



CODE OF CONDUCT

MIRVAC GROUP

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1.0 INTRODUCTION AND PURPOSE

The Mirvac Group ('Mircac') aims to maintain a high standard of ethical business behaviour at all times and expects all of its Non-Executive Directors, employees and contractors (collectively referred to as 'Workplace Participants') to treat others with fairness, honesty and respect.

The purpose of this Code of Conduct ('Code') is to:

- prescribe the standard of honest, ethical and legal behaviour expected of each Workplace Participant;
- require all Workplace Participants to adhere to those standards in order to protect and promote the interests of Mirvac's security holders and other stakeholders;
- provide guidance as to the conduct and practices required to maintain confidence in Mirvac's integrity;
- set out the responsibility and accountability of the Directors, the Executive Leadership Team and managers and in particular, their obligation to report and (where required) to investigate reports of unethical and/or illegal practices; and
- support Mirvac's vision "Reimagine Urban Life".

2.0 WHAT MIRVAC EXPECTS OF WORKPLACE PARTICIPANTS

At all times, Mirvac expects all Workplace Participants to:

- act fairly and honestly;
- be respectful in all dealings with others and treat them openly and honestly without prejudice or discrimination;
- not engage in fraudulent, corrupt or unlawful conduct; and
- behave in a manner that is lawful and also complies with current standards reasonably expected by the Australian community.

Workplace Participants must also act in a manner that is consistent with the following Mirvac values in the performance of their roles and interaction with their colleagues and customers:

- Act with integrity;
- Value our customers and business partners;
- Strive for excellence;
- Work as one team; and
- Take ownership.

3.0 COMPLIANCE WITH LAWS, REGULATIONS, POLICIES & PROCEDURES

Mircac requires and expects all Workplace Participants to:

- comply with all laws, rules and regulations that apply to Mirvac in the conduct of its business and affairs;
- abide by all applicable rules and standards of bodies empowered to regulate the industries in which Mirvac operates;
- comply with all contractual obligations and other undertakings without attempting to evade or delay compliance; and
- abide by all protocols, policies and procedures of Mirvac.

The requirement to comply with all laws, regulations, policies and procedures also includes situations where a Workplace Participant is;

- representing Mirvac externally;

- attending an event (internal or external) funded and/or 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 'social media' activity (regardless of whether that social media activity is accessed via the Mirvac network or accessed externally).

If there is any conflict between the terms of this Code and the law, you must comply with the law.

Workplace Participants are encouraged to seek guidance from a member of the Executive Leadership Team, the CEO & Managing Director ('CEO/MD') or any Non-Executive Director concerning the appropriate response to perceived unethical and/or illegal behaviour encountered within Mirvac or in their dealings with Mirvac's competitors or suppliers.

Mirvac and all Workplace Participants will cooperate in good faith with regulatory bodies in any properly constituted investigation relevant to Mirvac or the industries in which it operates. If any employee is approached by a regulatory body (for example the Australian Securities Exchange or the Australian Securities and Investments Commission), they must refer the regulatory body's representative to Mirvac's Chief Financial Officer.

4.0 INSIDER TRADING

Mirvac prohibits dealing (which includes tipping others off) in any Mirvac listed security at any time when a Workplace Participant is 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).

The Mirvac Security Trading Policy applies to all dealings in Mirvac listed securities by Workplace Participants who must:

- only deal in any Mirvac listed security during trading windows, which include the 6 week period after the release of annual and half year results; and
- must obtain prior written approval to deal in any Mirvac listed security outside the pre-determined trading windows.

Mirvac also has absolute discretion to impose trading blackout periods at any time on all Workplace Participants.

The basic rule is "if in doubt, don't deal" or speak to a member of the company secretariat team if unclear.

5.0 THEFT AND FRAUD

Mirvac prohibits all Workplace Participants from engaging in any fraudulent conduct. This includes:

- accepting or making bribes;
- falsifying Mirvac's records or those of its employees, suppliers, customers or investors; or
- falsely submitting expense claims and invoices.

Any conduct that involves theft or misappropriation of others' properties (regardless of whether such property is owned by Mirvac or other Workplace Participants, suppliers, investors or customers) is also prohibited at Mirvac.

