

**ALLIED**

# Notice of Annual and Special Meeting of Unitholders and Management Information Circular

---

March 21, 2023



# Contents

NOTICE OF ANNUAL AND SPECIAL MEETING OF UNITHOLDERS .....	4	ADDITIONAL INFORMATION .....	93
MANAGEMENT INFORMATION CIRCULAR .....	6	APPROVAL OF THE BOARD OF TRUSTEES .....	94
BUSINESS OF THE MEETING .....	11	SCHEDULE “A” - RESOLUTION CONCERNING CONVERSION TO AN OPEN-END TRUST .....	95
ABOUT THE TRUSTEES. ....	19	SCHEDULE “B” - RIGHT OF REDEMPTION .....	96
GOVERNANCE AT ALLIED .....	33	SCHEDULE “C” - RESOLUTION CONCERNING AMENDMENTS TO THE DECLARATION OF TRUST. ....	100
EXECUTIVE COMPENSATION. ....	50	SCHEDULE “D” - TRUSTEES’ MANDATE .....	106
TRUSTEES’ AND OFFICERS’ INSURANCE AND INDEMNIFICATION. ....	88		
SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS. ....	89		

# Notice of Annual and Special Meeting of Unitholders

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “*Meeting*”) of the holders of units and special voting units (the “*Unitholders*”) of Allied Properties Real Estate Investment Trust (“*Allied*”) will be held at the QRC West Atrium, 134 Peter Street, Toronto, Ontario on Tuesday, May 2, 2023 at 3:30 p.m. (Toronto time) for the following purposes:

1. to receive the audited financial statements of Allied for the financial year ended December 31, 2022, together with the report of the auditor thereon;
2. to elect the trustees of Allied;
3. to appoint Deloitte LLP, Chartered Professional Accountants, as auditor of Allied for the ensuing year and to authorize the trustees of Allied to fix its remuneration;
4. to consider and, if thought advisable, to pass, with or without variation, a resolution approving the conversion of Allied from a “closed-end” to an “open-end” trust, as more fully described in the accompanying management information circular;
5. to consider and, if thought advisable, to pass, with or without variation, a resolution approving certain amendments to the declaration of trust of Allied, as more fully described in the accompanying management information circular;
6. to consider and, if thought advisable, to approve the non-binding advisory resolution on the approach to executive compensation, as more fully described in the accompanying management information circular; and
7. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The record date for the determination of those Unitholders entitled to the Notice of Annual and Special Meeting and to vote at the Meeting is the close of business on March 15, 2023 (the “*Record Date*”).

Accompanying this Notice of Annual and Special Meeting is a management information circular dated March 21, 2023 (the “*Circular*”) and a form of proxy or voting instruction form.

## VOTING

A registered Unitholder wishing to be represented by proxy at the Meeting or any adjournment thereof can vote by delivering their completed proxy (a) by facsimile to 416-595-9593, (b) by electronic mail to [proxyvote@tmx.com](mailto:proxyvote@tmx.com), or (c) by mail to TSX Trust Company, Proxy Department, P.O. Box 721, Agincourt, Ontario, M1S 0A1 in the prepaid addressed envelope provided for that purpose.

Non-registered unitholders wishing to vote in advance of the Meeting or any adjournment thereof can vote by internet at [www.proxyvote.com](http://www.proxyvote.com), (b) by telephone toll free in Canada at 1-800-474-7493 (English) or 1-800-474-7501 (French), or toll free in the United States at 1-800-454-8683, or (c) by delivering the completed voting instruction form by mail to Broadridge, Attn: Data Processing Centre, P.O. Box 3700 STN Industrial Park, Markham, Ontario, L3R 9Z9 in the prepaid addressed envelope provided for that purpose.

The proxy voting deadline is 3:30 p.m. (Toronto time) on Friday, April 28, 2023, or if the Meeting is adjourned, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for any reconvened meeting at which the proxy or voting instruction form is to be used. Unitholders who wish to appoint a person other than the management nominees identified in the form of proxy or voting instruction form must carefully follow the instructions in the attached Circular and on their form of proxy or voting instruction form. If you are a non-registered unitholder, carefully follow the instructions of your bank, broker or other intermediary.

## QUESTIONS

If you have any questions or require assistance with voting, please contact our proxy solicitation agent and unitholder communications advisor, Laurel Hill Advisory Group, at 1-877-452-7184 (Toll Free), or 416-304-0211 (outside North America), or by email at [assistance@laurelhill.com](mailto:assistance@laurelhill.com).

Dated the 21<sup>st</sup> day of March, 2023.

By Order of the Board of Trustees



**ANNE E. MIATELLO**

*Senior Vice President, General Counsel and Corporate Secretary*

## ALLIED PROPERTIES REAL ESTATE INVESTMENT TRUST

134 PETER STREET, SUITE 1700 TORONTO, ONTARIO M5V 2H2 [alliedreit.com](http://alliedreit.com)

# Management Information Circular

## THE MEETING

This management information circular (the “*Circular*”) is being provided in connection with the annual and special meeting (the “*Meeting*”) of holders of units and special voting units (the “*Unitholders*”) of Allied Properties Real Estate Investment Trust (“*Allied*”) to be held at the QRC West Atrium, 134 Peter Street, Toronto, Ontario on Tuesday, May 2, 2023 at 3:30 p.m. (Toronto time) for the purposes set out in the accompanying Notice of Annual and Special Meeting of Unitholders (the “*Notice*”).

This Circular describes the items to be voted on at the Meeting as well as the voting process, and provides information about trustee and executive compensation, governance practices and other relevant matters. Except as otherwise indicated, information herein is given as at March 15, 2023.

## NOTICE AND ACCESS

Allied is using notice and access delivery (“*Notice and Access*”) to furnish proxy materials over the internet to Unitholders instead of mailing paper copies. Under Notice and Access, Allied can deliver proxy-related materials by (i) posting the Circular (and other proxy related materials) on a website other than SEDAR and (ii) sending a notice informing Unitholders that the Circular and other proxy related materials have been posted and explaining how to access them (the “*Notice and Access Notification*”).

Allied will send to Unitholders of record as of the Record Date a notice package containing the Notice and Access Notification and the relevant voting document (a form of proxy or voting instruction form) (collectively, the “*Meeting Materials*”). The Notice and Access Notification contains basic information about the Meeting and the matters to be voted on, explains the Notice and Access process, and explains how to obtain a paper copy of the Circular. Paper copies of the Circular will also be provided to Unitholders who have standing instructions on their account to receive paper meeting materials. Notice and Access allows for faster access to the Circular, reduces our printing and mailing costs, and is environmentally friendly as it reduces paper and energy consumption.

## SOLICITATION OF PROXIES

This Circular and other materials are furnished in connection with the solicitation of proxies by management of Allied for use at the Meeting for the purposes set forth in the accompanying Notice.

Allied will use the Notice and Access mechanism to conduct the solicitation. Allied trustees, officers and employees may also solicit proxies personally, by telephone or in writing. Allied has retained Laurel Hill Advisory Group (“*Laurel Hill*”) to act as Allied’s proxy solicitation agent and unitholder communications advisor in connection with the Meeting. In connection with these services, Allied will pay Laurel Hill a fee of \$47,500, plus additional costs relating to out-of-pocket expenses, and will pay the costs of proxy solicitation.

## APPOINTMENT AND REVOCATION OF PROXIES

A registered Unitholder can vote by proxy whether or not they attend the Meeting. The persons named in the enclosed form of proxy are officers and/or Trustees of Allied. **A registered Unitholder desiring to appoint some other person to represent him or her at the Meeting may do so either by inserting such person’s name in the blank space provided in the applicable form of proxy or by completing another proper form of proxy.** In either case, a registered Unitholder can vote by delivering their completed proxy (a) by facsimile to 416-595-9593, (b) by electronic mail to proxyvote@tmx.com, or (c) by mail to TSX Trust Company, Proxy Department, P.O. Box 721, Agincourt, Ontario, M1S 0A1 in the prepaid addressed envelope provided for that purpose, so as to arrive by no later than 3:30 p.m. (Toronto time) on Friday, April 28, 2023, or if the Meeting is adjourned, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for any reconvened meeting at which the proxy is to be used.

In addition to a revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Unitholder or by their attorney authorized in writing or, if the Unitholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized, and deposited with TSX Trust Company, as described above, so it is received by no later than 3:30 p.m. (Toronto time) on Friday, April 28, 2023, or if the Meeting is adjourned, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for any reconvened meeting at which the proxy is to be used, and upon such deposit the proxy is revoked.

## EXERCISE OF DISCRETION BY PROXIES

The persons named in the accompanying form of proxy will vote, or withhold from voting, the units (“*Units*”) and special voting units (“*Special Voting Units*”) of Allied in respect of which they are appointed in accordance with the direction of the Unitholder appointing them. **In the absence of such direction, such Units and Special Voting Units will be voted in favour of each of the matters set out in the Notice.**

The form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice and with respect to other matters which may properly come before the Meeting or any adjournment thereof. At the time of printing this Circular, the Trustees know of no such amendments, variations or other matters to come before the Meeting. However, if any such amendment, variation or other matter should properly come before the Meeting, it is the intention of the persons named in the accompanying form of proxy to vote on such other business in accordance with their judgment.

#### ADVICE TO BENEFICIAL UNITHOLDERS

Only registered Unitholders or the persons they appoint as their proxies are permitted to vote at the Meeting. However, in many cases, Units beneficially owned by a person (a “Non-Registered Holder”) are registered in the name of a nominee such as an intermediary (an “Intermediary”) that the Non-Registered Holder deals with in respect of the Units (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans) or a clearing agency (such as CDS Clearing and Depository Services Inc.) 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*, Allied has distributed copies of the Meeting Materials to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Allied has elected to pay for the delivery of the Meeting Materials to objecting Non-Registered Holders by the Intermediaries. Typically, Intermediaries will use a service company such as Broadridge Financial Solutions, Inc. (“Broadridge”) to forward the Meeting Materials to Non-Registered Holders. Allied is a “Participating Issuer” under Broadridge’s Electronic Delivery Procedures. Non-Registered Holders who have enrolled in Broadridge’s Electronic Delivery Procedures (at [www.investordelivery.com](http://www.investordelivery.com)) will have received from Broadridge an e-mail notification that the Meeting Materials are available electronically at Allied’s website, which notification includes a hyperlink to the page within Allied’s website where the Meeting Materials can be viewed.

Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will:

- (a) have received as part of the Meeting Materials a voting instruction form which must be completed, signed and delivered by the Non-Registered Holder in accordance with the directions on the voting instruction form; voting instruction forms sent by Broadridge permit the completion of the voting instruction form by telephone or through the internet at [www.proxyvote.com](http://www.proxyvote.com); or
- (b) less typically, be given a proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of Units beneficially owned by the Non-Registered Holder but which is otherwise incomplete. This form of proxy should not be signed by the Non-Registered Holder. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete this form of proxy and deposit it with TSX Trust Company as described on page 7 of this Circular.



Allied may utilize the Broadridge QuickVote™ service to assist certain Unitholders who have not objected to Allied knowing who they are with voting. Allied Unitholders may be contacted by Laurel Hill to conveniently obtain a vote directly over the phone.

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Units they beneficially own. A Non-Registered Holder can vote by proxy or voting instruction form whether or not they attend the Meeting. Should a Non-Registered Holder who receives either a proxy or a voting instruction form wish to attend and vote at the Meeting (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the names of the persons named in the proxy and insert the Non-Registered Holder's (or such other person's) name in the blank space provided or, in the case of a voting instruction form, follow the corresponding instructions on the form. **In either case, Non-Registered Holders should carefully follow the instructions of their Intermediaries and their service companies.**

A Non-Registered Holder who wishes to revoke their voting instructions must contact their Intermediary and comply with any applicable requirements imposed by the Intermediary. An Intermediary may not be able to revoke voting instructions if it receives insufficient notice of revocation.

## HOW TO VOTE

There are three convenient ways for Non-Registered Holders to vote in advance of the Meeting:

<b>Vote by Internet:</b>	Visit <a href="http://www.proxyvote.com">www.proxyvote.com</a> or scan the QR Code on your voting instruction form to access the website. You will need your 16 digit control number located on the voting instruction form.
<b>Vote by Telephone:</b>	Toll free in Canada: 1-800-474-7493 (English) or 1-800-474-7501 (French) Toll free in the United States: 1-800-454-8683  You will need your 16 digit control number located on the voting instruction form.
<b>Vote by Mail:</b>	Return the completed, signed and dated voting instruction form by mail in the prepaid addressed envelope to: Broadridge, Attn: Data Processing Centre, P.O. Box 3700, STN Industrial Park, Markham, ON L3R 9Z9, Canada

If you have any questions or require assistance with voting, please contact our proxy solicitation agent and unitholder communications advisor, Laurel Hill Advisory Group, at 1-877-452-7184 (Toll Free), or 416-304-0211 (outside North America), or by email at [assistance@laurelhill.com](mailto:assistance@laurelhill.com).

## ADVANCE NOTICE POLICY

Allied's amended and restated declaration of trust dated May 3, 2022 (the "*Declaration of Trust*") contains an advance notice policy (the "*Advance Notice Policy*") which 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 April 3, 2023 for purposes of the Meeting). This advance notice period is intended to give Allied and its Unitholders sufficient time to consider any proposed nominees. A copy of the Declaration of Trust is available at [www.sedar.com](http://www.sedar.com).

## 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 Allied (other than proposals with respect to the nomination of Trustees which must follow the provisions of the Advance Notice Policy referred to above). In accordance with the Declaration of Trust, a proposal must be submitted by an eligible Unitholder at least 90 days before the anniversary date of the notice of the prior annual meeting. No Unitholder proposals were submitted for purposes of the Meeting. 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 December 21, 2023.

## VOTING UNITS AND PRINCIPAL UNITHOLDERS

Allied is authorized to issue an unlimited number of Units and an unlimited number of Special Voting Units. Each Unit and each Special Voting Unit carries the right to one vote per unit, which may be given in person or by proxy. The record date for the determination of Unitholders entitled to receive notice of, to attend and to vote at the Meeting has been fixed as the close of business on March 15, 2023 (the "*Record Date*"). As at the Record Date, Allied had outstanding an aggregate of 127,955,983 Units and 11,809,145 Special Voting Units (collectively, the "*Trust Units*"). Allied will prepare a list of Unitholders as of such Record Date. Each Unitholder named in the list will be entitled to one vote per Trust Unit shown opposite their name on the said list, even though they have since that date disposed of their Trust Units, and no Unitholder becoming such after that date shall be entitled to receive notice of and vote at the Meeting or any adjournment thereof.

To the knowledge of the Trustees and officers of Allied, as at March 21, 2023, (i) CPH Master Limited Partnership, a subsidiary of Choice Properties Real Estate Investment Trust, beneficially owns 100% of the Special Voting Units representing approximately 8.4% of the issued and outstanding Trust Units and (ii) no other person beneficially owns, or controls or directs, directly or indirectly, voting securities carrying 10% or more of any class of voting securities of Allied.

The Units are listed on the Toronto Stock Exchange (the "TSX") and trade under the symbol "AP.UN".

# Business of the Meeting

## 1. FINANCIAL STATEMENTS

The annual financial statements of Allied for the year ended December 31, 2022 and the auditor's report thereon will be placed before the Unitholders at the Meeting for their consideration.

## 2. ELECTION OF TRUSTEES

Allied's Declaration of Trust calls for not less than seven and not more than 13 Trustees to be elected annually. Currently, there are 10 Trustees.

On January 31, 2023, Allied announced key elements of its board renewal and succession plan, which will be implemented on the date of the Meeting (the "*Meeting Date*"). Gordon Cunningham, Allied's Chair, and Gerald Connor, the Chair of Allied's Audit Committee, will retire at the end of their current terms and will not seek re-election at the Meeting. Michael R. Emory, Allied's Founder, will step down as President and CEO of Allied, and will become Executive Chair. Cecilia C. Williams, Allied's Executive Vice President and CFO, will be promoted to President and CEO and has been nominated as a Trustee. Thomas G. Burns, will step down as Executive Vice President and COO, will become a consultant to Allied and has been nominated as a Trustee. Jennifer Tory, a Trustee since 2020, will become Lead Trustee. The Trustees have resolved that the number of trustees to be elected at the Meeting be fixed at 10. All of the nominees, with the exception of Mr. Burns and Ms. Williams, are currently Trustees of Allied. You can read about the nominees beginning on page 19.

The Board of Trustees (the "*Board*") has adopted a policy that entitles each Unitholder to vote for each nominee on an individual basis. The Board has also adopted a policy stipulating that if the votes in favour of the election of a nominee at a meeting of Unitholders represent less than a majority of the Trust Units voted and withheld, the nominee will be expected to submit to the Board their resignation, to take effect upon acceptance by the Board. The Board will then have 90 days to accept the resignation, during which time an alternate Board member may be appointed.

Unless a Unitholder specifies in the enclosed form of proxy that the Trust Units represented by the proxy are to be withheld from voting in the election of Trustees, the person named in the form of proxy shall vote the Trust Units represented by the proxy in favour of the election of the persons whose names are set forth below under the heading “About the Trustees - Nominees”. The Trustees do not contemplate that any of these persons will be unable to serve as a trustee but, if that should occur for any reason prior to the Meeting, then the person named in the form of proxy may vote for the election of another person or persons in their discretion. Each Trustee will hold office until the next annual meeting or until a successor is duly elected, unless their office is earlier vacated in accordance with the Declaration of Trust.

### **3. APPOINTMENT OF AUDITOR**

Management proposes to nominate Deloitte LLP, Chartered Professional Accountants, Toronto, Ontario (“*Deloitte*”), as auditor of Allied to hold office until the next annual meeting of Unitholders and to fix the remuneration of the auditor. An affirmative vote of a majority of the votes cast at the Meeting is sufficient for the appointment of auditor. Deloitte has acted as external auditor to Allied since February 2017.

**Proxies in favour of management’s nominees will be voted FOR the appointment of Deloitte LLP, Chartered Professional Accountants, as auditor of Allied until the next annual meeting of Unitholders and authorizing the Trustees to fix the remuneration of the auditor.**

### **4. AMENDMENTS TO THE DECLARATION OF TRUST**

Unitholders are being asked to consider and, if thought advisable, to pass special resolutions approving (a) the conversion of Allied from a “closed-end” trust to an “open-end” trust and (b) certain amendments to the Declaration of Trust of Allied, as set out below. The purpose of the conversion to an open-end trust and the proposed amendments to the Declaration of Trust is to provide Allied with greater flexibility, consistent with most other Canadian public real estate investment trusts (“*REITs*”), in its pursuit of value-enhancing investment opportunities for the benefit of Allied and its Unitholders. An important objective of these changes is to ensure that Allied remains competitive in the marketplace by ensuring the ability to take advantage of appropriate acquisition opportunities and to conduct its activities without unnecessary restrictions.

#### **A. CONVERSION FROM A CLOSED-END TO AN OPEN-END TRUST**

##### *Background*

Allied is currently a “mutual fund trust” that is a unit trust under paragraph 108(2)(b) of the *Income Tax Act* (Canada) (the “*Tax Act*”), commonly referred to as a closed-end trust. As a result, at least 80% of its property must consist of a combination of enumerated assets including shares, debt, marketable securities and real property situated in Canada. At least 95% of its income (computed without regard to any distributions) for the year must be derived from those assets, and generally no more than 10% of its holdings can be in any one corporation or debtor.

In order to provide additional flexibility for Allied, the Trustees have determined to seek the approval of Unitholders to amend the Declaration of Trust in order to allow Allied to become a unit trust under paragraph 108(2)(a) of the Tax Act, commonly referred to as an “open-end trust”. An open-end trust is generally not subject to the restrictions described above and therefore allows for maximum flexibility to more actively pursue value enhancing opportunities and expand its current investment strategies. However, a key feature of an open-end trust is that it must have units that are redeemable at the demand of the holder at prices determined and payable in accordance with the conditions of the trust’s units. If the trust has more than one class of units, the fair market value of those units that are redeemable on demand must represent at least 95% of the fair market value of all issued units of the trust. Assuming the conversion of Allied to an open-end trust, the issued and outstanding Units, the value of which is considered to be at least 95% of the fair market value of all issued Trust Units, will have the right of redemption more particularly described below. For greater certainty, such right of redemption will not be added to the rights attached to the Special Voting Units.

#### *Redemption Right*

A conversion to open-end status would require an amendment to the Declaration of Trust that would add to the rights attached to the Units a right of a Unitholder to require Allied, at any time on the demand of the Unitholder, to redeem some or all of their Units. Upon such redemption, all of such Unitholder’s rights to and under the Units tendered for redemption would be surrendered and the Unitholder would be entitled to receive a price per Unit as determined by a market price formula. The consideration would be payable in cash, subject to a proposed monthly aggregate cash limit for all Units tendered for redemption in such month of \$50,000. The redemption price payable by Allied would be satisfied by way of a cash payment or, in certain circumstances, including where such payment would cause the monthly cash limit to be exceeded, by way of an *in specie* distribution of promissory notes issued by Allied or one of its subsidiary entities (“Notes”). As with most open-end trusts, it is anticipated that trading on the Toronto Stock Exchange and not the right of redemption would continue to be the primary mechanism for Unitholders to dispose of their Units. Any Notes distributed *in specie* to Unitholders in connection with a redemption will not be listed on any stock exchange and no market is expected to develop for such Notes. Any Notes so distributed may be subject to resale restrictions under applicable securities laws and may not be qualified investments under the Tax Act and the regulations under the Tax Act for a trust governed by a registered retirement savings plan, registered retirement income fund, registered education savings plan, deferred profit sharing plan, registered disability savings plan and tax-free savings account.

For more detailed information regarding the right of redemption, see Schedule “B” to this Circular.

Allied has applied for an advance income tax ruling (the “*Tax Ruling*”) from the Canada Revenue Agency (“CRA”) to confirm that no material adverse tax consequences would arise to either Allied or the Unitholders as a result of the conversion of Allied to an open-end unit trust and certain other amendments to the Declaration of Trust, as described herein. In addition to the approval of Unitholders to the resolution attached as Schedule “A” to this Circular, the proposed conversion to an open-end unit trust will be conditional on Allied having received a satisfactory Tax Ruling from CRA.

Pursuant to the Declaration of Trust, the foregoing proposed amendments to the Declaration of Trust required to implement the conversion to an open-end trust require the approval by the vote of at least two-thirds of the votes cast by Unitholders present in person or represented by proxy at the Meeting. Unitholders will be asked to pass the resolution, the full text of which is attached as Schedule “A” to this Circular, to authorize and approve the conversion of Allied from a closed-end trust to an open-end trust, as described herein.

The Board unanimously recommends that Unitholders approve the conversion of Allied from a closed-end trust to an open-end trust by voting in favour of the resolution to be submitted to the Meeting.

**Proxies in favour of management’s nominees will be voted FOR the approval of the conversion of Allied from a closed-end trust to an open-end trust in the absence of direction to the contrary from the Unitholders appointing them.**

#### B. CHANGES TO INVESTMENT RESTRICTIONS AND OPERATING POLICIES AND HOUSEKEEPING AMENDMENTS TO THE DECLARATION OF TRUST

In order to provide Allied with greater flexibility to pursue investment opportunities, the Trustees are seeking the approval of Unitholders to amend certain provisions of the Declaration of Trust that set out Allied’s investment restrictions (Section 5.1) and operating policies (Section 5.2), as more particularly described below. These amendments are proposed to provide Allied with additional flexibility that is consistent with the flexibility afforded many other Canadian REITs in their declarations of trust. The amendments are not proposed in the context of any particular investment or other transaction that is currently contemplated by Allied.

##### *Scope of Acquisition Activities*

Currently, pursuant to sections 5.1(a) and 5.1(m) of the Declaration of Trust, Allied may invest in interests in income-producing office, retail and residential properties and Properties Under Development (as defined in the Declaration of Trust) in Canada and the United States. To ensure the ability of Allied to invest in a broader range of assets, the Trustees propose to broaden the scope of these restrictions to permit a wider range of activities, i.e., such that Allied may invest in real property and Properties Under Development in Canada and the United States without the restriction that such properties be income-producing office, retail and residential properties. Corresponding changes are also proposed to other provisions of Sections 5.1 and 5.2 to ensure consistency with the foregoing revisions. In addition, Allied is permitted under section 5.1(g) of the Declaration of Trust to invest in raw land for the purpose of developing new properties. The Trustees propose to expand the purposes under which Allied may invest in raw land to include the renovation, expansion or development of new or existing properties.

### *Joint Ventures*

Pursuant to section 5.1(c) of the Declaration of Trust, Allied may only invest in joint venture arrangements (as defined in the Declaration of Trust) on certain conditions. However, an investment in a joint venture arrangement which does not meet certain of these conditions may nevertheless be made if the Trustees determine that the investment is desirable and otherwise complies with the investment restrictions and operating policies set out in the Declaration of Trust. Rather than unduly restricting the investment in joint ventures based on enumerated criteria, the Trustees propose to amend the Declaration of Trust to provide that Allied may make its investments and conduct its activities, directly or indirectly, through investments in one or more persons, including by way of a joint venture arrangement, on such terms as the Trustees may from time to time determine.

### *Mortgages and Similar Instruments*

The Trustees propose to remove the restriction on investment in mortgages by Allied as a method of acquiring control of an income-producing property in section 5.1(i) of the Declaration of Trust, and to expressly include the ability of Allied to invest in mortgage bonds (including participating or convertible mortgages) and similar instruments, consistent with the investment restrictions of many other Canadian REITs. For all such investments, the real property to be secured by such instruments must otherwise comply with the investment restrictions and operating policies of Allied in effect at the time of the investment, and the aggregate book value of the investments in such instruments, after giving effect to the proposed investment, will not exceed 20% of Adjusted Unitholders' Equity (as defined in the Declaration of Trust).

### *Calculation of Indebtedness*

Pursuant to section 5.2(f) of the Declaration of Trust, Allied may not incur or assume any indebtedness if, after the incurring or assuming of the indebtedness, the total indebtedness of Allied would be more than 60% of the Gross Book Value (as defined in the Declaration of Trust), excluding convertible debentures (or 65% of the Gross Book Value, including the entire principal amount of indebtedness outstanding pursuant to any convertible debentures) (the “*Asset Coverage Test*”). Assuming the conversion of Allied to an open-end trust, 11,809,145 class B limited partnership units of Allied Properties Exchangeable Limited Partnership (the “*Exchangeable LP Units*”) issued to a subsidiary of Choice Properties Real Estate Investment Trust are expected to be classified as a liability on Allied’s balance sheet under International Financial Reporting Standards (“*IFRS*”), whereas they are currently classified as equity under IFRS. This change to the classification of the Exchangeable LP Units, which is due to a technical interpretation under IFRS rather than an inherent change to the attributes of the Exchangeable LP Units, would result in the Exchangeable LP Units being included in indebtedness under the Asset Coverage Test. The Trustees propose to amend the Declaration of Trust to exclude the Trust Units and the Exchangeable LP Units (each of which are currently classified as equity under IFRS) and any other securities of any trust, limited partnership or corporation that may be issued in the future that are convertible or exchangeable directly for Units without the payment of additional consideration therefor, from the calculation of indebtedness for the purposes of the Asset Coverage Test under the Declaration of Trust. In addition, the Trustees propose to make certain other amendments to the calculation of indebtedness for the purposes of the Asset Coverage Test to conform the calculation more closely with the calculation of indebtedness for the purposes of similar tests/financial covenants applicable to Allied’s unsecured operating facility, senior unsecured debentures and unsecured term loans. The proposed changes to the calculation of indebtedness for the purposes of the Asset Coverage Test are set out in a new section 5.3 of the Declaration of Trust.

### *Short Term and Floating Rate Interest*

Currently, section 5.2(g) of the Declaration of Trust restricts the amount of indebtedness of Allied at floating interest rates or having original maturities of less than one year to 15% of the gross book value of Allied’s assets, unless otherwise approved by the Trustees. Given Allied’s size, asset portfolio and sophisticated borrowing strategy, to ensure there is sufficient discretion for Allied to assume such floating rate or short-term indebtedness from time to time as may be advantageous to Allied, the Trustees propose to remove this restriction.

### *Deposits in the United States and Investments in Other REITs*

Currently, section 5.1(e) of the Declaration of Trust permits Allied to make deposits with a Canadian charter bank or trust company, but does not expressly permit similar deposits in the United States. The Trustees propose to broaden this provision to expressly include deposits with a savings institution, trust company, credit union or similar financial institution that is organized under the laws of a state or of the United States. Furthermore, in keeping with the proposal to broaden the scope of permissible investment activities, the Trustees propose to clarify that Allied may acquire securities of other Canadian REITs without the current limitations set out in section 5.1(j) of the Declaration of Trust, including the limitation that Allied cannot acquire 10% or more of the outstanding units of a REIT except for the purpose of subsequently effecting a merger or business combination or otherwise ensuring that Allied will control its operations.



