

## CONFLICT OF INTEREST DECLARATION

**Overview:**

*The purpose of this form is to disclose and capture mitigating processes in place to maintain independence regarding a potential or actual conflict of interests. Please see the following page for [Steps on Form Completion](#).*

Conflict of Interest Declaration:	
<b>Date of Declaration:</b>	
<b>Name of Person Declaring a Conflict of Interest:</b>	
<b>Title:</b>	

Description of Conflict of Interest:	
<b>Conflicted Party:</b>	
<b>Property / Office Location:</b>	
<b>Type of Conflict of Interest:</b>	
<b>Conflict of Interest Details:</b>	
<b>Steps Taken to Mitigate the Conflict of Interest:</b>	

Acknowledgement of Conflict of Interest:		
	Signature:	Date:
<b>Person Declaring Conflict of Interest:</b>		
<b>Approval (VP or Higher Authority):</b>		
<b>Compliance and Internal Audit Group Approval:</b>		

**Steps to Form Completion:**

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**Conflict of Interest Overview:**

A “conflict of interest” exists if your circumstances would lead a reasonable person to question whether your motivations are aligned with the best interests of RioCan. Conflicts of interest can arise when RioCan Personnel take actions or have interests that may make it difficult for them to perform their work for RioCan objectively and effectively and may also arise when RioCan Personnel or members of their families receive improper personal benefits as a result of their positions with RioCan. Both in performing your duties at RioCan and in your private activities, you should strive to avoid the appearance as well as the reality of a conflict of interest. Conflicts of interests may not always be clear-cut. If you have a question, you should consult with a Vice President or higher authority or, in the case of trustees or senior management, you should consult with the Nominating & Governance Committee, or its designee.

**Reporting Conflicts of Interest:**

RioCan Personnel who become aware of a conflict or potential conflict of interest should immediately bring it to the attention of a Vice President or higher authority or, in the case of trustees or senior management, to the Nominating & Governance Committee. A Conflict of Interest Declaration Form must be completed upon identification of a conflict or potential conflict of interest.

**Conflict of Interest Form Preparation:**

Person Declaring Conflict of Interest: The Conflict of Interest Declaration Form is to be completed by the individual who identifies the conflict of interest. This can be the individual who has a conflict of interest or an individual who is responsible for the obligation which causes the Conflict of Interest to take place.

Conflict of Interest Types:

The following circumstances shall be deemed to create conflicts of interest; however, please be advised that the following is not to be considered an exhaustive list of circumstances. It is the responsibility of the individual representative or employee to be aware of the potential for a conflict of interest in his or her own situation and to act accordingly in accordance with RioCan’s Code of Conduct and Ethics Policy.

- Material Transactions or Agreements;
- Gifts and Entertainment;
- Outside Employment and Corporate Opportunities;
- Friends & Relatives; and/or
- Personal Investments.

Details of the Conflict of Interest:

This section is to outline the relation and/or cause of the Conflict of Interest. It is important to capture any critical information to substantiate the conflict of interest and supporting details.

Steps Taken to Mitigate the Conflict of Interest:

This section should outline key policies, processes or controls established to manage and mitigate the risk of potential Conflict of Interests.

**Conflict of Interest Form Approval:**

The Conflict of Interest Declaration Form is to signed-off and date by:

- 1) Person Declaring the Conflict of Interest
- 2) Approver of Person Declaring the Conflict of Interest (Vice President or higher authority)
  - Required approval by the Nominating & Governance Committee for all trustees and/or senior management conflict of interest declarations.
- 3) Internal Controls Approval
  - Required to be authorized by the Compliance & Internal Audit Group prior to establishing a contractual obligation or upon the identification of a potential or actual conflict of interest. All forms are to be submitted to [compliance@riocan.com](mailto:compliance@riocan.com).