

## **Charter Real Estate Investment Trust**

## **Annual General Meeting**

June 6, 2008

**Ari Silverberg** 

President & Chief Operating Officer

Floriana Cipollone

Chief Financial Officer

#### Forward-looking information



This management presentation is intended to provide an overview of the business of Charter Real Estate Investment Trust ("Charter"). It has been prepared for informational purposes only and does not purport to be complete.

This investor presentation contains statements that, to the extent that they are not historical fact, may constitute "forward-looking statements" within the meaning of applicable securities legislation. Forward-looking statements in this presentation include but are not limited to statements regarding Charter's potential acquisition growth, Charter's beliefs regarding the future prospects for retail centres in Canada, Charter's remerchandising and redevelopment strategies, Charter's expectations regarding capitalization rates for its target properties. In addition to these statements, any statements regarding future plans, objectives or economic performance of Charter, or the assumption underlying any of the foregoing, constitute forward-looking information. This presentation uses words such as "may", "would", "could", "will", "likely", "expect", "anticipate", "believe", "intend", "plan", "forecast", "project", "estimate", "outlook", and other similar expressions to identify forward-looking statements. Actual results, performance or achievement could differ materially from that expressed in, or implied by, any forward-looking statements in this presentation, and, accordingly, readers should not place undue reliance on any such forward-looking statements. Forward-looking information involves significant risks, assumptions, uncertainties and other factors that may cause actual future results or anticipated events to differ materially from those expressed or implied in any forward-looking statements and accordingly, should not be read as guarantees of future performance or results. These risks and uncertainties include the business of acquiring and owning real property including: government regulation and environmental matters; illiquidity; uninsured losses; investment concentration; competition; acquisition strategy; occupancy rates; reliance on key personnel; integration of additional properties; debt financing; interest rates; litigation; restrictive covenants; joint venture investments; potential undisclosed liabilities associated with acquisitions; reliance on external sources of capital and other factors that may be detailed from time to time in Charter's SEDAR filings. Due to the potential impact of these factors, any forward-looking statements speak only as of the date on which such statement is made and Charter disclaims any intention or obligation to update or revise any forward-looking information, as a result of new information, future events or otherwise, unless required by applicable law. New factors emerge from time to time, and it is not possible for management to predict all of such factors and to assess in advance the impact of each such factor on Charter's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

#### Why invest in Charter REIT?



- REITs are a favourable investment class
- Differentiated position within the retail REIT universe
- Attractive trading metrics
- Strong sponsorship
- External growth capacity
- Internal growth potential
- Quality portfolio

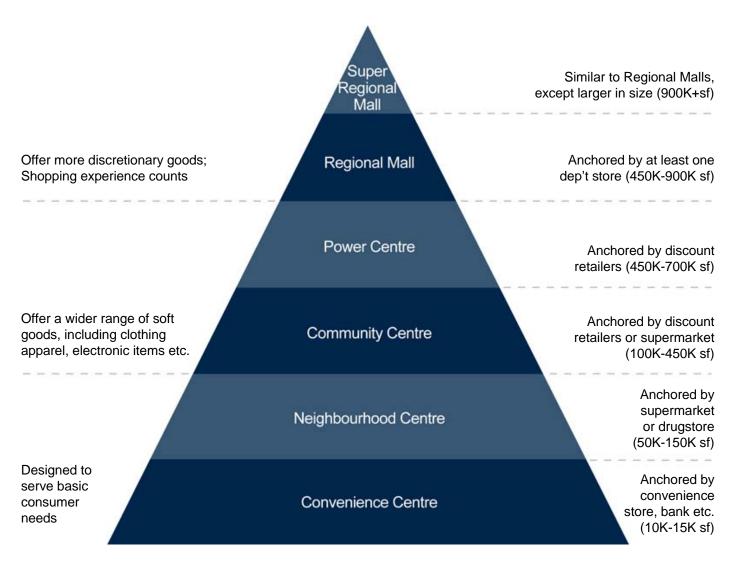
#### REITs are a favourable investment class



- Predictable earnings stream through contractual leases
- Regular distributions
- Tax-efficient source of income
- Valuations are off from historical highs
- Counter-cyclical
- Hedge against inflation
- Provides retail investors access to commercial real estate

