

CANADIAN APARTMENT PROPERTIES REAL ESTATE INVESTMENT TRUST

DIVERSITY POLICY

GENERAL STATEMENT OF POLICY

The board of trustees (the “**Board**”) of Canadian Apartment Properties Real Estate Investment Trust (the “**Trust**”) recognizes the importance and benefit of having a Board comprised of highly talented and experienced individuals, having regard to the need to foster and promote diversity among Board members. A truly diverse Board will include and make good use of differences in skills, gender, qualities, regional and industry experience, geographic knowledge and location.

COMMITMENT TO DIVERSITY

In support of this goal, the Trust’s Governance and Nominating Committee (the “**G&N Committee**”) will, when identifying candidates to nominate for election to the Board:

- (a) consider individuals who are highly qualified, based on their talents, experience, functional expertise and personal skills, character and qualities having regard to the Trust’s current and future plans and objectives, as well as anticipated regulatory and market developments;
- (b) have due regard for the need to identify and promote individuals who are reflective of the diversity recognized in the General Statement of Policy set out above for nomination for election to the Board, including with regard to representation of women on the Board, ethnic diversity and geographic diversity, and in general with regard to succession planning for the Board; and
- (c) if deemed appropriate in the circumstances, engage qualified independent external advisors to assist the Board in conducting its search for candidates that meet the Board’s criteria regarding diversity as recognized in the General Statement of Policy above.

NOMINATION PROCESS

All Board appointments are made on the basis of merit in the context of skills, experience, independence and knowledge, which the Board as a whole requires to be effective. To assist in this process, the G&N Committee shall be authorized to consider as part of its policies and procedures:

- (a) the annual evaluation and assessment of individual board members as well as board committees and the Board as a whole to identify strengths and areas for improvement;
- (b) the development and maintenance of a trustee skills matrix that identifies the skills and expertise required for the Board along with potential areas for growth and improvement; and

- (c) measures designed to ensure that the nominee recruitment and identification processes are appropriate in terms of depth and scope to foster identification and progression of diverse candidates, and to ensure that qualified female candidates are considered to fill any vacancy on the Board.

The Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively. No provision contained herein is intended to give rise to civil liability to unitholders of the Trustee or other liability whatsoever.

This Policy was approved by the Governance and Nominating Committee on March 18, 2015 and the Board of Trustees of the Trust on March 18, 2015 and may be amended from time to time.