### *Housekeeping Amendments to the Declaration of Trust*

The Trustees propose to make certain minor housekeeping amendments to the Declaration of Trust to (i) provide Allied with the flexibility to automatically consolidate the Units immediately following any distribution in specie; (ii) address the treatment of withholding tax in the context of a distribution in specie, and (iii) provide Allied with the flexibility to withhold Units and sell in the market to fund withholding tax obligations in certain circumstances.

Pursuant to the Declaration of Trust, the foregoing proposed amendments require the approval by the vote of at least two-thirds of the votes cast by Unitholders present in person or represented by proxy at the Meeting. Unitholders will be asked to pass the resolution, the full text of which is attached as Schedule “C” to this Circular, to authorize and approve the foregoing proposed amendments to the Declaration of Trust. For ease of reference for the reader, the amended words of sections affected by the amendment resolution are highlighted in italicized and underlined boldface print in Schedule “C”.

The Board unanimously recommends that Unitholders approve the amendments to the investment restrictions and operating policies of the Declaration of Trust and certain minor housekeeping amendments to the Declaration of Trust by voting in favour of the resolution to be submitted to the Meeting.

**Proxies in favour of management’s nominees will be voted FOR the approval of the amendments to the Declaration of Trust in the absence of direction to the contrary from the Unitholders appointing them.**

### **5. ADVISORY RESOLUTION ON APPROACH TO EXECUTIVE COMPENSATION**

Allied’s compensation policies and procedures are based on the principle of pay for performance. The Board believes that such policies and procedures align the interests of Allied’s executive officers with the long-term interests of Unitholders. The Board also believes that Unitholders should have the opportunity to fully understand the objectives, philosophy and principles used in its approach to executive compensation decisions and to have an advisory vote on the approach to executive compensation. Detailed disclosure of the compensation program for 2022 can be found under the heading “Executive Compensation” below.

Unitholders have an opportunity to have a say on Allied’s approach to executive compensation through a non-binding advisory vote, commonly known as “Say-on-Pay”, at each annual meeting of Unitholders. This vote gives Unitholders an opportunity to either endorse or not endorse Allied’s approach to its executive compensation programs and policies and forms an important part of the process of engagement between Unitholders and the Board on executive compensation. Unitholders are being asked to consider a non-binding advisory Say-on-Pay resolution (the “*Say-on-Pay Resolution*”), substantially in the form set out below:

*“Resolved, on an advisory basis and not to diminish the role and responsibilities of the Board, that the Unitholders accept the approach to executive compensation disclosed in the management information circular delivered in advance of the 2023 annual meeting of Unitholders.”*

The purpose of the Say-on-Pay Resolution is to provide appropriate Trustee accountability to Unitholders for the Board’s compensation decisions by giving Unitholders a formal opportunity to provide their views on Allied’s executive compensation programs for the past, current and future fiscal years. While Unitholders will provide their collective advisory vote, the Trustees of Allied remain fully responsible for their compensation decisions and are not relieved of these responsibilities by a positive advisory vote by Unitholders.

While this vote is advisory and non-binding, the Governance, Compensation and Nomination Committee and the Board will consider the result, together with feedback received from other Unitholder engagement activities, in future compensation planning. Allied will disclose the voting results of the Say-on-Pay Resolution as a part of its report on voting results for the Meeting.

If Unitholders have any comments or questions about Allied's approach to executive compensation, please contact the Chair of the Board using the contact information on page 41 of this Circular.

The Board unanimously recommends that Unitholders approve the approach to executive compensation by voting in favour of the non-binding advisory resolution to be submitted to the Meeting.

**Proxies in favour of management's nominees will be voted FOR the advisory resolution on executive compensation in the absence of direction to the contrary from the Unitholders appointing them.**

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

To the knowledge of the Trustees, no person or company who is, or at any time during the financial year ended December 31, 2022 was, a Trustee or executive officer of Allied, a proposed management nominee for election as a Trustee, or an associate or affiliate of any such Trustee, executive officer or proposed nominee, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting except as otherwise disclosed in this Circular.

# About the Trustees

## **NOMINEES**

Set out on the following pages are the profiles of those nominated for election as Trustee.

## MATTHEW ANDRADE

AGE: 45

ALBERTA, CANADA

TRUSTEE

SINCE: MAY 3, 2022

INDEPENDENT

### Key Competencies and Experience

- Audit / Accounting
- Business Leadership
- Capital Markets
- Compensation / Talent Management
- Environmental, Social and Governance
- Real Estate
- Risk Management



Mr. Andrade is the Managing Director, Public Investments at Werklund Family Office, a single family office based in Calgary, Alberta. Prior to that, he was the Chief Investment Officer at Canadian Family Futures Inc., Director, Investment Analysis at Kinnear Financial Ltd. and Vice President, Mergers & Acquisitions at Ernst & Young Orenda Corporate Finance. Mr. Andrade previously served as a director and the Chair of the Governance and Compensation Committee of Stampede Drilling Inc. He also previously served as President of the CFA Society Calgary and as Chair of the CFA Institute Disciplinary Review Committee. Mr. Andrade holds a B.Comm (Honours) degree from Mount Allison University and received his Chartered Financial Analyst designation in 2004.

### PRINCIPAL OCCUPATION DURING PAST 5 YEARS

Mr. Andrade is the Managing Director, Public Investments at Werklund Family Office, a single family office based in Calgary, Alberta. Prior to that, he was the Chief Investment Officer at Canadian Family Futures Inc., Director, Investment Analysis at Kinnear Financial Ltd. and Vice President, Mergers & Acquisitions at Ernst & Young Orenda Corporate Finance. Mr. Andrade previously served as a

CURRENT ALLIED BOARD/ COMMITTEE MEMBERSHIP	ATTENDANCE	ATTENDANCE (TOTAL)		OTHER PUBLIC BOARD MEMBERSHIPS
Member of the Board	4 of 4	6 of 6	100%	None
Member of the Audit Committee <sup>(1)</sup>	2 of 2			

### UNITS BENEFICIALLY OWNED OR CONTROLLED OR DIRECTED, DIRECTLY OR INDIRECTLY

Year	# and Market Value of Unrestricted Units <sup>(2)(4)</sup>	# and Market Value of Restricted Units <sup>(3)(4)</sup>	Total # and Market Value of Units <sup>(2)(4)</sup>	Minimum Unitholding Requirement <sup>(5)</sup>	In Progress/ Meets Requirement <sup>(5)</sup>
Current as at March 15, 2023	155,482 \$3,949,243	4,199 \$106,655	159,681 \$4,055,898	\$420,000 Based on target of seven times annual cash retainer	Yes
As at December 31, 2022	155,229 \$3,973,862	1,337 \$34,227	156,566 \$4,008,089		

### VOTING RESULTS OF 2022 ANNUAL MEETING

Votes For		Votes Withheld	
# Units	%	# Units	%
101,837,594	99.71	297,925	0.29

- (1) The disclosure relating to the Audit Committee as required by National Instrument 52-110 *Audit Committees* is contained in the Annual Information Form of Allied for the year ended December 31, 2022 (the "AIF") under the heading "Audit Committee". A copy of the AIF is available at [www.sedar.com](http://www.sedar.com).
- (2) Total number of Units as at December 31, 2022 and March 15, 2023 includes 155,000 Units held in investment portfolios for Werklund Capital Corporation and Werklund Foundation over which Mr. Andrade may exercise control or direction. Information regarding Units owned, controlled or directed by the Trustees is presented to the best knowledge of management of Allied and has been furnished to management of Allied by such Trustees.
- (3) All Restricted Units granted to non-management Trustees are earned in the year of the grant, vest immediately and are not subject to forfeiture under the Restricted Unit Plan.
- (4) Market value is determined by multiplying the number of Units by the closing price of Units (the closing price of Units was \$25.60 at December 31, 2022 and \$25.40 at March 15, 2023).
- (5) A non-management Trustee has five years from the date of election or appointment to meet the target for Unit ownership. Mr. Andrade has until May 2027 to meet this requirement. See "Trustee Unit Ownership Guidelines" on page 42.

## KAY BREKKEN

AGE: 54  
BRITISH COLUMBIA, CANADA  
TRUSTEE  
SINCE: MAY 10, 2021  
INDEPENDENT

### Key Competencies and Experience

- Audit / Accounting
- Business Leadership
- Capital Markets
- Compensation / Talent Management
- Environmental, Social and Governance
- Real Estate
- Risk Management



### PRINCIPAL OCCUPATION DURING PAST 5 YEARS

Ms. Brekken is a Corporate Director with over 25 years of North American financial leadership experience in a broad range of industries, including real estate, retail, healthcare, and financial services. Until her retirement, she was Executive Vice President and Chief Financial Officer of First Capital Real Estate Investment Trust (2014 to 2021). Prior to that, she was the Executive Vice President and Chief Financial Officer

of Indigo Books & Music, Inc. Ms. Brekken serves on the boards of RATESDOTCA Group Ltd. and the Rotman School of Management CFO Leadership Program. She holds a Bachelor of Business Administration from the University of Minnesota and a Master of Business Administration from the University of Washington and is a Certified Public Accountant.

CURRENT ALLIED BOARD/ COMMITTEE MEMBERSHIP	ATTENDANCE	ATTENDANCE (TOTAL)		OTHER PUBLIC BOARD MEMBERSHIPS
Member of the Board	8 of 8	17 of 17	100%	None
Member of the Audit Committee <sup>(1)</sup>	4 of 4			
Member of the Governance, Compensation and Nomination Committee	5 of 5			

### UNITS BENEFICIALLY OWNED OR CONTROLLED OR DIRECTED, DIRECTLY OR INDIRECTLY

Year	# and Market Value of Unrestricted Units <sup>(2)(4)</sup>	# and Market Value of Restricted Units <sup>(3)(4)</sup>	Total # and Market Value of Units <sup>(2)(4)</sup>	Minimum Unitholding Requirement <sup>(5)</sup>	In Progress/ Meets Requirement <sup>(5)</sup>
Current as at March 15, 2023	2,500 \$63,500	7,576 \$192,430	10,076 \$255,930	\$420,000 Based on target of seven times annual cash retainer	Yes
As at December 31, 2022	2,500 \$64,000	2,694 \$68,966	5,194 \$132,966		

### VOTING RESULTS OF 2022 ANNUAL MEETING

Votes For		Votes Withheld	
# Units	%	# Units	%
99,825,686	97.74	2,309,933	2.26

- (1) The disclosure relating to the Audit Committee as required by National Instrument 52-110 *Audit Committees* is contained in the AIF under the heading "Audit Committee". A copy of the AIF is available at [www.sedar.com](http://www.sedar.com).
- (2) Information regarding Units owned, controlled or directed by the Trustees of Allied is presented to the best knowledge of management of Allied and has been furnished to management of Allied by such Trustees.
- (3) All Restricted Units granted to non-management Trustees are earned in the year of the grant, vest immediately and are not subject to forfeiture under the Restricted Unit Plan.
- (4) Market value is determined by multiplying the number of Units by the closing price of Units (the closing price of Units was \$25.60 at December 31, 2022 and \$25.40 at March 15, 2023).
- (5) A non-management Trustee has five years from the date of election or appointment to meet the target for Unit ownership. Ms. Brekken has until May 2026 to meet this requirement. See "Trustee Unit Ownership Guidelines" on page 42.

## THOMAS G. BURNS

AGE: 67  
ONTARIO, CANADA  
TRUSTEE  
SINCE: N/A  
NON-INDEPENDENT<sup>(1)</sup>

### Key Competencies and Experience

- Business Leadership
- Compensation / Talent Management
- Environmental, Social and Governance
- Real Estate
- Risk Management



### PRINCIPAL OCCUPATION DURING PAST 5 YEARS

Mr. Burns is the Executive Vice President and Chief Operating Officer (“EVP and COO”) of Allied. He was formerly Senior Vice President, Retail at DTZ Barnicke, as well as a member of DTZ’s Global Management Committee. During Mr. Burns’ 35 year career, he has distinguished himself in the Canadian real estate community in both the leasing of retail space and consulting on the repositioning of existing retail properties. He is a Business Administration graduate of Algonquin College specializing in Real Estate. Mr. Burns will step down as EVP and COO and will become a consultant to Allied on the Meeting Date.

CURRENT ALLIED BOARD/ COMMITTEE MEMBERSHIP	ATTENDANCE	ATTENDANCE (TOTAL)		OTHER PUBLIC BOARD MEMBERSHIPS
N/A	N/A	N/A	N/A	None

### UNITS BENEFICIALLY OWNED OR CONTROLLED OR DIRECTED, DIRECTLY OR INDIRECTLY

Year	# and Market Value of Unrestricted Units <sup>(2)</sup>	# and Market Value of Restricted Units <sup>(2)</sup>	Total # and Market Value of Units <sup>(2)</sup>	Minimum Unitholding Requirement <sup>(3)</sup>	In Progress/ Meets Requirement <sup>(3)</sup>
Current as at March 15, 2023	61,145 \$1,553,083	42,140 \$1,070,356	103,285 \$2,623,439	\$600,000 Based on target of one times base salary	Yes
As at December 31, 2022	52,400 \$1,341,440	46,441 \$1,188,890	98,841 \$2,530,330		

### VOTING RESULTS OF 2022 ANNUAL MEETING

Votes For		Votes Withheld	
# Units	%	# Units	%
N/A	N/A	N/A	N/A

- (1) Mr. Burns will step down from his role as EVP and COO and will become a consultant to Allied on the Meeting Date. Assuming Mr. Burns is elected as a Trustee at the Meeting, he will not be considered an independent Trustee due to his current role as EVP and COO.
- (2) Market value is determined by multiplying the number of Units by the closing price of Units (the closing price of Units was \$25.60 at December 31, 2022 and \$25.40 at March 15, 2023).
- (3) Mr. Burns is subject to the target for equity ownership of one times his current base salary as a named executive officer of Allied (“Named Executive Officer”). See “Executive Officer Unit Ownership Guidelines” on page 56.

## HAZEL CLAXTON

AGE: 62  
ONTARIO, CANADA  
TRUSTEE  
SINCE: MAY 24, 2022  
INDEPENDENT

### Key Competencies and Experience

- Audit / Accounting
- Business Leadership
- Compensation / Talent Management
- Environmental, Social and Governance
- Real Estate
- Risk Management



### PRINCIPAL OCCUPATION DURING PAST 5 YEARS

Ms. Claxton is a corporate director. She served as Executive Vice-President and Chief Human Resources Officer with Morneau Shepell Inc. (now LifeWorks Inc., part of TELUS Health) from 2013 to 2018. Prior to that, she spent 29 years at PwC Canada, where she held several leadership roles, including Canadian Leadership Group member, Human Capital leader, and Partner within the Corporate Advisory

and Restructuring Group, an area she practiced in for 20 years. Ms. Claxton currently serves on the boards of TELUS Corporation, the University Pension Plan Ontario and Unity Health Toronto. Previously, she served on the boards of Queen's University, St. Michael's Hospital and the Shaw Festival Theatre. Ms. Claxton holds a Bachelor of Commerce (Honours) from Queen's University and the ICD.D designation from the Institute of Corporate Directors. She is a Chartered Professional Accountant and Chartered Accountant.

CURRENT ALLIED BOARD/ COMMITTEE MEMBERSHIP	ATTENDANCE	ATTENDANCE (TOTAL)		OTHER PUBLIC BOARD MEMBERSHIPS
Member of the Board	4 of 4	8 of 8	100%	TELUS Corporation
Member of the Governance, Compensation and Nomination Committee	4 of 4			

### UNITS BENEFICIALLY OWNED OR CONTROLLED OR DIRECTED, DIRECTLY OR INDIRECTLY

Year	# and Market Value of Unrestricted Units <sup>(1)(3)</sup>	# and Market Value of Restricted Units <sup>(2)(3)</sup>	Total # and Market Value of Units <sup>(1)(3)</sup>	Minimum Unitholding Requirement <sup>(4)</sup>	In Progress/ Meets Requirement <sup>(4)</sup>
Current as at March 15, 2023	— \$—	4,189 \$106,401	4,189 \$106,401	\$420,000 Based on target of seven times annual cash retainer	Yes
As at December 31, 2022	— \$—	1,327 \$33,971	1,327 \$33,971		

### VOTING RESULTS OF 2022 ANNUAL MEETING

Votes For		Votes Withheld	
# Units	%	# Units	%
N/A	N/A	N/A	N/A

- (1) Information regarding Units owned, controlled or directed by the Trustees of Allied is presented to the best knowledge of management of Allied and has been furnished to management of Allied by such Trustees.
- (2) All Restricted Units granted to non-management Trustees are earned in the year of the grant, vest immediately and are not subject to forfeiture under the Restricted Unit Plan.
- (3) Market value is determined by multiplying the number of Units by the closing price of Units (the closing price of Units was \$25.60 at December 31, 2022 and \$25.40 at March 15, 2023).
- (4) A non-management Trustee has five years from the date of election or appointment to meet the target for Unit ownership. Ms. Claxton has until May 2027 to meet this requirement. See "Trustee Unit Ownership Guidelines" on page 42.

## LOIS CORMACK

AGE: 61  
ONTARIO, CANADA  
TRUSTEE  
SINCE: MAY 12, 2018  
INDEPENDENT

### Key Competencies and Experience

- Audit / Accounting
- Business Leadership
- Capital Markets
- Compensation / Talent Management
- Environmental, Social and Governance
- Real Estate
- Risk Management



### PRINCIPAL OCCUPATION DURING PAST 5 YEARS

Ms. Cormack is the CEO of Spring Living Retirement Communities and is the Founder and the Principal of Bonterre Inc., an advisory services company in the senior living, real estate, hospitality and health care services sectors. Prior to founding Bonterre, she was the President and Chief Executive Officer and a director of Sienna Senior Living Inc. from 2013 until 2020. Previously, Ms. Cormack was President of Specialty Care, a mid-sized seniors living company. Her background also includes a management consulting practice and other senior executive roles in the health care and senior living sectors. She is a member of the advisory board of Kyto Technology & Life Sciences, Inc., and previously served on the Board of Governors of Seneca College, as a director of Medical Facilities Corporation, and as Chair of the Board of the Ontario Long Term Care Association. Ms. Cormack holds a Masters of Health Administration from the University of Toronto and is a graduate of the Ivey Executive Program at the University of Western Ontario and the ICD-Rotman Directors Education Program.

CURRENT ALLIED BOARD/ COMMITTEE MEMBERSHIP	ATTENDANCE	ATTENDANCE (TOTAL)		OTHER PUBLIC BOARD MEMBERSHIPS
Member of the Board	8 of 8	17 of 17	100%	None
Member of the Audit Committee <sup>(1)</sup>	4 of 4			
Member of the Governance, Compensation and Nomination Committee	5 of 5			

### UNITS BENEFICIALLY OWNED OR CONTROLLED OR DIRECTED, DIRECTLY OR INDIRECTLY

Year	# and Market Value of Unrestricted Units <sup>(2)(4)</sup>	# and Market Value of Restricted Units <sup>(3)(4)</sup>	Total # and Market Value of Units <sup>(2)(4)</sup>	Minimum Unitholding Requirement <sup>(5)</sup>	In Progress/ Meets Requirement
Current as at March 15, 2023	2,950 \$74,930	12,829 \$325,857	15,779 \$400,787	\$420,000 Based on target of seven times annual cash retainer	Yes
As at December 31, 2022	2,950 \$75,520	9,462 \$242,227	12,412 \$317,747		

### VOTING RESULTS OF 2022 ANNUAL MEETING

Votes For		Votes Withheld	
# Units	%	# Units	%
99,820,011	97.73	2,315,608	2.27

- (1) The disclosure relating to the Audit Committee as required by National Instrument 52-110 *Audit Committees* is contained in the AIF under the heading "Audit Committee." A copy of the AIF is available at [www.sedar.com](http://www.sedar.com).
- (2) Information regarding the Units owned, controlled or directed by the Trustees of Allied is presented to the best knowledge of management of Allied and has been furnished to management of Allied by such Trustees.
- (3) All Restricted Units granted to non-management Trustees are earned in the year of the grant, vest immediately and are not subject to forfeiture under the Restricted Unit Plan.
- (4) Market value is determined by multiplying the number of Units by the closing price of Units (the closing price of Units was \$25.60 at December 31, 2022 and \$25.40 at March 15, 2023).
- (5) A non-management Trustee has five years from the date of election or appointment to meet the target for Unit ownership. Ms. Cormack has until May 2023 to meet this requirement. See "Trustee Unit Ownership Guidelines" on page 42.



## MICHAEL R. EMORY

AGE: 67  
ONTARIO, CANADA  
TRUSTEE  
SINCE: OCTOBER 25, 2002  
NON-INDEPENDENT<sup>(1)</sup>

### Key Competencies and Experience

- Business Leadership
- Capital Markets
- Compensation / Talent Management
- Environmental, Social and Governance
- Legal
- Real Estate
- Risk Management



and Equitable Bank. Mr. Emory will step down as President and CEO and will become the Executive Chair of Allied on the Meeting Date.

### PRINCIPAL OCCUPATION DURING PAST 5 YEARS

Mr. Emory is the Founder, President and Chief Executive Officer ("CEO") and a trustee of Allied. He has been continuously active in the commercial real estate business since 1988. Prior thereto, Mr. Emory was a partner with the law firm of Aird & Berlis LLP, specializing in corporate and real estate finance. Mr. Emory is a Director of EQB Inc. (formerly Equitable Group Inc.)

CURRENT ALLIED BOARD/ COMMITTEE MEMBERSHIP	ATTENDANCE	ATTENDANCE (TOTAL)		OTHER PUBLIC BOARD MEMBERSHIPS
Member of the Board Attends all committee meetings	8 of 8	8 of 8	100%	EQB Inc.

### UNITS BENEFICIALLY OWNED OR CONTROLLED OR DIRECTED, DIRECTLY OR INDIRECTLY

Year	# and Market Value of Unrestricted Units <sup>(2)</sup>	# and Market Value of Vested Restricted Units <sup>(2)</sup>	# and Market Value of Unvested Restricted Units <sup>(2)</sup>	Total # and Market Value of Units excluding Unvested Restricted Units <sup>(2)(3)</sup>	Total # and Market Value of Units <sup>(2)(3)</sup>	Minimum Unitholding Requirement <sup>(4)</sup>	Meets Requirement <sup>(4)</sup>
Current as at March 15, 2023	1,190,221 \$30,231,613	74,104 \$1,882,242	30,773 \$781,634	1,264,325 \$32,113,855	1,295,098 \$32,895,489	\$6,000,000 Based on target of six times base salary	Yes
As at December 31, 2022	1,163,215 \$29,778,304	84,193 \$2,155,341	33,212 \$850,227	1,247,408 \$31,933,645	1,280,620 \$32,783,872		

### VOTING RESULTS OF 2022 ANNUAL MEETING

Votes For		Votes Withheld	
# Units	%	# Units	%
101,853,271	99.72	282,348	0.28

- (1) Mr. Emory is a member of Allied's management in his capacity as President and CEO and therefore is not considered an Independent Trustee. Mr. Emory will step down as President and CEO and will become the Executive Chair of Allied on the Meeting Date, and therefore will continue to be considered non-independent.
- (2) Market value is determined by multiplying the number of Units by the closing price of Units (the closing price of Units was \$25.60 at December 31, 2022 and \$25.40 at March 15, 2023). Total market value of Units includes Units granted under the Restricted Unit Plan valued at \$3,005,568 as at December 31, 2022 and \$2,663,876 as at March 15, 2023. As at December 31, 2022 and March 15, 2023, there were also 804,194 Options outstanding under the Unit Option Plan granted to Mr. Emory in prior years, none of which were "in the money" Options based on the closing price of the Units on the TSX on such dates. In December 2021, the Trustees, on recommendation of the Governance, Compensation and Nomination Committee, determined that no further Options will be granted under the Unit Option Plan.
- (3) Total number of Units includes 117,405 Restricted Units granted under the Restricted Unit Plan as at December 31, 2022. Mr. Emory received a grant of 14,478 Restricted Units in January 2023. A further 27,006 Restricted Units were released to Mr. Emory in February 2023, in accordance with the terms of the Restricted Unit Plan. As such, 104,877 Units granted under the Restricted Unit Plan are included in the total number of Units as at March 15, 2023. In addition, Performance Trust Units granted to Mr. Emory are excluded from the calculation of Units owned, controlled or directed because they are cash settled and cannot be settled in Units.
- (4) Mr. Emory is subject to the target for equity ownership of six times his current base salary as the CEO of Allied. The target of six times base salary will continue to apply to him upon becoming Executive Chair of Allied on the Meeting Date. See "Executive Officer Unit Ownership Guidelines" on page 56.

## ANTONIA ROSSI

AGE: 58  
ONTARIO, CANADA  
TRUSTEE  
SINCE: MAY 3, 2022  
INDEPENDENT

### Key Competencies and Experience

- Business Leadership
- Compensation / Talent Management
- Environmental, Social and Governance
- Real Estate
- Risk Management



### PRINCIPAL OCCUPATION DURING PAST 5 YEARS

Ms. Rossi is the President, Real Estate of Infrastructure Ontario where she leads the Province of Ontario Real Estate Portfolio (one of the largest in Canada) and has served as Infrastructure Ontario's Interim President and Chief Executive Officer. Previously, she was President of its Lending Division and a key member of the Executive Team merging the Ontario Realty Corp and Infrastructure Ontario in 2012. Prior to joining Infrastructure

Ontario, Ms. Rossi was with Oxford Properties and Cadillac Fairview and has more than 30 years of experience as a real estate professional. She is a director of Dexterra Group Inc. and also serves on the Board of Governors of North York General Hospital. Previously, she served as the Chair of REALPAC and Habitat for Humanity (HFH) Toronto and as a director of HFH Canada. Ms. Rossi holds a BPHE from the University of Toronto and the ICD.D designation from the Institute of Corporate Directors.

CURRENT ALLIED BOARD/ COMMITTEE MEMBERSHIP	ATTENDANCE	ATTENDANCE (TOTAL)		OTHER PUBLIC BOARD MEMBERSHIPS
Member of the Board	4 of 4	8 of 8	100%	Dexterra Group Inc.
Member of the Governance, Compensation and Nomination Committee	4 of 4			

### UNITS BENEFICIALLY OWNED OR CONTROLLED OR DIRECTED, DIRECTLY OR INDIRECTLY

Year	# and Market Value of Unrestricted Units <sup>(1)(3)</sup>	# and Market Value of Restricted Units <sup>(2)(3)</sup>	Total # and Market Value of Units <sup>(1)(3)</sup>	Minimum Unitholding Requirement <sup>(4)</sup>	In Progress/ Meets Requirement <sup>(4)</sup>
Current as at March 15, 2023	— \$—	4,199 \$106,655	4,199 \$106,655	\$420,000 Based on target of seven times annual cash retainer	Yes
As at December 31, 2022	— \$—	1,337 \$34,227	1,337 \$34,227		

### VOTING RESULTS OF 2022 ANNUAL MEETING

Votes For		Votes Withheld	
# Units	%	# Units	%
101,854,009	99.72	280,010	0.28

- (1) Information regarding Units owned, controlled or directed by the Trustees is presented to the best knowledge of management of Allied and has been furnished to management of Allied by such Trustees.
- (2) All Restricted Units granted to non-management Trustees are earned in the year of the grant, vest immediately and are not subject to forfeiture under the Restricted Unit Plan.
- (3) Market value is determined by multiplying the number of Units by the closing price of Units (the closing price of Units was \$25.60 at December 31, 2022 and \$25.40 at March 15, 2023).
- (4) A non-management Trustee has five years from the date of election or appointment to meet the target for Unit ownership. Ms. Rossi has until May 2027 to meet this requirement. See "Trustee Unit Ownership Guidelines" on page 42.