Mirvac will ensure that such activities are promptly investigated and reported to the relevant authorities as required.

6.0 BRIBERY AND CORRUPTION

Mirvac prohibits all forms of bribery or corruption. Mirvac and its Workplace Participants must not provide or receive anything of value specifically with the expectation of receiving or providing a favourable decision or special treatment. This applies to all our dealings with other businesses and any government or regulatory body (whether local, state, federal or foreign).

It is illegal and a breach of this Code to:

- offer, give, authorise, request or receive money, gifts, preference, privilege or anything of value (including a personal favour) that alters or is intended to alter the behaviour of the recipient (commonly known as “bribes”, “secret commissions” or “kickbacks”);
- engage in corrupt activity where a Workplace Participant acts contrary to the interests of Mirvac and abuses his/her position of trust in order to achieve some personal gain or advantage for him/her or for another person or entity;
- engage in the above behaviour to obtain an unfair advantage for the benefit of Mirvac; or
- aid and abet the above offences.

Workplace Participants are also prohibited from offering or receiving any sort of facilitation payments (in any jurisdiction) and any request by a third party for such a payment must be immediately referred to Mirvac’s Chief Financial Officer. Facilitation Payments are payments (regardless of the amount) made for the purpose of expediting or securing the performance of any routine government action, including an omission to act (for example, processing a visa, delivery of mail or providing communication services).

7.0 GIFTS AND ENTERTAINMENT

This section is to be read in conjunction with the Fraud, Bribery & Corruption Policy and Client & Employee Entertainment Policy.

Workplace Participants are prohibited from receiving, soliciting or giving 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 as influencing or be perceived to influence the recipient (where the recipient is in a position to influence an outcome) or creating business obligations on the part of the recipient.

For example, gifts and entertainment must not be provided or received during a tender process where the recipient is in a position to influence the outcome of the tender process.

In general, reasonable offers of gifts and entertainment such as social or sporting events of moderate value, may be provided or accepted where it is legal and in accordance with business practice.

Gifts of travel or accommodation must not be accepted unless first approved by a member of the Executive Leadership Team, and in the case of a member of the Executive Leadership Team, approved by the CEO/MD, and in the case of Non-Executive Directors and the CEO/MD, approved by the Chair.

Workplace Participants must consult their Manager, or failing him/her a member of the Executive Leadership Team, the CEO/MD, any Director or the Chairman, if they are in any doubt as to whether they should make or accept any offer of a gift or entertainment over \$200 in value. Gifts or entertainment which exceed \$200 per head must be recorded in the Mirvac’s Gift & Entertainment Register by notifying mirvacgiftregister@mirvac.com (unless it is a Mirvac sponsored event with a wide cross-section of clients or suppliers or a gift exchanged on a personal and not on a business basis).

It is permissible to accept a discount from a Mirvac supplier when that discount is available to all Workplace Participants.

8.0 POLITICAL AND CHARITABLE DONATIONS

Pursuant to the Political Donations Policy, Workplace Participants are prohibited from:

- making a political donation on behalf of any member of the Mirvac Group; and
- soliciting another person on behalf of the Mirvac Group to make a political donation; or
- engaging the services of professional lobbyists to make political donations on behalf of the Mirvac Group.

The Political Donations Policy define political donations to include all gifts that are made for the benefit of a political party, an elected member, a candidate or a person who intends to use the gift to make a political donation. It also includes any amount paid as an entry fee to political fundraising ventures or functions, such as political fundraising lunches or other briefing sessions hosted by a political party.

Directors and Officers of any Mirvac entity and Restricted Officers¹ (and their spouses or partners) are subject to further restrictions; they are prohibited from:

- making a political donation of the kind described above;
- paying an amount of \$1,000 or more for an annual or other subscription to a political party as a member of the party or for an affiliation with the party; and
- soliciting another person to make a political donation on their behalf.

These prohibitions apply even where the Director, Officer, Restricted Officer and any spouse or partner of any of these people, are acting in their personal capacity and not on behalf of the Mirvac Group.

From time to time, Mirvac may make donations to charitable and not for profit organisations and causes as part of its commitment to good corporate social responsibility. The allocation of funds to charitable causes is determined by the Charity Committee.

