



CANADIAN APARTMENT
PROPERTIES • REIT

ANNUAL INFORMATION FORM

For the year ended December 31, 2023

Dated March 28, 2024

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ANNUAL INFORMATION FORM
CANADIAN APARTMENT PROPERTIES
REAL ESTATE INVESTMENT TRUST

(Information as at December 31, 2023, unless otherwise indicated)

1 - FORWARD-LOOKING INFORMATION

Certain statements contained, or contained in documents incorporated by reference, in this Annual Information Form of Canadian Apartment Properties Real Estate Investment Trust (“CAPREIT”) constitute forward-looking information within the meaning of applicable securities laws. Forward-looking information may relate to CAPREIT’s future outlook and anticipated events or results and may include statements regarding the future financial position, business strategy, budgets, litigation, occupancy rates, rental rates, productivity, projected costs, capital investments, development and development opportunities, financial results, taxes, plans and objectives of, or involving, CAPREIT. Particularly, statements regarding CAPREIT’s future results, performance, achievements, prospects, costs, opportunities and financial outlook, including those relating to acquisition, disposition and capital investment strategies and the real estate industry generally, are forward-looking statements. In some cases, forward-looking information can be identified by terms such as “may”, “will”, “would”, “should”, “could”, “likely”, “expect”, “plan”, “anticipate”, “believe”, “intend”, “estimate”, “predict”, “potential”, “project”, “budget”, “continue” or the negative thereof, or other similar expressions concerning matters that are not historical facts. Forward-looking statements are based on certain factors and assumptions regarding expected growth, results of operations, performance, and business prospects and opportunities. In addition, certain specific assumptions were made in preparing forward-looking information, including: that the Canadian and Dutch economies will generally experience growth, which, however, may be adversely impacted by the global economy, inflation and an increase in interest rates, potential health crises and their direct or indirect impacts on the business of CAPREIT, including CAPREIT’s ability to enforce leases, perform capital expenditure work, increase rents and apply for above guideline increases (“AGIs”), obtain financings at favourable interest rates; that Canada Mortgage and Housing Corporation (“CMHC”) mortgage insurance will continue to be available and that a sufficient number of lenders will participate in the CMHC-insured mortgage program to ensure competitive rates; that the Canadian capital markets will continue to provide CAPREIT with access to equity and/or debt at reasonable rates; that vacancy rates for CAPREIT properties will be consistent with historical norms; that rental rates on renewals will grow; that rental rates on turnovers will grow; that the difference between in-place and market-based rents will be reduced upon such turnovers and renewals; that CAPREIT will effectively manage price pressures relating to its energy usage; and, with respect to CAPREIT’s financial outlook regarding capital investments, assumptions respecting projected costs of construction and materials, availability of trades, the cost and availability of financing, CAPREIT’s investment priorities, the properties in which investments will be made, the composition of the property portfolio and the projected return on investment in respect of specific capital investments. Although the forward-looking statements contained in this Annual Information Form are based on assumptions and information that is currently available to management, which are subject to change, management believes these statements have been prepared on a reasonable basis, reflecting CAPREIT’s best estimates and judgements. However,

there can be no assurance actual results, terms or timing will be consistent with these forward-looking statements, and they may prove to be incorrect. Forward-looking statements necessarily involve known and unknown risks and uncertainties, many of which are beyond CAPREIT's control, that may cause CAPREIT's or the industry's actual results, performance, achievements, prospects and opportunities in future periods to differ materially from those expressed or implied by such forward-looking statements. These risks and uncertainties include, among other things, risks related to: rent control and residential tenancy regulations, general economic conditions, privacy, cyber security and data governance risks, availability and cost of debt, acquisitions, dispositions and property development, valuation risk, liquidity and Unit (as defined below) price volatility, catastrophic events, climate change, taxation-related risks, energy costs, environmental matters, vendor management and third-party service providers, operating risk, talent management and human resources shortages, public health crises, other regulatory compliance risks, litigation risk, CAPREIT's investment in European Residential Real Estate Investment Trust ("**ERES**"), potential conflicts of interest, investment restrictions, lack of diversification of investment assets, geographic concentration, illiquidity of real property, capital investments, leasing risk, dependence on key personnel, adequacy of insurance and captive insurance, competition for residents, controls over disclosure and financial reporting, the nature of Trust Units (as defined below), dilution, distributions and foreign operation and currency risks. There can be no assurance that the expectations of CAPREIT's management will prove to be correct. For a detailed discussion of risk factors, refer to the "Risk Factors" section of this Annual Information Form. Subject to applicable law, CAPREIT does not undertake any obligation to publicly update or revise any forward-looking information.

2 - NOTE REGARDING FINANCIAL INFORMATION

Financial data included in this Annual Information Form has been prepared in accordance with International Financial Reporting Standards as set out in Part I of the CPA Canada Handbook ("**IFRS**"). This Annual Information Form should be read in conjunction with CAPREIT's management discussion and analysis of the results of operations and financial condition for the year ended December 31, 2023, incorporated herein by reference, and CAPREIT's annual audited consolidated financial statements for the year ended December 31, 2023, each of which is publicly available at www.sedarplus.ca under CAPREIT's profile.

In this Annual Information Form, all references to "\$" or "Canadian dollars" mean the lawful currency of Canada, all references to "USD", "US\$", "U.S. dollars" or "United States dollars" mean the lawful currency of the United States and all references to "euro" or "€" mean the lawful currency of the European Union.

3 - NON-IFRS MEASURES

In this Annual Information Form, CAPREIT also discloses and discusses certain financial measures not recognized under IFRS, which do not have standard meanings prescribed by IFRS. These include Funds From Operations ("**FFO**"), which was formerly known as Normalized Funds From Operations ("**NFFO**"), Adjusted Cash Flow from Operations ("**ACFO**"), and Net Asset Value ("**NAV**") (together, the "**non-IFRS measures**"). These non-IFRS measures are further defined and discussed below. Since these measures are not recognized under IFRS, they may not be comparable to similar measures reported by other issuers. CAPREIT presents such non-IFRS

measures because management believes these non-IFRS measures are relevant measures of the ability of CAPREIT to earn revenue and to evaluate CAPREIT's performance and cash flows. The non-IFRS measures should not be construed as alternatives to net income or cash flows from operating activities determined in accordance with IFRS as indicators of CAPREIT's performance or the sustainability of its distributions.

FFO (formerly known as "NFFO") is a measure of operating performance based on the funds generated by the business before reinvestment or provision for other capital needs. Management considers FFO (formerly known as "NFFO") to be an important measure of CAPREIT's operating performance. Fair value adjustments, gains or losses on dispositions, and other non-cash items do not necessarily provide an accurate picture of CAPREIT's past or recurring operating performance. FFO (formerly known as "NFFO") as presented is in accordance with the recommendations of the Real Property Association of Canada ("REALPAC"), with the exception of (i) the adjustment for gains or losses on fair value through profit or loss marketable securities, (ii) the adjustment for amortization of property, plant, and equipment and right-of-use asset, and (iii) the exclusion of the effects of certain items that are not indicative of CAPREIT's long term operating performance. These items include reorganization, senior management termination and retirement costs, costs relating to transactions that were not completed, net loss (gain) on derecognition of debt, mortgage prepayment costs, and amortization of losses on certain hedging instruments previously settled and paid. It may not, however, be comparable to similar measures presented by other real estate investment trusts or companies in similar or different industries. As it is an operating performance metric, no adjustment is made to FFO (formerly known as "NFFO") for capital expenditures.

ACFO is a measure of economic cash flow based on the operating cash flows generated by the business, adjusted to deduct items such as interest expense, non-discretionary capital expenditure reserve, capitalized leasing costs, and amortization of other financing costs, partially offset by investment income. ACFO as calculated by CAPREIT is in accordance with the most recent corresponding definition recommended by REALPAC, with the exception of the adjustment for investment income. Management considers ACFO to be an important economic and sustainable cash flow measure of CAPREIT's operating performance. It may not, however, be comparable to similar measures presented by other real estate investment trusts or companies in similar or different industries.

NAV represents total Unitholders' equity per CAPREIT's consolidated balance sheets, adjusted to include or exclude certain amounts in order to provide what management considers to be a key measure of the residual value of CAPREIT to its Unitholders as at the reporting date. NAV is therefore used by management on both an aggregate and per unit basis to evaluate the net asset value attributable to Unitholders, and changes thereon based on the execution of CAPREIT's strategy. While NAV is calculated based on items included in the consolidated financial statements or supporting notes, NAV itself is not a standardized financial measure under IFRS and may not be comparable to similarly termed financial measures disclosed by other real estate investment trusts or companies in similar or different industries.

4 - TRUST STRUCTURE

4.1 Overview

CAPREIT is an “open-end” real estate investment trust created and governed by a declaration of trust dated February 3, 1997, under the laws of the Province of Ontario, as amended and restated from time to time, including most recently on June 1, 2022 (the “**Declaration of Trust**”).

Although CAPREIT qualifies as a “mutual fund trust” as defined in the *Income Tax Act* (Canada) (the “**Tax Act**”), CAPREIT is not a “mutual fund” as defined by applicable securities legislation.

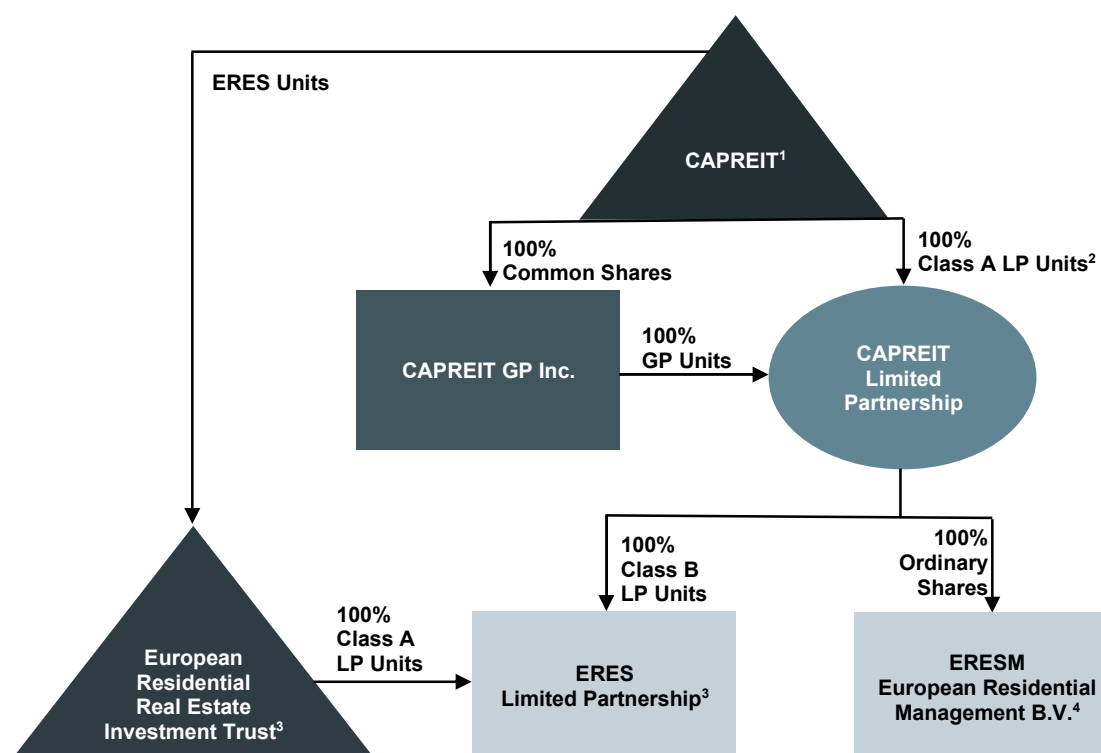
The head and registered office of CAPREIT is located at 11 Church Street, Suite 401, Toronto, Ontario, M5E 1W1.

CAPREIT Limited Partnership (“**CAPLP**”), a subsidiary of CAPREIT, is a limited partnership established and existing under the laws of the Province of Manitoba pursuant to a limited partnership agreement dated June 26, 2007, as amended, including most recently on June 22, 2020, among CAPREIT GP Inc., CAPREIT and other limited partners from time to time. CAPREIT GP Inc., a company incorporated under the laws of the Province of Ontario on June 21, 2007, is the general partner of CAPLP and CAPREIT is the sole shareholder of CAPREIT GP Inc. CAPLP is CAPREIT’s only material subsidiary.

CAPREIT is authorized to issue three classes of trust units, being units of CAPREIT (the “**Units**”), preferred units of CAPREIT (the “**Preferred Units**”) and special voting units of CAPREIT (the “**Special Voting Units**” and together with the Units and Preferred Units, the “**Trust Units**”). For more information on the Trust Units, please see “Trust Units” under “Description of Capital Structure and Governing Policies”.

CAPREIT primarily owns interests in multi-unit residential rental properties, including apartments, townhomes and manufactured home communities (“**MHCs**”) located in and near major urban centres across Canada and, through ERES, in the Netherlands. As at December 31, 2023, CAPREIT had ownership in 57,374 residential units in Canada, comprised of 45,240 residential suites and 12,134 MHC land lease sites. In addition, through its interest in ERES, as at December 31, 2023, CAPREIT had ownership interests in 6,886 residential units in the Netherlands. The investment policies and operations of CAPREIT are governed by its Declaration of Trust and are subject to the control and direction of its trustees, a majority of whom must at all times be “independent” (as defined in National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”)).

4.2 Structure Chart (Simplified)



- 1 As at the date of this Annual Information Form, CAPREIT indirectly holds all of its Canadian real estate beneficially through CAPLP, which holds legal title to such real estate directly (through nominee companies) or indirectly through other subsidiaries. CAPREIT owns, directly or indirectly, a 100% interest in all nominee companies and subsidiaries.
- 2 While CAPREIT owns 100% of the Class A LP Units of CAPLP, certain vendors from whom CAPREIT acquired certain property interests hold as of December 31, 2023, in the aggregate, 1,647,186 of the Class B limited partnership units (“CAPLP Class B LP Units”) of CAPLP (which represent 100% of the total outstanding CAPLP Class B LP Units and approximately 1% of the total outstanding Trust Units). The CAPLP Class B LP Units are exchangeable by the applicable holder into Units (as defined below) on a 1-to-1 basis.
- 3 CAPREIT directly holds 10,197,000 trust units (“ERES Units”) of ERES, an “open-end” unit trust created and governed by a declaration of trust last amended as of April 28, 2020 under the laws of the Province of Ontario, and indirectly, through CAPLP, holds 100% of the 142,040,821 issued and outstanding Class B limited partnership units (“ERES Class B LP Units”) of ERES Limited Partnership (“ERES LP”), a limited partnership established and existing under the laws of the Province of Ontario, which represent, in the aggregate, approximately a 65% interest in ERES.
- 4 CAPREIT’s asset and property management platform in the Netherlands is operated locally, through ERESM European Residential Management B.V. (“ERESM”), a limited liability company established and existing under the law of the Netherlands.

5 - INTERPRETATION

CAPREIT owns all of its property interests, owes all of its mortgage debt and debt obligations, and carries on its operating business, either directly or indirectly through CAPLP and its subsidiaries. For simplicity, and unless the context otherwise requires, terms used in this Annual Information Form refer to CAPREIT’s business and operations as a whole. Accordingly, in this Annual Information Form, unless the context otherwise requires, references to CAPREIT

include CAPLP and its subsidiaries. Unless otherwise specified, references to CAPREIT's business, properties or portfolios and operations refer to the activities of CAPREIT and its subsidiaries as a whole, including CAPLP, CAPREIT's ownership of and investment in properties indirectly through CAPLP and other subsidiaries and CAPREIT's operations through its indirect interest in CAPLP, respectively.

For purposes of this Annual Information Form, "**Trust Unitholders**" means collectively, holders of Units (the "**Unitholders**"), holders of Special Voting Units (the "**Special Unitholders**") and holders of Preferred Units (the "**Preferred Unitholders**").

6 - THREE YEAR DEVELOPMENTS

Normal Course Issuer Bid

On March 21, 2023, CAPREIT announced that the Toronto Stock Exchange ("**TSX**") had approved its notice of intention to make a normal course issuer bid for its Units (the "**2023 NCIB**") as appropriate opportunities arise from time to time. Pursuant to the notice, CAPREIT was permitted to acquire (for cancellation) over the 12-month period from March 24, 2023 to March 23, 2024 up to 16,901,348 Units (representing 10% of the then outstanding Units after deducting Units held by insiders) on the open market through the facilities of the TSX, other designated exchanges and/or alternative Canadian trading systems. In connection with the 2023 NCIB, CAPREIT entered into an automatic purchase plan with its designated broker to allow for purchases of Units during certain pre-determined black-out periods, subject to certain parameters as to price and number of Units. CAPREIT acquired 1,133,385 Units under the 2023 NCIB during the 12-month period ending on March 23, 2024.

On March 20, 2024, CAPREIT announced that the TSX had approved its notice of intention to make a normal course issuer bid for its Units (the "**2024 NCIB**") as appropriate opportunities arise from time to time. Pursuant to the notice, CAPREIT is permitted to acquire (for cancellation) over the 12-month period from March 25, 2024 to March 24, 2025 up to 16,724,759 Units (representing 10% of the then outstanding Units after deducting Units held by insiders) on the open market through the facilities of the TSX, other designated exchanges and/or alternative Canadian trading systems. In connection with the 2024 NCIB, CAPREIT entered into an automatic purchase plan with its designated broker to allow for purchases of Units during certain pre-determined black-out periods, subject to certain parameters as to price and number of Units.

At-the-Market Program

On February 22, 2024, CAPREIT filed a prospectus supplement to the final base shelf prospectus of CAPREIT dated May 9, 2023, which establishes an at-the-market distribution program (the "**ATM Program**"). Under the ATM Program, CAPREIT may issue Units up to an aggregate sale price of \$400.0 million from treasury to the public from time to time, at its discretion. The ATM Program is designed to provide CAPREIT with additional financing flexibility, should it be required in the future. The ATM Program will allow CAPREIT to cost-effectively raise equity, from time to time, when favourable market conditions exist, providing CAPREIT with added financial flexibility to execute on its capital allocation strategy. CAPREIT intends to use the net proceeds from the ATM Program, if any, for future acquisitions, repayment of indebtedness, and for general trust purposes.

In connection with the establishment of the ATM Program, CAPREIT entered into an equity distribution agreement dated February 22, 2024 (the “**Equity Distribution Agreement**”) with TD Securities Inc. (the “**Agent**”). Any Units sold in the ATM Program will be distributed through the Toronto Stock Exchange or any other permitted marketplace at the market prices prevailing at the time of sale. The volume and timing of distributions under the ATM Program, if any, will be determined at CAPREIT’s sole discretion. There is no certainty that any Units will be offered or sold under the ATM Program. The ATM Program will be effective until June 9, 2025, unless terminated prior to such date by CAPREIT or otherwise in accordance with the terms of the Equity Distribution Agreement.

Given that Units sold in the ATM Program, if any, will be distributed at the market prices prevailing at the time of sale, prices may vary among purchasers during the period of the distribution. Distributions of Units through the ATM Program, if any, will be made pursuant to the terms of the Equity Distribution Agreement.

Special distribution and consolidation

On December 15, 2023, CAPREIT announced that it had declared a special non-cash distribution of \$0.49 per Unit, which was paid in Units of CAPREIT (the “**Additional Units**”) on December 29, 2023 to Unitholders of record at the close of business on December 29, 2023 (the “**Special Distribution**”). The Special Distribution was made to distribute to Unitholders a portion of the capital gain realized by CAPREIT from transactions completed during the twelve-month period ending December 31, 2023.

Immediately after the payment of the Special Distribution, the issued and outstanding Units of CAPREIT, including the Additional Units, were consolidated such that the aggregate number of issued and outstanding Units immediately following the Special Distribution was the same as the aggregate number of issued and outstanding Units of CAPREIT immediately before the Special Distribution.

Property Acquisitions and Dispositions

Acquisitions Completed During the Year Ended December 31, 2023

(\$ Thousands)

Acquisition Date	Suite or Site Count	Region	Total Acquisition Costs
February 27, 2023	143	Ottawa, ON	\$ 56,627 ⁽¹⁾
April 12, 2023	89	Edmonton, AB	25,780 ⁽²⁾
May 16, 2023	93	Langley, BC	53,910 ⁽³⁾
June 1, 2023	52	Dartmouth, NS	20,821 ⁽³⁾
June 22, 2023	92	Langley, BC	51,115 ⁽³⁾
November 27, 2023	48	Esquimalt, BC	22,616 ⁽³⁾
December 19, 2023	114	Vancouver, BC	68,579 ⁽³⁾
Total	631		\$ 299,448

⁽¹⁾ The acquisition was funded from cash and cash equivalents, the assumption of an existing mortgage and a vendor takeback ("VTB") mortgage payable. Repayment of the five-year VTB mortgage payable may be waived, subject to certain conditions. The VTB mortgage payable carries an interest rate of 4.125% per annum.

⁽²⁾ The acquisition was funded from cash and cash equivalents or from the Acquisition and Operating Facility, and the assumption of an existing mortgage.

⁽³⁾ The acquisition was funded from cash and cash equivalents or from the Acquisition and Operating Facility.

In addition, between January 1, 2024 and the date of this Annual Information Form, CAPREIT completed the following acquisition:

- (a) Acquisition of a property with 291 suites located in London, Ontario, for gross consideration of \$130.0 million (excluding acquisition costs or other adjustments).

Dispositions Completed During the Year Ended December 31, 2023⁽¹⁾

(\$ Thousands)

Disposition Date	Suite or Site	Region	Sale Price ⁽²⁾
January 25, 2023 ⁽⁴⁾	1,150	Ottawa, ON	\$ 136,250 ⁽³⁾
March 1, 2023	46	Wingham, ON	250
March 6, 2023 ⁽⁵⁾	—	Montréal, QC	17,250
May 11, 2023	180	Longueuil, QC	27,787
May 16, 2023	60	Charlottetown, PEI	9,400
June 5, 2023	162	Longueuil, QC	25,000 ⁽³⁾
June 8, 2023	393	Montréal, QC	68,900
June 30, 2023	217	Windsor, ON	8,250
August 15, 2023	111	Charlottetown, PEI	11,963
August 15, 2023	73	Montréal, QC	12,600
August 21, 2023	12	Charlottetown, PEI	1,300
August 22, 2023	180	Montréal, QC	32,500
August 30, 2023	9	Charlottetown, PEI	950
November 8, 2023	263	Calgary, AB	53,880
November 9, 2023	78	Québec City, QC	8,640
November 30, 2023	21	Charlottetown, PEI	1,650
Total	2,955		\$ 416,570

- (1) Excludes dispositions completed directly by ERES.
- (2) The sale price is the amount stated in the purchase and sale agreement prior to adjustments and transaction costs.
- (3) The purchaser assumed a mortgage associated with this property upon disposition as part of the sale price.
- (4) CAPREIT disposed of its 50% interest in 1,150 apartment suites. These properties under joint arrangement were classified as assets held for sale as at December 31, 2022.
- (5) Represents disposition of parking lot site adjacent to an existing multi-residential building owned by CAPREIT.

In addition, between January 1, 2024 and the date of this Annual Information Form, CAPREIT completed the following dispositions:

- (a) Disposition of a property with 32 suites located in Victoria, British Columbia, for gross consideration of \$12.3 million (excluding disposition costs or other adjustments).
- (b) Disposition of a property with 240 suites located in Québec City, Québec, for gross consideration of \$36.3 million (excluding disposition costs or other adjustments).
- (c) Disposition of two properties with 108 suites located in Langley, British Columbia, for gross consideration of \$35.0 million (excluding disposition costs or other adjustments).

Acquisitions Completed During the Year Ended December 31, 2022⁽¹⁾

(\$ Thousands)

Acquisition Date	Suite or Site Count	Region	Total Acquisition Costs
January 25, 2022	59	Kelowna, BC	\$ 30,373
February 25, 2022	24	Victoria, BC	7,230 ⁽²⁾
March 7, 2022	514	Montréal, QC	291,202
March 31, 2022	172	Red Deer, AB	16,520 ⁽²⁾
May 4, 2022	112	Kanata, ON	44,209
July 19, 2022	235	Laval, QC	105,272 ⁽²⁾
July 26, 2022	65	Edmonton, AB	22,633 ⁽²⁾
Total	1,181		\$ 517,439

(1) Excludes acquisitions completed directly by ERES.

(2) The acquisition was funded from cash and cash equivalents or from the Acquisition and Operating Facility.

Dispositions Completed During the Year Ended December 31, 2022⁽¹⁾

(\$ Thousands)

Disposition Date	Suite Count	Region	Sale Price ⁽²⁾
April 29, 2022	82	Toronto, ON	\$ 56,000 ⁽³⁾
June 15, 2022	423	Scarborough, ON	165,000 ⁽³⁾
June 20, 2022 ⁽⁴⁾	370	Ottawa, ON	35,125 ⁽³⁾
August 24, 2022	253	East York, ON	90,100 ⁽³⁾
Total	1,128		\$ 346,225

(1) Excludes dispositions completed directly by ERES.

(2) The sale price is the amount stated in the purchase and sale agreement prior to adjustments and transaction cost.

(3) The purchaser assumed the mortgage associated with this property upon disposition as part of the sale price.

(4) CAPREIT disposed of its 50% interest in 370 apartment suites.