## STEPHEN L. SENDER

AGE: 64  
ONTARIO, CANADA  
TRUSTEE  
SINCE: MAY 19, 2020  
INDEPENDENT

### Key Competencies and Experience

- Audit / Accounting
- Business Leadership
- Capital Markets
- Compensation / Talent Management
- Environmental, Social and Governance
- Real Estate
- Risk Management



### PRINCIPAL OCCUPATION DURING PAST 5 YEARS

Mr. Sender has over 30 years of experience in the investment banking industry in Canada and was Managing Director, Industry Head - Real Estate in Scotiabank's Global Banking and Markets division representing the bank's capital markets activities in the Canadian real estate industry. From the early 1990's, he specialized in the Canadian real estate sector, providing investment banking advice to numerous public entities with respect to capital markets activities. Mr. Sender was directly involved in raising equity and debt capital in a large number of transactions and has provided financial advice in numerous large transactions including mergers, takeovers and related party transactions. He has been a frequent moderator/speaker at conferences in Canada focusing on capital markets developments in the real estate sector. He is a director and Chair of the Audit Committee of Sienna Senior Living Inc. Mr. Sender holds a B.Comm. (Honours) degree from the University of Cape Town and qualified as a C.A. (S.A.) in 1984.

CURRENT ALLIED BOARD/COMMITTEE MEMBERSHIP	ATTENDANCE	ATTENDANCE (TOTAL)		OTHER PUBLIC BOARD MEMBERSHIPS
Member of the Board	8 of 8	12 of 12	100%	Sienna Senior Living Inc.
Member of the Audit Committee <sup>(1)</sup>	4 of 4			

### UNITS BENEFICIALLY OWNED OR CONTROLLED OR DIRECTED, DIRECTLY OR INDIRECTLY

Year	# and Market Value of Unrestricted Units <sup>(2)(4)</sup>	# and Market Value of Restricted Units <sup>(3)(4)</sup>	Total # and Market Value of Units <sup>(2)(4)</sup>	Minimum Unitholding Requirement <sup>(5)</sup>	In Progress/ Meets Requirement <sup>(5)</sup>
Current as at March 15, 2023	17,108 \$434,543	6,999 \$177,775	24,107 \$612,318	\$420,000 Based on target of seven times annual cash retainer	Yes
As at December 31, 2022	17,108 \$437,965	4,137 \$105,907	21,245 \$543,872		

### VOTING RESULTS OF 2022 ANNUAL MEETING

Votes For		Votes Withheld	
# Units	%	# Units	%
101,851,544	99.72	283,975	0.28

- (1) The disclosure relating to the Audit Committee as required by National Instrument 52-110 *Audit Committees* is contained in the AIF under the heading "Audit Committee". A copy of the AIF is available at [www.sedar.com](http://www.sedar.com).
- (2) Information regarding Units owned, controlled or directed by the Trustees of Allied is presented to the best knowledge of management of Allied and has been furnished to management of Allied by such Trustees.
- (3) All Restricted Units granted to non-management Trustees are earned in the year of the grant, vest immediately and are not subject to forfeiture under the Restricted Unit Plan.
- (4) Market value is determined by multiplying the number of Units by the closing price of Units (the closing price of Units was \$25.60 at December 31, 2022 and \$25.40 at March 15, 2023).
- (5) A non-management Trustee has five years from the date of election or appointment to meet the target for Unit ownership. See "Trustee Unit Ownership Guidelines" on page 42.

# JENNIFER A. TORY

AGE: 67  
ONTARIO, CANADA  
TRUSTEE  
SINCE: JULY 29, 2020  
INDEPENDENT<sup>(1)</sup>

## Key Competencies and Experience

- Business Leadership
- Compensation / Talent Management
- Environmental, Social and Governance
- Real Estate
- Risk Management



## PRINCIPAL OCCUPATION DURING PAST 5 YEARS

Ms. Tory retired in December 2019 as RBC's Chief Administrative Officer (CAO), reporting to the CEO, where she held responsibility for Brand, Marketing, Citizenship, Communications, Procurement and Real Estate functions globally. Additionally, she provided leadership and oversight of transformational initiatives. Along with other members of Group Executive, Ms. Tory was responsible for setting the overall strategic direction of RBC. Prior to her CAO role, she was Group Head, Personal & Commercial

Banking leading RBC's banking businesses in Canada and the Caribbean. Ms. Tory has extensive experience in leading large businesses and teams, driving results, leading change, and developing diverse talent. She currently sits on the boards of BCE Inc. and the Sunnybrook Hospital Foundation. She recently completed 10 years on the board of the Toronto International Film Festival Board, the last five years as Chair. A champion of diversity, Ms. Tory is the recipient of numerous awards recognizing her work related to the advancement of women and advocacy for BIPOC and LGBTQ+ communities. In December of 2019, Jennifer was appointed as a member of the Order of Canada. Ms. Tory holds both the ICD.D designation from the Institute of Corporate Directors and the ESG Competent Boards Certificate and Designation. Ms. Tory will become the Lead Trustee of Allied on the Meeting Date.

CURRENT ALLIED BOARD/ COMMITTEE MEMBERSHIP	ATTENDANCE	ATTENDANCE (TOTAL)		OTHER PUBLIC BOARD MEMBERSHIPS
Member of the Board	8 of 8	13 of 13	100%	BCE Inc.
Member of the Governance, Compensation and Nomination Committee	5 of 5			

## UNITS BENEFICIALLY OWNED OR CONTROLLED OR DIRECTED, DIRECTLY OR INDIRECTLY

Year	# and Market Value of Unrestricted Units <sup>(2)(4)</sup>	# and Market Value of Restricted Units <sup>(3)(4)</sup>	Total # and Market Value of Units <sup>(2)(4)</sup>	Minimum Unitholding Requirement <sup>(5)</sup>	In Progress/ Meets Requirement <sup>(5)</sup>
Current as at March 15, 2023	4,205 \$106,807	11,567 \$293,802	15,772 \$400,609	\$420,000 Based on target of seven times annual cash retainer	Yes
As at December 31, 2022	2,205 \$56,448	6,685 \$171,136	8,890 \$227,584		

## VOTING RESULTS OF 2022 ANNUAL MEETING

Votes For		Votes Withheld	
# Units	%	# Units	%
99,831,503	97.74	2,304,061	2.26

- (1) Ms. Tory will become the Lead Trustee of Allied on the Meeting Date. See "Executive Chair and Lead Trustee" on page 38.
- (2) Information regarding Units owned, controlled or directed by the Trustees of Allied is presented to the best knowledge of management of Allied and has been furnished to management of Allied by such Trustees.
- (3) All Restricted Units granted to non-management Trustees are earned in the year of the grant, vest immediately and are not subject to forfeiture under the Restricted Unit Plan.
- (4) Market value is determined by multiplying the number of Units by the closing price of Units (the closing price of Units was \$25.60 at December 31, 2022 and \$25.40 at March 15, 2023).
- (5) A non-management Trustee has five years from the date of election or appointment to meet the target for Unit ownership. Ms. Tory has until July 2025 to meet this requirement. See "Trustee Unit Ownership Guidelines" on page 42.

## CECILIA C. WILLIAMS

AGE: 46  
ONTARIO, CANADA  
TRUSTEE  
SINCE: N/A  
NON-INDEPENDENT<sup>(1)</sup>

### Key Competencies and Experience

- Audit / Accounting
- Business Leadership
- Capital Markets
- Compensation / Talent Management
- Environmental, Social and Governance
- Real Estate
- Risk Management



financial and planning positions at Magna International, Canwest Broadcasting/Shaw Media and Dream Unlimited. She is a graduate of the University of Toronto. Ms. Williams will become the President and CEO of Allied on the Meeting Date.

## PRINCIPAL OCCUPATION DURING PAST 5 YEARS

Ms. Williams is the Executive Vice President and Chief Financial Officer (“EVP & CFO”) of Allied. Ms. Williams began her career at Arthur Andersen, where she obtained her Chartered Professional Accountant designation while working in the assurance and valuation practices. She continued her career development through progressively more senior

CURRENT ALLIED BOARD/ COMMITTEE MEMBERSHIP	ATTENDANCE	ATTENDANCE (TOTAL)		OTHER PUBLIC BOARD MEMBERSHIPS
N/A	N/A	N/A	N/A	None

## UNITS BENEFICIALLY OWNED OR CONTROLLED OR DIRECTED, DIRECTLY OR INDIRECTLY

Year	# and Market Value of Unrestricted Units <sup>(2)</sup>	# and Market Value of Vested Restricted Units <sup>(2)</sup>	# and Market Value of Unvested Restricted Units <sup>(2)</sup>	Total # and Market Value of Units excluding Unvested Restricted Units <sup>(2)(3)</sup>	Total # and Market Value of Units <sup>(2)(3)</sup>	Minimum Unitholding Requirement <sup>(4)</sup>	Meets Requirement <sup>(4)</sup>
Current as at March 15, 2023	9,940 \$252,476	16,810 \$426,974	13,535 \$343,789	26,750 \$679,450	40,285 \$1,023,239	\$450,000 Based on target of one times base salary	Yes
As at December 31, 2022	5,413 \$138,573	17,657 \$452,019	7,081 \$181,274	23,070 \$590,592	30,151 \$771,866		

## VOTING RESULTS OF 2022 ANNUAL MEETING

Votes For		Votes Withheld	
# Units	%	# Units	%
N/A	N/A	N/A	N/A

- (1) Ms. Williams is a member of Allied’s management and will become the President and CEO of Allied on the Meeting Date, and therefore will not be considered an Independent Trustee.
- (2) Market value is determined by multiplying the number of Units by the closing price of Units (the closing price of Units was \$25.60 at December 31, 2022 and \$25.40 at March 15, 2023). Total market value of Units includes Units granted under the Restricted Unit Plan valued at \$633,293 as at December 31, 2022 and \$770,763 as at March 15, 2023. As at December 31, 2022 and March 15, 2023, there were also 132,865 Options outstanding under the Unit Option Plan granted to Ms. Williams in prior years, none of which were “in the money” Options based on the closing price of the Units on the TSX on such dates. In December 2021, the Trustees, on recommendation of the Governance, Compensation and Nomination Committee, determined that no further Options will be granted under the Unit Option Plan.
- (3) Total number of Units includes 24,738 Restricted Units granted under the Restricted Unit Plan as at December 31, 2022. Ms. Williams received a grant of 10,134 Restricted Units in January 2023. A further 4,527 Restricted Units were released to Ms. Williams in February 2023, in accordance with the terms of the Restricted Unit Plan. As such, 30,345 Units granted under the Restricted Unit Plan are included in the total number of Units as at March 15, 2023. In addition, Performance Trust Units granted to Ms. Williams are excluded from the calculation of Units owned, controlled or directed because they are cash settled and cannot be settled in Units.
- (4) Ms. Williams is subject to the target for equity ownership of one times her current base salary as a Named Executive Officer of Allied. Upon becoming President and CEO of Allied on the Meeting Date, she will be subject to a target of three times her base salary over a five-year period. See “Executive Officer Unit Ownership Guidelines” on page 56.

## BOARD SKILL SET

The Board seeks trustees who represent a mix of backgrounds and experiences that will enhance the ability of the Board to guide the long-term strategy and ongoing business operations of Allied, and has adopted a policy with respect to trustee qualifications. The nominees have been selected based on their ability to make a valuable contribution to the Board. The following chart illustrates the relevant skills possessed by each nominee who is proposed for election as Trustee at the Meeting. The Board believes that this group of nominees has the mix of skills, experience and qualifications necessary for proper oversight and effective decision-making.

PROPOSED TRUSTEE	Audit / Accounting	Business Leadership	Capital Markets	Compensation/ Talent Management	Environmental, Social and Governance	Legal	Real Estate	Risk Management
Matthew Andrade	X	X	X	X	X		X	X
Kay Brekken	X	X	X	X	X		X	X
Thomas G. Burns		X		X	X		X	X
Hazel Claxton	X	X		X	X		X	X
Lois Cormack	X	X	X	X	X		X	X
Michael R. Emory		X	X	X	X	X	X	X
Antonia Rossi		X		X	X		X	X
Stephen L. Sender	X	X	X	X	X		X	X
Jennifer A. Tory		X		X	X		X	X
Cecilia C. Williams	X	X	X	X	X		X	X

## TRUSTEE COMPENSATION

For the year ended December 31, 2022, Trustees who were not employed by Allied or any of its affiliates received an annual retainer of \$60,000 and \$85,000 in equity based compensation (“*Trustee’s Equity Compensation*”). The Chair received \$70,000, the Chair of the Audit Committee received \$25,000 and the Chair of the Governance, Compensation and Nomination Committee received \$15,000, in each case as an annual retainer for their services in these roles. Trustees received the Trustee’s Equity Compensation in the form of Restricted Units under the Restricted Unit Plan. Trustees were also able to elect to receive all or a portion of their compensation in Restricted Units.

Options have not formed part of trustee compensation since 2014 and non-management Trustees are not eligible to receive Options under the Unit Option Plan. In December 2021, the Trustees, on recommendation of the Governance, Compensation and Nomination Committee, determined that no further Options will be granted under the Unit Option Plan.

For the year ended December 31, 2022, the Trustees of Allied received aggregate compensation of \$1,261,114 for their services as Trustees of Allied. The following table sets forth all amounts of compensation paid to each Trustee who was not an officer of Allied. For clarity, the chart below applies to all Trustees with the exception of Michael Emory (President and CEO of Allied), who receives no incremental compensation for his role as a Trustee.

NAME	Fees earned (cash) <sup>(1)</sup>	Unit-based awards <sup>(2)</sup>	Option-based awards	Non-equity incentive plan compensation	Pension value	All other compensation	Total
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Matthew Andrade <sup>(3)</sup>	39,945	56,595	—	—	—	—	96,540
Kay Brekken	60,000	84,985	—	—	—	—	144,985
Hazel Claxton <sup>(4)</sup>	36,493	51,673	—	—	—	—	88,166
Gerald R. Connor <sup>(5)</sup>	—	169,970	—	—	—	—	169,970
Lois Cormack <sup>(6)</sup>	—	144,974	—	—	—	—	144,974
Gordon R. Cunningham <sup>(7)</sup>	115,000	114,980	—	—	—	—	229,980
Antonia Rossi <sup>(3)</sup>	39,945	56,595	—	—	—	—	96,540
Stephen L. Sender	60,000	84,985	—	—	—	—	144,985
Jennifer A. Tory <sup>(6)</sup>	—	144,974	—	—	—	—	144,974
<b>Total</b>	<b>351,383</b>	<b>909,731</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>1,261,114</b>

(1) Fees earned is the amount received in cash.

(2) Unit-based awards is the amount received as Restricted Units. Restricted Units granted to non-management Trustees are earned in the year of the grant, vest immediately and are not subject to forfeiture under the Restricted Unit Plan. The value of the Restricted Units was calculated based on the value of the volume weighted average trading price of the Units on the TSX for the five trading days preceding the date of the grant.

(3) Mr. Andrade and Ms. Rossi were elected on May 3, 2022, and their compensation was prorated.

(4) Ms. Claxton was appointed on May 24, 2022, and her compensation was prorated.

(5) Mr. Connor elected to receive his annual retainer in Restricted Units. In addition to remuneration for acting as a Trustee, he also received \$25,000 as Chair of the Audit Committee, which he elected to receive in Restricted Units.

(6) Ms. Cormack and Ms. Tory elected to receive their annual retainer in Restricted Units.

(7) Mr. Cunningham elected to receive 50% of his annual retainer in Restricted Units. In addition to remuneration for acting as a Trustee, Mr. Cunningham received \$70,000 as Chair of the Board and \$15,000 as Chair of the Governance, Compensation and Nomination Committee, which he elected to receive in cash.

## INCENTIVE PLAN AWARDS - VALUE VESTED OR EARNED DURING THE YEAR

The following table sets forth the value of all incentive plan awards vested or earned by each non-management Trustee during the year ended December 31, 2022:

NAME	Unit-based awards - Value vested during the year <sup>(1)</sup>
	(\$)
Matthew Andrade	56,595
Kay Brekken	84,985
Hazel Claxton	51,673
Gerald R. Connor	169,970
Lois Cormack	144,974
Gordon R. Cunningham	114,980
Antonia Rossi	56,595
Stephen L. Sender	84,985
Jennifer A. Tory	144,974

- (1) Represents the value of an aggregate of 20,838 Restricted Units granted to the Trustees in February 2022 that were earned in 2022, vested immediately, and are not subject to forfeiture under the Restricted Unit Plan. The value of the Restricted Units was calculated based on the value of the volume weighted average trading price of the Units on the TSX for the five trading days preceding the grant.



# Governance at Allied

## HIGHLIGHTS OF OUR GOVERNANCE PRACTICES

### WHAT WE DO

#### ✓ **Board Independence**

- seven of 10 nominees to the Board are independent
- all committee members are independent
- the roles of Board Chair and CEO are separate
- the independent Trustees meet separately, without members of management, at each Board meeting

#### ✓ **Ethics and Integrity**

- we promote a strong culture of integrity and ethical behaviour
- the Board monitors compliance with Allied's Code of Business Conduct
- all related party transactions are reviewed quarterly by the Board

#### ✓ **Unitholder Engagement**

- Unitholders have a "Say-on-Pay"
- we engage in discussion with Unitholders throughout the year
- Unitholders can contact the Chair directly

#### ✓ **Leadership and Development**

- we have a robust Trustee orientation and continuing education program
- we have a formal annual Board assessment process, including individual Trustee assessment
- we have a Board skills matrix which is used for Trustee nominations and succession planning

- ✓ **Board Renewal**
  - we have a retirement policy for Trustees
  - within the last three years, five trustees retired from the Board and six new independent Trustees joined the Board
  - two new nominees are nominated for election as a Trustee at the Meeting
- ✓ **Equity, Diversity and Inclusion (“EDI”)**
  - we cultivate an environment that advances equity, reflects diversity and demonstrates inclusivity
  - an EDI goal is one of four ESG goals established by the Board that are part of its assessment of incentive bonus awards for executives
  - we have an active employee-led EDI Committee (created in 2019)
  - external consultants completed an audit of Allied’s EDI practices in 2020
  - the EDI Committee developed a three-year EDI Roadmap in 2021
- ✓ **Environmental, Social and Governance (“ESG”)**
  - the Board is responsible for overseeing and monitoring Allied’s ESG Strategy and governance philosophy
  - the Governance, Compensation and Nomination Committee is responsible to oversee and monitor Allied’s ESG performance, and to review Allied’s ESG Report, ESG Policy, and other governance policies and practices
  - the Board established four ESG goals for 2022 that are part of its assessment of incentive bonus awards to link executive compensation directly to Allied’s ESG priorities
  - in 2021, Allied exceeded its 2024 reduction targets for Energy Use Intensity (EUI), Greenhouse Gas Intensity (GHGI) and Water Use Intensity (WUI)
  - in 2021, Allied reduced its energy use by 15.4% and its greenhouse gas emissions by 12.4% compared to the 2019 baseline, surpassing its 2024 reduction targets
  - in 2021, Allied reduced its water use by 43.3% compared to the 2019 baseline, exceeding its 2024 target
  - in its 2022 GRESB assessment, Allied scored 86/100 for its standing investments, a six-point improvement from 2021, and scored 82/100 for its development portfolio, a seven point improvement from 2021
  - Allied issued \$1.1 billion of green bonds in 2021
  - in early 2022, Allied committed to developing a Net Zero Carbon (NZC) Plan

- in June 2022, Allied published its third annual ESG Report in accordance with the Global Reporting Initiative (GRI) 2021 Universal Standards, the Sustainability Accounting Standards Board (SASB) Real Estate Standard and for the first time, the United Nations Sustainable Development Goals (UN SDGs) and the Task Force on Climate-related Financial Disclosures (TCFD) recommendations
  - in November 2022, Allied outperformed peers in user experience assessment ratings
- ✓ **Enterprise Risk Management**
- the Board is responsible for overseeing Allied’s enterprise risk management program and practices, including the design, structure and evaluation of Allied’s enterprise risk management framework
  - the Board oversees the identification and monitoring of the principal risks of Allied’s business and ensures that appropriate systems are in place to identify, evaluate and manage these risks, including financial, operational, ESG, climate and information security risks
  - management has undertaken to develop and implement a new enterprise risk management framework in 2023 to replace Allied’s current risk management process

#### WHAT WE DON'T DO

- ✗ **No slate voting for Trustees**
  - Unitholders can vote “For” or “Withhold” from individual nominees
- ✗ **No staggered voting for Trustees**
  - we have annual elections for individual Trustees
  - Trustees are not elected for staggered terms
- ✗ **No unequal voting structure**
  - we do not have dual-class, non-voting or subordinate voting securities
- ✗ **No tie-breaking vote**
  - the Chair of the Board and committee chairs do not have a deciding vote in the event of a tie at the Board or any committee

#### STATEMENT OF GOVERNANCE PRACTICES

The Board believes that sound governance practices are essential to achieve the best long-term interests of Allied and its Unitholders. The Governance, Compensation and Nomination Committee and the Board as a whole reviews on an annual basis existing board policies, board and committee mandates and current pronouncements on recommended “best practices” for corporate governance. The following describes Allied’s governance practices with reference to National Instrument 58-101 *Disclosure of Corporate Governance Practices* and National Policy 58-201 *Corporate Governance Guidelines* (the “*Governance Guidelines*”).

## BOARD OF TRUSTEES

The Board is responsible for overseeing Allied's business and affairs as set out in the Declaration of Trust. The Trustees have adopted a Trustees' Mandate, a copy of which may be found as Schedule "D" to this Circular. The Trustees' Mandate was expanded in December 2022 to clarify the Board's responsibility for oversight of Allied's enterprise risk management program and practices, as more particularly set out below.

Under the Trustees' Mandate, the Trustees' responsibilities include the following areas:

- Strategic Planning
  - review and approve the strategic plan on an annual basis
  - review, approve and monitor financial objectives, plans and actions, including significant capital allocations and expenditures
- Monitoring Tactical Progress
  - monitor performance against the strategic plan
- ESG Strategy
  - oversee and monitor Allied's ESG Strategy, including the integration of sustainability into Allied's overall business strategy
- Enterprise Risk Management
  - oversee Allied's enterprise risk management program and practices, including the design, structure and evaluation of Allied's enterprise risk management framework
  - oversee the identification and monitoring of the principal risks of Allied's business,
  - ensure that appropriate systems are in place to identify, evaluate and manage these risks, including financial, operational, ESG, climate and information security risks
- Senior Level Talent and Succession Planning
  - select, monitor and evaluate the CEO and other senior executives, and ensure management succession
- Integrity
  - ensure ethical behaviour and compliance with laws and regulations, audit and accounting principles, and Allied's own governing documents
- Material Transactions
  - review and approve material transactions not in the ordinary course of business
  - review and approve material related party transactions in accordance with the Declaration of Trust and the processes and protocols developed by the Governance, Compensation and Nomination Committee
- Monitoring Trustees' Effectiveness
  - assess the Board's own effectiveness in fulfilling its mandate, including monitoring the effectiveness of individual Trustees.

## BOARD COMMITTEES

The Board has two standing committees to help carry out its mandate, as follows. Each of the committees are comprised entirely of independent Trustees.

Committee	Key Responsibilities
Audit Committee	<ul style="list-style-type: none"><li>— monitor Allied's system of financial controls</li><li>— evaluate and report on the integrity of the financial statements of Allied</li><li>— enhance the independence of Allied's external auditors</li><li>— oversee the accounting and financial reporting processes and audits of Allied's financial statements</li></ul>
Governance, Compensation and Nomination Committee	<ul style="list-style-type: none"><li>— develop and monitor Allied's approach to:<ul style="list-style-type: none"><li>— matters of governance</li><li>— talent and compensation of officers of Allied</li><li>— the nomination of Trustees for election by Unitholders</li></ul></li><li>— oversee and monitor Allied's ESG performance</li></ul>

Throughout the year, Gordon Cunningham, Allied's Chair, acted as Chair of the Governance, Compensation and Nomination Committee and Gerald Connor acted as the Chair of the Audit Committee. Upon the retirement of Mr. Cunningham and Mr. Connor at the end of their current terms (on the Meeting Date), Jennifer Tory will become Chair of the Governance, Compensation and Nomination Committee and Stephen Sender will become Chair of the Audit Committee.

Committee chairs report to the Board, providing updates on the committee's deliberations and any recommendations that require the Board's approval. A copy of the terms of reference for each of the Board committees is available on Allied's website at [www.alliedreit.com](http://www.alliedreit.com).

## BOARD AND COMMITTEE ATTENDANCE

The following table sets out the number of Board and committee meetings held in 2022 and overall attendance. Quorum for all Board and committee meetings is at least 50% of the Trustees or members of the committee, as the case may be. Trustees are expected to attend all meetings of the Board and committees that they are members of, unless there are extenuating circumstances.

	Number of Meetings	Overall Meeting Attendance
Board	8	100%
Audit Committee	4	100%
Governance, Compensation and Nomination Committee	5	100%

## **INDEPENDENCE**

A majority (nine out of 10, or 90%) of the Trustees are independent for the purposes of the Governance Guidelines. The independent Trustees for 2022 were Matthew Andrade, Kay Brekken, Hazel Claxton, Gerald Connor, Lois Cormack, Gordon Cunningham, Antonia Rossi, Stephen Sender and Jennifer Tory.

Throughout the year, the positions of Chair of the Board and CEO were carried out by two different individuals wholly unrelated to each other. Michael Emory is the President and CEO of Allied and, accordingly, is not an independent Trustee. Gordon Cunningham, an independent Trustee, served as Chair of the Board.

Other than Mr. Emory, the Board is composed entirely of Trustees who are unrelated and independent of management.

Thomas Burns and Cecilia Williams, proposed nominees for election as a trustee, will not be independent. Mr. Burns will step down from his role as EVP and COO and will become a consultant to Allied on the Meeting Date. He will not be considered an independent Trustee due to his current role as EVP and COO of Allied. Ms. Williams is the EVP and CFO of Allied and will become the President and CEO on the Meeting Date. Accordingly, she will not be considered an independent Trustee.

The independent Trustees meet separately, without members of management, in connection with each regularly scheduled and non-regularly scheduled meeting of the Board. All Trustees who are not members of management meet with the auditors following each audit committee meeting to discuss matters of interest independent of any management influence. The non-management Trustees met eight times in 2022.

## **EXECUTIVE CHAIR AND LEAD TRUSTEE**

Mr. Cunningham will retire at the end of his current term, having served as a Trustee and Chair since Allied's formation and having led the Board as it worked through the board renewal and succession plan. Mr. Emory will step down as President and CEO on the Meeting Date and will become the Executive Chair of Allied. Jennifer Tory, an independent Trustee of Allied, will become the Lead Trustee on the Meeting Date. Mandates of the Executive Chair and the Lead Trustee setting out their roles and responsibilities will be adopted by the Trustees as of the Meeting Date.

The Executive Chair and the Lead Trustee, in collaboration with each other, will provide leadership to the Board and facilitate its effective operation in carrying out its mandate. The Executive Chair will chair all meetings of the Board and Unitholders, and will be specifically charged with the responsibility for leading the ongoing development, refinement and pursuit of Allied's vision, mission and culture in collaboration with the CEO and the Trustees.

The Lead Trustee will act as an effective leader of the Board in respect of all matters required to be considered by the Independent Trustees and will chair all meetings of the independent Trustees. Her responsibilities will include ensuring that the independent Trustees meet without management and the non-independent Trustees at each regularly scheduled and non-regularly scheduled Board meeting. The Lead Trustee will act as liaison between the Board and management, working closely with the CEO and the Executive Chair, to ensure that relationships between the Board and management are conducted in a professional and constructive manner.

## ENTERPRISE RISK MANAGEMENT

The Board is responsible to oversee Allied's enterprise risk management program and practices, including the design, structure and evaluation of Allied's enterprise risk management framework. In addition, the Board is responsible to oversee the identification and monitoring of the principal risks of Allied's business and to ensure that appropriate systems are in place to identify, evaluate and manage these risks, including financial, operational, ESG, climate and information security risks.

Management has undertaken to develop and implement a new enterprise risk management framework in 2023 to replace Allied's current risk management process. The new framework is being designed through collaboration across the Allied team to ensure that the framework reflects a standardized approach to decision-making and risk management that can be consistently applied across the organization. Management will report to the Board no less than annually with respect to the new framework.

## ETHICAL BUSINESS CONDUCT

The Board and management of Allied promote a strong culture of integrity and ethical behaviour.

### CODE OF BUSINESS CONDUCT

The Trustees have adopted a Code of Business Conduct (the "*Code*") to describe key issues and identify policies and resources to help employees, officers, contractors and trustees of Allied to make appropriate decisions. The Code was amended on December 1, 2022, to help employees understand more clearly how the Code applies to them, to provide more fulsome guidance regarding conflicts of interest, information security and the protection of confidential information, and to more fully address certain ESG focus areas. The Code addresses, among other things, equity, diversity and inclusion; respect for human rights; accessibility; rights of Indigenous People; health, safety and security; privacy, confidentiality and information security; conflicts of interest and following the law, including environmental, employment, safety, labour, human trafficking, and anti-corruption laws; and prohibits the payment of bribes.

