



DREAM OFFICE REIT REPORTS 2021 YEAR-END RESULTS

This press release contains forward-looking information that is based upon assumptions and is subject to risks and uncertainties as indicated in the cautionary note contained within this press release.

TORONTO, FEBRUARY 17, 2022, DREAM OFFICE REAL ESTATE INVESTMENT TRUST (D.UN-TSX) or (“Dream Office REIT”, the “Trust” or “we”) today announced its financial results for the three months and year ended December 31, 2021 and provided a business update related to the COVID-19 pandemic. Management will host a conference call to discuss the financial results on February 18, 2022 at 10:00 a.m. (ET).

OPERATIONAL HIGHLIGHTS

(unaudited)

	As at		
	December 31, 2021	September 30, 2021	December 31, 2020
Total properties⁽¹⁾			
Number of active properties	29	29	29
Number of properties under development	1	1	1
Gross leasable area (“GLA”) (in millions of sq. ft.)	5.5	5.5	5.5
Investment properties value	\$ 2,569,002	\$ 2,553,395	\$ 2,471,879
Total portfolio⁽²⁾			
Occupancy rate – including committed (period-end)	85.5%	84.6%	88.0%
Occupancy rate – in-place (period-end)	82.9%	82.7%	85.2%
Average in-place and committed net rent per square foot (period-end)	\$ 23.25	\$ 23.08	\$ 23.31
Weighted average lease term (“WALT”) (years)	5.2	5.2	5.1

See footnotes at end.

	Three months ended		Year ended	
	December 31, 2021	December 31, 2020	December 31, 2021	December 31, 2020
Operating results				
Net income	\$ 26,881	\$ 15,551	\$ 154,207	\$ 177,276
Funds from operations (“FFO”) ⁽³⁾	21,751	22,723	87,615	93,029
Net rental income	26,522	27,945	107,134	112,942
Comparative properties net operating income (“NOI”) ⁽⁴⁾	27,628	29,177	110,976	121,703
Per unit amounts				
FFO (diluted) ⁽⁵⁾	\$ 0.40	\$ 0.40	\$ 1.56	\$ 1.54
Distribution rate	0.25	0.25	1.00	1.00

See footnotes at end.

“Our business has shown operational and financial resilience through the last two years of the pandemic,” said Michael J. Cooper, Chief Executive Officer of Dream Office REIT. “We are confident that our portfolio of well-located, unique boutique office buildings will provide our tenants with exciting work spaces for their employees once companies resume work back in the office. Our plan of continuing to improve our buildings through modernization and decarbonization, animating and making them more inclusive and continuing our progress on development approvals will add significant value to our business.”

- **Net income for the quarter and year:** For the three months and year ended December 31, 2021, the Trust generated net income of \$26.9 million and \$154.2 million, respectively. Included in net income for the three months and year ended December 31, 2021 are net rental income totalling \$26.5 million and \$107.1 million, respectively, and share of net income from investment in Dream Industrial REIT totalling \$26.1 million and \$90.6 million, respectively. Fair value adjustments to investment properties for the three months and year ended December 31, 2021, totalled a loss of \$0.3 million and a gain of \$47.9 million, respectively, due to capital spent but not capitalized in the quarter and year-over-year increases in Other markets (as defined below) at Eglinton & Birchmount due to an appraisal received in Q3 2021. In addition, for the three months and year ended December 31, 2021 negative fair value adjustments to financial instruments totalled \$10.3 million



and \$29.9 million, respectively, primarily attributed to the revaluation of the subsidiary redeemable units as a result of appreciation in the Trust's unit price.

- **Diluted FFO per unit⁽⁵⁾ for the quarter and year:** For the three months ended December 31, 2021, diluted FFO per unit was flat at \$0.40 per unit relative to Q4 2020 as NOI from our completed developments at 357 Bay Street in Toronto downtown and 1900 Sherwood Place in Regina (+\$0.03), the effect of accretive unit repurchases under our Normal Course Issuer Bid ("NCIB") program in the current and prior year (+\$0.02) and higher FFO from our investment in Dream Industrial REIT (+\$0.01) were offset by lower comparative properties NOI (-\$0.02), lower lease termination fees (-\$0.02), the effect of a property sale in the prior year (-\$0.01) and other items (-\$0.01).

For the year ended December 31, 2021, diluted FFO per unit increased slightly to \$1.56 per unit due to NOI from our completed developments at 357 Bay Street in Toronto downtown and 1900 Sherwood Place in Regina (+\$0.09), the effect of accretive unit repurchases under our NCIB program in the current and prior year (+\$0.06), higher FFO from our investment in Dream Industrial REIT (+\$0.04), and improvements in COVID-related provisions and adjustments (+\$0.02) were largely offset by decreases in comparative properties NOI (-\$0.16), primarily as a result of the ongoing pandemic, and other items (-\$0.03).

