

ALLIED

# Quarterly Report June 30, 2020

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Urban environments for  
creativity and connectivity

07.29.20



# Q2 2020

SANOI GROWTH 0.4%

FFO PER UNIT (DECLINE) (0.2%)

AFFO PER UNIT GROWTH 3.9%

RENT GROWTH ON RENEWALS AND REPLACEMENTS 19.3%

NAV/UNIT GROWTH 10.8%

DEBT RATIO AT QUARTER-END 29.3%

UNENCUMBERED ASSETS AT QUARTER-END \$6.3B

# ALLIED

## Quarterly Report

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June 30, 2020

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# Letter to Unitholders

Dear Fellow Unitholder:

The global pandemic posed a sudden and severe operational challenge for Allied. Our team responded rapidly, and our properties and user-base have held up extraordinarily well thus far. No user of Allied workspace failed as a result of the global pandemic, and we limited turnover vacancy as a result of non-payment of rent to 9,912 square feet. While the global pandemic and consequent economic disruption are far from over, I believe we're again demonstrating that our team, our properties and our user-base are resilient.

## **OPERATIONS**

Gross monthly rent due in the second quarter was \$164 million. 1.4% of the total amount due derives from parking use, 7.3% from retail use, 15.2% from urban-data-centre (UDC) use and 76.1% from office use. We collected 94.5% of the total amount due in the quarter, abated \$3 million (1.8% of the total amount due) as part of the Canada Emergency Commercial Rent Assistance (CECRA) program, wrote-off \$99,000 (0.1% of the total amount due) as a result of non-payment of rent and afforded deferrals aggregating \$5.9 million (3.6% of the total amount due), primarily to storefront retail users. While we have confidence in our ability to collect the deferrals over time, we booked a provision of \$1.5 million for the quarter in relation to them.

Users representing 7.2% of the gross monthly rent due in the second quarter are eligible for financial assistance under CECRA, with office users representing 45% and retail users representing 55%. By enabling these users to participate in the program, we agreed to a one-time abatement of 25% of the gross monthly rent due from them in the second quarter. As a result, these users remain committed to their workspace in our properties. In addition to covering the second quarter, CECRA has been extended to cover the month of July.

## LEASING

The occupied area of our rental portfolio at the end of the second quarter was 94.4%, with leased area at 94.7%, essentially unchanged from the end of the first quarter. We also renewed or replaced leases for 71.9% of the space that matured in the quarter. This resulted in an overall increase of 16.1% in net rent per square foot from the affected space and a weighted-average lease term of 5.8 years for the entire rental portfolio.

Users of our UDC space experienced a surge in activity in the second quarter, boosting our ancillary rental revenue by \$414,000 in the quarter alone, at least half of which will be recurring. Leasing was active across our UDC portfolio, boosting the leased area at 151 Front West in Toronto to 97.4% and the leased area of the UDC portfolio as a whole to 89.4%. We are beginning to work with users requiring increased allocations of power. This will take time and will require significant capital expenditure on our part, but the return on the expenditure will be significant, as will the absolute growth in our recurring regular rental revenue.

## SECOND-QUARTER RESULTS

In the second quarter, our same-asset NOI and FFO per unit declined slightly in relation to the comparable quarter last year, solely as a result of (i) the abatement we provided under CECRA, (ii) a temporary decline in the variable component of our parking revenue, (iii) the provision we booked in relation to deferrals and (iv) the modest write-off as a result of non-payment of rent. Despite this, our AFFO per unit was up slightly in relation to the comparable quarter last year, primarily as a result of lower regular leasing expenditures. We achieved a 10.8% increase in NAV per unit over the comparable quarter last year. (Our NAV per unit sequentially was up slightly, primarily as a result of an NAV increase in our UDC portfolio and at 700 de la Gauchetière in Montréal.) We also issued unsecured debentures in the aggregate principal amount of \$300 million and bearing interest at 3.131% per year for a term of eight years. The proceeds were used to fund the acquisition of The Landing in Vancouver and ongoing development activity. Our balance sheet and debt-metrics remain as strong as ever.

## ACQUISITIONS AND DISPOSITIONS

In the second quarter, we closed the acquisition of The Landing in Vancouver and a small ancillary residential property in Toronto. We reviewed a number of in-fill acquisition opportunities in the quarter, but elected not to pursue any of them, primarily because they lacked strategic or economic significance for us.

We initially intended to fund the acquisition of The Landing with proceeds from the sale to a Canadian pension fund of a non-managing, undivided 50% interest in two fully stabilized properties in our Montréal portfolio. The pension fund elected not to proceed with the purchase in the face of general economic uncertainty created by the global pandemic. We had already funded the acquisition with the unsecured debenture offering referred to above, which was upsized from \$200 to \$300 million. While the contemplated transaction proved not to be the right deal at the right time for either party, we will consider similar transactions with the pension fund and other potential co-owners when forward visibility improves.

## OUTLOOK

Our original internal forecast for 2020 called for mid-single-digit percentage growth in each of same-asset NOI, FFO per unit and AFFO per unit. In light of the global pandemic and consequent economic disruption, our revised internal forecast for 2020 calls for flat-to-mid-single-digit percentage growth in each of same-asset NOI, FFO per unit and AFFO per unit. While we do not forecast NAV per unit growth, we continue to expect it in 2020. We also expect to allocate a large amount of capital in 2020 with the same strategic coherence and discipline we demonstrated in 2019. We're committed to allocating \$172 million to development and value-add activity over the remainder of 2020, and we may allocate additional capital to accretive acquisitions.

There are material areas of uncertainty with respect to our revised internal forecast, the most significant being the fact that we can't predict how consumers will respond as physical-distancing measures are being lifted or relaxed across Canada. We also can't predict the extent and severity of the economic disruption flowing from the global pandemic.

We continue to have deep confidence in, and commitment to, our strategy of consolidating and intensifying distinctive urban workspace and network-dense UDCs in Canada's major cities. We firmly believe that our strategy is underpinned by the most important secular trends in Canadian and global real estate. We also firmly believe that we have the properties, the financial strength, the people and the platform necessary to execute our strategy for the ongoing benefit of our unitholders.

\* \* \*

If you have any questions or comments, please don't hesitate to call me at (416) 977-0643 or e-mail me at [memory@alliedreit.com](mailto:memory@alliedreit.com).

Yours truly,



Michael Emory  
PRESIDENT AND CHIEF EXECUTIVE OFFICER

# Management's Discussion and Analysis of Results of Operations and Financial Condition as at June 30, 2020

# Section I

## –Overview

Allied is an unincorporated closed-end real estate investment trust created pursuant to the Declaration of Trust (“Declaration of Trust”) dated October 25, 2002, as amended and restated from time to time, most recently on April 14, 2020. Allied is governed by the laws of Ontario. Allied’s units (“Units”) are publicly traded on the Toronto Stock Exchange under the symbol “AP.UN”. Additional information on Allied, including its annual information form, is available on SEDAR at [www.sedar.com](http://www.sedar.com).

This Management’s Discussion and Analysis (“MD&A”) of results of operations and financial condition relates to the quarter ended June 30, 2020. Unless the context indicates otherwise, all references to “Allied”, “we”, “us” and “our” in this MD&A refer to Allied Properties Real Estate Investment Trust. The Board of Trustees of Allied, upon the recommendation of its Audit Committee, approved the contents of this MD&A.

This MD&A has been prepared with an effective date of July 29, 2020, and should be read in conjunction with the unaudited condensed consolidated financial statements and notes thereto for the quarter ended June 30, 2020, and Allied’s 2019 Annual Report. Historical results and percentage relationships contained in this MD&A, including trends that might appear, should not be taken as indicative of future results, operations or performance. Unless otherwise indicated, all amounts in this MD&A are in thousands of Canadian dollars.

## NON-IFRS MEASURES

Readers are cautioned that certain terms used in the MD&A such as Funds from Operations (“FFO”), Funds from Operations excluding condominium related items (“FFO excluding condominium related items”), Funds from Operations excluding condominium related items and financing prepayment costs (“FFO excluding condominium related items and financing prepayment costs”), Adjusted Funds from Operations (“AFFO”), Adjusted Funds from Operations excluding condominium related items (“AFFO excluding condominium related items”), Adjusted Funds from Operations excluding condominium related items and financing prepayment costs (“AFFO excluding condominium related items and financing prepayment costs”), Net Rental Income (“NRI”) (a non-IFRS measure on a consolidated basis), Net Operating Income (“NOI”), “Same Asset NOI”, Net Asset Value (“NAV”), Gross Book Value (“GBV”), Earnings Before Interest, Taxes, Depreciation and Amortization (“EBITDA”), Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization (“Adjusted EBITDA”), “Payout Ratio”, “Interest Coverage”, “Net Debt to Adjusted EBITDA” and any related per unit amounts used by Management of Allied to measure, compare and explain the operating results and financial performance of Allied do not have any standardized meaning prescribed under International Financial Reporting Standards (“IFRS”) and, therefore, should not be construed as alternatives to net income or cash flow from operating activities calculated in accordance with IFRS.

These terms are defined in the MD&A and reconciled to the unaudited condensed consolidated financial statements of Allied for the quarter ended June 30, 2020. Such terms do not have a standardized meaning prescribed by IFRS and may not be comparable to similarly titled measures presented by other publicly traded entities. See “Other Financial Performance Measures”, “Net Operating Income”, “Debt” and “Financial Covenants”.

Allied applies the equity method of accounting to its joint venture, TELUS Sky, as prescribed under IFRS. Any references to the financial statements refer to amounts as reported under IFRS unless referenced as “proportionate share” or “proportionate basis,” which are non-IFRS measures and include the proportionate share of equity accounted investments. Management presents the proportionate share of its interests in joint arrangements that are accounted for using the equity method as it is viewed as more relevant in demonstrating Allied’s performance and is the basis of many of Allied’s key performance measures. Refer to Section III - Asset Profile, Section IV - Liquidity and Capital Resources, and Section V - Discussion of Operations, for a reconciliation of Allied’s unaudited condensed consolidated financial statements as presented under IFRS to the proportionate share basis.

## FORWARD-LOOKING STATEMENTS

Certain information included in this MD&A contains forward-looking statements within the meaning of applicable securities laws, including, among other things, statements concerning Allied’s objectives and strategies to achieve those objectives, statements with respect to Management’s beliefs, plans, estimates and intentions and statements concerning anticipated future events, circumstances, expectations, results, operations or performance that are not historical facts. Forward-looking statements can be identified generally by the use of forward-looking terminology, such as “indicators”, “outlook”, “objective”, “may”, “will”, “expect”, “intend”, “estimate”, “anticipate”, “believe”, “should”, “plans”, “continue” or similar expressions suggesting future outcomes or events. In particular, certain statements in the Letter to

Unitholders, Section I—Overview, under the headings “Business Overview and Strategy”, “Focus and Definition”, “Vision and Mission”, “Corporate Social Responsibility” and “Business Environment and Outlook”, Section II - Leasing under the heading “Lease Maturity”, Section III—Asset Profile, under the headings “Rental Properties”, and “Development Properties”, Section IV—Liquidity and Capital Resources and Section IX - Risks and Uncertainties, constitute forward-looking information. This MD&A includes, but is not limited to, forward-looking statements regarding: expected capital expenditure and allocation over 2020; completion of construction and lease-up in connection with Properties Under Development (“PUDs”); growth of our FFO excluding condominium related items and AFFO excluding condominium related items per unit; continued demand for space in our target markets; the expected effect of the global pandemic and consequent economic disruption; expected erosion in rental revenue over 2020; expected changes in Allied’s internal forecast; increase in operating income per square feet of gross leasable area (“GLA”); ability to extend lease terms; the creation of future value; estimated GLA, NOI and growth from PUDs; estimated costs of PUDs; future economic occupancy; return on investments, including yield on cost of PUDs; estimated rental NOI and anticipated rental rates; lease up of our intensification projects; anticipated available square feet of leasable area; Management’s plans to put additional buildings forward for certification; our ability to generate ancillary revenue; our ability to achieve risk-adjusted returns on intensification; receipt of municipal approval for value-creation projects, including intensifications; and completion of future financings and availability of capital. Such forward-looking statements reflect Management’s current beliefs and are based on information currently available to Management.

The forward-looking statements in this MD&A are not guarantees of future results, operations or performance and are based on estimates and assumptions that are subject to risks and uncertainties, including those described in Section IX - Risks and Uncertainties, which could cause actual results, operations or performance to differ materially from the forward-looking statements in this MD&A. Those risks and uncertainties include risks associated with property ownership, property development, geographic focus, asset-class focus, competition for real property investments, financing and interest rates, government regulations, environmental matters, construction liability, taxation, cybersecurity, and COVID-19. Material assumptions that were made in formulating the forward-looking statements in this MD&A include the following: that our current target markets remain stable, with no material increase in supply of directly-competitive office space; that acquisition capitalization rates remain reasonably constant; that the trend toward intensification within our target markets continues; and that the equity and debt markets continue to provide us with access to capital at a reasonable cost to fund our future growth and potentially refinance our mortgage debt as it matures. Although the forward-looking statements contained in this MD&A are based on what Management believes are reasonable assumptions, there can be no assurance that actual results, operations or performance will be consistent with these statements.

All forward-looking statements in this MD&A are qualified in their entirety by this forward-looking disclaimer. Without limiting the generality of the foregoing, the discussion in the Letter to Unitholders, Section I— Overview and Section III—Asset Profile are qualified in their entirety by this forward-looking disclaimer. These statements are made as of July 29, 2020, and, except as required by applicable law, Allied undertakes no obligation to update publicly or revise any such statements to reflect new information or the occurrence of future events or circumstances.

## SUMMARY OF KEY FINANCIAL AND OPERATING PERFORMANCE MEASURES

The following table summarizes the key financial and operating performance measures for the periods listed below:

(\$000's except per-square foot, per-unit and financial ratios)	THREE MONTHS ENDED		SIX MONTHS ENDED		YEAR ENDED
	JUNE 30, 2020	JUNE 30, 2019	JUNE 30, 2020	JUNE 30, 2019	DECEMBER 31, 2019
<b>Portfolio</b>					
Number of properties			200	188	192
Total rental GLA (000's of square feet)			14,097	11,507	12,948
Leased rental GLA (000's of square feet)			13,343	11,080	12,278
Leased area			94.7%	96.3%	94.8%
Occupied area			94.4%	96.2%	94.4%
Average in-place net rent per occupied square foot (period-end)			23.29	23.20	22.88
Renewal and replacement rate for leases maturing in the period			67.9%	74.2%	84.9%
Increase in net rent on maturing leases			19.3%	17.2%	18.7%
Investment properties <sup>(1)</sup>			8,582,075	6,655,457	7,576,225
Total assets <sup>(1)</sup>			9,154,712	7,398,888	8,324,179
Cost of PUD as % of GBV			9.0%	8.4%	9.4%
Unencumbered investment properties			6,322,810	4,458,440	5,464,860
Total debt <sup>(1)</sup>			2,660,170	1,891,285	2,155,181
Net asset value <sup>(1)</sup>			5,973,744	5,091,960	5,717,699
Annualized Adjusted EBITDA	341,716	300,164	342,146	294,054	310,291
Net debt	2,584,862	1,688,748	2,584,862	1,688,748	1,943,899
Net debt as a multiple of Annualized Adjusted EBITDA	7.6x	5.6x	7.6x	5.7x	6.3x
Adjusted EBITDA	85,429	75,041	171,073	147,027	310,291
Interest expense <sup>(1)</sup>	18,874	14,367	35,686	29,626	60,826
Adjusted EBITDA as a multiple of interest expense	4.5x	5.2x	4.8x	5.0x	5.1x
Rental revenue from investment properties <sup>(1)</sup>	136,889	117,811	276,213	234,297	497,256
NOI	83,296	75,577	168,249	148,255	309,992
Same Asset NOI - rental portfolio	70,198	72,255	143,887	143,351	281,259
Same Asset NOI - total portfolio	69,944	72,543	143,421	143,875	286,388
Net income excluding fair value adjustments <sup>(2)</sup>	57,430	52,447	118,147	101,233	210,994
Net income	92,961	99,895	347,874	243,072	629,223
FFO	68,624	62,557	139,714	121,105	251,083
FFO excluding condominium related items <sup>(3)</sup>	68,652	63,845	140,329	123,238	259,316

	THREE MONTHS ENDED		SIX MONTHS ENDED		YEAR ENDED
(\$000's except per-square foot, per-unit and financial ratios)	JUNE 30, 2020	JUNE 30, 2019	JUNE 30, 2020	JUNE 30, 2019	DECEMBER 31, 2019
<b>AFFO excluding condominium related items <sup>(3)</sup></b>	<b>61,216</b>	53,128	<b>123,584</b>	104,159	219,845
<b>Distributions</b>	<b>50,784</b>	44,484	<b>101,530</b>	86,624	180,284
<b>Per unit:</b>					
<b>Net income excluding fair value adjustments <sup>(2)</sup></b>	<b>0.47</b>	0.48	<b>0.96</b>	0.94	1.87
<b>Net income</b>	<b>0.75</b>	0.91	<b>2.82</b>	2.25	5.58
<b>FFO</b>	<b>0.557</b>	0.567	<b>1.134</b>	1.122	2.227
<b>FFO excluding condominium related items <sup>(3)</sup></b>	<b>0.557</b>	0.578	<b>1.139</b>	1.141	2.301
<b>FFO excluding condominium related items pay-out ratio <sup>(3)</sup></b>	<b>74.0%</b>	69.7%	<b>72.4%</b>	70.3%	69.5%
<b>AFFO excluding condominium related items <sup>(3)</sup></b>	<b>0.497</b>	0.481	<b>1.003</b>	0.965	1.951
<b>AFFO excluding condominium related items pay-out ratio <sup>(3)</sup></b>	<b>83.0%</b>	83.7%	<b>82.2%</b>	83.2%	82.0%
<b>Distributions</b>	<b>0.41</b>	0.40	<b>0.82</b>	0.80	1.60
<b>Net asset value</b>			<b>48.52</b>	43.79	46.55
<b>Actual Units outstanding</b>			<b>123,112,749</b>	116,272,263	122,838,799
<b>Weighted average diluted Units outstanding</b>	<b>123,207,219</b>	110,368,003	<b>123,217,181</b>	107,970,836	112,731,050
<b>Financial Ratios</b>		<b>ALLIED'S TARGETS</b>			
<b>Total indebtedness ratio</b>		<b>&lt;35%</b>	<b>29.3%</b>	25.8%	26.1%
<b>Secured indebtedness ratio</b>		<b>&lt;45%</b>	<b>8.4%</b>	11.7%	9.1%
<b>Debt service coverage ratio</b>		<b>&gt;1.50x</b>	<b>2.6x</b>	2.6x	2.5x
<b>Unencumbered property asset ratio</b>		<b>&gt;1.40x</b>	<b>3.3x</b>	4.4x	3.9x
<b>Interest-coverage ratio - including interest capitalized</b>		<b>&gt;3.0x</b>	<b>3.3x</b>	3.4x	3.3x

(1) This measure is presented on either a proportionate consolidation or IFRS basis; refer to Section III, Section IV or Section V for a reconciliation of these measures.

(2) Includes \$977 and \$779 of fair value loss related to an equity accounted investment for the three and six months ended June 30, 2020 (for the three and six months ended June 30, 2019 - \$4,878 and \$8,029).

(3) In the third and fourth quarter of 2019, Allied incurred \$2,563 and \$3,455, respectively, of prepayment costs in connection with the favourable refinancing of unsecured debentures and first mortgages, which was partially offset by incremental condominium profits of \$1,999 in the year. These amounts have been excluded from the December 31, 2019 results.

## **BUSINESS OVERVIEW AND STRATEGY**

Allied is a leading owner, manager and developer of (i) distinctive urban workspace in Canada's major cities and (ii) network-dense urban data centres in Toronto that form Canada's hub for global connectivity. Allied's business is providing knowledge-based organizations with distinctive urban environments for creativity and connectivity.

### **DISTINCTIVE URBAN WORKSPACE**

Allied was known initially for its leading role in the emergence of Class I workspace in Toronto, a format created through the adaptive re-use of light industrial structures in the Downtown East and Downtown West submarkets. This format typically features high ceilings, abundant natural light, exposed structural frames, interior brick and hardwood floors. When restored and retrofitted to high standards, Class I workspace can satisfy the needs of the most demanding office and retail users. When operated in a coordinated manner, this workspace becomes a vital part of the urban fabric and contributes meaningfully to a sense of community.

Allied went public in 2003 for the express purpose of consolidating Class I workspace that was centrally located, distinctive and cost-effective. The consolidation that ensued was continuous, enabling Allied to evolve into a leading owner, manager and developer of distinctive urban workspace in Canada's major cities.

### **URBAN DATA CENTRE ("UDC") SPACE**

In addition to providing urban workspace, Allied provides network-dense UDC space in Downtown Toronto. Allied established this capability in 2009 through the acquisition of 151 Front W, the largest internet exchange point in Canada and the fifth largest in North America. Allied has since expanded this capability by retrofitting a portion of 905 King W and a portion of 250 Front W. Just as Allied's workspace does, this space provides knowledge-based businesses with distinctive urban environments for creativity and connectivity. Allied's deep expertise in adaptively re-using urban structures has contributed meaningfully to its success in operating network-dense data centre space in Downtown Toronto.

### **WORKSPACE INNOVATION**

Allied's experience informed its approach to workspace innovation. Office users today value light, air and an open-plan. Abundant natural light and fresh air contribute enormously to human wellness and productivity. An open-plan improves collaboration and creativity. When people can move around and freely connect with one another, communication is improved, along with mutual understanding, and sparks of ingenuity occur.

Technology has contributed to workspace innovation. Light harvesting has made great strides, as has fresh air delivery. Raised-floor systems have made aesthetic and practical contributions in recent years. Aesthetically, they declutter the workspace and obviate the need for drop-ceilings. Practically, they improve air circulation by pressurizing the underfloor area and de-pressurizing the actual work environment. All this can be delivered to workspace users in an environmentally sustainable manner.

Workspace amenities have made an equivalent contribution to workspace innovation. While achievable to an extent within a single building, amenity-richness is best achieved within a surrounding urban neighbourhood. This in turn places a premium on clustering buildings within an amenity-rich urban neighbourhood.

Allied's experience with Class I workspace also increased its sensitivity to design. When people migrated to the suburbs in the 1950s, the sensitivity to design in the inner-cities seemed to diminish, if not disappear altogether. Heritage properties were destroyed to make way for non-descript, inward-looking buildings, and synthetic materials seemed to cover everything everywhere. Fortunately, design now matters, and design now pays. The workspace Allied created at QRC West in Toronto is an excellent example. Allied's architects came up with a creative and beautiful way to build a new office tower above two fully-restored heritage buildings. Although the design entailed additional cost, the ultimate economic and social return on the investment was exceptional. The design paid off in every conceivable way.

Finally, Allied's experience with Class I workspace put it at the forefront of creating workspace for the knowledge-based economy. This led Allied to place ever-greater emphasis on the ongoing relationship between the user and provider of workspace. Put differently, it led Allied to understand the need for a partnership-like relationship between itself and workspace users.

## **FOCUS AND DEFINITION**

From the outset, Allied adhered to a clear investment and operating focus. It focused initially on the Class I format and continues to do so on a large scale in major urban centres in Canada. More recently, Allied expanded its focus to include hybrid structures like QRC West and King Portland Centre in Toronto and 425 Viger in Montréal, where heritage buildings were integrated with new structures in a way that resonated meaningfully with the knowledge-based organizations Allied serves. Allied will continue to do so on a large scale in major urban centres in Canada.

As Allied's business grew and evolved, it was defined not by the specific workspace format Allied owns, operates and develops, but rather by the workspace users Allied serves. If a particular format enables Allied to serve knowledge-based organizations better and more profitably, Allied will invest in it. The Well in Toronto is a good example. The workspace component will be a high-rise tower for the most part with no heritage element at all. However, because of its architecture, performance attributes and location within a vibrant and amenity-rich neighbourhood, it has attracted outstanding knowledge-based organizations.

Allied's acquisition of 700 de la Gauchetière Street West in Montréal ("700 DLG") in July of 2019 is another good example. Through a user-led transformation, a small portion of the workspace at 700 DLG was improved in a manner consistent with the distinctive urban workspace environments that Allied develops, owns and operates. In fact, this workspace is strikingly similar to workspace occupied by Ubisoft, Framestore, Spaces and Sun Life Financial at Allied's de Gaspé properties in Montréal. Allied intends (i) to work with existing and future users to continue this transformation over time and (ii) to transform the extensive public and common areas, all with a view to creating a comprehensively distinctive urban workspace environment at 700 DLG for knowledge-based organizations. In effect, Allied intends to complete on a vertical plane the kind of building transformation it has completed so often on a more horizontal plane. In doing so, Allied expects to augment its ability to serve knowledge-based organizations, as well as adding meaningful value to 700 DLG over a three- to five-year timeframe.

When Allied's business is defined by the workspace users it serves, the actual format becomes less important and the specific building attributes and neighbourhood amenities take on paramount importance. Accordingly, if a conventional office tower can be transformed to provide the specific attributes and amenities favoured by knowledge-based organizations, it falls squarely within Allied's investment and operating focus. This expands Allied's opportunity-set materially.

## VISION AND MISSION

Allied's vision statement is as follows: *To make a continuous contribution to cities and culture that elevates and inspires the humanity in all of us.* In isolation, this could be seen as somewhat extravagant and nebulous, but it is fully grounded and informed by Allied's mission statement, which is as follows: *To provide knowledge-based organizations with distinctive urban workspace in a manner that is sustainable and conducive to human wellness, creativity, connectivity and diversity.* Like all such statements, Allied's vision and mission statements need elaboration.

From inception, Allied's approach to workspace was both humanistic and technical. Allied sees workspace from the vantage point of people who use it rather than people who invest in it. Allied sees workspace as optimal light and air, a flexible and open floorplan and a collaborative rather than feudal relationship between owner and user. Allied sees workspace as a product of aesthetic and technical design. Finally, Allied sees workspace as part of a large, amenity-rich, urban ecosystem rather than as an instance of the monumental isolation that characterizes so many conventional office towers.

Real estate is no longer a passive investment or a static tolling business. It is a profoundly human business that needs to keep pace with demographic and technological change, as well as the ongoing change in human attitudes and values. It needs to be run with future generations in mind. This means we have to run commercial real estate to save the global environment, not destroy it. It means we have to foster human wellness, not undermine it. It means we have to promote diversity, not impose uniformity. It means we have to facilitate creativity, not encourage conformity. Finally, it means we have to build and operate as city builders.

City builders see commercial real estate as an integral part of a much larger ecosystem of infrastructure, buildings and people. The ecosystem, of course, is the city. We can only build cities well if they endure, if they stand the test of time. This means cities have to be sustainable and conducive to human wellness, creativity, connectivity and diversity. Put differently, it means they have to elevate and inspire the humanity in all of us.

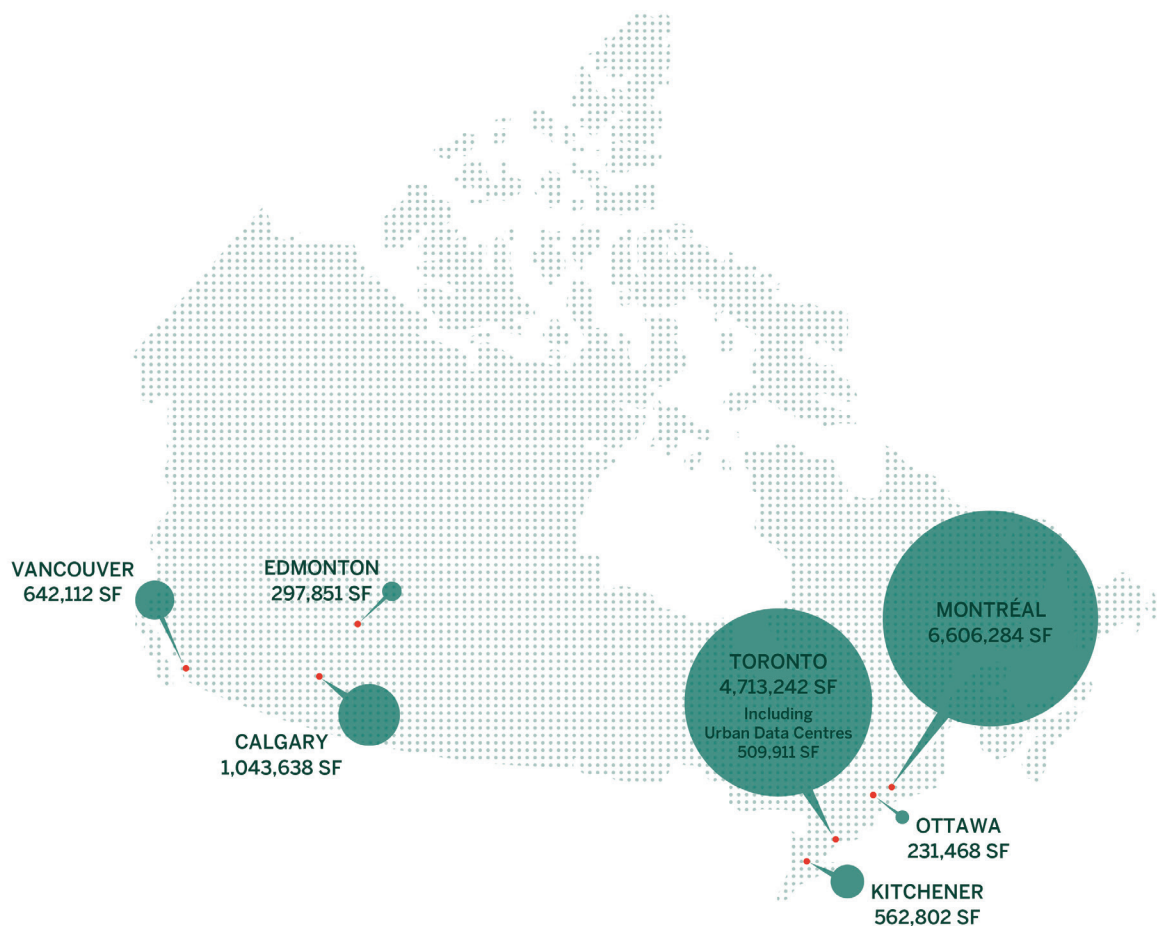
City building requires commitment, innovation and imagination, something Allied strives for on an ongoing basis. In an era of remarkable and continuous urban intensification, city building is essential to sustained profitability in real estate. Sporadic profitability is achievable without reference to the principles of city building. Merchant development of commoditized structures in a boom market illustrates this perfectly. Sustained profitability, on the other hand, requires adherence to the principles of city building. It follows that Allied's vision and mission statements are the aspirational context within which Allied pursues sustained profitability for the benefit of its unitholders.

## **PROPERTY MANAGEMENT**

Allied's wholly owned subsidiary, Allied Properties Management Limited Partnership, provides property management and related services on a fee-for-services basis.

## PROPERTY PORTFOLIO

Allied completed its initial public offering on February 20, 2003, at which time it had assets of \$120 million, a market capitalization of \$62 million and a local, urban-office portfolio of 820,000 square feet of GLA. As of June 30, 2020, Allied had assets of \$9.2 billion, a market capitalization of \$5.0 billion and rental properties with 14.1 million square feet of GLA in seven cities across Canada. The illustration below depicts the geographic diversity of Allied's rental portfolio.



## ACQUISITIONS AND DISPOSITIONS

During the six months ended June 30, 2020, Allied completed the following property acquisitions from third parties:

PROPERTY	ACQUISITION DATE	ACQUISITION COST <sup>(1)</sup>	OFFICE GLA	RETAIL GLA	TOTAL GLA
3530-3540 Saint-Laurent, Montréal <sup>(2)</sup>	January 14, 2020	\$13,421	47,068	4,008	51,076
4396-4410 Saint-Laurent, Montréal <sup>(3)</sup>	January 15, 2020	18,530	41,799	13,535	55,334
54 The Esplanade, Toronto	January 16, 2020	26,079	—	9,038	9,038
747 Square-Victoria, Montréal <sup>(4)</sup>	January 28, 2020	284,541	530,950	37,752	568,702
375 Water, Vancouver <sup>(5)</sup>	April 20, 2020	225,404	147,355	27,115	174,470
Ancillary residential properties, Toronto <sup>(6)</sup>		4,854	—	—	—
<b>Total</b>		<b>\$572,829</b>	<b>767,172</b>	<b>91,448</b>	<b>858,620</b>

(1) Purchase price plus transaction costs.

(2) This property has a parking lot component containing 76 spaces.

(3) This property has a parking lot component containing 40 spaces.

(4) This property has a parking lot component containing 585 spaces.

(5) This property has a parking lot component containing 53 spaces.

(6) Allied acquired three ancillary residential properties during the six months ended June 30, 2020.

During the six months ended June 30, 2020, Allied did not dispose of any investment properties.

## CORPORATE SOCIAL RESPONSIBILITY

Allied is committed to sustainability as it relates to the physical environment within which it operates. Most of Allied's buildings were created through the adaptive re-use of structures built over a century ago. They are recycled buildings and the recycling has considerably less impact on the environment than new construction (of equivalent GLA) through things like embodied carbon and the reuse of materials. Equally, Allied's commitment to revitalizing neighborhoods strives to cultivate vibrant communities.

As a community builder, Allied has a responsibility to ensure its practices and operations create and leave a positive impact. A commitment to, and implementation of this is expressed and executed through Allied's Sustainable Wellbeing Program. The program is designed to incorporate Allied's business, from design to construction to operations and overall management. The program also incorporates the most important aspect of Allied's business - the people that serve, service and occupy Allied's buildings. This commitment means that Allied's Sustainable Wellbeing Program is not only core to the decision making process, but is being acted on every day.

With carbon reduction a primary focus of our operations, Allied is systematically deploying a multi-year energy budget. The budget allocates dedicated funds for capital projects that are focused on mitigating carbon emissions in Allied's portfolio. To the extent Allied undertakes new construction through development or intensification, it is committed to obtaining LEED certification. LEED certification is a program administered by the Canada Green Building Council for certifying the design, construction and operation of high-performance green buildings.

Allied is also attentive to the impact of its business on the human environment. Allied's investment and development activities can have a displacing impact on members of the artistic community. As building inventory in an area is improved, the cost of occupancy can become prohibitive. Allied believes that its buildings and users are best served if artists remain viable members of the surrounding communities. Accordingly, Allied has made a practice of allocating an appropriate portion of its rentable area to artistic uses on an affordable basis as part of its Make Room for the Arts Program, which celebrates the power of place to facilitate connectivity and creativity. The program allows Allied to leverage its expertise and its properties in order to support art, creativity and culture via strategic community partnerships. It is a compelling dimension of Allied's story, which can engage tenants, employees, investors and the broader community.

