

# SMARTCENTRES REAL ESTATE INVESTMENT TRUST

# Notice of Annual General Meeting of Holders of Units and Special Voting Units to be held on June 15, 2021

- and -

**Management Information Circular** 



May 12, 2021

Dear Fellow Unitholders,

SmartCentres Real Estate Investment Trust ("SmartCentres" or "we") is pleased to invite you to join our Board of Trustees and senior management team at the annual general meeting of the holders of our Units and Special Voting Units. The meeting will be held in a virtual only format via live audio webcast online at <a href="https://web.lumiagm.com/491148809">https://web.lumiagm.com/491148809</a> at 11:00 a.m. (Toronto time) on June 15, 2021. Additional information regarding how to attend the virtual meeting is enclosed. Please see "Voting at the Meeting" on page 1 for further information. Given the ongoing uncertainty surrounding the coronavirus (COVID-19) pandemic, and in order to mitigate the risks to the health and safety of our communities, Unitholders, employees and other stakeholders, the Board of Trustees has elected to hold this year's meeting in a virtual only format.

The annual meeting provides SmartCentres' Unitholders with an important opportunity to consider and participate in key matters for SmartCentres. The accompanying management information circular describes the business to be conducted at the annual meeting and provides information on SmartCentres' executive compensation and governance practices. The business to be conducted also includes considering, and if thought advisable, approving an amendment to SmartCentres' deferred unit plan (the "Deferred Unit Plan") to increase the number of Units authorized for issuance under the Deferred Unit Plan by 2,000,000 units, from 2,000,000 to 4,000,000. Unitholders will have an equal opportunity to participate online, regardless of their geographic location. At the annual meeting, there will be an opportunity for registered unitholders and duly appointed proxyholders to submit questions and vote online. It is important to note that Unitholders will not be able to attend this year's meeting in person. Those wishing to access and vote at the meeting during the live webcast will need to ensure that they remain connected to the meeting at all times in order to vote when balloting commences and it is such person's responsibility to ensure internet connectivity for the duration of the meeting.

As a Unitholder, your participation in the affairs of SmartCentres is important to us. On behalf of the Board of Trustees, management and employees, we would like to thank you for your consideration of the matters in this management information circular and for your continued support. We look forward to your attendance at the annual meeting.

Sincerely,

Mitchell Goldhar Executive Chairman

Takemoodsoldhar,

Peter Forde

President and Chief Executive Officer

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# SMARTCENTRES REAL ESTATE INVESTMENT TRUST

# NOTICE OF ANNUAL GENERAL MEETING OF UNITHOLDERS to be held on June 15, 2021

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the "**Meeting**") of the holders of Units ("**Units**") and Special Voting Units ("**Special Voting Units**") of SmartCentres Real Estate Investment Trust ("**SmartCentres**") will be held in a virtual only format, on June 15, 2021 at 11:00 a.m. (Toronto time) via live audio webcast online at <a href="https://web.lumiagm.com/491148809">https://web.lumiagm.com/491148809</a>, for the following purposes:

- 1. To receive and consider the consolidated financial statements of SmartCentres for the year ended December 31, 2020 and the auditor's report thereon;
- 2. To fix the aggregate number of Trustees to be elected or appointed at the Meeting at no more than nine;
- 3. To elect the persons named as proposed Trustees in the management information circular accompanying this notice of meeting as Trustees of SmartCentres for the ensuing year;
- 4. To re-appoint PricewaterhouseCoopers LLP, Chartered Professional Accountants, as the auditor of SmartCentres for the ensuing year and to authorize the Trustees of SmartCentres to fix the remuneration of such auditor;
- 5. To consider and vote on an advisory resolution on SmartCentres' approach to executive compensation, as more particularly set forth in the management information circular accompanying this notice of meeting;
- 6. To consider, and if thought advisable, to pass a resolution to amend SmartCentres' deferred unit plan (the "**Deferred Unit Plan**") to increase the number of units authorized for issuance under the Deferred Unit Plan by 2,000,000 units, from 2,000,000 to 4,000,000, all as more particularly set forth in the management information circular accompanying this notice of meeting; and
- 7. To transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The holders of Units and the holders of Special Voting Units are collectively referred to herein as the "Unitholders".

The specific details of the matters proposed to be put before the Unitholders at the Meeting are set forth in the accompanying management information circular. The record date for determination of Unitholders entitled to receive notice of and to vote at the Meeting is April 23, 2021 (the "Record Date"). Only Unitholders whose names appear on the register of Unitholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

Due to the public health impact of COVID-19, the Meeting will be held in a virtual only format conducted via live audio webcast in order to help mitigate health and safety risks to our community, Unitholders, employees and other stakeholders. Regardless of geographic location, registered unitholders and duly appointed proxyholders will have an equal opportunity to participate at the Meeting and vote on the applicable resolutions. The vast majority of Unitholders vote by proxy in advance. All Unitholders are encouraged to vote by proxy ahead of the Meeting.

Registered Unitholders and duly appointed proxyholders may attend the Meeting virtually, submit questions and vote provided they are connected to the internet and comply with all of the requirements set out in the accompanying management information circular. Registered Unitholders who are unable to attend the Meeting or any adjournment or postponement thereof are requested to date, sign and return the form of proxy accompanying this notice of meeting sent to them for use at the Meeting or any adjournment or postponement thereof. To be effective:

- (a) a form of proxy submitted by a registered <u>holder of Units</u> must be received by the Chief Financial Officer of SmartCentres, c/o Computershare Trust Company of Canada, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1; and
- (b) a form of proxy submitted by a registered <u>holder of Special Voting Units</u> must be received by the Chief Financial Officer of SmartCentres at the head office of SmartCentres located at 3200 Highway 7, Vaughan, Ontario L4K 5Z5;

in each case by 11:00 a.m. (Toronto time) on June 11, 2021, or at least 48 hours (excluding Saturdays, Sundays and holidays) prior to any adjournment or postponement of the Meeting. The Chairman of the Meeting will

have the discretion to accept or reject proxies deposited in any other manner, including waiving the time limit for deposit of proxies, without notice.

Non-registered Unitholders who have received a voting instruction form in connection with the Meeting should follow the instructions for completion and delivery as indicated on the form.

Unitholders who wish to appoint and register a proxyholder to attend the Meeting on their behalf must carefully follow the instructions in the accompanying management information circular and their form of proxy or voting instruction form, as applicable. Failure to properly register a proxyholder with our transfer agent will result in the proxyholder not receiving a Username to vote at the Meeting and only being able to attend as a guest.

**DATED** at the City of Vaughan, in the Province of Ontario, this 12<sup>th</sup> day of May, 2021.

BY ORDER OF THE BOARD OF TRUSTEES OF SMARTCENTRES REAL ESTATE INVESTMENT TRUST

Michael Young

Lead Independent Trustee

#### **O&A RELATING TO THE MEETING**

# 1. Where and when is the meeting?

The annual general meeting of Unitholders of SmartCentres will take place in a virtual only format at 11:00 a.m. (Toronto time) on June 15, 2021 via live audio webcast online at <a href="https://web.lumiagm.com/491148809">https://web.lumiagm.com/491148809</a>. You can vote online at the meeting (if you are a registered Unitholder or duly appointed proxyholder, including a non-registered Unitholder who has appointed and registered yourself as proxyholder) or by proxy. See the section entitled "Solicitation of Proxies and Voting at the Meeting - Voting at the Meeting" in the accompanying management information circular for more information.

# 2. Why is this year's meeting virtual-only?

This year's meeting will be held virtually via live online audio webcast, due to the ongoing uncertainty surrounding the coronavirus (COVID-19) pandemic in order to mitigate the risks to the health and safety of our communities, Unitholders, employees and other stakeholders. Registered Unitholders are encouraged to vote in advance of the meeting at <a href="https://www.investorvote.com">www.investorvote.com</a> or via telephone at 1-866-732-VOTE (8683) or as described below and in the accompanying management information circular. Non-registered Unitholders are kindly asked to return their voting instructions as specified in the voting instruction form.

Registered Unitholders and duly appointed proxyholders (including non-registered Unitholders who have appointed themselves as proxyholders) will be entitled to attend virtually, participate and vote at the meeting, all in real time. Guests and non-registered Unitholders who do not appoint themselves as proxyholder may still access and listen to the meeting but will not be able to vote or submit questions.

It is important to note that you will not be able to attend this year's meeting in person. If you are accessing and voting at the meeting you must remain connected to the internet at all times during the meeting in order to vote when balloting commences. It is your responsibility to ensure internet connectivity for the duration of the meeting.

# 3. What are Unitholders voting upon at the meeting?

Unitholders are voting on the size of the board, the election of Trustees for the coming year and the appointment of auditors. We are seeking the approval of these matters by Unitholders holding at least a majority of the votes cast at the meeting. Unitholders will also vote on a non-binding say-on-pay advisory resolution as set out in further detail below. Unitholders are also voting on an amendment to the Deferred Unit Plan to increase the number of Units authorized for issuance under the Deferred Unit Plan by 2,000,000 Units, from 2,000,000 to 4,000,000.

# 4. What is an advisory say-on-pay vote?

The advisory vote on say-on-pay is provided to allow Unitholders to show their approval or disapproval of SmartCentres' executive compensation policies which are described in detail in the accompanying management information circular. An advisory vote is non-binding on SmartCentres and it remains the duty of the Board of Trustees and the Corporate Governance and Compensation Committee of SmartCentres to develop and implement appropriate executive compensation policies for SmartCentres. The Corporate Governance and Compensation Committee will take into account the results of the vote when considering future executive compensation arrangements. At SmartCentres' annual general and special meeting of Unitholders held on December 9, 2020, Unitholders holding over 99% of the votes cast at the meeting voted in favour of SmartCentres' approach to executive compensation.

# 5. Why are Unitholders being asked to approve an amendment to the Deferred Unit Plan?

The purpose of the Deferred Unit Plan is to promote a greater alignment of interests between the Trustees, officers and employees of SmartCentres and/or its subsidiaries and Unitholders. In order to facilitate continued participation in the Deferred Unit Plan, SmartCentres must ensure that a sufficient number of Units are reserved and available for issuance in connection with redemptions of deferred units granted under the Deferred Unit Plan. Pursuant to the Deferred Unit Plan, the current aggregate number of Units authorized for issuance upon the redemption of all Deferred Units granted under the Deferred Unit Plan is 2,000,000. A total of 314,542 Units have been issued upon the redemption of Deferred Units issued under the Deferred Unit Plan. As of the Record Date, SmartCentres has also issued a further 1,499,743 Deferred Units which have not yet been redeemed, but that may potentially be redeemed for Units in the future, leaving 185,715 Units reserved and available for future issuances (assuming that all outstanding Deferred Units are redeemed for Units). The Corporate Governance and Compensation Committee has recommended to the Board of Trustees that the number of Units reserved and available for issuance in connection with the Deferred

Unit Plan be increased by 2,000,000 Units, from 2,000,000 to 4,000,000, which represents 2.8% of the total issued and outstanding Units as of the Record Date. The Board of Trustees has accepted this recommendation.

#### 6. How do unitholders vote?

If you are a "non-registered" Unitholder because your units and/or special voting units are not registered in your name but are instead registered in the name of Canadian Depository for Securities Limited, CDS Clearing and Depository Services Inc., CDS INC., CDS Innovations Inc. or their affiliates, or in the name of an intermediary that you deal with in respect of your units and/or special voting units (which may include banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered registered retirement savings plans, registered retirement income funds, registered education savings plans, tax-free savings accounts and similar plans), SmartCentres has elected to send you copies of the notice of the meeting, the accompanying management information circular and the voting instruction form (collectively, the "meeting materials") indirectly through intermediaries.

Intermediaries will frequently use service companies to forward the meeting materials to non-registered Unitholders. Generally, a non-registered Unitholder who has not waived the right to receive meeting materials will be given a voting instruction form by the intermediary, which, when properly completed and signed by the non-registered Unitholder and returned to the intermediary or its service company (as directed in such voting instruction form), will constitute voting instructions which the intermediary must follow.

Non-registered Unitholders are kindly asked to return their voting instructions as specified in the voting instruction form. You are encouraged to provide your voting instructions online or by telephone if your intermediary provides you with this option. Non-registered Unitholders who are completing, signing and delivering voting instruction forms should note that those forms specify mandatory delivery dates which generally occur before the deadline that registered Unitholders must deliver completed forms of proxy. You should contact your broker or intermediary for further details. SmartCentres may use the Broadridge QuickVote<sup>TM</sup> service to assist non-registered Unitholders with voting their units and/or special voting units over the telephone.

If you are a registered Unitholder, or if you are a non-registered Unitholder who wishes to appoint and register yourself or a third party as proxyholder to attend and vote at the meeting, please refer to the sections entitled "Solicitation of Proxies and Voting at the Meeting - Voting at the Meeting" and "Solicitation of Proxies and Voting at the Meeting - Appointment, Registration and Revocation of Proxies" in the accompanying management information circular for further instructions on how to appoint and register a proxyholder and vote.

# SMARTCENTRES REAL ESTATE INVESTMENT TRUST MANAGEMENT INFORMATION CIRCULAR

For the Annual General Meeting of Unitholders to be held on June 15, 2021

#### MEANING OF CERTAIN REFERENCES

References to "SmartCentres" and "we" in this management information circular refer to SmartCentres Real Estate Investment Trust. References to the "Board" means the Board of Trustees of SmartCentres and to "Trustees" means the Trustees of SmartCentres.

In addition, references to "Units" means Variable Voting Units of SmartCentres, to "Special Voting Units" means the Special Voting Units of SmartCentres and to "Voting Units" means the Special Voting Units and Units. "Unitholders" means the holders of Units and Special Voting Units.

All dollar amounts in this management information circular are expressed in Canadian dollars.

# SOLICITATION OF PROXIES AND VOTING AT THE MEETING

#### **Solicitation of Proxies**

This management information circular (the "Circular") is furnished in connection with the solicitation of proxies by the management of SmartCentres to be used at the annual general meeting of Unitholders (the "Meeting") to be held in a virtual only format on June 15, 2021 at 11:00 a.m. (Toronto time) via live audio webcast online at <a href="https://web.lumiagm.com/491148809">https://web.lumiagm.com/491148809</a> and at any adjournment thereof, for the purposes set forth in the enclosed notice of meeting. Given the ongoing uncertainty surrounding the coronavirus (COVID-19) pandemic, and in order to mitigate the risks to the health and safety of our communities, Unitholders, employees and other stakeholders, the Board of Trustees has elected to hold this year's meeting in a virtual only format.

Solicitations of proxies will be primarily by mail, but may also be by newspaper publication, in person or by telephone, telecopy or oral communication by Trustees, officers, employees or agents of SmartCentres who may be specifically remunerated for such solicitations. All costs of the solicitation will be borne by SmartCentres. The information contained herein is given as of April 23, 2021 unless otherwise specified.

# Voting at the Meeting

Who may Vote at the Meeting

Registered Unitholders of record as at the close of business on April 23, 2021 (the "Record Date") are entitled to receive notice of, attend and vote at the Meeting. Only registered Unitholders or duly appointed proxyholders are permitted to attend and vote at the Meeting.

Non-registered Unitholders ("Non-Registered Holders") who beneficially own units through an intermediary but have <u>not</u> duly appointed themselves as proxyholder will not be able to vote or submit questions at the Meeting but will be able to attend as a guest.

If you are a Non-Registered Holder who received a voting instruction form and wish to vote at the Meeting (or wish to appoint someone else to vote at the Meeting on your behalf), you must insert the name of your desired proxyholder in the space provided on the voting instruction form and subsequently appoint and register yourself (or such other person) as proxyholder. In doing so you must follow all of the applicable instructions, including the deadline, provided by your intermediary. See " – Appointment, Registration and Revocation of Proxies" below for more information.

You may also vote before the Meeting by completing your form of proxy or voting instruction form in accordance with the instructions provided therein. Registered Unitholders may also vote in advance at <a href="https://www.investorvote.com">www.investorvote.com</a> or via telephone at 1-866-732-VOTE (8683).

#### **Regarding Non-Registered Holders**

Most Unitholders are Non-Registered Holders because the Voting Units they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they

purchased the Voting Units. A person is a Non-Registered Holder in respect of Voting Units which are held on behalf of that person but which are registered either in the name of: (i) an intermediary (an "Intermediary") that a Non-Registered Holder deals with in respect of its Voting Units (which may include banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered registered retirement savings plans, registered retirement income funds, registered education savings plans, tax-free savings accounts and similar plans), or (ii) a clearing agency such as the Canadian Depository for Securities Limited, CDS Clearing and Depository Services Inc., CDS INC., CDS Innovations Inc. and their affiliates (collectively "CDS"), of which the Intermediary is a participant.

In accordance with the requirements of National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer, SmartCentres has elected to send copies of the meeting materials indirectly through Intermediaries to the non-objecting Non-Registered Holders. SmartCentres will pay all costs associated with the sending of the notice of meeting and the voting instruction form by the Intermediary to the Non-Registered Holders.

Intermediaries will frequently use service companies to forward the meeting materials to Non-Registered Holders. Generally, a Non-Registered Holder who has not waived the right to receive meeting materials will be given a voting instruction form by the Intermediary, which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service company (as directed in such voting instruction form), will constitute voting instructions which the Intermediary must follow.

Non-Registered Holders are kindly asked to return their voting instructions as specified in the voting instruction form.

Voting instruction forms should be completed and returned in accordance with the specific instructions noted on them. The purpose of this procedure is to permit Non-Registered Holders to direct the voting of the Voting Units which they beneficially own.

Non-Registered Holders should return their voting instructions as specified in the voting instruction form. Non-Registered Holders should carefully follow the instructions set out in the voting instruction form, including those regarding when and where the voting instruction form is to be delivered.

If you are a Non-Registered Holder and wish to vote at the Meeting (or wish to appoint someone else to vote at the Meeting on your behalf), see "- Appointment, Registration and Revocation of Proxies" below for more information.

How to Vote at the Meeting

The Meeting will be held in a virtual only format via live audio webcast. Unitholders will not be able to attend the Meeting in person.

Registered Unitholders and duly appointed proxyholders, including Non-Registered Holders who have duly appointed themselves as proxyholder, can log into the Meeting as set out below. Attending the Meeting online enables Registered Unitholders and duly appointed proxyholders to participate at the Meeting and submit questions during the Meeting in writing by sending a message to the chair of the Meeting online through the Meeting portal. Questions received which relate to the business of the Meeting will be addressed in real time as the applicable item of business is being discussed. Questions received which do not relate to the business of the Meeting are expected to be addressed in the question-and-answer session that will follow the Meeting. Such questions will be read by the chair of the Meeting or a designee of the chair and responded to by a representative of SmartCentres as they would be at an in-person meeting. As at an in-person meeting, to ensure fairness for all attendees, the chair of the Meeting will decide on the amount of time allocated to each question and will have the right to limit or consolidate questions and to reject questions that do not relate to the business of the Meeting or which are determined to be inappropriate or otherwise out of order. If desired, registered Unitholders and duly appointed proxyholders can vote at the appropriate times during the Meeting.

Guests, including Non-Registered Holders who have not duly appointed themselves as proxyholder, can log into the Meeting as set out below but are not able to vote or submit questions during the Meeting.

- Login online at <a href="https://web.lumiagm.com/491148809">https://web.lumiagm.com/491148809</a>. It is recommended that you login at least 15 minutes before the Meeting starts.
- If you are a registered Unitholder or duly appointed proxyholder, including a Non-Registered Holder who has appointed and registered yourself as proxyholder, click "I have a login" and then enter your 15-digit Control Number or Username, as applicable (see below) and Password "smart2021" (case sensitive).

OR

If you are a Non-Registered Holder who has not appointed and registered yourself as proxyholder, click "I am a guest" and then complete the online form.

Control Numbers and Usernames

**Registered Unitholders**: Your Control Number is the control number located on the form of proxy or in the email notification you received.

**Duly appointed proxyholders**: Computershare will provide each proxyholder with a Username by email after the proxy voting deadline has passed and the proxyholder has been duly appointed AND registered as described in "Appointment, Registration and Revocation of Proxies" below.

If you attend the Meeting online, it is important that you are connected to the internet at all times during the Meeting in order to vote when voting commences during the Meeting. It is your responsibility to ensure connectivity for the duration of the Meeting. You should allow ample time to check into the Meeting online and complete the related procedure.

# **Appointment, Registration and Revocation of Proxies**

The following applies to Unitholders who wish to appoint and register someone as their proxyholder other than the SmartCentres proxyholders named in the form of proxy or voting instruction form. This includes Non-Registered Holders who wish to appoint and register themselves or a third party as proxyholder to attend, participate or vote at the Meeting.

Unitholders who wish to appoint and register someone other than the SmartCentres proxyholders as their proxyholder to attend and participate at the Meeting as their proxy and vote their Units must submit their form of proxy or voting instruction form, as applicable, appointing that person as proxyholder and register that proxyholder online, as described below. Registering the proxyholder is an <u>additional</u> step to be completed AFTER the Unitholder has submitted the completed form of proxy or voting instruction form. Failure to register the proxyholder will result in the proxyholder not receiving a Username that is required to vote at the Meeting.

Step 1: Appointing your Proxyholder

Registered Unitholders

If you are a registered Unitholder, you will have received a form of proxy with the notice of meeting. The persons named in the form of proxy are Trustees or officers of SmartCentres. A registered Unitholder desiring to appoint a person (who need not be a Unitholder) to represent such Unitholder at the Meeting other than the persons designated in the form of proxy may do so either by inserting such person's name in the blank space provided in the form of proxy and sending or delivering the completed form of proxy to the Chief Financial Officer of SmartCentres. To be effective:

- (a) a form of proxy submitted by a registered <u>holder of Units</u> must be received by the Chief Financial Officer of SmartCentres, c/o Computershare Trust Company of Canada, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1; and
- (b) a form of proxy submitted by a registered <u>holder of Special Voting Units</u> must be received by the Chief Financial Officer of SmartCentres at the head office of SmartCentres located at 3200 Highway 7, Vaughan, Ontario L4K 5Z5,

in each case by 11:00 a.m. (Toronto time) on June 11, 2021, or at least 48 hours (excluding Saturdays, Sundays and holidays) prior to any adjournment or postponement of the Meeting. The Chairman of the Meeting will have the discretion to accept or reject proxies deposited in any other manner, including waiving the time limit for deposit of proxies without notice. Failure to so deposit a form of proxy shall result in its invalidation. This first step must be completed <u>prior</u> to registering such proxyholder online, which is an additional and required second step outlined in "Step 2: Registering Your Proxyholder" below.

# Non-Registered Holders

If you are a Non-Registered Holder who received a voting instruction form and, instead of completing and returning such voting instruction form in order to vote, wish to vote at the Meeting (or wish to appoint someone else to vote at the Meeting on your behalf), you must insert the name of your desired proxyholder in the space provided on the voting instruction form and subsequently appoint and register yourself (or such other person) as proxyholder. In doing so you must follow all of the applicable instructions, including the deadline, provided by your intermediary. In some cases, your intermediary may send you additional documentation that must be completed in order for you (or such other person) to vote at the Meeting.

# Step 2: Registering your Proxyholder

To register a third-party proxyholder, a Unitholder (including a Non-Registered Holder who has appointed themself or a third party as proxyholder) must visit <a href="http://www.computershare.com/SmartCentres">http://www.computershare.com/SmartCentres</a> no later than 11:00 a.m. on June 11, 2021 (or at least 48 hours, excluding Saturdays, Sundays and holidays, prior to any adjournment or postponement of the Meeting) and provide Computershare with the required proxyholder contact information so that Computershare may provide the proxyholder with a Username via email. Registering the proxyholder is an additional step to be completed AFTER the Unitholder has submitted the completed form of proxy or voting instruction form. Without a Username, a proxyholder will not be able to vote at the Meeting but will be able to participate as a guest.

Revocation of Proxies

Registered Unitholders

A registered Unitholder who has given a form of proxy may revoke it as to any matter on which a vote has not already been held pursuant to its authority by an instrument in writing executed by such Unitholder or by his or her attorney duly authorized in writing or, if the registered Unitholder is a corporation, by an officer or attorney thereof duly authorized, and deposited either at the abovementioned office of Computershare Trust Company of Canada on or before the last business day preceding the day of the Meeting or any adjournment thereof. If you have followed the process for attending and voting at the Meeting online, voting at the Meeting will revoke your previous proxy.

Non-Registered Holders

Non-Registered Holders should contact their intermediary to find out how to change or revoke voting instructions and for information regarding timing requirements or for other voting questions. Intermediaries may set deadlines for the receipt of revocation notices that are farther in advance of the Meeting than those set out above and, accordingly, any such revocation should be completed well in advance of the deadline prescribed in the form of proxy or voting instruction form to ensure it is given effect at the Meeting.

# Signature of Proxy

A form of proxy must be executed by the registered Unitholder or his or her attorney authorized in writing or, if such Unitholder is a corporation, the form of proxy should be signed in its corporate name under its corporate seal by an authorized officer whose title should be indicated. A form of proxy signed by a person acting as attorney or in some other representative capacity should reflect such person's capacity following his or her signature and should be accompanied by the appropriate instrument evidencing qualification and authority to act (unless such instrument has been previously filed with SmartCentres).

# **Voting of Proxies**

The persons named in the form of proxy will vote the Voting Units in respect of which they are appointed in accordance with the direction of the Unitholder appointing them. In the absence of such direction, such Voting Units will be voted in favour of the following resolutions:

1. Fixing the aggregate number of Trustees to be elected or appointed at the Meeting at no more than nine;

- 2. Electing the persons named as proposed Trustees in this Circular as Trustees of SmartCentres for the ensuing year;
- 3. Re-appointing PricewaterhouseCoopers LLP, Chartered Professional Accountants, as the auditor of SmartCentres for the ensuing year and authorizing the Trustees to fix the remuneration of the auditor;
- 4. Accepting SmartCentres' approach to executive compensation, as more particularly set forth in this Circular; and
- 5. Approving certain amendments to SmartCentres' deferred unit plan (the "Deferred Unit Plan") to increase the number of units authorized for issuance under the Deferred Unit Plan by 2,000,000 units, from 2,000,000 to 4,000,000, all as more particularly set forth in this Circular.

# **Exercise of Discretion of Proxy**

The form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the accompanying notice of meeting and the Circular and with respect to other matters that may properly come before the Meeting. At the date of the Circular, management of SmartCentres knows of no amendments, variations or other matters to come before the Meeting other than the matters referred to in the notice of meeting.

# **Advance Notice Policy**

SmartCentres has implemented a policy requiring advance notice to be given to SmartCentres of Unitholder proposals relating to the nomination of Trustees (the "Advance Notice Policy"). The Advance Notice Policy requires a nominating Unitholder to provide notice to the Trustees of proposed Trustee nominations not less than 30 days prior to the date of the applicable annual meeting (being not later than May 16, 2021 for purposes of the Meeting). This advance notice period is intended to give SmartCentres and its Unitholders sufficient time to consider any proposed nominees. A copy of the Declaration of Trust, which sets out SmartCentres' Advance Notice Policy, may be viewed under the Trust's profile on SEDAR at <a href="https://www.sedar.com">www.sedar.com</a>.

# **Unitholder Proposals**

The Declaration of Trust provides for the ability of an eligible Unitholder (meeting certain specified criteria) to submit a proposal for consideration at an annual meeting of SmartCentres (other than proposals with respect to the nomination of Trustees which must follow the provisions of the Advance Notice Policy referred to above). The final date for submission of proposals by Unitholders for inclusion in the circular in connection with next year's annual meeting of Unitholders is February 11, 2022.

# INFORMATION RESPECTING SMARTCENTRES REAL ESTATE INVESTMENT TRUST

#### General

SmartCentres is an unincorporated "open-end" real estate investment trust constituted in accordance with the laws of the Province of Alberta pursuant to a declaration of trust (the "**Declaration of Trust**"). SmartCentres is focused on the development and ownership of high quality retail properties and is also pursuing mixed-use development and intensification opportunities including residential, retirement homes, office and self-storage primarily on properties already owned by SmartCentres and supplemented by further strategic acquisitions with existing and new partners. The principal and head office of SmartCentres is located at 3200 Highway 7, Vaughan, Ontario L4K 5Z5.

# **Meetings of Unitholders**

The Declaration of Trust provides that meetings of Unitholders must be called and held for, among other matters, the election or removal of Trustees (except filling casual vacancies), the appointment or removal of the auditors of SmartCentres, the approval of amendments to the Declaration of Trust, an increase or decrease in the number of Trustees, the sale of the assets of SmartCentres in its entirety or substantially in its entirety (other than as part of an internal reorganization) or the termination of SmartCentres.

Registered Unitholders may attend and vote at all meetings of Unitholders either in person or by proxy and a proxyholder need not be a Unitholder. Two persons present in person or represented by proxy and representing in the

aggregate not less than 25% of the votes attaching to all outstanding Voting Units shall constitute a quorum for the transaction of business at all such meetings.

#### **Authorized Capital**

The Declaration of Trust authorizes the issuance of an unlimited number of two classes of units: Units and Special Voting Units.

As of the Record Date, SmartCentres had 144,618,657 Units and 27,640,118 Special Voting Units (not including the Additional Special Voting Units, as defined below) outstanding for a total of 172,258,775 outstanding Voting Units (not including the Additional Special Voting Units).

SmartCentres had 8,163,976 Additional Special Voting Units outstanding as of the Record Date that were issued pursuant to the Voting Top-Up Right and are held by (i) Mitchell Goldhar, (ii) any heir, executor, administrator or legal representative of Mitchell Goldhar; (iii) any individual who is the child, spouse, common law spouse, father, mother, brother, sister, niece or nephew of Mitchell Goldhar, or is married to any such individual; (iv) any trust in respect of which all of the beneficiaries shall be solely one or more of those persons referred to in clause (iii); (v) any combination of persons referred to in clauses (i), (ii), (iii) or (iv); and (vi) any person who is controlled by any person referred to in clauses (i), (ii), (iii) or (iv) or any combination thereof (collectively, the "MG Entities"). The Voting Top-Up Right is described in more detail below.

Limited partnership subsidiaries of SmartCentres have issued 27,640,118 securities that are convertible or exchangeable directly for Units without the payment of additional consideration ("Exchangeable Securities"), including Class B limited partnership units ("Class B LP Units") and Class D limited partnership units ("Class D LP Units"). Such Exchangeable Securities are economically equivalent to Units as they are entitled to distributions equal to those on the Units and are exchangeable for Units on a one-for-one basis. The issue of a Class B LP Unit and Class D LP Unit is accompanied by a Special Voting Unit that entitles the holder to vote at meetings of Unitholders, as described in more detail below.

