



SMARTCENTRES CODE OF BUSINESS CONDUCT

Description

All Associates will endeavour to conduct themselves in a professional and courteous manner that is consistent with the Code of Business Conduct set forth in this policy at all times. For the purposes of this SmartCentres Code of Business Conduct, the word “Associate” means an employee of the Trust and its subsidiary entities. We are committed to achieving the highest business and personal ethical standards by dealing openly and honestly with our investors, tenants, suppliers, colleagues and Associates. SmartCentres is also committed to achieving compliance with applicable securities laws and regulations, accounting standards and internal control standards that apply to our business. The Code of Business Conduct is signed annually by all Associates, acknowledging understanding and compliance.

It is the policy of the Trust to comply with and to require its Associates to comply with the Code of Business Conduct and all applicable legal and regulatory requirements relating to corporate reporting and disclosure, accounting and auditing controls and procedures, domestic and foreign anti-corruption laws, including Canada’s Corruption of Foreign Public Officials Act (CFPOA) and the U.S. Foreign Corrupt Practices Act (FCPA), securities law compliance and other matters pertaining to fraud against security holders.

1.0 Ethical & Lawful Conduct

Associates must conduct all Trust transactions in an ethical and lawful manner while recognizing their responsibility to represent the Trust’s best interests. Associates are agents of the Trust, and as such, they are entrusted with upholding and adhering to all applicable federal and provincial laws.

Associates are required to comply with the Trust’s policies governing corporate and individual conduct. They must observe a high standard of morality in the conduct of their official duties and faithfully fulfill the responsibilities of their positions, regardless of their personal or financial interests.

1.1 Use of Trust Resources

No Associate shall request or permit the use of the Trust owned vehicles, equipment, computer information systems, materials, Trust time or property for personal convenience or profit, except where the Trust grants such privileges. This includes the unauthorized use of Trust stationary, postage, photocopying and any other equipment not approved by the Trust.

1.2 Representation

Associates shall maintain the highest standards of professional courtesy and competence in all dealings with customers and suppliers.



1.3 Conflicts of Interest

The Trust expects an Associate to conduct business according to the highest ethical standards. The Associate is expected to devote his/her best efforts to the interests of the Trust and the conduct of its affairs. Associates should avoid outside employment, contractual relationships, activities and other interests that compete with, or conflict with, the interests of the Trust. An Associate should request written approval from the CEO or the President/COO or the CFO of the Trust, prior to agreeing to serve on the board of another for-profit business or organization which could create a conflict of interest, including where the business or organization is a supplier to or a customer or competitor of the Trust. An Associate is required to contact the CEO or the President/COO or the CFO of the Trust to disclose the situation, if the status of a previously non-conflicting activity changes. Any Associate who serves on the board of another business or organization shall not vote on any matter that concerns the Trust or which might create a conflict of interest for the Associate or for the Trust.

1.4 Confidentiality

The Trust and its Associates are regularly entrusted with confidential information. Associates must take every precaution to protect and respect the confidentiality and security of the Trust and its confidential information both during the course of the Associate's employment or service, and thereafter. This includes your own personal information, such as salary. The Trust will:

- control access to confidential information
- use secure media to transmit, store or destroy confidential information (in many instances cell phones are considered unsecure media)
- not release information that violates the privacy rights of others

All Associates will be required to sign the Trust's Confidentiality Agreement as a term of accepting employment with the Trust.

1.5 Intellectual Property Rights

Internally created techniques, processes, methodologies and the like are considered "trade secrets" of the Trust and are the intellectual property of the Trust. Associates may not use, communicate, or otherwise compromise any intellectual property of the Trust without prior written authorization from the Trust.

1.6 Media Statements

To ensure the accuracy of information that the Trust provides to the public, Associates shall not make any statement (written or verbal) on behalf of the Trust to media, news publications, trade publications, or any other media outlet without prior approval from the



CEO or the President/COO. (For additional information, refer to the External Communication and Media Relations Policy in the Associate Handbook).