## **BUSINESS ENVIRONMENT AND OUTLOOK**

Allied's original internal forecast for 2020 called for mid-single-digit percentage growth in each of same-asset NOI, FFO per unit and AFFO per unit. In light of the global pandemic and consequent economic disruption, its revised internal forecast for 2020 calls for flat-to-mid-single-digit percentage growth in each of same-asset NOI, FFO per unit and AFFO per unit. Allied expects to allocate a large amount of capital in 2020 with the same strategic coherence and discipline it demonstrated in 2019. Allied is committed to allocating \$172,000 to development and value-add activity over the remainder of 2020, and it expects to allocate additional capital to accretive acquisitions.

There are material areas of uncertainty with respect to Allied's revised internal forecast, the most significant being the fact that it cannot predict how consumers will respond as physical-distancing measures are being lifted or relaxed across Canada. Allied also cannot predict the extent and severity of the economic disruption flowing from the global pandemic.

Allied continues to have deep confidence in, and commitment to, its strategy of consolidating and intensifying distinctive urban workspace and network-dense UDCs in Canada's major cities. Allied firmly believes that its strategy is underpinned by the most important secular trends in Canadian and global real estate and that these trends will not be altered in any material way by the global pandemic or its aftermath. Allied also firmly believes that it has the properties, the financial strength, the people and the platform necessary to execute its strategy for the ongoing benefit of its unitholders.

## Section II

### *–Leasing*

Allied strives to maintain high levels of occupancy and leased area. At June 30, 2020, Allied's rental portfolio was 94.7% leased.

## STATUS

Leasing status for the rental portfolio as at June 30, 2020, is summarized below:

	GLA	AS A % OF TOTAL GLA <sup>(1)</sup>
<b>Leased area (occupied &amp; committed)</b>		
<b>December 31, 2019</b>	<b>12,277,746</b>	<b>94.8%</b>
Vacancy committed for future leases	(60,635)	
<b>Occupancy - December 31, 2019</b>	<b>12,217,111</b>	<b>94.4%</b>
Previous committed vacant space now occupied	52,154	
New leases and expansions on vacant space	93,745	
New vacancies during the period	(133,296)	
Surrender / early termination agreements	(44,678)	
Suite additions, re-measurements and removals	38,148	
<b>Occupancy (pre acquisitions, dispositions and transfers)</b>	<b>12,223,184</b>	<b>94.6%</b>
Occupancy related to acquired properties	792,195	
Occupancy related to transfers from PUD	310,867	
Occupancy related to transfers to PUD	(22,099)	
<b>Occupancy - June 30, 2020</b>	<b>13,304,147</b>	<b>94.4%</b>
Vacancy committed for future leases	39,267	
<b>Leased area (occupied &amp; committed) - June 30, 2020</b>	<b>13,343,414</b>	<b>94.7%</b>

(1) Excludes properties under development.

Of the 14,097,397 square feet total GLA in Allied's rental portfolio, 13,304,147 square feet was occupied by users on June 30, 2020. Another 39,267 square feet were subject to contractual lease commitments with users whose leases commence subsequent to June 30, 2020, bringing the leased area to 13,343,414 square feet, which represents 94.7% of Allied's total rental portfolio GLA.

The table below outlines the timing of the contractual lease commitments by commencement of occupancy:

FIXTURING COMMENCEMENT (OCCUPANCY)	Q3 2020	Q1 2021	Q2 2021	Q3 2023	TOTAL
Lease commitments - GLA	12,837	18,333	2,547	5,550	39,267
% of lease commitments	32.7%	46.7%	6.5%	14.1%	100%

In most instances, occupancy commences with a rent-free fixturing period prior to rent commencement. During the fixturing period, straight-line rent revenue is recognized, and no recoverable costs are paid by the user. Thereafter, recoverable costs are paid by the user and recognized as rental revenue. In cases where interest and realty taxes were being capitalized prior to occupancy (in accordance with International Financial Reporting Standards), capitalization ends on occupancy. During occupancy, rental revenue is recognized and interest and realty taxes are expensed.

The table below outlines the timing of the contractual lease commitments by commencement of rent payment:

RENT COMMENCEMENT (ECONOMIC OCCUPANCY)	Q3 2020	Q4 2020	Q1 2021	Q2 2021	Q4 2023	TOTAL
Lease commitments - GLA	4,591	8,246	18,333	2,547	5,550	39,267
% of lease commitments	11.7%	21.0%	46.7%	6.5%	14.1%	100%

Allied monitors the level of sub-lease space being marketed in its rental portfolio. Below is a summary of sub-lease space being marketed by city as at June 30, 2020, and December 31, 2019:

	JUNE 30, 2020	DECEMBER 31, 2019
Toronto	169,641	66,845
Kitchener	—	1,429
Montréal	68,818	49,370
Calgary	61,730	55,889
Edmonton	2,416	2,416
Vancouver	45,440	9,819
Total square feet	348,045	185,768
% of Total GLA	2.5%	1.4%

This level of marketed sublease space is consistent with past experience and does not represent an operating or leasing challenge.

## ACTIVITY

Allied places a high value on user retention, as the cost of retention is typically lower than the cost of securing new users. When retention is neither possible nor desirable, Allied strives for high-quality replacement users.

Leasing activity in connection with the rental portfolio as at June 30, 2020, is summarized in the following table:

	LEASABLE SF	LEASED SF BY JUNE 30	% LEASED BY JUNE 30	UNLEASED SF AT JUNE 30
Unleased area on January 1, 2020, including re-measurement	634,742	103,694	16.3%	531,048
Maturities during the period ended June 30, 2020	487,070	330,650	67.9%	156,420
Maturities in remainder of 2020	766,037	208,126	27.2%	557,911

On January 1, 2020, 634,742 square feet of GLA was vacant. By the six months ended June 30, 2020, Allied had leased 103,694 square feet of this GLA, leaving 531,048 square feet unleased (net of vacancy transferred to PUD, if any).

Leases for 487,070 square feet of GLA matured in the six months ended June 30, 2020, at the end of which Allied renewed or replaced leases totaling 330,650 square feet of GLA, leaving 156,420 square feet unleased.

Leases for 766,037 square feet of GLA are maturing in the remainder of 2020. Allied has either renewed or replaced 208,126 square feet, leaving 557,911 square feet yet to be replaced or renewed.

For the six months ended June 30, 2020, the table below summarizes the rental rates achieved for leases that were either renewed or replaced. Overall, this has resulted in an increase of 16.1% and 19.3% in the net rent per square foot from maturing leases in the three and six months ended June 30, 2020, respectively. This high increase stems from the material rent growth in Allied's primary target markets in Toronto.

LEASE RENEWALS/ REPLACEMENTS	FOR THE SIX MONTHS ENDED, JUNE 30, 2020		
	ABOVE IN-PLACE RENTS	AT IN-PLACE RENTS	BELOW IN-PLACE RENTS
% of total leased SF	63.8%	25.4%	10.8%
Maturing leases - weighted average rent	\$18.74	\$18.09	\$24.56
Renewals and replacements - weighted average rent	\$25.17	\$18.09	\$18.54

## USER PROFILE

The following sets out Allied's user-mix on the basis of percentage of rental revenue for the six months ended June 30, 2020:

CATEGORY	% OF RENTAL REVENUE JUNE 30, 2020
Business services and professional	35.3%
Telecommunications and information technology	29.0%
Media and entertainment	12.3%
Retail	9.1%
Financial services	4.9%
Government	4.4%
Parking & other	3.5%
Educational and institutional	1.5%
	100.0%

The following sets out the percentage of rental revenue from the top 10 users by rental revenue for the six months ended June 30, 2020:

USER	% OF REVENUE JUNE 30, 2020	WEIGHTED AVERAGE REMAINING LEASE TERM (YEARS)	CREDIT RATING DBRS/S&P/MOODY'S
Cloud Service Provider	4.5%	2.2	-/AAA/Aaa*
Ubisoft	2.7%	12.0	Not Rated
Cologix	2.4%	17.5	-/B-/B3
Equinix	2.1%	4.8	-/BBB-/Baa3
Shopify Inc.	1.5%	5.8	Not Rated
National Capital Commission, a Canadian Crown Corporation	1.4%	20.6	Not Rated
Bell Canada	1.4%	15.4	BBBH/BBB+/Baa1
Morgan Stanley	1.3%	9.4	AH/BBB+/A3
Entertainment One	1.0%	8.0	-/BBB-/Baa3*
Technicolor Canada	1.0%	4.1	-/CC/Caa3*
	19.3%	9.9	

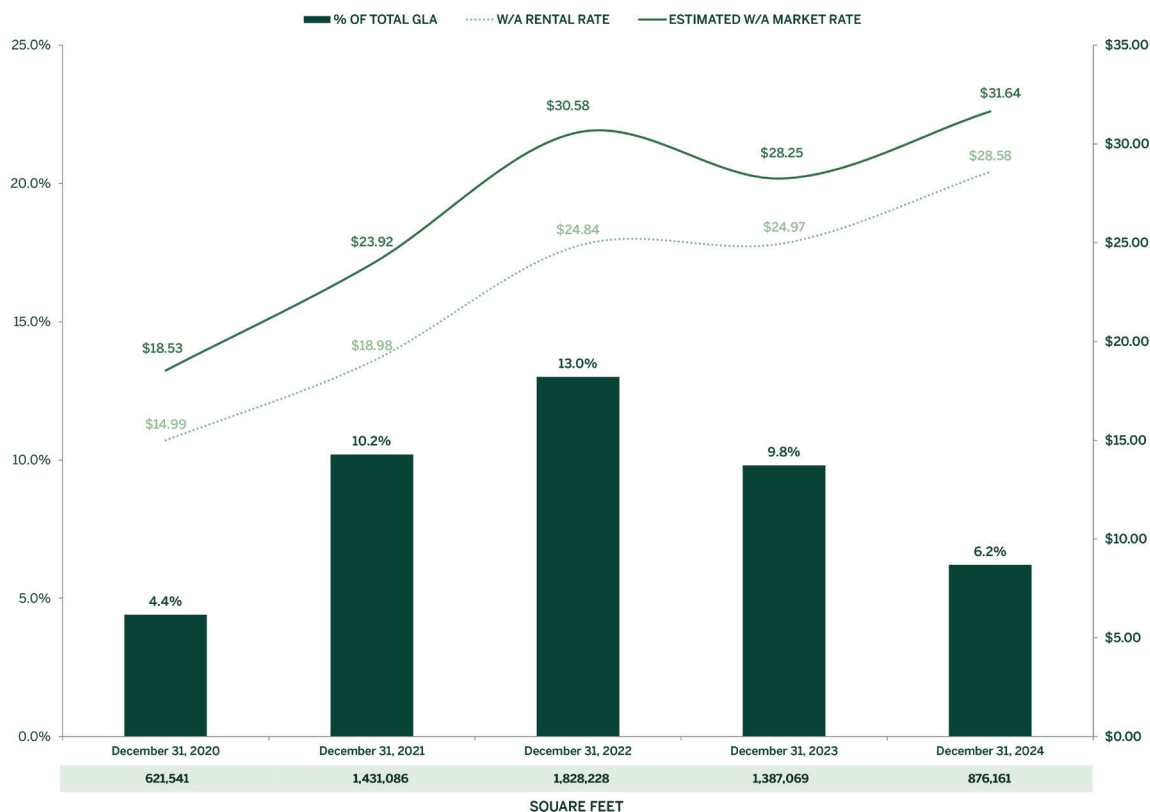
\* Credit rating for parent company

## LEASE MATURITY

As at June 30, 2020, 94.7% of the GLA in Allied's rental portfolio was leased. The weighted average term to maturity of Allied's leases at that date was 5.8 years. The weighted average market net rental rate is based on Management's current estimates and is supported in part by independent appraisals of certain relevant properties. There can be no assurance that Management's current estimates are accurate or that they will not change with the passage of time.

The following table contains information on the urban workspace, retail and urban data centre leases that mature up to 2024 and the corresponding estimated weighted average market rental rate as at June 30, 2020. Where the renewal rate on maturity is contractually predetermined, it is reflected below as the market rental rate.

TOTAL RENTAL PORTFOLIO	SQUARE FEET	% OF TOTAL GLA	WEIGHTED AVERAGE IN-PLACE RENTAL RATE	ESTIMATED WEIGHTED AVERAGE MARKET RENTAL RATE
December 31, 2020	621,541	4.4%	14.99	18.53
December 31, 2021	1,431,086	10.2%	18.98	23.92
December 31, 2022	1,828,228	13.0%	24.84	30.58
December 31, 2023	1,387,069	9.8%	24.97	28.25
December 31, 2024	876,161	6.2%	28.58	31.64



The following tables contain information on lease maturities by segment:

<b>MONTRÉAL &amp; OTTAWA</b>	<b>SQUARE FEET</b>	<b>% OF SEGMENT GLA</b>	<b>WEIGHTED AVERAGE IN-PLACE RENTAL RATE</b>	<b>ESTIMATED WEIGHTED AVERAGE MARKET RENTAL RATE</b>
December 31, 2020	195,268	2.9%	11.31	14.44
December 31, 2021	816,147	11.9%	16.31	18.13
December 31, 2022	613,863	9.0%	17.91	18.89
December 31, 2023	394,684	5.8%	17.51	17.80
December 31, 2024	209,386	3.1%	17.14	16.80

<b>TORONTO &amp; KITCHENER</b>	<b>SQUARE FEET</b>	<b>% OF SEGMENT GLA</b>	<b>WEIGHTED AVERAGE IN-PLACE RENTAL RATE</b>	<b>ESTIMATED WEIGHTED AVERAGE MARKET RENTAL RATE</b>
December 31, 2020	208,242	4.4%	17.35	26.50
December 31, 2021	363,830	7.6%	19.80	33.97
December 31, 2022	882,414	18.5%	21.83	32.15
December 31, 2023	642,683	13.5%	25.45	35.20
December 31, 2024	360,630	7.6%	29.14	36.73

<b>CALGARY, EDMONTON &amp; VANCOUVER</b>	<b>SQUARE FEET</b>	<b>% OF SEGMENT GLA</b>	<b>WEIGHTED AVERAGE IN-PLACE RENTAL RATE</b>	<b>ESTIMATED WEIGHTED AVERAGE MARKET RENTAL RATE</b>
December 31, 2020	213,286	10.8%	14.22	12.28
December 31, 2021	240,481	12.1%	24.72	23.85
December 31, 2022	237,470	12.0%	22.41	24.36
December 31, 2023	327,401	16.5%	25.61	19.79
December 31, 2024	250,172	12.6%	22.78	21.12

<b>URBAN DATA CENTRES</b>	<b>SQUARE FEET</b>	<b>% OF SEGMENT GLA</b>	<b>WEIGHTED AVERAGE IN-PLACE RENTAL RATE</b>	<b>ESTIMATED WEIGHTED AVERAGE MARKET RENTAL RATE</b>
December 31, 2020	4,745	0.9%	97.88	118.21
December 31, 2021	10,628	2.1%	108.73	124.66
December 31, 2022	94,481	18.5%	106.23	107.04
December 31, 2023	22,301	4.4%	133.72	137.13
December 31, 2024	55,973	11.0%	96.66	101.36

# Section III

## –Asset Profile

The following table reconciles the consolidated balance sheet, on a proportionate basis, as at June 30, 2020, and December 31, 2019.

	JUNE 30, 2020			DECEMBER 31, 2019		
	IFRS BASIS	INVEST- MENT IN JOINT VENTURE	PROPOR- TIONATE BASIS	IFRS BASIS	INVEST- MENT IN JOINT VENTURE	PROPOR- TIONATE BASIS
<b>Assets</b>						
<b>Non-current assets</b>						
Investment properties	\$8,462,775	\$119,300	\$8,582,075	\$7,469,265	\$106,960	\$7,576,225
Residential inventory	123,180	—	123,180	114,910	—	114,910
Investment in joint venture and loan receivable	108,310	(108,310)	—	95,596	(95,596)	—
Loans and notes receivable	256,164	—	256,164	247,413	—	247,413
Other assets	24,003	7	24,010	39,788	—	39,788
	8,974,432	10,997	8,985,429	7,966,972	11,364	7,978,336
<b>Current assets</b>						
Cash and cash equivalents	72,387	2,921	75,308	208,914	2,368	211,282
Loans and notes receivable	3,677	—	3,677	3,863	—	3,863
Accounts receivable, prepaid expenses and deposits	89,311	987	90,298	129,944	754	130,698
	165,375	3,908	169,283	342,721	3,122	345,843
<b>Total assets</b>	<b>\$9,139,807</b>	<b>\$14,905</b>	<b>\$9,154,712</b>	<b>\$8,309,693</b>	<b>\$14,486</b>	<b>\$8,324,179</b>

	JUNE 30, 2020			DECEMBER 31, 2019		
	IFRS BASIS	INVEST- MENT IN JOINT VENTURE	PROPOR- TIONATE BASIS	IFRS BASIS	INVEST- MENT IN JOINT VENTURE	PROPOR- TIONATE BASIS
<b>Liabilities</b>						
<b>Non-current liabilities</b>						
Debt	\$2,630,495	\$—	\$2,630,495	\$2,125,938	\$—	\$2,125,938
Other liabilities	62,812	—	62,812	33,923	—	33,923
Lease liabilities	156,280	—	156,280	155,221	—	155,221
	2,849,587	—	2,849,587	2,315,082	—	2,315,082
<b>Current liabilities</b>						
Debt	29,675	—	29,675	29,243	—	29,243
Accounts payable and other liabilities	286,801	14,905	301,706	247,669	14,486	262,155
	316,476	14,905	331,381	276,912	14,486	291,398
<b>Total liabilities</b>	<b>3,166,063</b>	<b>14,905</b>	<b>3,180,968</b>	<b>2,591,994</b>	<b>14,486</b>	<b>2,606,480</b>
<b>Unitholders' equity</b>	<b>5,973,744</b>	<b>—</b>	<b>5,973,744</b>	<b>5,717,699</b>	<b>—</b>	<b>5,717,699</b>
<b>Total liabilities and Unitholders' equity</b>	<b>\$9,139,807</b>	<b>\$14,905</b>	<b>\$9,154,712</b>	<b>\$8,309,693</b>	<b>\$14,486</b>	<b>\$8,324,179</b>

As at June 30, 2020, Allied's portfolio consisted of 200 investment properties (182 rental properties, eight development properties and 10 ancillary parking facilities), with a fair value of \$8,582,075.

Changes to the carrying amounts of investment properties are summarized as follows:

	THREE MONTHS ENDED JUNE 30, 2020			SIX MONTHS ENDED JUNE 30, 2020		
	RENTAL PROPER- TIES	PROPERTIES UNDER DEVELOP- MENT	TOTAL	RENTAL PROPER- TIES	PROPERTIES UNDER DEVELOP- MENT	TOTAL
Balance, beginning of period	\$7,342,015	\$890,480	\$8,232,495	\$6,754,215	\$822,010	\$7,576,225
Additions:						
Acquisitions	227,034	—	227,034	572,829	—	572,829
Improvement allowances <sup>(1)</sup>	12,107	(676)	11,431	21,283	10,295	31,578
Leasing commissions <sup>(1)</sup>	1,991	596	2,587	4,586	2,425	7,011
Capital expenditures <sup>(1)</sup>	18,097	58,632	76,729	32,147	119,847	151,994
Transfers from PUD	130,100	(130,100)	—	130,100	(130,100)	—
Transfers to PUD	(36,200)	36,200	—	(36,200)	36,200	—
Finance leases	474	—	474	947	—	947
Amortization of straight-line rent and improvement allowances <sup>(1)</sup>	(6,065)	383	(5,682)	(12,298)	1,509	(10,789)
Fair value gain (loss) on investment properties <sup>(1)</sup>	49,381	(12,374)	37,007	271,325	(19,045)	252,280
Balance, end of period	\$7,738,934	\$843,141	\$8,582,075	\$7,738,934	\$843,141	\$8,582,075

(1) Includes Allied's proportionate share of the equity accounted investment of the following amounts for the three and six months ended June 30, 2020: improvement allowances of \$(676) and \$2,881; leasing commissions of nil and \$161; capital expenditures of \$4,561 and \$9,348; amortization of straight-line rent and improvement allowances of \$383 and \$730; and fair value gain (loss) on investment of \$(977) and \$780.

For the six months ended June 30, 2020, Allied capitalized \$14,372 of borrowing costs, \$11,082 of which related to development activity and \$1,209 to upgrade activity in the rental portfolio (250 Front W and 151 Front W). Allied capitalized \$2,081 of borrowing costs to qualifying residential inventory.

The appraised fair value of investment properties is most commonly determined using the following methodologies:

*Discounted cash flow method* (“DCF method”) - Under this approach, discount rates are applied to the projected annual operating cash flows, generally over a ten-year period, including a terminal value of the properties based on a capitalization rate applied to the estimated net operating income (“NOI”), a non-GAAP measure, in the terminal year. This method is primarily used to value the rental properties portfolio.

*Comparable sales method* - This approach compares a subject property’s characteristics with those of comparable properties which have recently sold. The process uses one of several techniques to adjust the price of the comparable transactions according to the presence, absence, or degree of characteristics which influence value. These characteristics include the cost of construction incurred at a property under development. This method is primarily used to value the development portfolio and ancillary parking facilities.

Allied’s entire portfolio is revalued by the external appraiser each quarter. Management verifies all major inputs to the valuations, analyzes the change in fair values at the end of each reporting period and reviews the results with the independent appraiser every quarter. There were no material changes to the valuation techniques during the period. For properties with a leasehold interest with a term less than 40 years, the resulting valuation methodology is based upon a full-term discounted cash flow model.

In valuing the investment properties as at June 30, 2020, the independent appraiser compares the value derived using the DCF method to the value that would have been calculated by applying a capitalization rate to NOI. This is done to assess the reasonability of the value obtained under the DCF method. The resulting portfolio weighted average capitalization rate was 4.79%, detailed in the table below:

OVERALL CAPITALIZATION RATE	JUNE 30, 2020			DECEMBER 31, 2019		
	RANGE %	WEIGHTED AVERAGE %	FAIR VALUE \$	RANGE %	WEIGHTED AVERAGE %	FAIR VALUE \$
Montréal & Ottawa	4.75% - 6.75%	5.00%	\$2,409,837	5.00% - 7.00%	5.28%	\$1,855,598
Toronto & Kitchener	3.75% - 5.75%	4.47%	3,379,433	4.00% - 5.75%	4.62%	3,208,262
Calgary, Edmonton & Vancouver	3.50% - 7.00%	4.79%	951,554	3.75% - 7.00%	4.96%	752,405
Urban Data Centres	5.00% - 6.00%	5.34%	998,110	5.25% - 6.25%	5.60%	937,950
<b>Rental Properties</b>	<b>3.50% - 7.00%</b>	<b>4.79%</b>	<b>\$7,738,934</b>	<b>3.75% - 7.00%</b>	<b>4.96%</b>	<b>\$6,754,215</b>
Properties Under Development	4.50% - 7.00%	5.07%	843,141	5.00% - 7.00%	5.25%	822,010
<b>Total Investment Properties</b>	<b>3.50% - 7.00%</b>	<b>4.79%</b>	<b>\$8,582,075</b>	<b>3.75% - 7.00%</b>	<b>4.98%</b>	<b>\$7,576,225</b>

## RENTAL PROPERTIES

Allied's rental portfolio was built by consolidating the ownership of urban office properties and network-dense urban data centres. Scale within each city of focus proved to be important as Allied grew. It enabled Allied to provide users with greater expansion flexibility, more parking and better human and digital connectivity than its direct competitors. Scale across the country also proved to be important. It enabled Allied to serve national and global users better, to expand its growth opportunities and to achieve meaningful geographic diversification.

## URBAN WORKSPACE

Allied has evolved into a leading owner, manager and developer of urban workspace in Canada's major cities. It currently owns 179 rental properties in seven Canadian cities. Listed below are Allied's top 10 office rental properties measured by Normalized Last Quarter Annualized ("LQA") NOI. Normalized LQA NOI is a non-IFRS measure, which represents the normalized results for the most recently completed quarter (excluding straight-line rent) multiplied by four. These properties represent 34.2% of the last quarter annualized NOI for the period ended June 30, 2020.

PROPERTY NAME	NORMALIZED LQA NOI	APPRAISED FAIR VALUE	CAP RATE	PRINCIPAL USERS
Cité Multimédia, Montréal	\$20,507	\$426,970	4.75%	Desjardins, Morgan Stanley, SAP Canada
700 de la Gauchetière, Montréal	18,021	366,110	5.25%	AON Canada Inc, Autorité Régionale de Transport Métropolitain, National Bank of Canada, Hydro-Québec
Nordelec, Montréal	14,912	292,800	5.00%	Gsoft, Unity Technologies, Yellow Pages Media
QRC West, Toronto	12,678	287,290	4.25%	eOne, Sapient Canada
747 Rue du Square Victoria, Montréal <sup>(1)</sup>	12,225	276,000		C-Cap Commercial, Dussault Systèmes Canada, Secretariat of the Convention on Biological Diversity, Société Québécoise des Infrastructures
5455 de Gaspé Avenue, Montréal	8,583	142,550	5.00%	Attraction Media, Framestore, Ubisoft
555 Richmond Street West, Toronto	7,786	176,400	4.75%	Centre Francophone de Toronto, Synaptive
375 Water Street, Vancouver <sup>(2)</sup>	6,809	225,404		Incognito Software Inc., Quarterdeck Brewing Co, Salesforce.com
King Portland Centre, Toronto	6,368	162,440	3.81%	Indigo, Shopify
5445 de Gaspé Avenue, Montréal	6,093	98,230	5.25%	Ubisoft, Sun Life
<b>Total</b>	<b>\$113,982</b>	<b>\$2,454,194</b>	<b>4.77%</b>	

(1) Allied acquired 747 Rue du Square Victoria in the first quarter ended March 31, 2020. The appraised fair value remains as the purchase price net of closing costs for one year, after which the appraiser transitions to a discounted cash flow model.

(2) Allied acquired 375 Water Street in the second quarter ended June 30, 2020. The appraised fair value remains as the purchase price net of closing costs for one year, after which the appraiser transitions to a discounted cash flow model.

## NETWORK-DENSE URBAN DATA CENTRES

Allied operates three network-dense UDCs in downtown Toronto: 151 Front W (“151”), 250 Front W (“250”) and 905 King W (“905”). Listed below are Allied’s UDCs measured by normalized LQA NOI. UDCs represent 16.1% of the total annualized NOI for the period ended June 30, 2020.

PROPERTY NAME	NORMALIZED LQA NOI	APPRAISED FAIR VALUE	CAP RATE	PRINCIPAL USERS
151 Front W, Toronto	\$35,371	\$572,050	5.00%	Bell, Cologix, Equinix
250 Front W, Toronto	14,015	329,200	5.75%	AWS, Cloud Service Provider
905 King W, Toronto	4,343	96,860	6.00%	Beanfield, Cloud Service Provider, Cologix
Total	\$53,729	\$998,110	5.34%	

Regular rental revenue represented 89.8% of annualized NOI from UDCs in 2020. Ancillary rental revenue represented 10.2% of annualized NOI from UDCs. Ancillary rental revenue is comprised of revenue from the rental of conduit space, rack space and cross-connects.

	NORMALIZED LQA NOI	% OF UDC
Regular rental revenue	\$48,261	89.8%
Ancillary rental revenue	5,468	10.2%
Total normalized LQA NOI	\$53,729	100%

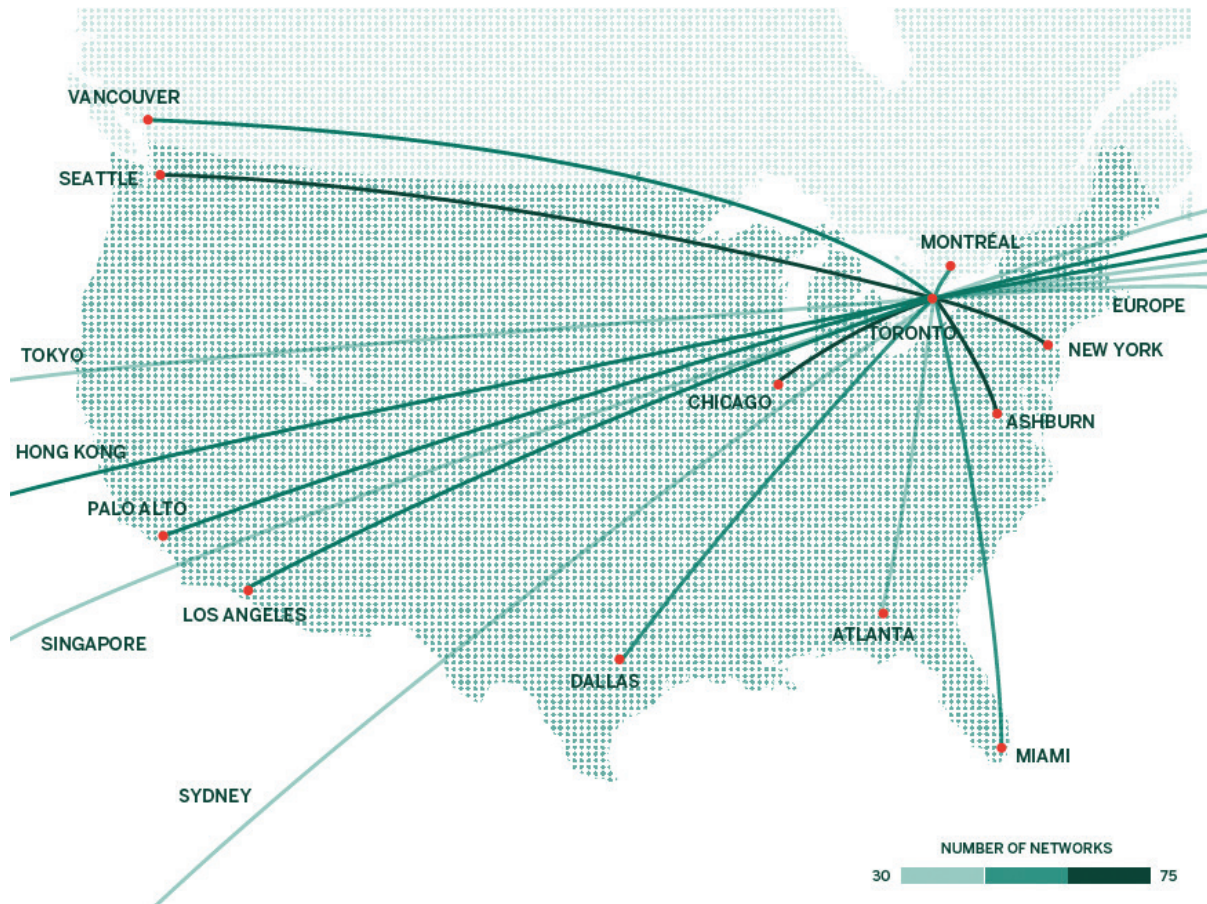
Allied acquired 151 in 2009 and has operated it very successfully since acquisition. 250 and 905 are connected to 151 via a multi-layered, diverse infrastructure of high-density fibre that Allied owns.

151 is the largest internet exchange point (IXP) in Canada and the fifth largest in North America. It houses Toronto Internet Exchange (TorIX), a not-for-profit organization that enables internet networks to connect and exchange traffic. With over 230 peers connecting, TorIX has experienced a steady and dramatic increase in traffic since 2009, with traffic in 2019 exceeding 600 gigabits per second. The traffic growth is illustrated below:



Source: TorIX Website

151 is a carrier-neutral facility. With a critical mass of carrier networks, TorIX and numerous other networks, 151 is Canada's hub for global connectivity and is the gateway to Canada for all major North American cities and numerous major international cities. This is illustrated below:



Source: PeeringDB.com

As a critical component of Canada's communications infrastructure, 151 is a network-dense urban data centre, distinct from conventional suburban data centres. The latter are analogous to interchanges on small highways. While valuable, they are relatively easy to replicate. 151 is analogous to a massive interchange on an intersecting series of super-highways. It is exceptionally valuable and very difficult to replicate.

Allied leases 173,000 square feet of GLA at 250 pursuant to a long-term lease that expires on February 28, 2061. As a result of substantial capital improvements completed by Allied, including high-density fibre connections to 151, 250 has become an important interconnected cloud-hosting facility in Canada, providing retail, wholesale and managed services.

Allied also owns 905. As a result of substantial capital improvements completed by Allied, including connecting it to 151 with high-density fibre, 59,056 square feet of GLA at the property has become an important urban data centre.

Allied has two basic sources of rental revenue from 151, 250 and 905. The largest source, direct rental revenue, derives from subleasing space to ultimate users. A smaller but material source, ancillary rental revenue, derives from conduit fees, rack fees and interconnection fees charged on a recurring monthly basis for cross-connects that enable different types of users to interconnect with low-latency and redundancy, reducing network costs and improving network security and performance.

Allied expects that cross-connects at 250 and 905 will give rise to recurring ancillary rental revenue. Cross-connects utilize the existing infrastructure at 250 and 905 without occupying any of the unleased GLA or requiring additional capital expenditure by Allied.

#### **RENTAL PROPERTIES UNDERGOING INTENSIFICATION APPROVAL**

One way Allied creates value is by intensifying the use of underutilized land. The land beneath the buildings in Toronto is significantly underutilized in relation to the existing zoning potential. This is also true of some of Allied's buildings in Kitchener, Montréal, Calgary, Edmonton, and Vancouver. These opportunities are becoming more compelling as the urban areas of Canada's major cities intensify. Since Allied has captured the unutilized land value at a low cost, it can achieve attractive risk-adjusted returns on intensification.

Allied began tracking the intensification potential inherent in the Toronto portfolio in the fourth quarter of 2007 (see our MD&A dated March 7, 2008, for the quarter and year ended December 31, 2007). At the time, the 46 properties in Toronto comprised 2.4 million square feet of GLA and were situated on 780,000 square feet (17.8 acres) of underutilized land immediately east and west of the Downtown Core. The 104 properties in Toronto (including properties in the development portfolio) now comprise 4.2 million square feet of GLA and are situated on 37.8 acres of underutilized land immediately east and west of the Downtown Core. With achievable rezoning, the underlying land in our Toronto portfolio could permit up to 10.8 million square feet of GLA, 6.6 million square feet more than currently is in place.

