

ALLIED

# Disclosure Policy

December 2021

# Disclosure Policy Guidelines and Procedures

## Statement of Policy

Allied Properties Real Estate Investment Trust (“Allied”) is committed to a policy of full, true and plain public disclosure of all material information in a timely manner, in order to keep unitholders and all members of the investing public equally informed about Allied’s operations.

This policy extends to the conduct of trustees, officers, spokespersons and other employees and agents of Allied, and all methods that Allied uses to communicate to the public, such as written statements made in Allied’s annual and quarterly reports, news releases, letters to unitholders, press conferences, conference calls, webcasts, speeches by senior management, information contained in electronic and/or social media and information on Allied’s website, if any. It also covers oral statements made in group and individual meetings with financial analysts and investors, telephone calls with financial analysts, investors or others, and interviews with the media. The foregoing is collectively referred to as “Corporate Disclosure”.

This policy statement outlines Allied’s approach to the determination and dissemination of material information and the circumstances under which the confidentiality of information will be maintained. It also provides guidelines in order to achieve consistent disclosure practices across Allied.

## Disclosure Committee

Allied has a Disclosure Committee responsible for all regulatory disclosure requirements and for overseeing Allied’s disclosure practices. The Committee consists of the Chief Executive Officer, the Chief Financial Officer, the Chief Operating Officer and the General Counsel. These individuals, combined with inquiries of operating personnel, have sufficient knowledge of the company’s affairs to ensure that there is no material misstatement of fact or material omission of fact in the public document. Each document of Corporate Disclosure is circulated to the group by the member chiefly responsible for originating the draft. The expectation is that the Committee shall bring to bear the relevant professional disciplines and corporate knowledge to ensure consistent and compliant corporate disclosure.

It is essential that the Committee be kept fully apprised by the Chief Executive Officer of all pending material corporate developments, in order to evaluate and discuss those events to determine the appropriateness and timing for public release of information. If it is deemed that material information should remain confidential, the Committee will determine how such information will be controlled.

The Committee will identify appropriate industry and internal benchmarks for a preliminary assessment of materiality. Guided by these benchmarks, the Committee will use its experience and judgment to determine the timing for public release of material information. The Committee is responsible for ensuring appropriate systems, processes and controls for disclosure and will review all Corporate Disclosure, including news releases and compliance filings, prior to their release or filing. The Committee may but is not required to meet as conditions dictate and the secretary, as designated by the Committee, will keep records of these meetings.

The Committee will review and update, if necessary, these Guidelines annually

or as needed to ensure compliance with changing regulatory requirements. The Committee is also responsible for enabling the Spokespersons (as set out below) for Allied to have or receive adequate training.

Review by the Disclosure Committee includes the following:

- ensuring the disclosure controls and procedures relative to the public document were performed;
- reading the document, with attention directed to a material misstatement of fact or an omission of a material fact that would render the public document misleading;
- if circumstances warrant, meeting prior to the public release or filing of the public document to discuss its contents;
- inquiring as to responses received to questionnaires, if any, circulated as part of the certification process, if applicable;
- directing queries, if necessary, to the individual responsible for the preparation of the public document so that each member of the Committee is satisfied that it contains appropriate disclosures;
- in the case of annual and quarterly filings and other reports to be filed or submitted under securities legislation, obtaining appropriate assurances and sub-certifications addressed to the Chief Executive Officer and Chief Financial Officer that the certifications of such filings and documents can be signed.

All material changes to the documents, subsequent to the review of the committee will require approval of each of the committee members, prior to release. However, the committee grants authority to the Chief Executive Officer to make any changes to the documents subsequent to the review of the committee, should such changes become necessary. Any such changes must be communicated to each of the committee members prior to release.

### **Spokespersons**

The primary spokespersons for Allied are the Chair and the Chief Executive Officer (the “Spokespersons”). The Spokespersons may, from time to time, designate others to speak on behalf of Allied or to respond to specific inquiries from the investment community or the media. For the purpose of speaking with analysts only, the Spokespersons shall also include the Chief Executive Officer, Chief Financial Officer and the Chief Operating Officer.

All public disclosures of information about Allied will be made or approved by, and all communications with analysts will be made by, the Spokespersons. Employees other than the Spokespersons are not to respond to inquiries from the investment community or the media unless specifically asked to do so by a Spokesperson. All such queries should be referred to a Spokesperson.

If there is any doubt about the appropriateness of supplying information to an outside party, an employee should contact a Spokesperson for advice.