The Board monitors compliance with the Code and management provides an annual report to the Board regarding issues, if any, arising under the Code. Trustees and senior officers are required to complete a conflict of interest questionnaire annually and all employees, officers and Trustees are required to report any conflicts of interest arising in connection with their activities for Allied and any violations or suspected violations of the Code. The Governance, Compensation and Nomination Committee reviews the adequacy of the Code on an annual basis.

A copy of the Code may be found on SEDAR at [www.sedar.com](http://www.sedar.com) or obtained on written request addressed to the General Counsel of Allied.

## WHISTLEBLOWER POLICY

The Trustees have adopted a Whistleblower Policy available to all employees, officers and Trustees to discourage illegal activity and business conduct that damages Allied's good name, business interests, and its relationship with Unitholders, users and the community at large.

Allied uses a confidential and anonymous reporting system that allows reporting by anyone having a concern about unethical or illegal activities. All employees of Allied are expected to inform their manager or supervisor of such concerns. If an employee is not comfortable speaking to their supervisor or is not satisfied with the supervisor's response, the employee is encouraged to speak with anyone in management of Allied with whom they are comfortable approaching. All violations or suspected violations of the Code and any concerns regarding accounting, financial statement disclosure controls or auditing matters ("*Complaints*") are to be reported to Anne Miatello, Allied's General Counsel, who is designated as the Compliance Officer in the Whistleblower Policy with the responsibility for investigating all reported Complaints. The Compliance Officer is required to immediately notify the Audit Committee of any Complaint reported under the Whistleblower Policy and to work with the Audit Committee until the matter is resolved. No Complaints were reported to the Compliance Officer in 2022.

## RELATED PARTY TRANSACTIONS

The Declaration of Trust requires that all related party transactions be approved by the independent Trustees. For this purpose, "independent" means independent of management and the parties to the transaction. In addition, the Trustees are required to review and approve all material related party transactions in accordance with the processes and protocols developed by the Governance, Compensation and Nomination Committee.

In February 2021, the Trustees adopted a protocol (the "*Protocol*") developed by the Governance, Compensation and Nomination Committee, which applies to any transaction or proposed transaction where Allied or a subsidiary is a participant, and a Related Party (as defined below) has or will have a direct or indirect interest in the transaction (a "*Related Party Transaction*"). The Protocol is supplementary to the provisions relating to conflict of interest and related party transactions contained in Allied's Declaration of Trust and Code of Business Conduct.

For the purpose of the Protocol, a "*Related Party*" means a Trustee, officer or employee of Allied and includes (a) an entity of which the person beneficially owns or controls, directly or indirectly, voting securities entitling the person to more than 10% of the voting rights attached to outstanding securities of the entity, (b) any partner of the person, (c) any trust or estate in which the person has a substantial beneficial interest or in respect of which a person serves as trustee or in a similar capacity, (d) a relative of that person, including (i) the spouse and (ii) a relative of the person's spouse, and (e) an individual residing in the same home as that person.



Under the Protocol, all Trustees, officers and employees of Allied are required to notify the General Counsel, the CEO or the Chair of Allied regarding any Related Party Transaction of which they become aware. The Board reviews all Related Party Transactions, regardless of their value, no less than quarterly.

Subject to the Declaration of Trust, the Protocol and applicable law, the Trustees of Allied and/or the Independent Trustees or a committee thereof, as appropriate, are responsible for the review, approval or ratification, or disapproval or rejection, of any Related Party Transaction. All Related Party Transactions are reviewed by the Trustees, and any Related Party Transaction that has a value that will or may be expected to exceed \$100,000 in any fiscal year, as evaluated and certified by the CEO and the CFO of Allied, requires the approval or disapproval of the Trustees (or the Independent Trustees or a committee thereof, as applicable), subject to certain limited exceptions. The Protocol sets out certain criteria for the evaluation of Related Party Transactions and provides that the Trustees may consult with the General Counsel and external counsel in connection with the review of any Related Party Transaction.

#### **UNITHOLDER ENGAGEMENT**

The Board has adopted a formal Unitholder Engagement Policy. The Governance, Compensation and Nomination Committee oversees the policy and will review it annually to ensure that it is effective in achieving its objectives and continues to be representative of sound corporate governance practices.

The Board believes that it is important to have regular and constructive engagement directly with Unitholders. This includes allowing, encouraging and facilitating Unitholders to express their views on governance, compensation, and other matters directly to the Board.

The Board encourages Unitholder participation at the Meeting, where the Chair of the Board and management will be available to respond to Unitholder questions. Unitholders are encouraged to attend the Meeting as it provides a valuable opportunity to discuss Allied, its corporate governance and other important matters.

In between annual meetings, Allied supports an open and transparent process for Unitholders to contact the Board, including the chairs of the Board committees, through the Chair of the Board as follows:

Allied Properties Real Estate Investment Trust

Attention: Chair of the Board

134 Peter Street, Suite 1700

Toronto, Ontario, M5V 2H2

E-mail: [gcunningham@alliedreit.com](mailto:gcunningham@alliedreit.com).

Effective on the Meeting Date, investors can communicate with the Board, including the Chairs of the Board Committees by contacting the Executive Chair and/or the Lead Trustee at the address above and by e-mail, as follows:

Executive Chair: [memory@alliedreit.com](mailto:memory@alliedreit.com)

Lead Trustee: [jtory@alliedreit.com](mailto:jtory@alliedreit.com)

The Board will endeavor to respond to all appropriate correspondence in a timely manner. The Chair, the Executive Chair and the Lead Trustee, as applicable, will report to the Governance, Compensation and Nomination Committee and the Board with respect to their communication with Unitholders.

## SAY-ON-PAY ADVISORY VOTE

As an important part of the engagement process, Unitholders have an opportunity to have a say on Allied's approach to executive pay at each annual meeting of Unitholders. This is an advisory vote, so the results are not binding. The Board will, however, take the results into account together with feedback received from other Unitholder engagement activities, when making decisions about compensation policies, procedures and executive pay in the future. See "Business of the Meeting - Advisory Resolution on Approach to Executive Compensation".

At the 2022 annual meeting of Unitholders, 85.54% of the proxies received voted "For" the Say-on-Pay resolution.

## SERVING AS A TRUSTEE

### POSITION DESCRIPTIONS

The Board has adopted position descriptions for each of the Chair, the CEO, the Chair of the Audit Committee and the Chair of the Governance, Compensation and Nomination Committee. The Governance, Compensation and Nomination Committee reviews the mandates for each of these positions on an annual basis and recommends changes as appropriate. The Board will adopt position descriptions for the Executive Chair and the Lead Trustee as of the Meeting Date.

### TRUSTEE UNIT OWNERSHIP GUIDELINES

Each non-management Trustee is required to own at least seven times their annual cash retainer in Units over a five-year period commencing from the date of their election or appointment as a Trustee. To assist in achieving the five-year target, non-management Trustees receive the Trustee's Equity Compensation in the form of Restricted Units under the Restricted Unit Plan. Non-management Trustees are also able to elect to receive all or a portion of their cash compensation in Restricted Units.

All of the Trustees meet the required ownership level or are in the process of accumulating Units in order to meet the requirement within the five-year timeframe.

### SERVING ON OTHER BOARDS

The following Trustees and nominees serve on outside public company boards. As at the date of this Circular, no Trustee serves on more than one outside public company board, and there are no interlocking board memberships among our Trustees or nominees.

TRUSTEE	Other Public Company Boards
Hazel Claxton	TELUS Corporation
Gerald R. Connor	SQI Diagnostics Inc.
Michael R. Emory	EQB Inc.
Antonia Rossi	Dexterra Group Inc.
Stephen L. Sender	Sienna Senior Living Inc.
Jennifer Tory	BCE Inc.

## NOMINATION OF TRUSTEES

The Governance, Compensation and Nomination Committee is responsible for identifying suitable candidates to be recommended for election to the Board by Unitholders. One of the objectives of the Governance, Compensation and Nomination Committee is to maintain the composition of the Trustees in a way that provides the best mix of skills and experience to guide the long-term strategy and ongoing business operations of Allied. It is an objective of the Diversity Policy that diversity be considered in determining the optimal composition of the Board.

In 2021, the Governance, Compensation and Nomination Committee engaged external recruitment consultants to assist in the identification and recruitment of potential candidates for election to the Board with due regard to Allied's recruitment priorities, including desired board competencies and diversity objectives. This recruitment process was intended to be a multi-year process to support the continued development and renewal of Allied's Board. The Chair of the Governance, Compensation and Nomination Committee led the candidate identification and recruitment process. A comprehensive list of qualified potential candidates with diverse characteristics, qualifications and experience was developed by the recruitment consultants with input from the Chair of the Governance, Compensation and Nomination Committee, the CEO and other Trustees for review by the Governance, Compensation and Nomination Committee. Numerous potential candidates were interviewed by the Chair and members of the Governance, Compensation and Nomination Committee, together with the CEO. Following this process, the Governance, Compensation and Nomination Committee recommended Matthew Andrade and Antonia Rossi to stand for election as a trustee at the annual meeting of Unitholders held on May 3, 2022. A third candidate, Hazel Claxton, who was identified and recruited through the Board recruitment process, was appointed to the Board on May 24, 2022. Several other candidates with diverse characteristics, qualifications and experience remain on the evergreen list to be considered for a future election or appointment to the Board.

## ORIENTATION AND CONTINUING EDUCATION

The Governance, Compensation and Nomination Committee is responsible for the orientation and education of new members of the Board and it has adopted an education and orientation program which ensures that all new Trustees will receive orientation materials consisting of the Declaration of Trust, the Trustees' and Committee Mandates and Governance Policies, Allied's Disclosure Policy, Allied's Strategic Plan, Allied's ESG Report, minutes of recent Board and Committee meetings, and Allied's most recent significant public disclosure documents.

Prior to joining the Board, each new Trustee will meet with the Chair, the CEO and the CFO of Allied. Each such officer shall be responsible for outlining the business and prospects of Allied, both positive and negative, with a view to ensuring that the new Trustee is properly informed to commence their duties as a Trustee. Each new Trustee will also be given the opportunity to meet with the auditor and counsel to Allied.

Educational sessions held for the Trustees throughout the year may be conducted through stand-alone sessions or a component of a meeting of the Board. The following activities are performed by Allied to ensure that Trustees maintain the knowledge necessary to meet their obligations as a Trustee.

ACTIVITY	Trustee Participation
At each quarterly Board meeting, management makes a presentation to the Board to provide a comprehensive explanation of Allied's financial performance, anticipated future financial results and market trends.	Attended by all Trustees
In an effort to educate the Trustees on the operations of Allied, members of Allied's management make presentations to the Board on operational strategy and initiatives, as well as local market trends.	Attended by all Trustees
The Board and each Committee have a standing agenda for each regularly scheduled meeting. The agenda includes topics affecting current and prospective operations of Allied.	Attended by all Trustees
On a quarterly basis, management makes a presentation to the Board regarding ESG strategy, initiatives and reporting. Allied's ESG Report is reviewed by the Board annually.	Attended by all Trustees
On a quarterly basis, Trustees are provided with industry research reports, which provide them with an understanding of how Allied is perceived and ranked by public company analysts.	Attended by all Trustees
Allied's Governance Mandates and Policies are provided to all Trustees, are updated annually and are intended to provide a thorough understanding of Allied's governance framework and the evolving roles of the Board and its Committees. The governance of Allied is reviewed on an annual basis against best practices in the industry and for reporting issuers in general.	Attended by all Trustees
On an annual basis, management makes a presentation to the Board regarding information security.	Attended by all Trustees
With respect to novel business, accounting and industry issues, management will generally arrange for an industry or related professional to make a presentation to or provide advice to the Board on a topic relevant to those issues.	Attended by all Trustees
The Trustees conduct a site visit in one of Allied's target markets from time to time. The Trustees also attend site visits of new acquisitions and properties under development on an <i>ad hoc</i> basis.	Attended by all Trustees

In 2022, Allied held educational sessions regarding Information Technology and Security and a Capital Markets Overview regarding Real Estate and REITs. These sessions were attended by all Trustees.

## BOARD ASSESSMENT

The Governance, Compensation and Nomination Committee is responsible for conducting an annual assessment of the overall performance of the Trustees on an individual and group basis. This assessment consists of a board survey, individual assessments of the Trustees and a peer review conducted by the Chair of the Board. The Governance, Compensation and Nomination Committee reports its findings to the full Board.

The board survey examines the effectiveness of the Board as a whole and specifically reviews areas that the Trustees and/or management believe could be improved to ensure the continued effectiveness of the Trustees in the execution of their responsibilities. All Trustees participate in the Audit Committee meetings and, as such, the assessment addresses both Trustee and Audit Committee functions. No separate assessment is made for the Governance, Compensation and Nomination Committee.

Individual assessments are conducted through one-on-one interviews between each Trustee and the Chair of the Board. The interviews provide an opportunity for Trustees to discuss the effectiveness at the Board level, committee level and individual Trustee level. Board interactions with management are also discussed. Both the board survey and the one-on-one interviews allow the Trustees to comment on areas for improvement. The Chair of the Board presents the summarized results of the board survey and the one-on-one interviews to the Governance, Compensation and Nomination Committee and the Board.

## **SUCCESSION PLANNING FOR EXECUTIVE OFFICERS**

The Trustees' Mandate provides that the Trustees are responsible for engaging in succession planning including appointing, training and monitoring senior management. The Governance, Compensation and Nomination Committee reviews and discusses succession planning issues for the senior executives with the CEO on an ongoing basis. Succession planning is discussed during *in camera* meetings of the Governance, Compensation and Nomination Committee and the full Board. Discussions include prospects for high performing executives, replacement scenarios for unexpected events and cross training and development opportunities for the executive team. See Schedule "D" for the full text of the Trustees' Mandate.

## **BOARD RENEWAL**

A multi-year process to identify and recruit potential candidates for election to the Board is ongoing. See "Nomination of Trustees" above. Allied's commitment to Board renewal is evident by the addition of six independent trustees within the last three years, the retirement of five trustees during the same period, and the inclusion of two new trustee nominees for election at the Meeting.

## **RETIREMENT POLICY**

Allied has established a retirement policy for Trustees. The retirement policy provides for a 75 year age limit for Trustees, subject to Board approval to waive the age limit where the Trustees determine that it is in the best interests of Allied that a particular Trustee not retire. Beginning in December 2019, the Board waived the retirement policy in respect of Gordon Cunningham and Gerald Connor, so that they could continue to provide leadership as both management and the Board worked through its board renewal and succession plan. As the key elements of the plan will be implemented on the Meeting Date (as more particularly described herein), Mr. Cunningham and Mr. Connor have advised Allied that they intend to retire in accordance with Allied's retirement policy and will not seek re-election at the Meeting.

## **TRUSTEE TERM LIMITS**

The Board has not adopted a term limit for directors. The Board believes that the imposition of term limits on a Trustee implicitly discounts the value of experience and continuity amongst Board members and runs the risk of excluding experienced and potentially valuable Board members as a result of an arbitrary determination. The Board relies on rigorous director assessment procedures for evaluating Board members. The notional objective of term limits is to encourage board turnover, introduce new perspectives and retain independence. Allied has achieved a satisfactory mix and turnover in Trustees over its history, and the Board believes that it can strike the right balance between continuity and fresh perspectives without mandated term limits.

## **EQUITY, DIVERSITY AND INCLUSION (“EDI”)**

Allied values diversity of views, experience, skill sets, gender and ethnicity and promotes an environment and culture of equity, inclusiveness and diversity. Allied is also committed to fostering an inclusive culture based on merit and free of conscious or unconscious bias.

An employee-led EDI Committee was created in 2019, representing a group of individuals from a variety of backgrounds, genders, religions, ethnicities, sexual orientations, ages, seniority and geographic regions. The committee works in collaboration with employees and leaders within Allied to identify gaps, implement training, and establish policies that can be measured to create an equal opportunity environment where different perspectives and diversity of thought are appreciated and respected.

In 2020, Allied engaged an external consultant to complete an audit of its EDI practices to prepare for the development and initial implementation of an EDI action plan in 2021. A report on the results of the EDI audit were presented to the Board by members of Allied’s EDI Committee in December 2020. Building on the report, the EDI Committee was charged with developing a three-year EDI Roadmap, outlining specific actions to be taken. A few notable commitments under the EDI Roadmap include:

- EDI training curriculum to be delivered to all hiring managers
- annual EDI Index assessment as part of Kincentric employee survey
- vendor and supplier EDI and ESG evaluation
- user journey mapping throughout select buildings to identify barriers and opportunities for accessibility and inclusivity

Addressing the 2022 commitments in Allied’s EDI Roadmap was one of four ESG goals established by the Board that are part of its assessment of incentive bonus awards for executives. See the 2022 Corporate Scorecard on page 63.

## **DIVERSITY POLICY**

Allied implemented a written Diversity Policy in 2017 to formalize its approach to diversity. The Diversity Policy was amended in December 2020 to reflect that diversity includes many characteristics beyond gender, including business experience, geography, age, visible minorities, Indigenous peoples, persons with disabilities, sexual orientation and other personal characteristics.

It is an objective of the Diversity Policy that diversity be considered in determining the optimal composition of the Board. The Diversity Policy sets out guidelines for the Governance, Compensation and Nomination Committee to find the best qualified candidates for Board positions given the needs and circumstances of the Board. The Diversity Policy provides that, when reviewing Board composition and identifying suitable candidates for appointment to the Board, the Governance, Compensation and Nomination Committee must identify and select candidates based on merit using objective criteria with due regard to diversity.

The Governance, Compensation and Nomination Committee will annually (i) assess the effectiveness of the Board and executive management appointment/nomination process at achieving the diversity objectives of Allied and (ii) consider and, if determined advisable, recommend to the Trustees for adoption, measurable objectives for achieving diversity on the Board and executive management. At any given time, the Board may seek to adjust one or more objectives concerning its diversity and measure progress accordingly.

Allied supports the identification and nomination of diverse candidates for Trustee and executive positions. Diversity, including gender and other elements of diversity, is an important factor that is taken into account in identifying and selecting Board members and in considering the hiring, promotion and appointment of executive officers. The Board believes that diversity is important to ensure that trustees and executives provide a wide range of perspectives, experience and expertise required to achieve effective stewardship of Allied.

Allied measures the effectiveness of its Diversity Policy to date by looking at the increase in diversity on the Board and in executive officer positions over time, including, for example, the appointments of four women to the Board in the past five years, including one woman who self-identifies as Black, and the nomination of proposed trustee, Cecilia Williams, in 2023. During this same period, one person who self-identifies as LGBTQ2S+ and six women, including three women who each self-identify as a person of colour, were appointed to the vice-president level or higher.

#### BOARD DIVERSITY

The Governance, Compensation and Nomination Committee and Board aspire toward maintaining a Board composition in which women comprise at least one-third of the Board. Currently, five of 10 Trustees (50%) are women. If each person nominated for election as Trustee is elected at the Meeting, six of 10 Trustees (60%) will be women.

In a voluntary survey of Board nominees to determine the representation of persons who self-identify as Black, Indigenous, a person of colour, a person with a disability or as a member of the LGBTQ2S+ community, one of 10 current Trustees (10%) and one of 10 nominees for election as a trustee (10%) self-identifies as Black. The Governance, Compensation and Nomination Committee carefully considers a broad range of criteria and gives consideration to diversity criteria including these designated groups in the selection and recruitment process, although it has not established a target number or percentage related to these groups.

#### DIVERSITY OF EXECUTIVES AND VICE PRESIDENTS

The Governance, Compensation and Nomination Committee is responsible for ensuring that Allied has in place programs to attract and develop management of the highest calibre and a process to provide for the orderly succession of management including through review and discussion on an ongoing basis of any recommendations of the CEO in this regard.

It is an objective of the Diversity Policy that diversity be considered in connection with succession planning and the appointment of members of the executive management of Allied. Currently, two of five (40%) Named Executive Officers of Allied are women, and seven of 19 (37%) vice-president level or higher positions at Allied are held by women. In a voluntary survey of Allied's executives and vice presidents to determine the representation of persons who self-identify as Black, Indigenous, a person of colour, a person with a disability or as a member of the LGBTQ2S+ community, four of 19 (21%) executives and vice presidents of Allied self-identify as a member of one of these designated groups, comprised of three persons who each self-identify as a person of colour and one person that self-identifies as a member of the LGBTQ2S+ community.

Allied has a robust and diverse talent pipeline at all levels of the organization. Allied is committed to ensuring that it attracts and retains the most highly qualified and experienced officers and recognizes that diversity is an important consideration in creating and maintaining an effective senior management team.

The Diversity Policy does not include a target number or percentage of women or other elements of diversity in executive management positions. The Governance, Compensation and Nomination Committee does not believe that targets are appropriate since gender and non-gender elements of diversity are among several characteristics considered during the selection process for executive officers. Instead, the Governance, Compensation and Nomination Committee believes that a method for reviewing executive officers on a variety of factors, including diversity, is more appropriate.

## **ENVIRONMENTAL, SOCIAL AND GOVERNANCE (“ESG”)**

### **ESG OVERSIGHT & REPORTING**

Allied’s Board and management are committed to making its inherent approach to ESG more manifest, deliberate and measurable. They have always believed that submitting to informed scrutiny will make Allied a better business, and formally submitting to ESG scrutiny is no exception in this regard. The Trustees are responsible for the oversight of the ESG Strategy and ESG initiatives developed by management. The Board’s Governance, Compensation and Nomination Committee oversees and monitors Allied’s ESG performance and reviews Allied’s ESG Report, ESG Policy and other governance policies and practices annually. Allied established an Executive ESG Committee to assist management and the Board in defining, designing, implementing, expanding and evaluating Allied’s ESG Strategy and ESG initiatives. The committee reports and makes recommendations to management and the Board at least once annually.

On the recommendation of the Governance, Compensation and Nomination Committee, the Board established four ESG goals, the achievement of which the Governance, Compensation and Nomination Committee and the Board analyzes as part of its assessment of incentive bonus awards for the Named Executive Officers. See the 2022 Corporate Scorecard on page 63.

In June 2022, Allied published its third Annual ESG Report in accordance with the Global Reporting Initiative (GRI) 2021 Universal Standards, the Sustainability Accounting Standards Board (SASB) Real Estate Standard and for the first time, the United Nations Sustainable Development Goals (UN SDGs) and the Task Force on Climate-related Financial Disclosures (TCFD) recommendations.



## ESG HIGHLIGHTS

### Outperformed 2024 Targets

In 2021, Allied exceeded its 2024 reduction targets for Energy Use Intensity (EUI), Greenhouse Gas Intensity (GHGI) and Water Use Intensity (WUI).

### Reduced Energy Use by 15.4% & GHG Emissions by 12.4%

In 2021, Allied reduced its energy use and greenhouse gas emissions by 15.4% and 12.4%, respectively, compared to the 2019 baseline, surpassing its 2024 reduction targets.

### Reduced Water Use by 43.3%

In 2021, Allied reduced its water use from 67L/ft<sup>2</sup> in 2019 to 38 L/ft<sup>2</sup>. This represents a 43.3% reduction compared to the 2019 baseline and exceeds its 2024 target.

### Improved our GRESB Score by Six Points

In its 2022 GRESB assessment, Allied scored 86/100 for its standing investments, a six-point improvement from 2021 and scored 82/100 for its development portfolio, a seven-point improvement from 2021.

### Issued \$1.1 Billion of Green Bonds

In 2021, Allied announced its Green Financing Framework. In February 2021, Allied issued its first green bond for \$600 million and in August 2021, it issued its second green bond for \$500 million. In December 2021 and June 2022, Allied published Green Bond Reports on the full allocation of the respective net proceeds for its February 2021 and August 2021 green bond issuances.

### Initiated Allied's Net Zero Carbon Plan

In early 2022, Allied committed to developing a Net Zero Carbon (NZC) Plan which will identify a clear pathway for Allied to reach net zero in alignment with the Science Based Targets Initiative's (SBTi) Corporate Net-Zero Standard v1.0.

### Recognized as a Canadian "Best Employer"

Since 2020, Allied engaged Kincentric to conduct an annual third-party employee engagement survey. In 2020 and 2021, Allied was recognized by Kincentric as a "Best Employer".

### Outperformed Peers in User Experience Assessment Ratings

In November 2022, Allied completed its third annual third-party User Experience Assessment Survey. Results demonstrated year over year improvements. 2022 scores exceeded the benchmark of the Kingsley Index in key areas.

### Co-hosted Indigenous Relations in Real Estate Development Series

In June 2022, in partnership with ULI Toronto, Shared Path and Westbank, launched the first of a three part series to advance participants' understanding of our shared history as Indigenous and non-Indigenous peoples in Canada and the opportunities to integrate and collaborate with Indigenous Peoples in real estate development.

# Executive Compensation

The disclosure in this section is presented as follows:

1. **Highlights of our Compensation Governance Practices** (starting on page 50)
2. **Compensation Discussion and Analysis** (starting on page 51) - Provides information on the principles considered by Allied when designing executive compensation programs, including the philosophies and objectives, benchmarking, engagement of compensation consultants and managing compensation risk, including policies to mitigate risk
3. **Executive Compensation Components and Mix** (starting on page 57) - Provides a summary of the components of executive compensation, compensation mix and the executive compensation review process
4. **2022 Performance and Compensation Outcomes** (starting on page 62) - Describes the link between performance in 2022 and compensation, including the impact of both corporate and individual objectives on actual compensation of the Named Executive Officers
5. **Additional Disclosure** (starting on page 86) - Provides additional information including a unit performance graph and a cost of management ratio

## HIGHLIGHTS OF OUR COMPENSATION GOVERNANCE PRACTICES

### WHAT WE DO

- ✓ **Significant “at risk” performance-based compensation**
  - 74% of the CEO’s target compensation is at risk
  - annual incentive bonus is entirely at risk - if threshold performance is not achieved, no bonus is payable
  - Performance Trust Units have a performance factor multiplier from 50% to 150% based on relative total Unitholder return - the Board may adjust the performance factor downward to 0% in its judgment, regardless of relative performance rankings

- ✓ **Unitholders have a “Say-on-Pay”**
- ✓ **Robust executive officer claw-back policy, applicable to all variable compensation, including cash bonuses and long-term incentive compensation**
- ✓ **Minimum Unit ownership requirement**
  - the current CEO is required to own Units equal to six times his base salary - this requirement applies for one year post-resignation or retirement
  - each of the other Named Executive Officers is required to own Units equal to one times their base salary over a five year period from the date of becoming a Named Executive Officer
  - see “Executive Officer Unit Ownership Guidelines” for updates to the executive officer unit ownership guidelines that are expected to take effect on the Meeting Date
- ✓ **Retain a compensation consultant to review executive and Trustee compensation biennially**

#### WHAT WE DON'T DO

- ✗ **No guaranteed multi-year cash bonuses or long-term incentive compensation**
- ✗ **No hedging or equity monetization transactions**
  - no Trustee or Named Executive Officer of Allied can monetize or hedge Allied securities to undermine the risk alignment in our Unit ownership requirements
- ✗ **No single trigger change-in-control termination provisions for new executive employment contracts, including new agreements to be entered into effective as of the Meeting Date**
- ✗ **Options no longer form part of executive compensation**
- ✗ **We do not reprice or replace underwater Options**
- ✗ **We do not provide loans to Trustees, executive officers or employees**
- ✗ **We have no defined benefit pension plan**

#### COMPENSATION DISCUSSION AND ANALYSIS

##### NAMED EXECUTIVE OFFICERS

For 2022, Allied’s Named Executive Officers were:

- Michael R. Emory, President and CEO
- Thomas G. Burns, EVP and COO
- Cecilia C. Williams, EVP and CFO
- Hugh Clark, Executive Vice President, Development (“*EVP Development*”)<sup>(1)</sup>
- Anne E. Miatello, Senior Vice President, General Counsel and Corporate Secretary (“*SVP General Counsel*”)

(1) Mr. Clark resigned from his position as EVP Development and remained employed during a transition period that ended on March 17, 2023.

## COMPENSATION GOVERNANCE

The Governance, Compensation and Nomination Committee is responsible for making recommendations for approval by the Trustees with respect to remuneration of the Named Executive Officers and other senior officers of Allied. For 2022, the Governance, Compensation and Nomination Committee was comprised of six independent Trustees: Gordon R. Cunningham (Committee Chair), Kay Brekken, Hazel Claxton, Lois Cormack, Antonia Rossi and Jennifer Tory. For more information on the background, key competencies and expertise of each Committee member that are relevant to performing their duties on the Committee, please refer to the Trustee profiles on pages 19 through 29 and the Trustee skills matrix on page 30.