#### Units

An unlimited number of Units may be created and issued pursuant to the Declaration of Trust. Each Unit represents an equal fractional undivided beneficial interest in any distributions from SmartCentres, and in the net assets of SmartCentres in the event of termination or winding-up of SmartCentres. All Units are of the same class with equal rights and privileges, subject to the Voting Top-Up Right described below. Each Unit is transferable, entitles the holder thereof to participate equally in distributions, including the distributions of net income and net realized capital gains of SmartCentres and distributions on liquidation, is fully paid and non-assessable and entitles the holder thereof to one vote at all meetings of Unitholders for each Unit held.

# **Special Voting Units**

An unlimited number of Special Voting Units may be created and issued pursuant to the Declaration of Trust. Other than Additional Special Voting Units issued pursuant to the Voting Top-Up Right (described below), Special Voting Units shall only be issued by SmartCentres from time to time in connection with or in relation to Exchangeable Securities on such terms and conditions as may be determined by the Trustees. Each Special Voting Unit shall entitle the holder of a Special Voting Unit to such number of votes at meetings of Unitholders as is equal to (i) the number of Units into which the Exchangeable Security to which such Special Voting Unit relates (other than an Exchangeable Security owned by SmartCentres or any subsidiary of SmartCentres) is then exchangeable or convertible for or (ii) in the case of an Additional Special Voting Unit, the number of votes that are eligible to be cast in respect of one Unit. For greater certainty, holders of Special Voting Units shall not be entitled, by virtue of their holding of Special Voting Units, to distributions of any nature whatsoever from SmartCentres nor shall they have any beneficial interest in any assets of SmartCentres on termination or winding up of SmartCentres. Special Voting Units are not separately transferable from the Exchangeable Security to which they relate and are automatically redeemed and cancelled upon the exercise or conversion of such Exchangeable Security.

Notwithstanding the foregoing, prior to December 31, 2025, if in the 365 day period preceding an Issuance (as defined below), the average weighted aggregate number of Special Voting Units and Units beneficially owned or controlled by Mitchell Goldhar (while he remains alive) or the MG Entities (if Mitchell Goldhar is not alive) (not including any Additional Special Voting Units (as defined below) issued to the MG Entities pursuant to the Voting Top-Up Right) is equal to or greater than the lesser of (i) 20% of the aggregate issued and outstanding voting securities of SmartCentres (excluding any Additional Special Voting Units) and (ii) 22,800,000 voting securities of SmartCentres, provided that such securities represent no less than 10% of the voting rights attached to the issued and outstanding voting securities of SmartCentres (excluding any Additional Special Voting Units) at the time of such Issuance, and

Mitchell Goldhar or another individual appointed by the MG Entities remains a Trustee at the time of such Issuance, SmartCentres shall issue (an "Issuance") such number of additional Special Voting Units (the "Additional Special Voting Units") to Mitchell Goldhar or such other MG Entity as is designated in writing to SmartCentres by the MG Entities Representative (as defined below) prior to such Issuance, which will entitle Mitchell Goldhar (while he remains alive) or the MG Entities (if Mitchell Goldhar is not alive) to cast 25% of the aggregate votes eligible to be cast at a meeting of the holders of Units and Special Voting Units or in respect of any written resolution of Unitholders (the "Voting Top-Up Right").

If on any record date for a Unitholder meeting, the number of Units and Special Voting Units (including Additional Special Voting Units issued pursuant to the Voting Top-Up Right) beneficially owned or controlled by Mitchell Goldhar or the MG Entities carry voting rights that represent more than 25% of the aggregate votes eligible to be cast at such meeting (including the votes attached to the then outstanding Additional Special Voting Units), then a number of the then outstanding Additional Special Voting Units will automatically be cancelled (with such cancellation to be effective immediately prior to such record date) equal to the lesser of (i) all of the issued and outstanding Additional Special Voting Units beneficially owned or controlled by Mitchell Goldhar or the MG Entities immediately prior to such record date; or (ii) the number of Additional Special Voting Units required to reduce the total votes represented by Units and Special Voting Units (including Additional Special Voting Units) beneficially owned or controlled by Mitchell Goldhar or the MG Entities to 25% of the aggregate votes eligible to be cast at such meeting. Any outstanding Additional Special Voting Units issued pursuant to the Voting Top-Up Right will automatically be cancelled forthwith upon the expiry of the Voting Top-Up Right on December 31, 2025 (absent an earlier extension or other amendment to delay or modify such cancellation, in which case such Additional Special Voting Units will remain outstanding until such time as cancelled in accordance with the terms of the Declaration of Trust).

For the purposes of this Circular "MG Entities Representative" means (i) while Mitchell Goldhar remains alive, Mitchell Goldhar or such other individual as may from time to time be designated in writing by Mitchell Goldhar and (ii) if Mitchell Goldhar is not alive, such individual as may from time to time be designated in writing by the MG Entities.

Mitchell Goldhar beneficially owned or controlled 25.03% of the Voting Units prior to the Record Date (including all previously issued and outstanding Additional Special Voting Units). As a result, SmartCentres cancelled 77,568 Additional Special Voting Units held by an entity controlled by Mitchell Goldhar in accordance with the terms of the Voting Top-Up Right.

# **Principal Unitholders**

To the knowledge of SmartCentres, as at April 23, 2021, no person or company beneficially owned, directly or indirectly, or exercised control or direction over, voting securities of SmartCentres carrying more than 10% of the voting rights attached to any class of voting securities of SmartCentres except as set out below:

Voting Unitholder and Municipality	Type of	<u>Units</u>		Special Vot	ing Units <sup>(2)</sup>	<u>Voting</u>	<u>Units</u>
of Residence	Ownership	Number	Percentage	Number	Percentage	Number	Percentage
Mitchell Goldhar <sup>(1)</sup> Vaughan, ON	Beneficial	15,032,063	10.4%	30,073,625	84.0%	45,105,688	25%

#### Notes:

- (1) These Voting Units are held by companies owned by Mitchell Goldhar.
- (2) Mitchell Goldhar's companies own 21,909,649 Class B LP Units with which such Special Voting Units are associated and that are exchangeable on a one-for-one basis for Units (subject to any anti-dilution adjustments). The total number of Special Voting Units also includes 8,163,976 Additional Special Voting Units issued to the MG Entities pursuant to the Voting Top-Up Right. See "Information Respecting SmartCentres Real Estate Investment Trust Special Voting Units".

#### **TRUSTEES**

#### Nominees for Election to the Board of Trustees

The following tables and notes thereto set out certain biographical and other information with respect to each of the individuals to be nominated for election as a Trustee of SmartCentres at the Meeting or to be appointed by the MG Entities upon the conclusion of the Meeting (see "Particulars of Matters to be Acted Upon – Election of Trustees"). Kevin Pshebniski has advised SmartCentres that he will not stand for re-election as a Trustee at the Meeting.



MITCHELL GOLDHAR Age: 59

Ontario, Canada

Trustee since 2005, Executive Chairman effective February 14, 2018

#### NOT INDEPENDENT(1)

#### **Areas of Expertise:**

- Real estate
- Financial
- Property development
- Retail
- Legal
- Investment

#### **Principal Occupation**

Mitchell Goldhar is a Canadian businessman and founder of SmartCentres. Mr. Goldhar has 38 years of real estate development, financial and operational experience, and has developed over 60 million square feet of retail, residential, office and industrial. Mr. Goldhar started SmartCentres in 1989 with the belief that all Canadians deserved fair pricing for their weekly shopping needs. With a shared vision, he worked to help Walmart enter the Canadian market, which they did in 1994. Mr. Goldhar remains Walmart's only real estate development partner in the world. Mr. Goldhar is personally leading "Project 512"; the REIT's \$13.5B transformation program of existing properties 'from shopping centres to city centres'. This substantial increase of density on existing properties includes apartments, condos, towns, seniors' residences, self-storage, offices, retail, hotels and industrial uses. Mr. Goldhar is also the owner of the Penguin Group of Companies, Penguin PickUp, REVIVAL Film Studios, Clevelands House Resort in Muskoka, and Maccabi Tel Aviv Football Club.

Mr. Goldhar holds a BA in Political Science from York University and has been an adjunct professor at the University of Toronto's Rotman School of Management since 2004. He is a member of the Board of Onex Corporation, Indigo Books and Music, the Canadian Concussion Centre at Toronto General Hospital and is Director Emeritus with the SickKids Foundation. Mr. Goldhar has been SmartCentres largest unitholder since 2003 and has been a SmartCentres Trustee since 2005. From May 2015 to February 2018 Mr. Goldhar was the Non-executive Chairman of the Board of Trustees and has been the Executive Chairman of the Board of Trustees since February 2018.

# **Other Public Board Memberships**

Onex Corporation

Indigo Books & Music Inc.

No interlocking outside public company directorships

Board/Committee Memberships	Attendance at Regular Meetings	Attendance at Special Meetings	Overall Attendance
Board (Chairman)	4/4	13/13	100%
Investment Committee	3/3	n/a	10070

	Securities Beneficially Owned or Controlled as at April 23, 2021											
<b>Voting Units</b>			Deferr	ed Units	Tota	al Units	Unit Owne	rship Requirement <sup>(5)</sup>				
	Number (2)	Market Value <sup>(3)</sup>	Number	Market Value <sup>(4)</sup>	Number	Market Value	Minimum Ownership Requirement	Complies with Minimum Ownership Requirement				
	45,105,688	\$1,037,323,273	128,923	\$3,620,158	45,234,611	\$1,040,943,431	\$1,127,280	Yes (923.4 times requirement)				

# Voting Results of 2020 Annual General and Special Meeting

Mr. Goldhar was appointed as a Trustee by the MG Entities pursuant to their rights under the Declaration of Trust.

#### Notes:

- (1) Mr. Goldhar owns companies which are parties to an amended and restated governance and investor rights agreement (the "Governance and Investor Rights Agreement"), a development services agreement, the Penguin Services Agreement (see "Executive Compensation 2020 Compensation for the Named Executive Officers Penguin Services Agreement"), a trade-mark licence agreement, and various other agreements with SmartCentres and its subsidiaries that are significant to SmartCentres. Mr. Goldhar is also a senior officer of SmartCentres. He is therefore not considered to be an independent Trustee under National Instrument 58-101 Disclosure of Corporate Governance Practices ("NI 58-101"). See "Trustees Independence".
- (2) This amount includes 15,032,063 Units, 21,909,649 Special Voting Units and 8,163,976 Additional Special Voting Units beneficially owned or controlled by Mr. Goldhar. Mr. Goldhar beneficially owns or controls 21,909,649 Class B LP Units that are associated with the Special Voting Units and are exchangeable into Units.
- (3) This amount was determined by multiplying the number of Voting Units (other than Additional Special Voting Units) held by Mr. Goldhar by the closing price of the Units on the Toronto Stock Exchange (the "TSX") on April 23, 2021. For these purposes, it has been assumed that Special Voting Units (other than Additional Special Voting Units) beneficially owned or controlled by Mr. Goldhar have a value equal to the value of the underlying Exchangeable Securities for which such Special Voting Units have been issued and it has been assumed that such Exchangeable Securities have a value equal to the value of the Units for which they may be exchanged. It has further been assumed that the Additional Special Voting Units have a value of \$\infty\$ nil as they are not coupled with any Exchangeable Securities.
- (4) This amount was determined by multiplying the aggregate number of deferred units of SmartCentres ("Deferred Units") held by Mr. Goldhar by the closing price of the Units on the TSX on April 23, 2021.
- (5) See "Corporate Governance Alignment of Interests with Unitholders Minimum Unit Ownership by the Executive Chairman".



JANET BANNISTER Age: 50 Ontario, Canada

Nominee

#### INDEPENDENT

# **Areas of Expertise:**

- Financial
- Investment
- Retail

#### **Principal Occupation**

Ms. Bannister is the Managing Partner at Real Ventures, one of Canada's largest early-stage venture capital firms. Real Ventures is a leading source of capital for entrepreneurs who are building the next generation of leading tech companies. She has led investments in over a dozen companies and works actively with founders to help them build large, industry-defining companies. As Managing Partner, Ms. Bannister sets the strategy for the firm, leads investor relationships, and oversees all firm operations. In addition, Ms. Bannister is very active in the Canadian tech ecosystem; she is on the Board of Communitech in Waterloo, Vector Institute in Toronto and C100. She is also an active advisor at Next Canada, Creative Destruction Lab and the Research Board of the University Health Network.

In 2004, Ms. Bannister launched Kijiji.ca and grew it to become one of the most visited websites in Canada. Subsequently, she led the Kijiji Global business, launching the site in new countries and accelerating growth in North America, Europe, and Asia.

Ms. Bannister also spent four years at eBay in Silicon Valley where she helped transform eBay from a Collectibles to a mainstream marketplace. She started her career as a Brand Manager at Procter & Gamble and then joined McKinsey & Co. where she was an Engagement Manager. She also founded and built a successful consulting business and was CEO at a venture-backed start-up prior to joining Real Ventures. Ms. Bannister was a varsity long-distance runner and competed internationally in triathlons. Today she balances her active lifestyle with being a wife and mother to her 16-year-old son.

# **Other Public Board Memberships**

None

No interlocking outside public company directorships

Board/Committee Memberships					Attendance at Regular Meetings		ndance at al Meetings	Overall Attendance
Board					n/a		n/a	n/a
		Securities 1	Beneficially Ov	vned or	Controlled as at A	pril 23, 202	21	-
Voting	g Units	<u>Deferr</u>	ed Units		Total Units	<u>Uni</u>	it Ownership	Requirement(1)
Number	Market Value	Number	Market Value	Numb	er Market Value	Minimum O Require		Complies with Minimum Ownership Requirement
0	\$0	0	\$0	0	\$0	n/a		n/a
		Voting R	tesults of 2020	Annual (	General and Speci	al Meeting		
# Votes For % Votes For				# Votes Withheld		%	Votes Withheld	
n/a n/a			n/a		n/a			n/a

#### Note

<sup>(1)</sup> Ms. Bannister will have three years from the date of her appointment to meet the minimum unit ownership requirement. See "Corporate Governance – Alignment of Interests with Unitholders – Minimum Unit Ownership by Trustees".



**PETER FORDE**, CPA, CA Age: 66 Ontario, Canada *Trustee since 2019, President and* 

*Chief Executive Officer since July 1,* 

NOT INDEPENDENT(1)

# **Areas of Expertise:**

- Real estate
- Financial
- Property development
- Retail

2018

# **Principal Occupation**

President and Chief Executive Officer of SmartCentres since July 1, 2018, President of SmartCentres since August 2016 and Chief Operating Officer of SmartCentres from May 28, 2015 to July 1, 2018. Chief Operating Officer of the Penguin Group from September 2005 to May 2015. Executive Vice-President Finance and Administration of the Penguin Group from 1998 to September 2005, Vice-President and Chief Financial Officer of Nexacor Realty Management Inc. (real estate subsidiary of Bell Canada) from January 1996 to February 1998. Mr. Forde is a Chartered Professional Accountant and has a Bachelor of Business Administration degree from York University (1977). Trustee of SmartCentres since May 31, 2019 and from July 8, 2005 to May 27, 2015.

# Other Public Board Memberships

None

No interlocking outside public company directorships

rectair										
Board/Committee Memberships						Attendance at gular Meetings		ndance at Il Meeting	0.000	_
Board						4/4		13/13	100%	
		Securities B	Seneficially Ov	vned o	· Con	trolled as at A	pril 23, 202	21		
Voting	<u>Units</u>	Deferre	d Units		Tota	l Units	Uni	it Ownershi	p Requirement <sup>(5)</sup>	
Number	Market Value <sup>(2)</sup>	Number (3)	Market Value <sup>(4)</sup>	Num	ber	Market Value				mum ment
7,637	\$214,447	122,101	\$3,428,596	129,	738	\$3,643,043	\$2,100	,000	Yes (1.7 times requirem	nent)
	Voting Results of 2020 Annual General and Special Meeting									
# Votes For % Votes For						# Votes Withh	ield	%	Votes Withheld	
123	3,041,299		97.74			2,851,019			2.26	

#### Notes:

- Mr. Forde is the President and Chief Executive Officer of SmartCentres and is therefore not considered to be an independent Trustee under NI 58-101.
- (2) This amount was determined by multiplying the number of Voting Units held by Mr. Forde by the closing price of the Units on the TSX on April 23, 2021.
- (3) This amount includes both vested and unvested Deferred Units held by Mr. Forde pursuant to the Deferred Unit Plan. For further information, see "Executive Compensation Equity Compensation Plan Information Deferred Unit Plan".
- (4) This amount was determined by multiplying the aggregate number of Deferred Units held by Mr. Forde by the closing price of the Units on the TSX on April 23, 2021.
- (5) See "Corporate Governance Alignment of Interests with Unitholders Minimum Unit Ownership by the Chief Executive Officer".



**GARRY FOSTER**, FCPA, FCA Age: 69 Ontario, Canada

Trustee since 2013

# INDEPENDENT

# **Areas of Expertise:**

- Real estate
- Financial
- Investment
- Retail

#### **Principal Occupation**

Mr. Foster has been a Trustee of SmartCentres since May 1, 2013. He is a Corporate Director and is a results-oriented, business leader with extensive experience in board governance, and facilitating the growth and transformation of complex businesses. He currently sits on the Board of Directors of Real Matters Inc., where he is the lead independent director and chairs the Audit Committee; the Board of Directors of Payments Canada, where he is the Chair of the Audit and Finance Committee; and is a member of the Board of Directors of Ontario Health, where he chairs the Finance, Audit and Risk committee. Mr. Foster is the past Chair of Baycrest Health Sciences, the Baycrest Foundation and Cogniciti Inc, the commercialization arm of Baycrest Health Sciences.

Mr. Foster had a long career at Deloitte, where he led the Technology, Media and Telecommunications Practice and was Vice Chair of the firm. He sat on the boards of Deloitte Canada and Deloitte US. From 2013 to 2017, Mr. Foster served as the President and CEO of the Baycrest Foundation. He also served two elected terms on the Board of Directors of the Institute of Chartered Accountants of Ontario. Mr. Foster received a MBA and BBA from the Schulich School of Business, is a Fellow of the Institute of Chartered Professional Accountants and received his ICD.D diploma from the Rotman School of Management.

# Other Public Board Memberships

Real Matters Inc.

No interlocking outside public company directorships

Board/Committee Memberships	Attendance at Regular Meetings	Attendance at Special Meetings	Overall Attendance
Board	4/4	13/13	
Investment Committee	3/3	n/a	100%
Audit Committee <sup>(1)</sup>	4/4	n/a	100%
Special Independent Committee <sup>(2)</sup>	12/12	n/a	

	Securities Beneficially Owned or Controlled as at April 23, 2021											
Voting Units		Deferre	d Units	Total Units		Unit Ownership Requirement (5)						
Number	Market Value <sup>(3)</sup>	Number	Market Value <sup>(4)</sup>	Number	Market Value	Minimum Ownership Requirement	Complies with Minimum Ownership Requirement					
1,870	\$52,510	94,936	\$2,665,803	96,806	\$2,718,312	\$180,000	Yes (15.1 times requirement)					

Voting Results of 2020 Annual General and Special Meeting									
	# Votes For	% Votes For	# Votes Withheld	% Votes Withheld					
	119,784,490	95.15	6,107,828	4.85					

#### Notes

- (1) Mr. Foster is the chair of the audit committee of SmartCentres (the "Audit Committee").
- (2) Mr. Foster acted as the chair of the Special Independent Committee formed to consider certain ordinary course commercial related party transactions.
- (3) This amount was determined by multiplying the number of Voting Units held by Mr. Foster by the closing price of the Units on the TSX on April 23, 2021.
- (4) This amount was determined by multiplying the aggregate number of Deferred Units held by Mr. Foster by the closing price of the Units on the TSX on April 23, 2021.
- (5) See "Corporate Governance Alignment of Interests with Unitholders Minimum Unit Ownership by Trustees".



GREGORY HOWARD
Age: 65
Ontario, Canada
Trustee since 2015

NOT INDEPENDENT(1)

# **Areas of Expertise:**

- Real estate
- Financial
- Legal
- Property development

#### **Principal Occupation**

Trustee of SmartCentres since July 2, 2015. Greg Howard is a senior partner at Davies Ward Phillips & Vineberg LLP, one of Canada's leading law firms, and is one of Canada's pre-eminent real estate lawyers. His wide-ranging expertise includes commercial real estate acquisitions and dispositions, joint ventures, development projects, project financing, commercial leasing, real estate investment trusts, private equity funds, workouts, strategic planning and corporate matters. He has been recognized as one of the country's leading real estate lawyers by Chambers Global, The Legal 500, Real Estate Law and numerous other sources. He obtained his LL.B. (with Honours) from the University of Toronto Faculty of Law in 1978 and was admitted to the Ontario Bar in 1980.

# Other Public Board Memberships

None

No interlocking outside public company directorships

Board/Committee Memberships	Attendance at Regular Meetings	Attendance at Special Meetings	Overall Attendance
Board	4/4	13/13	
Investment Committee	3/3	n/a	100%
Corporate Governance and Compensation Committee	4/4	n/a	

	Securities Beneficially Owned or Controlled as at April 23, 2021											
Voting	ed Units	Tota	<u>ll Units</u>	Unit Ownersh	nip Requirement (4)							
Number	Market Value <sup>(2)</sup>	Number	Market Value <sup>(3)</sup>	Number	Market Value	Minimum Ownership Requirement	Complies with Minimum Ownership Requirement					
1,500	\$42,120	35,997	\$1,010,796	37,497	\$1,052,916	\$135,000	Yes (7.8 times requirement)					

#### **Voting Results of 2020 Annual General and Special Meeting**

Mr. Howard was appointed as a Trustee by the MG Entities pursuant to their rights under the Declaration of Trust.

#### Notes:

- (1) Mr. Howard is a partner at Davies Ward Phillips & Vineberg LLP, a law firm that provides legal services to SmartCentres and the MG Entities from time to time. He is also appointed to the Board by the MG Entities. Neither of these facts result in Mr. Howard not qualifying as independent under applicable securities laws for general purposes. However, under the TSX rules and the Institutional Shareholder Services guidelines, Mr. Howard may be considered not independent by virtue of his relationships to SmartCentres and the MG Entities. Accordingly, the Board has determined that Mr. Howard is not independent for the purposes of NI 58-101. See "Trustees Independence".
- (2) This amount was determined by multiplying the number of Voting Units held by Mr. Howard by the closing price of the Units on the TSX on April 23, 2021.
- (3) This amount was determined by multiplying the aggregate number of Deferred Units held by Mr. Howard by the closing price of the Units on the TSX on April 23, 2021.
- (4) See "Corporate Governance Alignment of Interests with Unitholders Minimum Unit Ownership by Trustees".



SYLVIE LACHANCE Age: 61 Ontario, Canada

Nominee

#### **INDEPENDENT**

# **Areas of Expertise:**

- Real Estate
- Financial
- Legal
- Property Development
- Investment

# **Principal Occupation**

Ms. Lachance is since 2017 Managing Director of Tribal Partners Canada Inc., a company involved in the development of industrial and commercial buildings across Canada. From 2010 to April 2017, Ms. Lachance was Executive Vice President, Real Estate Development for Sobeys Inc., a retail and food distribution company. Prior to joining Sobeys Inc., she was Executive Vice President and Chief Operating Officer of First Capital Realty Inc. She previously held senior real estate positions with both regional and national grocery retailers.

Ms. Lachance holds a MBA from McGill University in addition to a law degree from Université Laval and was admitted to the Québec Bar in 1982. She is a certified director (ICD.D) of the Institute of Corporate Directors and serves as a board and investment committee member of BTB Real Estate Investment Trust.

# **Other Public Board Memberships**

BTB Real Estate Investment Trust No interlocking outside public company directorships

Board/Committee Memberships						attendance at gular Meetings		ndance at Il Meeting	S	Overall Attendance
Board				n/a	n/a			n/a		
	Securities Beneficially Owned or Controlled as at April 23, 2021									
<u>Votin</u>	g Units	<u>Deferre</u>	<b>Deferred Units</b>		Total Units <u>Unit Ownership Requirement</u> (1)			irement <sup>(1)</sup>		
Number	Market Value	Number	Market Value	Nun	nber	Market Value	Minimum O Require			ies with Minimum rship Requirement
0	\$0	0	\$0	(	)	\$0	n/a			n/a
	Voting Results of 2020 Annual General and Special Meeting									
# Votes For % Votes For				# Votes Withheld		%	Votes	Withheld		
	n/a		n/a			n/a			n	/a

#### Note:

<sup>(1)</sup> Ms. Lachance will have three years from the date of her appointment to meet the minimum unit ownership requirement. See "Corporate Governance – Alignment of Interests with Unitholders – Minimum Unit Ownership by Trustees".



**JAMIE MCVICAR**, M.B.A., LL.B Age: 63 Alberta, Canada

Trustee since 2001

# **INDEPENDENT**

# **Areas of Expertise:**

- Real estate
- Financial
- Legal
- Property development

#### **Principal Occupation**

Chief Financial Officer then Vice President Finance and Administration at Devonian Properties Inc., a property development company, from October 2000 to October 2011. President of Newell Post Developments Ltd., a property development company, from June 1998 to June 2000. Legal counsel for Oxford Development Group, a property development company, from 1988 to June 1998. Mr. McVicar is currently a Director of Steel Reef Infrastructure Corp. Trustee of SmartCentres since December 4, 2001. Mr. McVicar has a Bachelor of Commerce from the University of Alberta (1980), Bachelor of Laws from the University of Western Ontario (1981) and Master of Business Administration from the University of Toronto (1982).

# Other Public Board Memberships

No interlocking outside public company directorships

Board/Committee Memberships	Attendance at Regular Meetings	Attendance at Special Meetings	Overall Attendance
Board	4/4	13/13	
Audit Committee	4/4	n/a	1000/
Corporate Governance and Compensation Committee(1)	4/4	n/a	100%
Special Independent Committee <sup>(2)</sup>	12/12	n/a	

	Securities Beneficially Owned or Controlled as at April 23, 2021									
Voting Units Deferred Units		<u>Total Units</u>		Unit Ownership Requirement(5)						
Number	Market Value <sup>(3)</sup>	Number	Market Value <sup>(4)</sup>	Number	Market Value	Minimum Ownership Requirement	Complies with Minimum Ownership Requirement			
20,000	\$561,600	99,257	\$2,787,137	119,257	\$3,348,737	\$172,500	Yes (19.4 times requirement)			
			·			<del>-</del>	<u>-                                      </u>			

			(1):1 times requirement)						
Voting Results of 2020 Annual General and Special Meeting									
# Votes For	% Votes For	# Votes Withheld	% Votes Withheld						
94,942,252	75.42	30,950,066	24.58						

#### Notes

- (1) Mr. McVicar is the chair of the corporate governance and compensation committee of SmartCentres (the "Corporate Governance and Compensation Committee").
- (2) Mr. McVicar was a member of the Special Independent Committee formed to consider certain ordinary course commercial related party transactions.
- (3) This amount was determined by multiplying the number of Voting Units held by Mr. McVicar by the closing price of the Units on the TSX on April 23, 2021.
- (4) This amount was determined by multiplying the aggregate number of Deferred Units held by Mr. McVicar by the closing price of the Units on the TSX on April 23, 2021.
- (5) See "Corporate Governance Alignment of Interests with Unitholders Minimum Unit Ownership by Trustees".



SHARM POWELL Age: 56 Ontario, Canada

Trustee since 2019

# **INDEPENDENT**

#### **Areas of Expertise:**

- Real estate
- Financial
- Investment
- Retail

#### **Principal Occupation**

Trustee of SmartCentres since May 31, 2019. Director, Real Estate Investments at Canada Pension Plan Investment Board (CPPIB) from 2010 to 2018 and was head of its Real Estate Investments team for Canada from 2012 to 2018 and head of CPPIB's Canada and US Retail Real Estate Investments from 2010 to 2016 and head of its US Multi Family (rental apartment) Real Estate Investments from 2011 to 2012. Ms. Powell worked for eight years on the National Investment Team (Toronto) at CB Richard Ellis (CBRE) and spent eight years at BMO Capital Markets in its investment banking group in Toronto, focusing primarily on public real estate companies and REITs. Prior to this, Ms. Powell worked at McLeanco Realty, a wholly-owned subsidiary of Deutsche Bank Securities, providing real estate advisory services to public and private institutional real estate clients. Ms. Powell holds a BA in Economics from the University of Western Ontario.

# **Other Public Board Memberships**

None

No interlocking outside public company directorships

Board/Committee Memberships	Attendance at Regular Meetings	Attendance at Special Meetings	Overall Attendance
Board	4/4	13/13	
Investment Committee	3/3	n/a	100%
Corporate Governance and Compensation Committee	n/a <sup>(1)</sup>	n/a	

Securities Beneficially Owned or Controlled as at April 23, 2021								
Voting Units Deferred			rred Units Total Units		Unit Ownership Requirement			
Number	Market Value <sup>(2)</sup>	Number	Market Value <sup>(3)</sup>	Number	Market Value	Minimum Ownership Requirement	Complies with Minimum Ownership Requirement	
0	\$0	10,547	\$296,160	10,547	\$296,160	\$135,000	Yes (2.2 times requirement)	
Voting Results of 2019 Annual General Meeting								
	_							

Voting Results of 2019 Annual General Meeting								
# Votes For # Votes Withheld % Votes Withheld								
124,618,384	98.99	1,273,934	1.01					

#### Notes:

- (1) Ms. Powell joined the Corporate Governance and Compensation Committee on December 14, 2020. No meetings of the committee were held in 2020 subsequent to her joining the committee.
- (2) This amount was determined by multiplying the number of Voting Units held by Ms. Powell by the closing price of the Units on the TSX on April 23, 2021.
- (3) This amount was determined by multiplying the aggregate number of Deferred Units held by Ms. Powell by the closing price of the Units on the TSX on April 23, 2021.