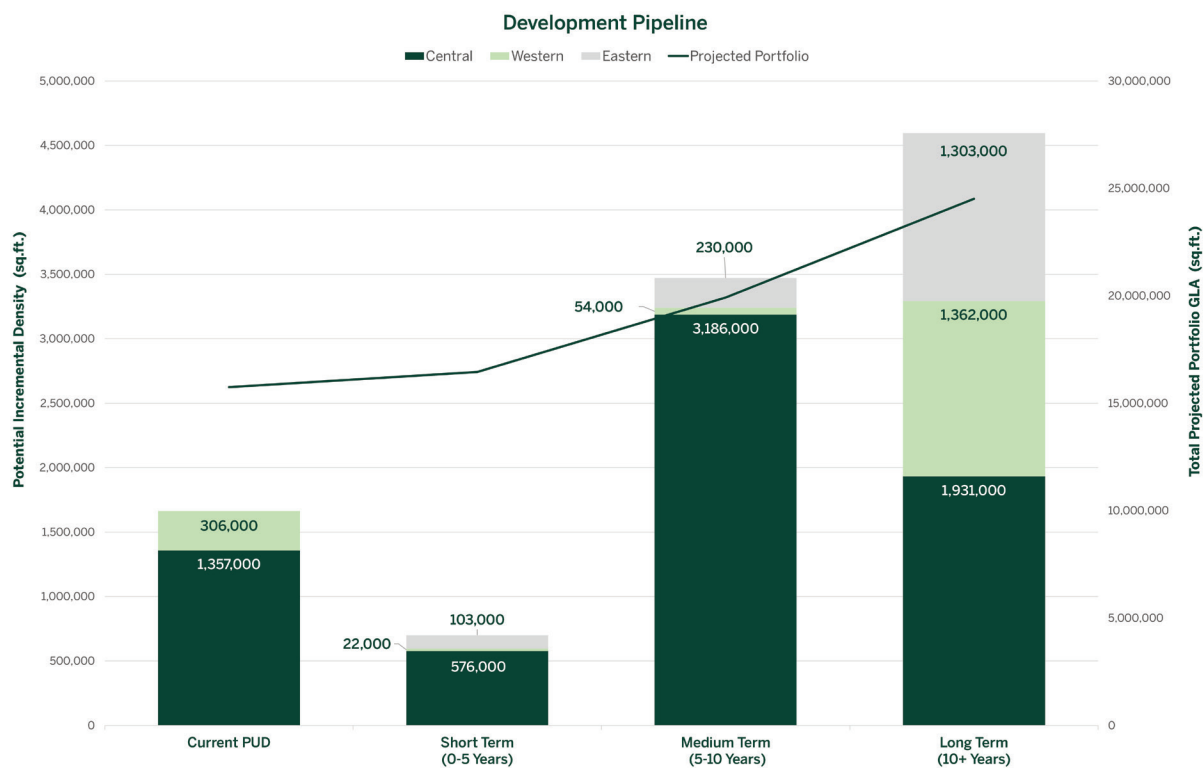
Allied entered the Montréal market in April of 2005. The 30 properties in Montréal now comprise 6.6 million square feet of GLA. As they are much larger buildings on average than those comprising the Toronto portfolio, the 41.8 acres of land on which they sit (immediately south, east and northeast of the Downtown Core) are more fully utilized than the land in the Toronto portfolio. Nevertheless, the underlying land in the Montréal portfolio could permit up to 8.2 million square feet of GLA, 1.6 million square feet more than currently is in place.

There is similar potential inherent in the rest of Allied's portfolio, which is quantified in the chart below. Across Canada on a portfolio-wide basis, there is 10.4 million square feet of potential incremental density, of which 1.6 million square feet is currently in PUD, and the remaining 8.8 million square feet is potential incremental density. Of the 8.8 million square feet of potential incremental density, 2.7 million square feet is reflected in the appraised fair values, mainly at properties where zoning approvals are in place. The remaining 6.1 million square feet is not reflected in the appraised fair values.

#### Potential Incremental Density (in sq.ft.) - Geographic Breakdown

CITY	CURRENT GLA	CURRENT PUD (ESTIMATED ON COMPLETION)	POTENTIAL INCREMENTAL DENSITY	TOTAL POTENTIAL GLA
Toronto	4,203,331	1,210,000	5,360,877	10,774,208
Kitchener	562,802	147,000	331,759	1,041,561
<b>Total Toronto &amp; Kitchener</b>	<b>4,766,133</b>	<b>1,357,000</b>	<b>5,692,636</b>	<b>11,815,769</b>
Toronto Urban Data Centres	509,911	—	—	509,911
<b>Total Urban Data Centres</b>	<b>509,911</b>	<b>—</b>	<b>—</b>	<b>509,911</b>
Montréal	6,606,284	—	1,636,055	8,242,339
Ottawa	231,468	—	—	231,468
<b>Total Montréal &amp; Ottawa</b>	<b>6,837,752</b>	<b>—</b>	<b>1,636,055</b>	<b>8,473,807</b>
Calgary	1,043,638	306,000	1,148,770	2,498,408
Edmonton	297,851	—	230,417	528,268
Vancouver	642,112	—	59,115	701,227
<b>Total Calgary, Edmonton &amp; Vancouver</b>	<b>1,983,601</b>	<b>306,000</b>	<b>1,438,302</b>	<b>3,727,903</b>
<b>Total</b>	<b>14,097,397</b>	<b>1,663,000</b>	<b>8,766,993</b>	<b>24,527,390</b>

The timing of development for the 8.8 million square feet of potential incremental density is impossible to predict with precision, however the chart below provides a reasonable estimate of when the potential could begin to be realized. One factor is our self-imposed limitation on development activity. The focus in the short-term and the long-term remains on the Toronto portfolio.



Allied has initiated the intensification approval process for four rental properties in Toronto and one rental property in Montréal, all of which are owned in their entirety by Allied. These properties are identified in the following table:

PROPERTY NAME	NORMALIZED LQA NOI	APPRAISED FAIR VALUE	REZONING APPROVAL STATUS	USE	CURRENT GLA	ESTIMATED GLA ON COMPLETION	ESTIMATED COMPLETION
King & Peter <sup>(1)</sup>	\$2,952	\$81,850	Completed	Office, limited retail	86,230	790,000	Unscheduled
Union Centre	1,313	107,860	Completed	Office, limited retail	41,787	1,129,000	Unscheduled
King & Brant <sup>(3)</sup>	382	20,850	Completed	Office, retail	16,340	130,000	2022
Adelaide & Spadina <sup>(2)</sup>	268	25,020	Completed	Office, retail	11,015	230,000	Unscheduled
Nordelec	—	29,300	In Progress	Office	—	230,000	Unscheduled
<b>Total</b>	<b>\$4,915</b>	<b>\$264,880</b>			<b>155,372</b>	<b>2,509,000</b>	

(1) King & Peter is comprised of 82 Peter and 388 King W.

(2) Adelaide & Spadina is comprised of 383-387 Adelaide W. 96 Spadina and 379 Adelaide W were previously included, but will now remain in the rental portfolio during future development activity.

(3) Allied has received permission to intensify 544 King W and 7-9 Morrison. The approval permits approximately 120,000 square feet of office space and 10,000 square feet of retail space. Allied is exploring the opportunity to increase the permitted leasable area.

Estimated GLA is based on applicable standards of area measurement and the expected or actual outcome of rezoning. These properties are currently generating NOI and will continue to do so until Allied initiates construction. With respect to the ultimate intensification of these properties, a significant amount of pre-leasing will be required on the larger projects before construction commences. The design-approval costs have been, and will continue to be, funded by Allied for its share.

## **DEVELOPMENT PROPERTIES**

Development is another way to create value and a particularly effective one for Allied, given the strategic positioning of its portfolio in the urban areas of Canada's major cities. Urban intensification is the single most important trend in relation to Allied's business. Not only does it anchor Allied's investment and operating focus, it provides the context within which Allied creates value for its Unitholders.

It is expected that development activity will become a more important component of Allied's growth as projects are completed. The expectation is largely contingent upon completing the development projects in the manner contemplated. The most important factor affecting completion will be successful lease-up of space in the development portfolio. The material assumption is that the office leasing market in the relevant markets remains stable. Pursuant to Allied's Declaration of Trust, the cost of Properties Under Development cannot exceed 15% of GBV. At the end of June 30, 2020, the cost of Allied's Properties Under Development was 9.0% of GBV (December 31, 2019 - 9.4%). This self-imposed limitation is intended to align the magnitude of Allied's development activity with the overall size of the business.

Properties Under Development consist of properties purchased with the intention of being developed before being operated and properties transferred from the rental portfolio once activities changing the condition or state of the property, such as the de-leasing process, commence.

Allied has the following eight Properties Under Development:

PROPERTY NAME	USE	ESTIMATED GLA ON COMPLETION (SF)	% OF OFFICE DEVELOPMENT LEASED
TELUS Sky, Calgary <sup>(1)(2)</sup>	Office, retail, residential	218,000	64%
The Lougheed (604-1st SW), Calgary <sup>(3)</sup>	Office, retail	88,000	—
College & Manning, 547-549 College, Toronto <sup>(1)</sup>	Retail, residential	27,000	—
Adelaide & Duncan, Toronto <sup>(3)(4)</sup>	Office, retail, residential	230,000	100%
The Well, Toronto <sup>(1)(5)</sup>	Office, retail	763,000	84%
KING Toronto, Toronto <sup>(1)(6)</sup>	Office, retail	100,000	—
Breithaupt Phase III, Kitchener <sup>(1)</sup>	Office	147,000	100%
QRC West - Phase II <sup>(7)</sup>	Office, retail	90,000	—
<b>Total</b>		<b>1,663,000</b>	<b>71%</b>

(1) These properties are co-owned, reflected in the table above at Allied's ownership interest.

(2) The GLA components (in square feet) at our 33.33% share are as follows: 143,000 of office, 70,000 of residential and 5,000 of retail.

(3) While initially working toward repositioning this property for a different use, Allied is now working toward restoring and retrofitting the property to the highest possible standards for workspace in the creative economy.

(4) The GLA components (in square feet) at our 50% share are as follows: 144,000 of residential, 77,000 of office and 9,000 of retail.

(5) Each of Allied and RioCan own an undivided 50% interest with an estimated total GLA of 3,100,000 square feet. The GLA components (in square feet) at our 50% share will be as follows: approximately 578,000 of office, 185,000 of retail, and the remaining is related to residential air rights. The air rights were sold by the co-ownership as previously announced, with closing expected to occur by 2021.

(6) Allied entered into a joint arrangement with Westbank to develop KING Toronto. As part of the arrangement, Allied sold a 50% undivided interest to Westbank. KING Toronto is comprised of the following properties: 489 King W, 495 King W, 499 King W, 511-529 King W, 533 King W, 539 King W. The GLA components (in square feet) at our 50% share will be as follows: 200,000 of residential, 60,000 of retail and 40,000 of office.

(7) The GLA components (in square feet) are as follows: 75,500 of office and 14,500 of retail.

The following table sets out the fair value of Allied's Properties Under Development as at June 30, 2020, as well as Management's estimates with respect to the financial outcome on completion:

PROPERTY NAME	TRANSFER TO RENTAL PORTFOLIO	APPRAISED VALUE	ESTIMATED ANNUAL NOI	ESTIMATED TOTAL COST	ESTIMATED YIELD ON COST	ESTIMATED COST TO COMPLETE
TELUS Sky, Calgary <sup>(1)</sup>	Q3 2020	\$119,301	\$7,650 - \$8,310	\$157,000	4.9% - 5.3%	\$4,550
The Lougheed (604-1st SW), Calgary	Q3 2021	14,930	TBD	TBD	TBD	TBD
College & Manning, 547-549 College, Toronto <sup>(1)</sup>	Q3 2021	15,290	975 - 1,125	31,387	3.1% - 3.6%	12,200
Adelaide & Duncan, Toronto <sup>(1)</sup>	Q3 2021	93,730	10,125 - 11,500	195,600	5.2% - 5.9%	107,300
Breithaupt Phase III, Kitchener <sup>(1)(2)</sup>	Q1 2022	13,970	5,375 - 5,500	78,652	6.8% - 7.0%	62,300
The Well, Toronto <sup>(1)</sup>	Q1 2022	523,760	37,500 - 43,250	718,000	5.2% - 6.0%	269,700
QRC West, Phase II	Q1 2023	35,500	TBD	TBD	TBD	TBD
KING Toronto, Toronto <sup>(1)(3)</sup>	Q4 2023	26,660	5,000 - 6,000	78,018	6.4% - 7.7%	39,700
<b>Total</b>		<b>\$843,141</b>				

(1) These properties are co-owned, reflected in the table above at Allied's ownership percentage of assets and liabilities.

(2) Breithaupt Phase III is comprised of 43 Wellington, 53 & 55 Wellington, 305 Joseph and 2-4 Stewart.

(3) Allied entered into a joint arrangement with Westbank to develop KING Toronto. As part of the arrangement, Allied sold a 50% undivided interest to Westbank. KING Toronto is comprised of the following properties: 489 King W, 495 King W, 499 King W, 511-529 King W, 533 King W, 539 King W. The appraised value relates to the commercial component. The estimated total cost is net of the estimated gross proceeds from the sale of the residential inventory of \$280,000 - \$290,000.

The initial cost of Properties Under Development includes the acquisition cost of the property, direct development costs, realty taxes and borrowing costs directly attributable to the development. Borrowing costs and realty taxes associated with direct expenditures on Properties Under Development are capitalized. The amount of capitalized borrowing costs is determined first by reference to borrowings specific to the project, where relevant, and otherwise by applying a weighted average cost of borrowings to eligible expenditures after adjusting for borrowings associated with other specific developments.

Transfer to the rental portfolio occurs when the property is capable of operating in the manner intended by Management. Generally this occurs upon completion of construction and receipt of all necessary occupancy and other material permits. Estimated annual NOI is based on 100% economic occupancy. The most important factor affecting estimated annual NOI will be successful lease-up of vacant space in the development properties at current levels of net rent per square foot. The material assumption is that the office leasing market in the relevant markets remains stable. Estimated total cost includes acquisition cost, estimated total construction, financing costs and realty taxes. The material assumption made in formulating the estimated total cost is that construction and financing costs remain stable for the remainder of the development period. Estimated yield on cost is the estimated annual NOI as a percentage of the estimated total cost. Estimated cost to complete is the difference between the estimated total cost and the costs incurred to date.

## RESIDENTIAL INVENTORY

Residential inventory consists of assets that are developed by Allied for sale in the ordinary course of business. Allied may transfer an investment property to residential inventory based on a change in use, as evidenced by the commencement of development activities with the intention to sell. Alternatively, a transfer from residential inventory to investment property would be evidenced by the commencement of leasing activity.

On September 19, 2017, Allied and its partner, RioCan, announced that they had finalized plans that would allow the co-owners to improve the return on the development of King Portland Centre. The co-owners had originally intended to develop the residential portion of the project as rental apartments and then decided to sell the residential portion as condominium units, totaling 132 units. As of December 31, 2019, all units were occupied and as of June 30, 2020, ownership has transferred to the occupants of all units.

On November 30, 2018, Allied entered into a joint arrangement with Westbank to develop KING Toronto. KING Toronto is a mixed-use property comprised of office, retail and residential uses. As part of the arrangement Allied sold a 50% undivided interest to Westbank. The residential component will be developed and sold as condominium units, totaling 440 units. Management expects the condominium sales to close in 2023.

Residential inventory is as follows:

	JUNE 30, 2020	DECEMBER 31, 2019
KING Toronto	\$123,180	\$114,910

The changes in the aggregate carrying value of Allied's residential inventory is as follows:

	JUNE 30, 2020	DECEMBER 31, 2019
Balance, beginning of period	\$114,910	\$140,302
Acquisitions <sup>(1)</sup>	—	10,454
Dispositions <sup>(1)</sup>	—	(5,227)
Sale of residential units <sup>(2)</sup>	—	(43,342)
Development expenditures	8,270	12,723
Balance, end of period	\$123,180	\$114,910

(1) On February 14, 2019, Allied acquired 464-466 Queen W, Toronto, at a purchase price of \$10,454 and concurrently sold a 50% undivided interest to Westbank at a sale price of \$5,227. This property will be transferred to the City of Toronto as parkland dedication related to the KING Toronto condominium development.

(2) Allied recognized condominium cost of sales in 2019 for the 132 units occupied at King Portland Centre.

## DEVELOPMENT COMPLETIONS

PROPERTY	COMPLETION	INVESTMENT	STABILIZED NOI	UNLEVERED YIELD ON COST	FAIR VALUE	VALUE CREATION	VALUE CREATION AS % OF COST
QRC West, Toronto	2015	\$130,000	\$12,678	9.8%	\$287,290	\$157,290	121.0%
The Breithaupt Block, Kitchener	2016	\$25,020	\$1,950	7.8%	\$45,890	\$20,870	83.4%
180 John, Toronto	2017	\$27,500	\$1,600	5.8%	\$31,410	\$3,910	14.2%
189 Joseph, Kitchener	2017	\$11,360	\$720	6.3%	\$13,530	\$2,170	19.1%

In addition to the development completions listed above, Allied most recently completed 425 Viger and King Portland Centre, summarized below:

In 2004, Allied expanded into Montréal with the purchase of 425 Viger. At the time, the property comprised of 200,000 square feet of GLA and was fully leased. In 2007, Allied purchased the adjacent parking lot with the intention of intensifying the combined property once the main user's lease expired. Allied began the intensification activity in Q1 2018, and completed the project in Q2 2020. The property now consists of approximately 317,500 square feet of GLA.

## 425 VIGER

	INVESTMENT						
Land Costs	\$30,076						
Hard & Soft Costs	66,353						
Capitalized Interest & Operating Costs	7,839	STABILIZED NOI	UNLEVERED YIELD ON COST	FAIR VALUE	VALUE CREATION	VALUE CREATION AS % OF COST	
Total Development Costs	\$104,268	\$8,422	8.1%	\$149,450	\$45,181	43.3%	

In 2012, Allied entered into an equal two-way joint arrangement with RioCan to develop King Portland Centre. Allied and RioCan each acquired an undivided 50% interest in 642 King W and 620 King W and subsequently put them into development, completing 642 King W in early 2018 and 620 King W in early 2019. They are comprised of 297,200 square feet of GLA (Allied's share 149,300 square feet) and are 99.7% leased. 602-606 King W is excluded from the figures below as they were never under development.

## KING PORTLAND CENTRE

	INVESTMENT						
Land Costs	\$21,478						
Hard & Soft Costs	64,437						
Capitalized Interest & Operating Costs	5,033	STABILIZED	UNLEVERED	FAIR	VALUE	VALUE	VALUE
Condominium Profits	(14,270)	NOI	YIELD ON COST	VALUE	CREATION	CREATION	CREATION AS
							% OF COST
<b>Total Development Costs</b>	<b>\$76,678</b>	<b>\$6,368</b>	<b>8.3%</b>	<b>\$138,300</b>	<b>\$61,622</b>	<b>\$61,622</b>	<b>80.4%</b>

The fair values are provided by Allied's external appraiser, which are calculated based on the discounted cash flow method.

## LOANS RECEIVABLE

As of June 30, 2020, total loans receivable outstanding is \$254,106 (December 31, 2019 - \$245,303).

In February 2015, Allied entered into a joint arrangement with Westbank and completed the acquisition of an undivided 50% interest in Adelaide & Duncan. Allied advanced \$21,173 to Westbank. The facility is secured by a charge on the property (subordinated to the construction lender) and assignment of rents and leases. Interest accrues and is payable monthly at a rate of 7.75% per annum (December 31, 2019 - 7.75%). The loan is repayable when the joint arrangement obtains external permanent financing. As at June 30, 2020, the loan receivable outstanding is \$21,173 (December 31, 2019 - \$21,173).

On August 1, 2017, Allied entered into an arrangement with Westbank to provide a credit facility of up to \$100,000, plus interest, for the land acquisition and the pre-development costs of 400 West Georgia in Vancouver. The facility is secured by Westbank's covenant and a charge on the property (subordinated to the construction lender). On February 11, 2019, the facility was increased to \$160,000. Interest accrues and is payable monthly at a rate of 6.75% per annum. The credit facility matures on August 31, 2022, and has a one-year extension option to August 31, 2023. On placement of permanent financing, Allied intends to acquire a 50% undivided interest in 400 West Georgia based on total development costs. As at June 30, 2020, the loan receivable outstanding is \$109,932 (December 31, 2019 - \$106,292).

On November 30, 2018, Allied entered into a joint arrangement with Westbank to develop KING Toronto. As part of the arrangement, Allied advanced \$67,030 to Westbank for its purchase of a 50% undivided interest in the property. The facility will initially be secured by a first mortgage on the property. On placement of construction financing, the mortgage will be secured by a charge on the property (subordinated to the construction lender). Interest accrues at a rate of 7.00% per annum and is payable on loan repayment. The loan is repayable at the earlier of November 23, 2023, or the closing of the condominium units. As at June 30, 2020, the loan receivable outstanding is \$81,691 (December 31, 2019 - \$77,765).

On March 18, 2019, Allied made an amendment to the joint arrangement with Perimeter to develop Breithaupt Phase III and a loan receivable arrangement to provide 50% of the pre-development costs. The facility is secured by a charge on the property (subordinated to the construction lender). Interest accrues at a rate of 7.00% per annum and is payable on loan repayment. The loan is repayable upon completion of development and rent commencement, which is anticipated to take place in the fourth quarter of 2021. As at June 30, 2020, the loan receivable outstanding is \$9,511 (December 31, 2019 - \$9,365).

On July 31, 2019, Allied entered into an arrangement with Westbank to provide a credit facility of up to \$185,000, plus interest, for the land acquisition and the pre-development costs of 720 Beatty Street in Vancouver. The funding will initially be secured by a first mortgage on the property for a fixed term. On placement of construction financing, the mortgage will be secured by a charge on the property (subordinated to the construction lender). Interest accrues and is payable monthly at a rate of 7.00% per annum on amounts periodically advanced. The credit facility matures in six years following approval of the project by the British Columbia Utilities Commission. On placement of permanent financing, Allied intends to acquire a 50% undivided interest in 720 Beatty based on an agreed upon formula. As at June 30, 2020, the loan receivable outstanding is \$31,799 (December 31, 2019 - \$30,708).

The table below summarizes the loans receivable as at June 30, 2020, and December 31, 2019.

	JUNE 30, 2020	DECEMBER 31, 2019
Adelaide & Duncan	\$21,173	\$21,173
400 West Georgia	109,932	106,292
KING Toronto	81,691	77,765
Breithaupt Phase III	9,511	9,365
720 Beatty	31,799	30,708
<b>Total loans receivable</b>	<b>\$254,106</b>	<b>\$245,303</b>

# Section IV

## *–Liquidity and Capital Resources*

Allied's liquidity and capital resources are used to fund capital investments including development activity, leasing costs, interest expense and distributions to Unitholders. The primary source of liquidity is net operating income generated from rental properties, which is dependent on rental and occupancy rates, the structure of lease agreements, leasing costs, and the rate and amount of capital investment and development activity, among other variables.

Allied has financed its operations through the use of equity, mortgage debt secured by rental properties, construction loans, unsecured operating lines, senior unsecured debentures and unsecured term loans. Conservative financial management has been consistently applied through the use of long term, fixed rate, debt financing. Allied's objective is to maximize financial flexibility while continuing to strengthen the balance sheet. Management intends to achieve this by continuing to access the equity market, unsecured debenture market, unsecured loans and growing the pool of unencumbered assets, which totals \$6,322,810 as at June 30, 2020.

## DEBT

Total debt and net debt are non-IFRS financial measures and do not have any standard meaning prescribed by IFRS. As computed by Allied, total debt and net debt may differ from similar computations reported by other Canadian real estate investment trusts and, accordingly, may not be comparable to similar computations reported by such organizations. Management considers total debt and net debt to be useful measures for evaluating debt levels and interest coverage. The following illustrates the calculation of total debt (net of transaction costs) and net debt as at June 30, 2020, and December 31, 2019:

	JUNE 30, 2020	DECEMBER 31, 2019
Mortgages payable	\$733,832	\$737,448
Construction loans payable	35,437	23,210
Unsecured revolving operating facilities	—	—
Senior unsecured debentures	1,641,533	945,369
Unsecured term loans	249,368	449,154
<b>Total debt, IFRS basis and at proportionate share <sup>(1)</sup></b>	<b>\$2,660,170</b>	<b>\$2,155,181</b>
Less cash and cash equivalents <sup>(2)</sup>	75,308	211,282
<b>Net debt</b>	<b>\$2,584,862</b>	<b>\$1,943,899</b>

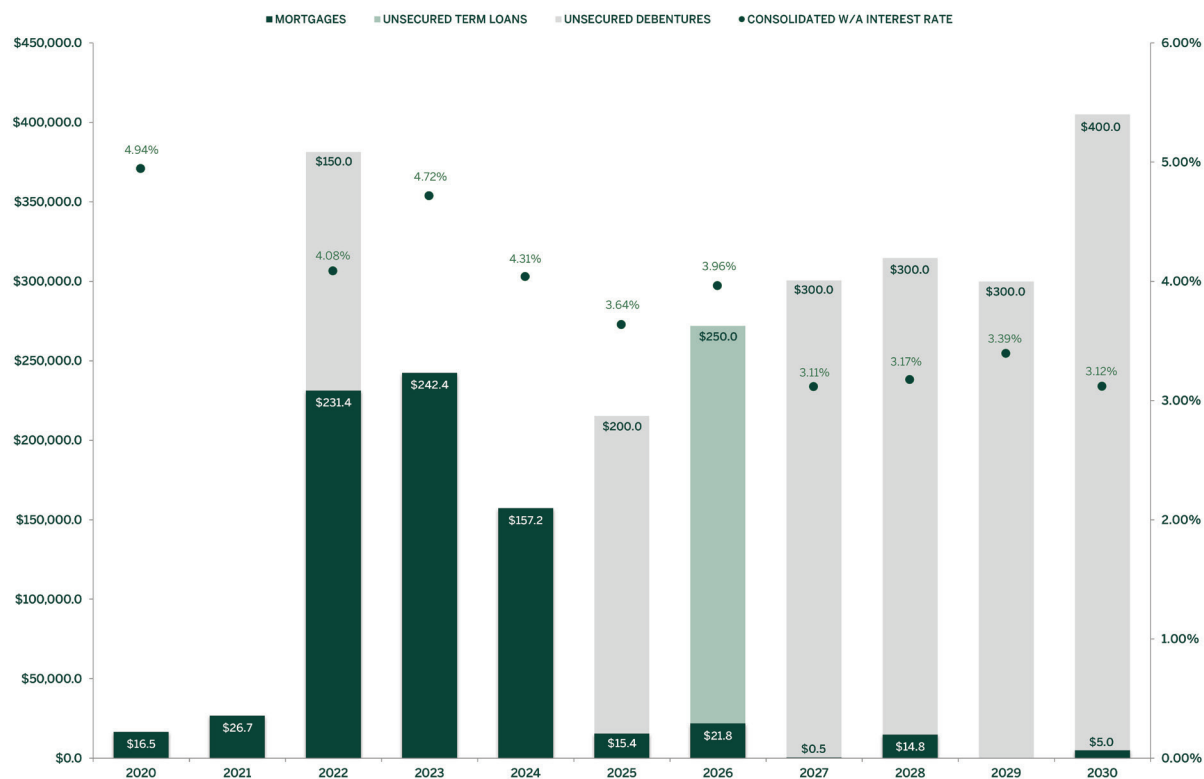
(1) As of June 30, 2020, there was no debt outstanding attributable to TELUS Sky (December 31, 2019 - nil).

(2) As of June 30, 2020, cash and cash equivalents attributable to TELUS Sky total \$2,921 (December 31, 2019 - \$2,368).

The table below summarizes the scheduled principal maturity for Allied's Mortgages Payable, Unsecured Debentures and Unsecured Term Loans:

	MORTGAGES PAYABLE	W/A INTEREST RATE OF MATURING MORTGAGES	SENIOR UNSECURED DEBENTURES	W/A INTEREST RATE	UNSECURED TERM LOANS	W/A INTEREST RATE	TOTAL	CONSOLIDATED W/A INTEREST RATE OF MATURING DEBT
Remaining 2020	\$16,479	4.94%	\$—	—%	\$—	—%	\$16,479	4.94%
2021	26,668	—%	—	—%	—	—%	26,668	—%
2022	231,356	4.19%	150,000	3.93%	—	—%	381,356	4.08%
2023	242,366	4.72%	—	—%	—	—%	242,366	4.72%
2024	157,198	4.31%	—	—%	—	—%	157,198	4.31%
2025	15,384	3.63%	200,000	3.64%	—	—%	215,384	3.64%
2026	21,834	3.59%	—	—%	250,000	3.99%	271,834	3.96%
2027	487	—%	300,000	3.11%	—	—%	300,487	3.11%
2028	14,750	4.04%	300,000	3.13%	—	—%	314,750	3.17%
2029	—	—%	300,000	3.39%	—	—	300,000	3.39%
2030	5,000	—%	400,000	3.12%	—	—%	405,000	3.12%
	<b>\$731,522</b>	<b>4.32%</b>	<b>\$1,650,000</b>	<b>3.31%</b>	<b>\$250,000</b>	<b>3.99%</b>	<b>\$2,631,522</b>	<b>3.65%</b>

The chart below summarizes the maturities of principal in regards to Allied's debt obligations as at June 30, 2020:



### MORTGAGES PAYABLE

As of June 30, 2020, mortgages payable, net of financing costs, total \$733,832 and have a weighted average stated interest rate of 4.32% (December 31, 2019 - 4.38%). The weighted average term of the mortgage debt is 3.4 years (December 31, 2019 - 3.8 years). The mortgages are secured by a first registered charge over specific investment properties and first general assignments of leases, insurance and registered chattel mortgages.

The following table contains information on the remaining contractual mortgage maturities:

	PRINCIPAL REPAYMENTS	BALANCE DUE AT MATURITY	JUNE 30, 2020	DECEMBER 31, 2019
Remaining 2020	\$12,903	\$3,576	\$16,479	
2021	26,668	—	26,668	
2022	25,728	205,628	231,356	
2023	16,781	225,585	242,366	
2024	4,726	152,472	157,198	
2025	6,596	8,788	15,384	
2026	1,391	20,443	21,834	
2027	487	—	487	
2028	293	14,457	14,750	
2030	5,000	—	5,000	
Mortgages, principal	\$100,573	\$630,949	\$731,522	\$734,286
Net premium on assumed mortgages			4,487	5,400
Net financing costs			(2,177)	(2,238)
			<b>\$733,832</b>	<b>\$737,448</b>

## CONSTRUCTION LOANS PAYABLE

As of June 30, 2020, and December 31, 2019, Allied's obligation under the construction loans is as follows:

JOINT ARRANGEMENT	OWNERSHIP	DATE OF MATURITY	JUNE 30, 2020	DECEMBER 31, 2019
Adelaide & Duncan	50%	August 11, 2023	\$30,437	\$23,210
Breithaupt Phase III	50%	December 2, 2022	\$5,000	\$—
			<b>\$35,437</b>	<b>\$23,210</b>

On January 31, 2019, the Adelaide & Duncan joint arrangement obtained a \$270,000 construction lending facility from a syndicate of Canadian banks, in which Allied's 50% share is \$135,000. The loan matures on August 11, 2023, and bears interest at bank prime plus 35 basis points or bankers' acceptance rate plus 135 basis points. Allied is providing a joint and several guarantee to support the construction facility and is earning a related guarantee fee. On August 23, 2019, the Adelaide & Duncan joint arrangement entered into a swap agreement to fix 75% of the construction costs up to \$209,572 at 2.86%.

On February 21, 2020, Allied and Perimeter obtained a \$138,000 construction loan for the Breithaupt Phase III joint arrangement from a syndicate of Canadian banks, in which Allied's 50% share is \$69,000. The loan matures on December 2, 2022, and bears interest at bank prime or bankers' acceptance rate plus 120 basis points. Allied is providing a joint and several guarantee to support the facility that is limited to \$69,000 and is earning a related guarantee fee.

## UNSECURED REVOLVING OPERATING FACILITIES

As of June 30, 2020, and December 31, 2019, Allied's obligations under the unsecured revolving operating facilities are as follows:

	MATURITY DATE	INTEREST RATES ON DRAWINGS	JUNE 30, 2020				
			STANDBY FEE	FACILITY LIMIT	DRAWINGS	LETTERS OF CREDIT AVAILABLE	AMOUNT
Unsecured facility limit \$400,000 <sup>(1)</sup>	January 30, 2023	Prime + 0.20% or Bankers' acceptance + 1.20% <sup>(2)</sup>	0.24%	\$400,000	\$—	\$(23,114)	\$376,886
Unsecured facility limit \$100,000	April 20, 2021	Prime + 0.45% or Bankers' acceptance + 1.45%	0.29%	100,000	—	—	100,000
				\$500,000	\$—	\$(23,114)	\$476,886

(1) This unsecured facility contains a \$100,000 accordion feature, allowing Allied to increase the amount available under the facility to \$500,000.

(2) The interest rates on drawings for this facility are subject to certain conditions being met. In the event that these conditions are not met, this unsecured facility will bear interest at bank prime plus 45 basis points or bankers' acceptance plus 145 basis points with a standby fee of 29 basis points.

	MATURITY DATE	INTEREST RATES ON DRAWINGS	DECEMBER 31, 2019				
			STANDBY FEE	FACILITY LIMIT	DRAWINGS	LETTERS OF CREDIT AVAILABLE	AMOUNT
Unsecured facility limit \$400,000 <sup>(1)</sup>	January 29, 2022	Prime + 0.45% or Bankers' acceptance + 1.45% <sup>(2)</sup>	0.29%	\$400,000	\$—	\$(14,896)	\$385,104

(1) This unsecured facility contains a \$100,000 accordion feature, allowing Allied to increase the amount available under the facility to \$500,000.

(2) The interest rates on drawings for this facility are subject to certain conditions being met. In the event that these conditions are not met, this Unsecured Facility will bear interest at bank prime plus 70 basis points or bankers' acceptance plus 170 basis points with a standby fee of 34 basis points.

On April 21, 2020, Allied entered into a \$100,000 bilateral unsecured line of credit which matures on April 20, 2021, bearing interest at bank prime plus 45 basis points or bankers' acceptance plus 145 basis points with a standby fee of 29 basis points.

## SENIOR UNSECURED DEBENTURES

As of June 30, 2020, and December 31, 2019, Allied's obligation under the senior unsecured debentures is as follows:

SERIES	INTEREST RATE	DATE OF MATURITY	INTEREST PAYMENT DATE	JUNE 30, 2020	DECEMBER 31, 2019
Series B	3.934%	November 14, 2022	May 14 and November 14	\$150,000	\$150,000
Series C	3.636%	April 21, 2025	April 21 and October 21	200,000	200,000
Series D	3.394%	August 15, 2029	February 15 and August 15	300,000	300,000
Series E	3.113%	April 8, 2027	April 8 and October 8	300,000	300,000
Series F	3.117%	February 21, 2030	February 21 and August 21	400,000	—
Series G	3.131%	May 15, 2028	May 15 and November 15	300,000	—
Unsecured Debentures, principal				\$1,650,000	\$950,000
Net financing costs				(8,467)	(4,631)
				\$1,641,533	\$945,369

The Series B, C, D, E, F and G Debentures are collectively referred to as the “Unsecured Debentures”.

