

# PLAZA RETAIL REIT<sup>1</sup>

## MAJORITY VOTING POLICY

The Board of Trustees (the “**Board**”) is committed to fulfilling its mandate to supervise the management of the business and affairs of Plaza Retail REIT (the “**Trust**”) in the best interests of the unitholders of the Trust. The Board has, in light of best practice standards in Canada, unanimously adopted this policy providing for majority voting in trustee (hereinafter each a “**Board member**”) elections at any meeting of unitholders where an “uncontested election” of Board members is held. For the purposes of this policy, an “uncontested election” of Board members of the Trust means an election where the number of nominees is equal to the number of Board members to be elected. This policy does not apply where an election involves a proxy battle, i.e., where proxy material is circulated in support of one or more nominees who are not part of the Board member nominees supported by the Board.

Pursuant to this policy, the forms of proxy circulated in connection with a meeting of the Trust’s unitholders at which an uncontested election of Board members is to be conducted shall provide the Trust’s unitholders with the ability to vote in favour of, or to withhold from voting for, each nominee. 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 the Trust’s unitholders.

Following receipt of a resignation submitted pursuant to this policy, the Corporate Governance and Compensation Committee of the Board (the “**Committee**”) shall consider whether or not the offer of resignation should be accepted and shall recommend to the Board whether or not to accept it. With the exception of special circumstances that would warrant the continued service of the applicable Board member on the Board, the Committee shall be expected to accept and recommend acceptance of the resignation by the Board. In considering whether or not to accept the resignation, the Committee will consider all factors deemed relevant by members of the Committee including, without limitation: the effect that such resignation may have on the Trust’s ability to comply with its 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 this Policy.

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<sup>1</sup> Last updated March 2017.

Within 90 days following the applicable meeting of the Trust's unitholders, the Board shall make its decision, on the Committee's recommendation. Following the Board's decision on the resignation, the Board shall promptly disclose, via press release (a copy of which shall be provided to the Toronto Stock Exchange), its decision to accept or reject the Board member's resignation offer including the reasons for rejecting the resignation offer, if applicable. If a resignation is accepted, the resignation shall become effective and the Board may in accordance with the provisions of the Trust's declaration of trust, as it may be amended, restated and/or supplemented from time to time, on the recommendation of the Committee in accordance with the policies of the Board and the Committee, appoint a new Board member to fill any vacancy created by the resignation or leave the vacancy unfilled.

A Board member who tenders his or her resignation pursuant to this policy shall not be permitted to participate in any meeting of the Board and/or the Committee at which his or her resignation is to be considered. However, if each member of the Committee received a greater number of proxy votes withheld than the votes for each member in the same election, or a sufficient number of the Committee members, such that the Committee no longer has a quorum, then the remaining members of the Committee, if any, shall not consider the resignation offer(s) and the Board shall consider whether or not to accept the offer of resignation without a recommendation from the Committee.

In the event that a sufficient number of Board members received a greater number of proxy votes withheld than the votes for such persons in the same election, such that the Board no longer has a quorum, then such persons receiving a majority withheld vote shall not be permitted to vote in any meeting of the Board at which his or her resignation offer is considered, however he or she shall be counted for the purpose of determining whether the Board has quorum.

In the event that any Board member, who received a greater number of proxy votes withheld than votes in favour of such person's election, does not tender his or her resignation in accordance with this policy, he or she will not be re-nominated.

The Committee may adopt such procedures as it sees fit to assist it in its determinations with respect to this policy and shall have the sole and complete authority to interpret and apply the policy.