



STONEWEG
EUROPE STAPLED TRUST

Code of Conduct

STONEWEG EUROPE STAPLED TRUST

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Process Owner	Head of Risk, Compliance & Corporate Secretarial
Approved by	Board of Directors

Amendment History

Version No.	Description of Change
1.0	First implementation of Code of Conduct
2.0	Annual review
3.0	Annual review
4.0	Revision of headers and definitions reflecting the change of name of the company

Code of conduct

1. Introduction

- a) Stoneweg Europe Stapled Trust (“**SERT**”), a stapled group comprising Stoneweg European Real Estate Investment Trust and Stoneweg European Business Trust is traded on the Singapore Exchange (“SGX-ST”).
- b) Stoneweg EREIT Management Pte. Ltd. (“**SEM**”) acts as the REIT Manager of Stoneweg European Real Estate Investment Trust. SEM and its subsidiaries shall be referred to as “REIT Manager”;
- c) Stoneweg EBT Management Pte. Ltd. (“**SEBTM**”) acts as the Trustee-Manager of Stoneweg European Business Trust. SEBTM and its subsidiaries shall be referred to as “Trustee-Manager”;
- d) The REIT Manager and Trustee-Manager are collectively referred to as the Manager; and
- e) SERT and its subsidiaries, together with the Manager and their subsidiaries are collectively referred to as SERT Group.
- f) If there is any conflict between this code and current legislation, the provision of the legislation will prevail.

2. Purpose

- a) As well as ensuring the legal and equitable duties owed by Directors, officers and employees are met, the purpose of this code of conduct is to:
 - i) articulate the high standards of honesty, integrity and ethical and law-abiding behaviour expected of Directors, officers and employees;
 - ii) encourage the observance of those standards to protect and promote the interests of unitholders and other stakeholders (including customers, suppliers and creditors);
 - iii) guide Directors, officers and employees as to the practices thought necessary to maintain confidence in SERT's integrity; and
 - iv) set out the responsibility and accountability of Directors, officers and employees to report and investigate any reported violations of this code or unethical or unlawful behaviour.

3. Honesty and integrity

- a) SERT expects each Director, officer and employee to:
 - i) observe the highest standards of honesty, integrity and ethical and law-abiding behaviour when:
 - A) performing their duties; and

- B) dealing with any Director, officer, employee, unitholder, customer, supplier, auditor, lawyer or other stakeholder of SERT; and
- ii) foster a culture of honesty, integrity and ethical and law-abiding behaviour among other Directors, officers and employees.

4. Misconduct

- a) Where a Director, officer and employee engages in misconduct or alleged conduct, disciplinary actions shall be taken against the individual if:
 - i) The case has been carefully investigated and where good reasons and clear evidences exist;
 - ii) It is appropriate to the nature of the offence that has been committed; and
 - iii) He is aware of the standards that are expected of him or the rules with which he is required to conform.

5. Harassment

- a) SERT expects each Director, officer and employee to not create any form of harassment of its partners, employees or prospective employees by anyone, including partners, employees, clients and other third parties. Harassment can be defined as:
 - i) Discriminatory harassment unfairly harms people by targeting personal characteristics such as race, colour, religion, age, gender, national origin, disability, sexual orientation, or marital status.
 - ii) Sexual harassment is one form of discriminatory harassment and refers specifically to sexual behaviour that is perceived as unwelcome, personally offensive, and creates a hostile, intimidating, or offensive work environment.
 - iii) Non-discriminatory harassment, such as belittling others and making inappropriate comments, also undermines the dignity and respect due to everyone.

6. Conflicts of interest or duty

- a) All Directors, officers and employees must follow SERT's Conflict of Interest Policy and Procedures at all times.

7. Gifts and Entertainment

- a) A Director, officer or employee shall be informed that solicitation of gifts or entertainment is prohibited, as is accepting gifts when doing so could appear to undermine independence, objectivity, or judgment. In offering or receiving gifts and entertainment, one should also be mindful of the policies of the recipient's organization and the rules to which its employees are subject.
- b) Special care should be taken not to offer or accept favours or preferential treatment, or to accept special benefits, gifts, or other considerations from SERT's existing or potential unitholders, tenants, customers, suppliers, vendors, contractors, partners, government official and any other business associate unless the value is clearly insignificant.
- c) All Directors, officers and employees must follow SERT's Conflict of Interest Policy and Procedures at all times.

