

CODE OF CONDUCT

September 2018

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Policy Authorised by: Mirvac Board on 17 September 2018

Policy Maintained by: Mirvac Legal and Compliance

Version Number: 6.0

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1 INTRODUCTION

The Mirvac Group (**'Mirvac'**) strives to maintain a high standard of ethical business behaviour at all times. To help maintain this standard, we require our people and our contractors to conduct themselves in a professional, lawful, ethical and respectful manner.

The purpose of this Code of Conduct (**'Code'**) is to articulate and make clear to everyone the standards of behaviour that Mirvac expects of each of its people.

2 WHO DOES THE CODE OF CONDUCT APPLY TO?

This Code applies to all Mirvac employees, directors (both executive and non-executive), contractors, labour hire employees, suppliers, apprentices and work experience students (collectively, **'Workplace Participants'** or **'you'**).

3 NOTICE

Mirvac expects Workplace Participants to be familiar with the Code. Mirvac may at its discretion amend or replace it.

This Code is not a contract and is not incorporated into the terms of anyone's employment or contractor agreement.

Any breach of this Code could (for our employees) lead to disciplinary action up to and including summary termination of your employment (or if you are a contractor, the termination of your engagement). You should also be aware that if you breach any part of this Code, in some instances:

- a breach of this Code may also be a breach of the law and may have legal consequences for you;
- Mirvac may be required by law to report your conduct to the authorities (for example, the police).

4 WHEN DOES THE CODE OF CONDUCT APPLY TO YOU?

The obligations contained in this Code not only apply to you when you are working at Mirvac's premises. They also apply in circumstances where you are:

- working for Mirvac outside of business hours;
- representing Mirvac externally;
- attending an event (internal or external) including but not limited to events organised by Mirvac such as a Mirvac Christmas Party (regardless of whether or not such event is being held on a Mirvac site); and
- engaging in any social media activity (whether within work hours or outside of it, and regardless of whether that social media activity is accessed via the Mirvac network or externally) that can in any way be referenced back to or otherwise be connected with your engagement at Mirvac.

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5 WHAT BEHAVIOURS DOES MIRVAC EXPECT OF YOU?

Mirvac is guided by its core values which are set out below, and expects its employees to act in a manner that is consistent with those values:

We put people first
We collaborate
We are passionate about quality and legacy
We are genuine and do the right thing
We are curious and bold
How we work matters

In line with these values, Mirvac expects its Workplace Participants to at all times:

- act ethically and honestly;
- be respectful and professional in all dealings with others;
- comply with all applicable laws, rules, regulations and standards of bodies that regulate the industries in which Mirvac operates;
- not engage in fraudulent, unethical, corrupt or unlawful conduct;
- not discriminate unlawfully or engage in any behaviour that is harassing or bullying, or act in any way that puts the health or safety of any Workplace Participant at risk;
- behave in a manner that complies with current standards reasonably expected by the community;
- disclose to Mirvac any and all conflicts of interest;
- for employees, comply with all Mirvac's policies and procedures (as introduced or amended by Mirvac from time to time).

This Code sets a number of obligations and standards which have been grouped according to the following behaviours:

Part A – Legal Compliance and Conflicts

Part B – Use of Mirvac Resources

Part C – Diversity and Respect

Part D – Representing Mirvac

Part E – Working Safely

PART A – LEGAL COMPLIANCE AND CONFLICTS

6 FRAUD, BRIBERY AND CORRUPTION

Workplace Participants must not engage in any unethical, fraudulent or corrupt conduct.

Please refer to Mirvac's Fraud, Bribery and Corruption Policy for further details of the types of conduct which are prohibited.

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7 GIFTS AND ENTERTAINMENT

You must not receive, solicit or give any form of gift, benefit or entertainment from or to any person doing business with Mirvac if the gift, benefit or entertainment could reasonably be regarded or perceived as influencing the recipient (where the recipient is in a position to influence an outcome) or creating business obligations on the part of the recipient.