Acquisitions Completed During the Year Ended December 31, 2021⁽¹⁾

(\$ Thousands)

Acquisition Date	Suite or Site Count	Region(s)	Total Acquisition Costs
May 5, 2021	485	Oshawa, ON	\$ 105,904 ⁽²⁾
May 31, 2021	154	Montréal, QC	31,727
June 2, 2021	228	Victoria, BC	78,306
June 9, 2021	77	Victoria, BC	20,263 ⁽²⁾
June 24, 2021	30	Victoria, BC	9,906 ⁽²⁾
June 25, 2021	548	London, ON	110,461 ⁽²⁾
July 5, 2021	342	Lakeshore, ON	21,703
August 31, 2021 ⁽³⁾	787	Toronto, ON	165,626
September 7, 2021	193	West Kelowna, BC	63,385 ⁽²⁾
September 22, 2021 ⁽⁴⁾	141	Toronto, ON	123,111
October 1, 2021	260	Québec City, QC	74,159 ⁽²⁾
Total	3,245		\$ 804,551

⁽¹⁾ Excludes acquisitions completed directly by ERES.

⁽²⁾ The acquisition was funded from CAPREIT's cash and cash equivalents and CAPREIT's Acquisition and Operating Facility.

⁽³⁾ CAPREIT purchased the remaining 50% interest in a portfolio of 787 apartment suites and townhouse units. CAPREIT acquired its initial 50% interest on July 31, 2008.

⁽⁴⁾ Total acquisition cost was increased by \$7,985 relating to the difference between the agreed upon issuance price of \$56.00 per CAPLP Class B LP Unit and the fair value of the CAPLP Class B LP Unit on the acquisition date.

Dispositions Completed During the Year Ended December 31, 2021⁽¹⁾

(\$ Thousands)	Suite Count	Region(s)	Sale Price
September 29, 2021	86	Toronto, ON	\$ 52,000
October 1, 2021 ⁽²⁾	506	Toronto, ON	90,920
Total	592		\$ 142,920

⁽¹⁾ Excludes dispositions completed directly by ERES.

⁽²⁾ CAPREIT disposed of its 33.3% interest in 506 apartment suites.

In addition, in April 2021, CAPREIT completed the buyout of an additional operating lease located near Don Mills Road and Lawrence Avenue in midtown Toronto for a purchase price of \$4.5 million, funded by cash.

Senior Management Changes

On October 2, 2023, CAPREIT appointed Roman Brailovski as Executive Vice President, Operations.

On February 28, 2022, CAPREIT announced that Mr. Scott Cryer had decided to leave CAPREIT, effective April 15, 2022, to pursue other opportunities. Mr. Stephen Co assumed the position of Interim Chief Financial Officer of CAPREIT on April 1, 2022 in connection with Mr. Cryer's departure. Mr. Co was subsequently appointed Chief Financial Officer effective August 11, 2022.

Mr. Julian Schonfeldt was appointed Chief Investment Officer of CAPREIT effective August 2, 2022.

Appointment of New Auditor

Following a final determination of the board of trustees of CAPREIT (the “**Board of Trustees**” or the “**Board**”) on January 23, 2023, at the request of CAPREIT, PricewaterhouseCoopers LLP (“**PwC**”) resigned as CAPREIT’s auditor, effective May 15, 2023. CAPREIT concurrently appointed Ernst & Young LLP (“**EY**”) to become CAPREIT’s new auditor. The decision to ask PwC to resign and appoint EY as CAPREIT’s new auditor followed a process (the “**Process**”) conducted on behalf of the audit committee of CAPREIT (the “**Audit Committee**”) by certain trustees and officers of CAPREIT whereby (i) a formal request for proposal was tendered to qualifying accounting firms and (ii) alternative proposals provided in connection with the formal request for proposal were carefully considered. The Process was initiated due to PwC’s long period of tenure as the auditor of CAPREIT and an interest among the Board of Trustees and management to evaluate potential alternatives.

Other Developments

(i) Project Facility

CAPLP has entered into a credit agreement dated as of March 26, 2024, pursuant to which the lender will make available a \$70 million unsecured non-revolving construction and term credit facility to CAPLP for purposes of financing a portion of the costs related to the design, construction, implementation and commissioning of proposed energy efficiency projects on certain of CAPLP’s properties (the “**Project Facility**”). The Project Facility has a maturity date of the earlier of twenty (20) years after the completion of the financed projects and twenty five (25) years after the date of the agreement.

(ii) Natural Gas Supply

From time to time, CAPREIT enters into natural gas fixed price contracts to a portion of its estimated requirements in any given year. The cost of natural gas rates is comprised of commodity, transport, delivery and carbon taxes. Some volatility on the overall natural gas costs is still expected on the remaining costs with unfixed prices.

(iii) Canadian derivative contracts

From time to time, CAPREIT enters into derivative contracts to hedge its credit facilities and mortgages payable to the extent they provide CAPREIT with favorable interest savings and mitigate foreign currency risk.

7 - DESCRIPTION OF THE BUSINESS

7.1 Summary

The objectives of CAPREIT are to (i) maintain a focus on maximizing occupancy and responsibly growing occupied average monthly rent (“**Occupied AMR**”) in accordance with local conditions in each of its markets; (ii) upgrade the quality and diversification of the property

portfolio through repositioning and capital recycling initiatives to grow earnings and cash flow potential; (iii) invest capital and adopt leading edge technologies and solutions to enhance environmental and operational efficiencies, risk management and to help ensure life safety and satisfaction of residents; and (iv) maintain strong financial management and a conservative and well-balanced capital structure to increase FFO per unit (formerly known as “NFFO per unit”), NAV per unit and provide long-term, stable and growing cash distributions for Unitholders.

7.2 The Residential Real Estate Market

The Multi-Unit Residential Real Estate Market

CAPREIT’s real property portfolio is comprised primarily of direct and indirect interests in income-producing multi-unit residential properties in Canada and Western Europe. Properties consist of well-located, low-rise and high-rise apartment buildings and townhome complexes in or near urban centres. This particular type of real estate differs significantly from the commercial real estate investment market particularly because of the following:

- residential tenancy agreements tend to have terms of one year or less, thereby allowing for more frequent changes to rental rates;
- in certain provinces of Canada, residents are subject to annual guideline rent increases (see “Risk Factors – Rent Control and Residential Tenancy Regulations”);
- cash flow for each property is generated by a diverse resident base. The temporary loss of any one of these residents through turnover or exposure to bad debt from any one of these residents, will have no significant effect on CAPREIT’s overall income stream;
- the demand for residential rental accommodation is much more consistent and stable than the demand for commercial rental space, reflecting demographic trends and reflecting that the need for housing, unlike its commercial counterpart, is governed to a lesser extent by economic business cycles;
- the demand for residential rental accommodation is also more consistent and stable due to the current housing affordability gap;
- the costs necessary to attract and retain residential tenants are generally lower and much more predictable than in the case of commercial tenancies, regardless of the stage of the business cycle; and
- the value of residential properties has historically been less susceptible to economic business cycles than other classes of income producing real estate.

While the characteristics detailed above mitigate the detrimental effects of severe cyclical swings in the real estate industry, the residential market is not completely immune to supply and demand imbalances, nor variances in general economic conditions (see “Risk Factors”).

CAPREIT has supplemented its portfolio of multi-unit residential properties with the acquisition of MHCs throughout Canada. Due to the current housing affordability gap, MHCs are an attractive choice for affordable home ownership. Homeowners in an MHC enter into lease agreements for the lots on which their homes are located for a monthly rental charge. Typically, MHC homes are owned by the tenants whereas in some cases, the homes are owned by CAPREIT and are rented out as part of lease agreements. Similar to multi-unit residential properties, MHC residents are subject to annual provincial guideline rent increases in some provinces (see “Risk Factors – Rent Control and Residential Tenancy Regulations”). Homeowners are responsible for all of their electricity and natural gas costs and all sites are connected to electricity and natural gas municipal services. Owning and operating an MHC is similar to owning and operating a multi-unit residential property. However, owning and operating MHCs offers the following advantages: generally lower capital investment and maintenance costs; minimal rent collection issues; reduced exposure to energy costs; stable occupancies; and generally longer lease terms with low resident turnover.

7.3 Competition

Competition for Real Property Investments

CAPREIT competes for suitable real property investments with private and public companies, institutions (both Canadian and foreign) and other real estate investment trusts which are seeking, or which may seek in the future, real property investments similar to those sought by CAPREIT. A number of these investors may have greater financial resources than those of CAPREIT, or operate without the investment or operating restrictions of CAPREIT or according to more flexible conditions. An increase in the availability of investment funds and an increase in interest in real property investments may increase competition for real property investments, thereby increasing purchase prices and reducing the acquisition yield on them.

CAPREIT’s financial growth in the past has come from its focused acquisition program. Management has demonstrated an ability to locate and complete property purchases at accretive purchase prices. There is a risk that continuing competition for the acquisition of apartments, townhomes, and MHCs may increase purchase prices to levels that are not accretive to Unitholders.

Ownership of apartment buildings and MHCs is diverse and very fragmented, and the owner often performs rental management. CAPREIT believes there are acquisition opportunities as a result of the fragmented market and opportunities to enhance income through the application of professional management practices and gaining efficiencies of scale.

Competition for Residents

The real estate business is competitive. Numerous other developers, managers and owners of properties or residential units compete with CAPREIT in seeking residents. The resulting competition for residents could have an adverse effect on CAPREIT’s ability to lease suites in its properties and on the rents charged.

CAPREIT's strong sales and marketing team consistently executes innovative strategies that are highly effective in attracting and retaining residents and adapt to changing conditions in specific markets. In addition, CAPREIT's lease administration system improves control of rent-setting by suite, while CAPREIT's resident portal system increases resident service. While ensuring the needs of its residents are met, CAPREIT also carefully monitors operating costs to ensure it is delivering services to residents both efficiently and cost effectively. CAPREIT strives to capture potential economies of scale and cost synergies arising from past growth.

7.4 Owned Properties

Types of Property Interests

CAPREIT's investments in its Canadian property portfolio reflect different forms of property interests, including fee simple and leasehold interests.

As at December 31, 2023, 97% of CAPREIT's Canadian investments in its apartment and townhome property portfolio and MHC land lease sites, based on total Canadian residential suites and MHC land lease sites, are in the form of fee simple, representing freehold ownership of the properties subject only to typical encumbrances that run with the property, including mortgages (December 31, 2022 – 97%).

Leasehold interests consist of operating leasehold interests, land leasehold interests and an air rights leasehold interest. As at December 31, 2023, leasehold interests represented 3% of CAPREIT's investment properties, based on total Canadian residential suites and MHC land lease sites (December 31, 2022 – 3%).

Each operating leasehold interest is a lease for a 35-year term to operate the property and the rent for the entire lease term was fully paid at the time the leasehold interest was acquired. The leases mature between 2034 and 2037. CAPREIT has the option to acquire fee simple interests in the properties exercisable between the 26th and 35th year of the respective leases. The option prices vary by property and by the year in which the option is exercised. If CAPREIT elects to exercise any option prior to the maturity of the lease term, CAPREIT would be entitled to receive a *pro rata* amount of the prepaid original rent based on the remaining lease term. In addition, under certain circumstances, the option price may be reduced by the unamortized portion of certain capital expenditures incurred during the final ten years of the lease term.

With respect to land leasehold interests and an air rights leasehold interest, except in the case of one MHC, CAPREIT has acquired a residential building on each of the locations. CAPREIT must pay rent on a regular basis for its use of the land or air rights. CAPREIT's land and air rights leasehold interests mature between 2036 and 2072. CAPREIT does not have the right to acquire the land and air rights or to extend the lease term upon maturity of the respective leases.

Portfolio Diversification

CAPREIT's investment property portfolio is diversified by geography and balanced among asset types and demographic segments. CAPREIT's long-term goal is to further enhance the geographic diversification and defensive nature of its portfolio through future acquisitions, as well as through dispositions of non-core and underperforming properties.

The tables that follow provide certain additional information relating to CAPREIT's diversification by geographic region and property type in Canada.

Canadian Portfolio by Geography

As at December 31,	2023	%	2022	%
Residential Suites	Number of Suites and Sites		Number of Suites and Sites	
Ontario				
Greater Toronto Area	17,139	29.9	17,139	28.7
London / Kitchener / Waterloo	3,808	6.6	3,808	6.4
Ottawa	1,485	2.6	2,492	4.2
	22,432	39.1	23,429	39.3
Québec				
Greater Montréal Region	7,695	13.4	8,682	14.5
Québec City	2,699	4.7	2,777	4.7
	10,394	18.1	11,459	19.2
British Columbia				
Greater Vancouver Area	4,042	7.1	3,743	6.3
Victoria and Other British Columbia	2,165	3.8	2,117	3.5
	6,207	10.9	5,860	9.8
Nova Scotia				
Halifax	3,340	5.8	3,288	5.5
Alberta				
Calgary	1,512	2.7	1,775	3.0
Edmonton	697	1.2	608	1.0
	2,209	3.9	2,383	4.0
Prince Edward Island				
Charlottetown	424	0.7	637	1.1
Saskatchewan				
Regina	234	0.4	234	0.3
Total residential suites	45,240	78.9	47,300	79.2
MHC Sites				
Total MHC sites	12,134	21.1	12,386	20.8
Total suites and sites	57,374	100.0	59,686	100.0

7.5 Portfolio Average Monthly Rents and Occupancy by Geography

The following table summarizes certain aspects of CAPREIT's Canadian properties on a property-by-property basis. Occupied AMR is defined as actual residential rents divided by the total number of occupied suites or sites in the property, and does not include revenues from parking, laundry or other sources. Same Property AMR and occupancy includes all properties held as at December 31, 2022 but excludes properties disposed of or held for sale as at December 31, 2023.

Total and Same Property Canadian Portfolio: Occupied AMR and Occupancy by Geography

As at December 31,	Total Portfolio				Same Property			
	2023 Occupied AMR (\$)	Occ. %	2022 Occupied AMR (\$)	Occ. %	2023 Occupied AMR (\$)	Occ. %	2022 Occupied AMR (\$)	Occ. %
Residential Suites								
Ontario								
Greater Toronto Area	1,691	99.2	1,594	99.4	1,691	99.2	1,594	99.4
London / Kitchener / Waterloo	1,240	98.8	1,154	98.9	1,240	98.8	1,154	98.9
Ottawa	1,782	99.7	1,516	100.0	1,738	99.9	1,655	100.0
	1,621	99.2	1,515	99.4	1,617	99.2	1,523	99.4
Québec								
Greater Montréal Region	1,227	97.4	1,155	97.8	1,227	97.4	1,181	97.6
Québec City	1,260	98.0	1,197	98.4	1,289	97.8	1,239	98.2
	1,236	97.6	1,165	97.9	1,242	97.5	1,195	97.7
British Columbia								
Greater Vancouver Area	1,716	99.4	1,554	99.3	1,660	99.5	1,554	99.3
Victoria and Other British Columbia	1,601	98.2	1,496	98.9	1,583	98.1	1,493	98.8
	1,677	99.0	1,533	99.1	1,633	99.0	1,533	99.1
Nova Scotia								
Halifax	1,513	99.3	1,402	98.3	1,506	99.3	1,402	98.3
Alberta								
Calgary	1,353	99.6	1,175	99.9	1,353	99.6	1,173	99.9
Edmonton	1,401	98.0	1,294	97.5	1,389	98.4	1,294	97.5
	1,368	99.1	1,205	99.3	1,363	99.2	1,207	99.2
Prince Edward Island								
Charlottetown	1,262	100.0	1,131	99.7	1,262	100.0	1,262	99.5
Saskatchewan								
Regina	1,235	96.2	1,087	99.6	1,235	96.2	1,087	99.6
Total Canadian residential suites	1,516	98.8	1,401	98.9	1,509	98.8	1,421	98.9
MHC Sites								
Total MHC sites	439	96.1	425	95.6	439	96.1	426	95.5
Total Canadian suites and sites	1,293	98.2	1,202	98.2	1,284	98.2	1,213	98.2

7.6 Cyclical Nature of the Business

CAPREIT's operations are affected by seasonal cycles and, as such, operating performance in one quarter may not be indicative of potential operating performance in any other quarter of

the year. The first and fourth quarters of each year tend to generate weaker performance due to increased energy consumption during the winter months. There may be periods where actual distributions declared may exceed ACFO due to weaker performance in certain periods from seasonal fluctuations, regional market volatility, or from year to year based on the timing of property capital investments and the impact of acquisitions. These shortfalls are funded, if necessary, with CAPREIT's Acquisition and Operating Facility (as defined below).

7.7 Property Capital Improvements and Investments

Part of CAPREIT's strategy includes modernizing CAPREIT's asset base by targeting the purchase of more modern, recently built or brand-new properties in key growth markets ("**New Build Properties**"). New Build Properties generate higher rents, require less ongoing maintenance and capital spending, and strengthen the overall long-term diversification of CAPREIT's portfolio.

Prior to acquisition, CAPREIT obtains a building condition audit conducted by an independent professional engineer in respect of each of its properties for the purposes of evaluating the condition and structural integrity of each building and major building and operating components and systems and identifying and assessing the cost of deficiencies that are the subject of any outstanding or likely work orders and/or deferred maintenance items. The investments identified by these audits are estimated at the time of acquisition and included in the acquisition analysis to ensure the transaction is expected to be accretive to Unitholders and are funded periodically over several years from mortgage advances or refinancings and equity financings. These investments identified may include energy-efficiency and sustainability investments that are aligned with CAPREIT's strategy below.

For the year ended December 31, 2023, CAPREIT made property and capital investments (excluding head office assets and development) of \$276.5 million, as compared to \$307.9 million for the year ended December 31, 2022.

Discretionary and Non-Discretionary Property Capital Investments

Management does not differentiate between maintenance and value-enhancing property capital investments. Maintenance property capital investments are generally not clearly identifiable, nor do they have a common definition, and would require significant judgment to classify property capital investments as maintenance or value-enhancing capital investments. In addition, there is no generally accepted definition of maintenance capital investments in the Canadian real estate industry. Management has decided to classify property capital investments into two categories: discretionary and non-discretionary. Management is of the view that this classification, while still requiring a degree of professional judgment, provides a better measure of economic cash flows.

Non-Discretionary Property Capital Investments are those investments management believes are essential for the safety of residents and to ensure the structural integrity of its properties. These investments may enhance the applicable property's operating effectiveness, including its profitability, through increases in revenues or reductions in costs over the long term. Included in non-discretionary capital expenditures are building improvements, including roof and structural improvements, balcony, sidewalk or window installations or improvements,

electrical and MHC infrastructure investments, and other improvements relating to enhancing resident quality of life and safety. Management uses its professional judgment to include other capital expenditure categories that could impact the safety of residents. These Non-Discretionary Property Capital Investments are in addition to regular repairs and maintenance (“**R&M**”) costs, which have been in the range of \$900 to \$1,400 per residential suite annually over the past five years and are expensed to net operating income.

Discretionary Property Capital Investments are capital expenditures made to the property that are not essential to the operation of the business in the short term. These investments may enhance the property’s operating effectiveness, including its profitability, through increases in revenues or reductions in costs over the long term. Included in discretionary capital expenditures are items such as suite and common area improvements, energy-saving initiatives, equipment, boilers, elevators and risers.

A breakdown of property capital investments (excluding head office assets and development) is summarized by category below:

Property Capital Investments by Category

Year Ended December 31, 2023 (\$ Thousands)	Canadian Portfolio Actual	The Netherlands Portfolio Actual	Total Portfolio Total Actual	% of Actual
Non-discretionary property capital investments:				
Building improvements	\$ 53,921	\$ 2,527	\$ 56,448	20.4
MHC infrastructural	6,453	—	6,453	2.3
Life and safety	2,369	574	2,943	1.1
	\$ 62,743	\$ 3,101	\$ 65,844	23.8
Discretionary property capital investments:				
Suite improvements	\$ 80,580	\$ 18,835	\$ 99,415	36.0
Common area	47,607	2,077	49,684	18.0
Energy-saving and water efficiency initiatives	30,685	3,440	34,125	12.3
Equipment	12,687	94	12,781	4.6
Elevators and risers	8,824	1,077	9,901	3.6
MHC improvements	3,526	—	3,526	1.3
Other	1,116	85	1,201	0.4
	\$ 185,025	\$ 25,608	\$ 210,633	76.2
Total	\$ 247,768	\$ 28,709	\$ 276,477	100.0

Year Ended December 31, 2022 (\$ Thousands)	Canadian Portfolio Actual	The Netherlands Portfolio Actual	Total Portfolio Total Actual	% of Actual
Non-discretionary property capital investments:				
Building improvements	\$ 62,136	\$ 2,964	\$ 65,100	21.1
MHC infrastructural	6,291	—	6,291	2.0
Life and safety	2,128	1,259	3,387	1.1
	\$ 70,555	\$ 4,223	\$ 74,778	24.2
Discretionary property capital investments:				
Suite improvements	\$ 97,963	\$ 20,547	\$ 118,510	38.6
Common area	60,819	2,697	63,516	20.6
Energy-saving and water efficiency initiatives	20,738	3,217	23,955	7.8
Equipment	15,521	506	16,027	5.2
Elevators and risers	6,587	1,608	8,195	2.7
MHC improvements	1,633	—	1,633	0.5
Other	1,320	8	1,328	0.4
	\$ 204,581	\$ 28,583	\$ 233,164	75.8
Total	\$ 275,136	\$ 32,806	\$ 307,942	100.0

Capital Investment Strategy

CAPREIT's capital investment strategy over the long term will continue to:

- make accretive acquisitions of both newer properties or value-add properties;
- invest in building improvement programs to extend the useful economic life of CAPREIT's properties and to ensure life safety conditions to re-position the portfolio or newly-acquired assets and to complete value-enhancing capital investments combined with continued emphasis on improving life safety and resident service;
- direct discretionary capital investments at properties and initiatives, including technological, greenhouse gas ("GHG")-reducing, and energy-saving initiatives, where management expects to generate additional accretive returns and improve long-term cash flow potential as an outcome of the improvements; and
- focus on initiatives that are low-carbon and/or incorporate renewable energy, energy efficient and sustainable, including high-efficiency heating, ventilation and air conditioning ("HVAC") equipment, building automation systems, light-emitting diode ("LED") lighting fixtures, in-suite smart thermostats and other emerging technologies that will reduce energy use, reduce GHG emissions and enable CAPREIT to concentrate efforts on resource conservation and carbon emissions reduction.

7.8 Environmental

CAPREIT is exposed to potential liability in respect of environmental hazards or under various environmental laws and regulations (see "Risk Factors – Environmental Matters") accordingly management has developed environmental policies, procedures and practices to protect the environment and minimize CAPREIT's risks and liabilities.

Pursuant to the Declaration of Trust, unless determined otherwise by the Board of Trustees, it is CAPREIT's operating policy to obtain environmental assessments, conducted by a qualified independent environmental engineering firm, as an integral component of pre-acquisition due diligence. Where an environmental assessment results in recommendations for further investigation, it is CAPREIT's standard practice to undertake these additional investigations through qualified independent professional environmental engineers until the issue is fully understood and/or resolved. CAPREIT also follows this practice for the acquisition of development land and the redevelopment of existing properties. Environmental assessments are also reviewed and updated in advance of financing or refinancing, to fulfill any development requirements, and general due diligence of any property to assess for any changes in the environmental condition of a property or environmental legislation that may affect the compliance of a property with new legislated standards. The environmental assessments which CAPREIT has obtained to date with respect to its properties have not revealed any potential environmental liability that management believes could have a material adverse effect on CAPREIT.

7.9 Sustainable Investment

Management believes that CAPREIT can reduce its operational impact on the environment, while improving its long-term financial performance, through integrating responsible investment strategies and sustainable practices into every aspect of the business, including optimizing energy and water consumption at CAPREIT's buildings, providing employees and residents with conservation and waste diversion tools, and implementing sustainability practices across its portfolio.

One of CAPREIT's strategies is to assess the application of energy-efficient, GHG-reducing and sustainable initiatives at all existing properties, every newly acquired property promptly upon acquisition, and new development builds where feasible. These sustainability initiatives, with favourable payback periods, may include, but are not limited to:

- Installation of advanced building automation systems to better control equipment performance and resident comfort;
- Deep energy retrofits with heat recovery/heat pump technology;
- Installation of high-efficiency chillers with heat recovery technology;
- In-suite smart thermostats for electrically heated buildings;
- Installation of efficient LED and lighting technology in suites and common areas with occupancy and light harvesting controls;
- Installation of renewable energy power sources;
- Optimization of electricity and water consumption by way of sub-metering;
- Upgrading existing HVAC equipment;
- Installation of charging stations for electric vehicles; and
- Installation of intelligent water pumping systems to further reduce electricity use.

Many of these systems are then remotely monitored by CAPREIT, allowing for optimal temperatures for residents' comfort with minimal energy waste. Each of these initiatives requires an initial capital investment by CAPREIT but has resulted in significant decreases in energy usage and operational costs.

CAPREIT has also implemented a suite-metering program for electricity and water, installing individual meters in suite, in parts of its property portfolio where possible. Upon lease turnover, new rental agreements include metered billing payable by the resident, which acts as the strongest incentive to reduce energy and water consumption by residents.

Expenditures on energy-saving and water efficiency initiatives were approximately \$34.1 million in 2023, \$24.0 million in 2022 and \$20.5 million in 2021. The following summary chart provides further detail on CAPREIT's expenditures on energy-saving and water efficiency initiatives in each of 2023, 2022 and 2021. Management estimates that approximately 46,628 in 2023, 45,901 in 2022 and 44,138 in 2021 suites and sites in Canada and the Netherlands, or approximately 73% in 2023, 69% in 2022 and 67% in 2021 of the suites and sites in CAPREIT's portfolio, were impacted by these expenditures.

