



Grocery  
REIT

## MAJORITY VOTING POLICY

*The following majority voting policy (the "Policy") was adopted by the board of trustees of Slate Grocery REIT (the "REIT") on August 13, 2014.*

The board of trustees (the "Board") of the REIT is committed to fulfilling its mandate to supervise the management of the business and affairs of the REIT with the highest standards and in the best interests of the unitholders of the REIT. The Board has, in light of best practice standards in Canada, adopted this statement of policy providing for majority voting in trustee elections at any meeting of the REIT's unitholders where an "uncontested election" of trustees is held. For the purposes of this policy, an "uncontested election" of trustees of the REIT means an election where the number of nominees for trustee is equal to the number of trustees to be elected.

Pursuant to this policy, the forms of proxy circulated in connection with a meeting of the REIT's unitholders at which an uncontested election of trustees is to be conducted shall provide the REIT's unitholders with the ability to vote in favour of, or to withhold from voting for, each trustee nominee. If the number of proxy votes withheld for a particular trustee nominee is greater than the votes in favour of such nominee, the trustee nominee shall be required to promptly submit his or her resignation to the Board following the applicable meeting of the REIT's unitholders.

Following receipt of a resignation submitted pursuant to this policy, the Compensation, Governance and Nominating Committee of the Board (the "Committee") shall consider whether or not to accept the offer of resignation and shall recommend to the Board whether or not to accept it. With the exception of exceptional circumstances that would warrant the continued service of the applicable trustee on the Board, the Committee shall be expected to accept and recommend acceptance of the resignation by the Board. In considering whether or not to accept the resignation, the Committee will consider all factors deemed relevant by members of the Committee including, without limitation, the stated reasons why unitholders withheld votes from the election of that nominee, the length of service and the qualifications of the trustee whose resignation has been submitted, such trustee's contributions to the REIT and the REIT's governance guidelines.

Within 90 days following the applicable meeting of the REIT's unitholders, the Board shall make its decision, on the Committee's recommendation. In considering the Committee's recommendation, the Board will consider the factors considered by the Committee and such additional information and factors that the Board considers to be relevant. Following the Board's decision on the resignation, the Board shall promptly disclose, via press release, its decision whether to accept the trustee's resignation offer including the reasons for rejecting the resignation offer, if applicable. If a resignation is accepted, the Board may, in accordance with the provisions of the REIT's declaration of trust, as it may be amended, restated and/or supplemented from time to time, on the recommendation of the Committee, appoint a new trustee to fill any vacancy created by the resignation or leave the vacancy unfilled.

A trustee who tenders his or her resignation pursuant to this majority voting policy shall not be permitted to participate in any meeting of the Board and/or the Committee at which his or her resignation is to be considered. However, if each member of the Committee received a greater number of proxy votes withheld than the votes for each member in the same election, or a sufficient number of the Committee members received a greater number of proxy votes withheld than the votes for such members in the same election, such that the Committee no longer has a quorum, then the remaining members of the Committee, if any, shall not consider the resignation offer(s) and the Board shall consider whether or not to accept the offer of resignation without a recommendation from the Committee.

In the event that a sufficient number of Board members received a greater number of proxy votes withheld than the votes for such members in the same election, such that the Board no longer has a quorum, then such trustees receiving a majority withheld vote shall not be permitted to vote in any meeting of the Board at which his or her resignation offer is considered, however he or she shall be counted for the purpose of determining whether the Board has quorum.

In the event that any trustee who received a greater number of proxy votes withheld than votes in favour of such trustee's election does not tender his or her resignation in accordance with this majority voting policy, he or she will not be re-nominated by the Board.

The Committee may adopt such procedures as it sees fit to assist it in its determinations with respect to this policy and shall have the sole and complete authority to interpret and apply the policy.

In the event of a "contested election", where the number of nominees for trustee exceeds the number of trustees to be elected, subject to applicable law, the voting method to be applied for purposes of electing trustees at the meeting will be determined by the chair of the meeting in his or her sole discretion. For greater certainty, the chair of the meeting may, subject to applicable law, in the context of a contested election, use slate voting for trustee elections.