#### Canadian shopping centre hierarchy

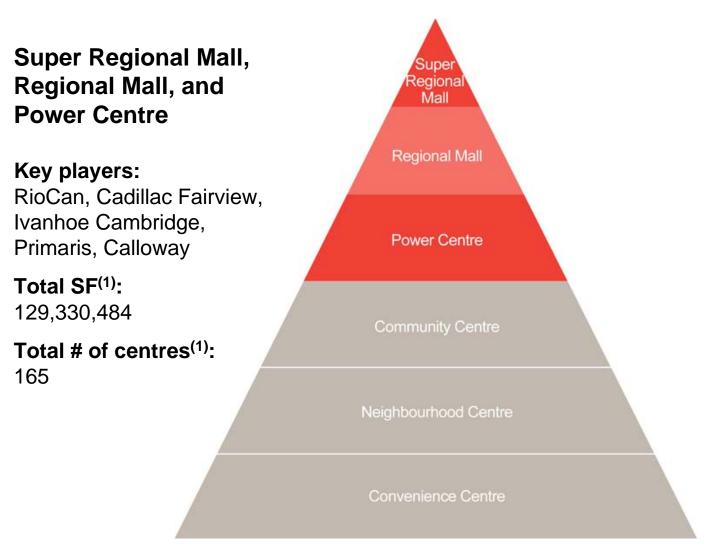




Source: REIT Fundamentals; National Bank Financial, 2008 – slightly modified.

#### Differentiated position within retail REIT universe

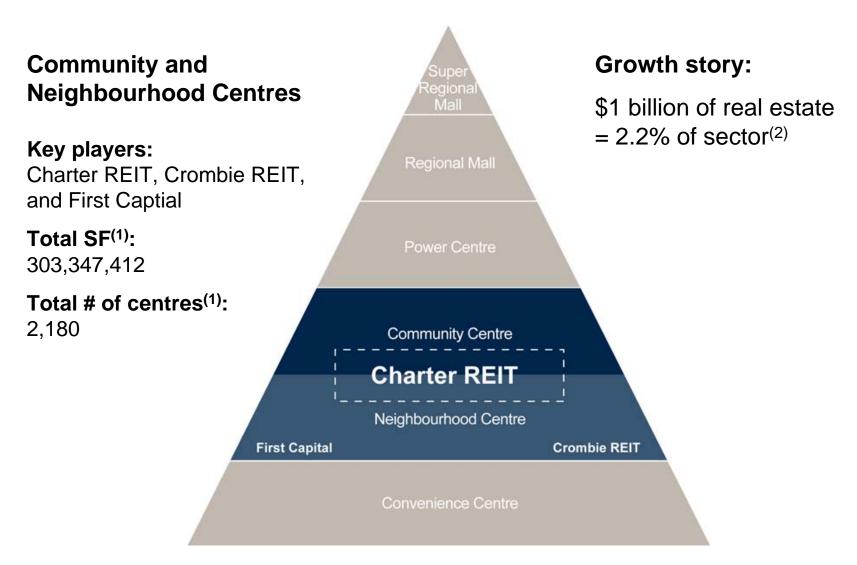




(1) Source: Monday Report on Retailers, Ivanhoe Cambridge, and ICSC Research. Based on 2006 data.

# Differentiated position within retail REIT universe (cont'd)





<sup>(1)</sup> Source: Monday Report on Retailers, Ivanhoe Cambridge, and ICSC Research. Based on 2006 data. (2) (303 MM SF X \$150 psf) x 2.2% = \$1B: \$150 psf represents management's assumption on the price per square foot.

CHARTER REAL ESTATE INVESTMENT TRUST 7

### Differentiated position within retail REIT universe (cont'd)



- Focused on retail community and neighbourhood centres
- "A" assets in "B" markets, "B" assets in "A" markets
- Mid-market deal size between \$10 and \$40 million
- Stable rents via national and regional tenants
  - Portfolio currently 90% leased to nationals / regionals
- Institutional-grade properties or potential to become institutional grade through active management

#### **Attractive trading metrics**



After-tax yield significantly higher than other yield instruments

#### **Comparison of After-Tax Yields**(1)

Investments	Tax Treatment	Before-Tax Yield	Marginal Tax Rate	After-Tax Yield
Charter REIT	Tax deferred <sup>(2)</sup>	15.76% <sup>(3)</sup>	N/A <sup>(2),(4)</sup>	15.76%
iShares Cdn. REIT Index	Various <sup>(5)</sup>	6.75% <sup>(5)</sup>	14.20%(6)	5.79%
5yr Government of Canada Bond	Interest Income	3.34%(8)	46.40% <sup>(7)</sup>	1.79%