# MICHAEL YOUNG

Age: 76 Texas, USA

Trustee since 2003, Lead Independent Trustee effective May 28, 2015

#### **INDEPENDENT**

# **Areas of Expertise:**

- Real estate
- Financial
- Investment

#### **Principal Occupation**

Trustee of SmartCentres since November 11, 2003, Chairman of the Board of Trustees from July 1, 2014 to May 27, 2015 and Lead Independent Trustee since May 28, 2015. Mr. Young is President of Quadrant Capital Partners Inc., a private equity firm in Dallas, Texas, which he founded in November 2003. From January 1994 to October 2003, Mr. Young served as Managing Director and Head of Real Estate Investment Banking for CIBC World Markets. Mr. Young was appointed Global Head of Real Estate for CIBC World Markets in 1997. He served on the Board of Acasta Enterprises, Inc. from June 2017 until his resignation in February 2018. Mr. Young was a Trustee and Chairman of the Board of Milestone Apartments REIT from March of 2013 until April 2017, when Milestone Apartments REIT completed a "going private" transaction with Starwood Capital Group as the purchaser. He was a Director of Brookfield Residential Properties Inc. from March 2011 until 2015 and a Director of Brookfield Homes from 2007 until 2015. On March 12, 2015 Brookfield Residential Properties completed a "going private" transaction with Brookfield Asset Management as the purchaser. Mr. Young holds a Bachelor's degree from the University of Western Ontario. He is also a member of Canada's Sports Hall of Fame.

#### **Other Public Board Memberships**

None

No interlocking outside public company directorships

Board/Committee Memberships	Attendance at Regular Meetings	Attendance at Special Meetings	Overall Attendance
Board (Lead Independent Trustee)	4/4	12/13	
Investment Committee(1)	3/3	n/a	97%
Corporate Governance and Compensation Committee	4/4	n/a	9/%
Special Independent Committee <sup>(2)</sup>	12/12	n/a	

	Securities Beneficially Owned or Controlled as at April 23, 2021								
Voting Units Deferred Units		d Units	Total Units		Unit Ownership Requirement <sup>(5)</sup>				
Number	Market Value <sup>(3)</sup>	Number	Market Value <sup>(4)</sup>	Number	Market Value	Minimum Ownership Requirement	Complies with Minimum Ownership Requirement		
174,200	\$4,891,536	81,822	\$2,297,562	256,022	\$7,189,098	\$285,000	Yes (25.2 times requirement)		
	Voting Results of 2019 Annual General Meeting								

·	Voting Results of 2019 Annual General Meeting								
# Votes For	% Votes For	# Votes Withheld	% Votes Withheld						
101,413,025	80.56	24,479,293	19.44						

#### Notes:

- (1) Mr. Young is the chair of the investment committee of SmartCentres (the "Investment Committee").
- (2) Mr. Young was a member of the Special Independent Committee formed to consider certain ordinary course commercial related party transactions.
- (3) This amount was determined by multiplying the number of Voting Units held by Mr. Young by the closing price of the Units on the TSX on April 23, 2021.
- (4) This amount was determined by multiplying the aggregate number of Deferred Units held by Mr. Young by the closing price of the Units on the TSX on April 23, 2021.
- (5) See "Corporate Governance Alignment of Interests with Unitholders Minimum Unit Ownership by Trustees".

# Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the best of the knowledge of the management of SmartCentres, no person who is a proposed Trustee of SmartCentres:

- (a) is, as at the date of the Circular, or has been, within 10 years before the date of the Circular, a director, chief executive officer or chief financial officer of any company (including SmartCentres) that,
  - (i) was subject to an order (as defined below) that was issued while the proposed Trustee was acting in the capacity as director, chief executive officer or chief financial officer; or
  - (ii) was subject to an order that was issued after the proposed Trustee ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) is, as at the date of the Circular, or has been within 10 years before the date of the Circular, a director or executive officer of any company (including SmartCentres) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the 10 years before the date of the Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed Trustee.

For the purposes of (a) above, "order" means:

- (a) a cease trade order;
- (b) an order similar to a cease trade order; or
- (c) an order that denied the relevant company access to any exemption under securities legislation,

that was in effect for a period of more than 30 consecutive days.

# Independence

The principal factor underlying the determination of Trustee "independence" is whether a particular Trustee has a "material relationship" with SmartCentres which is a relationship which could be reasonably expected to interfere with the exercise of the Trustee's independent judgement. Notwithstanding the foregoing, in the opinion of the Canadian Securities Administrators, as set out in NI 58-101, certain relationships are deemed to be "material relationships". The following analysis has been based upon the definition of "material relationship" as set out in NI 58-101.

Mitchell Goldhar does not qualify as independent under NI 58-101 because he is a senior officer of SmartCentres and owns the Penguin group of companies, which has entered into service, licensing and development agreements that are material to SmartCentres.

Gregory Howard was appointed to the Board by the MG Entities effective July 2, 2015. Mr. Howard is a partner at Davies Ward Phillips & Vineberg LLP, a law firm that provides legal services to SmartCentres and the MG Entities from time to time. Neither of these facts result in Mr. Howard not qualifying as independent under applicable securities laws for general purposes. However, under the TSX rules and the Institutional Shareholder Services guidelines, Mr. Howard may be considered not independent by virtue of his relationships to SmartCentres and the MG Entities. Accordingly, the Board has determined that Mr. Howard is not independent for the purposes of NI 58-101.

As a senior officer of SmartCentres, Peter Forde is deemed not to be independent under NI 58-101.

#### **Board and Committee Attendance**

The table below shows the record of attendance by Trustees at meetings of the Board and its committees, as well as the number of Board and Board committee meetings held during the 12-month period ended December 31, 2020.

		Number and % of Meetings Attended								
Trustee	Board <sup>(1)</sup>	Audit Committee	Investment Committee	Corporate Governance and Compensation Committee	Special Meetings of the Board	Special Independent Committee	Committees (Total) <sup>(1)</sup>	Overall		
Mitchell Goldhar	4/4 100%	n/a	3/3	n/a	13/13	n/a	3/3 100%	20/20 100%		
Peter Forde	4/4 100%	4/4 (2)	3/3 (2)	n/a	13/13	12/12 (2)	7/7 100%	36/36 100%		
Garry Foster	4/4 100%	4/4	3/3	n/a	13/13	12/12	7/7 100%	36/36 100%		
Gregory Howard	4/4 100%	n/a	3/3	4/4	13/13	n/a	7/7 100%	24/24 100%		
Jamie McVicar	4/4 100%	4/4	n/a	4/4	13/13	12/12	8/8 100%	37/37 100%		
Sharm Powell	4/4 100%	n/a	3/3	n/a <sup>(3)</sup>	13/13	n/a	3/3 100%	20/20 100%		
Kevin Pshebniski	4/4 100%	4/4	3/3	n/a	13/13	12/12	7/7 100%	36/36 100%		
Michael Young	4/4 100%	n/a	3/3	4/4	12/13	12/12	7/7 100%	35/36 97%		

#### Notes:

- (1) Does not include special meetings.
- (2) Mr. Forde attended these meetings as a member of management.
- (3) Ms. Powell joined the Corporate Governance and Compensation Committee on December 14, 2020. No meetings of the committee were held in 2020 subsequent to her joining the committee.

#### **Individual Voting in Trustee Elections**

The Board has adopted a policy that allows for Unitholders to vote for the election of individual Trustees at each annual meeting of Unitholders rather than for a fixed slate of Trustees. In addition, the Board has adopted a policy stipulating that if the votes in favour of the election of a Trustee nominee at the Meeting represent less than a majority of the Units voted and withheld, the nominee will submit his or her resignation promptly after the Meeting for the consideration of the Corporate Governance and Compensation Committee. The Corporate Governance and Compensation Committee will make a recommendation to the Board after reviewing the matter, and the Board's decision to accept or reject the resignation offer will be disclosed to the public within 90 days of the Meeting. The nominee will not participate in any Corporate Governance and Compensation Committee or Board deliberations on the resignation offer. The policy does not apply in circumstances involving contested elections.

# **Orientation and Continuing Education**

The Board and management of SmartCentres have established an orientation and education program for new Trustees and new committee members regarding the role of the Board, its committees and the Trustees and the nature and operation of SmartCentres' business. This includes the provision of SmartCentres' core governance and financial reporting documents, comprised of the Declaration of Trust, the mandates and recent agendas, materials and minutes of the Board and its committees, the financial statements for the previous four quarters, the latest annual information form and management information circular, the codes of conduct and the disclosure policy, all of which are to be reviewed and discussed with a combination of representatives of management and the chairs of the committees. Further, every Trustee has access to management and relevant business information and management makes regular presentations to the Board on the main areas of SmartCentres' business. At least annually, the Board reviews the skills, knowledge and effectiveness of the Board, its committees and individual Trustees.

Trustees are encouraged to attend industry presentations, seminars and courses to deepen their understanding and knowledge of the business and operations of SmartCentres. In 2020, Trustees participated in the following:

Topic/Event	Date	Presented/Hosted By	Attended By
Real Capital Conference	February 25, 2020	REALpac	Sharm Powell
CBRE Canadian Market Outlook	February 25, 2020	CBRE	Sharm Powell
The Board's Role in COVID- 19 Crisis	April 17 and 24, 2020	PWC	Garry Foster
Next Level Governance for the New Normal	May 28, 2020	Institute of Corporate Directors	Garry Foster
Real Estate Audit Committee Forum	September 15, 2020	Canadian Public Accountability Board	Garry Foster
RealREIT Conference	September 23 and 24 2020	REALpac	Sharm Powell
Audit Committee Symposium	September 29, 2020	Canadian Public Accountability Board	Garry Foster
Toronto Real Estate Forum	December 2 and 3, 2020	Informa	Sharm Powell
Q4 Financial Reporting	December 15, 2020	PWC	Garry Foster
Economic Insights for Directors	December 18, 2020	Deloitte	Garry Foster

#### **Nomination of Trustees**

The Board has appointed the Corporate Governance and Compensation Committee which is responsible for, among other items: (i) reviewing the size and composition of the Board, (ii) recommending candidates for election to the Board, (iii) reviewing credentials of nominees for re-election, and (iv) recommending candidates for filling vacancies on the Board. The Corporate Governance and Compensation Committee may at times engage the services of external resources such as a search firm to assist in sourcing qualified candidates.

The Corporate Governance and Compensation Committee reviews the size and composition of the Board from time to time to determine their impact on the effectiveness of the Board. Each of the Corporate Governance and Compensation Committee and the Board believes that a board of seven to ten Trustees is an appropriate size for a public entity with a capitalization and business of SmartCentres' size. The Board is currently comprised of eight Trustees. If all nominated Trustees are elected at the Meeting, this number will increase to nine.

In light of Mr. Pshebniski's decision to not stand for re-election as a Trustee at the Meeting, and the expectation that Mr. McVicar would not stand for re-election at the annual meeting of Unitholders in 2022, the Corporate Governance and Compensation Committee initiated a search for qualified candidates for at least one new Trustee. In recognition of the importance of gender diversity, the external search firm engaged to assist in this search was directed to restrict its search for qualified candidates to women. That search, and the ensuing vetting process, resulted in two highly qualified candidates. As a result, the Corporate Governance and Compensation Committee recommended both candidates, Janet Bannister and Sylvie Lachance, for election to the Board at the Meeting. In light of that recommendation, the Board determined to increase its size from eight to nine Trustees to include these two nominees and allow for Mr. McVicar to serve one additional term as a Trustee. The Board believes that Mr. McVicar's significant experience and expertise will benefit the Board during this additional term and will allow for a more effective transition of Mr. McVicar's responsibilities on the Board, the Corporate Governance and Compensation Committee and the Audit Committee. The Board believes that the Trustees proposed for election at the Meeting (including the two new nominees), together with Trustees to be appointed by the MG Entities, comprise an appropriate mix of individuals with real estate, financial, legal, property development, non-real estate investment and retail industry experience. Set forth below is a skills matrix, as determined by the Board, with respect to the current and proposed members of the Board.

Trustee	Real Estate	Financial	Legal	Property Development	Investment	Retail Industry
Mitchell Goldhar	x	x	х	х	x	х
Janet Bannister		x			x	x
Peter Forde	x	x		x		x
Garry Foster	x	x			x	x
Gregory Howard	x	x	x	x		
Sylvie Lachance	x	x	x	X	x	
Jamie McVicar	x	x	x	x		
Sharm Powell	x	x			x	x
Michael Young	x	x			x	

With respect to recommending candidates who are subject to election to the Board, the Corporate Governance and Compensation Committee initially determines the preferred traits, skills and experience of potential candidates. All Trustees and members of management are encouraged to propose candidates to the Corporate Governance and Compensation Committee through their business networks and contacts, with the Corporate Governance and Compensation Committee reviewing and considering all prospects against the identified criteria. All candidates subject to election by Unitholders are vetted by the full committee and selected based on majority vote, which selections are then recommended to the full Board for approval, where the majority of the Trustees are independent. A quorum for the transaction of business of the Corporate Governance and Compensation Committee is two and the Corporate Governance and Compensation Committee must be composed of a minimum of three Trustees, meaning that the member of the Corporate Governance and Compensation Committee appointed by the MG Entities (if any) does not have a veto in the case of nominating new Trustees.

#### CORPORATE GOVERNANCE

The Board believes that sound governance practices are essential to achieve the best long-term interests of SmartCentres and the enhancement of value for all security holders. The Canadian Securities Administrators have issued National Policy 58-201 – *Corporate Governance Guidelines* and have also adopted NI 58-101, which requires Canadian reporting issuers to annually disclose their corporate governance practices. Below is a discussion on the current governance practices of SmartCentres.

# **Alignment of Interests with Unitholders**

The Board believes that an important element of sound governance is the alignment of interests between the Trustees, senior officers and Unitholders. This is achieved, in part, by encouraging investment in SmartCentres by the Trustees and senior officers through the Deferred Unit Plan (see "Executive Compensation – Equity Compensation Plan Information – Deferred Unit Plan"). SmartCentres currently has a long-term incentive plan that further aligns the incentives of certain senior officers of SmartCentres with the long-term interest of its Unitholders. There are no new awards intended to be granted under the LTIP and the LTIP remains in place in order to govern currently outstanding awards through their respective performance periods, and their ultimate settlement. See "Executive Compensation – Equity Compensation Plan Information – Long-Term Incentive Plan". On December 9, 2020, Unitholders approved a new equity incentive plan (the "EIP"), pursuant to which awards may be settled in Units from treasury or in cash at the participant's election (see "Executive Compensation – Equity Compensation Plan Information – EIP").

# Minimum Unit Ownership by Trustees

SmartCentres encourages its Trustees to hold an equity position in SmartCentres. To this end, all Trustee compensation is eligible for investment in the Deferred Unit Plan. For further information, see "Executive Compensation – Equity Compensation Plan Information – Deferred Unit Plan".

The Board has adopted a policy whereby each Trustee is required to hold Units (and/or Deferred Units under the Deferred Unit Plan) with an aggregate value of not less than three times the annual retainer paid to the Trustee. Each Trustee will have three years from the date of that Trustee's appointment to meet this ownership requirement. As of April 23, 2021, each of the Trustees then in office has met this ownership requirement. Further, the Trustees, in aggregate, have increased the number of Units they hold by approximately 0.3% in the last 12 months. Please see the individual profiles on pages 8 to 16 of this Circular under the section "Trustees – Nominees for Election to the Board

of Trustees" which set out the equity holdings, as at April 23, 2021, of each of the Trustee nominees or those individuals to be appointed by the MG Entities upon the conclusion of the Meeting.

#### Minimum Unit Ownership by the Executive Chairman

Pursuant to the terms of his employment agreement, Mr. Goldhar will use commercially reasonable efforts to hold, directly or indirectly, Units (and/or Deferred Units under the Deferred Unit Plan, including both vested and unvested Deferred Units) with an aggregate value at least equal to three times the annual base salary paid to him until Mr. Goldhar's resignation, the expiry of the term of his employment agreement or the termination of Mr. Goldhar's employment by SmartCentres, whichever is earliest. Mr. Goldhar currently meets this requirement and will use commercially reasonable efforts to maintain such ownership on an ongoing basis.

The following table sets out a summary of Mr. Goldhar's ownership of Units and Unit equivalents as at April 23, 2021:

Required Multiple	Voting Units (\$)	Deferred Units (\$)	Total Units and Unit Equivalents (\$)	Total Ownership as a Multiple of Base Salary
3x	1,037,323,273	3,620,158	1,040,943,431	2,770.2x

# Minimum Unit Ownership by the Chief Executive Officer

The Board has adopted a policy whereby the Chief Executive Officer of SmartCentres is required to hold Units (and/or Deferred Units under the Deferred Unit Plan, including both vested and unvested Deferred Units) with an aggregate value of not less than three times the annual base salary paid to the Chief Executive Officer. Mr. Forde currently meets this requirement and will use commercially reasonable efforts to maintain such ownership on an ongoing basis.

The following table sets out a summary of Mr. Forde's ownership of Units and Unit equivalents as at April 23, 2021:

Required Multiple	Voting Units (\$)	Deferred Units (\$)	Total Units and Unit Equivalents (\$)	Total Ownership as a Multiple of Base Salary
3x	214,447	3,428,596	3,643,043	5.2x

<sup>\*</sup> LTIP Units (as defined below) awarded to Mr. Forde are not included in this tabulation, as the LTIP Units can only be settled for cash and therefore do not count towards Mr. Forde's Unit ownership. See "Executive Compensation – Equity Compensation Plan Information – Long Term Incentive Plan".

# Minimum Unit Ownership by Executive Officers

In order to further align the interests of executives with the interests of Unitholders, SmartCentres has ownership guidelines for its executive officers. Under the ownership guidelines, each of the named executive officers (as defined in Form 51-102F6 – *Statement of Executive Compensation*) (other than the Executive Chairman and Chief Executive Officer, who are subject to the ownership requirements discussed under "– Minimum Unit Ownership by the Executive Chairman" and "– Minimum Unit Ownership by the Chief Executive Officer", respectively) is required to hold Units (and/or Deferred Units under the Deferred Unit Plan) with an aggregate value of not less than 1.5 times the annual base salary paid to such named executive officer. Each named executive officer will have three years from the date of such named executive officer's appointment to meet this ownership guideline. As of April 23, 2021, each named executive officer subject to the policy met this requirement other than Mr. Sweeney, who is committed to meet his requirement over the next several years.

# **Board Mandate**

The Board is responsible for the stewardship of SmartCentres. The Board supervises management of SmartCentres with the goal of providing stable and growing cash distributions and enhancing long-term Unitholder value. Management, in turn, is responsible for the day-to-day management of the business and affairs of SmartCentres and its subsidiaries. Management is also responsible for establishing strategic planning initiatives for SmartCentres. The Board assists in the development of these goals and strategies by acting as a sounding board and by contributing ideas. The Board ultimately approves the strategic plan, taking into account the risks and opportunities of the business of SmartCentres. The Board approves all significant decisions that affect SmartCentres before they are implemented, supervises the implementation and reviews the results.

The Board has specifically assumed responsibility for:

- (a) participating in the development of the strategic plan;
- (b) identifying and managing business risks;
- (c) verifying the integrity and adequacy of SmartCentres' internal controls and management information systems;
- (d) defining the roles and responsibilities of management;
- (e) reviewing and approving the business and investment objectives to be met by management;
- (f) assessing the performance of management and the performance of its subsidiaries;
- (g) succession planning;
- (h) ensuring effective and adequate communication with Unitholders and other stakeholders as well as the public at large; and
- (i) establishing committees of the Board, where required, and defining their mandates.

In addition, the Board has adopted a mandate that expands upon its objectives and responsibilities. The full text of the Board mandate is attached as Schedule "A" to this Circular.

# **Independent Chairs and Independent Trustees**

SmartCentres believes that having a Lead Independent Trustee on the Board as a separate position from the Executive Chairman is important in effectively providing independent Board oversight and in holding management accountable to the Board for SmartCentres' operations. SmartCentres has also separated the roles of the Executive Chairman and the Chief Executive Officer.

Each of the Lead Independent Trustee, the Executive Chairman and the Chief Executive Officer have separate position descriptions as outlined under the section "- Position Descriptions".

The majority of the Trustees are independent. In addition, the chair of each Board committee is an independent Trustee. Garry Foster is the Chair of the Audit Committee. Michael Young is the Chair of the Investment Committee. Jamie McVicar is the Chair of the Corporate Governance and Compensation Committee. Garry Foster is the primary contact under the Board's "Whistleblower" policy as discussed under "Ethical Business Conduct".

The independent Trustees meet at every Board meeting and otherwise as they deem necessary. The goal of the independent Trustees is to provide corporate governance by overseeing the activities of the Board and management to ensure all decisions are made in the best interests of SmartCentres and its Unitholders. The independent Trustees also review, and approve any related party transactions and, if necessary, will hire independent advisors to guide their deliberations. The independent Trustees report to the full Board after each meeting with any identified issues. Issues requiring further actions will be tabled, responsibility assigned and a reporting deadline agreed upon.

# **Position Descriptions**

# Chair of each Board Committee

The Board has not developed written position descriptions for the chair of each Board committee. However, the Board has adopted written mandates for the Board and for each Board committee. The Board and the members of each Board committee are responsible for taking such steps as may be necessary to ensure that the Board and the committees of the Board fulfill their respective mandates.

# Lead Independent Trustee

The Board has developed a position description for the Lead Independent Trustee of SmartCentres, which affirms that the Lead Independent Trustee is expected to facilitate the functioning of the Board independently of management of SmartCentres and to provide independent leadership to the Board.

The Lead Independent Trustee is responsible for, among other things, acting as a leader for the independent Trustees; in the absence of the Executive Chairman, acting as chair of meetings of the Board; reviewing with the Executive

Chairman and Chief Executive Officer items of importance for consideration by the Board; serving as an independent contact for independent Trustees; organizing and presenting the agenda for *in camera* meetings of the independent Trustees based on input from the Trustees and management; and communicating with the Executive Chairman and senior officers of SmartCentres so that they are aware of concerns of the independent Trustees, Unitholders and other stakeholders of SmartCentres.

#### Executive Chairman

The Executive Chairman is responsible for, among other things, overseeing the Board's discharge of its duties; governing the conduct of the Board; assisting Board committees; reviewing and monitoring the long-term business plan, strategies and policies of SmartCentres; and presiding over meetings of the Board. Key responsibilities outside the traditional Chairman role include driving overall execution of SmartCentres' business strategy as well as driving matters of finance, leasing, asset management and property management and the implementation of the development and intensification initiatives for existing properties and new development initiatives, as well as strengthening SmartCentres' existing strategic relations and establishing new partnerships and other strategic relationships and developing and implementing SmartCentres' overall investor and public relations strategy.

# Chief Executive Officer

The Board has developed a position description for the Chief Executive Officer of SmartCentres involving the definition of the Chief Executive Officer's responsibilities. In addition, the Board has developed objectives which the Chief Executive Officer is responsible for meeting and the Board assesses the Chief Executive Officer against those objectives.

# **Ethical Business Conduct**

The Board has adopted a written code of conduct for the Trustees and a written code of conduct for officers and employees of SmartCentres and its subsidiaries. A copy of each code of conduct may be obtained electronically at www.sedar.com.

The SmartCentres Code of Business Conduct (the "Code of Business Conduct for Associates") stipulates that officers and employees of SmartCentres and its subsidiaries will deal openly and honestly with investors, tenants, suppliers and colleagues. The Code of Business Conduct for Associates strives to create a culture in SmartCentres and its subsidiaries that values honesty, high ethical standards and compliance with laws, rules and regulations. In addition, the Code of Business Conduct for Associates includes SmartCentres' policies on human rights, equal opportunity employment, sexual harassment, workplace harassment and privacy and protection of information. The Board also adopted a separate insider trading policy effective November 9, 2015.

The SmartCentres Code of Business Conduct for Trustees (the "Trustee Code of Conduct") stipulates that the Trustees must act in an ethical and lawful manner while recognizing their responsibility to represent SmartCentres' best interests. The Trustee Code of Conduct provides that as fiduciaries of SmartCentres, the Trustees are expected to provide leadership in upholding and requiring adherence to applicable laws and must observe a high standard of morality in the conduct of their duties as Trustees regardless of their personal or financial interests. The Trustee Code of Conduct includes SmartCentres' policies on insider trading for Trustees, treatment of confidential information and intellectual property of SmartCentres, media statements, anti-corruption and the receiving and giving of gifts by Trustees.

The Board monitors compliance by having the Trustees and the officers and employees of SmartCentres and its subsidiaries annually certify that they have read and complied with the Trustee Code of Conduct or Code of Conduct for Associates, as applicable. The Trustees and the officers and employees of SmartCentres and its subsidiaries are encouraged to raise compliance concerns with the Board, the President and Chief Executive Officer, Chief Financial Officer or SmartCentres' Alert Line, or the chair of the Corporate Governance and Compensation Committee, in the case of the Trustees, and their manager or executive manager or the human resources department of SmartCentres, in the case of officers and employees of SmartCentres.

The Declaration of Trust contains "conflict of interest" provisions that serve to protect Unitholders without creating undue limitations on SmartCentres. Given that the Trustees of SmartCentres are engaged in a wide range of real estate and other business activities, the Declaration of Trust contains provisions, similar to those contained in the *Canada Business Corporations Act*, that require each Trustee to disclose to SmartCentres any interest in a material contract or

transaction or proposed material contract or transaction with SmartCentres (including a contract or transaction involving the making or disposition of any investment in real property or a joint venture arrangement) or the fact that such person 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 SmartCentres. Such disclosure is required to be made at the first meeting at which a proposed contract or transaction is considered. In the event that a material contract or transaction or proposed material contract or transaction is one that in the ordinary course would not require approval by the Trustees, a Trustee is required to disclose in writing to SmartCentres or request to have entered into the minutes of the meeting of the Trustees the nature and extent of his or her interest forthwith after the Trustee becomes aware of the contract or transaction or proposed contract or transaction. In any case, a Trustee who has made disclosure to the foregoing effect is not entitled to vote on any resolution to approve the contract or transaction unless the contract or transaction is one relating primarily to his or her remuneration as a Trustee, officer, employee or agent of SmartCentres or one for indemnity under the provisions of the Declaration of Trust or liability insurance.

The Board has advised each of the executive officers of SmartCentres and its subsidiaries that the terms of his or her employment require such executive officers to follow the same disclosure procedures and practices outlined above when such executive officer is in a situation that is, or may be considered to be, a "conflict of interest".

The Audit Committee has also adopted a "whistleblower" policy that sets out procedures which allow Trustees, directors, officers and employees of SmartCentres and its subsidiaries to file reports on a confidential and anonymous basis with the appropriate arm's length third parties regarding any concerns about accounting, internal accounting controls or auditing matters.

#### **Corporate Social Responsibility**

SmartCentres recognizes the importance of sustainability and environmental, social and governance ("ESG") factors in promoting both a healthy long-term Canadian environment and responsible investments in its portfolio. To this end, SmartCentres takes a long-term view on everything from employment to environment, then embeds this progressive thinking across all levels of its business. SmartCentres believes creating jobs and opportunities, engaging communities, promoting fairness, diversity, health, safety and security, efficient use of natural resources (through supply chain, energy, waste and natural resource management) and striving for sustainable design and continued innovation of its properties are all important factors to be considered when making strategic decisions.

Oversight of SmartCentres' approach to corporate social responsibility is embedded at the Board of Trustees level through consideration of the above and other ESG factors, impacts, approaches and opportunities when reviewing and approving SmartCentres' strategic plan and key initiatives. Material environmental risks are considered by the Audit Committee when it reviews SmartCentres' Enterprise Risk Management Plan. Two senior officers have been charged with overseeing the day-to-day progression and implementation of SmartCentres' key ESG initiatives within its strategic plan. This team is currently in the process of engaging an external consultant to assist with a broad range of mandates in support of SmartCentres' ESG initiatives, including the formalization of SmartCentres' ESG initiatives and programs into a more focused and streamlined strategy, developing a comprehensive ESG report within the next 12 months in order to promote robust communication and scaled oversight and implementation of all of SmartCentres' key ESG initiatives.

#### **Environmental Initiatives**

SmartCentres continually looks for new methods of reducing its environmental footprint. Efforts to reduce energy use, improve water efficiency, develop stormwater management solutions and improve waste management are core to its business. SmartCentres employs a third-party utility management company which provides benchmarking and performance measures which enables management to make better informed decisions relating to energy-efficiency initiatives. Electricity is an area of primary focus and one that SmartCentres can impact significantly by reducing overall consumption within the common areas of its properties.

Currently, 17 of SmartCentres' retail shopping centre properties are BOMA BEST certified. This certification involves instituting water and waste management plans, preventative maintenance programs, waste diversion programs, achieving certain standards for environmentally friendly cleaning and achieving goals related to tenant engagement with respect to these and other related programs and standards within the BOMA BEST criteria. SmartCentres is working towards having all of the properties in its portfolio certified as BOMA BEST within the next two years, in addition to SmartCentres' already LEED certified properties.

#### **Gender Diversity**

SmartCentres values the benefits diversity and inclusion can bring to all levels of the organization in promoting better corporate governance and decision-making. For SmartCentres, diversity includes, but is not limited to, expertise, experience, knowledge, education, gender, age, ethnicity and geographical background. SmartCentres has had a written diversity policy since 2015 that sets out SmartCentres' commitment to diversity. A copy of the current policy is available on SmartCentres' website at <a href="https://www.smartcentres.com/our-story/governance/">https://www.smartcentres.com/our-story/governance/</a>.

# **Board Diversity**

As set out in the diversity policy, the Board should be comprised of individuals who collectively possess all of the competencies and skills necessary to enable the Board to properly perform its responsibilities. Each Board member should be highly qualified with the necessary expertise, experience, knowledge and personal qualities to enable that individual to make a significant contribution to the Board. The composition of the Board should also take into account SmartCentres' commitment to diversity. Gender diversity is a significant aspect of diversity and, accordingly, SmartCentres' aspiration was that women comprise at least 30% of its independent Trustees by the annual meeting of Unitholders in 2022. Currently, the Board has one female Trustee, representing 12.5% of the Trustees and 20% of the independent Trustees. If both of Janet Bannister and Sylvie Lachance are elected, the Board will have three female Trustees, representing 33.33% of the Trustees and 50% of the independent Trustees.

With a view to identifying and recruiting female candidates for service on the Board, SmartCentres' diversity policy specifies the following requirements:

- when assessing Board composition or identifying suitable candidates for appointment or re-election to the Board, candidates will be considered on their merit, having due regard to the benefits of diversity;
- search protocols for new candidates will extend beyond the networks of existing Board members;
- a reasonable proportion of the identified candidates must be women;
- search firms will be directed to conduct their searches in accordance with the diversity policy, including by seeking to identify a reasonable number of qualified female candidates; and
- a reasonable number of female candidates shall be included in the Board's evergreen list of potential Board nominees.

In furtherance of the commitment to diversity at the Board, the Board will annually assess, and SmartCentres will report to its Unitholders on, the diversity of Board members, including the number and percentage of female Trustees.