1.7 Anti-Bribery / Anti-Corruption

An Associate shall not offer, promise, give or authorize either directly or indirectly, or through a third party, money or “anything of value” to any Government Official or political party in order to improperly influence any act or decision of any Government Entity or retain business or secure an improper advantage.

The term “Government Official” includes, any person acting in an official capacity for or on behalf of a government or Government Entity or political party.

“Things of Value” include, but are not limited to, cash or cash equivalents, gifts and presents, charitable donations, political contributions, loans or other financial aid of any type, travel, accommodation, or other expense reimbursement, tickets to or costs of entertainment, sporting events, and employment opportunities.

A “Government Entity” means a department, ministry, agency, body or other instrumentality of a government, at any level (municipal, provincial, territorial or national) and in any jurisdiction within Canada or outside of Canada.

An Associate shall not offer improper payments such as “facilitation payments” or “grease payments” to Government Officials or political parties to secure or expedite routine governmental action. Legitimate payments to government entities to expedite a process/procedures are allowed where permitted by local law.

All Associates shall reject and report to the CEO, the President/COO or the CFO any direct or indirect request by a Government Official or political party, or private sector employee of undue pecuniary or other advantage, to act or refrain from acting in relation to his or her duties.

1.8 Offering or Accepting Gifts

An Associate may not use his or her position for improper gain. The exchange of gifts is often a part of everyday business and, as such, is seen as common courtesies or gestures of goodwill. However, there is a danger of it being mistaken for improper payment, influence of our objective professional decisions, creating a sense of obligation or construed to be a bribe. Associates should always be aware of how the act of accepting a gift or gratuity might be perceived by the public and by other Associates.

Although it may be difficult we are expected to respectfully refuse the acceptance of gifts with a value in excess of \$25.00.



There are occasions when the exchange of common courtesies strengthens business relationships. In fact, these situations are deemed part of normal good business practice. They are viewed as legitimate business development activities and the cost can be expensed. Examples may include, but are not limited to:

- Dinner meetings, small venue events or small group events (e.g. invitation to a hockey game), with a clear business objective. However, you must pay for your own meal or in the case of an event, your own ticket unless the event is open to a large group of developers and/or landlords, such as ICSC or other company charitable events where more than 50 other guests are invited or trade shows. This will not include an event to celebrate the completion of a significant development, opening or transaction.
- Inexpensive awards such as honorariums that recognize service, accomplishments in civic, charitable, educational or religious organizations, with nominal value.

The Trust expects its' Associates to follow the same guidelines when offering potential gifts to others, such as consultants, suppliers, tenants, or governing officials.

A final thought on accepting or offering gifts, if knowledge of the gift would embarrass you or the Trust in any way, the gift should be declined.

Associates involved with projects of the Trust and Walmart Joint Venture should refer to the SmartCentres/Walmart Joint Venture Anti-Corruption Compliance Procedures for additional guidance and should adhere to the procedures therein.

If at any time an Associate is uncertain as to the application of this section of the Code of Business Conduct, they are encouraged to discuss and declare their situation with their appropriate Executive or the SVP of Human Resources and Corporate Services.

1.9 Kick-Backs

A “kick-back” is a particular form of bribe which takes place when a person entrusted by an employer or public function has some responsibility for granting of a benefit and does so in a way that secures a return (kick-back) of some of the value of that transaction or benefit for that person without the knowledge or authorization of the employer or public body to which the person is accountable.

No Associate of the Trust may “kick-back” any portion of a contract payment to other employees of other parties to a contract or use other vehicles such as subcontracts, purchase orders or consulting agreements to channel payments to Government Officials, political candidates, Associates of other parties to a contract, their relatives or business Associates.



1.10 Political Contributions

No Associate may make a political contribution in order to obtain an unlawful business advantage. (For additional information, refer to the Charitable and Political Donations Policy in the Associate Handbook).

1.11 Philanthropic Contributions

Associates of the Trust may make contributions only for *bona fide* charitable purposes and only where permitted by the laws of the country in which the contribution is made. Charitable contributions made in order to obtain an unlawful business advantage are prohibited. (For additional information, refer to the Charitable and Political Donations Policy in the Associate Handbook).

