Securities Trading

(Including Inside Information)

1. Purpose

The purpose of this Policy is to provide guidance to Directors and Employees (including Key Management Personnel) for ongoing compliance with legal obligations relating to trading or investing in financial products managed by Dexus.

The objectives of Dexus's approach to Securities Trading include:

- the avoidance of insider trading including influencing others to trade in securities based on inside information
- the avoidance of actual, perceived or potential conflicts of interest with Dexus or its clients
- the imposition of limitations on short term trading
- the ongoing compliance with ASX Listing Rules, ASX Corporate Governance Principles and Recommendations and the Corporations Act 2001 (Cth)

Dexus is committed to maintaining its strong reputation. Adherence to our policies and procedures assists us in achieving this. While compliance with legislation and regulatory guidelines is mandatory, we expect our Directors and Employees (especially in relation to securities trading) to support and promote the spirit of the legislation and guidelines.

Directors and Employees should also be aware of the possible reputational damage resulting from trading in Dexus securities in periods where the market may perceive that Directors or Employees are in possession of price sensitive information.

As a guiding principle, Directors and Employees should ask themselves:

If the market was aware of all the current circumstances, could the proposed dealing be perceived by the market as the Director or Employee taking advantage of his or her position in an inappropriate way? How would it look if the transaction was reported in social media or on the front page of a newspaper? (**The Media Test**)

If the Director or Employee is unsure, they should consult the General Counsel or Head of Governance.

Where any approval is required for a dealing under this Policy, approval will not be granted where the dealing would not satisfy the Media Test.

For the purpose of this Policy, reference to "Dexus Securities" includes reference to Dexus (ASX:DXS), Dexus Industria REIT (ASX:DXI) and Dexus Retail Convenience REIT (ASX:DXC).

2. Applicability of the Securities Trading Policy

This Policy applies to:

- Directors of Dexus entities
- All Dexus Employees (including Key Management Personnel)
- Contractors & temporary employees of Dexus, and
- Associates of the above. An Associate would include immediate family members, people or entities (including SMSFs) over which the Employee may exert influence in investment decisions.

All referred to collectively as "Employee/s".

3. What happens if this Policy is breached?

A breach of this Policy may constitute a breach of the law, leading to disciplinary action, including dismissal in serious cases. Furthermore, insider trading is a criminal offence and can result in criminal and civil penalties.

4. What is Inside Information?

Employees cannot trade in financial products managed by Dexus whilst they are in possession of Inside Information.

"Inside Information" is information not generally available to investors which could, if it were made generally available, have an effect on the market price of particular financial products or be likely to influence investors in deciding whether to deal in those financial products. In brief, this is non-public price sensitive information.

The following types of information would generally be price sensitive (and therefore regarded as Inside Information):

- any leaked information from a listed entity of the type that would normally be announced to the ASX
- any leaked news about the credit standing of an issuer of securities
- a proposed securities issue
- a significant merger or acquisition proposal
- a purchase or sale of substantial assets
- a significant expansion or curtailment of operations
- significant new products
- significant increases or decreases in dividends or distributions
- significant earnings information or estimates
- changes in earnings information or estimates previously announced
- extraordinary borrowing, significant liquidity problems
- extraordinary management developments
- major litigation
- significant revaluation of assets

It does not matter how or why the information was acquired. The prohibitions apply even if the information is acquired inadvertently.

Examples of situations where Employees may acquire Inside Information include:

- during the management of listed trusts (for example, a property transaction that may have a material price impact on a Dexus Security or a potential merger or acquisition with another fund or trust)
- related party transactions within Dexus
- significant change from market guidance regarding the amount of earnings or distribution payments

Market rumours may constitute Inside Information. When determining whether this is the case, consideration should be given to generally available public information and whether the rumour is a logical conclusion to draw.

Employees must not provide or communicate Inside Information to another party. Care must also be taken when providing information to Dexus work colleagues. Information should only be provided on a "need to know" basis.