- **Net rental income for the quarter and year:** Net rental income for the three months and year ended December 31, 2021 decreased by \$1.4 million and \$5.8 million, respectively, relative to the prior year comparative periods primarily due to lower weighted average occupancy, lower rents on renewals and new leases in the regions that we collectively refer to as Other markets, comprising our properties located in Calgary, Saskatchewan, Mississauga, Scarborough and the United States, and a property sale in the prior year. For the year ended December 31, 2021, net rental income was also impacted by lower transient parking revenue due to parking lot closures. Partially offsetting the year-over-year decreases were net rental income from our completed properties under development at 357 Bay Street in Toronto and 1900 Sherwood Place in Regina, improved transient parking revenues during the latter half of 2021, higher net rents on renewals and new leasing in Toronto downtown and investment properties operating expense savings.
- **Comparative properties NOI⁽⁴⁾ for the quarter and year:** For the three months ended December 31, 2021, comparative properties NOI decreased by 5.3%, or \$1.5 million, over the prior year comparative quarter, primarily driven by a decline in weighted average occupancy in Toronto downtown. Partially offsetting the declines were favourable parking revenues and rent steps in Toronto downtown and higher weighted average occupancy in Other markets, which offset declines in in-place net rents in the region.

Over the course of the COVID-19 pandemic we have seen significant reductions in leasing activity and building traffic relative to historical norms leading to declines in occupancy and parking income as a result of repeated states of emergency in Toronto. Despite the public health measures enacted in response to the Omicron variant in December 2021 and January 2022, we continue to anticipate that many companies will return their employees to the office during 2022 and, with that, leasing activity and traffic flow to our properties will improve and our comparative properties NOI and parking revenues will begin to normalize. During the latter half of 2021, tour volume heightened, and we began to see increased building traffic and parking lot utilization indicating tenants are returning to the office.

For the year ended December 31, 2021, comparative properties NOI decreased by 8.8%, or \$10.7 million, over the prior year comparative period, primarily driven by a decline in weighted average occupancy and lower parking revenues of \$0.9 million across the portfolio as a result of city lockdown restrictions, partially offset by rent step-ups and higher rents on lease commencements and renewals in Toronto downtown.

We are actively managing our assets in the Toronto downtown region, which represent 82% of our total portfolio investment property fair values, to improve the quality of the buildings and to continue to improve rental rates in this market. For our assets in the Other markets region, which make up the remaining 18% of our total portfolio investment properties fair value, we are repositioning these assets to improve occupancy and liquidity in the private market.

In-place occupancy: Total portfolio in-place occupancy on a quarter-over-quarter basis increased by 0.2% relative to Q3 2021. In the Other markets region, 37,000 square feet of renewals and 45,000 square feet of new leasing activity were partially offset by 59,000 square feet of expiries.

In Toronto downtown, 117,000 square feet of expiries were substantially offset by 91,000 square feet of renewals and 21,000 square feet of new leasing activity. In Toronto downtown, 41,000 square feet, or approximately 1.2% of the region's gross leaseable area, is currently being held intentionally vacant for retail repositioning projects in order to attract premium retail tenants.

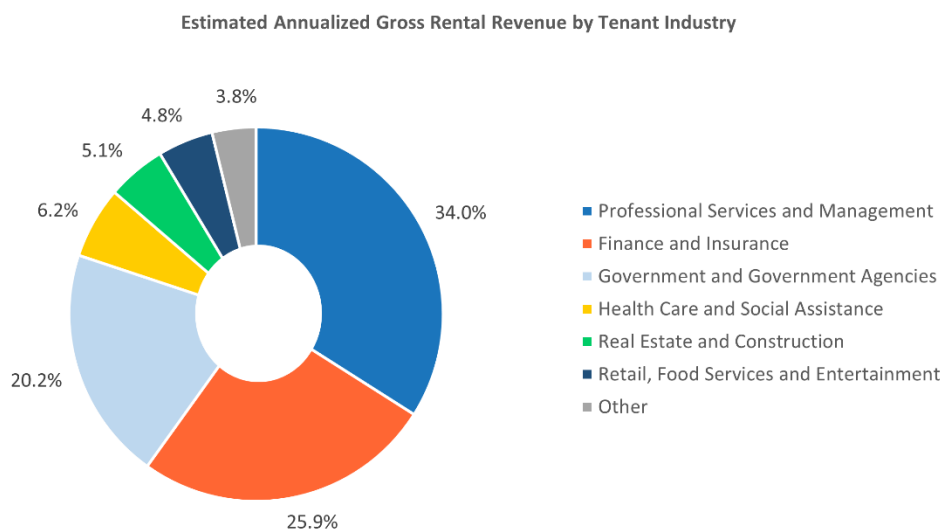


Total portfolio in-place occupancy on a year-over-year basis decreased from 85.2% at Q4 2020 to 82.9% this quarter due to net negative absorption in Toronto downtown partially offset by the reclassification of 1900 Sherwood Place to active properties in Q3 2021 and net positive leasing in Other markets driven by the commencement of leases at 2200-2206 Eglinton Avenue East in Scarborough, Ontario and Saskatoon Square in Saskatchewan in Q1 2021.