## COMPENSATION PHILOSOPHY AND OBJECTIVES

The philosophy and objectives of the Governance, Compensation and Nomination Committee in designing and evaluating Allied's executive compensation program are as follows:

- **Link compensation to strategic objectives** - ensure that the compensation provided to Allied's executive officers is determined with regard to Allied's short-term and long-term strategic objectives;
- **Align to Unitholder interests** - align the financial interests of the executive officers with the financial interests of the Unitholders;
- **Align with Allied's business and talent strategy** - attract, motivate and retain top quality executives needed to support Allied's strategic growth and success by ensuring they are paid commensurately with their contributions to furthering Allied's strategic directions and objectives;
- **Pay competitively** - ensure that compensation is competitive with those entities that compete with Allied for talent;
- **Pay for performance** - customize executive compensation to motivate and to provide recognition and reward for executive officers' performance, responsibilities, experience, skill, value and contribution to Allied;
- **Manage compensation risk** - ensure Allied's executive compensation program does not encourage inappropriate risk-taking; and
- **Good compensation governance** - continually review and, as appropriate, adopt compensation practices and policies that align with best compensation governance practices.

The following compensation policies and practices are designed to support the compensation philosophy and objectives set out above.

## EXECUTIVE COMPENSATION BENCHMARKING

To ensure that executive pay programs are competitive, Allied assesses compensation levels compared to the marketplace on a regular basis. In 2021, the Governance, Compensation and Nomination Committee engaged Meridian Compensation Partners (“*Meridian*”) as its independent compensation advisor to develop a peer group for compensation benchmarking and design purposes, as well as performance benchmarking purposes.

In designing a suitable group of peers for compensation benchmarking and design purposes, the compensation consultant recommends the appropriate number of peers and attempts to position Allied approximately at 1/3 times to 3 times the median of peers in terms of assets, revenue and market capitalization. Factors taken into account when determining the peer group include:

- internally-managed publicly-traded real estate companies and investment trusts (“*REITs*”), including a limited number of U.S. *REITs*
- size of assets, revenue and market capitalization
- scale, complexity and similarity of operations
- cited as Allied peers by analysts, proxy advisors and Allied peers
- current and historical competitors for talent

Allied’s compensation peer group was increased from 12 to 14 *REITs* for 2021, including two U.S. *REITs* (Hudson Pacific Properties, Inc. and Kilroy Realty Corporation). The U.S. *REITs* are viewed as peers by management and as competitors for talent and were chosen as additions to the peer group due to their similar operating focus and appropriate size across all criteria.

In 2021, Meridian conducted an analysis of Allied’s historical total Unitholder return and other financial metrics to the compensation peer group, finding that the compensation peer group was strongly correlated with Allied’s Unit price. This suggests that the group is an appropriate benchmark for relative total Unitholder return, as the peers are subject to similar macroeconomic impacts and so any relative out-performance is true out-performance. As a result, the Governance, Compensation and Nomination Committee determined that Allied’s performance peer group be comprised of the same peers as the compensation peer group.

The Governance, Compensation and Nomination Committee re-examines the compensation and performance peer group annually to ensure reasonableness and reviews the peer group with its compensation consultant biennially.

Allied's 2022 compensation and performance peer group is comprised of the following publicly-traded REITs. No changes to the compensation and performance peer group were made for 2022.

Boardwalk Real Estate Investment Trust	H&R Real Estate Investment Trust
Canadian Apartment Properties Real Estate Investment Trust	Hudson Pacific Properties, Inc.
Chartwell Retirement Residences	InterRent Real Estate Investment Trust
Choice Properties Real Estate Investment Trust	Killam Apartment Real Estate Investment Trust
Crombie Real Estate Investment Trust	Kilroy Realty Corporation
First Capital Real Estate Investment Trust	RioCan Real Estate Investment Trust
Granite Real Estate Investment Trust	SmartCentres Real Estate Investment Trust

#### ENGAGEMENT OF COMPENSATION CONSULTANT

Allied retains a compensation consultant on a biennial basis to conduct a comprehensive compensation review and to evaluate the competitiveness of Allied's executive compensation programs relative to its peer group and the appropriateness of Allied's executive and trustee compensation levels and design. In interim years, Allied may also retain a compensation consultant on an *ad hoc* issue-specific basis.

In 2021, the Governance, Compensation and Nomination Committee retained Meridian as its independent compensation advisor to conduct a comprehensive review of its executive compensation program, incentive plan design, trustee compensation and peer group design for benchmarking pay and performance. At the beginning of this mandate, Meridian met with each of the Trustees individually to discuss compensation philosophy and compensation design.

In 2022, the Governance, Compensation and Nomination Committee retained Meridian as its independent compensation advisor to conduct a comprehensive review of its executive compensation program related to the leadership transitions to be implemented on the Meeting Date, as more particularly described throughout this Circular.

#### COMPENSATION CONSULTANT FEES

The following table lists the fees billed by Meridian in respect of 2022 and 2021. Meridian was first retained as Allied's compensation consultant in 2021 and did not provide any services other than trustee and executive compensation related services in 2021 or 2022.

	2022	2021
Services related to Trustee and executive compensation	\$69,693	\$107,270
All other fees	\$—	\$—

## MANAGING COMPENSATION RISK

The Board is responsible for identifying the principal risks of Allied's business and ensuring that appropriate systems are in place to manage these risks. The Governance, Compensation and Nomination Committee and the Board have structured Allied's executive compensation program to meet the compensation policies and objectives set out above in a way that does not encourage inappropriate risk taking. The Governance, Compensation and Nomination Committee considers the possibility of risks associated with Allied's compensation program, and makes adjustments as it deems necessary to Allied's policies and practices to mitigate these risks. The Board, on recommendation of the Governance, Compensation and Nomination Committee, has adopted a balanced approach to compensation which incorporates immediate, short-term and long-term incentives and has adopted the following policies to mitigate compensation risk.

## EXECUTIVE OFFICER CLAW-BACK POLICY

The Board has adopted an executive officer claw-back policy, which provides that the Board may seek reimbursement of all or a portion of the annual incentive bonus, Performance and Restricted Trust Unit Plan, Restricted Unit Plan and Unit Option Plan compensation received by an executive officer on a full or partial basis in situations where:

### 1. RESTATEMENT OF FINANCIAL STATEMENTS

- a. the amount of incentive compensation received by the 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 Allied's 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;

or

### 2. MATERIAL IMPACT

- a. in the opinion of the Trustees, acting reasonably:
  - i. there has been material negative impact on the reputation, market performance or financial performance of Allied; and
  - ii. the executive officer engaged in gross negligence, intentional misconduct or fraud that caused or partially caused the material negative impact.

## ANTI-HEDGING POLICY

Allied's insider trading policy prohibits Trustees and Named Executive Officers from purchasing financial instruments that are designed to, or that may reasonably be expected to, have the effect of hedging or offsetting a decrease in the market value of any securities of Allied. In addition, Allied has adopted an anti-monetization policy which prohibits Trustees and Named Executive Officers from entering into any type of equity monetization transaction, that is designed to, or that may reasonably be expected to, have the effect of transferring all or part of the economic risk and/or return associated with securities of Allied without actually transferring the ownership of, or control or direction over, such securities.

## EXECUTIVE OFFICER UNIT OWNERSHIP GUIDELINES

The Board adopted a policy requiring the CEO to own Units equal to at least six times base salary over a five-year period, commencing from the date of appointment as CEO. In February 2020, the policy was expanded to include a requirement that each of the other Named Executive Officers is required to own Units equal to at least their base salary over a five-year period, commencing from the date that such person becomes a Named Executive Officer of Allied.

All of the Named Executive Officers meet the required ownership level or are in the process of accumulating Units in order to meet the requirement within the five-year timeframe.

Michael Emory will step down as President and CEO and will become the Executive Chair of Allied on the Meeting Date. As Executive Chair, he will continue to be subject to the requirement to own Units equal to at least six times base salary, and this requirement will continue for one year post-resignation or retirement.

Cecilia C. Williams will become President and CEO of Allied on the Meeting Date. She will be subject to the requirement to own Units equal to at least three times her base salary over a five-year period, commencing from the date of her appointment as CEO. As CEO, Ms. Williams will continue to be subject to the requirement to own Units equal to at least three times base salary for one year post-resignation or retirement. The Board considered that the target is consistent with the ownership targets of other newly-appointed CEOs and represents a substantial increase over Ms. Williams' current Unit ownership target. The Governance, Compensation and Nomination Committee commits to reviewing Unit ownership guidelines periodically to ensure they continue to require meaningful ownership and longer-term alignment with Unitholders.

Each of the Named Executive Officers will have a five-year period to meet any incremental increase in their Unit ownership requirements resulting from salary increases or changes to the Unit ownership guidelines to which they are subject.

The policy will be amended effective the Meeting Date to provide for the foregoing changes.



## EXECUTIVE COMPENSATION COMPONENTS AND MIX

### EXECUTIVE COMPENSATION COMPONENTS

Each Named Executive Officer's total compensation is comprised of three components, details of which are set out below.

COMPENSATION COMPONENT	DESCRIPTION AND RATIONALE
<b>Fixed Compensation</b>	
1. Base Salary	— Generally, set with reference to competitive base salaries for peer companies, taking into consideration each individual's contributions to Allied's success, tenure in the job and internal equities among positions
<b>Variable At Risk Compensation</b>	
2. Annual Incentive Bonus	<ul style="list-style-type: none"><li>— Performance-based annual incentive bonus which is paid in cash and is based on an evaluation of corporate performance (70% - 80% weighting) and individual performance (20% - 30% weighting) in the year, which motivates executives to achieve Allied's objectives</li><li>— Weighted Corporate Scorecard includes key performance, financial management and ESG metrics</li><li>— performance targets are based on the 2022 business plan</li></ul>
3. Long-term Incentives	<ul style="list-style-type: none"><li>— Comprised of Performance Trust Units (80%) / Restricted Units or Restricted Trust Units (20%)</li><li>— Options no longer form part of long-term incentive compensation</li><li>— Aligns the interests of executives with the interests of Unitholders and supports long-term retention</li></ul>

Each of the Named Executive Officers, other than the SVP General Counsel, is eligible to participate in Allied's flex benefit plan. Allied's flex benefit plan provides a benefit equal to 5% of an eligible executive officer's base salary which the executive officer may allocate among approved programs, including health and registered savings programs. The SVP General Counsel is eligible to participate in Allied's group RRSP plan. Allied's group RRSP plan provides a benefit equal to 5% of an eligible executive officer's base salary allocated to a registered savings program. Other than the foregoing plans and that provided for under government mandated programs (e.g., the Canada Pension Plan), Allied does not provide any other pension, group RRSP or other retirement benefits to its Named Executive Officers.

An executive officer's compensation may be customized to include other forms of performance-based compensation as determined by the Governance, Compensation and Nomination Committee from time to time. Such performance-based compensation would be used by Allied to motivate and reward Named Executive Officers for achievements of specified financial objectives and/or individual performance.

1. BASE SALARY

- Base salary is determined annually.
- A survey of other entities similar to Allied and being of similar size in terms of revenues, geographic location and employment levels and the comprehensive reports prepared by independent compensation consultants on a biennial basis provide insight to the Governance, Compensation and Nomination Committee into what competitive base salaries are from time to time.
- The Governance, Compensation and Nomination Committee also considers base salaries for each of Allied's executive officers on an individual basis, taking into consideration the individual's contributions to Allied's success, tenure in the job, and internal equities among positions.

2. ANNUAL INCENTIVE BONUS

- Each of the Named Executive Officers is eligible, at the discretion of the Governance, Compensation and Nomination Committee, to receive an annual cash incentive bonus depending upon the achievement of individual performance goals and short-term corporate performance goals of Allied.
- The annual incentive bonus for the Named Executive Officers is entirely at risk. There is no assurance that a bonus will be paid.
- Allied uses annual cash incentive bonuses to motivate and reward Named Executive Officers for achievements of specified levels of corporate and individual performance.
- Award opportunities may vary based on the individual's position and contributions to Allied's overall performance.
- Target cash incentive bonus awards are calculated by the Board as a percentage of the Named Executive Officer's base salary.
- The allocation between the individual and corporate performance goals is weighted each year for each Named Executive Officer.
- The Governance, Compensation and Nomination Committee assesses Allied's performance and each Named Executive Officer's performance against each scorecard objective and considers all relevant factors, both positive and negative.
- Actual bonus awards can range from 50% of target bonus for threshold performance to 150% of target bonus for maximum performance in relation to corporate and individual goals, with no bonus awarded for performance below threshold. For 2022, the target bonus levels for the Named Executive Officers and the weightings between corporate and individual goals were as follows:

POSITION	TARGET CASH BONUS AS A PERCENTAGE OF SALARY	ALLOCATION %
President and CEO	115%	80% corporate, 20% individual
EVP and COO	85%	80% corporate, 20% individual
EVP and CFO	75%	80% corporate, 20% individual
EVP Development	55%	80% corporate, 20% individual
SVP General Counsel	50%	70% corporate, 30% individual

### 3. LONG-TERM INCENTIVES

- Allied’s long-term incentives include equity-based compensation under the Performance and Restricted Trust Unit Plan and the Restricted Unit Plan.
- Target long-term incentive awards are calculated by the Board as a percentage of the Named Executive Officer’s base salary.
- In setting long-term incentive awards, the Governance, Compensation and Nomination Committee conducts a comprehensive review of Allied’s executive compensation levels, in part by reference to an annual executive and trustee compensation survey compiled from the previous year’s public disclosure of Allied’s peers, and the comprehensive reports prepared by independent compensation consultants on a biennial basis. Beyond market data, the Committee also considers Allied’s performance, individual performance, tenure, and retention risk in establishing long-term incentive award sizes.
- Target long-term incentives awarded to Named Executive Officers are generally comprised of 80% Performance Trust Units and 20% Restricted Units or Restricted Trust Units, however the Board may award long-term incentives to a Named Executive Officer on a different basis, in its discretion. For more information about the long-term incentives, see the disclosure under the headings “Long-term Incentive Compensation - Performance and Restricted Trust Unit Plan” and “Long-term Incentive Compensation - Restricted Unit Plan”.
- Performance Trust Units are subject to performance criteria established by the Board, on recommendation of the Governance, Compensation and Nomination Committee, at the time of the grant, and are subject to an adjustment at maturity using a performance factor multiplier from 50% to 150%.
- The Board may adjust the performance factor for Performance Trust Units downward to 0% in its judgment, based on a review of Allied’s business or performance viewed holistically, regardless of relative performance rankings.

### COMPENSATION MIX

Allied generally determines the competitive positioning of its base salary, incentive bonus and long-term incentive grants with reference to:

- its peer group;
- what the Named Executive Officer could earn elsewhere given their skill set; and
- the impact and influence the Named Executive Officer has on Allied’s business performance.

The Governance, Compensation and Nomination Committee exercises discretion in determining how one element of compensation fits into the overall compensation objectives of Allied rather than applying a formulaic approach or relative weighting among the individual elements. In determining the mix and relative weighting of cash incentives (base salary, bonus and other performance-based cash incentives) versus equity-based incentives, the Committee considers the appropriate proportion of compensation that should be at risk based on the executive officer's ability to affect and influence Allied's short and long-term results and advance the interests of the Unitholders as well as the compensation mix for similar positions in other real estate investment trusts or companies of comparable size engaged in similar businesses in Canada and the United States. In general, the proportion of total pay delivered through "at risk" performance-based compensation increases directly with the executive officer's level of responsibility in Allied. Similarly, the proportion of equity-based compensation also increases directly with the executive officer's level within Allied. The Governance, Compensation and Nomination Committee believes that this ensures that the senior executive officers are held most accountable for achievement of critical strategic and operating performance goals and for changes in Unitholder value. In addition, the Governance, Compensation and Nomination Committee believes that this mix and weighting aligns the interests of executive officers with those of the Unitholder, provides significant incentives for superior performance and assists in keeping Allied competitive in the market for high-quality executives. For excellent performance, executives have the ability to receive total compensation at the same levels as for comparable performance of their peers.

#### **EXECUTIVE COMPENSATION REVIEW PROCESS**

The executive compensation review process with respect to any fiscal year involves Allied's management, the Governance, Compensation and Nomination Committee and the Board of Trustees, as follows:

##### **AT THE BEGINNING OF THE FISCAL YEAR**

- Management makes recommendations to the Governance, Compensation and Nomination Committee on the corporate goals and individual performance goals for each Named Executive Officer, other than the CEO, for the current fiscal year. The Governance, Compensation and Nomination Committee makes recommendations to the Board on the individual performance goals for each Named Executive Officer.
- Management makes a recommendation to the Governance, Compensation and Nomination Committee for the award of long-term incentives for each Named Executive Officer based on competitive market data, internal equity among positions, retention and role criticality. The Governance, Compensation and Nomination Committee makes a recommendation to the Board for the award of target long term incentive compensation for each of the Named Executive Officers based on such review.

#### AT THE END OF THE FISCAL YEAR

- For the CEO, CFO and COO positions, a summary of competitive market data for comparable positions among Allied's peer group is prepared and reviewed.
- On a biennial basis, the Governance, Compensation and Nomination Committee engages a compensation consultant to advise on pay mix, executive and trustee compensation, composition of Allied's peer group and comparability with Allied's peer group.
- Each Named Executive Officer, other than the CEO, meets with the CEO to assess their achievements against their individual performance goals and the corporate goals. The CEO meets with the Chair of the Governance, Compensation and Nomination Committee to assess his achievements against his individual performance goals and the corporate goals. The assessments are presented to the Governance, Compensation and Nomination Committee. The Governance, Compensation and Nomination Committee also considers competitive market data and the advice of compensation consultants, as appropriate, in assessing executive compensation.
- The CEO makes a recommendation to the Governance, Compensation and Nomination Committee for the annual incentive bonus award for each Named Executive Officer, other than with respect to the award for the CEO. The Governance, Compensation and Nomination Committee will then make compensation recommendations to the Board. There is no assurance that a bonus will be paid; however, if determined that a bonus is warranted, the Board approves the annual incentive bonus awards for each of the Named Executive Officers. The grant of long term incentives is deferred to the beginning of the next fiscal year.
- The CEO makes a recommendation to the Governance, Compensation and Nomination Committee for the base salary and target short-term and long-term compensation of each Named Executive Officer, other than the CEO, for the next fiscal year. The Governance, Compensation and Nomination Committee makes a recommendation to the Board regarding the base salary and target short-term and long-term compensation of each Named Executive Officer for the next fiscal year. The Board approves compensation for the next fiscal year for each of the Named Executive Officers following its consideration of the recommendations of the Governance, Compensation and Nomination Committee.

## 2022 PERFORMANCE AND COMPENSATION OUTCOMES

### ANNUAL INCENTIVE BONUS - CORPORATE COMPONENT

The corporate component of the annual incentive bonus is comprised of key indicators of short-term performance, financial management goals and ESG goals, representing 70% of the SVP General Counsel's annual incentive bonus and 80% of each of the other Named Executive Officer's annual incentive bonus.

Allied's targets for performance and financial management for 2022 are based on the business plan and internal budget approved at a strategic planning meeting of the Trustees held in December 2021. Four ESG goals link executive compensation directly to Allied's ESG priorities contained in the business plan. The Governance, Compensation and Nomination Committee and the Board believe that targets based on the business plan and approved budget are the best reflection of anticipated market conditions and changes in the business environment at the time the targets are set. For 2022, these factors included rising interest rates, concerns about a potential recession, a challenging leasing environment and capital market sentiment regarding the office sector.

The Governance, Compensation and Nomination Committee and the Board carefully consider all relevant internal and external factors in setting targets for the year. Each year, a comprehensive analysis of the business plan is undertaken to ensure that the targets are appropriate and achievable with management effort and ingenuity. The targets are set based on a likelihood of attainment framework, which requires stretch to achieve target performance. This approach creates alignment of management with Allied's strategic objectives and the interests of Unitholders.

The Corporate Scorecard sets out details of the short term corporate goals, their weighting, the results achieved in 2022 and the payout determined by the Governance, Compensation and Nomination Committee based on its judgment of performance against each indicator.

## 2022 CORPORATE SCORECARD

Metric	Weight	Threshold	Target	Maximum	2022 Result	Payout as a % of Target	Weighted Payout
FFO per Unit <sup>(1)(4)</sup>	31%	Flat	Low single digit growth	Mid single digit growth	1.25%	63%	30.2%
AFFO per Unit <sup>(1)(4)</sup>		Flat	Low single digit growth	Low-to-mid single digit growth	3.97%	131%	
Same Asset NOI <sup>(1)</sup> Growth	25%	0%	1.0%	1.025%	0.40%	67%	16.7%
Debt Metrics	13%	10.8x net debt as a multiple of annualized adjusted EBITDA <sup>(1)</sup>	10.7x	10.0x	10.4x	81%	10.2%
		37% total indebtedness ratio <sup>(1)</sup>	36.0%	32%	35.6%		
		3.1x interest coverage ratio - including interest capitalized and excluding financing prepayment costs <sup>(1)</sup>	3.3x	3.5x	3.0x		
		92% of unencumbered investment properties <sup>(1)</sup>	93%	94%	85.2% (or 93.3% excluding the CP acquisition) <sup>(2)</sup>		
NAV per Unit <sup>(3)(4)</sup>	6%	\$50.30	\$53.21	\$54.54	\$50.96	58%	3.6%
ESG	25%	GRESB score of 70	GRESB score of 75	GRESB score of 80	86	107%	26.8%
		Employee engagement score of 74%	Employee engagement score at or above the Canadian top quartile	Employee engagement score of 80%	72%		
		User satisfaction score of 4.29	User satisfaction score of 4.36	User satisfaction score of 4.40	4.43		
		Address 50% of 2022 commitments in Allied's EDI Roadmap	Address 100% of 2022 commitments in Allied's EDI Roadmap	Address 100% of 2022 commitments in Allied's EDI Roadmap with progress in additional areas not contemplated in the Roadmap	Completed 100% of 2022 commitments plus three additional impactful projects		
Total Weighted Payout as a Percentage of Target for Corporate Goals							87.5%

- (1) This is a non-IFRS measure. Refer to the Non-IFRS Measures section on page 21 of our Management's Discussion and Analysis ("MD&A") for the financial year ended December 31, 2022, available on SEDAR at [www.sedar.com](http://www.sedar.com), to find a reconciliation of the non-IFRS measure to its most comparable IFRS measure. Such reconciliation is incorporated by reference herein.
- (2) On March 31, 2022, Allied acquired a portfolio of six properties from Choice Properties (the "CP Acquisition"), which was partially settled with the issuance of a \$200,000,000 promissory note. The promissory note is secured by a first registered charge on five of the six properties acquired. The CP Acquisition, including the issuance of the promissory note, was not contemplated in the business plan on which the target of 93% unencumbered investment properties was based, and had a negative impact of 8.1% on this metric. Consequently, the Trustees excluded the impact of the CP Acquisition from the evaluation of the achievement of the unencumbered investment properties metric.
- (3) Net asset value per Unit ("NAV per Unit") is calculated as follows: total equity as at the corresponding period ended (per the consolidated balance sheets of Allied) divided by the actual number of Units and Exchangeable LP Units outstanding at period end.
- (4) The CP Acquisition included the issuance of 11,809,145 Exchangeable LP Units, representing approximately 8.4% of the total number of Units and Exchangeable LP Units outstanding. The issuance of the Exchangeable LP Units was not contemplated in the business plan on which the targets for FFO per Unit, AFFO per Unit and NAV per Unit were based, but is included in the 2022 results for these metrics.

For 2022, the Named Executive Officers received the corporate component of their short-term incentive cash bonuses **slightly below target** overall in relation to their corporate goals, as set out above, with a **total weighted payout as a percentage of target of 87.5% overall for the corporate goals** for each of the Named Executive Officers.

#### ANNUAL INCENTIVE BONUS - INDIVIDUAL COMPONENT

The individual component represents 30% of the SVP General Counsel's annual incentive bonus and 20% of each of the other Named Executive Officer's annual incentive bonus.

#### President and CEO

Mr. Emory's compensation is reviewed and approved annually by the Board. In determining Mr. Emory's compensation, the Governance, Compensation and Nomination Committee considered his performance and his contributions to Allied's success, his tenure in office, experience and competitive industry pay practices.

Mr. Emory's specific performance goals and results for fiscal 2022 are set out below:

PERFORMANCE TARGET	2022 ANALYSIS
Continue to deepen corporate-wide understanding of vision, culture and strategy through multi-level communication with the Allied team.	Accomplished fully in 2022.
Implement agreed framework for senior leadership succession at Allied.	Successfully implemented the agreed senior leadership succession framework on timelines contained within the 2019 plan.
Implement transformative acquisitions for Allied, including ones that begin to lever Allied's platform.	Accomplished fully in 2022 including the CP Acquisition.

For 2022, given Mr. Emory's achievements in respect of these performance targets and his continued positive contributions to Allied, the Governance, Compensation and Nomination Committee granted Mr. Emory the individual component of his bonus on the basis of a **maximum rating (150% of target)** in relation to the individual performance goals (**150% of target multiplied by a 20% weighting equals a weighted payout of 30% for Mr. Emory's individual goals**).



## EVP and COO

Mr. Burns' compensation is reviewed and approved annually by the Board. In determining Mr. Burns' compensation, the Governance, Compensation and Nomination Committee considered his performance and his contributions to Allied's success, his tenure in office, experience and competitive industry pay practices.

Mr. Burns' specific performance goals and results for fiscal 2022 are set out below:

PERFORMANCE TARGET	2022 ANALYSIS
Oversee leasing strategy focusing on improving leased area and occupancy metrics while increasing average rents on space renewed or replaced.	Progressed on leased and occupied area increasing average in-place net rent per occupied square foot, increasing the productivity of the portfolio.
Oversee the implementation of the five-year plan for Allied's UDC portfolio.	UDC portfolio continues to exceed expectations. Received top scores in annual AWS service provider survey.
Oversee the implementation of the new Operations framework.	Implementation is going exceptionally well. User satisfaction scores improved over last year. Teams are more cohesive, collaborative and productive. Attracting high calibre talent to the team.

For 2022, given Mr. Burns' achievements in respect of these performance targets and his continued positive contributions to Allied, the Governance, Compensation and Nomination Committee granted Mr. Burns the individual component of his bonus on the basis of a **maximum rating (150% of target)** in relation to the individual performance goals (**150% of target multiplied by a 20% weighting equals a weighted payout of 30% for Mr. Burns' individual goals**).

## EVP and CFO

Ms. Williams' compensation is reviewed and approved annually by the Board. In determining Ms. Williams' compensation, the Governance, Compensation and Nomination Committee considered her performance and her contributions to Allied's success, her tenure in office, experience and competitive industry pay practices.

Ms. Williams' specific performance goals and results for fiscal 2022 are set out below:

PERFORMANCE TARGET	2022 ANALYSIS
Optimize Allied's capital allocation program.	Accomplished fully in 2022 including the CP Acquisition and working in partnership with Operations and Leasing on strategic capital investment.
Proactively manage the communication with rating agencies to maintain Allied's debt rating and support relative bond performance.	Accomplished fully in 2022.
With the other members of the acquisition coordination team, lead the acquisitions teams across the country to ensure all acquisitions make Allied a better provider of urban work-space to knowledge-based organizations in major Canadian cities.	Accomplished fully in 2022.

For 2022, given Ms. Williams' achievements in respect of these performance targets and her continued positive contributions to Allied, the Governance, Compensation and Nomination Committee granted Ms. Williams the individual component of her bonus on the basis of a **maximum rating (150% of target)** in relation to the individual performance goals (**150% of target multiplied by a 20% weighting equals a weighted payout of 30% for Ms. Williams' individual goals**).

## Former EVP Development

Mr. Clark was the EVP Development until March 17, 2023. Prior thereto, his compensation was reviewed and approved annually by the Board. In determining Mr. Clark's compensation, the Governance, Compensation and Nomination Committee considered his performance and his contributions to Allied's success, his tenure in office, experience and competitive industry pay practices.

Mr. Clark's specific performance goals and performance results achieved for fiscal 2022 are set out below:

PERFORMANCE TARGET	2022 ANALYSIS
Establish a process for transitioning all of Allied's future developments to net-zero carbon.	Accomplished in 2022.
Establish the framework for Allied to serve bio-tech and life sciences.	Accomplished first phase of framework in 2022. Working to complete framework in 2023.
Achieve substantial completion of development projects with the return and completion estimates inherent in the 2022 internal forecast.	Achieved despite ongoing construction challenges across the country.