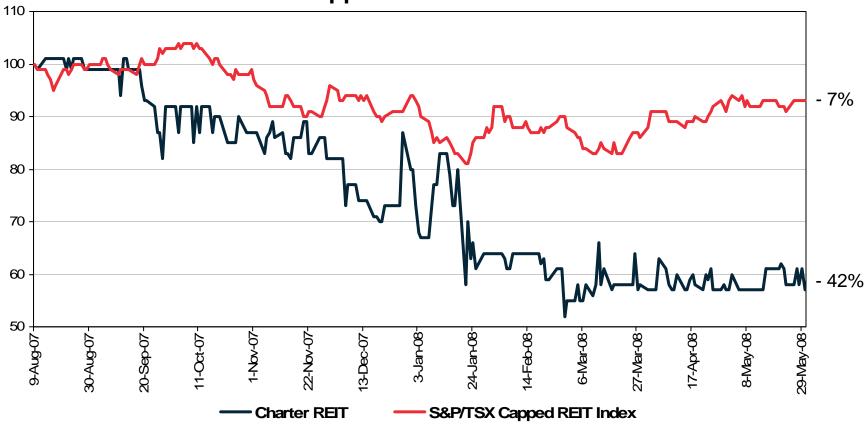
<sup>(1)</sup> Consider relative credit quality when comparing investments on a yield basis. (2) In 2007, Charter REIT's distributions were all tax deferred and in 2008 Charter REIT's distributions are expected to be substantially tax-deferred. (3) Based on closing price May 30, 2008 and current distribution rate. (4) Based on the estimated taxability of the current period distribution. (5) Based on 2007 information. (6) Weighted average based on 2007 information. (7) 2007 Ontario top marginal tax rate. (8) www.bankofcanada.ca as of May 30, 2008.

#### **Attractive trading metrics** (cont'd)



Trading at a significant discount to the broader REIT market

#### **CRH.UN versus S&P/TSX Capped REIT Index**



Source: Bloomberg as of May 30, 2008

#### **Attractive trading metrics** (cont'd)



Current valuation represents great entry point

#### Charter's metrics

Net Book Value	\$2.67 <sup>(1)</sup>
Trading Price	1.97 <sup>(2)</sup>
Discount	26%

Cap Rate at Acquisition	7.92%(3)
Implied Cap Rate	8.77%(4)
Discount	11%

<sup>(1)</sup> As of March 31, 2008. (2) Based on closing price at May 30, 2008. (3) After closing costs. (4) Based on May 30, 2008 closing price, Q1-08 NOI annualized and Q1-08 balance sheet.

#### **Strong sponsorship**



- Experienced management and strong independent board
- Sentry Select Capital Corp. & C.A. Bancorp Inc. participation:
  - Significant ownership position / alignment with unitholders
  - Major contributors to the Distribution Reinvestment Plan (DRIP)
  - Management agreement:
    - market rates on acquisition and asset management fees
    - manager responsible for management team compensation, as well as office costs, administration and back office services

#### **External growth capacity**



- Currently \$11.8 MM available in acquisition facility (approx \$34MM capacity)
- \$14MM bridge facility currently undrawn from C.A. Bancorp

	Q1 2008 <sup>(1)</sup>	Proforma Acquisitions <sup>(2)</sup>	Proforma Post-DRIP <sup>(3)</sup>
Payout Ratio (% of FFO)	165% – 175%	135% – 145%	105% – 115%
Acquisition Capacity	\$34 MM	N/A	N/A
Debt/GBV	54%	< 65%	< 65%
FFO/Unit	\$0.18 – \$0.19	\$0.21 - \$0.23	\$0.20 - \$0.22

<sup>(1)</sup> Based on in-place FFO at March 31, 2008. (2) Assuming the REIT completed acquisitions to the limit of its acquisition capacity at a 7.75% cap rate after closing costs; 5.75% first mortgage financing for 65% of the purchase price; use of acquisition facility at 5.5% to fund equity portion; 30 bp asset management fee. (3) Assumes current participation rate in the DRIP of 24%, at a \$2.00 unit price.