- Lease commencements for the quarter and year:** For the three months and year ended December 31, 2021, approximately 193,000 and 767,000 square feet of leases commenced, respectively, not including temporary leases. The renewal and relocation rate to expiring rate spreads for the three months and year ended December 31, 2021 were 1.6% and 7.2%, respectively, above expiring rates. For the three months ended December 31, 2021, positive spreads on renewals and relocations in Toronto downtown of 4.5% were partially offset by negative spreads on renewals and relocations in Other markets as leases rolled down to market rates. The low spreads on renewals in Toronto downtown were primarily driven by the effect of a nine-year government lease renewal totalling 72,000 square feet at \$23.28 per square foot established in 2010 with no associated leasing costs. The contractual net rents for this space increase to \$40.00 per square foot in 2023.

For the year ended December 31, 2021, positive leasing spreads on renewals and relocations in Toronto downtown of 9.6% were partially offset by negative leasing spreads on renewals and relocations of 6.8% in the Other markets region. In Toronto downtown, renewals included the 72,000 square foot lease discussed above and a 248,000 square foot government tenant exercising its option to renew at expiring rates established back in 2010 with no associated leasing costs. Excluding the effect of these renewal options, the increase in net rents on renewals and relocations in Toronto downtown was 24.5%.

- Tenant profile:** As illustrated in the chart below, the Trust has a diversified and stable tenant mix.



Our top ten tenants make up approximately 39% of gross rental revenue, and 50% of our top tenants have credit ratings of A- or higher.

- Investment in Alate PropTech venture:** In 2018, the Trust took a 25% stake in Alate, a vehicle specializing in real estate technology investments. To date, we have invested US\$6.6 million, at our 25% share, to fund 12 investments. In Q4 2021, a new Alate PropTech fund was formed around the vehicle's existing investments and outside investors were secured. The Trust maintains a 25% interest in the managing GP and is entitled to fees for managing the fund. The formation of the new fund crystallized cumulative gains of \$8.8 million, at the Trust's share, in the venture's investments since its inception in 2018.



- **Environmental, Social & Governance (“ESG”) Accomplishments for 2021:** During 2021, we made our inaugural submission to the Global Real Estate Sustainability Benchmark. We achieved a five-star rating of 91/100, one of the highest ever first-year scores, placing us in the top 20% of the global benchmark.

During 2021, Dream Office was also recognized as a 2021 Green Lease Leader by the Institute for Market Transformation and the U.S. Department of Energy’s Better Buildings Alliance. Green Lease Leaders is a national recognition program honouring landlords, tenants and partnering real estate practitioners from a variety of sectors that incorporate green leasing to drive high-performance and healthy buildings.

We also obtained WELL Health-Safety Certifications from the International WELL Building Institute (“IWBI”). Dream Office REIT was recognized during Q2 2021 as Canada’s largest office portfolio to be WELL Health-Safety rated by IWBI with 25 properties totalling 4.6 million square feet, or 87%, of the Trust’s Canadian gross leasable area being certified by the group.

BUSINESS UPDATE

As at December 31, 2021, the Trust had approximately \$201 million of available liquidity⁽⁶⁾, \$178 million of unencumbered assets⁽⁷⁾ and a level of debt (net total debt-to-net total assets)⁽⁸⁾ of 41.8%. As at December 31, 2021 the Trust had \$8.8 million of cash and cash equivalents, \$2.6 billion of investment properties, \$1.3 billion of total debt and \$3.1 billion of total assets.

The novel coronavirus (“COVID-19”) pandemic continues to disrupt the Canadian economy. Repeated states of emergency and lockdowns as a result of emerging variants, most recently public health measures due to the Omicron variant in December 2021 and January 2022, have made it difficult for businesses to plan for the future. The full impact that these disruptions will have on the market for office space in the near term and the wider economy in general is unclear and difficult to predict. However, we continue to believe there will continue to be demand for high-quality, well-located office space in urban markets in Canada, especially in Toronto, when the economy normalizes. The Trust has ample financial resources to absorb near-term operational challenges and a program to drive value in the business through capital improvements and redevelopments to deliver best-in-class boutique office space to our tenants.

The COVID-19 pandemic delayed the construction timelines for planned Bay Street corridor revitalization, but we are near completion of the interior renovation work and façade improvements are scheduled for 2022. Since 2020, our successful redevelopment program has completed two projects on time and on budget that have significantly increased the value of the redeveloped properties and delivered significant incremental income to the Trust. 357 Bay Street in Toronto downtown was completed in Q4 2020 and in Q4 2021 contributed \$3.0 million of annualized NOI. July 2021 marked the completion of 1900 Sherwood Place in Regina, Saskatchewan and the commencement of the 25-year Co-operators lease at the property. 1900 Sherwood Place generated \$5.4 million of annualized NOI over Q4 2021. We are currently in the process of revitalizing 366 Bay Street in Toronto by fully modernizing the building’s systems, improving the building’s floorplates and upgrading the quality of the common areas. We are targeting a LEED Gold certification, among other certifications, as part of this development project. In addition, we have received zoning approval for 250 Dundas Street West in Toronto, have a zoning application underway for our property at Eglinton Avenue East and Birchmount Road in Scarborough, and are working on a development plan for 212 and 220 King Street West in Toronto.