Employees must not derive personal advantage from sensitive information which has been obtained as a result of their employment. This includes information an employee may have access to in relation to a capital partner, supplier, customer or other entity with which Dexus is conducting business.

5. Prohibition on Insider Trading

When an Employee is in possession of any Inside Information, it is illegal to:

- Deal in (i.e. apply for, acquire, dispose of or enter into an agreement to do so) the relevant financial product whether personally, for an Associate, for Dexus or a client
- Procure (i.e. incite, induce or encourage an act or omission) another person to deal in the relevant financial product
- In the case of a financial product able to be traded on a financial market, directly or indirectly communicate or pass on the Inside Information to another person, unless certain arrangements are in place whereby Dexus can be satisfied that the person will not act on the basis of the information. Legal should be consulted in these circumstances

The prohibitions on insider trading apply until:

- The information has been released to the market and a reasonable period has elapsed to allow the market to absorb the information
- The information has ceased to be price sensitive (for example, a proposal for a corporate transaction has been abandoned)

6. Periods When Trading is Permitted

Provided approval is first sought and obtained in accordance with section 10 of this Policy, trading in Dexus securities by any Employee is permitted during the following periods (also referred to as a trading window) and only if the Employee is not in possession of Inside Information:

- 28 days commencing the day after half yearly and yearly results are announced to the market
- 14 days commencing the day after the AGM

Trading outside these periods is prohibited.

Additional trading windows may be identified by the CEO in consultation with the Chair and will be reported to all Employees.

Trading windows can be cancelled at any time, as notified by the CEO. Such closure will become effective immediately on notification.

Notification of trading windows will be communicated to all Employees.

7. Employee Trading

Employees must not undertake the following types of personal trading activity:

- trading in any financial product whilst in possession of Inside Information
- trading that may cause a conflict (or appearance of conflict) of interest with Dexus or its clients. Any such actual or potential conflict should be reported to Compliance
- trading that distracts them from their responsibilities to Dexus and its clients
- trading in Dexus securities for short term gain (defined as a purchase and sale within 30 days)
- trading in Dexus securities as part of margin lending activities
- entering into a transaction or arrangement for the purpose of hedging exposure to movements in the price of un-vested securities

From time to time restrictions may be placed on trading in other financial products (e.g. if Dexus is involved in a significant transaction with an external listed entity). These restrictions will be notified to relevant Employees. Employees must abide by these restrictions.

8. Dealings excluded from this Policy

This Policy does not apply to:

- participation in an employee, executive or director equity plan operated by Dexus (subject to insider trading provisions in the Corporation Act). However, where securities granted under an employee, executive or director equity plan cease to be held under the terms of that plan, any dealings in those securities must only occur in accordance with this Policy;
- the following categories of trades:
    - acquisition of Dexus securities through a distribution reinvestment plan;
    - acquisition of Dexus securities through a security purchase plan available to all retail securityholders;
    - acquisition of Dexus securities through a rights issue;
    - the disposal of Dexus securities through the acceptance of a takeover offer, scheme of arrangement or equal access buy-back; and
    - dealings that result in no effective change to the beneficial interest in the securities (for example, transfers of Dexus securities already held into a superannuation fund or trust of which the Employee is a beneficiary).

This Policy does not apply to any fund that currently (or in the future) is established to trade in listed securities (**Listed Securities Funds**). For those funds, Dexus has established information barriers to prevent material information about DXS, DXI or DXC from being provided to those persons who are responsible for trading decisions. However, in exceptional circumstances, the CEO in consultation with the Chair may impose a restriction on any trading in DXS, DXI or DXC by Listed Securities Funds.

All dealings listed above remain subject to the insider trading provisions in the Corporations Act 2001 (Cth).

9. Exemption

Trading in financial products outside the trading windows may be granted in situations of severe financial hardship provided the Employee is not in possession of Inside Information. Examples of severe financial hardship are:

- where a person has a pressing financial commitment that cannot be satisfied other than by selling the Securities; and
- a court order, court enforceable undertaking or other legal or regulatory requirement (for example, to comply with a Court Order or a bona fide family settlement).

