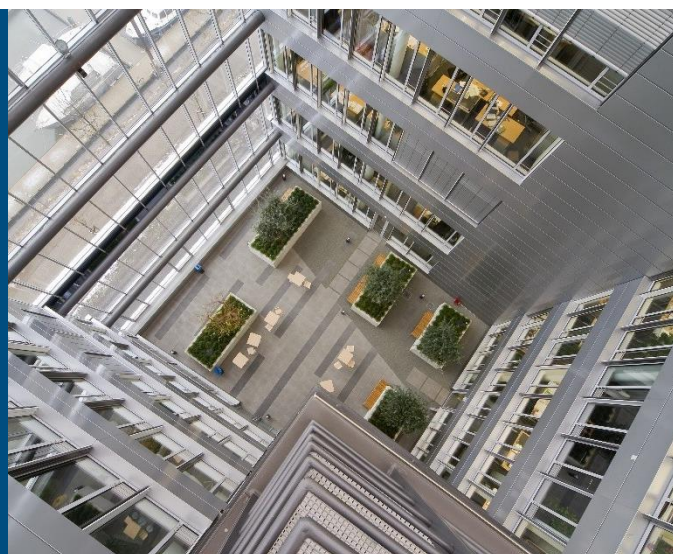
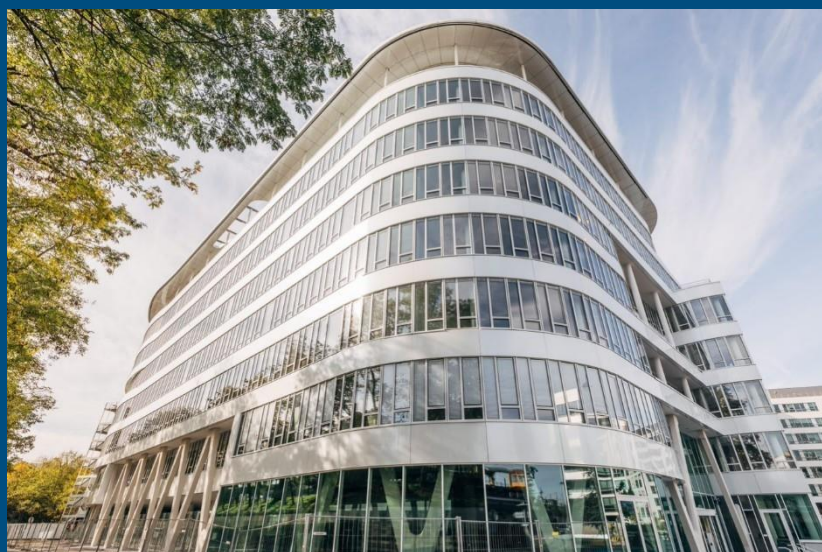


# Inovalis REIT

March 31, 2022

## Quarterly report



# Contents

Letter to Unitholders.....	3
Highlights .....	4
Highlights (Continued).....	<b>Erreur ! Signet non défini.</b>
Highlights (Continued).....	<b>Erreur ! Signet non défini.</b>
Highlights (Continued).....	7
Management’s Discussions and Analysis .....	8
Basis of Presentation .....	8
Forward-Looking Information .....	8
Market and Industry Data.....	9
Business Overview and Strategy .....	10
Foreign Currency Environment .....	10
Business Environment .....	11
Outlook.....	13
Portfolio Overview .....	14
Tenant Profile.....	15
Occupancy and Leasing Activity .....	16
Lease Maturities.....	17
Discussion of Financial Performance .....	17
Non-GAAP Financial Measures and Other Measures.....	17
FFO and AFFO Calculation.....	20
Overview – GAAP and Non-GAAP.....	21
Selected Consolidated Balance Sheet Information .....	27
Capital Management .....	28
Financial Instruments .....	34
Quarterly Information – Last Eight Quarters.....	37
Related Party Transactions .....	38
Investment in Joint Ventures, Reconciliation.....	38
Risks and Uncertainties .....	40
Critical Accounting Policies and Estimates .....	47
Disclosure Controls and Procedures and Internal Controls Over Financial Reporting .....	48

All amounts in the MD&A are presented in thousands of Canadian dollars or Euros, except rental rates, per unit amounts or as otherwise stated. Information contained in this MD&A is based on information available to management as of May 9, 2022.

## Letter to Unitholders

Inovalis Real Estate Investment Trust (the “REIT”) closed Q1 2022 by delivering on its commitment to deploy all of its cash earmarked for investments. The purchase of the Gaïa office property in Nanterre, a highly sought after location in the immediate vicinity of the La Défense district, will reinforce the French portfolio. The REIT also announced its foray into the Spain real estate market with the acquisition of two connected office buildings in Alcobendas, north of Madrid. The management team has been exploring assets in this region for some time and see more opportunities for further accretive real estate investments. Inovalis S.A.’s – the Manager - now established platform for asset and property management in Spain made integration of this asset into the REIT’s portfolio a seamless transition.

Both of these assets have long term high-quality tenants and also have Europe’s dual High Environmental Quality (HQE) and BBC Effinergie (Low-energy Building) certifications. The Alcobendas asset is 100% occupied and the Gaïa asset acquisition included a rental guarantee with value equivalent to full occupancy.

The second element of growth for the REIT is the further implementation of the Core+ strategy, which consists in identifying opportunities to retrofit, reposition or recycle those assets that have achieved maximum contribution to the REIT’s net operating income. While there are short-term financial implications for these assets such as the need to terminate leases to support redevelopment or disposition, management carefully monitors the necessary cash and financial short-term cost to leverage these assets for higher Unitholder returns. The management team’s reputation in Europe is widely acknowledged for these strengths and we are motivated to seize opportunities in the presently evolving environment.

The effect of the COVID-19 pandemic is greatly diminished in the French, German and Spain markets. Businesses have returned to work albeit with new and interesting work arrangements. The office market remains strong and has been ignited with exciting new advances that focus on the satisfaction, health and well-being of employees, which will drive future workplace design and employee efficiency. Leasing is strong and the number of tenants

in the portfolio increased by twelve percent (0.4% increase in occupancy) in Q1. Our investors benefit from income inflation protection as prices rise worldwide. European office leases have contractual consumer price indexation so that rental income increases annually to offset inflationary effects. This is a considerable advantage over the North American office sector.

The outcome of the recent presidential election in France has provided a stabilizing effect on Europe although the geo-political conflict with Russia and Ukraine is having significant inflation, supply chain and immigration impacts on Europe and nations around the world. Many countries have now united efforts to bring an end to this conflict, showing their resolve to to implement joint plans.

We believe that the disequilibrium in the equity markets caused by the Russia-Ukraine conflict as well as the increase in interest rates and treasury bill returns has negatively affected the trading price of the REIT’s Units as it has done so in the markets in general. Still, the REIT is able to leverage Inovalis S.A.’s network of European private sources of debt on attractive terms to underwrite further asset acquisitions until such time as the REIT’s Unit trading price more closely reflects net asset value. We intend to continue to evaluate our pipeline of assets, starting with assets held through joint ventures and build on the momentum of our acquisitions so far in 2022.

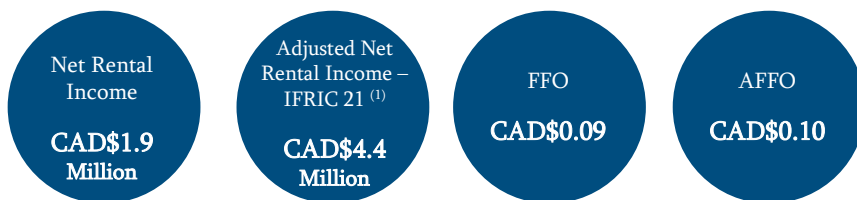
The reinstatement in April of the dividend reinvestment plan for the REIT’s Unit distributions and the 3% discount on the reinvestment in Units incrementally adds to Unitholder returns.

For the first time since the onset of the COVID-19 pandemic, the REIT’s annual general meeting was held in person in Toronto and we enjoyed the face-to-face opportunity to engage with our stakeholders. If you were unable to participate in the annual general meeting, I invite you to access the investor presentation on the REIT’s website which tells the story of how, in our tenth successful year, we are continuing to bring exceptional value to our unitholders.

Stéphane Amine  
President of Inovalis Real Estate Trust

# Q1 2022

## Highlights



### Net Rental Income

For the portfolio that includes only assets owned entirely by the REIT (“IP Portfolio”), Net Rental Income for the three months ended March 31, 2022 (“Q1 2022”), was CAD\$1,873 (EUR€1,318) compared to CAD\$4,438 (EUR€2,909) for the three months ended March 31, 2021 (“Q1 2021”). This CAD\$2,565 (EUR1,591) decrease is mainly attributable to the sale of Jeuneurs at the end of 2021 and the corresponding decrease of CAD\$707 (EUR478), the lease terminations in the Baldi and Sabliere properties (CAD\$784) in Q4 2021 (both properties are being repositioned in the asset recycling plan), the ongoing eviction process on the Courbevoie property (CAD\$478) – under promise to sell, as well as negative foreign exchange impact of CAD\$305 and the remaining difference related to the IFRIC 21– Levies (“IFRIC 21”)<sup>1</sup> increase due to the Gaia acquisition. The effect of the new acquisitions, completed at the very end of March 2022, will be evident in Q2 2022 for an aggregate additional contribution to the Net Operating Income (“NOI”) of CAD\$1,336.

In Q1 2022, Net Rental Income, adjusted for IFRIC 21 for the portfolio that includes the REIT’s proportionate share in joint ventures (“Total Portfolio”), was CAD\$6,353 (EUR€4,472), compared to CAD\$8,627 (EUR€5,655) for Q1 2021, a decrease for the same reasons described above for the IP Portfolio and a negative foreign exchange loss of CAD\$593.

### Leasing Operations

All of the REIT’s lease contracts in France, Germany and Spain have rental indexation that offsets the impact of inflation. Rent is increased annually to reflect the rising cost of living which protects returns to Unitholders.

In the REIT’s Total Portfolio, nearly 10,000 sq. ft. of previously vacant office space were leased over the first quarter of 2022, primarily in the Metropolitan property which is not 100% occupied, and in the Delizy building. The strategic lease terminations are progressing in the Veronese

property to facilitate the sale of the property on the terms set out in the December 2020 promise to sell.

As at March 31, 2022, occupancy for the REIT’s IP Portfolio was 78.2% and the Total Portfolio was 82.6%. Seven of the properties are at or close to a 100% occupancy rate.

The Investment Portfolio (joint-venture assets) had 95.1% occupancy at March 31, 2022. The weighted average lease term (“WALT”) of the Total Portfolio stands at 3.1 years, with two major lease maturities in 2023 for the main tenants of the Arcueil and Neu-Isenburg properties. The Total Portfolio occupancy rate of 82.6% is negatively impacted by the strategic lease terminations at the Courbevoie property. Excluding Courbevoie, the REIT’s Total Portfolio occupancy rate was 86.1%. Gaia’s occupancy rate of 84% belies the effective 100% rental revenue stream due to the 3-year rental guarantee on the vacant premises that the REIT received in advance at acquisition and which, for accounting purposes, was treated as a reduction in the acquisition price and not the rental income. This offset has an impact of 1.1% on Total Portfolio occupancy).

Renewed interest from prospective tenants since Q2 2021 show growing confidence in our Parisian and German portfolio. To bolster leasing efforts, management will selectively complete capital expenditure improvements on vacant areas to attract tenants and maximize rent.

### Capital Market Considerations

The REIT has reliably delivered above-average returns to unitholders, continuing to pay a stable, attractive distribution, providing a superior investment opportunity on the basis of:

- Investment diversification via exposure to selected European markets with a deeply experienced local asset manager.
- Compelling risk/return ratio for commercial real estate, given low rates on 10-year government bonds.

<sup>1</sup> Net rental Income adjusted for IFRIC 21 is a Non-GAAP Measure. See the “Net Rental Income” section on for further discussion on the composition and usefulness of this metric and as well as a quantitative reconciliation to its most directly comparable financial measure. See the section “Non-GAAP Financial

Measures and Other Measures” for more information on the REIT’s non-GAAP financial measures.

## Highlights (Continued)

- Lower borrowing costs in the European community compared to Canada, fueled by the European Central Bank (“ECB”) policies; and
- A Euro-currency backed hedge on distributions paid in CAD\$, with a benefit crystallized by a CAD\$389 finance income in the quarter.

The REIT’s Unitholders’ equity on March 31, 2022 was CAD\$328,350 (EUR237,196), which implies a book value per Unit at that date of CAD\$10.08/Unit or CAD\$10.05/Unit on a fully-diluted basis, using the weighted average number of outstanding Units for the three-month period, despite a \$0.36/unit negative FX impact over Q4 2021 on a fully-diluted basis.

### Adjusted Funds From Operations

The REIT follows the recommendations of the Real Property Association of Canada (“REALPAC”) (February 2019 White Paper) with certain exceptions. Funds from Operations (“FFO”) per unit and Adjusted Funds from Operations (“AFFO”) per unit are Non-GAAP ratios. Non-GAAP ratios do not have standardized meaning under IFRS. These measures as computed by the REIT may differ from similar computations as reported by other entities and, accordingly, may not be comparable to other entities. Refer to the Non-GAAP Financial Measures and Other Measures section of this MD&A for a more detailed discussion on FFO and AFFO.

In Q1 2022, the REIT reported FFO and AFFO of CAD\$0.09 and CAD\$0.10 per Unit, respectively, versus CAD\$0.12 and CAD\$0.11 for the same period last year<sup>1</sup>. The AFFO payout ratio, a non-GAAP measure of the sustainability of the REIT’s distributions, is 209.4% for the Q1 2022.

Management has established the goal of reducing the AFFO payout ratio to <95% by the end of Q4 2022, by investing available cash in accretive assets, asset recycling, and improving global occupancy. The accretive effect of the deployment of the REIT’s available cash into two effectively fully occupied properties in March 2022 will be reflected in the Q2 2022 financial results.

### Financing Activity

The REIT is financed almost exclusively with asset-level, non-recourse financing with an average term to maturity

of 3.9 years for the Total Portfolio (4.5 years on the IP Portfolio).

As at March 31, 2022, the weighted average interest rate across the Total Portfolio was 1.87% (1.92% for the IP Portfolio). Two new five-year mortgages for the Gaia and Delgado properties are financed at 1.91% and 1.99% interest rates, respectively.

Although hikes of the ECB key lending rates are anticipated in the remainder of 2022 management is confident that the REIT will continue to access financing opportunities. Historically low interest rates in Europe are less costly than those offered by traditional financing in Canada and the REIT has leveraged this advantage through its access to banking networks in Europe, as evidenced by the latest transactions.

### Acquisition : Le Gaia, France



On March 28<sup>th</sup>, 2022, the REIT closed on the GAIA property, a 119,499 sq.ft. office building located near La Defense, Paris, one of Europe’s leading business hubs. The property is 84% occupied by seven tenants and has an effective 100% rental revenue stream due to CAD\$3.4 million (EUR2.5 million) rental guarantee to cover 100% occupancy for the next 3 years. The purchase price was CAD\$56.7 million (EUR40.9 million), including CAD\$5.2 million (EUR3.7 million) acquisition costs and rental guarantee. This acquisition has been financed by a CAD\$30.5 million (EUR22.0 million) mortgage loan over a 5-year term, at fixed interest of 1.91%. This investment is in line with the REIT’s Core+ strategy, to deploy available cash into assets that

<sup>1</sup> FFO and AFFO are non-GAAP measures. See the section “Non-GAAP Financial Measures and Other Measures” for more information on the REIT’s

Non-GAAP measures. A reconciliation of FFO and AFFO to Net Income can be found under the section Non-GAAP Reconciliation (FFO and AFFO).

## Highlights (Continued)

generate predictable cash flows on mature and consolidated markets. Furthermore, the property is in line with the REIT's

ESG objective, as the building is certified with Europe's dual High Environmental Quality (HQE) and BBC Effinergie (Low-energy Building) certifications.

### Acquisition : Delgado, Spain



On March 31, 2022, the REIT signed the final purchase agreement of a 119,922 sq.ft. office building in the Alcobenda area of Madrid, Spain. This 100% occupied property is leased to two high-credit rating tenants from the aeronautics sector, with a weighted average lease term of 4.9 years. The purchase price was CAD\$43.1 million (EUR31.2 million), including acquisition costs, financed through a CAD\$22.5 million (EUR16.2 million) mortgage loan at a fixed interest of 1.99% over five years. This entry into the Spain real estate market by the REIT was supported and made easier by the existing Inovalis S.A. asset and property management platform in Spain. The REIT believes that there is high potential in the Spain market for future investments.

### Bad Homburg, Germany



A one-year extension of the in-place mortgage financing was signed in March 2022 on similar terms. The key operational objective for this property is to attain 85% occupancy by March 2023 and management will arrange for a longer-term financing at that time.

### Courbevoie (Veronese), France

The pending sale of the Courbevoie asset for CAD\$39,114 (EUR€27,200) is contingent on the buyer obtaining a building permit and the REIT vacating the asset. At the end of March 2022, in line with the agreements signed in Q4 2021, two more tenants vacated the property. An extension to the commitment to sell has been agreed on with the buyers for a sale by the end of December 2022, once the permit recourses are cleared and vacancy conditions are fulfilled. Management has estimated the terminations will cost a total of CAD\$3,348 (EUR2,258) to complete. Given the uncertainty related to the conditions attached to the promise to sell and the final timing of closing which has been deferred from Q1 2022 to the end of 2022, the Courbevoie property does not qualify for the presentation as an asset held for sale as of March 31, 2022.

### Duisburg, Germany



The Duisburg property is 100% leased as at March 31, 2022, with a long Weighted Average Lease Term ("WALT") of 5.6 years, allowing for the refinancing of the in-place CAD\$36,000 (EUR€24,500) bullet mortgage loan. An agreement is now being finalized on a five-year term at 1.02% interest rate with a final repayment in 2027 and is expected to be finalized in May 2022.

## Highlights (Continued)

### **Environmental, Social and Governance (ESG)**

Integrating ESG objectives and strategies into our business reflects the growing importance these factors play with many of our key stakeholders. Investors recognize the risks associated with changing regulatory requirements, tenants are including sustainability considerations in their leasing decisions, and employees want to work for responsible and socially-focused organizations. The REIT is working to improve its long-term environmental performance, and also invest in “human capital” for the implementation and monitoring of all ESG initiatives. Management is overseeing a portfolio-wide ESG independent audit of all assets, with the view to formalizing ESG priorities. The exercise will identify clear and measurable ESG practices and disclosures which we will apply and ensure are addressed by our third-party service providers.