1.12 Human Rights

It is the policy of the Trust that every Associate employed by the Trust has the right to equal treatment with respect to employment without discrimination or harassment on any of the prohibited grounds in the Ontario Human Rights Code including, age, ancestry, citizenship, colour, creed, disability, ethnic origin, family status, gender identity, gender expression, marital status, place of origin, race, record of offences, sex, and sexual orientation.

Furthermore, it is the policy of the Trust that all Associates employed by the Trust have a right to equality of treatment and opportunity in accordance with the Ontario Human Rights Code. The Trust is committed to fostering a climate where human rights are respected and will not tolerate discrimination or harassment in its employment or business dealings. The Trust continues to ensure that the policies, practices, recruitment, training, compensation (equal pay for work of equal value), and promotions are as bias-free as possible. The Trust is committed to ensure that all conditions of employment, during the lifecycle of an Associate, are free of discriminatory practices.

All Associates are equally responsible to ensure that the Trust's recruitment process and Human Resources Management practices are applied in a fair and consistent manner to Associates and to applicants seeking employment with the Trust. Any Associate who has concerns about, or wants to report an incident of perceived discrimination should do so without fear of reprisal from any Associate or Manager of the Trust.

The Trust is committed to accommodate Associates based on the grounds outlined in the Ontario Human Rights Code, to the point of undue hardship to the business. The Trust and the Associate requiring accommodation shall participate and cooperate fully in the accommodation process. Accommodation is a shared responsibility. Accommodation options will be explored in an individualized manner, recognizing that each Associate has unique needs. For example, if due to medical reasons an Associate requires special accommodation, either in the short or long term, the Trust will make every effort to accommodate. The Associate must advise the Trust of his or her accommodation needs, by means of a medical doctor's note specifically outlining the type of accommodation



needed and estimated length of time the accommodation is required. The Trust reserves the right to seek independent advice on the request for accommodation.

The Trust shall consider all available options when responding to an accommodation request. The Trust is committed to maintaining confidentiality to the greatest extent possible when providing accommodation and related support services to Associates. Any Associate wanting to discuss concerns about, or report an incident of, perceived discrimination should do so without fear of reprisal from any Associate of the Trust. The Associate may also choose to anonymously call the AlertLine at 1-800-448-1693.

1.13 Family Relationships

The Trust supports the hiring of Associates' children or other relatives for summer and casual employment. Family members may be hired in a regular full-time capacity provided there is clear evidence of due consideration in hiring the best qualified candidate for the position and that the best Human Resources recruitment practices were adhered to. Family members will not be hired where it places them in direct reporting relationships. VP's/Directors/Managers/Supervisors may not directly supervise any family members or any Associates with whom they are related to or whom they are dating or romantically involved.

1.14 Drug-Free Workplace

Our obligation to clients and the nature of our business require that we remain alert, responsive to instruction and aware of the consequences of our actions. The ability to meet these obligations is seriously compromised by the use of illegal drugs or the inappropriate or illegal use of legal drugs or alcohol.

The Trust will not permit:

- The sale, purchase or use of controlled substances while conducting Trust business or on Trust property, (exception: appropriate possession or use while under the supervision of a licensed health care provider)
- The sale, purchase (except as permitted under the Trust's Business and Entertainment policy) or abuse of alcohol on the job or on Trust property
- The use of drugs or alcohol off the job in a manner that might impair job performance

Any Associate who reasonably suspects that another Associate is selling, buying, distributing, possessing or using illegal or abusing legal drugs or alcohol inappropriately, should immediately notify their manager, a Human Resources representative or call the AlertLine hotline anonymously at 1-800-448-1693.



1.15 Workplace Harassment

The Trust is committed to providing a safe work environment in which all Associates are treated with respect and dignity. The Trust is committed to protecting all Associates and providing a work environment free from workplace harassment and does not condone any act of harassment in the workplace. The Trust is committed to take reasonable precautions to prevent workplace harassment.

