

SMARTCENTRES REIT CODE OF BUSINESS CONDUCT

Conflicts of Interest

The Trust expects an Associate to conduct business according to the highest ethical standards. The Associate is expected to devote his/her best efforts to the interests of the Trust and the conduct of its affairs. Associates should avoid outside employment, contractual relationships, activities and other interests that compete with, or conflict with, the interests of the Trust. An Associate should request written approval from the Chairman and Chief Executive Officer or the Chief Financial Officer of the Trust, prior to agreeing to serve on the board of another for-profit business or organization which could create a conflict of interest, including where the business or organization is a supplier to or a customer or competitor of the Trust. An Associate is required to contact the Chairman and Chief Executive Officer or the Chief Financial Officer of the Trust to disclose the situation, if the status of a previously non-conflicting activity changes. Any Associate who serves on the board of another business or organization shall not vote on any matter that concerns the Trust or which might create a conflict of interest for the Associate or for the Trust.

Non-Compliance

Violations of the Code of Business Conduct may result in disciplinary action up to and including termination of employment. In the case of Trustees, a violation may result in a request to resign from the Board.

Reporting Any Issues or Concerns

Compliance with the Code of Business Conduct policy and guidelines supports the Trust's value of Dignity and Respect as a condition of employment. If you believe that you may have breached, or someone else has breached the Code of Business Conduct policy, you have a responsibility and obligation to the Trust, your fellow Associates, and yourself, to report any problems or irregularities.

At any time, if an Associate is uncertain about an appropriate course of action, they should seek the advice of their Manager or an Executive Manager, as appropriate and consistent with the Open-Door Policy.

Alternatively, Associates may report, any suspected breach of the Code of Business Conduct policy, by telephone to EthicsPoint, toll free number 1-800-448-1693.