

## RioCan Real Estate Investment Trust Announces Refinements to its Executive Compensation Program

TORONTO, December 11, 2023 – The Board of Trustees (the “Board”) of RioCan Real Estate Investment Trust (“RioCan” or the “Trust”) (TSX: REI.UN) today announced that it has made refinements to further align executive compensation with unitholder experience. Subsequent to the non-binding advisory say-on-pay resolution receiving 75.97% support at the Trust’s 2023 annual and special meeting of unitholders, the Board and its People, Culture and Compensation Committee (the “Committee”) undertook a thorough review of the Trust’s executive compensation program and conducted an extensive unitholder outreach initiative.

“The Board and Committee sought unitholder feedback on RioCan’s executive compensation program. Through our unitholder outreach initiative, we engaged in meaningful discussions and have taken important steps to address our unitholders’ feedback. These changes will be effective January 1, 2024,” said Jane Marshall, Chair of the Committee. “We would like to extend our sincerest gratitude to the unitholders who took the time to meet with us. We remain committed to ensuring that our executive compensation program continues to link pay with performance and create long-term unitholder value by attracting and retaining talented executives.”

Between July and November, members of the Committee and the Board met with and solicited feedback from RioCan’s largest unitholders. The Committee reached out to the majority of the Trust’s 40 largest unitholders, representing approximately 39% of RioCan’s outstanding units. To date, the Committee has held 16 meetings with unitholders, representing approximately 23.53% of RioCan’s outstanding units. The Board and Committee intend to continue their leading unitholder outreach program. Since its establishment in 2020, Board members have held 71 meetings with unitholders. The outreach program is a critical element of RioCan’s overall investor relations program and demonstrates RioCan’s ongoing commitment to facilitating meaningful communication with its unitholders and its willingness to respond to the feedback of its Unitholders on governance and compensation related issues.

As a result of the outreach program, the Board and Management have committed to refining the Trust’s compensation program, beginning in 2024. Below is a summary of the changes:

- **Double trigger Senior Executive REU Plan:** RioCan’s Senior Executive REU Plan (the “REU Plan”) will be amended to require a ‘double trigger’ before permitting REUs to vest upon a change of control. This change means that executive REUs will now require both a termination of the executive’s employment and a change of control to trigger vesting which aligns RioCan with equity plan best-practices.
- **Cliff vesting for REUs:** The REU Plan will be amended such that REUs will vest 100% following a three-year performance cycle. This change puts further emphasis on the creation of long-term unitholder value.
- **Modified peer group:** The Committee worked with its independent compensation consultant to redevelop RioCan’s peer group for both compensation and performance measurement to replace peers in the utility sector with more business-relevant peers. RioCan will provide enhanced proxy disclosure of the rationale for the selection of the companies in its peer group.
- **Increased focus on ESG:** Further focus will continue to be put on establishing short- and long-term compensation metrics that are directly linked to achieving the Trust’s environmental objectives, as well as certain key social and governance objectives that the Board determines to be important.
- **Enhanced disclosure:** RioCan commits to providing enhanced disclosure in its management information circular, including with respect to the different applications of funds from operations in RioCan’s Executive Management Bonus Plan and long-term incentive program and to the individual objectives within each executive’s scorecard.

Additional details will be provided in RioCan's Management Information Circular prior to the 2024 annual meeting of unitholders. RioCan remains committed to year-round and meaningful engagement with unitholders. The Committee will continue to assess the Trust's executive compensation program to align with business goals and unitholder interests.

### **About RioCan**

RioCan is one of Canada's largest real estate investment trusts. RioCan owns, manages and develops retail-focused, increasingly mixed-use properties located in prime, high-density transit-oriented areas where Canadians want to shop, live and work. As at September 30, 2023, our portfolio is comprised of 192 properties with an aggregate net leasable area of approximately 33.6 million square feet (at RioCan's interest) including office, residential rental and 10 development properties. To learn more about us, please visit [www.riocan.com](http://www.riocan.com).

### **RioCan Contact**

Kim Lee  
Vice President, Investor Relations  
(416) 646-8326