

**COMINAR ISSUES UNITHOLDER PRESENTATION REITERATING COMPELLING REASONS TO VOTE FOR ACQUISITION BY CANDEREL-LED CONSORTIUM FOR \$11.75 PER UNIT IN CASH**

- *Presentation reiterates compelling rationale for the acquisition plan set out in the management information circular filed by Cominar November 24, 2021, as well as numerous key considerations that make remaining as a publicly traded REIT a riskier proposition for Unitholders.*
- *Offer by Canderel-led consortium represents a 63.2% premium to the closing Unit price on September 15, 2020, the last trading day prior to the announcement of Cominar's Strategic Review Process and a 16.3% premium to Cominar's 20-day volume-weighted average price per Unit on the TSX for the period ending on October 22, 2021, the last trading day prior to the announcement of the Arrangement.*
- *Following a comprehensive 13-month Strategic Review Process, the Arrangement has unanimous support of both the Board of Trustees of Cominar and the Special Committee, comprised of independent trustees, and represents the most favourable outcome from Cominar's Strategic Review Process for Cominar, its Unitholders and other stakeholders.*
- *Proxy voting deadline is 11:00 a.m. (Montréal time) on December 17, 2021*

QUÉBEC CITY, December 6, 2021 – Cominar Real Estate Investment Trust (“**Cominar**” or the “**REIT**”) (TSX: CUF.UN) today announced that it has issued a presentation for holders (the “**Unitholders**”) of units of Cominar (the “**Units**”) reiterating the compelling reasons to vote **FOR** the proposed arrangement (the “**Arrangement**”) pursuant to which all Units would be acquired for \$11.75 per Unit in cash by a consortium led by an affiliate of Canderel Management Inc. (“**Canderel**”), providing certain value and immediate liquidity to Unitholders.

The presentation reiterates key information for Unitholders set out in the management information circular filed by Cominar on November 24, 2021 (the “**Circular**”). The contents of the presentation are qualified in their entirety by the Circular, and Unitholders are urged to carefully review the Circular to fully understand the numerous reasons to support the Arrangement and then vote **FOR** the Arrangement prior to the proxy voting deadline of 11:00 a.m. (Montréal time) on December 17, 2021. The Circular is available at <https://www.cominar.com/en/investors/publications/> and under Cominar's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

Under the terms of the Arrangement, the consortium led by Canderel, a leading Canadian developer and manager, and which also includes FrontFour Capital Group LLC (“**FrontFour**”), Artis Real Estate Investment Trust (“**Artis**”) and partnerships managed by the Sandpiper Group (“**Sandpiper**”), with Koch Real Estate Investments, LLC (“**KREI**”) and Artis providing preferred equity, would acquire the Units. In addition, under the Arrangement, Groupe Mach Acquisition Inc. and Blackstone would acquire certain assets of the REIT in off-take transactions.

The presentation, which is available at [www.cominar.com](http://www.cominar.com), reiterates the structure and rationale for the Arrangement and details the comprehensive process and rigorous corporate governance practices that led to the Arrangement. The presentation also clearly explains the numerous considerations described in the Circular that make attempting to pursue a status quo plan as a publicly traded REIT a riskier proposition for Unitholders.

Key takeaways of the Arrangement include:

- The Arrangement represents the culmination of an extensive and thorough strategic review process diligently pursued over 13 months (the “**Strategic Review Process**”);
- Broad set of alternatives reviewed including: (i) status quo; (ii) select asset sales aimed at enhancing the status quo; (iii) structural alternatives aimed at surfacing value from asset classes; and (iv) a sale of the entire REIT;
- The Arrangement provides compelling value to Unitholders, including certainty and immediate liquidity;
- The Arrangement represents the highest actionable proposal and is the result of arm’s-length negotiations following a robust dual-track process;
- Desjardins Securities provided an independent valuation with a fair market value range of \$11.00-\$12.50, in addition to a fairness opinion, while National Bank Financial and BMO Capital Markets each separately provided a fairness opinion;
- The Arrangement represents the most favourable outcome from Cominar’s Strategic Review Process for Cominar, its Unitholders and other stakeholders.

#### **THERE ARE SIGNIFICANT CHALLENGES TO REMAINING A PUBLIC REIT**

The Strategic Review Process was driven in large part by the structural challenges that Cominar faced in its operating environment prior to the COVID-19 pandemic, which has only exacerbated these challenges.

As part of the process, Cominar looked at options to maintain the status quo and continue as a publicly traded REIT. Due to a number of considerations, that path is challenging and riskier for Unitholders. Those considerations described in the Circular include:

- Cominar has the highest leverage level among Canadian REITs of a similar size;
- The REIT has significant debt maturities of more than \$1 billion by the end of 2022;
- Cominar’s liquidity is constrained by negative free cash flow and limited potential to increase the mortgages on its assets, Asset sales were considered as a way to enhance the status quo, but come with their own challenges, including significant leakage from factors such as tax, and A significant equity issuance may be required to right-size the REIT’s debt levels and provide flexibility to pursue the REIT’s status quo plan, which could result in significant unitholder dilution.