## Material Information

In securities law, the term “material fact” means any fact, where used in relation to securities issued or proposed to be issued, that significantly affects, or would reasonably be expected to have a significant effect on, the market price or value of any of Allied’s securities. Securities law and securities commission and stock exchange policies require immediate disclosure of all material facts through news media.

In certain circumstances, Allied officials may temporarily withhold information from public disclosure for legitimate business purposes where it is determined that immediate public disclosure would be unduly detrimental to Allied’s interests. The information, if it constitutes a material change, must still be filed with Canadian securities regulators on a confidential basis. Allied will only withhold information consistent with the circumstances outlined in Canadian securities laws and in such cases will take appropriate precautions to keep the information confidential.

It is expected that Allied’s trustees, officers, employees and agents will keep Allied and its Spokespersons fully apprised of all significant Allied developments in order for the Spokespersons to determine their materiality and the appropriateness of and timing for public release of the information, or whether the information should remain confidential. Employees must not divulge material non-public information to anyone outside Allied, as only the Spokespersons are authorized to speak on behalf of Allied.

## Disclosure Timing and Procedure

All Allied news releases including releases of material facts and information will be managed by the Chief Executive Officer.

Allied will ensure that the General Counsel or external legal counsel reviews all news releases where the subject matter has been determined by Allied to be material, in order to ensure that Allied’s disclosure is factual and balanced and complies with applicable securities laws and stock exchange requirements.

Previously undisclosed material information may be shared confidentially with those in a “special relationship”, including third parties who are bound by agreement of confidentiality and obligation to not make use of such information in trading in securities where such third party has a need to know such information to perform a service or duty, such as legal advice, financial services, credit rating, private lending or extension of credit.

Corporate Disclosure should be consistent among all audiences, including the investment community, the media, customers and employees. Disclosure on the website of Allied alone does not constitute adequate disclosure of material information.

Corporate Disclosure must be corrected immediately if Allied subsequently learns that earlier disclosure contained a material error at the time it was given.

When necessary, Allied will file a material change report with securities regulators as soon as practicable and, in any event, not later than 10 days following the date on which such material change occurs.

Any employee who is privy to confidential information including undisclosed material information (“inside information”) is prohibited from communicating such information to anyone else, unless it is necessary to do so in the course of business. Efforts will be made to limit access to inside information to only those who need to know the information and those persons will be advised that the information is to be kept confidential.

Outside parties who are privy to inside information concerning Allied will be told that they must not divulge this information to anyone else, other than in the necessary course of business and that they may not trade in Allied’s securities until after the inside information is publicly disclosed and disseminated or is no longer possibly material (e.g., a previously undisclosed proposed confidential transaction that is abandoned). Unless such parties are bound by well-defined obligations of confidentiality to Allied imposed by reason of their professional status, such outside parties may be required to confirm their commitment to non-disclosure in the form of a written confidentiality agreement.

To prevent the misuse or inadvertent disclosure of material information, the following procedures should be observed at all times:

- Documents and files containing material inside information should be kept in a safe place, with access restricted to individuals who “need to know” that information in the necessary course of business. Code names should be used if necessary;
- Confidential matters should not be discussed in places where the discussion may be overheard, such as elevators, hallways, restaurants, airplanes or taxis;
- Confidential documents should not be read or displayed in public places and should not be discarded where others can retrieve them;
- Employees must ensure they maintain the confidentiality of information in their possession outside of the office as well as inside the office;
- Transmission of documents by electronic means, such as by fax, e-mail or directly from one computer to another, should be made only where it is reasonable to believe that the transmission can be made and received under secure conditions;
- Unnecessary copying of confidential documents should be avoided and documents containing material inside information should be promptly removed from conference rooms and work areas after meetings have concluded. Extra copies of confidential documents should be shredded or otherwise destroyed; and
- Access to confidential electronic data should be restricted through the use of passwords.

### **Responding to Market Rumours**

It is Allied’s practice not to comment on market rumours or speculation, particularly where it is clear that Allied is not the source of the market rumour. If a stock exchange or a securities regulator requests Allied to make a statement in response to a market rumour, the Chief Executive Officer of Allied will consider the matter and make a determination as to the nature and content of Allied response, if any.

The Chief Executive Officer will also recommend an appropriate course of action where Allied or an employee of Allied is the apparent source of the rumour.

### **Communications with Financial Analysts and Investors**

One of the most important functions of Allied's Spokespersons is to provide financial analysts and investors with information about Allied. Allied, principally through its Spokespersons, may educate analysts about Allied using previously disclosed historical information or facts which are generally known, including information relating to market forces impacting Allied's business, so that analysts can regularly update their estimates. Allied should not provide analysts with material non-public information.