8. Corporate opportunities

- a) A Director, officer or employee must not improperly use their position, or any property or information acquired through their position, for personal gain or gain of an associate or to compete with or harm SERT.
- b) A Director, officer or employee may not use the word “SERT” or any other business name or trademark used by SERT for a personal or external business transaction.
- c) A Director, officer or employee must keep their personal or external business dealings separate from SERT’s business dealings.
- d) A Director, officer or employee must only use goods, services and facilities received from SERT in accordance with the terms on which they are given.

9. Confidentiality

- a) Any information acquired by a Director, officer or employee while performing their duties is confidential information of SERT and must be kept confidential. A Director, officer or employee must not disclose the information to a third party except where that disclosure is:
 - i) authorised by the Board; or
 - ii) required by law or a regulatory body (including a relevant securities exchange).
- b) The existence and details of any Board and management information, discussions and decisions that are not publicly known and have not been approved by the Board for public release, are confidential information of SERT and subject to paragraph a).
- c) For the avoidance of doubt, the obligations of confidentiality also apply to any confidential information a Director, officer or employee obtains, in their capacity as a Director, officer or employee, about another employee.
- d) Each Director’s, officer’s and employee’s obligations of confidentiality continue after he or she leaves SERT.

10. Fair dealing

- a) SERT expects each Director, officer and employee to:
 - i) deal fairly with any Director, officer, employee, unitholder, customer, supplier, auditor, lawyer, competitor or other stakeholder of SERT; and
 - ii) encourage other Directors, officers and employees to do the same.
- b) A Director, officer or employee must not take unfair advantage of any Director, officer, employee, unitholder, customer, supplier, auditor, lawyer, competitor or other stakeholder of SERT through illegal conduct, manipulation, undue influence, concealment, abuse of confidential information, misrepresentation of material facts or any other unfair-dealing practice.

11. Protection and proper use of assets

- a) SERT expects each Director, officer and employee to use all reasonable endeavours to protect any SERT asset and to ensure its efficient use.
- b) A Director, officer or employee may only use a SERT asset (for example, a product, vehicle, computer or money) for legitimate SERT business purposes or other purposes approved by the Board.
- c) Each Director, officer and employee must immediately report any suspected fraud or theft of a SERT asset to the Chief Executive Officer or a Director for investigation.

12. Compliance with laws, regulations, policies and procedures

- a) Each Director, officer and employee must:
 - i) comply with the letter and spirit of any applicable law, rule or regulation;
 - ii) comply with the codes, protocols, policies and procedures of SERT; and
 - iii) encourage other Directors, officers and employees to do the same.
- b) In particular, to the extent they are involved in the disclosure, each Director and senior executive must ensure that all disclosure to the market, unitholders, regulators and other stakeholders is accurate, complete and timely.
- c) Further, financial information must be prepared in accordance with current accounting policy and practice so as to present a true and fair view of [financial](#) position of SERT.

13. Reporting of unlawful and unethical behaviour

- a) SERT expects each Director, officer and employee to:
 - i) report promptly and in good faith any actual or suspected violation by a Director, officer or employee of the standards, requirements or expectations set out in this code of conduct; and
 - ii) encourage other Directors, officers and employees to do the same.
- b) A Director, officer or employee may use their own judgment in deciding to whom to report any violation or behaviour referred to in paragraph a), however:
 - i) Directors and officers are encouraged to report to the Chair of the Board or another Director; and
 - ii) employees are encouraged to report in accordance with the Whistleblower Policy.
- c) If a Director, officer or employee reports, in good faith, any violation or behaviour referred to in paragraph b), SERT must ensure:
 - i) the reporting person's position is protected;
 - ii) the reporting person's identity is only disclosed with their consent, except where disclosure is required by law; and
 - iii) no disciplinary, discriminatory or other adverse action is taken or tolerated against the reporting person for reporting the violation.

- d) A Director, officer or employee who receives a report of any violation or behaviour referred to in paragraph b) must ensure:
 - i) the alleged violation or behaviour is thoroughly investigated as soon as practicable;
 - ii) rules of natural justice are observed in the investigation; and
 - iii) appropriate disciplinary action is taken if the allegation is substantiated.
- e) Malicious reporting or knowingly making false reports is a violation of the Code and may result in disciplinary measures.

14. Approved, adopted and reviewed

- a) This Policy was approved and adopted by the Board on 9 November 2021.
- b) The Board reviews this Policy annually.