We hold a stake in Dream Industrial REIT which continues to provide a meaningful contribution to our FFO as a result of the REIT’s successful expansion and value-add strategy and the monthly distributions provide steady, predictable cash flow to the Trust at a time of uncertainty. As at December 31, 2021, the fair value of our investment in Dream Industrial REIT was \$458.1 million.

Despite the ongoing disruption to the Canadian economy, the Trust continues to manage an active leasing pipeline. Leasing tours during Q4 2021 dipped slightly but were still largely in-line with pre-COVID levels and building traffic and parking lot utilization continued to improve. Despite the impact of public health measures enacted as a result of the Omicron variant, we expect the encouraging trends of the second half of 2021 to re-emerge later in 2022.

During Q4 2021, the Trust executed leases totalling approximately 138,000 square feet across our portfolio. In Toronto downtown, 94,000 square feet of leases were executed at a weighted average net rent of \$29.92 per square foot, or 41.3% higher than the weighted average prior net rent per square foot on the same space, with a weighted average lease term of 8.6 years. In the Other markets region, we executed leases totalling 44,000 square feet at a weighted average net rent of \$12.81 per square foot, a decrease of 18.8% from the weighted average prior net rent on the same space, with a weighted average lease term of 5.2 years. Since the beginning of the year, we have executed leases in Toronto downtown totalling approximately



283,000 square feet at a weighted average net rent of approximately \$32.27 per square foot, 31.5% higher than the weighted average prior net rent on the same space, with a weighted average lease term of 7.6 years. In the Other markets region, the Trust has secured leases for approximately 250,000 square feet at a weighted average net rent of \$14.34 per square foot, a decrease of 13.6% relative to prior rents primarily due to new deals rolling down to market rates in Western Canada, with a weighted average lease term of 4.9 years. To date, the Trust has secured commitments for approximately 581,000 square feet, or 74%, of 2022 full-year portfolio lease expiries, consistent with pre-COVID leasing trends.

Approximately 2% of the Trust's total portfolio is currently sublet, with a weighted average in-place net rent of just over \$25 per square foot.

The following table summarizes selected operational statistics with respect to the trailing four quarters and the month of January 2022 as at February 17, 2022, all presented as a percentage of recurring contractual gross rent:

	Cash collected	Deferral arrangements*	Outstanding
Q1 2021	99.4%	—%	0.6%
Q2 2021	98.3%	0.3%	1.4%
Q3 2021	98.3%	0.4%	1.3%
Q4 2021	98.4%	—%	1.6%
January 2022	97.0%	—%	3.0%

* Deferral arrangements are presented net of subsequently received cash receipts.

Over the course of the COVID-19 pandemic, we have worked collaboratively with our tenants to help them weather the storm and be set up for long-term success when the pandemic has passed. The Canadian Emergency Rent Subsidy program ended during Q4 2020 and the Hardest-Hit Business Recovery Program was introduced. It is too early to determine what effect the change in programs will have on a long-term basis, but cash collections have remained strong during Q4 2021 and into January 2022. In certain instances, the Trust has granted deferrals and rent repayment arrangements to select tenants on a case-by-case basis.

For the three months and year ended December 31, 2021, the Trust recorded COVID-related provisions totalling approximately \$0.9 million and \$2.1 million, respectively which are included in the line item "COVID-related provisions and adjustments" within net rental income. These provision balances represent an estimate of potential credit losses on our trade receivables for all uncollected rent during the three months and year ended December 31, 2021. Partially offsetting the impact of the provisions included in "COVID-related provisions and adjustments" for the three months and year ended December 31, 2021, is the impact of government programs totalling \$nil and \$1.6 million, respectively.

CAPITAL HIGHLIGHTS

KEY FINANCIAL PERFORMANCE METRICS (unaudited)	As at	
	December 31, 2021	December 31, 2020
Financing		
Weighted average face rate of interest on debt (period-end) ⁽⁹⁾	3.28%	3.56%
Interest coverage ratio (times) ⁽¹⁰⁾	3.0	3.2
Net total debt-to-normalized adjusted EBITDAFV ratio (years) ⁽¹¹⁾	9.8	8.8
Level of debt (net total debt-to-net total assets) ⁽⁸⁾	41.8%	41.1%
Average term to maturity on debt (years)	3.6	4.1
Undrawn revolving credit facilities, available liquidity and unencumbered assets		
Undrawn revolving credit facilities	\$ 192.4	\$ 135.4
Available liquidity (in millions) ⁽⁶⁾	201.1	148.5
Unencumbered assets (in millions) ⁽⁷⁾	178.3	244.8
Capital (period-end)		
Total number of REIT A and LP B units (in millions) ⁽¹²⁾	53.3	55.9
Net asset value ("NAV") per unit ⁽¹³⁾	\$ 31.49	\$ 28.69

See footnotes at end.