9.0 ANTI MONEY LAUNDERING / COUNTER TERRORISM FINANCING

Mirvac does not knowingly participate in money laundering or terrorism financing activities.

Workplace Participants must not engage in any form of money laundering or terrorism financing activities.

10.0 SANCTIONS

Mirvac prohibits business dealings with any individuals, entities or foreign jurisdictions who are subject to Australian or international sanctions laws.

Workplace Participants must not deal with individuals, entities or foreign jurisdictions that would cause the Workplace Participant or Mirvac to be in breach of such sanctions laws. Mirvac conducts regular sanctions screening of Workplace Participants, joint venture partners, investors and key suppliers.

¹ 'Restricted Officer' has the meaning given to that term in the Political Donations Policy

11.0 RISK

Mirvac has a Risk Management Framework which prescribes specific procedures for identifying and managing the Group's risks. Workplace Participants who knowingly or recklessly operate outside Mirvac's Risk Management Framework will be subject to disciplinary action.

12.0 HEALTH SAFETY ENVIRONMENT

Workplace Participants must comply with all Mirvac policies, procedures and guidelines related to the management of Health Safety and the Environment.

Every Workplace Participant must take reasonable care to ensure their own health and safety at work and to avoid adversely affecting the health and safety of others at Mirvac workplaces.

Workplace Participants must also take reasonable care to protect the environment in the course of business undertakings and must take all reasonable measures to control any potential adverse impact on the environment in the course of any such business undertakings.

Workplace Participants are required to report any incident related to Health, Safety or the Environment immediately on becoming aware of the incident and no later than 24 hours after the incident.

13.0 DRUGS AND ALCOHOL USAGE

Illegal drugs are not permitted in a Mirvac workplace. A Workplace Participant must not attend any Mirvac workplace under the influence of illegal drugs.

A Workplace Participant must notify their immediate manager if they are aware that their work performance or conduct could be adversely affected as a result of the effect of a prescribed drug by way of medication.

Managers may allow the consumption of alcohol at particular workplace sites on a limited and responsible basis.

Workplace Participants must comply with any restrictions or bans on alcohol which may, from time to time, apply at their place of work.

14.0 PROPER USE OF POSITION AND RESOURCES

Workplace Participants must use their corporate position and corporate resources in a responsible manner.

This includes duties to:

- act in good faith and in the best interests of Mirvac as a whole;
- act with due care and diligence;
- act for proper purposes;
- refrain from:
 - making improper use of information gained through their office or employment;
 - taking improper advantage of their position;
 - soliciting gifts or benefits from other parties for personal use or gain; and
- comply with all legislation.

15.0 PROTECTION AND PROPER USE OF MIRVAC GROUP'S ASSETS

Workplace Participants must use reasonable endeavours to protect Mirvac's assets (including 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) and to ensure that such assets are only used for legitimate business purposes. Any suspected incidents of fraud or theft must be reported immediately to Mirvac's Group General Manager Risk & Audit or Mirvac's Open Line for investigation.

This obligation continues after Workplace Participants cease employment with Mirvac.

16.0 PROTECTION AND PROPER USE OF MIRVAC'S INFORMATION TECHNOLOGY

Workplace Participants must operate Mirvac's Information Technology networks, systems and devices in accordance with relevant policies and procedures.

The distribution of images and/or language which are inappropriate, illegal or offensive is prohibited.

Workplace Participants will be held accountable for any operation performed using their user ID including any transaction, message, access, retrieval or authorisation executed on a Mirvac system or device.

17.0 GENERAL FINANCIAL PRODUCT ADVICE AND PERSONAL FINANCIAL PRODUCT ADVICE

Workplace Participants who are not appointed as a Representative of a Mirvac Group Australian Financial Services License (AFSL) holder must not provide any financial product advice to any investor or potential investor including customers or tenants or potential customers or tenants of Mirvac (whether it's General Financial Product Advice (defined below) or Personal Financial Product Advice (defined below)).