Expenditures on Energy-Saving and Water Efficiency Initiatives by Category (in millions)	2023	2022	2021
Boilers	\$ 14.7	\$ 9.2	\$ 12.4
Generators	6.1	5.3	2.8
Lighting retrofits	0.4	0.7	1.4
Make-up air units	7.0	3.8	1.4
Chillers	1.5	1.5	1.1
Water savings	0.9	0.8	0.7
Garage fans and control and other investments	3.5	2.7	0.7
Total	\$ 34.1	\$ 24.0	\$ 20.5

Reducing Water Consumption

Similar to the strategy for reducing energy consumption, CAPREIT also promptly installs a variety of water-efficient equipment at every newly acquired property, as previously owned properties have already been modernized. Such initiatives include the use of next-generation, ultra-high-efficient toilets, low-flow showerheads and faucets using aerators as well as high-efficiency laundry facilities. Additionally, CAPREIT's commitment to reduction of water consumption continues with mature properties whereby equipment has been upgraded more than once when newer and cost-effective technology has allowed even greater reduction in water usage. Inspections are conducted on a regular basis to check for leaks and change faulty devices. The total amounts spent on such expenditures for the 2023, 2022 and 2021 fiscal year are as set out in the chart above.

Improving Waste Management

Waste-management is also a key element of CAPREIT's operational focus which expands across all levels of its business mandate. Beginning in 2007, CAPREIT implemented a waste diversion strategy and expanded recycling initiatives across its properties. Management believes this strategy is effective to improve its waste diversion efforts and reduce the volume of waste going to landfills. CAPREIT's waste management strategy includes providing recycling and composting solutions to its residents through signage and training and installing garbage compactors to reduce the number of bin pickups, ensuring there are no pre-existing contaminations prior to property acquisitions, and revitalizing existing residential properties to facilitate greater urban density, which ultimately reduces pollution.

7.10 Divestitures

As a component of CAPREIT's strategy, CAPREIT monitors its portfolio and, from time to time, identifies certain non-core properties for divestiture. The funds from these divestitures are typically used to acquire additional strategic assets better suited to CAPREIT's portfolio composition and property management objectives, to retire existing debt or to fund CAPREIT's NCIB program. For the year ended December 31, 2023, CAPREIT divested its interest in 15 properties or portfolios in Canada (as well as a parking site adjacent to a currently-owned property), together having a total of 2,955 suites or sites, for a total gross sale price of \$416.6 million (excluding disposition costs and other adjustments). In addition, between January 1, 2024 and the date of this Annual Information Form, CAPREIT completed the following dispositions:

- (i) Disposition of a property with 32 suites located in Victoria, BC, for gross consideration of \$12.3 million (excluding disposition costs or other adjustments).
- (ii) Disposition of a property with 240 suites located in Québec City, Québec, for gross consideration of \$36.3 million (excluding disposition costs or other adjustments).
- (iii) Disposition of two properties with 108 suites located in Langley, British Columbia, for gross consideration of \$35.0 million (excluding disposition costs or other adjustments).

Please see “Three Year Developments – Property Acquisitions and Dispositions.”

7.11 Mortgage Financing

CAPREIT takes a conservative approach and actively manages its mortgage portfolio to reduce interest costs while ensuring it is not overly exposed to interest rate volatility risk. Management takes a portfolio approach to its mortgage debt, proactively staggering maturities to reduce risk while navigating the current interest rate environment. Management is also focused on ensuring the portfolio weighted average term to maturity remains above the five-year range or longer, while continuing to balance the maturity profile. CAPREIT is required to comply with limitations on its debt contained in the Declaration of Trust and under the terms of its other borrowing agreements. As at December 31, 2023, CAPREIT was in compliance in all material respects with the debt restrictions under the Declaration of Trust and under the terms of its borrowing agreements.

As at December 31, 2023, the weighted average effective interest rate on outstanding mortgage indebtedness for CAPREIT’s Canadian portfolio was 2.95% per annum (December 31, 2022 – 2.81% per annum).

In Canada, CAPREIT focuses on ownership of multi-unit residential real estate (excluding MHCs) which is eligible for government-backed mortgage insurance administered by CMHC (with the exception of MHCs). As a result, CAPREIT is able to obtain lower interest rates than are available under conventional mortgages and the overall renewal risk for mortgage refinancing is reduced as the mortgage insurance premium is transferable between CMHC approved lenders and is effective for the full amortization period of the underlying mortgage (typically ranging between 25-35 years). As at December 31, 2023, 98.5% of CAPREIT’s Canadian mortgage debt was CMHC insured (December 31, 2022 – 98.3%), excluding mortgages on MHC sites.

The breakdown of CAPREIT's Canadian dollar-denominated future principal repayments, including mortgage maturities, and effective weighted average annual interest rates as at December 31, 2023 is as follows:

As at December 31, 2023						
(\$ Thousands)						
Period	Principal Amortization	Mortgage Maturities	Mortgage Balance	% of Total Mortgage Balance	Interest Rate (%) ⁽¹⁾	
2024	\$ 147,307	\$ 397,282	\$ 544,589	9.9	2.88	
2025	138,625	439,391	578,016	10.5	2.54	
2026	119,046	490,551	609,597	11.1	2.53	
2027	97,229	557,251	654,480	11.9	3.25	
2028	84,684	627,663	712,347	12.9	3.44	
2029 and onwards	208,243	2,206,382	2,414,625	43.7	2.91	
	\$ 795,134	\$ 4,718,520	\$ 5,513,654	100.0%	2.95%	
Deferred financing costs, fair value adjustments and prepaid CMHC premiums, net			\$ (135,915)			
Liabilities related to assets held for sale			(23,706)			
Total			\$ 5,354,033			
Weighted average term to maturity (years)			5.4			

⁽¹⁾ Effective weighted average interest rates for maturing mortgages only. It includes the amortization of deferred financing costs, prepaid CMHC premiums and fair value adjustments. It excludes one-to-six-month short-term extension rates.

7.12 Credit Facilities

CAPREIT (excluding ERES) has a credit facility of up to \$600 million under the acquisition and operating facility (the "**Acquisition and Operating Facility**"). The Acquisition and Operating Facility is provided by a syndicate of Canadian chartered banks and matures on December 19, 2025. Pursuant to the terms of the Acquisition and Operating Facility, CAPREIT may request an increase of up to \$200 million in the principal amount of the credit facility. Any such increase is subject to the satisfaction of certain conditions set out in the agreement governing the Acquisition and Operating Facility, including the consent of the applicable lenders. The Acquisition and Operating Facility is secured by, among other things, fixed charge debentures on certain of CAPREIT's properties, and floating charge debentures on most of CAPREIT's properties. In each case, such debentures are subordinate to the charges securing CAPREIT's mortgage financing. The interest rate on the Acquisition and Operating Facility is determined by interest rates on prime advances, bankers' acceptances, and Euro Interbank Offered Rate ("**EURIBOR**"), US base rate and US dollars London interbank Offered Rate ("**USD LIBOR**") (or, effective December 19, 2022, Term Secured Overnight Financing Rate ("**SOFR**")) utilized during the year.

At December 31, 2023, the borrowings outstanding under the Acquisition and Operating Facility were \$255.5 million that bear interest at term SOFR rate plus a margin of 1.45% per annum.

The table below summarizes CAPREIT's (excluding ERES') bank indebtedness position as at December 31, 2023 and December 31, 2022:

(\$ Thousands)	
As at December 31, 2023	Acquisition and Operating Facility
Maximum borrowing capacity	\$ 600,000
USD borrowings	\$ (255,509) ⁽¹⁾
Euro borrowings	—
Less: Total borrowings	\$ (255,509)
Less: Letters of credit	(4,432)
Available borrowing capacity	\$ 340,059
Weighted average interest rate including interest rate swaps	6.48 % ⁽²⁾

⁽¹⁾ As at December 31, 2023, CAPREIT has USD borrowings totalling US\$192,812 that bear interest at the Term SOFR plus a margin of 1.45%, excluding the impact of cross-currency interest rate swaps.

⁽²⁾ As at December 31, 2023, excluding the impact of cross-currency interest rate swaps, the weighted average interest rate on the Acquisition and Operating Facility is 6.75%.

(\$ Thousands)	
As at December 31, 2022	Acquisition and Operating Facility
Maximum borrowing capacity	\$ 600,000
Less: USD borrowings	\$ (259,211) ⁽¹⁾
Less: Letters of credit	(7,373)
Available borrowing capacity	\$ 333,416
Weighted average interest rate including interest rate swaps	5.56 % ⁽²⁾

⁽¹⁾ As at December 31, 2022, CAPREIT has USD borrowings totalling US\$191,365 that bear interest at the USD LIBOR rate plus a margin of 1.35% per annum, excluding the impact of cross-currency interest rate swaps.

⁽²⁾ As at December 31, 2022, excluding the impact of cross-currency interest rate swaps, the weighted average interest rate on the Acquisition and Operating Facility is 6.00%.

On March 26, 2024, CAPLP entered into the Project Facility. Please see “Three Year Developments – Other Developments – Project Facility” for more information on the Project Facility.

7.13 Employees

As of December 31, 2023, CAPREIT employed 1,001 individuals in various capacities at CAPREIT's head and regional offices and on site at its properties.

7.14 Foreign Operations

ERES Transactions

On December 11, 2018, CAPREIT and European Commercial Real Estate Investment Trust (“**ECREIT**”) entered into a purchase agreement whereby CAPREIT agreed to sell a portfolio of multi-residential properties located in the Netherlands (the “**Netherlands Properties**”), comprising 2,091 suites in 41 properties to ECREIT for an aggregate purchase price of approximately \$634 million (the “**ECREIT Transaction**”). The ECREIT Transaction subsequently closed on March 29, 2019. The aggregate purchase price of the initial properties was satisfied with

the issuance of 81.6 million ERES Class B LP Units, valued at \$326.5 million and the assumption of mortgages valued at approximately \$307 million. Prior to the closing of the ECREIT Transaction, ECREIT changed its name to European Residential Real Estate Investment Trust.

On March 29, 2019, CAPREIT completed the reverse take-over of ECREIT, a TSX Venture Exchange listed issuer at the time of the reverse take-over. The continuing entity adopted the name European Residential Real Estate Investment Trust, creating Canada's first Europe-focused multi-residential REIT. The ERES Units are now listed on the TSX under the symbol "ERE.UN".

In connection with the reverse take-over of ERES, CAPREIT and ERES entered into a pipeline agreement dated March 29, 2019 (the "**Pipeline Agreement**"), which makes up to €165 million available for CAPREIT to acquire properties on behalf of ERES, where ERES does not have sufficient funds to acquire such properties, for an initial period ending on the two-year anniversary of the Pipeline Agreement. On March 10, 2021, CAPREIT and ERES entered into an agreement extending the term of the Pipeline Agreement for an additional two years and on March 24, 2023 extending the term of the Pipeline Agreement for an additional two years.

There were no acquisitions made pursuant to the Pipeline Agreement in the years ended December 31, 2021, December 31, 2022 or December 31, 2023.

On March 29, 2019, CAPREIT and CAPLP also entered into an asset management agreement (the "**Asset Management Agreement**") with ERES, whereby CAPLP assumed the role of asset manager of ERES. In this role, CAPLP provides the services of a senior management team, advises the trustees of ERES on strategic matters and, among other things, generally advises ERES with respect to investor relations, payment of distributions and the structuring of acquisitions, dispositions and other transactions.

On March 29, 2019, CAPREIT and CAPLP entered into a services agreement with ERES, whereby CAPREIT and CAPLP agreed to provide administrative, legal, financial, marketing, payroll, treasury and various other services to ERES and ERES' affiliates (the "**Additional Services Agreement**").

On October 1, 2017, ERESM, CAPREIT's wholly-owned Dutch subsidiary (formerly known as CANLiving B.V.) began providing property management services to CAPREIT's Netherlands properties and continues to do so for ERES pursuant to various property management agreements.

On October 28, 2021, as an alternative to the Pipeline Agreement, the CAPREIT Board of Trustees approved the provision of up to €165.0 million in funding to ERES via promissory note arrangements, carrying an interest rate as agreed upon by CAPREIT and ERES on drawn amounts, for terms of up to six months, with the ability to fully repay prior to maturity, without penalty, and extend beyond, if required. From time to time, ERES LP borrows funding from CAPREIT LP through the issuance of promissory notes to CAPREIT. As at the date of the Annual Information Form, there were no promissory notes outstanding to CAPREIT.

CAPREIT currently holds an approximate 65% interest in ERES, assuming the exchange of all outstanding ERES Class B LP Units for ERES Units, through the beneficial ownership of, or

control or direction over, more than 142 million ERES Class B LP Units and 10.2 million ERES Units.

IRES Transactions

On September 10, 2013, CAPREIT, through CAPREIT Ireland Limited, a former indirect wholly-owned subsidiary, acquired a portfolio of 338 apartment suites in four residential properties located in Dublin, Ireland. On March 20, 2014, Irish Residential Apartments REIT Limited (formerly, CAPREIT Ireland Limited) registered as a public limited company and changed its name to Irish Residential Properties REIT public limited company ("**IRES**"). It was listed on the Irish Stock Exchange (now the Euronext Dublin Exchange).

Pursuant to an amended and restated investment management agreement dated May 24, 2018 (the "**Investment Management Agreement**"), IRES Fund Management Limited, CAPLP's former wholly-owned Irish subsidiary, ("**IRES Fund Management**") agreed to provide portfolio management, risk management, property management and other related services to IRES and its subsidiary IRES Residential Properties Limited ("**IRP**"). In addition, IRES, CAPLP and IRES Fund Management entered into an amended and restated services agreement dated May 24, 2018 (the "**Services Agreement**"), which governed the provision by CAPLP of property management services, asset management services and administrative services to IRES Fund Management during the term of the Investment Management Agreement.

On March 31, 2021, IRES Fund Management provided IRES twelve months' notice of termination of the Investment Management Agreement.

On August 6, 2021, IRES served a notice of termination of the Investment Management Agreement and announced that it determined to internalize the management and exercise its obligation to acquire IRES Fund Management for €1, effective January 31, 2022, subject to approval from the Central Bank of Ireland.

The Investment Management Agreement and Services Agreement were terminated effective January 31, 2022.

On January 31, 2022, CAPLP entered into a transitional services agreement with IRES, IRP and IRES Fund Management (the "**Transitional Services Agreement**"), pursuant to which CAPLP provided certain transitional assistance to IRES, IRP and IRES Fund Management for a period of three months to facilitate the migration of data and implementation of new IT systems at IRES. Effective January 31, 2022, the service charges for the transitional services were €360,000 per month, including VAT. The service charges for the transitional services were calculated in the same manner as such charges were calculated for the equivalent services prior to the date of the Transitional Services Agreement. The Transitional Services Agreement terminated on April 30, 2022.

As of the date of the Annual Information Form, CAPREIT LP, through Irish Residential Properties Fund, a qualifying investor alternative investment fund, held a beneficial interest in 59,825,231 ordinary shares in IRES.

7.15 Environmental, Social and Governance Strategy Integration and Oversight

CAPREIT continues to review and refine its multi-year Environmental, Social and Governance (“ESG”) strategy, which is aligned with CAPREIT’s vision of being the best place to Live, Work, and Invest. CAPREIT’s overarching commitments include ensuring that its buildings and services meet the highest achievable standards, fostering a culture where diversity, equity and inclusion are foundational, and ultimately integrating ESG into all aspects of CAPREIT’s business and throughout all levels of its organization, supported by strong corporate governance, standardized and comprehensive ESG disclosures. These commitments allow CAPREIT to better demonstrate its environmental responsibility, attract and retain the best people in the business in which it operates, build strong relationships with its residents and the communities in which they live, adopt best practice programs in corporate governance, monitor its progress on ESG priorities, and maintain open and transparent communication with its investors and other stakeholders. Please see CAPREIT’s annual ESG Report on CAPREIT’s website at www.capreit.ca for more information on CAPREIT’s ESG strategy, its commitments and priority areas, and its plan to move forward.

CAPREIT focuses on several ESG-specific deliverables. Through building in-house ESG subject matter expertise, CAPREIT empowers its people to be advocates and enablers of ESG transparency and performance, to develop and monitor cross-functional policies, carry out ongoing stakeholder engagements, establish frameworks, platforms, and practices to deliver investment-grade data, identify and monitor its progress, and build standardized and comprehensive ESG disclosures. In support of CAPREIT’s ongoing commitment to ESG integration and performance, management continues to support submission to the Global Real Estate Sustainability Benchmark (“GRESB”), the results of which will inform future cycles of improvement and the evolution of CAPREIT’s strategy going forward. CAPREIT will continue to focus on releasing annual ESG Reports aligned to leading global standards (e.g., the Global Reporting Initiative, Task Force on Climate-related Financial Disclosures and the Sustainability Accounting Standards Board) and will add climate-related information throughout CAPREIT’s public disclosures.

The Board of Trustees oversees and monitors CAPREIT’s policies and practices related to its ESG program, including management of climate-related risks and opportunities, and alignment of the ESG strategy with CAPREIT’s overall business strategy. The Audit Committee, the Human Resources and Compensation Committee, the Governance and Nominating Committee, and the Investment Committee have responsibilities related to ESG laid out in their respective charters, as detailed below.

Pursuant to the Board of Trustees’ mandate, the Board of Trustees shall oversee and monitor CAPREIT’s policies and practices related to its ESG program, including management of climate-related risks and opportunities, and alignment of the ESG strategy with CAPREIT’s overall business strategy. The Board of Trustees shall satisfy itself that CAPREIT has developed and implemented appropriate ESG standards in the conduct of its operations. At least annually, the Board of Trustees shall review CAPREIT’s ESG reporting and verify compliance with any applicable legal and regulatory requirements related to ESG disclosure.

Pursuant to the charter of the Audit Committee, the members of the Audit Committee must satisfy themselves that adequate procedures and controls are in place for the review of the

metrics, key performance indicators and other quantitative data included in CAPREIT's public disclosures relating to ESG reporting.

Pursuant to the charter of the Human Resources and Compensation Committee, the Human Resources and Compensation Committee is responsible for the periodic review of CAPREIT's policies and programs in place related to human resources planning, leadership and career development, diversity, equity and inclusion, health and safety, and succession planning for executives, and, where appropriate, is responsible for ensuring that such policies and programs are consistent with CAPREIT's overall business plan and strategy, including its ESG strategy as it relates to human capital and culture.

Pursuant to the charter of the Governance and Nominating Committee, the Governance and Nominating Committee shall review CAPREIT's diversity, refreshment and renewal policy at least annually and take into consideration the diversity, refreshment and renewal policy when establishing qualifications for potential trustees and officers. In addition, the charter provides that the Governance and Nominating Committee shall review, on a periodic basis, CAPREIT's governance practices in relation to its ESG program and its climate action plan, including assessing and making recommendations regarding the Board of Trustees' level of ESG education and expertise; and shall review CAPREIT's public disclosure related to its ESG/climate policies and practices.

Pursuant to the charter of the Investment Committee, the Investment Committee shall review all proposed investments prior to approval for alignment with CAPREIT's ESG program and strategy.

CAPREIT's Chief Financial Officer has direct authority over ESG at the executive level, and oversees CAPREIT's internal ESG team. The ESG team includes a Senior Vice President and a Senior Manager. The ESG team ensures CAPREIT's ESG strategy is translated into departmental action plans and budgets. The team also supports internal and external sustainability reporting, including disclosures such as the GRESB submission and CAPREIT's annual ESG Report. The ESG team provided updates to the Board of Trustees and management in 2023, and enables Board-level awareness of ESG/climate change-related matters at CAPREIT through updates from each of the committees.

7.16 Intangible Properties

CAPREIT has established procedures to protect the trade-marks which are material to the business carried on by CAPREIT, including the trade-marks CAPREIT™ and Canadian Apartment Properties Real Estate Investment Trust™ and the design marks associated with those trade-marks. CAPREIT owns a number of domain names, including www.caprent.com and www.capreit.ca. The domain names are used in connection with CAPREIT's online presence. The registrations for CAPREIT's trade-marks and domain names are renewable. Procedures are in place to ensure timely renewals.

7.17 Captive Insurance Company

On November 27, 2020, CAPLP incorporated as a wholly-owned subsidiary Residential Properties Insurance Limited ("RPIL"), a Barbados corporation. RPIL is certified and registered

as a Class 1 insurance company in Barbados to insure certain risks related to CAPREIT and its subsidiaries. Effective as of March 5, 2021, RPIL reinsures the first \$10,000,000 per claim under CAPREIT's property insurance program, and the first \$2,000,000 per claim under CAPREIT's general liability insurance program, pursuant to a reinsurance agreement with a licensed Canadian insurance company. Pursuant to the reinsurance agreement, RPIL's aggregate liability for claims made on an annual basis is limited to \$25,000,000.

7.18 Risk Factors

There are certain risks inherent in an investment in the Trust Units and in the activities of CAPREIT. The following is a description of the principal risks in CAPREIT's business, defined as either those that could have a significant impact on CAPREIT if they were to occur or those that are significant to CAPREIT's day-to-day operations. Investors should carefully consider the following risks and the information contained in the "Risks and Uncertainties" section of the MD&A before investing in the Trust Units.

Rent Control and Residential Tenancy Regulations

Multi-unit residential rental properties are subject to rent control legislation in most provinces in Canada. Each province in which CAPREIT operates maintains distinct regulations with respect to tenants' and landlords' rights and obligations. The legislation in various degrees imposes restrictions on the ability of a landlord to increase rents above an annually prescribed guideline or requires the landlord to give tenants sufficient notice prior to an increase in rent, or restricts the frequency of rent increases permitted during the year. The annual rent increase guidelines as per applicable legislation attempt to link the annual rent increases to some measure of the change in the cost of living index over the previous year. The legislation also, in most cases, provides for a mechanism to ensure rents can be increased above the guideline increases in extraordinary circumstances. As a result of rent controls, CAPREIT may incur property capital investments in the future that will not be fully recoverable from rents charged to tenants. The lack of availability of affordable housing and related housing policy and regulations is continuing to increase in prominence as a topic of concern at the various levels of government. Accordingly, through different approaches, governments may enact policy, or amend legislation in a manner that may have a material adverse effect on the ability of CAPREIT to grow or maintain the historical level of cash flow from its properties. In addition, laws and regulations providing for compliance with various housing matters involving tenant evictions, work orders, health and safety issues or fire and maintenance standards, etc., may become more stringent in the future. CAPREIT may incur increased operating costs and capital investments as part of its compliance with any such additional government legislation and regulations relating to housing matters, which may have an adverse effect on net operating income and cash flow.

Certain provinces of Canada have enacted residential tenancy legislation which imposes, among other things, rent control guidelines that limit CAPREIT's ability to raise rental rates at its properties. However, Alberta and Saskatchewan have not placed a statutory ceiling on rent increases, despite limiting the frequency with which increases can be implemented. Limits on CAPREIT's ability to raise rental rates at its properties may adversely affect CAPREIT's ability to increase income from its properties. In addition to limiting CAPREIT's ability to raise rental rates,

residential tenancy legislation in various provinces provides certain rights to tenants, while imposing obligations upon landlords. Residential tenancy legislation in British Columbia, Ontario and Québec, for example, prescribes certain stringent procedures which must be followed by a landlord in order to terminate a residential tenancy. As certain proceedings may need to be brought before the applicable administrative body governing residential tenancies as appointed under a province's residential tenancy legislation, it may take several months to terminate a residential lease, even where the tenant's rent is in arrears.

Further, residential tenancy legislation in certain provinces provides tenants with the right to bring certain claims to the applicable administrative body seeking an order to, among other things, compel a landlord to comply with health, safety, housing and maintenance standards. As a result, CAPREIT may, in the future, incur capital expenditures which may not be fully recoverable from tenants. The inability to fully recover substantial capital expenditures from tenants may have an adverse impact on CAPREIT's financial conditions and results of operations and decrease the amount of cash available for distributions.

Residential tenancy legislation may be subject to further regulations or may be amended, repealed or enforced, or new legislation may be enacted, in a manner which will materially adversely affect the ability of CAPREIT to maintain the historical level of earnings through its properties.

In the Netherlands, where CAPREIT's subsidiary ERES owns residential properties, the residential rental market has been regulated by the government for more than half a century through tenancy law. The Dutch government makes adjustments to the system from time to time in accordance with market developments and balance of supply and demand.

In the Netherlands, rental properties where their maximum starting rent (based on the number of points attributed to that rental property) is lower than the government prescribed rent control threshold (which is indexed to account for annual inflation) are subject to rent control. The permissible amount of annual rent increases is limited for rent-controlled apartments. For other rental properties, rent increases are currently subject to a maximum permitted increase of annual rent as well. A draft legislative proposal was published in February 2023 and subsequently amended in February 2024 which contemplates subjecting more rental properties to rent control (if the legislation is approved and codified into law, the government estimates that 96% of all rental properties will be subject to rent control as opposed to the current proportion of approximately 80%). Under this new proposed legislation, tenants will also have more rights to demand re-assessment of their rent and public law penalties may be imposed on landlords that do not comply with the new rent control regulations. The amended proposal is still to be debated in Parliament, and still subject to further amendments, with a current proposed effective date of July 1, 2024.

Apart from Dutch tenancy law, which is codified in the Dutch Civil Code and applies nationwide, there are local regulatory factors that could influence the amount of rent that a landlord may charge. For example, a municipality may designate specific uses for property by imposing sales conditions or ground lease conditions when it sells land or issues new rights of ground lease. Local governments may also impose restrictions on usage through the public law zoning plans, public law building permits and/or through anterior agreements with project

developers regarding the development of certain plots. Such measures currently apply only to new sales, new issuances of ground lease or new developments.