# Management's Discussions and Analysis

## Basis of Presentation

The following management's discussion and analysis ("MD&A") of the financial condition and results of operations of Inovalis Real Estate Investment Trust (the "REIT") should be read in conjunction with the REIT's interim consolidated financial statements as at March 31, 2022, and for the three months ended March 31, 2022, and 2021, and to the notes thereto, prepared in accordance with International Financial Reporting Standards ("IFRS").

Dollar amounts in this MD&A are presented in thousands of Canadian dollars and Euros, except rental rates, per unit amounts or as otherwise stated.

Historical results, including trends which might appear in this MD&A, should not be taken as indicative of future operations or results. See "Forward-Looking Information" for further details. Information contained in this MD&A, including forward-looking information, is based on information available to management as of May 9, 2022. Additional information about Inovalis REIT has been filed with applicable Canadian securities regulatory authorities and is available at [www.sedar.com](http://www.sedar.com).

## Forward-Looking Information

Certain statements contained, or contained in documents incorporated by reference, in this MD&A constitute forward-looking information within the meaning of securities laws. Forward-looking information may relate to the REIT's future outlook and anticipated events or results and may include statements regarding the future financial position, business strategy, budgets, occupancy rates, rental rates, productivity, projected costs, capital investments, development and development opportunities, financial results, taxes, plans and objectives of or involving the REIT. Particularly, statements regarding the REIT's future results, performance, achievements, prospects, costs, opportunities, and financial outlook, including those relating to acquisition and capital investment strategies and the real estate industry generally, are forward-looking statements. In some cases, forward-looking information can be identified by terms such as "may", "will", "should", "expect", "plan", "anticipate", "believe", "intend", "estimate", "predict", "potential", "continue" or the negative thereof, or other similar expressions concerning matters that are not historical facts. Forward-looking statements are based on certain factors and assumptions regarding expected growth, results of operations, performance, and business prospects and opportunities.

Although management believes that the expectations reflected in the forward-looking information are reasonable, no assurance can be given that these expectations will prove to be correct, and since forward-looking information inherently involves risks and uncertainties, undue reliance should not be placed on such information.

Certain material factors or assumptions are applied in making forward-looking statements and actual results may differ materially from those expressed or implied in such forward-looking statements. The estimates and assumptions, which may prove to be incorrect, include, but are not limited to, the various assumptions set forth in this document as well as the following:

- (i) the ability to continue to receive financing on acceptable terms;
- (ii) the future level of indebtedness and the REIT's future growth potential will remain consistent with current expectations;
- (iii) there will be no changes to tax laws adversely affecting the REIT's financing capability, operations, activities, structure, or distributions;
- (iv) the REIT will retain and continue to attract qualified and knowledgeable personnel as the portfolio and business grow;
- (v) the impact of the current economic climate and the current global financial conditions on operations, including the REIT's financing capability and asset value, will remain consistent with current expectations;
- (vi) there will be no material changes to government and environmental regulations that could adversely affect operations;
- (vii) conditions in the international and, in particular, the French, German, Spanish and other European real estate markets, including competition for acquisitions, will be consistent with past conditions;



- (viii) capital markets will provide the REIT with readily available access to equity and/or debt financing, including any intensification thereof, and
- (ix) the impact the COVID-19 pandemic will have on the REIT's operations, the demand for the REIT's properties and global supply chains and economic activity in general.

The REIT cautions that this list of assumptions is not exhaustive. Although the forward-looking statements contained in this MD&A are based upon assumptions that management believes are reasonable based on information currently available to management, there can be no assurance that actual results will be consistent with these forward-looking statements.

When relying on forward-looking statements to make decisions, the REIT cautions readers not to place undue reliance on these statements, as forward-looking statements involve significant risks and uncertainties. Forward-looking statements should not be read as guarantees of future performance or results and will not necessarily be accurate indications of whether or not, or the times at or by which, such performance or results will be achieved. A number of factors could cause actual results to differ, possibly materially, from the results discussed in the forward-looking statements, including, but not limited to:

- the REIT's ability to execute its growth and capital deployment strategies;
- the impact of changing conditions in the European office market;
- the marketability and value of the REIT's portfolio;
- changes in the attitudes, financial condition and demand in the REIT's demographic markets;
- fluctuation in interest rates and volatility in financial markets;
- the duration and ultimate impact of the COVID-19 pandemic and related government interventions as well as the geopolitical conflict in the Ukraine and Russia on the REIT's business, operations and financial results;
- general economic conditions, including any continuation or intensification of the current economic downturn;
- developments and changes in applicable laws and regulations; and
- such other factors discussed under "Risk Factors and Uncertainties" in this MD&A.

If any risks or uncertainties with respect to the above materialize, or if the opinions, estimates or assumptions underlying the forward-looking statements prove incorrect, actual results or future events might vary materially from those anticipated in the forward-looking statements. The opinions, estimates or assumptions referred to above and described in greater detail under "Risks and Uncertainties" should be considered carefully by readers. Although management has attempted to identify important risk factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other risk factors not presently known or that management believes are not material that could also cause actual results or future events to differ materially from those expressed in such forward-looking statements.

Forward-looking statements are provided for the purpose of providing information about management's current expectations and plans relating to the future. Certain statements included in this MD&A may be considered a "financial outlook" for purposes of applicable Canadian securities laws, and as such, the financial outlook may not be appropriate for purposes other than this MD&A. All forward-looking statements are based only on information currently available to the REIT and are made as of the date of this MD&A. Except as expressly required by applicable Canadian securities law, the REIT assumes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. All forward-looking statements in this MD&A are qualified by these cautionary statements.

## Market and Industry Data

This MD&A includes market and industry data and forecasts that were obtained from third-party sources, industry publications and publicly available information, as well as industry data prepared by Inovalis S.A. based on its knowledge of the commercial real estate industry (including Inovalis S.A. estimates and assumptions relating to the industry based on that knowledge). Inovalis S.A.'s management has knowledge of the real estate industry developed through its 30 plus years of experience and participation in the industry.

## Business Overview and Strategy

The REIT is an unincorporated open-ended real estate investment trust governed by the laws of the Province of Ontario. The REIT was founded and sponsored by Inovalis S.A, the asset manager. The REIT's Units have been listed on the Toronto Stock Exchange under the trading symbol INO.UN since April 10, 2013. The head and registered office of the REIT is located at 151 Yonge Street, 11<sup>th</sup> floor, Toronto, Ontario, M5C 2W7.

The REIT's long-term objectives are to:

- generate predictable cash distributions on a tax-efficient basis from investments in income-producing office properties;
- grow the asset base, primarily in France, Germany and Spain, but also opportunistically in other European countries where assets meet the investment criteria;
- identify and sell assets having achieved exceptional valuation growth and redeploy the capital in selected assets with long-term high potential;
- Ensure distribution to Unitholders, through an accretive acquisition program that successfully leverages Inovalis S.A.'s extensive relationships and depth of commercial property and financing; and,
- maximize the long-term value of stable income-generating properties and the net asset value ("NAV") per Unit through active and efficient management.

The REIT's investment criteria encompass office properties outside of Canada with an occupancy level above 80% (unless AFFO accretive), secured rental cash flows, a property value between EUR€20,000 to EUR€60,000 (unless AFFO accretive) and potential future upside with respect to matters including rent and area development. According to management, the target investment size falls within a very liquid segment of the real estate market in Europe, and debt financing for such acquisitions is readily available from local lenders.

## Foreign Currency Environment

The REIT's current asset base is located in France, Germany and Spain. Items included in the financial statements of each of the REIT's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The functional currency of the REIT's subsidiaries and joint ventures is the Euro, whereas the functional currency of the Trust, as well as its presentation currency, is the Canadian dollar. As such, although the REIT's main assets and liabilities are denominated in Euros, the REIT's financial results are translated into Canadian dollars for presentation purposes as follows:

- Assets and liabilities are converted to CAD\$ at the closing rate at the date of the consolidated balance sheet;
- Items presented in the consolidated statement of earnings, consolidated statement of comprehensive income and consolidated statement of cash flows are translated at average exchange rates during the period (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income, expenses and cash flows are translated at the rate on the dates of the transactions); and
- All resulting exchange differences are recognized in other comprehensive income and recognized as a cumulative translation adjustment account in "Accumulated other comprehensive income" in equity.

A change in the EUR/CAD foreign exchange rate therefore may have a material impact on the REIT's consolidated financial statements and results.

The exchange rate used throughout this MD&A for statement of earnings items is the average rate during the applicable period, which for the three months ended March 31, 2022 and 2021 was CAD\$1.4208 and CAD\$1.5257, respectively.

For balance sheet items as at March 31, 2022, projections, or market data, the exchange rate used is CAD\$1.3843 (CAD\$1.4380 as at December 31, 2021).

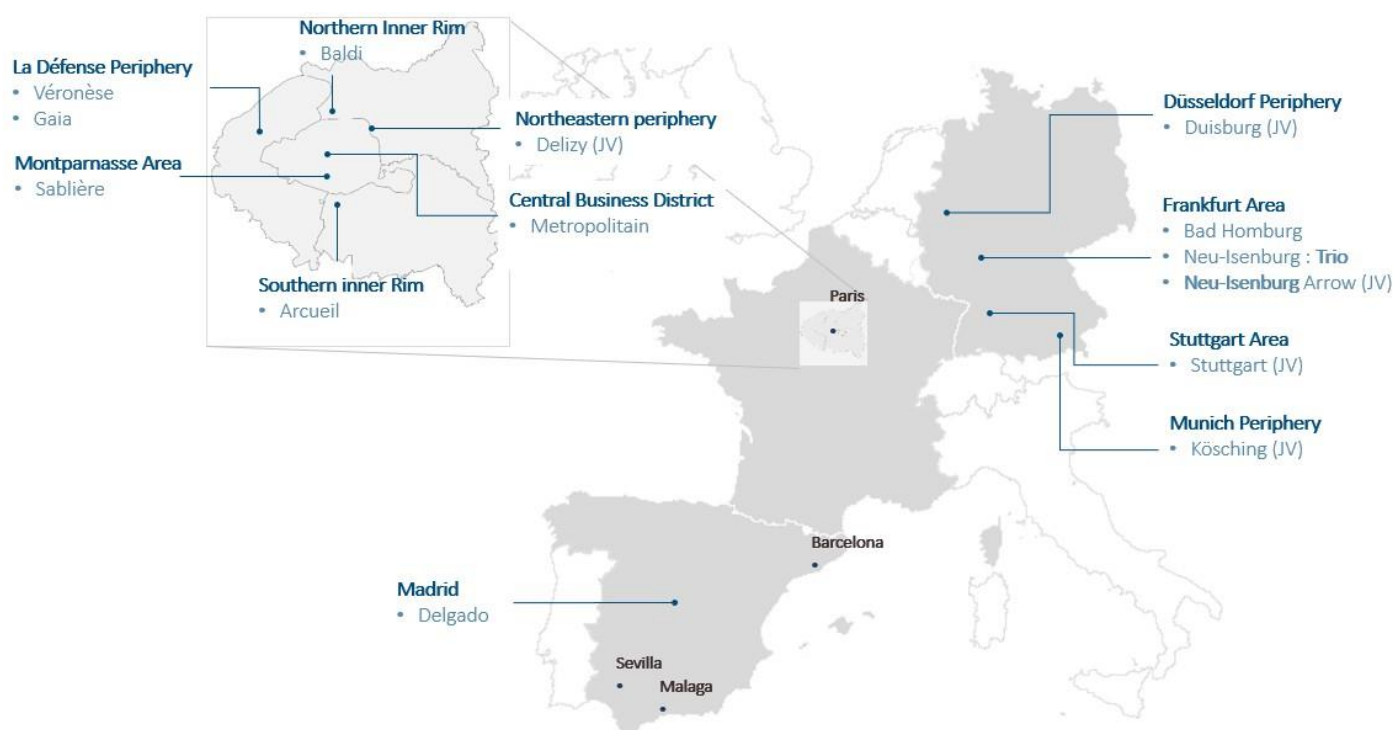
Over the first quarter ended March 31, 2022, the Canadian dollar strengthened by approximately 3.7% relative to the Euro.

## Business Environment<sup>1</sup>

The REIT owns varying interests in real estate entities which hold investment properties. Under IFRS, some of these interests are recorded as joint ventures in which the REIT holds equity. As at March 31, 2022, the REIT's property portfolio consists of ownership interest in nine properties that are consolidated and included in "Investment properties" ("IP") on the balance sheet, and partial ownership interests in five properties that are included within "Investments in joint ventures". As such, the results of these investments in joint ventures are not included in certain of our consolidated financial and operating metrics, unless specifically indicated that such metrics are presented on a "Total Portfolio" basis in which case such results are prepared on a proportionate share basis.

Together, the REIT's share of these 14 properties (7 located in France, 6 located in Germany and 1 in Spain) is approximately 1.6 million square feet of gross leasable area ("GLA")

Assets owned entirely by the REIT except where percentage or joint venture (JV) is noted.



### France

#### Investment Market in France

The 8% or €4,700 (CAD\$6,506) year over year decline in Q1 2022 commercial property investment is due in part to the high level of investment at the end of 2021 when several major transactions were finalized and is also attributable to the generally slower level of investment activity in the first quarter of every year. Continued pitching activity and intensification of structured marketing is ongoing, demonstrating interest in completing sales and in increasing sales commitments. Stronger performance is expected in Q2 and Q3.

<sup>1</sup> Sources: CBRE research and reports / BNP Real Estate research / JLL études et recherches.

Q1 2022 was marked by a return of value-add (+8 points) and core+ (+5 points) strategies, which were relatively inactive in 2021. The scarcity and high cost of assets, as well as the abundance of liquidity and renewed confidence at the beginning of the year prompted investors to take more risks in search of increased profitability. However, this risk-taking is measured and selective, with particular attention paid to asset liquidity, location and performance. There is greater differentiation in locations compared to recent years when the local risk premium had been negatively impacted. Approximately 82% of value-add transactions in Q1 were in Paris city, while Core+ investors looked at Paris but also the inner rim. Core investors remain attentive to tenants. The quality of prospective tenants and their financial health is under considerable scrutiny, especially since the inflationary outlook will necessarily impact tenants' occupancy rates.

In Q1, developments varied greatly from one segment to another. Office investment was down, totaling €2,300 (CAD\$3,184), particularly in the Paris Region, where investment has underperformed (-44% between Q1 2022 and Q1 2021). Regional office investment has proven more resilient, with a significantly more moderate decline of approximately 7%.

There were no transactions in excess of CAD\$275 million in Q1 2022, possibly due to the scarcity of core assets for sale, but also related to limited risk-taking as investors favour smaller transactions for which financing is more accessible. Approximately 42% of investment was in the under €50 segment. The CAD\$150-300 million segment has proven resilient (36% of investment). Paris Centre West and the inner rim have attracted the most investment, whereas interest has fallen sharply in the Western Crescent.

In the wake of the rise in the 10-year treasury bonds, access to financing is also becoming more expensive (higher borrowing rates and greater selectivity). This trend is expected to continue with the gradual end of the European Central Bank's monetary policy measures. Commercial real estate investors be more selective in the second half of the year given interest rates although liquidity remains abundant at both the national and international level.

## Germany

### Investment Market in Germany

The German economy is experiencing an average inflation rate of 5.9%, particularly affecting the costs of energy and commodities. The inflation rate is expected to continue to rise and forecast to return to normal levels in 2023. The European Central Bank is revising monetary policy to address these issues although economic sanctions against Russia due to the conflict with Ukraine, disrupted supply chains and the latent risk of the COVID-19, has affected the overall economic growth rate in the German economy. At the start of the year, economic growth had been forecast as 1.8% but has so far, declined by half.

Despite these macro-economic challenges, in the first quarter of 2022, the German real estate investment markets delivered a transaction volume of €23,900 (CAD\$33,085) which is 51% higher than Q1 2021 and one of the strongest first quarters in the real estate sector ever. Almost half the transaction volume occurred in the "Big 7" markets (Berlin, Hamburg, Düsseldorf, Cologne, Munich, Frankfurt and Stuttgart). The office real estate asset class remained the strongest in Q1. A key contributor was Brookfield's takeover of Alstria office REIT-AG with a property portfolio worth around €4.5bn.

Measured against the final quarter 2021, the prime yields in all asset classes remained mostly stable. Investors continued to primarily concentrate on risk-averse investments. Approximately 59% of the transaction volume was attributable to Core and Core Plus properties (compared with 63% in the first quarter of 2021). Apart from this, capital invested in value-add products edged up by 4% to 27%.

In view of rising inflation and interest rate hikes, risk premiums on property are contracting compared with those for bonds, and particularly, the rising of financing costs which will have a dampening effect on cap rates that will increase prices in the medium term.

The transaction volume across all of the Big 7 markets has risen notably, and international investors were also much more active. Strong momentum in the German real estate investment market in the first quarter of 2022 affirms that international investors still view Germany as the most important target market for European investment capital.

## Spain

Inovalis REIT's decision to invest in Spain is driven by its confidence in the strengths of the market, with a balanced risk/reward ratio, a positive outlook and potential for growth. The country's economy is based on solid fundamentals, being central to Europe

and throughout the world (with strong cultural and economic ties to South America). Under the EU's long-term budget, coupled with NextGenerationEU, Spain is expected to receive up to CAD\$192 billion to be invested until 2026.

Spain's real estate market is well-developed with significant depth: office stock of more than 140 million sq.ft. for Madrid and almost 75 million sq.ft. for Barcelona. International investors were involved in approximately 80% of all real estate transactions in the country in 2021, and the market is supported by national, European and international financial institutions. Market liquidity continues to grow as both Madrid and Barcelona are now in the top 10 of investment projections in Europe for 2022. Spain is also attracting more businesses to its cities: Madrid has the fifth highest start-up density across Europe and Barcelona is well-regarded for its digital and innovative talent. The Spanish market offers relatively high yields, low capital values and rents compared to other markets in major European cities. It also offers attractive opportunities in established and mature locations difficult to source elsewhere in Europe when assessing comparable risk and yields. Short-term value creation is also possible by converting properties into prime assets within their micro locations and with a minimal capex effort, by improving the ESG compliance of the properties, their visibility and identity.

### **The REIT's Position Within the French, German and Spanish Business Environments**

The value of the REIT's real estate assets and the strength of the office rental market in France, Germany and Spain remained consistent through the fiscal years 2020 and 2021 despite the stressed global environment, which underscores the premise for investing in office assets in the French (Paris) and German markets.

The markets in France and Germany maintained stability as investors viewed real estate as secure and a source of strong yields. These sentiments have been reinforced by the very low interest rate environment.

Real estate investors in the French, German and Spanish markets may be generally categorized as either institutional investors or opportunistic funds. Institutional investors tend to seek low risk assets. They are present mostly in big cities and participate in straightforward transactions, often requiring little to no senior bank debt. Opportunistic funds are generally looking to capitalize on categories of assets that are in difficulty or on sellers that need to dispose of assets that are not considered as institutional grade assets.