The Corporate Governance and Compensation Committee reviews SmartCentres' diversity policy annually and assesses its effectiveness in promoting a diverse Board with appropriate female representation. Also, in accordance with the diversity policy the Corporate Governance and Compensation Committee maintains an evergreen list of potential candidates for the Board. At this time a majority of the candidates on that list are women.

# Diversity and Inclusion in the Workforce

As set out in the diversity policy, SmartCentres is also committed to fostering an inclusive workplace culture based on merit and free of conscious and unconscious bias. SmartCentres is committed to the diversity of its management team, and gender diversity is a significant aspect of diversity. Having a merit-based system of advancement is a core principle at SmartCentres and the identification and selection of candidates for executive officer and other management positions is based on merit, having due regard to all relevant criteria, including expertise, experience, knowledge, education, personal qualities and SmartCentres' diversity policy.

The Corporate Governance and Compensation Committee monitors the proportion of female executive officers and the proportion of women at other management levels within SmartCentres. Management reports to the Corporate Governance and Compensation Committee on initiatives that are designed to support an inclusive culture that provides opportunities to all high-potential employees, free of conscious or unconscious bias.

Some of the practices SmartCentres has adopted to protect against barriers to inclusion include:

• all people managers have been trained in fair selection processes, including specific training on structured interviewing techniques;

- a minimum of two levels of interviews, with a human resources professional directly involved, is conducted for new recruits:
- SmartCentres periodically reviews its performance review process, promotion practices and compensation structure for bias and hidden barriers the most recent review of SmartCentres' compensation structure, performance review process and historical data on promotions by the Ontario Pay Equity Commission found them to be in order and free of gender bias;
- SmartCentres has a robust Talent Management program in order to identify high-potential individuals early in their careers and develop their careers (see "Talent Management and Succession Planning Philosophy" below). Currently, 5 of the 12 candidates in this group are women;
- there is an internal committee comprised of the executive management team that regularly reviews gender diversity at senior levels of the organization to ensure there are no roadblocks to advancement within any function at the organization. This committee reports periodically to the Board on the representation of women and high-potential candidates in general and at different levels within the organization;
- several employee programs support the needs of SmartCentres' diverse population, including parental leave programs, flexible work arrangements and a company wellness program that includes programs on meeting family needs; and
- internal events are organized to celebrate different cultural traditions and important dates, such as International Women's Day, and charitable giving at SmartCentres includes recognition of charities focussed on the needs of diverse groups.

In accordance with the diversity policy, candidates for executive officer and senior officer roles will be identified and selected based on merit, having due regard to all relevant criteria, including expertise, experience, knowledge, education and personal qualities. Gender diversity is an important factor to be taken into account. SmartCentres has not adopted targets for the proportion of women executive officers. SmartCentres believes its focus on ensuring there are no barriers to inclusion and promotion based on merit is more effective in building a sustainable inclusive culture.

In furtherance of SmartCentres' commitment to diversity among the executive officers and management team, the Corporate Governance and Compensation Committee will annually assess, and SmartCentres will report to its Unitholders on, the effectiveness of efforts taken by SmartCentres to adhere to SmartCentres' diversity policy at the executive and management level. In March 2021, the Globe and Mail "Women Lead Here" annual gender survey of over 500 publicly traded companies on gender diversity in corporate Canada recognized SmartCentres as an honouree for being among the companies surveyed having 'significant numbers of female executives' (30%-VP, SVP and EVP levels at the time of the survey).

At SmartCentres, women comprise 50.9% of the total workforce (189 of 371). There is currently one female executive officer and numerous women have made significant progress internally and achieved senior level positions. The table below sets out the proportion of women at different levels of management.

Named Executive Officers	Senior Leadership	Senior Managers	
	(VP, SVP and EVP levels)	(Asst. Dir., Dir. and Sr. Dir. levels)	
0 of 5 (0%)	10 of 32 (31.3%)	21 of 50 (42%)	

# Safety in the Workplace: Response to COVID-19

In February 2020, SmartCentres formed a senior team of employees, led by the President and CEO with a mandate to plan for the continued operation of its business throughout the COVID-19 pandemic. The team was named the Business Continuity Leadership Team (the "BCLT"). The following paragraphs highlight some of the initiatives of the BCLT that have supported SmartCentres' business continuity throughout the COVID-19 pandemic.

Safety protocols were quickly implemented in the subsequent weeks, including enhanced cleaning and sanitization processes, temperature checks, managed office hallway pathways, safety training, use of face masks and sanitizing wipe supplies, touchless door openers, installation of plexiglass around workstations, augmented HVAC system cleaning and increased fresh air intake.

In addition, SmartCentres supplemented its Employee Assistance Program with additional wellness supports, including videos related to isolation, the improvement of mental health and coping with COVID-19 related stress. Managers are constantly encouraged to schedule non-business virtual meetings to allow for socialization amongst team members.

When non-essential businesses were prohibited from operating in March 2020 and as required throughout the COVID-19 pandemic, the offices of SmartCentres, as an essential service, continued to operate with a reduced staff presence. Since then, as stronger safety protocols were implemented and in reaction to relevant COVID-19 case count statistics, staff presence has been cautiously adjusted to ensure the health and safety of SmartCentres' employees while meeting the demands of its business. The information technology team quickly and effectively mobilized and deployed resources, including laptops, to employees at the outset of the pandemic. This effort allowed over 90% of staff to productively and securely work from home within days of the March 2020 pandemic lockdown and was critical to SmartCentres' early-pandemic business continuity.

In response to the increase of COVID-19 cases in 2021 and the recent provincial stay at home order, SmartCentres quickly ramped down the number of employees working in its offices. SmartCentres is continuously assessing the situation and will adjust according to Public Health guidelines.

To review and validate the COVID-19 office safety initiatives, SmartCentres proactively engaged two reputable and qualified third-party auditors: a risk management auditor to assess COVID-19 safety protocols and an air quality auditor to review office air quality. Both audits resulted in very strong results. SmartCentres' Vaughan head office has been inspected by several Public Health and Ministry of Labour inspectors and feedback from these inspections has been consistently positive, with no issued orders to comply with.

#### **BCLT** Initiatives

The following BCLT-led initiatives serve to promote an inclusive environment at SmartCentres, where all employees have a voice in promoting ideas for business improvements, particularly in this uncertain time.

- Homecoming Committee: The Homecoming Committee was formed to engage employees crossfunctionally (and across Canada) to ensure optimal safety and support with respect to the variation and evolution of government guidance and rules across the country. The committee is subdivided into three district working groups; one is focused on the return of employees to the SmartCentres offices, one is focused on SmartCentres' retail centres, and one on SmartCentres' office towers.
- The Change Agents: The post-COVID-19 world will undoubtedly be different than the one we knew before. The Change Agents was formed to help accelerate the transformation of SmartCentres' business, as customer needs and the current landscape continue to evolve. Mitchell Goldhar and Peter Forde jointly lead the Changes Agents' 10 subcommittees, focusing on a range of concepts from the digitization of leasing support and new self-storage and seniors' home formats, to assessing new asset classes that SmartCentres may want to invest in.
- Opportunities for Improvement: The unexpected circumstances of 2020 afforded SmartCentres the opportunity to view its business differently, reflect on its agility, and identify opportunities that have been uncovered, created or accelerated by COVID-19. Many employees have detailed experiences that are unique to their position, giving them the opportunity to see things from a different perspective. To capitalize on these insights, each department was asked to maintain a central list of opportunities for improvement, which were all presented to the BCLT. Many of the ideas presented have been incorporated into SmartCentres' technology roadmap.
- "Ask The BCLT": The anonymous "Ask the BCLT" survey was introduced in April 2020 as a way to solicit enquiries and ideas from employees. Survey submissions are reviewed by the BCLT on a weekly basis and responses are incorporated into frequent company-wide communications from the President and CEO.
- Giving Back: In June 2020, the BCLT arranged for SmartCentres employees to deliver care packages to a
  number of local Revera Seniors' residences, inclusive of food for their staff (catered by local SmartCentres
  tenants) and letters of encouragement and artwork (prepared by SmartCentres employees and their families).

The above examples illustrate SmartCentres' ongoing commitment to the health and well-being of its employees and the continued success of its business, but they do not represent an exhaustive list of SmartCentres' efforts in this regard. SmartCentres has leveraged its strong workplace culture to successfully pivot into the current and evolving environment with minimal interruption to its operations and, notably, SmartCentres has not had any COVID-19 outbreaks or community spread in its offices.

# Compensation

The Board, through its Corporate Governance and Compensation Committee, periodically reviews the adequacy and form of compensation provided to its Trustees and executive officers. The Corporate Governance and Compensation Committee considers the time commitment, risks and responsibilities of Trustees and executive officers and takes into account the types of compensation and the amounts paid to directors and/or Trustees and executive officers of comparable publicly traded Canadian companies. No current or proposed member of the Corporate Governance and Compensation Committee is an officer of SmartCentres, and, as such, the Board feels that the Corporate Governance and Compensation Committee conducts its activities in an objective manner.

#### **Board Committees**

The Trustees may appoint from among their number one or more committees of Trustees and may, subject to applicable law and to any provision in the Declaration of Trust to the contrary, delegate to such committee or committees any of the powers of the Trustees.

The Board has three standing committees: the Audit Committee, the Investment Committee and the Corporate Governance and Compensation Committee. The Board may establish additional or special committees from time to time in its discretion.

As two of the Trustees are currently appointed by the MG Entities, certain Trustees who are independent of the MG Entities meet separately from time to time to consider matters relating to strategy and SmartCentres' relationship with the MG Entities, among other matters.

#### Audit Committee

Pursuant to the Declaration of Trust, the Trustees shall appoint an Audit Committee to consist of not less than three Trustees. The Audit Committee shall be composed of Trustees who comply with the provisions of National Instrument 52-110 – *Audit Committees* respecting financial literacy and independence. Subject to the delegation to the Audit Committee of such other responsibilities as are determined by the Trustees from time to time and subject to such changes to its form and function as may be mandated by any relevant regulatory authorities, the Audit Committee shall:

- (a) review SmartCentres' procedures for internal control with the external auditor and SmartCentres' Chief Financial Officer;
- (b) review the engagement of the external auditors;
- (c) review and recommend to the Trustees for approval annual and quarterly financial statements and accompanying notes and management's discussion and analysis of financial condition and results of operation;
- (d) assess SmartCentres' financial and accounting personnel;
- (e) review any significant transactions outside SmartCentres' ordinary course of business, cash position and all pending litigation involving SmartCentres;
- (f) consider and review cyber security and related risks; and
- (g) consider and review SmartCentres' Enterprise Risk Management Plan.

The external auditor of SmartCentres is entitled to receive notice of every meeting of the Audit Committee and, at the expense of SmartCentres, to attend and be heard thereat and, if so requested by a member of the Audit Committee, shall attend any meeting of the Audit Committee held during the term of office of the external auditor.

For further details on the Audit Committee, please refer to the section entitled "Audit Committee" in the latest annual information form of SmartCentres.

#### **Investment Committee**

Pursuant to the Declaration of Trust, the Trustees shall appoint an Investment Committee to consist of not less than three Trustees and not more than six Trustees, a majority of whom shall be outside Trustees (i.e. independent of management), two of whom shall be Trustees appointed by the MG Entities for so long as the MG Entities are the

beneficial owners in aggregate of in excess of 15% of the issued and outstanding Voting Units (unless the prior written consent to the contrary or a written waiver of the MG Entities Representative is obtained) and Mitchell Goldhar remains alive and two-thirds of whom shall have had at least 5 years of substantive experience in the real estate industry. The duties of the Investment Committee are to:

- (a) review all proposals regarding investments;
- (b) review and approve or reject proposed acquisitions and dispositions of investments by SmartCentres or any of its subsidiaries or affiliates that do not exceed the applicable financial thresholds determined by the Trustees from time to time;
- (c) review and approve or reject proposed transactions on behalf of SmartCentres or any of its subsidiaries or affiliates that do not exceed the applicable financial thresholds determined by the Trustees from time to time; and
- (d) review and approve or reject all borrowings and the assumption or granting of any mortgage or other security interest in real property, including any assignment of rents and other monies derived from or related to real property, by SmartCentres or any of its subsidiaries and affiliates that do not exceed the applicable financial thresholds determined by the Trustees from time to time.

Where for any reason a member of the Investment Committee is disqualified from voting on or participating in a decision, any other independent and disinterested Trustee not already a member of the Investment Committee may be designated by the Trustees to act as an alternate. The Investment Committee shall be entitled to delegate its responsibility to the management of SmartCentres for the foregoing matters provided that such matters do not exceed the applicable financial thresholds determined by the Trustees from time to time to be appropriate for management to consider and approve and may provide additional requirements, including setting out pre-determined financing terms, requiring management to review a matter with the chair of the Investment Committee prior to approving such matter and requiring appropriate reporting requirements.

Notwithstanding the foregoing, in order to ensure compliance with the applicable securities laws relating to related party transactions, including the rules prescribed by Multinational Instrument  $61-101 - Take-Over\ Bids\ and\ Special\ Transactions$ , all related party transactions will be approved by either the disinterested members of the Board or the disinterested members of the Investment Committee and any Trustees with an interest in such a transaction will abstain from voting.

Notwithstanding the appointment of the Investment Committee and its ability to delegate to the management of SmartCentres, the Trustees may consider and approve any matter which the Investment Committee or the management of SmartCentres has the authority to consider or approve. The Trustees must also consider and approve any matter which exceeds the financial thresholds for management as determined by the Trustees from time to time.

## Corporate Governance and Compensation Committee

Pursuant to the Declaration of Trust and except as otherwise set forth below, the Trustees shall appoint a Corporate Governance and Compensation Committee to consist of not less than three Trustees and not more than four Trustees, one of whom shall be a Trustee appointed by the MG Entities for so long as the MG Entities are the beneficial owners in aggregate of in excess of 15% of the issued and outstanding Voting Units (unless the prior written consent to the contrary or a written waiver of the MG Entities Representative is obtained) and Mitchell Goldhar remains alive. The duties of the Corporate Governance and Compensation Committee will be to review the governance of SmartCentres with the responsibility for SmartCentres' corporate governance, human resources and compensation policies. In particular, the Corporate Governance and Compensation Committee is responsible for:

- (a) assessing the effectiveness of the Board and each of its committees;
- (b) considering questions of management succession, including reviewing talent and gender diversity;
- (c) participating in the recruitment and selection of candidates as Trustees;
- (d) considering and approving proposals by the Trustees to engage outside advisers on behalf of the Board;
- (e) administering SmartCentres' short and long-term incentive plans, including the setting of performance metrics;
- (f) assessing the performance of the Chief Executive Officer of SmartCentres;

- (g) reviewing and approving the compensation of senior management and consultants of SmartCentres and its subsidiaries; and
- (h) reviewing and making recommendations to the Board concerning the level and nature of the compensation payable to the Trustees.

Where for any reason a member of the Corporate Governance and Compensation Committee is disqualified from voting on or participating in a decision, any other independent and disinterested Trustee not already a member of the Corporate Governance and Compensation Committee may be designated by the Trustees to act as an alternate.

The Corporate Governance and Compensation Committee is composed of Trustees who are knowledgeable about issues related to human resources, leadership, compensation and governance. Each committee member's understanding of these issues may be enhanced by participating in educational programs (see "Trustees – Orientation and Continuing Education"). For more information on the experiences of each committee member, as well as their occupations and education, please see the individual profiles on pages 8 to 16 of this Circular under the section "Trustees – Nominees for Election to the Board of Trustees".

Notwithstanding the appointment of the Corporate Governance and Compensation Committee the Trustees may consider and approve any matter which the committee has authority to consider or approve.

#### **Executive Committee**

Pursuant to the terms of the Governance and Investor Rights Agreement, for so long as the MG Entities beneficially own at least 10% of the outstanding Voting Units, SmartCentres will continue to maintain the Executive Committee comprised of a maximum of eight senior employees of SmartCentres, including SmartCentres' Executive Chairman, President and Chief Executive Officer, Chief Financial Officer, Chief Development Officer, Executive Vice President, Portfolio Management and Investments and such other senior management as the Executive Chairman and the Chief Executive Officer may mutually agree and designate. Under the direction of the Executive Chairman and the Chief Executive Officer, the Executive Committee is responsible for overseeing the management of all significant matters affecting SmartCentres.

#### Real Estate Committee

If at any time prior to December 31, 2025 (the "Expiry Time"), Mitchell Goldhar is no longer employed as Executive Chairman of the Board of Trustees, SmartCentres has agreed that it shall re-establish the Real Estate Committee which shall be comprised of such senior officers of SmartCentres and its subsidiaries as Mitchell Goldhar and the President and Chief Executive Officer shall agree, acting reasonably.

If the Real Estate Committee is re-established, from the date on which it is re-established to and including the Expiry Time, so long as the MG Entities beneficially own at least 10% of the outstanding Voting Units:

- (a) SmartCentres will maintain the Real Estate Committee; and
- (b) the following matters are subject to review by the Real Estate Committee:
  - (i) the acquisition or disposition of any property adjacent to an existing property owned by SmartCentres or any MG Entity or with a price in excess of \$5,000,000;
  - (ii) the commencement of any new development project with Walmart Canada Realty Inc. or any of its affiliates as a tenant;
  - (iii) all matters that are subject to the approval of the management committee, the investors committee or any co-owners committee in respect of the joint venture with Walmart Canada Realty Inc. or any of its affiliates;
  - (iv) any lease with, or parcel sale to, a tenant for premises with an area in excess of 35,000 square feet, or any buy out of, renewal or extension of, acceptance of surrender of, material amendment to or any other material dealing with, or exercise of remedies under, any such lease:
  - (v) any development project in excess of \$20,000,000 that actually or is forecast to exceed the then approved development budget for such project by more than 2%;
  - (vi) any redevelopment of a property involving estimated total expenditures in excess of

\$5,000,000;

- (vii) on a quarterly basis and at any other time as needed, the marketing and other plans to develop the brands of SmartCentres;
- (viii) the annual leasing plan of SmartCentres;
- (ix) on an annual basis, the portfolio of properties and land held by SmartCentres; and
- any other real estate or brand related matter that the Chief Executive Officer proposes be reviewed by the Real Estate Committee, or Mitchell Goldhar proposes be reviewed by the Real Estate Committee, subject to approval of such proposal by the Chief Executive Officer, acting reasonably.

The Governance and Investor Rights Agreement provides Mitchell Goldhar with the right to be an observer on the Real Estate Committee and the right to receive notice of all meetings of the Real Estate Committee and all meeting materials at the same time as the members of the Real Estate Committee (except materials in respect of matters in which any MG Entity is the counterparty) and to attend and, in his capacity as an observer, participate at all meetings of the Real Estate Committee (except the portion of a meeting in respect of matters in which any MG Entity is the counterparty).

## Special Committees

All related party transactions are reviewed and approved by the independent Trustees. Depending on the complexity and size of the transaction, the Board of Trustees may form a special committee composed solely of independent Trustees to review, supervise and participate in the negotiation and resolution of the related party transaction. The special committee will be entitled to select and retain separate legal, financial, realty, compensation and other advisors to assist the special committee in carrying out its mandate.

SmartCentres formed an ad hoc special independent committee (the "Special Independent Committee") consisting of Messrs. Garry Foster (Chair), Kevin Pshebniski, Michael Young and Jamie McVicar to, among other things: (i) review and evaluate the compensation to be paid to Mitchell Goldhar as Executive Chairman of SmartCentres; (ii) review and evaluate the amounts received from and paid to Mitchell Goldhar in connection with certain related party services (including the Penguin Services Agreement) and to consider whether the terms of those services should be extended and/or amended; (iii) review, supervise and participate in the negotiation and/or potential amendment of certain agreements between SmartCentres and Mitchell Goldhar; (iv) review, supervise and participate in the negotiation of any changes to governance matters involving Mitchell Goldhar and SmartCentres; (v) review the status and terms of various mezzanine loan and earnout arrangements between SmartCentres and Mitchell Goldhar; and (vi) review and supervise such other related party arrangements between SmartCentres and Mitchell Goldhar as deemed advisable by the Special Independent Committee, including with respect to the acquisition or development of Penguinowned properties. The Board of Trustees accepted the Special Independent Committee's recommendations with respect to these related party matters and all matters which required the approval of Unitholders were approved by the requisite number of votes at SmartCentres' annual general and special meeting held on December 9, 2020. The Special Independent Committee provided a report to Unitholders in SmartCentres' management information circular dated November 6, 2020 which is available at www.sedar.com. The Special Independent Committee held its final meeting in November 2020.

#### Assessments of Trustees

The Corporate Governance and Compensation Committee annually conducts a peer evaluation process to provide feedback to individual Trustees, including the chairs of each Board committee, on their effectiveness. The survey requires that every Trustee assess the contribution of each of his or her peers. The Corporate Governance and Compensation Committee also conducts an annual evaluation of the effectiveness of the Board and each of the committees of the Board. The latter survey covers the operation of the Board and its committees, the adequacy of information provided to Trustees, Board structure and agenda planning for Board meetings. These assessments take into account the Board mandate and the relevant committee mandates. The results of the surveys form the basis of recommendations to the Board for change.

## **Board Renewal and Retirement**

SmartCentres does not have a mandatory age for the retirement of Trustees and there are no term limits. Instead, the Corporate Governance and Compensation Committee reviews the composition of the Board on a regular basis in

relation to approved Trustee criteria and skill requirements and recommends changes as appropriate to renew the Board. The chair of the Corporate Governance and Compensation Committee leads the effort to identify and recruit candidates to join the Board in current and future years, with a focus on enhancing the Board's diversity in accordance with SmartCentres' diversity policy. While term limits can be a way to effect change on boards, the Corporate Governance and Compensation Committee believes that the imposition of Trustee term limits implicitly discounts the value of experience and institutional memory on the Board and runs the risk of excluding effective Board members who have longstanding knowledge of SmartCentres and its operations as a result of an arbitrary determination. The Corporate Governance and Compensation Committee believes that it can achieve the right balance between continuity and encouraging turnover and independence without mandated term limits and relies on its annual Trustee assessment procedures in this regard. See "— Assessment of Trustees" for further details on such procedures. Each Trustee who is not appointed by the MG Entities is nominated and stands for election each year.

## Talent Management and Succession Planning Philosophy

SmartCentres has a talent management and succession planning process in place that ensures key positions in SmartCentres have the necessary depth for effective continuance of business activities. SmartCentres' philosophy is to develop and promote from within for these key positions. SmartCentres uses an approach that includes identification, assessment and development of high-performing associates who demonstrate a readiness for such key positions.

Interim successors are also identified for each key role, who can take over the role on an emergency-basis until a long-term successor can be identified. Such interim successor is distinct from a succession planning candidate.

To build ongoing depth, SmartCentres has:

- (a) implemented an extensive recruitment and onboarding process to ensure the right fit of the candidate for the role within SmartCentres, and to promote diversity and varied perspectives within SmartCentres;
- (b) developed an Individual Career Discussion program for qualifying associates that outlines future development and growth objectives that the associates work towards over a 3-5 year period. The program includes special assignments, mentoring, cross-training, increased responsibilities and leadership, attending and eventually presenting at key business and Board meetings and ongoing internal and external training/courses;
- (c) implemented a nomination and sponsorship process for high-potential candidates for the identified key succession positions, based on past performance and formal assessments;
- (d) established formal managerial-leadership development curriculum that all managers are required to attend; and
- (e) implemented business-related training sessions and courses, administered both internally and externally.

SmartCentres' succession planning activities are the responsibility of the Talent Leadership Committee, which is comprised of executive officers of SmartCentres. The committee:

- (a) plays a key role in partnering with the Corporate Governance and Compensation Committee to ensure that ongoing talent management and succession planning objectives are met annually;
- (b) meets annually to review and update the annual succession plan; and
- (c) provides bi-annual reports to the Corporate Governance and Compensation Committee.

In addition, the President and Chief Executive Officer and senior leaders of SmartCentres have specific performance objectives relating to talent management and succession planning and are held accountable through the performance review process and incentive program. See "Executive Compensation – Compensation Discussion and Analysis".

SmartCentres' philosophy of building ongoing depth reinforces its core values and culture, helps promote retention of talent and provides more opportunity for succession.

## **EXECUTIVE COMPENSATION**

## Letter from the Chair of the Corporate Governance and Compensation Committee

Fellow Unitholders,

On behalf of the Corporate Governance and Compensation Committee and the Board, we are pleased to provide you with an overview of our key accomplishments in 2020 and describe how our executive compensation program attracts and retains talent that is essential to delivering against our long-term strategy. Our goal is to provide you with clear information that helps you understand how our compensation program is structured and how we assess performance.

#### Compensation Structure and Philosophy

SmartCentres' compensation structure is intended to attract, retain, motivate and reward highly qualified executives while aligning the interests of our executives with Unitholders. The compensation structure promotes a pay-for-performance culture using performance objectives which are expected to deliver long-term value for our Unitholders.

SmartCentres' compensation program for its executives consists of the following key components:

- Base Salary: Salary ranges are based on peer comparator groups with individual base pay reflecting merit and potential.
- Annual Incentive Plan: SmartCentres rewards the achievement of annual trust-level and individual performance goals through the payment of annual incentive bonuses. The annual incentive opportunity is a percentage of base pay. Target award payouts generally range from 50-70% of base salary, and up to 125% in the case of the Executive Chairman.
- Deferred Unit Plan: Our named executive officers can elect to receive their annual incentive bonus in the form of Deferred Units and receive an equal contribution of Deferred Units from SmartCentres. The Deferred Unit Plan promotes a greater alignment of interests between our executives and Unitholders by more closely linking their compensation with the market price of SmartCentres' Units. Vesting and payout of matching Deferred Units occurs over a number of years.
- Long Term Incentive Plan ("LTIP"): The LTIP encourages retention and rewards longer term value creation. Annual grants are made with specific measures and objectives that lead to long-term value creation. The payout is 100% performance conditioned and occurs following the three year performance period. The Board does not intend to grant further awards under the LTIP at this time, however the LTIP remains in place to govern those awards through their respective performance periods.
- Equity Incentive Plan ("EIP"): The EIP provides officers and key employees of SmartCentres and its related entities with the opportunity to acquire "Performance Units" to allow them to participate in the long-term success of SmartCentres and to promote a greater alignment of their compensation with the interests of Unitholders. As awards under the EIP may be settled in Units issued from treasury, awards can have a longer combined performance and vesting period than the three-year period under the LTIP, further promoting retention and longer-term value creation. SmartCentres also has ownership guidelines in place requiring each executive officer to maintain an equity position in SmartCentres to further align the interests of executives with the interests of Unitholders. The EIP was approved by Unitholders at SmartCentres' 2020 annual general and special meeting held on December 9, 2020. No Performance Units were granted under the EIP in 2020.

## SmartCentres' Performance in 2020

SmartCentres measures the performance of its executive officers against a set of trust-level performance metrics and personal-level performance metrics reflective of SmartCentres' strategic goals. Trust-level performance metrics for 2020 include objectives that drive SmartCentres' overall financial and operating performance, including targets for Funds from Operations ("FFO"), liquidity, developments, intensification, leasing, tenant assistance and occupancy levels and staff turnover. SmartCentres' 2020 financial and operating performance highlights included the following:

- Maintained a high level of occupancy at 97.0%
- FFO increased by \$2.5 million or 0.7% to \$368.0 million, which was primarily due to SmartCentres' share of profit on the closings of the Transit City 1 and 2 condominiums, partially offset by COVID-19 related expected credit loss provisions

- Completed and transferred approximately 453,557 square feet of retail and office tenancies via earnouts and developments to income properties, providing an average unleveraged yield of 5.4%
- Successfully initiated 22 new developments on existing lands in retirement home, condo and rental apartment, and self-storage businesses, independently or with joint venture participants
- Successfully initiated seven new development or redevelopment sites

#### Pay and Performance

Awards were granted in 2020 as part of the annual bonus for the named executive officers based on our annual performance as outlined above. Despite the challenging market conditions of 2020, management delivered another year of good results as evidenced by the 83.87% overall achievement of the target trust-level performance metrics and sub-metrics. Although the Board was pleased with Management's efforts, the delivered results and performance relative to peers, the decision was made to cap annual bonus payouts to 75% of target in consideration of the challenging economic environment, and Unitholder experience throughout 2020.

Over the performance period from January 1, 2018 to December 31, 2020, total Unitholder return was above the 45<sup>th</sup> percentile of our performance peer group in the S&P/TSX Capped REIT Index. This resulted in a final performance multiplier of 88.6% for our 2018 performance units (being the LTIP Units) and a total payout (including distribution equivalents) of 85.4% of their original grant value. See " – Equity Compensation Plan Information – Long Term Incentive Plan".

#### Executive Chairman

Mr. Goldhar was appointed as Executive Chairman of SmartCentres on February 14, 2018. In accepting that role, Mr. Goldhar assumed responsibilities beyond that of a non-executive Board Chairman role, such as active oversight and leadership in advancing the corporate strategy, advancement of leasing, finance, asset management and property management matters, participation in investor relations and oversight of development and intensification initiatives. The Special Independent Committee was formed to, among other things, review and evaluate the compensation paid to Mitchell Goldhar as Executive Chairman and the amount received from and paid to Mitchell Goldhar and the Penguin group of companies in connection with certain related party services. Based on the recommendations of the Special Independent Committee, a new employment agreement and an amendment to the Penguin Services Agreement were entered into in 2020 (See "– 2020 Compensation for the Named Executive Officers – Penguin Services Agreement").

## 2020 Say-on-Pay

At last year's annual general and special meeting of Unitholders held on December 9, 2020, the advisory "say-on-pay" resolution received the support of 99.22% of the votes cast. Notwithstanding this positive result, we continue to seek Unitholder feedback on our executive compensation program. At the 2021 annual general meeting of Unitholders, we will again hold an advisory "say-on-pay" vote and the Board will continue to consider the results from this year's and future advisory votes on executive compensation when considering future executive compensation arrangements.

The Corporate Governance and Compensation Committee believes that SmartCentres' executive compensation philosophy and structure are effectively aligned with performance and Unitholder interests. We will continue to monitor the effectiveness of SmartCentres' compensation program, taking into account feedback from our Unitholders during this year's "say-on-pay" vote.

#### Communication with the Board

The Trustees are always interested in receiving Unitholders' views about SmartCentres, its governance and its operation. The Board oversees systems for receiving feedback from Unitholders and it monitors feedback received by SmartCentres. Unitholders may communicate with the Lead Independent Trustee by mailing (by regular mail or other means of delivery) to the head office of SmartCentres at 3200 Highway 7, Vaughan, Ontario L4K 5Z5 in a sealed envelope marked 'Private and Confidential – Attention Lead Independent Trustee'.