General Economic Conditions

All real property investments are subject to elements of risk. The real value of real property and any improvements thereto depend on the credit and financial stability of residents and the vacancy rates of such properties. CAPREIT is affected by changes in general economic conditions (such as the availability and cost of financing, inflation, unemployment), local real estate markets (such as an oversupply of space or a reduction in demand for real estate in the area), government regulations, changing demographics, competition from other available rental premises, including new developments, and various other factors. As the properties generate revenue through rental payments made by residents, the inability of residents to pay rent may impact the rent receivables CAPREIT anticipates to receive on its properties. The current rate of inflation and increases in interest rates may adversely affect consumer spending and debt levels, and as a result, CAPREIT's financial performance (including, but not limited to, in connection with potential increases in tenant activism related to the foregoing). If, as a result of the foregoing, a significant number of residents are unable to meet their obligations under their leases or if a significant amount of available space in the properties becomes vacant and cannot be leased on economically favourable lease terms, cash available for distribution may be adversely affected. In addition, there is no guarantee that rental rates on renewals of existing rental agreements with residents, or market rents for available suites, will grow at levels similar to increasing rates of inflation, which may cause growth of operating expenditures to outpace growth in revenues.

An increase in interest rates may cause a decrease in the value of rental properties and could also have a material adverse effect on CAPREIT's ability to sell any of its properties. In addition, an increase in interest rates could put competitive pressure on the levels of distributions paid by CAPREIT to Unitholders, increasing the level of competition for capital faced by CAPREIT, which could have a material adverse effect on the trading price of the applicable Units. Changes in borrowing rates will also affect CAPREIT's costs of borrowing. CAPREIT's financial condition and results of operations would be adversely affected if it were unable to obtain adequate financing or cost-effective financing.

The global economy may face increasing uncertainty due to trade protectionism, an increase in interest rates, disputes, international conflict and other political and economic events around the world, which could potentially impact international and domestic supply chains, Canadian trade, and the Canadian and global economy at large. This could have an impact on employment in the markets in which CAPREIT operates and in turn have an adverse effect on CAPREIT. In addition, CAPREIT's operating costs could increase further due to inflationary pressures, equipment limitations or other input cost escalations. CAPREIT's inability to control these costs could have an adverse effect on CAPREIT's operating results and cash flows.

Privacy, Cyber Security and Data Governance Risks

CAPREIT may be vulnerable to privacy and cyber security incidents given its reliance on processing personal and business confidential information using information technology systems. Additionally, CAPREIT's hybrid working policy may elevate cyber security risk related to processing such personal and business confidential information. Third-party vendors, such as

cloud host providers and software and application providers and consultants, may also expose CAPREIT to cyber security or privacy incidents.

As technology continues to become more sophisticated and complex, governments are responding with stricter legislation, requiring higher levels of data protection. In Canada, CAPREIT is subject to federal and provincial privacy, anti-spam, and data protection laws. In Europe, CAPREIT and its Dutch subsidiaries are required to comply with the General Data Protection Regulation (“**GDPR**”) passed by the European Union (the “**EU**”). Under the GDPR, CAPREIT and its subsidiaries are classified as either data processors, sub-processors, or controllers, based on their function with regards to processing of personal data in the EU. Controllers and sub-processors may share liability, to varying degrees, in the event of a breach. Non-compliance with either of the Canadian or European laws would also expose CAPREIT and/or its subsidiaries to numerous risks, including the risk of incurring penalties from regulators, as well as reputational damage.

A cyber security and/or privacy incident can lead to: (i) unauthorized access to or disclosure of business confidential and personal information belonging to CAPREIT and its residents, employees or vendors, (ii) identity theft, fraudulent activities and direct losses to stakeholders, including residents and employees, (iii) destruction or corruption of data affecting timeliness or accuracy of financial reporting, (iv) lost revenues, (v) disruption to operations, including delays in processing rental applications and rent payments, (vi) time and attention required by management to investigate and respond to a cyber security incident, (vii) remediation costs, including to restore or recover lost data, (viii) litigation, fines and liabilities, including third-party liabilities, for failure to comply with applicable privacy and data protection laws or contractual obligations, (ix) regulatory investigations, (x) increased insurance premiums and (xi) reputational damage to CAPREIT.

CAPREIT has implemented processes, procedures and controls to help mitigate these risks, including monitoring and testing, maintenance of protective systems and contingency plans, to protect and prevent unauthorized access of personal and business confidential information and to reduce the likelihood of disruptions to its information technology systems. However, these measures, as well as increased awareness of risks of a cyber-incident, do not guarantee that CAPREIT and its stakeholders will not be negatively impacted by such an incident.

Additionally, CAPREIT depends on relevant and reliable information to operate its business. As the volume of data being generated and reported continues to increase, data accuracy, quality and governance may be increasingly relevant to prompt and effective decision making. Failure by CAPREIT to gather, analyze, validate and leverage data in a timely manner may adversely affect its decision-making and ability to execute its strategy, which may impact its financial performance.

Availability and Cost of Debt

A portion of CAPREIT’s cash flow is devoted to servicing its debt, and there can be no assurance that CAPREIT will continue to generate sufficient cash flow from operations to meet required interest and principal payments. CAPREIT has and will continue to have substantial outstanding consolidated indebtedness, comprised mainly of property mortgages and indebtedness under its credit facilities. A subsidiary of CAPREIT provides a guarantee and carries

a negative pledge of an unencumbered property pool relating to the ERES revolving credit facility. CAPREIT is subject to the risks associated with debt financing, including the risk that CAPREIT may be unable to make interest or principal payments or meet loan covenants, the risk that defaults under a loan could result in cross-defaults or other lender rights or remedies under other loans, and the risk that existing indebtedness may not be able to be refinanced or that the terms of such refinancing may not be as favourable as the terms of existing indebtedness or expectations of future interest rates. In such circumstances, CAPREIT could be required to seek renegotiation of such payments or obtain additional equity, debt or other financing and its ability to make property capital investments and distributions to Unitholders could be adversely affected.

CAPREIT (excluding ERES) currently has access to the government-backed mortgage insurance program through the *National Housing Act*, which is administered by CMHC. There can be no guarantee that the provisions of the mortgage insurance program will not be changed in the future so as to make the costs of obtaining mortgage insurance prohibitive or restrict access to the insurance program. To the extent that any financing requiring CMHC consent or approval is not obtained or that such consent or approval is only available on unfavourable terms, CAPREIT may be required to finance a conventional mortgage which may be less favourable to CAPREIT than a CMHC-insured mortgage.

CAPREIT's credit facilities are at floating interest rates and, accordingly, changes in short-term borrowing rates will affect CAPREIT's costs of borrowing. CAPREIT's financial condition and results of operations would be adversely affected if it were unable to obtain financing or cost-effective financing. As at the date of this Annual Information Form, it is difficult to forecast the future state of the multi-residential loan market. If, because of CAPREIT's level of indebtedness, the level of cash flows, lenders' perceptions of CAPREIT's creditworthiness or other reasons, management is unable to renew, replace or extend the credit facilities on acceptable terms, or to arrange for alternative financing, CAPREIT may be required to take measures to conserve cash or make alternative credit arrangements or, if such financing is available on acceptable terms, or at all. Such measures could include deferring property capital investments, dispositions of one or more properties on unfavourable terms, reducing or eliminating future cash distributions or other discretionary uses of cash, or other more severe actions. Also, disruptions in the credit markets and uncertainty in the economy could adversely affect the banks that currently provide the credit facilities, could cause the banks or a bank to elect not to participate in any new credit facilities sought, or could cause other banks that are not currently participants in CAPREIT's credit facilities to be unwilling or unable to participate in any such new facility.

Furthermore, given the relatively small size of the Canadian marketplace, there are a limited number of lenders from which CAPREIT can reasonably expect to borrow and the number of lenders currently participating in the CMHC-insured mortgage market is even smaller. Consequently, it is possible that financing which CAPREIT may require for its operations in Canada, upon the expiry of the term of existing financing, or the refinancing of any particular property owned by CAPREIT or otherwise, may not be available or may not be available on favourable terms.

Acquisitions, Dispositions and Property Development

CAPREIT's capital recycling initiatives will depend in large part on identifying suitable acquisition opportunities that meet CAPREIT's investment criteria and satisfy its rigorous due diligence process. In addition, capital recycling initiatives will be affected by purchase price, ability to obtain adequate financing or financing on reasonable terms, consummating acquisitions (including obtaining necessary consents) and effectively integrating and operating the acquired properties. Acquired properties may not meet financial or operational expectations due to unexpected costs associated with acquiring the property, as well as the general investment risks inherent in any real estate investment or acquisition, including future refinancing risks. Acquired properties may also be subject to unexpected or undisclosed liabilities which could have a material adverse impact on the operations and financial results of CAPREIT. Representations and warranties given by third parties to CAPREIT by way of contract or otherwise may not adequately protect against these liabilities and any recourse against third parties may be limited by the financial capacity of such third parties. Moreover, newly acquired properties may require significant management attention or property capital investments that would otherwise be allocated to other properties. If CAPREIT is unable to manage its capital recycling initiatives and integrate its acquisitions effectively, its business, operating results and financial condition could be adversely affected.

CAPREIT competes for suitable real property investments with various other parties (both Canadian and foreign) that are seeking, or which may seek in the future, real property investments similar to those desired by CAPREIT. Some of these investors may have greater financial resources than those of CAPREIT, or operate without the investment or operating restrictions of CAPREIT or according to more flexible conditions. An increase in the availability of investment funds and/or an increase in interest in real property investments may tend to increase competition for real property investments, thereby increasing purchase prices and reducing the yield on them.

CAPREIT regularly considers and undertakes strategic property dispositions in order to recycle its capital and improve its portfolio composition, with the goal of improving the risk and return profile of its cash flows. Failure to execute on dispositions may inhibit CAPREIT's ability to fund other strategic priorities. Additionally, failure to receive appropriate pricing on dispositions may adversely impact CAPREIT's ability to redeploy the capital and replace the disposition cash flows. Failure to dispose of certain assets not aligned with CAPREIT's investment criteria may adversely affect its operations and financial performance.

Consistent with CAPREIT's past practices and in the normal course of business, CAPREIT is engaged in discussions with respect to possible acquisitions of new properties and dispositions of existing properties in its portfolio. However, there can be no assurance that these discussions or agreements will result in acquisitions or dispositions, or, if they do, what the final terms or timing of such acquisitions or dispositions would be. CAPREIT expects to continue current discussions and actively pursue other acquisition, investment and disposition opportunities.

CAPREIT, from time to time, engages in development, redevelopment and major renovation activities with respect to certain properties. It is subject to certain risks, including the availability and timely receipt of zoning, occupancy, land use and other regulatory and governmental approvals. This could result in substantial unanticipated delays or costs and could

negatively impact the financial performance of CAPREIT. Additionally, CAPREIT, from time to time, seeks entitlements from underutilized lands. Failure to successfully obtain entitlements, or a detrimental impact on the end value of the site (through lower land values, for example) could result in wasted expenditures related to the entitlement process.

CAPREIT may, in the future, co-invest in property acquisitions or development initiatives through joint ventures or other joint equity structures. In any such joint venture, CAPREIT may not be in a position to exercise sole decision-making authority regarding the properties owned through joint ventures. Investments in joint ventures may, under certain circumstances, involve additional risks which would not have otherwise been present if CAPREIT had pursued these opportunities on its own.

Valuation Risk

CAPREIT conducts a valuation assessment of its properties on a quarterly basis. As property values fluctuate over time in response to market factors, or as underlying assumptions and inputs to the valuation model change, the fair value of CAPREIT's portfolio could change materially. Any changes in the value of CAPREIT's properties may impact Unitholder value. While CAPREIT is responsible for the reasonableness of the assumptions and for the accuracy of the inputs into the property valuation model, market assumptions applied for appraisals and valuation purposes do not necessarily reflect CAPREIT's specific history or experience and the conditions for realizing the fair values through a sale may change or may not be realized.

Liquidity and Unit Price Volatility

CAPREIT is an unincorporated "open-ended" investment trust and its Units are listed on the TSX. There can be no assurance that an active trading market in the Units will be sustained.

A publicly traded real estate investment trust will not necessarily trade at values determined solely by reference to the underlying value of its real estate assets. The prices at which Units will trade cannot be predicted. The market price of the Units could be subject to significant fluctuations in response to variations in quarterly operating results, distributions and other factors beyond the control of CAPREIT. One of the factors that may influence the market price of the Units is the annual yield on the Units. Accordingly, an increase in market interest rates may lead investors of Units to demand a higher annual yield, which could adversely affect the market price of the Units. In addition, the securities markets have experienced significant price and volume fluctuations from time to time in recent years that often have been unrelated or disproportionate to the operating performance of particular issuers. These broad fluctuations may adversely affect the market price of the Units. Accordingly, the Units may trade at a premium or a discount to the value of CAPREIT's underlying assets.

In addition, changes in CAPREIT's creditworthiness or perceived creditworthiness may affect the market price or value and/or liquidity of the Units.

The Declaration of Trust imposes various restrictions on Unitholders. Non-residents and non-Canadian partnerships are prohibited from beneficially and collectively owning more than 49% of the outstanding Units on a non-diluted or diluted basis. These restrictions may limit, or inhibit the exercise of, the rights of certain non-resident persons and partnerships to acquire

Units, to continue to hold Units, or to initiate and complete take-over bids in respect of the Units. As a result, these restrictions may limit the demand for Units from certain Unitholders and other investors and thereby adversely affect the liquidity and market value of the Units.

Catastrophic Events

CAPREIT's properties may be impacted by acts of nature, such as climate-related events, and global events beyond CAPREIT's control. Depending on their severity, these events could cause threats to the safety of CAPREIT's residents, significant damage to CAPREIT's properties and interruptions to CAPREIT's normal operations. There may be adverse impacts to CAPREIT's business if there is instability, disruption or destruction in a significant geographic region, regardless of cause, including war, terrorism, riots, civil insurrection or social unrest, and natural or man-made disasters, including famine, floods, hurricanes, fires, earthquakes, storms or disease as well as ineffective contingency planning for these types of events. CAPREIT may be required to incur significant unanticipated costs to manage the impact of these events. Management of the impact of a catastrophic event would also result in time and effort being diverted from CAPREIT's day-to-day operations. There is also a possibility that CAPREIT's ability to generate revenues from properties in impacted countries or regions could be significantly impaired. The increased costs, time, effort and potential revenue loss could be more significant if multiple properties or operating regions are impacted by catastrophic events within a relatively short time frame.

Climate Change

Climate change presents a multi-faceted risk for CAPREIT considering its investment in and management of real estate assets in multiple geographical territories. Climate-related risks refer to the potential for climate change to create adverse consequences for human or ecological systems, including impacts on people, livelihoods, health and well-being, economic, social and cultural assets and investments, infrastructure, services provision, ecosystems and species. Following the framework from the TCFD, CAPREIT separates its climate change-related risks into two categories: (i) risks related to the physical impacts of climate change; and (ii) risks related to the transition to a lower-carbon economy.

An increase in the frequency and magnitude of climate-related risks such as floods, fires, windstorms and ice storms in certain locales can lead to a surge in capital expenditure, R&M and interruptions to business operations. Ongoing operating expenses such as energy costs can potentially be impacted more by extreme weather, and anticipation of more frequent and severe weather events may have an adverse effect on insurance premiums. Investment properties located in areas with higher climate-related vulnerabilities could experience negative pressure on their valuations. CAPREIT has reviewed certain of its markets of operations across Canada and floods, heat waves, wildfires, extreme winds, heat stress, winter weather conditions/ fluctuations, water stress, diseases, and related events have been identified to be of significant risk (in varying orders of relevance) in both the medium term (e.g., up to or around the year 2050) and long term (e.g., up to or around the year 2080) in such markets.

In addition, transitioning to a low carbon economy will drive extensive regulatory market, and technology changes to address mitigation and adaptation requirements related to climate change. CAPREIT's approach to meet these challenges will also have an impact on its reputation.

Regulatory changes may include those related to carbon pricing, a shift to low emission energy sources, the adoption of energy efficiency measures and technology, and changes to building codes to allow for climate resiliency and mitigation. Market changes may include adjustments in the goods and services purchased by CAPREIT as well as shifts in the preferences of occupants. Technology is moving towards more climate-friendly options including renewable energy, battery storage and energy efficiency equipment. CAPREIT's reputation is important to all stakeholders and will be impacted by CAPREIT's demonstrated understanding of climate-related financial risk and its plan to manage (mitigate or adapt to) these risks.

Lenders, investors, and regulators are increasingly viewing climate change as an important issue that requires greater consideration. A lack of investment strategy, and operational management plan concerning climate change may have an adverse effect on CAPREIT's ability to raise funds via debt and/or equity markets, as well as related investment returns and sentiment.

CAPREIT maintains a comprehensive insurance program that considers the impacts of weather-related events by providing coverage for property damage and business interruption.

The table below summarizes the climate-related risks and their potential impacts on CAPREIT's business.

CATEGORY	RISKS	IMPACT
PHYSICAL RISKS		
Acute and Chronic	• increase in the frequency and magnitude of climate-related risks such as floods, fires, windstorms, and ice storms • increase in the duration and magnitude of chronic climate-related risks such as heat stress, winter weather, water stress, freeze-thaw cycles, and disease	• rising capital expenditures, repairs, and maintenance expenses • interruptions to asset operations • safety threats to residents and employees • rising operating costs (e.g., energy prices) • rising insurance premiums • growing negative impacts on valuations and/or financial performance
TRANSITION RISKS		
Regulatory	• carbon pricing and related uncertainty • emergence of climate-related disclosure requirements • mandatory adoption of energy efficiency or carbon reduction measures and/or limits • changes to building codes to adapt to climate resiliency and mitigation	• uncertainty in planning and budgeting processes • unforeseen expenses for equipment upgrade and replacement • risks from non-compliance including litigation and stakeholder pressure

Market	• adjustments in goods and services purchased by CAPREIT • changes in the requirements/preferences of occupants	• loss of asset market/customer appeal • supply chain disruption or unintended partner changes
Technology	• transition to renewable sources of energy, battery storage and energy efficiency equipment	• increase in expenses and capital investment
Reputational	• reputational impacts from lack of proper investment strategy and operational management plan (i.e., absence of performance/reduction targets) to address climate change	• increase in scrutiny from investors and stakeholders • negative impact on CAPREIT's ability to raise funds via debt and/or equity, as well as related investment returns and sentiment

Taxation-Related Risks

CAPREIT currently qualifies as a mutual fund trust for Canadian income tax purposes. It is the current policy of CAPREIT to distribute all of its taxable income to Unitholders and it is therefore generally not subject to tax on such amount. In order to maintain its current mutual fund trust status, CAPREIT is required to comply with specific restrictions regarding its activities and the investments held by it. If CAPREIT were to cease to qualify as a “mutual fund trust”, the income tax considerations would be materially and adversely different in certain respects and there may be adverse income tax consequences for certain of CAPREIT's Unitholders, including non-resident persons and trusts governed by registered retirement savings plans, registered disability savings plans, deferred profit-sharing plans, registered retirement income funds, tax-free savings accounts and registered education savings plans (“**designated savings plans**”), which acquired an interest in CAPREIT directly or indirectly from another Unitholder.

If CAPREIT ceases to qualify as a “mutual fund trust” or “registered investment” under the Tax Act and Trust Units cease to be listed on a designated stock exchange, Trust Units will cease to be qualified investments for trusts governed by designated savings plans. CAPREIT will endeavour to ensure Trust Units continue to be qualified investments for trusts governed by the designated savings plans; however, there can be no assurance that this will be so. The Tax Act imposes penalties for the acquisition or holding of non-qualified investments by such trusts. Unitholders should consult their own tax advisors in this regard, including as to whether Trust Units are “prohibited investments” for registered retirement savings plans, registered retirement income funds, registered disability savings plans, registered education savings plans, or tax-free savings accounts.

There are rules under the Tax Act (the “**SIFT Rules**”) that apply to specified investment flow-through trusts or partnerships (“**SIFTs**”), and their beneficiaries or partners. Under the SIFT Rules, certain distributions will not be deductible in computing the SIFT's taxable income and the SIFT will be subject to tax on such distributions at a rate that is substantially equivalent to the general tax rate applicable to Canadian corporations. The SIFT Rules do not apply to certain real estate investment trusts that satisfy a number of technical tests relating to the nature of the

revenue and investments of the trust for the particular taxation year (the “**REIT Exemption**”). Although CAPREIT expects to qualify for the REIT Exemption throughout 2024 and in future years, there can be no assurance that CAPREIT will not be subject to the SIFT Rules. If the SIFT Rules apply, the impact to Unitholders will depend in part on the status of the Unitholder and, in part on the amount of income distributed which would not be deductible by CAPREIT in computing its income in a particular year, and on what portions of CAPREIT’s distributions constitute “non-portfolio earnings”, other than income and returns of capital. To the extent that CAPREIT does not qualify for the REIT Exemption, CAPREIT will consider alternative measures, including restructuring, assuming that these measures are in the best interests of its Unitholders, to qualify for the REIT Exemption in the following year.

There can be no assurance that Canadian federal income tax laws, including in respect of the treatment of mutual fund trusts or the REIT Exemption, will not be changed in a manner that adversely affects CAPREIT or its Trust Unitholders. Certain proposed amendments to the Tax Act that are expected to apply to CAPREIT would have the effect of denying the deductibility of net interest and financing expenses in certain circumstances. This would result in higher taxable income being allocated to Unitholders. The proposed amendments have not been enacted as at the date of this Annual Information Form. Furthermore, the judicial interpretation of Canadian federal income tax laws or the administrative and assessing practices and policies of the Canada Revenue Agency (“**CRA**”) or the Minister of Finance (Canada) could change in a manner that adversely affects CAPREIT, its affiliates or the Unitholders. In addition, the Tax Act may impose additional withholding or other taxes on distributions made by CAPREIT to Unitholders that are non-residents and these taxes and any reduction thereof under a tax treaty between Canada and a foreign jurisdiction may change from time to time. There is also a risk that the tax laws and treaties of the foreign jurisdictions where CAPREIT operates may change in the future. Any such changes could adversely affect the taxes payable, including withholding taxes, the effective tax rate in those jurisdictions and the portion of distributions which would be income for Canadian income tax purposes. Any such changes may have a material adverse effect on Unitholders’ returns.

CAPREIT has foreign subsidiaries in a number of countries with varying statutory rates of taxation. Judgment is required in the estimation of income taxes and deferred income tax assets and liabilities in each of CAPREIT’s operating jurisdictions. Income taxes may be paid where activities carried on by the foreign subsidiaries are considered to be taxable in those countries.

CAPREIT has foreign subsidiaries that are subject to the tax laws of foreign jurisdictions. Distributions from those foreign subsidiaries may be subject to withholding tax, which may increase the overall taxes payable by CAPREIT and its subsidiaries, and reduce the amount of cash available for distribution to Unitholders. For Canadian income tax purposes, any such foreign withholding tax incurred by CAPREIT will either reduce CAPREIT’s foreign income or be allocated to CAPREIT Unitholders and such Unitholders may be entitled to claim a foreign tax credit in respect of such taxes.

In addition, there is a risk that the tax laws and treaties of the foreign jurisdictions may change in the future. Any such changes could adversely affect the taxes payable, including withholding taxes, the effective tax rate in the jurisdictions in which the foreign subsidiaries operate and the portion of distributions which would be income for Canadian income tax purposes. Any such changes may have a material adverse effect on Unitholders’ returns.

Energy Costs

As a significant part of CAPREIT's operating expenses is attributable to energy and energy-related charges and fees, fluctuations in the price of energy and any related charges and fees (including transportation costs, commodity taxes and recent increases, and anticipated future increases, in federal and provincial carbon taxes and other forms of carbon pricing) can have a material impact on the performance of CAPREIT, its ability to pay distributions and the value of its Units. The impact of such fluctuations could be exacerbated if such energy costs cannot be hedged.

From time to time, CAPREIT may enter into agreements to pay fixed prices on all or certain of its energy requirements (principally natural gas and electricity in certain markets) to offset the risk of rising expenditures resulting from the increase in the prices of these energy commodities; however, if the prices of these energy commodities decline beyond the levels set in these agreements, CAPREIT will not benefit from such declines in energy prices and will be required to pay the higher price for such energy supplies in accordance with these agreements.

Environmental Matters

Environmental and ecological legislation and policies have become increasingly important, and generally more restrictive, in recent years. Under various laws, CAPREIT could be liable for the costs of removal or remediation of certain hazardous or toxic substances released on its properties including in connection with CAPREIT's acquisition, development, disposition or financing of properties. The failure to monitor, remove or remediate any such substances, if any, may adversely affect CAPREIT's ability to sell its real estate, or to borrow using such real estate as collateral, and could potentially also result in regulatory enforcement proceedings and/or private claims against CAPREIT. Although CAPREIT is not aware of any material non-compliance with environmental laws nor is it aware of any material pending or threatened investigations or actions by environmental regulatory authorities in connection with any of its properties, or any material pending or threatened claims relating to environmental conditions at its properties, no assurance can be given that environmental laws will not result in significant liability to CAPREIT in the future or otherwise adversely affect CAPREIT's business, financial condition or results of operations.

Environmental laws and regulations can change rapidly and CAPREIT may become subject to more stringent environmental laws and regulations in the future. Compliance with more stringent environmental laws and regulations could have a material adverse effect on CAPREIT's business, financial condition or results of operations.

CAPREIT has formal policies and procedures to review and monitor environmental exposure. CAPREIT has made, and will continue to make, the necessary capital expenditures for compliance with environmental laws and regulations.

Vendor Management and Third-Party Service Providers

CAPREIT relies on third-party vendors to provide, among other things, important operational and technology-related services. If CAPREIT does not carry out effective and efficient vendor and procurement management processes (e.g., due diligence, competitive selection

processes, contract management, vendor performance evaluation), it may result in receiving suboptimal services, which may have an operational, financial and reputational impact on CAPREIT. Additionally, CAPREIT may not always be able to negotiate or renegotiate contracts with terms, services levels and rates that are in CAPREIT's best interest. If CAPREIT was required to transition from one vendor to another vendor, in some circumstances, it could subject CAPREIT to operational and service delays and inefficiencies until alternative vendors are sourced and the transition is complete.