For 2022, given Mr. Clark's achievements in respect of these performance targets and his continued positive contributions to Allied, the Governance, Compensation and Nomination Committee granted Mr. Clark the individual component of his bonus on the basis of a **maximum rating (150% of target)** in relation to the individual performance goals (**150% of target multiplied by a 20% weighting equals a weighted payout of 30% for Mr. Clark's individual goals**).

## SVP General Counsel

Ms. Miatello's compensation is reviewed and approved annually by the Board. In determining Ms. Miatello's compensation, the Governance, Compensation and Nomination Committee considered her performance and her contributions to Allied's success, her tenure in office, experience and competitive industry pay practices.

Ms. Miatello's specific performance goals and performance results achieved for fiscal 2022 are set out below:

PERFORMANCE TARGET	2022 ANALYSIS
Deliver on strategic transactions and initiatives, including acquisitions and financings.	Accomplished fully in 2022, including the CP Acquisition.
Build the Legal and Acquisitions teams and continue their integration and collaboration with broader Allied team.	Accomplished fully in 2022.
Enhance public disclosure, particularly with respect to the Management Information Circular.	Accomplished fully in 2022.

For 2022, given Ms. Miatello's achievements in respect of these performance targets and her continued positive contributions to Allied, the Governance, Compensation and Nomination Committee granted Ms. Miatello the individual component of her bonus on the basis of a **maximum rating (150% of target)** in relation to the individual performance goals (**150% of target multiplied by a 30% weighting equals a weighted payout of 45% for Ms. Miatello's individual goals**).

## ANNUAL INCENTIVE BONUS OUTCOMES

Based on its assessment of the corporate and individual performance criteria, the Trustees, on recommendation of the Governance, Compensation and Nomination Committee, approved annual incentive bonus awards based on a **weighted payout ranging from 100% to 106%** of each Named Executive Officer's target bonus.

The table below sets out the value of each Named Executive Officer's target cash incentive bonus, the weighted payout and the actual value of the incentive bonus compensation awarded in respect of 2022.

POSITION	TARGET BONUS	WEIGHTED PAYOUT - CORPORATE <sup>(1)</sup>	WEIGHTED PAYOUT - INDIVIDUAL <sup>(2)</sup>	COMBINED WEIGHTED PAYOUT <sup>(3)</sup>	BONUS EARNED
	(\$)	(%)	(%)	(%)	(\$)
President and CEO	1,092,500	70	30	100	1,092,500
EVP and COO	510,000	70	30	100	510,000
EVP and CFO	337,500	70	30	100	337,500
EVP Development	220,000	70	30	100	220,000
SVP General Counsel	175,000	61	45	106	185,938

(1) The weighted payout for the corporate goals is calculated by multiplying the corporate payout of 87.5% (as a percentage of target) by the applicable weighting for each Named Executive Officer's corporate goals (70% for the SVP General Counsel and 80% for each of the other Named Executive Officers).

(2) The weighted payout for the individual goals is calculated by multiplying each Named Executive Officer's individual payout (150% of target for 2022) by the applicable weighting for each Named Executive Officer's individual goals (30% for the SVP General Counsel and 20% for each of the other Named Executive Officers).

(3) The combined weighted payout (as a percentage of target) is comprised of the weighted payout for the corporate goals and each Named Executive Officer's weighted payout for their individual goals.

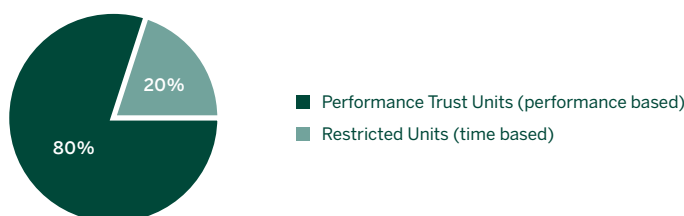
## LONG-TERM INCENTIVE COMPENSATION

Allied's long-term incentive compensation program is designed to attract, retain and motivate key talent, including our Named Executive Officers, to align their interests with the interests of Unitholders and to reward performance and value creation over the longer term.

Significant changes were made in 2021 to Allied's long-term incentive compensation on the recommendation of the Governance, Compensation and Nomination Committee following a comprehensive review of its executive compensation program by Meridian. Allied adopted a Performance and Restricted Trust Unit Plan and discontinued grants of Options under its Unit Option Plan. Details of Allied's long-term incentive compensation are set out below.

## COMPONENTS OF 2022 LONG-TERM INCENTIVE COMPENSATION

As depicted below, under Allied's compensation program, 80% of target long-term incentive compensation for Named Executive Officers is performance-based, and is granted annually in the form of Performance Trust Units, and 20% of target long-term compensation is time-based and is granted annually in the form of either Restricted Trust Units or Restricted Units, at the recipient's option. For 2022, each of the Named Executive Officers elected to receive their time-based long-term compensation in Restricted Units.



The table below describes the key terms of the long-term incentive compensation granted to each of the Named Executive Officers for 2022.

	PERFORMANCE TRUST UNITS	RESTRICTED UNITS
Nature of Award	Cash-settled	Equity (purchased in the market)
Distribution Entitlement	Distribution equivalents in the form of additional Performance Trust Units on earned Performance Trust Units only	Distributions on Restricted Units are paid in cash
Performance Period or Restricted Period	January 1, 2022 - December 31, 2024	February 1, 2022 - February 1, 2028
Vesting	February 20, 2025	1/3 on each of February 1, 2023, 2024 and 2025
Settlement / Release	March 2025	February 1, 2028

Performance Trust Units for 2022 were awarded in February 2022 based on a 36-month performance period commencing on January 1, 2022 and ending on December 31, 2024.

## PERFORMANCE CRITERIA - PERFORMANCE TRUST UNITS

Performance Trust Units are subject to performance criteria established by the Board, on recommendation of the Governance, Compensation and Nomination Committee, at the time of the grant, and are subject to an adjustment at maturity to reflect Allied's performance over the performance period.

Details of the performance criteria and adjustment factor for the 2022 awards of Performance Trust Units are set out below.

PERFORMANCE MULTIPLIER			
Performance Criteria	Threshold (50% multiplier)	Target (100% multiplier)	Maximum (150% multiplier)
Relative total Unitholder return of Allied to its peer group over the performance period <sup>(1)</sup>	25th percentile	50th percentile	75th percentile

(1) Assumes the reinvestment of distributions or dividends. Payouts between Threshold and Maximum are calculated based on linear interpolation for corresponding levels of total Unitholder return performance.

## 2022 TARGET LONG-TERM INCENTIVE COMPENSATION

TARGET LONG-TERM INCENTIVE COMPENSATION				
POSITION	AS A PERCENTAGE OF SALARY	PERFORMANCE TRUST UNITS <sup>(1)</sup>	RESTRICTED UNITS <sup>(1)</sup>	TOTAL
	(%)	(\$)	(\$)	(\$)
President and CEO	190	1,443,949	360,998	1,804,947
EVP and COO	110	527,960	132,012	659,972
EVP and CFO	80	288,002	71,978	359,980
EVP Development	70	223,987	56,008	279,995
SVP General Counsel	64	180,013	44,992	225,005

(1) The value of the Performance Trust Units and the Restricted Units are calculated based on the value of the volume weighted average trading price of the Units on the TSX for the five trading days preceding the date of the grant, which was \$44.24.

## PERFORMANCE AND RESTRICTED TRUST UNIT PLAN

Allied adopted a Performance and Restricted Trust Unit Plan (the "*Plan*") in December 2021 to complement Allied's existing Restricted Unit Plan. The Plan, which provides for the grant of Performance Trust Units and Restricted Trust Units (together, "*Plan Units*") to certain key employees, is designed to provide compensation opportunities to key personnel of Allied that promote further alignment of their interests with the success of Allied and the interests of Unitholders, and to enhance Allied's ability to attract, retain and motivate key personnel and reward significant performance achievements.

The following is a summary of the main features of the Plan.

PERFORMANCE AND RESTRICTED TRUST UNIT PLAN	
Who Participates	Officers and certain employees of Allied or its affiliates
Administration of Plan	The Plan is administered by the Governance, Compensation and Nomination Committee which recommends to the Board for its approval grants of Plan Units including the entitlement, vesting, settlement, performance conditions and adjustment factor applicable to the grants.
Form of Award	Plan Units are rights to receive the cash equivalent of the fair market value of Allied's Units, calculated on the vesting date in accordance with the Plan. Plan Units are subject to such vesting, settlement, performance criteria and adjustment factors as are established by the Board at the time of the grant and accumulate distribution equivalents in the form of additional Plan Units on the date of each monthly cash distribution on the Units.
Performance Period / Restricted Period	<p>The grant agreement for each grant of Performance Trust Units will set out a performance period for the award, which is expected to be a three-year period commencing on January 1st of the year for which long-term compensation is awarded.</p> <p>The grant agreement for each grant of Restricted Trust Units will set out a restricted period for the award, which is expected to be a three-year period commencing on January 1st of the year for which the long-term compensation is awarded. None of the Named Executive Officers received Restricted Trust Units as long term incentive compensation for 2022.</p>
Vesting	<p>Plan Units vest on the vesting date established at the time of the grant, subject to any vesting conditions set out in the applicable grant agreement. The vesting date of Plan Units will be February 20th following the end of the applicable performance period or restricted period for the grant or such other date as determined by the Governance, Compensation and Nomination Committee at the time of the grant.</p> <p>Performance Trust Units will be subject to performance criteria established by the Board, on recommendation of the Governance, Compensation and Nomination Committee, at the time of the grant. The number of Performance Trust Units (including related distribution Performance Trust Units) that vest will be multiplied by the performance adjustment factor determined by the Governance, Compensation and Nomination Committee based on the achievement of the performance criteria set out in the applicable grant agreement.</p> <p>The Plan contains provisions providing for the vesting or forfeiture of unvested Plan Units within specified time periods in the event the employee's employment is terminated, and authorizes the CEO, in their discretion, to amend the vesting and settlement of Plan Units in certain circumstances where an employee's employment is terminated.</p>
Settlement	Plan Units, and all corresponding distribution equivalents, will be settled in cash within 30 days of vesting, provided that in no event shall the settlement of any vested Plan Unit occur later than December 31st of the third year following the year in respect of which a Plan Unit is awarded.
Transfer / Assignment	Plan Units are not transferable or assignable other than by will or under succession laws.



## RESTRICTED UNIT PLAN

In March 2010, Allied adopted the Restricted Unit Plan. The Restricted Unit Plan, which provides for the grant of units (“*Restricted Units*”) to certain key employees and trustees, is designed to achieve the following objectives: to foster long-term retention of certain key employees, to provide compensation opportunities to key employees of Allied that promote long-term alignment of their interests with the success of Allied and the interests of Unitholders, and to add a component to Allied’s total compensation package that would assist in the recruitment of key personnel for Allied.

The following is a summary of the main features of the Restricted Unit Plan.

RESTRICTED UNIT PLAN	
Who Participates	Trustees, officers and certain employees of Allied or its affiliates
Administration of Plan	The Restricted Unit Plan is administered by the Governance, Compensation and Nomination Committee which recommends to the Board for its approval grants of Restricted Units including the entitlement, vesting and release date applicable to the grants.
Form of Award	<p>The Governance, Compensation and Nomination Committee determines the number of Restricted Units to be granted to each employee and Trustee with subsequent approval by the Board. The Committee in so doing takes into account the defined objectives of the Restricted Unit Plan.</p> <p>Restricted Units are purchased in the open market. Employees and Trustees who are granted Restricted Units have the right to vote the Restricted Units and to receive distributions from the date of the grant.</p>
Vesting	<p>Vesting under the Restricted Unit Plan means that the Units are not subject to forfeiture.</p> <p>Restricted Units granted to non-management trustees vest immediately.</p> <p>Restricted Units granted to employees vest as to one-third on each of the three anniversaries following the date of the grant.</p> <p>The Restricted Unit Plan contains provisions providing for the vesting or forfeiture of unvested Restricted Units within specified time periods in the event the employee’s employment is terminated, and authorizes the CEO, in their discretion, to accelerate the release date and vesting of Restricted Units in certain circumstances where an employee’s employment is terminated.</p>
Release	Restricted Units may not be sold, mortgaged or otherwise disposed of for a period of six years following the date of the grant without the specific authority of the Governance, Compensation and Nomination Committee, except that, in the case of a non-management trustee, the release date will be automatically accelerated to the date that such person ceases to hold office as a trustee of Allied.
Transfer / Assignment	Restricted Units are not transferable or assignable other than by will or under succession laws.

## EXECUTIVE PROFILES AND SUMMARY OF COMPENSATION OUTCOMES FOR 2022



### MICHAEL R. EMORY

*President and CEO*

LOCATION: TORONTO, ONTARIO

SERVICE: 21 YEARS

AGE: 67

#### MINIMUM UNITHOLDING REQUIREMENT<sup>(3)</sup>

\$6,000,000

Meets requirement based on six times base salary

Mr. Emory is the Founder, President and CEO and a trustee of Allied.

Mr. Emory has been continuously active in the commercial real estate business since 1988. Prior to that time, Mr. Emory was a partner with the law firm of Aird & Berlis LLP, specializing in corporate and real estate finance.

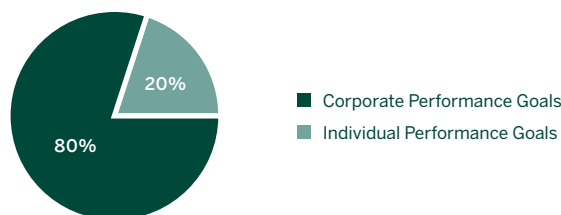
Mr. Emory is also a Director of EQB Inc. (formerly Equitable Group Inc.) and Equitable Bank.

Mr. Emory will step down as President and CEO and will become the Executive Chair of Allied on the Meeting Date.

#### 2022 PAY COMPONENTS

FIXED (23.9%)		VARIABLE (76.1%)		
Base Salary	Annual Incentive Bonus	Long-Term Incentive Plan Award	All other compensation	TOTAL
\$950,000	\$1,092,500	\$1,804,947	\$122,559	\$3,970,006
(as % of Total Compensation Earned) <sup>(1)</sup>				
23.9%	27.5%	45.5%	3.1%	100%

#### 2022 ANNUAL INCENTIVE BONUS MIX<sup>(2)</sup>



#### UNITS BENEFICIALLY OWNED OR CONTROLLED OR DIRECTED, DIRECTLY OR INDIRECTLY

	# OF UNITS	MARKET VALUE OF UNITS			
		Unrestricted Units <sup>(4)</sup>	Restricted Units <sup>(4)</sup>	Options <sup>(5)</sup>	Total
As at March 15, 2023	1,295,098	\$30,231,613	\$2,663,876	\$—	\$32,895,489

(1) Compensation includes base salary, annual incentive bonus, long-term incentive plan award and all other compensation received in respect of the fiscal year (as reflected in the Summary Compensation Table).

(2) See "2022 Performance and Compensation Outcomes" in this Circular for a description of the applicable corporate performance goals and individual performance goals, respectively.

(3) Mr. Emory is subject to the target for equity ownership of six times his current base salary as the CEO of Allied. The target of six times base salary will continue to apply to him upon becoming Executive Chair of Allied on the Meeting Date. See "Executive Officer Unit Ownership Guidelines" on page 56.

(4) Market value is determined by multiplying the number of Units by the closing price of the Units on the TSX on March 15, 2023 of \$25.40. Performance Trust Units are excluded from the calculation of Units owned, controlled or directed because they are cash-settled and cannot be settled in Units.

(5) Represents the value of unexercised in-the-money Options based on a closing price of the Units on the TSX on March 15, 2023 of \$25.40.

## ALIGNMENT OF CEO COMPENSATION WITH UNITHOLDERS

A primary objective of the Governance, Compensation and Nomination Committee in considering executive compensation is to align the financial interests of the executive officers with the financial interest of Unitholders.

The following table compares the grant date value of compensation awarded to the CEO (as reflected in the Summary Compensation Table) in respect of the fiscal year indicated with the actual value realized or realizable from the respective year's compensation awards as at December 31, 2022.

Compensation outcomes are also compared to the value to Unitholders, which represents the cumulative value of a \$100 investment in Units made on the first day of the fiscal year indicated as at December 31, 2022, assuming the reinvestment of distributions. On average, the value of CEO total direct compensation awarded over the past five years that has been realized or remains realizable as at December 31, 2022 is 27.6% less than the original award value. Comparatively, the average total Unitholder return over the fiscal periods indicated is approximately 33.2% less than the original investment.

Year	Total Direct Compensation Awarded <sup>(1)</sup>	Actual Total Direct Compensation Value as of December 31, 2022 <sup>(2)</sup>	Period	Value of \$100	
				President and CEO <sup>(3)</sup>	Unitholder <sup>(4)</sup>
	(\$)	(\$)		(\$)	(\$)
2018	4,039,984	2,578,598	1/1/18 to 12/31/22	63.8	74.4
2019	4,039,993	2,505,536	1/1/19 to 12/31/22	62.0	68.1
2020	2,945,005	2,173,372	1/1/20 to 12/31/22	73.8	56.1
2021	4,113,447	3,352,954	1/1/21 to 12/31/22	81.5	74.2
2022	3,970,006	3,209,513	1/1/22 to 12/31/22	80.8	61.4
Average				72.4	66.8

(1) Includes base salary, annual incentive bonus, long-term incentives and all other compensation received in respect of the fiscal year indicated (as reflected in the Summary Compensation Table).

(2) Includes base salary, cash incentive bonus and all other compensation received in the fiscal year indicated (as reflected in the Summary Compensation Table), the value of unexercised in-the-money Options and the market value of Restricted Units and Performance Trust Units granted to the CEO in respect of the fiscal year indicated as at December 31, 2022 (based on the closing price of the Units on the TSX on December 31, 2022 of \$25.60, using a performance multiplier of 100% for the Performance Trust Units).

(3) Represents the actual value realized (or realizable) as at December 31, 2022 for each \$100 awarded to the CEO in total direct compensation in respect of the fiscal year indicated.

(4) Represents the cumulative value as at December 31, 2022 of a \$100 investment in Units made on the first day of the fiscal year indicated, assuming the reinvestment of distributions.



## THOMAS G. BURNS

### *EVP and COO*

LOCATION: ONTARIO, CANADA  
SERVICE: 12 YEARS  
AGE: 67

#### MINIMUM UNITHOLDING REQUIREMENT<sup>(3)</sup>

\$600,000  
Meets requirement based on one times  
base salary

Mr. Burns is the EVP and COO of Allied.

He was formerly Senior Vice President, Retail at DTZ Barnicke, as well as a member of DTZ's Global Management Committee.

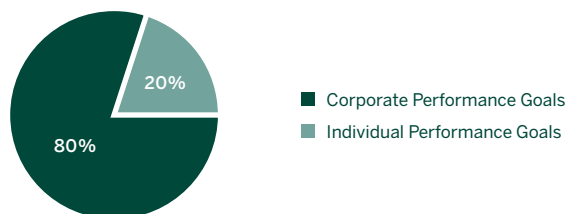
During Mr. Burns' 35 year career, he has distinguished himself in the Canadian real estate community in both the leasing of retail space and consulting on the repositioning of existing retail properties. He is a Business Administration graduate of Algonquin College specializing in Real Estate.

Mr. Burns will step down from his role as EVP and COO and will become a consultant to Allied on the Meeting Date. If elected by Unitholders, he will also become a Trustee.

#### 2022 PAY COMPONENTS

FIXED (32.8%)		VARIABLE (67.2%)			
Base Salary	Annual Incentive Bonus	Long-Term Incentive Plan Award	All other compensation	TOTAL	
\$600,000	\$510,000	\$659,972	\$57,443	\$1,827,415	
(as % of Total Compensation Earned) <sup>(1)</sup>					
32.8%	27.9%	36.1%	3.2%	100%	

#### 2022 ANNUAL INCENTIVE BONUS MIX<sup>(2)</sup>



#### UNITS BENEFICIALLY OWNED OR CONTROLLED OR DIRECTED, DIRECTLY OR INDIRECTLY

	# OF UNITS	MARKET VALUE OF UNITS			
		Unrestricted Units <sup>(4)</sup>	Restricted Units <sup>(4)</sup>	Options <sup>(5)</sup>	Total
As at March 15, 2023	103,285	\$1,553,083	\$1,070,356	\$—	\$2,623,439

- (1) Compensation includes base salary, annual incentive bonus, long-term incentive plan award and all other compensation received in respect of the fiscal year (as reflected in the Summary Compensation Table).
- (2) See "2022 Performance and Compensation Outcomes" in this Circular for a description of the applicable corporate performance goals and individual performance goals, respectively.
- (3) Mr. Burns is subject to the target for equity ownership of one times his base salary as a Named Executive Officer of Allied. See "Executive Officer Unit Ownership Guidelines" on page 56.
- (4) Market value is determined by multiplying the number of Units by the closing price of the Units on the TSX on March 15, 2023 of \$25.40. Performance Trust Units are excluded from the calculation of Units owned, controlled or directed because they are cash-settled and cannot be settled in Units.
- (5) Represents the value of unexercised in-the-money Options based on a closing price of the Units on the TSX on March 15, 2023 of \$25.40.



## CECILIA C. WILLIAMS

### *EVP and CFO*

LOCATION: TORONTO, ONTARIO, CANADA

SERVICE: 8 YEARS

AGE: 46

#### MINIMUM UNITHOLDING REQUIREMENT<sup>(3)</sup>

\$450,000

Meets requirement based on one times base salary

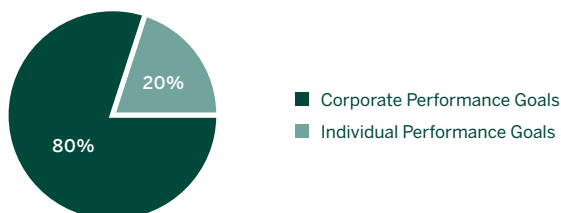
Ms. Williams is the EVP and CFO of Allied. On the Meeting Date, she will become the President and CEO of Allied and, if elected by Unitholders, a Trustee.

Ms. Williams began her career at Arthur Andersen, where she obtained her Chartered Professional Accountant designation while working in the assurance and valuation practices. She continued her career development through progressively more senior financial and planning positions at Magna International, Canwest Broadcasting/Shaw Media and Dream Unlimited. Ms. Williams is a graduate of the University of Toronto.

#### 2022 PAY COMPONENTS

FIXED (38.0%)	VARIABLE (62.0%)			TOTAL
	Annual Incentive Bonus	Long-Term Incentive Plan Award	All other compensation	
Base Salary				
\$450,000	\$337,500	\$359,980	\$37,450	\$1,184,930
(as % of Total Compensation Earned) <sup>(1)</sup>				
38.0%	28.5%	30.4%	3.1%	100%

#### 2022 ANNUAL INCENTIVE BONUS MIX<sup>(2)</sup>



#### UNITS BENEFICIALLY OWNED OR CONTROLLED OR DIRECTED, DIRECTLY OR INDIRECTLY

As at March 15, 2023	# OF UNITS	MARKET VALUE OF UNITS			
		Unrestricted Units <sup>(4)</sup>	Restricted Units <sup>(4)</sup>	Options <sup>(5)</sup>	Total
	40,285	\$252,476	\$770,763	\$—	\$1,023,239

(1) Compensation includes base salary, annual incentive bonus, long-term incentive plan award and all other compensation received in respect of the fiscal year (as reflected in the Summary Compensation Table).

(2) See "2022 Performance and Compensation Outcomes" in this Circular for a description of the applicable corporate performance goals and individual performance goals, respectively.

(3) Ms. Williams is subject to the target for equity ownership of one times her base salary as a Named Executive Officer of Allied. Upon becoming President and CEO of Allied on the Meeting Date, she will be subject to a target of three times her base salary over a five-year period. See "Executive Officer Unit Ownership Guidelines" on page 56.

(4) Market value is determined by multiplying the number of Units by the closing price of the Units on the TSX on March 15, 2023 of \$25.40. Performance Trust Units are excluded from the calculation of Units owned, controlled or directed because they are cash-settled and cannot be settled in Units.

(5) Represents the value of unexercised in-the-money Options based on a closing price of the Units on the TSX on March 15, 2023 of \$25.40.



## HUGH CLARK

*Former EVP Development<sup>(1)</sup>*

LOCATION: TORONTO, ONTARIO, CANADA  
SERVICE: 11 YEARS  
AGE: 46

### MINIMUM UNITHOLDING REQUIREMENT<sup>(4)</sup>

N/A

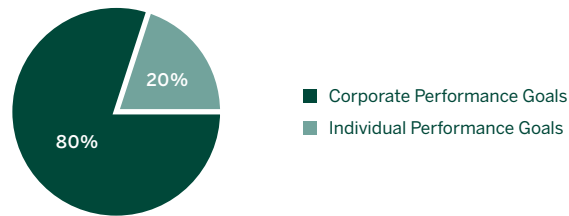
Mr. Clark was the EVP Development of Allied until March 17, 2023, responsible for overseeing value creation projects.

Mr. Clark was formerly an architect for an award-winning architectural firm in Toronto, and has worked as a licensed architect in both Ontario and Massachusetts. He is a graduate of the University of Toronto and Harvard University.

### 2022 PAY COMPONENTS

FIXED (43.0%)		VARIABLE (57.0%)		
Base Salary	Annual Incentive Bonus	Long-Term Incentive Plan Award	All other compensation	TOTAL
\$400,000	\$220,000	\$279,995	\$30,906	\$930,901
(as % of Total Compensation Earned) <sup>(2)</sup>				
43.0%	23.6%	30.1%	3.3%	100%

### 2022 ANNUAL INCENTIVE BONUS MIX<sup>(3)</sup>



### UNITS BENEFICIALLY OWNED OR CONTROLLED OR DIRECTED, DIRECTLY OR INDIRECTLY

	# OF UNITS	MARKET VALUE OF UNITS			
		Unrestricted Units <sup>(5)</sup>	Restricted Units <sup>(5)</sup>	Options <sup>(6)</sup>	Total
As at March 15, 2023	35,390	\$623,367	\$275,539	\$—	\$898,906

- (1) Mr. Clark resigned from his position as EVP Development and remained employed during a transition period that ended on March 17, 2023.
- (2) Compensation includes base salary, annual incentive bonus, long-term incentive plan award and all other compensation received in respect of the fiscal year (as reflected in the Summary Compensation Table).
- (3) See "2022 Performance and Compensation Outcomes" in this Circular for a description of the applicable corporate performance goals and individual performance goals, respectively.
- (4) Mr. Clark ceased to be the EVP Development on March 17, 2023, and is no longer subject to the executive officer unit ownership guidelines.
- (5) Market value is determined by multiplying the number of Units by the closing price of the Units on the TSX on March 15, 2023 of \$25.40. Performance Trust Units are excluded from the calculation of Units owned, controlled or directed because they are cash-settled and cannot be settled in Units.
- (6) Represents the value of unexercised in-the-money Options based on a closing price of the Units on the TSX on March 15, 2023 of \$25.40.



## ANNE E. MIATELLO

### *SVP General Counsel*

LOCATION: TORONTO, ONTARIO, CANADA

SERVICE: 2 YEARS

AGE: 59

#### MINIMUM UNITHOLDING REQUIREMENT<sup>(3)</sup>

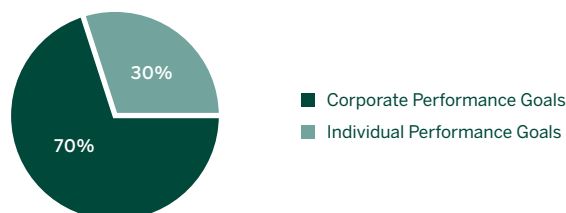
In progress

Ms. Miatello is the SVP General Counsel of Allied. She is responsible for leading and executing Allied's legal strategy and advising the senior executive team and the Board of Trustees. As General Counsel, Ms. Miatello oversees Allied's legal, acquisitions and lease documentation teams and provides support to multiple teams across the organization. She brings a humanistic approach to the role, working closely with other members of the executive team to develop and implement strategies that align with the company's vision, mission and environmental, social and governance priorities. Prior to joining Allied, she was a partner at Aird & Berlis LLP, where her practice focused on corporate, commercial and securities law. Ms. Miatello holds an LL.B. from Western University and was admitted to the Ontario Bar in 2007.

