managers are female (approximately 45%). Plaza plans to continue to encourage leadership opportunities for women in the workplace.

Comprised of a mix of individuals with, *inter alia*, considerable experience in the real estate industry, Plaza feels the current composition of executive management is appropriate and effective and no target for female representation has been adopted to be met by a specific date. Similar to the policy noted above with respect to the Board, in filling the next executive officer position that may become available, candidates will be selected based on merit and against objective criteria, and due consideration will be given to diversity in identifying and selecting candidates.

### **ADDITIONAL INFORMATION**

Additional information relating to the Trust can be found under the Trust's profile on SEDAR at [www.sedar.com](http://www.sedar.com), including financial information provided in the Annual Report. Any Unitholders who do not receive this document and wish to do so may obtain it by (i) accessing the SEDAR website listed above or the Plaza website under Investor Relations/Financial Reports, the direct link to which is <http://plaza.ca/financial-reports/>; (ii) contacting AST toll-free at 1-888-433-6443 or at [fulfilment@astfinancial.com](mailto:fulfilment@astfinancial.com) or (iii) upon request to the Trust Secretary at (506) 451-1826.





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