



## **ARTIS REAL ESTATE INVESTMENT TRUST BOARD OF TRUSTEES MANDATE**

*Adopted as of February 28, 2023*

### **1. PURPOSE**

The Board of Trustees (the “Board”) of Artis Real Estate Investment Trust (“Artis” or the “REIT”) is responsible for the stewardship of Artis and for overseeing the conduct of business of Artis and the activities of management, who are responsible for the day-to-day conduct of the business.

The Board shall be responsible for exercising its powers and taking such actions as may be necessary or desirable in order to comply with the provisions of the REIT’s Declaration of Trust, as amended from time to time (the “Declaration of Trust”).

### **2. COMPOSITION AND OPERATION**

#### **2.1 General**

Members of the Board shall serve at the pleasure of the unitholders of the REIT and the unitholders of the REIT shall elect the Board annually (except to the extent set forth in the Declaration of Trust).

The composition and organization of the Board, including the number, qualifications and remuneration of the trustees; the number of Board meetings; Canadian residency requirements; quorum requirements; meeting procedures; and notices of meetings are governed by applicable laws, rules and regulations and the Declaration of Trust.

The Board may appoint such Committees from time to time as it considers appropriate in compliance with the REIT’s Declaration of Trust to act on behalf of the Board or make recommendations to the Board with respect to matters to be decided by the Board. If such Committees are intended as permanent Committees, they shall have a mandate document that defines their responsibilities in relation to the Board and the extent of delegated powers to such Committees. The functions of the Board, subject to applicable laws and the Declaration of Trust of the REIT, may be delegated to its Committees except where provided otherwise in the Declaration of Trust.

Each trustee must have an understanding of the REIT’s principal operational and financial objectives, plans and strategies, and financial position and performance. Trustees must have sufficient time to carry out their duties and not assume responsibilities that would materially interfere with, or be incompatible with, Board membership. Trustees who experience a significant change in their personal circumstances, including a change in their principal occupation, are expected to promptly advise the Chair of the Governance, Nominating and Compensation Committee of the Board.

#### **2.2 Independence**

A majority of the Board must be independent within the meaning of the provisions of National Policy 58-201 – *Corporate Governance Guidelines* and in accordance with applicable regulatory and stock exchange requirements.

## **2.3 Chair of the Board**

The Board shall appoint annually an independent trustee to act as Chair of the Board. The Board shall provide the Chair with a written mandate.

## **3. DUTIES AND RESPONSIBILITIES**

### **3.1 General Responsibilities**

- (a) The Board shall exercise general stewardship responsibilities with respect to the REIT. Without limitation, stewardship shall include the specific responsibilities and duties outlined in this Mandate.
- (b) The Board shall oversee the management of the REIT. In doing so, the Board shall establish a productive working relationship with the Chief Executive Officer, Chief Financial Officer, and other officers of the REIT to create a culture of integrity.
- (c) The officers of the REIT, under the leadership of the Chief Executive Officer, shall be responsible for general day-to-day management of the REIT and for making recommendations to the Board with respect to long-term strategic, financial, organizational and related objectives.
- (d) The roles and responsibilities of the Board are intended to primarily focus on the formulation of long-term strategic, financial and organizational goals for the REIT and on the monitoring of management performance. Without limitation, the Board is responsible for:
  - (i) participating in the development of and approving a strategic plan for the REIT;
  - (ii) monitoring the financial performance including reviewing Artis' ongoing financial performance and results of operations;
  - (iii) reviewing the REIT's debt management strategy;
  - (iv) reviewing and approving Artis' audited financial statements and management's discussion and analysis;
  - (v) identifying the principal risks of the REIT's business and ensuring the implementation of systems to monitor and, if appropriate, mitigate these risks;
  - (vi) reviewing and approving the business and investment objectives to be set by management of the REIT;
  - (vii) succession planning (including appointing, developing and monitoring executive management);
  - (viii) ensuring the integrity and adequacy of the REIT's internal controls and management information systems;
  - (ix) defining the roles and responsibilities of management;
  - (x) assessing the performance of management;
  - (xi) ensuring effective and adequate communication with the unitholders and other stakeholders as well as the public at large; and
  - (xii) establishing committees of the Board, where required or prudent, and, where appropriate, defining their mandate.