- **Financing update:** On November 4, 2021, the Trust increased its existing revolving credit facility from \$300 million to \$375 million and extended the maturity date from March 1, 2022 to September 30, 2024. The interest rate remained in the form of rolling bankers' acceptances ("BA") bearing interest at the BA rate plus 1.70% or at the bank's prime rate plus 0.70%. The Trust continues to have an accordion option of up to \$100 million of additional borrowing capacity subject to lender approval.

On December 7, 2021, the Trust entered into a new mortgage secured by a property in Scarborough, Ontario totalling \$66.5 million. The new interest-only mortgage has a term of two years with two six-month extension options and bears interest at the BA rate plus 1.70%.

- **Normal Course Issuer Bid ("NCIB"):** For the three months and year ended December 31, 2021, the Trust purchased for cancellation 1,666,706 and 2,640,560 REIT A Units, respectively, under the NCIB at a cost of \$38.5 million and \$61.0 million, respectively (for the year ended December 31, 2020 – 5,773,896 REIT A Units cancelled at a cost of \$110.2 million).

Subsequent to December 31, 2021, the Trust purchased for cancellation an additional 544,911 REIT A Units under the NCIB at a cost of \$13.2 million. As of today's date, the Trust is able to purchase a further 491,252 REIT A Units under its current NCIB program.

- **NAV per unit⁽¹³⁾:** As at December 31, 2021, our NAV per unit increased to \$31.49 when compared to \$28.69 at December 31, 2020. The increase in NAV per unit relative to December 31, 2020 was primarily due to cash flow retention (diluted FFO net of distributions), fair value gains on investment properties at Eglinton Avenue East and Birchmount Road in Scarborough, Ontario and 1900 Sherwood Place in Regina, Saskatchewan in Q3 2021, incremental income from our investment in Dream Industrial REIT and the effect of accretive unit repurchases under our NCIB program. As at December 31, 2021, our total equity was \$1.6 billion.

Our balance sheet is very well positioned in 2022 to execute on the capital programs to continue to improve the value and quality of our portfolio and we intend to maximize unit repurchases on the normal course issuer bid program if the Trust's unit price continues to trade at a material discount to net asset value." said Jay Jiang, Chief Financial Officer of Dream Office REIT.

CONFERENCE CALL

Management will host a conference call to discuss the results tomorrow, February 18, 2022 at 10:00 a.m. (ET). To access the conference call, please dial 1-888-465-5079 in Canada and the United States or 416-216-4169 elsewhere and use passcode 9160 842#. To access the conference call via webcast, please go to Dream Office REIT's website at www.dreamofficereit.ca and click on the link for News & Events, then click on Calendar of Events. A taped replay of the conference call and the webcast will be archived for 90 days.

OTHER INFORMATION

Information appearing in this press release is a selected summary of results. The consolidated financial statements and Management's Discussion and Analysis ("MD&A") of the Trust are available at www.dreamofficereit.ca and on www.sedar.com.

Dream Office REIT is an unincorporated, open-ended real estate investment trust. Dream Office REIT is a premier office landlord in downtown Toronto with approximately 3.5 million square feet owned and managed. We have carefully curated an investment portfolio of high-quality assets in irreplaceable locations in one of the finest office markets in the world. We intend to enhance these properties to elevate their desirability to tenants and investors and improve the overall community experience. For more information, please visit our website at www.dreamofficereit.ca.