Furthermore,

- It would require considerable time, capital investments, and execution/market risks to potentially reduce the gap between Cominar's unit price and its IFRS Net Asset Value (NAV) over time or through an en bloc transaction;
- Unitholders should be aware that IFRS NAV is mainly based on appraisals that assume a stabilized level of operations for each property achieved over time, taken individually, under a private real estate market context with no consideration given to the broader financial situation of Cominar and the execution risks associated with achieving stabilized operations, its public market status as a diversified REIT and any potential breakup value and leakage including mortgage defeasance and property brokerage fees, or tax consequences, that could arise from attempting to sell assets individually at the IFRS NAV;
- The REIT continues to be impacted by exposure to the challenged brick-and-mortar retail sector, and there are uncertainties regarding structural changes in office and retail sectors further exacerbated by the COVID-19 pandemic;
- The structural challenges the REIT faces will remain even in a better economic environment, Cominar requires meaningful investments in key retail and office assets, and its industrial assets also require investment to maintain their income generating capabilities, and
- Meaningful investment would also be required to develop or redevelop assets.

**These considerations, as well as more that are detailed in the presentation, limit the ability of the REIT to achieve its long-term objectives and meaningfully enhance the status quo. The value derived from the Arrangement is more favourable than what could have been realized through the continuation of the status quo.**

Cominar Unitholders as of the close of business on November 10, 2021 (the "**Record Date**") are entitled to receive notice of, and to vote at, the special meeting of Unitholders to be virtually held on December 21, 2021, at 11:00 a.m. (Montréal time) (the "**Meeting**"). Only persons shown on the register of Unitholders at the close of business on that date, or their duly appointed proxyholders, will be entitled to attend the Meeting and vote on the Arrangement Resolution (as defined in the Circular). Each Unit entitled to be voted at the Meeting will entitle the holder thereof as the Record Date to one vote at the Meeting in respect of the Arrangement Resolution. For the Arrangement to proceed, the Arrangement Resolution must be approved by not less than two-thirds of the votes cast at the Meeting by Unitholders virtually present or represented by proxy and entitled to vote at the Meeting.

To be counted at the Meeting, proxies must be received by the REIT's transfer agent, Computershare Trust Company of Canada, at 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, Attention: Investor Services, Fax: 1-866-249-7775, not later than 11:00 a.m. (Montréal time) on December 17, 2021 (or no later than 48 hours, excluding Saturdays, Sundays and holidays, before any reconvened meeting if the Meeting is adjourned or postponed).

If Unitholders hold Units as an objecting beneficial owner through an intermediary such as a broker, investment dealer, bank, trust company, trustee, clearing agency (such as CDS) or other nominee holder, and received a voting instruction form from your intermediary or Broadridge Financial Solutions, Inc., they should follow the instructions provided to ensure their vote is counted at the Meeting.

Unitholders who have any questions or need assistance in their consideration of the Arrangement or with the completion and delivery of their proxy, are urged to contact the REIT's strategic unitholder advisor and proxy solicitation agent, Kingsdale Advisors, who can be reached by toll-free telephone in North America at 1-855-682-2031, by collect call outside North America at 416-867-2272, or by email at [contactus@kingsdaleadvisors.com](mailto:contactus@kingsdaleadvisors.com).

#### **ABOUT COMINAR**

Cominar is one of the largest diversified real estate investment trusts in Canada and is the largest commercial property owner in the Province of Québec. Our portfolio consists of 310 high-quality office, retail and industrial properties, totalling 35.7 million square feet located in the Montreal, Québec City and Ottawa areas. Cominar's primary objective is to maximize total return to Unitholders by way of tax-efficient distributions and maximizing the Cominar value through the proactive management of our portfolio. For additional information, please visit [www.cominar.com](http://www.cominar.com).

#### **ABOUT CANDEREL**

Canderel is one of Canada's largest privately held real estate companies. It was founded over 46 years ago by Jonathan Wener and has since grown from its base in Montreal to seven offices across Canada. Canderel owns and manages a real estate portfolio of more than 27 million square feet in Canada's seven major markets – Québec City, Montreal, Ottawa, Toronto, Calgary, Edmonton and Vancouver. Its 650 real estate professionals have executed more than \$15 billion in acquisitions, developments and management projects. For more information about Canderel, please visit [www.canderel.com](http://www.canderel.com).

#### **ABOUT FRONTFOUR**

FrontFour is a multi-strategy investment company based in Greenwich, Connecticut. FrontFour has a focus on value-oriented investments across both public and private markets with significant experience within the broader real estate sectors, including an accomplished track record in the Canadian market.

#### **ABOUT ARTIS**

Artis is a diversified Canadian real estate investment trust with a portfolio of industrial, office and retail properties in Canada and the United States. Artis' vision is to build a best-in-class asset management and investment platform focused on growing net asset value per unit and distributions for investors through value investing in real estate. For more information about Artis, please visit [www.artisreit.com](http://www.artisreit.com).