The Ontario Occupational Health and Safety Act, defines “workplace harassment” as:

“Engaging in a course of vexatious comment or conduct against a worker in a workplace that is known or ought reasonably to be known as unwelcome.”

Examples of this type of behaviour include, but are not limited to:

- Unwelcome remarks, jokes or innuendos that demean, ridicule, intimidate, or offend;
- Displaying or circulating offensive pictures or materials in print or electronic form;
- Repeated offensive or intimidating phone calls or e-mails;
- Inappropriate requests;
- Verbal or mental abuse;
- Bullying;
- Practical jokes causing awkwardness or embarrassment where the action is intended to clearly undermine the self-respect of an individual;
- Creating or contributing to intimidation, degradation or humiliation in our work environment;
- Workplace sexual harassment

What is not considered workplace harassment?

A reasonable action taken by a manager or supervisor relating to the management and direction of Associates or the workplace. Reasonable management actions are part of a manager’s or supervisor’s normal work function, and could include changes in work assignments, scheduling, job assessment and evaluation, workplace inspections, implementation of health and safety measures, and disciplinary action. Differences of opinion or minor disagreements between co-workers would also not generally be considered workplace harassment.

Associates are encouraged to report any incidents of workplace harassment to Human Resources immediately and preferably within 24 hours after an alleged incident of workplace harassment. Management will investigate and deal with all complaints or incidents of workplace harassment in a fair, respectful and timely manner. Information provided about an incident or about a complaint will not be disclosed except as necessary



to protect Associates, to investigate the complaint or incident, to take corrective action or as otherwise required by law.

Associates are not to be penalized or disciplined for reporting an incident or for participating in an investigation involving workplace harassment.

Allegations of harassment are serious matters. Complaints made without sufficient grounds so as to purposely annoy, embarrass or harm the respondent are considered frivolous, vexatious, or bad faith complaints may result in sanctions against the complainant.

Any person who engages in workplace harassment shall be subject to complaint procedures, investigation, remedies, sanctions and discipline up to and including termination.

1.16 Workplace Sexual Harassment

The Trust is committed to providing a safe and healthy work environment for all Associates and does not condone any act of sexual harassment in the workplace. Sexual harassment can be verbal or physical, deliberate, unsolicited, or unwelcome and may consist of one incident or several incidents.

- The Ontario Occupational Health and Safety Act, defines “workplace sexual harassment” as:
- Engaging in a course of vexatious comment or conduct against a worker, in a workplace because of sex, sexual orientation, gender identity or gender expression where the course of comment or conduct is known or ought reasonably to be known to be unwelcome, or
- Making a sexual solicitation or advance where the person making it is in a position to confer, grant or deny a benefit or advancement to the worker and the person knows or ought reasonably to know the solicitation or advance is unwelcome.

Examples of “workplace sexual harassment” include, but are not limited to:

- Asking questions, talking, or writing about sexual activities;
- Rough or vulgar humour or language related to sexuality; sexual orientation or gender;
- Displaying or circulating pornography, sexual images, or offensive sexual jokes in print or electronic form;
- Leering or inappropriate staring;
- Invading personal space;
- Unnecessary physical contact, including inappropriate touching;
- Demanding hugs, dates, or sexual favours;



- Making gender-related comments about someone's physical characteristics, mannerisms, or conformity to sex-role stereotypes;
- Threatening to penalize or otherwise punish a worker if they refuse a sexual advance.

Associates are encouraged to report any incidents of workplace sexual harassment to Human Resources immediately and preferably within 24 hours after an alleged incident of workplace sexual harassment. Management will investigate and deal with all complaints or incidents of workplace harassment in a fair, respectful and timely manner. Information provided about an incident or about a complaint will not be disclosed except as necessary to protect Associates, to investigate the complaint or incident, to take corrective action or as otherwise required by law.

Associates are not to be penalized or disciplined for reporting an incident or for participating in an investigation involving workplace sexual harassment.