FOOTNOTES

- (1) Excludes joint ventures that are equity accounted at the end of each period.
- (2) Excludes properties under development and joint ventures that are equity accounted at the end of each period.
- (3) FFO is a non-GAAP financial measure. The most directly comparable financial measure to FFO is net income. The tables included in the Appendices section of this press release reconcile FFO for the three months and years ended December 31, 2021 and December 31, 2020 to net income. For further information on this non-GAAP measure please refer to the statements under the heading "Non-GAAP Financial Measures, Ratios and Supplementary Financial Measures" in this press release.
- (4) Comparative properties NOI is a non-GAAP financial measure. The most directly comparable financial measure to comparative properties NOI is net rental income. The tables included in the Appendices section of this press release reconcile comparative properties NOI for the three months and years ended December 31, 2021 and December 31, 2020 to net rental income. For further information on this non-GAAP measure please refer to the statements under the heading "Non-GAAP Financial Measures, Ratios and Supplementary Financial Measures" in this press release.
- (5) Diluted FFO per Unit is a non-GAAP ratio. Diluted FFO per Unit is calculated as FFO (a non-GAAP financial measure) divided by weighted average number of Units. For further information on this non-GAAP ratio, please refer to the statements under the heading "Non-GAAP Financial Measures, Ratios and Supplementary Financial Measures" in this press release. A description of the determination of the weighted average number of units can be found in the Trust's Management's Discussion and Analysis for the year ended December 31, 2021 in the section "Supplementary financial measures and other disclosures" under the heading "Weighted average number of units"
- (6) Available liquidity is a non-GAAP Measure. The most directly comparable financial measure to available liquidity is undrawn revolving credit facilities. The tables included in the Appendices section of this press release reconcile available liquidity to undrawn revolving credit facilities as at December 31, 2021 and December 30, 2020. For further information on this non-GAAP measure please refer to the statements under the heading "Non-GAAP Financial Measures, Ratios and Supplementary Financial Measures" in this press release.
- (7) Unencumbered assets is a supplementary financial measure. For further information on this supplementary financial measure, please refer to the statements under the heading "Non-GAAP financial measures, ratios and supplementary financial measures" in this press release.
- (8) level of debt (net total debt-to-net total assets) is a non-GAAP ratio. Net total debt-to-total assets is comprised of net total debt (a non-GAAP financial measure) divided by net total assets (a non-GAAP financial measure). The tables in the appendices section reconcile net total debt and net total assets to total debt and total assets, respectively, as at December 31, 2021 and December 31, 2020. For further information on this non-GAAP ratio, please refer to the statements under the heading "Non-GAAP financial measures, ratios and supplementary financial measures" in this press release
- (9) Weighted average face rate of interest on debt is calculated as the weighted average face rate of all interest-bearing debt balances excluding debt in joint ventures that are equity accounted.
- (10) Interest coverage ratio (times) is a non-GAAP ratio. Interest coverage ratio is comprised of adjusted EBITDAFV (a non-GAAP financial measure) divided by interest expense on debt. Adjusted EBITDAFV is a non-GAAP measure. The tables in the Appendices section reconcile adjusted EBITDAFV to net income for the three months and years ended December 31, 2021 and December 31, 2020. For further information on this non-GAAP ratio, please refer to the statements under the heading "Non-GAAP financial measures and ratios and supplementary financial measures" in this press release.
- (11) Net total debt-to-normalized adjusted EBITDAFV ratio (years) is a non-GAAP ratio. Net total debt-to-normalized adjusted EBITDAFV is comprised of net total debt (a non-GAAP financial measure) divided by normalized adjusted EBITDAFV. Normalized adjusted EBITDAFV comprises adjusted EBITDAFV (a non-GAAP measure) adjusted for NOI from sold properties in the quarter. For further information on this non-GAAP ratio, please refer to the statements under the heading "Non-GAAP financial measures and ratios and supplementary financial measures" in this press release.
- (12) Total number of REIT A and LP B units includes 5.2 million LP B Units which are classified as a liability under IFRS.
- (13) NAV per unit is a non-GAAP ratio. NAV per unit is calculated as Total equity (including LP B Units) divided by the total number of REIT A and LP B units outstanding. Total equity (including LP B Units) is a non-GAAP measure. The most directly comparable financial measure to total equity (including LP B Units) is equity. The tables included in the appendices section of this press release reconcile total equity (including LP B Units) to equity as at December 31, 2021 and December 31, 2020. For further information on this non-GAAP measure please refer to the statements under the heading "Non-GAAP Financial Measures, Ratios and Supplementary Financial Measures" in this press release.

NON-GAAP FINANCIAL MEASURES, RATIOS AND SUPPLEMENTARY FINANCIAL MEASURES

The Trust's consolidated financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS"). In this press release, as a complement to results provided in accordance with IFRS, the Trust discloses and discusses certain non-GAAP financial measures, including FFO, comparative properties NOI, and available liquidity, and non-GAAP ratios, including level of debt (net total debt-to-net total assets), diluted FFO per unit, interest coverage ratio, net total debt-to-normalized adjusted EBITDAFV and NAV per unit, as well as other measures discussed elsewhere in this release. These measures and ratios are not standardized financial measures under IFRS and might not be comparable to similar financial measures disclosed by other issuers. The Trust has presented such non-GAAP measures and non-GAAP ratios as Management believes they are relevant measures of the Trust's underlying operating and financial performance. Certain additional disclosures such as the composition, usefulness and changes, as applicable, of the non-GAAP financial measures and ratios included in this press release have been incorporated by reference from the management's discussion and analysis of the financial condition and results from operations of the Trust for the three months and year ended December 31, 2021, dated February 17, 2022 (the "MD&A for the fourth quarter of 2021") and can be found under the section "Non-GAAP Financial Measures and Ratios" and respective sub-headings labelled "Funds from operations and diluted FFO per Unit", "Comparative properties NOI", "Level of debt (net total debt-to-net total assets)", "Net total debt-to-normalized adjusted EBITDAFV ratio



(years)", "Interest coverage ratio", "Available liquidity" and "Net asset value ("NAV") per Unit". The composition of supplementary financial measures included in this press release have been incorporated by reference from the MD&A for the fourth quarter of 2021 and can be found under the section "Supplementary financial measures and ratios and other disclosures". The MD&A for the fourth quarter of 2021 is available on SEDAR at www.sedar.com under the Trust's profile and on the Trust's website at www.dreamofficereit.ca under the Investors section. Non-GAAP measures should not be considered as alternatives to net income, net rental income, cash flows generated from (utilized in) operating activities, cash and cash equivalents, total assets, non-current debt, total equity, or comparable metrics determined in accordance with IFRS as indicators of the Trust's performance, liquidity, leverage, cash flow, and profitability. Reconciliations to the nearest comparable financial measure are contained at the end of this press release.

