



**ARTIS REAL ESTATE INVESTMENT TRUST
GOVERNANCE, NOMINATING AND COMPENSATION
COMMITTEE CHARTER**

Adopted as of February 28, 2023

1. PURPOSE AND OBJECTIVES

The purpose of the Governance, Nominating and Compensation Committee (the “Committee”) of the Board of Trustees (the “Board”) of Artis Real Estate Investment REIT (“Artis” or the “REIT”), is to provide leadership in shaping the corporate governance, nominating and compensation policies and practices of the REIT. The objectives of the Committee are as follows:

- (a) To oversee the governance of the REIT;
- (b) To oversee the nomination process for persons elected to the Board, recommend the composition of the committees of the Board, and recommend the Chairs of the committees of the Board;
- (c) To oversee all compensation including:
 - (i) make recommendations to the Board with respect to all compensation, including but not limited to compensation granted pursuant to the Equity Incentive Plan, granted to the Chief Executive Officer;
 - (ii) review the Chief Executive Officer’s recommendation for compensation for the Chief Financial Officer and all senior management; and
 - (iii) recommend the remunerations of the trustees of the REIT; and
- (d) To oversee the environmental, social and governance practices and policies of the REIT.

2. GENERAL

The Committee is responsible for fulfilling the duties ascribed to it in this Governance, Nominating and Compensation Committee Charter (the “Charter”), including those specifically delegated to it from time to time by the Board.

In the event that any provision of the Charter, as amended from time to time, conflicts with or contravenes any provision of the Declaration of Trust, such provision of the Declaration of Trust will govern and nothing herein shall be construed as giving the trustees who are members of the Committee any powers or authority in addition to, or greater than, the power and authority established by the Declaration of Trust.

3. ORGANIZATION

3.1. Members

The members of the Committee will be selected by the Board on the recommendation of the Governance, Nominating and Compensation Committee. The Committee will be composed of three or more trustees of the REIT. A majority of the Committee members shall be resident Canadians.

All Committee members must be independent within the meaning of the provisions of National Policy 58-201 – *Corporate Governance Guidelines of the Canadian Securities Administrations*, as amended from time to time.

3.2 Term of Members

The Committee members shall be appointed annually or as required by the Board. Each member of the Committee shall serve at the pleasure of the Board until the member resigns, is removed, or ceases to be a member of the Board.

3.3 Chair

Each year, the Board will appoint one member to be the Chair of the Committee (who shall be a resident Canadian). If, in any year, the Board does not appoint a Chair of the Committee, the incumbent Chair of the Committee will continue in office until a successor is appointed.

4. MEETINGS

4.1 Number of Meetings and Scheduling

The Committee will meet as often as it determines is necessary to fulfill its responsibilities, but in any event, will meet not less than four times per calendar year. A meeting of the Committee may be called by the Chair of the Committee, the Chair of the Board, the Chief Executive Officer, the Chief Financial Officer or any Committee member.

Meetings may be held by way of conference call or in person. If in person, meetings will be held at a location determined by the Chair of the Committee. Notice shall be given in accordance with the provisions of the REIT's Declaration of Trust applicable for meetings of trustees.

4.2 Quorum

A majority of the members of the Committee will constitute a quorum and all actions of the Committee will be taken by a majority of the members present at the meeting.

4.3 Agenda

The Chair shall establish the agenda for each meeting of the Committee with input from management of the REIT. Any member of the Committee may propose the inclusion of items on the agenda, or at any meeting raise subjects that are not on the agenda for the meeting.

4.4 Distribution of Information

The Chair shall distribute, or request the REIT's Corporate Secretary to distribute, an agenda and meeting materials in advance of each meeting to allow members sufficient time to review and consider the matters to be discussed.

4.5 Attendance and Participation

Each member is expected to attend all meetings. A member who is unable to attend a meeting in person may participate by telephone or video conference.

4.6 Voting, Approval and Other Procedures

Voting and approval procedures for meetings of the Committee will be governed in the same manner applicable to trustees as prescribed by the Declaration of Trust. If not prescribed by the Declaration of Trust, voting and approval procedures will be determined by the Chair of the Committee or by way of a resolution of the Committee of the Board, or by way of email correspondence with resolutions to be executed in a timely manner thereafter.

