



# AGELLAN COMMERCIAL REIT

## *CODE OF BUSINESS CONDUCT AND ETHICS*

**The following code of business conduct and ethics (the “Code”) was adopted by the board of trustees of Agellan Commercial Real Estate Investment Trust (the “REIT”) on May 6, 2013.**

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This Code covers a wide range of business practices and procedures. It does not cover every issue that may arise, but sets out basic principles to guide all trustees, directors, officers and employees of the REIT, its subsidiaries and Agellan Capital Partners Inc. (collectively, “**Agellan Personnel**”). All Agellan Personnel must conduct themselves accordingly and seek to avoid even the appearance of improper behavior.

If a law conflicts with a policy in this Code, Agellan Personnel must comply with the law. If a local custom or policy conflicts with this Code, Agellan Personnel must comply with this Code. If you have any questions about these conflicts, you should ask a senior officer of the REIT how to handle the situation. **The President of the REIT is the contact person for any questions regarding the Code.**

**Agellan Personnel who violate the standards in this Code will be subject to disciplinary action, up to and including termination of their employment or other relationship with the REIT, its subsidiaries or Agellan Capital Partners Inc. (collectively, the “Agellan Entities”). If you are in a situation that you believe may violate or lead to a violation of this Code, follow the guidelines described below under “Compliance Procedures”.**

### **1. The Code**

#### **A. Compliance with Laws, Rules and Regulations**

Obeying the law, both in letter and in spirit, is the foundation on which the Agellan Entities’ ethical standards are built and is critical to our reputation and continued success. All Agellan Personnel must respect and obey the laws of the various jurisdictions in which the Agellan Entities operate and avoid even the appearance of impropriety. Although not all Agellan Personnel are expected to know the details of these laws, it is important to know enough to determine when to seek advice from executive members or other appropriate personnel. The President of the REIT is available to assist Agellan Personnel in determining applicable legal requirements and to seek the advice of legal counsel where appropriate.

#### **B. Conflicts of Interest**

A “conflict of interest” exists when a person’s private interests interfere in any way with the interests of the REIT. A conflict of interest can arise when Agellan Personnel take actions or have interests that may make it difficult for them to perform their work for the REIT objectively and effectively. Conflicts of interest also may arise when Agellan Personnel or members of their families receive improper personal benefits as a result of their positions with an Agellan Entity.

Conflicts of interest are prohibited as a matter of policy, except as may be approved by the board of trustees of the REIT. Conflicts of interest may not always be clear-cut. If you have a question, you should consult with your supervisor or department head. Any Agellan Personnel who become aware of a conflict or potential conflict should bring it to the attention of a supervisor or department head and consult the procedures described below under “Compliance Procedures”.

### **C. Confidentiality**

Agellan Personnel must maintain the confidentiality of confidential information entrusted to them by any Agellan Entity and persons with whom the Agellan Entities do business, except when disclosure is authorized under the Confidential Information Policy or required by laws or regulations. Confidential information includes all non-public information that might be of use to competitors or harmful to any Agellan Entity or the person to whom it relates if disclosed. The obligation to preserve the confidentiality of confidential information continues even after Agellan Personnel cease to have a relationship with the Agellan Entities.

Agellan Personnel who have access to confidential information are not permitted to use or share that information for trading purposes or for any other purpose except the conduct of the Agellan Entities' business. All Agellan Personnel should read and abide by the REIT's Confidential Information Policy and Disclosure Policy.

### **D. Corporate Opportunities**

Agellan Personnel are prohibited from taking for themselves personally opportunities that are discovered through the use of corporate property, information or positions without the consent of the board of trustees and from using corporate property, information or positions for improper personal gain. No Agellan Personnel may compete with any of the Agellan Entities directly or indirectly. Agellan Personnel owe a duty to each Agellan Entity to advance its legitimate interests when the opportunity to do so arises.

### **E. Protection and Proper Use of Agellan Entity Assets**

All Agellan Personnel should endeavor to protect Agellan Entity assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the profitability of the Agellan Entities. Any suspected incident of fraud or theft should be reported immediately to the President of the REIT for investigation.

The obligation of Agellan Personnel to protect the assets of the Agellan Entities includes the Agellan Entities' proprietary information. Proprietary information includes any information that is not known generally to the public or would be helpful to competitors of any of the Agellan Entities. Examples of proprietary information include intellectual property (such as trade secrets, patents, trademarks and copyrights), business, marketing and service plans, designs, databases, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Agellan Entity policy and could be illegal and result in civil or criminal penalties. The obligation to preserve the confidentiality of proprietary information continues even after Agellan Personnel cease to have a relationship with the Agellan Entities.

Agellan Entity assets may never be used for illegal purposes.

### **F. Competition and Fair Dealing**

The Agellan Entities seek to excel and to outperform any competitors fairly and honestly through superior performance and not through unethical or illegal business practices. Taking proprietary information without the owner's consent, inducing disclosure of that information by past or present employees of other persons or using that information is prohibited. Agellan Personnel should respect the rights of, and deal fairly with, the Agellan Entities' competitors and persons with whom the Agellan Entities have a business relationship. No Agellan Personnel should take unfair advantage of anyone through illegal conduct, manipulation, concealment, abuse of proprietary information, misrepresentation of material facts or any other intentional unfair-dealing practice. Nor should any Agellan Personnel act in a manner that may be anti-competitive under anti-trust laws. The Chief Executive Officer and/or President is available to assist Agellan Personnel in determining the application of those laws and to seek the advice of legal counsel where appropriate.

