



Policy Regarding Nomination to the Board

Principles to Guide the Nomination of Current Directors

The nominating committee will consider current directors whose term is expiring and who wish to stand for election or re-election in the same manner as other candidates, taking under consideration the Director's performance during his or her term, including consideration of the following factors:

- . (a) Understanding and support of Kingston Properties' objectives and goals;
- . (b) Attendance at Board and Board committee meetings;
- . (c) Effective communication, including contribution at Board and committee meetings;
- . (d) Preparation for and participation at Board and committee meetings;
- . (e) Support of Board decisions and actions, regardless of how the director voted;
- . (f) An open mind to the views of others and the ability to change or adjust positions after hearing them;
- . (g) Ability to express a dissenting or independent opinion, or challenge the majority view in a respectful and constructive manner;
- . (h) Commitment to continuing education both on an individual and Board basis, and ability to use this education to inform Board deliberations; and
- . (i) Compliance with governing legislation and by-laws, particularly conflict of interest, confidentiality and duty of care provisions.

Kingston Properties Limited

The Committee shall take into account all of the following criteria when determining the qualifications of any candidate for director:

A. Integrity and Judgment. Directors should have the highest level of integrity, ethical character and the ability to exercise sound business judgment on a broad range of issues consistent with the Company's values.

B. Knowledge. Directors should be financially literate and have a sound understanding of business strategy, corporate governance and board operations.

C. Independence. Directors who are not current or former management should meet the spirit as well as the letter of the applicable independence standards. In addition, all Directors should be independent in their thought and judgment so that they represent the long-term interests of all shareholders of the Company.

D. Experience and Accomplishments. Directors should have significant experience and proven superior performance in professional endeavors whether this experience is in business, government, academia or with non-profit organizations.

E. Board Interaction. Directors should value board and team performance over individual performance, demonstrate respect for others and facilitate superior board performance. Directors should be willing and able to devote the time required to become familiar with Company's business and to be actively involved in the Board and its decision-making.

F. Skills. Directors should have expertise in one or more of the following areas: accounting and finance, technology, management, compensation, corporate governance, strategy, industry knowledge and general business matters.

G. Long-Term Commitment. Directors should have the ability and



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commitment to serve on the Board for an indefinite period.

Identification of Candidates

The Committee has two primary methods for identifying Candidates. First, the Committee may solicit ideas for possible Candidates from a number of sources including present members of the Board; senior level Company executives; individuals personally known to the members of the Board; and research, including database and Internet searches.

Second, if appropriate, the Committee can use an external firm to identify Candidates.

In addition to those Candidates identified through its own internal processes, the Committee will evaluate Candidates proposed by Stockholders in accordance with this Policy.

This Policy on Director Nominations is intended to provide a set of flexible guidelines for the effective functioning of the Company's director nominations process. The Committee intends to review this Policy at least annually and anticipates that modifications may be necessary from time to time as the Company's needs and circumstances evolve, and as applicable legal or listing standards change. The Committee may modify or amend this Policy at any time without advance notice.