



# AGELLAN COMMERCIAL REIT

## *DIVERSITY POLICY*

The following diversity policy was adopted by the board of trustees (the “**Trustees**”) of Agellan Commercial Real Estate Investment Trust (the “**REIT**”) on March 6, 2017.

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The Trustees recognize and support the benefits of diversity in the REIT’s Board of Trustees (the “**Board**”) and in the executive management team. Diversity is important to ensure that Trustees and the REIT’s executive management provide the necessary range of perspectives, experience and expertise required to achieve the REIT’s objectives.

### Meaning of Diversity

“Diversity” is, amongst other things, any characteristic or quality that can be used to differentiate groups and people from one another and includes gender, age, race, nationality, culture, language and other ethnic distinctions, education, regional and industry experience, and expertise.

### Application of the Diversity Policy to the Board

The Corporate Governance and Nominating Committee of the Board is responsible for reviewing and assessing Board size, composition and effectiveness, and for recommending to the Board (i) the Trustee nominees to stand for election at the next annual meeting of unitholders and (ii) any candidates for appointment to the Board between annual meetings of unitholders, as appropriate.

It is an objective of this policy that diversity be considered in determining the optimal composition of the Board. In reviewing Board composition and identifying suitable candidates for the Board, candidates will be selected based on merit and assessed using objective criteria, and due consideration will be given to diversity in identifying and selecting candidates.

The REIT recognizes that gender diversity is a significant aspect of diversity and acknowledges the role that women with relevant competencies and skills can play in contributing to diversity of perspective in the boardroom. Accordingly, in order to promote the objective of gender diversity, the selection process for Board nominees will generally include female candidates.

The REIT does not currently have any targets for the recruitment of women to the Board.

The Corporate Governance and Nominating Committee will periodically (i) assess the effectiveness of the Board appointment/nomination process at achieving the REIT’s diversity objectives and (ii) consider and, if determined advisable, recommend to the Board for adoption, measurable objectives for achieving diversity on the Board. At any given time, the Board may seek to adjust one or more objectives concerning its diversity and assess progress accordingly.

### Application of the Diversity Policy to Executive Management

Executive management of the REIT are currently employed by an external manager. The Board has communicated its philosophy as it relates to diversity to such external manager and has requested consideration of this policy as it relates to succession planning matters and the appointment of members of the REIT’s executive officers. The REIT does not currently have authority to make hiring decisions or to establish measurable goals for executive management as a result of its external management structure.