

INOVALIS

REAL ESTATE INVESTMENT TRUST

Advance Notice Provisions

The Declaration of Trust includes certain advance notice provisions (the “Advance Notice Provisions”), which will facilitate orderly and efficient annual or special meetings, ensure that Unitholders receive adequate notice of trustee nominations and sufficient information with respect to all nominees and to allow Unitholders to register an informed vote.

Only persons who are nominated in accordance with the Advance Notice Provisions and otherwise in accordance with the other provisions of the Declaration of Trust shall be eligible for election as trustees of the REIT. Nominations of persons for election as trustees of the REIT may be made at any annual meeting of unitholders (or at any special meeting of unitholders if one of the purposes for which the special meeting was called was the election of trustees) only as follows: (i) by or at the direction of the Trustees, including pursuant to a notice of meeting; (ii) by or at the direction or request of one or more Unitholders pursuant to subsection 12.1(3) of the Declaration of Trust; or (iii) by any person (a “Nominating Unitholder”): (A) who, at the close of business on the date of the giving of the notice provided for the Advance Notice Provisions and on the record date for notice of such meeting, is entered in the securities register of the REIT as a holder of one or more Units carrying the right to vote at such meeting or who beneficially owns units that are entitled to be voted at such meeting; and (B) who complies with the notice procedures set forth below in the Advance Notice Provisions.

In addition to any other applicable requirements, for a nomination to be made by a Nominating Unitholder, the Nominating Unitholder must have given timely notice thereof in proper written in accordance with the Advance Notice Provisions.

To be timely, a Nominating Unitholder’s notice to the chairman of the REIT must be made: (a) in the case of an annual meeting of unitholders, not less than 30 days prior to the date of the annual meeting of unitholders; provided, however, that in the event that the annual meeting of unitholders is called for a date that is less than 50 days after the date on which the first public announcement (as defined below) of the date of the annual meeting was made (the “Notice Date”), notice by the Nominating Unitholder may be made not later than the close of business on the tenth (10th) day following the later of (i) the Notice Date and (ii) the first public announcement of the amendment to the Declaration of Trust pursuant to which the Advance Notice Provisions became part of the Declaration of Trust; and (b) in the case of a special meeting (which is not also an annual meeting) of unitholders called for the purpose of electing trustees (whether or not called for other purposes), notice by the Nominating Unitholder may be made not later than the close of business on the fifteenth (15th) day following the later of (i) the day on which the first public announcement of the date of the special meeting of unitholders was made and (ii) the first public announcement of the amendment to the Declaration of Trust pursuant to which the Advance Notice Provisions became part of the Declaration of Trust.

The chairman of the REIT shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the Advance Notice Provisions and, if any proposed nomination is not in compliance with such Advance Notice Provisions, to declare that such defective nomination shall be disregarded. In such event the chairman will provide prompt notice to the Nominating Unitholder.

Notwithstanding any of the Advance Notice Provisions, the Trustees may, in their sole discretion, waive any requirement of the Advance Notice Provisions.