## **Outlook**

The REIT has begun 2022 by successfully implementing its investment growth strategy. The purchase agreements signed in March 2022 for Gaia and Delgado properties were the first steps in the redeployment of the REIT's available cash.

The temporary drag on occupancy from the ongoing strategic lease termination process at Courbevoie, under promise to sell, and from Baldi and Sablière, both included in the asset recycling program, is progressively being offset by growth in occupancy in the Metropolitan, Bad Homburg and Duisburg properties.

With a steady 8%+ distribution maintained in Q1 2022, the REIT still represents an attractive investment for Unitholders. Through the deployment of its available cash in Q1 2022, the anticipated increase in occupancy rate and the ongoing asset recycling plan, Management expects to reduce the AFFO payout to <95% by end of December 2022. The REIT has the asset strategy, financial strength, platform, and capabilities to execute its strategy for the ongoing benefit of its Unitholders and other stakeholders.

## Portfolio Overview

The REIT's Total Portfolio by geography as at March 31, 2022 is as follows:

Asset	% owned	Fair value	Bank debt	REIT's Total Portfolio Value	Gross Leaseable Area (GLA) (sq. ft.)	Contribution to Total Portfolio rental revenue	# of tenants	Occupancy rate	Weighted occupancy rate	WALT (end of lease)
Courbevoie	100%	32 160	9 936	5%	95 903	1%	4	11%	11,6%	0,7
Sablère	100%	31 167	15 143	5%	41 043	3%	6	45%	45,5%	3,5
Baldi	100%	30 418	6 144	5%	123 657	2%	9	34%	37,6%	4,0
Metropolitain	100%	91 637	54 084	14%	78 818	12%	6	100%	100,0%	5,3
Arcueil	100%	134 231	54 066	21%	334 521	28%	1	100%	100,0%	0,9
Gaia	100%	58 142	29 352	9%	119 499	9%	7	84%	83,1%	6,9
Délizy (1)	50%	18 102	9 901	2%	71 617	3%	19	75%	74,5%	3,7
<b>Subtotal France</b>		<b>395 857</b>	<b>178 626</b>	<b>59%</b>	<b>865 058</b>	<b>58%</b>	<b>52</b>	<b>73,8%</b>	<b>73,1%</b>	<b>2,9</b>
Trio	95%	62 432	41 644	10%	193 914	11%	7	87%	87,1%	3,3
Bad Homburg	100%	31 387	15 365	5%	109 104	5%	5	71%	76,8%	4,0
Delgado	100%	42 123	22 011	6%	119 922	6%	2	100%	100,0%	4,9
Duisburg (1)	50%	43 330	16 958	7%	108 960	7%	2	100%	100,0%	5,6
Stuttgart (1)	50%	31 233	17 011	5%	121 416	6%	5	99%	99,7%	2,4
Neu-Isenburg (1)	50%	27 724	15 872	4%	67 334	4%	5	98%	97,8%	1,6
Kösching (1)	50%	20 238	9 333	3%	53 058	3%	1	100%	100,0%	5,7
<b>Subtotal Germany &amp; Spain</b>		<b>258 467</b>	<b>138 194</b>	<b>41%</b>	<b>773 708</b>	<b>42%</b>	<b>27</b>	<b>91,0%</b>	<b>92,1%</b>	<b>3,6</b>
<b>Total Portfolio</b>		<b>654 324</b>	<b>316 820</b>	<b>100%</b>	<b>1 638 766</b>	<b>100%</b>	<b>79</b>	<b>82,6%</b>	<b>83,0%</b>	<b>3,1</b>
<b>IP Portfolio</b>		<b>513 697</b>	<b>247 745</b>	<b>79%</b>	<b>1 216 381</b>	<b>77%</b>	<b>47</b>	<b>78,2%</b>	<b>78,6%</b>	<b>3,3</b>
<b>JV Portfolio</b>		<b>140 627</b>	<b>69 075</b>	<b>21%</b>	<b>422 385</b>	<b>23%</b>	<b>32</b>	<b>95,1%</b>	<b>95,2%</b>	<b>3,7</b>

(1) Represents investments that are classified as joint ventures and subject to equity-accounting. The results included in the table above (excluding number of tenants, occupancy metrics, and Weighted Average Lease Term) are presented on a proportionate share basis at the REIT's ownership percentage of the related investment.

- The **Courbevoie property** is in the process of being sold for redevelopment and the termination of leases is underway following negotiations. All tenants must be vacated prior to the final closing which is anticipated for Q4 2022. The vacant space at the property reduced the Total Portfolio occupancy rate by 4.5% as at March 31, 2022.
- Following the departure of their main tenants, the **Baldi and Sablière properties** are now included in the REIT's asset recycling plan, their low occupancy allowing for a new redevelopment strategy.
- The vacant space (9%) on the **Metropolitain property**, located in the Paris central business district, has been leased to an existing tenant on higher rental terms over a firm period of 9 years. The occupancy rate is 100% as at end of March 2022.
- The lease with Orange, the sole tenant of the **Arcueil property**, matures in March 2023. Negotiations are underway with the objective of signing a new long-term lease and management intends to refinance the property afterward to capitalize on the expected increase of property value.
- Upon acquisition of **the Gaia property**, Management obtained in cash a CAD\$3,406 rental guarantee that covers both a three-year vacancy, and the costs of rent-free periods. The occupancy rate is 84%, however the effective occupancy rate is 100% until the beginning of 2025 due to the rental guarantee. Management is already actively working on leasing the vacant area. Taking into account the effect of this rental guarantee, the Total Portfolio occupancy rate would be 1.1% higher at 83.7%.
- Management has finalized extension of the **Bad Homburg property** senior debt for one year on the same conditions, allowing additional time for leasing of vacant space. Management intends to increase the occupancy rate to 85% by March 2023 which is the date of the mortgage maturity and obtain improved refinancing terms at that time.
- The **Delgado property** in Spain, acquired in March 2022, is fully leased to two blue-chip tenants on long term leases maturing at the end of 2024 and in June 2029.

- The **Duisburg** financing is also expected to be finalized in May 2022, for a five-year-bullet financing on CAD\$45,681 (EUR€33,000) that would cover committed and future capex requirements as well as deferred interests on joint venture loan and generate approximatively CAD\$5,900 (EUR€4,250) in cash for redeployment.
- Negotiations are underway for a lease renewal with Daimler Truck, the main tenant in the **Stuttgart property**. The current lease is maturing in May 2024.
- For the **Neu-Isenburg property**, management is negotiating a renewal with the main tenant that occupies 80% of the square footage. The current lease expires in June 2023.

## Tenant Profile

As at March 31, 2022, the REIT had 47 tenants across the IP Portfolio compared to 38 tenants, as at December 31, 2021, and 79 tenants across the Total Portfolio, compared to 70, as at December 31, 2021.

All lease contracts have rental indexation based on the Construction Costs Index (*Indice du Coût de la Construction* "ICC"), the average Tertiary Activities Rent Index (*Indice des Loyers des Activités Tertiaires* "ILAT") and the Consumer Price Index – CPI, or the German or Spanish Consumer Price Index, as applicable.

### Investment Property Portfolio

The following table shows the five largest tenants across the Investment Property portfolio (interests that the REIT has in properties held through joint ventures). The tenant base is well diversified by industry segment, with many national and multinational tenants.

Tenant	Tenant Sector	% of annual contractual rental revenue	Occupied space (sq. ft.)	Weighted Areas (sq. ft.) <sup>(1)</sup>	% of Weighted Areas	Average remaining lease term (years)
Orange	Telecommunications	36%	334 521	284 958	26,6%	0,9
The Lorenz Bahlsen Snack-World	Food and beverage	7%	86 501	81 870	7,7%	3,8
ITP Aero	Aeronautics	4%	60 483	59 159	5,5%	2,8
Indra	IT systems	4%	59 439	58 115	5,4%	7,2
Fresenius	Health care	4%	44 942	41 611	3,9%	1,8
<b>Top 5 tenants</b>		<b>55%</b>	<b>585 886</b>	<b>525 713</b>	<b>49,1%</b>	<b>2,3</b>
Other tenants	Diversified	45%	365 755	315 716	29,5%	4,9
Vacant			264 740	230 117	21,4%	
<b>IP Portfolio</b>		<b>100%</b>	<b>1 216 381</b>	<b>1 071 546</b>	<b>100,0%</b>	<b>3,3</b>

(1) Activity, storage and shared-restaurant space are usually rented at about a third of office areas, and thus they are being accounted for at a third of their effective areas in the weighted areas.

The tenant base is well diversified by industry segment, with many national and multinational tenants.

### Total Portfolio

The following table shows the REIT's five largest tenants across the Total Portfolio, including interests that the REIT has in properties held in joint ventures.

Tenant	Tenant Sector	% of annual contractual rental revenue	Occupied space (sq. ft.)	Weighted Areas (sq. ft.) <sup>(1)</sup>	% of Weighted Areas	Average remaining lease term (years)
Orange	Telecommunications	28%	334 521	284 958	19,5%	0,9
Daimler Truck	Manufacturer	6%	109 136	100 486	6,9%	2,2
The Lorenz Bahlsen Snack-World	Food and beverage	6%	86 501	81 870	5,6%	3,8
Hitachi Power	Manufacturer	5%	82 800	78 138	5,4%	5,8
ITP Aero	Aeronautics	5%	60 483	59 159	4,1%	2,8
<b>Top 5 tenants</b>		<b>50%</b>	<b>673 441</b>	<b>604 611</b>	<b>41,5%</b>	<b>2,3</b>
Other tenants	Diversified	50%	679 940	600 722	41,3%	3,9
Vacant			285 385	248 495	17,2%	
<b>Total Portfolio</b>		<b>100%</b>	<b>1 638 766</b>	<b>1 453 828</b>	<b>100,0%</b>	<b>3,1</b>

(1) Activity, storage and shared-restaurant space are usually rented at about a third of office areas and thus they are being accounted for at a third of their effective areas in the weighted areas.

## Occupancy and Leasing Activity

The three months change of the IP Portfolio occupancy and leasing activity by geography, for the three months ended March 31, 2022, was as follows:

IP Portfolio	January 1, 2022	Acquisition / Disposition	New leases	Lease Expiries	Other changes	March 31, 2022	Occupancy rate	Total space (sq. ft)	Committed occupancy
France	502 228	119 499	6 900	(24 951)	(18 535)	585 141	73,7%	585 141	73,7%
Germany	246 577	-	-	-	-	246 577	81,4%	246 577	81,4%
Spain	-	119 922	-	-	-	119 922	100,0%	119 922	100,0%
<b>Total IP Portfolio</b>	<b>748 805</b>	<b>239 421</b>	<b>6 900</b>	<b>(24 951)</b>	<b>(18 535)</b>	<b>951 640</b>	<b>78,2%</b>	<b>951 640</b>	<b>78,2%</b>

The column “Other changes” in the above and below tables refers to the vacant areas of the newly acquired Gaia property.

On a proportionate share basis, including joint ventures at our proportionate ownership interest, the operating metrics by geography as at March 31, 2022, are as follows:

Total Portfolio	January 1, 2022	Acquisition / Disposition	New leases	Lease Expiries	Other changes	March 31, 2022	Occupancy rate	Total space (sq. ft)	Committed occupancy
France	552 675	119 499	9 841	(24 951)	(18 535)	638 529	73,8%	638 529	73,8%
Germany	594 933	-	-	-	-	594 933	91,0%	594 933	91,0%
Spain	-	119 922	-	-	-	119 922	100,0%	119 922	100,0%
<b>Total Portfolio</b>	<b>1 147 608</b>	<b>239 421</b>	<b>9 842</b>	<b>(24 951)</b>	<b>(18 535)</b>	<b>1 353 384</b>	<b>82,6%</b>	<b>1 353 384</b>	<b>82,6%</b>

The above table shows the positive impact of the joint venture portfolio on the Total Portfolio occupancy rate. If the REIT fully owned the five joint venture owned assets, the Total Portfolio occupancy would be 1.8% higher or 85.5%.

The Courbevoie property which is being vacated as a condition of sale was a drag on the Total Portfolio occupancy rate by 4.5% as at March 31, 2022. The expected disposition of this property in December 2022 will lead to an adjusted Total Portfolio occupancy rate of 88.2% on a same property basis.

### New Leases Signed During the Quarter:

- On the attractive Metropolitan property, the 9% vacant floor has been rented by a in-place tenant for nine-year terms on CAD\$537 annual rental income. The Metropolitan building is now 100% leased.
- Two new leases representing approximately 3,000 sq.ft., have been signed with in-place tenants at the Delizy property, bringing the occupancy rate to 75% as of March 31, 2022 (compared to 70% as at December 31, 2021).

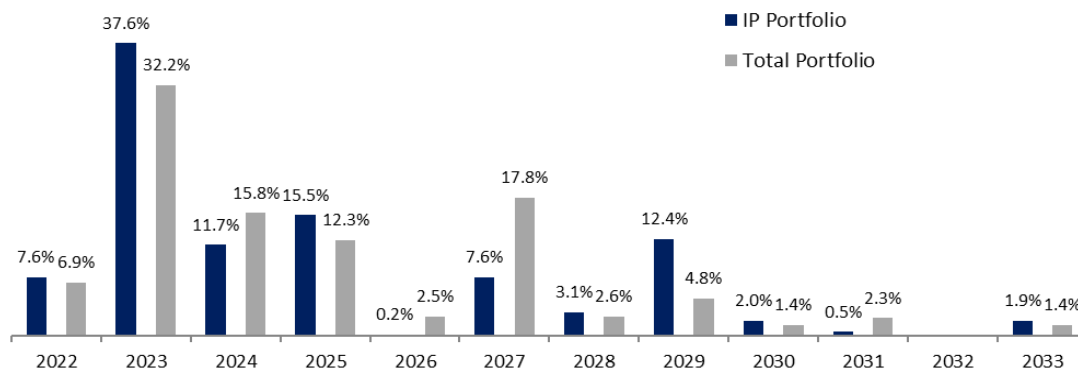
### Lease Termination During the Quarter:

- On March 31, 2022, 5,600 sq.ft. of office space was vacated at the Delizy property, as anticipated and agreed in the termination protocol signed in Q4 2021 with the tenant. Management is currently studying strategic options for this asset in the immediate periphery of Paris.



## Lease Maturities

Lease Maturity Profile as at March 31, 2022  
(% of total GLA)



The above graph sets out the percentage of total GLA of the IP Portfolio and Total Portfolio subject to leases expiring by year (excluding early lease terminations).

The average remaining lease term, not including tenant early termination rights, in the IP Portfolio is 3.3 years (3.1 years for the Total Portfolio). Assuming all tenants exercise their early termination rights and leave at the earliest possible date, which the REIT believes is unlikely, the average remaining lease term in the portfolio is 2.7 years (Total Portfolio 2.6 years).

The 2023 peak relates to the single-tenant Arcueil property and to the Neu-Isenburg property, in which the main tenant's lease (81% occupancy) expires in June 2023. Management is in negotiations for lease renewals on these properties (cf. Portfolio overview section).

## Discussion of Financial Performance

### Non-GAAP Financial Measures and Other Measures

There are financial measures included in this MD&A that do not have a standardized meaning under IFRS. These measures include funds from operations, adjusted funds from operations, and other measures presented on a proportionate share basis. These measures have been derived from the REIT's financial statements and applied on a consistent basis as appropriate. Management includes these measures as they represent key performance indicators to management, and it believes certain investors use these measures as a means of assessing relative financial performance. These measures, as computed by the REIT, may differ from similar computations as reported by other entities and, accordingly, may not be comparable to other such entities. These measures should not be considered in isolation or used in substitute for other measures of performance prepared in accordance with IFRS.

**"Accretive Assets"** means that, at the time of the asset acquisition, the pro forma (post-deal) net income per Unit is forecast as higher than the REIT's (pre-deal) net income per Unit.

**"Adjusted Funds From Operations"** or **"AFFO"** is a meaningful supplemental measure that can be used to determine the REIT's ability to service debt, fund expansion capital expenditures, fund property development, and provide distributions to unitholders after considering costs associated with sustaining operating earnings.

AFFO calculations are reconciled to net income, which is the most directly comparable IFRS measure. AFFO should not be construed as an alternative to net income or cash flow generated from operating activities, determined in accordance with IFRS.

AFFO is defined as FFO subject to certain adjustments, including adjustments for: (i) the non-cash effect of straight-line rents, (ii) the cash effect of the lease equalization loans, (iii) amortization of fair value adjustment on assumed debt, (iv) the non-cash portion of the asset management fees paid in Exchangeable Securities, (v) capital expenditures, excluding those funded by a dedicated cash reserve or capex financing, and (vi) amortization of transaction costs on mortgage loans.

**“Adjusted Funds From Operations / Unit”** or **“AFFO / Unit”** is AFFO divided by the issued and outstanding Units, plus Exchangeable Securities (fully diluted basis).

**“AFFO Payout Ratio”** is the value of declared distributions on Units and Exchangeable Securities & promissory notes (if any), excluding any participatory distribution, divided by AFFO.

**“Average term to maturity”** refers to the average number of years remaining in the lease term

**“Book value per Unit”** refers to the REIT’s total equity divided by the Weighted Average number of Units and Exchangeable Securities (on a fully diluted basis).

**“Debt-to-Gross-Book Value”** refers to the REIT’s apportioned amount of indebtedness respectively in the IP Portfolio and the Total Portfolio. Indebtedness on a IP and Total Portfolio basis is calculated as the sum of (i) lease liabilities, (ii) mortgage loans, (iii) lease equalization loans, (iv) other long-term liabilities, and (v) deferred tax liabilities. Indebtedness does not include certain liabilities as is the case for the Exchangeable Securities and promissory notes (if any) and at the joint venture level for the contribution from the REIT and its partners.

**“Exchangeable Securities”** means the exchangeable securities issued by CanCorp Europe, in the form of interest bearing notes, non-interest bearing notes, share premium and common shares.

**“Fully diluted basis”** refers to a nominal value divided by the issued and outstanding Units, plus Exchangeable Securities.

**“Funds From Operations”** or **“FFO”** follows the definition prescribed by the Real Estate Property Association of Canada (“REALPAC”) White Paper (“White Paper”) on Funds From Operations & Adjusted Funds From Operations, dated January 2022.

Management considers FFO to be a meaningful supplemental measure that can be used to determine the REIT’s ability to service debt, fund capital expenditures, and provide distributions to unitholders.

As an exception, considering the significant amount of cash held in Euros in Canada and the volatility of the Canadian dollar against the Euro, the unrealized gain (loss) recognized for the three months ended March 31, 2022, and 2021, have been excluded from the FFO calculation. Finally, non-recurring administrative expenses relating to items that are not reasonably likely to occur within two years prior to, or following the disclosure, are adjusted have also been excluded from FFO.