Operating Risk

CAPREIT is subject to general business risks and to risks inherent in the multi-residential rental property industry and in the ownership of real property. These risks include fluctuations in occupancy levels, the inability to achieve economic rents (including anticipated increases in rent), controlling bad debt exposure, rent control regulations, increases in labour costs and other operating costs including property taxes and the costs of utilities, as well as possible future changes in labour relations, competition from other landlords or the oversupply of rental accommodations, the imposition of increased taxes or new taxes and capital investment requirements.

Talent Management and Human Resource Shortages

CAPREIT relies on qualified staff to manage its buildings, service residents, and provide back-office support. Any failure to effectively attract and retain talented and experienced employees and to establish adequate succession planning and retention strategies could result in a lack of requisite knowledge, skill and experience. This could erode CAPREIT's competitive position or result in increased costs and competition for, or high turnover of, employees. Any of the foregoing could negatively affect CAPREIT's ability to operate its business and execute its strategies, which in turn, could adversely affect its reputation, operations or financial performance. A shortage of available, qualified employees may impact CAPREIT's service delivery, and the overall resident experience and lead to upward pressure on wages. Furthermore, maintaining internal pay equity will likely become increasingly challenging given higher salaries for new hires, nationwide talent shortages and inflationary pressures.

Public Health Crises

Public health crises relating to any virus, flu, epidemic, pandemic or any other similar disease or illness (each a "**Health Crisis**") could adversely impact CAPREIT, including through: a general or acute decline in economic activity in the countries and regions in which CAPREIT's properties and investments are located; increased unemployment, reduced immigration, closure of college and university campuses, household consolidation (young adults moving back in with their parents), supply shortages, temporary service disruptions due to illness, CAPREIT or government-imposed isolation programs and restrictions on the movement of personnel, and other mobility restrictions and quarantine measures; increased government regulation, inability to access governmental programs or processes on a timely basis, efficacy of governmental relief efforts; and the quarantine or contamination of one or more of CAPREIT's properties. Contagion in a property or market in which CAPREIT operates could negatively impact its occupancy, reputation or attractiveness of that market. Furthermore, increased government regulation relating to a Health Crisis could result in legislation or regulations that may restrict CAPREIT's

ability to enforce material provisions under its leases among other potential adverse impacts. All of these occurrences may have a material adverse effect on the business, cash flows, financial condition and results of operations of CAPREIT, including, but not limited to: the ability to implement rent increases; rent collection and receivables; vacancy levels; mortgage renewals and refinancings on attractive terms; submission and processing of various applications and approvals; deferral of certain capital expenditures and repair and maintenance expenditures; valuation of investment properties; and CAPREIT's ability to meet its debt covenants.

Other Regulatory Compliance Risks

CAPREIT is subject to a wide variety of laws and regulations across all jurisdictions, and faces risks associated with legal and regulatory changes and litigation. If CAPREIT or its advisors fail to monitor and become aware of changes in applicable laws and regulations or if CAPREIT fails to comply with these changes in an appropriate and timely manner, it could result in fines and penalties, litigation or other significant costs, as well as significant time and effort to remediate any violations. Additionally, such violations could result in reputational damage to CAPREIT both from an operating and an investment perspective.

Litigation Risk

In the normal course of CAPREIT's operations, whether directly or indirectly, it may become involved in, named as a party to or the subject of, various legal proceedings, including regulatory proceedings, tax proceedings and legal actions relating to personal injuries, property damage, property taxes, land rights, the environment and contract disputes. The outcome with respect to outstanding, pending or future proceedings cannot be predicted with certainty and may be determined in a manner adverse to CAPREIT and as a result, could have a material adverse effect on CAPREIT's assets, liabilities, business, financial condition and results of operations. Even if CAPREIT were to prevail in such legal proceeding, the proceedings could be costly and time-consuming and may divert the attention of management and key personnel from CAPREIT's business operations, which could have a material adverse effect on the business, cash flows, financial condition and results of operations and ability to make distributions to Unitholders.

CAPREIT's Investment in ERES

CAPREIT currently holds an approximately 65% interest in ERES assuming the exchange of all outstanding ERES Class B LP Units for ERES Units, through its beneficial ownership of, or the control or direction over, more than 142 million ERES Class B LP Units and 10.2 million ERES Units. The trading price of ERES Units may be volatile, and subject to fluctuations due to market conditions and other factors, which are often unrelated to operating results or underlying asset values and which are beyond CAPREIT's control. Fluctuations in the market price and valuations of CAPREIT's holdings in ERES may affect the price of the Units.

Potential Conflicts of Interest

CAPREIT may be subject to various conflicts of interest because certain of the trustees and officers of CAPREIT are engaged in a wide range of real estate and other business activities. CAPREIT may become involved in transactions which conflict with the interests of the foregoing.

The trustees may from time to time deal with persons, firms, institutions or corporations with which CAPREIT may be dealing, or which may be seeking investments similar to those desired by CAPREIT. The interests of these persons could conflict with those of CAPREIT. In addition, from time to time these persons may be competing with CAPREIT for available investment opportunities.

Certain trustees of CAPREIT are also trustees of ERES, and certain CAPREIT employees are officers of ERES, which may give rise to conflicts of interest with their roles at CAPREIT and ERES. The ERES declaration of trust provides that certain matters which have the potential to give rise to a conflict of interest between ERES and CAPREIT or with any related party of CAPREIT, must be approved by a majority of the non-restricted ERES trustees, in addition to a majority of the ERES trustees generally.

CAPREIT's Declaration of Trust contains "conflicts of interest" provisions requiring trustees to disclose material interests in material contracts and transactions and to refrain from voting thereon. CAPREIT's Code of Business Ethics and Conduct also contains "conflicts of interest" provisions requiring trustees and officers who become aware of a conflict of interest (or a potential conflict) to disclose any such conflicts of interest (or potential conflicts) to the Governance and Nominating Committee.

Investment Restrictions

CAPREIT has been structured and operates in adherence to the investment restrictions and operating policies set out in its Declaration of Trust and as applicable under tax laws relating to real estate investment trusts (also see "Taxation-Related Risks" in this section). These policies cover such matters as the type and location of properties that CAPREIT can acquire, the maximum leverage allowed, environmental matters and investment restrictions. Pursuant to the Declaration of Trust, CAPREIT's overall leverage is limited to 70% of its reported gross book value, unless a majority of trustees, at their discretion, determine that the maximum amount of indebtedness shall be based on the appraised value of the real properties of CAPREIT. In addition, pursuant to the Acquisition and Operating Facility agreement, CAPREIT's overall leverage is limited to 62.5% of its reported gross book value. Fluctuations in the fair value of CAPREIT's properties could impact CAPREIT's compliance with its Declaration of Trust and debt covenants.

Lack of Diversification of Investment Assets

By specializing in a particular type of real estate, CAPREIT is exposed to adverse effects on that segment of the real estate market and does not benefit from a broader diversification of its portfolio by property class.

Geographic Concentration

The portfolio is currently weighted with 41.5% of the overall portfolio (by number of suites and sites) in Ontario (26.7% in the GTA). Accordingly, CAPREIT's market value of its properties and its performance are particularly sensitive to economic conditions in, and regulatory changes affecting, Ontario and, in particular, the GTA.

Adverse changes in the economic condition or regulatory environment of this market may have a material adverse effect on CAPREIT's business, cash flows, financial condition and results of operations and its ability to make distributions to Unitholders.

Illiquidity of Real Property

Real property investments are relatively illiquid. This illiquidity will tend to limit the ability of CAPREIT to respond to changing economic or investment conditions. If CAPREIT were required to quickly liquidate assets, there is a risk the proceeds realized from such a sale would be less than the carrying value of the assets or less than what could be expected to be realized under normal circumstances.

Capital Investments

For prudent management of its property portfolio, CAPREIT makes significant property capital investments throughout the period of ownership of its properties (for example, to upgrade and maintain building structure, balconies, parking garages, electrical and mechanical systems). See "Property Capital Improvements and Investments". CAPREIT has prepared building condition reports and has committed to a multi-year property capital investment plan. CAPREIT must continuously monitor its properties to ensure appropriate and timely capital repairs and replacements are carried out in accordance with its property capital investment programs. CAPREIT requires sufficient capital to carry out its planned property capital investment and repair and refurbishment programs to upgrade its properties, especially at older properties, or it risks being exposed to operating business risks arising from structural failure, electrical or mechanical breakdowns, fire or water damage, etc., which may result in significant loss of earnings to CAPREIT. A significant increase in capital investment requirements, or difficulty in securing financing or the availability of financing on reasonable terms could adversely impact the cash available to CAPREIT and its ability to make distributions to Unitholders.

Leasing Risk

CAPREIT's investment properties generate income through rental payments made by residents. Residential tenant leases are relatively short, exposing CAPREIT to market rental-rate volatility. Upon the expiry of any lease, there can be no assurance that such lease will be renewed or the resident replaced. The terms of any subsequent lease may be less favourable to CAPREIT than the existing lease. Renewal rates may be subject to restrictions on increases to the then current rent (see "Rent Control and Residential Tenancy Regulations" in this section). As well, unlike commercial leases, which are generally "net" leases and allow a landlord to recover expenditures, residential leases are generally "gross" leases (with the exception of sub-metering of certain utilities at some properties) under which the landlord is not able to pass on costs to residents. As such, there can be no guarantees that operating margins will continue to be maintained or increased, especially in an environment of flat or declining rents and/or increasing costs. Moreover, there is no assurance that occupancy levels achieved to date at the properties will continue to be achieved and/or that occupancy levels expected in the future will be achieved. Any one, or a combination, of these factors may adversely impact the cash available to CAPREIT and its ability to make distributions to Unitholders.

Dependence on Key Personnel

The success of CAPREIT depends to a significant extent on the efforts and abilities of its executive officers and other members of management, as well as its ability to attract and retain qualified personnel to manage existing and future operations.

The loss of any executive officers or other key employees could lead to material disruption to the business.

Adequacy of Insurance and Captive Insurance

It is CAPREIT's policy to maintain a comprehensive insurance program to cover property and general liabilities, such as fire, flood, terrorism, injury or death, rental loss and environmental impacts, with limits and deductibles as deemed appropriate based on the nature of the risk, historical experience and industry standards. However, there are some types of losses, including those of a catastrophic nature, that are generally uninsurable or not economically feasible to insure, or which may be subject to insurance coverage limitations, such as large deductibles, co-payments or limitations in policy language. There can be no assurance that insurance coverage will continue to be available on commercially acceptable terms.

CAPREIT's captive insurance program was created to reduce CAPREIT's overall insurance costs through the operation of a wholly-owned subsidiary, which reinsures the first \$10 million per claim under CAPREIT's property insurance program and the first \$2 million per claim under CAPREIT's general liability insurance program. CAPREIT's aggregate liability for claims made on an annual basis under the reinsurance agreement is limited to \$25 million. Captive insurance risk is the exposure to financial loss resulting from a wholly-owned subsidiary reinsuring certain risks related to CAPREIT.

Competition for Residents

The real estate business is competitive. Numerous other developers, managers and owners of properties compete with CAPREIT in seeking residents. Competition for residents also comes from opportunities for individual home ownership, including condominiums. The existence of competing developers, managers and owners, and competition for CAPREIT's residents, could have an adverse effect on CAPREIT's ability to lease suites in its properties and on the rents charged, and may increase leasing and marketing costs and refurbishing costs necessary to lease and re-lease suites, all of which could adversely affect CAPREIT's revenues and, consequently, its ability to meet its obligations and pay distributions. In addition, any increase in the supply of available rental accommodation in the markets in which CAPREIT operates or may operate could have an adverse effect on CAPREIT.

Controls over Disclosures and Financial Reporting

CAPREIT maintains information systems, procedures and controls over financial reporting. As a result of the inherent limitations in all control systems, there cannot be complete assurance that the objectives of the control system will be met. Furthermore, no evaluation of controls can provide absolute assurance that all control issues, including instances of fraud, if any, will be detected or prevented. These inherent limitations include, without limitation, the

possibility that management's assumptions and judgments may ultimately prove to be incorrect under varying conditions and circumstances and the impact of isolated errors.

In addition, controls may be circumvented by the unauthorized acts of individuals, by collusion of two or more people, or by management override. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential conditions. Additionally, the inability to recruit and retain key personnel may impact the ability for controls to operate effectively.

Nature of CAPREIT Trust Units

Trust Unitholders do not have all of the statutory rights normally associated with ownership of shares of a company including, for example, the right to bring "oppression" or "derivative" actions against CAPREIT. The Trust Units are not "deposits" within the meaning of the *Canada Deposit Insurance Corporation Act* (the "**CDIC Act**") and are not insured under the provisions of the CDIC Act or any other legislation. Furthermore, CAPREIT is not a trust company and, accordingly, it is not registered under any trust and loan company legislation as it does not carry on or intend to carry on the business of a trust company. In addition, although CAPREIT is intended to qualify as a "mutual fund trust" as defined by the Tax Act, CAPREIT is not a "mutual fund" as defined by applicable securities legislation.

Dilution

Subject to applicable laws, CAPREIT is authorized to issue an unlimited number of Units and 25,840,600 Preferred Units, and on such terms and conditions determined by the Board of Trustees, without Unitholder approval. Unitholders have no pre-emptive right in connection with any further issuance. The Board of Trustees has the discretion to issue additional Units in other circumstances, pursuant to CAPREIT's various incentive plans, subject to limits imposed by the TSX. Any issuance of additional Units may have a dilutive effect on the holders of Units. Furthermore, timing differences may occur between the issuance of additional Units and the time such proceeds may be used to invest in new properties. Depending on the duration of such timing difference, this may be dilutive.

Distributions

Cash distributions are not guaranteed. Distributions on the Units are established by the Board of Trustees and are subject to change at the discretion of the Board of Trustees. While CAPREIT has historically made monthly cash distributions to Unitholders, the actual amount of distributions paid in respect of the Units will depend upon numerous factors, all of which are susceptible to a number of risks and other factors beyond the control of CAPREIT. The market value of the Units will deteriorate if CAPREIT is unable to meet its distribution targets in the future, and that deterioration could be significant. In addition, the composition of the cash distributions for tax purposes may change over time and could affect the after-tax return for Unitholders that are subject to Canadian income tax.

Foreign Operations and Currency Risks

In connection with CAPREIT's investment in IRES and its investment in and management of ERES, the Irish and Dutch real estate markets differ from the Canadian environment and CAPREIT's experience and expertise in managing Canadian properties may not apply perfectly to a foreign operation. Additionally, these foreign markets may differ from Canadian markets with respect to laws and regulations, economic conditions and market norms. Operating success in these foreign markets will depend on CAPREIT's ability to recognize these differences and adapt its business model accordingly. CAPREIT's growth in foreign jurisdictions also requires management oversight and resources that may have been otherwise focused on its Canadian properties. Additionally, it is possible that CAPREIT's subsidiaries and involvement in foreign operations will expose CAPREIT to foreign currency risk, as CAPREIT's functional and presentation currency is the Canadian dollar, while the functional currency of CAPREIT's foreign operations and its investment in ERES and IRES is the euro. CAPREIT's exposure to currency exchange risk could increase if the proportion of net investments or income from investment properties located in Europe relative to Canada increases as a result of future property acquisitions or investments in Europe.

Additionally, CAPREIT enters into cross-currency interest rate swap or interest rate swap arrangements from time to time to manage CAPREIT's currency risk on its European investments and to manage its interest rate exposures on certain financing arrangements. The fluctuations in the euro against the Canadian dollar and change in interest rates could have a material adverse effect on the fair value of these financial instruments.

8 - DESCRIPTION OF CAPITAL STRUCTURE AND GOVERNING POLICIES

8.1 General

CAPREIT is an unincorporated "open-end" real estate investment trust created pursuant to the Declaration of Trust and governed by the laws of the Province of Ontario.

8.2 Trust Units

The Declaration of Trust authorizes the issuance of three classes of trust units, described and designated as Trust Units. The aggregate number of Units and Special Voting Units which CAPREIT may issue is unlimited. The aggregate number of Preferred Units which CAPREIT may issue is limited to 25,840,600. There have not been any Preferred Units issuances to date. The Declaration of Trust provides that the Board of Trustees may create additional classes of units of CAPREIT having such attributes as may be ascribed from time to time provided that, other than Preferred Units, in no event, shall any such additional class of units contain any rights, terms or conditions which are more favourable than the rights terms and conditions attaching to the Units and Special Voting Units outstanding as at the date of this Annual Information Form.

As at December 31, 2023, there were 167,614,292 Units outstanding, and a further 1,908,947 Units are issuable pursuant to CAPREIT's Unit incentive plans, which as of December 31, 2023 consisted of an Employee Unit Purchase Plan, Deferred Unit Plan and Restricted Unit Rights Plan. As at December 31, 2023, there were 1,647,186 Special Voting Units issued and outstanding, and there were no Preferred Units issued and outstanding. In addition, as at December 31, 2023, there

were 1,647,186 CAPLP Class B LP Units outstanding, which are exchangeable into Units on a 1-to-1 basis.

Units

Each Unit represents a Unitholder's proportionate undivided beneficial interest in CAPREIT, subject to the rights of Preferred Unitholders. No Unit has any preference or priority over another. No Unitholder has or is deemed to have any right of ownership in any of the assets of CAPREIT. Each Unit confers the right to one vote at any meeting of Unitholders, except at a meeting of Preferred Unitholders in specified circumstances, and, subject to the rights of Preferred Unitholders, to participate *pro rata* in any distributions by CAPREIT and, in the event of termination of CAPREIT, in the net assets of CAPREIT remaining after satisfaction of the rights of Preferred Unitholders and all liabilities. Units will be issued in registered form and are transferable. Issued and outstanding Units may be subdivided or consolidated from time to time by the Board of Trustees without Unitholder approval. No certificates or interests for fractional Units will be issued or credited, as applicable, and fractional Units will not entitle the holders thereof to vote.

Preferred Units

Preferred Units may be issued from time to time in one or more series, and the Board of Trustees may fix from time to time before such issue the number of Preferred Units which is to comprise each series and the designation, rights, privileges, restrictions and conditions attaching to each series of Preferred Units and the currency thereof, including, without limiting the generality of the foregoing, any voting rights, the rate or amount of distributions (which may be cumulative or non-cumulative and variable or fixed) or the method of calculating distributions, the dates of payment thereof, the terms and conditions of redemption, purchase and conversion, if any, any rights on the liquidation, dissolution or winding-up of CAPREIT, and any sinking fund or other provisions. No Preferred Unitholder has or is deemed to have any right of ownership in any of the assets of CAPREIT. Preferred Units will be issued in registered form and are transferable. Issued and outstanding Preferred Units may be subdivided or consolidated from time to time by the Board of Trustees without Preferred Unitholder approval. No certificates or interests for fractional Preferred Units will be issued or credited, as applicable, and fractional Preferred Units will not entitle the holders thereof to vote.

The Preferred Units of each series shall, with respect to the payment of distributions (other than distributions paid solely through the distribution of additional Units) and the distribution of assets of CAPREIT or return of capital in the event of the liquidation, dissolution or winding-up of CAPREIT, whether voluntary or involuntary, or any other return of capital or distribution of assets of CAPREIT among its Unitholders for the purpose of winding-up its affairs, be entitled to preference over the Units, and over any other security of CAPREIT ranking by their terms junior to the Preferred Units.

Special Voting Units

Holders of Special Voting Units are not entitled to any share of or interest in the distributions or net assets of CAPREIT. Special Voting Units may be issued in series and may only be issued in connection with or in relation to securities of any trust, limited partnership or

corporation other than CAPREIT that are convertible or exchangeable directly for Units without the payment of additional consideration thereof (the “**Exchangeable Securities**”) and shall be automatically cancelled on the issuance of Units on exercise, conversion or cancellation of Exchangeable Securities. Subject to the restrictions set forth in the Declaration of Trust, each holder of Special Voting Units is entitled to a number of votes at all meetings of Unitholders or in respect of any written resolution of Unitholders equal to the number of Units into which the Exchangeable Securities to which such Special Voting Units relate are, directly or indirectly, exchangeable or convertible (other than in respect of Exchangeable Securities which have been so exchanged, converted and cancelled). Holders of Special Voting Units are not entitled to any distributions of any nature whatsoever from CAPREIT nor do they have any legal or beneficial interests in any assets of CAPREIT on termination or winding-up of CAPREIT.

8.3 Meetings of Trust Unitholders

The Declaration of Trust provides that meetings of Trust Unitholders entitled to vote must be called and held for the appointment, election or removal of trustees; the appointment or removal of the auditors of CAPREIT; the approval of amendments to the Declaration of Trust (except as described under “**Amendments to Declaration of Trust**” and except for any amendment resulting from or in connection with the issuance of any new series of Preferred Units or the conversion or reclassification of one series of Preferred Units into another series); provided that Preferred Unitholders shall not be entitled to vote on any amendment which directly or indirectly adds, removes or changes any of the rights, privileges, restrictions and conditions in respect of the Units; and further provided that any amendment which directly or indirectly adds, removes or changes in an adverse manner any of the rights, privileges, restrictions and conditions in respect of any series of Preferred Units cannot occur without the affirmative vote of at least two-thirds of the votes cast at a duly called and held meeting of the Preferred Unitholders of that series or those series so affected, except for in connection with the issuance of any new series of Preferred Units or the conversion or reclassification of one series of Preferred Unit into another series, including the amendment of any right with respect to any outstanding Units or Preferred Units to reduce the amount payable thereon upon termination of CAPREIT or to diminish or eliminate any voting rights pertaining thereto, the amendment of the duration or termination provisions of CAPREIT and the amendment of the powers, duties, obligations, liabilities or indemnification of the trustees; the sale or transfer of the assets of CAPREIT as an entirety or substantially as an entirety other than as part of an internal reorganization of the assets of CAPREIT as approved by the Board of Trustees; and the termination of CAPREIT.

The annual meeting of the Trust Unitholders entitled to vote will be held at such time and place and/or by such form of telephonic, electronic, virtual or other communication method, as the Board of Trustees shall prescribe for the purpose of electing trustees, appointing the auditors of CAPREIT and transacting such other business as the Board of Trustees may determine or as may properly be brought before the meeting. The annual meeting of Trust Unitholders entitled to vote shall be held after delivery to the Trust Unitholders of the annual report and, in any event, within 180 days after the end of each fiscal year of CAPREIT, or such later date (not later than fifteen months after holding the last preceding annual meeting of the Trust Unitholders entitled to vote) as the Board of Trustees may determine is in the best interests of the Trust Unitholders, subject to the receipt of all applicable regulatory approvals.

A meeting of Trust Unitholders may be convened at any time and for any purpose by the Board of Trustees and must be convened, except in certain circumstances, if requisitioned by the holders of not less than 5% of the Trust Units then outstanding by a written requisition. A requisition must state in reasonable detail the business proposed to be transacted at the meeting. Trust Unitholders have the right to obtain a list of Trust Unitholders to the same extent and upon the same conditions as those which apply to shareholders of a corporation governed by the *Canada Business Corporations Act*.

Trust Unitholders entitled to vote at a meeting may attend and vote at all meetings of Trust Unitholders either in person or by electronic means, as applicable, or by proxy and a proxy need not be a Trust Unitholder. Unitholders and Special Unitholders shall be entitled to vote at all meetings of Trust Unitholders, except at a class meeting of the Preferred Unitholders.

8.4 Purchases of Units and Preferred Units

Provided the holder thereof agrees or the terms of the Units or Preferred Units so provide, CAPREIT may from time to time purchase for cancellation Units or Preferred Units in accordance with applicable securities legislation and the rules prescribed under applicable stock exchange or regulatory policies.

8.5 Take-over Bids

The Declaration of Trust contains provisions to the effect that if a take-over bid is made for Units or Special Voting Units, within the meaning of the *Securities Act* (Ontario) and not less than 90% of the Units (or Special Voting Units, if the take-over bid is made for Special Voting Units), other than Units (or Special Voting Units, if the take-over bid is made for Special Voting Units) held at the date of the take-over bid by or on behalf of the offeror or associates or affiliates of the offeror, are taken up and paid for by the offeror, the offeror will be entitled to acquire the Units (or Special Voting Units, if the take-over bid is made for Special Voting Units) held by Unitholders who did not accept the offer either at the election of such Unitholders, on the terms offered by the offeror or at the fair value of such Unitholders' Units (or Special Voting Units, if the take-over bid is made for Special Voting Units) determined in accordance with the procedures set out in the Declaration of Trust. The take-over bid provisions of the Declaration of Trust shall apply *mutatis mutandis* to any series of Preferred Units that is the subject of a take-over bid (whether or not the Preferred Units are voting securities or equity securities for the purposes of the *Securities Act* (Ontario)).

8.6 Issuance of Trust Units

CAPREIT may issue new Trust Units from time to time. Trust Unitholders do not have any pre-emptive rights whereby additional Trust Units proposed to be issued are first offered to existing Trust Unitholders. Special Voting Units shall only be issued in connection with the issuance of Exchangeable Securities. In certain instances, CAPREIT may also issue new Trust Units as consideration for the acquisition of new properties or assets.

8.7 Right of Redemption

Units are redeemable at any time on demand by the holders thereof upon delivery to CAPREIT of (i) the certificate or certificates representing such Units to be redeemed or (ii) written instructions as to the number of Units to be redeemed, accompanied by a duly completed and properly executed notice requesting redemption. A Unitholder not otherwise holding a registered Unit certificate that wishes to exercise the redemption right will be required to obtain a redemption notice form from the Unitholder's investment dealer who will be required to deliver the completed redemption notice form to CAPREIT and to CDS. No form or manner of completion or execution shall be sufficient unless the same is in all respects reasonably acceptable to the Board of Trustees and is accompanied by any further evidence that the Board of Trustees may reasonably require with respect to the identity, capacity or authority of the person giving such notice.