Please refer to Mirvac's Fraud, Bribery & Corruption Policy for further guidance.

8 POLITICAL DONATIONS

You must not:

- make a political donation on behalf of Mirvac;
- solicit another person to make a political donation on behalf of Mirvac; or
- engage the services of professional lobbyists to make political donations on behalf of Mirvac.

Please refer to Mirvac's Political Donations Policy for further information about your obligations relating to political donations.

9 ANTI-MONEY LAUNDERING AND COUNTER TERRORISM FINANCING

You must not engage in any form of conduct that could constitute money laundering or counter-terrorism financing.

Workplace Participants must not engage in business dealings with any individuals, entities or foreign jurisdictions who are subject to Australian or international sanctions laws. Please refer to Mirvac's Fraud, Bribery & Corruption Prevention Policy and Anti-Money Laundering and Counter-Terrorism Financing Program for further information about your obligations.

10 INSIDER TRADING

You must not deal in any Mirvac listed security at any time when you are in possession of market sensitive non-public information about Mirvac (for example, financial results, a takeover or merger discussion, or material changes in asset valuations).

Please refer to the Mirvac Security Trading Policy which applies to all dealings in Mirvac listed securities and outlines when you will need to obtain approval to deal in Mirvac listed securities. The basic rule is "if in doubt, don't deal", and speak to a member of Mirvac's Secretariat Team if you are uncertain.

11 CONFLICTS OF INTEREST

You must avoid any actual or potential conflicts of interest which may arise in your work with Mirvac. If a potential conflict of interest cannot be avoided then it must be managed.

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Where you become aware of any actual or potential conflict of interest you must disclose this to Mirvac in accordance with Mirvac's Conflicts of Interest and Related Party Transactions Policy which sets out further details in relation to your obligations.

12 FAIR DEALING

Where applicable, you must deal fairly with competitors, suppliers and fellow Workplace Participants.

You must not take unfair advantage of any party dealing with Mirvac including where such advantages are obtained through illegal conduct, manipulation, undue influence, concealment, abuse of privileged or confidential information, misrepresentation of material facts, bullying and harassment, or any other unfair dealing practice.

13 PROVIDING FINANCIAL ADVICE

If you are not formally appointed as a representative of a Mirvac Group Australian Financial Services Licence holder then you must not provide any financial product advice to any investor or potential investor, including customers or tenants or potential customers or tenants of Mirvac. This means you must not provide any:

- general financial product advice: this means discussing with an investor or potential investor the structure, assets and features of a Mirvac financial product; or
- personal financial product advice: this means making a recommendation to buy or sell a Mirvac financial product after taking into account the features of the product together with an investor's personal financial circumstances.

PART B – USE OF MIRVAC RESOURCES

14 PROTECTION AND PROPER USE OF MIRVAC'S ASSETS

You must use your reasonable endeavours to protect Mirvac's assets. This includes our physical assets, proprietary information such as intellectual property, business and marketing plans, employee information, and any other information concerning Mirvac that is not generally known to the public.

Such assets must also only be used for legitimate business purposes and in the best interests of Mirvac.

15 PROPER USE OF MIRVAC'S IT SYSTEMS

All Workplace Participants must operate Mirvac's information technology networks, systems and devices (**'IT Systems'**) in accordance with our relevant policies and procedures.

All of our employees are issued with a unique User ID. You will be held accountable for any operation performed using your user ID including any transaction, message, access, retrieval or authorisation executed on a Mirvac system or device. Therefore, you must ensure that your usage of IT Systems is appropriate and reasonable.