FFO is reconciled to net income, which is the most directly comparable IFRS measure. FFO should not be construed as an alternative to net income or cash flow generated from operating activities, determined in accordance with IFRS.

FFO for the REIT is defined as net income in accordance with IFRS, subject to certain adjustments including adjustments for: (i) acquisition, eviction and disposal costs (if any), (ii) net change in fair value of investment properties, (iii) net change in fair value of derivative financial instruments at fair value through profit and loss, (iv) net changes in fair value of Exchangeable Securities, (v) finance costs related to distribution on Exchangeable Securities, (vi) adjustment for property taxes accounted for under IFRIC 21 (if any), (vii) loss on exercise of lease option (if any), (viii) adjustment for foreign exchange gains or losses on monetary items not forming part of an investment in a foreign operation (if any), (ix) gain or loss on disposal of investment properties or an interest in a subsidiary (if any), (x) finance income earned from loans to joint ventures (if any), (xi) loss on extinguishment of loans (if any), (xii) deferred taxes, (xiii) non-controlling interest, (xiv) goodwill / bargain purchase gains upon acquisition, and (xv) income taxes on sale of investment properties and provision for tax reassessment.

Exchangeable Securities and promissory notes (if any) are recorded as liabilities. Exchangeable Securities and promissory notes are recorded at fair value through profit and loss in accordance with IFRS. However, both are considered as equity for the purposes of calculating FFO and AFFO, as they are economically equivalent to the REIT’s Units, with the same features and distribution rights, that are economically equivalent to the distribution received by unitholders.

**“Funds From Operations / Unit”** or **“FFO / Unit”** is FFO divided by the issued and outstanding Units, plus Exchangeable Securities (fully diluted basis).

**“Gross book value”** refers to the total consolidated assets for the IP Portfolio and Total Portfolio.

**“Investments in Joint Ventures”** refers to the REIT’s proportionate share of the financial position and results of operation of its investment in joint ventures, which are accounted for using the equity method under IFRS in the consolidated financial statements, are presented below using the proportionate consolidation method at the REIT’s ownership percentage of the related investment. Management views this method as relevant in demonstrating the REIT’s ability to manage the underlying economics of the related investments, including the financial performance and the extent to which the underlying assets are leveraged, which is an important component of risk management.

For the purpose of the proportionate consolidation, the initial investment of both partners in the joint ventures were considered as being equity investments as opposed to a combination of equity and loans and accordingly, the related proportionate consolidation balance sheet items were eliminated as well as the associated finance income and finance costs. As the loans to the joint ventures were considered equity for proportionate consolidation purposes, any impairment recorded on the loans in accordance with IFRS 9 has been reversed for MD&A purposes. As such, any impairment recorded for IFRS purposes results in a difference in equity when reconciling IFRS and proportionate consolidation reporting.

**“Investment Properties Portfolio”** or **“IP Portfolio”** refers to the eight wholly owned properties of the REIT.

**“Net Rental Income Adjusted for IFRIC 21”** refers to Net Rental Income excluding property taxes recorded under IFRIC 21 rules.

**“Net Rental Income”** refers to the rental income plus operating cost recoveries income plus other property revenue, less property operating costs and other costs.

**“Participatory Distribution”** means a special distribution paid to Unitholders based on 50% of the cash attributable to the excess of the sale price of assets over IFRS fair market value, in addition to the regular monthly distribution to Unitholders.

**“Total Portfolio”** refers to the eight properties referred to as the IP Portfolio and the six properties of the REIT held in joint-ownership with other parties.

**“Weighted average lease term”** or **“WALT”** is a metric used to measure a property portfolio’s risk of vacancy and refers to **the average period in which all leases in a property or portfolio will expire**. It is calculated as the sum of the percentages of rentable area multiplied by the number of years in each remaining lease term.

**“Weighted Average number of Units”** refers to the mean of periodic values in the number of issued and outstanding Units over a specific reporting period.

## FFO and AFFO Calculation

The reconciliation of FFO and AFFO for the three-month period ended March 31, 2022 and 2021, based on proportionate consolidation figures including REIT's interest in joint ventures (please see section *Consolidated statement of earnings - Reconciliation to consolidated financial statements*), is as follows:

<i>(in thousands of CAD\$)</i>	<b>Three months ended March 31,</b>	
	<b>2022</b>	<b>2021</b>
<b>Net income attributable to the Trust</b> (including share of net earnings from investments in joint ventures)	2,321	4,165
<b>Add/(Deduct):</b>		
Net change in fair value of investment properties	(2,656)	(1,942)
Net change in fair value of financial derivatives	(787)	(2,867)
Net change in fair value of derivative on acquisition loan	-	33
Adjustment for property taxes accounted for under IFRIC 21	2,847	2,531
Distributions on Exchangeable securities	194	230
Net change in fair value of Exchangeable securities	(291)	679
Foreign exchange loss gain (loss) <sup>(2)</sup>	980	926
Loss on extinguishment of mortgage loans <sup>(3)</sup>	54	-
Deferred income tax recovery (expense)	297	(228)
Other adjustments <sup>(1)</sup>	-	569
Non-controlling interest	42	43
<b>FFO</b>	<b>3,001</b>	<b>4,139</b>
<b>Add/(Deduct):</b>		
Non-cash effect of straight line rents	344	(122)
Cash effect of the lease equalization loans	-	(185)
Amortization of transaction costs on mortgage loans	12	25
Capex <sup>(4)</sup>	(55)	(112)
<b>AFFO</b>	<b>3,302</b>	<b>3,745</b>
FFO / Units (diluted) <i>(in CAD\$)</i>	<b>0.09</b>	<b>0.12</b>
AFFO / Units (diluted) <i>(in CAD\$)</i>	<b>0.10</b>	<b>0.11</b>

- (1) In 2021, Other adjustments refers to administrative expenses related to the strategic review, including aborted asset acquisition costs and the SIF conversion. Due to their nature, management has decided to exclude these expenses from the FFO calculation, although REALPAC does not provide guidance on such exclusions.
- (2) REALPAC guidance suggest that the FX gain or loss be included in the FFO calculation. However, due to the volatility of the Canadian dollar against the Euro, the REIT has elected to exclude from the FFO calculation, the unrealized gain or loss on the REIT's cash Euros which is domiciled in Canadian financial institutions.
- (3) Loss on Bad Homburg refinancing penalties.
- (4) Excluding capex on properties that have a dedicated cash reserve or financing for capex (Trio, Duisburg, Stuttgart)

## Overview – GAAP and Non-GAAP

The REIT has identified specific key performance indicators to measure the progress of its long-term objectives. These are set out below:

	March 31, 2022		December 31, 2021	
<b>Operating metrics</b>	<b>IP Portfolio</b>	<b>Total Portfolio</b>	<b>IP Portfolio</b>	<b>Total Portfolio</b>
Number of properties	9	14	7	12
Gross leasable area (sq. ft.)	1,216,381	1,638,766	976,960	1,399,345
Weighted occupancy rate - end of period <sup>(1)</sup>	78.6%	83.0%	77.2%	82.6%
Weighted average lease term	3.3 years	3.1 years	2.6 years	3.1 years
Average initial yield <sup>(2)</sup>	4.3%	4.6%	4.9%	5.0%
<b>Capital management metrics</b>	<b>IP Portfolio</b>	<b>Total Portfolio</b>	<b>IP Portfolio</b>	<b>Total Portfolio</b>
Available liquidity <sup>(3) (4)</sup>	\$15,486	\$18,781	\$76,627	\$79,728
Fair value of investment properties	\$513,697	\$654,324	\$427,631	\$573,223
Debt-to-gross book value <sup>(3)</sup>	41.2%	47.3%	36.1%	43.3%
Debt-to-gross book value, net of cash <sup>(3)</sup>	39.7%	45.8%	26.5%	35.7%
Weighted average term of principal repayments of debt	4.5 years	3.9 years	4.4 years	3.7 years
Weighted average interest rate <sup>(3)</sup>	1.92%	1.87%	2.08%	1.99%
Interest coverage ratio <sup>(3)</sup>	2.7 x	3.2 x	2.6 x	3.0 x

(1) Calculated on weighted areas (activity, storage and inter-company restaurant areas) being accounted for only a third of their effective areas, because of their lower rental value.

(2) Calculated on annualized Net Rental Income (based on Net Rental Income for the year-to-date period).

(3) As defined in the section “Non-GAAP Financial Measures and Other Financial Measures”.

(4) See the section “Capital Management” further discussion on the composition and usefulness of this metric.

	Three months ended March 31,	
<i>(thousands of CAD\$ except per Unit and other data)</i>	2022	2021
<b>Financial performance metrics</b>		
Rental revenue	5 201	7 420
Rental revenue - Total Portfolio <sup>(1)</sup>	7 253	9 531
Net rental income	1 873	4 438
Net rental income - Total Portfolio <sup>(1)</sup>	3 506	6 096
Net income for the period, attributable to the Trust	2 094	4 165
Funds from Operations (FFO) <sup>(1) (2)</sup>	3 001	4 139
Adjusted Funds from Operations (AFFO) <sup>(1) (2)</sup>	3 302	3 745
FFO per Unit (diluted) <sup>(1) (2)</sup>	0,09	0,12
AFFO per Unit (diluted) <sup>(1) (2)</sup>	0,10	0,11
<b>Distributions</b>		
Declared distributions on Units and Exchangeable securities	6 915	6 913
Declared distribution per Unit	0,21	0,21
FFO payout ratio <sup>(1) (2)</sup>	230,4%	167,0%
AFFO payout ratio <sup>(1) (2)</sup>	209,4%	184,6%

(1) See the section “Non-GAAP Financial Measures” for more information on the REIT’s non-GAAP financial measures and reconciliations thereof.

(2) The reconciliation of FFO and AFFO to Net Income can be found under the section Non-GAAP Reconciliation (FFO and AFFO).

## Consolidated Financial Information

<i>(in thousands of CAD\$)</i>	<b>Three months ended March 31,</b>	
	<b>2022</b>	<b>2021</b>
Rental revenue	5,201	7,420
Property operating cost recoveries	1,247	2,041
Property operating costs	(4,584)	(4,882)
Other revenues	39	67
Other property operating expenses	(30)	(208)
<b>Net rental income</b>	<b>1,873</b>	<b>4,438</b>
General and Administration expenses	(1,868)	(2,461)
Foreign exchange loss	(980)	(886)
Share of net income from joint ventures	325	429
<b>Operating earnings</b>	<b>(650)</b>	<b>1,520</b>
Net change in fair value of investment properties	2,131	1,710
Net change in fair value of financial derivatives	799	2,834
Net change in fair value of Exchangeable securities	291	(679)
Finance income	1,168	880
Finance costs	(1,174)	(1,705)
Distributions on Exchangeable securities	(194)	(230)
<b>Income before income taxes</b>	<b>2,371</b>	<b>4,330</b>
Current income tax expense	(43)	(177)
Deferred income tax recovery (expenses)	(192)	55
<b>Total income tax expense</b>	<b>(235)</b>	<b>(122)</b>
<b>Net income</b>	<b>2,136</b>	<b>4,208</b>
Non-controlling interest	42	43
<b>Net income attributable to the Trust</b>	<b>2,094</b>	<b>4,165</b>

### Net Rental Income

Net rental income for Q1 2022 was CAD\$1,873, compared to CAD\$4,438 for Q1 2021, mostly as a result of the negative impact of lease terminations in the Sablière and Baldi properties (CAD\$784) and the Courbevoie property (CAD\$478), the sale of Jeuneurs property in Q4 2021 (CAD\$707), added to a foreign exchange loss of CAD\$305 and the increase property taxes recorded under the IFRIC 21 rule. The effect of the new asset acquisitions, completed in late March 2022, will be evident starting in Q2 2022, which represents a quarterly aggregate additional contribution to Net Rental Income of CAD\$1,336.

In accordance with IFRIC 21, the annual property taxes for the REIT's properties located in France are expensed in full in the first quarter of the fiscal year. Realty tax expenses for the year are approximately CAD\$3,242. These taxes are paid in the fourth quarter. This results in a reduction to Net Rental Income in the first quarter of each year with relatively higher Net Rental Income in the subsequent three quarters. The impact of IFRIC 21 on Net Rental Income for the three months ended March 31, 2022, and 2021 is set out below.

<b>In Canadian dollars (in thousands)</b>	<b>Three months ended March 31</b>		
	<b>2022</b>	<b>2021</b>	<b>Variance</b>
Net rental income	1 873	4 438	(2 565)
IFRIC 21 impact	2 573	2 236	337
Adjusted net rental income - IFRIC 21 <sup>(1)</sup>	4 446	6 674	(2 228)

<b>In Euros (in thousands)</b>	<b>Three months ended March 31</b>		
	<b>2022</b>	<b>2021</b>	<b>Variance</b>
Net rental income	1 318	2 909	(1 591)
IFRIC 21 impact	1 811	1 466	345
Adjusted net rental income - IFRIC 21 <sup>(1)</sup>	3 129	4 375	(1 246)

(1) Represents a non-GAAP financial measure that has no standardized meaning with IFRS and is not comparable to other companies. See the section "Non-GAAP Measures and Other Measures".

The Net Rental Income including the REIT's share in joint ventures is set out below

<b>In Canadian dollars (in thousands)</b>	<b>Three months ended March 31</b>		
	<b>2022</b>	<b>2021</b>	<b>Variance</b>
Net rental income	1,873	4,438	(2,565)
Net rental income - proportionate share of JVs	1,633	1,658	(25)
IFRIC 21 impact	2,847	2,531	316
Adjusted net rental income - IFRIC 21 - including proportionate share of JVs <sup>(1)</sup>	6,353	8,627	(2,274)

## General and Administrative Expenses

General and administration expenses (“G&A expenses”) are comprised of Inovalis S.A.’s asset management fees and other G&A expenses such as trustee fees, directors’ and officers’ liability insurance, professional fees (including accounting fees), legal fees, filing fees, and unitholder related expenses.

The following table outlines the major categories of G&A expenses:

	For the three months ended March 31		
	2022	2021	Variance
Asset management fees – Inovalis SA	(496)	(739)	243
Less: amount invoiced to joint ventures	282	304	(22)
	<b>(214)</b>	<b>(435)</b>	<b>221</b>
Professional fees for accounting, tax and audit	(708)	(981)	273
Legal expenses	(319)	(610)	291
Trustee fees	(63)	(227)	164
Travel expenses	(144)	(3)	(141)
Bank expenses	(91)	(22)	(69)
Other general and administrative expenses	(329)	(183)	(146)
<b>Total G&amp;A expenses</b>	<b>(1,868)</b>	<b>(2,461)</b>	<b>593</b>

G&A expenses for the Q1 2022 amounted to CAD\$1,868, compared to CAD\$2,461 in Q1 2021. The decrease is mainly attributable to Q1 2021 non-recurring fees related to the Strategic Review.

Asset management fees, representing CAD\$214 for the three months period of Q1 2022, decreased by CAD\$221 compared to Q1 2021, according to the terms of the new Management Agreement and impacted by the disposition of Jeuneurs in Q4 2021 while the acquisition of Gaia and Delgado were effective late in Q1 2022.

## Share of Net Income (Loss) From Joint Ventures

The performance of the investments in joint ventures includes the share of net income from joint ventures and the interest on loans granted to joint ventures (presented in the finance income line).

The share of net income from joint ventures was CAD\$325 for the three-month period ended March 31, 2022, stable compared to a CAD\$429 for the same period in 2021. The Delizy joint venture loan was further impaired for CAD\$227 over the quarter due to the deferral of the monthly interest payment.

## Net Change in Fair Value of IP Portfolio

The net change in fair value of CAD\$2,131 in IP Portfolio for Q1 2022 (compared to CAD\$1,710 for Q1 2021), is mainly related to the impact of IFRIC 21 on property taxes for both quarters, added to the CAD\$1,341 property value increase of Metropolitan property arising from a new lease bringing the occupancy rate to 100% as at March 31, 2022.

Refer to the “IP Portfolio” section in this document for further details on the valuation methodology.

## Net Change in Fair Value of Exchangeable Securities

Exchangeable Securities are recorded at fair value based on the market price of the REIT’s units. They are reflected as a liability on the REIT’s consolidated balance sheets, and therefore a decrease of the REIT’s unit price reduces the value of the liability. The closing price of a REIT unit on the Toronto Stock Exchange was CAD\$9.30 on March 31, 2022, compared to \$9.60 at close of December 31, 2021, resulting in a gain of CAD\$291 in the net change in fair value of Exchangeable Securities throughout the first quarter of 2022.

## Finance Income

In Q1 2022, finance income of CAD\$1,168 (compared to CAD\$880 in Q1 2021) consisted essentially of interest on loans granted to joint ventures. The variance of CAD\$288 mainly corresponds to gain on foreign hedging contract (CAD\$389), partially offset by



lower interest on joint-venture loans (CAD\$101) following the progressive repayments of shareholder loans on the joint venture portfolio.

### Finance Costs

The finance costs in Q1 2022 were CAD\$1,174 (compared to CAD\$1,705 in Q1 2021), which included CAD\$838 related to interest on mortgage loans and lease liabilities, and CAD\$324 related to derivative interest and other financial costs. The variance is mainly attributable to the change in portfolio, following the sale of Jeuneurs and the full repayment of its mortgage, added to the termination of Sablière derivative in Q4 2021.

### Distributions on Exchangeable Securities

Distributions to the holders of exchangeable securities are calculated in a manner that provides a return that is economically equivalent to the distributions received by the unitholders. In Q1 2022, the distributions on exchangeable securities were CAD\$194, compared CAD\$230 in Q1 2021.

### Selected Three-Year Information

The below table is the summary of key operating metrics for the IP Portfolio.

<i>(in thousands of CAD\$)</i>	For the three months period ended March 31,				
	2022	2021	2020	2022 vs. 2021	2021 vs. 2020
Rental revenue	5,201	7,420	6,878	(2,219)	542
Net change in fair value of investment properties	2,131	1,710	1,702	421	8
Finance income	1,168	880	2,265	288	(1,385)
Net income	2,136	4,208	32,100	(2,072)	(27,892)
Net income attributable to the Trust	2,094	4,165	32,088	(2,071)	(27,923)

The Q1 2022 rental revenue has been impacted by a lower occupancy rate on the IP Portfolio, notably on the Sablière, Baldi and Courbevoie properties. Quarterly rental revenue decreased due by the sale of Jeuneurs in Q4 2021.

