

# AUSTRALIAN UNITY INVESTMENT REAL ESTATE LIMITED

## CODE OF CONDUCT

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### 1. INTRODUCTION

- 1.1 Australian Unity Investment Real Estate Limited (the Company) is the Responsible Entity of the Australian Unity Office Fund (the Fund or AOF). The Company is part of the Australian Unity Group (the Group).
- 1.2 The below sets out the Code of Conduct (the Code) of the Company as Responsible Entity of the Fund which is a REIT listed on the ASX.
- 1.3 The Code applies to all officers and employees of the Group who are involved in the management or provision of services to the Fund, together with executives and directors of the Company (the Employees).
- 1.4 The Company expects all Employees to observe the highest standards of honesty, integrity and ethical behaviour in the conduct of their duties and obligations and in dealing with other employees and officers, as well as in their dealings with investors in the Fund.
- 1.5 This Code should be read in conjunction with the Australian Unity Group Code of Conduct.

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### 2. PURPOSE OF THE CODE

- 2.1 The main purpose of the Code is to:
  - (a) clarify the standards of ethical behaviour required of Employees and encourage the observance of those standards; and
  - (b) ensure Employees are aware of and understand the expected behaviour.

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### 3. CONFLICTS OF INTEREST AND RELATED PARTY TRANSACTIONS

- 3.1 All Employees must always act in the best interests of the Fund investors and must not permit their own interests to over-ride the interests of investors or the Company.
- 3.2 Employees must ensure that they abide by the provisions of the *Corporations Act 2001* (Cth), the Company's and the Fund's constitution and the Group Management of Conflicts and Related Party Transactions Policy which encompasses the management of related party transactions between related entities of the Group.
- 3.3 Potential or actual conflicts must be managed effectively to reduce the risk that they might adversely impact the integrity of decision-making or the quality of the services provided to Fund investors, or would be likely to negatively affect the Company's or the Fund's reputation. Employees should refer to the Group Management of Conflicts and Related Party Transaction Policy.
- 3.4 Employees associated with the management of the Fund may be offered gifts at times. A gift that leads to a conflict of interest with duties towards the Fund must not be

accepted. Employees should refer to the Group Gratuities & Gifts Policy for further details.

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#### **4. CONFIDENTIALITY AND PRIVACY**

- 4.1 Employees are expected to keep information obtained in the course of their duties in relation to the Fund confidential and to not either directly or indirectly utilise or divulge information to any unauthorised person.
- 4.2 Employees must not misuse information obtained regarding the Company or the Fund for financial reward or gain, or to cause detriment to investors or service providers.
- 4.3 Obligations in relation to keeping information confidential continue to apply after the cessation of employment.
- 4.4 The Company has adopted the Group Privacy Policy which contains information about how investors may access and seek rectification of personal information that the Company holds or controls about investors, and what the Company is able to do with information that has been provided in accordance with Privacy Legislation and the Australian Privacy Principles. Employees should refer to the Group Privacy Policy.
- 4.5 Service providers to the Fund and the Company are also required to keep information confidential under the terms of the relevant agreement.

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#### **5. WHISTLEBLOWER POLICY**

- 5.1 The Company has adopted the Group Whistleblower Policy which addresses the reporting of improper conduct within the Company and the Group and the protection of an Employee who makes such reports. Employees should refer to the Group Whistleblower Policy.

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#### **6. INSIDER TRADING AND PERSONAL DEALING**

- 6.1 The Company has a Securities Trading Policy in relation to dealing in the Fund's Securities. This Policy aims to assist in maintaining market integrity of the Fund's Securities by minimising risks associated with insider trading and breaches of confidentiality. Employees should refer to the Securities Trading Policy, Continuous Disclosure Policy and Communications Policy.

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#### **7. COMPLIANCE WITH LAWS AND REGULATIONS**

- 7.1 Employees associated with providing services to the Fund are required to comply with all applicable laws and regulation, together with governance policies adopted by the Company including:
  - (a) this Code
  - (b) AUIREL Securities Trading Policy
  - (c) AUIREL Continuous Disclosure Policy
  - (d) AUIREL Communications Policy
  - (e) Group Securities Trading Policy
  - (f) Group Privacy Policy
  - (g) Group Code of Conduct

- (h) Group Whistleblower Policy
  - (i) Group Gratuities & Gifts Policy
  - (j) Group Management of Conflicts and Related Party Transaction Policy.
- 7.2 Employees must also manage risks and risk information to make intelligent and informed decisions for the Company and the Fund.

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## 8. BREACH OF THE CODE

- 8.1 Any breach of this Code will be viewed seriously and will be subject to disciplinary action, which may include termination of employment. Breaches identified are to be escalated immediately to Wealth & Capital Markets Business Enablement & Assurance and will be reported to the Company Secretary and the Audit & Risk Committee.

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## 9. REVIEW OF THE CODE

- 9.1 This Code will generally be reviewed annually to ensure it remains consistent with the Company's highest standards of honesty, integrity and ethical conduct. The Code may only be varied by approval of the Board.

<b>Policy owner</b>	Australian Unity Wealth & Capital Markets Business Enablement & Assurance
<b>Date of Board Approval</b>	18 July 2018
<b>Superseded Policy</b>	4 July 2017