Allegations of workplace sexual harassment are serious matters. Complaints made without sufficient grounds so as to purposely annoy, embarrass or harm the respondent are considered frivolous, vexatious, or bad faith complaints may result in sanctions against the complainant.

Any person who engages in workplace sexual harassment shall be subject to complaint procedures, investigation, remedies, sanctions and discipline up to and including termination of employment

1.17 Workplace Violence

The Trust is committed to providing a safe work environment free from workplace violence and does not condone any act of violence in the workplace.

The Ontario Occupational Health and Safety Act, defines "workplace violence" as:

"The exercise or attempt to exercise physical force by a person against a worker, in a workplace, that causes or could cause physical injury to the worker; a statement or behaviour that is reasonable for a worker to interpret as a threat to exercise physical force against a worker, in a workplace that could cause physical harm to the worker."

Examples of this type of behaviour may include, but are not limited to:

- Threats of any nature, verbal or electronic to attack an Associate;
- Leaving threatening notes at or sending threatening e-mails to a workplace;
- Shaking a fist in an Associate's face;
- Hitting or trying to hit an Associate;
- Throwing an object at an Associate;



- Sexual violence against an Associate;
- Aggressive behaviour that causes physical harm or constitutes a reasonable fear of bodily harm to another person;
- Subjecting another individual to emotional distress;
- Damaging employer or Associate property;
- Possession of a firearm or dangerous weapon while on Trust property or while conducting Trust business;
- Harassing surveillance (such as stalking).

Domestic violence is considered workplace violence when a person who has a personal relationship with an Associate, such as a spouse or former spouse, current or former intimate partner or a family member – may physically harm, or attempt or threaten to physically harm, that Associate at work.

Associates involved in a violent incident are required to immediately seek help or remove themselves from the situation or both if necessary. This includes, but is not limited to, calling 911 for immediate police assistance.

Associates are encouraged to report any incidents or concerns of workplace violence to Human Resources immediately and preferably within 24 hours after an alleged incident of violence. Management will investigate and deal with all complaints, incidents, or concerns of workplace violence in a fair, respectful and timely manner. Information provided about an incident, complaint or concerns of workplace violence will not be disclosed except as necessary to protect Associates, to investigate the complaint, incident or concerns, to take corrective action or as otherwise required by law.

Associates are not to be penalized or disciplined for reporting an incident or concerns related to workplace violence, or for participating in an investigation involving workplace violence.

Allegations of workplace violence are serious matters. Complaints made without sufficient grounds so as to purposely annoy, embarrass or harm the respondent are considered frivolous, vexatious, or bad faith complaints may result in sanctions against the complainant.

Any person who engages in workplace violence shall be subject to complaint procedures, investigation, remedies, sanctions and discipline up to and including termination. Incidents that constitute criminal acts will be referred to the local police department.

1.18 Security Measures

The Trust shall assess, and reassess as necessary, the risks of workplace harassment and workplace violence that may arise from the nature of the workplace, the type of work or the conditions of work. The Trust shall develop measures and procedures to control identified risks that are likely to expose Associates to physical injury.



The Trust has instituted security measures to minimize the risk of harassment or violence on our premises through the following actions:

- Installed surveillance cameras, which function in strategic locations, both internally and externally, in our offices.
- Access to the Trust property limited to our Associates via control access cards (where installed) and Associate-accompanied customers and visitors conducting legitimate business activity.
- Background investigations conducted by Human Resources on candidates applying to job opportunities to reduce the risk of hiring individuals with a history of violent behaviour.
- Searches and inspections conducted by the Trust of any Trust property without prior notice given.
- Security guard is present at the main reception desk at the Home Office after regular business office hours.

1.19 Insider Trading

There are applicable Canadian securities laws that are intended to prevent “insiders” or people who enjoy a “special relationship” with a Canadian public company from disclosing material “inside information” about the finances or the business activities of that Trust which is not yet publicly available. The same laws restrict disclosure of material inside information and restrict the timing and the circumstances under which “insiders” and persons in a “special relationship” can conduct any trades in the Trust’s securities or related financial instruments. In addition, further details respecting restrictions on disclosure of material inside information and on trading in Trust securities and related financial instruments and reporting of trades in such items are set out in the SmartCentres Insider Trading Policy. All Associates are required to comply with the SmartCentres Insider Trading Policy.

