

**CROMBIE REIT BOARD OF TRUSTEES**  
**HUMAN RESOURCES COMMITTEE MANDATE**

**Human Resources Committee Purpose**

The Human Resources Committee (the “Committee”) is a Committee of the Board of Trustees of Crombie REIT. It enables the Board of Trustees to fulfill its oversight role with respect to:

- Recruitment, development and retention of its workforce;
- Appointment, performance evaluation and compensation of the CEO and Executives;
- Compensation philosophy and structure for Executives including annual and long term incentive plans, benefits, pension and perquisites;
- Succession planning, talent management and development relating to the CEO and Executives, including appointments, reassignments, and terminations;
- Ownership guidelines for the CEO and Executives; and
- Clawback Policy and Approach

**Committee Composition, Appointments and Procedures**

1. Composition of the Committee:
  - a. The Committee shall be comprised of at least three trustees, a majority of whom shall be independent, appointed by the Board on recommendation from the Governance and Nominating Committee.
  - b. Trustee independence will be defined by applicable legislation and Crombie’s Declaration of Trust and at a minimum each Committee member will have no direct or indirect relationship with the REIT which in the view of the Board of Trustees could reasonably interfere with the exercise of a member’s independent judgement except as otherwise permitted by applicable laws.
2. Appointments:
  - a. The members are appointed annually by the Board, with such appointments to take effect immediately following the Annual General Meeting of Unitholders.
  - b. Members shall hold office until, the earlier of the time, their successors are appointed or they cease to be trustees of the REIT.
  - c. The Board, upon recommendation of the Governance and Nominating Committee, may fill vacancies of members of the Committee for the remainder of the current term of appointment.
  - d. Members of the Committee shall hold office at the pleasure of the Board.
3. Committee Chair:
  - a. The Board shall appoint a Chair from the Committee membership.
  - b. The Chair must be independent.
  - c. The Chair:
    - i. Provides leadership to the Committee with respect to its functions as described in this mandate and as otherwise may be appropriate including overseeing the logistics of the operations of the Committee;
    - ii. Chairs meetings of the Committee, unless not present. In the absence of the Chair, one of the other members of the Committee present shall be chosen by the Committee to preside at the meeting;
    - iii. Ensures that the Committee meets on a regular basis, at least two times per year;
    - iv. Reviews in advance the agenda and supporting materials for the Committee meetings as prepared by the Secretary and other members of management;
    - v. Acts as liaison and maintains communication with the Chair of the Board and the Board of Trustees to optimize and coordinate input from Trustees and to optimize the effectiveness of the Committee;

- vi. Reports annually to the Board on the role of the Committee and the effectiveness of the Committee's role in contributing to the objectives and responsibilities of the Board.
4. Committee Secretary:
    - a. The Committee Secretary need not be a member of the Committee or Board. The Chief Talent Officer & VP Communications ordinarily shall serve as Secretary to the Committee.
  5. Meetings:
    - a. The Committee shall meet at least twice annually and at such other times during the year as it deems appropriate.
    - b. The Committee will ordinarily meet in camera at the beginning and at the end of each of its meetings.
    - c. Notice of the time and place of every meeting shall be given in writing (including electronic communication) to each member of the Committee at least 24 hours prior to the time fixed for such a meeting, provided however, that a member may in any matter waive a notice of meeting. Attendance of a member at a meeting is a waiver of notice of a meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
    - d. A quorum of meeting shall be the majority of the members, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and hear each other.
    - e. The Committee shall report to the Board its activities after each meeting. The minutes of the meeting of the Committee shall be recorded and maintained by the Secretary of the meeting appointed by the Chair.

**Authority of the Committee:**

The Committee has the authority to:

1. Conduct or authorize research or investigation into any matter within the scope of its mandate or responsibility;
2. At the REIT's expense, retain independent consultants or others to advise the Human Resources Committee; and
3. Call a meeting of the Board to consider any matter of concern to the Committee.