## Consolidated balance sheet

<b>Assets</b>	<b>As at March 31, 2022</b>	<b>As at Dec. 31, 2021</b>	<b>Variance</b>
<b>Non-current assets</b>			
Investment properties	513 697	427 631	86 066
Investments in joint ventures	61 668	64 327	(2 659)
Derivative financial instruments	490	-	490
Restricted cash	5 050	4 964	86
<b>Total non-current assets</b>	<b>580 905</b>	<b>496 922</b>	<b>83 983</b>
<b>Current assets</b>			
Trade receivables and other financial assets	11 865	9 368	2 497
Derivative financial instruments	779	845	(66)
Other current assets	4 527	3 431	1 096
Restricted cash	121	52	69
Cash	15 486	76 627	(61 141)
<b>Total current assets</b>	<b>32 778</b>	<b>90 323</b>	<b>(57 545)</b>
<b>Total assets</b>	<b>613 683</b>	<b>587 245</b>	<b>26 438</b>
<b>Liabilities and Unitholders' equity</b>			
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Interest-bearing loan	322	334	(12)
Mortgage loans	120 250	73 099	47 151
Lease liabilities	102 028	106 351	(4 323)
Tenant deposits	2 084	1 172	912
Derivative financial instruments	-	366	(366)
Deferred tax liabilities	4 943	4 941	2
<b>Total non-current liabilities</b>	<b>229 627</b>	<b>186 263</b>	<b>43 364</b>
<b>Current liabilities</b>			
Interest-bearing loan	23	24	(1)
Mortgage loans	19 345	19 609	(264)
Lease liabilities	6 122	7 700	(1 578)
Tenant deposits	241	277	(36)
Exchangeable securities	8 724	9 015	(291)
Derivative financial instruments	387	853	(466)
Trade and other payables	17 024	11 248	5 776
Income tax payable	2 167	2 167	-
Deferred income	381	4 004	(3 623)
<b>Total current liabilities</b>	<b>54 414</b>	<b>54 897</b>	<b>(483)</b>
<b>Total liabilities</b>	<b>284 041</b>	<b>241 160</b>	<b>42 881</b>
<b>Equity</b>			
Trust units	288 752	288 752	-
Retained earnings	42 352	46 979	(4 627)
Accumulated other comprehensive income	(2 754)	9 055	(11 809)
<b>Total Equity</b>	<b>328 350</b>	<b>344 786</b>	<b>(16 436)</b>
Non-controlling interest	1 292	1 299	(7)
<b>Total liabilities and equity</b>	<b>613 683</b>	<b>587 245</b>	<b>26 438</b>

## Selected Consolidated Balance Sheet Information

<i>(in thousands of CAD\$)</i>	For the period ended				
	March 31, 2022	Dec. 31, 2021	Dec. 31, 2020	2022 vs. 2021	2021 vs. 2020
Fair value of investment properties - IP Portfolio	513,697	427,631	541,218	86,066	(113,587)
Fair value of investment properties - Total Portfolio	654,324	573,223	701,458	81,101	(128,235)
Investment in joint ventures - carrying value	61,668	64,327	75,987	(2,659)	(11,660)
Total assets	613,683	587,245	712,089	26,438	(124,844)
Total debt <sup>(1)</sup>	248,090	207,117	288,657	40,973	(81,540)
Total non-current liabilities	229,627	186,263	292,817	43,364	(106,554)
Unitholders' equity	328,350	344,786	375,238	(16,436)	(30,452)
Number of outstanding Units	32,587,809	32,587,809	32,400,585	-	187,224

(1) Includes the current and non-current portion of interest-bearing loan, mortgage loans, lease liabilities and lease equalization loans.

### IP Portfolio

The fair value of the REIT's IP Portfolio as at March 31, 2022 was CAD\$513,697 (EUR371,088) compared to CAD\$427,631 (EUR€297,379) as at December 31, 2021. The increase of CAD\$86,066 is mainly attributable to the Gaia (CAD\$56,678) and Delgado (CAD\$43,154) acquisitions respectively on March 28 and March 31, 2022, partly offset by the foreign exchange adjustment of CAD\$15,655.

Management uses the Direct Capitalization Method ("DCM") to determine the fair value of REIT's properties in France, Germany and Spain. The values are supported by external appraisals of the total portfolio as at December 31, 2021, performed in conformity with the requirements of the *Royal Institution of Chartered Surveyors Standards*, and for the French properties, in conformity with the *Charte de l'expertise immobilière*, as well as *European Valuation Standards of TEGoVA (the European Group of Valuers' Association)* and IFRS 13 *Fair Value Measurement*. As at March 31, 2022, these appraisals have been reviewed by management to include changes that occurred during the quarter and that could have a significant impact on valuation of the properties.

### Investments in Joint Ventures

The investment in joint ventures encompasses the interest of the REIT (through five subsidiaries) in:

- the Duisburg property (CCD) (50%), through a joint venture agreement maturing in December 2022
- the Stuttgart property (50%), through a joint venture agreement maturing in May 2023
- the Delizy property (50%), through a joint venture agreement maturing in 2029, correlated with the lease liability contract with the senior bank
- the Neu-Isenburg property (50%), through a joint venture agreement maturing in December 2023
- the Kösching property (50%), through a joint venture agreement maturing in December 2023

The REIT's investment in joint ventures was CAD\$61,668 as at March 31, 2022, compared to CAD\$64,327 as at December 31, 2021. The CAD\$2,659 decrease was mainly due to the negative foreign exchange difference of CAD\$2,401, the CAD\$583 repayment on joint venture loans, added to an impairment charge on Delizy loan of CAD\$227, partially offset by an increase in the REIT's share of income from joint ventures of CAD\$552.

### Trade Receivables and Other Financial Assets

Trade receivables and other financial assets as at March 31, 2022 amounted to CAD\$11,865, compared to the CAD\$9,368 at December 31, 2021. The increase is mainly due to the additional unpaid interest on Delizy and Duisburg joint-venture loans for CAD\$541, the CAD\$770 cash guarantee for the strategic lease termination of the remaining tenants in relation to the Courbevoie sale and the CAD\$415 additional cash reserve related to the financing covenant on the Bad Homburg property.

## Trade and Other Payables

Trade and other payables as at March 31, 2022 amounted to CAD\$17,024 compared to CAD\$11,248 as at December 31, 2021. The variance is mostly attributable to the CAD\$2,168 related to Delgado acquisition cost accruals (paid in April), and to the CAD\$2,573 property taxes accounted for the whole year, pursuant to IFRIC 21.

## Income Tax Payable

The income tax payable as at March 31, 2022, amounted to CAD\$2,167, stable compared to December 31, 2021, which mostly represents management's best estimate for the amount payable following a CAD\$1,902 tax reassessment that is being disputed with the French tax authorities.

## Deferred Income

The deferred income amounted to CAD\$381 as at March 31, 2022 compared to CAD\$4,004 in December 31, 2021. The variance is mostly attributable to the early payment of the quarterly Q1 2022 rent in December 2021 by the main tenant in the Arcueil property for CAD\$3,168 when the Q2 2022 rent paid on time, early April 2022.

## Capital Management

### Sources of Capital

The REIT's primary sources of capital are cash generated from operations, disposition of assets, credit facilities, sharing the ownership of actual assets owned entirely, and equity issuances. The primary uses of capital include property acquisitions, payment of distributions, costs for attracting and retaining tenants, recurring property maintenance, major property improvements, and debt interest payments. The REIT expects to meet ongoing obligations through current cash, cash flows from operations, debt refinancing and, as growth requires and when appropriate, new equity or debt issues. Assets could be sold to access capital, but this action would be considered in the overall strategy of diversification of the portfolio.

### Capital Management Metrics

To measure REIT's debt performance, management uses the non-GAAP key indicators below:

	Consolidated basis - IP Portfolio		Proportionate share basis - Total Portfolio	
	March 31. 2022	December 31. 2021	March 31. 2022	December 31. 2021
<b>Capital management metrics</b>				
Debt-to-gross book value	41.2%	36.1%	47.3%	43.3%
Debt-to-gross book value, net of cash	39.7%	26.5%	45.8%	35.7%
Debt due in the next 12 months <sup>(1)</sup>	25,467	27,309	26,157	28,024
Weighted average term to maturity	4.5 years	4.4 years	3.9 years	3.7 years
Weighted average interest rate <sup>(1)</sup>	1.92%	2.08%	1.87%	1.99%
Interest coverage ratio <sup>(2)</sup>	2.7	2.6	3.2	3.0

(1) Includes lease liabilities and mortgage financings.

(2) As defined in the section "Non-GAAP Financial Measures and Other Financial Measures".

The Bad Homburg mortgage loan representing CAD\$15,366, has a maturity date in March 2023, following its one-year extension in March 2022, and has been classified as a current liability in the balance sheet as at March 31, 2022.

### Debt-to-Gross Book Value

The debt-to-gross book value ratio is a non-GAAP measure that considers the REIT's apportioned amount of indebtedness respectively in the IP Portfolio and the Total Portfolio. Indebtedness on a IP and Total Portfolio basis is calculated as the sum of (i) lease liabilities, (ii) mortgage loans, (iii) lease equalization loans, (iv) other long-term liabilities, and (v) deferred tax liabilities. Indebtedness does not include certain liabilities as is the case for the Exchangeable Securities and at the joint venture level for the contribution from the REIT and its partners. Gross book value is defined as the total consolidated assets for the IP Portfolio and Total Portfolio.

Debt-to-gross book value	Consolidated basis - IP Portfolio		Proportionate share basis - Total Portfolio	
	March 31. 2022	December 31. 2021	March 31. 2022	December 31. 2021
Lease liabilities	108,150	114,051	118,052	124,458
Mortgage loans	139,595	92,708	198,768	154,192
Interest-bearing loans	322	334	322	334
Deferred tax liabilities	4,943	4,941	11,620	11,773
<b>Total debt outstanding</b>	<b>253,010</b>	<b>212,034</b>	<b>328,762</b>	<b>290,757</b>
Less : Cash	(15,486)	(76,627)	(18,781)	(79,728)
<b>Debt net of cash</b>	<b>237,524</b>	<b>135,407</b>	<b>309,981</b>	<b>211,029</b>
Gross book value	613,683	587,245	695,684	671,518
Gross book value. net of cash	598,197	510,618	676,903	591,790
<b>Debt-to-gross book value</b>	<b>41.2%</b>	<b>36.1%</b>	<b>47.3%</b>	<b>43.3%</b>
<b>Debt-to-gross book value. net of cash</b>	<b>39.7%</b>	<b>26.5%</b>	<b>45.8%</b>	<b>35.7%</b>

The debt-to-gross book value ratio is 41.2% for the IP Portfolio (39.7% net of cash) and is within the REITs mandated threshold of 60% of the gross book value of assets. The increase compared to December 31, 2021, ratio is attributable the two new properties that have slightly higher indebtedness ratios than the previous IP Portfolio average at 50% and 52% respectively. For the Total Portfolio, the debt-to-gross book value ratio is 47.3% (45.8% net of cash).

### Interest Coverage Ratio

Interest coverage ratio	Consolidated basis - IP Portfolio		Proportionate share basis - Total Portfolio	
	March 31. 2022	December 31. 2021	March 31. 2022	December 31. 2021
Net rental income	1 873	24 191	3 506	31 866
IFRIC 21 adjustment	2 573	-	2 847	-
<b>Net rental income adjusted</b>	<b>4 446</b>	<b>24 191</b>	<b>6 353</b>	<b>31 866</b>
General and Administrative expenses	(1 868)	(8 392)	(2 239)	(10 006)
Interest income <sup>(2)</sup>	389	348	390	520
<b>Total income</b>	<b>2 967</b>	<b>16 147</b>	<b>4 504</b>	<b>22 380</b>
Interest expense <sup>(1)</sup>	(1 102)	(6 312)	(1 404)	(7 530)
<b>Interest coverage ratio</b>	<b>2,7</b>	<b>2,6</b>	<b>3,2</b>	<b>3,0</b>

(1) Includes interest on mortgage loans, leases liabilities, swap interest and amortization of financing costs.

(2) Excluding interest income on joint venture loans.

The interest coverage ratio remained stable during the first quarter of 2022.

### Weighted-Average Interest Rate

The weighted average interest rate across the IP Portfolio debt is 1.92% and 1.87% for the Total Portfolio. The two new acquisitions have been financed at 1.91% and 1.99% fixed interest rates respectively. Management is considering other refinancing opportunities to take advantage of historically low interest rates in Europe and anticipates being able to finance assets on a less costly basis than that offered by traditional financing in Canada.

## Debt Profile

**Debt profile as at March 31, 2022**

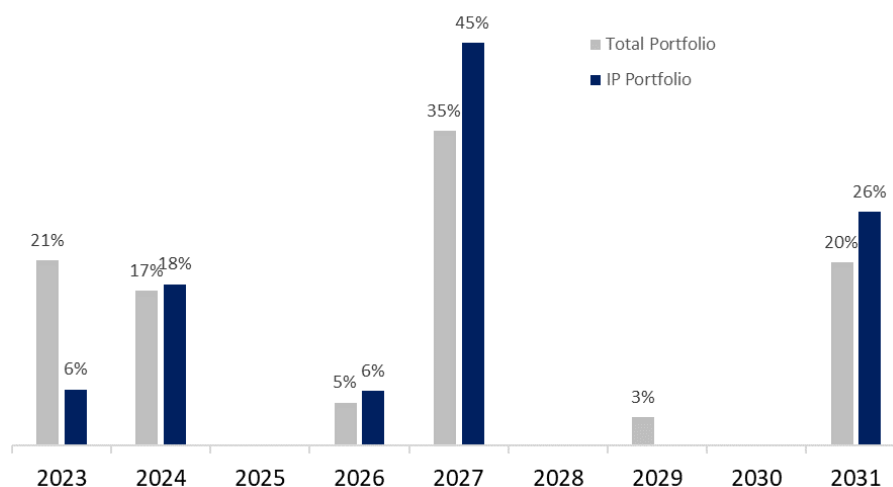
	IP Portfolio		Total Portfolio	
	Carrying value	%	Carrying value	%
Lease liabilities	108,150	44%	118,052	37%
Mortgage loans	139,595		198,768	
of which : Amortized mortgage loan	94,878	38%	104,210	33%
Bullet mortgage loan	44,717	18%	94,558	30%
<b>Total</b>	<b>247,745</b>	<b>100%</b>	<b>316,820</b>	<b>100%</b>

As at March 31, 2022, the debt on the IP Portfolio is composed of 56% mortgage loans and 44% lease liabilities, under contracts expiring from 2023 to 2031.

The REIT repays principal amounts quarterly on both mortgage and lease liabilities. This represents 82% of the REIT's IP Portfolio financing, excluding bullet mortgage loans (70% for the Total Portfolio).

### Leasehold and Mortgage Financing Maturity Profile

(% of amount outstanding as at March 31, 2022)



The 2023 financing maturity relates to the Bad Homburg mortgage loan, on which management has signed a one-year extension with a 1.45% rate (vs. 1.43% in the previous agreement) and a EUR€300 (CAD\$415) capex and tenant improvement reserve to finance the leasing of vacant space.

For the Total Portfolio, the in-place financing on the Duisburg property, maturing in June 2023, is being renegotiated by management and should lead to a new bullet mortgage over 5 years at 1.02% interest margin. The financing renewal is anticipated to occur in mid-May 2022.

The 2027 maturity relates mostly to the lease liability contract on Arcueil property with the bank. Management is negotiating a lease extension with the single tenant in place and, upon completion, will arrange a refinancing to leverage the corresponding gain in the property value.

Management is in regular communication with the senior lenders, including those of the Courbevoie, Baldi and Sablière properties, to update them on leasing and redevelopment strategies and renegotiate financing terms for the in-place loans (particularly amortization schedules) to avoid any breach in covenant policies.

## Contractual Obligations

	Contractual Cash Flows <sup>(1)</sup>	2022	2023	2024	2025	2026	Thereafter
Interest-bearing loan	345	23	-	-	322	-	-
Mortgages – principal payments	21 112	2 494	4 133	3 972	4 029	3 029	3 455
Mortgages -maturities	118 483	-	15 366	41 031	-	9 718	52 369
Lease liabilities	108 150	6 048	5 672	6 038	6 096	6 154	78 141
Exchangeable securities	8 724	8 724	-	-	-	-	-
Accounts payable	17 024	17 024	-	-	-	-	-
Income tax payable	2 167	2 167	-	-	-	-	-
<b>Total</b>	<b>276 005</b>	<b>36 480</b>	<b>25 171</b>	<b>51 041</b>	<b>10 447</b>	<b>18 901</b>	<b>133 965</b>

(1) Contractual cash flows do not include interest and do not account for any extension options.

## Equity

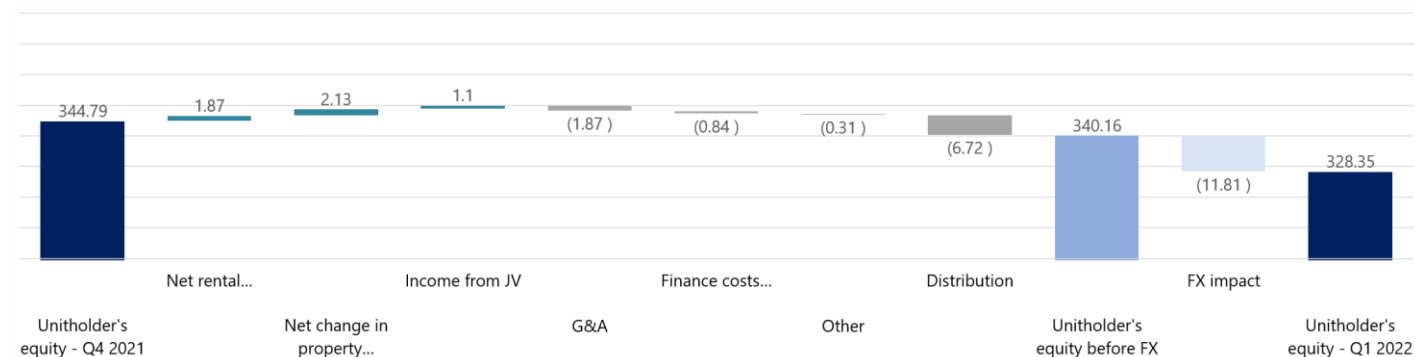
Management's discussion about equity is inclusive of exchangeable securities. In the unaudited condensed interim consolidated financial statements, the exchangeable securities are classified as current liabilities under IFRS because of the conversion feature that can be exercised by the holder of those securities at any time.

As at March 31, 2022, the REIT has 32,587,809 Units issued and outstanding, plus 938,036 Exchangeable Securities.

	Three months period ended March 31, 2022
<b><u>Units</u></b>	
Number at beginning of period	32,587,809
Increase in number during the period	-
Number at end of period	32,587,809
Weighted average number during the period	32,587,809
<b><u>Exchangeable securities</u></b>	
Number at beginning of period	938,036
Decrease in number during the period	-
Number at end of period	938,036
Weighted average number during the period	938,036
<b><u>Units and Exchangeable securities</u></b>	
Number at beginning of period	33,525,845
Decrease in number during the period	-
Number at end of period	33,525,845
Weighted average number during the period	33,525,845

## Unitholders' equity

The Unitholders' equity breakdown throughout the first quarter of 2022 is presented below (in CAD\$ million):



Notes to the above chart:

- The income from joint ventures includes both the share of net income for CAD\$325, and the finance income from interests on joint venture loans for CAD\$779.
- FX impact: The closing foreign exchange rate was 1.3843 as at March 31, 2022, compared to 1.4380 as at December 31, 2021, negatively impacting the REIT's consolidated balance sheet and unitholders' equity by 3.7%.