In case of an equality of votes, the Chair of the meeting shall not be entitled to a second or casting vote.

4.7 Absence of Chair of the Committee

In the absence of Chair of the Committee at a meeting of the Committee, the members in attendance must select one of them to act as Chair of that meeting.

4.8 Secretary

The Committee may appoint one of its members or any other person to act as Secretary.

4.9 Minutes; Reporting to the Board

The Chair of the Committee will keep minutes of the Committee and such minutes will be retained in the corporate records of the REIT. The Chair shall report to the Board on all material matters considered by the Committee at the first Board meeting after the Committee's meeting; however, the Chair may report orally to the Board on any matter in his or her view requiring the immediate attention of the Board.

4.10 Removal and Vacancies

Any member may be removed and replaced at any time by the Board. The Board will fill vacancies on the Committee by appointment from among members of the Board. If a vacancy exists on the Committee, the remaining members will exercise all of its powers so long as a quorum remains in office.

4.11 Attendance of Non-Members and Retaining Advisors

The Committee may invite, at its discretion, any officer, management or employee of the REIT, legal counsel, advisors and other persons whose attendance it considers necessary or desirable in order to carry out its responsibilities. The Committee may retain outside legal and other experts at the expense of the REIT where required to assist and advise the Committee in carrying out the Committee's duties and responsibilities.

4.12 Procedure

The procedures for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those applicable to meetings of the Board.

4.13 Access to Management

The Committee shall have unrestricted access to the REIT's management and employees and the books and records of the REIT.

4.14 Sub Committees

The Committee may establish from time to time such sub-committees as it considers necessary or advisable. Such sub-committees may be comprised of members of the Committee and or employees of the REIT as may be considered advisable.

5. DUTIES AND RESPONSIBILITIES

Subject at all times to the provisions of the Declaration of Trust, and to any other regulations or resolutions that the trustees may adopt, the Committee is responsible for:

5.1 Governance Matters

To fulfill its duties and responsibilities, the Committee shall:

Code of Business Conduct and Ethics

- (a) at least annually, report to the Board on compliance with, or material deficiencies from, the Code of Business Conduct and Ethics and recommend any amendments of such code to the Board;
- (b) report to the Board, when determined necessary by the Committee, on investigation and any resolutions of complaints received under the Code of Business Conduct and Ethics;

Polices, Charters, Mandates and Position Descriptions

- (c) develop, review and recommend to the Board strategic corporate policies such as insider trading policies, confidentiality policies, code of conduct and other relevant policies associated with ensuring an effective system of corporate governance. In this regard, the Committee will review, with counsel, the REIT's compliance with applicable laws and regulations and inquiries received from regulators and governmental agencies;
- (d) review the Disclosure Policy of the REIT and recommend any proposed amendments to the Board and shall review the disclosure in the public disclosure documents of the REIT relating to corporate governance practices;
- (e) review and assess the following documents and recommend to the Board such amendments as may be necessary or advisable to reflect the REIT's system of and overall approach to corporate governance:
 - (i) the mandates and charters of the Board and the committees of the Board; and
 - (ii) the position descriptions of the Chair of the Board, the Chief Executive Officer, and the chairs of the Board committees.

Ongoing Monitoring

- (f) monitor conflicts of interest of members of the Board and the Chief Executive Officer in accordance with the Code of Business Conduct and Ethics and oversee the investigation of any alleged breach thereof. Further, shall ensure the Chief Executive Officer reports all conflicts of management to this Committee and the Chair of the Board;
- (g) oversee the application of and compliance with the Declaration of Trust of the REIT;
- (h) undertake on behalf of the Board such other corporate governance initiatives as may be necessary or desirable to enable the Board to contribute to the advancement of the REIT and to enhance unitholder value;

Disclosure Document Review

- (i) review and approve public disclosure related to governance contained in the annual management proxy circular or other disclosure documents and publications;

Environmental, Social and Governance Matters (“ESG”)