**Responsibilities:**

- Recruitment, Retention and Development of the Workforce:

The Committee:

- Annually reviews Crombie REIT's HR Corporate Policies;
- Considers alignment of compensation principles and policies with retention and recruitment strategies;
- Annually reviews overall policies and approach in respect of the total compensation for all employees of Crombie REIT, and ensure that the cost of the compensation approach is incorporated into the annual Budget planning process.

Appointment, Performance Evaluation and Compensation of Executives:

The Committee:

- Annually reviews and recommends to the Board overall policies and approach in respect of the total compensation for Executives. Executives are defined as including the President and Chief Executive Officer, Chief Financial Officer, EVP & Chief Operating Officer Chief Talent

Officer & VP Communications, Senior Vice Presidents and all other Vice Presidents... Such activities shall be primarily focused upon:

- a. Base Salaries
  - b. Annual Incentive Programs (AIP)
  - c. Long-term Incentive Programs (LTIP) and related Restricted Unit ("RU"), Performance Unit and Deferred Unit ("DU") Plans as applicable
  - d. Employee Unit Purchase Plan Loan Payment
  - e. Executive Management Pension Plan Arrangements
  - f. Executive Management Health and Life Insurance Benefits, and
  - g. Executive Management Perquisites
- Conducts the annual performance review for the CEO, and establishes annual and longer term objectives for the CEO. In addition, the Committee recommends to the Board, the CEO's annual compensation having regard to the annual and longer term objectives, as well as other relevant factors. The Committee also:
    - Reviews the annual performance of Named Executive Officers and Executives reporting to the CEO.
    - Approves the planned total compensation arrangements for the Named Executive Officers and Executives reporting directly to the CEO. This includes base salary, and incentive awards to ensure linkages and alignment with the short and longer term interests of Crombie and its unitholders.
    - Provides advice to the CEO in relation to the planned total compensation arrangements for Executives who do not report to the CEO. This would include base salary, and incentive awards to ensure linkages and alignment with the short and longer term interests of Crombie and its unitholders.
  - Succession Planning, Talent Management and Development of the CEO and Executives.

The Committee is responsible for the timely and effective continuity of leadership including:

- Reviewing and approving the succession plan for the CEO that addresses both planned and unforeseen succession circumstances;
  - Monitoring and reviewing the Executive leadership development plans;
  - Monitoring and reviewing the succession plans for the Executive and other key jobs which may have succession risk;
  - Reviewing the adequacy of succession pools established to foster timely and effective executive continuity; and
  - Monitoring and reviewing the gender diversity actions within the succession plans
- Executive Appointments, Reassignments and Terminations. The Committee:
    - Reviews and approves major changes to the overall organizational structure of management;
    - Makes recommendations for approval by the Board on the appointment of new Executives reporting to the CEO;
    - Reviews reassignments of current Executives reporting to the CEO;
    - Approves termination arrangements for Executives reporting to the CEO
  - Ownership.

- The Committee reviews and approves changes to unit ownership guidelines applicable to Executives and reviews unit holdings of Executives relative to the unit ownership guidelines established by the Committee.
- Diversity Framework:
  - The Committee reviews the Corporate Diversity Framework and monitors its KPIs at least once annually. Particular focus is placed on gender diversity. KPIs include but are not limited to:
    - Demographics of the management groups, and change over time.
    - Number of employees of various diverse groups identified as future leaders.
    - Recruitment
    - Development
    - Succession Planning

### **Other Responsibilities**

- Reviews at least annually the investment performance, regulatory compliance, employee communication and plan administration of the pension plans.
- Reviews and approves occupational safety and health policies and monitor management and organizational initiatives, activities and reports to ensure Crombie REIT has integrated the promotion of a safe and healthy work environment into its ongoing business planning and operations.
- Reviews and approves appointment of the REIT's Officers.
- Reviews and approves compensation disclosure contained in the Management Information Circular, including the Report on Executive Compensation, the Statement of Officers' Compensation, Employment Agreements, Share Plans, Pension Plans and Executive and Senior Officers' Indebtedness.
- Annually reviews the mandate of this Committee and recommends changes to the Governance and Nominating Committee.
- Assumes other assignments as delegated by the Chair of the Board or the Lead Trustee.