We are committed to providing you with complete information regarding our executive compensation program. On behalf of the Corporate Governance and Compensation Committee and the Board, we thank you for taking the time to read our disclosure and encourage you to vote in favour of our approach to executive compensation.

Sincerely,

Jamie McVicar

Chair, Corporate Governance and Compensation Committee

## **Compensation Discussion and Analysis**

#### Objectives and Design

SmartCentres' goal is to provide Unitholders with stable and growing cash distributions by focusing on the ownership and development of high-quality retail properties and expansion of its development initiatives to include rental apartments, condominiums, townhouses, retirement homes, office buildings and self-storage facilities, enhancing the value through effective management, leasing and development of its assets, and effective control of long-term cost of capital. The objective of SmartCentres' executive compensation program is to attract, retain and motivate qualified individuals to and within its senior management team. To achieve that goal, SmartCentres is committed to a compensation policy that is competitive, drives business performance and encourages Unit ownership.

SmartCentres' executive compensation program is designed to provide commensurate reward for services rendered and appropriate incentive for the senior management team to implement both short-term and long-term strategies aimed at increasing Unitholder value and creating economic value for SmartCentres. SmartCentres' executive compensation strategy is therefore significantly weighted towards pay-for-performance components. Actual incentive rewards are directly linked to the results of SmartCentres and its senior management team. Financial and operational performance targets set each year represent targeted improvements to SmartCentres' financial and operational results and are therefore aligned with Unitholder interests. While performance targets are set each year, the Corporate Governance and Compensation Committee is not tied to these criteria; it retains the discretion to alter the performance targets in response to outside economic conditions. Throughout 2020, SmartCentres monitored and reviewed the metrics, targets, and weightings to ensure they remained appropriate and focused on key priorities to ensure SmartCentres' performance was maintained in the challenging economic environment.

## Components

The main components of SmartCentres' executive compensation program are base salary, annual incentive bonuses and long-term incentives in the form of Deferred Units granted in accordance with the Deferred Unit Plan, LTIP Units granted in accordance with the LTIP and Performance Units granted in accordance with the EIP, which will replace the LTIP in 2021.

#### Base Salary

SmartCentres reviews the compensation practices of other large Canadian publicly traded real estate entities with similar attributes to SmartCentres (and in particular those with market capitalizations in excess of \$2 billion) to ensure the base salary and annual and long-term incentives that it is paying to its executive officers are competitive. Some of these large Canadian publicly traded real estate entities for 2020 include:

- (a) Allied Properties Real Estate Investment Trust
- (b) Boardwalk Real Estate Investment Trust
- (c) Canadian Apartment Properties Real Estate Investment Trust
- (d) Chartwell Retirement Residences
- (e) Choice Properties Real Estate Investment Trust
- (f) Cominar Real Estate Investment Trust
- (g) First Capital Real Estate Investment Trust
- (h) Granite Real Estate Investment Trust
- (i) H&R Real Estate Investment Trust
- (j) RioCan Real Estate Investment Trust
- (k) CT Real Estate Investment Trust
- (1) Crombie Real Estate Investment Trust

SmartCentres also reviews the compensation practices of other real estate entities through the Real Property Association of Canada Compensation Survey. The survey is comprised of over 50 publicly traded and private real estate entities from Canada. The goal of the review is to allow SmartCentres to retain the flexibility to change compensation as it deems necessary, while providing a guideline to ensure compensation levels remain competitive

and within the overall goals of SmartCentres. The survey data is only one factor in the determination of compensation. In determining Mitchell Goldhar's compensation, SmartCentres also considered real estate private equity firms and real estate developers in North America.

#### *Annual Incentives – Bonuses*

SmartCentres pays annual incentive bonuses to its named executive officers in order to incentivize and reward them for the positive performance of SmartCentres and individually in a given year. Annual incentive bonuses are paid to a maximum, generally, of 50% of each executive officer's annual base salary (70% commencing in 2020 for the President and Chief Executive Officer of SmartCentres and 100% for 2018/2019 and 125% thereafter for the Executive Chairman). Such annual incentive bonuses are based upon the assessment by the Board of the performance of each executive officer. SmartCentres measures the performance of its executive officers against a set of trust-level performance metrics and personal-level (i.e. position-specific) performance metrics reflective of SmartCentres' strategic goals. Generally speaking, the trust-level performance metrics, in aggregate, account for 70% of target bonus payable for 2020 to each named executive officer and the personal-level performance metrics, in aggregate, account for 30%, depending on the particular named executive officer's employment or service agreement, except for the Executive Chairman for whom the trust-level performance metrics account for 100% of target bonus payable. Throughout the year, the Board may review the underlying strategy of SmartCentres and re-evaluate the targets. These performance metrics are guidelines for gauging performance and are not intended to be inflexible targets. As such, the criteria for the calculation of bonuses and the payment of such bonuses remain at the discretion of the Board. In light of the evolving COVID-19 pandemic and its direct, unplanned adverse impact on SmartCentres' operations in 2020, the trust-level and personal-level performance metrics were, in fact, developed and re-evaluated throughout the year.

## **Trust-Level Performance Metrics**

Trust-level performance metrics include the broad, trust-wide objectives that drive SmartCentres' overall financial and operating performance. Many of these metrics are similar to the prior year's targets and include FFO, liquidity, leasing, tenant assistance targets and occupancy levels, new development initiatives that consist of new non-retail developments and new intensification projects and staff turnover. The weighting of the metrics may be revised annually to reflect shifting priorities.

For each of the trust-level performance metrics, where appropriate, SmartCentres establishes a "base" level of achievement, a "target" level of achievement and a "maximum" level of achievement. When established, it is expected by SmartCentres that the "base" levels of achievement for each performance metric are attainable with reasonable diligence while attainment of the "target" and "maximum" levels of achievement would result from superior performance. As a guideline, achievement of "base" levels would earn 50% of the particular metric, achievement of "target" levels would earn 100% of the particular metric and achievement of "maximum" levels would earn up to 150% of a particular metric. If "base" levels are not achieved, a 0% payout would result with respect to the applicable performance metric. The Corporate Governance and Compensation Committee has discretion when the results fall between the "base" and "target" levels and the "target" and "maximum" levels to determine the achievement level.

For the fiscal year ended December 31, 2020, the trust-level performance metrics included the following items, respective weighting and results achieved by SmartCentres:

Target	Consider Designation of Management	W-:-1-4	Specific Performance Measurement for Fiscal 2020	Specific Performance Achievement in Fiscal 2020		
Performance Description	Specific Performance Measures	Weight	(Base – Target – Maximum)	Actual Performance	Weighting Achieved	
	Meet or exceed annual FFO per Unit budget, before transactional FFO	15%	\$2.30 – \$2.47 – \$2.60 per Unit	\$2.21	0.00%	
Financial Results	Initiatives to maximize ACFO and liquidity within the COVID-19 pandemic	10%	5 – 10 – 15 initiatives	13	13.00%	
	Total	25%			13.00%	

Target Performance	Specific Performance Measures	Weight	Specific Performance Measurement for Fiscal 2020	Specific Perfo Achievement in l	
Description	Specific Performance Measures	(Base – Target – Maximum)		Actual Performance	Weighting Achieved
Leasing/ Occupancy	Tenant assistance and commitments (Provide financial and operational assistance to National, Regional and Small/Independent tenants with documented commitments, maximizing government and other sources of available funding, such as CECRA.)	20%	75% – 92.5% – 99%	94.98%	23.81%
	Maintain occupancy level, as measured at end of each quarter	10%	97.0% – 97.7 to 98.1% – 98.0 to 98.2%	97.63% (average)	9.65%
	Total	30%			33.46%
New Development Project Approvals	Initiate new non-retail developments independently or with joint venture relationships <sup>(1)</sup>	20%	20 – 25 – 30 projects	22 projects	14.00%
	Total	20%			14.00%
	Prepare and submit complete municipal rezoning applications	8%	16 – 22 – 28 submissions	23 submissions	8.67%
New Development Intensification	Prepare and submit complete municipal site plan applications	12%	10-15-20 submissions	14 submissions	10.80%
	Total	20%			19.47%
Talent	Maintain/reduce staff attrition	5%	12.5% – 10% – 7.5%	11.06%	3.94%
Management	Total	5%			3.94%
	AGGREGATE TOTAL	100%			83.87%

## Notes:

(1) Different types of new non-retail developments include self-storage, retirement, apartments, condos, homes, hotel, office and industrial building, each of which have different weightings to arrive at the Trust-level target.

Despite the impact of the COVID-19 pandemic, SmartCentres' management delivered another year of good results as evidenced by the 83.87% overall achievement of the target trust-level performance metrics and sub-metrics. In light of the evolving pandemic and its direct, unplanned adverse impact on SmartCentres' initial corporate targets in 2020, SmartCentres decided to consider the attainment of corporate goals and objectives, and the performance against certain of its Canadian retail REIT peers (collectively, the "Peers") in assessing the appropriateness of the 2020 bonus payout. This assessment included, but was not limited to the following key performance factors, in which SmartCentres outperformed the Peers:

- Change in year over year FFO per unit levels of -\$0.01 or -0.5%;
- Payout Ratio to ACFO of 87.2%;
- Distribution level of \$1.85 per unit on an annualized basis maintained throughout 2020;
- Higher relative liquidity level; and
- Achievement of key financial metrics including: Debt to Aggregate Assets ratio of 44.6%, Adjusted Debt to Adjusted EBITDA multiple of 8.5x and interest coverage ratio of 3.2x.

SmartCentres obtained information relating to the Peers from third-party sources and publicly available information. SmartCentres believes the information relating to its Peers it referred to in making its determination was accurate, but it has not independently verified any of the information and SmartCentres does not make any representation to the accuracy of such information. FFO, ACFO, Payout Ratio to ACFO, Debt to Aggregate Assets, Adjusted EBITDA, Adjusted Debt to Adjusted EBITDA and Interest Coverage Ratio are non-GAAP measures (see " – Non-GAAP Measures", below for more information).

Although the Board was pleased with Management's efforts, the delivered results, and performance relative to the Peers, the decision was made to cap annual bonus payouts to 75% of target in consideration of the challenging economic environment, and Unitholder experience throughout 2020.

#### Personal-Level Performance Metrics

Personal-level performance metrics are job-specific and either build upon trust-level performance metrics or address specific priorities for each position to align with overall corporate strategy. As a result, the targets and weighting are more likely to vary year over year as they are tailored to emerging initiatives.

For fiscal 2020, key priorities for each of the named executive officers were focused on each executive's responsibilities under SmartCentres' strategic plan, with an emphasis on sustaining and growing the existing business and developing new growth opportunities. In addition, each named executive officer was also evaluated against goals and objectives related to such named executive officer's position, functional responsibilities and contribution to operating as an effective team.

For the following named executive officers, the weights given to the aggregate total trust-level versus personal-level performance metrics in respect of 2020 are 70% and 30%, respectively. Based on these weights and the discretionary 75% cap placed on corporate performance, the overall achievement percentage of the total bonus for 2020 are as follows: Mr. Forde, 76.5%; Mr. Sweeney, 74.4%; Mr. Gobin, 77.4% and Mr. Pambianchi, 74%. Mr. Goldhar's annual incentive bonus in respect of 2020 is based on 100% trust-level performance metrics, which includes elements related to operating SmartCentres' business through the COVID-19 pandemic, and therefore his overall achievement percentage is 75%.

#### Equity Incentive Plans

## Deferred Unit Plan

SmartCentres provides its named executive officers with the right to participate in the Deferred Unit Plan in order to promote a greater alignment of interests between them and the Unitholders by more closely linking their compensation with the market price of the Units. Each of the named executive officers elected to take 100% of their 2020 cash incentive bonus in Deferred Units. For further information, including information about the vesting provisions, see "Executive Compensation – Equity Compensation Plan Information – Deferred Unit Plan".

## **Inducement Award Agreements**

SmartCentres may grant awards of Deferred Units as an employment inducement to new officers of SmartCentres, provided that any such award recipient was not previously employed and not previously an insider of SmartCentres, all in accordance with the applicable laws and rules of the TSX (each, an "Inducement Award"). For further information, see "Executive Compensation – Equity Compensation Plan Information – Inducement Award Agreements". No Inducement Awards were granted in 2020.

#### Long Term Incentive Plan

The Corporate Governance and Compensation Committee believes that a significant component of the compensation of certain officers and employees of SmartCentres should be based on the total Unitholder return, which includes the amount of monthly distributions paid on the Units. To that end, SmartCentres has an LTIP that certain senior executives have previously been able to participate in at the discretion of the Board. The purpose of the LTIP is to promote a greater alignment of interests between senior executives and Unitholders by linking a component of the executives' compensation to the total Unitholder return compared to a peer group of public entities (the "Peer Group") comprised of the entities included in the S&P/TSX Capped REIT Index at both the beginning and end of each respective performance period. The compensation of a participating senior executive under the LTIP will also be partly dependent on the amount of monthly distributions paid on the Units. SmartCentres does not intend to grant further awards under the LTIP at this time in favour of granting awards under the EIP, however the LTIP remains in place to govern previous awards through their respective performance periods. For further information, including information about the vesting provisions of the LTIP, see "Executive Compensation – Equity Compensation Plan Information – Long Term Incentive Plan".

## **Equity Incentive Plan**

SmartCentres provide officers and key employees of SmartCentres and its related entities with the opportunity to acquire "Performance Units" to allow them to participate in the long-term success of SmartCentres and to promote a greater alignment of their compensation with the interests of Unitholders. As awards under the EIP may be settled in

Units issued from treasury, awards can have a longer combined performance and vesting period than the three-year period under the LTIP, further promoting retention and longer-term value creation. For further information, see "Executive Compensation – Equity Compensation Plan Information – Equity Incentive Plan".

#### Executive Compensation Claw-back

The Board has adopted an executive compensation claw-back policy concerning future awards made under SmartCentres' annual and equity incentive plans. Under this policy, which applies to all executives, the Board may, in its sole discretion, to the fullest extent permitted by governing laws and to the extent it determines that it is in SmartCentres' best interest to do so, require reimbursement of all or a portion of annual and equity incentive compensation received by an executive. The Board may seek reimbursement of full or partial compensation from an executive or former executive officer in situations where:

- (a) the amount of incentive compensation received by the executive or former executive officer was calculated based upon, or contingent on, the achievement of certain financial results that were subsequently the subject of or affected by a restatement of all or a portion of SmartCentres' financial statements;
- (b) the executive officer engaged in gross negligence, intentional misconduct or fraud that caused or partially caused the need for the restatement; and
- (c) the incentive compensation payment received would have been lower had the financial results been properly reported.

Pursuant to the LTIP and the EIP, LTIP Units or Performance Units, as applicable, may be forfeited where there has been any material restatement of SmartCentres' quarterly or annual financial statements or any fraud, material and wilful breach of the executive's employment agreement which is materially detrimental to SmartCentres or any of its subsidiaries, or material and wilful breach of any code of conduct or policy of SmartCentres or any of its subsidiaries which is materially detrimental to SmartCentres or any of its subsidiaries on the part of the executive. In the event there is a material restatement of SmartCentres' financial statements, the Board may adjust the number of LTIP Units or Performance Units, as applicable, in each award that have not yet vested which have a performance period that overlaps with or is in the year following the financial period for which the financial statements have been restated. In the event of misconduct by an executive, the Board may determine the number of LTIP Units or Performance Units, as applicable the executive will be required to forfeit in its sole discretion.

## Perquisites and Personal Benefits

Perquisites and personal benefits provided to senior management reflect competitive practices and particular business needs. Generally speaking they are not a significant component of SmartCentres' executive compensation program.

## Review / Modifications

SmartCentres' executive compensation program is reviewed and considered at least annually by the Corporate Governance and Compensation Committee to determine if the objectives of the executive compensation program are being achieved and whether any modifications to that program are required. This includes a review of base salaries payable, incentive bonuses payable and the degree of participation in the Deferred Unit Plan, the LTIP and the EIP. It also includes a review of the metrics used to assess performance, the targets established with respect to those performance metrics, whether previously established targets have been achieved and to what degree, and whether the performance metrics and targets are still appropriate in light of the then current real estate market, stock market and general economic conditions as well as the overall business strategy of SmartCentres. The Corporate Governance and Compensation Committee considers the establishment of new performance metrics and related targets to be used to assess executive officer performance and determines executive officer compensation on a going-forward basis. In completing this review, the Corporate Governance and Compensation Committee considers the recommendations of management, the President and Chief Executive Officer and Executive Chairman of SmartCentres in particular. The Corporate Governance and Compensation Committee structures management's incentive plan to reward both short and long-term objectives. This balanced approach mitigates the risk of management pursuing a strategy that would negatively impact the price of the Units over the long-term. SmartCentres also prohibits short selling of the Units and the purchasing of financial instruments to hedge a decrease in market value of the Units held by management. Upon completion of that review, the Corporate Governance and Compensation Committee makes its recommendations with respect to SmartCentres' executive compensation program to the full Board. The Board then approves the executive compensation program, including the individual components, subject to any modifications it deems necessary.

## Management of Compensation Risk

In conjunction with its annual executive compensation review, the Corporate Governance and Compensation Committee considers the implications of the risks associated with SmartCentres' compensation policies and practices. In particular, the policies and practices of the incentive bonus structure are scrutinized, focusing on the detailed bonus metrics and calculations, including:

- (a) the risks of the chosen metrics encouraging management to take inappropriate or excessive risks;
- (b) the risk of the chosen metrics being affected by variables beyond the control of management; and
- (c) the risks of possible errors and omissions in the input data and/or calculations used to determine achievement of bonuses.

In mitigating such risks, the Corporate Governance and Compensation Committee relies on, in part:

- (a) the limits on management's discretion to undertake material business transactions without the input and/or consent of the Board and/or its committees;
- (b) the role of the Audit Committee, with the input from SmartCentres' auditors in its quarterly review of financial data, to ensure accuracy in such key measures that are used in bonus metrics;
- (c) the role of the Investment Committee, in its review and approval of all major acquisitions and development proposals and financings, to ensure the same are in the best interests of SmartCentres; and
- (d) the receipt and review by the Corporate Governance and Compensation Committee of the input data and calculations used to determine achievement of bonuses, as reviewed by SmartCentres' internal auditor.

In addition, SmartCentres' committee membership contains cross-representation whereby at least one member of the Corporate Governance and Compensation Committee sits on the Audit Committee and the Investment Committee. Finally, the core components of the trust-level performance metrics remain largely unchanged from year to year allowing the Corporate Governance and Compensation Committee to monitor management's performance in regard to inappropriate or excessive risks. For 2020, the trust-level performance metrics were adjusted to account for operating SmartCentres' business through the COVID-19 pandemic. The Corporate Governance and Compensation Committee is of the view that the risks arising from SmartCentres' compensation policies and practices are not reasonably likely to have a material adverse effect on SmartCentres and that such policies and practices are appropriate and consistent with industry standards.

## Hugessen Consulting Inc. and FPL Associates

In 2020, the Corporate Governance and Compensation Committee again retained the services of Hugessen Consulting Inc. ("Hugessen") and the Special Independent Committee retained the services of FPL Associates, a global compensation consulting firm specialising in the REIT industry and a division of Ferguson Partners ("FPL"). Each independent executive compensation consultant provided advice on matters related to executive compensation and corporate governance. Hugessen was originally retained on February 15, 2013 at the direction of the Chair of the Corporate Governance and Compensation Committee and FPL was originally retained at the direction of the Special Independent Committee on April 12, 2019. FPL provided compensation services related to the overall compensation framework for the role of the Executive Chair.

The following services were provided to the Corporate Governance and Compensation Committee by Hugessen during the year ended December 31, 2020:

- (a) support the decision-making process related to payouts under the current executive annual and long-term incentive plans;
- (b) assessment of SmartCentres' governance and compensation practices;
- (c) review of SmartCentres' management information circular disclosure for the year ended December 31, 2019; and
- (d) benchmark executive compensation pay levels and mix relative to the compensation peer group.

Hugessen did not benchmark the compensation paid to Penguin pursuant to the Penguin Services Agreement or opine on the development of the EIP.

The following services were provided to the Special Independent Committee by FPL during the year ended December 31, 2020:

- (a) advise and design an overall compensation framework for the role of the Executive Chairman; and
- (b) advise and design an overall framework for the EIP.

Fees paid to Hugessen and FPL during 2020 and 2019 regarding services provided to SmartCentres in each of those years are as follows:

Year	Executive Compensation Related Fees
Year ended December 31, 2020 (FPL)	\$44,400
Year ended December 31, 2020 (Hugessen)	\$48,647
Year ended December 31, 2019 (FPL)	\$25,147
Year ended December 31, 2019 (Hugessen)	\$25,069

Hugessen and FPL do not provide any services to SmartCentres other than those provided to the Corporate Governance and Compensation Committee and Special Independent Committee, respectively, and the fees paid to them represented less than 1% of SmartCentres' annual revenue in each of fiscal 2020 and fiscal 2019.

The executive compensation recommendations are made by the Corporate Governance and Compensation Committee alone and may reflect factors and considerations other than the information and advice provided by Hugessen and FPL.

#### Non-GAAP Financial Measures

In the subsection "Annual Incentives – Bonuses" above, there are references to Funds From Operations "FFO", "transactional FFO", Adjusted Cashflow From Operations "ACFO", "Payout Ratio to ACFO", Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization "Adjusted EBITDA" and Adjusted Debt which are terms used by management to measure, compare and explain SmartCentres' operating results and financial performance and do not have any standardized meaning prescribed under International Financial Reporting Standards ("IFRS") generally accepted accounting principles ("GAAP") and, therefore, should not be construed as alternatives to net income or cash flow from operating activities calculated in accordance with IFRS. Such terms do not have a standardized meaning prescribed by IFRS and may not be comparable to similarly titled measures presented by other publicly traded entities. The following paragraphs provide a description of each of these non-GAAP terms and a full definition examples of reconciliations of such terms to the most directly comparable measure calculated in accordance with IFRS are provided in SmartCentres' most recent management's discussion and analysis.

FFO is a non-GAAP financial measure of operating performance widely used by the Canadian real estate industry based on the definition set forth by the Real Property Association of Canada ("REALpac"), which published a White Paper describing the intended use of FFO, last revised in February 2019. It is SmartCentres' view that IFRS net income does not necessarily provide a complete measure of SmartCentres' recurring operating performance. This is primarily because IFRS net income includes items such as fair value changes of investment property that are subject to market conditions and capitalization rate fluctuations and gains and losses on the disposal of investment properties, including associated transaction costs and taxes, which management believes are not representative of a company's economic earnings. For these reasons, SmartCentres' has adopted REALpac's definition of FFO, which was created by the real estate industry as a supplemental measure of operating performance. FFO is computed as IFRS consolidated net income and comprehensive income attributable to Unitholders adjusted for items such as, but not limited to, unrealized changes in the fair value of investment properties and transaction gains and losses on the acquisition or disposal of investment properties calculated on a basis consistent with IFRS. SmartCentres' method of calculating FFO is in accordance with REALpac's recommendations, but may differ from other issuers' methods and, accordingly, may not be comparable to FFO reported by other issuers.

Transactional FFO is a non-GAAP financial measure that represents the net financial/economic gain (loss) resulting from a partial sale of an investment property to a third party. Transactional FFO is calculated as the difference between the actual selling price and actual costs for the subject investment property. Because SmartCentres intends to continue to establish a significant number of joint ventures with partners with whom it plans to co-develop mixed-use projects,

SmartCentres expects such gains (losses) to be recurring and therefore represent part of SmartCentres' overall distributable earnings.

ACFO is a non-GAAP financial measure of operating performance and may not be comparable to similar measures used by other real estate entities. SmartCentres calculates its ACFO in accordance with REALpac's "White Paper on Adjusted Cashflow From Operations (ACFO)" for IFRS last revised in February 2019. The purpose of the White Paper is to provide reporting issuers and stakeholders with greater guidance on the definitions of ACFO and to help promote more consistent disclosure from reporting issuers. ACFO is intended to be used as a sustainable, economic cash flow metric. SmartCentres considers ACFO an input to determine the appropriate level of distributions to Unitholders as it adjusts cash flows from operations to better measure sustainable, economic cash flows. Prior to the initial issuance of the February 2017 White Paper on ACFO, there was no industry standard to calculate a sustainable, economic cash flow metric.

Payout Ratio to ACFO is a non-GAAP financial measure and is calculated as distributions declared divided by ACFO. It is the proportion of earnings paid out as dividends to Unitholders. Management determines SmartCentres' Unit cash distribution rate by, among other considerations, its assessment of cash flow as determined using certain non-GAAP measures. As such, management believes the cash distributions are not an economic return of capital, but a distribution of sustainable cash flow from operations.

Debt to Aggregate Assets is a non-GAAP measure calculated as debt divided by aggregate assets, which includes SmartCentres' proportionate share of the assets and debt of equity accounted investments. The ratio is used by SmartCentres to manage an acceptable level of leverage.

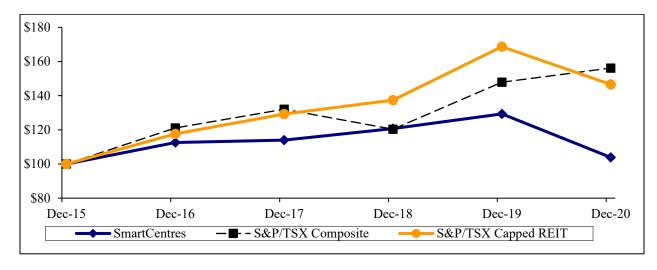
Adjusted EBIDTA is a non-GAAP financial measure that comprises net earnings adjusted by income taxes, interest expense, amortization expense and depreciation expense, as well as adjustments for gains and losses on disposal of investment properties including transactional gains and losses on the sale of investment properties to a joint venture that are expected to be recurring, and the fair value changes associated with investment properties and financial instruments, and excludes non-recurring one-time adjustments such as, but not limited to, yield maintenance on redemption of unsecured debentures and Transactional FFO. It is a metric that can be used to help determine SmartCentres' ability to service its debt, finance capital expenditures and provide for distributions to its Unitholders. Additionally, Adjusted EBITDA removes the non-cash impact of the fair value changes and gains and losses on investment property dispositions.

Adjusted Debt to Adjusted EBITDA is a non-GAAP financial measure calculated each period to provide information on the level of SmartCentres' debt versus its ability to service that debt. Adjusted EBITDA is used as part of this calculation because the fair value changes and gains and losses on investment property dispositions do not have an impact on cash flow, which is a critical part of this measure.

Interest Coverage Ratio is a non-GAAP financial measure defined as Adjusted EBITDA over interest expense, where interest expense excludes the distributions on deferred units and Units classified as liabilities and adjustments relating to the early redemption of unsecured debentures. The ratio is used by SmartCentres to manage an acceptable level of interest expense relative to available earnings and is not considered a measure in accordance with IFRS.

## **Performance Graph**

The following graph, and the table below it, compares the cumulative total Unitholder return on the Units of SmartCentres with (i) the cumulative total return of the S&P/TSX Composite Index for the five-year period ending December 31, 2020\* and (ii) the cumulative total return of the S&P/TSX Capped REIT Index for the five-year period ending December 31, 2020\*.



\* Assuming the initial value of the investment in Units of SmartCentres on the TSX was \$100 at the close of trading on December 31, 2015. Values include distributions payable but exclude brokerage fees and all income taxes.

	31-Dec-15	31-Dec-16	31-Dec-17	31-Dec-18	31-Dec-19	31-Dec-20
SmartCentres	\$100.00	\$112.55	\$113.97	\$120.71	\$129.33	\$103.90
S&P/TSX Composite	\$100.00	\$121.08	\$132.09	\$120.36	\$147.89	\$156.17
S&P/TSX Capped REIT	\$100.00	\$117.63	\$129.22	\$137.39	\$168.69	\$146.62

#### Trends

The performance of the Units underperformed the performance of the S&P/TSX Composite Index, the broad market index of Canadian listed companies, in each of the past five years other than 2018. The performance of the Units underperformed the performance of the S&P/TSX Capped REIT Index, the index of SmartCentres' Peer Group, in each of the past five years. The underperformance of the Units to the S&P/TSX Capped REIT Index in 2020 was primarily due to the impacts of the COVID-19 pandemic. The performance of the Units is outperforming the S&P/TSX Capped REIT Index year-to-date in 2021. The total executive compensation paid by SmartCentres to its named executive officers has modestly reflected the performance of the Units compared to the S&P/TSX Capped REIT Index and to the broader market appearing in the S&P/TSX Composite Index in the past five years.

The total compensation value paid to the named executive officers of SmartCentres for the 2020 financial year was \$6,075,181 (2019 – \$6,146,792) which amounts to 1.65% (2019 – 1.68%) of SmartCentres' 2020 FFO (see "Executive Compensation – Compensation Discussion and Analysis – Non-GAAP Measures") and 1.91% (2019 – 1.98%) of SmartCentres' 2020 annual declared distributions to Unitholders.

#### **CEO Compensation Over Time**

The following table compares the grant date value of compensation awarded to the former Chief Executive Officer, Huw Thomas, and the current Chief Executive Officer, Peter Forde, in respect of performance as Chief Executive Officer with the actual value received from compensation awards. Since 2016, Unitholder realized value has exceeded CEO realized compensation other than in 2018 and 2020. On a weighted average basis, Unitholder return has outperformed CEO return, highlighting the alignment of realized/realizable compensation with performance.

	Total Direct Compensation	Actual Total Direct Compensation Value	Value of \$100			
Year	Awarded(\$) <sup>(1)</sup>	Realized/Realizable as of December 31, 2020 (\$)	Period	CEO <sup>(2)</sup>	Unitholder <sup>(3)</sup>	
2016	2,088,079	1,398,562	1/1/16 to 12/31/20	\$66.98	\$103.90	
2017	1,577,981	1,043,238	1/1/17 to 12/31/20	\$66.11	\$92.32	
2018(4)	1,323,390	1,479,550	1/1/18 to 12/31/20	\$111.80	\$91.17	
2019	1,791,457	1,213,236	1/1/19 to 12/31/20	\$67.72	\$86.08	
2020	1,962,724	1,598,769	1/1/20 to 12/31/20	\$81.46	\$80.34	
			Weighted Average	\$76.78	\$94.32	

#### Notes:

- (1) Includes all compensation set out in the Summary Compensation Table at " 2020 Compensation for the Named Executive Officers Summary Compensation Table" below.
- (2) Represents the actual value of CEO compensation for each \$100 awarded in total direct compensation during the fiscal year indicated.
- (3) Represents the cumulative value of a \$100 investment in Units made on the first day of the period indicated, assuming reinvestment of distributions.
- (4) In 2018, \$524,640 was awarded to Mr. Thomas (excluding \$61,000 earned as Trustee fees in the form of Deferred Units in lieu of cash and \$61,000 in Matching Deferred Units) and \$798,750 was awarded to Mr. Forde for his role as President and Chief Executive Officer.