#### External growth capacity (cont'd)



- Opportunity for significant growth with every acquisition
- 30% growth in assets with internal resources
- More difficult for larger-cap REITs to have the same growth rate because of size of existing portfolio

	Q1-08 Total Assets <sup>(1)</sup>	Growth Rate	Amount of Required Real Estate
Charter REIT	\$113,306,000	30%	\$34,000,000
RioCan REIT	\$5,169,211,000	30%	\$1,500,000,000
Calloway REIT	\$3,930,190,000	30%	\$1,100,000,000

#### Internal growth potential



- Significant value-add opportunities exist within Charter's current portfolio
- Charter will harvest these opportunities by increasing the presence of high-quality national/regional retailers in its centres

#### For example:

- An investment of between \$7.0 MM and \$7.5 MM could generate between \$700K and \$900K of additional income<sup>(1)</sup>
- This represents approximately 10% growth in net operating income over Q1-08(2)

## **Quality portfolio**



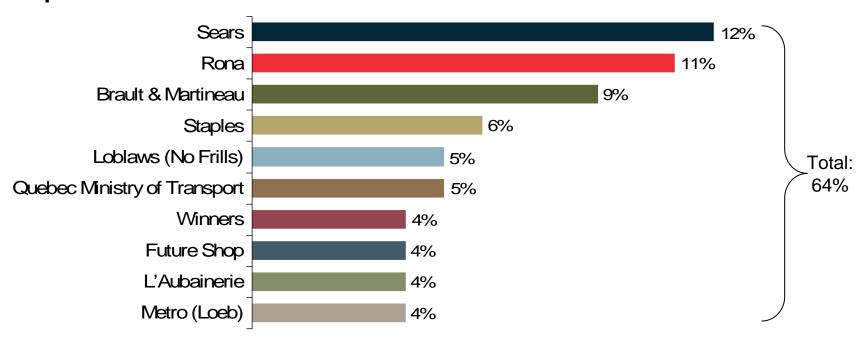
Property and Location	Acquisition Cost <sup>(1)</sup>	Property Type	Retail Area (SF) <sup>(2)</sup>	Occupancy <sup>(3)</sup>
Q1-07				
Rona Properties Exeter, Seaforth, and Zurich, ON	\$2,159,000	Free-Standing	86,802	100.0%
Méga Centre Montreal, QC	\$37,717,000	Community Power Centre	277,477	95.3%
Q3-07				
Cornwall Square Cornwall, ON	\$42,790,000	Enclosed Mall	250,100	97.6%
Q4-07				
Châteauguay Montreal, QC	\$14,572,000	Mixed-Use Strip Centre	115,758	100.0%
Q1-08				
Place Val Est Sudbury, ON	\$15,071,000	Grocery- Anchored Strip Centre	110,313	98.1%
	\$112,309,000		840,450	97.5%(4)

<sup>(1)</sup> Includes closing costs. (2) Includes office space in mixed-use retail properties. (3) Retail/office portion only. (4) Represents weighted average for the portfolio.

#### Quality portfolio (cont'd)



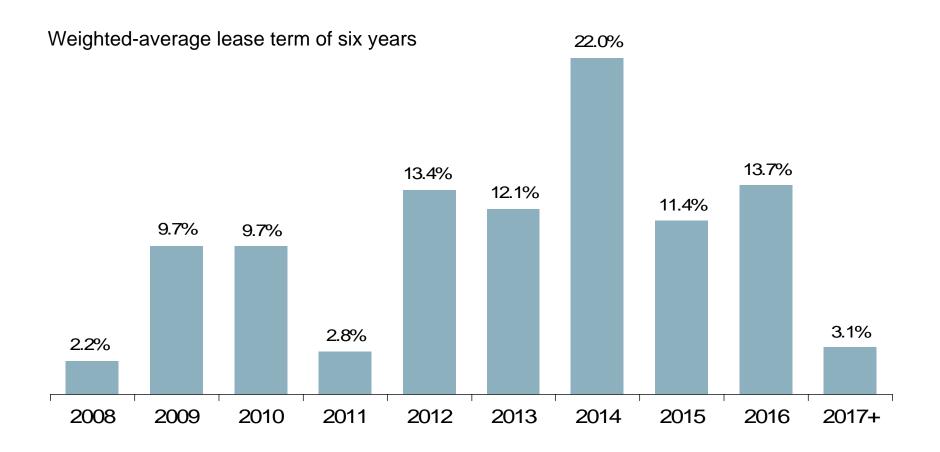
#### Top tenant mix







#### Manageable lease expiry schedule



#### Why invest in Charter REIT?



- 1) Attractive, tax-efficient yield relative to alternatives
- 2) Trading at a discount to broader REIT market
- 3) Trading at a considerable discount to net book value
- 4) Strong external growth potential because of focus on niche space and existing access to capital
- 5) Institutional-grade portfolio with organic growth potential