## Available Liquidity

The REIT's cash available was CAD\$15,486 as at March 31, 2022 (compared to CAD\$76,627 as at December 31, 2021) following the acquisitions of Gaia and Delgado at the end of March 2022.

Management has determined that the REIT has the financial resources to sustain its operations for 12 months following the date of the balance sheet.

## Cash Flows

The below table is showing the cash utilization throughout first quarter of 2022 and 2021 for the IP Portfolio, not including the REIT's share of cash in the joint venture-owned properties.

	Three months period ended March 31,		
	2022	2021	Variance
<b>Cash at the beginning of the year</b>	<b>76,627</b>	<b>80,376</b>	<b>(3,749)</b>
<b>Cash provided by (used in):</b>			
Operating activities	289	2,519	(2,230)
Investing activities	(99,589)	251	(99,840)
Financing activities	41,732	(9,643)	51,375
<b>Net change during the period</b>	<b>(57,568)</b>	<b>(6,873)</b>	<b>(50,695)</b>
Impacts of FX adjustment on cash	(3,573)	(3,971)	398
<b>Cash at year-end</b>	<b>15,486</b>	<b>69,532</b>	<b>(54,046)</b>

The cash flow provided by the operating activities decreased over the year 2021, dragged by the partially unoccupied Sablière, Baldi and Courbevoie properties, and due to the sale of Jeuneurs at the end of 2021.

The REIT has been very active on investments and refinancing during Q1 2022. The two acquisitions were funded by available cash (approximately 49%) and mortgages (approximately 51%).



Including the negative impact of FX on cash at March 31, 2022, the reduction in available cash compared to the first quarter 2021 is CAD\$(54,046).

### Analysis of Distributed Cash

The REIT is considered a mutual fund trust for income tax purposes in Canada. In Canada, mutual fund trusts are not taxed on income earned in a taxation year, to the extent that such income has been distributed to unitholders prior to the end of the taxation year. Pursuant to the REIT's Amended and Restated Declaration of Trust, dated April 9, 2020, the trustees shall make payable to unitholders a distribution of sufficient net realized capital gains and income that the REIT shall not be liable to pay taxes under Part 1 of the Tax Act.

Pursuant to the requirement of National Policy 41-201, Income Trusts and Other Indirect Offerings, the table below outlines the differences between cash flow from operating activities and cash distributions as well as the differences between income (loss) before income taxes and cash distributions, in accordance with the policy guidelines.

### Distributions Funding Sources

	Note	For the three months ended March 31	
		2022	2021
Net cash flows related to operating activities	A	289	2,519
Income before income taxes	B	2,371	4,330
Declared distribution on Units	C	6,721	6,683
Shortfall of cash flows from operating activities over cash distributions paid	A-C	(6,432)	(4,164)
Shortfall of profit over distributions	B-C	(4,350)	(2,353)

In the first quarter of 2022, the shortfall of income for distribution was funded by excess cash from the sale of the Jeuneurs property at the end of 2021. No material contract was amended to fund the shortfall and there are no risks or implications over the sustainability of future distributions.

As quantified in the FFO and AFFO calculations, the CAD\$6,721 required to make the distributions on Units, for the three months ended March 31, 2022 was above the FFO (CAD\$3,001) for the quarter.

	Note	Three months ended March 31, 2022	Year 2021	Year 2020
Weighted average number of units (diluted)	(1)	33,525,845	33,516,889	33,957,066
Theoretical distribution per unit (in CAD\$)	(2)	0.206	0.825	0.825
Theoretical distribution (in '000 CAD\$)	(1) x (2) (3)	6,915	27,651	28,017
Actual FFO per units (in CAD\$)	(4)	0.09	0.47	0.68
<b>Distribution funded by FFO (in '000 CAD)</b>	<b>(1) x (4) (5)</b>	<b>3,001</b>	<b>15,816</b>	<b>23,049</b>
<b>Shortfall over distribution</b>	<b>(3) – (5)</b>	<b>(3,914)</b>	<b>(11,835)</b>	<b>(4,968)</b>
Participatory distribution paid in July			(9,947)	
Excess cash generated by sale of Vanves (2019) / profit on Rueil transaction (2020) and sale of Jeuneurs (2021)			30,267	21,987
<b>Distribution funded by excess cash (in '000 CAD)</b>		<b>3,914</b>	<b>21,782</b>	<b>4,969</b>
Cumulative Vanves, Rueil and Jeuneurs excess cash after distribution		<b>21,590</b>	<b>25,504</b>	<b>17,018</b>

For the first quarter of 2022, the shortfall of CAD\$3,914 over the quarterly FFO, as well as the shortfalls of CAD\$11,835 and CAD\$4,968 for the years 2021 and 2020 respectively, were partly funded out of the excess cash corresponding to the price portion in excess of the fair market value on Vanves and Jeuneurs sales in December 2019 and November 2021, respectively, and by the profit-sharing component on the Rueil acquisition loan in 2020.

## Unit-Based Compensation Plan

The REIT, through its Deferred Share Unit (“DSU”) Plan, grants DSUs to its trustees and senior officers as non-cash compensation. These DSUs are measured at fair value at the grant date and compensation expense is recognized, consistent with the vesting features of the plan. The DSU plan is accounted for as a cash-settled award as the underlying REIT units are redeemable at the sole discretion of the unitholders for cash at market value of the units. For cash-settled awards, the REIT recognizes a liability measured at its fair value. At each reporting date until the liability is settled, the fair value of the liability is remeasured, with any changes in fair value recognized as compensation expense for the same period. Upon settlement of a DSU, the liability balance is reduced, and the resulting Trust Unit is recorded in equity.

Effective May 15, 2019, the REIT’s unitholders approved a DSU Plan to grant DSUs to its trustees and senior officers and reserved a maximum of 200,000 units for issuance under the plan. A DSU is a unit equivalent in value to one trust unit of the REIT. The DSU Plan permits the REIT’s trustees to defer receipt of all or a portion of their trustee fees until termination of the trustee service, and to receive such fees in the form of trust units at that time (“Elected DU”). Elected DU will vest immediately upon grant.

The DSU Plan allows the board of trustees to grant DSUs to its senior officers at the board’s discretion (“Granted DU”). The Granted DU will vest 1/3 over each anniversary date from date of grant over three years. The cost of Granted DU is recognized in the interim consolidated statement of earnings consistent with the vesting feature of each grant.

In addition, whenever cash distributions are paid on the REIT’s Trust Units, additional deferred units (“ADU”) shall be granted based on aggregate number of vested DSUs as at the same date.

As of March 31, 2022, 20,948 DSUs are outstanding and 179,052 DSUs are available for grant under the DSU Plan. There were nil DSUs exercised during the three months ended March 31, 2022, which resulted in no change to the DSU plan liability.

For the three months ended March 31, 2022, the REIT recorded an expense of CAD\$8 and an increase to the liability for the same amount. The total liability related to the DSU plan as of March 31, 2022 was CAD\$118 (CAD\$110 as at December 31, 2021) and was included in Trade and other payables.

## Distribution Reinvestment Plan

The reinstatement of the Dividend Reinvestment Plan (“DRIP”) has been approved by the Board of Trustees of the REIT. The commencement of the DRIP will be effective with the April 2022 distribution for Unitholders of record on April 29, 2022. Unitholders that were enrolled in the DRIP at the time of its suspension at April 30, 2020 and have not subsequently withdrawn will automatically resume participation in the DRIP. The DRIP allows eligible holders of units to reinvest their cash dividends paid in respect of their units in additional units, which, at the REIT’s election, will be issue from treasury or purchased on the open market. If the REIT elects to issue units from treasury, such units will be purchased under the DRIP at a three percent discount to the volume weighted average of the closing price for the units on the Toronto Stock Exchange (the “TSX”) for the five trading days immediately preceding the relevant dividend payment date. The REIT may, from time to time, in its sole discretion, change or eliminate the discount applicable to units issued from treasury.

## Financial Instruments

The REIT has the following financial assets and liabilities as at March 31, 2022

	<b>Classification</b>
<b>Financial assets</b>	
Loans to joint ventures	Amortized cost
Derivative financial instruments	FVTPL
Trade receivables and other financial assets	Amortized cost
Restricted cash	Amortized cost
Cash	Amortized cost

**Financial liabilities**

Mortgage loan	Amortized cost
Lease equalization loans	Amortized cost
Tenant deposits	Amortized cost
Exchangeable Securities	FVTPL
Derivative financial instruments	FVTPL
Trade and other payables	Amortized cost

The REIT uses the following hierarchy for the fair value determination of financial instruments:

- Level 1 quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 unobservable inputs for the asset or liability.

There were no transfers between levels of the fair value hierarchy during the three months period ended March 31, 2022.

Due to their short-term nature, the carrying value of the following financial instruments measured at amortized cost approximates their fair value at the balance sheet date:

- Trade receivables and other financial assets
- Cash and restricted cash
- Trade and other payables

	March 31, 2022		December 31, 2021	
	Fair Value	Carrying Value	Fair Value	Carrying Value
<b>Financial assets</b>				
Loans to joint ventures	32 014	32 014	34 083	34 083
<b>Financial liabilities</b>				
Mortgage loan	147 829	139 595	98 115	92 708
Lease equalization loans	-	-	-	-
Tenant deposits	2 325	2 325	1 449	1 449

The following methods and assumptions were used to estimate the fair values of financial instruments:

- The fair values of mortgage loans, lease equalization loans and tenant deposits, are estimated using the nominal amounts expected to be repaid at maturity, and a discount rate based on prevailing market interest rates, adjusted by an internally determined credit spread.
- The fair value of derivative financial instruments is determined based on discounted cash flows using interest rate yield curves and volatility that are observable on an active market, as at the balance sheet date.
- The fair value of the Exchangeable Securities is based on the quoted price of the REIT's Units, on the basis that they are exchangeable on a one-to-one basis.

The REIT is exposed to a number of financial risks, including those associated with financial instruments, which have the potential to affect its operating and financial performance. These risks include interest rate risk, currency risk, credit risk and liquidity risk.

## Interest Rate Risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The REIT's exposure to the risk of changes in market interest rates relates to the long-term debt obligations with floating interest rates related to leases and mortgage loans. The interest rate risk is mitigated by the REIT's strategy of using derivative financial instruments on mortgage loans and on the lease liabilities. As at March 31, 2022, after taking into consideration the effect of the interest rate swap (22%) and the interest rate cap (6.5%), as well as fixed interest rates (44.5%), 73% of the REIT's long-term debt obligation has no exposure to interest rate risk (2021 – 73%).

## Currency Risk

The REIT operates in France and Germany, and the functional currency for these operations is the Euro. The REIT's distributions are paid to unitholders in Canadian dollars. Thus, the cash available for distribution to unitholders could be adversely impacted by currency variations. To mitigate the risk of foreign exchange fluctuations on the distributions to our unitholders, management has established an active foreign exchange hedging program.

To take advantage of improved exchange rates, a new two-year hedging program was put in place in Q3 2021 with Banque Palatine, which will take over the existing contract starting October 2022. As such, the exchange rates relating to 100% of the REIT's current distributions are secured by these foreign currency forward contracts, until October 2024.

Financial institution	Contracts maturity	Hedge Value ('000 EUR)	Weighted average hedging rate
CADIFF	Q2 2022	3,542	1.525
	Q3 2022	3,526	1.531
	Q4 2022	1,170	1.539
BANQUE PALATINE	Q2 2023	4,346	1.518
	Q3 2023	4,332	1.523
	Q4 2023	4,319	1.528
	Q1 2024	4,306	1.533
	Q2 2024	4,293	1.537
	Q3 2024	4,283	1.541
		<b>34,117</b>	

The hedging program in place with Cadiff will secure the REIT to sell EUR at an average rate of 1.5296 and receive CAD\$1,800, on a monthly basis, until October 2022.

The new hedging contracts with Banque Palatine will secure, starting November 2022, a CAD\$2,200 monthly conversion at an average rate of 1.5263 for a two-year period, ending October 2024.

As at March 31, 2022 and December 31, 2021, a 10% change in the value of the Euro relative to the Canadian dollar would have the following impact on financial results:

	% change	Net income	OCI	Total
<b>March 31, 2022</b>				
Impact in the event of an increase in the value of the Euro/CAD\$	10%	28	(24 105)	(24 077)
Impact in the event of a decrease in the value of the Euro/CAD\$	(10%)	(28)	24 105	24 077
<b>December 31, 2021</b>				
Impact in the event of an increase in the value of the Euro/CAD\$	10%	66	(13 630)	(13 564)
Impact in the event of a decrease in the value of the Euro/CAD\$	(10%)	(66)	13 630	13 564

## Credit Risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The REIT is directly exposed to credit risk from its leasing activities and its investing activities, including the

acquisition loans, trades and other receivables, loans in other current financial assets, derivatives, deposits with banks and financial institutions. The REIT's maximum exposure to credit risk is limited to the carrying amount of financial assets recognized on March 31, 2022.

**Loan to joint ventures:** Credit risk relating to loan to joint ventures is mitigated through recourse against such parties and/or the underlying real estate. These financial instruments are considered to have low credit risk. The REIT monitors the debt service ability of the properties underlying the loans to assess for changes in credit risk.

**Accounts receivable:** Credit risk is managed by requiring tenants to pay rentals in advance. Also, in certain cases, deposits are obtained from tenants. Accounts receivables are presented on the consolidated balance sheet, net of allowance for credit losses determined using the simplified method as allowed per IFRS 9. This provision is based on the expected recovery percentage of amounts receivable from each tenant and various other indicators, such as a deterioration of the credit situation of a given tenant. Management regularly reviews accounts receivable and monitors past due balances.

**Cash deposit and derivatives:** The credit risk for cash and derivative financial instruments is considered negligible since the counterparties are reputable banks with high quality external credit ratings.

## Liquidity Risk

The REIT's objective is to maintain a balance between continuity of funding and flexibility using bank deposits and loans. Liquidity risk inherent to the financial structure of the business is mainly managed through quarterly updates of short-term cash flow forecasts, follow-up of availability of funding through an adequate amount of committed credit facilities, as well as the status of the maturity of financial assets and liabilities. Refer to "Contractual Obligations" section above for further details.

Management has determined that the REIT has the financial resources to sustain its operations for the 12 months following the date of the consolidated balance sheet.

## Quarterly Information – Last Eight Quarters

	As at and for the three months ended							
	March 31	Dec. 31	Sept. 30	June 30	March 31	Dec. 31	Sept. 30	Jun. 30
	2022	2021	2021	2021	2021	2020	2020	2020
Rental revenue	5 201	6 253	7 650	6 871	7 420	7 706	7 154	7 119
Rental revenue - Total Portfolio (1)	7 253	8 225	9 773	8 967	9 531	9 941	9 606	9 525
Net rental income	1 873	5 813	7 022	6 918	4 438	7 761	7 260	7 399
Net rental income - Total Portfolio (1)	3 506	7 681	9 112	8 976	6 096	9 851	9 610	9 786
Net income attributable to Unitholders	2 094	(15 228)	32 151	9 247	4 165	(8 952)	4 445	(9 385)
FFO (1)	3 001	3 225	4 157	4 295	4 139	5 631	6 393	5 418
AFFO (1)	3 302	2 242	3 816	4 327	3 745	4 955	5 984	5 210
FFO per Unit (diluted) (1) (2)	0,09	0,10	0,12	0,13	0,12	0,17	0,19	0,16
AFFO per Unit (diluted) (1) (2)	0,10	0,07	0,11	0,13	0,11	0,15	0,18	0,15
Declared distribution per Unit	0,21	0,21	0,21	0,51	0,21	0,21	0,21	0,21
FFO payout ratio (2)	230,4%	214,4%	174,7%	160,7%	167,0%	129,2%	108,6%	130,0%
AFFO payout ratio (2)	209,4%	308,4%	190,3%	159,5%	184,6%	146,8%	116,0%	135,2%

(1) See the following section "Non-GAAP Financial Measures" for more information on the REIT's non-GAAP financial measures and reconciliations thereof. Non-GAAP measures do not have standardized meaning under IFRS. These measures as computed by the REIT may differ from similar computations as reported by other entities and, accordingly, may not be comparable to other entities.

(2) Excluding the Participatory Distribution. Based on the diluted weighted average number of Units, Exchangeable Securities and the conversion of promissory notes in 2020.

## Related Party Transactions

Pursuant to the Management Agreement, Inovalis S.A. is the asset manager of the REIT and provides the strategic, advisory, asset management, project management, construction management, property management and administrative services necessary to manage the operations of the REIT and its subsidiaries.

Inovalis S.A. is considered as a related party of the REIT as they share the same management. The founder and Chairman of Inovalis S.A. is President of the REIT, the Chief Executive Officer (“CEO”) of Inovalis S.A. is also CEO of the REIT, and the Deputy Chief Executive Officer of Inovalis S.A. is Chief Investment Officer (“CIO”) and Chief Financial Officer (“CFO”) of the REIT.

