

Code of Conduct for Ethical Business Practice at ADLER Real Estate AG

Preamble

The ADLER Real Estate AG Code of Conduct sets out the values, principles and actions that shape business practice at ADLER Real Estate AG. The aim of the company's management is to ensure compliance with ethical standards and to create a working environment that promotes integrity, respect and fairness. A business policy involving strict compliance with the law and conventions serves the company's long-term interests.

This Code of Conduct has been resolved by the Management Board of ADLER Real Estate AG and approved by the Supervisory Board. It applies to all ADLER Group companies. As such, where reference is made to ADLER Real Estate AG, the corresponding statements also apply to the affiliated Group companies.

Compliance with domestic and foreign laws and other regulations; compliance with internal provisions and regulations

ADLER Real Estate AG complies with the applicable domestic and foreign laws and other relevant regulations in all of its business decisions and activities. Integrity and sincerity serve to promote fair competition, also with respect to our customers and suppliers.

To this end, all employees of ADLER Real Estate AG and the affiliated Group companies are obliged to comply with all of the applicable statutory provisions and the company's internal rules and regulations.

Respectful treatment of internal and external partners

Both internally and externally, ADLER Real Estate AG promotes an attitude of appreciation, open and honest treatment and mutual respect. It seeks to offer all employees challenging and satisfying opportunities for professional and personal development. It explicitly advocates for the prohibition of discrimination, particularly on the grounds of race or ethnicity, gender, religion or belief, disability, age or sexual identity, as well as disadvantage and harassment of any kind.

Obligations of company management

ADLER Real Estate AG endeavours to conduct its business professionally and in an ethically correct manner and to protect the principle of fair competition in all markets in which it is active by complying with the applicable provisions on cartel prohibitions, competition and competitive constraints. Unfair advantages over customers, suppliers and competitors must be prevented.

Within the Group, ADLER Real Estate AG ensures that employees are informed about all important topics in a timely manner. It endeavours to strengthen employees' identification with and loyalty to the company and promote cooperation and a trustful and open relationship. Furthermore, ADLER Real Estate AG is committed to ensuring that its employees are challenged and encouraged and that they are provided with regular and fair evaluations.

Employee obligations

- **Conflicts of interest**

ADLER Real Estate AG expects its employees to demonstrate loyalty to the company.

All employees must avoid situations in which their personal or financial interests come into conflict with the interests of ADLER Real Estate AG. In particular, employees are prohibited from participating in or entering into private business relationships with competitors, suppliers or customers if this could lead to a conflict of interests. Any conflict situations must not adversely affect the interests of ADLER Real Estate AG.

Employees may not use their position at ADLER Real Estate AG to obtain personal advantage as a result of their access to confidential information, either directly or indirectly. All employees are obliged to advance the legitimate interests of ADLER Real Estate AG to the greatest possible extent. Any competition with the company must be avoided.

Every actual or potential conflict of interest must be reported and discussed with the respective line manager or the compliance officer.

- **Prohibition on corruption, acceptance of benefits**

ADLER Real Estate AG is opposed to corruption, and in particular to bribery and the granting and acceptance of benefits. Actions in which business is done by illicit means are not tolerated.

Accordingly, employees may not accept benefits or perks – in any form – from business partners if such benefits or perks can be reasonably assumed to influence the business decisions or transactions of ADLER Real Estate AG or even if they could merely create the appearance of doing so. This does not apply to small gifts of negligible value as agreed in the respective contract of employment. Invitations must be within the bounds of normal hospitality.

- **Insider rules**

All employees of ADLER Real Estate AG are obliged to observe the insider rules of the German Securities Trading Act, especially the prohibition on insider dealing. This applies in particular to employees with access to non-public information about ADLER Real Estate AG, its subsidiaries and/or affiliates or companies with which ADLER Real Estate AG does business.

For this purpose, inside information includes the management's plans concerning business transactions, the revenue and profitability of ADLER Real Estate AG, significant contracts and business relationships, financial information, significant litigation, etc.