- (j) review and recommend to the Board the REIT’s overall general strategy with respect to ESG matters to promote long-term sustainable performance;
- (k) meet with management, at least quarterly, to review the REIT’s ESG strategy and the goals in relation to achieving the strategy;
- (l) oversee the REIT’s policies, practices and performance with respect to ESG matters;
- (m) evaluate and mitigate emergent risks related to ESG matters, including the REIT’s approach to and the risks associated with environmental and climate, health and safety and social matters;
- (n) oversee the REIT’s reporting and communications related to ESG matters, including the oversight of the annual ESG Report, reporting related to applicable ESG reporting frameworks and ensuring effective communication with stakeholders;
- (o) review, with management, the REIT’s approach to social, community and sustainability initiatives including the charitable giving strategy of the REIT;

Additional Governance Duties

- (p) ensure that any issues relating to governance which are identified by the trustees are raised with the appropriate members of senior management; and
- (q) undertake such other initiatives as are necessary or desirable to provide effective governance for the REIT.

5.2 Nominating and Compensation Matters

To fulfill its duties and responsibilities, the Committee shall:

Board Size, Composition and Structure

- (a) examine the size of the Board and recommend to the Board a size that facilitates effective decision making. In addition, taking into consideration the recommended size of the Board, and subject to the requirements of the Declaration of Trust, the Committee will recommend the number of Board positions to be filled by independent trustees;
- (b) review the overall composition of the Board to ensure the Board has the necessary diversity, perspectives, experience, skills and tenure and make recommendations to the Board as it determines appropriate;
- (c) evaluate whether the necessary and appropriate committees exist to support the work of the Board and make recommendations to the Board for the reorganization of responsibilities among committees, the creation of additional committees or sub-committees or the elimination of committees as it determines appropriate;

Candidates for Board of Trustees and Election

- (d) oversee the process of identifying, and recommend to the Board, a list of candidates for nomination for election to the Board at the REIT's annual meeting of unitholders;
- (e) recommend to the Board, annually or as required, the individual trustees to serve on the various committees of the Board, and a proposed Chair of each of the various Committees of the Board;
- (f) as the need arises, oversee, identify and recommend to the Board new candidates for Board membership, and in making such recommendations the Committee will provide an assessment of whether each candidate is or would be an "Independent Trustee" (within the meaning of the Declaration of Trust) and whether such candidates would meet the eligibility requirements imposed by the Declaration of Trust for membership on one or more of the committees of the Board;
- (g) ensure compliance with the majority voting policy for trustee elections;

Succession

- (h) develop a Board succession plan that is responsive to the REIT's needs and the interests of its unitholders;

Performance Assessment

- (i) at least annually, assess the effectiveness of the Board, each of its committees and each individual trustee, including (i) an assessment of the skills and experiences of the Board as a whole and its committees in relation to the needs of the REIT and (ii) a review of the size of the Board and its committees in relation to the needs of the REIT, and delivering such assessments to the Chair of the Board, with the exception of the assessment of the Chair of the Board;
- (j) ensure annual completion and dissemination of the results of Board effectiveness questionnaires for trustees and individual peer evaluations;
- (k) at least annually, report to the Board regarding its evaluation of trustee independence standards established by the Board and the Board's ability to act independent from management in fulfilling its duties;

Orientation and Continuing Education

- (l) oversee the implementation of an orientation program for new members of the Board;
- (m) coordinate the implementation of continuing development programs to enable the trustees to maintain or enhance their skills and abilities as trustees, as well as ensuring their knowledge and understanding of the REIT and its business remains current;

Executive Management Selection, Retention and Succession Planning

- (n) periodically review the REIT's organizational structure (including headcount and aggregate employee costs), consider policies and principles for the selection and retention of executive management and succession planning for executive management;

Management Development

- (o) review the Chief Executive Officer's recommendations with regards to retention programs for members of executive management, review and monitor the practices used to evaluate members of executive management, and review the Chief Executive Officer's recommendations

and/or discussions with respect to the recruitment, promotion, transfer and termination of other members of senior management;

- (p) consider the establishment of an appropriate comparator group for purposes of setting future compensation of executive management and considering grants under incentive compensation plans;

Compensation Approach

- (q) at least annually, report to the Board on the REIT's approach to human resource management and executive compensation;