#### 2022 PAY COMPONENTS

FIXED (44.6%)		VARIABLE (55.4%)			
Base Salary	Annual Incentive Bonus	Long-Term Incentive Plan Award	All other compensation	TOTAL	
\$350,000	\$185,938	\$225,005	\$23,468	\$784,411	
(as % of Total Compensation Earned) <sup>(1)</sup>					
44.6%	23.7%	28.7%	3.0%	100%	

#### 2022 ANNUAL INCENTIVE BONUS MIX<sup>(2)</sup>



#### UNITS BENEFICIALLY OWNED OR CONTROLLED OR DIRECTED, DIRECTLY OR INDIRECTLY

As at March 15, 2023	# OF UNITS	MARKET VALUE OF UNITS			
		Unrestricted Units <sup>(4)</sup>	Restricted Units <sup>(4)</sup>	Options <sup>(5)</sup>	Total
		\$—	\$74,346	\$—	\$74,346

- (1) Compensation includes base salary, annual incentive bonus, long-term incentive plan award and all other compensation received in respect of the fiscal year (as reflected in the Summary Compensation Table).
- (2) See "2022 Performance and Compensation Outcomes" in this Circular for a description of the applicable corporate performance goals and individual performance goals, respectively.
- (3) Ms. Miatello is subject to the target for equity ownership of one times her base salary over a five-year period as a Named Executive Officer of Allied. Ms. Miatello first became a Named Executive Officer in 2023 and will become subject to this requirement in March 2028. She is in the process of accumulating Units in order to meet the requirement within the five-year timeframe. See "Executive Officer Unit Ownership Guidelines" on page 56.
- (4) Market value is determined by multiplying the number of Units by the closing price of the Units on the TSX on March 15, 2023 of \$25.40. Performance Trust Units are excluded from the calculation of Units owned, controlled or directed because they are cash-settled and cannot be settled in Units.
- (5) Represents the value of unexercised in-the-money Options based on a closing price of the Units on the TSX on March 15, 2023 of \$25.40.

## SUMMARY COMPENSATION TABLE

The following table sets forth information concerning the compensation earned by each Named Executive Officer during the fiscal year ended December 31, 2022 and the two preceding fiscal years. For compensation related to previous years, please refer to Allied's management information circulars available at [www.sedar.com](http://www.sedar.com).

NAME AND PRINCIPAL POSITION	Fiscal year	Salary	Unit based awards <sup>(1)</sup>	Option based awards <sup>(2)</sup>	Non-equity incentive compensation		All other compensation <sup>(4)</sup>	Total compensation
					Annual incentive plans <sup>(3)</sup>	Long-term incentive plans		
		(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Michael R. Emory President and CEO and a Trustee	2022	950,000	1,804,947	—	1,092,500	—	122,559	3,970,006
	2021	950,000	1,804,947	—	1,311,000	—	47,500	4,113,447
	2020	950,000	593,755	593,750	760,000	—	47,500	2,945,005
Thomas G. Burns EVP and COO	2022	600,000	659,972	—	510,000	—	57,443	1,827,415
	2021	600,000	659,972	—	612,000	—	30,000	1,901,972
	2020	600,000	239,987	240,000	390,000	—	30,000	1,499,987
Cecilia C. Williams EVP and CFO	2022	450,000	359,980	—	337,500	—	37,450	1,184,930
	2021	450,000	359,980	—	405,000	—	22,500	1,237,480
	2020	450,000	135,016	135,000	202,500	—	22,500	945,016
Hugh Clark Former EVP Development <sup>(5)</sup>	2022	400,000	279,995	—	220,000	—	30,906	930,901
	2021	350,000	245,001	—	231,000	—	17,500	843,501
	2020	350,000	87,501	87,500	140,000	—	16,000	681,001
Anne E. Miatello SVP General Counsel <sup>(6)</sup>	2022	350,000	225,005	—	185,938	—	23,468	784,411
	2021	325,000	64,988	—	140,400	—	—	530,388
	2020	—	—	—	—	—	—	—

- (1) 60,215 Performance Trust Units and 15,054 Restricted Units were granted to Named Executive Officers in February 2022 as long term incentive compensation in respect of the fiscal year ended December 31, 2022. For the fiscal years ended December 31, 2021 and 2022, the value of the Performance Trust Units and Restricted Units was calculated based on the volume weighted average trading price of the Units on the TSX for the five trading days preceding the date of the grant, which was \$44.24. For the fiscal year ended December 31, 2020, the value of the Restricted Units was calculated by multiplying the purchase price of the Units by the number of Restricted Units awarded.
- (2) No Options were granted under the Unit Option Plan as long term incentive compensation in respect of the fiscal years ended December 31, 2021 and December 31, 2022. Effective December 2021, Options no longer form part of Allied's compensation program.
- (3) The annual incentive bonus included in the table was earned by the Named Executive Officer in the respective year.
- (4) For 2022, the aggregate value of All Other Compensation for each Named Executive Officer was \$271,826. All Other Compensation includes employer contributions to registered retirement savings plans and Performance Trust Units received as distribution equivalents in the year. The value of the Performance Trust Units received as distribution equivalents was calculated based on the closing price of the Units on the TSX of \$25.60 at December 31, 2022, using a performance multiplier of 100%.
- (5) Mr. Clark resigned from his position as EVP Development and remained employed during a transition period that ended on March 17, 2023.
- (6) Ms. Miatello was appointed Senior Vice President, General Counsel and Corporate Secretary effective January 4, 2021.



## INCENTIVE PLAN AWARDS

### OUTSTANDING UNIT-BASED AWARDS AND OPTION-BASED AWARDS

The following table sets forth all awards outstanding for each Named Executive Officer as of December 31, 2022:

NAME	Option-based awards				Unit-based awards		
	Number of securities underlying unexercised Options	Option exercise price	Option expiration date	Value of unexercised in-the-money Options <sup>(1)</sup>	Number of Units that have not vested <sup>(2)</sup>	Market or payout value of Unit based awards that have not vested <sup>(3)</sup>	Market or payout value of vested Unit based awards not paid out or distributed <sup>(4)</sup>
	(#)	(\$)		(\$)	(#)	(\$)	(\$)
Michael R. Emory	187,500	35.34	February 22, 2027	—	—	—	—
	110,132	40.30	February 14, 2028	—	—	—	—
	163,399	47.53	February 13, 2029	—	—	—	—
	161,031	54.99	February 5, 2030	—	—	—	—
	182,132	36.55	February 3, 2031	—	—	—	—
	—	—	—	—	101,423	1,723,323	2,155,341
Thomas G. Burns	101,010	31.56	March 1, 2026	—	—	—	—
	60,720	35.34	February 22, 2027	—	—	—	—
	56,993	40.30	February 14, 2028	—	—	—	—
	63,419	47.53	February 13, 2029	—	—	—	—
	65,217	54.99	February 5, 2030	—	—	—	—
	73,620	36.55	February 3, 2031	—	—	—	—
Cecilia C. Williams	—	—	—	—	37,740	646,916	861,210
	7,858	35.34	February 22, 2027	—	—	—	—
	14,684	40.30	February 14, 2028	—	—	—	—
	32,680	47.53	February 13, 2029	—	—	—	—
	36,232	54.99	February 5, 2030	—	—	—	—
	41,411	36.55	February 3, 2031	—	—	—	—
Hugh Clark	—	—	—	—	20,686	355,417	452,019
	5,106	47.53	February 13, 2029	—	—	—	—
	18,116	54.99	February 5, 2030	—	—	—	—
	26,840	36.55	February 3, 2031	—	—	—	—
Anne E. Miatello	—	—	—	—	14,571	246,061	132,147
	—	—	—	—	6,791	103,700	—
	—	—	—	—	—	—	—

(1) As at December 31, 2022, none of the Options granted to Named Executive Officers were “in the money” Options based on a closing price of the Units on the TSX on December 31, 2022 of \$25.60.

(2) Includes Restricted Units and Performance Trust Units that have not vested, including Performance Trust Units received as distribution equivalents by the Named Executive Officer, as at December 31, 2022.

(3) Market Value of unvested Restricted Units is calculated based on the closing price of the Units on the TSX of \$25.60 at December 31, 2022. Market value of unvested Performance Trust Units is calculated based on the closing price of the Units on the TSX of \$25.60 at December 31, 2022, using a performance multiplier of 50%.

(4) Market value is calculated by multiplying the number of vested Restricted Units by the closing price of the Units on the TSX of \$25.60 at December 31, 2022.

## INCENTIVE PLAN AWARDS - VALUE VESTED OR EARNED DURING THE YEAR

The following table sets forth the value of all incentive plan awards vested or earned by each Named Executive Officer during the year ended December 31, 2022:

NAME	Option-based awards - Value vested during the year <sup>(1)</sup>	Unit-based awards - Value vested during the year <sup>(2)</sup>	Non-equity incentive plan compensation - Value earned during the year
	(\$)	(\$)	(\$)
Michael R. Emory	340,600	791,861	1,092,500
Thomas G. Burns	143,195	315,559	510,000
Cecilia C. Williams	79,358	171,353	337,500
Hugh Clark	43,011	73,189	220,000
Anne E. Miatello	—	—	185,938

(1) Represents the net aggregate value that would have been realized if the Options had been exercised on the vesting date, which is calculated by determining the difference between the closing market price on the vesting date and the option exercise price. No Options were exercised by any of the Named Executive Officers during the year ended December 31, 2022.

(2) Represents the number of Restricted Units that vested during the year ended December 31, 2022, multiplied by the closing market price on the vesting date. No Performance Trust Units vested during the year ended December 31, 2022.

## TERMINATION AND CHANGE OF CONTROL

Under current executive employment/change of control contracts, Allied is required to make the following payments upon termination (whether voluntary, involuntary or constructive), resignation, retirement, change in control of Allied or a change in the responsibilities of the Named Executive Officers set out below. For the purposes of these agreements, (a) “*Change of Control*” means at any time any change, through the issue, transfer, acquisition, conversion, exchange of securities or otherwise, or through amalgamation, arrangement, merger, or otherwise, as a result of which, a person or group of persons acting jointly or in concert, acting at arm’s length to Allied, either individually or together with its or their associates and affiliates, beneficially own greater than fifty percent (50%) of the outstanding Units, or notwithstanding the foregoing, the deeming in good faith by the Board of Allied by resolution that a change of control has occurred or is about to occur; (b) “*Total Compensation*” means annual base salary plus: (i) the amount equal to the flex benefit plan available to the executive at the time of termination of employment; and (ii) the three year average of the cash bonuses and cash value of the long term incentive compensation paid to the executive in respect of the three fiscal years prior to the termination of employment; (c) “*Total Cash Compensation*” means annual base salary plus the average of the cash bonuses awarded to the executive with respect to the three fiscal years of Allied prior to the year of termination of the executive’s employment; and (d) “*Just Cause*” includes: (i) any circumstance that would be determined to be just cause by an Ontario court; (ii) theft, fraud, dishonesty or wilful misconduct involving the property, business or affairs of Allied or any of its affiliates which results in material harm to Allied, its affiliates or any of their respective properties, or any other offence involving moral turpitude; or (iii) any material breach of an agreement with Allied. In the context of a Change of Control, any demotion or material reduction in base salary or benefits also constitutes a termination without Just Cause.

Due to Mr. Emory's crucial role in founding Allied and in providing leadership through its entire existence as a public company (since 2003), his contract contains a "single trigger" provision in the event that his employment is terminated without Just Cause or he resigns within 12 months of a Change of Control of Allied. Each of the other executive employment contracts contains a "double trigger" provision in such circumstances.

The Governance, Compensation and Nomination Committee has agreed that all future employment contracts for executives, including the executive employment agreements to be entered into with Michael R. Emory and Cecilia C. Williams effective on the Meeting Date, will contain a "double trigger" provision in the event of termination of employment following a change of control before paying compensation and permitting Units to vest, with a maximum severance multiplier of 2.0.

#### CEO

The terms of the contract with Mr. Emory provide for payments, for the vesting and accelerated release of his Restricted Units and for the vesting of his Options in the event that his employment terminates in certain circumstances. Further, the Performance and Restricted Trust Unit Plan provides for the vesting and accelerated settlement of his Performance Trust Units in the event his employment terminates in certain circumstances.

The following chart outlines the estimated incremental payments payable by Allied and the value of Restricted Units, Performance Trust Units and Options that vest, as if the applicable triggering event occurred on December 31, 2022.

INCREMENTAL TERMINATION AMOUNT <sup>(1)(2)</sup>	
Change of Control <sup>(3)</sup>	\$6,926,048
Without Just Cause <sup>(4)</sup>	\$6,926,048
Retirement <sup>(5)</sup>	\$4,009,000

In each of the circumstances noted above, or in the event of death or Permanent Disability<sup>(6)</sup>, the value of the Restricted Units, Performance Trust Units and Options that vest would have been \$850,227, \$1,746,192 and \$nil respectively.<sup>(7)</sup>

- (1) Under the terms of his employment agreement in effect as at December 31, 2022, Mr. Emory could not be employed by, carry on, be engaged in or advise any business substantially similar to the business carried on by Allied or any part thereof within the urban markets and their surrounding areas where Allied operates for a period of one year from the date of any termination of his employment. Further, Mr. Emory could not solicit any employee of Allied to terminate their employment with Allied for a period of one year from the date of any termination of his employment.
- (2) "Incremental termination amount" means the incremental amount owing as a result of the applicable triggering event other than what is prescribed under applicable employment standards legislation, accrued salary and vacation pay.
- (3) The contract with Mr. Emory provides for payment of an amount equal to 24 months of Mr. Emory's then Total Compensation in the event that there is a Change of Control of Allied and Mr. Emory's employment is terminated by Allied without Just Cause or if he resigns. The incremental termination amount assumes a resignation within 12 months of a Change of Control.
- (4) The incremental termination amount on a termination without Just Cause is equal to 24 months Total Compensation less the amount prescribed under applicable employment standards legislation, accrued salary and vacation pay.
- (5) The incremental termination amount on retirement is equal to 24 months Total Cash Compensation.
- (6) "Permanent Disability" means a physical or mental impairment which renders the executive unable to perform the essential functions of his position for at least six consecutive months during any 12 month period, without reasonable accommodation.

- (7) The contract with Mr. Emory provides for the vesting and accelerated release of his Restricted Units and for the vesting of his Options in certain circumstances. The exercise period of the Options may be extended in certain circumstances, provided that no Option shall be exercisable after its expiry date. The Performance and Restricted Unit Plan provides for the vesting and accelerated settlement of his Performance Trust Units (including Performance Trust Units received as distribution equivalents) in the event his employment terminates in certain circumstances. The value of Restricted Units that vest is based on the closing price of the Units on the TSX at December 31, 2022, which was \$25.60. The value of the Performance Trust Units was calculated based on the closing price of the Units on the TSX of \$25.60 at December 31, 2022, using a performance multiplier of 100%. As at December 31, 2022, none of the Options granted to Mr. Emory were “in the money” Options based on a closing price of the Units on the TSX on December 31, 2022 of \$25.60.

#### MAY 2023 EXECUTIVE CHAIR CONTRACT

Mr. Emory will step down as President and CEO of Allied on the Meeting Date, and will serve Allied as Executive Chair on a full time basis. The employment agreement to be entered into with Mr. Emory effective as at the Meeting Date will be for an initial three year term and will be renewable annually thereafter by mutual agreement. The contract with Mr. Emory will provide for the payment of an amount equal to 24 months of Mr. Emory’s then Total Cash Compensation in the event that (i) there is a change of control of Allied and (ii) his employment is terminated without cause or he is constructively dismissed (i.e., as a result a material reduction in base salary, target total compensation, title or authority) within 18 months of the change of control. Mr. Emory will also be entitled to an amount equal to 24 months of his then Total Cash Compensation in the event that his employment is terminated by Allied without cause during the term of his contract. Mr. Emory may retire on at least 60 days’ written notice to Allied. The contract with Mr. Emory will not provide for a cash retirement allowance upon his retirement. The contract will provide for the vesting of his Restricted Units, Performance Trust Units and Options and the accelerated release of his Restricted Units in certain circumstances. The exercise period of the Options may be extended in certain circumstances, provided that no Option shall be exercisable after its expiry date. Further, Mr. Emory will be subject to 12 month non-solicitation and non-competition covenants under the terms of the contract.

#### EVP and COO

The contract with Mr. Burns provides for payment of an amount equal to 18 months of Mr. Burns’ then Total Compensation in the event that there is a Change of Control of Allied and his employment is terminated without Just Cause within 18 months of a Change of Control. If the foregoing triggering event had occurred on December 31, 2022, the estimated incremental payment payable by Allied to Mr. Burns would have been \$2,404,900.

#### MAY 2023 CONSULTING CONTRACT

Mr. Burns will step down from his role as EVP and COO of Allied on the Meeting Date, and will become a consultant to Allied. Under the terms of a consulting agreement to be entered into effective as at the Meeting Date, he will receive, through his consulting company, a fee for services provided during the term of the agreement. The consulting agreement shall be for a term of one year, subject to extension by mutual agreement. Either party may terminate the agreement on 30 days’ notice. Consistent with the nature of a consulting arrangement, Mr. Burns will not be entitled to incremental payments by Allied in the event of termination of the agreement for any reason. Assuming that he is elected by Unitholders at the Meeting, Mr. Burns will also receive compensation in his role as a trustee of Allied.

## EVP and CFO

The contract with Ms. Williams provides for payment of an amount equal to 18 months of Ms. Williams' then Total Compensation in the event that there is a Change of Control of Allied and her employment is terminated without Just Cause within 18 months of a Change of Control. If the foregoing triggering event had occurred on December 31, 2022, the estimated incremental payment payable by Allied to Ms. Williams would have been \$1,564,702.

## MAY 2023 CEO CONTRACT

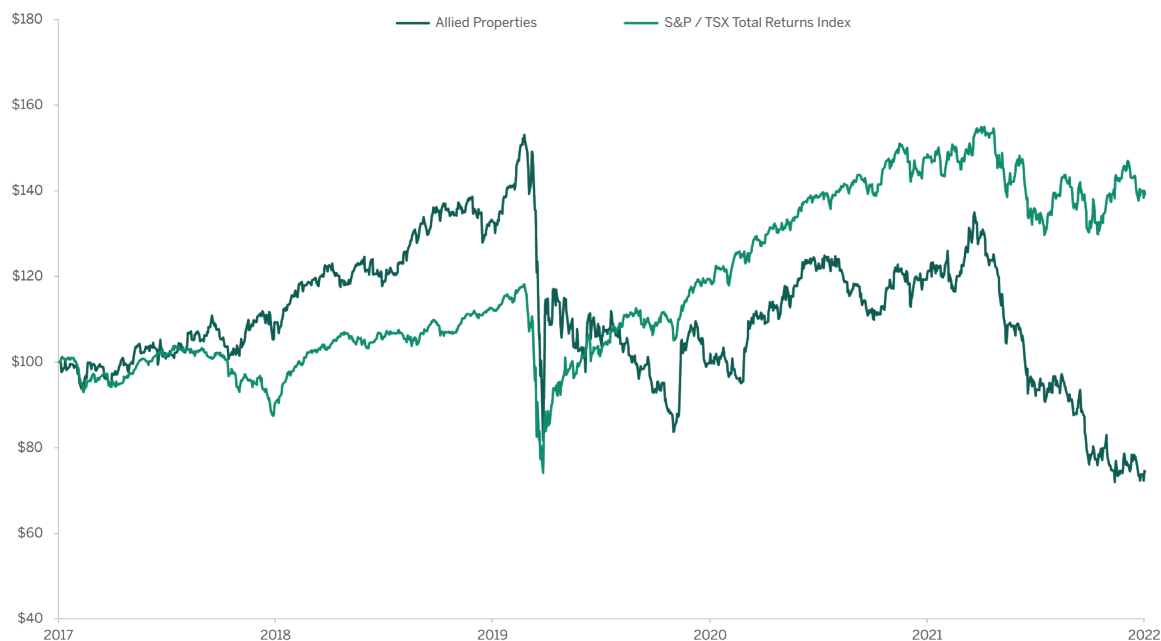
Ms. Williams will become the President and CEO of Allied on the Meeting Date. The employment agreement to be entered into with Ms. Williams effective as at the Meeting Date (the "2023 CEO Contract") will provide for the payment of an amount equal to 24 months of Ms. Williams' then Total Cash Compensation in the event that (i) there is a change of control of Allied and (ii) her employment is terminated without cause or she is constructively dismissed (i.e., as a result a material reduction in base salary, target total compensation, title or authority) within 18 months of the change of control. Ms. Williams will also be entitled to an amount equal to 24 months of her then Total Cash Compensation under the 2023 CEO Contract in the event that her employment is terminated by Allied without cause during the term. The 2023 CEO Contract will provide that Ms. Williams may retire on at least six months' notice where she will be at least 60 years of age on the retirement date, and she will not be entitled to a cash retirement allowance upon retirement. The 2023 CEO Contract will provide for the vesting of her Restricted Units, Performance Trust Units and Options and the accelerated release of her Restricted Units in certain circumstances. The exercise period of the Options may be extended in certain circumstances, provided that no Option shall be exercisable after its expiry date. Further, Ms. Williams will be subject to 12 month non-solicitation and a six month non-competition covenant under the terms of the 2023 CEO Contract.

## ADDITIONAL DISCLOSURE

### UNIT PERFORMANCE GRAPH

The following graph compares the total cumulative Unitholder return for \$100 invested in Units with the cumulative total return of the S&P/TSX Composite Total Return Index during the period commencing on December 31, 2017 and ending on December 31, 2022, assuming the re-investment of all cash distributions of Allied on the day of distribution.

During the period, the total cumulative Unitholder return for \$100 invested in Units was \$74.40 compared to \$139.25 for the S&P/TSX Composite Index.



Over the past five years, the total compensation paid to the five Named Executive Officers has increased by 10.29% per year on average and Unitholder return has decreased by 5.7% per year on average.

Allied has faced a challenging environment in recent years due to a range of economic factors such as rising interest rates and the overall sentiment regarding the office sector. This has resulted in a difficult market environment for office REITs. Despite these challenges, Allied's total cumulative Unitholder return has performed better than the average cumulative return of other office REITs in North America over the last five years.

The following graph compares the total cumulative Unitholder return for \$100 invested in Units with the cumulative total return of the following office REITs during the period commencing on December 31, 2017 and ending on December 31, 2022, assuming the re-investment of all cash dividends/distributions: Boston Properties Inc., Douglas Emmett Inc., Dream Office Real Estate Investment Trust, Hudson Pacific Properties Inc., Kilroy Realty Corp., SL Green Realty Corp. and Vornado Realty Trust (the “Office REITs”).

During the period, the total cumulative Unitholder return for \$100 invested in Units was \$74.40 compared to \$52.35 for the Office REITs.



#### COST OF MANAGEMENT RATIO

The cost of management ratio represents the total compensation paid to the five Named Executive Officers as a percentage of FFO<sup>(1)</sup> for the respective year.

	2020	2021	2022
FFO <sup>(1)</sup>	\$284,732,000	\$253,376,000	\$334,477,000
Total Named Executive Officer Compensation	\$6,666,002	\$8,831,417	\$8,697,663
Cost of Management Ratio	2.3%	3.5%	2.6%

(1) FFO is a non-IFRS measure. Refer to page 41, page 38 and page 70, respectively, of our MD&A for the financial years ended December 31, 2022, December 31, 2021 and December 31, 2020, available on SEDAR at [www.sedar.com](http://www.sedar.com), to find a reconciliation of FFO to its most comparable IFRS measure. Such reconciliations are incorporated by reference herein.

# Trustees' and Officers' Insurance and Indemnification

Allied carries trustees' and officers' liability insurance with an annual aggregate policy limit of \$40,000,000. Under this insurance coverage, Allied is reimbursed for payments made under indemnity provisions on behalf of its trustees and officers contained in the Declaration of Trust, subject to a deductible of \$250,000 for all claims. Individual trustees and officers are also reimbursed for losses arising during the performance of their duties for which they are not indemnified by Allied under an excess policy with an annual aggregate policy limit of \$10,000,000, subject to no deductible. Excluded from coverage are illegal acts, acts which result in personal profit and certain other acts. The aggregate annualized premium for such insurance for the year ended December 31, 2022 is \$222,813. All premiums are paid entirely by Allied. No claims have been made or paid under the aforementioned policies.



# Securities Authorized for Issuance Under Equity Compensation Plans

The following table sets out the aggregate number of Units that were authorized for issuance under the Unit Option Plan and Long Term Incentive Plan as of December 31, 2022. In December 2021, the Trustees, on recommendation of the Governance, Compensation and Nomination Committee, determined that no further Options will be granted under the Unit Option Plan.

As at December 31, 2022		Units to be issued upon exercise of outstanding Options		Units remaining for future issuance under equity compensation plans <sup>(1)</sup>	
PLAN CATEGORY	Number of units	% of outstanding Units	Weighted average unit price	Number of units	% of outstanding Units
Equity Compensation plans approved by Unitholders	1,717,043	1.34%	\$41.98	2,447,363 <sup>(2)</sup>	1.91%
Equity Compensation plans not approved by Unitholders	N/A	N/A	N/A	N/A	N/A
Total	1,717,043	1.34%	\$41.98	2,447,363	1.91%

(1) Includes Units available for issuance under both the Unit Option Plan and the Long Term Incentive Plan. No further Units will be issued under the Long Term Incentive Plan.

(2) Based on a maximum of 5,800,545 Units available for issuance under equity compensation plans of Allied less 1,636,139 Units issued and 1,717,043 Units issuable upon exercise of Options under the Unit Option Plan.

## ADDITIONAL INFORMATION ABOUT THE UNIT OPTION PLAN

Unitholders approved the Unit Option Plan in 2014. In May 2019, Unitholders approved an amendment to increase the number of Units that may be issued under the Unit Option Plan and all other equity compensation plans of Allied from 2,800,545 Units to 5,800,545 Units. In December 2021, the Trustees, on recommendation of the Governance, Compensation and Nomination Committee, determined that no further Options will be granted under the Unit Option Plan.

The TSX requires the following disclosure regarding the Unit Option Plan for as long as any Options are outstanding.

