

# Directors' Code of Conduct



Dexus Directors are required to comply with both this Code of Conduct and the principles of conduct and behaviour within the Employee Code of Conduct. The Directors' Code of Conduct requires that a Director:

- must act in accordance with Dexus's Purpose and Values Framework
- must act honestly, in good faith and in the best interests of Dexus
- has a duty to use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office
- must use the powers of office ethically and for a proper purpose and in the best interests of Dexus
- 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 Security holders
- must not allow personal interests, or the interests of any associated person, to conflict with the interests of Dexus
- 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
- will not disclose confidential information regarding Dexus, or allow it to be disclosed, unless that disclosure has been authorised by the Board or is required by law
- 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
- must comply with the legal and regulatory framework governing the operations of Dexus and must be conscious of the impact of Dexus's business on society
- will maintain competency (skills and education) commensurate with that required of a Director of a listed entity
- is required to attend all Board meetings unless prior approval is provided by the Chair
- is required to attend the Annual General Meeting.

Any breach of the Directors' Code of Conduct is to be reported to the Company Secretary for investigation and escalation.

The Directors' Code of Conduct is reviewed on an annual basis.

## Document Control Log

Version	Document Owner	Author	Approving Authority	Approved Date
6	Governance	Scott Mahony	Board People & Remuneration Committee	26 July 2021
			Dexus Board	29 July 2021