General Financial Product Advice. General Financial Product Advice means discussing with an investor/potential investor including customers or tenants or potential customers or tenants the structure, assets and features of a Mirvac financial product (for example including, but not limited to, MGR securities). General Financial Product Advice may ONLY be provided by an appointed Representative where the relevant Mirvac AFSL holder gives the person the specific authority to do so. An appointed Representative is a role with specific skills and obligations to which a person is individually appointed by Mirvac.

Personal Financial Product Advice. Personal Financial Product Advice means making a recommendation to buy/sell a Mirvac financial product after taking into account the features of the product together with an investor's personal financial circumstances and details. Personal Financial Product Advice may ONLY be provided by an appointed Representative where the relevant Mirvac AFSL holder gives the person the specific authority to do so.

18.0 CONFIDENTIALITY AND PRIVACY

All Workplace Participants must:

- maintain the confidentiality of all proprietary, commercial or other information that is confidential to Mirvac, its customers, suppliers or employees and that is acquired in the course of performing their duties for Mirvac (this includes, but not limited to, the existence and details of Board and management information, discussions, deliberations and decisions to the extent that they are not publicly known and have not been approved for public release by the Directors or the Executive

Leadership Team) ('Confidential Information') or is required to be disclosed by law or the listing rules of an applicable stock exchange;

- only use the Confidential Information for its authorised purpose; and
- treat and communicate such Confidential Information with care and must not disclose to a third party without Mirvac's prior consent.

Mirvac and Workplace Participants must comply with the privacy or data protection laws of those jurisdictions in which Mirvac operates, holds data or where others hold data on Mirvac's behalf. Workplace Participants must observe Mirvac's Privacy Policy when collecting, using, disclosing and providing access to personal information that can identify or can reasonably identify an individual. This includes taking steps to protect personal information held by Mirvac from unauthorised access, modification, misuse, interference and loss.

These obligations of confidentiality and privacy continue after Workplace Participants cease employment with Mirvac.

19.0 CONFLICTS OF INTEREST

A conflict of interest may arise if a Workplace Participant or their families, friends or business associates have a personal interest in a business decision involving Mirvac.

Examples of a conflict of interest include a Workplace Participant:

- using their position at Mirvac for personal gain;
- using Mirvac's systems and equipment for personal gain;
- having a second job that conflicts with Mirvac's business;
- joining the board of a competitor's company;
- who receives a financial benefit from a business decision that involves Mirvac; or
- who is involved in a consensual, romantic or sexual relationship with another Workplace Participant which may give rise to a conflict of interest. A relationship of this nature between a Workplace Participant and their manager or direct report is considered to be a conflict of interest and must be disclosed to Human Resources. In all other cases, the individuals are not required to but may need to disclose their relationship to ensure there is no conflict of interest, or that the relationship will not influence their work or the business.

Workplace Participants must use all reasonable endeavours to avoid being in a situation in which their personal or external interests could conflict with the best interests of Mirvac.

Conflicts of interest can also arise between Mirvac's various legal structures and the capacities in which they act. For example, conflicts of interest can arise where a Mirvac entity invests in a trust together with external third parties. While this does not prevent Mirvac from being an investor in the trust, the conflict of interest will need to be disclosed and correctly managed in accordance with the Conflicts of Interest and Related Party Transactions Policy.

Where a Workplace Participant has, or becomes aware of an actual or potential conflict of interest or duty in connection with Mirvac's affairs, that conflict must be disclosed to the relevant member of the Executive

Leadership Team or the CEO/MD and in the case of Non-Executive Directors, the Chairman, to ensure adequate and appropriate measures are taken to safeguard the interests of Mirvac and its security holders.

20.0 OUTSIDE EMPLOYMENT OR DIRECTORSHIPS

Workplace Participants must not hold outside employment or directorships that may conflict with the proper performance of their roles at Mirvac. All proposed outside employment and directorships must be approved by Mirvac's Chief Financial Officer or CEO/MD.

21.0 EXCELLENCE IN PERFORMANCE

Workplace Participants have a responsibility to continually develop their professional expertise.

All Mirvac employees are required to, in consultation with their manager:

- develop a performance plan and a development plan every year; and
- review the performance plan and development plan semi-annually to assess their performance against the objectives and key performance indicators detailed in the performance plan.