### **G. Gifts and Entertainment**

Business gifts and entertainment are customary courtesies designed to build goodwill and constructive relationships among business partners. These courtesies may include such things as meals and beverages, tickets to sporting or cultural events, discounts not available to the general public, accommodation and other merchandise or services. In some cultures, they play an important role in business relationships. However, a problem may arise when these

courtesies compromise, or appear to compromise, an Agellan Entity's ability to make fair and objective business decisions or to gain an unfair advantage.

Offering or receiving any gift, gratuity or entertainment that might be perceived to unfairly influence a business relationship should be avoided. In particular, any gift with a value greater than \$500 must be disclosed to the President or Chief Executive Officer of the REIT. These guidelines apply at all times and do not change during traditional gift-giving seasons.

No gift or entertainment should ever be offered, given, provided, authorized or accepted by any Agellan Personnel or their family members unless it is not a cash gift, is consistent with customary business practices, is not excessive in value, cannot be construed as a bribe or payoff and does not violate any laws. Strict rules apply when an Agellan Entity does business with governmental agencies and officials (as discussed in more detail below). Agellan Personnel should discuss with their supervisor or department head any gifts or proposed gifts about which they have any questions.

#### **H. Payments to Government Personnel**

All Agellan Personnel must comply with all laws prohibiting improper payments to domestic and foreign officials. Other governments have laws regarding business gifts that may be accepted by government personnel. The promise, offer or delivery to an official or employee of various governments of a gift, favour or other gratuity in violation of these laws would not only violate the Agellan Entities' policies but could also be a criminal offence. Illegal payments should not be made to government officials of any country. The President of the REIT can provide guidance to Agellan Personnel in this area.

#### **I. Discrimination and Harassment**

The diversity of Agellan Personnel is a tremendous asset. The Agellan Entities are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. Examples include derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances. Violence and threatening behavior are not permitted. Agellan Personnel are encouraged to speak with their supervisor or the President of the REIT when a co-worker's conduct makes them uncomfortable and to report harassment to the Chair of the Corporate Governance and Nominating Committee when it occurs.

#### **J. Health and Safety**

The Agellan Entities strive to provide all Agellan Personnel with a safe and healthy work environment. All Agellan Personnel have responsibility for maintaining a safe and healthy workplace by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions to a supervisor or department head. Being under the influence, and the possession, of illegal drugs in the workplace will not be tolerated. Agellan Personnel should report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol.

#### **K. Accuracy of Records and Reporting**

The Agellan Entities require honest and accurate recording and reporting of information of the REIT to make responsible business decisions. The REIT's accounting records are relied upon to produce reports for management, trustees, managers, securityholders, governmental agencies and persons with whom the REIT does business. All of the REIT's financial statements and the books, records and accounts on which they are based must appropriately reflect the REIT's activities and conform to applicable legal, accounting and auditing requirements and to the REIT's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless required by applicable law or regulation.

All Agellan Personnel have a responsibility, within the scope of their positions, to ensure that the REIT's accounting records do not contain any false or intentionally misleading entries. The REIT does not permit intentional misclassification of transactions as to accounts, departments or accounting records. All transactions must be supported by accurate documentation in reasonable detail and recorded in the proper accounts and in the proper accounting period.

Many Agellan Personnel use business expense accounts, which must be documented and recorded accurately. If Agellan Personnel are not sure whether a certain expense is legitimate, a supervisor or department head can provide advice. General rules and guidelines are available from the President of the REIT.

Business records and communications often become public through legal or regulatory proceedings or the media. Agellan Personnel should avoid exaggeration, derogatory remarks, guesswork or inappropriate characterizations that can be misunderstood. This requirement applies equally to communications of all kinds, including e-mail, informal notes, internal memos and formal reports.

## **2. Waivers of the Code**

Any waiver of this Code for trustees or officers may be made only by the trustees (or a committee of the board of trustees to whom that authority has been delegated) and will be promptly disclosed as required by law or stock exchange regulation.

## **3. Reporting and Illegal or Unethical Behavior**

Each of the Agellan Entities has a strong commitment to the conduct of its business in a lawful and ethical manner. Agellan Personnel are encouraged to talk to supervisors, managers or other appropriate personnel about observed illegal or unethical behavior and when in doubt about the best course of action in a particular situation. It is the policy of the Agellan Entities not to allow retaliation for reports of misconduct by others made in good faith. It is, at the same time, unacceptable to file a report knowing that it is false. All Agellan Personnel are expected to cooperate in internal investigations of misconduct.

## **4. Compliance Procedures**

All Agellan Personnel must work to ensure prompt and consistent action against violations of this Code. However, in some situations it is difficult to know right from wrong. Since we cannot anticipate every situation that will arise, it is important that the Agellan Entities have a way to approach a new question or problem. These are the steps to keep in mind:

- Make sure you have all the facts. In order to reach the right solutions, we must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will help you to focus on the specific question you are faced with and the alternatives you have. Use your judgement and common sense - if something seems like it might possibly be unethical or improper, it probably is.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- Discuss the problem with your manager. This is the basic guidance for all situations. In many cases, your manager will be more knowledgeable about the question and will appreciate being brought into the decision-making process. Remember that it is your manager's responsibility to help solve problems.
- Seek help from company resources. In the rare case where it may not be appropriate to discuss an issue with your manager, or where you do not feel comfortable approaching your manager with your question, discuss it locally with your "two-up". If that is not appropriate for any reason, contact the President of the REIT.
- You may report ethical violations in confidence and without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected to the extent possible. The Agellan Entities do not permit retaliation of any kind against employees for good faith reports of ethical violations.
- Always ask first, act later: If you are unsure of what to do in any situation, seek guidance before you act.