

APN | Property Group

Code of Conduct

July 2016



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Code of Conduct

1 Introduction

- (a) APN Property Group Limited (**APN PG**) expects all APN Staff 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 of APN PG, as well as in their dealings with investors in APN PG and in the respective APN Funds as the public generally.
- (b) APN PG has developed the Code to set out standards of conduct and behaviour it expects of its employees and officers.
- (c) The Board of the APN PG and the Board of APN FM is each committed to ensuring that this Code is adhered to by every director.

2 Purpose of the Code

The purpose of the Code is to:

- (a) clarify the standards of ethical behaviour required of the APN Group directors, executives and senior management and encourage the observance of those standards;
- (b) ensure high standards of corporate and individual behaviour are observed by all of APN PG's employees in the context of their employment with APN PG;
- (c) ensure that employees are aware of their responsibilities to APN PG under their contract of employment; and
- (d) ensure that all persons dealing with entities within the APN Group, whether they be employees, shareholders, investors, customers or competitors, can be guided by the stated values and policies set out in this Code.

3 Conflicts of interest and related party transactions

- (a) All directors and employees must always act in the best interests of APN securityholders and must not permit their own interests to override the interests of securityholders.
- (b) Directors of the relevant APN entities must ensure that they abide by the provisions of the Corporations Act, the relevant entity's constitution and the Conflicts Policy (a copy of which is available on our website) in relation to conflicts or potential conflicts of interest and related party transactions.
- (c) Whilst it is recognised that corporate hospitality is given and received as part of building normal business relationships, bribery of any form is unacceptable and employees must avoid accepting hospitality or gifts which might appear to place them under an obligation or otherwise compromise their ability to perform their obligations to APN.

4 Corporate opportunities

Without limiting the obligations of directors and other officers under the Corporations Act, each director and employee must not take advantage of property, information or position, or opportunities arising from these, for personal gain or to compete with APN Group.

5 Confidentiality

- (a) All employees are expected to handle information with care. In particular, the confidentiality of all information must be safeguarded.
- (b) Employees must not misuse information obtained at work either for financial reward or gain.
- (c) APN Group is committed to ensuring the confidentiality of its securityholders. APN is bound by privacy legislation and the Australian Privacy Principles, which guide us in the responsible handling of personal information we receive. APN's privacy policy is available on our website.

6 Fair dealing

- (a) APN will ensure fair dealing by all of its directors and employees with securityholders, advisers, suppliers, competitors and other employees.
- (b) APN and its directors and employees will comply with the content and spirit of all relevant laws and regulations concerning employment, such as anti-discrimination, equality of employment, health and safety. APN will endeavour to ensure that all employees are treated fairly, equitably and honestly and will respect the confidentiality of its employees.

7 Protection of and Proper Use of APN Group Assets

The assets within APN Group must be acquired, maintained and used in accordance with their intended purpose and for the benefit of the APN Group.

8 Compliance with laws and regulations

- (a) All officers and employees within the APN Group are required to comply with all applicable laws and regulations, together with each of the governance policies adopted by the APN Group from time to time including (without limitation):
 - (i) this Code;
 - (ii) the APN Property Group Securities Trading Policy;
 - (iii) the APN Property Group Conflicts of Interest and Related Party Transactions Policy;
 - (iv) the APN Property Group Continuous Disclosure Policy;
 - (v) the APN Property Group Diversity Policy;
 - (vi) the APN Property Group Privacy Policy;

- (vii) the APN Property Group Communications Policy,
and such other APN company policies as may be introduced from time to time.
- (b) The above governance policies are available for viewing on our website.

9 Reporting and whistleblower protection

9.1 Reporting of unlawful or unethical conduct

- (a) APN expects all its employees to respect the rule of law and abide by appropriate regulations. Furthermore, APN employees are expected to avoid doing business with any individual, company or institution if that business is connected with activities which are illegal or which could be regarded as unethical.
- (b) APN promotes a culture of open communication and encourages all staff to approach the directors or senior management with any issues they may have.
- (c) APN recognises that employees may become aware of serious issues within the workplace which have the potential to cause damage to our reputation, brand or employees.
- (d) Directors and employees are encouraged to report violations of this Code, any of the APN Group's governance policies or any instances of unlawful or unethical conduct by other directors or employees within the APN Group. APN will ensure employees are not disadvantaged in any way for reporting any such violations or unlawful or unethical conduct, that the matter is dealt with promptly and fairly and that the reporting procedures are not used maliciously or mischievously.
- (e) You are encouraged to report to your direct Manager any behaviour, conduct or situation which you believe breaches or potentially breaches this Code of Conduct, any of the APN Group policies or the law more generally. Alternatively, you can make a report directly to APN's Executive Director, Tim Slattery (or his nominee).

9.2 Whistleblower protection

- (a) APN is committed to ensuring that you are not disadvantaged or discriminated against for reporting unacceptable behaviour in good faith.
- (b) Wherever possible, your calls, notes, emails and other communications will be dealt with confidentially. Whenever possible, APN commits to ensuring that your privacy will be protected where you make a report under this Code of Conduct.
- (c) It is a breach of this Code of Conduct for any APN Staff member to cause disadvantage to or discriminate against another APN Staff member who makes a report under this Code of Conduct (**whistleblower**). Examples of disadvantage and discrimination include:
 - (i) reprisals, harassment or victimisation;
 - (ii) demotion or dismissal or loss of opportunity for promotion; and
 - (iii) current or future bias.

- (d) The various forms of protection that APN will implement to protect whistleblowers will vary depending on the circumstances of each case. However, these may include:
 - (i) ensuring confidentiality in all aspects of the investigation and protecting the whistleblower's identity;
 - (ii) engaging an independent third person to conduct the investigation and provide findings directly to the board of APN PG;
 - (iii) monitoring and managing the behaviour of other APN Staff members;
 - (iv) offering a leave of absence while a matter is investigated;
 - (v) relocating employees to a different working group or department; and
 - (vi) rectifying any detriment a whistleblower has suffered.

10 Date of adoption

This Code was adopted by the board of APN PG in July 2016.

11 Definitions

In this Code, unless the context otherwise requires:

APN FM means APN Funds Management Limited in its capacity as responsible entity of each of the APN Funds (unless this Code provides otherwise).

APN Fund means any managed investment scheme managed by APN FM or any other member of the APN Group.

APN Group means APN PG and any of its controlled or related entities (which includes APN FM).

APN PG means APN Property Group Limited.

APN Staff means and includes any director, officer, senior manager or other employee of APN PG or APN FM and any other employee of or consultant to an APN Group entity as designated by the board of APN PG or APN FM.

Code means this code of conduct adopted by the Board of APN PG and the Board of APN FM.

Conflicts Policy means APN FM's Conflicts of Interest and Related Party Transactions Policy, as updated from time to time.

Corporations Act means the *Corporations Act 2001* (Cth).

Whistleblower has the meaning given to that term in paragraph 9.2(c).