

CHARTER HALL WALE LIMITED (CHWALE)

DIRECTOR CODE OF CONDUCT

DATE 26 June 2018

Charter Hall WALE Limited (**Company**) is the Responsible Entity (RE) of Charter Hall Long WALE REIT (**LWR**), and may be appointed as RE of other funds in the future (all including LWR, referred to as the Trusts).

The Board of Directors of the Company (**Board**) is responsible for the overall management of the Trusts including the determination of their strategic direction with the aim of optimising unit holder returns through the performance of the Trusts.

In addition to this primary responsibility, the Board has the following obligations:

1 Care, skill and diligence

A Director has a duty to use reasonable care and diligence in fulfilling the functions of the office of director and exercising the powers attached to that office.

2 Good faith

A Director must act honestly, in good faith, and in the best interests of the Company and for a proper purpose.

3 Proper purpose

A Director must use the powers of office for a proper corporate purpose. Directors are under a fiduciary duty to act in the best interests of unit holders in relation to decisions when they are voting as a member of the Board.

4 No misuse of information

A Director must not use information acquired as a Director improperly to gain advantage for the Director or for someone else or to cause detriment to the Company.

5 No misuse of position

A Director must not misuse his or her position as a Director improperly to gain advantage for the Director or for someone else or to cause detriment to the Company.

6 Conflicts of interest

A Director must not give preference to personal interests, or to the interests of any associate or other person, where to do so would be in conflict with the interests of the Company.

7 Disclosure of interests

A Director must disclose to all other Directors any material personal interest that he or she or any associate may have in a matter that relates to the affairs of the Company.

8 Accountability

A Director has a duty to account to the Company for business opportunities which arise as a result of his or her being a Director of the Company and to use Company resources only for the benefit of the Company.

9 Confidentiality

Confidential information received by a Director in the course of his or her duties remains the property of the Company and should not be disclosed to any other person without the prior written consent of the Chairman of the Company unless the disclosure is required by law.

10 Business decisions

When making a business decision, a Director must make the decision in good faith for a proper purpose and without material personal interest, be informed about the subject matter of the decision, and rationally believe the decision to be in the best interests of unitholders of the relevant Trust.

11 Reliance on information

A Director may rely on information or advice from Company Board committees, officers and competent experts and advisers provided he or she does so in good faith and makes an independent assessment of the information or advice.

12 Delegation

When delegating powers, a Director must enquire as to a delegate's reliability and competency and must reasonably believe in good faith that the delegate will act in conformity with the Director's duties and the Company's constitution.

13 Compliance by company

A Director should not engage in conduct likely to have an adverse effect on the reputation of the Company. A Director must comply with all laws and regulations and act in accordance with this Code of Conduct.

14 Document Ownership, Sign off and Version Control

This Policy will be reviewed at the intervals set out in the Group Policies Review Schedule, agreed from time to time by the Board. The Head of Risk & Compliance is responsible for ensuring the review of the Policy occurs within these intervals.