On February 21, 2020, Allied issued \$400,000 of 3.117% Series F Unsecured Debentures (the “Series F Debentures”) due February 21, 2030, with semi-annual interest payments due on February 21 and August 21 each year commencing on August 21, 2020. Debt financing costs of \$2,350 were incurred and recorded against the principal owing.

Proceeds from the Series F Debentures were used to prepay \$200,000 aggregate principal amount of the Unsecured Term Facility maturing March 16, 2021, repay amounts drawn on the Unsecured Facility in the amount of \$110,000, to fund Allied's development and value-add initiatives and for general working capital purposes.

On May 15, 2020, Allied issued \$300,000 of 3.131% Series G Unsecured Debentures (the “Series G Debentures”) due May 15, 2028, with semi-annual interest payments due on May 15 and November 15 each year commencing on November 15, 2020. Debt financing costs of \$1,950 were incurred and recorded against the principal owing.

Proceeds from the Series G Debentures were used to repay amounts drawn on the Unsecured Facility in the amount of \$240,000 and for general working capital purposes.

The respective financing costs and premium recognized are amortized using the effective interest method and recorded to Interest Expense.

## UNSECURED TERM LOANS

As of June 30, 2020, and December 31, 2019, Allied's obligation under the unsecured term loans is as follows:

	INTEREST RATE	DATE OF MATURITY	FREQUENCY OF INTEREST PAYMENT	JUNE 30, 2020	DECEMBER 31, 2019
Unsecured Term Loan	3.992%	January 14, 2026	Monthly	\$250,000	\$250,000
Unsecured Term Facility					
Tranche 1	2.830%	March 16, 2021	Quarterly	—	100,000
Tranche 2	2.890%	March 16, 2021	Quarterly	—	100,000
Unsecured Term Loans, principal				\$250,000	\$450,000
Net financing costs				(632)	(846)
				\$249,368	\$449,154

The Unsecured Term Loan and Unsecured Term Facility are collectively referred to as the “Unsecured Term Loans”.

On February 10, 2020, Allied repaid \$100,000 of the principal amount of Tranche 1 of the Unsecured Term Facility due March 16, 2021. On March 4, 2020, Allied repaid \$100,000 of the principal amount of Tranche 2, representing the remaining balance of the Unsecured Term Facility due March 16, 2021.

The respective financing costs are amortized using the effective interest method and recorded to Interest Expense.

## CREDIT RATINGS

Allied's credit ratings as at June 30, 2020, for the Unsecured Debentures are summarized below:

DEBT	RATING AGENCY	LONG-TERM CREDIT RATING	TREND/OUTLOOK
Unsecured Debentures	DBRS	BBB	Positive
Unsecured Debentures	Moody's Investors Service	Baa2	Stable

DBRS Limited ("DBRS") and Moody's Investors Service Inc. ("Moody's") provide credit ratings of debt securities for commercial issuers that indicate the risk associated with a borrower's capabilities to fulfill its obligations. The minimum DBRS investment grade rating is "BBB (low)," with the highest rating being "AAA." On May 17, 2019, DBRS upgraded Allied's trend from stable to positive. On December 4, 2019, DBRS upgraded Allied's rating from BBB (low) to BBB, maintaining the positive trend.

The minimum Moody's investment grade rating is "Baa3," with the highest rating being "Aaa". On April 9, 2019, Moody's upgraded Allied's outlook from stable to positive. On October 30, 2019, Moody's upgraded Allied's rating from Baa3 to Baa2, with a stable outlook.

With these two ratings, Allied's ability to access the debt capital markets on favourable financial terms will be enhanced. Allied expects the ratings to be particularly helpful as Allied continues to fortify the balance sheet with a view to bringing added financial flexibility and discipline to the urban development program.

The above-mentioned ratings assigned to the Unsecured Debentures are not recommendations to buy, sell or hold any securities of Allied. Allied has paid customary rating fees to DBRS and Moody's in connection with the above-mentioned ratings. There can be no assurance that any rating will remain in effect for any given period of time or that a rating will not be lowered, withdrawn or revised by the rating agency if in its judgment circumstances so warrant.

## FINANCIAL COVENANTS

The Unsecured Facilities, Unsecured Term Loans and Unsecured Debentures contain numerous financial covenants. Failure to comply with the covenants could result in a default, which, if not waived or cured, could result in adverse financial consequences. The related covenants are as follows:

### UNSECURED FACILITIES AND UNSECURED TERM LOANS

The following outlines the requirements of covenants as defined in the agreements governing the Unsecured Facilities and Unsecured Term Loans.

COVENANT	THRESHOLD	JUNE 30, 2020	DECEMBER 31, 2019
Indebtedness ratio	Below 60%	29.3%	26.1%
Secured indebtedness ratio	Below 45%	8.4%	9.1%
Debt service coverage ratio	Consolidated adjusted EBITDA to be more than 1.5 times debt service payments	2.6x	2.5x
Equity maintenance	At least \$1,250,000 plus 75% of future equity issuances (\$2,683,314)	5,973,744	5,717,699
Unencumbered property assets value ratio	Unencumbered property assets to be more than 1.4 times total unsecured debt	3.3x	3.9x
Distribution payout ratio	Maintain distributions below 100% of FFO	71.6%	71.5%

### SENIOR UNSECURED DEBENTURES

The following outlines the requirements of covenants specified in the trust indenture with respect to the Unsecured Debentures.

COVENANT	THRESHOLD	JUNE 30, 2020	DECEMBER 31, 2019
Pro forma interest coverage ratio	Maintain a 12-month rolling consolidated pro forma EBITDA of at least 1.65 times pro forma interest expense	3.0x	3.1x
Pro forma asset coverage test	Maintain net consolidated debt below 65% of net aggregate assets on a pro forma basis	29.2%	26.0%
Equity maintenance covenant	Maintain Unitholders' equity above \$300,000	5,973,744	5,717,699
Pro forma unencumbered net aggregate adjusted asset ratio	Maintain pro forma unencumbered net aggregate adjusted assets above 1.4 times consolidated unsecured indebtedness	3.6x	4.4x

As of June 30, 2020, Allied was in compliance with the terms and covenants of the agreements governing the Unsecured Facilities, the Unsecured Term Loans and the Unsecured Debentures.

A number of other financial ratios are also monitored by Allied, including net debt to EBITDA and EBITDA as a multiple of interest expense. These ratios are presented in Section I—Overview.

## UNITHOLDERS' EQUITY

The following represents the number of Units issued and outstanding, and the related carrying value of Unitholders' equity, for the six months ended June 30, 2020, and for the year ended December 31, 2019.

	JUNE 30, 2020		DECEMBER 31, 2019	
	UNITS	AMOUNT	UNITS	AMOUNT
Units, beginning of period	122,838,799	\$3,725,472	103,861,945	\$2,835,395
Restricted Unit plan (net of forfeitures)	—	(2,643)	—	(2,462)
Unit option plan - options exercised	273,950	9,699	277,854	10,437
Unit offering	—	—	18,699,000	882,102
Units, end of period	123,112,749	\$3,732,528	122,838,799	\$3,725,472

As at July 29, 2020, 123,112,749 Trust Units and 1,291,590 options to purchase Units were issued and outstanding.

Allied does not hold any of its own Units, nor does Allied reserve any Units for issue under options and contracts.

The table below represents weighted average Units outstanding for:

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	JUNE 30, 2020	JUNE 30, 2019	JUNE 30, 2020	JUNE 30, 2019
Basic	123,112,749	110,121,406	123,047,771	107,713,874
Unit Option Plan	94,470	246,597	169,410	256,962
Fully diluted	123,207,219	110,368,003	123,217,181	107,970,836

## **NORMAL COURSE ISSUER BID**

On February 20, 2020, Allied received approval from the Toronto Stock Exchange (“TSX”) for the renewal of its normal course issuer bid (“NCIB”), which entitles Allied to purchase up to 12,100,300 of its outstanding Units, representing approximately 10% of its public float as at February 10, 2020. The NCIB commenced February 24, 2020, and will expire on February 23, 2021, or such earlier date as Allied completes its purchases pursuant to the NCIB. All purchases under the NCIB will be made on the open market through the facilities of the TSX or alternate trading systems in Canada at market prices prevailing at the time of purchase. Any Units that are repurchased will either be cancelled or delivered to participants under Allied’s Restricted Unit Plan or to employees pursuant to Allied’s employee programs.

During the six months ended June 30, 2020, Allied purchased 47,373 Units for \$2,714 at a weighted average price of \$57.30 per unit under its NCIB program, of which 46,833 were purchased for delivery to participants under Allied’s Restricted Unit Plan and 540 Units were purchased for certain employee rewards outside of Allied’s Restricted Unit Plan.

## **UNIT OPTION AND RESTRICTED UNIT PLANS**

Allied adopted a Unit Option Plan providing for the issuance, from time to time, at the discretion of the trustees, of options to purchase Units for cash. Participation in the Unit Option Plan is restricted to certain employees of Allied. The Unit Option Plan complies with the requirements of the Toronto Stock Exchange. The exercise price of any option granted will not be less than the closing market price of the Units on the day preceding the date of grant. The term of the options may not exceed ten years. Options granted prior to February 22, 2017 vest evenly over three years; options granted subsequently vest evenly over four years from the date of grant. All options are settled in Units.

At June 30, 2020, Allied had granted options to purchase up to 1,291,590 Units outstanding, of which 535,829 had vested. At December 31, 2019, Allied had options to purchase 1,213,310 Units outstanding, of which 604,445 had vested.

For the three and six months ended June 30, 2020, Allied recorded a share-based payment expense related to options of \$494 and \$971 in general and administrative expense in the unaudited condensed consolidated statements of income and comprehensive income (for the three and six months ended June 30, 2019 - \$406 and \$782).

In March 2010, Allied adopted a restricted unit plan (the “Restricted Unit Plan”), whereby restricted Units (“Restricted Units”) are granted to certain key employees and trustees, at the discretion of the Board of Trustees. The Restricted Units are purchased in the open market. Employees and trustees who are granted Restricted Units have the right to vote and to receive distributions from the date of the grant. The Restricted Units granted to employees vest as to one-third on each of the three anniversaries following the date of the grant. Restricted Units granted to non-management trustees are fully vested. Whether vested or not, without the specific authority of the Governance and Compensation Committee, the Restricted Units may not be sold, mortgaged or otherwise disposed of for a period of six years following the date of the grant, except that in the case of a non-management trustee, the release date will be automatically accelerated to the date such person ceases to hold office as a trustee of Allied. The Restricted Unit Plan contains provisions providing for the vesting or forfeiture of unvested Restricted Units within specified time periods in the event the employee’s employment is terminated, and authorizes the Chief Executive Officer, in his or her discretion, to accelerate the release date and vesting of Restricted Units in certain circumstances where an employee’s employment is terminated. At June 30, 2020, Allied had 289,992 Restricted Units outstanding (December 31, 2019 - 287,023).

For the three and six months ended June 30, 2020, Allied recorded a share-based payment expense related to Restricted Units of \$480 and \$1,674 in general and administrative expense in the unaudited condensed consolidated statements of income and comprehensive income (for the three and six months ended June 30, 2019 - \$684 and \$1,271).

## DISTRIBUTIONS TO UNITHOLDERS

Allied is focused on increasing distributions to its Unitholders on a regular and prudent basis. During the first 12 months of operations, Allied made regular monthly distributions of \$1.10 per unit on an annualized basis. The distribution increases since then are set out in the table below:

	MARCH, 2004	MARCH, 2005	MARCH, 2006	MARCH, 2007	MARCH, 2008	DECEMBER, 2012
Annualized increase per unit	\$0.04	\$0.04	\$0.04	\$0.04	\$0.06	\$0.04
% increase	3.6%	3.5%	3.4%	3.3%	4.8%	3.0%
Annualized distribution per unit	\$1.14	\$1.18	\$1.22	\$1.26	\$1.32	\$1.36

	DECEMBER, 2013	DECEMBER, 2014	DECEMBER, 2015	DECEMBER, 2016	DECEMBER, 2017	DECEMBER, 2018	JANUARY, 2020
Annualized increase per unit	\$0.05	\$0.05	\$0.04	\$0.03	\$0.03	\$0.04	\$0.05
% increase	3.7%	3.5%	2.7%	2.0%	2.0%	2.6%	3.1%
Annualized distribution per unit	\$1.41	\$1.46	\$1.50	\$1.53	\$1.56	\$1.60	\$1.65

## SOURCES OF DISTRIBUTIONS

For the three and six months ended June 30, 2020, Allied declared \$50,784 and \$101,530 in distributions (three and six months ended June 30, 2019 - \$44,484 and \$86,624).

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	JUNE 30, 2020	JUNE 30, 2019	JUNE 30, 2020	JUNE 30, 2019
<b>Distributions declared</b>	<b>\$50,784</b>	<b>\$44,484</b>	<b>\$101,530</b>	<b>\$86,624</b>
<b>Net income</b>	<b>\$92,961</b>	<b>\$99,895</b>	<b>\$347,874</b>	<b>\$243,072</b>
<b>Cash flows provided by operating activities</b>	<b>\$106,962</b>	<b>\$52,175</b>	<b>\$208,759</b>	<b>\$91,927</b>
<b>AFFO excluding condominium related items</b>	<b>\$61,216</b>	<b>\$53,128</b>	<b>\$123,584</b>	<b>\$104,159</b>
Excess of net income over distributions declared	\$42,177	\$55,411	\$246,344	\$156,448
Excess of cash flows provided by operating activities over distributions declared	\$56,178	\$7,691	\$107,229	\$5,303
Excess of cash provided by AFFO over distributions declared	\$10,432	\$8,644	\$22,054	\$17,535

In the table above, AFFO has been presented in accordance with the “White Paper on Funds From Operations & Adjusted Funds From Operations for IFRS” published by the Real Property Association of Canada (“REALpac”) in February of 2019.

In determining the amount of distributions to be made to Unitholders, Allied’s Board of Trustees consider many factors, including provisions in its Declaration of Trust, macro-economic and industry specific environments, the overall financial condition of Allied, future capital requirements, debt covenants, and taxable income. In accordance with Allied’s distribution policy, Management and the Board of Trustees regularly review Allied’s rate of distributions to ensure an appropriate level of cash and non-cash distributions. Management anticipates that distributions declared will, in the foreseeable future, continue to vary from net income as net income includes fair value adjustments and other non-cash items. While cash flows from operating activities are generally sufficient to cover distribution requirements, timing of expenses and seasonal fluctuations in non-cash working capital may result in a shortfall. These seasonal or short-term fluctuations will be funded, if necessary, by the Unsecured Facilities. As such, the cash distributions are not an economic return of capital, but a distribution of sustainable cash flow from operations. Based on current facts and assumptions, Management does not anticipate cash distributions will be reduced or suspended in the foreseeable future.

The current rate of distribution amounts to \$1.65 per unit per annum (December 31, 2019 - \$1.60 per unit per annum).

## COMMITMENTS

At June 30, 2020, Allied had future commitments as set out below, excluding the amount held within equity accounted investments:

JUNE 30, 2020	
Capital expenditures and committed acquisitions	\$377,446

Commitments as at June 30, 2020, and December 31, 2019, of \$693 and \$1,238, respectively, were held within equity accounted investments.

The above does not include Allied's lease liability commitments, which are disclosed in Note 12 of the unaudited condensed consolidated financial statements for the three and six months ended June 30, 2020.

# Section V

## *–Discussion of Operations*

The following sets out summary information and financial results for the three and six months ended June 30, 2020, and the comparable period in 2019. Unless otherwise noted, the figures in this section are presented on a proportionate basis of accounting.

## NET INCOME AND COMPREHENSIVE INCOME

The following table reconciles the consolidated statement of income and comprehensive income, on a proportionate basis, for the three and six months ended June 30, 2020, and June 30, 2019.

	THREE MONTHS ENDED					
	JUNE 30, 2020			JUNE 30, 2019		
	IFRS BASIS	INVESTMENT IN JOINT VENTURE	PROPOR- TIONATE BASIS	IFRS BASIS	INVESTMENT IN JOINT VENTURE	PROPOR- TIONATE BASIS
Rental revenue from investment properties	\$136,504	\$385	\$136,889	\$117,449	\$362	\$117,811
Property operating costs	(59,204)	(71)	(59,275)	(47,857)	(61)	(47,918)
<b>Net rental income</b>	<b>77,300</b>	<b>314</b>	<b>77,614</b>	<b>69,592</b>	<b>301</b>	<b>69,893</b>
Condominium revenue	113	—	113	—	—	—
<b>Operating income</b>	<b>\$77,413</b>	<b>\$314</b>	<b>\$77,727</b>	<b>\$69,592</b>	<b>\$301</b>	<b>\$69,893</b>
Interest expense	(18,874)	—	(18,874)	(14,367)	(140)	(14,507)
General and administrative expenses	(5,482)	—	(5,482)	(5,496)	—	(5,496)
Condominium marketing expenses	(141)	(20)	(161)	(1,288)	(63)	(1,351)
Amortization of other assets	(384)	—	(384)	(362)	—	(362)
Interest income	4,604	—	4,604	4,270	—	4,270
Fair value gain (loss) on investment properties	37,984	(977)	37,007	57,303	(4,878)	52,425
Fair value loss on derivative instruments	(1,476)	—	(1,476)	(4,977)	—	(4,977)
Net loss from joint venture	(683)	683	—	(4,780)	4,780	—
<b>Net income and comprehensive income</b>	<b>\$92,961</b>	<b>\$—</b>	<b>\$92,961</b>	<b>\$99,895</b>	<b>\$—</b>	<b>\$99,895</b>

	SIX MONTHS ENDED					
	JUNE 30, 2020			JUNE 30, 2019		
	IFRS BASIS	INVESTMENT IN JOINT VENTURE	PROPOR- TIONATE BASIS	IFRS BASIS	INVESTMENT IN JOINT VENTURE	PROPOR- TIONATE BASIS
Rental revenue from investment properties	\$275,481	\$732	\$276,213	\$233,935	\$362	\$234,297
Property operating costs	(118,422)	(331)	(118,753)	(97,289)	(66)	(97,355)
<b>Net rental income</b>	<b>157,059</b>	<b>401</b>	<b>157,460</b>	<b>136,646</b>	<b>296</b>	<b>136,942</b>
Condominium revenue	113	—	113	—	—	—
<b>Operating income</b>	<b>\$157,172</b>	<b>\$401</b>	<b>\$157,573</b>	<b>\$136,646</b>	<b>\$296</b>	<b>\$136,942</b>
Interest expense	(35,686)	—	(35,686)	(29,626)	(140)	(29,766)
General and administrative expenses	(12,087)	—	(12,087)	(10,956)	—	(10,956)
Condominium marketing expenses	(728)	(24)	(752)	(2,133)	(76)	(2,209)
Amortization of other assets	(758)	—	(758)	(730)	—	(730)
Interest income	9,857	—	9,857	7,952	—	7,952
Fair value gain (loss) on investment properties	253,060	(779)	252,281	165,094	(8,029)	157,065
Fair value loss on derivative instruments	(22,554)	—	(22,554)	(15,226)	—	(15,226)
Net loss from joint venture	(402)	402	—	(7,949)	7,949	—
<b>Net income and comprehensive income</b>	<b>\$347,874</b>	<b>\$—</b>	<b>\$347,874</b>	<b>\$243,072</b>	<b>\$—</b>	<b>\$243,072</b>

Net income and comprehensive income for the three and six months ended June 30, 2020, decreased by \$6,934 and increased by \$104,802, respectively, over the comparable period in 2019. Excluding the effect of the fair value changes on investment properties and derivative instruments, net income for the three months ended June 30, 2020, was up by \$4,983 from the same period in the prior year, primarily due to an increase in net operating income and interest income, partially offset by higher interest expense. Excluding the effect of the fair value changes on investment properties and derivative instruments, net income for the six months ended June 30, 2020 was up by \$16,914 from the same period in the prior year, primarily due to an increase in net operating and interest income, partially offset by higher interest expense and general and administrative expenses.

## NET OPERATING INCOME (“NOI”)

NOI is a non-IFRS financial measure and should not be considered as an alternative to net income or net income and comprehensive income, cash flow from operating activities or any other measure prescribed under IFRS. NOI does not have any standardized meaning prescribed by IFRS. As computed by Allied, NOI may differ from similar computations reported by other Canadian real estate investment trusts and, accordingly, may not be comparable to similar computations reported by such organizations. Management considers NOI to be a useful measure of performance for rental properties. Certain comparative figures have been reclassified to conform with the presentation adopted in the current year.

Allied operates in seven urban markets – Montréal, Ottawa, Toronto, Kitchener, Calgary, Edmonton and Vancouver. For the purpose of analyzing NOI, Allied groups the cities by geographic location.

Allied’s real estate portfolio has grown through acquisitions and development activities that have positively contributed to the operating results for the three and six months ended June 30, 2020, as compared to the same period in the prior year.

The following table reconciles operating income to net operating income.

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	JUNE 30, 2020	JUNE 30, 2019	JUNE 30, 2020	JUNE 30, 2019
<b>Operating income</b>	<b>\$77,727</b>	<b>\$69,893</b>	<b>\$157,573</b>	<b>\$136,942</b>
Condominium revenue	(113)	—	(113)	—
<b>Net rental income</b>	<b>\$77,614</b>	<b>\$69,893</b>	<b>157,460</b>	<b>136,942</b>
Amortization of improvement allowances <sup>(1)</sup>	8,741	7,725	16,482	15,298
Amortization of straight-line rents <sup>(1)</sup>	(3,059)	(2,041)	(5,693)	(3,985)
<b>NOI</b>	<b>\$83,296</b>	<b>\$75,577</b>	<b>\$168,249</b>	<b>\$148,255</b>

(1) Includes Allied’s proportionate share of the equity accounted investment of the following amounts for the three and six months ended June 30, 2020: amortization improvement allowances of \$(11) and \$102, respectively, (June 30, 2019 - \$46 and \$46, respectively ) and amortization of straight-line rents of \$372 and \$832, respectively (June 30, 2019 - \$(409) and \$(409), respectively).

The following tables set out the NOI by segment and space type from the rental and development properties for the three and six months ended June 30, 2020, and the comparable period in 2019.

SEGMENT	THREE MONTHS ENDED				CHANGE	
	JUNE 30, 2020		JUNE 30, 2019		\$	%
Urban Workspace						
Montréal & Ottawa	\$26,399	31.7%	\$18,153	24.0%	\$8,246	45.4%
Toronto & Kitchener	33,520	40.2%	34,431	45.6%	(911)	(2.6)%
Calgary, Edmonton & Vancouver	9,171	11.0%	8,774	11.6%	397	4.5%
Urban Workspace - Total	69,090	82.9%	61,358	81.2%	7,732	12.6%
Urban Data Centres	14,206	17.1%	14,219	18.8%	(13)	(0.1)%
NOI	\$83,296	100.0%	\$75,577	100.0%	\$7,719	10.2%

TYPE OF SPACE	THREE MONTHS ENDED				CHANGE	
	JUNE 30, 2020		JUNE 30, 2019		\$	%
Urban Workspace - Office	\$61,279	73.6%	\$52,580	69.5%	\$8,699	16.5%
Urban Data Centres	14,206	17.1%	14,219	18.8%	(13)	(0.1)%
Urban Workspace - Retail	4,859	5.8%	5,261	7.0%	(402)	(7.6)%
Urban Workspace - Parking	2,952	3.5%	3,517	4.7%	(565)	(16.1)%
NOI	\$83,296	100.0%	\$75,577	100.0%	\$7,719	10.2%

The increase in NOI for the three months ended June 30, 2020, was primarily the result of rent growth in Montréal, rent and occupancy growth in Toronto and contributions from acquisitions in Montréal, Vancouver, and Calgary. This was partially offset by a decrease in variable parking revenue and rent abatements provided under the Canada Emergency Commercial Rent Assistance (CECRA) program in all regions.

SEGMENT	SIX MONTHS ENDED				CHANGE	
	JUNE 30, 2020		JUNE 30, 2019		\$	%
Urban Workspace						
Montréal & Ottawa	\$52,910	31.4%	\$35,591	24.0%	\$17,319	48.7%
Toronto & Kitchener	69,620	41.4%	67,363	45.4%	2,257	3.4%
Calgary, Edmonton & Vancouver	18,147	10.8%	17,486	11.8%	661	3.8%
Urban Workspace - Total	140,677	83.6%	120,440	81.2%	20,237	16.8%
Urban Data Centres	27,572	16.4%	27,815	18.8%	(243)	(0.9)%
NOI	\$168,249	100.0%	\$148,255	100.0%	\$19,994	13.5%

TYPE OF SPACE	SIX MONTHS ENDED				CHANGE	
	JUNE 30, 2020		JUNE 30, 2019		\$	%
Urban Workspace - Office	\$121,306	72.1%	\$102,767	69.3%	\$18,539	18.0%
Urban Data Centres	27,572	16.4%	27,815	18.8%	(243)	(0.9)%
Urban Workspace - Retail	12,122	7.2%	10,515	7.1%	1,607	15.3%
Urban Workspace - Parking	7,249	4.3%	7,158	4.8%	91	1.3%
<b>NOI</b>	<b>\$168,249</b>	<b>100.0%</b>	<b>\$148,255</b>	<b>100.0%</b>	<b>\$19,994</b>	<b>13.5%</b>

The increase in NOI for the six months ended June 30, 2020, was primarily the result of rent growth in Montréal, rent and occupancy growth in Toronto and contributions from acquisitions in Montréal, Vancouver and Calgary, partially offset by rent abatements provided under the CECRA program in all regions.

## SAME ASSET NOI

Same asset NOI is a non-IFRS measure and refers to the NOI for those properties that Allied owned and operated for the entire period in question and for the same period in the prior year. Allied strives to maintain or increase same asset NOI over time.

Same asset NOI in the table below refers to those investment properties that were owned by Allied from April 1, 2019, to June 30, 2020. Same asset NOI of the development portfolio for the three months ended June 30, 2020, consists of 425 Viger, 305 Joseph, Adelaide & Duncan, KING Toronto, TELUS Sky, The Well and QRC West Phase II.

	THREE MONTHS ENDED		CHANGE	
	JUNE 30, 2020	JUNE 30, 2019	\$	%
Urban Workspace				
Montréal & Ottawa	\$17,972	\$17,879	\$93	0.5%
Toronto & Kitchener	31,272	32,048	(776)	(2.4)%
Calgary, Edmonton & Vancouver	6,748	8,402	(1,654)	(19.7)%
Urban Workspace	55,992	58,329	(2,337)	(4.0)%
Urban Data Centres	14,206	13,926	280	2.0%
<b>Rental Portfolio - Same Asset NOI</b>	<b>70,198</b>	<b>72,255</b>	<b>(2,057)</b>	<b>(2.8)%</b>
Urban Workspace	(254)	288	(542)	(188.2)%
<b>Development Portfolio - Same Asset NOI</b>	<b>(254)</b>	<b>288</b>	<b>(542)</b>	<b>(188.2)%</b>
<b>Total Portfolio - Same Asset NOI</b>	<b>\$69,944</b>	<b>\$72,543</b>	<b>\$(2,599)</b>	<b>(3.6)%</b>
Acquisitions	11,145	285	10,860	
Lease terminations	279	178	101	
Development fees and corporate items	1,928	2,571	(643)	
<b>NOI</b>	<b>\$83,296</b>	<b>\$75,577</b>	<b>\$7,719</b>	<b>10.2%</b>
Amortization of improvement allowances	(8,741)	(7,725)	(1,016)	
Amortization of straight-line rents	3,059	2,041	1,018	
Condominium profits	113	—	113	
<b>Operating income</b>	<b>\$77,727</b>	<b>\$69,893</b>	<b>\$7,834</b>	<b>11.2%</b>

Same asset NOI of the total portfolio decreased by 3.6% for the three months ended June 30, 2020. Same asset NOI of the rental portfolio decreased by 2.8% as a result of a decrease in variable parking revenue and rent abatements provided under the CECRA program in all regions, partially offset by rent growth in Montréal and rent and occupancy growth in Toronto. Same asset NOI of the UDC portfolio increased by 2.0% as a result of increased ancillary rental revenue, partially offset by the discontinuation of holdover rents. Same asset NOI of the development portfolio decreased with the discontinuation of capitalized operating costs as fixturing commenced at 425 Viger and TELUS Sky, as well as the completion of deleasing activity in order to commence development at KING Toronto.

Same asset NOI in the table below refers to those investment properties that were owned by Allied from January 1, 2019, to June 30, 2020. Same asset NOI of the development portfolio for the six months ended June 30, 2020, consists of 425 Viger, 305 Joseph, Adelaide & Duncan, KING Toronto, TELUS Sky, The Well and QRC West Phase II.

	SIX MONTHS ENDED		CHANGE	
	JUNE 30, 2020	JUNE 30, 2019	\$	%
Urban Workspace				
Montréal & Ottawa	\$36,943	\$35,348	\$1,595	4.5%
Toronto & Kitchener	64,676	63,175	1,501	2.4%
Calgary, Edmonton & Vancouver	14,835	17,013	(2,178)	(12.8)%
Urban Workspace	116,454	115,536	918	0.8%
Urban Data Centres	27,433	27,815	(382)	(1.4)%
Rental Portfolio - Same Asset NOI	143,887	143,351	536	0.4%
Urban Workspace	(466)	524	(990)	(188.9)%
Development Portfolio - Same Asset NOI	(466)	524	(990)	(188.9)%
Total Portfolio - Same Asset NOI	\$143,421	\$143,875	\$(454)	(0.3)%
Acquisitions	20,082	291	19,791	
Lease terminations	351	228	123	
Development fees and corporate items	4,395	3,861	534	
NOI	\$168,249	\$148,255	\$19,994	13.5%
Amortization of improvement allowances	(16,482)	(15,298)	(1,184)	
Amortization of straight-line rents	5,693	3,985	1,708	
Condominium profits	113	—	113	
Operating income	\$157,573	\$136,942	\$20,631	15.1%

Same asset NOI of the total portfolio decreased by 0.3% for the six months ended June 30, 2020. Same asset NOI of the rental portfolio increased by 0.4% as a result of rent growth in Montréal and rent and occupancy growth in Toronto, partially offset by rent abatements provided under the CECRA program in all regions. Same asset NOI of the UDC portfolio decreased by 1.4% as a result of the discontinuation of holdover rents, partially offset by increased ancillary rental revenue. Same asset NOI of the development portfolio decreased with the discontinuation of capitalized operating costs as fixturing commenced at 425 Viger and TELUS Sky, as well as the completion of leasing activity in order to commence development at KING Toronto.

## INTEREST EXPENSE

Interest expense for the three and six months ended June 30, 2020, and 2019 is as follows:

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	JUNE 30, 2020	JUNE 30, 2019	JUNE 30, 2020	JUNE 30, 2019
Interest on debt:				
Mortgages payable	\$7,797	\$8,184	\$15,663	\$16,388
Construction loans payable	284	133	633	159
Unsecured Facilities	657	577	1,356	1,580
Unsecured Debentures	12,518	5,441	22,068	10,882
Unsecured Term Loans	2,489	3,941	5,789	7,774
Interest on lease liabilities	2,213	2,083	4,418	4,184
Amortization, discount on debt	(459)	(111)	(913)	(209)
Amortization, net financing costs	489	429	1,044	857
	\$25,988	\$20,677	\$50,058	\$41,615
Less: Interest capitalized to qualifying investment properties and residential inventory	(7,114)	(6,310)	(14,372)	(11,989)
<b>Interest expense, IFRS basis and proportionate basis</b>	<b>\$18,874</b>	<b>\$14,367</b>	<b>\$35,686</b>	<b>\$29,626</b>

For the three and six months ended June 30, 2020, without taking into account capitalized interest, interest expense increased by \$5,311 and \$8,443, respectively, over the comparable period primarily due to a higher balance of unsecured debentures.

For the three and six months ended June 30, 2020, capitalized interest increased over the comparable period with the continuation of development and upgrade activities across the portfolio.

In accordance with IAS 23 - *Borrowing Costs*, interest may be capitalized on properties in connection with activity required to get the assets ready for their intended use (refer to note 2 (g) in Allied's audited consolidated financial statements for the year ended December 31, 2019, for further details). This would include upgrade work as well as work completed in relation to a future development, such as obtaining zoning approval, completing site approval plans, engineering and architectural drawings. On completion of upgrade and development activity, the ability to capitalize interest expense ends, partially offsetting the positive impact of occupancy commencement.

## GENERAL AND ADMINISTRATIVE EXPENSES

For the three months ended June 30, 2020, general and administrative expenses decreased marginally by \$14. For the six months ended June 30, 2020, general and administrative expenses increased by \$1,131 from the comparable period, mainly due to higher compensation expenses related to Allied's expanding management team, corporate expenses and professional fees.

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	JUNE 30, 2020	JUNE 30, 2019	JUNE 30, 2020	JUNE 30, 2019
Salaries and benefits	\$4,321	\$4,863	\$10,036	\$9,538
Professional and trustees fees	1,186	1,099	2,188	1,999
Office and general expenses	1,133	870	2,200	1,791
	\$6,640	\$6,832	\$14,424	\$13,328
Capitalized to qualifying investment properties	(1,158)	(1,336)	(2,337)	(2,372)
Total general and administrative expenses	\$5,482	\$5,496	\$12,087	\$10,956

## OTHER FINANCIAL PERFORMANCE MEASURES

### FUNDS FROM OPERATIONS ("FFO") AND FUNDS FROM OPERATIONS EXCLUDING CONDOMINIUM RELATED ITEMS

FFO is a non-IFRS financial measure used by most Canadian real estate investment trusts and should not be considered as an alternative to net income or comprehensive income, cash flow from operating activities or any other measure prescribed under IFRS. While FFO does not have any standardized meaning prescribed by IFRS, REALpac established a standardized definition of FFO. Management believes that it is a useful measure of operating performance.

Allied initiated condominium pre-sales at KING Toronto, a 50/50 joint venture with Westbank, in the fourth quarter of 2018. The first three phases have sold well, and the fourth and final phase has been released to strong demand. For the three and six months ended June 30, 2020, Allied incurred \$141 and \$728 (at its share) of condominium marketing costs in connection with the pre-sales activity. (Marketing costs associated with merchant development are expensed when incurred.) Allied and Westbank have initiated construction of KING Toronto.

FFO excluding condominium related items starts with the standardized definition of FFO and removes the effects of condominium revenue and marketing costs.