## Investment in Joint Ventures, Reconciliation

### Consolidated Statement of Earnings - Reconciliation to Consolidated Financial Statements

<i>(in thousands of CAD\$)</i>	Three months ended					
	March 31, 2022			March 31, 2021		
	Amounts per REIT's financial statements	Share of net earnings from investments in joint ventures <sup>(1)</sup>	Total	Amounts per REIT's financial statements	Share of earnings from investments in joint ventures	Total
Rental income	5,201	2,052	7,253	7,420	2,111	9,531
Property operating cost recoveries	1,247	708	1,955	2,041	789	2,830
Property operating costs	(4,584)	(1,127)	(5,711)	(4,882)	(1,242)	(6,124)
Other revenues	39	-	39	67	-	67
Other property operating expenses	(30)	-	(30)	(208)	-	(208)
<b>Net rental income</b>	<b>1,873</b>	<b>1,633</b>	<b>3,506</b>	<b>4,438</b>	<b>1,658</b>	<b>6,096</b>
General and administrative expenses	(1,868)	(371)	(2,239)	(2,461)	(412)	(2,873)
Foreign exchange loss	(980)	-	(980)	(886)	-	(886)
Share of net income (loss) from joint ventures	325	(325)	-	429	(429)	-
<b>Operating income</b>	<b>(650)</b>	<b>937</b>	<b>287</b>	<b>1,520</b>	<b>817</b>	<b>2,337</b>
Net change in fair value of investment properties	2,131	525	2,656	1,710	232	1,942
Net change in fair value of financial derivatives	799	(12)	787	2,834	(33)	2,801
Net change in fair value of Exchangeable securities	291	-	291	(679)	-	(679)
Finance income	1,168	(778)	390	880	(880)	-
Finance costs	(1,174)	(322)	(1,496)	(1,705)	(336)	(2,041)
Distributions on Exchangeable securities	(194)	-	(194)	(230)	-	(230)
<b>Income (loss) before income taxes</b>	<b>2,371</b>	<b>350</b>	<b>2,721</b>	<b>4,330</b>	<b>(200)</b>	<b>4,130</b>
Current income tax (expense) recovery	(43)	(18)	(61)	(177)	27	(150)
Current income tax (expense) recovery	(192)	(105)	(297)	55	173	228
<b>Total income tax recovery (expense)</b>	<b>(235)</b>	<b>(123)</b>	<b>(358)</b>	<b>(122)</b>	<b>200</b>	<b>78</b>
<b>Net income (1)</b>	<b>2,136</b>	<b>227</b>	<b>2,363</b>	<b>4,208</b>	<b>-</b>	<b>4,208</b>
Non-controlling interest	42	-	42	43	-	43
<b>Net income attributable to the Trust</b>	<b>2,094</b>	<b>227</b>	<b>2,321</b>	<b>4,165</b>	<b>-</b>	<b>4,165</b>

- (1) As at March 31, 2022, the difference in net income when comparing the REIT's financial statements for IFRS purposes and the REIT's financial statements for proportionate consolidation (Non-GAAP) purposes relates entirely to the impairment charge recorded on the REIT's loan to Delizy in accordance with IFRS 9. As the loan to Delizy has been considered equity for proportionate consolidation purposes, no impairment under IFRS 9 has been recorded, resulting in a reconciliation difference.

## Balance Sheet Reconciliation to Consolidated Financial Statements

Assets	As at March 31, 2022			As at December 31, 2021		
	As per REIT's financial statements <sup>(1)</sup>	Share from investments in joint-ventures <sup>(2)</sup>	Proportionate Consolidation	As per REIT's financial statements <sup>(1)</sup>	Share from investments in joint-ventures	Proportionate Consolidation
<b>Non-current assets</b>						
Investment properties	513 697	140 627	654 324	427 631	145 592	573 223
Investments in joint ventures	61 668	(61 668)	-	64 327	(64 327)	-
Derivative financial instruments	490	-	490	-	-	-
Restricted cash	5 050	-	5 050	4 964	-	4 964
<b>Total non-current assets</b>	<b>580 905</b>	<b>78 959</b>	<b>659 864</b>	<b>496 922</b>	<b>81 265</b>	<b>578 187</b>
<b>Current assets</b>						
Trade receivables and other financial assets	11 865	(1 684)	10 181	9 368	(1 303)	8 065
Derivative financial instruments	779	-	779	845	-	845
Other current assets	4 527	1 431	5 958	3 431	1 210	4 641
Restricted cash	121	-	121	52	-	52
Cash	15 486	3 295	18 781	76 627	3 101	79 728
<b>Total current assets</b>	<b>32 778</b>	<b>3 042</b>	<b>35 820</b>	<b>90 323</b>	<b>3 008</b>	<b>93 331</b>
<b>Total assets</b>	<b>613 683</b>	<b>82 001</b>	<b>695 684</b>	<b>587 245</b>	<b>84 273</b>	<b>671 518</b>
<b>Liabilities and Unitholders' equity</b>						
<b>Liabilities</b>						
<b>Non-current liabilities</b>						
Interest-bearing loan	322	-	322	334	-	334
Mortgage loans	120 250	58 956	179 206	73 099	61 258	134 357
Lease liabilities	102 028	9 429	111 457	106 351	9 918	116 269
Tenant deposits	2 084	139	2 223	1 172	129	1 301
Derivative financial instruments	-	-	-	366	-	366
Deferred tax liabilities	4 943	6 677	11 620	4 941	6 832	11 773
<b>Total non-current liabilities</b>	<b>229 627</b>	<b>75 201</b>	<b>304 828</b>	<b>186 263</b>	<b>78 137</b>	<b>264 400</b>
<b>Current liabilities</b>						
Interest-bearing loan	23	-	23	24	-	24
Mortgage loans	19 345	217	19 562	19 609	226	19 835
Lease liabilities	6 122	473	6 595	7 700	489	8 189
Tenant deposits	241	31	272	277	32	309
Exchangeable securities	8 724	-	8 724	9 015	-	9 015
Derivative financial instruments	387	-	387	853	-	853
Trade and other payables	17 024	2 764	19 788	11 248	2 286	13 534
Income tax payable	2 167	-	2 167	2 167	-	2 167
Deferred income	381	452	833	4 004	365	4 369
<b>Total current liabilities</b>	<b>54 414</b>	<b>3 937</b>	<b>58 351</b>	<b>54 897</b>	<b>3 398</b>	<b>58 295</b>
<b>Total liabilities</b>	<b>284 041</b>	<b>79 138</b>	<b>363 179</b>	<b>241 160</b>	<b>81 535</b>	<b>322 695</b>
<b>Equity</b>						
Trust units	288 752	-	288 752	288 752	-	288 752
Retained earnings (2)	42 352	2 965	45 317	46 979	2 738	49 717
Accumulated other comprehensive (loss) income	(2 754)	(102)	(2 856)	9 055	-	9 055
	<b>328 350</b>	<b>2 863</b>	<b>331 213</b>	<b>344 786</b>	<b>2 738</b>	<b>347 524</b>
Non-controlling interest	1 292	-	1 292	1 299	-	1 299
<b>Total liabilities and equity</b>	<b>613 683</b>	<b>82 001</b>	<b>695 684</b>	<b>587 245</b>	<b>84 273</b>	<b>671 518</b>

- (1) Balance sheet amounts presented for the REIT were taken respectively from interim consolidated financial statements as at March 31, 2022 and audited consolidated financial statements as at December 31, 2021.
- (2) The difference in retained earnings when comparing the REIT's consolidated financial statements for IFRS purposes and the REIT's financial statements for proportionate consolidation (non-GAAP) purposes relates entirely to the impairment charge recorded on the REIT's loan to Delizy in accordance with IFRS 9. As the loan to Delizy has been considered equity for proportionate consolidation purposes, no impairment under IFRS 9 has been recorded, resulting in a reconciliation difference.

## Risks and Uncertainties

The REIT is exposed to various risks and uncertainties, many of which are beyond the control of management, the occurrence of which could materially and adversely affect investments, prospects, cash flows, results of operations or financial condition and management's ability to make cash distributions to unitholders. Management believes the risk factors described below are the most material risks to the REIT, however they are not the only ones. Additional risk factors not presently known to us, or that management currently believes are immaterial, could also materially and adversely affect investments, prospects, cash flows, results of operations or financial condition and management's ability to make cash distributions to unitholders, and negatively affect the value of the Units. In addition to the risks described herein, reference is made to the risks and uncertainties section in the REIT's latest Annual Information Form.

### Risks Relating to the REIT and its Business

#### Risks Inherent in the Real Estate Industry May Adversely Affect our Financial Performance

The REIT is subject to risks involving the economy in general, including, among other things, inflation, deflation or stagflation, unemployment, geopolitical events such as the conflict between Russia and Ukraine and a local, regional, national or international outbreak of a contagious disease, including COVID-19 and its potential intensification. Poor economic conditions could adversely affect the REIT's ability to generate revenues, thereby reducing its operating income and earnings. It could also have an adverse impact on the ability of the REIT to maintain occupancy rates, which could harm the REIT's financial condition. In weak economic environments, the REIT's tenants may be unable to meet their rental payments and other obligations due to the REIT, which could have a material and adverse effect on the REIT.

In addition, fluctuation in interest rates or other financial market volatility may adversely affect the REIT's ability to refinance existing indebtedness on its maturity, or on terms that are as favorable as the terms of the existing indebtedness, which may impact negatively on AFFO, may restrict the availability of financing for future prospective purchasers of the REIT's investments, and could potentially reduce the value of such investments, or may adversely affect the ability of the REIT to complete acquisitions on financially desirable terms.

An investment in real estate is relatively illiquid. Such illiquidity will tend to limit our ability to vary our portfolio promptly in response to changing economic or investment conditions. The costs of holding real estate are considerable and during an economic recession, the REIT may be faced with ongoing expenditures with a declining prospect of incoming receipts. In such circumstances, it may be necessary for us to dispose of properties at lower prices to generate sufficient cash for operations and making distributions and interest payments.

#### Public Health Crises / COVID-19

COVID-19 is a global pandemic that has necessitated restrictive measures to combat the spread of the virus which have caused material disruptions to businesses globally, contributing to an economic slowdown that has been exacerbated by geopolitical conflict. Global equity and capital markets have also experienced significant volatility. Governments have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions.

Vaccination programs and other measures to combat COVID-19 are in place across European countries, including in the cities and regions where the REIT's assets are located. The REIT has proactively taken actions in response to, or in furtherance of, these measures.

Notwithstanding the COVID 19 pandemic, such measures have not had a material impact on the REIT, and management believes that the REIT's performance will continue to be stable or strengthen in the foreseeable future, and over the longer term. Nonetheless, given the unpredictable nature of the COVID-19 pandemic, any continuation or intensification of such pandemic or related government measures could in the future have an adverse effect (which effect could be material) on the REIT's financial condition, results of operations, and cash flows, due to the following factors, or others:

- Weaknesses in national, regional, or local economies may prevent tenants from paying rent in full or on a timely basis.
- A reduction in tenant demand for space due to a general decline in business activity and discretionary spending could adversely affect the value of the REIT's assets. This could lead to an impairment of the REIT's real estate investments. In



addition, the REIT may be unable to complete planned development of land for expansion or other capital improvement projects on a timely basis, or at all, or the inability of third-party contractors to continue to work on construction projects.

- A general decline in business activity or demand for real estate transactions could adversely affect the REIT's ability or desire to acquire additional assets.
- The financial impact of the COVID-19 pandemic could negatively impact the REIT's ability to comply with financial covenants in its credit arrangements and result in a default, and potentially an acceleration of indebtedness. Such noncompliance could negatively impact the REIT's financial position and its ability to make additional borrowings under its credit facilities.
- A severe disruption and instability in the global financial markets or deteriorations in credit and financing conditions may affect the REIT's ability to access capital necessary to fund business operations, including the acquisition or expansion of investment assets, or replace or renew maturing liabilities on a timely basis, on attractive terms, or at all, and may adversely affect the valuation of financial assets and liabilities.
- An outbreak of COVID-19 or other contagious illness in an asset, or the market in which an asset operates, could negatively impact its occupancy, reputation, or attractiveness.
- The COVID-19 pandemic could negatively affect the health, availability and productivity of Inovalis S.A.'s personnel. It could also affect Inovalis S.A.'s ability to recruit and attract new employees or retain current employees. An outbreak that directly affects, or threatens to directly affect, any of the assets could also deter or prevent Inovalis S.A.'s on site personnel from reporting to work. The effects of shelter in place orders could strain the REIT's business continuity plans, introduce operational risk, including but not limited to cybersecurity risks, and impair the REIT's ability to manage its business.
- Governmental agencies that permit and approve the REIT's projects, suppliers, builders, and other business partners and third parties, may be prevented from conducting business activities in the ordinary course for an indefinite period of time, which could in turn negatively affect the REIT's business.
- Disruptions caused by COVID-19 may negatively impact the market price for the equity securities of the REIT and may, in the short or long term, materially adversely impact the REIT's tenants and/or the debt and equity markets, both of which could materially adversely affect the REIT's operations and financial performance and ability to pay distributions.

Other risks, including those described elsewhere in this MD&A related to changes to applicable laws and regulations, economic downturn in markets, debt financing, financing renewal, access to capital and the REIT's reliance on information technology infrastructure, and the effects of these risks on the REIT's financial condition, results of operations, cash flows, ability to make cash distributions, operations and the market price of its securities, could be exacerbated by the effects of the COVID-19 pandemic and government measures to control it, any intensification of such pandemic or measures, or any other outbreak of contagious disease.

The extent to which the COVID-19 pandemic impacts the REIT's operations, financial condition and financial results will depend on future developments, which are highly uncertain and cannot be predicted with confidence. Such future developments include the severity and duration of the pandemic, any intensification of the pandemic, the actions by governments and others taken to contain the pandemic or mitigate its impact, changes in the preferences of tenants and prospective tenants, and the direct and indirect economic effects of the pandemic and containment measures, among others. The continued development and fluidity of this situation impedes the REIT's ability to predict the ultimate adverse impact of the COVID-19 pandemic. Nevertheless, the COVID-19 pandemic and the current financial, economic and capital markets environment, and future developments in these and other areas, present material uncertainty and risk with respect to the REIT's performance, consolidated financial condition, results of operations and cash flows.

### **Concentration of Tenants May Result in Significant Vacancies on the Properties**

Five of the REIT's largest tenants, by percentage of total GLA, occupy 49.1% of the total weighted areas. Although all five tenants are committed to multi-year leases, which are set to expire gradually between 2023 and 2029, there is no assurance that such tenants will continue to occupy such premises for the remainder of their lease terms. Some of them have break options before the end of their leases, and the earliest dates on which those five largest tenants may effectively move range between 2023 and 2026. To minimize this risk of vacancy, the REIT will continue to closely monitor all leases and ensure that they work with the current tenants to determine their future leasing plans, which would allow the REIT to source tenants in advance of the current tenants vacating the property.

## **Lease Renewals, Rental Increases, Lease Termination Rights and Other Lease Matters**

Leases for tenants of the REIT properties will mature or expire from time to time. There can be no assurance that tenants will renew leases upon the expiration or that rental rate increases will be achieved upon such renewal. The failure to renew leases or achieve rental rate increases may adversely impact our financial condition and results of operations and decrease the amount of cash available for distribution.

Despite management's objective to maintain continuous occupancy of leased premises, tenants may fall into financial difficulty from time to time, and there can be no guarantee that tenants will continue to occupy such premises, nor be able to fully pay rent. In addition, certain leases contain a provision which gives tenants the right to terminate their leases upon payment of a penalty.

## **Environmental Contamination on Properties May Expose Us to Liability and Adversely Affect Financial Performance**

The properties may contain ground contamination, hazardous substances, wartime relics (including potentially unexploded ordnance) and/or other residual pollution and environmental risks. Buildings and their fixtures might contain asbestos or other hazardous substances above the allowable or recommended thresholds, or the buildings could bear other environmental risks. Prior to acquiring the interests in the properties (including the leasehold interests), management undertook environmental studies on each property. No sign of pollution was evidenced on any of the properties.

The REIT is subject to various federal, state, and municipal laws relating to environmental matters. Such environmental laws impose actual and contingent liabilities on the REIT to undertake remedial action on contaminated sites and in contaminated buildings. The costs of any removal, investigation, or remediation of any residual pollution on such sites or in such buildings as well as costs related to legal proceedings, including potential damages, regarding such matters may be substantial.

The REIT has insurance in place to protect against certain environmental liabilities in respect of certain of the properties, with limits, which are customary and available for portfolios like REIT's.

Necessary capital and operating expenditures are made to ensure compliance with environmental laws and regulations. Although there can be no assurance, management does not believe that costs relating to environmental matters will have a material adverse effect on our investments, financial condition, results of operations, or distributions or cash interest payments.

## **The REIT May Incur Significant Capital Expenditures**

Certain significant expenditures must be made throughout the period of ownership of real property, regardless of whether the property is producing sufficient income to pay such expenses. To retain desirable rentable space and to generate adequate revenue over the long term, we must maintain or, in some cases, improve each property's condition to meet market demand, which can entail significant costs we may not be able to pass on to our tenants.

Any failure by the REIT to undertake appropriate maintenance and refurbishment work in response to the factors described above could entitle tenants to withhold or reduce rental payments, or even to terminate existing leases. Any such event could have a material adverse effect on our cash flows, financial condition and results of operations, and our ability to make distributions on the Units.

## **Financing Risks, Leverage and Restrictive Covenants May Limit the Ability for Growth**

The real estate industry is capital intensive. The REIT requires access to capital to maintain our properties, as well as to fund our growth strategy, and significant capital expenditures from time to time. There is no assurance that capital will be available when needed, or on favorable terms. Failure to access required capital could adversely impact investments, cash flows, operating results or financial condition, the ability to make distributions on the Units and the ability to implement the REIT's growth strategy.

As indebtedness increases, there is risk that the REIT may default on its debt obligations. The ability to make scheduled payments on the principal of, or interest on, and to otherwise satisfy the REIT's debt obligations depends on future performance, which is subject to the financial performance of the properties, prevailing economic conditions, prevailing interest rate levels, and financial, competitive, business and other factors, many of which are beyond the REIT's control.

## **Changes in Government Regulations May Affect Our Investment in Our Properties**

The REIT is subject to laws and regulations governing the ownership, leasing or operations of real property, employment standards, environmental and energy efficiency matters, taxes and other matters. It is possible that future changes in applicable federal, state, local or common laws or regulations or changes in their enforcement or regulatory interpretation could result in changes in the legal requirements affecting us (including with retroactive effect). This may include sudden regulatory changes required for the safe occupancy of buildings during the COVID-19 pandemic. In addition, the political conditions in the jurisdictions in which the REIT operates are also subject to change. Any changes in investment policies or shifts in political attitudes may adversely affect our investments. Any changes in the laws to which the REIT is subject in the jurisdictions in which it operates could materially affect the rights and title to the properties. All the properties held, directly or indirectly, by the REIT are located in France, Germany and Spain. Although the governments in France, Germany and Spain are generally stable and friendly to foreign investments, there are still political risks. It is not possible to predict whether there will be any further changes in the regulatory regime(s) to which the REIT is subject or the effect of any such change on investments.

## **Failure to Receive Deductions for Interest Payments May Adversely Affect Our Cash Flows, Results of Operations and Financial Condition**

During the acquisition of the properties, the REIT entered into financing transactions with third parties and affiliates. These financing agreements will require payment of principal and interest. There are several rules in German and Luxembourg tax laws restricting the tax deductibility of interest expenses for corporate income and municipal trade tax purposes. Such rules have been changed considerably on several occasions in recent past. As a result, uncertainties exist as to the interpretation and application of such rules, which are not yet clarified by the tax authorities and the tax courts. The tax deductibility of interest expenses depends on, among other things, the details of the security structure for debt financings, the annual amount of tax net-debt interest, the amounts and terms of unitholder or affiliate financings, and our general tax structure. There is a risk of additional taxes being triggered on the rental income and capital gains in case the tax authorities or the tax courts adopt deviating views on the above. If this were the case, this would result in a higher tax burden and, consequently, could have a material adverse effect on cash flows, financial condition and results of operations and ability to pay distributions on the Units. In France, and assuming that interest rates on group loans are arm's length, tax laws restricting the deductibility of interest expenses for corporate income tax purposes should have no impact since INOPCI 1 is exempt from corporate income tax provided it complies with its distribution obligations.

