



PRESS RELEASE

FOR IMMEDIATE RELEASE

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## **Cominar acquires \$1.527 billion shopping centre and office building portfolio from Ivanhoé Cambridge**

*Ivanhoé Cambridge becomes largest unitholder in Cominar by acquiring \$250M in new trust units*

*Otéra Capital participates in the financing program of the transaction for \$250M  
Cominar's assets grow by 25% to reach more than \$8.1 billion*

Montreal, Quebec, August 26, 2014 – Cominar Real Estate Investment Trust (“Cominar” or “the REIT”) today announced the conclusion of an agreement for the acquisition of a portfolio of shopping centres and office buildings from Ivanhoé Cambridge, the real estate subsidiary of the Caisse de dépôt et placement du Québec. The total value of the transaction for Cominar is estimated at \$1.63 billion, including ownership interests of partners of Ivanhoé Cambridge in two of those properties. The share of the assets being sold by Ivanhoé Cambridge is \$1.527 billion. The portfolio includes 11 shopping centres (the sale of two of which is subject to approval by the co-owners and the sale of a third one is subject to a right of first refusal), three office buildings and one industrial property, all located in Quebec and Ontario. The agreement provides that the closing of the transaction is subject to the usual regulatory approvals.

In order to execute the transaction, Cominar conducted financing operations:

- Issuance of \$500 million of new units, including a \$250 million portion to be purchased by Ivanhoé Cambridge.
- Otéra Capital, the commercial real estate financing subsidiary of La Caisse, is also involved in the financing for \$250 million.
- Lastly, a syndicate comprising National Bank of Canada and Bank of Montreal granted bridge loan facilities of up to \$950 million.

After the transaction, Ivanhoé Cambridge will own approximately 8.5% of Cominar’s units and will be the REIT’s largest unitholder. It intends to work closely with Cominar’s senior management and with the second-largest unitholder, the Dallaire family. Ivanhoé Cambridge will also be invited to put forward a candidate for election on the Board of Trustees of Cominar, subject to the approval of the Nominating and Governance Committee of Cominar. This will enable Ivanhoé Cambridge to better contribute to Cominar’s future growth.

Mr. Michel Dallaire, Cominar’s President and Chief Executive Officer, commented: “This acquisition represents an opportunity for Cominar to acquire a unique portfolio of landmark retail properties from Ivanhoé Cambridge, which is a natural and highly complementary fit with our own retail platform, and marks another important milestone in our development and further enhancing our growth strategy. This acquisition will also allow us to strengthen our competitive position as Québec’s leading provider of retail space while enhancing the diversification of our

asset base with pro forma NOI contribution from our retail properties increasing from 24% to 38%. This acquisition will also be immediately accretive to AFFO per unit on a leverage neutral basis, at a time where we have already reduced our distributable income payout ratio below our 90% target”, added Mr. Dallaire.

“We are most pleased to welcome Ivanhoé Cambridge as a major unitholder, and to be able to work in close co-operation with them. Ivanhoé Cambridge is world-class real estate company and we can only benefit from their leading expertise in the retail sector”, added Mr. Dallaire.

“This is an excellent transaction with a win-win result for both parties,” said Ivanhoé Cambridge’s Chairman and Chief Executive Officer, Daniel Fournier. “It allows us to encourage the expansion of Cominar by selling them quality assets that became available for strategic reasons. It also allows us to reinvest a substantial amount in Cominar’s equity capital, which attests to our confidence in and to our support of Cominar, a recognized leader in the Canadian real estate industry. We are proud of this new collaboration and to support Cominar’s national growth.”

Mr. Fournier added: “This transaction allows us to reach a key milestone in the implementation of our business plan for the commercial sector which calls for more strategic focus. As we have chosen to focus on our super-regional shopping centres, among others, Cominar possesses the right expertise to ensure the future success of the properties we are selling them.”

The approximately 120 Ivanhoé Cambridge employees working at the properties involved in the transaction will transfer to Cominar.

#### Details of the Portfolio:

	<b>Property</b>	<b>Location</b>	<b>GLA*</b>
<b>Retail</b>	Mail Champlain	Brossard, QC	718
	Centropolis	Laval, QC	674
	Rockland	Town of Mount-Royal, QC	649
	Galeries Rive-Nord	Repentigny, QC	569
	Les Rivières	Trois-Rivières, QC	422
	Dixie Outlet Mall	Mississauga, ON	419
	Carrefour Rimouski	Rimouski, QC	345
	Centre Commercial Rivière-du-Loup	Rivière-du-Loup, QC	312
	Carrefour St-Georges	Saint-Georges, QC	311
	Les Galeries de Hull	Gatineau, QC	306
	Carrefour Frontenac	Thetford Mines, QC	180
<b>Total Retail</b>			<b>4,905</b>
<b>Office</b>	Édifce de la Haute-Ville	Québec City, QC	284
	55 University Ave.	Toronto, ON	258
	3055 Boul. St-Martin Ouest	Laval, QC	118
<b>Total Office</b>			<b>660</b>
<b>Industrial</b>	Le 505 Parc Technologique	Québec City, QC	99
<b>Total Portfolio</b>			<b>5,664</b>

*\*GLA = Gross Leasable Area in thousand sq ft.*

## **About Cominar**

Cominar is the third largest diversified real estate investment trust in Canada and remains the largest commercial property owner in the Province of Québec. Cominar currently owns a real estate portfolio of 526 properties in three different market segments, that is, office properties, retail properties and industrial and mixed-use properties. Cominar's portfolio totals 39.5 million square feet spread out across Québec, Ontario, the Atlantic Provinces and Western Canada. Cominar's objectives are to pay growing cash distributions to unitholders and to maximize unitholder value through proactive management and the expansion of its portfolio.

Cominar offers unitholders the opportunity to participate in its Unitholder Distribution Reinvestment Plan, which allows them to receive their monthly cash distributions as additional Cominar units. Participants will be entitled to receive an additional distribution equal to 5% of the distributions reinvested, which will be reinvested in additional units. For more information and to obtain a participation form, please visit Cominar's website at [www.cominar.com](http://www.cominar.com).

## **About Ivanhoé Cambridge**

Ivanhoé Cambridge is a world-class real estate company that leverages its high-level expertise in all aspects of real estate including investment, development, asset management, leasing and operations, to deliver optimal returns for its investors. Its assets, held through multiple subsidiaries and located mainly in Canada, the United States, Europe, Brazil and Asia, totalled more than Cdn\$40 billion as at December 31, 2013. Its portfolio consists mainly of shopping centres, office and multiresidential properties. Ivanhoé Cambridge is a real estate subsidiary of the Caisse de dépôt et placement du Québec (lcaisse.com), one of Canada's leading institutional fund managers. For further information: [ivanhoecambridge.com](http://ivanhoecambridge.com).

## **Forward-Looking Statements**

This press release may contain forward-looking statements with respect to Cominar and its operations, strategy, financial performance and financial condition. These statements generally can be identified by the use of forward-looking words such as "may", "will", "expect", "estimate", "anticipate", "intend", "believe" or "continue" or the negative thereof or similar variations. The actual results and performance of Cominar discussed herein could differ materially from those expressed or implied by such statements. Such statements are qualified in their entirety by the inherent risks and uncertainties surrounding future expectations. Some important factors that could cause actual results to differ materially from expectations include, among other things, general economic and market factors, competition, changes in government regulation and the factors described under "Risk Factors" in the Annual Information Form of Cominar. The cautionary statements qualify all forward-looking statements attributable to Cominar and persons acting on its behalf. Unless otherwise stated, all forward-looking statements speak only as of the date of this press release.

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