



**CANADIAN APARTMENT PROPERTIES  
REAL ESTATE INVESTMENT TRUST**

**WHISTLEBLOWER POLICY**

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### **GENERAL**

Canadian Apartment Properties Real Estate Investment Trust (“**CAP REIT**”) is committed to maintaining the highest standards of integrity and accountability in its business affairs. The guidelines and principles that should govern our business conduct are set out in CAP REIT’s code of business ethics and conduct (the “**Code**”) which can be accessed at CAP REIT’s website. As part of our commitment to ethical and responsible business conduct, we are committed to maintaining accountability of our accounting, internal controls and auditing processes (“**financial matters**”). It is also our policy to ensure compliance with all applicable legal and regulatory requirements relating to our business in all material respects. We expect all of our trustees, officers and employees to participate actively in seeking to maintain this standard.

The purpose of this whistleblower policy (the “**Policy**”) is to provide individuals, including trustees, officers and employees, with a process for disclosing complaints or concerns regarding inaccurate or incomplete reporting or recording of financial transactions, (including financial statement disclosure, theft, fraud or misrepresentation of assets), internal control violations, organizational matters, compliance with laws, policies and procedures, safety and security issues, insider trading and unethical practices (including Code violations). This Policy tells you exactly how and where to submit a complaint or concern, who deals with your complaint and how that complaint is expected to be handled, processed and documented. This Policy also describes the standards and principles that are expected to govern the processing of all complaints and concerns whether they are received from people within CAP REIT or external parties.

### **REPORTING PROCESS - INFORMAL**

CAP REIT has an open door policy and invites all individuals to share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, your immediate supervisor is in the best position to address an area of concern. Where it is appropriate, you can also speak to any member of our senior management team whom you are comfortable in approaching. Individuals may also report significant complaints or concerns to CAP REIT’s Audit Committee, which has the specific responsibility to review all financial related matters.

All individuals who suspect any irregularities, misstatements or fraud with respect to CAP REIT’s financial reporting, disclosure or operations and who are not satisfied or comfortable following CAP REIT’s open door policy by reporting the matter internally should contact the Chair of the Audit Committee. If the matter relates to non-financial issues and disclosures, the individual may contact the Chair of the Governance and Compensation Committee.

## **REPORTING PROCESS - FORMAL PROCEDURE**

As part of CAP REIT's commitment to continued improvement in the way it does business, CAP REIT has also made arrangements with an independent service provider, ClearView Strategic Partners Inc. ("**ClearView**"), to provide employees with a confidential and anonymous means to communicate specific types of activities to CAP REIT. ClearView offers either an interactive website ([www.clearviewconnects.com](http://www.clearviewconnects.com)) or a telephone reporting line (1-866-697-4907) to enable employees to file a report. Reports that are submitted through ClearView will be forwarded anonymously to designated independent CAP REIT Trustees for investigation.

## **CONFIDENTIALITY AND HANDLING OF REPORTED COMPLAINTS**

CAP REIT, including all persons designated to handle complaints under this Policy, will seek to treat all communications as confidential to the fullest extent permitted under law and to the extent possible, consistent with the need to conduct an adequate investigation. We encourage you to identify yourself when making a complaint or communicating a concern. However, you may also do so anonymously if necessary. CAP REIT has put in place a procedure through the ClearView interaction website or telephone reporting line for the handling of confidential, anonymous complaints by ensuring that designated independent individuals (including the respective Chairs of the Audit and Compensation and Governance Committees and designated independent Trustees) to investigate and handle the complaints. Individuals reporting issues anonymously through the ClearView website should provide as much information as possible about the issue. A process will be implemented whereby an individual making a complaint will be assigned a confidential code number, which will enable the individual to confidentially view the response to a complaint that has been posted to the ClearView website. Individuals using this process will be assured that any matters raised will not be assigned for follow-up to any individual named in a complaint. The procedures to be followed by those persons charged with reviewing issues raised include prioritizing and tracking complaints, providing appropriate follow-up resources, target response times, reporting documentation as regards action taken or closure, as appropriate etc.

## **NO RETALIATION**

It is CAP REIT's policy to seek to ensure that you can communicate freely in respect of matters covered by this Policy and seek to be protected from any form of penalty or adverse employment consequence, including discharge, suspension, demotion or transfer, harassment or discrimination ("**retaliation**") in connection with complaints or concerns brought in good faith. Every effort will be made to keep the individual/(s) who reported their complaint/(s) in good faith regarding a perceived violation under this Policy anonymous to the extent possible. An individual who retaliates against someone who has reported a violation in good faith under this Policy may in turn be subject to discipline up to and including termination of employment. This Policy is intended to encourage and enable individuals to raise serious concerns within CAP REIT for proper resolution. We believe that this will be positive as it will strengthen the level of accountability to ourselves and the workplace and help foster an environment that promotes workplace ethics and positive values.

## **ACTING IN GOOD FAITH**

Anyone filing a complaint under this Policy must be acting in good faith and have an honest belief that the complaint is a serious matter requiring review and investigation, and is based on actual facts. Any complaints based on allegations that have no factual basis or which cannot be substantiated, or that are proven to be intentionally misleading or malicious will be viewed as a serious offence and treated appropriately.

## **COMPLAINTS FROM THIRD PARTIES**

Securities laws require CAP REIT to establish procedures for the receipt, retention and treatment of complaints regarding financial matters. This may include complaints that are received from third parties. Accordingly, each representative should forward any complaint regarding such matters received from a third party (including CAP REIT's independent auditor) to the Chair of the Audit Committee.

## **PROCESSES**

The Chair of the Audit Committee, or the Chair of the Governance and Compensation Committee, as appropriate, will discuss complaints at regularly scheduled meetings of their respective committees (unless the issues are confirmed to be unfounded) while seeking to preserve the identity of the complainant where this has been requested. Earlier action may be taken in respect of serious issues raised.

The Board of Trustees may, from time to time, permit departures from the terms of this Policy, either prospectively or retrospectively. This Policy is not intended to give rise to civil liability on the part of CAP REIT or its trustees or officers to unitholders, security holders, customers, suppliers, competitors, employees or other persons, or to any other liability whatsoever on their part.

## **OBLIGATION TO REPORT**

It is the responsibility of the individual, including each trustee, officer and employee, to report any activities or practices (by themselves or others) if such person has good reason to believe any part of the principles of this Policy (or any other legal requirements) have been violated. Failure to report may result in disciplinary action, up to and including dismissal.