#### **ABOUT SANDPIPER**

Sandpiper is a Vancouver-based private equity firm focused on investing in real estate through direct property investments and securities. For more information about Sandpiper, visit [www.sandpipergroup.ca](http://www.sandpipergroup.ca).

#### **ABOUT KREI**

KREI is part of Koch Industries, one of the largest privately held businesses in the United States. KREI focuses its efforts on attractive risk-adjusted capital deployment into real estate assets and operating companies. KREI has an acute focus on best-in-class management teams and flexible capital solutions which align interests to drive mutual benefit with its partners. Since 2003, Koch companies have invested nearly US\$133 billion in growth and improvements. With a presence in more than 70 countries, Koch companies employ 122,000 people worldwide. From January 2009 to present, Koch companies have earned more than 1,300 awards for safety, environmental excellence, community stewardship, innovation, and customer service.

## **ABOUT MACH**

Mach Capital ([www.machcapital.ca](http://www.machcapital.ca)), an affiliate of Groupe Mach Inc. ([www.groupepemach.com](http://www.groupepemach.com)), is a closely held private equity firm. Mach Capital does not have any limited partners nor are there any exit strategies which condition its investment decisions. Mach Capital's investment thesis is driven by working with founders and their management teams to achieve sustainable profitability in the best long-term interests of the company and its stakeholders.

With a portfolio of over 170 properties representing approximately 30 million square feet and 10 million square feet of land, Groupe Mach is one of the largest private real estate owners and developers in Canada. Groupe Mach is currently developing over 15 million square feet of space, including world-class projects such as the Quartier des Lumières. Groupe Mach's real estate holdings include some of Montreal's landmark buildings such as the Sun Life Building, 1000 De La Gauchetière West, the CIBC Tower, Place Victoria, Tour KPMG 600 De Maisonneuve West, as well as numerous properties in Québec City and the Toronto area. Its integrated approach includes real estate development, management, property services and construction. In recent years, Groupe Mach has won numerous national and international awards for its innovation in sustainability, design and construction quality.

## **ABOUT BLACKSTONE REAL ESTATE**

Blackstone is a global leader in real estate investing. Blackstone's real estate business was founded in 1991 and has US\$230 billion of investor capital under management. Blackstone is the largest owner of commercial real estate globally, owning and operating assets across every major geography and sector, including logistics, multifamily and single family housing, office, hospitality and retail. Its opportunistic funds seek to acquire undermanaged, well-located assets across the world. Blackstone's Core+ strategy comprises open-ended funds that invest in substantially stabilized real estate assets globally and Blackstone Real Estate Income Trust, Inc. (BREIT), a non-listed REIT that invests in U.S. income-generating assets. Blackstone Real Estate also operates one of the leading global real estate debt businesses, providing comprehensive financing solutions across the capital structure and risk spectrum, including management of Blackstone Mortgage Trust (NYSE: BXMT).

## **CAUTION REGARDING FORWARD-LOOKING STATEMENTS**

Certain statements made in this news release are forward-looking statements within the meaning of applicable securities laws, including, but not limited to, statements with respect to the rationale of the Special Committee and the Board of Trustees for entering into the arrangement agreement, the expected benefits of the Arrangement, the timing of various steps to be completed in connection with the Arrangement, and other statements that are not material facts. Often, but not always, forward-looking statements can be identified by the use of forward-looking terminology such as "may", "will", "expect", "believe", "estimate", "plan", "could", "should", "would", "outlook", "forecast", "anticipate", "foresee", "continue" or the negative of these terms or variations of them or similar terminology.

Although the REIT believes that the forward-looking statements in this news release are based on information and assumptions that are current, reasonable and complete, these statements are by their nature subject to a number of factors that could cause actual results to differ materially from management's expectations and plans as set forth in such forward-looking statements, including, without limitation, the following factors, many of which are beyond the REIT's control and the effects of which can be difficult to predict: (a) the possibility that the proposed Arrangement will not be completed on the terms and conditions, or on the timing, currently contemplated, and that it may not be completed at all, due to a failure to obtain or satisfy, in a timely manner or otherwise, required Unitholder, court and regulatory approvals and other conditions of closing necessary to complete the Arrangement or for other reasons; (b) risks related to tax matters, including as regards the amount of ordinary income to be distributed by the

REIT; (c) the possibility of adverse reactions or changes in business relationships resulting from the announcement or completion of the Arrangement; (d) risks relating to the REIT's ability to retain and attract key personnel during the interim period; (e) the possibility of litigation relating to the Arrangement; (f) credit, market, currency, operational, liquidity and funding risks generally and relating specifically to the Arrangement, including changes in economic conditions, interest rates or tax rates; (g) business, operational and financial risks and uncertainties relating to the COVID-19 pandemic; and (h) other risks inherent to the REIT's business and/or factors beyond its control which could have a material adverse effect on the REIT or the ability to consummate the Arrangement.

Readers are cautioned not to place undue reliance on the forward-looking statements and information contained in this news release. Cominar disclaims any obligation to update any forward-looking statements contained herein, whether as a result of new information, future events or otherwise, except as required by law.

**FOR FURTHER INFORMATION:**

*Investors*

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