## 2020 Compensation for the Named Executive Officers

# **Summary Compensation Table**

The following table sets forth the annual compensation earned by each of SmartCentres' named executive officers for the three most recently completed financial years.

Name and Principal	Year	Salary	Unit-Based Awards (\$) <sup>(1)</sup>		Annual Non- Equity Incentive Plan	All Other Compensation	Total Compensation
Position		(\$)	Deferred Unit Plan <sup>(2)</sup>	LTIP (3)	Compensation <sup>(4)</sup> (\$)	(\$) (\$)	(\$)
Mitchell Goldhar Executive Chairman	2020 2019 2018	375,760 350,000 293,151 <sup>(8)</sup>	352,275 336,386 241,205	nil nil nil	352,275 336,386 241,205	14,695 139,246 <sup>(6)</sup> 140,553 <sup>(9)</sup>	1,095,005 <sup>(7)</sup> 1,162,018 <sup>(7)</sup> 916,114 <sup>(7)</sup>
Peter Forde President and Chief Executive Officer	2020 2019 2018	700,000 600,000 492,480	374,850 338,317 345,107 <sup>(10)</sup>	500,000 500,000 400,000	374,850 338,317 245,107	13,024 14,823 14,806	1,962,724 1,791,457 1,497,500 <sup>(11)</sup>

Name and Principal				Annual Non- Equity Incentive Plan	All Other Compensation	Total Compensation	
Position		(\$)	Deferred Unit Plan <sup>(2)</sup>	LTIP (3)	Compensation <sup>(4)</sup> (\$)	(\$)	(\$)
Peter Sweeney Chief Financial Officer	2020 2019 2018	483,000 473,000 456,570	179,676 209,839 183,861	275,000 275,000 260,000	179,676 209,839 183,861	14,695 14,823 14,807	1,132,047 1,182,501 1,099,099
Rudy Gobin  Executive Vice President, Portfolio Management and Investments	2020 2019 2018	445,000 425,000 410,400	172,171 198,426 168,346	175,000 165,000 150,000	172,171 198,426 168,346	18,695 18,823 18,807	983,037 1,005,675 915,899
Mauro Pambianchi Chief Development Officer	2020 2019 2018	453,900 453,900 453,900	167,898 193,877 180,017	100,000 205,000 205,000	167,898 193,877 180,017	12,672 12,709 12,707	902,368 1,059,363 1,031,641

#### Notes:

- (1) No Performance Units were granted under the Equity Incentive Plan in 2020.
- (2) The value shown is determined as at the date of grant of each award and excludes distribution equivalent amounts earned on the Deferred Units. Amounts include Matching Deferred Units granted under the Deferred Unit Plan. For further information, see "Executive Compensation Equity Compensation Plan Information Deferred Unit Plan".
- (3) The value shown is determined as at the date of grant of each award and excludes distribution equivalent amounts earned on the LTIP Units. For further information, see "Executive Compensation Equity Compensation Plan Information Long Term Incentive Plan".
- (4) These amounts represent annual cash incentive bonuses awarded to the named executive officers. Each of the named executive officers can elect to receive up to 100% of their annual incentive bonus in Deferred Units, in lieu of cash, pursuant to the Deferred Unit Plan. Each of the named executive officers elected to take 100% of their annual cash incentive bonus in Deferred Units for each of the years shown in the table.
- (5) These amounts include vehicle allowances and medical, life and other insurance premiums. The amounts shown exclude distribution equivalent amounts earned on the Deferred Units and LTIP Units as the distribution equivalents were factored into the disclosed grant date fair value of the awards.
- (6) The amounts presented include \$63,000 of Trustee retainer fees paid to Mr. Goldhar, which he elected to receive in the form of Deferred Units, as well as the related \$63,000 in Matching Deferred Units.
- (7) Pursuant to the Penguin Service Agreement, Penguin Investments, a company owned by Mr. Goldhar, received \$5,412,808 in respect of services in 2018, which includes \$421,918 in fees incurred during the period from January 1, 2018 to February 13, 2018, (such period being prior to the effective date of the amendment and restatement of the Penguin Services Agreement), \$7,029,330 in respect of services in 2019 and \$6,759,847.25 in respect of services in 2020. For further information see "Penguin Services Agreement" below.
- (8) Base salaries presented are actual amounts earned for 2020, 2019 and 2018. For Mr. Goldhar, the amount shown for 2018 represents the prorated amount of his annual base salary for 2018 (\$333,334). Mr. Goldhar became Executive Chairman effective February 14, 2018.
- (9) The amounts presented include \$65,000 of Trustee retainer fees paid to Mr. Goldhar, which he elected to receive in the form of Deferred Units, as well as the related \$65,000 in Matching Deferred Units.
- (10) This amount includes a \$100,000 bonus paid in the form of Deferred Units to Mr. Forde related to his leadership on special projects and new initiatives. This incentive bonus will vest in accordance with the Deferred Unit Plan and does not include any Matching Deferred Units.
- (11) This amount includes \$698,750 in respect of Mr. Forde's role as President and Chief Operating Officer and \$798,750 in respect of Mr. Forde's role as President and Chief Executive Officer.

## Penguin Services Agreement

On November 5, 2020, SmartCentres and its affiliates entered into an amended and restated services agreement (the "Penguin Services Agreement") with Penguin Investments, a company owned by Mitchell Goldhar, pursuant to which Penguin Investments agreed to provide a broad range of services to SmartCentres in connection with the future

development of its development projects until the earlier of (i) December 31, 2025; and (ii) the date that Mitchell Goldhar is no longer actively involved with Penguin Investments. In exchange for those services, SmartCentres will pay Penguin Investments an annual fee which consists of: (A) a fixed service fee (the "Fixed Service Fee") which is paid on a quarterly basis; and (B) an annual variable service fee (the "Variable Service Fee") that is based on the achievement of the trust-level targets for "New Development Initiatives" and "New Projects" that SmartCentres uses to measure the performance of its executive officers (the "Development Targets") and other annual targets (other than Development Targets) of a similar nature as to what SmartCentres uses to measure the performance of its executive officers, all as determined by the Board from time to time (the "Additional Targets") (see "Compensation Discussion and Analysis - Trust Level Performance Metrics").

The Penguin Services Agreement is effective from February 2018 reflective of the additional services provided by Penguin Investments from that time. The Fixed Service Fee was \$517,808 for the period commencing on February 14, 2018 and ending on March 30, 2018 and \$1,000,000 for each subsequent quarter during the 2018 calendar year. The Variable Service Fee payable for 2018 was \$1,473,082.19. For each quarter during 2019, the Fixed Service Fee was \$1,050,000. The Variable Service Fee payable for 2019 was \$2,829,330. For each quarter during 2020, the Fixed Service Fee was \$1,127,280.

For the 2020 calendar year and thereafter, the Penguin Services Agreement provides that the Variable Service Fee will be based on the achievement of the Development Targets and the Additional Targets and will be awarded in accordance with the following thresholds:

- (a) in respect of the achievement of the Development Targets:
  - (i) an amount equal to 140% of the Development Targets Amount will be awarded if and only if 150% of the Development Targets are achieved;
  - (ii) an amount equal to 100% of the Development Targets Amount will be awarded if and only if 100% of the Development Targets are achieved; or
  - (iii) an amount equal to 60% of the Development Targets Amount will be awarded if and only if 50% of the Development Targets are achieved; and
- (b) in respect of the Additional Targets:
  - (i) an amount equal to 140% of the Additional Targets Amount will be awarded if and only if 150% of the Additional Targets are achieved;
  - (ii) an amount equal to 100% of the Additional Targets Amount will be awarded if and only if 100% of the Additional Targets are achieved; or
  - (iii) an amount equal to 60% of the Additional Targets Amount will be awarded if and only if 50% of the Additional Targets are achieved.

The amount of the Variable Service Fee related to each of the Development Targets and the Additional Targets are prorated between threshold levels. For the 2020 calendar year, the "Development Targets Amount" was \$2,254,560 and the "Additional Targets Amount" was \$563,640. The Variable Service Fee payable for 2020 was \$2,250,727.25.

If in any calendar year only one of: (x) 50% of the Development Targets; or (y) 50% of the Additional Targets is achieved for such calendar year but the other 50% of the Development Targets or 50% of the Additional Targets, as applicable, is not achieved, then the Variable Service Fee shall be payable to Penguin Investments for such calendar year only in respect of the component that was achieved and no Variable Service Fee shall be payable to Penguin Investments in respect of the component that was not achieved.

For the 2021 calendar year and each calendar year during the term of the Penguin Services Agreement thereafter, the amount of the Fixed Service Fee, the Development Targets Amount and the Additional Targets Amount will be increased by an amount equal to the weighted average percentage increase in the annual salaries of certain of the executive officers of SmartCentres for such calendar year.

## **Outstanding Unit-Based Awards**

The following table indicates for each named executive officer all Unit-based awards outstanding at December 31, 2020.

	Unit-Based Awards <sup>(1)</sup>							
Name	Number of Deferred Units That Have Not Vested(2)	Market or Payout Value of Deferred Units That Have Not Vested <sup>(3)</sup>	Market or Payout Value of Vested Deferred Units Not Paid Out or Distributed <sup>(3)</sup>	Number of LTIP Units That Have Not Vested <sup>(4)</sup>	Market or Payout Value of LTIP Units That Have Not Vested <sup>(3)</sup>	Market or Payout Value of Vested LTIP Units Not Paid Out or Distributed <sup>(3)</sup>		
	(#)	(\$)	(\$)	(#)	(\$)	(\$)		
Mitchell Goldhar	20,379	470,348	2,431,316	nil	nil	nil		
Peter Forde	38,671	892,532	1,855,595	40,443	228,609	343,269		
Peter Sweeney	7,285	168,134	174,430	22,244	125,735	223,125		
Rudy Gobin	27,480	634,230	3,571,464	13,822	78,162	128,726		
Mauro Pambianchi	24,863	573,830	921,191	11,582	65,160	175,925		

#### Notes:

- (1) These figures include Deferred Units and LTIP Units received as distribution equivalents under the Deferred Unit Plan and LTIP, respectively. No Performance Units were granted and no Performance Units were received as distribution equivalents under the EIP in 2020.
- (2) These awards were issued pursuant to the Deferred Unit Plan.
- (3) Based on the market value of the Units as at December 31, 2020.
- (4) These awards were issued pursuant to the LTIP, although the awards granted under the LTIP are only settled in cash. As of December 31, 2020, each of the named executive officers other than Mitchell Goldhar were participants under the LTIP.

## Incentive Plan Awards - Value Vested or Earned During the Year

The following table indicates for each named executive officer the value of all indicated compensation awards that vested and were earned during 2020.

5		sed Awards - During the Year <sup>(1)(2)</sup>	Annual Non-Equity Incentive Plan Compensation – Value Earned During the Year
	Deferred Units (\$)	LTIP Units (\$)	<b>(</b> \$) <sup>(3)</sup>
Mitchell Goldhar	462,386	nil	352,275
Peter Forde	480,848	343,269	374,850
Peter Sweeney	212,571	223,125	179,676
Rudy Gobin	380,184	128,726	172,171
Mauro Pambianchi	330,835	175,925	167,898

#### Notes:

- (1) These awards were issued pursuant to the Deferred Unit Plan, the LTIP, or Inducement Award agreements, although the awards granted under the LTIP are only settled in cash. These figures include Deferred Units received as distribution equivalents under the Deferred Unit Plan. As of December 31, 2020, each of the named executive officers, other than Mitchell Goldhar, were participants under the LTIP. No Performance Units were granted under the EIP in 2020.
- (2) Based on the market value of the Units as at the date of vesting.
- (3) This column includes the full amount of the annual incentive bonuses even if a named executive officer elected to receive all or a portion as Deferred Units.

## **Termination and Change of Control Benefits**

#### Mitchell Goldhar, Executive Chairman

Mr. Goldhar's employment agreement provides that he will be entitled to receive a specified cash payment in the case of termination without cause or upon his resignation following the occurrence of an Adverse Event if such Adverse Event occurs within 6 months following a change of control of SmartCentres.

Upon termination without cause prior to the end of the term of his employment, Mr. Goldhar is entitled, subject to execution of a release, to a severance payment that will be an amount equal to the lesser of (A) 100% of his then current annual salary and bonus based on 100% target payout, and (B) an amount equal to 100% of the salary and bonus based on 100% target payout which would be payable to Mr. Goldhar for the remainder of the term of his employment, in each case plus continuing group health and welfare benefits for twelve months following termination (the "Separation Package").

If Mr. Goldhar resigns following an Adverse Event which occurred within 6 months following a change of control of SmartCentres, Mr. Goldhar is entitled to receive the Separation Package.

In addition, notwithstanding whether a change of control has occurred, if Mr. Goldhar resigns following an Adverse Event, he will be eligible to receive a pro-rated bonus for such year. "Adverse Event" is defined in Mr. Goldhar's employment agreement as: (a) a material diminution in Mr. Goldhar's duties, responsibilities, title or reporting relationships; (b) a reduction in his base salary; or (c) a material reduction in his variable compensation opportunities.

The treatment of any Deferred Units and any Performance Units held by Mr. Goldhar will be governed by the terms and conditions of the awards as set out in the relevant plan documents and award agreements, except as modified by Mr. Goldhar's employment agreement. Notwithstanding the relevant plan documents and award agreements, as set out in Mr. Goldhar's employment agreement, upon his resignation due to a change of control or the termination of his employment without cause that is substantially concurrent with or at any time after a change of control, any unvested Deferred Units shall automatically vest upon the date upon which the change of control is deemed to have occurred, and any unvested Performance Units for which the performance measures have been met shall automatically vest as of the date which is immediately prior to the date upon which the change of control is deemed to have occurred.

The table below sets out the estimated incremental amounts that would have been payable by SmartCentres to Mr. Goldhar, had his employment been terminated on December 31, 2020. The table includes base salary, bonus, car allowance and benefits, as applicable. For information on the treatment of any Deferred Units and Performance Units held by Mr. Goldhar in such circumstances, refer to "– Treatment of Deferred Units, Performance Units and LTIP Units" and "– Outstanding Unit-Based Awards".

Resignation	Termination without Cause	Death	Disability	Change of Control
\$nil <sup>(1)</sup>	\$756,189.64	\$336,386.00	\$350,838.31(2)	\$1,092,575.64

## Notes:

- (1) Reflects the amount payable in the event of Mr. Goldhar's resignation other than in connection with an Adverse Event. In the event of resignation following an Adverse Event \$336,386.00 is payable by SmartCentres to Mr. Goldhar.
- (2) Pursuant to SmartCentres' employee disability policy, if the amount of employment insurance received by an employee upon short-term disability is less than 55% of that employee's salary at the time that disability occurred, SmartCentres will pay to the employee an amount equal to the difference between the amount that is 55% of that employee's salary at the time that disability occurred and the amount received by the employee pursuant to his or her employment insurance for a period of up to 16 weeks. The figure above does not include this additional payment.

#### Peter Forde, President and Chief Executive Officer

Mr. Forde's employment agreement provides that he will be entitled to receive a specified cash payment in the case of termination without cause or a change of control of SmartCentres.

Upon termination without cause, Mr. Forde is entitled to a severance payment, within 30 days of termination, that will be an amount equal to 2 times his then current annual compensation, including salary and bonus based on 100% target payout, and car allowance, plus continuing group health and welfare benefits for 24 months following the termination. All unvested Deferred Units under the Deferred Unit Plan credited to Mr. Forde will vest immediately and be

redeemable by Mr. Forde upon termination without cause and any other amounts payable as of the date of termination under the LTIP will be redeemable in accordance with the terms of the LTIP.

If Mr. Forde is not offered continued employment on a comparable basis after a change of control event, he will be entitled to receive, within 30 days of such termination, an amount equal to 2 times his then current annual compensation, including base salary and bonus based on 100% target payout, and car allowance, plus continuing group health and welfare benefits for 24 months following such termination.

The table below sets out the estimated incremental amounts that would have been payable by SmartCentres to Mr. Forde, had his employment been terminated on December 31, 2020. The table includes base salary, bonus, car allowance and benefits, as applicable. For information on the treatment of any Deferred Units, Performance Units and LTIP Units held by Mr. Forde in such circumstances, refer to "– Treatment of Deferred Units, Performance Units and LTIP Units" and "– Outstanding Unit-Based Awards".

Resignation	Termination without Cause	Death	Disability	Change of Control
\$nil	\$2,415,353.70	\$nil	\$nil <sup>(1)</sup>	\$2,415,353.70

#### Notes:

(1) Pursuant to SmartCentres' employee disability policy, if the amount of employment insurance received by an employee upon short-term disability is less than 55% of that employee's salary at the time that disability occurred, SmartCentres will pay to the employee an amount equal to the difference between the amount that is 55% of that employee's salary at the time that disability occurred and the amount received by the employee pursuant to his or her employment insurance for a period of up to 16 weeks. The figure above does not include this additional payment.

## Peter Sweeney, Chief Financial Officer

Mr. Sweeney's employment agreement provides that he will be entitled to receive a specified cash payment in the case of termination without cause or a change of control of SmartCentres.

Upon termination without cause, Mr. Sweeney is entitled to a severance payment, within 30 days of his termination, that will be an amount equal to 1.5 times his then current annual base salary, plus an amount equal to 1.5 multiplied by the actual annual bonus paid to Mr. Sweeney in the year preceding the termination plus continuing group benefits for 8 weeks following termination.

If Mr. Sweeney is not offered continued employment on a comparable basis after a change of control event, he will be entitled to receive, within 30 days of such termination, an amount equal to 1.5 times his then current annual base salary, plus an amount equal to 1.5 multiplied by the actual annual bonus paid to Mr. Sweeney in the year preceding such termination.

The table below sets out the estimated incremental amounts that would have been payable by SmartCentres to Mr. Sweeney, had his employment been terminated on December 31, 2020. The table includes base salary, bonus, car allowance and benefits, as applicable. For information on the treatment of any Deferred Units, Performance Units and LTIP Units held by Mr. Sweeney in such circumstances, refer to "– Treatment of Deferred Units, Performance Units and LTIP Units" and "– Outstanding Unit-Based Awards".

Resignation	Termination without Cause	Death	Disability	Change of Control
\$nil	\$1,040,389.53	\$nil	\$nil <sup>(1)</sup>	\$1,039,259.04

#### Note:

(1) Pursuant to SmartCentres' employee disability policy, if the amount of employment insurance received by an employee upon short-term disability is less than 55% of that employee's salary at the time that disability occurred, SmartCentres will pay to the employee an amount equal to the difference between the amount that is 55% of that employee's salary at the time that disability occurred and the amount received by the employee pursuant to his or her employment insurance for a period of up to 16 weeks. The figure above does not include this additional payment.

## Rudy Gobin, Executive Vice President, Portfolio Management and Investments

Mr. Gobin's employment agreement provides that he will be entitled to receive a specified cash payment in the case of termination without cause or a change of control of SmartCentres.

Upon termination without cause, Mr. Gobin is entitled to a severance payment, within 30 days of his termination, that will be an amount equal to 1.5 times his then current annual compensation, including base salary and bonus based on the target amount for the relevant year, and car allowance, plus continuing group benefits for 18 months following termination.

If Mr. Gobin is not offered continued employment on a comparable basis after a change of control event, he will be entitled to receive, within 30 days of such termination, an amount equal to 1.5 times his then current annual compensation, including salary and target bonus for the relevant year, and car allowance, plus continuing group benefits for 18 months following such termination and all amounts due under the Deferred Unit Plan and LTIP in accordance with the terms of the plans.

The table below sets out the estimated incremental amounts that would have been payable by SmartCentres to Mr. Gobin, had his employment been terminated on December 31, 2020. The table includes base salary, bonus, car allowance and benefits, as applicable. For information on the treatment of any Deferred Units, Performance Units and LTIP Units held by Mr. Gobin in such circumstances, refer to "– Treatment of Deferred Units, Performance Units and LTIP Units" and "– Outstanding Unit-Based Awards".

Resignation	Termination without Cause	thout Cause Death		Change of Control
\$nil	\$1,036,272.29	\$nil	\$nil <sup>(1)</sup>	\$1,036,272.29

#### Note:

(1) Pursuant to SmartCentres' employee disability policy, if the amount of employment insurance received by an employee upon short-term disability is less than 55% of that employee's salary at the time that disability occurred, SmartCentres will pay to the employee an amount equal to the difference between the amount that is 55% of that employee's salary at the time that disability occurred and the amount received by the employee pursuant to his or her employment insurance for a period of up to 16 weeks. The figure above does not include this additional payment.

# Mauro Pambianchi, Chief Development Officer

Mr. Pambianchi's employment agreement provides that he will be entitled to receive a specified cash payment in the case of termination without cause or a change of control of SmartCentres.

Upon termination without cause, Mr. Pambianchi is entitled to a severance payment, within 30 days of termination, that will be an amount equal to 1.5 times his then current annual compensation, including salary and bonus based on 100% target payout, and car allowance, plus continuing group health and welfare benefits for 18 months following the termination.

If Mr. Pambianchi is not offered continued employment on a comparable basis after a change of control event, he will be entitled to receive, within 30 days of such termination, an amount equal to 1.5 times his then current annual compensation, including base salary and bonus based on 100% target payout, and car allowance, plus continuing group health and welfare benefits for 18 months following such termination.

The table below sets out the estimated incremental amounts that would have been payable by SmartCentres to Mr. Pambianchi, had his employment been terminated on December 31, 2020. The table includes base salary, bonus, car allowance and benefits, as applicable. For information on the treatment of any Deferred Units, Performance Units and LTIP Units held by Mr. Pambianchi in such circumstances, refer to "— Treatment of Deferred Units, Performance Units and LTIP Units" and "— Outstanding Unit-Based Awards".

Resignation	Termination without Cause	Death	Disability	Change of Control
\$nil	\$1,047,262.31	\$nil	\$nil <sup>(1)</sup>	\$1,047,262.31

#### Note:

(1) Pursuant to SmartCentres' employee disability policy, if the amount of employment insurance received by an employee upon short-term disability is less than 55% of that employee's salary at the time that disability occurred, SmartCentres will pay to the employee an amount equal to the difference between the amount that is 55% of that employee's salary at the time that disability occurred and the amount received by the employee pursuant to his or her employment insurance for a period of up to 16 weeks. The figure above does not include this additional payment.

## Treatment of Deferred Units, Performance Units and LTIP Units

Any Deferred Units, Performance Units and LTIP Units held by any of the named executive officers at the end of such named executive officer's employment will be treated in accordance with the Deferred Unit Plan, the EIP, the LTIP and any Inducement Award agreement, as applicable, subject, in the case of LTIP Units, or in the case of Mr. Goldhar, to such named executive officer's employment agreement. See "Executive Compensation – Equity Compensation Plan Information – Deferred Unit Plan", "– Equity Incentive Plan", "– Long Term Incentive Plan" and "– Inducement Award Agreements".

#### **Equity Compensation Plan Information**

The following table provides a summary as of December 31, 2020 of the security-based compensation plans pursuant to which equity securities of SmartCentres may be issued.

Plan Category	Units To Be Issued Upon Exercise of Outstanding Deferred Units or Performance Units (#)	Units Remaining Available for Future Issuance Under the Deferred Unit Plan or Equity Incentive Plan (#)	
Equity compensation plans approved by Unitholders – <i>Deferred Unit Plan, Equity Incentive Plan</i> <sup>(1)</sup>	1,305,275(2)	380,183 (3)	
Equity compensation plans not approved by Unitholders – <i>Inducement Awards</i>	-	-	

#### Notes:

- (1) Pursuant to the Deferred Unit Plan, the aggregate number of Units authorized for issuance upon the redemption of all Deferred Units granted under the Deferred Unit Plan is 2,000,000. As of December 31, 2020, a total of 314,542 Units have been issued upon the redemption of Deferred Units issued under the Deferred Unit Plan representing 0.2% of the issued and outstanding Units as at December 31, 2020. SmartCentres has also issued a further 1,305,275 Deferred Units which have not yet been redeemed, leaving 380,183 Deferred Units available for future grants (assuming that all outstanding Deferred Units are redeemed for Units). Unitholders are being asked to approve a resolution at the Meeting to increase the number of Units authorized for issuance under the Deferred Units Plan by 2,000,000 Units, from 2,000,000 to 4,000,000.
  - Pursuant to the EIP, the aggregate number of Units authorized for issuance upon the redemption of all Performance Units granted under the EIP is 3,000,000. As of December 31, 2020 no Performance Units have been issued under the EIP, leaving 3,000,000 Units, representing 2.1% of the issued and outstanding Units as at December 31, 2020, available for future grants under the EIP.
  - SmartCentres may, from time to time, grant awards of Deferred Units under Inducement Award agreements. Except as otherwise specified in an Inducement Award agreement, such awards are granted upon the terms and conditions set out in the Deferred Unit Plan. The Deferred Units granted under any Inducement Award agreement are deducted from the number of Deferred Units reserved for future grants under the Deferred Unit Plan.
- (2) Represents 0.9% of the number of issued and outstanding Units as of December 31, 2020. As of April 23, 2021, there were 1,499,743 Units to be issued upon exercise of outstanding Deferred Units and 900,000 Units to be issued upon exercise of outstanding Performance Units (representing 1.0% and 0.6% of the issued and outstanding Units as of April 23, 2021, respectively).
- (3) Represents 0.3% of the number of issued and outstanding Units as of December 31, 2020. As of April 23, 2021, there were 185,715 Units which remained available for future issuance under the Deferred Unit Plan and 2,100,000 Units which remained available for future issuance under the EIP (representing 0.1% and 1.5% of the issued and outstanding Units as of April 23, 2021, respectively).

#### Annual Burn Rate

In accordance with the requirements of section 613 of the TSX Company Manual, the following table sets out the annual burn rate of the Deferred Units granted under the Deferred Unit Plan, SmartCentres' only security-based compensation arrangement for which awards were granted during the relevant times, for each of 2018, 2019 and 2020. The EIP was approved by Unitholders on December 9, 2020 and no Performance Units were granted under the EIP in 2020. With respect to the Deferred Unit Plan, the burn rate is calculated by dividing the number of Deferred Units granted under the Deferred Unit Plan during the relevant fiscal year by the weighted average number of Units outstanding for such fiscal year.

	2020	2019	2018
Number of Deferred Units granted under Deferred Unit Plan	236,494	192,861	157,449
Weighted average of outstanding Units	172,971,603	170,581,531	161,507,550
Annual burn rate	0.14%	0.11%	0.10%

## **Deferred Unit Plan**

The Deferred Unit Plan is administered by the Corporate Governance and Compensation Committee. The purpose of the Deferred Unit Plan is to promote a greater alignment of interests between the Trustees, officers and employees of SmartCentres and/or its subsidiaries and Unitholders.

Currently 173 Trustees, officers and senior employees of SmartCentres and/or its subsidiaries are eligible to participate in the Deferred Unit Plan. Each eligible person is given the right to elect to be a participant of the Deferred Unit Plan. A person who elects to be a participant will be paid the amount set out in an election notice delivered by the participant to SmartCentres, which cannot exceed any limit in effect as determined by the Corporate Governance and Compensation Committee or the Board, if applicable, and initially cannot exceed:

- (a) in respect of a Trustee or an executive officer, the annual board retainer (including committee fees, attendance fees and additional fees and retainers to committee chairs) or the annual bonus, as applicable, paid by SmartCentres to that Trustee or executive officer for services rendered in a calendar year;
- (b) in respect of senior leadership holding the title of executive vice president, senior vice president or vice president, 50% of the annual bonus paid by SmartCentres to that employee for services rendered in a calendar year; and
- in respect of senior managers holding the title of senior director or director, 25% of the annual bonus paid by SmartCentres to that employee for services rendered in a calendar year;

(the "DUP Elected Amount") in the form of Deferred Units in lieu of cash. SmartCentres will match the DUP Elected Amount for each participant such that the number of Deferred Units issued to each participant will be equal in value to two times the DUP Elected Amount ("Matching Deferred Units") (i.e., if a participant elects to be paid \$100 of their annual bonus or Trustee fees in the form of Deferred Units, SmartCentres matches that election by issuing the participant a further \$100 worth of Matching Deferred Units, subject to certain vesting conditions).

The number of Deferred Units (including fractional Deferred Units) granted on an award date under the Deferred Unit Plan will be calculated by dividing (i) the dollar amount of a participant's DUP Elected Amount by (ii) the market value of a Unit on January 1 of the year of grant or such later date as the Board may specify. For purposes of the Deferred Unit Plan, market value means the volume weighted average trading price of the Units as of the last ten trading days prior to the applicable date.

Deferred Units are not considered Units and do not entitle a participant to any Unitholder rights. One Deferred Unit is economically equivalent to one Unit and represents the right to receive a Unit issued from treasury or a cash payment based on the market value of a Unit (at the participant's election). As Deferred Units are full value awards, there is no exercise price applicable to the Deferred Units and SmartCentres will not provide financial assistance to participants under the Deferred Unit Plan.

A participant may designate or change a beneficiary for purposes of the Deferred Unit Plan by delivering a notice to the Senior Vice President, Human Resources and Corporate Services of SmartCentres. Deferred Units and the rights of a participant under the Deferred Unit Plan are otherwise non-transferable and non-assignable.

Generally, Deferred Units (other than Matching Deferred Units and Deferred Units received as distribution equivalents on such Matching Deferred Units) granted to participants are fully vested when granted. Matching Deferred Units granted to one-employee Trustees vest immediately upon grant. Matching Deferred Units granted to other participants vest in accordance with the following schedule:

- (a) 50% of the Matching Deferred Units vest on the earlier of (1) the third anniversary of the award date and (2) February 27 of the third year following the award date;
- (b) 25% of the Matching Deferred Units vest on the earlier of (1) the fourth anniversary of the award date and (2) February 27 of the fourth year following the award date; and
- (c) 25% of the Matching Deferred Units vest on the earlier of (1) the fifth anniversary of the award date and (2) February 27 of the fifth year following the award date.