For the three months ended June 30, 2020, FFO excluding condominium related items totaled \$0.557 per unit. This is a decrease of \$0.021 per unit, or 3.6%, over the comparable period in the prior year. The decrease was primarily due to rent abatements provided under the CECRA program and higher interest expense.

For the six months ended June 30, 2020, FFO excluding condominium related items totaled \$1.139 per unit. This is a decrease of \$0.002 per unit, or 0.2%, over the comparable period in the prior year. The decrease was primarily due to rent abatements provided under the CECRA program and higher interest expense.

To ensure sufficient cash is retained to meet capital improvement and leasing objectives, Allied strives to maintain an appropriate FFO excluding condominium related items pay-out ratio, which is the ratio of actual distributions to FFO excluding condominium related items in a given period. For the three and six months ended June 30, 2020, the FFO excluding condominium related items pay-out ratio was 74.0% and 72.4%, respectively.

#### **ADJUSTED FUNDS FROM OPERATIONS (“AFFO”) EXCLUDING CONDOMINIUM RELATED ITEMS**

AFFO is a non-IFRS financial measure used by most Canadian real estate investment trusts and should not be considered as an alternative to net income or comprehensive income, cash flow from operating activities or any other measure prescribed under IFRS. AFFO does not have any standardized meaning prescribed by IFRS. REALpac established a standardized definition of AFFO in its February 2017 White Paper (“White Paper”). Management considers AFFO to be a useful measure of recurring economic earnings. The principal advantage of AFFO is that it starts from the standardized definition of FFO and takes account of regular maintenance capital expenditures and regular leasing expenditures while ignoring the impact of non-cash revenue. With the adoption of the White Paper, Allied added recoverable maintenance capital expenditures and incremental leasing costs related to regular leasing in order to comply with the White Paper. As regular maintenance capital expenditures and regular leasing expenditures are not incurred evenly throughout a fiscal year, there can be volatility in AFFO on a quarterly basis.

For the three months ended June 30, 2020, AFFO excluding condominium related items totaled \$0.497 per unit. This represents an increase of \$0.016 per unit, or 3.3%, over the comparable period in the prior year. AFFO excluding condominium related items per unit increased primarily due to lower regular leasing expenditures, partially offset by the changes in FFO excluding condominium related items discussed above.

For the six months ended June 30, 2020, AFFO excluding condominium related items totaled \$1.003 per unit. This represents an increase of \$0.038 per unit, or 3.9%, over the comparable period in the prior year. AFFO excluding condominium related items per unit increased primarily due to lower regular leasing expenditures, partially offset by the changes in FFO excluding condominium related items discussed above.

To ensure sufficient cash is retained to meet capital improvement and leasing objectives, Allied strives to maintain an appropriate AFFO pay-out ratio excluding condominium related items, which is the ratio of actual distributions to AFFO excluding condominium related items in a given period. For the three and six months ended June 30, 2020, the AFFO pay-out ratio excluding condominium related items was 83.0% and 82.2%, respectively.

The following table reconciles Allied's net income to FFO, FFO excluding condominium related items and AFFO excluding condominium related items for the three months ended June 30, 2020, and June 30, 2019.

## RECONCILIATION OF FFO AND AFFO

	THREE MONTHS ENDED		
	JUNE 30, 2020	JUNE 30, 2019	CHANGE
Net income and comprehensive income	\$92,961	\$99,895	\$(6,934)
Adjustment to fair value of investment properties	(37,984)	(57,303)	19,319
Adjustment to fair value of derivative instruments	1,476	4,977	(3,501)
Incremental leasing costs	1,722	2,076	(354)
Amortization of improvement allowances	8,752	7,679	1,073
Adjustments relating to joint venture:			
Adjustment to fair value on investment properties	977	4,878	(3,901)
Amortization of improvement allowances	(11)	46	(57)
Interest capitalized <sup>(1)</sup>	731	309	422
FFO	\$68,624	\$62,557	\$6,067
Condominium revenue	(113)	—	(113)
Condominium marketing costs	141	1,288	(1,147)
FFO excluding condominium related items	\$68,652	\$63,845	\$4,807
Amortization of straight-line rents	(2,687)	(1,632)	(1,055)
Regular leasing expenditures	(665)	(5,501)	4,836
Regular maintenance capital expenditures	(1,878)	(973)	(905)
Incremental leasing (related to regular leasing expenditures)	(1,208)	(1,453)	245
Recoverable maintenance capital expenditures	(626)	(749)	123
Adjustment relating to joint venture:			
Amortization of straight-line rents	(372)	(409)	37
AFFO excluding condominium related items	\$61,216	\$53,128	\$8,088
Weighted average number of Units			
Basic	123,112,749	110,121,406	12,991,343
Diluted	123,207,219	110,368,003	12,839,216
Per Unit - basic			
FFO	\$0.557	\$0.568	\$(0.011)
FFO excluding condominium related items	\$0.558	\$0.580	\$(0.022)
AFFO excluding condominium related items	\$0.497	\$0.482	\$0.015

	THREE MONTHS ENDED		
	JUNE 30, 2020	JUNE 30, 2019	CHANGE
Per Unit - diluted			
FFO	<b>\$0.557</b>	\$0.567	\$(0.010)
FFO excluding condominium related items	<b>\$0.557</b>	\$0.578	\$(0.021)
AFFO excluding condominium related items	<b>\$0.497</b>	\$0.481	\$0.016
Pay-out Ratio			
FFO	<b>74.0%</b>	71.1%	2.9%
FFO excluding condominium related items	<b>74.0%</b>	69.7%	4.3%
AFFO excluding condominium related items	<b>83.0%</b>	83.7%	(0.7)%

(1) This amount represents the interest capitalized to Allied's joint venture investment in TELUS Sky. This amount is not capitalized to properties under development under IFRS, but is allowed as an adjustment under REALPac's definition of FFO.

The following table reconciles Allied's net income to FFO, FFO excluding condominium related items and AFFO excluding condominium related items for the six months ended June 30, 2020, and June 30, 2019.

	SIX MONTHS ENDED		
	JUNE 30, 2020	JUNE 30, 2019	CHANGE
Net income and comprehensive income	\$347,874	\$243,072	\$104,802
Adjustment to fair value of investment properties	(253,060)	(165,094)	(87,966)
Adjustment to fair value of derivative instruments	22,554	15,226	7,328
Incremental leasing costs	3,590	3,944	(354)
Amortization of improvement allowances	16,380	15,252	1,128
Adjustments relating to joint venture:			
Adjustment to fair value on investment properties	779	8,029	(7,250)
Amortization of improvement allowances	102	46	—
Interest capitalized <sup>(1)</sup>	1,495	630	865
FFO	\$139,714	\$121,105	\$18,609
Condominium revenue	(113)	—	(113)
Condominium marketing costs	728	2,133	(1,405)
FFO excluding condominium related items	\$140,329	\$123,238	\$17,091
Amortization of straight-line rents	(4,861)	(3,576)	(1,285)
Regular leasing expenditures	(4,669)	(10,019)	5,350
Regular maintenance capital expenditures	(2,646)	(1,148)	(1,498)
Incremental leasing (related to regular leasing expenditures)	(2,514)	(2,761)	247
Recoverable maintenance capital expenditures	(1,223)	(1,166)	(57)
Adjustment relating to joint venture:			
Amortization of straight-line rents	(832)	(409)	(423)
AFFO excluding condominium related items	\$123,584	\$104,159	\$19,425
Weighted average number of Units			
Basic	123,047,771	107,713,874	15,333,897
Diluted	123,217,181	107,970,836	15,246,345
Per Unit - basic			
FFO	\$1.135	\$1.124	\$0.011
FFO excluding condominium related items	\$1.140	\$1.144	\$(0.004)
AFFO excluding condominium related items	\$1.004	\$0.967	\$0.037
Per Unit - diluted			
FFO	\$1.134	\$1.122	\$0.012
FFO excluding condominium related items	\$1.139	\$1.141	\$(0.002)
AFFO excluding condominium related items	\$1.003	\$0.965	\$0.038

	SIX MONTHS ENDED		
	JUNE 30, 2020	JUNE 30, 2019	CHANGE
Pay-out Ratio			
FFO	72.7%	71.5%	1.2%
FFO excluding condominium related items	72.4%	70.3%	2.1%
AFFO excluding condominium related items	82.2%	83.2%	(1.0)%

(1) This amount represents the interest capitalized to Allied's joint venture investment in TELUS Sky. This amount is not capitalized to properties under development under IFRS, but is allowed as an adjustment under REALPac's definition of FFO.

## CAPITAL EXPENDITURES

Our portfolio requires ongoing maintenance capital expenditures and leasing expenditures. Leasing expenditures include the cost of in-suite or base-building improvements made in connection with the leasing of vacant space or the renewal or replacement of users occupying space covered by maturing leases, as well as improvement allowances and commissions paid in connection with the leasing of vacant space and the renewal or replacement of users occupying space covered by maturing leases.

For the three months ended June 30, 2020, Allied incurred (i) \$665 in regular leasing expenditures or \$4.29 per leased square foot, (ii) \$1,878 in regular maintenance capital expenditures and (iii) \$626 of recoverable maintenance capital expenditures.

For the six months ended June 30, 2020, Allied incurred (i) \$4,669 in regular leasing expenditures or \$8.49 per leased square foot, (ii) \$2,646 in regular maintenance capital expenditures and (iii) \$1,223 of recoverable maintenance capital expenditures.

For the three and six months ended June 30, 2020, Allied invested \$74,225 and \$148,125 of revenue enhancing capital into the rental and development portfolio to enhance its income-producing capability and in ongoing development activity.

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	JUNE 30, 2020	JUNE 30, 2019	JUNE 30, 2020	JUNE 30, 2019
Regular leasing expenditures	\$665	\$5,501	\$4,669	\$10,019
Regular maintenance capital expenditures	\$1,878	\$973	\$2,646	\$1,148
Recoverable maintenance capital expenditures	\$626	\$749	\$1,223	\$1,166
Revenue-enhancing capital and development costs	\$74,225	\$68,027	\$148,125	\$117,075

## EARNINGS BEFORE INTEREST, TAXES, DEPRECIATION AND AMORTIZATION (“EBITDA”)

EBITDA is a non-IFRS measure that is comprised of earnings before interest expense, income taxes, depreciation expense and amortization expense. Adjusted EBITDA, as defined by Allied, is a non-IFRS measure that is comprised of net earnings before interest expense, income taxes, depreciation expense and amortization expense, gains and losses on disposal of investment properties and the fair value changes associated with investment properties and financial instruments.

EBITDA is a metric that can be used to help determine Allied’s ability to service its debt, finance capital expenditures and provide distributions to its Unitholders. Additionally, Adjusted EBITDA removes the non-cash impact of the fair value changes and gains and losses on investment property dispositions.

The ratio of Net Debt to Adjusted EBITDA is included and calculated each period to provide information on the level of Allied’s debt versus Allied’s ability to service that debt. Adjusted EBITDA is used as part of this calculation as the fair value changes and gains and losses on investment property dispositions do not impact cash flow, which is a critical part of the measure.

The following table reconciles Allied’s net income and comprehensive income to Adjusted EBITDA for the three and six months ended June 30, 2020, and June 30, 2019.

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	JUNE 30, 2020	JUNE 30, 2019	JUNE 30, 2020	JUNE 30, 2019
Net income and comprehensive income for the period	\$92,961	\$99,895	\$347,874	\$243,072
Interest expense	18,874	14,507	35,686	29,766
Amortization of equipment and other assets	384	362	758	730
Amortization of improvement allowances	8,741	7,725	16,482	15,298
Fair value (gain) on investment properties	(37,007)	(52,425)	(252,281)	(157,065)
Fair value loss on derivative instruments	1,476	4,977	22,554	15,226
Adjusted EBITDA	\$85,429	\$75,041	\$171,073	\$147,027

# Section VI

## *–Historical Performance*

The following sets out summary information and financial results, on an IFRS basis, for the eight most recently completed fiscal quarters.

	Q2 2020	Q1 2020	Q4 2019 <sup>(i)</sup>	Q3 2019 <sup>(i)</sup>	Q2 2019	Q1 2019	Q4 2018	Q3 2018
Rental revenue from investment properties	\$136,504	\$138,977	\$134,306	\$127,867	\$117,449	\$116,486	\$112,889	\$109,630
Condominium revenue	113	—	30,600	14,741	—	—	—	—
Property operating costs	\$(59,204)	\$(59,218)	\$(59,174)	\$(54,284)	\$(47,857)	\$(49,432)	\$(47,925)	\$(46,145)
Condominium cost of sales	—	—	(29,022)	(14,320)	—	—	—	—
Operating income	\$77,413	\$79,759	\$76,710	\$74,004	\$69,592	\$67,054	\$64,964	\$63,485
Net income and comprehensive income	\$92,961	\$254,913	\$264,960	\$121,191	\$99,895	\$143,177	\$137,270	\$204,654
Weighted average units (diluted)	123,207,219	123,255,260	118,248,550	116,563,480	110,368,003	105,546,682	104,062,567	100,680,315
Distributions	\$50,784	\$50,746	\$47,267	\$46,393	\$44,484	\$42,140	\$40,817	\$39,575
FFO	\$68,624	\$71,089	\$66,304	\$63,674	\$62,557	\$58,548	\$55,657	\$55,253
FFO per unit (diluted)	\$0.557	\$0.577	\$0.561	\$0.546	\$0.567	\$0.555	\$0.535	\$0.549
FFO pay-out ratio	74.0%	71.4%	71.3%	72.9%	71.1%	72.0%	73.3%	71.6%
FFO excluding condominium related items and prepayments costs	\$68,652	\$71,677	\$69,084	\$66,993	\$63,845	\$59,394	\$57,266	\$55,253
FFO per unit (diluted) excluding condominium related items and prepayment costs	\$0.557	\$0.582	\$0.584	\$0.575	\$0.578	\$0.563	\$0.550	\$0.549
FFO pay-out ratio excluding condominium related items and prepayment costs	74.0%	70.8%	68.4%	69.3%	69.7%	70.9%	71.3%	71.6%
AFFO excluding condominium related items and prepayments costs	\$61,216	\$62,367	\$57,643	\$58,042	\$53,127	\$51,033	\$46,793	\$47,032
AFFO per unit (diluted) excluding condominium related items and prepayment costs	\$0.497	\$0.506	\$0.487	\$0.498	\$0.481	\$0.484	\$0.450	\$0.467
AFFO pay-out ratio excluding condominium related items and prepayment costs	83.0%	81.4%	82.0%	79.9%	83.7%	82.6%	87.2%	84.1%
Net debt as a multiple of annualized adjusted EBITDA	7.6x	6.8x	5.8x	6.7x	5.6x	6.2x	7.1x	6.3x

	Q2 2020	Q1 2020	Q4 2019 <sup>(1)</sup>	Q3 2019 <sup>(1)</sup>	Q2 2019	Q1 2019	Q4 2018	Q3 2018
<b>Total indebtedness ratio</b>	<b>29.3%</b>	<b>27.2%</b>	<b>26.1%</b>	<b>28.1%</b>	<b>25.8%</b>	<b>27.0%</b>	<b>29.4%</b>	<b>27.6%</b>
<b>Total rental GLA</b>	<b>14,097</b>	<b>13,632</b>	<b>12,948</b>	<b>12,878</b>	<b>11,507</b>	<b>11,422</b>	<b>11,192</b>	<b>10,953</b>
<b>Leased rental GLA</b>	<b>13,343</b>	<b>12,929</b>	<b>12,278</b>	<b>12,234</b>	<b>11,080</b>	<b>11,010</b>	<b>10,826</b>	<b>10,541</b>
<b>Leased area %</b>	<b>94.7%</b>	<b>94.8%</b>	<b>94.8%</b>	<b>95.0%</b>	<b>96.3%</b>	<b>96.4%</b>	<b>96.7%</b>	<b>96.2%</b>

(1) In the third and fourth quarters of 2019, Allied incurred \$2,563 and \$3,455, respectively, of prepayment costs in connection with the favourable refinancing of unsecured debentures and first mortgages, which was partially offset by incremental condominium profits of \$1,999 in the year.

Factors that cause variation from quarter to quarter include, but are not limited to, occupancy, cost of capital, same asset NOI, acquisition activity, leasing expenditures and maintenance capital expenditures.

# Section VII

## *–Accounting Estimates and Assumptions*

### **SIGNIFICANT ACCOUNTING POLICIES**

Accounting policies and any respective changes are discussed in Allied's unaudited condensed consolidated financial statements for the three and six months ended June 30, 2020, and the notes contained therein.

# Section VIII

## *–Disclosure Controls and Internal Controls*

Management maintains appropriate information systems, procedures and controls to provide reasonable assurance that information that is publicly disclosed is complete, reliable and timely. The Chief Executive Officer (the “CEO”) and Chief Financial Officer (the “CFO”) of Allied, along with the assistance of senior management under their supervision, have designed disclosure controls and procedures to provide reasonable assurance that material information relating to Allied is made known to the CEO and CFO, and have designed internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

No changes were made in our design of internal controls over financial reporting during the period ended June 30, 2020, that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

It should be noted that a control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance of control issues, including whether instances of fraud, if any, have been detected. These inherent limitations include, among other items: (i) that Management’s assumptions and judgments could ultimately prove to be incorrect under varying conditions and circumstances; (ii) the impact of any undetected errors; and (iii) that controls may be circumvented by the unauthorized acts of individuals, by collusion of two or more people, or by Management override.

# Section IX

## *–Risks and Uncertainties*

There are certain risk factors inherent in the investment and ownership of real estate. Real estate investments are capital intensive, and success from real estate investments depends upon maintaining occupancy levels and rental income flows to generate acceptable returns. These success factors are dependent on general economic conditions and local real estate markets, demand for leased premises and competition from other available properties.

Allied's portfolio is focused on a particular asset class in seven metropolitan real estate markets in Canada. This focus enables Management to capitalize on certain economies of scale and competitive advantages that would not otherwise be available.

## COVID-19 RISK

On March 11, 2020, the World Health Organization declared COVID-19 a global pandemic. The duration and impact of the COVID-19 pandemic on Allied remains unknown at this time. As such, it is not possible to reliably estimate the length and severity of COVID-19-related impacts on the financial results and operations of Allied.

The global pandemic could have adverse consequences on Allied including, but not limited to, business continuity interruptions, disruptions of development activities, unfavorable market conditions, and threats to the health and safety of employees. Allied's users may also face business challenges as a result of the pandemic that may adversely affect their business and their ability to pay rent as required under the leases. Allied has abated rent under the CECRA program and has afforded rent deferrals to certain users. There can be no assurance that deferred rents will be collected in accordance with deferral arrangements or at all. Any inability to collect rents in a timely manner or at all could adversely affect Allied's business and financial results.

Allied is a party to various joint arrangements and partnerships with different entities. If these joint arrangements or partnerships do not perform as expected or default on financial obligations due in whole or in part to factors related to COVID-19, Allied has an associated risk. Allied has mitigated these risks by negotiating contractual rights upon default, by entering into agreements with financially stable partners and by working with partners who have a successful record of completing development projects.

Certain of the materials and products used in the development of Allied's Properties Under Development are sourced from third-party suppliers and manufacturers in China and elsewhere. The COVID-19 pandemic has resulted in the extended shutdown of certain businesses across the world which may in turn result in disruptions or delays to the supply of such materials and products including disruptions from the temporary closure of third-party supplier and manufacturer facilities and interruptions in product supply. Any disruption of Allied's suppliers and their contract manufacturers may have an impact on the planned development of Allied's Properties Under Development and related timelines.

The duration of business disruptions and related financial impact of COVID-19 cannot be reasonably estimated at this time. In response to the pandemic, Allied has developed and implemented a plan to monitor and mitigate risks posed to its employees, users and business. However, no such plan can eliminate the risks associated with events of this magnitude, and much of the impacts will be the result of matters beyond Allied's control. There can be no assurance that the measures undertaken to date will eliminate the risk of disruption to Allied's business operations and development activity, and there can be no assurance that Allied's users will be able to maintain their business operations and continue to be able to pay rent in full, on a timely basis or at all. Such events could materially adversely affect Allied's operations, reputation and financial condition, including the fair value of Allied's properties.

The global pandemic has caused an economic slowdown and increased volatility in financial markets, which has negatively impacted the market price for the equity securities of Allied. Governments and central banks have responded with monetary and fiscal interventions intended to stabilize economic conditions. However, it is not currently known how these interventions will impact debt and equity markets or the economy generally. Although the impact of COVID-19, and its duration, on the global economy remains uncertain, disruptions caused by COVID-19 may materially adversely affect Allied's users, the debt and equity markets and Allied's operations and financial performance.

## FINANCING AND INTEREST RATE RISK

Allied is subject to risk associated with debt financing. The availability of debt to re-finance existing and maturing loans and the cost of servicing such debt will influence Allied's success. In order to minimize risk associated with debt financing, Allied strives to re-finance maturing loans with long-term fixed-rate debt and to stagger the maturities over time. Allied's current debt-maturity schedule is set out below:



Interest rates on total debt are between 3.11% and 5.08% with a weighted average interest rate of 3.65%. The weighted average term of our debt is 6.15 years. The aforementioned excludes the revolving Unsecured Facilities and construction loans, refer to note 11(b) and (c) of the unaudited condensed consolidated financial statements for further details.

Allied is additionally subject to risk associated with equity financing. The ability to access the equity capital markets at appropriate points in time and at an acceptable cost will influence Allied's success. In order to minimize the risk associated with equity financing, Allied engages in extensive investor relations activity with retail and institutional investors globally and strives to fix the cost of equity in conjunction with a clear use of proceeds.

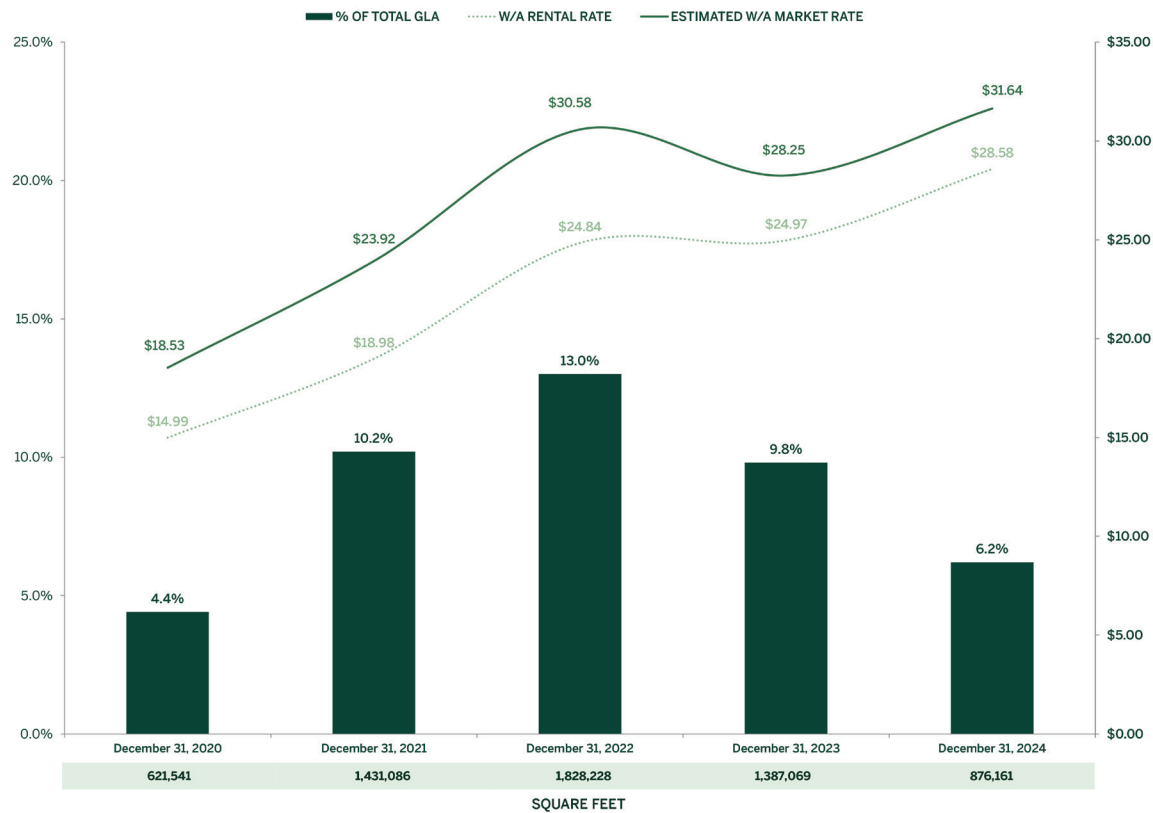
CREDIT RISK

Allied is subject to credit risk arising from the possibility that users may not be able to fulfill their lease obligations. Allied strives to mitigate this risk by maintaining a diversified user-mix and limiting exposure to any single user. Allied’s exposure to top 10 users is 19.3% of gross revenue and the credit quality of our top 10 users continues to improve.

As Allied has invested in mortgages to facilitate acquisitions, further credit risks arise in the event that borrowers default on the repayment of their mortgages to Allied. Allied’s mortgage investments will typically be subordinate to prior ranking mortgage or charges. Not all of Allied’s financing activities will translate into acquisitions. As at June 30, 2020, Allied had \$254,106 in loans receivable, the majority of which is loaned to affiliates of a single private company. In the event of a large commercial real estate market correction, the fair market value of an underlying property may be unable to support the mortgage investment. Allied mitigates this risk by obtaining corporate guarantees and/or registered mortgage charges.

LEASE ROLL-OVER RISK

Allied is subject to lease roll-over risk. Lease roll-over risk arises from the possibility that Allied may experience difficulty renewing or replacing users occupying space covered by leases that mature. Allied strives to stagger its lease maturity schedule so that it is not faced with a disproportionately large level of lease maturities in a given year. Allied’s current lease maturity schedule is set out below:



In evaluating lease roll-over risk, it is informative to determine Allied's sensitivity to a decline in occupancy. For every full-year decline of 100 basis points in occupancy at its average rental rate per square foot, Allied's annual AFFO would decline by approximately \$5,524 (approximately \$0.045 per unit). The decline in AFFO per unit would be more pronounced if the decline in occupancy involved space leased above the average rental rate per square foot and less pronounced if the decline in occupancy involved space leased below the average rental rate per square foot.

#### **ENVIRONMENTAL AND CLIMATE CHANGE RISK**

As an owner of real estate, Allied is subject to various federal, provincial and municipal laws relating to environmental matters. Such laws provide that Allied could be liable for the costs of removal of certain hazardous substances and remediation of certain hazardous locations. The failure to remove or remediate such substances or locations, if any, could adversely affect Allied's ability to sell such real estate or to borrow using such real estate as collateral and could potentially also result in claims against Allied. Allied is not aware of any material non-compliance with environmental laws at any of the properties. Allied is also not aware of any pending or threatened investigations or actions by environmental regulatory authorities in connection with any of the properties or any pending or threatened claims relating to environmental conditions at the properties.

Allied will make the necessary capital and operating expenditures to ensure compliance with environmental laws and regulations. Although there can be no assurances, Allied does not believe that costs relating to environmental matters will have a material adverse effect on Allied's business, financial condition or results of operation. However, environmental laws and regulations may change and Allied may become subject to more stringent environmental laws and regulations in the future. Compliance with more stringent environmental laws and regulations could have an adverse effect on Allied's business, financial condition or results of operation. It is Allied's operating policy to obtain a Phase I environmental assessment conducted by an independent and experienced environmental consultant prior to acquiring a property. Phase I environmental assessments have been performed in respect of all properties.

Natural disasters and severe weather such as floods, blizzards and rising temperatures may result in damage to the properties. The extent of Allied's casualty losses and loss in operating income in connection with such events is a function of the severity of the event and the total amount of exposure in the affected area. Allied is also exposed to risks associated with inclement winter weather, including increased need for maintenance and repair of its buildings. In addition, climate change, to the extent it causes changes in weather patterns, could have effects on Allied's business by increasing the cost of property insurance, and/or energy at the properties. As a result, the consequences of natural disasters, severe weather and climate change could increase Allied's costs and reduce Allied's cash flow.

## **DEVELOPMENT RISK**

As an owner of Properties Under Development, Allied is subject to development risks, such as construction delays, cost over-runs and the failure of users to take occupancy and pay rent in accordance with lease arrangements. In connection with all Properties Under Development, Allied incurs development costs prior to (and in anticipation of) achieving a stabilized level of rental revenue. In the case of the development of ancillary or surplus land, these risks are managed in most cases by not commencing construction until a satisfactory level of pre-leasing is achieved. Overall, these risks are managed through Allied's Declaration, which states that the cost of development cannot exceed 15% of GBV.

## **TAXATION RISK**

On June 22, 2007, specified investment flow through trusts or partnerships ("SIFT") rules were introduced and changed the manner in which certain trusts are taxed. Certain distributions from a SIFT would not be deductible in computing the SIFT's taxable income and therefore the distributions would be subject to trust entity level tax, at the general tax rate applicable to Canadian corporations. Trusts that meet the REIT exemption are not subject to SIFT rules. The determination as to whether Allied qualifies for the REIT exemption in a particular taxation year can only be made with certainty at the end of that taxation year. Asset tests need to be met at all times in the taxation year and revenue tests need to be met for the taxation year. While there is uncertainty surrounding the interpretation of the relevant provisions of the REIT exemption and application of SIFT rules, Allied expects that it will qualify for the REIT exemption.

## **JOINT ARRANGEMENT RISK**

Allied has entered into various joint arrangements and partnerships with different entities. If these joint arrangements or partnerships do not perform as expected or default on financial obligations, Allied has an associated risk. Allied reduces this risk by seeking to negotiate contractual rights upon default, by entering into agreements with financially stable partners and by working with partners who have a successful record of completing development projects.

## **CYBERSECURITY RISK**

The efficient operation of Allied's business is dependent on computer hardware and software systems. Information systems are vulnerable to cybersecurity incidents. A cybersecurity incident is considered to be any material adverse event that threatens the confidentiality, integrity or availability of Allied's information resources. A cybersecurity incident is an intentional attack or an unintentional event including, but not limited to, malicious software, attempts to gain unauthorized access to data or information systems, and other electronic security breaches that could lead to disruptions in critical systems, unauthorized release of confidential or otherwise protected information and corruption of data. Allied's primary risks that could directly result from the occurrence of a cyber incident include operational interruption, damage to its reputation, damage to its business relationships with users, the disclosure of confidential information including personally identifiable information, potential liability to third parties, loss of revenue, additional regulatory scrutiny and fines, as well as litigation and other costs and expenses. Allied takes data privacy and protection seriously and has implemented processes, procedures and controls to help mitigate these risks. Access to personal data is controlled through physical security and IT security mechanisms. For information stored with or processed by third parties, Allied undertakes due diligence prior to working with them and uses contractual means to ensure compliance to standards set by Allied. Additionally, Allied monitors and assesses risks surrounding collection, usage, storage, protection, and retention/destruction practices of personal data. These measures, as well as its increased awareness of a risk of a cyber incident, do not guarantee that its financial results will not be negatively impacted by such an incident.

## **REAL ESTATE RISK**

Allied is subject to the conventional risks associated with the ownership of real estate. Allied strives to mitigate these risks by remaining fully informed on best practices, trends and legislative and demographic changes in the commercial real estate markets within which we operate. Allied additionally strives to mitigate these risks by focusing intently on execution.