Upon receipt of the redemption request by CAPREIT, all rights to and under the Units tendered for redemption shall be surrendered and the holder thereof shall be entitled to receive a price per Unit (the "**Redemption Price**") equal to the lesser of (i) 90% of the "market price" of the Units on the principal market on which the Units are quoted for trading during the ten trading day period ending on the date on which the Units are surrendered to CAPREIT for redemption; and (ii) the "closing market price" of the Units on the principal market on which the Units are quoted for trading on the date that the Units are surrendered to CAPREIT for redemption.

"**Market price**" will be an amount equal to the simple average of the closing price of the Units for each of the ten trading days on the principal market on which the Units are quoted for trading and on which there was a closing price; provided that, if the applicable exchange or market does not provide a closing price but only provides the highest and lowest prices of the Units traded on a particular day, the market price shall be an amount equal to the weighted average of the highest and lowest prices for each of the trading days on which there was a trade; and provided further that if there was trading on the applicable exchange or market for fewer than five of the ten trading days, the "market price" shall be the weighted average of the following prices established for each of the ten trading days: the average last bid and last ask prices for each day on which there was no trading; the closing price of the Units for each day that there was trading if the exchange or market provides for a closing price; and the weighted average of the highest and lowest price of the Units for each day that there was trading, if the market provides only the highest and lowest prices of Units traded on a particular day. The "**closing market price**" on a particular day shall be an amount equal to the closing price of the Units if there was a trade on that day and the exchange or market provides a closing price; an amount equal to the weighted average of the highest and lowest prices of Units if there was trading and the exchange or other market provides only the highest and lowest prices of Units traded on that day; and the weighted average of the last bid and last ask prices of the Units if there was no trading on that day.

The aggregate cash Redemption Price payable by CAPREIT in respect of any Units surrendered for redemption during any calendar month shall be satisfied by way of a cash payment on the last day of the following month; provided that the entitlement of Unitholders to receive cash upon the redemption of their Units is subject to the limitations that (i) the total amount payable by CAPREIT in respect of such Units and all other Units tendered for redemption in the same calendar month shall not exceed \$50,000, provided that such limitation may be waived at the discretion of the Board of Trustees; (ii) at the time such Units are tendered for

redemption the outstanding Units of CAPREIT shall be listed for trading on a stock exchange or traded or quoted on any other market which the Board of Trustees considers, in its sole discretion, provides representative fair market value prices for the Units; or (iii) the normal trading of Units is not suspended or halted on any stock exchange on which the Units are listed (or, if not listed on a stock exchange, on any market on which Units are quoted for trading) on the date that the Units are tendered for redemption or for more than five trading days during the ten day trading period commencing immediately after the date on which the Units are tendered for redemption.

If a Unitholder is not entitled to receive cash upon the redemption of Units as a result of the foregoing limitations, then the Redemption Price for such Units shall be satisfied by the distribution *in specie* of certain securities held by CAPREIT, as determined by the Board of Trustees and, subject to any applicable regulatory approvals. No fractional securities owned by CAPREIT (the “**Securities**”) will be distributed and where a number of Securities to be received by a Unitholder includes a fraction, such number shall be rounded to the next lowest whole number. CAPREIT shall be entitled to all income paid or accrued and unpaid on the Securities on or before the date of the distribution *in specie*. The holders of Securities will be subject to the provisions of all material agreements that relate to such Securities.

8.8 Limitation on Non-Resident Ownership

At no time may non-residents of Canada (within the meaning of the Tax Act) be the beneficial owners of more than 49% of the Units or Preferred Units, on a basic or fully-diluted basis (and for greater certainty, including Units into which Exchangeable Securities may be converted or exchanged), and the Board of Trustees shall inform the transfer agent and registrar of this restriction. The transfer agent and registrar, at the request of CAPREIT, shall require declarations as to the jurisdictions in which beneficial owners of Units or Preferred Units are resident. If the transfer agent and registrar becomes aware, as a result of requiring such declarations as to beneficial ownership, that the beneficial owners of 49% of the Units or Preferred Units (on a basic or fully-diluted basis, including Units into which Exchangeable Securities may be converted or exchanged) are, or may be, non-residents or that such a situation is imminent, the transfer agent and registrar will advise the Board of Trustees and, upon receiving direction from the Board of Trustees, may make a public announcement thereof and shall not accept a subscription for Units or Preferred Units from or issue or register a transfer of Units to a person unless the person provides a declaration that the person is not a non-resident and does not hold such Units or Preferred Units for the benefit of non-residents. If, notwithstanding the foregoing, the transfer agent and registrar determines that more than 49% of the Units or Preferred Units (on a basic or fully-diluted basis, including Units, Preferred Units into which Exchangeable Securities may be converted or exchanged) are held by non-residents, the transfer agent and registrar upon receiving direction and a suitable indemnity from the Board of Trustees, may send a notice to non-resident holders of the Units, Preferred Units or Exchangeable Securities, chosen in inverse order to the order of acquisition or registration or in such manner as the Board of Trustees may consider equitable and practicable, requiring them to sell their Units, Preferred Units or Exchangeable Securities or a portion thereof within a specified period of not more than 30 days. If the Unitholders or Preferred Unitholders receiving such notice have not sold the specified number of Units, Preferred Units or Exchangeable Securities or provided the Board of Trustees with satisfactory evidence that they are not non-residents within such period, the transfer agent and registrar may on behalf of such unitholders sell such Units, Preferred Units or Exchangeable Securities and, in the interim, shall suspend the voting and distribution rights

attached to such Units, Preferred Units or Exchangeable Securities (other than the right to receive the net proceeds from the sale). Upon such sale or conversion, the affected holders shall cease to be Unitholders, Preferred Unitholders or holders of Exchangeable Securities and their rights shall be limited to receiving the net proceeds of sale upon surrender of the certificate, if any, representing such securities.

8.9 Amendments to Declaration of Trust

The Declaration of Trust may be amended or altered from time to time. Certain amendments require approval by at least two-thirds of the votes cast at a meeting of the Trust Unitholders called for such purpose by Trust Unitholders entitled to vote thereon. Other amendments to the Declaration of Trust require approval by a majority of the votes cast at a meeting of the Trust Unitholders called for such purpose by Trust Unitholders entitled to vote thereon.

The Board of Trustees may, without the approval of the Trust Unitholders, make certain amendments to the Declaration of Trust, including:

- amendments for the purpose of ensuring continuing compliance with applicable laws, regulations, requirements or policies of any governmental authority having jurisdiction over the Board of Trustees or over CAPREIT, its status as a “mutual fund trust”, a “registered investment” or, if applicable, a “real estate investment trust” under the Tax Act or the distribution of Trust Units;
- amendments which, in the opinion of the Board of Trustees, provide additional protection for the Trust Unitholders;
- amendments, which in the opinion of the Board of Trustees, are necessary or desirable to remove any conflicts or inconsistencies in the Declaration of Trust;
- amendments of a minor or clerical nature or to correct typographical mistakes, ambiguities or manifest omissions or errors, which amendments in the opinion of the Board of Trustees are necessary or desirable and not prejudicial to the Trust Unitholders;
- such amendments to the Declaration of Trust as the Board of Trustees in its discretion deems necessary or desirable as a result of changes in taxation laws or accounting standards from time to time which may affect CAPREIT, Trust Unitholders or annuitants under a plan of which a Trust Unitholder acts as a trustee or carrier;
- amendments, which in the opinion of the Board of Trustees, are not prejudicial to Trust Unitholders and are necessary or desirable (which, for greater certainty, exclude amendments in respect of which a Trust Unitholder vote is specifically otherwise required); and
- amendments, which in the opinion of the Board of Trustees, are necessary or desirable to enable CAPREIT to issue Trust Units for which the purchase price is

payable on an instalment basis, as permitted pursuant to section 5.4 (Consideration of Units) of the Declaration of Trust.

8.10 Term of CAPREIT and Sale of Substantially All Assets

CAPREIT has been established for an indefinite term. Pursuant to the Declaration of Trust, termination of CAPREIT or the sale or transfer of the assets of CAPREIT as an entirety or substantially as an entirety (other than as part of an internal reorganization of the assets of CAPREIT as approved by the Board of Trustees) requires approval by at least two-thirds of the votes cast at a meeting of the Trust Unitholders entitled to vote thereon.

8.11 Unitholders' Rights Plan

CAPREIT has established an amended and restated Unitholders' rights plan agreement (the "**Rights Plan**"). The Rights Plan utilizes the mechanism of a permitted bid (a "**Permitted Bid**") (as hereinafter described) to ensure that a person seeking control of CAPREIT gives Unitholders and the Board of Trustees sufficient time to evaluate the bid, negotiate with the initial bidder and encourage competing bids to emerge. The purpose of the Rights Plan is to protect Unitholders by requiring all potential bidders to comply with the conditions specified in the Permitted Bid provisions or risk being subject to the dilutive features of the Rights Plan. Generally, to qualify as a Permitted Bid, a bid must be made to all Unitholders and must be open for 105 days after the bid is made or such shorter period that a take-over bid (that is not exempt from the requirements of Division 5: Bid Mechanics of Multilateral Instrument 62-104 – *Take-Over Bids and Issuer Bids* ("**MI 62-104**") must remain open for deposits of securities thereunder, in the applicable circumstances at such time, pursuant to MI 62-104. If more than 50% of the Units held by Independent Unitholders (as hereinafter defined) are deposited or tendered to the bid and not withdrawn, the bidder may take up and pay for such Units. The take-over bid must then be extended for a further period of ten days on the same terms to allow those Unitholders who did not initially tender their Units to tender to the take-over bid if they so choose. Thus, there is no coercion to tender during the initial 105-day period, or such shorter period as permitted by MI 62-104, because the bid must be open for acceptance for at least a further ten days after the expiry of the initial tender period. The intention of the Rights Plan is to make it impractical for any person to acquire more than 20% of the outstanding Units without the approval of the Board of Trustees, except pursuant to the Permitted Bid procedures or pursuant to certain other exemptions outlined below. Management believes that the Rights Plan, taken as a whole, should not be an unreasonable obstacle to a serious bidder willing to make a bona fide and financially fair offer open to all Unitholders while permitting the Board of Trustees to fully consider the bidder's offer and, if appropriate, investigate and pursue alternatives.

The terms of the Rights Plan were established on a basis that takes account of concerns previously expressed by institutional investors with respect to certain of the provisions of such plans. The provisions of the Rights Plan relating to portfolio managers are designed to prevent the triggering of the Rights Plan by virtue of the customary activities of such persons (see "**Portfolio Managers**" below).

Summary

The following is a summary of the principal terms of the Rights Plan. The provisions of the Rights Plan shall apply *mutatis mutandis* to Special Voting Units and any series of Preferred Units that are the subject of a take-over bid.

Term

At CAPREIT's 2022 Annual and Special Meeting of Unitholders and Special Unitholders held on June 1, 2022, Unitholders reconfirmed and approved the Rights Plan. The Rights Plan must be reconfirmed and approved by a resolution passed by a majority of the votes cast by Independent Trust Unitholders who vote in respect of such reconfirmation and approval at a meeting of Trust Unitholders to be held not later than the date of CAPREIT's 2025 annual meeting of Trust Unitholders (or any adjournment or postponement thereof) and thereafter at such meeting to be held, *mutatis mutandis*, every three years thereafter.

Issue of Rights

One right (a "**Right**") has been issued in respect of each Trust Unit outstanding at the Record Time (as defined in the Rights Plan) and one Right has and will be issued in respect of each Trust Unit issued after the Record Time and prior to the Separation Time (as defined below). The initial exercise price of each Right is: (i) until the Separation Time, an amount equal to three times the Market Price (as defined in the Rights Plan), from time to time per Trust Unit and (ii) from and after the Separation Time, an amount equal to three times the Market Price, as at the Separation Time, per Trust Unit, subject to appropriate anti-dilution adjustments.

Rights Exercise Privilege

The Rights will separate from the Trust Units to which they are attached and will become exercisable at the time (the "**Separation Time**") that is ten trading days after the earlier of: (i) a person having acquired, or (ii) the commencement or announcement date in respect of a take-over bid to acquire, 20% or more of the Trust Units of CAPREIT, other than by an acquisition pursuant to a Permitted Bid.

The acquisition by a person (an "**Acquiring Person**"), including persons acting in concert, of 20% or more of the Trust Units of CAPREIT, other than by way of a Permitted Bid in certain circumstances, is referred to as a "**Flip-in Event**". Any Rights held by an Acquiring Person on or after the earlier of the Separation Time or the first date of public announcement by CAPREIT or an Acquiring Person that an Acquiring Person has become such, will become void upon the occurrence of a Flip-in Event.

The issue of the Rights is not initially dilutive. Upon a Flip-in Event occurring and the Rights separating from the attached Trust Units, reported earnings per Trust Unit on a fully diluted or non-diluted basis may be affected. Holders of Rights who do not exercise their Rights upon the occurrence of a Flip-in Event may suffer substantial dilution.

Certificates and Transferability

Prior to the Separation Time, the Rights will be evidenced by a legend imprinted on the certificates for Trust Units (or by a legend included in the registration record of book-entry form Trust Units) and will not be transferable separately from the attached Trust Units. From and after the Separation Time, the Rights will be evidenced by Rights certificates or by book-entry form registration, which will be transferable and traded separately from the Trust Units.

Permitted Bid Requirements

The requirements of a Permitted Bid include the following:

- The take-over bid must be made by way of a take-over bid circular.
- The take-over bid must be made to all holders of Trust Units (or instalment receipts related to Trust Units, if any), other than the bidder.
- The take-over bid must contain, and the provisions for the take-up and payment for securities tendered or deposited thereunder must be subject to, an irrevocable and unqualified condition that no securities shall be taken up or paid for pursuant to the take-over bid prior to the close of business on a date which is not less than 105 days following the date of the take-over bid or such shorter period that a take-over bid (that is not exempt from the requirements of Division 5: Bid Mechanics of MI 62-104) must remain open for deposits of securities thereunder, in the applicable circumstances at such time, pursuant to MI 62-104.
- The take-over bid must contain irrevocable and unqualified provisions that securities may be deposited pursuant to the take-over bid at any time prior to the close of business on the date of first take-up or payment for securities and that all securities deposited pursuant to the take-over bid may be withdrawn, unless restricted by law, at any time prior to the close of business on such date.
- The take-over bid must contain, and the provisions for take-up and payment for securities tendered or deposited thereunder shall be subject to, an irrevocable and unqualified condition that no securities shall be taken up or paid for pursuant to the take-over bid unless, at such date, more than 50% of the outstanding Trust Units held by Independent Trust Unitholders (defined below), determined as at the close of business on the date of first take-up or payment for securities under the take-over bid, have been deposited or tendered to the take-over bid and not withdrawn.
- The take-over bid must contain an irrevocable and unqualified provision that in the event that more than 50% of the Trust Units held by Trust Unitholders other than the bidder, its affiliates and persons acting jointly or in concert with the bidder (the “**Independent Trust Unitholders**”) are deposited to the take-over bid and not withdrawn as at the close of business on the date of first take-up or payment for securities under the take-over bid, the offeror will make a public announcement of that fact and the take-over bid will remain open for deposits and

tenders of securities for not less than ten days from the date of such public announcement.

The Rights Plan allows a competing Permitted Bid (a “**Competing Permitted Bid**”) to be made while a Permitted Bid is in existence. A Competing Permitted Bid must satisfy all the requirements of a Permitted Bid (other than the requirements set out in clause (ii) of that definition in the Rights Plan) and contain, and the take-up and payment for securities tendered or deposited is subject to, an irrevocable and unqualified provision that no Trust Units will be taken up or paid for pursuant to the take-over bid prior to the close of business on the date that is no earlier than the minimum number of days such take-over bid must remain open for deposits of securities thereunder pursuant to MI 62-104 after the date of the take-over bid constituting the Competing Permitted Bid.

Waiver and Redemption

The Board of Trustees acting in good faith may, with the consent of the Trust Unitholders (or instalment receipts related to Trust Units, if any), prior to a Flip-in Event, waive the dilutive effects of the Rights Plan in respect of a particular Flip-in Event. At any time prior to the occurrence of a Flip-in Event, the Board of Trustees may, at their option, redeem all, but not less than all, of the then outstanding Rights at a price of \$0.00001 each.

Waiver of Inadvertent Flip-in Event

The Board of Trustees acting in good faith may, in respect of any Flip-in Event, waive the application of the Rights Plan to that Flip-in Event, provided that (i) the Board of Trustees have determined that the Acquiring Person became an Acquiring Person by inadvertence and without any intent or knowledge that it would become an Acquiring Person, and (ii) such Acquiring Person has reduced its beneficial ownership of Trust Units (or instalment receipts related to Trust Units, if any) such that at the time of waiver it is no longer an Acquiring Person.

Portfolio Managers

The provisions of the Rights Plan relating to portfolio managers are designed to prevent the occurrence of a Flip-in Event solely by virtue of the customary activities of such managers, including trust companies and other persons, where a substantial portion of the ordinary business of such person is the management of funds for unaffiliated investors, so long as any such person does not propose to make a take-over bid either alone or jointly with others.

Supplement and Amendments

CAPREIT is authorized to make amendments to the Rights Plan to correct any clerical or typographical error or, subject to certain exceptions, which are required to maintain the validity of the Rights Plan as a result of any changes in law or regulation.

General

Until a Right is exercised, the holders thereof, as such, will have no rights as a Trust Unitholder.

9 - INVESTMENT RESTRICTIONS AND OPERATING POLICIES

9.1 Investment Restrictions

The Declaration of Trust provides for certain restrictions on investments which may be made by CAPREIT. The assets of CAPREIT may be invested only in accordance with the following restrictions:

- (i) CAPREIT shall focus its activities primarily on the acquisition, holding, developing, maintaining, improving, leasing, or management of income producing real property with an emphasis on real property which is being utilized or intended to be utilized to provide living accommodation (the “**Focus Activities**”);
- (ii) notwithstanding anything else contained in the Declaration of Trust, CAPREIT shall not make any investment, take any action or omit to take any action that would result in Trust Units not being units of a “mutual fund trust” within the meaning of the Tax Act, that would result in Units being disqualified for investment by registered retirement savings plans, registered retirement income funds or deferred profit sharing plans or that would, if CAPREIT is a registered investment within the meaning of the Tax Act, result in CAPREIT paying a tax under the registered investment provisions of the Tax Act imposed for exceeding certain investment limits;
- (iii) CAPREIT may, directly or indirectly, make such investments, do all such things and carry out all such activities as are necessary or desirable in connection with the conduct of its activities provided they are not otherwise specifically prohibited under the Declaration of Trust;
- (iv) CAPREIT may invest in freehold, leasehold, or other interests in property (real, personal, moveable or immovable);
- (v) CAPREIT may make its investments and conduct its activities directly or indirectly through an investment in one or more persons on such terms as the Board of Trustees may from time to time determine;
- (vi) except for temporary investments held in cash, deposits with a Canadian chartered bank or trust company registered under the laws of a province of Canada, short-term government debt securities, or money market instruments of, or guaranteed by, a Canadian bank listed on Schedule I to the *Bank Act* (Canada) maturing prior to one year from the date of issue, CAPREIT may not hold securities other than securities of a person:
 - (A) acquired in connection with the carrying on, directly or indirectly, of CAPREIT’s activities or the holding of its assets; or
 - (B) which focuses its activities primarily on Focus Activities and ancillary activities;

- (vii) CAPREIT shall not invest in rights to or interests in mineral or other natural resources, including oil or gas, except as incidental to an investment in real property;
- (viii) CAPREIT shall not acquire any interest in a single real property if, after giving effect to the proposed acquisition, the cost to CAPREIT of such acquisition (net of the amount of acquisition debt) will exceed 20% of CAPREIT's Adjusted Unitholders' Equity (as defined in the Declaration of Trust);
- (ix) CAPREIT may invest in operating businesses;
- (x) CAPREIT may invest in mortgages and mortgage bonds (including a participating or convertible mortgage) where the aggregate amount of such investments after giving effect to the proposed investment, will not exceed 20% of the Adjusted Unitholders' Equity; and
- (xi) notwithstanding any other provision of the Declaration of Trust but subject always to (b) above, CAPREIT may make investments not otherwise permitted under the Declaration of Trust, provided the aggregate amount of such investments (which, in the case of an amount invested to acquire real property, is the purchase price less the amount of any indebtedness assumed or incurred by CAPREIT and secured by a mortgage on such property) will not exceed 20% of the Adjusted Unitholders' Equity of CAPREIT after giving effect to the proposed investment.

9.2 Operating Policies

The Declaration of Trust provides that the operations and affairs of CAPREIT shall be conducted in accordance with the following policies:

- (i) CAPREIT shall not purchase, sell, market or trade in currency or interest rate futures contracts otherwise than for hedging purposes where, for the purposes hereof, the term "hedging" shall have the meaning ascribed thereto by National Instrument 81-102 - *Mutual Funds*, as amended from time to time;
- (ii) (i) any written instrument creating an obligation which is or includes the granting by CAPREIT of a mortgage, and (ii) to the extent the Board of Trustees determines to be practicable and consistent with its fiduciary duty to act in the best interests of the Trust Unitholders, any written instrument which is, in the judgment of the Board of Trustees, a material obligation shall contain a provision or be subject to an acknowledgement to the effect that the obligation being created is not personally binding upon, and that resort shall not be had to, nor shall recourse or satisfaction be sought from, the private property of any of the trustees, Trust Unitholders, annuitants under a plan of which a Trust Unitholder acts as a trustee or carrier, or officers, employees or agents of CAPREIT, but that only property of CAPREIT or a specific portion thereof shall be bound; CAPREIT, however, is not required, but shall use all reasonable efforts, to comply with this requirement in respect of obligations assumed by CAPREIT upon the acquisition of real property;

- (iii) CAPREIT shall not incur or assume any indebtedness if, after giving effect to the incurring or assumption of the indebtedness, the total indebtedness of CAPREIT (including the amount then advanced under the credit facilities) would be more than 70% of the Gross Book Value (as defined in the Declaration of Trust), unless a majority of the trustees, in their discretion, determine that the maximum amount of indebtedness shall be based on the appraised value of the real properties of CAPREIT. For the purposes of this subparagraph, “indebtedness” means (without duplication) on a consolidated basis:
 - (i) any obligation of CAPREIT for borrowed money (other than under the CAPREIT’s credit facilities),
 - (ii) any obligation of CAPREIT (other than under CAPREIT’s credit facilities) incurred in connection with the acquisition of property, assets or businesses other than the amount of future income tax liability arising out of indirect acquisitions,
 - (iii) any obligation of CAPREIT issued or assumed as the deferred purchase price of property, and
 - (iv) any capital lease obligation of CAPREIT;

provided that (A) for the purposes of (i) through (iv), an obligation (other than convertible debentures) will constitute indebtedness only to the extent that it would appear as a liability on the consolidated balance sheet of CAPREIT in accordance with generally accepted accounting principles, (B) obligations referred to in clauses (i) through (iii) exclude trade accounts payable, security deposits, distributions payable to Unitholders or Preferred Unitholders, contingent liabilities and accrued liabilities arising in the ordinary course, and (C) convertible debentures will constitute indebtedness to the extent of the principal amount thereof outstanding;

- (iv) CAPREIT shall obtain an independent appraisal of each real property that it intends to acquire;
- (v) CAPREIT shall obtain and maintain at all times insurance coverage in respect of potential liabilities of CAPREIT and the accidental loss of value of the assets of CAPREIT from risks, in amounts, with such insurers, and on such terms as the Board of Trustees considers appropriate, taking into account all relevant factors including the practices of owners of comparable properties; and
- (vi) unless the Board of Trustees determines it is not necessary, CAPREIT shall have conducted a Phase I environmental audit of each real property to be acquired by it and, if the Phase I environmental audit report recommends that further environmental audits be conducted, CAPREIT shall have conducted such further environmental audits, in each case by an independent and experienced environmental consultant; such audit, as a condition to any acquisition, shall be satisfactory to the Board of Trustees.

9.3 Amendments to Investment Restrictions and Operating Policies

Pursuant to the Declaration of Trust, all of the investment restrictions set out under the headings “Investment Restrictions” and the operating policies set out under the heading “Operating Policies” may be amended only with the affirmative vote of at least two-thirds of the votes cast at a meeting of Trust Unitholders duly called and held by Trust Unitholders entitled to vote thereon, except for amendments, which in the opinion of the Board of Trustees, are not prejudicial to Trust Unitholders and are necessary or desirable (which, for greater certainty, exclude amendments in respect of which a Trust Unitholder vote is specifically otherwise required).

10 - DISTRIBUTIONS

10.1 Distribution Policy

The following outlines the distribution policy of CAPREIT solely (and does not include the distribution policy of ERES or any other CAPREIT subsidiary) as contained in the Declaration of Trust.

Distributions are determined by the Board of Trustees. All declared distributions are payable on or about the 15th day of each month with the exception of any special distribution which is payable as determined by the Board of Trustees. Distributions may be adjusted for amounts paid in prior periods. Unitholders of record at the close of business on the distribution record date in respect of a month shall be entitled to receive proportionately any distribution declared payable by the Board of Trustees for such month, subject to the preferential entitlements of Preferred Unitholders.

Distributions are made in cash or Units pursuant to any distribution reinvestment plan or Unit purchase plan.

CAPREIT shall pay or declare payable to Preferred Unitholders of each series as may from time to time be issued and outstanding, and such Preferred Unitholders will have a right to receive, such portion of the income of CAPREIT as the Board of Trustees have determined to distribute to such Preferred Unitholders as prescribed by the rights, privileges, restrictions and conditions established by the Board of Trustees on the creation of such series of Preferred Units. For so long as any Preferred Units remain issued and outstanding, CAPREIT shall not pay or declare payable any amount to Unitholders (other than amounts that are paid solely through the issuance of additional Units) unless and until the distribution entitlements of the Preferred Units have been paid in full.