FORWARD-LOOKING INFORMATION

This press release may contain forward-looking information within the meaning of applicable securities legislation, including, but not limited to, statements regarding our objectives and strategies to achieve those objectives, our ability to increase the desirability, occupancy and liquidity of our buildings; the effect of building improvements on tenant experience and building quality and performance; our expectations regarding the COVID-19 pandemic and the timing of current and prospective tenants' return to the office and its effect on our business and financial metrics, including in respect of leasing, building traffic and our revenues; our expectations regarding future demand for office space in urban markets in Canada; our ability to achieve building certifications; our development, redevelopment and intensification plans and timelines, and the effect of these plans on the value and quality of our portfolio; our future capital requirements and ability to meet those requirements; future purchases under the NCIB program; our asset management strategies and prospective leasing activity and our overall financial performance, profitability and liquidity for future periods and years. Forward-looking statements generally can be identified by words such as "outlook", "objective", "may", "will", "would", "expect", "intend", "estimate", "anticipate", "believe", "should", "could", "likely", "plan", "project", "budget", or "continue" or similar expressions suggesting future outcomes or events. Forward-looking information is based on a number of assumptions and is subject to a number of risks and uncertainties, many of which are beyond Dream Office REIT's control, which could cause actual results to differ materially from those that are disclosed in or implied by such forward-looking information. These risks and uncertainties include, but are not limited to, general and local economic and business conditions; the impact of the COVID-19 pandemic on the Trust; the effect of government restrictions on leasing and building traffic; employment levels; mortgage and interest rates and regulations; the uncertainties around the timing and amount of future financings; leasing risks, including those associated with the ability to lease vacant space; rental rates on future leasing; and interest and currency rate fluctuations. Our objectives and forward-looking statements are based on certain assumptions, including that the general economy remains stable, interest rates remain stable, conditions within the real estate market remain consistent, that government restrictions due to COVID-19 on the ability of us and our tenants to operate their businesses at our properties will continue to ease and will not be re-imposed in any material respects, competition for acquisitions remains consistent with the current climate, and that the capital markets continue to provide ready access to equity and/or debt. All forward-looking information in this press release speaks as of the date of this press release. Dream Office REIT does not undertake to update any such forward-looking information whether as a result of new information, future events or otherwise except as required by law. Additional information about these assumptions and risks and uncertainties is contained in Dream Office REIT's filings with securities regulators, including its latest annual information form and MD&A. These filings are also available at Dream Office REIT's website at www.dreamofficereit.ca.

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APPENDICES

Funds from operations and diluted FFO per Unit

	Three months ended December 31,		Year ended December 31,	
	2021	2020	2021	2020
Net income for the period	\$ 26,881	\$ 15,551	\$ 154,207	\$ 177,276
Add (deduct):				
Share of net income from investment in Dream Industrial REIT	(26,075)	(18,999)	(90,645)	(36,985)
Share of FFO from investment in Dream Industrial REIT	5,640	4,956	21,614	19,333
Depreciation, amortization and write-off of intangible assets	2,880	3,222	11,912	13,053
Costs (recovery) attributable to sale of investment properties ⁽¹⁾	(3)	376	1,990	(1,876)
Interest expense on subsidiary redeemable units	1,309	1,309	5,234	5,234
Fair value adjustments to investment properties	283	6,159	(47,926)	(17,997)
Fair value adjustments to investment properties held in joint ventures	3	367	36	351
Fair value adjustments to financial instruments and DUIP included in G&A expenses	10,288	10,027	29,721	(66,306)
Internal leasing costs	543	728	1,775	1,821
Principal repayments on finance lease liabilities	(13)	(11)	(49)	(46)
Deferred income taxes expense (recovery)	15	(962)	(254)	(829)
FFO for the period	\$ 21,751	\$ 22,723	\$ 87,615	\$ 93,029
Diluted weighted average number of units ⁽²⁾	54,553	57,390	56,197	60,460
FFO per unit – diluted	\$ 0.40	\$ 0.40	\$ 1.56	\$ 1.54

(1) Includes both continuing and discontinued operations.

(2) Diluted weighted average number of units includes the weighted average of all REIT A Units, LP B Units, vested but unissued and unvested deferred trust units and associated income deferred trust units.

Comparative properties NOI

	December 31,		Three months ended		Change in weighted average occupancy %	Change in in-place net rents %
	2021	2020	Amount	Change %		
Toronto downtown	\$ 21,868	\$ 23,815	\$ (1,947)	(8.2)	(7.6)	3.4
Other markets	5,760	5,362	398	7.4	5.1	(3.7)
Comparative properties NOI	27,628	29,177	(1,549)	(5.3)	(3.3)	0.7
357 Bay Street and 1900 Sherwood Place	2,088	708	1,380			
Property under development	(138)	17	(155)			
Property management and other service fees	405	645	(240)			
COVID-related provisions and adjustments	(856)	(564)	(292)			
Straight-line rent	60	(113)	173			
Amortization of lease incentives	(2,782)	(2,536)	(246)			
Lease termination fees and other	113	570	(457)			
Sold properties	4	41	(37)			
Net rental income from continuing operations	\$ 26,522	\$ 27,945	\$ (1,423)			