# Section X

## –Property Table

JUNE 30, 2020 PROPERTIES	Urban Workspace			Total GLA	% Total GLA	Total Vacant & Unleased	Total Leased	Leased %
	Office GLA	Retail GLA	Urban Data Centres GLA					
28 Atlantic	10,065	—	—	10,065		—	10,065	100.0%
32 Atlantic	50,434	—	—	50,434		—	50,434	100.0%
47 Jefferson	6,884	—	—	6,884		—	6,884	100.0%
64 Jefferson	78,820	—	—	78,820		—	78,820	100.0%
905 King W	51,262	1,400	—	52,662		—	52,662	100.0%
College & Manning - 559-563 College <sup>(1)</sup>	24,627	2,634	—	27,261		—	27,261	100.0%
College & Palmerston - 491 College <sup>(1)</sup>	8,863	3,717	—	12,580		—	12,580	100.0%
The Castle - 135 Liberty	55,152	—	—	55,152		—	55,152	100.0%
The Castle - 41 Fraser	14,856	—	—	14,856		—	14,856	100.0%
The Castle - 47 Fraser	7,468	3,480	—	10,948		—	10,948	100.0%
The Castle - 49 Fraser	17,472	—	—	17,472		3,493	13,979	80.0%
The Castle - 53 Fraser	78,797	—	—	78,797		—	78,797	100.0%
The Castle - 8 Pardee	—	2,681	—	2,681		—	2,681	100.0%
<b>King West</b>	<b>404,700</b>	<b>13,912</b>	<b>—</b>	<b>418,612</b>	<b>3.0%</b>	<b>3,493</b>	<b>415,119</b>	<b>99.2%</b>
141 Bathurst	10,101	—	—	10,101		—	10,101	100.0%
183 Bathurst	24,136	5,643	—	29,779		—	29,779	100.0%
241 Spadina	24,833	6,046	—	30,879		—	30,879	100.0%
379 Adelaide W	38,560	3,045	—	41,605		—	41,605	100.0%
383 Adelaide W	4,515	—	—	4,515		2,382	2,133	47.2%
387 Adelaide W	6,500	—	—	6,500		—	6,500	100.0%
420 Wellington W	31,221	3,163	—	34,384		—	34,384	100.0%

JUNE 30, 2020 PROPERTIES	Urban Workspace			Total GLA	% Total GLA	Total Vacant & Unleased	Total Leased	Leased %
	Office GLA	Retail GLA	Urban Data Centres GLA					
425 Adelaide W	72,404	2,903	—	75,307		951	74,356	98.7%
425-439 King W	66,486	23,497	—	89,983		—	89,983	100.0%
441-443 King W	6,377	2,904	—	9,281		—	9,281	100.0%
445-455 King W	31,523	16,342	—	47,865		—	47,865	100.0%
460 King W	10,144	4,285	—	14,429		—	14,429	100.0%
461 King W	38,689	35,833	—	74,522		—	74,522	100.0%
468 King W	63,121	—	—	63,121		—	63,121	100.0%
469 King W	61,618	12,273	—	73,891		—	73,891	100.0%
478 King W <sup>(2)</sup>	—	4,351	—	4,351		—	4,351	100.0%
485 King W	12,339	—	—	12,339		—	12,339	100.0%
500 King W	44,130	21,598	—	65,728		—	65,728	100.0%
522 King W	28,850	21,863	—	50,713		—	50,713	100.0%
544 King W	16,340	—	—	16,340		—	16,340	100.0%
552-560 King W	6,784	17,395	—	24,179		—	24,179	100.0%
555 Richmond W	296,162	1,850	—	298,012		5,160	292,852	98.3%
579 Richmond W	26,818	—	—	26,818		—	26,818	100.0%
662 King W	33,731	—	—	33,731		—	33,731	100.0%
668 King W	—	6,934	—	6,934		—	6,934	100.0%
80-82 Spadina	60,004	16,009	—	76,013		1,360	74,653	98.2%
96 Spadina	79,456	8,815	—	88,271		575	87,696	99.3%
King Portland Centre - 602-606 King W <sup>(1)</sup>	19,208	6,346	—	25,554		—	25,554	100.0%
King Portland Centre - 620 King W <sup>(1)</sup>	128,175	8,440	—	136,615		—	136,615	100.0%
King Portland Centre - 642 King W <sup>(1)</sup>	7,382	5,365	—	12,747		375	12,372	97.1%
<b>King West Central</b>	<b>1,249,607</b>	<b>234,900</b>	<b>—</b>	<b>1,484,507</b>	<b>10.5%</b>	<b>10,803</b>	<b>1,473,704</b>	<b>99.3%</b>
116 Simcoe	15,461	—	—	15,461		—	15,461	100.0%
179 John	70,923	—	—	70,923		—	70,923	100.0%
180 John	45,631	—	—	45,631		—	45,631	100.0%
185 Spadina	55,213	—	—	55,213		—	55,213	100.0%
200 Adelaide W	26,614	—	—	26,614		—	26,614	100.0%
208-210 Adelaide W	11,477	—	—	11,477		—	11,477	100.0%
217-225 Richmond W	30,205	22,587	—	52,792		—	52,792	100.0%
257 Adelaide W	42,763	—	—	42,763		—	42,763	100.0%
312 Adelaide W	62,420	5,583	—	68,003		2,294	65,709	96.6%
331-333 Adelaide W	19,048	3,725	—	22,773		—	22,773	100.0%

JUNE 30, 2020 PROPERTIES	Urban Workspace			Total GLA	% Total GLA	Total Vacant & Unleased	Total Leased	Leased %
	Office GLA	Retail GLA	Urban Data Centres GLA					
358-360 Adelaide W	50,786	—	—	50,786		—	50,786	100.0%
388 King W	20,275	19,040	—	39,315		—	39,315	100.0%
82 Peter	38,583	8,332	—	46,915		8,332	38,583	82.2%
99 Spadina	51,058	—	—	51,058		—	51,058	100.0%
QRC West - 134 Peter, Phase I	298,782	8,213	—	306,995		—	306,995	100.0%
QRC West - 364 Richmond W, Phase I	38,279	—	—	38,279		—	38,279	100.0%
Union Centre	41,787	—	—	41,787		4,952	36,835	88.1%
<b>Entertainment District</b>	<b>919,305</b>	<b>67,480</b>	<b>—</b>	<b>986,785</b>	<b>7.0%</b>	<b>15,578</b>	<b>971,207</b>	<b>98.4%</b>
193 Yonge	34,349	16,898	—	51,247		—	51,247	100.0%
<b>Downtown</b>	<b>34,349</b>	<b>16,898</b>	<b>—</b>	<b>51,247</b>	<b>0.4%</b>	<b>—</b>	<b>51,247</b>	<b>100.0%</b>
106 Front E	24,129	10,554	—	34,683		—	34,683	100.0%
184 Front E	84,115	4,829	—	88,944		—	88,944	100.0%
35-39 Front E	34,653	13,822	—	48,475		34,653	13,822	28.5%
36-40 Wellington E	15,494	9,993	—	25,487		—	25,487	100.0%
41-45 Front E	20,958	14,239	—	35,197		—	35,197	100.0%
45-55 Colborne	30,622	13,158	—	43,780		5,571	38,209	87.3%
47 Front E	9,068	4,337	—	13,405		—	13,405	100.0%
49 Front E	9,482	10,435	—	19,917		—	19,917	100.0%
50 Wellington E	22,112	12,454	—	34,566		—	34,566	100.0%
54 Esplanade	—	9,038	—	9,038		—	9,038	100.0%
56 Esplanade	59,270	22,137	—	81,407		2,284	79,123	97.2%
60 Adelaide E	105,571	4,608	—	110,179		—	110,179	100.0%
70 Esplanade	19,590	6,109	—	25,699		—	25,699	100.0%
<b>St. Lawrence Market</b>	<b>435,064</b>	<b>135,713</b>	<b>—</b>	<b>570,777</b>	<b>4.0%</b>	<b>42,508</b>	<b>528,269</b>	<b>92.6%</b>
137 George	1,770	—	—	1,770		1,770	—	—%
204-214 King E	115,426	13,837	—	129,263		—	129,263	100.0%
230 Richmond E	73,542	—	—	73,542		—	73,542	100.0%
252-264 Adelaide E	44,536	2,582	—	47,118		2,999	44,119	93.6%
489 Queen E	31,737	—	—	31,737		—	31,737	100.0%
70 Richmond E	34,469	—	—	34,469		—	34,469	100.0%
Dominion Square - 468 Queen N	30,398	3,523	—	33,921		4,683	29,238	86.2%
Dominion Square - 468 Queen S	34,313	9,091	—	43,404		—	43,404	100.0%

JUNE 30, 2020 PROPERTIES	Urban Workspace			Total GLA	% Total GLA	Total Vacant & Unleased	Total Leased	Leased %
	Office GLA	Retail GLA	Urban Data Centres GLA					
Dominion Square - 478-496 Queen	6,552	33,526	—	40,078		—	40,078	100.0%
QRC East - 111 Queen E	172,881	38,549	—	211,430		8,393	203,037	96.0%
QRC South - 100 Lombard	44,671	—	—	44,671		4,573	40,098	89.8%
<b>Queen Richmond</b>	<b>590,295</b>	<b>101,108</b>	<b>—</b>	<b>691,403</b>	<b>4.9%</b>	<b>22,418</b>	<b>668,985</b>	<b>96.8%</b>
<b>Toronto</b>	<b>3,633,320</b>	<b>570,011</b>	<b>—</b>	<b>4,203,331</b>	<b>29.8%</b>	<b>94,800</b>	<b>4,108,531</b>	<b>97.7%</b>
189-195 Joseph	26,462	—	—	26,462		—	26,462	100.0%
25 Breithaupt <sup>(3)</sup>	46,845	—	—	46,845		—	46,845	100.0%
51 Breithaupt <sup>(3)</sup>	66,355	—	—	66,355		—	66,355	100.0%
72 Victoria	89,759	—	—	89,759		—	89,759	100.0%
The Tannery - 151 Charles W	307,571	25,810	—	333,381		12,588	320,793	96.2%
<b>Kitchener</b>	<b>536,992</b>	<b>25,810</b>	<b>—</b>	<b>562,802</b>	<b>4.0%</b>	<b>12,588</b>	<b>550,214</b>	<b>97.8%</b>
<b>Toronto &amp; Kitchener</b>	<b>4,170,312</b>	<b>595,821</b>	<b>—</b>	<b>4,766,133</b>	<b>33.8%</b>	<b>107,388</b>	<b>4,658,745</b>	<b>97.7%</b>
The Chambers - 40 Elgin	195,994	5,500	—	201,494		—	201,494	100.0%
The Chambers - 46 Elgin	29,974	—	—	29,974		2,430	27,544	91.9%
<b>Ottawa</b>	<b>225,968</b>	<b>5,500</b>	<b>—</b>	<b>231,468</b>	<b>1.6%</b>	<b>2,430</b>	<b>229,038</b>	<b>99.0%</b>
3510 Saint-Laurent	85,646	15,022	—	100,668		2,181	98,487	97.8%
3530-3540 Saint-Laurent	47,068	4,008	—	51,076		13,931	37,145	72.7%
3575 Saint-Laurent	165,501	19,276	—	184,777		9,155	175,622	95.0%
400 Atlantic	87,181	292	—	87,473		15,305	72,168	82.5%
425 Viger	313,000	4,500	—	317,500		6,633	310,867	97.9%
4396-4410 Saint-Laurent	41,799	13,535	—	55,334		3,434	51,900	93.8%
4446 Saint-Laurent	72,801	7,251	—	80,052		3,209	76,843	96.0%
451-481 Saint-Catherine W	20,879	9,984	—	30,863		2,350	28,513	92.4%
480 Saint-Laurent	50,249	6,323	—	56,572		2,649	53,923	95.3%
5445 de Gaspé	484,029	896	—	484,925		—	484,925	100.0%
5455 de Gaspé	466,816	22,539	—	489,355		—	489,355	100.0%
5505 Saint-Laurent	244,685	2,221	—	246,906		—	246,906	100.0%
6300 Parc	181,180	3,736	—	184,916		9,494	175,422	94.9%
645 Wellington	129,017	8,115	—	137,132		—	137,132	100.0%
700 de la Gauchetière W	954,114	41,617	—	995,731		131,917	863,814	86.8%
740 Saint-Maurice	67,692	—	—	67,692		—	67,692	100.0%
747 Square-Victoria	530,950	37,752	—	568,702		47,302	521,400	91.7%

JUNE 30, 2020 PROPERTIES	Urban Workspace			Total GLA	% Total GLA	Total Vacant & Unleased	Total Leased	Leased %
	Office GLA	Retail GLA	Urban Data Centres GLA					
8 Place du Commerce	48,306	11,633	—	59,939		—	59,939	100.0%
85 Saint-Paul W	79,404	—	—	79,404		18,382	61,022	76.9%
Cité Multimédia - 111 Duke	358,913	12,571	—	371,484		4,530	366,954	98.8%
Cité Multimédia - 50 Queen	27,071	—	—	27,071		1,255	25,816	95.4%
Cité Multimédia - 700 Wellington	135,232	—	—	135,232		12,005	123,227	91.1%
Cité Multimédia - 75 Queen	253,311	2,513	—	255,824		644	255,180	99.7%
Cité Multimédia - 80 Queen	65,044	4,203	—	69,247		4,848	64,399	93.0%
Cité Multimédia - 87 Prince	100,116	1,040	—	101,156		—	101,156	100.0%
El Pro Lofts - 644 Courcelle	145,355	8,451	—	153,806		35,398	118,408	77.0%
Le Nordelec - 1301-1303 Montmorency	7,550	—	—	7,550		—	7,550	100.0%
Le Nordelec - 1655 Richardson	32,893	—	—	32,893		—	32,893	100.0%
Le Nordelec - 1751 Richardson & 1700 Saint-Patrick	787,035	42,401	—	829,436		23,749	805,687	97.1%
RCA Building - 1001 Lenoir	304,555	39,013	—	343,568		79,491	264,077	76.9%
<b>Montréal</b>	<b>6,287,392</b>	<b>318,892</b>	<b>—</b>	<b>6,606,284</b>	<b>46.9%</b>	<b>427,862</b>	<b>6,178,422</b>	<b>93.5%</b>
<b>Montréal &amp; Ottawa</b>	<b>6,513,360</b>	<b>324,392</b>	<b>—</b>	<b>6,837,752</b>	<b>48.5%</b>	<b>430,292</b>	<b>6,407,460</b>	<b>93.7%</b>
613 11th SW	—	4,288	—	4,288		—	4,288	100.0%
617 11th SW	3,230	6,306	—	9,536		3,088	6,448	67.6%
Alberta Block - 805 1st SW	9,094	22,540	—	31,634		5,435	26,199	82.8%
Alberta Hotel - 808 1st SW	28,036	20,424	—	48,460		15,513	32,947	68.0%
Atrium on Eleventh - 625 11th SE	34,870	1,410	—	36,280		12,247	24,033	66.2%
Biscuit Block - 438 11th SE	51,298	—	—	51,298		—	51,298	100.0%
Burns Building - 237 8th SE	66,692	8,653	—	75,345		—	75,345	100.0%
Cooper Block - 809 10th SW	35,256	—	—	35,256		5,278	29,978	85.0%
Customs House - 134 11th SE	73,352	—	—	73,352		—	73,352	100.0%
Demcor Condo - 221 10th SE	14,253	—	—	14,253		14,253	—	—%
Demcor Tower - 239 10th SE	25,337	—	—	25,337		—	25,337	100.0%
Five Roses Building - 731-739 10th SW <sup>(4)</sup>	—	10,404	—	10,404		—	10,404	100.0%

JUNE 30, 2020 PROPERTIES	Urban Workspace			Total GLA	% Total GLA	Total Vacant & Unleased	Total Leased	Leased %
	Office GLA	Retail GLA	Urban Data Centres GLA					
Glenbow - 802 11th SW <sup>(4)</sup>	—	3,660	—	3,660		—	3,660	100.0%
Glenbow - 822 11th SW <sup>(4)</sup>	4,848	3,919	—	8,767		2,168	6,599	75.3%
Glenbow Annex - 816 11th SW <sup>(4)</sup>	—	4,511	—	4,511		—	4,511	100.0%
Glenbow Cornerblock - 838 11th SW <sup>(4)</sup>	5,499	5,606	—	11,105		573	10,532	94.8%
Glenbow Ellison - 812 11th SW <sup>(4)</sup>	5,676	—	—	5,676		5,676	—	—%
Kipling Square - 601 10th SW	48,502	—	—	48,502		10,033	38,469	79.3%
Leeson Lineham Building - 209 8th SW	27,821	5,420	—	33,241		—	33,241	100.0%
LocalMotive - 1240 20th SE	57,536	—	—	57,536		—	57,536	100.0%
Odd Fellows - 100 6th SW	33,474	—	—	33,474		—	33,474	100.0%
Pilkington Building - 402 11th SE	40,253	—	—	40,253		—	40,253	100.0%
Roberts Block - 603-605 11th SW	23,645	27,499	—	51,144		17,636	33,508	65.5%
Sherwin Block - 738 11th SW <sup>(4)</sup>	10,845	4,895	—	15,740		—	15,740	100.0%
Telephone Building - 119 6th SW	63,063	—	—	63,063		—	63,063	100.0%
Vintage Towers - 322-326 11th SW	190,219	20,418	—	210,637		6,458	204,179	96.9%
Woodstone Building - 1207-1215 13th SE	33,152	—	—	33,152		11,530	21,622	65.2%
Young Block - 129 8th SW	7,734	—	—	7,734		2,414	5,320	68.8%
<b>Calgary</b>	<b>893,685</b>	<b>149,953</b>	<b>—</b>	<b>1,043,638</b>	<b>7.4%</b>	<b>112,302</b>	<b>931,336</b>	<b>89.2%</b>
Boardwalk Building - 10310 102nd NW	110,526	28,859	—	139,385		1,238	138,147	99.1%
Revillon Building - 10310 102nd NW	149,029	—	—	149,029		17,393	131,636	88.3%
Revillon Parkade - 10230 104th NW	—	9,437	—	9,437		—	9,437	100.0%
<b>Edmonton</b>	<b>259,555</b>	<b>38,296</b>	<b>—</b>	<b>297,851</b>	<b>2.1%</b>	<b>18,631</b>	<b>279,220</b>	<b>93.7%</b>
1040 Hamilton	36,276	9,162	—	45,438		12,167	33,271	73.2%
1050 Homer	28,483	14,215	—	42,698		9,418	33,280	77.9%
1220 Homer	21,708	—	—	21,708		—	21,708	100.0%
1286 Homer	25,637	—	—	25,637		—	25,637	100.0%
151-155 West Hastings	38,512	—	—	38,512		—	38,512	100.0%
2233 Columbia Street	21,591	6,852	—	28,443		—	28,443	100.0%

JUNE 30, 2020 PROPERTIES	Urban Workspace			Total GLA	% Total GLA	Total Vacant & Unleased	Total Leased	Leased %
	Office GLA	Retail GLA	Urban Data Centres GLA					
342 Water	18,416	2,886	—	21,302		3,856	17,446	81.9%
365 Railway	31,528	—	—	31,528		—	31,528	100.0%
375 Water	147,355	27,115	—	174,470		1,758	172,712	99.0%
840 Cambie	89,377	—	—	89,377		—	89,377	100.0%
948-950 Homer	23,245	21,758	—	45,003		—	45,003	100.0%
Sun Tower - 128 West Pender	76,303	1,693	—	77,996		4,182	73,814	94.6%
<b>Vancouver</b>	<b>558,431</b>	<b>83,681</b>	<b>—</b>	<b>642,112</b>	<b>4.6%</b>	<b>31,381</b>	<b>610,731</b>	<b>95.1%</b>
<b>Calgary, Edmonton, &amp; Vancouver</b>	<b>1,711,671</b>	<b>271,930</b>	<b>—</b>	<b>1,983,601</b>	<b>14.1%</b>	<b>162,314</b>	<b>1,821,287</b>	<b>91.8%</b>
<b>Total Office and Retail</b>	<b>12,395,343</b>	<b>1,192,143</b>	<b>—</b>	<b>13,587,486</b>	<b>96.4%</b>	<b>699,994</b>	<b>12,887,492</b>	<b>94.8%</b>
151 Front W	—	—	277,855	277,855		7,090	270,765	97.4%
250 Front W	—	—	173,000	173,000		46,899	126,101	72.9%
905 King W	—	—	59,056	59,056		—	59,056	100.0%
<b>Urban Data Centres</b>	<b>—</b>	<b>—</b>	<b>509,911</b>	<b>509,911</b>	<b>3.6%</b>	<b>53,989</b>	<b>455,922</b>	<b>89.4%</b>
<b>Total Rental Portfolio</b>	<b>12,395,343</b>	<b>1,192,143</b>	<b>509,911</b>	<b>14,097,397</b>	<b>100%</b>	<b>753,983</b>	<b>13,343,414</b>	<b>94.7%</b>

Note that the table above does not include ancillary residential properties, which total 14 and are included in the property count.

- (1) RioCan/Allied Joint Arrangement
- (2) Lifetime/Allied Joint Arrangement
- (3) Perimeter/Allied Joint Arrangement
- (4) First Capital/Allied Joint Arrangement

PROPERTIES UNDER DEVELOPMENT	ESTIMATED GLA ON COMPLETION (SF)
The Well, Toronto <sup>(1)</sup>	763,000
Adelaide & Duncan, Toronto <sup>(2)</sup>	230,000
TELUS Sky, Calgary <sup>(3)</sup>	218,000
Breithaupt Phase III, Kitchener <sup>(4)</sup>	147,000
KING Toronto, Toronto <sup>(2)(5)</sup>	100,000
QRC West - Phase II <sup>(6)</sup>	90,000
The Lougheed (604-1st SW), Calgary	88,000
College & Manning, 547-549 College, Toronto <sup>(7)</sup>	27,000
<b>Total Development Portfolio</b>	<b>1,663,000</b>

- (1) Each of Allied and RioCan own an undivided 50% interest with an estimated total GLA of 3,100,000 square feet. The GLA components (in square feet) at our 50% share will be as follows: approximately 534,000 of office, 212,000 of retail, and the remaining is related to residential air rights. The air rights were sold by the co-ownership as previously announced, with closing expected to occur by 2021.
- (2) Westbank/Allied Joint Arrangement
- (3) TELUS/Westbank/Allied Joint Venture
- (4) Perimeter/Allied Joint Arrangement. Breithaupt Phase III is comprised of 43 Wellington, 53 & 55 Wellington, 305 Joseph and 2-4 Stewart.
- (5) Allied entered into a joint arrangement with Westbank to develop KING Toronto. As part of the arrangement, Allied sold a 50% undivided interest to Westbank. KING Toronto is comprised of the following properties: 489 King W, 495 King W, 499 King W, 511-529 King W, 533 King W and 539 King W. The GLA components (in square feet) at our 50% share will be as follows: 200,000 of residential, 60,000 of retail and 40,000 of office.
- (6) The GLA components (in square feet) are as follows: 75,000 of office and 14,500 of retail.
- (7) RioCan/Allied Joint Arrangement

ANCILLARY PARKING FACILITIES	NUMBER OF SPACES
7-9 Morrison, Toronto	25
15 Brant, Toronto	203
78 Spadina, Toronto	39
105 George, Toronto	15
301 Markham, Toronto	47
388 Richmond, Toronto	121
464 King, Toronto	12
478 King, Toronto <sup>(1)</sup>	65
560 King, Toronto	171
650 King, Toronto	71
<b>Total Parking</b>	<b>769</b>

- (1) Lifetime/Allied Joint Arrangement

Unaudited Condensed  
Consolidated Financial Statements  
For the Three and Six Months  
Ended June 30, 2020 and 2019

**ALLIED PROPERTIES REAL ESTATE INVESTMENT TRUST**  
**UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS**  
**AS AT JUNE 30, 2020 AND DECEMBER 31, 2019**

(in thousands of Canadian dollars)	NOTES	JUNE 30, 2020	DECEMBER 31, 2019
<b>Assets</b>			
<b>Non-current assets</b>			
Investment properties	5	\$8,462,775	\$7,469,265
Residential inventory	6	123,180	114,910
Investment in joint venture and loan receivable	7	108,310	95,596
Loans and notes receivable	8	256,164	247,413
Other assets	9	24,003	39,788
		<b>8,974,432</b>	<b>7,966,972</b>
<b>Current assets</b>			
Cash and cash equivalents	20	72,387	208,914
Loans and notes receivable	8	3,677	3,863
Accounts receivable, prepaid expenses and deposits	10	89,311	129,944
		<b>165,375</b>	<b>342,721</b>
<b>Total assets</b>		<b>\$9,139,807</b>	<b>\$8,309,693</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Debt	11	\$2,630,495	\$2,125,938
Other liabilities	13	62,812	33,923
Lease liabilities	12	156,280	155,221
		<b>2,849,587</b>	<b>2,315,082</b>
<b>Current liabilities</b>			
Debt	11	29,675	29,243
Accounts payable and other liabilities	13	286,801	247,669
		<b>316,476</b>	<b>276,912</b>
<b>Total liabilities</b>		<b>3,166,063</b>	<b>2,591,994</b>
<b>Unitholders' equity</b>		<b>5,973,744</b>	<b>5,717,699</b>
<b>Total liabilities and Unitholders' equity</b>		<b>\$9,139,807</b>	<b>\$8,309,693</b>

Commitments and Contingencies (note 26)

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.



Gordon Cunningham  
Trustee



Michael R. Emory  
Trustee

**ALLIED PROPERTIES REAL ESTATE INVESTMENT TRUST**  
**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME**  
**FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2020 AND 2019**

(in thousands of Canadian dollars, except unit and per unit amounts)	NOTES	THREE MONTHS ENDED		SIX MONTHS ENDED	
		JUNE 30, 2020	JUNE 30, 2019	JUNE 30, 2020	JUNE 30, 2019
Rental revenue from investment properties	18	\$136,504	\$117,449	\$275,481	\$233,935
Condominium revenue	18	113	—	113	—
<b>Total revenue</b>		<b>136,617</b>	<b>117,449</b>	<b>275,594</b>	<b>233,935</b>
Property operating costs		(59,204)	(47,857)	(118,422)	(97,289)
<b>Operating income</b>		<b>77,413</b>	<b>69,592</b>	<b>157,172</b>	<b>136,646</b>
Interest expense	11 (f)	(18,874)	(14,367)	(35,686)	(29,626)
General and administrative expenses	19	(5,482)	(5,496)	(12,087)	(10,956)
Condominium marketing expenses		(141)	(1,288)	(728)	(2,133)
Amortization of other assets	9	(384)	(362)	(758)	(730)
Interest income		4,604	4,270	9,857	7,952
Fair value gain on investment properties	5	37,984	57,303	253,060	165,094
Fair value loss on derivative instruments	14, 25 (d)	(1,476)	(4,977)	(22,554)	(15,226)
Net loss from joint venture	7	(683)	(4,780)	(402)	(7,949)
<b>Net income and comprehensive income</b>		<b>\$92,961</b>	<b>\$99,895</b>	<b>\$347,874</b>	<b>\$243,072</b>
Income per unit					
Basic		\$0.76	\$0.91	\$2.83	\$2.26
Diluted		\$0.75	\$0.91	\$2.82	\$2.25
Weighted average number of Units	17				
Basic		123,112,749	110,121,406	123,047,771	107,713,874
Diluted		123,207,219	110,368,003	123,217,181	107,970,836

*The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.*

**ALLIED PROPERTIES REAL ESTATE INVESTMENT TRUST**  
**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF UNITHOLDERS' EQUITY**  
**FOR THE SIX MONTHS ENDED JUNE 30, 2020 AND 2019**

(in thousands of Canadian dollars)	NOTES	TRUST UNITS	RETAINED EARNINGS	CONTRIBUTED SURPLUS	TOTAL
Balance at January 1, 2019	15	\$2,835,395	\$1,521,035	\$18,233	\$4,374,663
Net income and comprehensive income		—	243,072	—	243,072
Unit offering (net of issuance costs)	15	551,221	—	—	551,221
Distributions		—	(86,624)	—	(86,624)
Unit option plan – options exercised	16 (a)	10,072	—	—	10,072
Contributed surplus – Unit option plan	16 (a)	—	—	782	782
Restricted Unit plan (net of forfeitures)	16 (b)	(2,497)	—	1,271	(1,226)
Balance at June 30, 2019		\$3,394,191	\$1,677,483	\$20,286	\$5,091,960

(in thousands of Canadian dollars)	NOTES	TRUST UNITS	RETAINED EARNINGS	CONTRIBUTED SURPLUS	TOTAL
Balance at January 1, 2020	15	\$3,725,472	\$1,969,974	\$22,253	\$5,717,699
Net income and comprehensive income		—	347,874	—	347,874
Distributions		—	(101,530)	—	(101,530)
Unit option plan – options exercised	16 (a)	9,699	—	—	9,699
Contributed surplus – Unit option plan	16 (a)	—	—	971	971
Restricted Unit plan (net of forfeitures)	16 (b)	(2,643)	—	1,674	(969)
Balance at June 30, 2020		\$3,732,528	\$2,216,318	\$24,898	\$5,973,744

*The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.*

**ALLIED PROPERTIES REAL ESTATE INVESTMENT TRUST**  
**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2020 AND 2019**

		THREE MONTHS ENDED		SIX MONTHS ENDED	
(in thousands of Canadian dollars)	NOTES	JUNE 30, 2020	JUNE 30, 2019	JUNE 30, 2020	JUNE 30, 2019
<b>Operating activities</b>					
Net income for the period		\$92,961	\$99,895	\$347,874	\$243,072
Fair value gain on investment properties	5	(37,984)	(57,303)	(253,060)	(165,094)
Fair value loss on derivative instruments	25 (d)	1,476	4,977	22,554	15,226
Realized gain on derivative instruments	25 (d)	—	—	80	—
Interest expense (excluding capitalized interest)	11 (f)	18,874	14,367	35,686	29,626
Interest paid (excluding capitalized interest)	20, 5, 6	(17,617)	(19,505)	(29,950)	(28,919)
Interest income		(4,604)	(4,270)	(9,857)	(7,952)
Interest received	20	3,054	1,771	6,785	5,453
Net loss from joint venture	7	683	4,780	402	7,949
Amortization of equipment and other assets	9	384	362	758	730
Amortization of improvement allowances	5	8,752	7,679	16,380	15,252
Amortization of straight-line rents	5	(2,687)	(1,632)	(4,861)	(3,576)
Amortization of discount on debt	11 (f)	(459)	(111)	(913)	(209)
Amortization of lease liabilities		68	(284)	127	(631)
Unit compensation expense	16	974	1,090	2,645	2,053
Additions to residential inventory	6	(3,386)	(3,446)	(8,270)	(12,025)
Change in other non-cash financing items	7	(4,224)	429	(2,821)	857
Change in other non-cash operating items	7, 20	50,697	3,376	85,200	(9,885)
<b>Cash provided by operating activities</b>		<b>106,962</b>	<b>52,175</b>	<b>208,759</b>	<b>91,927</b>
<b>Financing activities</b>					
Repayment of mortgages payable	11 (a)	(6,410)	(6,556)	(12,764)	(12,824)
Proceeds from senior unsecured debentures (net of financing costs)	11 (d)	298,050	—	695,700	—
Repayment of unsecured term loan	11 (e)	—	—	(200,000)	—
Principal payments of lease liabilities		(7)	256	(14)	(1,012)
Distributions paid to Unitholders		(50,784)	(43,530)	(100,940)	(84,974)
Proceeds of Unit offering (net of issuance costs)	15	—	330,953	—	551,221
Proceeds from exercise of Unit options	15, 16	—	—	9,699	10,072
Restricted Unit Plan (net of forfeitures)	15, 16	50	—	(2,643)	(2,497)
Proceeds from notes receivables	8 (b)	69	152	137	302
Proceeds from Unsecured Revolving Operating Facility	11 (c)	240,000	122,000	480,000	153,000

(continued)

(in thousands of Canadian dollars)	NOTES	THREE MONTHS ENDED		SIX MONTHS ENDED	
		JUNE 30, 2020	JUNE 30, 2019	JUNE 30, 2020	JUNE 30, 2019
Repayments of Unsecured Revolving Operating Facility	11 (c)	(240,000)	(122,000)	(480,000)	(248,000)
Proceeds from construction loan	11 (b)	2,571	1,447	12,227	11,620
Financing costs		(105)	(20)	(305)	(20)
Loan receivable issued to third-party	7, 8 (a), 20	(4,873)	(16,232)	(14,128)	(32,490)
<b>Cash provided by financing activities</b>		<b>238,561</b>	<b>266,470</b>	<b>386,969</b>	<b>344,398</b>
<b>Investing activities</b>					
Acquisition of investment properties	4	(205,480)	(80,185)	(553,650)	(81,570)
Deposits on acquisitions	10 (d)	—	(39,330)	—	(39,330)
Additions to investment properties (including capitalized interest)	5, 7	(72,168)	(63,229)	(142,646)	(100,525)
Additions to equipment and other assets	9	(160)	(191)	(412)	(206)
Leasing commissions	5, 7	(2,586)	(5,743)	(6,850)	(7,176)
Improvement allowances	5	(12,108)	(17,435)	(28,697)	(23,337)
<b>Cash used in investing activities</b>		<b>(292,502)</b>	<b>(206,113)</b>	<b>(732,255)</b>	<b>(252,144)</b>
Increase (decrease) in cash and cash equivalents		53,021	112,532	(136,527)	184,181
Cash and cash equivalents, beginning of period		19,366	89,708	208,914	18,059
<b>Cash and cash equivalents, end of period</b>		<b>\$72,387</b>	<b>\$202,240</b>	<b>\$72,387</b>	<b>\$202,240</b>

Note 20 contains supplemental cash flow information.

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

**ALLIED PROPERTIES REAL ESTATE INVESTMENT TRUST  
NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2020 AND 2019  
(IN THOUSANDS OF CANADIAN DOLLARS, EXCEPT PER UNIT AND UNIT AMOUNTS)**

**1. NATURE OF OPERATIONS**

Allied Properties Real Estate Investment Trust (“Allied”) is a Canadian unincorporated closed-end real estate investment trust created pursuant to the Declaration of Trust dated October 25, 2002, most recently amended April 14, 2020. Allied is governed by the laws of the Province of Ontario and began operations on February 19, 2003. The Units of Allied are traded on the Toronto Stock Exchange and are traded under the symbol “AP.UN”.

Allied is domiciled in Ontario, Canada. The address of Allied’s registered office and its principal place of business is 134 Peter Street, Suite 1700, Toronto, Ontario, M5V 2H2.

**2. SIGNIFICANT ACCOUNTING POLICIES**

The unaudited condensed consolidated financial statements are presented in Canadian dollars.

The unaudited condensed consolidated financial statements for the three and six months ended June 30, 2020, and 2019, were approved and authorized for issue by the Board of Trustees on July 29, 2020.

*(A) Statement of compliance*

The unaudited condensed consolidated financial statements of Allied for the three and six months ended June 30, 2020, and 2019, are prepared in accordance with International Accounting Standards (“IAS”) 34, *Interim Financial Reporting* as issued by the International Accounting Standards Board (“IASB”).

The significant accounting policies disclosed in Allied’s December 31, 2019, audited annual consolidated financial statements have been applied consistently in the preparation of these unaudited condensed consolidated financial statements.

*(B) Comparative figures*

The comparative figures have been revised to conform with presentation adopted in 2019 as a result of the condominium sales earned in the year ended December 31, 2019. Therefore, comparative figures include a revised sub-total entitled operating income which has replaced the previous sub-total net rental income on the face of the unaudited condensed consolidated statement of income and comprehensive income. The comparative figures have also been revised for the accounting related to a joint venture (see Note 7) and related segment disclosures (see Note 22).

**3. CRITICAL ACCOUNTING ESTIMATES AND ASSUMPTIONS**

The preparation of the unaudited condensed consolidated financial statements requires management to make judgments and estimates in applying Allied’s accounting policies that affect the reported amounts and disclosures made in the unaudited condensed consolidated financial statements and accompanying notes.

The critical accounting estimates and assumptions disclosed in Allied's December 31, 2019, audited annual consolidated financial statements have been applied consistently in the preparation of these unaudited condensed consolidated financial statements.

### Impact of COVID-19

There are material areas of uncertainty with respect to Allied's revised internal forecast, the most significant being the fact that it cannot predict how consumers will respond as physical-distancing measures are being lifted or relaxed across Canada. Allied also cannot predict the extent and severity of the economic disruption flowing from the global pandemic.

In the preparation of these unaudited condensed consolidated financial statements, Allied has incorporated the potential impact of COVID-19 into its estimates and assumptions that affect the carrying amounts of its assets and liabilities, and the reported amount of its results using the best available information as of June 30, 2020. Actual results could differ from those estimates. The estimates and assumptions that Allied considers critical and/or could be impacted by COVID-19 include those underlying the valuation of investment properties including discount rates and terminal capitalization rates, operating assumptions, the carrying amount of its investment in joint venture, the estimate of any expected credit losses on its user and accounts receivable and loans and notes receivable and determining the values of financial instruments for disclosure purposes.

## 4. ACQUISITIONS AND DISPOSITIONS

During the six months ended June 30, 2020, Allied completed the following property acquisitions from third parties:

PROPERTY	ACQUISITION DATE	PROPERTY TYPE	INVESTMENT PROPERTY	INTEREST ACQUIRED
3530-3540 Saint-Laurent, Montréal	January 14, 2020	Office, Retail	\$13,421	100%
4396-4410 Saint-Laurent, Montréal	January 15, 2020	Office, Retail	18,530	100%
54 The Esplanade, Toronto	January 16, 2020	Retail	26,079	100%
747 Square-Victoria, Montréal	January 28, 2020	Office, Retail	284,541	100%
375 Water, Vancouver	April 20, 2020	Office, Retail	225,404	100%
Ancillary residential properties, Toronto <sup>(1)</sup>	-	Residential	4,854	100%
			<b>\$572,829</b>	

(1) Allied acquired three ancillary residential properties during the six months ended June 30, 2020.