22.0 SPEAKING ON BEHALF OF MIRVAC TO THE MEDIA

Workplace Participants may not speak on behalf of Mirvac to institutional investors, market analysts or the media. Under the Mirvac Continuous Disclosure and External Communications Policy, the only employees authorised to speak on behalf of Mirvac to institutional investors, market analysts or the media, are the Chairman, a member of the Executive Leadership Team or their approved delegates.

23.0 SOCIAL MEDIA

Workplace Participants may only create a Mirvac business related social media account (including social networks, video/photo sharing sites, chat rooms, online forums, discussion groups, wikis, blogs, micro-blogging tools, any other internet sites that facilitate the publishing of user generated content (e.g. Tumblr, Twitter, Instagram or YouTube) in accordance with the Social Media Policy and brand guidelines which can be found at the Sales and Marketing hub on the intranet.

Workplace Participants may access social media in their personal capacity during work hours as well as after work hours, provided such access does not interfere with their work related responsibilities. Workplace Participants must at all times use common sense and must not display or post any information that may damage or is confidential to Mirvac or any other Workplace Participant in any way.

Workplace Participants who access non business related social media via the Mirvac IT network are prohibited from accessing sites that contain inappropriate, illegal or offensive content, imagery or language. Workplace Participants who breach this section may be subject to disciplinary action which may amount to dismissal.

24.0 DIVERSITY AND DISCRIMINATION

Workplace Participants must respect any differences relating to culture, gender orientation, sexual preference and religion that exist within a Mirvac workplace. All employment decisions must be based on established policies and procedures.

Discrimination, bullying or harassment will not be tolerated at Mirvac. These activities are also unlawful under numerous federal and state legislations.

Workplace Participants found to have engaged in such conduct will be subject to disciplinary action which may include counselling or a formal warning. Severe or repeated breaches may result in dismissal.

Complaints of discrimination, bullying or harassment may result in the Workplace Participant being prosecuted by a third party. Depending on the circumstances, Mirvac may be found to be liable for such conduct.

25.0 FAIR DEALING

Workplace Participants must deal fairly with competitors, suppliers and fellow employees.

Workplace Participants must not take unfair advantages of any party dealing with Mirvac regardless of whether such advantages were 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.

26.0 COMPLIANCE WITH THE CODE OF CONDUCT AND ALL POLICIES

This Code is supported by a variety of internal policies and procedures. The policies and procedures may be accessed via the Mirvac Intranet. In the event that there is a conflict between the standards outlined in this Code and another internal policy or procedure, the requirement in the most recently approved document will apply.

Mirvac is committed to promoting and maintaining a culture of honest, ethical and law abiding behaviour. To fulfil this commitment, Mirvac needs to be able to ensure that:

- violations of these standards, requirements and expectations are detected and reported; and
- appropriate action is taken in response to any such violations.

Accordingly, Workplace Participants must report promptly in good faith any violations or suspected violations of this Code:

- Directors must report any such violations initially to the Chairman, or failing him/her, the CEO/MD.
- Members of the Executive Leadership Team must report any such violations to the CEO/MD, or failing him/her, to the Chairman.
- Other employees must report any such violations to their direct manager, or failing him/her to a member of the Executive Leadership Team, or failing him/her to the CEO/MD.

While such reporting is encouraged to occur through the normal hierarchy of the business, Mirvac maintains an Open Line Policy to provide a means of reporting where an individual considers the standard reporting processes inadequate due to the seriousness of the issue, a fear of reprisal or disadvantage, or other factors. The Open Line Policy provides the option of reporting anonymously or named, and ensures an objective, confidential, and independent reporting and investigation process overseen by the Open Line Committee.

Where a Workplace Participant reports in good faith an actual or suspected violation of this Code, the position of the person making the report will be protected, including through the following measures:

- the person's identity will not be revealed without their consent (except where such disclosure is required by law); and

- no disciplinary, discriminating or other adverse action will be taken (or tolerated) against that person as a consequence of reporting, in good faith, that violation or suspected violation.

Workplace Participants who breach this Code will face disciplinary action which, depending on the seriousness and severity of the breach, could result in legal action and/or dismissal.

27.0 APPROVED & ADOPTED

This policy was approved and adopted by the Mirvac Group on 26 May 2017.