



First Capital Enters into Agreement with Sandpiper and Artis

Toronto, Ontario (March 6, 2023) – First Capital REIT (“**First Capital**” or the “**REIT**”) (TSX: FCR.UN) today announced that it has entered into an agreement (the “**Agreement**”) with Sandpiper Group (“**Sandpiper**”) and Artis Real Estate Investment Trust (“**Artis**”). Under the terms of the Agreement, Sandpiper and Artis will withdraw their previous meeting requisition, as well as their nominees for election to the board of trustees of First Capital (the “**Board**”). The Agreement contains customary standstill and other provisions, but does not provide for further changes to the Board.

“First Capital is pleased to have reached an agreement with Sandpiper and Artis that the Board believes is in the best interests of all unitholders. Our refreshed Board and management team will focus on continuing to enhance and unlock value across the REIT’s portfolio as we execute on the Optimization Plan,” said Paul C. Douglas, Chair of the Board.

“We are pleased to have arrived at a settlement with First Capital. First Capital represents the highest quality grocery anchored retail REIT in Canada. There is strong momentum in this asset class and with the recent Board changes, including the appointment of a new chair, we look forward to a renewed commitment to govern and steward the REIT in a manner that will enhance value for all unitholders,” said Samir Manji, Founder and CEO, Sandpiper Group. “As a significant owner of First Capital, we will continue to collaborate with the Board and provide constructive input and ideas for their consideration,” continued Mr. Manji.

The annual and special meeting (the “**Meeting**”) of unitholders that was to be held on March 28, 2023 will be rescheduled. First Capital will announce the date of the rescheduled Meeting shortly.

The Agreement will be filed on SEDAR at www.sedar.com

Advisors

Kingsdale Advisors is acting as strategic shareholder advisor to First Capital. Gagnier Communications is acting as communications advisor to First Capital. Stikeman Elliott LLP is acting as legal counsel to the Board. RBC Capital Markets is acting as financial advisor to First Capital.

About First Capital REIT (TSX: FCR.UN)

First Capital owns, operates and develops grocery-anchored, open-air centres in neighbourhoods with the strongest demographics in Canada.

FORWARD-LOOKING STATEMENT ADVISORY

This press release contains forward-looking statements and information within the meaning of applicable securities law, including but not limited to the Meeting and related matters. These forward- looking

statements are not historical facts but, rather, reflect First Capital's current expectations and are subject to risks and uncertainties that could cause the outcome to differ materially from current expectations. Such risks and uncertainties include, among others, general economic conditions; tenant financial difficulties, defaults and bankruptcies; increases in operating costs, property taxes and income taxes; First Capital's ability to maintain occupancy and to lease or release space at current or anticipated rents; development, intensification and acquisition activities; residential development, sales and leasing; risks in joint ventures; environmental liability and compliance costs and uninsured losses; and risks and uncertainties related to the impact of the ongoing pandemic, epidemics or other outbreaks on First Capital which are described in First Capital's MD&A for the year ended December 31, 2022 under the heading "Risks and Uncertainties - Ongoing Pandemic, Epidemics or New Outbreaks". Additionally, forward-looking statements are subject to those risks and uncertainties discussed in First Capital's MD&A for the year ended December 31, 2022, and in its current Annual Information Form. Readers, therefore, should not place undue reliance on any such forward-looking statements. First Capital undertakes no obligation to publicly update any such forward-looking statement or to reflect new information or the occurrence of future events or circumstances except as required by applicable securities law. All forward-looking statements in this press release are made as of the date hereof and are qualified by these cautionary statements.

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