Any Associate who violates the SmartCentres Insider Trading Policy may be subject to immediate dismissal and prosecution.

1.20 Assistance

The rules governing trading by insiders are complex and may sometimes seem unclear. If you need assistance, or are unclear about whether or how the restrictions apply to you, it is best to contact the Trust’s CEO and/or the President/COO or Chief Financial Officer prior to taking any action.



1.21 Whistle Blowing

This policy provides a means whereby a complainant may, in good faith, report an issue, concern or improper activity in connection with a serious violation. The Trust encourages its Associates, unit holders, business partners, suppliers, contractors, and/or consultants to feel confident in raising serious concerns, and to provide ways for them to raise their concerns and receive feedback on any action taken as a result. An AlertLine (1-800-448-1693) has been set up in order that Associates may call and report concerns; this information is provided below under “Reporting Any Issues or Concerns”.

This policy covers Associate concerns or complaints relating to “Improper Activity” which may include, but is not limited to, the following:

- A criminal offence
- A breach of any legal obligation or legislation applicable to the Trust
- A breach of the Code of Business Conduct, actions and use of the Trust’s resources for the personal benefit of anyone other than the Trust
- Theft, fraud or other criminal activity
- Conflicts of interest or other unethical behaviour
- Accounting fraud or error
- Deficiencies or non-compliance with the Trust’s internal financial reporting controls
- Misrepresentation or misstatement of financial data
- Error in the preparation or review of any financial statements
- Error in the recording and maintaining of financial records
- Misrepresentation or false statements in financial records or financial statements
- Misrepresentation or false statements made to the external auditors
- Divergence from full reporting and disclosure of the financial condition of the Trust
- A danger to the health and safety of any individual or the environment
- Environmental concern
- A miscarriage of justice
- The breach of a legal obligation
- Attempts to conceal any of the above

In response to a complaint, the Trust will act fairly with respect to any individual named in the complaint, the seriousness of the issue, the credibility of the information or allegations in the complaint, and the prospects of an effective investigation.



The Trust will not retaliate against any complainant for reporting, in good faith, serious violations pursuant to this policy. “Good faith” means that a complainant reasonably believes that the complaint is true and has not been made for either personal gain or any ulterior motive.

1.22 Reporting Any Issues or Concerns

Compliance with the Code of Business Conduct policy and guidelines supports the Trust’s value of Dignity and Respect as a condition of employment. If you believe that you may have breached, or someone else has breached the Code of Business Conduct policy, you have a responsibility and obligation to the Trust, your fellow Associates, and yourself, to report any problems or irregularities.

At any time, if an Associate is uncertain about an appropriate course of action, they should seek the advice of their Manager or an Executive Manager, as appropriate and consistent with the Open Door Policy.

Alternatively, Associates may report, any suspected breach of the Code of Business Conduct policy, by telephone to a confidential AlertLine hotline, toll free number 1-800-448-1693.

1.23 Violations of the Code of Business Conduct

Violations of the Code of Business Conduct may result in disciplinary action up to and including termination of employment.

1.24 Code of Business Conduct Review

Human Resources shall review the Code of Business Conduct on an annual basis to ensure the guidelines are compliant with current federal and provincial legislation. Human Resources shall identify and communicate to Associates any changes to the Code of Business Conduct. On an annual basis, Associates are required to read and acknowledge the Code of Business Conduct via the Trust’s online portal. Human Resources shall maintain an electronic copy of the revisions and a listing of the changes to the Code of Business Conduct for a period of 7 years.

1.25 On-Boarding

All new Associates shall read the Code of Business Conduct and sign the Statement of Acknowledgement form and submit it to Human Resources within a reasonable period following the commencement of employment with the Trust. Human Resources shall maintain the Statement of Acknowledgement forms for all new Associates in the employee files.