

SMARTCENTRES REIT CODE OF BUSINESS CONDUCT FOR TRUSTEES

Description

SmartCentres REIT (the "**Trust**") is committed to achieving the highest business and personal ethical standards as well as compliance with applicable securities laws and regulations, accounting standards and internal control standards that apply to our business. It is the policy of the Trust that all trustees of the Trust ("**Trustees**") who are not employees of the Trust comply with this Code of Business Conduct for Trustees (the "**Trustee Code of Conduct**") and acknowledge compliance annually. Trustees who serve as employees of the Trust should comply with this Trustee Code of Conduct as well as the SmartCentres REIT Code of Business Conduct for Associates.

1.0 Ethical & Lawful Conduct

In making decisions and acting on behalf of the Trust, Trustees must act in an ethical and lawful manner while recognizing their responsibility to represent the Trust's best interests. Trustees are fiduciaries of the Trust, and as such, are expected to provide leadership in upholding and requiring adherence to all federal and provincial laws applicable to the Trust. Trustees must observe a high standard of morality in the conduct of their official duties as Trustees and faithfully fulfill the responsibilities of their positions as Trustees, regardless of their personal or financial interests.

1.1 Use of Trust Resources

No Trustee shall use, or request or authorize the use of, Trust owned vehicles, equipment, computer information systems, materials, Trust time or property for personal convenience, personal profit or personal use, except where the Trust grants such privileges. This includes the unauthorized use of Trust stationery, postage, photocopying and any other equipment.

1.2 Conflicts of Interest

In their dealings on behalf of the Trust, Trustees are expected to comply with the highest ethical standards. Decisions in respect of the Trust's business must be based on the best interests of the Trust and must not be motivated by personal considerations or personal relationships with prospective or existing suppliers, contractors, customers, competitors or regulators. The Trustees shall comply with the provisions of Section 4.7 of the Declaration of Trust for the Trust in respect of conflicts of interest.

Specific guidelines include:

- (i) **Business opportunities** - Trustees may not use Trust resources or information or their position as Trustees for personal gain.
- (ii) **Employing Family Members** - The Trust supports the hiring of children or other relatives of its employees, officers and Trustees for summer and casual employment. Family members of Trustees may be hired in a regular full-time capacity provided there is clear evidence of due consideration in hiring the best qualified candidate for the position and that the best human resources recruitment practices were adhered to.

1.3 Confidentiality

The Trust and its Trustees are regularly entrusted with confidential information. Trustees must take reasonable precautions to protect and respect the confidentiality and security of the Trust's confidential information both during the course of the Trustee's service, and thereafter, except where disclosure has been authorized by the Trust or is legally required.

1.4 Intellectual Property Rights

Internally created techniques, processes, methodologies and the like are considered "trade secrets" of the Trust and are the intellectual property of the Trust. Trustees may not use, communicate, or otherwise compromise any intellectual property of the Trust without prior written authorization from the Board or pursuant to a written agreement with the Trust that has been duly authorized by the Trust.

1.5 Media Statements

The Executive Chairman and Chief Executive Officer of the Trust is the chief spokesperson for the Trust. To ensure that information that the Trust provides to the public is consistent and accurate, the Executive Chairman and Chief Executive Officer will co-ordinate the actions with respect to making statements (written or verbal) on behalf of the Trust to media, news publications, trade publications, or any other media outlet. Other Trustees should refrain from making any such statements without prior approval from the Executive Chairman and Chief Executive Officer.

1.6 Insider Trading

There are applicable Canadian securities laws that are intended to prevent "insiders" or people who enjoy a "special relationship" with a Canadian public company from disclosing material "inside information" about the finances or the business activities of that Trust which is not yet publicly available. The same laws restrict disclosure of material inside information and restrict the timing and the circumstances under which "insiders" and persons in a "special relationship" can conduct any trades in the Trust's securities or related financial instruments. In addition, further details respecting restrictions on disclosure of material inside information and on trading in Trust securities and related financial instruments and reporting of trades in such items are set out in the SmartCentres REIT Insider Trading Policy. All Trustees are required to comply with the SmartCentres REIT Insider Trading Policy.

