



First Capital REIT Announces Proposed Internal Reorganization to Simplify its Structure

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Toronto, Ontario (October 1, 2025) First Capital Real Estate Investment Trust ("First Capital" or the "REIT") (TSX:FCR.UN) announced today that its Board of Trustees has unanimously approved a proposed internal reorganization that will be accomplished by way of a plan of arrangement (the "Arrangement"). The Arrangement will be subject to approval by unitholders at a special meeting of First Capital expected to be held later this year (the "Meeting").

The Arrangement will simplify First Capital's organizational structure by eliminating First Capital Realty Inc. ("FCRI") as the REIT's wholly-owned subsidiary that owns, directly and indirectly, all of First Capital's real property portfolio. Following the Arrangement, First Capital will hold substantially all of its real property portfolio through subsidiary partnerships and trusts. The Arrangement is expected to simplify First Capital's operating structure and reduce the significant complexity of accounting and legal reporting as well as income tax compliance inherent in the existing structure.

First Capital has received an advance income tax ruling from the Canada Revenue Agency in connection with the Arrangement.

The proposed Arrangement will not result in a change to First Capital's overall strategy, portfolio, or operations. After completing the Arrangement, unitholders will continue to hold the same number, and percentage of outstanding trust units ("Trust Units") as they held immediately before the Arrangement and the total number of Trust Units outstanding immediately following the Arrangement will be the same as before. The REIT's Trust Units will continue to be listed on the TSX and retain the same CUSIP number.

The Arrangement will be effected pursuant to a plan of arrangement under the *Business Corporations Act* (Ontario) and is subject to the approval of 66⅔% of the votes cast by holders of the Trust Units at the Meeting. The trustees and officers of First Capital have indicated their intention to vote in favour of the Arrangement. In addition to the requirement for unitholder approval, the completion of the Arrangement will be contingent on all necessary third-party, court and regulatory approvals, including the approval of the Toronto Stock Exchange.

Unitholders who vote in favour of the Arrangement at the Meeting will also be authorizing and approving the adoption of an Amended and Restated Declaration of Trust of the REIT, which includes amendments to the REIT's current Declaration of Trust necessary to effect the Arrangement and other amendments of a minor, housekeeping or clerical nature.

Further details on the Arrangement will be set out in an information circular (the "Circular") expected to be filed on SEDAR+ at www.sedarplus.ca and mailed to unitholders on or before October 23, 2025. Although the timing of the completion of the Arrangement cannot be predicted with certainty, management anticipates the Arrangement will become effective on or before calendar year-end.



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 laws, including statements about the Arrangement and the timing and benefits thereof, the Meeting and the timing thereof, the effect of the Arrangement on holders of Trust Units, the approvals required for the completion of the Arrangement, the adoption of the Amended and Restated Declaration of Trust and the terms thereof and the contents, mailing and availability of the Circular and the timing thereof. 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 those discussed in First Capital's Management's Discussion and Analysis for the year ended December 31, 2024 and for the quarter ended June 30, 2025 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, except as required by applicable securities laws, to publicly update or revise any such forward-looking statement, whether as a result of new information, future events or otherwise. 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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