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When using Mirvac's IT Systems, you:

- must not access, download, save, store, transmit or distribute illegal or inappropriate content including material which is sexually explicit, violent, obscene, offensive, harassing, discriminatory or disparaging of others;
- must not access download, save, store or transmit material to breach or facilitate the breach of anyone's intellectual property;
- must not use the IT Systems to engage in any commercial activity not related to the business of Mirvac;
- must not create, store or disseminate destructive computer programs such as viruses or self-replicating codes or download unauthorised computer programs;
- are responsible for maintaining the security of your user ID and access passwords and must take care not to share these with anyone else; and
- may engage in a reasonable level of personal usage of the internet and email, however, such use must not negatively interfere with performance of your work.

You should be aware that Mirvac undertakes surveillance of all aspects of its IT Systems, including phone, internet and email usage, on an ongoing and continuous basis. Mirvac may keep a back-up of its systems (including emails) and may access such records from time to time (including for the purposes of investigating any misconduct). Mirvac may also block access to particular internet sites or emails for time to time, for example, if it suspected that they contain inappropriate material, a suspected virus or spam or other risk.

PART C – DIVERSITY AND RESPECT

Everyone at Mirvac is responsible for their own behaviour and must not engage in unlawful discrimination, harassment, sexual harassment or bullying, or assist or encourage another person to engage in such conduct.

In addition to facing disciplinary action (if you are an employee) or the potential loss of your contract for service (if you are a contractor), if you engage in unlawful conduct you could also be held legally responsible under Federal and State anti-discrimination and workplace laws and could also expose Mirvac to legal claims.

16 DISCRIMINATION & HARASSMENT

All Workplace Participants must respect and promote diversity in Mirvac's workplace and must not engage in any behaviour which may be considered unlawful discrimination or harassment.

Unlawful discrimination involves any action (including a decision) that is taken because of a person's personal attribute which is protected by law (known as protected attributes), and the action is harassing or otherwise detrimental to that person. Protected attributes include, but are not limited to, age, race, gender, sexual orientation, disability and religion.

17 BULLYING

Workplace Participants must not engage in bullying conduct.

Workplace bullying is unlawful. It occurs when a Workplace Participant repeatedly behaves unreasonably towards another Workplace Participant (or group), and that behaviour creates a risk to the health or safety of

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the recipient of the conduct. Such behaviour will usually cause the person who is bullied to feel humiliated, undermined or threatened.

Bullying can cover a wide range of behaviours. It can be physical or psychological in nature and can also take place as part of several different incidents, or by several different people, which forms a pattern of unreasonable behaviour.

However, you should be aware that reasonable management action, including reasonable managerial directions, workplace counselling, performance management or disciplinary action which is carried out in a reasonable manner by Mirvac will not constitute bullying.

18 SEXUAL HARASSMENT

Workplace Participants must not engage in sexual harassment. Sexual harassment is any uninvited or unwelcome conduct of a sexual nature in circumstances in which a reasonable person would have anticipated the possibility that the person harassed would be offended, humiliated or intimidated by the conduct.

You should be aware that harassment (including sexual harassment) can include a wide range of deliberate or unintentional behaviours and can be an isolated incident or an ongoing pattern of incidents or behaviours. It can be physical, verbal or written and transmitted by any means including email, telephone or video, or the posting of material on the internet or social media.

PART D – REPRESENTING MIRVAC

19 SPEAKING ON BEHALF OF MIRVAC

You must not speak on behalf of Mirvac to any media outlets or representatives, institutional investors, market analysts or any other third party. Only the Mirvac Chairman, a member of the Mirvac Executive Leadership Team, or their approved delegates are authorised to speak or make comments on behalf of Mirvac. For all other Workplace Participants, Mirvac Executive Leadership Team approval is required.

If you are approached by an external party for comment please report this to the Mirvac Communications Team, and refer to Mirvac's Continuous Disclosure and External Communications Policy for further guidance.

20 SOCIAL MEDIA

Social media has become an important way that individuals and businesses communicate and promote themselves.

When we refer to 'social media' in this Code, we mean any social networks, platforms, video or photo sharing sites, chat rooms, online discussion groups or forums, wikis, blogs, blogging tools, and internet sites that facilitate the publishing of user-generated content. These include, but are not limited to, platforms and networks such as Facebook, Tumblr, Twitter, Instagram and YouTube.

