

## **CROMBIE REIT**

### **MANDATE OF THE GOVERNANCE AND NOMINATING COMMITTEE**

The Governance and Nominating Committee shall assist the Board of Trustees in fulfilling its responsibilities as they relate to:

- (a) Ongoing compliance with applicable corporate governance guidelines as issued by the Canadian Securities Administrators (CSA) or other applicable regulator, approval of the “Statement of Governance Practices” contained in the REIT’s Annual Information Circular and oversight of Crombie’s governance policies, mandates and position descriptions;
- (b) Proposing new elected trustee nominees for the Board, achieving Board diversity, proposing Trustee orientation and education, recommendations regarding Trustee compensation, oversight of Trustee ownership guidelines and oversight of Trustee circumstances affecting individual service;
- (c) Establishment and oversight of a process for assessing the performance and effectiveness of the Board as a whole, the Committees of the Board and contribution of individual Trustees; and
- (d) Selection of a Lead Trustee, composition of Board Committees and Trustee succession planning as vacancies arise or are contemplated.

### **COMPOSITION AND MEETINGS**

The Governance and Nominating Committee shall be appointed by the Board of Trustees and composed of a minimum of three Trustees, comprised exclusively of independent Trustees. Independence of the Board Members 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, other than interests and relationships arising from unitholding.

The members of the Committee shall be appointed or reappointed annually at the meeting of the Board immediately following each Annual Meeting of the Unitholders. Each member of the Committee shall continue to be a member thereof until his/her successor is appointed, unless he/she shall resign or be removed by the Board, or shall cease to be a Trustee of the REIT. Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board and shall be filled by the Board if the membership of the Committee is less than the minimum membership.

The Board shall appoint from the Committee membership a Chair to preside at meetings. In the absence of the Chair, one of the present Committee members shall be chosen by the Committee to preside at the meeting. The Chair presiding at any meeting of the Committee shall have a casting vote in case of deadlock. The Committee shall also appoint a Secretary who need not be a Trustee. The Chair of the Committee shall report the business of the meeting to the next regularly scheduled Board of Trustees meeting.

The time and place of meetings of the Committee and the procedure at such meetings shall be determined from time to time by the members thereof provided that:

- (a) 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;
- (b) The Committee shall meet at least semi-annually; and
- (c) Notice of the time and place of every meeting shall be given in writing or electronic communication to each member of the Committee at least 24 hours prior to the time for such 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.

The Committee may in its discretion, and shall at the request of three independent Trustees, call a meeting of all independent elected Trustees of the REIT. This procedure is designed to ensure the independence from Management and Empire Company Limited appointed Trustees of the Board of Trustees. The procedures for calling any such meeting shall be the same as those for calling a meeting of the Committee, with such modifications as may be necessary.

#### **PRIMARY RESPONSIBILITIES**

The Committee shall be advisory to the Board and, in such capacity, shall be responsible for reporting to the Board on the corporate governance functions of the REIT, including but not limited to:

- (a) Proposing new elected trustee nominees to the Board of Trustees;
- (b) Implementing a process to assess the effectiveness of the Board as a whole, the Committees of the Board and the contribution of individual Trustees;
- (c) Establishing an orientation and education program for new recruits to the Board;
- (d) Examining the size of the Board and undertaking, where appropriate, a program to establish a Board size which achieves appropriate diversity and effective decision-making;
- (e) Reviewing the adequacy and form of compensation of Trustees and ensuring the compensation realistically reflects the responsibilities and risks involved in being a Trustee;
- (f) Developing the REIT's approach to governance issues and the REIT's response to corporate governance guidelines of the applicable regulatory bodies;
- (g) Approving the Form of Notice of Annual Meeting, Proxy Materials and Form of Information Circular including the "Statement of Governance Practices" contained therein;

- (h) Annual review and approval of the position descriptions of the Chair, Lead Trustee, CEO, Committee Chairs and the Mandates of the Board of Trustees, Governance and Nominating Committee, Human Resources Committee, Investment Committee and Audit Committee;
- (i) Recommending to the Board the composition of the committees of the Board;
- (j) Reviewing and advising the Board on the independence status of any Trustee;
- (k) Publishing and maintaining the Trustee's Handbook;
- (l) Reviewing the continued appropriateness of Board membership when a Trustee makes a change in principal occupation, has competing Trusteeships, nears retirement age, etc;
- (m) Ensuring that the Code of Conduct reflects appropriate ethical and moral standards and that conduct is monitored and reported to the Board including annual Trustee compliance acknowledgement;
- (n) Assisting the Board in its oversight responsibilities in relation to related party transactions and other matters where conflicts of interest could arise; and
- (o) Periodically reviewing Trustee Unit ownership in relation to REIT guidelines and recommending any changes to the Board for consideration.

## **AUTHORITY**

The Committee has the authority to:

1. Conduct or authorize an investigation into any matters within the scope of its mandate or responsibility; and
2. With the approval of the Chair of the Governance and Nominating Committee at the REIT's expense, retain independent legal, accounting or financial advisors and such other advisors as it deems necessary to advise the Committee or assist the Committee in carrying out its duties or to assist in the conduct of an investigation.

Reviewed: February 22, 2018