The total purchase price for the above-noted properties during the three months ended June 30, 2020, of \$227,034 is comprised of net cash consideration paid of \$225,480 and the assumption of other liabilities of \$1,554. The total purchase price for the above-noted properties during the six months ended June 30, 2020, of \$572,829 is comprised of net cash consideration paid of \$553,650, the assumption of other liabilities of \$9,179 and a mortgage assumption of \$10,000.

During the year ended December 31, 2019, Allied completed the following property acquisitions from third parties:

PROPERTY	ACQUISITION DATE	PROPERTY TYPE	INVESTMENT PROPERTY	INTEREST ACQUIRED
738-11th SW, Calgary	April 9, 2019	Office, Retail	6,145	50%
2233 Columbia, Vancouver	April 11, 2019	Office, Retail	25,074	100%
2-4 Stewart, Kitchener	May 9, 2019	Development	1,791	50%
1050 Homer, Vancouver	May 27, 2019	Office, Retail	41,420	100%
53-55 Wellington, Kitchener	June 3, 2019	Development	371	50%
1001 Rue Lenoir, Montréal	July 2, 2019	Office, Retail	82,091	100%
700 de la Gauchetière, Montréal	July 17, 2019	Office, Retail	335,714	100%
365 Railway, Vancouver	September 26, 2019	Office	18,988	100%
134-11th SE, Calgary	November 28, 2019	Office	14,800	100%
Ancillary residential properties, Toronto <sup>(1)</sup>	–	Residential	23,074	100%
			<b>\$549,468</b>	

(1) Allied acquired eight ancillary residential properties in 2019.

The total purchase price for the above noted properties of \$549,468 is comprised of net cash consideration of \$370,075, the assumption of other liabilities of \$17,442 and mortgages payable of \$161,951.

### Dispositions

During the six months ended June 30, 2020, and the year ended December 31, 2019, Allied did not dispose of any investment properties.

## 5. INVESTMENT PROPERTIES

Changes to the carrying amounts of investment properties are summarized as follows:

	JUNE 30, 2020			DECEMBER 31, 2019		
	RENTAL PROPERTIES	PROPERTIES UNDER DEVELOPMENT ("PUD")	TOTAL	RENTAL PROPERTIES	PROPERTIES UNDER DEVELOPMENT ("PUD")	TOTAL
Balance, beginning of period	\$6,754,215	\$715,050	\$7,469,265	\$5,592,216	\$570,241	\$6,162,457
Additions:						
Acquisitions	572,829	—	572,829	547,306	2,162	549,468
Improvement allowances	21,283	7,414	28,697	37,755	22	37,777
Leasing commissions	4,586	2,264	6,850	13,310	4,223	17,533
Capital expenditures	32,147	110,499	142,646	55,428	219,279	274,707
Transfers from PUD	130,100	(130,100)	—	98,850	(98,850)	—
Transfers to PUD	(36,200)	36,200	—	(6,530)	6,530	—
Transfers to other assets	—	—	—	(152)	—	(152)
Lease liabilities	947	—	947	1,887	—	1,887
Amortization of straight-line rent and improvement allowances	(12,298)	779	(11,519)	(24,882)	(20)	(24,902)
Fair value gain (loss) on investment properties	271,325	(18,265)	253,060	439,027	11,463	450,490
Balance, end of period	\$7,738,934	\$723,841	\$8,462,775	\$6,754,215	\$715,050	\$7,469,265

For the three and six months ended June 30, 2020, Allied capitalized \$6,070 and \$12,291 of borrowing costs to qualifying investment properties (June 30, 2019 - \$4,846 and \$9,311).

Included in the rental properties amounts noted above are right-of-use assets with a fair value of \$526,830 (December 31, 2019 - \$509,860) representing the fair value of Allied's interest in five investment properties with corresponding lease liabilities. The leases' maturities range from 24.3 years to 82.0 years.

### Valuation methodology

The appraised fair value of investment properties is most commonly determined using the following methodologies:

- (a) Discounted cash flow method - Under this approach, discount rates are applied to the projected annual operating cash flows, generally over a ten-year period, including a terminal value of the properties based on a capitalization rate applied to the estimated net operating income ("NOI"), a non-GAAP measure, in the terminal year. This method is primarily used to value the rental properties portfolio.

- (b) **Comparable sales method** - This approach compares a subject property's characteristics with those of comparable properties which have recently sold. The process uses one of several techniques to adjust the price of the comparable transactions according to the presence, absence, or degree of characteristics which influence value. These characteristics include the cost of construction incurred at a property under development. This method is primarily used to value the development portfolio and ancillary parking facilities.

In accordance with its policy, Allied measures and records its investment properties using valuations under the supervision of Management with the support of an independent external appraiser. Allied's entire portfolio is revalued by the external appraiser each quarter. Management verifies all major inputs to the valuations, analyzes the change in fair values at the end of each reporting period and reviews the results with the independent appraiser every quarter. There were no material changes to the valuation techniques during the period. For properties with a leasehold interest with a term less than 40 years, the resulting valuation methodology is based upon a full-term discounted cash flow model.

### Significant inputs

There are significant unobservable inputs used, such as capitalization rates, in determining the fair value of each investment property. Accordingly, all investment properties are measured in accordance with the fair value measurement hierarchy levels and the inputs for investment properties comprise Level 3 unobservable inputs, reflecting Management's best estimate of what market participants would use in pricing the asset at the measurement date. Fair values are most sensitive to changes in capitalization rates and stabilized or forecasted NOI. Generally, an increase in NOI will result in an increase in the fair value of investment properties and an increase in capitalization rates will result in a decrease in the fair value of investment properties. Below are the rates used in the modeling process for valuations.

	WEIGHTED AVERAGE	
	JUNE 30, 2020	DECEMBER 31, 2019
Discount rate	6.21%	6.63%
Terminal capitalization rate	5.12%	5.38%
Overall capitalization rate	4.79%	4.98%
Discount horizon (years)	10	10

The analysis below shows the maximum impact on fair values of possible changes in capitalization rates, assuming no changes in NOI:

CHANGE IN CAPITALIZATION RATE OF	-0.50%	-0.25%	+0.25%	+0.50%
Increase (decrease) in fair value				
Investment Properties	\$986,337	\$466,012	\$(419,780)	\$(799,884)

## 6. RESIDENTIAL INVENTORY

Residential inventory is as follows:

	JUNE 30, 2020	DECEMBER 31, 2019
KING Toronto	\$123,180	\$114,910

The changes in the aggregate carrying value of Allied's residential inventory is as follows:

	JUNE 30, 2020	DECEMBER 31, 2019
Balance, beginning of period	\$114,910	\$140,302
Acquisitions <sup>(1)</sup>	—	10,454
Dispositions <sup>(1)</sup>	—	(5,227)
Sale of residential units <sup>(2)</sup>	—	(43,342)
Development expenditures	8,270	12,723
Balance, end of period	\$123,180	\$114,910

(1) On February 14, 2019, Allied acquired 464-466 Queen W, Toronto, at a purchase price of \$10,454 and concurrently sold a 50% undivided interest to Westbank at a sale price of \$5,227. This property will be transferred to the City of Toronto as parkland dedication related to the KING Toronto condominium development.

(2) Allied recognized condominium cost of sales in 2019 for the 132 units occupied at King Portland Centre.

Residential inventory consists of assets that are developed by Allied for sale in the ordinary course of business. Allied may transfer an investment property to residential inventory based on a change in use, as evidenced by the commencement of development activities with the intention to sell. Alternatively, a transfer from residential inventory to investment property would be evidenced by the commencement of leasing activity.

On September 19, 2017, Allied and its partner, RioCan, announced that they had finalized plans that would allow the co-owners to improve the return on the development of King Portland Centre. The co-owners had originally intended to develop the residential portion of the project as rental apartments and then decided to sell the residential portion as condominium units, totaling 132 units. As of December 31, 2019, all units were occupied and as of June 30, 2020, ownership has transferred to the occupants of all units.

On November 30, 2018, Allied entered into a joint arrangement with Westbank to develop KING Toronto. KING Toronto is a mixed-use property comprised of office, retail and residential uses. As part of the arrangement Allied sold a 50% undivided interest to Westbank. The residential component will be developed and sold as condominium units, totaling 440 units.

For the six months ended June 30, 2020, Allied capitalized \$2,081 of borrowing costs to qualifying residential inventory (June 30, 2019 - \$2,678).

## 7. INVESTMENT IN JOINT VENTURE AND LOAN RECEIVABLE

Investment in joint venture and the associated loan receivable is comprised of the following:

	JUNE 30, 2020	DECEMBER 31, 2019
Investment in joint venture	<b>\$(4,977)</b>	<b>\$(8,439)</b>
Loans receivable from joint venture	<b>113,287</b>	<b>104,035</b>
	<b>\$108,310</b>	<b>\$95,596</b>

On July 2, 2013, Allied entered into a partnership agreement whereby Allied holds a one-third voting and economic interest in 7th Avenue Sky Partnership ("TELUS Sky"). TELUS Sky was created with the specific purpose of acquiring the entire beneficial interest in the properties located at 100-114 7th Avenue SW, Calgary and participating in its construction and development.

On October 31, 2019, Allied advanced a construction loan in the amount of \$96,142 to TELUS Sky, with the loan having a maximum limit of \$114,000. The loan matures on August 31, 2021, and bears interest at bank prime plus 45 basis points or bankers' acceptance rate plus 145 basis points. As at June 30, 2020, the loan receivable outstanding is \$113,287 (December 31, 2019 - \$104,035). Allied is providing a joint and several guarantee in the amount of \$114,000 to support the TELUS Sky facility.

Allied accounts for its interests in joint ventures using the equity method. The financial information below represents TELUS Sky at 100%, as well as Allied's one-third interest.

	JUNE 30, 2020	DECEMBER 31, 2019
Current assets (including cash and cash equivalents)	<b>\$11,738</b>	<b>\$9,377</b>
Non-current assets	<b>357,919</b>	<b>320,880</b>
Current liabilities	<b>(44,714)</b>	<b>(43,457)</b>
Non-current liabilities	<b>(339,875)</b>	<b>(312,117)</b>
Net assets of TELUS Sky at 100%	<b>\$(14,932)</b>	<b>\$(25,317)</b>
Net assets of TELUS Sky at Allied's share <sup>(1)</sup>	<b>\$(4,977)</b>	<b>\$(8,439)</b>

(1) Includes costs pertaining only to Allied, not the joint venture.

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	JUNE 30, 2020	JUNE 30, 2019	JUNE 30, 2020	JUNE 30, 2019
Revenue	<b>\$1,159</b>	<b>\$1,087</b>	<b>\$2,200</b>	<b>\$1,087</b>
Expenses	<b>(215)</b>	<b>(182)</b>	<b>(994)</b>	<b>(198)</b>
Interest expense	<b>—</b>	<b>(421)</b>	<b>—</b>	<b>(421)</b>
General and administrative expense	<b>(59)</b>	<b>(190)</b>	<b>(72)</b>	<b>(229)</b>
Fair value loss	<b>(2,934)</b>	<b>(14,634)</b>	<b>(2,340)</b>	<b>(24,087)</b>
Net loss and total comprehensive loss of TELUS Sky at 100%	<b>\$(2,049)</b>	<b>\$(14,340)</b>	<b>\$(1,206)</b>	<b>\$(23,848)</b>
Net loss and total comprehensive loss at Allied's share <sup>(1)</sup>	<b>\$(683)</b>	<b>\$(4,780)</b>	<b>\$(402)</b>	<b>\$(7,949)</b>

(1) Includes costs pertaining only to Allied, not the joint venture.

	JUNE 30, 2020	DECEMBER 31, 2019
Opening balance	<b>\$(8,439)</b>	\$18,456
Net earnings	<b>(402)</b>	(25,844)
Contributions	<b>5,274</b>	—
Distributions	<b>(1,410)</b>	(1,051)
Ending balance	<b>\$(4,977)</b>	\$(8,439)

The comparative figures for the period ended June 30, 2019, have been revised in respect of the accounting for Allied's investment in TELUS Sky from a joint operation to a joint venture. As a result the unaudited condensed consolidated statement of income and comprehensive income and statement of cash flow summarized in the table below were revised; and there was no impact on net income, earnings per share, and the consolidated statement of equity.

THREE MONTHS ENDED JUNE 30, 2019	PREVIOUSLY REPORTED	ADJUSTMENT	REVISED PRESENTATION
<b>Unaudited condensed consolidated Statement of Income &amp; Comprehensive Income for the period ended June 30, 2019</b>			
Property revenue	117,811	(362)	<b>117,449</b>
Property operating costs	(47,918)	61	<b>(47,857)</b>
Interest Expense	(14,198)	(169)	<b>(14,367)</b>
Condominium marketing expense	(1,351)	63	<b>(1,288)</b>
Fair value gain on investment properties	52,116	5,187	<b>57,303</b>
Share of loss from joint venture	—	(4,780)	<b>(4,780)</b>
<b>Unaudited condensed consolidated Statement of Cash Flows for the period ended June 30, 2019</b>			
<i>Cash provided by operating activities</i>			
Fair value (gain) on investment properties	(52,116)	(5,187)	<b>(57,303)</b>
Interest expense (excluding capitalized interest)	14,198	169	<b>14,367</b>
Interest paid (excluding capitalized interest)	(19,336)	(169)	<b>(19,505)</b>
Amortization of improvement allowances	7,725	(46)	<b>7,679</b>
Amortization of straight-line rents	(2,041)	409	<b>(1,632)</b>
Change in other non-cash operating items	4,222	(846)	<b>3,376</b>
Net loss from joint venture	—	4,780	<b>4,780</b>
<i>Cash provided by financing activities</i>			
Proceeds of construction loan	9,453	(8,006)	<b>1,447</b>
<i>Cash used by investing activities</i>			
Additions to investment properties	(69,749)	6,520	<b>(63,229)</b>
Leasing commissions	(5,928)	185	<b>(5,743)</b>
Improvement allowances	(21,173)	3,738	<b>(17,435)</b>

SIX MONTHS ENDED JUNE 30, 2019	PREVIOUSLY REPORTED	ADJUSTMENT	REVISED PRESENTATION
<b>Unaudited condensed consolidated Statement of Income &amp; Comprehensive Income for the period ended June 30, 2019</b>			
Property revenue	234,297	(362)	<b>233,935</b>
Property operating costs	(97,355)	66	<b>(97,289)</b>
Interest Expense	(29,136)	(490)	<b>(29,626)</b>
Condominium marketing expense	(2,209)	76	<b>(2,133)</b>
Fair value gain on investment properties	156,435	8,659	<b>165,094</b>
Share of loss from joint venture	—	(7,949)	<b>(7,949)</b>
<b>Unaudited condensed consolidated Statement of Cash Flows for the period ended June 30, 2019</b>			
<i>Cash provided by operating activities</i>			
Fair value (gain) on investment properties	(156,435)	(8,659)	<b>(165,094)</b>
Interest expense (excluding capitalized interest)	29,136	490	<b>29,626</b>
Interest paid (excluding capitalized interest)	(28,429)	(490)	<b>(28,919)</b>
Amortization of improvement allowances	15,298	(46)	<b>15,252</b>
Amortization of straight-line rents	(3,985)	409	<b>(3,576)</b>
Change in other non-cash operating items	(2,504)	(7,381)	<b>(9,885)</b>
Net loss from joint venture	—	7,949	<b>7,949</b>
<i>Cash provided by financing activities</i>			
Proceeds of construction loan	26,722	(15,102)	<b>11,620</b>
<i>Cash used by investing activities</i>			
Additions to investment properties	(119,389)	18,864	<b>(100,525)</b>
Leasing commissions	(7,409)	233	<b>(7,176)</b>
Improvement allowances	(25,075)	1,738	<b>(23,337)</b>

## 8. LOANS AND NOTES RECEIVABLE

Loans and notes receivable are as follows:

	JUNE 30, 2020	DECEMBER 31, 2019
Loans receivable (a)	<b>\$254,106</b>	\$245,303
Notes and other receivables (b)	<b>5,735</b>	5,973
	<b>\$259,841</b>	\$251,276
Current	<b>\$3,677</b>	\$3,863
Non-current	<b>256,164</b>	247,413
	<b>\$259,841</b>	\$251,276

- (a) In February 2015, Allied entered into a joint arrangement with Westbank and completed the acquisition of an undivided 50% interest in Adelaide & Duncan. Allied advanced \$21,173 to Westbank. The facility is secured by a charge on the property (subordinated to the construction lender) and assignment of rents and leases. Interest accrues and is payable monthly at a rate of 7.75% per annum (December 31, 2019 - 7.75%). The loan is repayable when the joint arrangement obtains external permanent financing. As at June 30, 2020, the loan receivable outstanding is \$21,173 (December 31, 2019 - \$21,173).

On August 1, 2017, Allied entered into an arrangement with Westbank to provide a credit facility of up to \$100,000, plus interest, for the land acquisition and the pre-development costs of 400 West Georgia in Vancouver. The facility is secured by Westbank's covenant and a charge on the property (subordinated to the construction lender). On February 11, 2019, the facility was increased to \$160,000. Interest accrues and is payable monthly at a rate of 6.75% per annum. The credit facility matures on August 31, 2022, and has a one-year extension option to August 31, 2023. As at June 30, 2020, the loan receivable outstanding is \$109,932 (December 31, 2019 - \$106,292).

On November 30, 2018, Allied entered into a joint arrangement with Westbank to develop KING Toronto. As part of the arrangement, Allied advanced \$67,030 to Westbank for its purchase of a 50% undivided interest in the property. The facility will initially be secured by a first mortgage on the property. On placement of construction financing, the mortgage will be secured by a charge on the property (subordinated to the construction lender). Interest accrues at a rate of 7.00% per annum and is payable on loan repayment. The loan is repayable at the earlier of November 23, 2023, or the closing of the condominium units. As at June 30, 2020, the loan receivable outstanding is \$81,691 (December 31, 2019 - \$77,765).

On March 18, 2019, Allied made an amendment to the joint arrangement with Perimeter to develop Breithaupt Phase III and a loan receivable arrangement to provide 50% of the pre-development costs. The facility is secured by a charge on the property (subordinated to the construction lender). Interest accrues at a rate of 7.00% per annum and is payable on loan repayment. The loan is repayable upon completion of development and rent commencement, which is anticipated to take place in the fourth quarter of 2021. As at June 30, 2020, the loan receivable outstanding is \$9,511 (December 31, 2019 - \$9,365).

On July 31, 2019, Allied entered into an arrangement with Westbank to provide a credit facility of up to \$185,000, plus interest, for the land acquisition and the pre-development costs of 720 Beatty Street in Vancouver. The funding will initially be secured by a first mortgage on the property for a fixed term. On placement of construction financing, the mortgage will be secured by a charge on the property (subordinated to the construction lender). Interest accrues and is payable monthly at a rate of 7.00% per annum on amounts periodically advanced. The credit facility matures in six years following approval of the project by the British Columbia Utilities Commission. As at June 30, 2020, the loan receivable outstanding is \$31,799 (December 31, 2019 - \$30,708).

- (b) As at June 30, 2020, the balance of notes and other receivables includes \$3,576 of mortgage receivables (December 31, 2019 - \$3,713) from the purchaser of Allied's Québec City portfolio as the mortgage transfer was not executed by the lender. The remaining balance is made up of individually insignificant notes receivable.

## 9. OTHER ASSETS

Other assets consist of the following:

	JUNE 30, 2020	DECEMBER 31, 2019
Equipment and other assets <sup>(1)</sup>	\$4,735	\$5,081
Property, plant and equipment <sup>(2)</sup>	17,782	17,782
Prepaid deposits <sup>(3)</sup>	—	13,202
Interest rate swap derivative assets	1,486	3,723
	<b>\$24,003</b>	<b>\$39,788</b>

(1) During the three and six months ended June 30, 2020, Allied recorded amortization of equipment and other assets of \$384 and \$758 (June 30, 2019 - \$362 and \$730).

(2) Property, plant and equipment relates to owner-occupied property.

(3) For the year ended December 31, 2019, these prepaid deposits are held in trust and are from the sale of residential condominium units for KING Toronto. As of June 30, 2020, the prepaid deposits have been reclassified to prepaid expenses and deposits (Note 10(d)).

## 10. ACCOUNTS RECEIVABLE, PREPAID EXPENSES AND DEPOSITS

	JUNE 30, 2020	DECEMBER 31, 2019
User trade receivables - net of allowance (a)	\$15,447	\$7,686
Other user receivables (b)	3,282	46,569
Miscellaneous receivables (c)	12,707	15,258
Prepaid expenses and deposits (d)	57,875	60,431
	<b>\$89,311</b>	<b>\$129,944</b>

### (A) User trade receivables

User trade receivables include minimum rent, annual common area maintenance recoverable costs, property tax recovery billings and other recoverable charges.

An allowance is maintained for expected credit losses resulting from the inability of users to meet obligations under lease agreements. Allied actively reviews receivables on a continuous basis and determines the potentially uncollectible accounts on a per-user basis giving consideration to their credit risk and records an impairment based on expected credit losses as required.

The movement in the allowance for doubtful accounts is reconciled as follows:

	SIX MONTHS ENDED	
	JUNE 30, 2020	JUNE 30, 2019
Allowance for doubtful accounts, beginning of period	\$3,899	\$2,333
Additional provision recorded during the period	5,392	1,123
Reversal of previous provisions	(825)	(487)
Receivables written off during the period	(99)	(263)
Allowance for doubtful accounts, end of period	<b>\$8,367</b>	<b>\$2,706</b>

A \$3,021 provision was recorded in the quarter for amounts expected to be abated under the Canada Emergency Commercial Rent Assistance (CECRA) program. An additional provision of \$1,536 was also recorded in the quarter against deferrals granted to storefront retail users as a result of the global pandemic. Receivables of \$99 were written-off as a result of non-payment of rent in the quarter.

(B) *Other user receivables*

Other user receivables pertain to unbilled operating costs such as common area maintenance and property tax recoveries and chargebacks. As at December 31, 2019, this balance includes \$40,153 of residential condominium sales receivables from King Portland Centre (net of deposits) which have subsequently been collected.

(C) *Miscellaneous receivables*

Miscellaneous receivables consist primarily of property taxes recoverable from municipalities and insurance claims. As at June 30, 2020, there are no credit risk indicators that the debtors will not meet their payment obligations.

(D) *Prepaid expenses and deposits*

Prepaid expenses primarily relate to property operating expenses (mainly realty taxes and insurance), deposits relating to acquisitions of \$830 (December 31, 2019 - \$29,080) and deposits held in trust received from the sale of residential condominium units of \$16,429 (December 31, 2019 - \$18,340).

## 11. DEBT

Debt consists of the following items, net of financing costs:

	JUNE 30, 2020	DECEMBER 31, 2019
Mortgages payable (a)	\$733,832	\$737,448
Construction loans payable (b)	35,437	23,210
Unsecured revolving operating facilities (c)	—	—
Senior unsecured debentures (d)	1,641,533	945,369
Unsecured term loans (e)	249,368	449,154
	<b>\$2,660,170</b>	<b>\$2,155,181</b>
Current	\$29,675	\$29,243
Non-current	2,630,495	2,125,938
	<b>\$2,660,170</b>	<b>\$2,155,181</b>

(A) *Mortgages payable*

Mortgages payable have a weighted average stated interest rate of 4.32% as at June 30, 2020 (December 31, 2019 - 4.38%). The mortgages are secured by a first registered charge over specific investment properties and first general assignments of leases, insurance and registered chattel mortgages.

	PRINCIPAL REPAYMENTS	BALANCE DUE AT MATURITY	JUNE 30, 2020	DECEMBER 31, 2019
Remaining 2020	\$12,903	\$3,576	\$16,479	
2021	26,668	—	26,668	
2022	25,728	205,628	231,356	
2023	16,781	225,585	242,366	
2024	4,726	152,472	157,198	
2025	6,596	8,788	15,384	
2026	1,391	20,443	21,834	
2027	487	—	487	
2028	293	14,457	14,750	
2030	5,000	—	5,000	
Mortgages, principal	\$100,573	\$630,949	\$731,522	\$734,286
Net premium on assumed mortgages			4,487	5,400
Net financing costs			(2,177)	(2,238)
			\$733,832	\$737,448

(B) *Construction loans payable*

As of June 30, 2020, and December 31, 2019, Allied's obligation under the construction loans is as follows:

JOINT ARRANGEMENT	OWNERSHIP	DATE OF MATURITY	JUNE 30, 2020	DECEMBER 31, 2019
Adelaide & Duncan	50%	August 11, 2023	30,437	23,210
Breithaupt Phase III	50%	December 2, 2022	5,000	—
			\$35,437	\$23,210

On January 31, 2019, the Adelaide & Duncan joint arrangement obtained a \$270,000 construction lending facility from a syndicate of Canadian banks, in which Allied's 50% share is \$135,000. The loan matures on August 11, 2023, and bears interest at bank prime plus 35 basis points or bankers' acceptance rate plus 135 basis points. Allied is providing a joint and several guarantee to support the construction facility and is earning a related guarantee fee. On August 23, 2019, the Adelaide & Duncan joint arrangement entered into a swap agreement to fix 75% of the construction costs up to \$209,572 at 2.86%.

On February 21, 2020, Allied and Perimeter obtained a \$138,000 construction loan for the Breithaupt Phase III joint arrangement from a syndicate of Canadian banks, in which Allied's 50% share is \$69,000. The loan matures on December 2, 2022, and bears interest at bank prime or bankers' acceptance rate plus 120 basis points. Allied is providing a joint and several guarantee to support the facility that is limited to \$69,000 and is earning a related guarantee fee.

(C) *Unsecured revolving operating facilities*

As of June 30, 2020, and December 31, 2019, Allied's obligations under the unsecured revolving operating facilities are as follows:

JUNE 30, 2020							
	MATURITY DATE	INTEREST RATES ON DRAWINGS	STANDBY FEE	FACILITY LIMIT	DRAWINGS	LETTERS OF CREDIT AVAILABLE	AMOUNT AVAILABLE
Unsecured facility limit \$400,000 <sup>(1)</sup>	January 30, 2023	Prime + 0.20% or Bankers' acceptance + 1.20% <sup>(2)</sup>	0.24%	\$400,000	\$—	\$(23,114)	\$376,886
Unsecured facility limit \$100,000	April 20, 2021	Prime + 0.45% or Bankers' acceptance + 1.45%	0.29%	100,000	—	—	100,000
				\$500,000	\$—	\$(23,114)	\$476,886

(1) This unsecured facility contains a \$100,000 accordion feature, allowing Allied to increase the amount available under the facility to \$500,000.

(2) The interest rates on drawings for this facility are subject to certain conditions being met. In the event that these conditions are not met, this unsecured facility will bear interest at bank prime plus 45 basis points or bankers' acceptance plus 145 basis points with a standby fee of 29 basis points.

DECEMBER 31, 2019							
	MATURITY DATE	INTEREST RATES ON DRAWINGS	STANDBY FEE	FACILITY LIMIT	DRAWINGS	LETTERS OF CREDIT AVAILABLE	AMOUNT AVAILABLE
Unsecured facility limit \$400,000 <sup>(1)</sup>	January 29, 2022	Prime + 0.45% or Bankers' acceptance + 1.45% <sup>(2)</sup>	0.29%	\$400,000	\$—	\$(14,896)	\$385,104

(1) This unsecured facility contains a \$100,000 accordion feature, allowing Allied to increase the amount available under the facility to \$500,000.

(2) The interest rates on drawings for this facility are subject to certain conditions being met. In the event that these conditions are not met, this Unsecured Facility will bear interest at bank prime plus 70 basis points or bankers' acceptance plus 170 basis points with a standby fee of 34 basis points.

On April 21, 2020, Allied entered into a \$100,000 bilateral unsecured line of credit which matures on April 20, 2021, bearing interest at bank prime plus 45 basis points or bankers' acceptance plus 145 basis points with a standby fee of 29 basis points.

(D) *Senior unsecured debentures*

As of June 30, 2020, and December 31, 2019, Allied's obligation under the senior unsecured debentures is as follows:

SERIES	INTEREST RATE	DATE OF MATURITY	INTEREST PAYMENT DATE	JUNE 30, 2020	DECEMBER 31, 2019
Series B	3.934%	November 14, 2022	May 14 and November 14	\$150,000	\$150,000
Series C	3.636%	April 21, 2025	April 21 and October 21	200,000	200,000
Series D	3.394%	August 15, 2029	February 15 and August 15	300,000	300,000
Series E	3.113%	April 8, 2027	April 8 and October 8	300,000	300,000
Series F	3.117%	February 21, 2030	February 21 and August 21	400,000	—
Series G	3.131%	May 15, 2028	May 15 and November 15	300,000	—
Unsecured Debentures, principal				\$1,650,000	\$950,000
Net financing costs				(8,467)	(4,631)
				\$1,641,533	\$945,369

The Series B, C, D, E, F and G Debentures are collectively referred to as the “Unsecured Debentures”.

On February 21, 2020, Allied issued \$400,000 of 3.117% Series F Unsecured Debentures (the “Series F Debentures”) due February 21, 2030, with semi-annual interest payments due on February 21 and August 21 each year commencing on August 21, 2020. Debt financing costs of \$2,350 were incurred and recorded against the principal owing.

Proceeds from the Series F Debentures were used to prepay \$200,000 aggregate principal amount of the Unsecured Term Facility maturing March 16, 2021, repay amounts drawn on the Unsecured Facility in the amount of \$110,000, to fund Allied's development and value-add initiatives and for general working capital purposes.

On May 15, 2020, Allied issued \$300,000 of 3.131% Series G Unsecured Debentures (the “Series G Debentures”) due May 15, 2028, with semi-annual interest payments due on May 15 and November 15 each year commencing on November 15, 2020. Debt financing costs of \$1,950 were incurred and recorded against the principal owing.

Proceeds from the Series G Debentures were used to repay amounts drawn on the Unsecured Facility in the amount of \$240,000 and for general working capital purposes.

The respective financing costs and premium recognized are amortized using the effective interest method and recorded to Interest Expense (note 11 (f)).

(E) *Unsecured term loans*

As of June 30, 2020, and December 31, 2019, Allied's obligation under the unsecured term loans is as follows:

	INTEREST RATE	DATE OF MATURITY	FREQUENCY OF INTEREST PAYMENT	JUNE 30, 2020	DECEMBER 31, 2019
Unsecured Term Loan	3.992%	January 14, 2026	Monthly	\$250,000	\$250,000
Unsecured Term Facility					
Tranche 1	2.830%	March 16, 2021	Quarterly	—	100,000
Tranche 2	2.890%	March 16, 2021	Quarterly	—	100,000
Unsecured Term Loans, principal				\$250,000	\$450,000
Net financing costs				(632)	(846)
				\$249,368	\$449,154

The Unsecured Term Loan and Unsecured Term Facility are collectively referred to as the “Unsecured Term Loans”.

On February 10, 2020, Allied repaid \$100,000 of the principal amount of Tranche 1 of the Unsecured Term Facility due March 16, 2021. On March 4, 2020, Allied repaid \$100,000 of the principal amount of Tranche 2, representing the remaining balance of the Unsecured Term Facility due March 16, 2021.

The respective financing costs are amortized using the effective interest method and recorded to Interest Expense (note 11 (f)).

(F) *Interest expense*

Interest expense consists of the following:

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	JUNE 30, 2020	JUNE 30, 2019	JUNE 30, 2020	JUNE 30, 2019
Interest on debt:				
Mortgages payable	\$7,797	\$8,184	\$15,663	\$16,388
Construction loans payable	284	133	633	159
Unsecured Facilities	657	577	1,356	1,580
Unsecured Debentures	12,518	5,441	22,068	10,882
Unsecured Term Loans	2,489	3,941	5,789	7,774
Interest on lease liabilities	2,213	2,083	4,418	4,184
Amortization, discount on debt	(459)	(111)	(913)	(209)
Amortization, net financing costs	489	429	1,044	857
	\$25,988	\$20,677	\$50,058	\$41,615
Less: Interest capitalized to qualifying investment properties and residential inventory	(7,114)	(6,310)	(14,372)	(11,989)
Interest expense	\$18,874	\$14,367	\$35,686	\$29,626

Borrowing costs have been capitalized to qualifying investment properties and residential inventory, where applicable, at a weighted average rate of 3.65% per annum (June 30, 2019 - 3.95%).

(G) *Schedule of principal repayments*

The table below summarizes the scheduled principal maturity for Allied's Mortgages payable, Construction loans payable, Unsecured Facilities, Unsecured Debentures and Unsecured Term Loans.

	REMAINING 2020	2021	2022	2023	2024	THEREAFTER	TOTAL
Mortgages payable, principal repayments	\$12,903	\$26,668	\$25,728	\$16,781	\$4,726	\$13,767	\$100,573
Mortgages payable, balance due at maturity	3,576	—	205,628	225,585	152,472	43,688	630,949
Construction loans payable	—	—	5,000	30,437	—	—	35,437
Unsecured Debentures	—	—	150,000	—	—	1,500,000	1,650,000
Unsecured Term Loans	—	—	—	—	—	250,000	250,000
Total	\$16,479	\$26,668	\$386,356	\$272,803	\$157,198	\$1,807,455	\$2,666,959

A description of Allied's risk management objectives and policies for financial instruments is provided in note 25.

## 12. LEASE LIABILITIES

Allied's future minimum lease liability payments as a lessee are as follows:

	REMAINING 2020 <sup>(1)</sup>	2021 - 2024 <sup>(1)</sup>	THEREAFTER	JUNE 30, 2020	DECEMBER 31, 2019
Future minimum lease payments	\$5,860	\$42,172	\$468,180	\$516,212	\$503,200
Interest accrued on lease obligations	(475)	1,144	—	669	1,401
Less: amounts representing interest payments	(5,385)	(43,316)	(311,900)	(360,601)	(349,380)
Present value of lease payments	\$—	\$—	\$156,280	\$156,280	\$155,221

(1) The future minimum lease payments prior to 2024 are less than the effective interest on the lease liabilities.

Some of Allied's lease agreements contain contingent rent clauses. Contingent rental payments are recognized in the consolidated statements of income and comprehensive income as required when contingent criteria are met. The lease agreements contain renewal options, purchase options, escalation clauses, additional debt and further leasing clauses. For the three and six months ended June 30, 2020, minimum lease payments of \$2,141 and \$4,282 were paid by Allied (June 30, 2019 - \$2,129 and \$5,800).