Unvested Deferred Units credited to a participant vest immediately and are redeemable by the participant (or his or her beneficiary) on the date the participant ceases to be an officer or employee of SmartCentres or a subsidiary of SmartCentres for any reason other than termination for cause, voluntary resignation or retirement unless otherwise provided for in the participant's employment agreement. In the case of termination for cause or voluntary resignation, all of the participant's unvested Matching Deferred Units will be forfeited and cancelled as of the termination date. In the case of retirement, unvested Matching Deferred Units held by senior officers shall vest one year after retirement (or, if later, the date the employee is no longer subject to non-competition obligations) and may be forfeited if the employee competes during that period. Unvested Matching Deferred Units held by participants other than senior officers shall vest immediately on retirement. For purposes of the Deferred Unit Plan, "retirement" means the employee has reached a threshold based on age and years of service, has given 6 months advance notice of the retirement, is not competing with SmartCentres and is not employed for cash compensation in excess of 60% of the employee's actual total annual cash compensation from SmartCentres in the preceding 12 months. SmartCentres intends to amend the Deferred Unit Plan to make some clarifying changes to the definitions of "retirement" and the participant's termination date to conform with the EIP.

In the event of a change of control, any unvested Matching Deferred Units will vest upon the earlier of (i) the next applicable vesting date and (ii) the date which is immediately prior to the date upon which the change of control is completed. SmartCentres intends to amend the definition of change of control to conform with the definition of change of control in the EIP to be defined as: (i) any acquisition by any person or group (other than any MG Entity) of beneficial ownership of, or control over, voting securities or convertible securities of SmartCentres, as a result of which that acquiror, together with its affiliates or any other person acting jointly or in concert with the acquiror, beneficially own (A) not less than 50% of the voting securities of SmartCentres or (B) securities which would entitle the holders thereof to cast not less than 50% of the votes which may be cast to elect trustees; (ii) a board majority change whereby incumbent trustees no long constitute a majority of the board; or (iii) a combination, amalgamation, merger or arrangement of SmartCentres or any of its material subsidiaries with or into any other person, any termination or plan for the liquidation of SmartCentres, or any sale, transfer or disposition of all or substantially all of the assets of SmartCentres, in each case if the MG Entities voted against or, if not the subject of a Unitholder vote, did not provide written consent to, such reorganization, or (iv) any determination by a majority of the board that a change of control has occurred or is about to occur.

A participant's vested Deferred Units may be redeemable in whole or in part on the date the participant files a written notice of redemption with the Senior Vice President, Human Resources and Corporate Services of SmartCentres. The participant will receive, within five business days after the termination date or redemption date, as applicable, a whole number of Units equal to the whole number of vested Deferred Units of the participant, provided that the participant has satisfied any applicable withholding taxes. Participants have no right to receive any fractional Units or any cash payment in lieu of fractional Units. The Deferred Units will be cancelled upon the issuance of Units upon redemption. Alternatively, a participant may elect to surrender the Deferred Units to SmartCentres and receive cash in respect of some or all of the Deferred Units to be redeemed (the "DUP Cash Units"), in which event SmartCentres will, at its election, either (i) pay to the participant, within five business days of redemption, an amount equal to the market value of the DUP Cash Units, less applicable withholding taxes or (ii) issue such number of Units equal to the number of DUP Cash Units and arrange to sell such Units on behalf of the participant as soon as practical, and pay to the participant the proceeds of such sale, less any applicable withholding taxes. SmartCentres intends to amend the Deferred Unit Plan to clarify that in the event SmartCentres elects to pay the participant an amount equal to the market value of the DUP Cash Units, the full number of Units underlying such DUP Cash Units will be deducted from the number of Units authorized for issuance. Matching Deferred Units will be forfeited to the extent that, prior to vesting, the Deferred Units to which such Matching Deferred Units relate are redeemed.

Whenever cash distributions are paid on Units, additional Deferred Units will be credited to the participant's Deferred Unit account as distribution equivalents. The number of additional Deferred Units will be calculated by dividing (i) the amount determined by multiplying (a) the number of Deferred Units in the participant's Deferred Unit account on the record date for the payment of the distribution by (b) the distribution paid per Unit, by (ii) a percentage of the market value of a Unit (such percentage to correspond to the percentage applied to the market price of Units for purposes of the distribution reinvestment plan of SmartCentres then in effect (or, if no such plan is then in effect, the last distribution reinvestment plan of SmartCentres that was in effect)) on the distribution payment date calculated based on the ten day volume weighted average trading price of the Units. Such additional Deferred Units granted as distribution equivalents vest in the same manner in proportion to the underlying Deferred Units to which they relate.

In the event of any division of Units, Unit split, combination or exchange of Units, merger, consolidation, spin-off or other distribution (other than normal cash distributions) of SmartCentre's assets to unitholders, or any other change affecting the Units, the number of Deferred Units credited to each participant shall be adjusted in such manner, if any, that the Corporate Governance and Compensation Committee may in its discretion deem appropriate to reflect the event.

Unitholder approval is required for any amendment to the Deferred Unit Plan that (i) increases the number of Units reserved for issuance under the Deferred Unit Plan, (ii) increases the percentage of a participant's annual bonus or retainer that such participant may elect to receive in the form of Deferred Units beyond 100%, (iii) increases the percentage of the DUP Elected Amount to be matched by SmartCentres beyond 100% of the DUP Elected Amount, (iv) extends eligibility to participate in the Deferred Unit Plan to persons not currently eligible to participate, (v) permits entitlements under the Deferred Unit Plan to be transferred other than for normal estate settlement purposes, (vi) permits awards other than those specifically contemplated in the Deferred Unit Plan to be made under the Deferred Unit Plan, (vii) increases or removes the 10% limits on Units issuable to or issued to insiders under the Deferred Unit Plan, or (viii) deletes or removes the range of amendments which require approval of Unitholders. Subject to the foregoing matters, the Board may amend, suspend or terminate the Deferred Unit Plan or any provision of the Deferred Unit Plan, provided that the consent of a participant will be required where such amendment, suspension or termination materially adversely affects the rights already accrued under the Deferred Unit Plan by such participant. Unitholder approval is not required for any other amendments to the Deferred Unit Plan. Examples of amendments not requiring Unitholder approval include those which (i) make formal, minor or technical modification to any of its provisions, including amendments of a 'housekeeping' nature, (ii) correct any ambiguity, defective provisions, error or omission in its provisions, (iii) amend the vesting provisions of the Deferred Units or (iv) make any other amendment that does not require Unitholder approval under applicable laws or the rules of the TSX, provided, however, that no such act will diminish any rights accrued in respect of grants of Deferred Units made prior to the effective date of such amendment.

As of December 31, 2020, SmartCentres had 144,618,657 Units outstanding (not including the 27,593,847 Units issuable upon the exercise or conversion of the Exchangeable Securities outstanding). The aggregate number of Units authorized for issuance upon redemption of all Deferred Units granted under the Deferred Unit Plan cannot exceed 2,000,000, or approximately 1.4% of the outstanding Units of SmartCentres as at December 31, 2020, or any greater number of Units as may be determined by the Board and approved by the Unitholders and, if required, by any relevant stock exchange or other regulatory authority. Unitholders are being asked to approve a resolution at the Meeting to increase the number of Units authorized for issuance under the Deferred Unit Plan by 2,000,000 Units, from 2,000,000 to 4,000,000. However, (i) at no time can the number of Units issuable to insiders of SmartCentres pursuant to outstanding Deferred Units, together with the number of Units issuable to such persons pursuant to any other security-based compensation arrangements, exceed 10% of the then outstanding Units; and (ii) the number of Units issued to insiders of SmartCentres pursuant to outstanding Deferred Units together with the number of Units issued to such persons pursuant to any other security-based compensation arrangements, within any one year period, cannot exceed 10% of the then outstanding Units. Insiders is as defined under the TSX Company Manual. The Deferred Unit Plan does not provide for a maximum number of Units which may be issued to an individual pursuant to the plan and any other security-based compensation arrangement (expressed as a percentage or otherwise).

In addition to the amendment to increase the number of Units available for issuance under the Deferred Unit Plan by 2,000,000, from 2,000,000 to 4,000,000, which is subject to Unitholder approval, SmartCentres intends to amend the Deferred Unit Plan effective June 15, 2021 to (a) make changes to the definitions of "retirement" and the participant's termination date to conform with the EIP, (b) align the definition of "change of control" with the definition of change of control in the EIP, as more particularly described above, (c) clarify the treatment of Units reserved for issuance in the event SmartCentres elects to pay the participant an amount equal to the market value of the participant's DUP Cash Units, as more particularly described above, (d) make changes which are housekeeping, administrative or clerical

in nature, or which are necessary to implement the foregoing. These amendments do not require Unitholder approval in order to be implemented. A copy of the proposed amended and restated Deferred Unit Plan including all intended amendments described in this section can be accessed on SmartCentres' website at <a href="https://www.smartcentres.com">www.smartcentres.com</a>.

## **Equity Incentive Plan**

The purpose of the EIP is to provide officers and key employees of SmartCentres and its related entities with the opportunity to receive a special award of "Performance Units" to allow them to participate in the long-term success of SmartCentres and to promote a greater alignment of their interests with the interests of Unitholders.

The EIP is administered by the Board, which may delegate all or any of its powers to the Corporate Governance and Compensation Committee.

Full-time employees or dependent contractors of SmartCentres and/or its related entities are eligible to participate in the EIP.

The number of Performance Units (including fractional Performance Units) granted on an award date under the EIP will be determined by the Board in its sole discretion.

Performance Units are subject to achievement of applicable performance measures during the applicable performance period which will be set out in the participant's award notice. Performance measures may include Unit price thresholds or other measures designed to link the participant's compensation to SmartCentres' long-term success.

Performance Units are not considered Units and do not entitle a participant to any Unitholder rights. One Performance Unit is economically equivalent to one Unit and represents the right to receive a Unit issued from treasury or a cash payment based on the market value of a Unit (at the participant's election). As Performance Units are full value awards, there is no exercise or purchase price applicable to the Performance Units and SmartCentres will not provide financial assistance to participants under the EIP.

The performance measures for the Performance Units granted in January 2021 in respect of the January 1, 2021 through December 31, 2027 performance period are Unit price thresholds ranging from \$26.00 to \$34.00 (in increments of \$2.00) and will be achieved on the date upon which the daily volume weighted average price of all Units traded on the TSX is equal to or exceeds the applicable Unit price threshold for 20 consecutive trading days. Unless otherwise specified in the award notice, the vesting period for each Performance Unit for which the applicable performance measure has been achieved will commence on such date and end on the earlier of the third anniversary of the date the applicable performance measure is achieved and the end of the performance period.

The number of Performance Units which will vest and become redeemable is a function of the achievement of applicable performance measures over the applicable performance period. Vested Performance Units are redeemable by the participant (or his or her beneficiary) in whole or in part until the eighth anniversary of the award date. To redeem vested Performance Units, the participant must file a written notice of redemption. The participant will receive, within five business days after the redemption date, a whole number of Units equal to the whole number of vested Performance Units being redeemed, subject to the participant satisfying applicable withholding taxes. Participants have no right to receive any fractional Units or any cash payment in lieu of fractional Units. The Performance Units will be cancelled upon the issuance of Units upon redemption. Alternatively, a participant may elect to receive cash in respect of some or all of the vested Performance Units to be redeemed (the "EIP Cash Units"), in which event SmartCentres will, at its election, either (i) pay to the participant, within five business days of redemption, an amount equal to the market value of the EIP Cash Units, less applicable withholding taxes in full satisfaction of the surrender by the participant of his or her rights to acquire Units or (ii) issue such number of Units equal to the number of EIP Cash Units and arrange to sell such Units on behalf of the participant as soon as practical, and pay to the participant the proceeds of such sale, less any applicable withholding taxes. Market value is defined in the EIP as the volume weighted average trading price of the Units on the TSX for the 10 trading days immediately preceding the applicable date.

Whenever cash distributions are paid on Units, additional Performance Units will be credited to the participant's Performance Unit account as distribution equivalents based on the market value of the Units on the applicable distribution date. Such additional Performance Units granted as distribution equivalents vest in the same manner as, and in proportion to, the underlying Performance Units to which they relate.

If a participant resigns (other than in the course of retirement) or is terminated for cause, any unvested Performance Units will terminate without payment. In the case of the retirement of a participant, any unvested Performance Units for which the applicable performance measures have not been achieved will terminate without payment and any Performance Units for which the applicable performance measures have been achieved will continue to vest in accordance with the original vesting schedule and will be redeemable until the eighth anniversary of the award date in the manner described above. If a participant's employment or service is terminated without cause, any unvested Performance Units for which the applicable performance measures have not been achieved will terminate without payment and any Performance Units for which the applicable performance measures have been achieved will vest on the participant's separation date on a pro-rated basis based on the number of months from the start of the vesting period to the participant's separation date, divided by the number of whole months in the vesting period and will be redeemable until the eighth anniversary of the award date in the manner described above.

If a participant dies, any unvested Performance Units for which the applicable performance measures have been achieved will immediately vest and will be redeemable until the eighth anniversary of the award date in the manner described above. If a participant becomes disabled, any unvested Performance Units for which the applicable performance measures have been achieved will continue to vest in accordance with the original vesting schedule and will be redeemable until the eighth anniversary of the award date in the manner described above. Any of the participant's Performance Units not vested in accordance with the foregoing will terminate without payment.

In the event of a change of control of SmartCentres, any unvested Performance Units for which the applicable performance measures have been achieved will immediately vest in full on the change of control. If, pursuant to the change of control, the consideration received by Unitholders consists only of cash or other property that is not publicly traded or intended to be publicly traded, then all such vested Performance Units will be redeemed as of the date immediately prior to the date upon which such transaction is completed. Change of control is defined in the EIP as: (i) any acquisition by any person or group (other than any MG Entities) of beneficial ownership of, or control over, voting securities or convertible securities of SmartCentres, as a result of which that acquiror, together with its affiliates or any other person acting jointly or in concert with the acquiror, beneficially own (A) not less than 50% of the voting securities of SmartCentres or (B) securities which would entitle the holders thereof to cast not less than 50% of the votes which may be cast to elect trustees; (ii) a board majority change whereby incumbent trustees no long constitute a majority of the board; or (iii) a combination, amalgamation, merger or arrangement of SmartCentres or any of its material subsidiaries with or into any other person, any termination or plan for the liquidation of SmartCentres, or any sale, transfer or disposition of all or substantially all of the assets of SmartCentres, in each case if the MG Entities voted against or, if not the subject of a Unitholder vote, did not provide written consent to, such reorganization, or (iv) any determination by a majority of the board that a change of control has occurred or is about to occur.

In the event of any subdivision, consolidation, dividends paid in Units or other stock capital reorganization, reclassification, exchange or other change with respect to the Units, or a consolidation, amalgamation, merger, spin-off, sale, lease, or exchange of all or substantially all of the property of SmartCentres, the account of each participant and the Performance Units outstanding under the EIP will be adjusted in such manner as determined by the Board to preserve proportionately, the interest of the participants.

The participant's employment or service agreement will govern in the event of any conflict between the provisions of the EIP and the participant's employment or service agreement relating to the treatment of Performance Units, including on termination of employment.

Performance Units are subject to the executive compensation claw-back policy described in this Circular.

Performance Units are non-transferrable and non-assignable by the participant.

Unitholder approval is required for any amendment to the EIP that (i) increases the number of Units reserved for issuance under the EIP, (ii) extends eligibility to participate in the EIP to persons not currently eligible to participate, (iii) permits entitlements under the EIP to be transferred other than for normal estate settlement purposes, (iv) permits awards other than those specifically contemplated in the EIP to be made under the EIP, (v) increases or removes the 10% limits on Units reserved for issuance to or issued to insiders under the EIP, or (vi) deletes or removes the range of amendments which require approval of Unitholders. Subject to the foregoing matters, the Board may amend, suspend or terminate the EIP or any provision of the EIP, provided that the consent of a participant will be required where such amendment, suspension or termination materially adversely affects the participant's rights with respect to outstanding awards. Without limiting the general amendment powers described in the previous sentence, Unitholder approval is not required for amendments of the EIP which (i) make minor or technical modification to any of its

provisions, including amendments of a 'housekeeping' nature, (ii) correct any ambiguity, defect, error or omission in its provisions, (iii) amend the vesting provisions of the Performance Units or (iv) make any other amendment that does not require Unitholder approval under applicable laws or the rules of the TSX.

As of December 31, 2020, SmartCentres had 144,618,657 Units outstanding (not including the 27,593,847 Units issuable upon the exercise or conversion of the Exchangeable Securities outstanding). The aggregate number of Units authorized for issuance upon redemption of all Performance Units granted under the EIP cannot exceed 3,000,000, or approximately 2.1% of the outstanding Units of SmartCentres as at December 31, 2020, or any greater number of Units as may be determined by the Board and approved by the Unitholders and, if required, by any relevant stock exchange or other regulatory authority.

Notwithstanding anything in the EIP, the aggregate number of Units (i) issued to insiders of SmartCentres, within any one year period and (ii) issuable to insiders at any time, under the EIP or when combined with all of SmartCentres' other security-based compensation arrangements, shall not exceed 10% of SmartCentres' total issued and outstanding Units, respectively. Insiders is as defined under the TSX Company Manual.

Mr. Goldhar was granted an award of 900,000 Performance Units under the EIP in January 2021. The performance period for this award will run from January 1, 2021 to December 31, 2027. The performance measures applicable to such Performance Units are as follows: 120,000 Performance Units with a Unit price threshold of \$26.00; 150,000 Performance Units with a Unit price threshold of \$30.00; 210,000 Performance Units with a Unit price threshold of \$32.00; and 240,000 Performance Units with a Unit price threshold of \$34.00.

In May 2021, subject to certain conditions being met, SmartCentres intends to grant 514,000 Performance Units to certain other designated executive employees. The performance period for these awards will run from June 1, 2021 to December 31, 2027 and the performance measures applicable to such Performance Units are as follows: 104,000 Performance Units with a Unit price threshold of \$30.00, 167,000 Performance Units with a Unit price threshold of \$32.00; and 243,000 Performance Units with a Unit price threshold of \$34.00.

## **Inducement Award Agreements**

SmartCentres may grant awards of Deferred Units to new officers of SmartCentres under an Inducement Award agreement with the approval of the Board. The purpose of the Inducement Award agreements is to induce persons not previously employed and not previously an insider of SmartCentres to become a member of SmartCentres' executive team. Except as otherwise specified in an Inducement Award agreement, the awards are granted upon the terms and conditions set out in the Deferred Unit Plan. Deferred Units granted under the Inducement Award agreements are deducted from the number of Deferred Units reserved for future grants under the Deferred Unit Plan.

## Long Term Incentive Plan

SmartCentres does not intend to award any further grants of LTIP Units under the LTIP at this time, instead awarding grants of Performance Units under the EIP in order to align the interests of the officers and key employees of SmartCentres and its related entities with those of Unitholders. The LTIP remains in place in order to govern the outstanding LTIP Units through their respective performance periods.

The LTIP is administered by the Board, which may delegate all or any of its powers to the Corporate Governance and Compensation Committee. The purpose of the LTIP is to provide officers and key employees of SmartCentres with the opportunity to acquire "Performance Units" under the LTIP ("LTIP Units") in order to allow them to participate in the long-term success of SmartCentres and to promote a greater alignment of their interests with the interests of the Unitholders. These goals are achieved by linking a component of the participants' compensation to the price performance of the Units compared to the Peer Group and to the distributions paid on the Units.

LTIP Units vest on the third calendar year-end after the grant date and are settled for cash, with the amount of the payment determined based on performance over the specified period of time as an incentive to contribute to SmartCentres' long-term success. LTIP Units are non-transferable and non-assignable.

The Board may award LTIP Units to any eligible participant. The number of LTIP Units (including fractions) to be credited to each participant's account is determined by the Board in its sole discretion in accordance with the LTIP

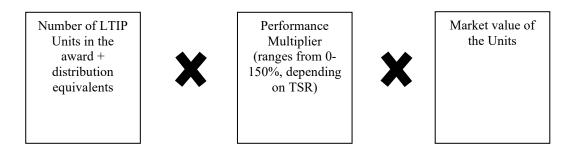
and having regard to past grants and the market value of the Units at the time of the award calculated based on the ten day volume weighted average trading price of the Units immediately preceding the award date.

LTIP Units are not considered Units or other securities of SmartCentres and do not entitle a participant to Unitholder or other securityholder rights.

Unless otherwise specified by the Board at the time of granting an award of LTIP Units as reflected in the applicable award notice, and except as otherwise provided under the LTIP, each LTIP Unit will vest on December 31 of the second year following the calendar year in which it is awarded.

LTIP Units that are vested will be settled for cash and paid out in immediately available funds within 90 days of the end of the Performance Period of the LTIP Units. The "Performance Period" of any series of LTIP Units awarded means the three year period commencing on the first day of the calendar year in which the LTIP Units are awarded and ending on the last day of the second calendar year following such year. For example, if a series of LTIP Units are awarded on February 1, 2020, the Performance Period for the LTIP Units will be the period commencing on January 1, 2020 and ending on December 31, 2022.

The amount that is payable to a participant at the conclusion of the Performance Period is a function of three factors: (1) a Performance Multiplier (defined below) based on the TSR (defined below) of SmartCentres relative to the Peer Group, (2) the market value of the Units on the last day of the Performance Period calculated based on the ten day volume weighted average trading price of the Units immediately preceding the award date, and (3) the per Unit amount of monthly distributions on the Units during the Performance Period. The value paid to each participant is equal to:



Whenever cash distributions are paid on the Units, additional LTIP Units will be credited to the participant's account as distribution equivalents based on the market value of the Units on the applicable distribution date calculated based on the ten day volume weighted average trading price of the Units. The distribution equivalents will vest and be settled for cash on the same schedule and in the same manner as, and in proportion to, the LTIP Units to which they relate.

The "Performance Multiplier" is determined with reference to the Peer Group as follows:

Performance Multiplier	SmartCentres' TSR Relative to the TSR for the Peer Group
0%	below 40 <sup>th</sup> percentile
75%	at 40 <sup>th</sup> percentile
>75% -<100%	above 40 <sup>th</sup> percentile but below median
100%	at median
>100% - <150%	above median but below 90th percentile
150%	at 90th percentile or above

"TSR" means, in respect of any entity for any Performance Period, the return that would have been realized on an investment in the units or shares of the entity over the Performance Period assuming the reinvestment of cash distributions or dividends paid during the period and shall be calculated by comparing the market value of the units or shares of the entity on the first day in the Performance Period to the market value of the units or shares of the entity on the last day in the Performance Period, with distributions and dividends assumed to be reinvested based on the market value of the units or shares of the entity in effect on each dividend payment date, all as determined by the

Board, provided that where the Performance Period of three years has elapsed and SmartCentres' TSR for the Performance Period is less than 6.1%, the Performance Multiplier shall not exceed 100%. Market value is calculated based on the ten day volume weighted average trading price of the relevant security.

In addition, unless otherwise determined by the Board prior to payment in respect of an award of LTIP Units, if at any time in the final calendar year of the Performance Period the per Unit amount of monthly cash distributions paid on the Units (as adjusted for any subdivision, consolidation, dividends paid in the form of Units or units or stock of another entity, capital reorganization, reclassification, exchange or other change with respect to the Units, or a consolidation, amalgamation merger, spin-off, sale lease or exchange of all or substantially all of the property of SmartCentres or other distribution of SmartCentres' assets to Unitholders) is below the per Unit amount of monthly distributions paid on the Units in effect on the award date for such LTIP Units, such LTIP Units shall be forfeited.

If a participant resigns (other than in the course of retirement) or is terminated for cause, any unvested LTIP Units will terminate without payment. In the case of the retirement of a participant, any unvested LTIP Units will terminate without payment unless the Board determines at its discretion that such LTIP Units will continue to vest in accordance with the original vesting schedule and will be settled for cash at the end of their respective Performance Periods in the manner described above. If a participant's employment or service is terminated without cause, any vested LTIP Units will be settled for cash in the manner described above and any unvested LTIP Units will terminate without payment.

If a participant becomes disabled, any unvested LTIP Units will vest on a pro-rated basis, based on the whole number of months from the start of the Performance Period for such LTIP Units to the date that the participant ceased active employment, divided by 36, and such pro-rated LTIP Units will vest in accordance with their original vesting schedule and will be settled for cash following their respective Performance Period in the manner described above. Any of the participant's LTIP Units not vested in accordance with the foregoing will terminate without payment.

If a participant dies, for LTIP Units awarded in the year of death, a pro-rated number of such LTIP Units based on the number of whole months lapsed in the Performance Period for such LTIP Units to the date of death, divided by 12, shall vest and become payable based on the market value of such LTIP Units on the date of death. For the LTIP Units awarded in a year prior to the year of death, the Performance Period in respect of such LTIP Units will be deemed to have ended on December 31 of the year prior to the year of death, and the amount payable in respect of such LTIP Units will be equal to (i) the number of such LTIP Units, multiplied by (ii) the applicable Performance Multiplier, multiplied by (iii) the market value of the Units at the end of the applicable Performance Period.

Notwithstanding the foregoing, the Board has the discretion to vary the manner in which LTIP Units vest for any participant. The participant's employment or service agreement will govern in the event of any conflict between the provisions of the LTIP and the participant's employment or service agreement relating to the treatment of LTIP Units on termination of employment. LTIP awards are subject to the executive compensation claw-back policy described in this Circular.

As of December 31, 2020, 325,670 LTIP Units have been awarded pursuant to the LTIP. As a result of the adoption of the EIP, SmartCentres does not intend to grant further awards under the LTIP. Mr. Goldhar forfeited his 2018, 2019 and 2020 awards under the LTIP as a result of being awarded Performance Units under the EIP in 2021.

#### TRUSTEE COMPENSATION

## General

The Trustees, other than the Executive Chairman and President and Chief Executive Officer, are entitled to compensation for their services rendered to SmartCentres in their capacities as Trustees. The following table summarizes the fees paid to such Trustees by SmartCentres for services during the 2020 financial year. The Trustee compensation was due for review in 2020, but deferred given the impact of the COVID-19 pandemic on SmartCentres. Trustee fees have not been adjusted since 2017.

Item	Fee
Annual Retainer – Trustee	\$45,000
Annual Retainer – Chairman of Board	Plus \$40,000
Annual Retainer – Lead Independent Trustee	Plus \$40,000
Annual Retainer – Chair of Investment Committee	Plus \$10,000

Item	Fee
Annual Retainer – Chair of Corporate Governance and Compensation Committee	Plus \$12,500
Annual Retainer – Chair of the Audit Committee	Plus \$15,000
Monthly Retainer - Chair of the Special Independent Committee	Plus \$6,000
Monthly Retainer – Special Independent Committee Member	Plus \$4,000
Attendance of Board or Committee Meetings (other than Audit Committee Meetings)	Plus \$2,000 per meeting
Attendance of Audit Committee Meetings	Plus \$2,500 per meeting
Attendance of Special Independent Committee Meetings (in person)	Plus \$1,500 per meeting
Attendance of Special Independent Committee Meetings (via conference call)	Plus \$1,000 per meeting
Out of Town Travel to Attend Board or Committee Meeting	Plus \$500 per meeting

The Trustees are also entitled to be reimbursed for reasonable travel and other expenses properly incurred by them in attending meetings of the Board or any committee thereof or otherwise incurred by them in connection with their services as Trustees.

## **Deferred Unit Plan**

SmartCentres provides its Trustees with the right to participate in the Deferred Unit Plan. All of the current Trustees who are entitled to fees have elected to be paid 100% of their Trustee fees in the form of Deferred Units in lieu of cash pursuant to the Deferred Unit Plan. This is representative of the Trustees being fully committed to SmartCentres' long-term success. Grants of Deferred Units to Trustees vest immediately. For further information, see "Executive Compensation – Equity Compensation Plan Information – Deferred Unit Plan".

## 2020 Compensation for Trustees

#### Trustee Compensation Table

The following table sets forth all compensation earned for the most recently completed financial year of SmartCentres to each of the Trustees entitled to receive fees.

	Fees Breakdown						Allocation of T	rustee Fees
Name <sup>(1)</sup>	Trustee Retainer (\$)	Committee Chair Retainer (\$)	Board and Committee Attendance Fees (\$)	Travel Fees (\$)	Unit-Based Awards (Deferred Units) (\$)	Total (\$)	Portion of Cash Fees taken in Deferred Units (%)	Total Value of Deferred Units <sup>(2)</sup> (\$)
Garry Foster	45,000	52,000 (3)	62,000 (3)	1,000	160,000	320,000	100	320,000
Gregory Howard	45,000	n/a	48,000	0	93,000	186,000	100	186,000
Jamie McVicar	45,000	12,500	88,667 <sup>(3)</sup>	1,000	147,167	294,334	100	294,334
Sharm Powell	45,000	n/a	40,000	0	85,000	170,000	100	170,000
Kevin Pshebniski	45,000	n/a	86,667 (3)	1,000	132,667	265,334	100	265,334
Michael Young	45,000	50,000	82,667 <sup>(3)</sup>	1,000	178,667	357,334	100	357,334

#### Notes

- (1) Peter Forde, the President and Chief Executive Officer of SmartCentres, has been a Trustee since May 31, 2019, but he did not receive any compensation in that capacity while President and Chief Executive Officer. Mitchell Goldhar has been a Trustee of SmartCentres since 2005 and continued to earn Trustee retainer and meeting attendance fees until December 31, 2019. Mr. Goldhar has waived his annual retainer for acting as Chairman of the Board since his appointment as Chairman of SmartCentres on May 28, 2015. For a summary of the compensation paid by SmartCentres to Mr. Forde and Mr. Goldhar, see the section titled "Executive Compensation 2020 Compensation for the Named Executive Officers".
- (2) Includes the value at grant date of compensation paid in 2020 in the form of Deferred Units (including Matching Deferred Units), but does not include the value of Deferred Units received as distribution equivalents. For further information, see "Executive Compensation Equity Compensation Plan Information Deferred Unit Plan".
- (3) Jamie McVicar, Kevin Pshebniski, Michael Young and Garry Foster received fees of \$24,667, in the case of Mr. McVicar, Mr. Pshebniski and Mr. Young, and \$37,000, in the case of Mr. Foster (as committee chair), as compensation for additional duties assigned to them as members of the Special Independent Committee. They also received fees of \$12,000 as additional compensation for attendance at the meetings

of the Special Independent Committee. During certain periods of 2020, the fees paid to the members of the Special Independent Committee were paused or pro-rated.

## Incentive Plan Awards - Deferred Units

The following table indicates the value of Deferred Units that vested during 2020 relating to compensation earned in 2019 and the total value of vested Deferred Units that have not been paid out as of December 31, 2020 for each Trustee, other than the Executive Chairman and the President and Chief Executive Officer of SmartCentres. SmartCentres has combined information from two mandatory tables: *Incentive plan awards – Value vested or earned during the year* and *Outstanding unit-based and option-based awards*, into the table below.

