

# Directors' Code of Conduct

## Board Policy



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Dexus has developed a Code of Conduct to which all Directors are required to adhere. Executive Directors must also comply with Dexus's Employee Code of Conduct. The Directors' Code of Conduct is reviewed on at least an annual basis:

- a Director must act in the best interests of Dexus
- a Director must act honestly and in good faith
- a Director has a duty to use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office
- a Director must use the powers of office ethically and for a proper purpose and in the best interests of Dexus
- a Director must not make improper use of information acquired as a Director to either gain an improper advantage for themselves or another person or cause detriment to investors
- a Director must not allow personal interests, or the interests of any associated person, to conflict with the interests of Dexus
- a Director has an obligation to be independent in judgment and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board
- confidential information regarding Dexus received by a Director remains the property of Dexus and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the Board, or the person from whom the information is provided, or is required by law
- a Director should not engage in conduct likely to bring discredit upon Dexus or make any public statement likely to harm or defame Dexus, other Directors or employees
- a Director must comply with the legal framework governing the operations of Dexus must be conscious of the impact of Dexus's businesses on society
- Directors are required to attend all Board meetings unless prior approval is provided by the Chair
- Directors are required to attend the Annual General Meeting.

### *Document Control Log*

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