

CROMBIE REIT

Position Description For the Lead Trustee

Scope

The lead trustee (the “Lead Trustee”) of Crombie REIT facilitates the functioning of the Board independently of management, to ensure that Trustees have an independent contact on matters of concern to them and to ensure that the Board successfully carries out its duties. This position must be filled whenever the Chair is non-independent or not elected by unitholders. In particular, the Lead Trustee shall:

- In conjunction with the Governance and Nominating Committee, provide leadership to ensure that all related party transactions and issues are decided solely by Independent elected Trustees with Empire appointed Trustees not participating in such decisions;
- In the absence of the Chair of the Board, act as chair of meetings of the Board;
- Chair all meetings of the Independent elected Trustees, including oversight of Board discussions and decisions on related party transactions such as acquisitions of properties from Empire Company Limited or any of its affiliates. The Independent elected Trustees will meet separately from management and Empire appointed Trustees at least as often as the full Board meets;
- Review with the Chair of the Board and Chief Executive Officer of the REIT items for consideration by the Independent elected Trustees, including a review of each Board Meeting Agenda prior to circulation;
- In conjunction with the Governance and Nominating Committee, review any Board changes relating to structure or corporate governance processes to ensure the views of the Independent Trustees are appropriately reflected;
- In conjunction with the Chair of the Board and the Chair of the Governance and Nominating Committee, participate in the process for assessing the effectiveness of the Board as a whole, the committees and the contributions of individual Trustees;
- Perform such other duties and responsibilities as may be delegated to the Lead Trustee by the Board from time to time; and
- Participate as a non-voting, non-quorum committee member of all committees of the Board of which the Lead Trustee is not already a committee member.

Appointment

The Governance and Nominating Committee, in conjunction with the Chair of the Board, shall be responsible for recommending a candidate for the position of Lead Trustee from among the Independent elected members of the Board. The Board shall be responsible for approving and appointing the Lead Trustee.

The Lead Trustee shall serve until a successor shall have been duly elected or appointed or until the Lead Trustee resigns or is otherwise removed by the Board.