



MAJORITY VOTING IN TRUSTEE ELECTIONS

The Board of Trustees of Slate Office REIT (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 of Trustees has, in light of best practice standards in Canada, unanimously adopted this statement of policy providing for majority voting in trustee elections at any meeting of REIT 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. Any disclosure regarding the election of trustees shall disclose the number of units voted by proxy or by show of hands or both in favour or withheld for each trustee nominee.

In an uncontested election of trustees, if the number of proxy votes withheld for a particular trustee nominee is greater than the votes in favour of such nominee (a “Majority Withheld Vote”), the trustee nominee shall be required to promptly submit his or her resignation to the Board of Trustees following the applicable meeting of the REIT’s unitholders, such resignation to be effective upon acceptance by the Board of Trustees. Following receipt of a resignation submitted pursuant to this policy, the Compensation, Governance and Nominating Committee of the REIT (the “Governance Committee”) shall consider whether or not to accept the offer of resignation and shall recommend to the Board of Trustees whether or not to accept it.

The Governance Committee shall promptly consider such tendered resignation and recommend to the Board of Trustees the action to be taken with respect to such tendered resignation. In considering a tendered resignation, the Governance Committee is authorized to consider all factors it deems relevant to the best interests of the REIT, including without limitation (i) any stated reasons why unitholders withheld their vote with respect to the subject trustee; (ii) what the Governance Committee believes to be the underlying reasons for the Majority Withheld Vote, including whether these reasons relate to an incumbent trustee’s performance as a trustee, whether these reasons relate to REIT or another company or issuer, and whether these reasons are curable and alternatives for effecting any cure; (iii) the percentage of outstanding units represented by votes cast and withheld from voting on the election of the subject trustee; (iv) the tenure and qualifications of the trustee; (v) the trustee’s past and expected future contributions to the REIT; (vi) the other policies of the REIT; (vii) the overall composition of the Board of Trustees, including whether accepting the resignation would cause the REIT to fail to meet any applicable securities laws and rules of any provincial securities commissions and the Toronto Stock Exchange; and (viii) whether the resignation of the trustee could result in the triggering of change in control or similar provisions under any contract by which the REIT is bound or any benefit plan of the REIT and, if so, the potential impact thereof. However, absent exceptional circumstances taking into consideration the factors outlined above, the Governance Committee shall recommend the Board of Trustees accept such tendered resignation.

The recommendation of the Governance Committee may be, among other things, to (i) accept the resignation; (ii) defer acceptance of the resignation until a replacement trustee with certain necessary qualifications held by the subject trustee can be identified and elected to the Board of Trustees; (iii) reject the resignation, but address what the Governance Committee believes to be the underlying reasons for the failure of the trustee to be elected; (iv) reject the resignation, but resolve that the trustee will not be re-nominated in the future for election; or (v) reject the resignation. If the Governance Committee recommends that the Board of Trustees accept the tendered resignation, the Governance Committee shall also recommend to the Board of Trustees whether to fill the vacancy resulting from the resignation or to reduce the size of the Board of Trustees.

The Board of Trustees shall act on the Governance Committee's recommendation within 90 days following the date of the applicable unitholder meeting. In considering the Governance Committee's recommendation, the Board of Trustees will consider the factors considered by the Governance Committee and such additional information and factors that the Board of Trustees considers to be relevant. However, absent exceptional circumstances taking into consideration such information and factors, the Board of Trustees shall accept such tendered resignation. Following the Board of Trustees' decision on the resignation, the Board of Trustees shall promptly disclose, via press release, its decision whether to accept the trustee's tendered resignation including the reasons for rejecting the tendered resignation, if applicable. If a resignation is accepted, the Board of Trustees may leave the vacancy unfilled until the next annual general meeting of the REIT, fill the vacancy through the appointment of a new trustee or call a special meeting of unitholders at which a trustee nominee will be proposed for election by unitholders.

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 of Trustees and/or the Governance Committee, if he or she is a member of the Board of Trustees and/or the Governance Committee, as applicable, at which his or her resignation is to be considered. However, if each member of the Governance Committee received a Majority Withheld Vote in the same election, or a sufficient number of the Governance Committee members, such that the Governance Committee no longer has a quorum, then the remaining members of the Governance Committee, if any, shall not consider the resignation offer(s) and the Board of Trustees shall consider whether or not to accept the offer of resignation without a recommendation from the Governance Committee.

In the event that a sufficient number of the Board of Trustee members received a Majority Withheld Vote for such members in the same election, such that the Board of Trustees 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 of Trustees at which his or her resignation offer is considered, however he or she shall be counted for the purpose of determining whether the Board of Trustees has quorum.

The Governance Committee may adopt such procedures as it sees fit to assist it in its determinations with respect to this policy, and may repeal the policy in whole or part or adopt a new policy relating to trustee elections with such terms as the Board of Trustees determines in its sole discretion to be appropriate and in compliance with applicable law. The Board of Trustees will have the exclusive power and authority to administer this policy, including without limitation the right and power to interpret the provisions of this policy and make all determinations deemed necessary or advisable for the administration of this policy. All such actions, interpretations and determinations which are done or made by the Board of Trustees in good faith will be final, conclusive and binding.

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, in the context of a contested election, use slate voting for trustee elections.