	Unit-Based Awards <sup>(2)</sup>				
Name <sup>(1)</sup>	Value of Deferred Units Vested During The Year <sup>(3)</sup>	Market or Payout Value of Vested Deferred Unit Awards Not Paid Out or Distributed <sup>(4)</sup>			
	(\$)	(\$)			
Garry Foster	346,000	1,822,697			
Gregory Howard	162,000	627,638			
Jamie McVicar	307,000	1,945,136			
Sharm Powell	88,500	70,556			
Kevin Pshebniski	272,000	2,320,302			
Michael Young	380,000	1,490,899			

#### Notes:

- (1) Peter Forde, the President and Chief Executive Officer of SmartCentres, has been a Trustee since May 31, 2019, but he did not receive any compensation in that capacity while President and Chief Executive Officer. Mitchell Goldhar has been a Trustee of SmartCentres since 2005 and continued to earn Trustee retainer and meeting attendance fees until December 31, 2019. Mr. Goldhar has waived his annual retainer for acting as Chairman of the Board since his appointment as Chairman of SmartCentres on May 28, 2015. For a summary of the compensation paid by SmartCentres to Mr. Forde and Mr. Goldhar, see the section titled "Executive Compensation 2020 Compensation for the Named Executive Officers".
- (2) These awards were issued pursuant to the Deferred Unit Plan and the figures include Deferred Units received as distribution equivalents under the Deferred Unit Plan. For further information, see "Executive Compensation Equity Compensation Plan Information Deferred Unit Plan".
- (3) Based on the market value of the Units as at the grant date.
- (4) Represents all the Trustees' Deferred Units that have vested and not been redeemed in accordance with the Deferred Unit Plan. Values are based on the market value of the Units as at December 31, 2020.

## OTHER INFORMATION

## **Indebtedness of Trustees and Officers**

The table below sets out, as at the date indicated, the aggregate indebtedness of the current and former Trustees, directors and executive officers of SmartCentres and its subsidiaries, any proposed Trustee, and any associate of any one of them, to:

- (a) SmartCentres or any of its subsidiaries; or
- (b) another entity which such indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by SmartCentres or any of its subsidiaries.

Aggregate Indebtedness as at April 23, 2021					
To SmartCentres or its Subsidiaries To Another Entity					
Purpose	(\$)	(\$)			
Mortgages/Loans/Notes \$322,390,000 n/a					

Other than as set out in the table below, no individual who is, or at any time during the most recently completed financial year of SmartCentres was, a Trustee, director or executive officer of SmartCentres or one of its subsidiaries, nor any proposed Trustee, nor any associate of any one of them:

(a) is, or was at any time since the beginning of the most recently completed financial year of SmartCentres, indebted to SmartCentres or any of its subsidiaries; or

(b) is, or was at any time since the beginning of the most recently completed financial year of SmartCentres, indebted to another entity, which such indebtedness is, or was during such time, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by SmartCentres or any of its subsidiaries.

Name and Principal Position	Involvement of SmartCentres or Subsidiary	Commitment (\$)	Largest Amount Outstanding During the Year Ending December 31, 2020 (\$)	Amount Outstanding as at April 23, 2021 (\$)	Security For Indebtedness
Penguin Group <sup>(1)</sup>	Lender	312,778,000	144,205,000 (2)	144,205,000 (2) 144,181,000	
Penguin Group	Lender	2,924,000	2,979,000 (3)	2,924,000	Second charge against the property and guarantees
Penguin Group	Lender	19,148,000	10,446,000 (4)	9,399,000	Unsecured. Borrower has directed that earn-out payments to the borrower will be paid to repay amounts owing under the facility
Penguin Group	Lender	26,227,000	14,587,000 <sup>(5)</sup>	14,711,000	First charge on title, assignments of rents and leases, GSA, and guarantees
Penguin Group	Lender	n/a	108,218,000 (6)	103,264,000	Unsecured. Loan assignment in conjunction with an offsetting note payable.
Penguin Group	Lender	n/a	47,504,000 <sup>(7)</sup>	47,911,000	First charge on title, assignments of rents and leases, GSA, and guarantees

#### Notes:

- (1) The Penguin group of companies is owned by Mitchell Goldhar, a Trustee and Executive Chairman.
- (2) Mortgages receivable of \$144,205,000 as at December 31, 2020 (2019 \$138,762,000) have been provided pursuant to agreements with certain Penguin group companies in which SmartCentres will lend up to \$312,778,000 (2019 \$279,235,000) for use in acquiring and developing 7 (2019 9) properties in Ontario and British Columbia. These mortgages accrue interest monthly at variable rates and the principal amounts are due at the maturity of the mortgages at various dates between 2022 and 2024. The maturity dates for these mortgages are all automatically extended to August 31, 2028 unless written notice is delivered from the borrower. All seven of these mortgages have variable rates ranging from bankers' acceptance rates plus 2.75% to 4.2% (2019 six mortgages range from 1.75% to 4.20% and such total rates not to exceed 6.75% to 7.00% per annum, and for the seventh mortgage, interest is determined based on a quarterly calculation of SmartCentres' weighted average cost of capital plus 25 basis points and such rate not to exceed 6.75% per annum). The mortgages are secured by first or second charges on properties, assignments of rents and leases, and general security agreements. In addition, other Penguin group companies have provided certain limited indemnities and guarantees on some mortgages receivable.

During the year, \$nil (2019 - \$nil) was funded, offset by repayments of \$802,000 (2019 - \$1,360,000).

For five of these mortgages totalling \$102,828,000 as at December 31,2020 (2019 - \$102,828,000), SmartCentres has an option to acquire 50% of the Penguin group companies' interest in five properties, which represent a 50% interest in four of the properties and a 25% interest in one property, upon substantial completion at an agreed upon formula using the net operating rents and a calculated capitalization rate. For four of the five properties the capitalization rate is subject to a minimum rate ranging from 4.60% to 5.10% and a maximum rate ranging from 6.60% to 7.10%. For one of these properties, the capitalization rate is a market capitalization rate.

- (3) Notes receivable at December 31, 2020 of \$2,924,000 (2019 \$2,979,000) have been provided to certain Penguin group companies. These secured demand notes bear interest at 9% per annum. During the year, \$nil (2019 \$nil) was funded.
- (4) Loan receivable at December 31, 2020 of \$9,349,000 (2019 \$10,215,000) has been provided pursuant to a loan agreement with certain Penguin group companies with a total loan facility of \$19,148,000. The loan bears interest at 10 basis points plus the lower of: (i) the Canadian prime rate plus 45 basis points, and (ii) the Canadian Dealer Offer Rate plus 145 basis points and the principal amount is due at the maturity date of the loan on November 30, 2020.
- (5) Loan receivable at December 31, 2020 of \$14,587,000 (2019 \$14,173,000) has been provided pursuant to a loan agreement with certain Penguin group companies with a total loan facility of \$26,227,000. This loan accrues interest monthly at both variable and fixed rates and the principal amount is due at the maturity of the loan on June 23, 2021. The variable rate is calculated at bankers' acceptance rates plus 145 basis points and the fixed rate is an interest rate of 2.757%.
- (6) Loan receivable at December 31, 2020 of \$104,911,000 (2019 \$nil) has been assumed by SmartCentres from certain Penguin group companies. This loan is non-interest bearing and the principal amount is due at the maturity of the loan in December of 2029.
- (7) Loan receivable at December 31, 2020 of \$47,504,000 (2019 \$46,214,000) represents SmartCentres' 50% interest of the loan receivable from the PCVP. PCVP is a partnership in which each of SmartCentres and a Penguin group company owns a 50% interest. The loan receivable from PCVP was issued on April 11, 2019 in the amount of \$86,500,000. A second advance was made to PCVP in the amount of \$4,100,000 on April 15, 2019. The principal advance facility limit is \$90,600,000, which includes: i) a parkade construction facility of \$46,200,000, ii) an additional construction facility of \$40,300,000, and iii) a development facility of \$4,100,000. This loan receivable bears interest at 2.757% per annum from the advance date to June 23, 2021. This loan accrues interest monthly and is added to the principal amount outstanding on the last day of each month.

#### **Interests of Management and Others in Material Transactions**

Except as set out above and in the sections of this Circular entitled "Indebtedness of Trustees and Officers", "Executive Compensation - 2020 Compensation for the Named Executive Officers – Penguin Services Agreement" and in the section entitled "Corporate Structure – Additional Agreements with the Penguin Group" in SmartCentres' most recent annual information form, which section is incorporated by reference in this Circular, no Trustee, director or executive officer of SmartCentres or its subsidiaries, or insider of SmartCentres, or any associate or affiliate of any of the foregoing persons, has or had any material interest in any material transaction with SmartCentres since the commencement of SmartCentres' last financial period. A copy of the annual information form may be found on SEDAR at www.sedar.com.

## **Insurance for Trustees and Officers**

SmartCentres maintains trustees' and officers' liability insurance for the Trustees and officers of SmartCentres. The current trustees' and officers' liability insurance policies are in effect until July 1, 2021. We are currently negotiating renewal terms with our carriers. The primary policy limit of \$10,000,000 is coupled with excess layers, to create a total full policy limit of \$50,000,000. There is an additional limit of \$20,000,000 of Excess Side A DIC (Difference in Conditions) coverage. Therefore, the total limit under these insurance policies is \$70,000,000. No portion of the premium is directly paid by any of the Trustees. Under the policy, there is no deductible for individual Trustees, but a deductible of \$100,000 per loss must be absorbed by SmartCentres, except for securities claims, which have a \$250,000 deductible. No claims have been made or paid under such policy to date.

## **Additional Information**

Additional information relating to SmartCentres may be found on SEDAR at <a href="www.sedar.com">www.sedar.com</a> including additional financial information which is provided in SmartCentres' consolidated comparative financial statements and management's discussion and analysis for its most recently completed financial year. Unitholders may contact SmartCentres at any time to receive a copy of SmartCentres' consolidated comparative financial statements and management's discussion and analysis for its most recently completed financial year. Any such request should be made to the Chief Financial Officer of SmartCentres, 3200 Highway 7, Vaughan, Ontario L4K 5Z5 Facsimile: 905-326-0783 or by email to <a href="mailto:investorrelations@smartcentres.com">investorrelations@smartcentres.com</a>.

## PARTICULARS OF MATTERS TO BE ACTED UPON

#### **Financial Statements**

The audited financial statements of SmartCentres for the year ended December 31, 2020 and the auditor's report thereon will be tabled before the Unitholders at the Meeting for the consideration of the Unitholders. The audited financial statements have been approved by the Audit Committee and by the Board.

#### **Number of Trustees**

The Declaration of Trust provides that there shall be no fewer than seven no more than twelve Trustees. It is proposed that the aggregate number of Trustees to be elected or appointed at the Meeting be fixed at no more than nine Trustees. Notwithstanding the foregoing, the Trustees may, between annual general meetings, appoint one or more additional Trustees to serve until the close of the next annual general meeting but the total number of additional Trustees shall not at any time exceed one-third of the number of Trustees elected or appointed at the Meeting.

#### **Election of Trustees**

Pursuant to the Declaration of Trust, for so long as the MG Entities collectively beneficially own at least 5% but less than 15% of the issued and outstanding Units and Special Voting Units, in aggregate, they are entitled to appoint one Trustee to the Board and the number of Trustees on the Board will be limited to eight; for so long as the MG Entities collectively beneficially own at least 15% but less than 25% of the issued and outstanding Units and Special Voting Units, in aggregate, they are entitled to appoint a total of two Trustees to the Board and the number of Trustees on the Board will be limited to a maximum of eight; and for so long as the MG Entities are the beneficial owners of at least 25% of the issued and outstanding Units and Special Voting Units of SmartCentres, in aggregate, they are entitled to appoint a total of three Trustees to the Board and the number of Trustees on the Board will be limited to a maximum of nine.

At the Meeting, it is proposed that Janet Bannister, Peter Forde, Garry Foster, Sylvie Lachance, Jamie McVicar, Sharm Powell and Michael Young be elected as Trustees of SmartCentres to serve until the close of the next annual meeting of Unitholders or until a successor is elected. Notwithstanding the MG Entities' right to appoint three Trustees under the Declaration of Trust, they are appointing only two Trustees at the Meeting. Mr. Goldhar has confirmed that Mitchell Goldhar and Gregory Howard will be the MG Entities' appointees to the Board for the Meeting. However, the MG Entities may still exercise their right to appoint a third Trustee following the Meeting. If there are nine Trustees serving on the Board at that time, it would be necessary to expand the Board to ten Trustees to effect any such third Trustee appointment by the MG Entities. Each current Trustee will cease to hold office following the closing of the Meeting, unless re-elected at the Meeting or re-appointed by the MG Entities.

## Re-Appointment of the Auditor

It is proposed that PricewaterhouseCoopers LLP, Chartered Professional Accountants, of Toronto, Ontario, be reappointed to serve as the auditor of SmartCentres until the next annual meeting of Unitholders. It is further proposed that the Board be authorized to fix the auditor's remuneration. PricewaterhouseCoopers LLP has been SmartCentres' auditor since September 30, 2005.

## **Approach to Executive Compensation**

SmartCentres' executive compensation program has the objectives of attracting and retaining highly qualified executives, motivating their performance and aligning the interests of executives with the interests of Unitholders. Compensation under the program is linked to achieving both current and longer-term goals of SmartCentres and to optimizing long-term total Unitholder return through sustaining and growing SmartCentres' distributions. SmartCentres believes that its compensation programs are consistent with those objectives and are in the best interest of Unitholders. See "Compensation Discussion and Analysis" for detailed disclosure of SmartCentres' executive compensation program.

The Board has adopted a policy to hold a non-binding advisory vote on the approach to executive compensation as disclosed in the management information circular at each annual meeting. This Unitholder vote forms an important part of the ongoing process of engagement between Unitholders and the Board on executive compensation. At the

annual general and special meeting of Unitholders held on December 9, 2020, Unitholders holding over 99% of the votes cast at the meeting voted in favour of SmartCentres' approach to executive compensation.

At the Meeting, Unitholders will have an opportunity to vote on SmartCentres' approach to executive compensation through consideration of the following advisory resolution:

Be it resolved, on an advisory basis and not to diminish the role and responsibilities of the Board of trustees of SmartCentres Real Estate Investment Trust, that the approach to executive compensation disclosed in the management information circular of SmartCentres Real Estate Investment Trust dated May 12, 2021 is accepted.

As the vote is advisory, it will not be binding upon the Board; however, the Corporate Governance and Compensation Committee will take into account the results of the vote when considering future executive compensation arrangements. The Board recommends that Unitholders vote in favour of the above resolution.

## **Amendment to Deferred Unit Plan**

The Board believes that an important element of sound governance is the alignment of interests between the Trustees, senior officers and Unitholders of SmartCentres. This is achieved, in part, by granting awards of Deferred Units to Trustees and senior officers through the Deferred Unit Plan (see "Executive Compensation – Equity Compensation Plan Information – Deferred Unit Plan"). In order to continue to facilitate participation in the Deferred Unit Plan, SmartCentres must have a sufficient number of Units authorized for issuance pursuant to the Deferred Unit Plan to support reasonably expected future grants. Unitholders are being asked to approve a resolution at the Meeting to amend the Deferred Unit Plan to increase the number of Units authorized for issuance under the Deferred Unit Plan by an additional 2,000,000 Units, from 2,000,000 to 4,000,000 Units, which represents approximately 2.8% of the issued and outstanding Units as at December 31, 2020.

Pursuant to the Deferred Unit Plan, the aggregate number of Units currently authorized for issuance upon the redemption of all Deferred Units granted under the Deferred Unit Plan is 2,000,000. This limit has been in place since May 9, 2013 and represents approximately 1.4% of the issued and outstanding Units of SmartCentres as at December 31, 2020. A total of 314,542 Units have been issued upon the redemption of Deferred Units issued under the Deferred Unit Plan. SmartCentres has also issued a further 1,305,275 Deferred Units, representing 0.9% of the issued and outstanding Units of SmartCentres as at December 31, 2020, which have not yet been redeemed, leaving 380,183 Units, representing 0.3% of the issued and outstanding Units of SmartCentres as at December 31, 2020, authorized for future grants (assuming that all outstanding Deferred Units are redeemed for Units). As of the Record Date, there were 185,715 Units which remained available for future issuance under the Deferred Unit Plan, representing 0.1% of the issued and outstanding Units as of such date. SmartCentres expects to grant more than 185,715 Deferred Units in the future but cannot do so without more Units being authorized for issuance under the Deferred Unit Plan. In the event the amendment proposed below is approved by Unitholders, 2,185,715 Units, representing 1.5% of the issued and outstanding Units as of the Record Date, will be available for future issuance under the Deferred Unit Plan. The proposed increase in the number of Units authorized for issuance under the Deferred Unit Plan by 2,000,000 Units, from 2,000,000 to 4,000,000, has been conditionally approved by the TSX.

The Board believes the ability to grant awards of Deferred Units, thereby aligning the interests of Trustees and senior officers with those of Unitholders, remains a critical aspect of SmartCentres' compensation program.

## Proposed Resolution

- 1. SmartCentres Real Estate Investment Trust's Deferred Unit Plan (the "**Deferred Unit Plan**") be amended to increase the number of Units authorized for issuance under the Deferred Unit Plan by 2,000,000 Units, from 2,000,000 to 4,000,000.
- 2. Any trustee or officer of SmartCentres Real Estate Investment Trust is hereby authorized, for and on behalf of SmartCentres Real Estate Investment Trust, to execute and deliver all documents and instruments and to do all other things as in the opinion of such trustee or officer may be necessary or desirable to implement this resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such document or instrument, and the taking of any such action.

The above resolution must be approved by a majority of the votes cast by all Unitholders entitled to vote at the Meeting present or represented by proxy at the Meeting. The Board believes that the passing of the above resolution is in the best interests of SmartCentres and recommends that the Unitholders vote in favour of the resolution.

## **Interest of Certain Persons in Matters to be Acted Upon**

Other than the election of Trustees of SmartCentres or as otherwise set out in this Circular, no Trustee, nominee to the Board of Trustees, officer or insider of SmartCentres, or any associate or affiliate of any of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

#### **Other Business**

Management of SmartCentres is not aware of any matter to come before the Meeting other than the matters referred to in the notice of meeting. However, if any other matter properly comes before the Meeting, the accompanying forms of proxy confer discretionary authority to vote with respect to amendments or variations to matters identified in the notice of meeting and with respect to other matters that properly may come before the Meeting in the best judgement of the persons voting the proxy.

## APPROVAL OF TRUSTEES

The contents of the Circular have been approved by the Board.

DATED at Vaughan, Ontario this 12th day of May, 2021.

BY ORDER OF THE BOARD OF TRUSTEES OF SMARTCENTRES REAL ESTATE INVESTMENT TRUST

By

Michael Young

Lead Independent Trustee

# SCHEDULE "A" MANDATE OF THE BOARD

## 1. Adoption

The Board of Trustees (the "Board") of SmartCentres Real Estate Investment Trust (the "Trust") adopted this Mandate by resolution dated March 8, 2004.

## 2. Policy Statement

The Board of the Trust has, subject to all of the provisions of the Declaration of Trust of the Trust, as amended from time to time (the "**Declaration of Trust**"), the responsibility to oversee the conduct of the business of the Trust and to oversee the activities of management who are responsible for the day-to-day conduct of the business of the Trust.

## 3. Composition and Operation

The Board operates by delegating certain of its authorities to management and to Committees of the Board and by reserving certain powers to itself all as prescribed by the Declaration of Trust. The Board retains the responsibility of managing its own affairs including selecting its Chair, nominating candidates for election to the Board, constituting committees of the full Board and determining compensation for the trustees. Subject to the Declaration of Trust and all amendments thereto, the Board may constitute, seek the advice of and delegate powers, duties and responsibilities to committees of the Board.

## 4. Responsibilities

The Board's fundamental objectives are to preserve and enhance long-term unitholder value, to ensure the Trust meets its obligations on an ongoing basis and that the Trust operates in a reliable manner. In performing its functions, the Board should also consider the legitimate interests its other stakeholders such as employees, customers and communities may have in the Trust. In broad terms, the stewardship of the Trust involves the Board in strategic planning, financial reporting, risk management and mitigation, senior management determination, communication planning and internal control integrity.

## 5. Specific Duties

Subject only to the express limitations contained in the Declaration of Trust including, without limitation sections 5.1 and 5.2 of the Declaration of Trust, and in addition to any powers and authorities conferred by the Declaration of Trust or which the trustees may have by virtue of any present or future statute or rule or law, the Board shall have and may exercise the following powers and authorities (with all defined terms having the meaning prescribed by the Declaration of Trust):

- (a) To retain, invest and reinvest the capital or other funds of the Trust in Real Property of any kind, and to possess and exercise all the rights, powers and privileges appertaining to the ownership of the property of the Trust and to increase the capital of the Trust at any time by the issuance of additional Units for such consideration as they deem appropriate;
- (b) For such consideration as they deem proper, to invest in, purchase or otherwise acquire for cash or other property or through the issuance of Units or through the issuance of notes, debentures, bonds or other obligations or securities of the Trust and hold for investment the entire or any participating interest in mortgages. In connection with any such investment, purchase or acquisition, the Board shall have the power to acquire a share of rents, lease payments or other gross income from or a share of the profits from or a share in the equity or ownership of Real Property;
- (c) To sell, rent, lease, hire, exchange, release, partition, assign, mortgage, pledge, hypothecate, grant security interests in, encumber, negotiate, convey, transfer or otherwise dispose of any or all of the property of the Trust by deeds, trust deeds, assignments, bills of sale, transfers, leases, mortgages,

financing statements, security agreements and other instruments for any of such purposes executed and delivered for and on behalf of the Trust or Trustees by one or more of the Trustees or by a duly authorized officer, employee, agent or any nominee of the Trust;

- (d) To enter into leases, contracts, obligations and other agreements for a term extending beyond the term of office of the Trustees and beyond the possible termination of the Trust or for a lesser term;
- (e) To borrow money from or incur indebtedness to any person; to guarantee, indemnify or act as surety with respect to payment or performance of obligations of third parties; to enter into other obligations on behalf of the Trust; and to assign, convey, transfer, mortgage, subordinate, pledge, grant security interests in, or encumber, the property of the Trust to secure any of the foregoing;
- (f) To lend money, whether secured or unsecured;
- (g) To incur and pay out of the property of the Trust any charges or expenses and disburse any funds of the Trust, which charges, expenses or disbursements are, in the opinion of the Board, necessary or incidental to or desirable for the carrying out of any of the purposes of the Trust or conducting the affairs of the Trust including, without limitation, taxes or other governmental levies, charges and assessments of whatever kind or nature, imposed upon or against the Board in connection with the Trust or the property of the Trust or upon or against the property of the Trust or any part thereof and for any of the purposes herein;
- (h) To deposit funds of the Trust in banks, trust companies and other depositories, whether or not such deposits will earn interest, the same to be subject to withdrawal on such terms and in such manner and by such person or persons (including any one or more Trustees, officers, agents or representatives) as the Board may determine;
- (i) To possess and exercise all the rights, powers and privileges appertaining to the ownership of all or any mortgages or securities, issued or created by, or interest in, any person, forming part of the assets of the Trust, to the same extent that an individual might and, without limiting the generality of the foregoing, to vote or give any consent, request or notice, or waive any notice, either in person or by proxy or power of attorney, with or without power of substitution, to one or more persons, which proxies and powers of attorney may be for meetings or action generally or for any particular meeting or action and may include the exercise of discretionary power;
- (j) To elect, appoint, engage or employ officers for the Trust (including a Chair, a President, one or more Vice Presidents and a Secretary and other officers as the Board may determine), who may be removed or discharged at the discretion of the Board, such officers to have such powers and duties, and to serve such terms as may be prescribed by the Board; to engage or employ any persons as agents, representatives, employees or independent contractors (including, without limitation, real estate advisors, investment advisors, registrars, underwriters, accountants, lawyers, real estate agents, property managers, appraisers, brokers, architects, engineers, construction managers, general contractors or otherwise) in one or more capacities, and to pay compensation from the Trust for services in as many capacities as such persons may be so engaged or employed; and, except as prohibited by law, to delegate any of the powers and duties of the Board to any one or more Trustees, agents, representatives, officers, employees, independent contractors or other persons;
- (k) To collect, sue for and receive sums of money coming due to the Trust, and to engage in, intervene in, prosecute, join, defend, compromise, abandon or adjust, by arbitration or otherwise, any actions, suits, proceedings, disputes, claims, demands or other litigation relating to the Trust, the assets of the Trust or the Trust's affairs, to enter into agreements therefore whether or not any suit is commenced or claim accrued or asserted and, in advance of any controversy, to enter into agreements regarding the arbitration or settlement thereof,
- (l) To renew, modify, release, compromise, extend, consolidate or cancel, in whole or in part, any obligation to or of the Trust;

- (m) To purchase and pay for, out of the assets of the Trust, insurance contracts and policies insuring the assets of the Trust against any and all risks and insuring the Trust and/or any or all of the Trustees, the Unitholders or officers of the Trust against any and all claims and liabilities of any nature asserted by any person arising by reason of any action alleged to have been taken or omitted by the Trust or by the Trustees, the Unitholders or the officers or otherwise;
- (n) To cause title to any of the assets of the Trust to be drawn up in the name of the Trustees, and/or, to the extent permitted by applicable law, in the name of the Trust or one or more of the Trustees or any other person, on such terms, in such manner with such powers in such person as the Board may determine and with or without disclosure that the Trust or Trustees are interested therein provided, however, that should title to any of the assets of the Trust be held by and/or in the name of any person or persons other than the Trust or Trustees as aforesaid, the Board shall require such person or persons to execute a declaration of trust acknowledging that title to such assets is held in trust for the benefit of the Trust:
- (o) To determine conclusively the allocation to capital, income or other appropriate accounts of all receipts, expenses, disbursements and property of the Trust;
- (p) To prepare, sign and file or cause to be prepared, signed and filed any prospectus, information circular, offering memorandum or similar document, and any amendment thereto, relating to or resulting from an offering of the Units or other securities issued or held by the Trust and to pay the cost thereof and related thereto and any fees related thereto out of the property of the Trust whether or not such offering is or was of direct benefit to the Trust or those persons (if any) who were Unitholders immediately prior to such offering;
- (q) To make or cause to be made application for the listing on any stock exchange of any Units or other securities of the Trust, and to do all things which in the opinion of the Board may be necessary or desirable to effect or maintain such listing or listings;
- (r) To determine conclusively the value of any or all of the property of the Trust from time to time and, in determining such value, to consider such information and advice as the Board, in their sole judgement, may deem material and reliable;
- (s) To do all such acts and things and to exercise such powers which are delegated to the Board by any person who co-owns Real Property with the Trust; and
- (t) To do all such other acts and things as are incidental to the foregoing and to exercise all powers which are necessary or useful to carry on the affairs of the Trust, to promote any of the purposes for which the Trust is formed and to carry out the provisions of the Declaration of Trust.

#### 6. Independence, Orientation and Evaluation

The Board shall have the responsibility to:

- (a) implement appropriate structures and procedures to permit the Board to function independently of management;
- (b) implement a system which enables an individual trustee to engage an outside advisor at the expense of the Trust in appropriate circumstances;
- (c) provide an orientation and education program for newly appointed members of the Board;
- (d) implement a process for assessing the effectiveness of the Board as a whole, the committees of the Board and the contribution of individual trustees;

- (e) examine the size of the Board and the impact of the number of trustees upon the effectiveness of the Board; and
- (f) review the adequacy and form of the compensation provided to the trustees to ensure it adequately reflects the responsibilities and risks involved in being an effective trustee.

## 7. Strategy Determination

The Board shall:

- (a) adopt and annually review a strategic planning process and approve the strategic plan of the Trust, which takes into account, among other things, the opportunities and risks of the business; and
- (b) annually review operating and financial performance results relative to established strategy, budgets and objectives.

# 8. Managing Risk

The Board has the responsibility to understand the principal risks of the business in which the Trust is engaged, to achieve a proper balance between risks incurred and the potential return to unitholders, and to confirm that there are systems in place which effectively monitor and manage those risks with a view to the long-term viability of the Trust.

## 9. Appointment, Training and Monitoring of Senior Management

The Board shall:

- (a) appoint the Chief Executive officer ("CEO") and senior officers, develop position descriptions for such persons, approve (upon recommendations from the Compensation Committee) their compensation, and monitor the CEO's performance against a set of mutually agreed corporate objectives directed at maximizing unitholder value;
- (b) ensure that a process is established that adequately provides for succession planning including the appointment, training and monitoring of senior management; and
- (c) establish limits of authority delegated to management.

## 10. Reporting and Communication

The Board has the responsibility to:

- verify that the Trust has in place policies and programs to enable the Trust to communicate effectively with its unitholders, other stakeholders and the public generally;
- (b) verify the integrity of the Trust's internal controls and management information systems;
- verify that the financial performance of the Trust is adequately reported to unitholders, other security holders and regulators on a timely and regular basis;
- (d) verify that the financial results are reported fairly and in accordance with generally accepted accounting standards;
- (e) verify the timely reporting of any other developments that have a significant and material impact on the value of the Trust; and
- (f) report annually to unitholders on its stewardship of the affairs of the Trust for the preceding year.

## 11. Monitoring and Acting

The Board has the responsibility to:

- (a) review and approve the Trust's financial statements and oversee the Trust's compliance with applicable audit, accounting and reporting requirements;
- (b) verify that the Trust operates at all times within applicable laws and regulations to the highest ethical and moral standards;
- (c) approve and monitor compliance with significant policies and procedures by which the Trust is operated;
- (d) monitor the Trust's progress towards its goals and objectives and to revise and alter its direction through management in response to changing circumstances;
- (e) take such action as it determines appropriate when performance falls short of its goals and objectives or when other special circumstances warrant; and
- (f) verify that the Trust has implemented adequate internal control and information systems which ensure the effective discharge of its responsibilities.

## 12. Committees

- (a) There shall be three committees of the Board; the investment committee, the audit committee and the compensation and corporate governance committee. The Board may establish any other committee as it may deem appropriate from time to time.
- (b) The Board shall establish a mandate for each of the committees of the Board required by section 12(a) above.

## 13. Other Activities

- (a) The Board shall prepare and distribute the schedule of Board meetings for each upcoming year.
- (b) The Board may perform any other activities consistent with this mandate, the Declaration of the Trust and all amendments thereto and any other governing laws as the Board determines necessary or appropriate.