## **Changes in Currency Exchange Rates Could Adversely Affect Our Business**

Substantially all of the REIT's investments and operations are conducted in currencies other than Canadian dollars; however, distributions to unitholders are paid in Canadian dollars. The REIT also raises funds primarily in Canada from the sale of securities in Canadian dollars and invests such funds indirectly through its subsidiaries in currencies other than Canadian dollars. As a result, fluctuations in such foreign currencies against the Canadian dollar could have a material adverse effect on financial results, which are denominated and reported in Canadian dollars, and on the ability to pay cash distributions to Unitholders. Active hedging programs have been implemented to offset the risk of revenue losses and to provide more certainty regarding the payment of distributions to unitholders if the Canadian dollar increases in value compared to foreign currencies. However, to the extent that the REIT fails to adequately manage these risks, including if any such hedging arrangements do not effectively or completely hedge changes in foreign currency rates, the REIT's financial results, and its ability to pay cash distributions to Unitholders may be negatively impacted.

## **Changes in Interest Rates Could Adversely Affect Cash Flows and the REIT's Ability to Pay Distributions and Make Interest Payments**

When concluding financing agreements or extending such agreements, management's objective is to agree on terms for interest payments that will not impair desired profit, and on amortization schedules that do not restrict the ability to pay distributions to Unitholders. In addition to the variable rate portion of the leaseholds in respect of the REIT's properties, management may enter into future financing agreements with variable interest rates if the current historical low level of interest rates continues. Given the current historical low level of interest rates, there is a risk that interest rates will increase, which would result in a significant increase in the amount paid by the REIT and its subsidiaries to service debt, resulting in a decrease in distributions to Unitholders, and could impact the market price of the Units. Hedging transactions involve the risk that counterparties, which are generally financial institutions, may be unable to satisfy their obligations. If any counterparties default on their obligations under the hedging

contracts or seek bankruptcy protection, it could have an adverse effect on the REIT's ability to fund planned activities and could result in a larger percentage of future revenue being subject to currency changes.

### **Dependence on Inovalis S.A. for Management Services**

The REIT is dependent on Inovalis S.A. with respect to the asset management of properties and the property management of the properties. Consequently, the REIT's ability to achieve its investment objectives depends in large part on Inovalis S.A. and its ability to provide advice. This means that the REIT's investments are dependent upon Inovalis S.A.'s business contacts, its ability to successfully hire, train, supervise and manage its personnel and its ability to maintain its operating systems. If the REIT were to lose the services provided by Inovalis S.A. or its key personnel, our investments and growth prospects may decline. The REIT may be unable to duplicate the quality and depth of management available to it by becoming a self-managed company or by hiring another asset manager.

While the trustees have similar oversight responsibility with respect to the services provided by Inovalis S.A. pursuant to the Management Agreement, the services provided by Inovalis S.A. are not performed by employees of the REIT, but by Inovalis S.A. directly and through entities to which it may subcontract. The Fourth Amended and Restated Management Agreement has an initial term of two years, expiring on March 31, 2023, but may be extended for an additional one-year term based on mutual agreement of Inovalis S.A. and the REIT.

### **Investments in, and Profits and Cash Flows From, Properties May be Lost in the Event of Uninsured or Underinsured Losses to Properties or Losses from Title Defects**

The REIT carries general liability, umbrella liability and excess liability insurance with limits that are typically obtained for similar real estate portfolios in France, Germany and Spain and otherwise acceptable to the trustees. For the property risks, the REIT intends to carry "Multi-Risk" property insurance, including but not limited to, natural catastrophic events and loss of rental income insurance (with at least a 12 to 18-month indemnity period). The REIT also carries boiler and machinery insurance covering all boilers, pressure vessels, HVAC systems and equipment breakdown. There are, however, certain types of risks (of a catastrophic nature such as from pandemics, war, or nuclear accidents) that are uninsurable under any insurance policy. Furthermore, there are other risks that are not economically viable to insure currently. The REIT partially self-insures against terrorism risk for the entire portfolio. The REIT has insurance for earthquake risks, subject to certain policy limits, deductibles and self-insurance arrangements. Should an uninsured or underinsured loss occur, the REIT could lose the investment in, and anticipated profits and cash flows from, one or more of its properties, but it would continue to be obligated to repay any recourse mortgage indebtedness on such properties. The REIT does not carry title insurance on the properties. If a loss occurs resulting from a title defect with respect to a property where there is no title insurance, the REIT could lose all or part of its investment in, and anticipated profits and cash flows from, such property. The REIT does not carry pandemic insurance on the properties. If a loss occurs resulting from the inability of a tenant to pay rent, or a restriction on the operation of a property due to government regulation related to the COVID-19 pandemic, the REIT could lose all or part of its investment in, and anticipated profits and cash flows from, such property.

### **IFRS Reporting May Result in Our Consolidated Statement of Financial Position and Consolidated Statement of Earnings Being Subject to Volatility as the Fair Value of Portfolio Changes**

The fair value of the REIT's properties is dependent upon, among other things, rental income from current leases, assumptions about rental income from future leases reflecting market conditions, expected future cash outflow in respect of such leases, the demand for properties such as the properties, the availability and cost of financing and general economic conditions. A change in one or a combination of these factors, many of which are not controlled by the REIT, may have a material impact to the fair value of its properties. The REIT's chosen accounting policy under IFRS requires that real estate assets be recorded at "fair value", with changes in fair value being recorded in earnings in the period of change. Accordingly, the statement of financial position and the statement of earnings are subject to volatility, as the fair value of its real estate portfolio changes and these changes may be material.

### **Reliance on Partnerships**

The REIT has a material non-controlling interest in partnerships with several institutional investors. These arrangements create a risk as the business objectives or economic interests of the partner, as in any joint business arrangement, may not be aligned with those of the REIT. The partner may want to make decisions that negatively affect the value of its real estate assets or income of the REIT. Such investments may involve risks that are not present in investments where a third party is not involved, including the

possibility that a partner may have financial difficulties, resulting in a negative impact on the investment, or be liable for the actions of its third-party partner. Although the REIT may not have control over these investments and therefore may have a limited ability to protect its position, such partnership arrangements contain terms and conditions which, in the opinion of the independent trustees, are commercially reasonable, including without limitation such terms and conditions relating to restrictions on the transfer, acquisition and sale of the REIT's and any joint venture partner's interest in the joint venture arrangement, provisions to provide liquidity to the REIT, provisions to limit the liability of the REIT and its unitholders to third parties, and provisions to provide for the participation of the REIT in the management of the joint venture arrangements. The REIT's investment in properties through joint arrangements is subject to the investment guidelines set out in the Declaration of Trust.

## **Income Taxes**

### ***Taxation of Trusts***

The REIT qualifies as a "unit trust" and a "mutual fund trust" for purposes of the Tax Act. There can be no assurance that Canadian federal income tax laws and the administrative policies and assessing practices of the CRA respecting mutual fund trusts will not be changed in a manner that adversely affects unitholders. Should the REIT cease to qualify as a mutual fund trust under the Tax Act, the income tax consequences to the REIT and its unitholders would be materially and adversely different in certain respects.

### ***Application of the SIFT Rules***

Certain rules (the "SIFT Rules") apply to a trust that is a "SIFT trust" as defined in the Tax Act. Provided that a trust does not own "non-portfolio property" (as defined in the Tax Act), it will not be subject to the SIFT Rules. Based on the investment restrictions of the REIT, the REIT may not acquire any non-portfolio property and, therefore, is not subject to the SIFT Rules. However, there can be no assurance that the SIFT Rules, or the administrative policies or assessing practices, of the CRA will not be changed in a manner that adversely affects the REIT and unitholders.

### ***FAPI***

The REIT's "participating percentage" (as defined in the Tax Act) of "foreign accrual property income" ("FAPI") earned by any controlled foreign affiliate ("CFA") of the REIT must be included in computing the income of the REIT for the fiscal year of the REIT in which the taxation year of such CFA ends, subject to a deduction for grossed-up "foreign accrual tax", as computed in accordance with the Tax Act. The deduction for grossed-up "foreign accrual tax" may not fully offset the FAPI realized by the REIT, thereby increasing the allocation of income to the REIT and, therefore, the allocation of income by the REIT to unitholders.

In addition, as FAPI generally must be computed in accordance with Part I of the Tax Act as though the CFA were a resident of Canada and in Canadian currency (subject to the detailed rules contained in the Tax Act), income or transactions may be taxed differently under foreign tax rules, as compared to the FAPI rules and, accordingly, may result in additional income being allocated to unitholders.

### ***Foreign Currency***

For purposes of the Tax Act, the REIT is required to compute its Canadian tax results using Canadian currency, including for purposes of computing FAPI earned by CFAs of the REIT. Where an amount that is relevant in computing a taxpayer's Canadian tax results is expressed in a currency other than Canadian currency, such amount must be converted to Canadian currency using the rate of exchange quoted by the Bank of Canada on the day such amount first arose or using such other rate of exchange as is acceptable to the CRA. As a result, the REIT may realize gains and losses for tax purposes by virtue of the fluctuation of the value of foreign currencies relative to Canadian dollars.

### ***Change of Tax Law***

There can be no assurance that Canadian or foreign income tax laws, the judicial interpretation thereof, the terms of any income tax treaty applicable to the REIT or its affiliates, or the administrative policies and assessing practices and policies of the CRA, the Department of Finance (Canada), and any foreign tax authority or tax policy agency, will not be changed in a manner that adversely affects the REIT, its affiliates, or unitholders.

### ***Non-Residents of Canada***

The Tax Act may impose additional withholding or other taxes on distributions made by the REIT to unitholders who are Non-Residents. These taxes, and any reduction thereof under a tax treaty between Canada and another country, may change from time to time.

### ***Taxation of the REIT and the REIT's Subsidiaries***

Although the REIT and its subsidiaries have been structured with the objective of maximizing after-tax distributions, taxes (including corporate, withholding, land transfer, and other taxes) in the various jurisdictions in which the REIT invests will reduce the amount of cash available for distribution to the REIT by its subsidiaries and, therefore, reduce the amount of cash available for distribution by the REIT to unitholders. No assurance can be given as to the future level of taxation suffered by the REIT or its subsidiaries. In addition, certain tax positions adopted by the REIT and its subsidiaries may be challenged by the CRA or a foreign taxing authority. This could materially increase the taxable income of, and taxes payable by, the REIT and its subsidiaries, and thereby increase taxable income of unitholders and/or adversely affect the REIT's financial position and cash available for distribution to unitholders.

The extent to which distributions will be non-taxable in the future will depend in part on the extent to which the REIT's subsidiaries are able to deduct depreciation, interest and loan expenses relating to the REIT's properties for purposes of the Tax Act. No assurances can be given that the CRA will agree with capital cost allowance claims by the REIT's subsidiaries and that expenses claimed by the REIT and its subsidiaries are reasonable and deductible.

### ***Qualified Investments***

Management of the REIT will endeavor to ensure that the Units continue to be qualified investments for trusts governed by a registered retirement savings plan, a registered education savings plan, a registered retirement income fund, a deferred profit-sharing plan, a registered disability savings plan and a tax-free savings account, each as defined in the Tax Act (collectively, "Plans"); however, there can be no assurance in this regard. In addition, Redemption Notes or other property received on an in-specie redemption of Units may not be qualified investments for Plans. The Tax Act imposes penalties for the acquisition or holding of non-qualified investments.

### ***EIFEL Rules***

The Department of Finance (Canada) released proposed amendments to the Tax Act on February 4, 2022 (the "EIFEL Rules") that are intended to limit the deduction of interest and other financing expenses to protect the Canadian tax base from erosion due to excessive debt and related expenses. If enacted as proposed, the EIFEL Rules generally are effective for taxation years ending on or after January 1, 2023. Management is currently considering the impact of the EIFEL Rules on the REIT. If the EIFEL Rules apply to limit the REIT's (or any subsidiary's) deduction of interest or other financing expenses in its computation of income or loss for the purposes of the Tax Act, the amount of taxable income allocated by the REIT to Unitholders may increase. Unitholders are advised to consult their personal tax advisors.

### ***German Taxes***

The Luxembourg SPV and Walpur-Four would be subject to municipal trade tax ("TT") if acting through a German permanent establishment. Management of the REIT have assumed that the Luxembourg SPV will not be subject to TT based on the REIT's current understanding of the structure. However, no assurances can be given that the Luxembourg SPV will not be subject to TT.

### ***Luxco taxation***

CanCorpEurope S.A., a public limited liability company (or "société anonyme") and a subsidiary of the REIT ("Luxco") is a Special Investment Fund within the meaning of the Luxembourg law of 13 February 2007 ("SIF"), with multiple compartments and variable capital ("Société d'Investissement à Capital Variable") subject to a tax of 0.01% (so called "taxe d'abonnement") per annum of its Net Asset Value, so that it will be eligible for dividend withholding tax at a reduced rate of 15%. No assurance can be given that a tax authority will not challenge certain positions taken by the REIT and the REIT's subsidiaries in connection with the structure of Luxco.

### ***Foreign Income Taxes***

The REIT's subsidiaries are subject to tax either on their taxable income or on a withholding basis under applicable legislation in France, Germany, Luxembourg and the United States. These subsidiaries account for their current or recovered taxes at the current enacted and substantively enacted tax rates and use the liability method to account for deferred taxes. The tax expense related to taxable subsidiaries for the period comprises current and deferred taxes.

The REIT's subsidiaries that hold the leasehold rights on the properties located in France are established in France and should therefore be considered as tax residents in France. Under current French tax legislation, income derived from the French REIT's subsidiaries, incorporated under the form of Société Civile Immobilière subject to article 8 of the French Tax Code, and allocated to INOPCI 1, should be corporate income tax exempt in the hands of INOPCI 1 on the basis that INOPCI 1 complies with its distribution obligations. A withholding tax should be levied in France on dividend distributions made by INOPCI 1 which is OPCI (collective undertaking for real estate investment) to CCE.

TFI CanCorp Isenburg, TFI CanCorp Kosching, TFI CanCorp Stuttgart ("TFI CC"), CanCorp Cologne and Trio are established in Luxembourg as fully taxable companies, subject to annual corporate income, municipal business and net wealth taxes. There is a minimum net wealth tax in Luxembourg. CCE is a Specialized Investment Fund according to the Luxembourg Specialized Investment Fund Law dated 13 February 2007 and as such is exempt from corporate income tax, municipal business tax and net wealth tax. CCE is subject to an annual subscription tax ("taxe d'abonnement") charged at an annual rate of 0.01% based on its net asset value, valued at the end of each calendar year.

Arcueil SCS is a Luxembourg partnership (société en commandite simple), fully owned by CCE, that is tax transparent for Luxembourg corporate income tax purposes, i.e., all the income and expenses are deemed to be realized directly by the sole partner.

CanCorp Duisburg ("CCD"), Trio and TFI CC are Luxembourg limited liability companies that are managed in Luxembourg and, therefore, should not be considered tax resident of Germany for German tax purposes. CCD, TFI CC, Trio, and CanCorp Cologne are collectively called the ("German Co"). However, the German Co are subject to corporate income tax ("CIT") in Germany on their German source of income (or in case German Co is a partnership and therefore transparent for CIT purposes its partners). As the German Co's rental revenues belong to German source income, such (net) income is subject to CIT, even if the German Co (and their shareholders) are not German tax residents. This is true irrespective of whether German Co is a corporation or a partnership and therefore transparent. The right to tax such income by Germany should not be waived under the double tax treaty between Germany and Luxembourg and the double tax treaty between Germany and France because the German Co's properties are located in Germany and income from German real estate is taxed in the country where the real estate is located. To determine taxable income for CIT purposes, a taxpayer may deduct certain expenses incurred in connection with its German source income (e.g., with respect to the acquisition and ownership of real property (in particular depreciation) and certain operating expenses) provided that such costs are incurred on arm's length terms.

Cancorp Vegacinco, a limited liability company, is established in Spain as a fully taxable company, subject to annual corporate income at a 25% rate.

## Critical Accounting Policies and Estimates

The preparation of the REIT's consolidated financial statements in conformity with GAAP requires management to make judgments, estimates and assumptions affecting the reported amounts of assets, liabilities, revenues and expenses, and the disclosure of contingent liabilities. Management bases its judgements, estimates and assumptions on experience and other factors that it believes to be reasonable under the circumstances. However, uncertainty about these judgements, estimates and assumptions could result in outcomes requiring a material adjustment to the carrying amount of the asset or liability affected in future periods. Critical accounting judgements estimates and assumptions in applying accounting policies are described in Note 4 to the annual audited consolidated financial statements of the REIT for the year ended December 31, 2021.

A description of significant accounting policies is provided in Note 3 of the annual audited consolidated financial statements of the REIT for the year ended December 31, 2021.

The REIT has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

## Disclosure Controls and Procedures and Internal Controls Over Financial Reporting

### Disclosure Controls and Procedures (“DCP”)

The CEO and CFO of the REIT have designed or caused to be designed under their direct supervision the REIT’s DCP to provide reasonable assurance that: i) material information relating to the REIT is made known to management by others, particularly during the period in which the annual and interim filings are being prepared; and (ii) information required to be disclosed by the REIT in its annual and interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time period specified in securities legislation. The CEO and CFO are assisted in this responsibility by management.

The CEO and CFO concluded that such disclosure controls and procedures were effective, as at March 31, 2022.

### Internal Controls Over Financial Reporting (“ICFR”)

During the quarter ended March 31, 2022, no changes were made to the REIT’s system of disclosure controls and procedures and internal controls over financial reporting.

Management is responsible for establishing and maintaining adequate ICFR to provide reasonable assurance regarding the reliability of the REIT’s financial reporting and the preparation of the financial statements for external purposes in accordance with IFRS.

An evaluation of the adequacy of the design and effective operation of the REIT’s ICFR was conducted under the supervision of management, including the CEO and CFO, as at March 31, 2022.

The evaluation included documentation review, enquiries and other procedures considered by management to be appropriate. Based on that evaluation, the CEO and the CFO have concluded that the design of ICFR was complete as at March 31, 2022. These controls, although implemented, were not fully assessed for operating effectiveness, as at December 31, 2021.

In line with the remediation plan outlined in the December 31, 2020 MD&A, Inovalis SA, the asset manager of the REIT, was successful in having an internal audit specialist independent of management, to assess the operating effectiveness of the REIT’s ICFR. The testing program has been developed and will implemented starting in Q2 2022.

### Inherent Limitations

It should be noted that a control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Given the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues, including instances of fraud, if any, have been detected. These inherent limitations include, among other items: (i) that management’s assumptions and judgments could ultimately prove to be incorrect under varying conditions and circumstances; (ii) the impact of any undetected errors; and (iii) controls may be circumvented by the unauthorized acts of individuals, by collusion of two or more people, or by management override.