If an employee of ADLER Real Estate AG becomes aware of such information that a reasonable investor would consider to be relevant to their investment decision, the employee may not purchase or sell shares of ADLER Real Estate AG or pass on such inside information to other persons until the information is announced publicly. The utilisation of material non-public information may constitute a violation of the law.

- **Fair working conditions, environment**

All employees of ADLER Real Estate AG must undertake to ensure a safe and healthy environment. Accordingly, safety regulations and practices must be strictly observed.

As a socially responsible employer, ADLER Real Estate AG attaches great importance to its employees. It demands considerable commitment from them and rewards them in the form of participation in the company's business success. The human resources policy of ADLER Real Estate AG aims to enable employees to take advantage of opportunities for professional and personal development. The open exchange of opinions, criticism and ideas is promoted.

ADLER Real Estate AG condemns all forms of discrimination, bullying and harassment in the workplace and does not tolerate any such behaviour.

Environmental and resource protection and waste prevention enjoy a high priority. ADLER Real Estate AG complies with the relevant requirements on environmental protection. Irregularities are dealt with immediately.

- **Dealing with internal knowledge**

All employees of ADLER Real Estate AG are obliged to ensure a swift, smooth exchange of information within the company. Except in case other interests take priority due to confidentiality obligations, information must be communicated to the affected business areas accurately and in full. Relevant information must not be wrongfully withheld, falsified or selectively communicated.

Dishonest reporting within the company or to third-party organisations or individuals is strictly prohibited. All annual financial statements and annual reports, business papers and accounting records of ADLER Real Estate AG must present business transactions accurately and comply with the statutory requirements and the accounting policies and internal accounting procedures of ADLER Real Estate AG.

- **Dealing with assets**

All employees of ADLER Real Estate AG are responsible for ensuring the proper and careful use of the company's property. All employees are obliged to protect the property of ADLER Real Estate AG against loss, damage, misuse, theft, misappropriation or destruction. All employees are obliged to inform their line manager immediately of any utilisation of assets in breach of the above provision.

- **Confidentiality, data protection and IT security**

The majority of ADLER Real Estate AG's business information is confidential or protected by law. Consequently, employees are obliged to maintain confidentiality with respect to such information. This does not apply if publication of the information has been approved by ADLER Real Estate AG or is prescribed by corresponding laws or regulations.

The duty of confidentiality applies in particular to intellectual property. This includes business secrets, business and marketing plans, projects, business papers, salary data, and all other unpublished financial data and reports.

At ADLER Real Estate AG, all personal information concerning employees, customers, business partners, suppliers and other third parties is handled confidentially and with care in full compliance with data protection legislation. Great care must be taken to ensure that this information is protected.

The business activities of ADLER Real Estate AG depend to a large extent on the functional operation of its IT systems. To this end, ensuring the functional operation of the IT systems is given top priority.

- **Implementation and monitoring**

The rules set out in this Code of Conduct are a central element of the corporate culture at ADLER Real Estate AG. Consistent compliance with these principles is essential. Every employee is responsible for ensuring that this is achieved.

Employees with concerns or complaints relating to the points contained in this Code of Conduct or knowledge of a potential violation of these rules of conduct should immediately contact their line manager or the compliance officer in order to clarify the matter. This may be done anonymously or confidentially. If an employee is dissatisfied with the way in which the matter is clarified, he or she may escalate it to the next highest level of authority. ADLER Real Estate AG shall not tolerate any reprisals against complaints reported in good faith in line with this Code of Conduct.

- **Responsibility**

All employees of ADLER Real Estate AG have to comply with rules of this Code of Conduct. Violations of this Code of Conduct always result in consequences that may include disciplinary action and, ultimately, the termination of the respective contract of employment.

In addition, ADLER Real Estate AG reserves the right to initiate criminal proceedings where it considers this to be appropriate.

ADLER Real Estate AG cooperates extensively with service providers that act on behalf of ADLER Real Estate AG to the extent they are commissioned to do so, and that gain access to data requiring protection in the course of their activities. Accordingly, ADLER Real Estate AG is responsible for ensuring that all such contracted service providers are made aware of the Code of Conduct of ADLER Real Estate AG and that the principles set out in the Code of Conduct are observed accordingly.

Hamburg, June 2017

The Management Board