	December 31, 2021	December 31, 2020	Year ended		Change in weighted average occupancy %	Change in in-place net rents %
			Amount	Change %		
Toronto downtown	\$ 88,568	\$ 96,970	\$ (8,402)	(8.7)	(6.6)	2.2
Other markets	22,408	24,733	(2,325)	(9.4)	(0.2)	(3.8)
Comparative properties NOI	110,976	121,703	(10,727)	(8.8)	(4.4)	0.4
357 Bay Street and 1900 Sherwood Place	5,805	817	4,988			
Property under development	(309)	211	(520)			
Property management and other service fees	1,546	1,848	(302)			
COVID-related provisions and adjustments	(482)	(1,472)	990			
Straight-line rent	236	(397)	633			
Amortization of lease incentives	(11,453)	(11,568)	115			
Lease termination fees and other	836	920	(84)			
Sold properties	(21)	880	(901)			
Net rental income from continuing operations	\$ 107,134	\$ 112,942	\$ (5,808)			

Available liquidity

	As at	
	December 31, 2021	December 31, 2020
Undrawn revolving credit facilities	\$ 192,355	\$ 135,380
Cash and cash equivalents	8,763	13,075
Available liquidity	\$ 201,118	\$ 148,455

Level of debt (net total debt-to-net total assets)

	Amounts included in consolidated financial statements	
	December 31, 2021	December 31, 2020
Non-current debt	\$ 1,206,734	\$ 1,074,768
Current debt	76,539	119,381
Total debt	1,283,273	1,194,149
Less: Cash on hand	(5,556)	(10,622)
Net total debt	\$ 1,277,717	\$ 1,183,527
Total assets	3,065,560	2,888,880
Less: Cash on hand	(5,556)	(10,622)
Net total assets	\$ 3,060,004	\$ 2,878,258
Net total debt-to-net total assets	41.8%	41.1%

**Adjusted EBITDAFV**

	Three months ended		Year ended	
	December 31, 2021	December 31, 2020	December 31, 2021	December 31, 2020
Net income for the period	\$ 26,881	\$ 15,551	\$ 154,207	\$ 177,276
Add (deduct):				
Interest – debt	10,926	10,856	43,372	43,089
Interest – subsidiary redeemable units	1,309	1,309	5,234	5,234
Current and deferred income taxes expense (recovery), net	15	(944)	(203)	(1,307)
Amortization and write-off of intangible assets and depreciation on property and equipment	212	802	897	1,927
Fair value adjustments to investment properties	283	6,159	(47,926)	(17,997)
Fair value adjustments to financial instruments	10,297	10,205	29,922	(65,855)
Share of net income from investment in Dream Industrial REIT	(26,075)	(18,999)	(90,645)	(36,985)
Distributions received from Dream Industrial REIT	4,656	4,655	18,622	19,153
Share of net loss from investment in joint ventures	25	401	340	197
Non-cash items included in investment properties revenue	2,722	2,649	11,217	11,965
Government assistance and COVID-related provisions	856	564	482	1,472
Lease termination fees and other	(113)	(570)	(836)	(920)
Net losses (gains) on transactions and other items	540	1,104	3,732	(54)
Adjusted EBITDAFV for the period	\$ 32,534	\$ 33,742	\$ 128,415	\$ 137,195

Interest coverage ratio (times)

	For the trailing 12-month period ended	
	December 31, 2021	December 31, 2020
Adjusted EBITDAFV	\$ 128,415	\$ 137,195
Interest expense on debt	\$ 43,372	\$ 43,089
Interest coverage ratio (times)	3.0	3.2

Net total debt-to-normalized adjusted EBITDAFV ratio (years)

	December 31, 2021	December 31, 2020
Non-current debt	\$ 1,206,734	\$ 1,074,768
Current debt	76,539	119,381
Total debt	1,283,273	1,194,149
Less: Cash on hand	(5,556)	(10,622)
Net total debt	\$ 1,277,717	\$ 1,183,527
Adjusted EBITDAFV – quarterly	32,534	33,742
Less: NOI of disposed properties for the quarter	(4)	(77)
Normalized adjusted EBITDAFV – quarterly	\$ 32,530	\$ 33,665
Normalized adjusted EBITDAFV – annualized	\$ 130,120	\$ 134,660
Net total debt-to-normalized adjusted EBITDAFV ratio (years)	9.8	8.8

**NAV per unit**

	December 31, 2021		Unitholders' equity December 31, 2020	
	Number of Units	Amount	Number of Units	Amount
Unitholders' equity	48,034,754	\$ 1,883,653	50,631,596	\$ 1,943,738
Deficit	—	(338,593)	—	(451,665)
Accumulated other comprehensive income	—	3,268	—	6,930
Equity per consolidated financial statements	48,034,754	1,548,328	50,631,596	1,499,003
Add: LP B Units	5,233,823	128,909	5,233,823	103,630
Total equity (including LP B Units)	53,268,577	\$ 1,677,237	55,865,419	\$ 1,602,633
NAV per unit		\$ 31.49		\$ 28.69