



Directors' Code of Conduct

Dexus Directors are required to comply with both this Code of Conduct and 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 the Company for which they have been appointed, and Security holders (when acting in the capacity of Responsible Entity) 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 the Company for which they have been appointed, and Security holders (when acting in the capacity of Responsible Entity)
- 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 take all reasonable steps to avoid an actual or perceived conflict of interest between the Director's personal interests, or the interests of any associated person, and the interests of the Company for which they have been appointed, and Security holders (when acting in the capacity of Responsible Entity), including avoiding relationships, actions or positions which constitute or appear to constitute such a conflict
- must disclose any material personal interest in a matter relating to the business of Dexus, including conflicts between the Director's personal interests, or the interests of any associated person, and the interests of Dexus
- must take all reasonable steps to avoid or mitigate actual, potential or perceived conflicts of interest in the business Dexus conducts with any third parties
- 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.

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