## Appendix A -**Experienced Board & Management**



Board	
John F. Driscoll (Chairman)	President & CEO of Sentry Select Capital Corp Chairman & CEO of C.A. Bancorp Inc.
Richard J. Zarzeczny	President, Canadian Enerdata Limited
Janet Graham, C.A.	Managing Director, IQ Alliance Incorporated (formerly with CIBC Capital Markets)
John van Haastrecht	President, Vanreal Ltd. (formerly President and CEO of Morguard REIT)
Timothy Unwin, LL.B.	Corporate Director (formerly U.S. Managing Partner, Blake, Cassels & Graydon LLP)
Management	
John F. Driscoll	CEO CEO of Sentry Select Capital Corp. and C.A. Bancorp Inc.
Ari Silverberg, LL.B.	President & COO (formerly of General Growth Properties Inc. and RioCan REIT)
Floriana Cipollone, C.A.	CFO (formerly of O&Y Properties Corporation and O&Y REIT)
Steven Ronald	VP, Acquisitions (formerly of Bentall Investment Management and Sun Life Financial)
Sandra Wilson, C.A.	VP, Accounting & Reporting (formerly of O&Y REIT and Ivanhoe Cambridge Inc.)
Justin Cohen	Analyst, Finance & Acquisitions (formerly of IPC US REIT)



## Appendix B -**Portfolio Overview**

#### Place Val Est (Sudbury, ON)



**Acquired:** January 2008

**Purchase Price:** \$14.72 MM

Cap. Rate: 8.06%<sup>(1)</sup>

Financing: \$8.1 MM at 5.17%

until 2015

Type: **Grocery Anchored** 

Strip Centre

GLA: 110,313 sf

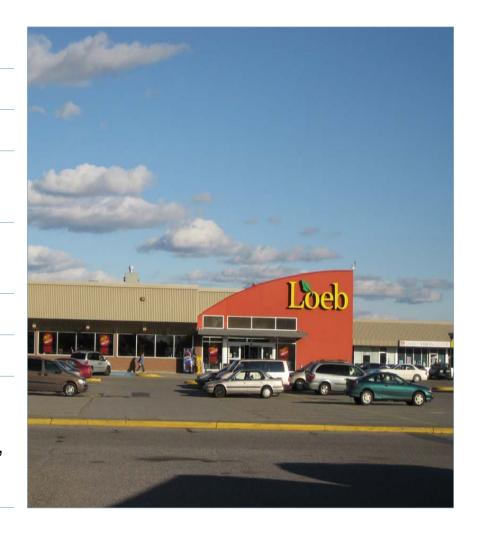
Occupancy: 98.1%

**Major Tenants** Include:

LOEB, PharmaSave, Pro Hardware, LCBO,

Tim Horton's, Harvey's,

and RBC



<sup>(1)</sup> Based on in-place leases and purchase price at time of acquisition.

### Châteauguay (Montreal, QC)



**Acquired:** November 2007

**Purchase Price:** \$14.2 MM

8.05%(1) Cap. Rate:

Financing: \$9.0 MM at 5.39%

until 2012

Type: Mixed-Use Strip Centre

GLA: 115,758 sf

Occupancy: 100%

**Major Tenants** Include:

Staples, Cineplex, and Quebec Ministry of Transportation



<sup>(1)</sup> Based on in-place leases and purchase price at time of acquisition.

## **Cornwall Square Shopping Centre** (Cornwall, ON)



**Acquired:** August 2007

**Purchase Price:** \$41.7 MM

8.07%(1) Cap. Rate:

Financing: Operating facility

collateral (\$32MM)

**Enclosed Mall** Type:

GLA: 251,358 sf

Occupancy: 97.6%

**Major Tenants** Sears, Loblaws Include: (No Frills), and

**Shoppers Drug Mart** 



<sup>(1)</sup> Based on in-place leases and purchase price at time of acquisition.

#### Méga Centre Côte-Vertu (Montreal, QC)



**Acquired:** March 2007

**Purchase Price:** \$36.7 MM

Cap. Rate: 8.12%<sup>(1)</sup>

Financing: \$27.5 MM at 5.32%

until 2017

Community Type:

**Power Centre** 

GLA: 313,558 sf

Occupancy: 95.3%

**Major Tenants** 

Include:

Brault & Martineau,

Staples, and **Future Shop** 



<sup>(1)</sup> Based on in-place leases and purchase price at time of acquisition.

## **Rona Properties** (Exeter, Seaforth, and Zurich, ON)



**Acquired:** February 2007

**Purchase Price:** \$2.1 MM

10.4%<sup>(1)</sup> Cap. Rate:

Financing: Cash

Free Standing Type:

GLA: 86,802 sf

100% Occupancy:

Tenants: Rona



<sup>(1)</sup> Based on in-place leases and purchase price at time of acquisition.