If an Allied employee other than a Spokesperson holds a one-on-one meeting with an outside party such as a financial analyst or investor, a Spokesperson will ascertain whether any new material information was disclosed during the discussion. If so, that information will be publicly disclosed immediately.

Allied will not provide confidential, proprietary or material non-public information in communications with financial analysts or investors. Allied will only disclose information that does not impair its own effectiveness. Any information disclosed will be factual and not speculative.

Allied will not discriminate among recipients of information. Under no circumstances will Allied bar a financial analyst from access to information, nor will Allied confirm or attempt to influence a financial analyst's opinions or conclusions. Allied will provide the same information that has been provided to financial analysts to individual investors when requested.

Allied will not discuss near-term operational results or future earnings which are not otherwise disclosed in Allied's public filings nor will it comment on earnings estimates of analysts or investors. Similarly, Allied will not comment on financial analysts' reports or models but it may confirm or correct publicly released historical information contained in analysts' reports.

Allied will not re-circulate financial analysts' reports outside Allied or place them on its website. Financial analysts' reports on Allied may be provided periodically to the board of trustees and to senior management.

Conference calls will be held for quarterly earnings and major corporate developments. The call will be preceded by a news release containing all relevant material information. The call will be accessible simultaneously to all interested parties, some as participants by telephone and others in a listen-only mode by telephone or via a webcast over the Internet. At the beginning of the call, an Allied spokesperson will provide appropriate cautionary language regarding any forward-looking information and direct participants to publicly available documents containing the assumptions, sensitivities and a full discussion of the risks and uncertainties applicable to the news. On the call, in addition to the Spokespersons, additional members of management will speak as authorized by the Chief Executive Officer.

Allied will provide advance notice for such period of time as circumstances permit of the conference call and webcast by issuing a news release announcing the date, time and topic and providing information on how interested parties may access the

call and webcast. For regularly scheduled analyst calls, the desirable pre-notification would be by news release at least two days in advance of the call. In exceptional and more unscheduled circumstances, the goal will be to provide pre-notification of the call at least one day before the call. These details will also be provided on Allied's website. In addition, Allied may send invitations to analysts, institutional investors, the media and others. Any non-material supplemental information provided to participants will also be posted to the website for others to view.

The conference call participants will hold a debriefing meeting immediately after the conference call to review whether selective disclosure of previously undisclosed material information has occurred. If there is an issue as to whether selective disclosure has occurred, then a meeting of the Disclosure Committee will immediately be held and notes recorded. If the Disclosure Committee determines that selective disclosure has occurred, Allied will immediately disclose the relevant material information by news release.

### **Forward-looking Information**

A forward-looking statement made in Allied's written documents will be identified as such and accompanied with meaningful cautionary language that warns investors that there is a risk that the statement could change materially. In the case of oral forward-looking statements, the statement will be identified as such and, if the cautionary language is not included in a previously released, readily available written document, it will immediately accompany the statement. Where appropriate, Allied will provide updates on previous forward looking information.

### **Use of Electronic Media and Website**

Documents of interest to investors that are available in paper copy will be made available on the website. These include the annual report, quarterly reports and news releases. The Chief Financial Officer is responsible for ensuring that the information in the investor section of the website is up-to-date. News releases will be posted on the website as soon as possible after they are released to the wire service. Other documents and presentations will be placed on the website as soon as possible after they are available.

The Disclosure Committee shall adopt and monitor a Social Media Policy applicable to all Allied employees and Trustees governing the acceptable use of social media platforms. The Policy shall address who can post on social media, what type of site can be used, what type of information can be posted, what pre-approvals are required, who is responsible for monitoring social media, including third party postings about Allied and other guidelines and best practices.

Any disclosures of material information on the website will be preceded by the issuance of a news release.

### **Disclosure Record**

The Chief Financial Officer will maintain a five-year record of all public information about Allied, including continuous disclosure documents, news releases, and transcripts or recordings of quarterly conference calls and webcasts. The Chief Financial Officer will also maintain a five-year record of notes regarding meetings, conference calls or telephone conversations with analysts and investors where

an issue as to whether selective disclosure has occurred was discussed by the Disclosure Committee.

### **Communication, Education and Enforcement**

These disclosure guidelines apply to all designated employees of Allied involved in Corporate Disclosure (“disclosure employees”), its Trustees and its authorized spokespersons. New trustees, officers and employees who participate in corporate disclosure or financial reporting will be provided with a copy of these disclosure guidelines and educated about its importance. Changes will be communicated to all relevant disclosure employees.