



## SANDPIPER GROUP

### **Sandpiper Announces Successful Court Application to Expedite FCR Requisitioned Meeting and Seeks Sanctions from OSC against FCR Board Based on New Information**

**VANCOUVER, BC, February 1, 2023** – Sandpiper Group (“Sandpiper”), owning together with its joint actor, Artis Real Estate Investment Trust, approximately 9% of the outstanding units of First Capital Real Estate Investment Trust (“First Capital”, “FCR” or the “REIT”)(TSX: FCR.UN), is pleased to announce the Ontario Superior Court (Commercial List) (the “Court”) ordered today that the requisitioned special meeting of FCR unitholders to replace four trustees on the FCR Board (the “Meeting”) take place as soon as practicable after March 1, 2023.

In making such order, Justice Kimmel noted, “[h]aving carefully scrutinized the Board’s decision making process and the range of possible reasonable outcomes, I find that the Board did not call the special meeting expeditiously and within a reasonable time. Rather, the Board’s decision to hold the special meeting five months after it was requisitioned, in conjunction with an early AGM, resulted in an “unreasonable or unjustifiable” delay.” Justice Kimmel further opined that, “[t]he Board’s stated reasons for waiting until May 16, 2023 to hold the special meeting are not particularly compelling when scrutinized.”

“We are grateful the Court recognized the importance of an expeditious meeting and that the rights of unitholders can no longer be ignored by First Capital’s Board of Trustees. We look forward to the voices of unitholders being heard and for the true owners of First Capital to have their say on the future of the REIT,” said Samir Manji, CEO and Founder of Sandpiper Group.

Further to the Court order, Sandpiper has requested that First Capital hold the Meeting within the first ten days of March.

As further noted in the Court decision, First Capital’s Board of Trustees had determined the Meeting date at a Board meeting held December 14, 2022. Nevertheless, First Capital only publicly announced the Meeting date 16 days later, on December 30, 2022. Astonishingly, the FCR Board made the decision to delay the announcement for over two weeks, until the Friday before a long weekend. In Sandpiper’s view, this behavior by the FCR Board is not only contrary to securities laws, but also misaligned with the public interest and unbecoming of a board of a large Ontario public company. Accordingly, Sandpiper elected to file a formal complaint with the Ontario Securities Commission seeking thorough investigation and appropriate sanction of First Capital’s Board of Trustees.

“This behavior is not acceptable and certainly not befitting of a Board tasked with acting in the best interests of unitholders and stewarding a portfolio of such valuable assets,” said Mr. Manji. “We had no choice but to inform the Ontario Securities Commission of the FCR Board’s disregard for both unitholders and the importance of timely disclosure.”

For more information about our **plan to maximize value for all FCR unitholders**, please visit our website: [www.puttingownerscapitalfirst.com](http://www.puttingownerscapitalfirst.com)

## ADVISORS

Sandpiper has retained Morrow Sodali (Canada) Ltd. as its strategic shareholder services advisor. The Special Situations Group at Norton Rose Fulbright Canada LLP is acting as legal counsel.

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Sandpiper is a Vancouver-based private equity firm focused on investing in real estate through direct property investments and securities. For more information about Sandpiper, visit: [www.sandpipergroup.ca](http://www.sandpipergroup.ca).

### FOR MORE INFORMATION:

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### **Additional Information**

On December 12, 2022, Sandpiper and its joint actor requisitioned the Board of Trustees of First Capital to call the Meeting for the purpose of replacing certain incumbent members of the Board with nominees of Sandpiper ("**Concerned Unitholders Nominees**"). Although First Capital has called an annual and special meeting that is currently scheduled to take place on May 16, 2023, Sandpiper is not soliciting proxies in connection with the Meeting and unitholders are not being asked at this time to execute a proxy in favour of the Concerned Unitholders Nominees or any other resolutions set forth in the requisition. Notwithstanding the foregoing, Sandpiper is voluntarily providing the disclosure required under section 9.2(4) of National Instrument 51-102 – Continuous Disclosure Obligations in accordance with securities laws applicable to public broadcast solicitations. In connection therewith, certain information regarding, among other things, the Concerned Unitholders Nominees nominated by Sandpiper to serve as Trustees of First Capital, has been provided by Sandpiper in its press release dated December 12, 2022 (the "**Nominee Announcement**") under the sections entitled "Information Concerning the Concerned Unitholders Nominees" and "Additional Information". A copy of this news release, as well as the Nominee Announcement, has been filed by Sandpiper and is available for review on First Capital's SEDAR profile at: [www.sedar.com](http://www.sedar.com).