## 13. ACCOUNTS PAYABLE AND OTHER LIABILITIES

Accounts payable and other liabilities consists of the following:

	JUNE 30, 2020	DECEMBER 31, 2019
Trade payables and other liabilities	\$181,940	\$157,014
Prepaid user rents	71,826	63,844
Accrued interest payable	16,107	10,473
Distributions payable to Unitholders	16,928	16,338
Residential deposits <sup>(1)</sup>	31,696	23,203
Interest rate swap derivative liability	31,116	10,720
	\$349,613	\$281,592
Current	\$286,801	\$247,669
Non-current <sup>(2)</sup>	62,812	33,923
	\$349,613	\$281,592

(1) These deposits relate to the sale of residential condominium units at KING Toronto.

(2) Non-current liabilities are composed of residential deposits totaling \$31,696 and an interest rate swap derivative liability totaling \$31,116.

#### 14. FAIR VALUE MEASUREMENTS

The classification, measurement basis, and related fair value disclosures of the financial assets and liabilities are summarized in the following table:

		JUNE 30, 2020		DECEMBER 31, 2019	
	CLASSIFICATION/ MEASUREMENT	CARRYING VALUE	FAIR VALUE	CARRYING VALUE	FAIR VALUE
Financial Assets:					
Loans and notes receivable (note 8)	Amortized cost	259,841	259,841	251,276	251,276
Loan receivable from joint venture (note 7)	Amortized cost	113,287	113,287	104,035	104,035
Cash and cash equivalents (note 20)	Amortized cost	72,387	72,387	208,914	208,914
Accounts receivable (note 10)	Amortized cost	31,436	31,436	69,513	69,513
Interest rate swap derivative assets (note 9)	FVTPL	1,486	1,486	3,723	3,723
Financial Liabilities:					
Debt (note 11)					
Mortgages	Amortized cost	733,832	776,657	737,448	759,823
Construction loans payable	Amortized cost	35,437	35,437	23,210	23,210
Unsecured Debentures	Amortized cost	1,641,533	1,695,973	945,369	966,973
Unsecured Term Loans	Amortized cost	249,368	272,944	449,154	457,310
Interest rate swap liability (note 13)	FVTPL	31,116	31,116	10,720	10,720
Accounts payable and other liabilities (note 13)	Amortized cost	318,497	318,497	270,872	270,872

Allied uses various methods in estimating the fair value of assets and liabilities that are measured on a recurring or non-recurring basis in the consolidated balance sheet after initial recognition. The fair value hierarchy reflects the significance of inputs used in determining the fair values.

- Level 1 - quoted prices in active markets for identical assets and liabilities;
- Level 2 - inputs other than quoted prices in active markets or valuation techniques where significant inputs are based on observable market data; and
- Level 3 - valuation technique for which significant inputs are not based on observable market data.

The following table presents the hierarchy of assets and liabilities:

	JUNE 30, 2020			DECEMBER 31, 2019		
	LEVEL 1	LEVEL 2	LEVEL 3	LEVEL 1	LEVEL 2	LEVEL 3
<b>Financial Assets:</b>						
Loans and notes receivable (note 8)	—	259,841	—	—	251,276	—
Loan receivable from joint venture (note 7)	—	113,287	—	—	104,035	—
Cash and cash equivalents (note 20)	72,387	—	—	208,914	—	—
Accounts receivable (note 10)	—	31,436	—	—	69,513	—
Interest rate swap derivative assets (note 9)	—	1,486	—	—	3,723	—
<b>Financial Liabilities:</b>						
<b>Debt (note 11)</b>						
Mortgages	—	776,657	—	—	759,823	—
Construction loans payable	—	35,437	—	—	23,210	—
Unsecured Debentures	—	1,695,973	—	—	966,973	—
Unsecured Term Loans	—	272,944	—	—	457,310	—
Interest rate swap liability (note 13)	—	31,116	—	—	10,720	—
Accounts payable and other liabilities (note 13)	—	318,497	—	—	270,872	—

The carrying value of Allied's financial assets and liabilities approximates the fair value except for debt (note 11).

There were no transfers between levels of the fair value hierarchy during the periods.

Other than as described in investment properties (note 5), the following summarizes the significant methods and assumptions used in estimating the fair value of Allied's financial assets and liabilities measured at fair value:

#### Interest rate swap derivative contracts

The fair value of Allied's interest rate derivative contracts, which represent a net liability as at June 30, 2020, is \$29,630 (December 31, 2019 - \$6,997). The fair value of the derivative contracts is determined using forward interest rates observable in the market (Level 2).

	JUNE 30, 2020	DECEMBER 31, 2019
Interest rate swap derivative asset (note 9)	\$1,486	\$3,723
Interest rate swap derivative liability (note 13)	(31,116)	(10,720)
<b>Total</b>	<b>\$(29,630)</b>	<b>\$(6,997)</b>

## Debt

The fair value of debt is determined by discounting the cash flows of these financial instruments using period end market rates for instruments of similar terms and credit risks that are observable in the market (Level 2).

## 15. UNITHOLDERS' EQUITY

The following represents the number of Units issued and outstanding, and the related carrying value of Unitholders' equity, for the six months ended June 30, 2020, and for the year ended December 31, 2019.

	JUNE 30, 2020		DECEMBER 31, 2019	
	UNITS	AMOUNT	UNITS	AMOUNT
Units, beginning of period	122,838,799	\$3,725,472	103,861,945	\$2,835,395
Restricted Unit plan (net of forfeitures) (note 16(b))	—	(2,643)	—	(2,462)
Unit option plan - options exercised (note 16(a))	273,950	9,699	277,854	10,437
Unit offering	—	—	18,699,000	882,102
Units, end of period	123,112,749	\$3,732,528	122,838,799	\$3,725,472

Allied does not hold any of its own Units, nor does Allied reserve any Units for issue under options and contracts.

## Distributions

On July 15, 2020, Allied declared a distribution for the month of July 2020 of \$0.1375 per unit, representing \$1.65 per unit on an annualized basis to Unitholders of record on July 31, 2020.

## Normal course issuer bid

On February 20, 2020, Allied received approval from the Toronto Stock Exchange ("TSX") for the renewal of its normal course issuer bid ("NCIB"), which entitles Allied to purchase up to 12,100,300 of its outstanding Units, representing approximately 10% of its public float as at February 10, 2020. The NCIB commenced February 24, 2020, and will expire on February 23, 2021, or such earlier date as Allied completes its purchases pursuant to the NCIB. All purchases under the NCIB will be made on the open market through the facilities of the TSX or alternate trading systems in Canada at market prices prevailing at the time of purchase. Any Units that are repurchased will either be cancelled or delivered to participants under Allied's Restricted Unit Plan or to employees pursuant to Allied's employee programs.

During the six months ended June 30, 2020, Allied purchased 47,373 Units for \$2,714 at a weighted average price of \$57.30 per unit under its NCIB program, of which 46,833 were purchased for delivery to participants under Allied's Restricted Unit Plan and 540 Units were purchased for certain employee rewards outside of Allied's Restricted Unit Plan.

## 16. UNIT OPTION AND RESTRICTED UNIT PLANS

### (A) Unit Option Plan

Allied adopted a Unit Option Plan providing for the issuance, from time to time, at the discretion of the trustees, of options to purchase Units for cash. Participation in the Unit Option Plan is restricted to certain employees of Allied. The Unit Option Plan complies with the requirements of the Toronto Stock Exchange. The exercise price of any option granted will not be less than the closing market price of the Units on the day preceding the date of grant. Options granted prior to February 22, 2017, vest evenly over three years and options granted subsequently vest evenly over four years from the date of grant. All options are settled in Units.

#### SUMMARY OF UNIT OPTION GRANTS:

Date granted	Expiry date	Units granted	Exercise price	Exercised - life to date	Forfeited - life to date	Net outstanding	Vested
March 1, 2016	March 1, 2026	540,480	\$31.56	(341,138)	(19,132)	180,210	180,210
February 22, 2017	February 22, 2027	279,654	\$35.34	(23,576)	—	256,078	186,165
February 14, 2018	February 14, 2028	198,807	\$40.30	(14,685)	—	184,122	85,876
February 13, 2019	February 13, 2029	323,497	\$47.53	(2,717)	(1,830)	318,950	83,578
February 5, 2020	February 5, 2030	352,230	\$54.59	—	—	352,230	—
		1,694,668		(382,116)	(20,962)	1,291,590	535,829

	SIX MONTHS ENDED		YEAR ENDED	
	JUNE 30, 2020		DECEMBER 31, 2019	
	The range of exercise prices	Weighted average remaining contractual life (years)	The range of exercise prices	Weighted average remaining contractual life (years)
For the Units outstanding at the end of the period	\$31.56-54.59	7.95	\$31.56-47.53	7.02

	SIX MONTHS ENDED		YEAR ENDED	
	JUNE 30, 2020		DECEMBER 31, 2019	
	Number of Units	Weighted average exercise price	Number of Units	Weighted average exercise price
Balance at the beginning of the period	1,213,310	\$38.75	1,169,497	\$36.05
Granted during the period	352,230	54.59	323,497	47.53
Forfeited during the period	—	—	(1,830)	47.53
Exercised during the period	(273,950)	35.40	(277,854)	37.56
Balance at the end of the period	1,291,590	\$43.78	1,213,310	\$38.75
Units exercisable at the end of the period	535,829	\$36.77	604,445	\$34.49

Allied accounts for its Unit Option Plan using the fair value method, under which compensation expense is measured at the date options are granted and recognized over the vesting period.

Allied utilizes the Black-Scholes Model for the valuation of Unit options with no performance criteria.

Assumptions utilized in the Black-Scholes Model for option valuation are as follows:

	SIX MONTHS ENDED	YEAR ENDED
	JUNE 30, 2020	DECEMBER 31, 2019
Unit options granted	352,230	323,497
Unit option holding period (years)	10	10
Volatility rate	17.04%	18.85%
Distribution yield	3.00%	3.37%
Risk-free interest rate	1.36%	1.87%
Value of options granted	\$2,187	\$1,980

The underlying expected volatility was determined by reference to historical data of Allied's Units over 10 years.

For the three and six months ended June 30, 2020, Allied recorded a share-based payment expense of \$494 and \$971, respectively, in general and administrative expense in the consolidated statements of income and comprehensive income (for the three and six months ended June 30, 2019 - \$406 and \$782, respectively).

(B) *Restricted Unit Plan*

Certain employees and the Trustees of Allied may be granted Restricted Units pursuant to the terms of the Restricted Unit Plan, which are subject to vesting conditions and disposition restrictions, in order to provide a long-term compensation incentive. The Restricted Units will not vest and remain subject to forfeiture until the participant has held his or her position with Allied for a specific period of time. One third of the Restricted Units vest on each of the first, second and third anniversaries from the date of grant for employees. Restricted Units granted to non-management trustees are fully vested on the grant date. Units required under the Restricted Unit Plan are acquired in the secondary market through a custodian and then distributed to the individual participant accounts. The following is a summary of the activity of Allied's Restricted Unit Plan:

	SIX MONTHS ENDED	YEAR ENDED
	JUNE 30, 2020	DECEMBER 31, 2019
Restricted Units, beginning of the period	287,023	267,420
Granted	46,833	51,858
Expiration of restriction period	(42,468)	(31,586)
Forfeited	(1,396)	(669)
Restricted Units, end of the period	289,992	287,023

For the three and six months ended June 30, 2020, Allied recorded a share-based payment expense of \$480 and \$1,674, respectively, in general and administrative expense in the consolidated statements of income and comprehensive income (for the three and six months ended June 30, 2019 - \$684 and \$1,271, respectively).

17. WEIGHTED AVERAGE NUMBER OF UNITS

The weighted average number of Units for the purpose of calculating basic and diluted income per unit is as follows:

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	JUNE 30, 2020	JUNE 30, 2019	JUNE 30, 2020	JUNE 30, 2019
Basic	123,112,749	110,121,406	123,047,771	107,713,874
Unit Option Plan	94,470	246,597	169,410	256,962
Fully diluted	123,207,219	110,368,003	123,217,181	107,970,836

## 18. TOTAL REVENUE

Total revenue includes the following:

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	JUNE 30, 2020	JUNE 30, 2019	JUNE 30, 2020	JUNE 30, 2019
Rental revenue <sup>(1)</sup>	\$66,321	\$55,382	\$130,577	\$109,047
Tax and insurance recoveries	24,624	19,317	50,076	39,702
Miscellaneous revenue <sup>(2)</sup>	5,526	5,231	11,556	10,383
Operating cost recoveries	40,033	37,519	83,272	74,803
Total rental revenue from investment properties	136,504	117,449	\$275,481	\$233,935
Condominium revenue	113	—	113	—
Total revenue	\$136,617	\$117,449	\$275,594	\$233,935

(1) Includes straight-line rent, amortization of tenant improvements and parking revenue earned at properties.

(2) Includes lease terminations, third-party managed parking, variable percentage rent and other miscellaneous items.

Future minimum rental income is as follows:

	2020	2021-2024	THEREAFTER	TOTAL
Future minimum rental income	\$149,809	\$1,010,444	\$1,140,450	\$2,300,703

## 19. GENERAL AND ADMINISTRATIVE EXPENSES

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	JUNE 30, 2020	JUNE 30, 2019	JUNE 30, 2020	JUNE 30, 2019
Salaries and benefits	\$4,321	\$4,863	\$10,036	\$9,538
Professional and trustee fees	1,186	1,099	2,188	1,999
Office and general expenses	1,133	870	2,200	1,791
	\$6,640	\$6,832	\$14,424	\$13,328
Capitalized to qualifying investment properties	(1,158)	(1,336)	(2,337)	(2,372)
Total general and administrative expenses	\$5,482	\$5,496	\$12,087	\$10,956

## 20. SUPPLEMENTAL CASH FLOW INFORMATION

Cash and cash equivalents include the following components:

	JUNE 30, 2020	DECEMBER 31, 2019
Cash	\$71,887	\$208,414
Short-term deposits	500	500
Total cash and cash equivalents	\$72,387	\$208,914

The following summarizes supplemental cash flow information in operating activities:

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	JUNE 30, 2020	JUNE 30, 2019	JUNE 30, 2020	JUNE 30, 2019
<b>Supplemental</b>				
Interest paid on debt (including capitalized interest (note 11))	\$24,731	\$25,815	\$44,322	\$40,908

The following summarizes supplemental cash flow information in investing activities:

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	JUNE 30, 2020	JUNE 30, 2019	JUNE 30, 2020	JUNE 30, 2019
<b>Supplemental</b>				
Mortgages assumed (note 4)	\$—	\$—	\$10,000	\$—

The following summarizes the change in non-cash operating items:

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	JUNE 30, 2020	JUNE 30, 2019	JUNE 30, 2020	JUNE 30, 2019
Net change in accounts receivable, prepaid expenses and deposits	\$38,899	\$(29,498)	\$40,633	\$(54,751)
Less: Prepaid expenses and deposits	13,202	(13,190)	13,202	(13,190)
Add back: Deposits from acquired properties	(20,000)	39,330	—	39,330
Net change in loans and notes receivable	235	5,271	(755)	7
Net change in accounts payable and other liabilities	23,024	19,931	68,021	35,949
Less: Non-cash interest	(1,257)	5,137	(5,736)	(708)
Less: Distributions payable to Unitholders	—	(955)	(590)	(1,651)
Less: Mortgage interest swap liability	(1,852)	(20,495)	(20,396)	(12,714)
Less: Accrued amounts from acquired properties (net of assumed mortgage premiums)	(1,554)	(2,155)	(9,179)	(2,157)
<b>Change in non-cash operating items</b>	<b>\$50,697</b>	<b>\$3,376</b>	<b>\$85,200</b>	<b>\$(9,885)</b>

## 21. JOINT OPERATIONS

Allied has investments in properties under joint arrangements which are accounted for as joint operations. The following tables summarize Allied's ownership interests in joint operations and its share of the rights to the assets, its share of the obligations with respect to liabilities, and its share of revenues and expenses for the joint operations in which it participates.

Allied's joint arrangements are governed by agreements with the respective co-owners. Included within the agreements are standard exit and transfer provisions that include, but are not limited to, buy/sell and/or right of first offers or refusals that provide for unwinding the arrangement. Allied is liable for its proportionate share of the obligations of the arrangement. In the event that there is default on payment by the co-owner, credit risk is typically mitigated with an option to remedy any non-performance by the defaulting co-owner, as well as recourse against the asset, whereby claims would be against both the underlying real estate investments and the co-owner in default.

PROPERTIES	LOCATION	CURRENT STATUS	OWNERSHIP	
			JUNE 30, 2020	DECEMBER 31, 2019
478 King W	Toronto, ON	Rental Property	50%	50%
642 King W	Toronto, ON	Rental Property	50%	50%
731-10th SW	Calgary, AB	Rental Property	50%	50%
802-838 11th SW, Glenbow Assembly	Calgary, AB	Rental Property	50%	50%
Adelaide & Duncan	Toronto, ON	Property Under Development	50%	50%
Breithaupt Block	Kitchener, ON	Rental Property and Property Under Development	50%	50%
College & Manning	Toronto, ON	Rental Property and Property Under Development	50%	50%
College & Palmerston	Toronto, ON	Rental Property	50%	50%
KING Toronto	Toronto, ON	Property Under Development	50%	50%
King Portland Centre	Toronto, ON	Rental Property	50%	50%
Sherwin Block	Calgary, AB	Rental Property	50%	50%
The Well <sup>(1)</sup>	Toronto, ON	Property Under Development	50%	50%

(1) Allied owns an undivided 40% interest in the residential component and an undivided 50% interest in the commercial component of The Well. The residential component is comprised of residential air rights, which were sold by the co-ownership in 2016, with closing expected to occur by 2021 when certain specified conditions are met. The commercial component is comprised of the office and retail components of the property under development.

	JUNE 30, 2020	DECEMBER 31, 2019
Total assets	\$1,094,813	\$1,034,433
Total liabilities	\$307,021	\$273,556

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	JUNE 30, 2020	JUNE 30, 2019	JUNE 30, 2020	JUNE 30, 2019
Revenue	\$4,430	\$4,003	\$9,439	\$7,759
Expenses	(2,187)	(2,972)	(5,152)	(5,471)
Income before fair value adjustment on investment properties	2,243	1,031	4,287	2,288
Fair value (loss) gain on investment properties	(11,744)	(979)	3,921	(7,294)
Net (loss) income	\$(9,501)	\$52	\$8,208	\$(5,006)

## 22. SEGMENTED INFORMATION

IFRS 8, *Operating Segments*, requires reportable segments to be determined based on internal reports that are regularly reviewed by the chief operating decision maker (“CODM”) for the purpose of allocating resources to the segment and assessing its performance. Allied has determined that its CODM is the President and Chief Executive Officer. Allied’s operating segments are managed by use of properties and geographical locations. Urban Data Centres are comprised of properties operating similar to data centres and colocation facilities. The urban office properties are managed by geographic location consisting of three areas. Allied has relabelled the previous segments referred to as Eastern Canada, Central Canada and Western Canada to be known as Montréal and Ottawa, Toronto and Kitchener, and Calgary, Edmonton, and Vancouver. The comparative periods have been updated to conform to the revised segment naming convention and current period terminology.

The CODM measures and evaluates the performance of Allied’s operating segments based on net rental income and condominium profits. Condominium profits during the three and six months ended June 30, 2020 were \$113 (June 30, 2019 - nil).

Management reviews assets and liabilities on a total basis and therefore assets and liabilities are not included in the segmented information below.

Allied does not allocate interest expense to segments as debt is viewed by Management to be used for the purpose of acquisitions, development and improvement of all the properties. Similarly, general and administrative expenses, interest income, fair value of investment properties and fair value of derivative instruments are not allocated to operating segments.

The following summary tables present a reconciliation of operating income to net income for the three and six months ended June 30, 2020, and 2019.

**SEGMENTED UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME**

<b>Three months ended June 30, 2020</b>	<b>MONTREAL &amp; OTTAWA</b>	<b>TORONTO &amp; KITCHENER</b>	<b>CALGARY, EDMONTON &amp; VANCOU- VER <sup>(1)</sup></b>	<b>URBAN DATA CENTRES</b>	<b>CONDO- MINIUMS</b>	<b>JOINT VENTURE (TELUS SKY)</b>	<b>TOTAL</b>
Rental revenue from investment properties	\$48,441	\$50,424	\$15,731	\$22,293	\$—	\$(385)	\$136,504
Property operating costs	(24,039)	(19,872)	(7,087)	(8,277)	—	71	(59,204)
<b>Net rental income</b>	<b>\$24,402</b>	<b>\$30,552</b>	<b>\$8,644</b>	<b>\$14,016</b>	<b>\$—</b>	<b>\$(314)</b>	
Condominium revenue	—	—	—	—	113	—	113
<b>Operating income</b>	<b>\$24,402</b>	<b>\$30,552</b>	<b>\$8,644</b>	<b>\$14,016</b>	<b>\$113</b>	<b>\$(314)</b>	<b>\$77,413</b>
Interest expense							(18,874)
General and administrative expenses							(5,482)
Condominium marketing expense							(141)
Amortization of other assets							(384)
Interest income							4,604
Fair value gain on investment properties							37,984
Fair value loss on derivative instruments							(1,476)
Net loss from joint venture							(683)
<b>Net income and comprehensive income</b>							<b>\$92,961</b>

(1) Includes Allied's proportionate share of revenue and expenses of its investment in TELUS Sky.

SEGMENTED UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME

Six months ended June 30, 2020	MONTREAL & OTTAWA	TORONTO & KITCHENER	CALGARY, EDMONTON & VANCOU- VER <sup>(1)</sup>	URBAN DATA CENTRES	CONDO- MINIUMS	JOINT VENTURE (TELUS SKY)	TOTAL
Rental revenue from investment properties	\$97,262	\$104,102	\$31,220	\$43,629	\$—	\$(732)	\$275,481
Property operating costs	(48,028)	(40,261)	(14,199)	(16,265)	—	331	(118,422)
<b>Net rental income</b>	<b>\$49,234</b>	<b>\$63,841</b>	<b>\$17,021</b>	<b>\$27,364</b>	<b>\$—</b>	<b>\$(401)</b>	
Condominium revenue	—	—	—	—	113	—	113
<b>Operating income</b>	<b>\$49,234</b>	<b>\$63,841</b>	<b>\$17,021</b>	<b>\$27,364</b>	<b>\$113</b>	<b>\$(401)</b>	<b>\$157,172</b>
Interest expense							(35,686)
General and administrative expenses							(12,087)
Condominium marketing expenses							(728)
Amortization of other assets							(758)
Interest income							9,857
Fair value gain on investment properties							253,060
Fair value loss on derivative instruments							(22,554)
Net loss from joint venture							(402)
<b>Net income and comprehensive income</b>							<b>\$347,874</b>

(1) Includes Allied's proportionate share of revenue and expenses of its investment in TELUS Sky.

SEGMENTED UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME

Three months ended June 30, 2019	MONTREAL & OTTAWA	TORONTO & KITCHENER	CALGARY, EDMONTON & VANCOUVER <sup>(1)</sup>	URBAN DATA CENTRES	JOINT VENTURE (TELUS SKY)	TOTAL
Rental revenue from investment properties	\$31,272	\$50,470	\$14,130	\$21,939	\$(362)	\$117,449
Property operating costs	\$(15,525)	\$(18,430)	\$(5,748)	\$(8,215)	\$61	\$(47,857)
<b>Net rental income</b>	<b>\$15,747</b>	<b>\$32,040</b>	<b>\$8,382</b>	<b>\$13,724</b>	<b>\$(301)</b>	
Interest expense						(14,367)
General and administrative expenses						(5,496)
Condominium marketing expenses						(1,288)
Amortization of other assets						(362)
Interest income						4,270
Fair value gain on investment properties						57,303
Fair value loss on derivative instruments						(4,977)
Net loss from joint venture						(4,780)
<b>Net income and comprehensive income</b>						<b>\$99,895</b>

(1) Includes Allied's proportionate share of revenue and expenses of its investment in TELUS Sky.

SEGMENTED UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME

Six months ended June 30, 2019	MONTREAL & OTTAWA	TORONTO & KITCHENER	CALGARY, EDMONTON & VANCOUVER <sup>(1)</sup>	URBAN DATA CENTRES	JOINT VENTURE (TELUS SKY)	TOTAL
Rental revenue from investment properties	\$62,245	\$99,511	\$27,411	\$45,130	\$(362)	\$233,935
Property operating costs	(31,511)	(37,502)	(11,662)	(16,680)	66	(97,289)
Net rental income	\$30,734	\$62,009	\$15,749	\$28,450	\$(296)	
Interest expense						(29,626)
General and administrative expenses						(10,956)
Condominium marketing expenses						(2,133)
Amortization of other assets						(730)
Interest income						7,952
Fair value gain on investment properties						165,094
Fair value loss on derivative instruments						(15,226)
Net loss from joint venture						(7,949)
Net income and comprehensive income						\$243,072

(1) Includes Allied's proportionate share of revenue and expenses of its investment in TELUS Sky.

## 23. INCOME TAXES

Allied qualifies as a REIT and MFT for income tax purposes. Pursuant to its Declaration of Trust, it also distributes or designates substantially all of its taxable income to Unitholders and deducts such distributions or designations for income tax purposes. Accordingly, there is no entity level tax and no provision for current and deferred income taxes in the financial statements. Income tax obligations relating to distributions of Allied are the obligations of the Unitholders.

## 24. RELATED PARTY TRANSACTIONS

Allied's related parties include its subsidiaries, nominee corporations, Allied Properties Management Trust, Allied Properties Management Limited Partnership, Allied Properties Management GP Limited, the joint venture, key management, Board of Trustees, and their close family members.

Allied engages in third-party property management business, including the provision of services for properties in which certain trustees of Allied have an ownership interest. For the three and six months ended June 30, 2020, real estate service revenue earned from these properties was \$90 and \$181 (for the three and six months ended June 30, 2019 - \$111 and \$196).

The loan to the joint venture has a balance outstanding of \$113,287 (December 31, 2019 - \$104,035) (see Note 7).

The transactions are in the normal course of operations and were measured at the amount set out in agreement between the respective property owners. Related party transactions were made on terms equivalent to those that prevail in arm's length transactions.

Transactions with key management personnel are summarized in the table below:

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	JUNE 30, 2020	JUNE 30, 2019	JUNE 30, 2020	JUNE 30, 2019
Salary, bonus and other short-term employee benefits	\$1,047	\$989	\$2,087	\$2,008
Unit-based compensation	784	902	2,209	1,694
	\$1,831	\$1,891	\$4,296	\$3,702

## 25. RISK MANAGEMENT

### (A) *Capital management*

Allied defines capital as the aggregate of Unitholders' equity, mortgages payable, construction loans payable, Unsecured Facility, Unsecured Debentures, Unsecured Term Loans and lease liabilities. Allied manages its capital to comply with investment and debt restrictions pursuant to the Declaration of Trust, to comply with debt covenants, to ensure sufficient operating funds are available to fund business strategies, to fund leasing and capital expenditures, to fund acquisitions and development activities of properties, and to provide stable and growing cash distributions to Unitholders.

Various debt, equity and earnings distributions ratios are used to monitor capital adequacy requirements. For debt management, debt to gross book value and fair value, debt average term to maturity, and variable debt as a percentage of total debt are the primary ratios used in capital management. The Declaration of Trust requires Allied to maintain debt to gross book value, as defined by the Declaration of Trust, of less than 60% (65% including convertible debentures, if any) and the variable rate debt and debt having maturities of less than one year to not exceed 15% of gross book value. As at June 30, 2020, the debt to gross book value ratio was 29.4% (December 31, 2019 - 26.1%) and debts having variable interest rates or maturities of less than one year aggregated to 0.3% of gross book value (December 31, 2019 - 0.4%).

On November 19, 2019, Allied filed a short form base shelf prospectus allowing for the issuance, from time to time, of Units and debt securities, or any combination thereof having an aggregate offering price of up to \$2,000,000. This document is valid for a 25-month period.

Allied has certain key financial covenants in its Unsecured Debentures, Unsecured Facility and Unsecured Term Loans. The key financial covenants include debt service ratios and leverage ratios, as defined in the respective agreements. These ratios are evaluated by Allied on an ongoing basis to ensure compliance with the agreements. Allied was in compliance with each of the key financial covenants under these agreements as at June 30, 2020.

### (B) *Market risk*

Market risk is the risk that the fair value or future cash flow of financial instruments will fluctuate because of changes in market prices. Allied is exposed to interest rate risk on its borrowings. Substantively all of Allied's mortgages payable as at June 30, 2020, are at fixed interest rates and are not exposed to changes in interest rates during the term of the debt. However, there is interest rate risk associated with Allied's fixed interest rate term debt due to the expected requirement to refinance such debts upon maturity. As fixed rate debt matures and as Allied utilizes additional floating rate debt under the Unsecured Facilities, Allied will be further exposed to changes in interest rates. As at June 30, 2020, the Unsecured Facilities, which are at floating interest rates and are exposed to changes in interest rates, had no balance outstanding (December 31, 2019 - nil). In addition, there is a risk that interest rates will fluctuate from the date Allied commits to a debt to the date the interest rate is set with the lender. As part of its risk management program, Allied endeavours to maintain an appropriate mix of fixed rate and floating rate debt, to stagger the maturities of its debt and to minimize the time between committing to a debt and the date the interest rate is set with the lender.

The following table illustrates the annualized sensitivity of income and equity to a reasonably possible change in interest rates of +/- 1.0%. These changes are considered to be reasonably possible based on observation of current market conditions. The calculations are based on a change in the average market interest rate for each period, and the financial instruments held at each reporting date that are sensitive to changes in interest rates. All other variables are held constant.

AS AT JUNE 30, 2020	CARRYING AMOUNT	-1.0%	+1.0%
		INCOME IMPACT	INCOME IMPACT
Mortgages and construction loans payable maturing within one year	\$29,675	\$297	\$(297)

(c) *Credit risk*

As Allied has provided loans and advances to facilitate property development, further credit risks arise in the event that borrowers default on the repayment of their amounts owing to Allied. Allied's loans and advances will be subordinate to prior ranking mortgages or charges. As at June 30, 2020, Allied had \$254,106 outstanding in loans receivable (December 31, 2019 - \$245,303) and \$113,287 outstanding in joint venture loan receivable (December 31, 2019 - \$104,035). In the event of a large commercial real estate market correction, the fair market value of an underlying property may be unable to support the loan value. Allied mitigates this risk by obtaining corporate guarantees and/or registered mortgage charges.

Credit risk from user receivables arises from the possibility that users may experience financial difficulty and be unable to fulfill their lease commitments, resulting in Allied incurring a financial loss. Allied manages credit risk to mitigate exposure to financial loss by staggering lease maturities, diversifying revenue sources over a large user base, ensuring no individual user contributes a significant portion of Allied's revenues and conducting credit reviews of new users. The maximum credit risk exposure related to user receivables is equivalent to the carrying amount of the user receivable balance. The expected credit losses are estimated by Management at June 30, 2020, and June 30, 2019, to be \$8,367 and \$2,706, respectively.

Allied considers that all the financial assets that are not impaired or past due for each of the reporting dates under review are of good quality. The carrying amount of accounts receivable best represents Allied's maximum exposure to credit risk. None of Allied's financial assets are secured by collateral or other credit enhancements. An aging of trade receivables, including trade receivables past due but not impaired can be shown as follows:

	JUNE 30, 2020	JUNE 30, 2019
Less than 30 days	\$5,128	\$1,893
30 to 60 days	3,001	1,314
More than 60 days	7,318	5,245
Total	\$15,447	\$8,452

(D) *Liquidity risk*

Liquidity risk arises from the possibility of not having sufficient capital available to fund ongoing operations or the ability to refinance or meet obligations as they come due. Mitigation of liquidity risk is also managed through credit risk as discussed above. A significant portion of Allied's assets have been pledged as security under the related mortgages and other security agreements. Interest rates on the mortgages payable are between 3.59% and 5.08% for June 30, 2020 (December 31, 2019 - 3.59% and 5.08%).

As at June 30, 2020, Allied has entered into interest rate derivative contracts to limit its exposure to fluctuations in interest rates on \$83,154 of its variable rate mortgages payable, \$250,000 of its variable rate Unsecured Term Loans and \$27,906 of its construction loans (December 31, 2019 - \$84,594, \$450,000 and \$14,144, respectively). Gains or losses arising from the change in fair values of the interest rate derivative contracts are recognized in the consolidated statements of income and comprehensive income. For the three and six months ended June 30, 2020, Allied recognized as part of the change in fair value adjustment on derivative instruments a net loss of \$1,476 and \$22,554 (for the three and six months ended June 30, 2019 - \$4,977 and \$15,226).

Liquidity and capital availability risks are mitigated by maintaining appropriate levels of liquidity, diversifying Allied's sources of funding, maintaining a well-staggered debt maturity profile and actively monitoring market conditions.

(E) *Maturity analysis*

The undiscounted future principal and interest payments on Allied's debt instruments are as follows:

	REMAINING 2020	2021	2022	2023	2024	THEREAFTER	TOTAL
Mortgages payable	\$31,909	\$56,665	\$258,352	\$259,552	\$161,748	\$61,307	\$829,533
Construction loans payable	327	653	5,646	30,815	—	—	37,441
Unsecured Debentures	27,278	54,555	204,555	48,654	48,654	1,679,344	2,063,040
Unsecured Term Loans	4,990	9,980	9,980	9,980	9,980	259,980	304,890
<b>Total</b>	<b>\$64,504</b>	<b>\$121,853</b>	<b>\$478,533</b>	<b>\$349,001</b>	<b>\$220,382</b>	<b>\$2,000,631</b>	<b>\$3,234,904</b>

## 26. COMMITMENTS AND CONTINGENCIES

Allied has entered into commitments for acquisitions, building renovations with respect to leasing activities and development costs. The commitments as at June 30, 2020, and December 31, 2019, were \$377,446 and \$687,242, respectively.

Commitments as at June 30, 2020, and December 31, 2019, of \$693 and \$1,238, respectively, were held within equity accounted investments.

Allied is subject to legal and other claims in the normal course of business. Management and legal counsel evaluate all claims. In the opinion of Management these claims are generally covered by Allied's insurance policies and any liability from such remaining claims are not probable to occur and would not have a material effect on the unaudited condensed consolidated financial statements.

Allied, through a financial intermediary, has issued letters of credit in the amount of \$23,367 (December 31, 2019 - \$15,036).

# 2020 Outlook

FLAT-TO-MID-SINGLE-DIGIT % GROWTH IN SANOI

FLAT-TO-MID-SINGLE-DIGIT % GROWTH IN FFO/UNIT

FLAT-TO-MID-SINGLE-DIGIT % GROWTH IN AFFO/UNIT

CONTINUED GROWTH IN NAV/UNIT

CONTINUED STRONG DEBT-METRICS

CONTINUED GROWTH IN UNENCUMBERED ASSETS

**ALLIED PROPERTIES REIT**

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