

ALLIED

# Majority Voting Policy

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December 2017

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The board of trustees (the “Board”) of Allied Properties Real Estate Investment Trust (the “Trust”) believes that each of its members should carry the confidence and support of its unitholders. To this end, the Board has unanimously adopted this statement of policy.

If a trustee receives more “withheld” votes than “for” votes at any unitholders meeting where unitholders vote on the uncontested election of trustees, the trustee must immediately submit to the Board his or her resignation, to take effect upon acceptance by the Board. The Board must determine whether or not to accept the resignation within 90 days, during which time an alternate Board member may be appointed. The Board will accept the resignation absent exceptional circumstances that would warrant the applicable trustee to continue to serve on the Board. Exceptional circumstances are expected to meet a high threshold. In determining whether to accept the resignation, the Board will consider various matters including, but limited to, if: (i) acceptance of the resignation would result in the Trust not being compliant with its Declaration of Trust, securities law requirements or commercial agreements regarding the composition of the Board; (ii) the resigning director is a key member of an established, active special committee which has a defined term or mandate and accepting the resignation of such director would jeopardize the achievement of the special committee’s mandate; or (iii) majority voting was used for a purpose inconsistent with the policy objectives of the Toronto Stock Exchange. The trustee under consideration will not participate in any Board or committee meeting relating to his or her potential resignation.

The Board will promptly issue a news release disclosing the results of the Board’s decision, a copy of which must be provided to the Toronto Stock Exchange (if the Trust is listed on such exchange at that time). If the Board determines not to accept a resignation, the news release shall fully state the reasons for that decision.

Subject to any restrictions in the Trust’s Declaration of Trust, the Board may (i) leave a resultant vacancy unfilled until the next annual unitholders meeting; (ii) fill the vacancy through the appointment of a new trustee whom the Board considers to merit the confidence of the unitholders; or (iii) call a special meeting of unitholders at which there will be presented individuals to fill the vacant position or positions.

This policy does not apply in any case where the election involves a proxy battle i.e., where proxy material is circulated in support of one or more nominees who are not part of the slate supported by the Board.