



## **DRI HEALTHCARE TRUST**

### **MAJORITY VOTING POLICY**

The board of trustees (the “**Board**”) of DRI Healthcare Trust (the “**Trust**”) is committed to adhering to certain standards in its corporate governance practices and believes that each member of the Board should carry the confidence and support of the Trust’s unitholders. To this end, the Board has unanimously adopted the following majority voting policy as part of the Trust’s corporate governance practices.

In an uncontested election (as defined below) of trustees, each trustee should be elected by the vote of a majority of the units represented in person or by proxy at the unitholders meeting convened for such election of trustees. Accordingly, if any nominee for the Board receives a greater number of votes “withheld” from his or her election than votes “for” such election, that trustee will promptly tender his or her resignation to the chair of the Board following the meeting.

The Governance, Compensation and Nominating Committee (“**GCN Committee**”) will consider any such offer of resignation and recommend to the Board whether or not to accept it. Any trustee who has tendered his or her resignation will not participate in the deliberations of either the GCN Committee or the Board. In its deliberations, the GCN Committee may consider any stated reasons as to why unitholders “withheld” votes from the election of the relevant trustee, the effect such resignation may have on the Trust’s ability to comply with any applicable governance rules and policies, the dynamics of the Board, and any other factors that the members of the GCN Committee consider relevant.

The Board will act on the GCN Committee’s recommendation within 90 days following the applicable unitholders meeting and announce its decision through a press release, a copy of which will be concurrently delivered to the Toronto Stock Exchange, after considering the factors identified by the GCN Committee and any other factors that the Board considers relevant. The Board must accept the resignation except in situations where exceptional circumstances would warrant the trustee continuing to serve on the Board. However, if the Board declines to accept the resignation, it should fully state the reasons for its decision in the press release. The resignation of a trustee will be effective when accepted by the Board.

Subject to the declaration of trust for the Trust, if a resignation is accepted, the Board may leave the resulting vacancy unfilled until the next annual general meeting of unitholders. Alternatively, it may fill the vacancy through the appointment of a new trustee whom the Board considers to merit the confidence of the unitholders, or it may call a special meeting of unitholders at which there will be presented a management nominee or nominees to fill the vacant position or positions.

For these purposes, an “uncontested election” means an election of trustees where the number of nominees for election as a trustee equals the number of trustees to be elected. It will not apply where an election involves a proxy battle where proxy materials are circulated, a solicitation of proxies is carried out and/or other public communications are disseminated in support of one or more nominees who are not part of the trustee nominees supported by the Board or public communications are disseminated, against one or more nominees who are supported by the Board.

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