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a) Business Use of Social Media

You may only create a Mirvac business-related social media account by first obtaining the approval of the Mirvac Digital Team and the relevant Mirvac Leadership Team member.

All content posted to any Mirvac-related social media account (including any content that is retweeted or shared from another account) must be approved before it is published and must not:

- breach any copyright, discrimination, defamation, privacy, financial disclosure or other applicable laws;
- provide any opinion or advice (including financial advice) to any third party, unless prior approval has been sought from Mirvac Legal; and
- adversely impact on Mirvac's brand or reputation.

b) Personal Use of Social Media

You may access your own social media accounts during work hours, however your use of social media must not be excessive and must not negatively impact on the performance of your work.

You should use common sense when accessing and using your own social media accounts and must not publish any content on any social media account or platform which:

- is confidential or private information of Mirvac or any other Workplace Participant;
- disparages Mirvac or any other Workplace Participant;
- could be considered bullying or harassment (including sexual harassment); or
- adversely impacts Mirvac's brand or reputation.

You should remember that these obligations apply to your use of any social media account or platform (whether accessed via Mirvac's IT Systems or otherwise), even accounts or platforms where you are not identifiable as a Mirvac employee, or your name isn't identified.

PART E – WORKING SAFELY

21 COMPLYING WITH HSE POLICIES

Workplace Participants must comply with all Mirvac policies, procedures and guidelines relating to the management of Health Safety and the Environment ('**HSE**').

In performing your duties you must:

- not do anything that puts at risk your health or safety or that of others, and must take reasonable care to ensure your own health and safety and the health and safety of others at Mirvac workplaces;
- take reasonable care to protect the environment in the course of business undertakings and take all reasonable measures to control any potential adverse impact on the environment; and
- report any HSE incident immediately upon becoming aware of the incident and no later than 24 hours after the incident. Serious incidents must be reported immediately and without delay as Mirvac may have a duty to notify emergency services or a safety or environment regulator.

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22 DRUG AND ALCOHOL USAGE

It is important that all Workplace Participants refrain from the use of illegal drugs and the excessive consumption of alcohol in the workplace and at work-related events.

a) Responsible Consumption of Alcohol

You must not consume alcohol while performing work-related duties or while providing services to Mirvac. If alcohol is served:

- at an event or function, organised by Mirvac, whether or not held at a Mirvac workplace; or
- at a work-related function that is not organised by Mirvac, whether or not held at a Mirvac workplace or off-site,

then you are expected to adopt a responsible attitude to the consumption of alcohol and must take responsibility to ensure that you consume alcohol in a responsible and low-risk manner.

You must also comply with any restrictions or bans on alcohol which may, from time to time, apply at your particular place of work.

b) Drug Use

You are prohibited from bringing into any Mirvac workplace, and from using or providing to another person, any illegal substances. If you use, possess or provide illegal substances at any Mirvac workplace you will be considered to have engaged in serious misconduct and will be subject to disciplinary action up to and including immediate dismissal.

If you misuse prescription medication you may also be considered to have engaged in misconduct if such misuse adversely affects your behaviour or work performance, places the health or safety of yourself or another person at risk, or adversely affects Mirvac's interests or reputation.

You must notify your manager immediately if you are aware that you or another person's work performance or conduct could be adversely affected as a result of the effect of alcohol, or prescribed or illegal drugs.

23 HOW DO I REPORT A BREACH OF THIS CODE OF CONDUCT?

If you are aware of an actual or suspected breach of the Code of Conduct, you can report this by taking the steps referred to in Mirvac's Grievance Resolution Procedure, a copy of which is available at Mirvac's intranet.

Mirvac also maintains an Open Line Policy which provides an avenue for Workplace Participants to make disclosures regarding certain types of improper conduct. A copy of the Open Line Policy is available on Mirvac's intranet.

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