

Primaris REIT

Position Description
Chair of the Board

Primaris

PURPOSE OF THIS POLICY

The Board of Trustees (the "**Board**") of Primaris Real Estate Investment Trust (the "**REIT**") is responsible for stewarding and overseeing the REIT and its business. The Chair of the Board (the "**Chair**") is principally responsible for overseeing the operations of the Board.

Without limitation to the foregoing, the Chair shall:

- in consultation with the Chief Executive Officer and President and Chief Operating Officer, provide leadership in defining, setting and implementing the corporate culture of the REIT (including the Board) and have primary responsibility for fostering the effectiveness of the Board;
- ensure there is an effective relationship between the Board and senior management of the REIT by acting as a liaison between the Board and senior management;
- in consultation with the other members of the Board**,** including the Lead Independent Trustee, if any**,** and the Chief Executive Officer, the President and Chief Operating Officer and Secretary of the REIT, prepare the agenda for each meeting of the Board;
- together with the Lead Independent Trustee, if any, ensure that timely and relevant information is provided to the Board as required for the proper performance of their duties;
- together with the Lead Independent Trustee, if any, ensure that the Board is provided with the resources to permit it to carry out its responsibilities and bring to the attention of senior management any issues that are preventing the Board from being able to carry out its responsibilities;
- ensure appropriate communication between the Board and unitholders and chair all unitholder general meetings;
- chair Board meetings (other than in camera meetings or portions of such meetings in respect of which the Chair is conflicted), including stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual trustees and confirming that clarity regarding decision-making is reached and accurately recorded;
- serve a public relations role in representing the Board and the REIT to outside parties;
- together with the Lead Independent Trustee, if any, ensure that the appropriate committee structure is in place and assisting the Compensation, Governance and Nominating Committee (the "**CG&N Committee**") in making recommendations for appointment to such committees;
- together with the Lead Independent Trustee, if any, be satisfied that the responsibilities of the Board are effectively carried out in compliance with the Board's mandate and that the functions of the Board delegated to the committees of the Board are effectively carried out and reported to the Board;
- together with the CG&N Committee, ensure that an appropriate system is in place to evaluate the performance of the Board as a whole, the Board's committees and individual trustees, with a view to ensuring that they are fulfilling their respective responsibilities and duties, and making recommendations to the CG&N Committee for changes when appropriate;

- in collaboration with the CG&N Committee support the trustee recruitment process, as well as the orientation of new, and the continued education of, incumbent trustees; and
- provide additional services required by the Board.