- (e) The Board shall review and approve the REIT's financial objectives, short and long-term business plans for the REIT's businesses and monitor performance in accordance with such plans. The Board shall also approve, without limitation to its obligations and duties as set out in the Declaration of Trust:
  - (i) significant capital allocations and expenditures;
  - (ii) review and approve all material transactions;
  - (iii) all matters that would be expected to have a major impact on unitholders, creditors or employees;
  - (iv) on advice from the Governance, Nominating and Compensation Committee, the appointment any person who is to hold an officer position of the REIT;
  - (v) the REIT's strategic plan; and
  - (vi) any proposed changes in compensation to be paid to members of the Board on the recommendation of the Governance, Nominating and Compensation Committee.
- (f) The Board has established a Governance, Nominating and Compensation Committee which establishes the Board's approach to corporate governance, including developing a set of principles and guidelines applicable to the REIT.
- (g) The Board shall annually consider what additional skills and competencies would be helpful to the Board, and ensure the Board has the necessary diversity, perspectives, experiences, skills and tenure. The identification of specific candidates for consideration shall be the responsibility of the Governance, Nominating and Compensation Committee which shall be guided by the findings of the Board in relation to competencies and skills.
- (h) The Board will oversee ethical behaviour and compliance with laws and regulations (which includes overseeing the choice of critical accounting principles on recommendations from the Audit Committee of the Board).
- (i) With respect to significant risks and opportunities affecting the REIT, the Board may impose such limits on the activities of the REIT as may be in the interests of the REIT and its unitholders.
- (j) The Board will adopt prudent financial standards with respect to the affairs of the REIT and periodically will approve target levels of debt in relation to the REIT's consolidated capitalization and other similar financial prudence standards.
- (k) The Board shall perform such other functions as are prescribed by law, as are assigned to the Board in the REIT's Declaration of Trust and as it may from time to time determine in accordance with the plenary powers of the Board.
- (l) The Board shall receive the following reports on a regular basis:
  - (i) periodic reports from its Committees following Committee meetings and, annually, a report from each Committee as to the work undertaken by the Committee and the Committee's recommendations, if any, for change with respect to its responsibilities and effectiveness; and
  - (ii) regular reports from the Chief Executive Officer and Chief Financial Officer on the REIT's financial and operating performance.

### **3.2 Relationship with Committees**

- (a) The Board shall annually assess the mandates of its Committees.
- (b) The Board shall annually appoint a member of each Committee to act as Chair of the Committee on the advice of the Chair of the Board and the Governance, Nominating and Compensation Committee.

### **3.3 Executive Management**

- (a) The Board will review with the Governance, Nominating and Compensation Committee and approve the objectives set for the Chief Executive Officer and performance in relation to such objectives.
- (b) The Board appoints and supervises the Chief Executive Officer and other members of executive management, approves their compensation (on the advice of the Governance, Nominating and Compensation Committee) and, as permitted by the Declaration of Trust and applicable law, delegates to executive management responsibility for the day-to-day operations of the REIT.
- (c) The Board will, to the extent feasible, satisfy itself as to the integrity of the Chief Executive Officer and the other members of executive management and that the Chief Executive Officer and other members of executive management create a culture of integrity throughout the REIT.

### **3.4 Financial Statements and Significant Disclosure Documents**

- (a) The Board will review on an ongoing basis the financial and underlying operational performance of the REIT.
- (b) The Board will review and approve the REIT's annual information form as well as its annual report and related financial statements and annual management's discussion and analysis disclosure. In doing so, the Board will consider the quality and usefulness of the information from the perspective of its unitholders.
- (c) The Board will review and approve for release quarterly financial statements and related disclosure.
- (d) The Board will periodically review the means by which unitholders can communicate with the REIT including the opportunity to do so at the annual meeting, communications interfaces through the REIT's website and the adequacy of resources available within the REIT to respond to unitholders.

### **3.5 Environmental, Social and Governance**

- (a) The Governance, Nominating and Compensation Committee will make recommendations to the Board, and the Board will oversee the REIT's environmental, social and governance program and related policies and practices, including alignment of the environmental, social and governance strategy and initiatives with the overall business strategy.
- (b) The Board will review and approve the annual environmental, social and governance report.

## **4. RESOURCES, MEETINGS AND REPORTS**

- (a) The Board shall have adequate resources to discharge its responsibilities. The Board shall be

empowered to engage advisors as may be appropriate from time to time to advise the Chair or the Board with respect to duties and responsibilities.

- (b) The Board shall meet not less than four times per year.
- (c) The meetings of the Board shall ordinarily include the Chief Executive Officer (if not a trustee) and shall periodically include other executive officers as may be appropriate and as may be desirable to enable the Board to become familiar with the REIT's management team.
- (d) The Chair shall act as, or appoint a, Secretary who shall keep minutes of its meetings in which shall be recorded all actions taken by the Board. Such minutes shall be made available to Board members at their request and all such minutes shall be approved by the Board for entry in the records of the REIT.
- (e) Each trustee is expected to be diligent in preparing for attending meetings of the Board and any Committee of which he or she is a member. Preparation for meetings includes advance review of the meeting materials. In addition, each trustee is expected to attend each annual meeting of unitholders. A trustee who is unable to attend a Board or Committee meeting may participate remotely by teleconference or videoconference.
- (f) The Board shall have the authority to request from management of the REIT and from other sources, such information as the Board considers necessary in order to discharge its oversight responsibilities, including inspecting any relevant records of the REIT and its subsidiaries.

## **FEEDBACK**

The Board welcomes input and comments from unitholders of the REIT. You may contact the Board at:

Chair of the Board of Trustees of  
Artis Real Estate Investment Trust  
600-220 Portage Avenue Winnipeg, MB

Board Chair Email: [boardchair@artisreit.com](mailto:boardchair@artisreit.com)