

CANADIAN APARTMENT PROPERTIES REAL ESTATE INVESTMENT TRUST

DIVERSITY and INCLUSION POLICY

GENERAL STATEMENT OF POLICY

Canadian Apartment Properties Real Estate Investment Trust (the “**Trust**”) recognizes the importance and benefit of having a board of trustees (the “**Board**”), and a senior management team, comprised of a highly talented, experienced and diverse group of individuals. A truly diverse Board and senior management team will include and make good use of differences in skills, regional and industry experience, geographic knowledge and location, as well as gender, ethnicity, age, national origin, disability, sexual orientation, and other factors which reflect the diversity of the Trust’s stakeholders including our customers and employees and the changing demographics of the communities in which the Trust operates.

COMMITMENT TO DIVERSITY AND INCLUSION ON THE BOARD

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

- (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; and
- (c) consider the level of representation of women on the Board when making recommendations for nominees to the Board and in general with regard to succession planning for the Board.

BOARD NOMINATION PROCESS

In support of these goals, the G&N Committee, when considering the composition of the Board, will:

- (a) complete 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) develop and maintain a trustee skills matrix that identifies the skills, experience and expertise required for the Board along with potential areas for growth and improvement with regard to the future needs of the Trust based on its strategic plans;

- (c) develop 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 needs on the Board; and
- (d) if deemed appropriate in the circumstances, engage qualified independent external advisors to assist the G&N Committee and the Board in conducting searches for candidates that meet the Board's criteria regarding diversity as recognized in the General Statement of Policy above.

Any search firm engaged to assist the Board or a committee of the Board in identifying candidates for appointment to the Board will be specifically directed to include diverse candidates generally, and multiple women candidates in particular.

TARGET FOR GENDER DIVERSITY ON THE BOARD

In addition, in furtherance of the specific commitment to gender diversity, the Board has established a target such that a minimum of one-third (1/3) of the trustees on the Board will be women. The Board intends to maintain this target over time as membership to the Board is renewed or expanded, through the mechanisms designed to address the needs of the Trust described herein.

TERM LIMITS

Industry and institutional knowledge along with commitment and expertise are vital to the successful functioning of the Board. Given the nature and size of the Trust's business and its industry, the Board has determined that while it is committed to fostering diversity and inclusion among board members, it would be unduly restrictive and not in the best interests of the Trust to adopt specific director term limits. Diversity and Board renewal will be supported through the other mechanisms designed to address the needs of the Trust (as described elsewhere in this policy) and not through the imposition of arbitrary term limits.

COMMITMENT TO DIVERSITY AND INCLUSION IN SENIOR MANAGEMENT

In addition, the Board is committed to ensuring that the commitment to diversity and inclusion is reflected in senior management positions. As such, as part of its mandate, the Human Resources and Compensation Committee (the "HRCC") has regard to the need to foster and promote diversity among members of the executive and senior management teams with respect to attributes such as gender, ethnicity, age, national origin, disability, sexual orientation, and other factors that may be representative of the changing demographics of the communities in which the Trust operates.

In furtherance of these goals, the HRCC will consider the level of representation of women in senior management positions, as well as other markers of diversity described in the General Statement of Policy described above, in its review of senior management succession planning and talent management.

PERIODIC REVIEW

Annually, the Board or the G&N Committee of the Board will review this policy and assess its effectiveness in promoting a diverse Board which includes an appropriate number of women trustees. The G&N Committee and 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 February 25, 2020 and the Board of Trustees of the Trust on February 26, 2020 and may be amended from time to time.