The request must be referred to the Head of Governance and approval sought from the CEO and/or General Counsel prior to placing the order to sell.

Approval will only be granted if the Employee's application is accompanied by sufficient evidence (in the opinion of the CEO and/or General Counsel) that the dealing of the relevant securities is the most reasonable course of action available in the circumstances.

If approval is granted, the Employee will be notified in writing and the trade must be executed within 5 business days.

10. Trading in Products Managed by Dexus

All trades by Employees in listed and unlisted financial products managed by Dexus require prior approval in accordance with the Business Approval Table set out below.

There may be circumstances when this approval is not granted. Reasons for this may be withheld. Where approval is withheld, the Employee is to keep that fact confidential and not disclose it to anyone. Loss of confidentiality regarding a refusal could lead to conjecture. Should an Employee wish to trade in Dexus securities during a trading window, request to trade can be made in the Dexus Compliance tracking system.

Employees requesting to trade in Dexus securities during a trading window will be required to confirm that the request is in compliance with this Policy at the time the trade is executed.

Once approvals have been obtained, notification will be provided to the Employee and the trade may be executed. Where approval is granted, the trade must be executed within 5 business days. If the trade is not executed within this timeframe, approval will need to be re-sought. A clearance to trade may be withdrawn if circumstances change. The Employee will be contacted directly in this situation and the Employee must keep this fact confidential.

Directors must provide contract notes and transaction details to the Company Secretary as soon as practicable after execution (and in any event promptly) to enable lodgement of any required ASX forms within the applicable timeframe.

11. Business Approval Table

Person (including Associates)	Approver
Chair	Chair of the relevant Board Audit Committee or Audit, Risk & Compliance Committee; and General Counsel
Non-executive Director	Chair (during absence, a Non-executive Director)[1]; and General Counsel
Chief Executive Officer	Chair (during absence, a Non-executive Director)[1]; and General Counsel
Executive General Manager (including KMP)	CEO; and Head of Governance
Employee	Relevant EGM (during absence, another EGM); and Head of Governance

Approvers may delegate authority with prior notice (and approval) of the General Counsel.

12. Additional Requirements for Real Estate Securities (RES) Personnel

Where a member of the RES team wishes to trade in a personal capacity[2] in any real estate security, whether managed by Dexus or otherwise, approval must first be sought in accordance with this policy in the same manner that is required for trades in listed Dexus securities. Further requirements with respect to RES funds personnel can be found in the Securities Trading Additional Rules.

13. Record Keeping

The Compliance team must be provided with a copy of contract notes or transaction advice of approved trades once they have been executed.

A register is maintained by the Compliance team of all requests to trade in Dexus securities including approvals (or otherwise).

14. Reporting

The Company Secretary is responsible for ensuring that, where applicable, Appendices 3X, 3Y and 3Z are lodged with ASX in accordance with the ASX Listing Rules.

15. Monitoring

Compliance with this Policy is monitored. Monitoring includes, but is not limited to, a review of the Dexus Securities registers for trading by Employees. Any exceptions or breaches identified during monitoring will be reported to the Executive Committee, General Counsel/Company Secretary, the Dexus Board Risk Committee, the DXAM Board and the DXAM Audit, Risk and Compliance Committee.

[1] "Chair" means the Chair of the board that acts as Responsible Entity for the securities being traded.
[2] This includes through an associated or entity upon which the person may exert influence.

16. Additional Information

This Policy is reviewed at least annually and requires endorsement of the Board Risk Committee, and approval of the Board of Dexus Funds Management Limited and the Board of Dexus Asset Management Limited.

The Policy is available to and accessible by all Employees.

The Compliance team facilitates training on this Policy. All training facilitated by the Compliance team is compulsory.

Any questions arising from this Policy should be referred to the General Counsel & Company Secretary or the Head of Governance.

Version	Document Owner	Author	Approving Authority	Approved Date
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