The cost for Canadian tax purposes of Units or Preferred Units held by a Canadian resident Unitholder or Preferred Unitholder will generally be reduced by the non-taxable portion of distributions made to the Unitholder or Preferred Unitholder, as applicable, other than the non-taxable portion of certain capital gains. A Unitholder or Preferred Unitholder will generally realize a capital gain to the extent that the Unitholder's or Preferred Unitholder's tax cost of his or her Units or Preferred Units, as applicable, would otherwise be a negative amount. Unitholders and Preferred Unitholders should seek advice from their respective tax advisors with respect to any specific tax matters.

10.2 Cash Distributions

The following table summarizes CAPREIT's (excluding ERES') annualized distribution (the "**Annualized Distribution**") for the last three years as at December 31, 2023. In determining the amount of monthly cash distributions, the Board of Trustees relies upon cash flow information and management forecasts and budgets.

Distribution Period	Annualized Distributions per Unit
January 2021 – July 2021	\$1.38
August 2021 – December 2021	\$1.45
January 2022 – December 2022	\$1.45
January 2023 – December 2023	\$1.45

10.3 Distribution Reinvestment Plan

CAPREIT has established a distribution reinvestment plan ("**DRIP**"). Under the DRIP, a participant may purchase additional Units with the cash distributions paid on the eligible Units which are registered in the name of the participant or held in a participant's account maintained pursuant to the DRIP. The price at which Units will be purchased with cash distributions will be the weighted average of the trading price for Units of CAPREIT on the TSX for the five trading days immediately preceding the relevant distribution date. No commissions, service charges or brokerage fees are payable by participants in connection with the DRIP. Full investment of participants' funds is possible under the DRIP because the DRIP permits fractions of Units as well as whole Units to be purchased and held for participants. Distributions in respect of whole Units and fractions of Units acquired under the DRIP will be held by the agent for the DRIP for the participants' account and automatically invested under the DRIP in additional Units. For the year ended December 31, 2023, the average participation rate in the DRIP was approximately 4.1% of Units outstanding compared to 17.0% for the year ended December 31, 2022.

11 - MANAGEMENT'S DISCUSSION AND ANALYSIS

Management's discussion and analysis of results of operations and financial position of CAPREIT for the year ended December 31, 2023 is incorporated herein by reference.

12 - MARKET FOR SECURITIES

Trading Price and Volume

Units of CAPREIT are listed and posted for trading on the TSX under the symbol “CAR.UN”. As at December 31, 2023, there were 167,614,292 Units issued and outstanding. The following table indicates the high and low trading price and the volume of the Units traded on the TSX on a monthly basis for the year ended December 31, 2023:

Date	High	Low	Volume Traded
January	\$ 49.81	\$ 42.59	6,916,395
February	\$ 50.96	\$ 48.25	7,953,110
March	\$ 49.56	\$ 45.05	10,062,781
April	\$ 49.87	\$ 46.31	5,216,207
May	\$ 50.60	\$ 48.07	7,566,725
June	\$ 51.31	\$ 46.60	7,412,438
July	\$ 52.98	\$ 49.12	4,920,863
August	\$ 51.30	\$ 47.53	7,181,879
September	\$ 50.25	\$ 44.50	6,255,846
October	\$ 46.49	\$ 40.52	6,602,593
November	\$ 46.52	\$ 40.92	7,237,420
December	\$ 54.60	\$ 45.81	8,366,043

13 - MANAGEMENT OF CAPREIT, TRUSTEES AND EXECUTIVE OFFICERS

13.1 General

The investment policies and operations of CAPREIT are subject to the control and direction of the trustees, a majority of whom must be independent trustees (as defined in NI 58-101). All of the trustees of CAPREIT are independent, other than Mr. Kenney, as President and Chief Executive Officer of CAPREIT. Trustees hold office for a term ending following the annual meeting subsequent to the annual meeting at which they were elected by Trust Unitholders entitled to vote.

13.2 Trustees and Executive Officers

As at the date of this Annual Information Form, the name, province of residence, office held with CAPREIT, principal occupations held during the preceding five years and the period during which each trustee or executive officer has served are as follows:

Name and Place of Residence	Office	Principal Occupations during preceding five years	Year first became a Trustee or Executive Officer	Number of Units, Deferred Units and RURs beneficially owned, controlled or directed, directly or indirectly as at December 31, 2023 ⁽¹⁾
Lori-Ann Beausoleil ⁽⁵⁾ Mississauga, Ontario, Canada	Trustee	Corporate Director, Strategic Advisor and retired Partner of PwC	2021	750 Units 5,756 Deferred Units
Harold Burke ⁽²⁾⁽⁴⁾ Toronto, Ontario, Canada	Trustee	Consultant and former Senior Vice President of Taxation, Dream Asset Management Corporation	2010	38,294 Deferred Units
Gina Parvaneh Cody Toronto, Ontario, Canada	Trustee	Corporate Director	2017	23,000 Units 26,215 Deferred Units
Gervais Levasseur ⁽⁴⁾⁽⁵⁾ Dollard-des-Ormeaux, Québec, Canada	Trustee	Consultant and Corporate Director	2022	4,170 Deferred Units
Ken Silver ⁽⁴⁾⁽⁵⁾ Toronto, Ontario, Canada	Trustee	Corporate Director and former President and CEO of CT Real Estate Investment Trust	2022	4,170 Deferred Units
Jennifer Stoddart ⁽²⁾⁽³⁾ Westmount, Québec, Canada	Trustee	Strategic Advisor at Fasken LLP	2023	1,520 Deferred Units
Elaine Todres ⁽²⁾⁽³⁾ Toronto, Ontario, Canada	Trustee	Chief Executive Officer of Todres Leadership Counsel (a consultancy company)	2013	2,000 Units 38,951 Deferred Units
René Tremblay ⁽³⁾⁽⁴⁾ Montréal, Québec, Canada	Trustee	Corporate Director	2020	14,764 Deferred Units
Mark Kenney Newmarket, Ontario, Canada	President, Chief Executive Officer and Trustee	President, Chief Executive Officer and former Chief Operating Officer of CAPREIT	2002	281,605 Units 201,355 RURs
Stephen Co Toronto, Ontario, Canada	Chief Financial Officer	Chief Financial Officer of CAPREIT and former Interim Chief Financial Officer and Vice President, Accounting, CAPREIT and former Chief Financial Officer, ERES	2022	4,884 Units 21,326 RURs
Julian Schonfeldt Toronto, Ontario, Canada	Chief Investment Officer	Chief Investment Officer of CAPREIT and former Managing Director in the Real Estate Group at RBC Capital Markets	2022	11,800 RURs

Name and Place of Residence	Office	Principal Occupations during preceding five years	Year first became a Trustee or Executive Officer	Number of Units, Deferred Units and RURs beneficially owned, controlled or directed, directly or indirectly as at December 31, 2023 ⁽¹⁾
Roman Brailovski Mississauga, Ontario, Canada	Executive Vice President, Operations	Executive Vice President, Operations of CAPREIT, Senior Vice President of Strategic Initiatives and Operations, Vice President, Strategic Initiatives and Operations and Vice President, Property Management and Operations at First Gulf Corporation	2023	1,660 RURs

Notes:

- (1) Individual trustees and executive officers have furnished information as to Units beneficially owned, or controlled or directed, directly or indirectly, by them.
- (2) Member of Human Resources and Compensation Committee.
- (3) Member of the Governance and Nominating Committee.
- (4) Member of Investment Committee.
- (5) Member of Audit Committee.

Based on information provided by such persons, as of December 31, 2023, the trustees and executive officers of CAPREIT, as a group, beneficially owned, or controlled or directed, directly or indirectly, an aggregate of 682,220 Units, deferred unit ("**Deferred Units**") and restricted unit rights ("**RURs**") of CAPREIT, representing approximately 0.4% of CAPREIT's issued and outstanding Units.

The nature and extent of the experience of the trustees and executive officers of CAPREIT in the real estate industry and their principal occupations during the last five years and their current public board memberships are as follows.

Lori-Ann Beausoleil, FCPA, FCA is a corporate director and a retired Partner of PwC. Over her 35-year career at PwC, she held various leadership positions including National Real Estate Leader, National Leader – Compliance, Ethics and Governance, National Forensic Services Leader and a member of PwC's Deals Leadership Team. Ms. Beausoleil has significant risk, audit, finance, regulatory compliance and governance experience working with a variety of real estate corporations and real estate investment trusts. She currently is a Board member and Audit Committee Member of Metro Inc. (TSX:MRU), Lead Director and Audit Committee Chair of Brookfield Real Estate Income Trust Inc. (a New York private REIT), and Board member and Audit Committee Chair of Slate Office REIT (TSX:SOT). She is also a member of the Canadian Chartered Professional Accountants and the Chartered Professional Accountants of Ontario and is a FCPA, FCA Ontario Fellow. She holds a Bachelor of Commerce degree from the University of Toronto.

Harold Burke, CPA, CA, ICD.D, is a consultant and the former Senior Vice President of Taxation at Dream Asset Management Corporation, a real estate asset manager and developer, which he joined in July 2008. Mr. Burke has more than 30 years of professional practice in the tax

area at PwC, its predecessor, Coopers & Lybrand LLP, and another major Canadian accounting firm. Mr. Burke currently serves as a trustee and chair of the audit committee of ERES (TSX:ERE.UN). Mr. Burke is recognized as a specialist in the area of real estate-related financial services as well as in domestic and international taxation issues. While a senior partner at PwC, Mr. Burke advised a diverse domestic and foreign clientele many of which were public, private and institutional, on a variety of matters including mergers and acquisitions, capital markets financing and investment structuring. He is a Chartered Professional Accountant and holds the Institute of Corporate Directors, Director Designation (ICD.D) from the Institute of Corporate Directors.

Gina Parvaneh Cody, C.M., F.C.A.E., holds a Masters and a Doctorate in Building Engineering from Concordia University in Montreal. Dr. Cody has more than 30 years of professional practice in the private sector as a professional engineer, corporate executive and principal of a national engineering firm. Dr. Cody has provided professional engineering services to some of Canada's largest REITs, financial institutions, builders and developers. Dr. Cody previously served as the Executive Chair of CCI Group Inc. ("CCI") prior to her retirement from CCI in 2016, where, under her tenure, CCI was recognized as a Gold Standard Winner pursuant to Canada's Best Managed Companies designation. In 2010 and 2011, Dr. Cody was named (i) one of the Top 25 Women of Influence in Canada in 2020 and (ii) one of Canada's Top Women Entrepreneurs by Profit Magazine in 2010 and 2011. Dr. Cody is also the benefactor and namesake of the Gina Cody School of Engineering and Computer Science at Concordia University in Montreal, Canada and is a member of the Order of Montreal and the Order of Canada. In addition to her role as Chair of CAPREIT, Dr. Cody is the Chair of the Board of Trustees of ERES (TSX:ERE.UN) and a director of Sienna Senior Living Inc. (TSX:SIA.TO).

Gervais Levasseur, CPA, CA, is a corporate director and executive with 40 years of experience in the real estate industry and is intensively involved in corporate strategy. He has spent most of his career at Ivanhoé Cambridge, an international real estate investment, development and management firm and subsidiary of the Caisse de dépôt et placement du Québec. As a result of a merger with certain other real estate companies in 2010, Ivanhoe Cambridge became an investor and manager of industrial and logistics, residential, office and retail properties with a presence in 20 countries. Since 2015, after departing Ivanhoé Cambridge, he has been an independent strategic planning and management consultant. During his tenure at Ivanhoé Cambridge, Mr. Levasseur was Executive Vice-President and Chief Financial Officer from 1992 to 2014. His main responsibilities included financial strategy and planning, treasury and finance, valuation and financial analysis, and financial reporting, taxation and management information systems. Mr. Levasseur began his career at KPMG Canada, after which he went on to serve as Chief Accountant and Controller at CN Real Estate and then as Controller at AtkinsRéalis (formerly SNC-Lavalin). Mr. Levasseur has served on the Board of Directors Real Estate of the Fonds de solidarité FTQ capital fund since 2018, including as the current chair of the audit committee. Mr. Levasseur is also a trustee of ERES (TSX:ERE.UN). Mr. Levasseur earned an accounting degree from HEC Montréal and holds the designation of CPA from the Ordre des comptables professionnels agréés (CPA) du Québec.

Ken Silver has more than 40 years of experience in retail and commercial real estate, and in the retail industry. Mr. Silver was President and Chief Executive Officer of CT Real Estate Investment Trust ("CT REIT") (TSX:CRT.UN) from CT REIT's initial public offering in 2013 until his retirement in 2022. Previously, Mr. Silver was SVP, Corporate Strategy and Real Estate for

Canadian Tire Corporation Limited and President, Canadian Tire Real Estate Limited. Mr. Silver was appointed to the Board of Governors of York University in 2018, chairs the Land and Property Committee and serves on the Executive Committee and Investment Committee of the university. He also serves as a director of York University Development Corporation. Mr. Silver has previously served on the boards of CT REIT, the Real Property Association of Canada, Build Toronto and Eva's Initiatives for Homeless Youth. Mr. Silver holds a Bachelor of Arts (Honours) degree from Queen's University, a Master of Business Administration degree from McGill University and has completed the Directors Education Program at the Institute of Corporate Directors at the University of Toronto.

Jennifer Stoddart was a strategic advisor in the Privacy and Cybersecurity Group at Fasken LLP, where she advised on privacy matters. From 2020 to 2023, Ms. Stoddart chaired the Expert Panel on "Vulnerable Connections: Public Safety in the Digital Age" Report for the Council of Canadian Academies. Ms. Stoddart was the Privacy Commissioner of Canada from 2003 to 2013. Previously, she was the Chair of the Commission d'accès à l'information du Québec from 2000 to 2003. She has also held positions on the Human Rights Commissions of Canada and Québec. Ms. Stoddart was named an Officer of the Order of Canada "for her international leadership in privacy rights and for her exemplary public service as the Privacy Commissioner of Canada". The Québec Bar has recognized her with the distinction of *Advocatus Emeritus* and the Christine Tourigny Award of Merit, and the Université du Québec à Montréal awarded her the *Prix Reconnaissance* for her commitment to Canadians' privacy rights. She has twice been named as one of the Top 25 most influential lawyers in the justice system and legal professions in Canada by Canadian Lawyer magazine. In addition, she has received honorary doctorates from the University of Ottawa and McGill University. Ms. Stoddart has been a member of the Committee on the responsible conduct of research, reporting to the Chief Scientist of Québec, a member of the board of directors of Génome Québec and a Visiting Scholar at the Centre of Genomics and Policy of the McGill University Faculty of Medicine. In 2018, she was named Honorary Colonel of the 34th Combat Engineer Regiment. She has been a mentor with the Women's Executive Network (WXN), an organization that focuses on empowering women and creating positive social change. She has contributed to the McGill University law faculty mentorship program. She is also the co-author of the book *Quebec Women: A History*.

Elaine Todres, ICD.D, has had a distinguished career in government, the not-for-profit sector and the volunteer community. After having completed a doctorate in Political Science at the University of Pittsburgh, Dr. Todres joined the civil service of Ontario where she ultimately served as a Deputy Minister for ten years. Her portfolios ranged from Human Resources and the Civil Service Commission, culture and cultural industries, telecommunications, tourism, Solicitor General, the corrections system and emergency response. In 1997, Dr. Todres became the President of the Baycrest Centre Foundation where she stayed for three years, completing a capital campaign for the new Apotex Centre – Jewish Home for the Aged. Dr. Todres is the Chief Executive Officer of Todres Leadership Counsel, a boutique consultancy practice specializing in governance, strategy, leadership, and organizational transformation. Dr. Todres has served on many community and hospital boards, including as chair of Women's College Hospital Foundation. She served as director of The Northern Trust Company, Canada from August 2005 to February 2014. Dr. Todres is a Gold Medalist in Economics and Political Science from the University of Winnipeg. She was awarded the National Woman of Achievement Award of Hadassah Wizo of Canada, the Gold Medal from the Canadian Centre for Human Rights and

Race Relations, and the President's Award from the Canadian Public Personnel Management Association. Dr. Todres is a noted speaker on diversity, inclusion and corporate governance. Dr. Todres holds the Institute of Corporate Directors, Director Designation (ICD.D) from the Institute of Corporate Directors.

René Tremblay has over 40 years of experience in the real estate industry, having been involved in international investment and development for 25 years in numerous countries, including Brazil, Poland, France, Scotland, Spain, China, South Korea, Mexico, Germany, Canada, Luxembourg, Russia, Turkey and the United States. From 2010 to 2017, Mr. Tremblay was the President of Taubman Asia, part of Taubman Centers, a leader in the shopping center industry, where he was responsible for driving Taubman's shopping center expansion in the Asia-Pacific Region. He currently serves on the board of Cogir Real Estate and the International Council of Shopping Centers. Mr. Tremblay's prior board experience includes serving as Chair of the board of trustees of Cominar REIT and as Chair of the real estate group of Caisse de dépôt et placement du Québec - one of the largest diversified real estate portfolios in the world.

Mark Kenney joined CAPREIT (TSX:CAR.UN) in 1998 and was appointed as the President and Chief Executive Officer of the REIT in March 2019. He is also a member of its Board of Trustees. Prior to this appointment, Mr. Kenney held the position of President & Chief Operating Officer of CAPREIT. Mr. Kenney is also the Chief Executive Officer and a trustee of ERES (TSX:ERE.UN) (CAPREIT holds an approximate 65% interest in ERES). Mr. Kenney has over 30 years of experience in the multi-family sector, having worked previously at Realstar Management Partnership, Greenwin Property Management, and Tridel Group of Companies. In 2022, Mr. Kenney joined the Board of REALPAC and, in 2023, became a member of the REALPAC Human Resources Committee. In addition, he is a founding member of the Canadian Rental Housing Providers for Affordable Housing (Foraffordable.ca). Mark also became a Board member of Longhouse Capital Advisory in 2023. His extensive background includes serving as the past Co-Chair REALPAC Apartment Owners Committee in 2022, the Director and Chair at the Federation of Rental Providers of Ontario from 2009 to 2017, and earlier, as a director at the Greater Toronto Apartment Association from 1998 to 2009. Mr. Kenney is a frequent contributor to BNN Bloomberg and is a regular speaker at the Real Estate Forums across Canada and at the Banff Forum. He is also a member of the Canadian Chamber of Commerce Housing and Development Strategy Council. Mr. Kenney is a former Advisor to 23:32 Capital Inc., and a former non-executive director of Irish Residential Properties REIT plc (Euronext Dublin: IRES). He is also the Executive Producer of the documentary film 'Shelter' which won numerous accolades. Mr. Kenney holds a Bachelor of Economics degree from Carleton University.

Stephen Co, CPA, CA, CFA, joined CAPREIT in 2011 and is currently the Chief Financial Officer. Prior to this appointment, Mr. Co held the position of Vice President, Accounting and was the Chief Financial Officer of ERES (TSX:ERE.UN) from January 2021 to August 11, 2022. Previously, Stephen worked at PwC in its assurance practice servicing clients in the real estate sector. He holds a Bachelor of Business Administration degree from the University of Toronto, a Chartered Professional Accountant (CPA, CA) designation and is also a Chartered Financial Analyst (CFA) Charterholder.

Julian Schonfeldt, CPA, CA, CFA, CBV, joined CAPREIT in 2022 and is the Chief Investment Officer. Mr. Schonfeldt brings with him tremendous capital markets experience, having already been a trusted advisor to CAPREIT in his most recent role as Managing Director

in the Real Estate Group at RBC Capital Markets. At RBC Capital Markets, Mr. Schonfeldt was responsible for equity and debt capital market transactions, mergers and acquisitions transactions, strategic advisory assignments, and the valuation of major assets and portfolios. Mr. Schonfeldt has raised over \$15 billion of equity and debt capital and advised on over \$10 billion of M&A transactions in the real estate industry. Mr. Schonfeldt holds a Bachelor of Commerce from Carleton University and holds his Chartered Professional Accountant (CPA, CA), Chartered Financial Analyst (CFA), Chartered Business Valuator (CBV) and US Certified Public Accountant (CPA) designations.

Roman Brailovski joined CAPREIT in 2023 and is the Executive Vice President, Operations. A versatile real estate executive, Mr. Brailovski's career has included growing and managing real estate portfolios for Schedule I financial institutions, telecommunication companies and major property owners, operators, and developers. Most recently, Roman served as the Senior Vice President of Strategic Initiatives & Operations at First Gulf Corporation. There, he led a mixed-use portfolio valued at over \$5 billion across North America. In addition to leading the operations group, Mr. Brailovski was also instrumental in driving strategic business development and project delivery within emerging asset classes and markets across Canada and the US. Mr. Brailovski is an accomplished professional, holding an Honours Bachelor of Arts from the University of Toronto and a Masters of Business Administration in Real Estate Management & Development from Toronto Metropolitan University.

13.3 Trustees

The Declaration of Trust provides that the assets and operations of CAPREIT will be subject to the control and authority of a minimum of seven and a maximum of eleven trustees. The number of trustees within such minimum and maximum numbers may be changed by the Trust Unitholders or, if authorized by the Trust Unitholders, by the Board of Trustees, provided that the Board of Trustees may not, between meetings of Trust Unitholders entitled to vote, appoint an additional trustee if, after such appointment, the total number of trustees would be greater than one and one-third times the number of trustees in office immediately following the last annual meeting of Trust Unitholders entitled to vote. The Board of Trustees may increase or decrease, from time to time, the number of trustees. The size of the Board of Trustees is currently fixed at nine trustees and there are currently nine trustees on the Board of Trustees. A majority of the trustees are required to be independent of the management of CAPREIT. A vacancy occurring among the trustees may be filled by resolution of the remaining trustees or by the Trust Unitholders at a meeting of the Trust Unitholders entitled to vote. A trustee elected or appointed to fill a vacancy shall hold office for the remaining term of the trustee he or she is succeeding.

All of the trustees are elected annually by resolution passed by a majority of the votes cast at a meeting of the Trust Unitholders entitled to vote.

The Declaration of Trust provides for the appointment by the Board of Trustees of an Audit Committee, Human Resources and Compensation Committee, Governance and Nominating Committee and Investment Committee. A trustee may be removed with or without cause by two-thirds of the votes in the aggregate cast at a meeting called for that purpose of Trust Unitholders entitled to vote thereon or by the written consent of Trust Unitholders holding in the aggregate not less than two-thirds of the outstanding Trust Units entitled to vote thereon or with

cause by the resolution passed by an affirmative vote of not less than two-thirds of the remaining trustees.

The standard of care and duties of the trustees provided in the Declaration of Trust are similar to those imposed on a director of a corporation governed by the *Canada Business Corporations Act*. Accordingly, each trustee is required to exercise the powers and discharge the duties of his or her office honestly, in good faith and in the best interests of CAPREIT and the Trust Unitholders and, in connection therewith, to exercise that degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

13.4 Cease Trade Orders, Bankruptcies, Penalties and Sanctions

Corporate Cease Trade Orders or Bankruptcies

No trustee or executive officer of CAPREIT, nor any personal holding company of any such person, is, as at the date of this Annual Information Form or within the ten years before the date of this Annual Information Form has been, a director, trustee, chief executive officer or chief financial officer of any company (including CAPREIT) that, (i) while that person was acting in that capacity was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days; or (ii) after that person ceased to act in that capacity was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days, and which resulted from an event that occurred while the person was acting in that capacity.

Other than as described below, no trustee or executive officer of CAPREIT or, to the knowledge of CAPREIT, a Trust Unitholder holding a sufficient number of Trust Units of CAPREIT to affect materially the control of CAPREIT, nor any personal holding company of any such person, (i) is as of the date of this Annual Information Form or has been within ten years before the date of this Annual Information Form, a director, trustee or executive officer of a company (including CAPREIT) that while that person was acting in such capacity or within a year of that person ceasing to act in that capacity became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (ii) has within the ten years before the date of this Annual Information Form become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or has been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such director, trustee or officer.

Penalties or Sanctions

No trustee or executive officer of CAPREIT or, to the knowledge of CAPREIT, a Trust Unitholder holding a sufficient number of Trust Units to affect materially the control of CAPREIT, nor any personal holding company of any such person, has (i) been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or entered into a settlement agreement with a Canadian securities regulatory authority; or (ii) been subject to any other penalties or sanctions imposed by a court or

regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

13.5 Conflict of Interest Restrictions and Provisions

The Declaration of Trust contains “conflict of interest” provisions that serve to protect Trust Unitholders without creating undue limitations on CAPREIT. Given that the trustees are engaged in a wide range of real estate and other activities, the Declaration of Trust contains provisions, similar to those contained in the Canada Business Corporations Act, that require each trustee to disclose to CAPREIT any interest in a material contract or transaction or proposed material contract or transaction with CAPREIT (including a contract or transaction involving the making or disposition of any investment in real property or a joint venture arrangement) or the fact that such person is a director or officer of or otherwise has a material interest in any person who is a party to a material contract or transaction or proposed material contract or transaction with CAPREIT. Such disclosure is required to be made at the first meeting at which a proposed contract or transaction is considered. In the event that a material contract or transaction or proposed material contract or transaction is one that in the ordinary course would not require approval by the trustees, a trustee is required to disclose in writing to CAPREIT or request to have entered into the minutes of meetings of the Board of Trustees the nature and extent of his interest forthwith after the trustee becomes aware of the contract or transaction or proposed contract or transaction. In any case, a trustee who has made disclosure to the foregoing effect is not entitled to vote on any resolution to approve the contract or transaction unless the contract or transaction is one relating primarily to his or her remuneration as a trustee, officer, employee or agent of CAPREIT or any affiliate of CAPREIT or one for indemnity under the provisions of the Declaration of Trust or the purchase of liability insurance.