### UNIT OPTION PLAN

Who Participates	Officers and employees of Allied or any subsidiary (including any officer or employee who is also a trustee of Allied)	
	Options have not formed part of non-executive trustee compensation since 2014 and have not formed part of officer or employee compensation since 2021.	
Maximum number of Units issuable under the Unit Option Plan and all other equity compensation plans	5,800,545 Units representing approximately 4.53% of the issued and outstanding Units as at December 31, 2022.	
	Unitholders approved this limit on May 9, 2019.	
Units previously issued under the Unit Option Plan	1,636,139 Units have been issued under the Unit Option Plan representing approximately 1.28% of the issued and outstanding Units as at December 31, 2022.	
Other Limits	<p>The aggregate number of Units reserved for issuance to any one person cannot exceed 5% of the issued and outstanding Units at the date any Option to purchase Units under the Unit Option Plan is granted.</p> <p>The number of Units issuable to insiders at any time under the Unit Option Plan and all security based compensation arrangements cannot exceed 10% of issued and outstanding Units.</p> <p>The number of Units issued to insiders within any one year period under the Unit Option Plan and all security based compensation arrangements cannot exceed 10% of issued and outstanding Units.</p>	
Exercise Price	The exercise price is fixed by the Board, on the recommendation of the Governance, Compensation and Nomination Committee, at the time of the grant of each Option, and will be not less than the closing price of the Units on the TSX on the trading day that immediately precedes the date that the Option was granted.	
Vesting	Options granted prior to February 2017	<p>1/3 vest on each of the first, second and third anniversary date of the grant*</p> <p>Immediately prior to the record date or effective date of a Change of Control, unvested Options vest automatically</p>
	Options granted on February 22, 2017 and later	<p>1/4 vest each of the first, second, third and fourth anniversary date of the grant*</p> <p>Unvested Options held at the time of a Change of Control shall vest on the occurrence of a termination without Just Cause within 12 months of the Change of Control, except with respect to Options granted to Allied's CEO, which vest automatically on a Change of Control pursuant to his employment agreement with Allied</p>
*except as provided by the Board or in accordance with certain provisions of the Unit Option Plan		

Maximum term of Options	<p>10 years from the date of the grant, subject to extension to 10 days following the end of a “blackout period” (the “<i>Blackout Expiration Date</i>”) under Allied’s insider trading policy in the event the term of an Option expires within or immediately following a blackout period. The Blackout Expiration Date will not be subject to the discretion of the Board.</p> <p>The expiry date of each Option is determined by the Board at the time of the grant.</p> <p>All outstanding Options were granted with an expiry date which is 10 years from the date of the grant of the Options.</p>
Transfer / Assignment	Options are not transferable or assignable other than by will, under succession laws or as permitted by the TSX.
Termination of Options	<p>Unless otherwise approved by the Board and subject to TSX approval, Options terminate:</p> <ul style="list-style-type: none"> <li>— three years from the date of death, permanent disability or retirement of an optionee</li> <li>— 30 days from the date of resignation</li> <li>— 60 days from the date of termination of employment with Allied in the case of termination without just cause</li> <li>— one year from the date the optionee who is a non-management Trustee ceases to hold office as a trustee of Allied</li> </ul> <p>Each of the preceding time periods are subject to earlier expiry in the normal course based on original exercise period.</p>

#### ANNUAL BURN RATE

YEAR	NUMBER OF OPTIONS GRANTED	BURN RATE (OPTIONS GRANTED AS A % OF WEIGHTED AVERAGE NUMBER OF UNITS OUTSTANDING IN THE YEAR)
2022	—	—
2021	442,233	0.35%
2020	352,230	0.28%

## MAKING CHANGES

Unitholders and the TSX must approve the following amendments to the Unit Option Plan:

- any amendment to the number of Units issuable under the Unit Option Plan, including an increase in the fixed maximum number of Units or a change from a fixed maximum number of Units to a fixed maximum percentage
- a reduction in the exercise price or purchase price of an Option (other than for standard anti-dilution purposes)
- an increase in the maximum number of Units that may be issued to insiders within any one year period or that are issuable to Insiders at any time
- any change to the definition of “optionee” under the Unit Option Plan which would have the potential of broadening or increasing insider participation
- the cancellation and reissue of Options (or similar entitlements) on different terms
- an extension of the term of an Option beyond the expiry date
- any amendment which would allow the transfer or assignment of Options under the Unit Option Plan (other than for normal estate settlement purposes)
- any amendment to the amendment provisions of the Unit Option Plan
- the addition of any form of financial assistance
- any amendment to a financial assistance provision which is more favourable to optionees
- the addition of a cashless exercise feature, payable in cash or securities, which does not provide for a full deduction of the number of underlying securities from the plan reserve
- the addition of a deferred or restricted share unit or any other provision which results in optionees receiving securities while no cash consideration is received by Allied
- any other amendments that may lead to significant or unreasonable dilution in Allied’s outstanding securities or may provide additional benefits to optionees, especially insiders of Allied, at the expense of Allied and its existing Unitholders

The Board, in its sole discretion, can make other amendments to the plan that are not of the type contemplated above without Unitholder approval (but subject to receipt of any requisite approval of TSX) including, without limitation:

- amendments of a housekeeping nature
- a change to the vesting provisions of an Option or the Unit Option Plan
- a change to the termination provisions of an Option or the Unit Option Plan which does not entail an extension beyond the original expiry date, except as contemplated in the Unit Option Plan
- the addition of a cashless exercise feature, payable in cash or securities, which provides for a full deduction of the number of underlying securities from the plan reserve

An electronic copy of the Unit Option Plan may be accessed on SEDAR at [www.sedar.com](http://www.sedar.com) (filing date: May 14, 2019).

# Additional Information

Financial information regarding Allied is provided in Allied's audited annual financial statements and MD&A for its financial year ended December 31, 2022. Copies of the foregoing and Allied's AIF may be obtained on written request addressed to the CFO of Allied, 134 Peter Street, Suite 1700, Toronto, Ontario, M5V 2H2. Additional information concerning Allied is available online at [www.sedar.com](http://www.sedar.com).

# Approval of the Board of Trustees

The Trustees of Allied have approved the contents of this Management Information Circular and its sending to the Unitholders of Allied, the auditor of Allied and to appropriate governmental and regulatory agencies.

Dated as of the 21<sup>st</sup> day of March, 2023.

By Order of the Board of Trustees

A handwritten signature in dark green ink, appearing to read 'AME' with a stylized flourish at the end.

**ANNE E. MIATELLO**

*Senior Vice President, General Counsel  
and Corporate Secretary*

# Schedule “A”

## –Resolution Concerning Conversion to an Open-end Trust

### RESOLVED AS A SPECIAL RESOLUTION THAT:

1. Allied Properties Real Estate Investment Trust (the “Trust”) convert from a “closed-end” to an “open-end” trust with such amendments to the Trust’s amended and restated declaration of trust dated May 3, 2022 (the “Declaration of Trust”) as the trustees of the Trust (the “Trustees”) consider necessary or desirable to effect the foregoing, including the addition of a redemption right substantially on the terms and conditions described in Schedule B to the management information circular of the Trust dated March 21, 2023 (the “Circular”), subject to the prior receipt by the Trust of a Tax Ruling from CRA (as such terms are defined in the Circular) that is satisfactory to the Trustees in their sole discretion;
2. the Trustees are hereby authorized and directed to execute the Declaration of Trust reflecting the foregoing amendments;
3. notwithstanding that the present resolution has been adopted by the holders of units and special voting units of the Trust (the “Unitholders”), the Trust and the Trustees shall not be obligated to proceed with the amendments to the Declaration of Trust set forth in paragraphs 1 and 2 of this resolution and are hereby authorized and empowered, without further notice to or approval of the Unitholders, to abandon, at any time and in the sole discretion of the Trustees, any of the amendments to the Declaration of Trust contemplated in paragraphs 1 and 2; and
4. any Trustee or officer of the Trust is hereby authorized and empowered on behalf of the Trust to do and perform all acts and things, including the execution of documents, necessary or desirable to give effect to the foregoing resolution.

# Schedule “B”

## –*Right of Redemption*

A holder of Units (a “*Unitholder*”) shall be entitled to demand redemption of some or all of his, her or its Units at any time by delivering a duly completed and properly executed notice requiring redemption in a form satisfactory to the Trustees, together with written instructions as to the number of Units to be redeemed and any further evidence that the Trustees may reasonably require with respect to the identity, capacity or authority of the person giving such notice. Units shall be considered to be tendered for redemption on the date that Allied has, to the satisfaction of the Trustees, received the redemption notice and other required documents or evidence as set out above (the “*Redemption Date*”). Upon receipt of the satisfactory redemption notice and other documents or evidence by Allied, except as set out below, such Unitholder shall cease to have any rights with respect to the Units tendered for redemption (including the right to receive any distributions thereon which are declared payable to Unitholders of record on a date which is subsequent to the Redemption Date), other than the right to receive a price per Unit (the “*Redemption Price*”) equal to the lesser of:

- a. 90% of the “market price” (as defined below) of the Units calculated as of the Redemption Date; and
- b. 100% of the “closing market price” (as defined below) of the Units as of the Redemption Date.

For the purposes of this calculation, the “*market price*” of a Unit as at a specified date will be:

- a. an amount equal to the weighted average trading price of a Unit on the principal exchange or market on which the Units are listed or quoted for trading during the period of ten consecutive trading days ending on such date; or
- b. if the applicable exchange or market does not provide information necessary to compute a weighted average trading price of the Units during the ten day period,
  - i. an amount equal to the weighted average of the closing market prices of a Unit (as defined below) on the principal exchange or market on which the Units are listed or quoted for trading during the period of ten consecutive trading days ending on such date, if there was trading on the applicable exchange or market for at least five of the ten trading days; or



- ii. if there was trading on the applicable exchange or market for fewer than five of the ten trading days, an amount equal to the simple average of the following prices established for each of the ten consecutive trading days ending on such date: (A) the simple average of the last bid and last asking price of the Units for each day on which there was no trading; (B) the closing price of the Units for each day that there was trading if the exchange or market provides a closing price; and (C) the simple average of the highest and lowest prices of the Units for each day that there was trading, if the exchange or market does not provide a closing price but provides only the highest and lowest prices of Units traded on a particular day.

For the purposes of the foregoing calculations, the “*closing market price*” of a Unit as at a specified date will be:

- a. an amount equal to the weighted average trading price of a Unit on the principal exchange or market on which the Units are listed or quoted for trading on the specified date; or
- b. if the applicable exchange or market does not provide information necessary to compute a weighted average trading price of the Units on the specified date,
  - i. an amount equal to the closing price of a Unit on the principal market or exchange on the specified date, if there was a trade on the specified date and the principal exchange or market provides a closing price of the Units on the specified date;
  - ii. if there was trading on the specified date and the principal exchange or market does not provide a closing price but provides only the highest and lowest trading prices of the Units on the specified date, an amount equal to the simple average of the highest and lowest prices of the Units on the principal market or exchange on that date; or
  - iii. if there was no trading on the specified date, the simple average of the last bid and last asking prices of the Units on the principal market or exchange on that date.

If the Units are not listed or quoted for trading in a public market, the Redemption Price will be the fair market value of the Units, which will be determined by the Trustees in their sole discretion.

Notwithstanding the foregoing, if after the Redemption Date of any Units, and before the payment of the Redemption Price for such Units, Allied declares a special distribution on its Units to all Unitholders (other than, for clarity, a distribution contemplated in Section 11.2(b) of the Declaration of Trust), such special distribution shall also be declared and paid on any Units tendered for redemption. If such special distribution is payable in cash, the amount of such special distribution will reduce the Redemption Price as otherwise determined as set forth above, to the extent not already paid and the redeeming Unitholder will be entitled to be paid the special distribution on such Units. If such special distribution is payable by the issuance of additional Units, such additional Units which are attributable to the Units which have been redeemed will be deemed for all purposes to be included in the redemption notice provided to Allied by the redeeming Unitholder. Such additional Units shall be redeemed immediately prior to the consolidation of the Units pursuant to Section 6.27(a) of the Declaration of Trust and the Redemption Price payable in respect of such additional Units shall be zero.

The Redemption Price payable in respect of Units tendered for redemption during any calendar month shall be paid in cash on or before the last day of the month following the month in which the Units were tendered for redemption; provided that the entitlement of Unitholders to receive cash upon the redemption of their Units is subject to the limitation that: (i) the total amount payable by Allied in respect of such Units and all other Units tendered for redemption in the same calendar month exceeds \$50,000 (the “*Monthly Limit*”) (provided that the Trustees may, in their sole discretion, waive such limitation in respect of all Units tendered for redemption in any calendar month); (ii) at the time the Units are tendered for redemption, the outstanding Units must be listed for trading on the Toronto Stock Exchange or traded or quoted on any stock exchange or market which the Trustees consider, in their sole discretion, provides representative fair market value prices for the Units; and (iii) the normal trading of the outstanding Units is not suspended or halted on any stock exchange on which the Units are listed for trading (or, if not so listed, on any market on which the Units are quoted for trading), on the Redemption Date or for more than five trading days during the ten trading day period commencing immediately after the Redemption Date.

If a Unitholder is not entitled to receive cash upon the redemption of Units as a result of the Monthly Limit, then a portion of the Redemption Price per Unit equal to the Monthly Limit divided by the number of Units tendered for redemption in the month shall be paid and satisfied in cash and the remainder of the Redemption Price per Unit shall be paid and satisfied by way of a distribution *in specie* to such Unitholder of one or more Notes having a fair market value determined by the Trustees equal to the product of: (a) the remainder of the Redemption Price per Unit of the Units tendered for redemption, and (b) the number of Units tendered by such Unitholder for redemption. If a Unitholder is not entitled to receive cash upon the redemption of Units as a result of the limitations described in (ii) or (iii) of the foregoing paragraph, the Redemption Price per Unit for each Unit so tendered shall, be paid and satisfied by way of a distribution *in specie* to such Unitholder of one or more Notes having a fair market value equal to the product of: (a) the Redemption Price per Unit of the Units tendered for redemption, and (b) the number of Units tendered by such Unitholder for redemption. For the purposes of this paragraph, “*Notes*” means promissory notes of Allied, Allied Properties Limited Partnership (an Ontario limited partnership to be formed by Allied), a trust all of the units of which, or a corporation all of the shares of which, are owned directly or indirectly by Allied or another entity that would be consolidated with Allied under IFRS, having a maturity date and interest rate determined by the Trustees at the time of issuance. No principal amount of Notes that is not an integral multiple of \$100 will be distributed and, where a Note to be received by a Unitholder includes a principal amount that is not an integral multiple of \$100, the principal amount of such Notes shall be rounded to the next lowest integral multiple of \$100 and the balance shall be paid in cash. Payments by Allied of the Redemption Price as described in this paragraph are conclusively deemed to have been made upon the mailing of the certificates representing the Notes, if any, and a cheque, if any, by registered mail in a postage prepaid envelope addressed to the former Unitholder and/or any party having a security interest and, upon such payment, Allied shall be discharged from all liability to the former Unitholder and any party having a security interest in respect of the Units so redeemed. Allied shall be entitled to all accrued interest, paid or unpaid, on the Notes, if any, on or before the date of distribution *in specie* as described in this paragraph. Any issuance of Notes will be subject to receipt of all necessary regulatory approvals, which Allied shall use reasonable commercial efforts to obtain forthwith.

Some or all of the capital gains of Allied may be allocated, including for purposes the Tax Act or other tax legislation, in the year by Allied to the Unitholders redeeming Units in such year for some or all of the amounts paid on the redemption of their Units. However, an amount shall not be allocated by Allied to a Unitholder redeeming Units in such year to the extent that it would reduce the proceeds from the disposition of the Units of the Unitholder and subsection 132(5) or subsection 132(5.3) of the Tax Act would apply to deny a deduction under subsection 104(6) to Allied of such allocated amount. In all cases, a redeeming Unitholder shall be considered to be fully paid the amount to which the Unitholder is entitled to receive and the Unitholder shall not have a claim against Allied for additional proceeds.

# Schedule “C”

## –Resolution Concerning Amendments to the Declaration of Trust

### RESOLVED AS A SPECIAL RESOLUTION THAT:

1. section 5.1(a) of the amended and restated declaration of trust of Allied Properties Real Estate Investment Trust (the “Trust”) dated May 3, 2022 (the “Declaration of Trust”) be deleted and replaced in its entirety with the following:

“the Trust may invest in interests (including fee ownership and leasehold interests) in real property and Properties Under Development in Canada and the United States;”

2. section 5.1(c) of the Declaration of Trust be deleted and replaced in its entirety with the following:

“the Trust may invest and conduct its activities, directly or indirectly, through an investment in one or more persons on such terms as the Trustees may from time to time determine, including by way of joint venture, partnership or co-ownership arrangements (a “joint venture arrangement”);”

3. section 5.1(e) of the Declaration of Trust be deleted and replaced in its entirety with the following:

“except for temporary investments held in cash, deposits with a Canadian chartered bank or trust company registered under the laws of a province or of Canada, deposits with a savings institution, trust company, credit union or similar financial institution that is organized or chartered under the laws of a state or of the United States, short-term government debt securities, or money market instruments of, or guaranteed by, a Schedule I Canadian bank maturing within one year from the date of issue or except as permitted pursuant to any provision of this Section 5.1, the Trust shall not hold securities of another issuer unless either (i) such securities derive their value, directly or indirectly, principally from real property, or (ii) the principal business of the issuer of the securities is the ownership or operation, directly or indirectly, of real property; or (iii) shares of a corporation which carries on a business which is ancillary or incidental to real property in Canada or the United States in which the Trust holds an interest (in each case as determined by the Trustees) provided that, notwithstanding anything contained in this Declaration of Trust to the contrary, but in all events subject to paragraph (b) above, the Trust may acquire securities of other real estate investment trusts as defined in the Tax Act;”

4. section 5.1(g) of the Declaration of Trust be deleted and replaced in its entirety with the following:

“the Trust shall not invest in raw land, except raw land:

  - i. which is ancillary to property which the Trust is otherwise permitted to purchase or already owns; or
  - ii. for the purpose of renovating, expanding or developing new or existing properties which will be or are expected to be upon completion income-producing;”
5. section 5.1(i) of the Declaration of Trust be deleted and replaced in its entirety with the following section 5.1(i):

“the Trust may invest in mortgages and mortgage bonds (including participating or convertible mortgages) and similar instruments where:

  - i. the real property which is security therefor is real property which otherwise complies with the investment restrictions and operating policies of the Trust in effect at such time; and
  - ii. the aggregate book value of the investments of the Trust in such instruments, after giving effect to the proposed investment, will not exceed 20% of the Adjusted Unitholders’ Equity;”
6. section 5.2(f) of the Declaration of Trust be deleted and replaced in its entirety with the following:

“the Trust will not incur or assume any Indebtedness, other than Permitted Indebtedness, if, after the incurring or assuming of the Indebtedness, the total Indebtedness of the Trust would be more than 60% of the Gross Book Value, excluding convertible debentures (or 65% of the Gross Book Value, including the entire principal amount of indebtedness outstanding pursuant to any convertible debentures, if any such convertible debentures are outstanding);”
7. the following new Section 5.3 be added to the Declaration of Trust:

“a. For the purposes of this Article 5, “Indebtedness” of any person means (without duplication), on a consolidated basis and adjusted, as and to the extent applicable, for Proportionate Consolidation Adjustments:

  - i. any obligation of such person for borrowed money (including, for greater certainty, the full principal amount of convertible debt, notwithstanding its presentation under IFRS);
  - ii. any obligation of such person incurred in connection with the acquisition of property, assets or businesses;
  - iii. any obligation of such person issued or assumed as the deferred purchase price for property;
  - iv. any Capital Lease Obligation of such person; and
  - v. any obligations of the type referred to in paragraphs (i) through (iv) of another person, the payment of which such person has guaranteed or for which such person is responsible or liable;

provided that, (A) for the purpose of paragraphs (i) through (v) (except in respect of convertible debt, as described above), an obligation will constitute Indebtedness only to the extent that it would appear as a liability on the consolidated balance sheet of such person in accordance with IFRS; (B) obligations referred to in paragraphs (i) through (v) exclude (a) trade accounts payable, (b) distributions payable to Unitholders and to holders of Exchangeable Securities, (c) accrued liabilities arising in the ordinary course of business which are not overdue or which are being contested in good faith, (d) indebtedness with respect to the unpaid balance of installment receipts, where such indebtedness has a term not in excess of 12 months, (e) intangible liabilities, (f) deferred revenues and (g) those obligations accounted for as finance leases (i.e., freehold lease and land lease obligations under IFRS); and (h) the Trust Units and the Exchangeable Securities, all of which will be deemed not to be Indebtedness for the purposes of this definition.

b. The term “Permitted Indebtedness” as used in this Article 5 means:

- i. Indebtedness of the Trust owed to any of its subsidiaries and Indebtedness of any subsidiary of the Trust owed to the Trust and/or another of its subsidiaries provided, however, that the provisions of this Section 5.3(b)(i) will no longer be applicable:
  - A. upon the subsequent transfer or other disposition by the Trust or any of its subsidiaries to any person other than the Trust or another of the Trust’s subsidiaries of such Indebtedness, to the amount of such Indebtedness that was so transferred or otherwise disposed of to such other person; or
  - B. in the case of Indebtedness of the Trust owed to any of its subsidiaries, upon the subsequent issuance or disposition of common shares, trust units or partnership units, as the case may be, of such subsidiary (including, without limitation, by consolidation or merger) which results in such subsidiary ceasing to be a subsidiary of the Trust (and thereby for this purpose a “**third party**”), to the amount of such Indebtedness equal to the product obtained by multiplying the amount of such Indebtedness by the percentage of common shares of the third party owned immediately after such issuance or disposition of such common shares by persons other than the Trust or one of its subsidiaries, and, in each case, such amount of such Indebtedness will be deemed for the purpose of Section 5.2(f) to have been incurred at the time of such transfer, issuance or disposition; and
- ii. Indebtedness of the Trust or any of its subsidiaries (“**Refinancing Indebtedness**”) which is incurred, or the proceeds of which are used, to renew, extend, repay, redeem, purchase, refinance or refund from time to time in whole or in part (each a “**Refinancing**”) (including any subsequent Refinancing) any Indebtedness of the Trust or any of its subsidiaries (the “**Original Indebtedness**”) whether now existing, or incurred or assumed at a time when permitted hereunder; provided, however, that the amount of the Refinancing Indebtedness (or subsequent Refinancing Indebtedness) does not exceed the total amount paid by the Trust to retire the Original Indebtedness or any prior Refinancing thereof (including any premium and all expenses incurred in connection therewith).”

8. section 1.1 of the Declaration of Trust be amended to include the following defined terms:
- “**Capital Lease Obligation**” of any person means the obligation of such person, as lessee, to pay rent or other payment amounts under a lease of real or personal property which is required to be classified and accounted for as a capital finance lease or a liability on a consolidated balance sheet of such person in accordance with IFRS;
- “**Equity Interests**” means all shares, options, warrants, general or limited partnership interests, membership interests or other equivalents (regardless of how designated) of or in a corporation, partnership, limited liability company or equivalent entity whether voting or non-voting, participating or non-participating, including common stock, preferred stock or any other equity security;
- “**Joint Venture Arrangement**” means any real estate asset or operation in which the Trust or any of its subsidiaries participates where they do not, considered together on a combined basis, own 100% of the Equity Interests in the asset or operation;
- “**Proportionate Consolidation Adjustments**” means the effect on assets, liabilities, unitholders’ equity, revenues, expenses and other financial statement elements of accounting for Joint Venture Arrangements using the proportionate consolidation method irrespective of, and in place of, the accounting treatment applied under IFRS;”
9. the definition of “Gross Book Value” in section 1.1 of the Declaration of Trust be deleted and replaced in its entirety with the following:
- “**Gross Book Value**” means, at any time, the total assets of the Trust shown on the then most recent interim balance sheet of the Trust, *giving effect to the Proportionate Consolidation Adjustments;*”
10. sections 5.1(j), 5.1(m) and 5.2(g) of the Declaration of Trust be deleted in their entirety;
11. the following new section 6.27 be added to the Declaration of Trust and the numbering of the existing sections 6.27 and 6.28 shall be adjusted accordingly:
- “Section 6.27 Consolidation of Units**
- a. Unless the Trustees determine otherwise, and subject to all necessary regulatory approvals, immediately after any *pro rata* distribution of additional Units to all Unitholders pursuant to Section 11.2(d) or otherwise as determined by the Trustees, the number of the outstanding Units will automatically be consolidated such that each such holder will hold after the consolidation the same number of Units as such holder held before the distribution of additional Units. In this case, each Unit certificate representing the number of Units prior to the distribution of additional Units is deemed to represent the same number of Units after the non-cash distribution of additional Units and the consolidation.

- b. Notwithstanding Section 6.27(a), where tax is required to be withheld from a Unitholder's share of the distribution contemplated by Section 6.27(a), the consolidation will result in such Unitholder holding that number of Units equal to (i) the number of Units held by such Unitholder prior to the distribution plus the number of Units received by such Unitholder in connection with the distribution (net of the number of whole and part Units withheld on account of withholding taxes) multiplied by (ii) the fraction obtained by dividing the aggregate number of Units outstanding prior to the distribution by the aggregate number of Units that would be outstanding following the distribution and before the consolidation if no withholding were required in respect of any part of the distribution payable to any Unitholder. Such Unitholder will be required to surrender the Unit certificates, if any, representing such Unitholder's original Units, in exchange for a Unit certificate representing such Unitholder's post-consolidation Units."
12. the following new section 11.2(d) be added to the Declaration of Trust:
- "d. Where (i) the Trustees determine that the Trust does not have available cash in an amount sufficient to make payment of the full amount of any distribution that has been declared payable, or otherwise made payable, pursuant to this Article 11 on the due date for such payment, or (ii) the Trustees otherwise determine in their discretion, the payment may, at the option of the Trustees, include or consist entirely of the issuance of additional Units, or fractions of Units, if necessary, having a fair market value as determined by the Trustees equal to, in the case of (i) above, the difference between the amount of such distribution declared to be payable and the amount of cash that has been determined by the Trustees to be available for the payment of such distribution, and in the case of (ii) above, the amount of such distribution declared to be payable. Such additional Units will be issued pursuant to applicable exemptions under applicable securities laws, discretionary exemptions granted by applicable securities regulatory authorities or a prospectus or similar filing."
13. the following new section 11.8 be added to the Declaration of Trust:
- "Section 11.8 Withholding Taxes**
- The Trustees shall deduct or withhold from distributions payable to any holder of Units all amounts required by law to be withheld from such distributions, whether such distributions are in the form of cash or otherwise. In the event of a distribution in the form of additional Units, the Trustees may sell Units of such holder of Units to pay such withholding taxes and to pay all of the Trustees' reasonable expenses with regard thereto and the Trustees shall have the power of attorney of such holder of Units to do so. Any such sale shall be made on any stock exchange on which the Units are then listed and upon such sale, the affected holder of Units shall cease to be the holder of such Units."
14. the Declaration of Trust be further amended to the extent necessary to reflect and give effect to the foregoing;
15. the trustees of the Trust (the "*Trustees*") are authorized and directed to execute the Declaration of Trust reflecting the foregoing amendments;



16. notwithstanding that the present resolution has been adopted by the holders of units and special voting units of the Trust (“*Unitholders*”), the Trust and the Trustees shall not be obligated to proceed with the amendments to the Declaration of Trust set forth in paragraphs 1 through 13 of this resolution and are hereby authorized and empowered, without further notice to or approval of the Unitholders, to abandon, at any time and in the sole discretion of the Trustees, any of the amendments to the Declaration of Trust contemplated in paragraphs 1 through 13; and
17. any Trustee or officer of the Trust is hereby authorized and empowered on behalf of the Trust to do and perform all acts and things, including the execution of documents, necessary or desirable to give effect to the foregoing resolution.

# Schedule “D”

## *–Trustees’ Mandate*

### **TRUSTEES’ RESPONSIBILITIES**

The Trustees are explicitly responsible for the stewardship of Allied. To discharge this obligation, the Trustees should assume responsibility in the following areas:

#### STRATEGIC PLANNING

- Provide input to management on emerging trends and issues.
- Review and approve, if appropriate, management’s strategic plan on an annual basis.
- Review and approve Allied’s financial objectives, plans and actions, including significant capital allocations and expenditures.

#### MONITORING TACTICAL PROGRESS

- Monitor corporate performance against the strategic plan, including assessing operating results to evaluate whether the business is being properly managed.

#### ENVIRONMENTAL, SOCIAL AND GOVERNANCE (“ESG”) STRATEGY

- Oversee and monitor Allied’s ESG Strategy, including the integration of sustainability into Allied’s overall business strategy.
- Delegate, in their discretion, the oversight and monitoring of Allied’s ESG policies, practices and performance to a committee of the Board.

## ENTERPRISE RISK MANAGEMENT

- Oversee Allied's enterprise risk management program and practices, including the design, structure and evaluation of Allied's enterprise risk management framework.
- Oversee the identification and monitoring of the principal risks of Allied's business and ensure that appropriate systems are in place to identify, evaluate and manage these risks, including financial, operational, ESG, climate and information security risks.
- Delegate, in their discretion, the design, structure and evaluation of the enterprise risk management framework and the identification, evaluation and management of the principal risks of Allied's business to a committee of the Board.

## SENIOR LEVEL TALENT AND SUCCESSION PLANNING

- Select, monitor and evaluate the CEO and other senior executives, and ensure management succession.
- Approve a position description for the CEO including limits to management's responsibilities and corporate objectives which the CEO is responsible for meeting, all upon recommendation from the Governance, Compensation and Nomination Committee.
- Engage in succession planning including monitoring the appointment and training of senior management.

## INTEGRITY

- Ensure the integrity of Allied's internal control and management information systems.
- Ensure ethical behaviour and compliance with laws and regulations, audit and accounting principles, and Allied's own governing documents.
- Satisfy itself as to the integrity of the CEO and other executive officers and that the CEO and other executive officers create a culture of integrity throughout the organization.
- Monitor compliance with the Code of Business Conduct of Allied.

## MATERIAL TRANSACTIONS

- Review and approve material transactions not in the ordinary course of business.
- Review and approve material related party transactions in accordance with Allied's Declaration of Trust and the processes and protocols developed by the Governance, Compensation and Nomination Committee.

## MONITORING TRUSTEES' EFFECTIVENESS

- Assess its own effectiveness in fulfilling the above and Trustees' responsibilities, including monitoring the effectiveness of individual Trustees.

#### EXPECTATIONS AND RESPONSIBILITIES

- Trustees are expected to attend all meetings of the Board. Trustees are expected to have reviewed meeting materials in advance of meetings.

#### OTHER

- Perform such other functions as prescribed by law or assigned to the Trustees in Allied's Declaration of Trust.

# Questions May Be Directed to the Proxy Solicitation Agent and Unitholder Communications Advisor



**North American Toll Free**  
1-877-452-7184

**Outside North America**  
416-304-0211

**Email:**  
[assistance@laurelhill.com](mailto:assistance@laurelhill.com)