Trustee Compensation

- (r) review, at least annually, the adequacy and form of trustees' compensation and recommend to the Board a compensation model that appropriately compensates trustees for the responsibilities and risks involved in being a trustee or a member of one or more Board committees, as applicable. In discharging this duty, the Committee will bear in mind that compensation should fairly pay trustees for work required in respect of an issuer of the REIT's size and scope;

Trustee Equity Ownership

- (s) review annually and make recommendations to the Board as to the minimum equity ownership positions by trustees;

Evaluation, Compensation and Succession of the Chief Executive Officer

- (t) on an annual basis, review and approve the goals and objectives that are relevant to the Chief Executive Officer's compensation;
- (u) evaluate the Chief Executive Officer's performance in meeting his or her annual goals and objectives;
- (v) determine, or if such determination is not feasible due to existing contractual arrangements involving the REIT, provide its opinion on, the Chief Executive Officer's compensation based on the evaluation referred to above and such other factors as the Committee considers relevant;
- (w) assist the Board in evaluating and nominating potential successors to the Chief Executive Officer subject to any constraints resulting from existing contractual arrangements involving the REIT;
- (x) recommend to the Board remedial action where necessary;

Compensation of Executive Management

- (y) after obtaining and considering the recommendation of the Chief Executive Officer, make recommendations to the Board concerning the compensation of other members of executive management. The Committee will assess the compensation of members of executive management in light of the REIT's performance, unitholder returns, compensation paid to senior management in comparable organizations and such other factors as the Committee considers relevant from time to time. In addition, in assessing the compensation of the Chief Financial Officer, the Committee will consider any input from the Audit Committee regarding his or her competence and performance;

Incentive Compensation

- (z) make recommendations to the Board with respect to the adoption and amendment of incentive compensation plans, including equity-based plans for the REIT and its subsidiaries subject to unitholder approval, as appropriate;
- (aa) administer and approve all grants under any incentive compensation plans adopted by the REIT;
- (bb) make recommendations to the Board with respect to all short-term incentive compensation plans and long-term incentive compensation plans for senior management;

Benefit Plans and Perquisites

- (cc) review the employee benefit plans and discuss with the Chief Executive Officer any questions or concerns the Committee may have regarding such plans; review and make recommendations to the Board with respect to all benefit plans designed primarily for members of executive management and any other special or significant perquisites granted only to members of executive management;

Employment Agreements and Severance Arrangements

- (dd) review, monitor and make recommendations to the Board with respect to employment agreements, severance arrangements and any changes to contractual agreements and provisions, including pension arrangements (if any), for all members of executive management, subject to any constraints resulting from existing contractual arrangements involving the REIT;
- (ee) report to the Board, at least annually, concerning the REIT's approach to executive compensation. In reviewing and making recommendations to the Board relating to executive compensation, consider and apply, among other things, the historical operating philosophies and policies of the REIT, including the constating documents of the REIT, direct profit participation, mandatory unit ownership and use of unit options and other rights granted to align the interests of management and unitholders and to create unitholder value; and

Disclosure Document Review

- (ff) review and approved public disclosure related to executive compensation contained in the annual management proxy circular or other disclosure documents and publications.

6. REPORTING TO THE BOARD

The Committee will regularly report to the Board on all significant matters it has addressed or reviewed with respect to such matters that are within its responsibilities, together with any associated recommendations or authorizations made.

7. ASSESSMENT

At least annually, the Committee will assess its effectiveness in fulfilling its duties and responsibilities as set out in this Charter and in a manner consistent with the mandate adopted by the Board.

8. REVIEW OF CHARTER

Annually, or as required, the Committee will review this Charter and submit any proposed amendments to the Board for consideration and approval.

9. ACCESS TO OUTSIDE ADVISORS AND RECORDS

The Committee may at any time retain any external advisor, at the expense of the REIT, to assist it in fulfilling its responsibilities and in that regard, may set the compensation of such advisor. The Committee shall inform the Chair of the Board of the retention of an advisor.

The Committee, and any outside advisors retained by it, will have access to all records and information relating to the REIT and its subsidiaries and all their respective officers, employees and agents, which it deems relevant to the performance of its duties.