Pursuant to CAPREIT’s Governance Guidelines, in circumstances where a trustee has a significant, ongoing conflict, and where such personal or outside interest, relationship or responsibility may significantly impede the trustee’s ability to carry out his or her fiduciary responsibility to CAPREIT, the trustee shall be required to offer a letter of resignation to the Board of Trustees. The Board of Trustees will, in consultation with the Governance and Nominating Committee, determine whether or not to accept such letter of resignation, based on the circumstances of the conflict.

CAPREIT has also adopted a Code of Business Ethics and Conduct, which provides a framework of guidelines and principles to govern and encourage ethical and professional behaviour in conducting its business. The Code of Business Ethics and Conduct applies to all trustees, officers and employees of CAPREIT and provides guidelines for identifying and reporting conflicts of interest or potential conflicts of interest.

13.6 Independent Trustee Matters

The following matters require the approval of at least a majority of the independent trustees to become effective:

- the entering into of an arrangement in which a Non-Independent Trustee (as defined in the Declaration of Trust) or an officer of CAPREIT has a material interest;

- the enforcement of any agreement entered into by CAPREIT with a Non-Independent Trustee (as defined in the Declaration of Trust) or an officer of CAPREIT or an affiliate or associate of such party;
- the grant of options under any Unit option plan or any rights to participate in any other long term incentive plans adopted by CAPREIT;
- the demolition of all or substantially all of a property owned by CAPREIT;
- to increase the number of trustees by no more than one-third in accordance with Section 2.1 of the Declaration of Trust and to appoint trustees to fill the vacancies so created; or
- to recommend to Trust Unitholders that the number of trustees be increased, where a vote of Trust Unitholders thereon is required, and to nominate individuals as trustees to fill the vacancies so created.

13.7 Audit Committee

The Audit Committee must consist of at least three trustees, all of whom must be independent and financially literate, as those terms are defined in National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”), subject to any applicable exceptions in NI 52-110. The Audit Committee assists the trustees in fulfilling their oversight responsibilities in respect of CAPREIT’s accounting and reporting practices.

Pursuant to its charter, a copy of which is attached hereto as Appendix “A”, the Audit Committee is responsible for the review of the consolidated financial statements, accounting policies and reporting procedures of CAPREIT. The Audit Committee is responsible for selecting, evaluating, and recommending to the Board of Trustees the appointment and compensation of the external auditor and overseeing the work of the external auditor and CAPREIT’s Senior Director, Internal Audit.

The Audit Committee reviews CAPREIT’s quarterly and annual consolidated financial statements and other required financial documents or documents that contain financial disclosure (such as press releases), reviews with management and the external auditors the state of internal controls, and makes appropriate reports thereon to the Board of Trustees. The Audit Committee has unrestricted access to the senior management of CAPREIT and to CAPREIT’s external auditor, who regularly attends the Audit Committee meetings.

The Audit Committee must also satisfy itself that adequate procedures and controls are in place for the review of the metrics, key performance indicators and other quantitative data included in CAPREIT’s public disclosure relating to ESG reporting.

As at the date of this Annual Information Form, the Audit Committee consists of the following members: Lori-Ann Beausoleil, Gervais Levasseur and Ken Silver. Lori-Ann Beausoleil serves as Chair of the Audit Committee. All members of the Audit Committee are independent and financially literate, as those terms are defined in NI 52-110. The following is a brief summary of the education or experience of each member of the Audit Committee that is relevant to the

performance of his or her responsibilities as a member of the Audit Committee, including any education or experience that has provided the member with an understanding of the accounting principles used by CAPREIT to prepare its annual and quarterly consolidated financial statements.

Name of Audit Committee Member	Relevant Education and Experience
Lori-Ann Beausoleil	• Retired PwC partner • 35 years of experience focused in the real estate industry leading a variety of advisory and accounting mandates covering risk, regulatory compliance, audit investigations, governance, finance effectiveness, financial reporting, financial controls and internal audit • Former National Leader – Compliance, Ethics and Governance and a Real Estate Advisory Partner at PwC • Served as PwC's as the National Forensic Services Leader, a member of PwC's Deals Leadership Team, Chief Diversity Officer and the National Leader for PwC's Canadian Real Estate practice • Trustee on the board of Slate Office REIT (TSX/SOT) • Director on the board of Metro Inc. (TSX/MRU) • Fellow Chartered Professional Accountant, Fellow Chartered Accountant • Holds a Bachelor of Commerce from the University of Toronto • Chair of the Accounting Program at George Brown College • Member of the Dean's Council at the Ted Rogers School of Management at Toronto Metropolitan University
Gervais Levasseur	• Former Executive Vice-President and Chief Financial Officer at Ivanhoé Cambridge • 40 years of experience in the real estate industry • Former Chief Accountant and Controller at CN Real Estate • Former Controller at AtkinsRéalis (formerly SNC-Lavalin) • Director on the board of Real Estate of Fonds de Solidarité FTQ and chair of their Audit Committee • Holds an accounting degree from HEC Montréal • Holds the designation of CPA, CA from the Ordre des comptables professionnels agréés (CPA) du Québec
Ken Silver	• Former President and Chief Executive Officer of CT REIT (TSX:CRT.UN) • More than 40 years of experience in retail and commercial real estate, and in the retail industry • Former SVP, Corporate Strategy and Real Estate for Canadian Tire Corporation Limited • Former President, Canadian Tire Real Estate Limited • Serves on the Board of Governors of York University, chairs the Land and Property Committee and serves on the Executive and Investment Committee of the university • Serves on the board of the York University Development Corporation • Previously served on the boards of CT REIT, the Real Property Association of Canada, Build Toronto and Eva's Initiatives for Homeless Youth • Holds a Bachelor of Arts (Honours) degree from Queen's University and a Master of Business Administration degree from McGill University • Completed the Directors Education Program at the Institute of Corporate Directors at the University of Toronto

Further to CAPREIT's Audit Committee Charter, the Audit Committee has adopted specific policies and procedures for the engagement of non-audit services provided by its external auditor. The Audit Committee must pre-approve all engagements (and fees related thereto) for non-audit services.

Each year the Auditor will provide the Audit Committee with a report of the known or anticipated audit, audit-related, tax and other non-audit services together with an estimate of the

fees for such services. The Audit Committee will review the fees and scope of such services so as to avoid any question as to the compatibility of such services with the Auditor's independence. Each quarter, the Auditor will provide the Audit Committee with a report of the audit, audit-related, tax and other non-audit services provided together with the actual fees incurred. Any changes to the estimate of services to be provided and fees attributable to such services will be discussed quarterly, and if necessary, revised. In no event will the Auditor be permitted to charge contingent fees or receive commissions on its services.

The Audit Committee is responsible for monitoring CAPREIT's external auditor and ensuring that the external auditor is and remains independent of management. For a description of the external auditor service fees see section 19 below.

13.8 Human Resources and Compensation Committee

The Declaration of Trust requires the creation of a Human Resources and Compensation Committee, consisting of at least three trustees, to review matters relating to human resources, including compensation of trustees and officers of CAPREIT. All of the members of the Human Resources and Compensation Committee must at all times be "independent", as this term is defined in NI 58-101.

As at the date of this Annual Information Form, the members of the Human Resources and Compensation Committee are as follows: Harold Burke, Jennifer Stoddart and Elaine Todres. Elaine Todres serves as Chair of the Human Resources and Compensation Committee.

13.9 Governance and Nominating Committee

The Declaration of Trust requires the creation of a Governance and Nominating Committee, consisting of at least three trustees, to review matters relating to the governance of CAPREIT including the nomination of trustees. All of the members of the Governance and Nominating Committee must at all times be "independent", as this term is defined in NI 58-101.

As at the date of this Annual Information Form, the members of the Governance and Nominating Committee are as follows: Jennifer Stoddart, Elaine Todres and René Tremblay. René Tremblay serves as Chair of the Governance and Nominating Committee.

13.10 Investment Committee

The Declaration of Trust provides that the trustees shall appoint from among their number an Investment Committee consisting of at least three trustees. A majority of the members of the Investment Committee must have had at least five years of substantial experience in the real estate industry. In addition, a majority of the members of the Investment Committee must be "independent", as this term is defined in NI 58-101. Pursuant to the Declaration of Trust, the duties of the Investment Committee are to, unless delegated by the Board of Trustees to officers of CAPREIT: (i) review all investment and financing proposals for CAPREIT; (ii) where the approval of the Board of Trustees is required, recommend to the Board of Trustees approval or rejection of proposed transactions by CAPREIT (including acquisitions and dispositions of investments by CAPREIT); (iii) where the approval of the Investment Committee is required, approve or reject proposed transactions by CAPREIT (including acquisitions and dispositions of

investments by CAPREIT); and (iv) approve all proposed borrowings and the assumption or granting of any mortgage or other security interest in real property. Certain of these duties have been delegated by the Board of Trustees to officers of CAPREIT from time to time, subject to the needs of CAPREIT.

As at the date of this Annual Information Form, the members of the Investment Committee are as follows: Harold Burke, Gervais Levasseur, Ken Silver and René Tremblay. René Tremblay serves as Chair of the Investment Committee.

14 - LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Management of CAPREIT is not aware of any litigation outstanding, threatened or pending as at the date of this Annual Information Form by or against it or relating to its business which would be material to CAPREIT's financial condition or results of operations.

During the year ended December 31, 2023, no penalties or sanctions were imposed against CAPREIT by a court relating to securities legislation or by a securities regulatory authority, no other penalties or sanctions were imposed by a court or regulatory body against CAPREIT that would likely be considered important to a reasonable investor in making an investment decision, and CAPREIT entered into no settlement agreements before a court relating to securities legislation or with a securities regulatory authority which would be material to CAPREIT's financial condition or results of operations.

15 - INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as described elsewhere in this Annual Information Form, there are no material interests, direct or indirect, of any of CAPREIT's trustees or executive officers, any Trust Unitholders that beneficially owns, or controls or directs (directly or indirectly), more than 10% of any class or series of CAPREIT's outstanding Trust Units, or any associate or affiliate of any of the foregoing persons, in any transaction within the three years before the date of this Annual Information Form that has materially affected or is reasonably expected to materially affect CAPREIT.

16 - TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the Units is Computershare Trust Company of Canada at its principal offices in Toronto, Ontario.

17 - MATERIAL CONTRACTS

See "Description of Capital Structure and Governance Policies" in relation to the Declaration of Trust and Unitholders' Rights Plan.

18 - INTEREST OF EXPERTS

EY was appointed CAPREIT's auditor effective May 15, 2023 (please see "Recent Developments - Appointment of New Auditor"). EY has prepared an independent auditor's report dated February 22, 2024 in respect of CAPREIT's consolidated annual financial statements with accompanying notes as at and for the year ended December 31, 2023. EY has advised that

they are independent with respect to CAPREIT in the context of the CPA Code of Professional Conduct of the Chartered Professional Accountants of Ontario. PwC, the former auditor of CAPREIT, has audited the consolidated annual financial statements with accompanying notes as at and for the year ended December 31, 2022. PwC has advised CAPREIT that it was independent with respect to CAPREIT in the context of the CPA Code of Professional Conduct of the Chartered Professional Accountants of Ontario throughout the period covered by the financial statements on which PricewaterhouseCoopers LLP reported.

19 - EXTERNAL AUDITOR FEES

The following chart summarizes the fees for services provided by the external auditors to CAPREIT, excluding fees for services provided to ERES, which are disclosed by ERES in its current annual information form, for the fiscal years 2023 and 2022.

Nature of Fees	2023 ⁽¹⁾	2022
Audit fees: Includes fees billed for audit and review services in respect of the annual and quarterly consolidated financial statements, consultations regarding financial accounting and reporting for the financial statements under audit, prospectuses filed during the respective years and other regulatory filings.	\$982,196	\$1,391,311
Audit-related fees: Includes fees billed for other compliance-related matters not included under "Audit fees".	\$-	\$205,374
Tax-related fees:		
• Compliance. Includes fees billed for tax compliance and the review of tax returns.	\$-	\$201,713
• Consulting. Includes tax fees billed for tax planning and tax advisory services.	\$-	\$117,645
All other fees: Includes fees billed for all other services other than those presented in the categories of audit fees, audit-related fees and tax fees, including other advisory services.	\$-	\$-
Total	\$982,196	\$1,916,043

⁽¹⁾ Fees for the year ended December 31, 2023 exclude amounts billed by the former auditor.

The Audit Committee considered and agreed that the above fees are compatible with maintaining the independence of CAPREIT's auditors. Further, the Audit Committee determined that, in order to ensure the continued independence of the auditors, only limited non-audit related services will be provided to CAPREIT by CAPREIT's external auditors and in such case, only with the prior approval of the Audit Committee.

20 - ADDITIONAL INFORMATION

Additional information, including trustee and officer remuneration and indebtedness, principal holders of CAPREIT's securities and securities authorized for issuance under equity compensation plans is contained in CAPREIT's information circular for its most recent annual meeting of Unitholders and Special Unitholders which involved the election of trustees.

Additional information, including CAPREIT's consolidated audited annual financial statements and management's discussion and analysis for the year ended December 31, 2023, may be found on SEDAR+ at www.sedarplus.ca under CAPREIT's profile.

The information contained on any websites referenced in this Annual Information Form are not intended to be included in or incorporated by reference into this Annual Information Form.

APPENDIX "A"

CANADIAN APARTMENT PROPERTIES REAL ESTATE INVESTMENT TRUST

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF TRUSTEES

Section 1 Purpose

The Audit Committee (the "**Committee**") is a committee of the Trustees (the "**Trustees**") of Canadian Apartment Properties Real Estate Investment Trust (the "**Trust**"). The Committee and its chair (the "**Chair**") are appointed by the board of Trustees (the "**Board of Trustees**" or the "**Board**") for the purpose of assisting the Trustees in fulfilling their oversight responsibilities by monitoring: (i) the quality and integrity of the Trust's financial reporting and related disclosures; (ii) specific elements of risk management (including financial risk management); and (iii) the performance of internal and external audit processes. The Committee will primarily fulfill this role by carrying out the activities enumerated in this Charter. The Committee is, however, independent of the Trustees and the Trust, and in carrying out its role of assisting the Trustees in fulfilling their oversight responsibilities the Committee shall have the ability to determine its own agenda and any additional activities that the Committee shall carry out.

Section 2 Composition

The Committee is comprised of not less than three Trustees, each of whom is, and must at all times be, independent and financially literate within the meaning of applicable Canadian securities laws, and at least one such Trustee shall be designated as the "audit committee financial expert". The members of the Committee, and its Chair, shall be appointed by the Trustees on an annual basis or until their successors are duly appointed. A majority of the members of the Committee must be Canadian residents.

Section 3 Limitations on Committee's Duties

In contributing to the Committee's discharge of its duties under this Charter, each member of the Committee shall be obliged only to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this Charter is intended or may be construed as imposing on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which the Trustees are subject.

It is not the duty of the Committee to prepare financial statements or ensure their accuracy or absence of errors and omissions, to plan or conduct audits, to determine that the financial statements are complete and accurate and in accordance with Canadian generally accepted accounting principles, to conduct investigations, or to assure compliance with laws and regulations or the Trust's internal policies, procedures and controls, as these are the responsibility of management and in certain cases the external auditor. Nothing contained in this Charter is

intended to make the Committee liable for any non-compliance by the Trust with applicable laws or regulations.

Members of the Committee are entitled to rely, absent actual knowledge to the contrary, on (i) the integrity of the persons and organizations from whom they receive information, (ii) the accuracy and completeness of the information provided, (iii) representations made by management as to the non-audit services provided to the Trust by the external auditor, (iv) financial statements of the Trust represented to them by a member of management or in a written report of the external auditors to present fairly the financial position of the Trust in accordance with generally accepted accounting principles, and (v) any report of a lawyer, accountant, auditor, engineer, appraiser or other person whose profession lends credibility to a statement made by any such person.

Section 4 Function

The primary function of the Audit Committee is to assist the Board of Trustees in fulfilling their roles as Trustees of the Trust by:

- (a) selecting, evaluating, and recommending to the Board the appointment and compensation of the Trust's external auditor;
- (b) overseeing the work of the external auditor, including the resolution of disagreements between the external auditor and management;
- (c) establishing pre-approval processes for all non-audit services to be provided to the Trust by the Trust's external auditor;
- (d) reviewing and approving the annual and interim financial statements, related management discussion and analysis ("MD&A"), and annual and interim earnings press releases before such information is publicly disclosed to determine whether they are complete and consistent with the information known to the Committee members about the Trust and its operations;
- (e) satisfying themselves that adequate procedures and controls are in place for the review of the Trust's public disclosure of financial information, including any information extracted or derived from its financial statements, and including periodically assessing the adequacy of such procedures;
- (f) satisfying themselves that adequate procedures and controls are in place for the review of the metrics, key performance indicators and other quantitative data included in the Trust's public disclosures relating to environmental, social and governance reporting;
- (g) satisfying themselves that there are adequate procedures in place for the receipt, retention and treatment of complaints received by the Trust regarding accounting, internal controls or auditing matters, and for the confidential, anonymous submission by employees of the Trust of concerns regarding questionable

accounting or auditing matters and including the review of the Trust's Ethical Reporting Policy;

- (h) reviewing and approving a hiring policy as established by management for any proposed hiring of a current or former partner or employee of the current and former external auditor of the Trust;
- (i) reviewing and approving any proposed hiring of the Trust's internal auditor (the "**Internal Auditor**"), as may be recommended to the Audit Committee by management; and
- (j) overseeing the work of the Internal Auditor for the Audit Committee.

The Audit Committee should primarily fulfill these responsibilities by carrying out the activities enumerated in this Charter.

Section 5 Composition of the Committee and Meetings

- (1) The Audit Committee must be constituted as required under National Instrument 52-110 Audit Committees, as it may be amended from time to time ("**NI 52-110**").
- (2) All members of the Committee must (except to the extent permitted by NI 52-110) be free from any direct or indirect relationship with the Trust that, in the opinion of the Board, would reasonably interfere with the exercise of his or her independent judgment as a member of the Committee.
- (3) All members of the Committee must (except to the extent permitted by NI 52-110) be financially literate (which is defined as the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Trust's financial statements).
- (4) At least one member of the Committee shall be designated as the "audit committee financial expert" and shall have "accounting or related financial management expertise", in each case, as such qualification is interpreted by the Board in its business judgment.
- (5) The members of the Committee shall be elected by the Board on an annual basis or until their successors shall be duly appointed. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.
- (6) Any member of the Audit Committee may be removed or replaced at any time by the Board of Trustees and shall cease to be a member of the Audit Committee on ceasing to be a Trustee. The Board of Trustees may fill vacancies on the Audit Committee by election from among the Board of Trustees. If and whenever a vacancy shall exist on the Audit Committee, the remaining members may exercise all of its powers so long as a quorum remains.

- (7) The Committee shall meet at least four times annually, or more frequently as circumstances require.
- (8) The Committee may ask members of management or others to attend meetings and provide pertinent information as necessary. For purposes of performing their duties, members of the Committee shall have full access to all information and any other information deemed appropriate by them, and shall be permitted to discuss such information and any other matters relating to the financial position of the Trust with senior employees, officers and the external auditor of the Trust, and others as they consider appropriate.
- (9) In order to foster open communication, the Committee or its Chair shall meet at least annually with management and the external auditor in separate sessions to discuss any matters that the Committee or each of these groups believes should be discussed privately. In addition, the Committee or its Chair should meet with management quarterly in connection with the Trust's annual and interim financial statements.
- (10) Quorum for the transaction of business at any meeting of the Committee shall be a majority of the number of members of the Committee or such greater number as the Committee shall determine by resolution.
- (11) Meetings of the Audit Committee shall be held from time to time and at such place as any member of the Committee shall determine upon reasonable notice to each of its members, which shall not be less than 48 hours. The notice period may be waived by all members of the Committee. Each of the Chair of the Board and the external auditor, and the Chief Executive Officer, the Chief Financial Officer or the Secretary of the Trust, shall be entitled to request that any member of the Committee to call a meeting.
- (12) The Committee shall determine any desired agenda items.

Section 6 Activities

The Audit Committee shall, in addition to the matters described in 0 and Section 4:

- (1) Review and recommend to the Board changes to this Charter as considered appropriate from time to time.
- (2) Regularly update the Board about Committee activities and make appropriate recommendations.
- (3) Review the public disclosure regarding the Audit Committee required by NI 52-110.
- (4) Review and discuss, on an annual basis, with the external auditor all significant relationships they have with the Trust to assess their independence.
- (5) Review and recommend the execution of the external auditor's engagement letter
- (6) Outline reporting requirements to the Board.

- (7) Periodically consult with the external auditor out of the presence of management about significant risks or exposures, internal controls and other steps that management has taken to control such risks, and the fullness and accuracy of the financial statements, including the adequacy of internal controls to expose any payments, transactions or procedures that might be deemed illegal or otherwise improper.
- (8) Review, with the Trust's counsel, any legal matters that could have a significant impact on the Trust's financial statements.
- (9) Periodically obtain updates from management, legal and others as appropriate regarding compliance with matters such as debt covenants, taxation and security related laws, rules and regulations that could have a significant impact on the Trust's financial reporting and disclosure requirements. Be satisfied that all regulatory compliance matters have been considered in the preparation of the financial statements.
- (10) Be satisfied that all regulatory compliance matters have been considered in the preparation of the financial statements.
- (11) Review correspondence and findings of any examinations by regulatory agencies.
- (12) Arrange for the external auditor to be available to the Committee and the Board of Trustees as needed.
- (13) Review the integrity of the financial reporting processes, both internal and external, in consultation with the external auditor.
- (14) Consider the external auditor's judgments about the quality, transparency and appropriateness, not just the acceptability, of the Trust's accounting principles and financial disclosure practices, as applied in its financial reporting, including the degree of aggressiveness or conservatism of its accounting principles and underlying estimates, and whether those principles are common practices or are minority practices.
- (15) Review all material balance sheet issues paying particular attention to judgemental areas and complex and/or unusual transactions, material contingent obligations (including those associated with material acquisitions or dispositions) and material related party transactions.
- (16) Consider proposed major changes to the Trust's accounting principles and practices.
- (17) Review with management and the external auditor the Trust's accounting policies and any changes that are proposed to be made thereto, including all critical accounting policies and practices used, any alternative treatments of financial information that have been discussed with management, the ramification of their use and the external auditor's preferred treatment and any other material communications with management with respect thereto. Review the disclosure and impact of contingencies and the reasonableness of the provisions, reserves and estimates that may have a material impact on financing reporting.

- (18) If considered appropriate, establish separate systems of reporting to the Committee by each of management and the external auditor.
- (19) Review the scope and plans of the external auditor's annual audit and quarterly reviews. The Committee may authorize the external auditor to perform supplemental reviews or audits as the Committee may deem desirable.
- (20) Following completion of the annual audit and, if applicable, quarterly reviews, review separately with each of management and the external auditor any significant changes to planned procedures, any difficulties encountered during the course of the audit and, if applicable, reviews, including any restrictions on the scope of work or access to required information and the cooperation that the external auditor received during the course of the audit and, if applicable, reviews.
- (21) Where there are significant unsettled issues between management and the external auditor that do not affect the audited financial statements, the Committee shall seek to ensure that there is an agreed course of action leading to the resolution of such matters.
- (22) Review the system in place to seek to ensure that the financial statements, MD&A and other financial information disseminated to governmental organizations and the public satisfy applicable laws, rules and regulations.
- (23) Review with the external auditor and management significant findings during the year and the extent to which changes or improvements in financial or accounting practices, as approved by the Committee, have been implemented. This review should be conducted at an appropriate time subsequent to implementation of changes or improvements, as decided by the Committee.
- (24) Review activities, organizational structure and qualifications of the Chief Financial Officer and the staff in the financial reporting area and to ensure matters related to succession planning are raised for consideration by the Board of Trustees.
- (25) Review management's program of risk assessment and steps taken to address significant financial risks or exposures of all types, including insurance coverage and tax compliance.
- (26) Review and approve the Internal Audit charter.
- (27) Review and approve the annual work plan of the Internal Auditor.
- (28) Receive and review reports from the Internal Auditor regarding the status of the work plan and any control issues, which may arise. At a minimum, quarterly reports shall be provided.
- (29) Arrange for the Internal Auditor to be available to the Committee and the Board of Trustees as needed.
- (30) Evaluate the performance of the Senior Director of Internal Audit.

Section 7 General Matters

- (1) The Committee is authorized to retain independent counsel, accountants, consultants and any other professionals (“**Advisors**”) it deems necessary to carry out its duties, and the Committee shall have the authority to determine the compensation of and to cause the Trust to pay any such Advisors.
- (2) The Committee is authorized to communicate directly with the external (and, if applicable, internal) auditors as it sees fit.
- (3) If considered appropriate by it, the Committee is authorized to conduct or authorize investigations into any matters within the Committee’s scope of responsibilities, and to perform any other activities as the Committee or the Board deems necessary or appropriate.
- (4) Review the public disclosure regarding the Committee required from time to time by applicable Canadian securities laws, including:
 - (i) the Charter of the Committee;
 - (ii) the composition of the Committee;
 - (iii) the relevant education and experience of each member of the Committee;
 - (iv) the external auditor services and fees; and
 - (v) such other matters as the Trust is required to disclose concerning the Committee.
- (5) Review in advance, and approve, the hiring and appointment of the Trust’s senior financial executives.
- (6) Perform any other activities as the Committee or the Trustees deems necessary or appropriate.
- (7) The Committee is a committee of the Board of Trustees and is not and shall not be deemed to be an agent of the Trust’s unitholders for any purpose whatsoever. The Board of Trustees may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively, and no provision contained herein is intended to give rise to civil liability to securityholders of the Trust or to any other liability whatsoever.