1.7 Gifts

Trustees should use caution when receiving or making gifts if such gifts could reasonably be viewed as linked to their position as Trustees. Trustees should politely decline gifts from, and must not make gifts to, customers or suppliers of the Trust in any circumstance where there is a danger of it being mistaken for improper payment, influence of decision-making, creating a sense of obligation or being construed to be a bribe.

1.8 Anti-Corruption

A Trustee shall not offer, promise, give or authorize either directly or indirectly, or through a third party, money or "anything of value" to any Government Official or political party in order to improperly influence any act or decision of any Government Entity or retain business or secure an improper advantage relating to the business of the Trust.

The term "Government Official" includes, any person acting in an official capacity for or on behalf of a government or Government Entity or political party.

“Things of Value” include, but are not limited to, cash or cash equivalents, gifts and presents, charitable donations, political contributions, loans or other financial aid of any type, travel, accommodation, or other expense reimbursement, tickets to or costs of games, and employment opportunities.

A “Government Entity” means a department, ministry, agency, body or other instrumentality of a government, at any level (municipal, provincial, territorial or national) and in any jurisdiction within Canada or outside of Canada.

A Trustee shall not offer improper payments such as “facilitation payments” or “grease payments” to Government Officials or political parties to secure or expedite routine governmental action relating to the business of the Trust. Legitimate payments to government entities to expedite a process/procedures are allowed where permitted by local law.

All Trustees shall reject and report to the Board any direct or indirect request by a Government Official or political party, or private sector employee of undue pecuniary or other advantage, to act or refrain from acting in relation to his or her duties.

Trustees involved with Walmart/Trust Joint Venture projects should refer to the SmartCentres REIT/Walmart Joint Venture Anti-Corruption Compliance Procedures (a copy of which has been provided to the Trustees) for additional guidance and should adhere to the procedures therein in respect of such projects.

1.9 Promoting Ethical Behaviour

Trustees should be supportive of the efforts by the Trust to promote ethical behaviour and to encourage employees and officers of the Trust (collectively, “**Associates**”) to do so as well; such efforts of the Trust shall include encouraging Associates (a) to talk to supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation, (b) to report violations of laws, rules, regulations or the SmartCentres REIT Code of Business Conduct for Associates to appropriate personnel and (c) to report matters in good faith without retaliation pursuant to the Trust’s “whistle blower” policy.

1.10 Promoting Healthy Workplace Practices

Trustees are expected to support healthy workplace practices. In this regard:

- (a) **Non-discrimination** – It is the policy of the Trust that every Associate has the right to equal treatment with respect to employment and opportunity without discrimination or harassment on any of the prohibited grounds in the Ontario Human Rights Code including, age, ancestry, citizenship, colour, creed, disability, ethnic origin, family status, gender identity, gender expression, marital status, place of origin, race, record of offences, sex, and sexual orientation. The Trust is committed to fostering a climate where human rights are respected and will not tolerate discrimination or harassment in its employment or business dealings.
- (b) **Accommodation** - The Trust is committed to accommodate Associates based on the grounds outlined in the Ontario Human Rights Code, provided such accommodation can be made without undue hardship to the business.

- (c) **No Violence or Harassment in the Workplace** - The Trust is committed to providing a safe and healthy work environment free from violence, threats of violence, harassment, intimidation and disruptive behaviour. The Trust does not condone any act of sexual harassment in the workplace, whether verbal or physical.

1.11 Reporting Procedures

Trustees may raise concerns about compliance with the SmartCentres REIT Code of Business Conduct for Associates or this Trustee Code of Conduct with the Executive Chairman and Chief Executive Officer, the Chair of the Compensation and Corporate Governance Committee or the entire Board at any time.

In response to a complaint, the Trust will act fairly with respect to any individual named in the complaint, the seriousness of the issue, the credibility of the information or allegations in the complaint, and the prospects of an effective investigation.

All records of harassment and violence reports, and subsequent investigations, are considered confidential and will not be disclosed to anyone except to the extent required by law. The Trust will do everything it can to protect the privacy of the individuals involved and to ensure that complainants and respondents are treated fairly and respectfully. The Trust will protect this privacy so long as doing so remains consistent with applicable law.

1.12 Trustee Code of Business Conduct Review

This Trustee Code of Conduct shall be reviewed periodically by the Compensation and Corporate Governance Committee, and when appropriate the committee will recommend changes to this Trustee Code of Conduct for approval by the Board.